

OTCQX RULES FOR U.S. BANKS

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1 General Considerations

At OTC Markets Group our mission is to create better informed and more efficient financial markets. Our vision is to expand the world of investment opportunities by creating the financial markets of choice, that bring the benefits of public trading to a wide spectrum of securities and efficiently fulfill the capital formation needs of a broad range of U.S. and global companies.

These OTCQX Rules for U.S. Banks are designed to create the most informed, efficient and cost-effective market for your securities¹. We use the power of technology and transparency to connect companies with investors and broker dealers to intelligently analyze, value and trade securities. The OTCQX rules require companies to meet high standards, make adequate, current information publicly available, provide timely public disclosure of any news or information which might reasonably be expected to materially affect the market for its securities, and demonstrate compliance with securities laws and regulations. By agreeing to these rules, an OTCQX Company will support the best public market, with a fair and efficient trading experience, increased confidence in its operations and an enhanced reputation with shareholders and the general public.

We urge all OTCQX company directors, officers, and persons responsible for the accuracy and adequacy of disclosure, as well as their outside advisors, to understand these OTCQX Rules and to act with integrity and the highest standards in meeting their responsibilities and obligations. Transparency builds trust, and the unique success of each OTCQX company will be a reflection on the good will and efforts of the people involved.

1.1 Application of OTCQX Rules For U.S. Banks

These OTCQX Rules for U.S. Banks consist of certain regulations adopted and published by OTC Markets Group, which prescribe the rights, privileges and obligations of Companies with securities qualified to be traded on OTCQX and the nature of the securities that may be traded. The OTCQX Rules for U.S. Banks are necessarily principles-based and should be understood as instituting standards for conduct, rather than rules establishing minimum compliance requirements. Accordingly, the OTCQX Rules for U.S. Banks are intended to outline for Companies and investors the standards a Company must meet to qualify for trading on the OTCQX market and describe the initial and ongoing disclosure OTCQX Companies must provide to the investing public.

1.2 Amendment of OTCQX Rules For U.S. Banks

OTC Markets Group may, in its sole and absolute discretion, amend these OTCQX Rules for U.S. Banks, whenever it determines that an amendment is necessary or desirable to enhance the quality of the OTCQX market, to improve the disclosure of OTCQX 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 OTCQX Rules Release; *provided, however*, that in the event OTC Markets Group determines, in its sole and absolute discretion, that an amendment is non-controversial, such amendment may be effective immediately or at any subsequent time as provided in such Release.

1.3 Defined Terms

¹ These Rules have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator, although OTC Markets Group as a matter of policy welcomes comments and suggestions from these and other regulators.

Capitalized terms used herein are defined in Part 7 of these OTCQX Rules for U.S. Banks.

2 Requirements for Admission

OTCQX for U.S. Banks is comprised of two distinct tiers, the OTCQX U.S. tier and, for companies able to meet our highest standards, the OTCQX U.S. Premier tier.

2.1 OTCQX U.S. Tier Initial Eligibility Criteria for U.S. Banks

To be considered for admission to the OTCQX U.S. tier, the Company shall:

- a) Be a U.S. Bank, U.S. Bank holding company, U.S. thrift, U.S. thrift holding company, or U.S. financial institution that is regulated by a U.S. Bank Regulator;
- b) Not be subject to any Bankruptcy or reorganization proceeding, including but not limited to placement in conservatorship or receivership;
- c) As of the most recent annual period end, have \$100 million in total assets;
- d) Meet one of the following exemptions, consistent with the definition of a “Penny Stock” under Rule 3a51-1 under the Securities Exchange Act of 1934. Financial criteria for these exemptions must be met based on audited financial reports dated within 15 months prior to the Company’s Application Day.
 1. Have net tangible assets of \$2,000,000, if the Company has been in continuous operation for at least three years, or \$5,000,000, if the Company has been in continuous operation for less than three years²; or
 2. Have average revenue of at least \$6,000,000 for the last three years³.
 3. Have a bid price of \$5 per share as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company’s Application Day, and as of the most recent fiscal year end have at least one of the following:
 - A. Net income of \$500,000;
 - B. Net tangible assets of \$1,000,000;
 - C. Revenues of \$2,000,000; or
 - D. Total assets of \$5,000,000.

In the event that there has not been a prior public market for the Company’s securities in the U.S., and FINRA has approved a Form 211 with a bid price greater than \$5 per share, or OTC Markets Group conducts an initial review under Rule15c2-11, then the Company may apply in writing for an exemption from the requirement to maintain a bid price over \$5 per share as of the close of business on each of the 30 consecutive days prior to the Company’s Application Day, which exemption may be granted by OTC Markets in its sole and absolute discretion. In such a case, the Company may demonstrate compliance with Section 2.1(d)(3)(A) - (D) using its most recent annual, quarterly or current event report filed through EDGAR or the OTC Disclosure & News Service, or a pro-forma financial

² Company relying on 2.1(d)(1) may demonstrate compliance using an interim audited balance sheet dated within 135 days prior to the Company’s Application Day.

