

## OTCQB Rules

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The OTCQB® Venture Market is designed for entrepreneurial and development stage U.S. and international companies. To be eligible, companies must be current in filing obligations, have a minimum bid price of \$0.01 and not be in Bankruptcy. OTCQB Companies maintain their corporate profile and publish an annual certification to demonstrate compliance with U.S. securities laws. These OTCQB Rules are intended to outline for companies and investors the standards that a company must meet to be eligible to be traded on the OTCQB Market and describe the initial and ongoing disclosure it must provide to the investing public.

Capitalized terms used herein are defined in Section 7 of these OTCQB Rules.

## 1. Requirements for Admission

### 1.1. Eligibility Criteria

To be considered for admission to the OTCQB Market, a Company, and each class of securities for which it is applying to OTCQB shall be required to meet all the following standards:

A. *Registration and Reporting Status*: Meet one of the following conditions:

1. Be an SEC Reporting Company or a Regulation A Reporting Company.
2. Be exempt from SEC registration under Exchange Act Rule 12g3-2(b) and listed on a Qualified Foreign Exchange.
3. Be exempt from SEC registration, other than by Exchange Act Rule 12g3-2(b), and listed on a Qualified Foreign Exchange.
4. Be exempt from SEC Registration and reporting under the Alternative Reporting Standard.
5. Be a U.S. Bank filing reports to a U.S. Bank Regulator.

The Company must be current in its reporting obligations;

B. *Audit Requirement*: Meet the following conditions:

1. Audited annual financial statements containing an audit opinion that is not adverse, disclaimed or qualified.
2. Audits must be conducted by an auditor registered with the Public Company Accounting Oversight Board (PCAOB).
  - i. International Companies are exempt from this PCAOB requirement.
  - ii. Regulation A Reporting Companies are exempt from this PCAOB requirement for initial eligibility only; subsequent annual financial statements are not exempt from this requirement.

3. All periodic financial statements must be prepared according to U.S GAAP, IFRS or IFRS equivalent, as applicable.
  4. Interim financial reports may be unaudited but must include a balance sheet as of the end of the Company's most recent interim period, income statement, and statement of cash flows for the interim period up to the date of such balance sheet and the comparable period of the preceding 12 months.
- C. *Bid Price*. Have a minimum bid price of \$0.01 per share as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's admission to OTCQB. OTC Markets Group may consider an exemption to this requirement if there has been no prior public market for the Company's securities in the U.S. in one of the following circumstances:
1. FINRA has recently cleared a Form 211 relating to the Company's securities with a bid price equal to or greater than \$0.01;
  2. The Company is applying for admission to OTCQB in conjunction with an initial review for quotation eligibility with an expected bid price equal to or greater than \$0.01; or
  3. The Company's securities are traded on a Qualified Foreign Exchange at a price greater than \$0.01.
- D. *Public Float*. Have an unrestricted Public Float of at least 10% of the total shares issued and outstanding of the class of security to be traded on the OTCQB Market;<sup>1</sup>
- E. *Shareholder Requirement*. Have at least 50 Beneficial Shareholders, each owning at least 100 shares;<sup>1</sup>
- F. *No Bankruptcy*. Not be subject to any Bankruptcy or reorganization proceedings, including but not limited to placement in conservatorship or receivership;
- G. *Good Standing*. Be duly organized and in good standing under the laws of each jurisdiction in which the Company is organized or does business.

## 1.2. Corporate Governance

Alternative Reporting Companies are required to meet the following corporate governance standards:

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<sup>1</sup> A Company applying to OTCQB that has a separate class of securities traded on a U.S. national securities exchange, OTCQX or OTCQB, may apply in writing to OTC Markets Group for an exemption from Sections 1.1(D) or 1.1(E), which exemption may be granted by OTC Markets Group in its sole and absolute discretion. A Company relying upon exemptions from either 1.1 (D) or 1.1 (E) is not eligible for an initial review conducted by OTC Markets.

1. *Independent Directors*: Have a board of directors that includes at least two Independent Directors; and
2. *Audit Committee*. Have an Audit Committee, with a majority of its members being Independent Directors.

