



SYNDICATE

Legal & Financial

*AGRIBUSINESS COMPANIES*

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## SYNDICATE LEGAL SERVICES

### Team of:

- *Attorneys / Lawyers*
  - *Law Clerks*
  - *Paralegals*
- *Industry Specialists*

# AGRIBUSINESS LEGAL SERVICES

### Legal Services for Agribusinesses Companies:

- Complete Corporate Legal Services
- Equity Offerings – Private Placements & Public Offerings
- Debt Offerings – Private Placements & Public Offerings
- Mergers & Acquisitions
- Strategic Business Plan Development & Assessment
- Special Purpose Entity & Other Strategic Venture Formation & Structuring
- Acquisition & Leasing Issues
- Joint Development Agreements
- Tax Credit Financing & Planning
- Project Financing
- Intellectual Property (Trademark, Copyright, Patents & Licensing)
- Trade Secret Litigation
- Permitting & Entitlement
- Litigation & Dispute Resolution
- Legislation & Rulemaking
- International Transactions
- Banking & Finance
- Insolvency & Workouts
- Labor & Employment
- License Disputes
- Privacy & Cybersecurity
- Land Use
- Environmental
- International Trade Commission

### Continued:

- Insurance & Risk Management
- Warranty & Consumer Protection
- Regulatory Compliance
- Water Rights & Water Resource Planning
- Food Liability
- Labeling, Marketing & Food Safety
- UCC Issues
- State Agricultural Liens and Trusts
- Real Estate Transactions
- Farm Succession Planning
- Contracts with Farm Service Providers
- Enforcing Food Processing & Packaging Agreements
- Antitrust & Competition
- Agriculture Machinery Liability
- Specialty: Processing & P&S
- Specialty: Animal Feed Manufacturers
- Specialty: Equestrian / Horse Stables
- Specialty: Breeding Companies
- Specialty: Horticulture
- Specialty: Cannabis & Marijuana Cultivation
- Specialty: Dairy Farms
- Specialty: Poultry & Livestock Companies
- Specialty: Wine Industry (Vineyards & Wineries)
- Specialty: Farm Machinery Producers
- Specialty: Farmers' Cooperatives
- Specialty: Crop Production
- Specialty: Environmental Changes
- *Much More.....*

# AGRIBUSINESS COMMERCIAL INSURANCE

**Syndicate - Commercial Insurance Advisory** - *Agribusiness Commercial Insurance* is designed to protect businesses that earn all or most of their revenue from agriculture. This can apply to family farms and ranches, but is usually reserved for commercial grain and field crop growers, cotton growers, vineyards, wineries, bakeries, nurseries, canneries, meat packing plants, bottlers, seed merchants, and countless others.

Businesses that opt for Agribusiness Insurance typically utilize advanced technology and play a role in the processing, packaging, and distribution of products.

## Commercial Insurance for Agribusinesses:

- Crop Hail Insurance
- Crop Insurance
- Farm / Ranch Insurance
- Farm Equipment Insurance
- Livestock Insurance
- Ranch Hand Insurance
- Agribusiness Liability Insurance
- Agribusiness Commercial Auto
- Grain Elevator Insurance
- Insuring Drones for Crops
- Farmers Market Insurance
- Crop vs. Livestock Insurance
- Pumpkin Patch Insurance
- Windmill Insurance
- Rodeo Insurance

## Commercial Insurance Programs:

- Agribusiness Umbrella Insurance
- General Liability
- Products and Completed Operations Liability
- Professional Liability & Business Owner's Policies
- Farm Property & Real Estate
- Workers Compensation
- Crime & Employee Dishonesty
- Inland Marine
- Employment Practices Liability
- Directors & Officers Liability
- Cyber Liability & Data Breach
- Commercial Auto Insurance
- Equipment Breakdown Insurance
- Business Interruption
- Farm Insurance Policies for Specific Scenarios
- Inland Marine
- Commercial Surety Bonds
- Kidnap, Ransom & Extortion (*foreign and domestic*)

Syndicate Commercial Insurance works with some of the best Agribusiness Commercial Insurance Carriers (domestic and international) in the Industry on a daily basis and know exactly who to avoid and who to go with. We have access to multiple insurance companies, ultimately finding you the Best Coverage, the Most Accessibility and Industry Leading Competitive Pricing. As your Company Grows and your needs change, we are a phone call / email / text message away to help you adjust your coverage, up or down, to make sure your properly protected without overpaying.



