

OTCQB Eligibility Requirements

Reporting Standard	<ul style="list-style-type: none"> • International Reporting: Listed on a Qualified Foreign Exchange and exempt from SEC registration under Exchange Act Rule 12g3-2(b) • International Alternative Reporting: Listed on a Qualified Foreign Exchange and not exempt under Exchange Act Rule 12g3-2(b) but is otherwise exempt from SEC registration • SEC Reporting: Subject to the reporting obligations under Section 13 or 15(d) of the Exchange Act or Regulation A (Tier 2) • Bank Reporting: U.S. Bank, Bank holding company or similar financial institution exempt from SEC Registration that has a reporting obligation to a U.S. Bank Regulator • Alternative Reporting: Companies that do not fall within one of the above reporting standards may make material information publicly available pursuant to the Alternative Reporting Standard Disclosure Guidelines for OTCQX and OTCQB <p>See: Definitions of Reporting Standards</p>
Accounting Standard	<p>U.S. Companies: All periodic financial statements prepared in accordance with U.S. GAAP. Annual financial statements must be audited by a PCAOB registered auditor.</p> <p>International Companies: All periodic financial statements must be prepared in accordance with U.S. GAAP, IFRS, or IFRS equivalent standard. Annual financial statements must be audited</p>
Transfer Agent	<p>Have a transfer agent that participates in the Transfer Agent Verified Shares Program (applicable to U.S. companies, Canadian companies, and any other company whose primary market is the U.S.)</p>
Corporate Governance	<p>Alternative Reporting Companies and International Companies Not Listed on a Qualified Foreign Exchange:</p> <ul style="list-style-type: none"> • Have a board of directors that includes at least 2 Independent Directors; • Have an Audit Committee, comprised of at least 2 members, with a majority being Independent Directors; and • Conduct annual shareholders' meetings and make annual financial reports available to its shareholders at least 15 calendar days prior to such meetings
Bankruptcy	<p>May not be subject to bankruptcy or reorganization proceedings</p>
Priced Quotes	<p>Priced quotes by a broker-dealer on OTC Link. Contact OTC Markets Group for guidance if you do not meet this requirement.</p>
Bid Price	<p>\$0.05 for initial qualification \$0.01 ongoing</p>
Shareholders	<p>50 Beneficial Shareholders, each owning at least 100 shares for each class of security</p>
Public Float	<p>10%</p>

Application Materials

Ensure these materials are ready for you to upload to your Gateway application

- Background Check Authorization – You will be asked to provide authorization and information required for OTC Markets Group to conduct background checks on all Officers, Directors, Control Persons (5%). The following contacts may also be asked to provide a [Personal Information Form](#):
 - Non-U.S. contacts of U.S. companies.
 - Any contacts with a regulatory or disciplinary history.
- Shareholder list dated within the past 30 days. If there has been a major transaction or corporate action, the shareholder list should present the information post-event.
- NOBO List within 90 days:
 - If there are no broker-dealer quotes and OTC Markets Group is conducting the initial review, then NOBO List dated within 30 days.
 - Delisted within 30 days: May provide older NOBO list or top holders list dated within 30 days.
 - International issuers: If NOBO list unavailable, provide documentation confirming public float, beneficial shareholder compliance, and absence of additional 5% holders (if registered shareholder list does not clarify).
- Draft [Management Certification](#) (applicable to U.S. issuers and foreign issuers not exempt under Rule 12g3-2(b))