Alternative Reporting Companies applying to OTCQB may submit a written request, which may be granted by OTC Markets Group in its sole and absolute discretion, to be permitted to phase in its compliance with the corporate governance standards set forth in this section 1.2 as follows:

3. At least one member of the board of directors and the Audit Committee must be independent at the time of application; and
4. At least two members of the board of directors and a majority of the members of the Audit Committee must satisfy the independence requirement within the later of 90 calendar days after the Company's admission to OTCQB or the time of the Company's next shareholder meeting. In any event, the independence requirement must be satisfied within one year of the Company's admission to OTCQB.

Trusts, funds, and other similarly structured Companies may be exempted from these corporate governance requirements. The Company must apply in writing to OTC Markets Group for an exemption under Section 1.2, which exemption may be granted by OTC Markets Group in its sole and absolute discretion.

### 1.3. Transfer Agent Criteria

A Company incorporated in the U.S. or Canada must retain a transfer agent that participates in the Transfer Agent Verified Shares Program. Additionally, the Company must authorize its transfer agent to provide to OTC Markets Group, upon its request, information related to the Company's securities, including but not limited to shares authorized, shares issued and outstanding, and share issuance history.

### 1.4. Initial Disclosure Obligations

The Company shall make the following initial disclosure available to the public prior to admission to OTCQB:

- A. *Verified Company Profile*. All Companies must verify their company profile through OTCIQ.com.
- B. *Management Certification*. All Companies, except for International Companies that are exempt from registration under Exchange Act Rule 12g3-2(b), must file a Management Certification through the OTC Disclosure & News Service.
- C. *12g3-2(b) Certification*. International Companies shall certify compliance with Exchange Act Rule 12g3-2(b) through OTCIQ.com.
- D. *SEC Reporting*. An SEC Reporting Company must have filed all required reports on EDGAR.

- E. *Regulation A Reporting.* A Regulation A Reporting Company must have filed all required reports on EDGAR.
- F. *Alternative Reporting.* An Alternative Reporting Company must publish, through the OTC Disclosure & News Service, all initial disclosure required under Section One of the OTCQB Disclosure Guidelines.

A Company listed on a Qualified Foreign Exchange that is exempt from SEC registration other than by Exchange Act Rule 12g3-2(b), may follow the Alternative Reporting Standard and provide the following disclosure through the OTC Disclosure & News Service, annual reports for the prior two years (or such shorter time as the Company has been in existence) as well as any interim reports and other material disclosure subsequent to the most recent annual report required to be made publicly available pursuant to the OTCQB Disclosure Guidelines. The Company must also publish a Supplemental Report- Catch All form.

- G. *International Reporting.* An International Reporting Company must publish, in English, through the OTC Disclosure & News Service, annual reports for the prior two years (or such shorter time as the Company has been in existence) as well as any interim reports and other material disclosure subsequent to the most recent annual report required to be made publicly available pursuant to Exchange Act Rule 12g3-2(b).
- H. *Insurance Company.* An insurance company that is relying on section 12(g)(2)(G)(i) of the Exchange Act must also publish, through the OTC Disclosure & News Service, its most recent “Insurance Company Annual Regulatory Statement” required to be filed with the Commissioner of Insurance (or other officer or agency performing a similar function) of its domiciliary state.
- I. *Bank Reporting.* A Bank Reporting company must publish, through the OTC Disclosure & News Service, annual reports for the prior two years (or such shorter time as the Company has been in existence) as well as any interim reports and other material disclosure subsequent to the most recent annual report.