³ Company relying on 2.1(d)(2) must have at least three years of operations and reported revenue.

statement (signed and certified by the CEO or CFO) posted through EDGAR or the OTC Disclosure & News Service.

- e) Have proprietary priced quotations published by at least one Market Maker in OTC Link ATS

A Company applying to OTCQX in conjunction with an initial review for quotation eligibility pursuant to SEC Rule 15c2-11 shall have three (3) business days to meet this requirement.

- f) Have a primary class of securities with a minimum bid price of \$1.00 per share as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's Application Day. OTC Markets Group may consider an exemption to this requirement in the following circumstances:

1. There has been no prior public market for the Company's securities in the U.S., and FINRA has recently approved a Form 211 relating to the Company's securities with a bid price equal to or greater than \$1.00; or
2. The Company is applying for admission to OTCQX in conjunction with an initial review for quotation eligibility;

An exemption from the minimum bid price requirement of this Section 2.1(f) may be granted by OTC Markets Group in its sole and absolute discretion. Any such exemption is conditioned upon the bid price for such Company's securities remaining over \$1.00 for the Company's first 30 days on OTCQX;

- g) Have a Market Capitalization of at least \$10 million on each of the 30 consecutive calendar days immediately preceding the Company's Application Day. In the event that there has been no prior public market for the Company's securities, then OTC Markets Group may, in its sole and absolute discretion, grant an exemption from the 30 consecutive calendar day look back period;
- h) Have at least \$4 million in stockholders' equity;
- i) Have at least 50 Beneficial Shareholders, each owning at least 100 shares; and
- j) Have a freely traded Public Float of at least 10% of the total shares issued and outstanding of the class of security to be traded on OTCQX.⁴

A Company applying to OTCQX with a freely traded Public Float above 5% but below 10% of the total shares issued and outstanding, and a market value of Public Float of at least \$2 million, or that has a separate class of securities traded on a national exchange, may apply in writing to OTC Markets Group for an exemption from this Section 2.1(j), which exemption may be granted by OTC Markets Group in its sole and absolute discretion.

2.2 OTCQX U.S. Premier Tier Initial Eligibility Criteria for U.S. Banks

To be considered for admission to the OTCQX U.S. Premier tier, the Company shall:

- a) Be a U.S. bank, U.S. bank holding company, U.S. thrift, U.S. thrift holding company, or U.S. financial institution that is regulated by a U.S. Bank Regulator;
- b) Not be subject to any Bankruptcy or reorganization proceeding, including but not limited to placement in conservatorship or receivership;
- c) As of the most recent annual period end, have \$100 million in total assets;

⁴ U.S. Banks on OTCQX as of May 2, 2019 will not be subject to the ongoing public float requirements under Section 2.1(j) until May 2, 2021. All other U.S. Banks are subject to these requirements effective May 2, 2019.

d) Meet one of the below standards:

1. Market Value Standard: Have at least (i) \$15 million in Public Float and (ii) a Market Capitalization of at least \$50 million, each as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's Application Day; or
2. Net Income Standard: Have at least (i) \$1 million in Public Float; (ii) a Market Capitalization of at least \$10 million, each as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's Application Day; and (iii) \$750,000 in net income (in the most recent fiscal year);

e) Have proprietary priced quotations published by at least one Market Maker in OTC Link ATS.

A Company applying to OTCQX in conjunction with an initial review for quotation eligibility pursuant to SEC Rule 15c2-11 shall have three (3) business days to meet this requirement;

f) Have a primary class of securities with a minimum bid price of \$4.00 per share as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's Application Day. OTC Markets Group may consider an exemption to this requirement in the following circumstances:

1. There has been no prior public market for the Company's securities in the U.S., and FINRA has recently approved a Form 211 relating to the Company's securities with a bid price equal to or greater than \$4.00; or
2. The Company is applying for admission to OTCQX in conjunction with an initial review for quotation eligibility;
3. The Company is applying for admission to OTCQX immediately subsequent to delisting from a national securities exchange, and has a minimum bid price of at least \$1.00;

An exemption from the minimum bid price requirement of this Section 2.2(f) may be granted by OTC Markets Group in its sole and absolute discretion. Any such exemption is conditioned upon the bid price for such Company's securities remaining over \$4.00 or \$1.00, respectively, for the Company's first 30 days on OTCQX;

g) Meet one of the following exemptions, consistent with the definition of a "Penny Stock" under Rule 3a51-1 under the Securities Exchange Act of 1934. Financial criteria for these exemptions must be met based on audited financial reports dated within 15 months prior to the Company's Application Day.

1. Net tangible assets of \$2,000,000⁵; or
2. Average revenue of at least \$6,000,000 for the last three years⁶;

h) Have a three-year operating history;

i) Have at least \$4 million in stockholders' equity;

j) Have at least 500,000 shares in the Public Float;

k) Have at least 100 Beneficial Shareholders, each owning at least 100 shares; and

l) Have a freely traded Public Float of at least 10% of the total shares issued and outstanding of the class of security to be traded on OTCQX.

