

OTCQX U.S. Eligibility Requirements

U.S. Company	“U.S. Company” shall mean a company (i) incorporated in the U.S. or (ii) incorporated outside of the U.S. that meets of all the following criteria (a) not listed on a non-U.S. exchange, (b) no more than 45 percent of its securities’ trading volume takes place outside of the U.S. markets, (c) a majority of its outstanding voting securities are held directly or indirectly by U.S. residents, (d) a majority of its executive officers or directors are U.S. citizens or residents, (e) a majority of its assets are located in the U.S., and (f) its business is administered principally in the U.S.
Reporting Standards	• 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 See: Definitions of Reporting Standards
Accounting Standard	All periodic financial statements prepared in accordance with U.S. GAAP. Annual financial statements must be audited by a PCAOB registered auditor
Transfer Agent	Have a transfer agent that participates in the Transfer Agent Verified Shares Program
Corporate Governance	• 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	May not be subject to bankruptcy or reorganization proceedings
Priced Quotes	Priced quotes by a broker-dealer on OTC Link. Contact OTC Markets Group for guidance if you do not meet this requirement.
Penny Stock Rule	Meet one of the below exemptions:
Net Tangible Assets	\$5 million: < Than 3 Years Operations \$2 million: 3+ Years Operations
Revenue	\$6 million average for last 3 years
Bid Price	\$5.00*
Bid Price	\$0.25 for initial qualification \$0.10 ongoing
Market Capitalization	\$25 million for initial qualification \$10 million ongoing
Shareholders	100 Beneficial Shareholders, each owning at least 100 shares for each class of security
Public Float	Each class of securities on OTCQX must have a minimum market value of public float of \$5 million, and: a. Public Float of at least 20%; or b. Public Float of at least 10%; and i. Total assets of \$50 million; and ii. Stockholders' equity of \$10 million

*A company that does not meet the criteria for Net Tangible Assets or Revenue exemptions may qualify on a conditional basis until the publication of its first annual report after joining OTCQX, if each class of securities to be traded on OTCQX has a minimum bid price of \$5.00

Additional Standards for OTCQX U.S. Banks

Bid Price	\$1.00
Total Assets	\$100 million as of the most recent annual period end
Stockholders' Equity	\$4 million as of the most recent annual period end
Corporate Broker	Appoint a Corporate Broker approved by OTC Markets Group

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.
- Draft [Management Certification](#)