## 2. Requirements for Continued Qualification

The Company must maintain compliance with the applicable eligibility criteria set forth in Section 1, of these OTCQB Rules, in addition to the following continuing eligibility and ongoing disclosure obligations:

### 2.1. Continued Eligibility Criteria

- A. *Bid Price.* Maintain proprietary priced quotations published by a Market Maker in OTC Link ATS with a minimum closing bid price of \$0.01 per share on at least one of the prior 30 consecutive calendar days;

- B. *Corporate Governance Standards.* If an Alternative Reporting Company, or any other Company notified by OTC Markets Group, fails to comply with the corporate governance requirements set forth in Section 1.2 of these OTCQB Rules, the Company shall:
1. Notify OTC Markets Group immediately upon learning of the event or circumstance that caused the noncompliance; and
  2. Regain compliance with the requirement by the earlier of its next annual shareholders meeting or the date that is one year from the occurrence of the event that caused the noncompliance.
- C. *Payment of Fees.* The Company must pay an Annual Fee each year;
- D. *Responding to OTC Markets Group's Requests.* The Company must respond to inquiries and requests from OTC Markets Group from time to time, including submission of Personal Information Forms, Background Check Authorization Forms, including for new officers, directors and control persons, or any request to provide a further undertaking or fulfill a further condition;
- E. *Compliance with OTCQB Rules.* The Company is responsible for compliance with these OTCQB Rules and is solely responsible for the content of the Information;
- F. *Compliance with Laws.* The Company shall comply with applicable U.S. federal securities laws and U.S. state securities laws and shall cooperate with any U.S. federal or state securities regulator or any U.S. self-regulatory organization. The Company shall, at all times that its securities are traded on the OTCQB Market, respond to requests from any securities regulator or self-regulatory organization in its country of domicile, any U.S. federal or state securities regulator and any U.S. self-regulatory organization;
- G. *Corporate Actions.* The Company must comply with Exchange Act Rule 10b-17, which requires timely notice to FINRA of certain corporate actions, including dividends, stock splits, reverse splits, name changes, mergers, acquisitions, dissolutions, change in nature of securities, bankruptcies or liquidations, at least 10 business days prior to the record date;<sup>2</sup>
- H. *Sales of Company Securities by Affiliates.* Prior to transacting in the Company's securities through a broker-dealer, each officer, director or other Affiliate of the Company shall make its status as an Affiliate of the Company known to the broker-dealer;
- I. *Redemption Requirements.* The Company shall not select any of its securities traded on the OTCQB Market for redemption other than by lot or pro rata and will not set a redemption date earlier than 15 calendar days after the date a corporate action is taken to authorize the redemption;

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<sup>2</sup> Notification information is available at <https://www.finra.org/filing-reporting/upc/issuer-company-related-action-notification-form-and-adr-company-related-action-notification-form>. Please reference FINRA Rule 6490 for more information.

- J. *Changes in Form or Nature of Securities.* The Company shall not make any change in the form or nature of any of its securities traded on the OTCQB Market, nor in the rights or privileges of the holders thereof, without having given 20 days prior written notice to OTC Markets Group of the proposed change;
- K. *Changes in Auditors.* The Company will promptly update its Company Profile if it changes its independent public accountants regularly auditing the Company's books, accounts, and reports;
- L. *Accounting Methods.* The Company will not make any substantial change, nor will the Company permit any subsidiary directly or indirectly controlled by the Company to make any substantial change, in accounting methods, in policies as to depreciation and depletion or in bases of valuations of inventories or other assets, without notifying OTC Markets Group and disclosing the effect of any such change in the Company's subsequent quarterly and annual financial reports; and
- M. *Notification of Change in Control.* The Company shall notify OTC Markets Group upon the completion of any transaction resulting in a Change in Control. OTC Markets Group may from time to time independently determine that the Company has undergone a Change in Control, and in such case will notify the Company of its determination. Subsequent to each Change in Control, the Company must submit a new OTCQB Application and Application Fee within 20 calendar days of notification. A Company that fails to submit the required documentation and fee subsequent to a Change in Control may be suspended or removed from OTCQB in OTC Markets Group's sole and absolute discretion.

Immediately subsequent to a Change in Control, the Company must log in to [OTCIQ.com](https://otciq.com) to update and verify its Company Profile with the information needed to ensure the Company Profile is current and complete in order to maintain the "Verified Company Profile" designation on [www.otcmarkets.com](https://www.otcmarkets.com). Additionally, the Company must publish a new Management Certification through the OTC Disclosure & News Service, if applicable.