⁵ A Company relying on 2.2(g)(1) may demonstrate compliance using an interim audited balance sheet dated within 135 days prior to the Company's Application Day.

⁶ Company relying on 2.2(g)(2) must have at least three years of reported revenue.

A Company applying to OTCQX with a freely traded Public Float above 5% but below 10% of the total shares issued and outstanding, and a market value of Public Float of at least \$2 million, or that has a separate class of securities traded on a national exchange, may apply in writing to OTC Markets Group for an exemption from this Section 2.2(l), which exemption may be granted by OTC Markets Group in its sole and absolute discretion.

2.3 OTCQX Corporate Governance Eligibility Criteria

In addition to meeting the eligibility criteria under Sections 2.1 and 2.2, as applicable, all OTCQX U.S. and OTCQX U.S. Premier tier Companies are required to meet high standards of corporate governance, as outlined below:

- a) Have a board of directors that includes at least two Independent Directors;
- b) Have an Audit Committee, a majority of the members of which are Independent Directors; and
- c) For a Company with common stock, voting preferred stock, or their equivalent, conduct annual shareholders' meetings and make annual financial reports available to its shareholders at least 15 calendar days prior to such meetings.

A Company applying to OTCQX in connection with its initial public trading, in conjunction with a Form 211 filed with FINRA to initiate quotations in the Company's securities on OTC Link, shall be permitted to phase in its compliance with the Corporate Governance Eligibility Criteria set forth in this Section 2.3 as follows:

- 1. At least one member of the Board of Directors and the Audit Committee must be an Independent Director on the Company's Application Day;
- 2. At least two members of the Board of Directors and a majority of the members of the Audit Committee must be an Independent Director within the later of 90 days after the Company begins trading on OTCQX, or the time of the Company's next shareholder meeting. In any event, the Company's next shareholder meeting must be held within one year of the Company joining OTCQX.

This Section 2.3 does not supplant any applicable state or federal securities laws concerning annual shareholder meetings.

2.4 Requirement to Select an OTCQX Sponsor

- a) A U.S. bank that is applying for admission to OTCQX must select an OTCQX Sponsor approved by OTC Markets Group, for the purpose of having the OTCQX Sponsor submit a Letter of Introduction to OTC Markets Group. The bank may select an OTCQX Sponsor only if:
 - 1. The OTCQX Sponsor's "Application to Serve as an OTCQX Sponsor" has been approved by OTC Markets Group and the OTCQX Sponsor has executed an "Agreement to Serve as an OTCQX Sponsor"; or
 - 2. The OTCQX Sponsor is included on OTC Markets Group's OTCQX Sponsor List.
- b) A Company that applies to join OTCQX immediately subsequent to delisting from a national securities exchange including the New York Stock Exchange, NYSE MKT or Nasdaq, and is in good standing with the exchange at the time of delisting, may be exempt from the requirement to select an OTCQX Sponsor or submit a Letter of Introduction.

- c) A Company with a class of securities listed on a national securities exchange including the New York Stock Exchange, NYSE MKT or Nasdaq that applies to have a class of securities traded on OTCQX may be exempt from the requirement to select an OTCQX Sponsor or submit a Letter of Introduction.

Companies that may be exempt under Sections 2.4 (b) or (c) above must apply in writing to OTC Markets Group for such an exemption, which exemption may be granted by OTC Markets Group in its sole and absolute discretion. Additional information relating to OTCQX Sponsors and the Letter of Introduction is contained in Part 4 of these OTCQX Rules for U.S. Banks.

2.5 Transfer Agent Criteria

A U.S. Bank 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.

2.6 Application Materials

A Company that desires to apply for admission to OTCQX must submit the following materials (collectively referred to as the “**OTCQX Application Materials for U.S. Banks**”), completed and signed, to OTC Markets Group Inc. via email at OTCQXApplications@otcmarkets.com or c/o OTC Markets Group Inc., 100 M Street, SE, Suite #220, Washington, DC 20003. A Company's application for admission to OTCQX will not be deemed complete until all of the OTCQX Application Materials for U.S. Banks are received by OTC Markets Group including:

- a) OTCQX Application for U.S. Banks;
- b) OTCQX Application Fees (see Section 5.1 of these Rules);
- c) OTCQX Company Agreement, including exhibits and the cover sheet;
- d) Background Check Authorization Form and, if required, a Personal Information Form for each Executive Officer, Director, and beneficial owner of 5% or more of a class of the Company's securities. OTC Markets Group may exempt the Company from the requirement to submit Personal Information Forms if the Company is applying for admission to OTCQX immediately subsequent to delisting from a national securities exchange including the New York Stock Exchange, NYSE MKT or Nasdaq;
- e) Current shareholder list provided by the Company's transfer agent;
- f) If the desired OTCQX Sponsor is not already included in the OTCQX Sponsor List, the desired OTCQX Sponsor must submit (i) an “Application to Serve as an OTCQX Sponsor” and (ii) an “Agreement to Serve as an OTCQX Sponsor;” and
- g) A high-resolution copy of the Company's logo.

