

# **CONTINUOUS LISTING REQUIREMENTS- A STUDY OF 8 GLOBAL MARKET PLACES**

- by

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**A COMPARISON OF CONTINUOUS LISTING REQUIREMENTS-  
TSX VENTURE, AIM-LONDON, ASX, NASDAQ SMALL CAP, OTC BULLETIN BOARD, PINK SHEETS, CNQ**

**APPENDIX- B**

NAME OF THE EXCHANGE OR MARKET PLACE	Minimum Requirements Criteria	FINANCIAL					
		Net Tangible Assets	Adequate Working Capital or Financial Resources to carry on business	Positive Cash flow OR	Operating Revenue/Earnings in past 12 months., OR	Capital Expenditure within past 12 months.	Minimum Shareholders' Equity
TSX MAIN	Minimum Requirements (all values in local currency)	Total assets of at least \$ 3 million and financially solvent.	Yes, required	Cash flow is a part of overall performance assessment criteria of listed issuer. No specific minimum required	At least \$3 million in the previous year.	For research and development issuer, at least \$ 1 million in most recent year and for resource issuer at least \$350,000 on exploration and/or development work.	Nil
TSX VENTURE EXCHANGE	Minimum Requirements (all values in local currency)	Not required for Tier 2 Mining, Oil & Gas issuer. For Tier 1 mining issuer also undefined (significant interest in advanced exploration property), for Tier 1 Oil & Gas- Property or Reserves worth \$1 million with proven reserves of \$500,000. For other Tier 1 issuer Net Tangible Assets \$2 million. For Tier 2 Industrial and Technology issuer \$100,000, for Real Estate and Investment, Research &	Tier 1 issuers should be adequate for 12 months but not defined amount, for Tier 2 issuers adequate to carry on business for 6 months, with at least \$50,000	Minimum not specified	\$1 million for Tier 1, significant operating revenue (not defined) for Tier 2 issuers	Capex of \$200,000 for Tier 1 issuer, \$50,000 in exploration for mining and oil & gas issuers and for all others \$100,000	Not specified
AIM- LONDON	Minimum Requirements (all values in local currency)	Nil	Not required	Not required	Not required	Not required	Not required

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		Net Tangible Assets	Adequate Working Capital or Financial Resources to carry on business	Positive Cash flow OR	Operating Revenue/Earnings in past 12 months., OR	Capital Expenditure within past 12 months.	Minimum Shareholders' Equity
AUSTRALIAN STOCK EXCHANGE	Minimum Requirements (all values in local currency)	No minimum requirements specified, however, if 50% or more than 50% of assets are in cash or cash equivalent, ASX may suspend listing to avoid 'cash box' entities. Does not apply to investment, bank or non-bank financial companies. In case of investment entities exception to this rule is provided for initial 6 months.	The issuer is required to submit for the following two financial years whether the cash and cash equivalent has been utilized according to the expenditure program submitted or not and if not what is the company's explanation.	The issuer is required to furnish quarterly cash flow statement if at the time of listing, 50% or more of its assets are in cash or readily convertible into cash with a definite expenditure program	No quantified or minimum requirements. Subject to ASX's assessment, the financial conditions (composition of balance sheet, liabilities to assets ratio and access to funds) and level of operations of the issuer should be sufficient for continued listing.	Not required	
NASDAQ SMALL CAP	Minimum Requirements (all values in local currency)	Not required	Not required	Not required	Earnings of \$500K in 2 out of 3 last fiscals	Not required	\$2.5 million
NASD OTC BULLETIN BOARD	Minimum Requirements (all values in local currency)	Not under bankruptcy process, Form 10-K 10-Q, 8-K filing with SEC	Not required	Not required	Not required	Not required	Not required

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PINK SHEETS	Minimum Requirements (all values in local currency)	Not under bankruptcy process, Form 10-K 10-Q, 8-K filing with SEC	Not required	Not required	Not required	Not required	Not required
CNQ	Minimum Requirements (all values in local currency)	Not required	Not required	Not required	Not required	Not required	Not required