## 2.2. Ongoing Disclosure Obligations:

### A. Financial Reporting Requirements.

1. *SEC Reporting.* An SEC Reporting Company must file on an ongoing basis:
  - i. All required annual, quarterly and other interim reports on EDGAR.
  - ii. If an SEC Reporting Company is not listed on a Qualified Foreign Exchange and is an annual SEC filer filing Form 20-F's or Form 40-F's, such Company shall also file a Form 6-K containing at minimum an interim balance sheet and an income statement as of the end of its second quarter, within six months from its second quarter end.

2. *Regulation A Reporting.* A Regulation A Reporting Company must file on an ongoing basis:
  - i. All required annual, semi-annual and other interim reports on EDGAR under Regulation A.<sup>3</sup>
  - ii. On Form 1-U, copies of all proxies, proxy statements and all other material mailed by the Company to its shareholders with respect thereto, within 15 days of the mailing of such material.
3. *Alternative Reporting.* An Alternative Reporting Company must publish through the OTC Disclosure & News Service, on an ongoing basis:
  - i. All annual, quarterly and other interim reports as required under the OTCQB Disclosure Guidelines;
  - ii. All material events disclosure as required under the Current Reporting Obligations of the OTCQB Disclosure Guidelines.
4. *Insurance.* An insurance company that is relying on section 12(g)(2)(G)(i) of the Exchange Act must also publish, through the OTC Disclosure & News Service, an “Insurance Company Annual Regulatory Statement” by March 1st of each year, in accordance with Exchange Act Rule 15c2-11.
5. *International Reporting.* An International Reporting Company must remain current and fully compliant in its obligations under Exchange Act Rule 12g3-2(b), if applicable, and must, on an ongoing basis, publish in English through the OTC Disclosure & News Service, the information required to be made publicly available pursuant to Exchange Act Rule 12g3-2(b).
6. *Bank Reporting.* A Bank Reporting company must publish, through the OTC Disclosure & News Service, the following information:
  - i. On an ongoing basis, concurrently or as soon as practical, any information required to be made publicly available pursuant to the requirements of the Company’s U.S. Bank Regulator, and any Material Information the Company distributes to its investors;<sup>4</sup>
  - ii. On an annual basis, within 90 days following fiscal year end, audited financial statements prepared in accordance with U.S. GAAP, by an auditor registered with the PCAOB, that include all of the following: (a) balance sheet; (b) statement of income; (c) statement of cash flows; (d) statement of changes in stockholders’ equity; (e) financial notes; and (f) audit letter; and

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<sup>3</sup> The most recent financial statements required to be audited under Regulation A must be audited by an auditor registered with the PCAOB.

<sup>4</sup> A Bank Reporting company will have their Call Reports automatically published on their OTC Markets profile.

iii. On a quarterly basis, within 45 days following the most recent quarter end, excluding the fourth quarter of any fiscal year, audited or unaudited financial statements that include each of the following: (a) balance sheet and (b) statement of income.

B. *Notice of Inability to Timely File Reports.* If a Company fails to publish, on a timely basis, any annual, semi-annual, quarterly or interim report required by the OTCQB Disclosure Guidelines or these Rules, such Company must publish a “Notification of Late Filing” through the OTC Disclosure & News Service, no later than one business day after the due date for such report.

A Notification of Late Filing will extend the Company’s due date for a quarterly report by five (5) calendar days and an annual report by 15 calendar days.

SEC Reporting and Regulation A Reporting Companies must file a notification of late filing (Form 12b-25) on EDGAR according to SEC filing obligations.

C. *Prompt Disclosure of Material News Releases/Developments:* Information that is required to be released promptly to the public under Section 2.2 (C) should be disclosed in a press release through the OTC Disclosure & News Service or an Integrated Newswire (or a combination of methods).

i. An OTCQB Company is expected to promptly release to the public any news or information which might reasonably be expected to materially affect the market for its securities; and

ii. An OTCQB Company is expected to act promptly to dispel unfounded rumors that result in unusual market activity or price variations in its securities.

D. *Disclosure of Convertible Debt Arrangements.* The Company will promptly disclose all issuance of any promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the Company’s equity securities. Such disclosure should include copies of the securities purchase agreement(s) or similar agreement(s) setting forth the terms of such arrangement, any related promissory notes or similar evidence of indebtedness, and any irrevocable transfer agent instructions. Companies should make such disclosure either through the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.