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COMMERCIAL INSURANCE

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# Debt Capital Markets

## Agribusiness Lending

### Types of Debt Capital:

- Venture Debt
- Revenue Interest Financing
- Royalty Based Financing
- MRR Lines of Credit
- Structured Financing
- Equipment Lease
- Asset Backed / Secured
- Working Capital Lines of Credit
- Mortgage / Deed of Trust



**Syndicate – Investment Banking** acts as a “*Start-up and Growth Company Venture Debt Underwriter, Servicer & Facilitator*” to companies operating in the Agribusiness Industry.

Venture Debt, also known as venture lending, refers to a variety of debt financing products offered to early and growth-stage companies. Venture debt generally consists of a three to five-year term loan or equipment lease.

**When structured appropriately, venture debt can be an attractive financing option because:**

- It results in less equity dilution for entrepreneurs and investors
- It does not require a valuation to be set for the business
- Venture debt does not generally require board seats
- The due diligence process is typically less exhaustive compared to equity.

### **Benefits of Venture Debt Solutions**

- **Fuel Growth** – Provides Growth Capital with No to Minimal Equity Dilution
- **Extended Runway** – Extend Cash Runway to achieve the next milestone
- **Increase Valuation** – Bridges to next round of financing at a higher valuation
- **Enhance Liquidity** – Strengthens Balance Sheet and enhances liquidity
- **Structured Capital** – Achieves a more balanced and less costly capital structure
- **Subordinated Debt** – Can be subordinated with Senior Bank Debt

# Equity Capital Markets Agribusiness Investment Banking

## Types of Equity Capital:

- Common Shares
- Restricted Voting Shares
- Preferred Shares
- Rights & Warrants

## Syndicate – Equity Capital Markets:

- Private Offering Underwriter & Institutional Investor Relations
- Institutional Investor Introductions & RoadShows
- Syndicate – Equity Capital Markets does not engage in the sale or solicitation of any securities (this is the role of the Broker Dealer and/or market maker, or the Issuer).



**Syndicate – Investment Banking** acts as a “*Start-up and Growth Company Equity Capital Underwriter, Servicer & Facilitator*” to companies operating in the Agribusiness Industry.

When business owners reach a critical point with their company and make the decision to sell all or part of the company, many decide to partner with a private equity firm to take their business to the next level.

Private equity can mean a lot of different things, but to the Syndicate team, it means an investment in a private company to help them grow. If you’re a business owner or founder, taking on a partner (or partners) is a big step, and can create a lot of uncertainty. We’re here to answer your questions about how all of this works and what it can mean for you. To start, here are some of the main reasons why top-performing private companies are increasingly deciding to bring on a private equity partner:

- To provide shareholders with partial or total liquidity
- To have “two bites at the apple” – partial liquidity in the first transaction, and a potentially bigger payoff in a later transaction
- To gain additional capital for expansion or acquisitions
- To get a stronger partner (or partners) with aligned interests who can help grow the company
- To have a sounding board for their ideas and challenges
- To gain access to “best practices” from other leading companies, as well as senior-level contacts at potential customers and alliance partners
- To benefit from the financial sophistication of private equity partners

# IPO & CAPITAL MARKETS LISTINGS



**Syndicate – Investment Banking** coordinates Initial Public Offerings (“IPO”) and Capital Markets Listings for some of the World’s most recognizable Stock Exchanges. An IPO is the First Sale of a Company’s Stock via the Public Capital Markets. Very often, especially in today’s world, an IPO is issued by a young company, though a number of older companies are still registering for IPO’s, each with the purpose of securing investment capital from investor classes not afforded to it when it was a private company.

## **Some Benefits of an IPO & Capital Markets Listing:**

- **Fundraising:** The most often cited advantage of an IPO is Money. In 2020, more than \$435 Billion USD was raised by United States Companies through the IPO process, which is far above the previous high of \$279 Billion USD set in 2014. The largest IPO of the year was Warner Music Group which raked in a whopping \$1.93 Billion USD. The proceeds from an IPO provides ample justification for many companies to Go Public even without looking at the other benefits. IPO funds can benefit a growing company in countless ways, such as financing research and development, hiring new employees, building new buildings, reducing debt, funding capital expenditures, acquiring new technologies or companies, or to bankroll a number of other possibilities. The money provided by an IPO can transform the growth trajectory of a company.
- **Exit Opportunity:** Every company has stakeholders who have contributed amounts of time, money, and/or resources with the hopes of creating a successful company that has value. The founders and investors often go for years without seeing any significant return on their contributions. An IPO is a significant exit opportunity for stakeholders, whereby they can potentially receive massive amounts of money, or, at the very least, liquify the capital they currently have tied up in the company. As stated in the Fundraising point above, an IPO often raises a significant amount of money, which makes them very attractive to founders and investors who often feel that it is time to receive financial compensation for years of “sweat equity”. It is, however, important to note that in order for founders and investors to receive liquidity from an IPO, they will have to sell some of their shares of the now public company on the Secondary Market (e.g., NYSE, NASDAQ, etc.), and their ownership interest in the company will decrease by the percentage of ownership in the company that each sold share represents.