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NAME OF THE EXCHANGE OR MARKET PLACE	Minimum Requirements Criteria	CORPORATE GOVERNANCE					No. of shares outstanding
		Minimum Market Capitalization	Asset Impairment or Ceased Operations	Audit Committee	2 Independent Directors on the Board	Public Disclosure of Corporate Governance Practices	
TSX MAIN	Minimum Requirements (all values in local currency)	If market capitalization of issued securities falls below \$3 million or freely-tradable securities falls below \$2 million over any 30 consecutive trading days	Yes, a substantial portion of its business or assets.	Yes, composed of only outside directors.	Yes, majority independent directors on board and in all committees and preferably headed by an independent director.	Yes, adoption of strategic planning process, principal business risks, succession planning, internal control and reporting system and communication policies towards beneficiary stakeholders. Appointment of directors by a nominee committee of independent directors. Executive compensation committee and committee for compensation for directors including their appointment as advisers.	500,000
TSX VENTURE EXCHANGE	Minimum Requirements (all values in local currency)	Not specified	Asset and Operations – Must not have, reduced or impaired operating assets, ceased operations, or discontinued a substantial portion of operations/business	Required	Required	Required for Tier 1 issuer	Not required
AIM- LONDON	Minimum Requirements (all values in local currency)	Not required	Not required	Not required	Not required	Not required	Not required

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		Minimum Market Capitalization	Asset Impairment or Ceased Operations	Audit Committee	2 Independent Directors on the Board	Public Disclosure of Corporate Governance Practices		
AUSTRALIAN STOCK EXCHANGE	Minimum Requirements (all values in local currency)	Not required	Not required	Yes for all companies, but audit committee composition mandatory for index companies only	Yes	Yes, but mandatory for index companies only	Not required	
NASDAQ SMALL CAP	Minimum Requirements (all values in local currency)	\$35 million	Not required	Yes for all companies	Yes	Yes, distribution of Annual and Interim Reports, Solicitation of Proxies, Independent Directors, Conflicts of Interest, Audit Committees, Shareholder Approval, Shareholder Meetings, Stockholder Voting Rights, Quorum, Code of Conduct	500,000	
NASD OTC BULLETIN BOARD	Minimum Requirements (all values in local currency)	Not required	Not required	OTCBB doesn't, but will be required under SEC compliance to SOX	Yes	Yes	Not required	

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		Minimum Market Capitalization	Asset Impairment or Ceased Operations	Audit Committee	2 Independent Directors on the Board	Public Disclosure of Corporate Governance Practices	No. of shares outstanding
PINK SHEETS	Minimum Requirements (all values in local currency)	Not required	Not required	Not required, but required under applicable securities law, if they are reporting issuers	Not required, but required under applicable securities law, if they are reporting issuers	Required	Not required
CNQ	Minimum Requirements (all values in local currency)	Not required	Not required	Yes, 500,000	Not required, but required under applicable corporate law	\$50,000	Yes, 100

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NAME OF THE EXCHANGE OR MARKET PLACE	Minimum Requirements Criteria	BROAD MARKETPLACE			DISCLOSURE	
		Public Float		Market Makers	Bid Ask Spread	Disclosure of Material Information
		Market Value	Minimum Shareholders			
TSX MAIN	Minimum Requirements (all values in local currency)	freely-tradable securities falls below \$2 million over any 30 consecutive trading days	150	Not required	Not required	File any information that is material or deemed to be material and which may have an impact on the issuer's securities prices. The issuer must file copies of notice of meeting, form of proxy, information circular, financial statements and MD&A. The issuer should also file information circular related to significant transactions, revision in their terms and conditions, management contracts and escrow and pooling arrangement, or any other material contracts/changes.
TSX VENTURE EXCHANGE	Minimum Requirements (all values in local currency)	For Tier 1 \$750,000 and for Tier 2 \$100,000	150	Not required	Not required	The issuer must file copies of notice of meeting, form of proxy, information circular, except financial statements and MD&A. The issuer should also file information circular related to significant transactions, revision in their terms and conditions, management contract and escrow and pooling arrangement, or any other material changes.
AIM- LONDON	Minimum Requirements (all values in local currency)	Not required	Not required	Yes, also requires a Broker and a Nominated Advisor	Not required	Yes, companies require to disclose all material information concerning their operations, major contracts, agreements signed.