E. *Management Certification.* All Companies except for International Companies that are exempt from registration under Exchange Act Rule 12g3-2(b) must file a Management Certification through the OTC Disclosure & News Service. The Management Certification must be filed concurrently with the Company’s 10-K or annual report filing, but no later than 45 calendar days after the Company’s annual report due date.

F. *12g3-2(b) Certification.* International Companies shall certify compliance with Exchange Act Rule 12g3-2(b) through OTCIQ.com. The 12g3-2(b) Certification must be completed through OTCIQ.com concurrently with the Company’s annual report filing, but no later than 45 calendar days after the Company’s annual report due date.

- G. *Maintain Verified Company Profile.* At least once every six months, the Company must verify its company profile through OTCIQ.com.

### 3. Fees

All OTCQB fees are published in the Corporate Services Fee Schedule, available on [www.otcmarkets.com](http://www.otcmarkets.com).

All fees are non-refundable. OTC Markets Group may modify the fees from time to time.

- A. *Application Fee.* The Application Fee is due upon submission of the Application.
- B. *Annual Fee.* The Company shall annually pay OTC Markets Group the non-refundable Annual Fee. The Annual Fee is due prior to the first day of the Company's securities trading on the OTCQB Market.
- C. *Requalification Fee.* If the Company requalifies for OTCQB under Section 5 it must pay a requalification fee.

### 4. Removal, Withdrawal or Suspension

#### 4.1. Removal for Failure to Meet Requirements

OTC Markets Group may remove the Company's securities from OTCQB for the Company's failure to meet any Requirement for Continued Qualification as set forth in Section 2 herein, for nonpayment of any outstanding fees to OTC Markets Group, or any other obligation under these OTCQB Rules, which determination shall be made by OTC Markets Group in its sole and absolute discretion. Failure to meet a Requirement for Continued Qualification may be cured within the period provided by OTC Markets Group which shall be 30 calendar days, except in the following circumstances:

- A. If the Company is delinquent in its periodic reporting obligations, the cure period will be 45 calendar days.

If the Company is a Regulation A Reporting Company, the cure period will be 15 calendar days in accordance with Exchange Act Rule 15c2-11.

- B. In the event that the Company's bid price falls below the minimum criteria established in Section 2.1 (A), the Company will receive a cure period of 90 calendar days, during which time the Company's securities must maintain a minimum closing bid price of \$0.01 per share for 10 consecutive trading days.
- C. If the closing bid price falls below \$0.001 at any time for five (5) consecutive trading days, the Company's security will be removed from OTCQB effective immediately.

D. In the event that the Public Float falls below the minimum criteria established in Section 1.1 (D), the Company will receive a cure period of 90 calendar days.

E. If there are no proprietary priced quotes for four (4) consecutive trading days, the Company's security will be removed from OTCQB effective immediately.

OTC Markets Group may, in its sole and absolute discretion, allow additional time to cure, provided, however, that to remain on OTCQB a Company's published audited financial reports must at all times be dated within the prior 18 months, or such longer period permitted by the Company's Qualified Foreign Exchange or home country regulator. An Alternative Reporting Company must at all times publish audited annual financials dated within the prior 16 months in accordance with Exchange Act Rule 15c2-11.

#### 4.2. Removal for Public Interest Concern

OTC Markets Group may remove the Company's securities from OTCQB immediately and at any time, without notice, if OTC Markets Group, in its sole and absolute discretion, believes the continued inclusion of the Company's securities would impair the reputation or integrity of OTC Markets Group or be detrimental to the interests of investors.

#### 4.3. Voluntary Withdrawal

The Company may voluntarily withdraw from OTCQB by providing a minimum of three (3) business days written notice delivered to OTC Markets Group at [issuers@otcmarkets.com](mailto:issuers@otcmarkets.com), with a copy to [legal@otcmarkets.com](mailto:legal@otcmarkets.com). Such notice shall include the effective date of the Company's withdrawal.