# IPO & CAPITAL MARKETS LISTINGS



- **Stock as a Means of Payment:** Being a public company also allows for the use of publicly traded stock as a means of payment. While a private company has the ability to use its stock as a form of payment, private stock is only valuable if a favorable exit opportunity arises. Public stock, on the other hand, is essentially a form of currency that can be bought and sold at a market price at any moment, which can be helpful when compensating employees and acquiring other businesses. For a company to thrive, it must hire the right employees, and the ability to pay employees with stock or offer stock options allows a company to be competitive when trying to hire top-tier talent, even if the base monetary salary is lower than what competitors are offering. Additionally, acquisitions are often an important way for companies to continue to grow and stay relevant. Since acquiring another company is normally expensive, a public company has the option to issue shares of its stock as a means of payment, rather than using millions of dollars in cash.
- **Reduced Overall Costs of Capital:** A major obstacle for any company, but especially younger private companies, is their cost of capital. Before an IPO, companies often have to pay higher interest rates to receive loans from banks or give up ownership to receive funds from investors. An IPO can lessen the difficulty of receiving additional capital *significantly*. Before a company can even begin its formal IPO preparation process, it must be audited according to PCAOB standards; this audit is normally more scrutinizing than any prior audits (if any), and fosters greater confidence that what a company is reporting is accurate. This increased assurance will likely result in lower interest rates on loans received from banks, as the company is perceived as being less risky. On top of lower rates, once a company is publicly traded, it can raise additional capital through subsequent offerings on the Stock Exchange, which is easier than raising capital through a private funding round.
- **Publicity and Creditability:** If a company hopes to continue to grow, it will need increased exposure to potential customers who know about the company and trust its products and/or services, and a Capital Markets Listing can provide this exposure as an IPO with a Capital Markets Listing thrusts a company into the public spotlight. Analysts around the world report on companies listed on the Global Capital Markets in order to help their investor clients know whether to invest in a company, and many news agencies bring attention to different companies that are listed on the Capital Markets. Not only do companies receive a great deal of attention when they decide to go public, but they also receive creditability for their continued listings on the Capital Markets





#### NEW YORK STOCK EXCHANGE:

11 Wall Street

New York City, New York 10005

<http://www.NYSE.com>

#### FOUNDED:

March 8, 1817

#### MANAGEMENT:

Mr. Jeff Sprecher

Founder, Chairman & CEO

### **NYSE-MKT BACKGROUND:**

The New York Stock Exchange is the World's largest stock exchange by market capitalization of its listed companies. The New York Stock Exchange acquired the American Stock Exchange in 2008, and the New York Stock Exchange is officially known as "NYSE-MKT". The NYSE-MKT is an attractive exchange for solid microcap and small-cap companies.

The NYSE-MKT has four different listing and public shareholder standards with a number of differing combinations within. As a result, the NYSE-MKT listing requirements offer flexibility to companies operating in different market sectors.

The NYSE-MKT listing requirements can sometimes be confusing, and waivers can be applied for in certain circumstances when a company desiring to list is strong in all listing categories but for one.



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**NYSE-MKT LISTING REQUIREMENTS:**

REQUIREMENTS	STANDARD ONE	STANDARD TWO	STANDARD THREE	STANDARD FOUR
Shareholders Equity	\$4 Million	\$4 Million	\$4 Million	N/A
Pre-Tax Income Required in Last Fiscal Year <u>or</u> Two of the Three Most Recent Fiscal Years	\$750,000	N/A	N/A	N/A
Market Capitalization	N/A	N/A	\$50 Million	\$75 million <u>OR</u> At least \$75 million in total assets and \$75 million in revenues



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MANAGEMENT:

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 Founder, Chairman & CEO

**NYSE-MKT LISTING REQUIREMENTS:**

REQUIREMENTS	STANDARD ONE	STANDARD TWO	STANDARD THREE	STANDARD FOUR
Distribution	800 public shareholders and 500,000 shares publicly held <u>OR</u> 400 public shareholders and 1 million shares publicly held <u>OR</u> 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months	800 public shareholders and 500,000 shares publicly held <u>OR</u> 400 public shareholders and 1 million shares publicly held <u>OR</u> 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months	800 public shareholders and 500,000 shares publicly held <u>OR</u> 400 public shareholders and 1 million shares publicly held <u>OR</u> 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months	800 public shareholders and 500,000 shares publicly held <u>OR</u> 400 public shareholders and 1 million shares publicly held <u>OR</u> 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months
Price	\$3	\$3	\$2	\$3
Market Value of Public Float	\$3 Million	\$15 Million	\$15 Million	\$20 Million



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MANAGEMENT:

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Founder, Chairman & CEO

**NYSE-MKT LISTING REQUIREMENTS:**

The NYSE-MKT Listing Board also conducts a subjective review of all listing candidates looking at the:

- Nature of a Company's business;
- Market for the Company's Products;
- Reputation of the Company's Management;
- Historical Record and Pattern of Growth;
- Financial Integrity;
- Demonstrated Earnings Power; and
- Future Outlook

The Company's Board of Directors must agree to abide by the Corporate Governance Requirements of the NYSE-MKT.



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**NYSE-MKT LISTING REQUIREMENTS:**

LISTING & MARKET FEES	DOLLARS
Listing Application Fee	\$25,000
Fee per Security listed on the NYSE	\$0.0032 per Share ( <i>Minimum and Maximum Listing Fees: The minimum and maximum Listing Fees applicable to first time issuers of a class of securities is: \$125,000 minimum and \$250,000 maximum</i> )
Listing of Additional Shares Fee Schedule ( <i>Post-IPO Shares to be listed for sale on the NYSE-MKT</i> )	<p>Up to 75 Million: \$0.0048</p> <p>75 Million to 300 Million: \$0.00375</p> <p>Over 300 Million: \$0.0019</p> <p>The minimum application fee for a subsequent listing of additional securities is \$10,000. When listing additional securities, an issuer is billed Listing Fees in an amount equal to the greater of the \$10,000 minimum. The maximum is capped at \$500,000 for issuances of securities of an already listed class of stock.</p>



#### NASDAQ STOCK EXCHANGE:

One Liberty Plaza  
165 Broadway  
New York City, New York 10006  
<http://www.NASDAQ.com>

#### FOUNDED:

February 4th, 1971

#### MANAGEMENT:

Ms. Adena Friedman  
President & CEO

### **NASDAQ BACKGROUND:**

The NASDAQ Stock Market started electronic trading in 1971 and was officially recognized as a stock exchange by the United States Securities and Exchange Commission as of June 1<sup>st</sup>, 2006. Over the past forty-five years, the NASDAQ has evolved into the preferred trading market for Technology and biotechnology companies.

The NASDAQ is split into three tiers: (1) the **Global Select Market**, (2) the **Global Market**, and (3) the **Capital Market**. All tiers of the NASDAQ are much more volatile than the trading markets of traditional stock exchanges. This volatility results in more shares being traded per day on the NASDAQ than any other U.S. Exchange.

Many Issuers will choose to list on the NASDAQ Capital Market as its barrier for entry is generally the first one achievable, though Syndicate will detail the IPO Listing requirements for each NASDAQ Market Tier in the following slides.



## NASDAQ LISTING REQUIREMENTS:

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### MANAGEMENT:

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President & CEO

Requirements	Equity Standard	Market Value of Listed Securities Standard (3)	Net Income Standard
Net Income from Continuing Operations ( <i>in latest fiscal year or in 2 of the last 3 years</i> )	N/A	N/A	\$750,000
Net Tangible Assets	N/A	N/A	N/A
Market Value of Publicly Held Stock	\$15,000,000	\$15,000,000	\$5,000,000
Market Value of Listed Securities (2)	N/A	\$50,000,000	N/A
Number of Shares Publicly Held	1,000,000	1,000,000	1,000,000
Bid Price or Closing Price	\$4.00	\$4.00	\$4.00 / \$3.00



## NASDAQ LISTING REQUIREMENTS:

Requirements	Equity Standard	Market Value of Listed Securities Standard (3)	Net Income Standard
Number of Public Board Shareholders	300	300	300
Shareholders Equity	\$5,000,000	\$4,000,000	\$4,000,000
NASDAQ Market Makers	Three	Three	Three
Operating History	Two Years	N/A	N/A