2.7 Delivery Confirmation

The Company and its OTCQX Sponsor will be sent an email confirmation upon OTC Markets Group's receipt of (i) the OTCQX Application for U.S. Banks and (ii) all of the OTCQX Application Materials for U.S. Banks (usually within five business days of the receipt of such documents). Inquiries relating to the

receipt of any OTCQX Application Materials for U.S. Banks should be sent to OTCQXApplications@otcmarkets.com, with subject line "OTCQX Application Receipt Status."

2.8 Posting and Notification of a Company's Initial Disclosure

Once a Company's OTCQX Application Materials for U.S. Banks and Application Fee have been received and reviewed by OTC Markets Group, the Company will be granted access to the OTC Disclosure & News Service so that the Company may post its initial disclosure in compliance with Section 2.9 below ("**Initial Disclosure**").

The Company shall notify OTC Markets Group when the Company's Initial Disclosure has been posted.

2.9 Company's Initial Disclosure Obligations

The Company shall make the following **Initial Disclosure** available to the public prior to admission to OTCQX:

- a) If the Company is an SEC Reporting Company, the Company must have filed all reports required to be filed thereunder on EDGAR, provided, however, that if under Section 12(i) of the Exchange Act the Company is required to file reports with a Bank Regulator and not on EDGAR, the Company must post such reports through the OTC Disclosure & News Service.
- b) If the Company is a Regulation A Reporting Company, the Company must have filed all reports required to be filed on EDGAR.⁷
- c) If the Company is not an SEC Reporting Company or a Regulation A Reporting Company, the Company must post, through the OTC Disclosure & News Service, annual reports for the prior three 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, except in the event that the Company was an SEC Reporting Company immediately prior to joining OTCQX and has a current 10-K on file with the SEC or was a Regulation A Reporting Company immediately prior to joining OTCQX and has a current 1-K on file with the SEC. In such case, the Company is not required to post such disclosure through the OTC Disclosure & News Service, but subsequent to joining OTCQX must post all annual, quarterly, and interim reports required pursuant to these OTCQX Rules for U.S. Banks:
 - 1. Any information required to have been made publicly available pursuant to the requirements of the Company's Bank Regulator;
 - 2. Audited annual financial statements prepared in accordance with U.S. GAAP, by an independent public auditor registered with the Public Company Accounting Oversight Board ("PCAOB"), that include all of the following: (a) balance sheet, (b) statement of income; (c) statement of cash flows; (d) statement of retained earnings (statement of changes in stockholders' equity); (e) financial notes; and (f) audit letter;
 - 3. Quarterly financial statements since the most recent annual report that include each of the following: (a) balance sheet and (b) statement of income;
 - 4. Any Material Information the Company has distributed to its investors.

⁷ The most recent financial statements required to be audited under Regulation A must be audited by auditor registered with the PCAOB.

- d) All Companies must verify their Company Profile through the OTCIQ.com web portal. Profile information includes, but is not limited to, a complete list of officers, directors and other insiders, outstanding shares, a business description, and contact information.

2.10 Letter of Introduction by an OTCQX Sponsor

Subject to Section 2.4 herein, subsequent to the Company posting its Initial Disclosure, the OTCQX Sponsor shall submit to OTC Markets Group a Letter of Introduction, containing the information described in Section 4.3 below.

2.11 OTC Markets Group Review of Application

Upon receipt of the OTCQX Application for U.S. Banks, OTC Markets Group may:

- a) Require the Company, with the assistance of the Company's OTCQX Sponsor, to confirm, clarify or modify any information contained in the OTCQX Application Materials for U.S. Banks;
- b) Require the Company to provide a further undertaking, or fulfill a further condition, prior to admission;
- c) Delay admission pending the completion of further due diligence; or
- d) Refuse the application if for any reason, including but not limited to stock promotion, dilution risk, or use of "toxic" financiers it determines the admission of the Company's securities for trading on OTCQX would be likely to impair the reputation or integrity of OTCQX or OTC Markets Group or be detrimental to the interests of investors.

2.12 Application Approval and Supplemental Submissions

The Company and its OTCQX Sponsor will be notified in writing of the outcome of the Company's OTCQX Application for U.S. Banks. If OTC Markets Group approves a Company's OTCQX Application for U.S. Banks, the Company shall submit to OTC Markets Group, within 30 calendar days of the date of the written approval notice, a list of any material changes that would affect the information presented in the original OTCQX Application Materials for U.S. Banks.

3 Requirements for Continued Qualification

3.1 Ongoing Responsibilities of the Company

- a) *Compliance with Rules.* The Company is responsible for compliance with these OTCQX Rules for U.S. Banks and is solely responsible for the content of the Information.
- b) *Compliance with Laws.* The Company shall comply with applicable Federal Securities Laws, U.S. state Blue Sky laws and laws and regulations promulgated by any applicable Bank Regulator and shall cooperate with any U.S. federal or state securities regulator, U.S. self-regulatory organization or applicable Bank Regulator.
- c) *Payment of Fees.* The Company shall pay an Annual Fee each year in which its securities continue to be traded on OTCQX. The Annual Fee is set forth in Section 5.1(b) of these OTCQX Rules for U.S. Banks.
- d) *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 (within the

meaning of Rule 144(a)(1) under the Securities Act) shall make its status as an Affiliate of the Company known to the broker-dealer.