#### 4.4. Temporary Suspension

OTC Markets Group may, at any time, in its sole and absolute discretion, temporarily suspend a Company's securities from inclusion on OTCQB pending the completion of further due diligence.

#### 4.5. Continued Use of Certain Services

Subsequent to the Company's removal, withdrawal or suspension from OTCQB, OTC Markets Group may allow the Company to continue to use any service for which it is subscribed for the remainder of the calendar year and for any subsequent period for which it has paid, except services reserved for the use of Companies with securities traded on the OTCQB Market.

### 5. Requalification

If the Company meets all initial eligibility requirements listed under Section 1 of the OTCQB Rules, was removed within the prior 180 calendar days and has not undergone a Change in Control or a material change since removal, the Company may send a written request to OTC Markets Group to be considered for readmission. OTC Markets Group in its sole and absolute discretion may request additional materials for review.

The Company must submit a requalification fee unless requalifying within 15 days of removal from OTCQB. If 180 days lapse following the Company's removal, the Company is required to submit a new Application, Application Fee, and Annual Fee.

## 6. Amendment of OTCQB Rules

OTC Markets Group may, in its sole and absolute discretion, amend these OTCQB Rules, whenever it determines that an amendment is necessary or desirable to enhance the quality of the market, to improve the disclosure of OTCQB Companies for the benefit of public investors, or for any other reason. Each amendment shall be effective 30 days subsequent to its publication in an OTCQB Rules Release.

## 7. Definitions

Capitalized terms used in these OTCQB Rules shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

**"12g3-2(b) Certification"** shall mean the Company's certification of Exchange Act Rule 12g3-2(b) compliance status through OTCIQ.com on an annual basis.

**"Affiliate"** shall mean a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares (within the meaning of Rule 144(a) (1) under the Securities Act).

**"Alternative Reporting Company"** shall mean a Company that is not an SEC Reporting Company, Bank Reporting company, Regulation A Reporting Company or International Reporting Company, that makes disclosure available pursuant to the Alternative Reporting Standard, and that is (i) incorporated in the U.S., or (ii) incorporated outside of the U.S. that meets 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. majority of its outstanding voting securities are held directly or indirectly by U.S. residents,
- D. majority of its executive officers or directors are U.S. citizens or residents,
- E. majority of its assets are located in the U.S., and
- F. its business is administered principally in the U.S.

**"Alternative Reporting Standard"** shall mean the requirement to make disclosure available through the OTC Disclosure & News Service pursuant to the OTCQB Disclosure Guidelines.

**"Annual Fee"** shall mean the annual fee specified on the Corporate Services Fee Schedule for OTCQB.

**"Application"** shall mean the application and associated documentation submitted by the Company to OTC Markets Group to provide for the qualification of the Company's securities for trading on the OTCQB Market.

**"Application Fee"** shall mean the application fee specified on the Corporate Services Fee Schedule for OTCQB.

**“Audit Committee”** shall mean a committee (or equivalent body) established by and amongst the board of directors of the Company for the purpose of overseeing the Company’s accounting and financial reporting processes and audits of the Company’s financial statements.

**“Background Check Authorization Form”** shall mean the form with the same name, as amended from time to time, that collects personal information for Persons associated with companies applying to various products or services provided by OTC Markets Group and authorizes OTC Markets Group to conduct background checks on such Persons.

**“Bankruptcy”** shall mean, with respect to the Company, (i) an adjudication that it is bankrupt or insolvent, (ii) an admission of its inability to pay its debts as they mature, (iii) its making a general assignment for the benefit of creditors, (iv) its filing of a petition in bankruptcy or a petition for relief under any section of the United States Bankruptcy Code or any other bankruptcy or insolvency statute, or (v) the involuntary filing against it of any such petition that is not discharged within 60 days thereafter.

**“Bank Reporting”** shall mean a U.S. bank, U.S. bank holding company, U.S. thrift, U.S. thrift holding company or U.S. financial institution that is required to file period reports with its applicable U.S. Bank Regulator.

**“Beneficial Shareholder”** shall mean any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security.

**“Call Report”** shall mean the consolidated reports of condition and income that is filed by U.S. Banks with their applicable U.S. Bank Regulator, referring to FFIEC 031, FFIEC 041 or FFIEC 051 as administered by the Federal Financial Institution Examination Council (“FFIEC”).