- 1) Publicly held shares is defined as “total outstanding, less any shares held directly or indirectly by Officers, Directors or any person who is the beneficial owner of more than 10% of the total shares outstanding of the Company”. Entities in which an Officer, Director, or 10% owner has voting and/or dispositive power, such as a typical Employee Stock Option Plan, are excluded from publicly held shares.
- 2) The term, “Listed Securities”, is defined as “securities listed on NASDAQ or another national securities exchange”.
- 3) Seasoned companies (those companies already listed or quoted on another marketplace) qualifying under the Market Value Standard must meet the market value of listed securities and the bid price requirements for 90 consecutive trading days prior to applying for listing.

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TOTAL SHARES OUTSTANDING	ENTRY FEE
Up to 15 Million	\$50,000, including \$5,000 Application Fee
Over 15 Million	\$75,000, including \$5,000 Application Fee

TOTAL SHARES OUTSTANDING	ANNUAL FEE Domestic and Foreign Issuers (excluding American Depository Shares)
Up to 10 Million	\$42,000
Ten Million to Fifty Million	\$55,000
Over Fifty Million	\$75,000



## NASDAQ LISTING REQUIREMENTS:

Requirements	Income Standard	Equity Standard	Market Value Standard (3)
Pre-Tax Income Last Year ( <i>in latest fiscal year <u>or</u> in 2 of the last 3 years</i> )	\$1,000,000	N/A	N/A
Total Assets and Total Revenue ( <i>In latest fiscal year or in 2 of last 3 fiscal years</i> )	N/A	N/A	N/A
Market Value of Publicly Held Stock	\$8,000,000	\$18,000,000	\$20,000,000
Market Value of Listed Securities (2)	N/A	N/A	\$75,000,000
Number of Shares Publicly Held	1,100,000	1,100,000	1,100,000
Trading Price of Listed Securities	\$4.00	\$4.00	\$4.00

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## NASDAQ LISTING REQUIREMENTS:

Requirements	Income Standard	Equity Standard	Market Value Standard (3)
Number of Public Board Shareholders	400	400	400
Shareholders Equity	\$15,000,000	\$30,000,000	N/A
NASDAQ Market Makers	Three	Three	Four
Operating History	N/A	Two Years	N/A

- 1) Publicly held shares is defined as "total outstanding, less any shares held directly or indirectly by Officers, Directors or any person who is the beneficial owner of more than 10% of the total shares outstanding of the Company". Entities in which an Officer, Director, or 10% owner has voting and/or dispositive power, such as a typical Employee Stock Option Plan, are excluded from publicly held shares.
- 2) The term, "Listed Securities", is defined as "securities listed on NASDAQ or another national securities exchange".
- 3) Seasoned companies (those companies already listed or quoted on another marketplace) qualifying under the Market Value Standard must meet the market value of listed securities and the bid price requirements for 90 consecutive trading days prior to applying for listing.

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## NASDAQ LISTING REQUIREMENTS:

TOTAL SHARES OUTSTANDING	ENTRY FEE
Up to 30 Million	\$125,000, including \$25,000 Application Fee
30 Million to 50 Million	\$150,000, including \$25,000 Application Fee
50 Million to 100 Million	\$200,000, including \$25,000 Application Fee
Over 100 Million	\$225,000, including \$25,000 Application Fee

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TOTAL SHARES OUTSTANDING	ANNUAL FEE Domestic and Foreign Issuers (excluding American Depository Shares)
Up to 10 Million	\$45,000
10 Million to 50 Million	\$55,000
50 Million to 75 Million	\$75,000
75 Million to 100 Million	\$100,000
100 Million to 125 Million	\$125,000
125 Million to 150 Million	\$135,000
Over 150 Million	\$155,000



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Requirements	Earnings Standard	Capitalization with Cash Flow Standard	Capitalization with Revenue Standard
Pre-Tax Income	Aggregate in prior three Fiscal Years greater than \$11,000,000, and each of the two most recent years greater than \$2,200,000, and each of the prior three fiscal years greater than \$0.00	N/A	N/A
Cash Flows	N/A	Aggregate in prior three fiscal years greater than \$27,500,000, and each of the prior three fiscal years greater than \$0.00	N/A
Net Tangible Assets	N/A	N/A	N/A
Market Value of Listed Securities	N/A	Average greater than \$550,000,000 over prior twelve months	Average greater than \$850,000,000 over prior twelve months