- e) *Transfer Agent.* The Company shall maintain a transfer agent that participates in the Transfer Agent Verified Shares Program upon the Company's qualification for trading on OTCQX and at all times thereafter. Upon the Company's appointment of any such transfer agent, the Company shall notify OTC Markets Group of the name and current address of such transfer agent. The Company shall authorize its transfer agent to provide share information to OTC Markets Group, in accordance with Section 2.5 above.
- f) *Distribution and Publication of Proxy Statements.* The Company shall solicit proxies for all meetings of shareholders. If the Company is an SEC Reporting Company or a Regulation A Reporting Company, the Company shall publish, on EDGAR through SEC Form DEF 14A or Form 1-U respectively, 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. If the Company is not an SEC Reporting Company or a Regulation A Reporting Company, the Company shall publish, through the OTC Disclosure & News Service, 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.
- g) *Changes in Auditors.* The Company will promptly notify OTC Markets Group if the Company changes its independent public accountants regularly auditing the books, accounts and reports of the Company.
- h) *Responding to OTC Markets Group's Requests.* The Company will respond to inquiries and requests from OTC Markets Group from time to time, including submission of Background Check Authorization Forms or Personal Information Forms or any request to provide additional information.
- i) *Changes to Bank Organization Structure.* The Company shall provide timely notice to OTC Markets Group regarding any Company-Related Action Notification Form the Company files with FINRA relating to a change in organizational or corporate structure.
- 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 OTCQX, nor in the rights or privileges of the holders thereof, without having given 20 days' prior notice to OTC Markets Group of the proposed change.
- k) *Company's Ongoing Disclosure Obligations.*

1. *Financial Reporting Obligations*

- A. *SEC Reporting Companies.* A Company that is an SEC Reporting Company must file with the SEC, on an ongoing basis, all annual, quarterly and other interim reports required to be filed on EDGAR, provided, however, that if under Section 12(i) of the Exchange Act the Company is required to file reports with a Bank Regulator and not on EDGAR, the Company must post such reports through the OTC Disclosure & News Service.
- B. *Regulation A Reporting Companies.* If the Company is a Regulation A Reporting Company, the Company must file, on an ongoing basis, all annual, semi-annual and other interim reports required to be filed on EDGAR under Regulation A, and within 45 days of the end of the first and third fiscal quarters, where the company is not already required to file an annual or semiannual report, must file on EDGAR through Form 1-U quarterly disclosure including all information required in the Company's semi-annual report.

C. *Non-SEC Reporting Companies.* If the Company is not an SEC Reporting Company or a Regulation A Reporting Company, the Company must post, 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 Bank Regulator, and any Material Information the Company distributes to its investors;
- ii. On an annual basis, 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;
- iii. On a quarterly basis, 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.

D. *Notice of Inability to Timely Post Reports.* If any Company that is not an SEC Reporting Company or a Regulation A Reporting Company fails to post, on a timely basis, any annual, quarterly or interim report required by these OTCQX Rules for U.S. Banks, such Company must post through the OTC Disclosure & News Service, no later than one business day after the due date for such report, a notice containing the following requirements:

- i. The notice must be entitled "Notification of Late Filing;" and
- ii. The notice must state the name of the Company, the type of report (annual, quarterly or interim) that is or will be late, the reason why the report is or will be late, and the date that the Company expects to post the report.

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

2. *Timely Disclosure of Material News Releases/Developments*

- A. An OTCQX Company is expected to release quickly to the public any news or information which might reasonably be expected to materially affect the market for its securities. This is one of the most important and fundamental purposes of the OTCQX market.
- B. An OTCQX Company should also act promptly to dispel unfounded rumors that result in unusual market activity or price variations.
- C. Information required to be released quickly to the public under this Section 3.1(k)(2) should be disclosed in a press release through the OTC Disclosure & News Service or an Integrated Newswire (or a combination of methods).

Annual and quarterly earnings, dividend announcements, mergers, acquisitions, tender offers, stock splits, major management changes, and any substantive items of unusual or non-recurrent nature are examples of news items that should be handled on an immediate release basis. News of major new products, contract awards, expansion plans, and discoveries very often fall into the same category. Unfavorable news should be reported as promptly and candidly as favorable news. Reluctance or unwillingness to release a negative story or an attempt to disguise unfavorable news endangers management's

reputation for integrity. Changes in accounting methods to mask such occurrences can have a similar impact.

