

OTCQB STANDARDS RELEASE NO. 1 (PROPOSED AMENDMENTS)

OTC Markets Group has published proposed amendments to the **OTCQB STANDARDS**. The sole amendment further defines and clarifies the eligibility standards and definition for International Companies. Every International Company is no longer required to be eligible to rely on the exemption from registration provided by Exchange Act Rule 12g3-2(b).

The definition for "International Company" now reads as such:

"International Company" shall mean a Company that meets one of the following conditions:

- (i) Be eligible to rely on the exemption from registration provided by Exchange Act Rule 12g3-2(b) and be current and fully compliant in its obligations thereunder, or
- (ii) If such Company is not eligible to rely on the exemption from registration provided by Exchange Act Rule 12g3-2(b) because it does not
 - a. meet the definition of a "foreign private issuer" as that term is used in Exchange Act Rule 12g3-2(b), or
 - b. maintain a primary trading market in a foreign jurisdiction as set forth in Exchange Act Rule 12g3-2(b),

and is not otherwise required to register under Exchange Act Section 12(g), be otherwise current and fully compliant with the obligations of a company relying on the exemption from registration provided by Exchange Act Rule 12g3-2(b).

Additionally we have aligned the language in the Letter of Introduction to include these amendments.

OTC Markets Group welcomes your feedback about the proposed changes. Send comments and questions to Mike Vasilios, Executive Director of Issuer Compliance at mike@otcmarkets.com.

The proposed rules are scheduled to become effective August 25, 2014.