## **NASDAQ LISTING REQUIREMENTS:**

Requirements	Earnings Standard	Capitalization with Cash Flow Standard	Capitalization with Revenue Standard
Market Value of Publicly Held Securities (1)	\$45,000,000	\$45,000,000	\$45,000,000
Number of Shares Publicly Held (2)	1,250,000	1,250,000	1,250,000
Public Shareholders	450	450	450
Trading Price of Listed Securities	\$4.00	\$4.00	\$4.00
Shareholders Equity	N/A	N/A	N/A
NASDAQ Market Makers	3 or 4	3 or 4	3 or 4
Operating History	N/A	N/A	N/A

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### **FOUNDED:**

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## NASDAQ LISTING REQUIREMENTS:

- 1) Seasoned Companies currently trading on another market are required to have a market value of publicly held shares of \$110,000,000 or a market value of publicly held shares of \$100,000,000 and \$110,000,000 in shareholders' equity.
- 2) Issuers listing concurrently with an initial public offering or as a spin-off may alternatively have 2,200 total shareholders. Seasoned companies currently trading on another market or affiliated companies of listed NASDAQ Global Select Markets may alternatively have 2,200 total shareholders or 550 total shareholders and 1,100,000 average monthly trading volume over the last 12 months

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TOTAL SHARES OUTSTANDING	ENTRY FEE
Up to 30 Million	\$125,000, including \$25,000 Application Fee
30 Million to 50 Million	\$150,000, including \$25,000 Application Fee
50 Million to 100 Million	\$200,000, including \$25,000 Application Fee
Over 100 Million	\$225,000, including \$25,000 Application Fee

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TOTAL SHARES OUTSTANDING	ANNUAL FEE Domestic and Foreign Issuers (excluding American Depository Shares)
Up to 10 Million	\$45,000
10 Million to 50 Million	\$55,000
50 Million to 75 Million	\$75,000
75 Million to 100 Million	\$100,000
100 Million to 125 Million	\$125,000
125 Million to 150 Million	\$135,000
Over 150 Million	\$155,000



OTC MARKETS GROUP:

300 Vesey Street  
12<sup>th</sup> Floor  
New York City, New York 10282  
<http://www.OTCMarkets.com>

FOUNDED:

1913, originally the  
“National Quotation Bureau”

MANAGEMENT:

Mr. R. Crommwell Coulson  
President, Director & CEO

OTC PINK BACKGROUND:

The OTC Markets divide issuers into three (3) levels of quotation marketplaces: OTCQX, OTCQB and OTC Pink.

- The OTC Pink, which involves the highest-risk, highly speculative securities, is further divided into three tiers: OTC Pink Current Information, OTC Pink Limited Information, and OTC Pink No Information.

The following slides provide a summary of the listing requirements for each level of quotation on OTC Markets.

*NOTE: Syndicate – Investment Banking does not participate with companies seeking a listing on the OTC Pink.*



### **OTCQX BACKGROUND:**

The OTCQX divides its listing criteria between U.S. Companies and International Companies, though they are very similar. The OTCQX has two tiers of quotation for U.S. Companies: (1) OTCQX U.S. Premier (also eligible to quote on a national exchange); and (2) OTCQX U.S.

The OTCQX is divided into two tiers of quotation for International Companies: (1) OTCQX International Premier; and (2) OTCQX International.

#### **OTC MARKETS GROUP:**

300 Vesey Street  
12<sup>th</sup> Floor  
New York City, New York 10282  
<http://www.OTCMarkets.com>

#### **FOUNDED:**

1913, originally the  
“National Quotation Bureau”

#### **MANAGEMENT:**

Mr. R. Crommwell Coulson  
President, Director & CEO



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**OTCQX U.S. BACKGROUND:**

To be eligible to be quoted on the OTCQX U.S., Companies must:

- Have \$2 Million in total assets as of the most recent annual or quarter end;
- As of the most recent fiscal year end have at least one of the following: (i) \$2 Million in revenues; (ii) \$1 Million in net tangible assets; (iii) \$500,000 in net income; or (iv) \$5 Million in market value of publicly traded securities;
- Meet one of the following penny stock exemptions under Rule 3a51-1 of the Exchange Act: (i) have a bid price of \$5 or more; or (ii) have net tangible assets of \$2 Million 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 years which qualification can be satisfied as of the end of a fiscal period or as a result of an interim capital raise; or (iii) have average revenue of at least \$6,000,000 for the last three years;
- Not be a blank check or shall company as defined by the Securities Act of 1933 (“Securities Act”);
- Not be in bankruptcy or reorganization proceedings;
- Be in good standing in its state of incorporation and in each state in which it conducts business;
- Have a minimum of 50 beneficial shareholders owning at least one round lot (100 shares) each;
- Be quoted by an OTC Market Maker on OTC Link;