It should be the Company's primary concern to assure that news will be handled in proper perspective. This necessitates appropriate restraint, good judgment, and careful adherence to the facts. Any projections of financial data, for instance, should be soundly based, appropriately qualified, conservative and factual. Excessive or misleading conservatism should be avoided. Likewise, the repetitive release of essentially the same information is not appropriate. Few things are more damaging to a company's shareholder relations or to the general public's regard for a company's securities than information improperly withheld. On the other hand, a volume of press releases is not to be used since important items can become confused with trivia.

Premature announcements of new products whose commercial application cannot yet be realistically evaluated should be avoided, as should overly optimistic forecasts, exaggerated claims and unwarranted promises. Should subsequent developments indicate that performance will not match earlier projections, this too should be reported and explained. Judgment must be exercised as to the timing of a public release on those corporate developments where disclosure would endanger the Company's goals or provide information helpful to a competitor. In these cases, the Company should weigh the fairness to both present and potential shareholders who at any given moment may be considering buying or selling the company's stock.

3. *Compliance with Blue Sky Laws.* OTCQX has been recognized for the purposes of many U.S. state Blue Sky laws governing registration requirements for secondary market transactions. The initial and ongoing disclosure required by these OTCQX rules may satisfy the applicable secondary trading exemptions for transactions in OTCQX securities, subject to additional conditions under each state's applicable regulations.
 4. *Maintain Verified Company Profile.* At least once every six months, the Company must verify its Company Profile via www.otciq.com with the information required to maintain the "Verified Company Profile" designation on the Company Profile page on www.otcmarkets.com. This includes verification of certain required information, such as officers, directors and securities counsel.
- k. *OTCQX Sponsor.* A Company may voluntarily retain an OTCQX Sponsor to provide ongoing advice and services. Such advisor will have no formal role under these OTCQX Rules.
- l. *Procedures for 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 to OTC Markets Group a Change in Control notification as well as a new OTCQX Application for U.S. Banks and Application Fee within 20 calendar days. A Company that fails to submit the required documentation and fees subsequent to a Change in Control may be suspended or removed from OTCQX in OTC Markets Group's sole and absolute discretion.

3.2 Standards for Continued Qualification

- a) The Company must maintain compliance with the eligibility criteria set forth in Section 2.1 (a) – (d) and 2.1 (h) – (j), or Section 2.2 (a) – (c) and 2.2 (g) – (l), as applicable, and Section 2.3 of these OTCQX Rules for U.S. Banks.

- b) *OTCQX U.S.* To remain eligible for trading on the OTCQX U.S. tier, the Company must have:
1. A minimum bid price of \$1.00 per share as of the close of business for at least one of every 30 consecutive calendar days;
 2. A Market Capitalization of at least \$5 million for at least one of every 30 consecutive calendar days; and
 3. At least 2 Market Makers publish priced quotations on OTC Link ATS within 90 days of joining OTCQX.

In the event that the Company's bid price, the Market Capitalization, or the number of Market Makers fall below the minimum criteria established in this Section 3.2(b), a cure period of 180 calendar days to regain compliance shall begin, during which time the applicable criteria must be met for 10 consecutive trading days;

- c) *OTCQX U.S. Premier.* To remain eligible for trading on the OTCQX U.S. Premier tier, the Company must have:

1. A minimum bid price of \$1.00 per share as of the close of business for at least one of every 30 consecutive calendar days;
2. Meet one of the following standards:
 - A. Market Value Standard: Have at least (a) \$15 million in Public Float and (b) a Market Capitalization of at least \$35 million, each for at least one of every 30 consecutive calendar days; or
 - B. Net Income Standard: Have at least (1) \$1 million in Public Float; (b) a Market Capitalization of at least \$5 million, each for at least one of every 30 consecutive calendar days, and (c) at least \$500,000 in net income in the most recently reported fiscal year;
3. At least 4 Market Makers publish priced quotations on OTC Link ATS within 90 days of the Company joining OTCQX;

In the event the Company falls below the minimum criteria established in this Section 3.2(c), the Company shall have its securities traded on the OTCQX U.S. tier, pursuant to Section 6.3 of these OTCQX Rules for U.S. Banks.

- d) *Corporate Governance Standards.* If the Company fails to comply with the Independent Directors requirement or the Audit Committee composition requirement as set forth in Sections 2.3(a) and (b) of these OTCQX Rules for U.S. Banks, 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.

4 OTCQX Sponsor Role

4.1 Requirements of an OTCQX Sponsor

- a) *Eligibility.* To be eligible to serve as an OTCQX Sponsor, a Corporate Broker must be a FINRA member broker-dealer and must meet the eligibility requirements set forth in Part B of the “Application to Serve as an OTCQX Sponsor,” as applicable.
- b) *Role of the OTCQX Sponsor.* An OTCQX Sponsor must use its best efforts in performing the following tasks:
 - 1. Have an understanding of the Company’s business, in accordance with FINRA rules, including, but not limited to, FINRA Rule 6432;
 - 2. Have sufficient expertise and knowledge of investors and public trading in securities issued by U.S. banks, U.S. bank holding companies, U.S. thrifts, U.S. thrift holding companies, and U.S. financial institutions;
 - 3. Have sufficient expertise and knowledge of these OTCQX Rules for U.S. Banks to be able to professionally educate and assist the Company with understanding its obligations with respect to the eligibility criteria set forth in Section 2.1, Section 2.2, Section 2.3 and Section 3.2 of these OTCQX Rules for U.S. Banks; and
 - 4. Provide OTC Markets Group with a Letter of Introduction in connection with the Company’s application for OTCQX, which shall be completed in the manner and contain the information described in Section 4.4 below.

