

Helpful Links

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** After **March 15, 2019**, no company disclosure documents or attorney letters submitted using prior versions of OTC Markets' Guidelines will be used to qualify a company for the Current Information or Limited Information tiers. OTC Markets encourages Issuers to follow these new Guidelines to avoid any potential tier changes or delays in processing.

Processing Times

Disclosure Documents and Attorney Letter Reviews

- Disclosure documents are generally reviewed within three to five business days of being posted to www.otcmarkets.com. However, these time frames are subject to change during busy filing periods
- Once the report has been filed through OTCIQ, the Compliance Department will receive a notification and will reach out with any outstanding comments

OTCIQ Order Form (Disclosure & News Service) Application

- Processing times vary, though applications can be approved within five business days of submission. This process can take longer depending on the circumstances of a specific application and volume of received applications.

Payment

- **Credit Card** payments will be processed in one to three days.
- **Check** payments will be processed in one to three weeks.
- **Wire or ACH** payments will be processed in one to three days.

*JP Morgan Chase
Money Transfer & Wire Department
4 New York Plaza
New York, NY 10004*

Filing Deadlines

To remain qualified for the Pink Current Information tier, reports must be posted in accordance with the below deadlines.

- Annual Report: 90 days from the Fiscal Year End Date
- Attorney Letter: 120 days from the Fiscal Year End Date
- Quarterly Report: 45 days from the Period End Date

OTC Pink Alternative Reporting Filing Dates			
Period End Date	Quarterly	Annual	Attorney Letter
11-30-18	1/14/2019	2/28/2019	4/1/2019
12-31-18	2/14/2019	4/1/2019	4/30/2019
1-31-19	3/18/2019	5/1/2019	5/31/2019
2-28-19	4/15/2019	5/29/2019	6/28/2019
3-31-19	5/15/2019	7/1/2019	7/29/2019
4-30-19	6/14/2019	7/29/2019	8/28/2019
5-31-19	7/15/2019	8/29/2019	9/30/2019
6-30-19	8/14/2019	9/30/2019	10/28/2019
7-31-19	9/16/2019	10/29/2019	11/29/2019
8-31-19	10/15/2019	11/29/2019	12/30/2019
9-30-19	11/14/2019	12/30/2019	1/28/2020
10-31-19	12/16/2019	1/29/2020	2/28/2020
11-30-19	1/14/2020	2/28/2020	3/30/2020

Notification of Late Filing

If a company cannot timely file its annual or quarterly report, it may file a Notification of Late Filing stating the reason why and then post the late filing within the applicable grace period:

- Quarterly Report: 5 business days from the original due date of the report
- Annual Report: 15 business days from the original due date of the report

OTCIQ Account Information

Subscribe

- [OTCIQ Order Form \(Disclosure & News Service\)](#)
- Processing times vary, though applications can be approved within five business days of submission. This process can take longer depending on the circumstances of a specific application and volume of received applications.

Can't Login to OTCIQ?

- If the account is inactive for fewer than 30 days, once the outstanding fee is paid, the account will be made active
- If the account is inactive for more than 30 days, the Issuer must submit a new [OTCIQ Order Form \(Disclosure & News Service\)](#)

Change Authorized Users

- Add a new OTCIQ user, or replace a current user with a new one: [User Change Request Form](#).
- If the company has undergone a Change in Control Event, then a new [OTCIQ Order Form \(Disclosure & News Service\)](#) is required
- Change in Control shall mean any events resulting in:
 - 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;
 - The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
 - A change in the composition of the Board 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
 - 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.

Commonly Overlooked Disclosure Items

Issuance History

- The Issuer should provide the information required under this item regarding the company's issuance history in the past two completed fiscal years and any subsequent period. This must include dates of issuances, number of shares issued, and the names of the individuals or entities shares were issued to. Note that the Issuance History should account for any change in Total Shares Outstanding disclosed in this section.

Number of Shares outstanding as of <u>01/01/2017</u>		<u>Opening Balance:</u> Common: <u>25,000,000</u> Preferred: <u>5,000,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?	
01/19/2017	New Issuance	5,000,000	Common	\$0.01	No	John Doe 1	Private Placement	Restricted	4(a)(2) / Rule 506(b)	
08/24/2017	New Issuance	10,000,000	Common	\$.05	No	Jane Doe	Private Placement	Restricted	4(a)(2) / Rule 506(b)	
02/10/2018	New Issuance	2,000,000	Common	\$.0065	Yes	XYZ Corporation (John Doe 2 as controlling individual)	Debt Conversion	Unrestricted (free-trading)	3(a)(9)	
01/03/2019	New Issuance	5,000,000	Preferred	\$1.00	N/A	John Doe 3	Executive Compensation	Restricted	Rule 701	
3/15/2019	Cancellation	2,000,000	Common	N/A	N/A	John Doe 4	N/A	N/A	N/A	
Shares Outstanding on <u>03/31/2019</u>		<u>Ending Balance:</u> Common: <u>40,000,000</u> Preferred: <u>10,000,000</u>								

Issuer Certification

- The issuer shall include certifications by the Chief Executive Officer and Chief Financial Officer of the issuer (or any other persons with different titles but having the same responsibilities). Ensure the certification refers to the correct report type, as an incorrect reference invalidates the report.

Officers, Directors and Control Persons

- If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section. (See example below)

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Jane Smith</u>	<u>Control Person</u>	<u>Washington, D.C.</u>	<u>520,000</u>	<u>Common</u>	<u>5.2%</u>	<u>N/A</u>
<u>XYZ Corporation (John Doe)</u>	<u>Director</u>	<u>New York, NY</u>	<u>1,200,000</u>	<u>Common</u>	<u>12%</u>	<u>John Doe is the sole owner of XYZ Corporation</u>
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Attorney Letter

- A valid Attorney Letter Agreement must be on file with OTC Markets for each Issuer and their respective attorney providing an Attorney Letter. This agreement should be sent to issuers@otcmarkets.com prior to an Attorney Letter submission. An Agreement is required for each new attorney that provides an Attorney Letter concerning the Issuer.
- The Attorney Letter must include a review all reports necessary for Current Information not already covered by a valid Attorney Letter. This the two most recent Annual Reports and any subsequent Quarterlies posted since the most recent Annual.
- Virtual meetings comply with Item 12 of the Attorney Letter Guidelines. We ask that the nature of the meeting be disclosed in the Letter.
- Attorneys providing Letters with respect to Current Information for companies designated Caveat Emptor must include language outlined in “Exhibit B” of the Guidelines.