**“Change in Control”** shall mean any events resulting in:

- A. Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Exchange Act Rule 13d-3), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;
- B. The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- C. A change in the composition of the Company’s board of directors occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- D. The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**“Commission”** or **“SEC”** shall mean the United States Securities and Exchange Commission.

**“Company”** shall mean the entity identified on the Issuer Services Agreement.

**“Company Profile”** shall mean the information entered by the Company via OTCIQ ([www.otciq.com](http://www.otciq.com)) and displayed on its ‘Company Profile’ page on [www.otcmarkets.com](http://www.otcmarkets.com).

**“Corporate Services Fee Schedule”** shall mean the schedule of fees, including but not limited to Application Fees and Annual Fees for services provided by OTC Markets Group, that is published on [www.otcmarkets.com/corporate-services/fee-schedule](http://www.otcmarkets.com/corporate-services/fee-schedule) and amended from time to time.

**“EDGAR”** shall mean the SEC’s Electronic Data Gathering, Analysis and Retrieval system.

**“Exchange Act”** shall mean the United States Securities Exchange Act of 1934 and any rules adopted by the Commission thereunder, as amended from time to time.

**“Family Member”** shall mean a Person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home.

**“Federal Securities Laws”** shall mean the Securities Act, the Exchange Act, the Sarbanes-Oxley Act of 2002, the Investment Company Act of 1940, the Investment Advisers Act of 1940, Title V of the Gramm-Leach-Bliley Act and any rules adopted by the Commission under any of these statutes.

**“FINRA”** shall mean the Financial Industry Regulatory Authority.

**“Form 211”** shall mean the form which is filed with FINRA representing that all applicable requirements of Exchange Act Rule 15c2-11 and the filing and information requirements of FINRA Rule 6432 have been satisfied.

**“IFRS”** shall mean the International Financial Reporting Standards developed by the International Accounting Standards Board.

**“Independent Director”** shall mean a Person other than an Executive Officer or employee of the Company or any other Person having a relationship which, in the opinion of the Company’s board of directors, would interfere with the exercise of independent judgment in carrying out their responsibilities as a director. The following persons shall not be considered independent: (A) a director who is, or at any time during the past three years was, employed by the Company; (B) a director who accepted or has a Family Member who accepted any compensation from the Company in excess of \$120,000 during any fiscal year within the three years preceding the determination of independence, other than compensation for board or board committee service; compensation paid to a Family Member who is an employee (other than an executive officer) of the Company; or benefits under a tax-qualified retirement plan, or nondiscretionary compensation; or (C) A director who is the Family Member of a Person who is, or at any time during the past three years was, employed by the Company as an executive officer.

**“Information”** shall mean information provided by the Company through the OTC Disclosure & News Service or on EDGAR.

**“Integrated Newswire”** shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group’s list of Integrated Newswires, as published on [www.otcmarkets.com](http://www.otcmarkets.com).

**“International Company”** shall mean a company that is not a U.S. Company, as defined herein.

**“International Reporting Company”** shall mean an International Company that is current and fully compliant with the disclosure requirements of Exchange Act Rule 12g3-2(b) and is listed on a Qualified Foreign Exchange.

**“International Reporting Standard”** is the reporting standard for an International Company that is current and fully compliant with the disclosure requirements of Exchange Act Rule 12g3-2(b) and is listed on a Qualified Foreign Exchange.

**“Issuer”** shall mean the same as **“Company.”** (See definition for **“Company”** under this Section.)

**“Management Certification”** shall mean the certification published through the OTC Disclosure & News Service in accordance with these OTCQB Rules. Also known as the OTCQB Certification.

**“Market Maker”** shall mean a FINRA-registered broker-dealer that stands ready to buy and sell a particular security on a regular and continuous basis at a publicly quoted price.

**“Material Information”** shall mean information pertaining to the Company’s business to which there is a substantial likelihood a reasonable investor would attach importance in determining whether to buy, sell or hold the Company’s securities trading on the OTCQB Market.