4.2 Duty to Provide Information to OTCQX Sponsor

In connection with the provision of the Letter of Introduction to OTC Markets Group, the Company shall provide the OTCQX Sponsor with the following:

- a) Access to information regarding the Company, including confidential and proprietary information;
- b) Access to its personnel;
- c) Background Check Authorization Forms, and Personal Information Forms, upon request;
- d) Responses to requests for information or documents; and
- e) Material Information relating to the Company.

4.3 Letter of Introduction by OTCQX Sponsors

The OTCQX Sponsor may provide OTC Markets Group with a Letter of Introduction in connection with the Company’s application for OTCQX.

Each letter shall state that it may be relied upon only by OTC Markets Group for purposes of qualification for trading of the Company’s securities on OTCQX, but not by any other Person or for any other reason, and that the Company and its management are solely responsible for the content of the Information, except that the OTCQX Sponsor is responsible for any disclosure in the Information relating to any conflict of interest that may affect the advice given by the OTCQX Sponsor to the Company. The Letter of Introduction will also, in substance, make the following additional statements:

- a) *Corporate Broker Qualifications.* The OTCQX Sponsor is a Corporate Broker, as that term is defined in these OTCQX Rules for U.S. Banks. A Corporate Broker is a U.S. registered broker-dealer and a member in good standing with FINRA. The Corporate Broker is not currently subject to any sanctions resulting from any disciplinary actions from any federal or state securities regulator, or from any self-regulatory organization that would prohibit or restrict its ability to serve as Corporate Broker. The Corporate Broker has been approved by OTC Markets Group to serve

as an OTCQX Sponsor, continues to satisfy the standards for serving as an OTCQX Sponsor as provided in the “Application to Serve as an OTCQX Sponsor” and the OTCQX Rules for U.S. Banks, and is competent and able to serve and to exercise independent judgment as the Company’s OTCQX Sponsor without reservation.

- b) *OTCQX Sponsor Has Reviewed Public Disclosure.* The OTCQX Sponsor has reviewed, for the most recent reporting period, the Company’s disclosure that has been posted via the OTC Disclosure & News Service or EDGAR.

5 OTCQX Fees

All OTCQX fees are published on the Corporate Services Fee Schedule, available on www.otcm Markets.com.

5.1 Company Fees

- a) *Application Fee.* At the time the Company submits the OTCQX Application for U.S. Banks to OTC Markets Group, the Company shall simultaneously pay OTC Markets Group the non-refundable Application Fee.
- b) *Annual Fee.* The Company shall annually pay OTC Markets Group the non-refundable Annual Fee. Upon approval by OTC Markets Group of the Company’s OTCQX Application for U.S. Banks, and prior to the first day of trading, the Company shall pay a pro-rata portion of the Annual Fee, as calculated by OTC Markets Group, for the remainder of the then current calendar year. The Company shall thereafter pay OTC Markets Group the non-refundable Annual Fee for the twelve-month periods that begin each January 1st, such payments to be made by December 1st of the prior calendar year.

5.2 Fees Non-Refundable

No fees shall be refunded under any circumstances.

5.3 Modification of Fees

OTC Markets Group may modify the fees set forth in Section 5.1 herein from time to time.

6 Removal, Withdrawal or Suspension

6.1 Removal of OTCQX Companies for Failure to Meet Requirements

OTC Markets Group may remove the Company’s securities from trading on OTCQX for the Company’s failure to meet any Requirement for Continued Qualification for OTCQX as set forth in Section 3, for non-payment of any outstanding fees to OTC Markets Group, or any other obligation under these OTCQX Rules for U.S. Banks, which determination shall be made by OTC Markets Group in its sole and absolute discretion, unless such failure is cured within 30 calendar days after OTC Markets Group gives the Company notice of such failure. However, in the event that the Company’s closing bid price falls below \$0.01 at any time for five consecutive trading days, the Company shall be removed from OTCQX effective immediately.

OTC Markets Group may, in its sole and absolute discretion, allow additional time to cure, *provided, however*, that to remain on OTCQX a Company must at all times post audited financials dated within 18 months as may be required to qualify for the Blue Sky secondary trading exemptions described in Section 3.1 of these OTCQX Rules. A Company that is not SEC Reporting or a Regulation A Reporting must at all times post audited financials dated within 16 months as required for “catch-all issuers” under SEC Rule 15c2-11.

6.2 Removal of OTCQX Companies for Public Interest Concern

OTC Markets Group may remove the Company’s securities from trading on OTCQX 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.