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		Public Float		Market Makers	Bid Ask Spread	Disclosure of Material Information
		Market Value	Minimum Shareholders			
AUSTRALIAN STOCK EXCHANGE	Minimum Requirements (all values in local currency) →	Not required	Not required	Not required	ASX requires issuers to maintain an acceptable level of spread or to obtain an acceptable level of spread within 3 months of notice (pl. refer to notes)	Yes, half yearly, annual and quarterly in case cash or cash equivalent is 50% or more of total assets. The annual and half yearly financial accounts should be filed within 75 days, Australian Equivalent of International Financial Reporting Standards being implemented, mandatory electronic filing. Additional quarterly disclosures are required to be submitted by mining producing and exploration entities, in terms of summary of expenditure/ lease acquisition, production/development etc.
NASDAQ SMALL CAP	Minimum Requirements (all values in local currency) →	\$ 1 million	300	2	Not required	Regulation Fair Disclosure Compliant Method(s): Broad dissemination press release, Filing of Form 8-K or 6-K with SEC, Conference calls, Press Conference, or Webcasts with prior public notice or Stockwatch
NASD OTC BULLETIN BOARD	Minimum Requirements (all values in local currency) →	Not required	Not required	at least 1	one-sided or two-sided bids or solicitor's bids, unpriced quote, minimum quote size required	Yes, on EDGAR including compliance with Section 302 and 906 of SOX regarding directors and senior officers' responsibilities

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		Public Float		Market Makers	Bid Ask Spread	Disclosure of Material Information
		Market Value	Minimum Shareholders			
PINK SHEETS	Minimum Requirements (all values in local currency) →	Not required	Not required	at least 1	one-sided or two-sided bids or solicitor's bids, unpriced quote	Yes, filing of Form 10-K, 10-Q and 8-K including all material information required to be updated under Rule 15c2-11 of Securities Exchange Act 1934 on EDGAR including compliance with Section 302 and 906 of SOX regarding directors and senior officers' responsibilities
CNQ	Minimum Requirements (all values in local currency) →	Not required	Yes	Not required	Not required	Yes, changes in government policy that impact issuer's business, significant transaction*, major corporate changes such as increase in capital, business acquisition, new product development or other events, plans or agreement which will have material impact on issuer's business. Financial forecast not required but any significant changes in earnings in future should be disclosed. All filings with respective securities commission should be copied including request for non-disclosure of confidential information.

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NAME OF THE EXCHANGE OR MARKET PLACE	Minimum Requirements Criteria	INSIDER TRADING		
		Important Notifications	Routine	Universal Market Rule Practices
TSX MAIN	Minimum Requirements (all values in local currency)	All routine corporate action matters such as stock split, redemption, cancellation of securities, dividend, shareholders meeting, etc.	Yes, including online filing on SEDI.	Yes on trading by any control person or group of persons or any person or group of persons and their affiliates holding more than 20% of voting rights. Also follows certain additional practices related to escrow/hold period of promoters/control persons' holdings and secondary offerings of control persons' holdings. Also on employee trading practices.
TSX VENTURE EXCHANGE	Minimum Requirements (all values in local currency)	All routine corporate action matters such as stock split, redemption, cancellation of securities, dividend, shareholders meeting, etc.	Yes, including online filing on SEDI.	Yes on trading by any control person or group of persons or any person or group of persons and their affiliates holding more than 20% of voting rights. Also follows certain additional practices related to escrow/hold period of promoters/control persons' holdings and restrictions on seed share resale and employee trading practices.
AIM- LONDON	Minimum Requirements (all values in local currency)	Yes	Yes	No

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NAME OF THE EXCHANGE OR MARKET PLACE	Minimum Requirements Criteria	INSIDER TRADING		
		Important Notifications	Routine Rule Practices	Universal Market Own practices
AUSTRALIAN STOCK EXCHANGE	Minimum Requirements (all values in local currency)	Yes, mandatory electronic filing	Yes	No
NASDAQ SMALL CAP	Minimum Requirements (all values in local currency)	Listing of shares, stock split/stock div., change in name, trade symbol, security value/title, transfer agent; SEC Forms 10-K, 10-Q, 8-K, 6-K, 12b-25, 20-F, 40-F, or equivalent Documents; Proxy Statement, etc.	Yes	No
NASD OTC BULLETIN BOARD	Minimum Requirements (all values in local currency)	Yes, required to be filed	Yes	No

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NAME OF THE EXCHANGE OR MARKET PLACE	Minimum Requirements Criteria	INSIDER TRADING		
		Important Notifications	Routine Market Rule Practices	Own practices
PINK SHEETS	Minimum Requirements (all values in local currency) →	All important material events such as stock split, dividend, change of address and so on	Yes	No
CNQ	Minimum Requirements (all values in local currency) →	All important corporate events such as stock split, dividend, change of address and so on	Yes	No