**“OTC Disclosure & News Service”** shall mean a Service accessed through OTCIQ.com consisting of online publication and management of disclosure statements, financial reports, news releases and certifications.

**“OTC Link ATS”** shall mean the SEC registered alternative trading system(s) operated by OTC Link LLC, a wholly owned subsidiary of OTC Markets Group.

**“OTC Markets Group”** shall mean OTC Markets Group Inc., a corporation organized under the laws of the State of Delaware, located at 300 Vesey Street, 12th Floor, New York, NY 10282. OTC Markets Group is not a securities regulator or self-regulatory organization.

**“OTCIQ”** or **“OTCIQ.com”** shall mean the web portal, [www.OTCIQ.com](http://www.OTCIQ.com), accessed through one or more secure [www.OTCIQ.com](http://www.OTCIQ.com) user logins, as specified by the Company.

**“OTCQB Disclosure Guidelines”** shall mean the Alternative Reporting Standard Disclosure Guidelines for OTCQX and OTCQB found at <https://www.otcm Markets.com/files/OTCQXOTCQBGuidelines.pdf>.

**“OTCQB Market”** or **“OTCQB”** is a market for companies to provide information to investors. It is not a registered stock exchange.

**“OTCQB Rules Release”** shall mean a notice, published by OTC Markets Group on OTC Markets Group websites, setting forth the reasons for, and text of, any amendment to these OTCQB Rules.

**“Person”** shall mean any individual, partnership, limited liability company, joint venture, corporation, trust, unincorporated organization, or other entity.

**“Personal Information Form”** shall mean the form with the same name, as amended from time to time, that, upon request by OTC Markets Group, must be filled out by certain Persons related to a company with securities traded on or applying for OTCQX, OTCQB or applying for the OTC Disclosure & News Service.

**“Primary Regulator”** shall mean the U.S. Bank Regulator, Qualified Foreign Exchange, or other applicable home-country regulatory body.

**“Public Float”** shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10% Control Person”), or any Affiliates thereof, or any Family Members of officers, directors and 10% Control Persons. Shares subject to resale restrictions for any reason are excluded from the calculation of Public Float.

**“Qualified Foreign Exchange”** shall mean a non-U.S. stock exchange listed on the OTC Markets Group List of Qualifying Non-U.S. Exchanges, as amended from time to time, available at [www.otcmarkets.com](http://www.otcmarkets.com).

**“Regulation A”** shall mean Rules 251 -263 under the Securities Act.

**“Regulation A Reporting Company”** shall mean a Company subject to the reporting obligations under Tier 2 of Regulation A under the Securities Act.

**“SEC Reporting Company”** shall mean a Company subject to the reporting obligations under Section 13 or 15(d) of the Exchange Act.

**“Securities Act”** shall mean the United States Securities Act of 1933 and any rules adopted thereunder, as amended from time to time.

**“Transfer Agent Verified Shares Program”** shall mean OTC Markets Group’s program that enables eligible stock transfer agents to report their clients’ share data, including authorized and outstanding shares, to OTC Markets Group on a regular basis via a secure, electronic file transfer.

A list of transfer agents that participate in this program is available on [www.otcmarkets.com](http://www.otcmarkets.com).

**“U.S. Bank”** shall mean (i) a banking institution organized under the laws of the United States, (ii) a banking institution organized under the laws of any State or the District of Columbia which is engaged in the business of receiving deposits, other than trust funds, and which is supervised and examined by a State or Federal authority have supervision over banks or (iii) a bank holding company, as that term is defined in section 1841 of Title 12 of the United States Code.

**“U.S. Bank Regulator”** shall mean the Federal Deposit Insurance Corporation (FDIC), Federal Reserve or Office of the Comptroller of the Currency (OCC).

**“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.

**“U.S. GAAP”** shall mean generally accepted accounting principles in the United States, consistently applied.

**“Verified Company Profile”** shall mean the electronic form available on [www.OTCIQ.com](http://www.OTCIQ.com) submitted by the Company verifying, as necessary, the Company Profile information displayed on [www.otcmarkets.com](http://www.otcmarkets.com)