6.3 Removal from OTCQX U.S. Premier to OTCQX U.S.

OTC Markets Group may remove the Company’s securities from trading on the OTCQX U.S. Premier tier for the Company’s failure to continue to meet the eligibility criteria for the OTCQX U.S. Premier tier, which determination shall be made by OTC Markets Group in its sole and absolute discretion. If the Company’s securities are removed from the OTCQX U.S. Premier tier under this Section 6.3, the Company shall have its securities traded on the OTCQX U.S. tier, provided the Company meets the requirements of the OTCQX U.S. tier.

6.4 Withdrawal of OTCQX Companies

The Company may voluntarily withdraw from OTCQX by providing OTC Markets Group with a minimum of 24 hours written notice, including the effective date of the Company’s withdrawal.

6.5 Temporary Suspension

The Company understands that OTC Markets Group may, at any time, in its sole and absolute discretion, temporarily suspend the Company’s inclusion on OTCQX pending the completion of further due diligence.

6.6 Continued Use of Certain Services

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

7 Definitions

Capitalized terms used in these OTCQX Rules for U.S. Banks shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

“**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.

“Annual Fee” shall mean the amount established from time to time by OTC Markets Group and published in the Corporate Services Fee Schedule available on www.otcmarkets.com, which the Company must remit to OTC Markets Group for its securities to be traded on the OTCQX tier indicated on the Cover Sheet.

“Application Day” shall mean the calendar day on which the Company submits all required elements of the OTCQX Application Materials for U.S. Banks, as set forth in Section 2.6 of these OTCQX Rules for U.S. Banks.

“Application Fee” shall mean the amount established from time to time by OTC Markets Group and published in the Corporate Services Fee Schedule available on www.otcmarkets.com, which the Company must remit to OTC Markets Group to apply for OTCQX.

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

“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.

“Blue Sky” shall mean the securities laws, rules and regulations adopted by any state of the United States.

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

- (i) 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 Rule 13d-3 of the Exchange Act), 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;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- (iii) 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

- (iv) 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 company identified on the Cover Sheet as entering into the OTCQX Company Agreement with OTC Markets Group.

“Company Profile” shall mean the information entered by the Company via www.otciq.com and displayed on the ‘Company Profile’ tab of the Company’s stock page on www.otcmarkets.com.

“Corporate Broker” shall mean the FINRA Member Broker-Dealer selected by the Company and approved by OTC Markets Group to serve as the OTCQX Sponsor for a U.S. bank.

“Corporate Services Fee Schedule” shall mean the schedule of fees, including but not limited to Application Fees and Annual Fees applicable to OTCQX Companies and OTCQX Sponsors, that is published on www.otcmarkets.com and amended from time to time.

“Cover Sheet” shall mean the OTCQX Agreement Cover Sheet for U.S. Companies and U.S. Banks.

“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” means 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 with the same name, which is filed with FINRA by broker-dealers representing that all applicable requirements of Rule 15c2-11 under the Exchange Act and the filing and information requirements of FINRA Rule 6740 have been satisfied.

“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 non-discretionary 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; *provided, however*, that in the event the Company voluntarily delisted from a national securities exchange including the New York Stock Exchange, NYSE MKT or NASDAQ, the term shall not include any such information provided on EDGAR prior to such delisting.

“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.

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

“Market Capitalization” shall mean the total dollar value of a Company’s outstanding shares, computed as a number of outstanding shares multiplied by the previous trading day’s closing price.

“Market Maker” shall mean a firm 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 that might be relevant to an investor’s decision to buy, sell or hold the Company’s securities trading on OTCQX.

“OTC Disclosure & News Service” shall mean a Service consisting of online publication and management of Disclosure Statements, Financial Reports and News Releases.

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

“OTCQX” is a system for Companies to provide information to investors. It is not a registered stock exchange.

“OTCQX Sponsor” shall mean a Corporate Broker approved by OTC Markets Group to serve as the Company’s OTCQX Sponsor, in connection with the qualification of the Company’s securities for trading on OTCQX, having the rights and responsibilities described in (i) these OTCQX Rules for U.S. Banks, (ii) the Application to Serve as an OTCQX Sponsor and (iii) the Agreement to Serve as an OTCQX Sponsor.

“OTCQX Sponsor List” shall mean OTC Markets Group’s list containing Corporate Brokers approved to act as an OTCQX Sponsor, as published on OTC Markets Group websites.

“OTCQX Company Agreement” shall mean, as applicable, the OTCQX Company Agreement, as amended from time to time, that provides for the qualification of the Company’s securities for trading on OTCQX and certain other services.

“OTCQX 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 OTCQX Rules for U.S. Banks.

“OTCQX U.S.” shall mean a tier of the OTCQX system, which is available only to those Companies that satisfy the applicable requirements hereto.

“OTCQX U.S. Premier” shall mean the top tier of the OTCQX system, which is available only to those Companies that satisfy the applicable requirements hereto.

“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 must be filled out by certain Persons related to any company with securities qualified for trading, or applying for qualification, on OTCQX, OTCQB, or Pink.

“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.

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