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**OTCQX U.S. BACKGROUND:**

Continued:

- Have a minimum bid price of \$0.10 per share for its common stock as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company’s application for OTCQX. If (i) there has been no public market for the Company’s securities in the United States and (ii) FINRA has approved a Form 211, then the Company may apply to OTC Markets for an exemption from the minimum bid price requirements, which exemption is at the sole discretion of OTC Markets. In the event that the Company is a Seasoned Public Issuer (i.e., has been in operation and quoted on OTC Link or another exchange for at least one year) that completed a reverse split within 6 months prior to applying for admission to OTCQX U.S., the Company must have a minimum bid price of \$0.10 per share for its common stock as of the close of business on each of the five consecutive trading days immediately preceding the Company’s application for OTCQX, after the reverse split;
- Have GAAP compliant (i) audited balance sheets as of the end of each of the two most recent fiscal years, or as of a date within 135 days if the Company has been in existence for less than two fiscal years, and audited statements of income, cash flows and changes in stockholders’ equity for each of the fiscal years immediately preceding the date of each such audited balance sheet (or such shorter period as the Company has been in existence), and must include all going concern disclosures including plans for mitigation; and GAAP compliant (iii) unaudited interim financial reports, including a balance sheet as of the end of the Company’s most recent fiscal quarter, and income statements, statements of changes in stockholders’ equity and statements of cash flows for the interim period up to the date of such balance sheet and the comparable period of the preceding fiscal year; and
- Be included in a Recognized Securities Manual or be subject to the Reporting Requirements of the Exchange Act.



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**OTCQX U.S. PREMIER BACKGROUND:**

To be eligible to be quoted on the OTCQX U.S. Premier, Companies must:

- Satisfy all of the eligibility requirements of OTCQX U.S. Set forth above;
- Have (i) at least (a) 500,000 publicly held shares; and (b) \$1 Million in market value of publicly held shares; and (ii) at least (a) \$500,000 in net income in the last fiscal year OR in two of the last three years; or (b) \$2.5 Million in stockholders’ equity; or © \$35 million in market value of listed securities;
- Have a minimum of 100 beneficial shareholders owning at least one round lot (100 shares) each;
- Have a minimum bid price of \$1.00 per share for its common stock as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company’s application for OTCQX. If (i) there has been no prior public market for the Company’s securities in the U.S. and (ii) FINRA has approved a Form 211 and (iii) the bid price is equal or greater than \$1.00, then the Company may apply to OTC Markets for an exemption from the 30-day minimum bid price requirements, which is at the sole discretion of OTC Markets. In the event that the Company is a Seasoned Public Issuer (i.e., has been in operations and quoted on either OTC Link or an exchange for at least one year) that completed a reverse stock split within six months prior to applying for admission to OTCQX U.S., the Company must have a minimum bid price of \$1.00 per share for its common stock as of the close of the business on each of the five consecutive trading days immediately preceding the Company’s application for OTCQX, after the reverse split;
- Conduct annual shareholders’ meetings and submit annual financial reports to its shareholders at least 15 calendar days prior to such meetings.



### **OTCQX U.S. PREMIER ACQUISITION COMPANY BACKGROUND:**

#### **Eligibility to be quoted as an OTCQX U.S. Premier Acquisition Company:**

- Satisfy all of the eligibility requirements of OTCQX U.S. set forth above;
- Have \$25 Million in net tangible assets as of the most recent annual or quarterly year end;
- Have \$10 Million in market value of publicly traded securities as of the most recent fiscal year end;
- Have a minimum bid price of \$5.00 per share for its common stock as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's application for OTCQX; and
- Be subject to the reporting requirements of the Exchange Act.

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**OTCQB U.S. COMPANY BACKGROUND:**

To be eligible to be quoted on the OTCQB U.S., Companies must:

- Meet a minimum closing bid price on OTC Markets of \$0.01 for each of the last 30 calendar days;
- In the event that there is no public market and a 15c2-11 application has been submitted to FINRA by an OTC Market Maker, OTC Markets can waive the bid requirement at its sole discretion;
- In the event that a Company is a seasoned public issuer that completed a reverse split within six months prior to applying to OTCQB, the Company must have a post reverse split minimum bid price of \$0.01 at the close of business on each of the five consecutive trading days immediately before applying to the OTCQB;
- Companies may not be subject to bankruptcy or reorganization proceedings preceding the Company’s Application;
- Either be subject to the reporting requirements of the Securities Exchange Act of 1934 and be current in such reporting obligations or, if an international issuer, be eligible to rely on the registration exemption found in Exchange Act Rule 12g-s(b) and be current and compliant in such requirements, or be a bank current in its reporting obligations to its bank regulator;
- Be duly organized, validly existing in good standing under the laws of each jurisdiction in which it is organized and does business;



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**OTCQB & OTCQX LISTING FEES:**

LISTING & MARKET FEES	DOLLARS
OTCQB Listing Application Fee	\$2,500
OTCQB Annual Fee	\$10,000
OTCQX Listing Application	\$5,000
OTCQX Annual Fee	\$15,000

# Syndicate – Investment Banking

## *Global Capital Equity Markets*

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# CANADA

## Syndicate – Investment Banking:

- Public Offering Underwriter & Institutional Investor Relations
- Broker Dealer Introductions & Engagements
- Market Maker Introductions & Engagements
- Institutional Investment Banker Introductions & RoadShows
- Syndicate – Investment Banking - does not engage in the sale or solicitation of any securities (this is the role of the Broker Dealer and/or market maker, or the Issuer).



***Toronto Stock Exchange***

# BERMUDA

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## ***Bermuda Stock Exchange***

# CYPRUS

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## *Cyprus Stock Exchange*

# CAYMAN ISLANDS

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CAYMAN ISLANDS  
**STOCK EXCHANGE**

***Cayman Islands  
Stock Exchange***

# EUROPE

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**EURONEXT**



**NASDAQ OMX  
First North**



**London Stock  
Exchange**



# GERMANY

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## Deutsche Borse – Frankfurt Stock Exchange

# CHINA

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***Shanghai Stock Exchange***



***Shenzhen Stock Exchange***

# HONG KONG

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## *Hong Kong Stock Exchange*

# SWITZERLAND

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**SIX Swiss Exchange**

# IRELAND

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***Irish Stock Exchange***

# BRAZIL

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***B3 Stock Exchange***

# JAPAN

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***Japan Exchange Group /  
Tokyo Stock Exchange***

# AUSTRALIA

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## **Australian Securities Exchange**



# SOUTH AFRICA

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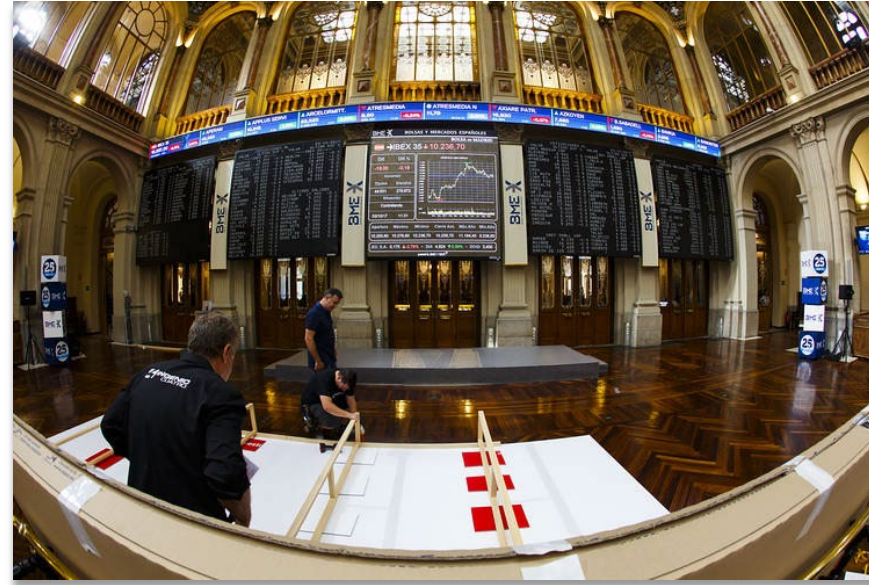


**Johannesburg Stock Exchange**

# SPAIN

## Syndicate – Investment Banking:

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***BME Spanish Exchange***

# SINGAPORE

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**Singapore Stock Exchange**

# TAIWAN

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## *Taiwan Stock Exchange*

# SOUTH KOREA

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***KRX - Korea Exchange***

# INDIA

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- Institutional Investment Banker Introductions & RoadShows
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***Bombay Stock Exchange***



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