

TXSE Listing Application: Transfer from a National Securities Exchange

Instructions: Please complete all parts of this form. If an item is not applicable indicate N/A. Attach additional sheets if necessary.

Part I: Corporate Information

General Information

Date:

Company Name (the "Company"):

Address of Principal Executive Offices:

Address Line 2:

City/Province:

State:

Zip/Postal Code:

Country:

Phone:

Fax:

Website:

State of Incorporation:

Country of Incorporation:

Date of Incorporation:

Date of Fiscal Year End:

SEC File Number:

Central Index Key (CIK) Code:

Foreign Private Issuer: Yes ☐ No ☐

DRS Eligible: Yes ☐ No ☐

Is this company a SPAC? Yes ☐ No ☐

Is the applicant now filing or has it at any time in the past filed reports under Regulation A by the Securities and Exchange Commission mandated under the JOBS Act? Yes ☐ No ☐

Company Description:

Is this Company seeking to list in connection with a combination with a TXSE-listed entity wherein the TXSE-listed entity is acquired by the Company, a new SEC registrant? Yes ☐ No ☐

If yes, identify the TXSE-listed entity:

Name:

Primary Trading Symbol:

Part II: Corporate Contacts

Please provide information for a primary and an alternate contact and authorized outside legal counsel for the purposes of processing this application.

Primary Company Contact

Name:

Title:

Phone:

Email:

U.S. Business Hours Contact (if located outside of the U.S.):

Alternate Company Contact

Name: _____ Title: _____
 Phone: _____ Email: _____
 U.S. Business Hours Contact (if located outside of the U.S.): _____

Outside Legal Counsel

Firm Name: _____ Contact Name: _____
 Phone: _____ Email: _____
 U.S. Business Hours Contact (if located outside of the U.S.): _____

Part III: Securities/Accounting

Auditor

Firm Name: _____
 City: _____ State: _____ Country: _____

Transfer Agent

Firm Name: _____

Part IV: Issue-Specific Information

	Primary Issue	Additional Issue	Additional Issue
Current Trading Symbol:			
Current Market:			
Issue Type:			
Issue Class:			
CUSIP:			

Par Value:

Par Value Currency:

Number of Votes per Share:

Shares Authorized:
As of Date:

Shares Outstanding:
As of Date:

Shares in Treasury:
As of Date:

Roundlot Shareholders:
As of Date:

Beneficial Shareholders:
As of Date:

Unit Components:

Timing of Unit Separation:

Reserved Trading Symbol:

Is the Security Book Entry Only?

For American Depositary Shares (ADS):

Name of Depositary Bank:

Confirm that the ADS have been issued in a sponsored program: Yes ☐ No ☐

Provide the ratio of Underlying Shares:

Total Number of Underlying Shares Outstanding After Offering:

Total Number of Underlying Shares Sold in the Offering:

For Offerings:

Is the Company listing in conjunction with a public offering? Yes ☐ No ☐

Type of offering:

Part VI: Regulatory Review

Regulatory Proceedings/Litigation

1. With respect to the Company, its predecessors and its subsidiaries, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings or any other legal or administrative proceedings commenced within the past 10 years:
 - a. that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities, banking and insurance regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy or any foreign regulatory, civil or criminal authority); or
 - b. in which claims material to the Company are or were asserted under federal and/or state securities, banking, insurance, tax or bankruptcy laws; or
 - c. in which claims material to the Company are or were asserted otherwise alleging fraud, deceit or misrepresentation. To the extent that such items have been disclosed in the Company's SEC filings, the applicant may refer to and/or submit copies of the relevant SEC's filings in which such matters were disclosed in lieu of providing a detailed description.
 - d. In connection with all proceedings that have been concluded, please provide documentation, which reflects the final disposition of each proceeding. The Company should update TXSE promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while its application is pending.

2. With respect to current executive officers, directors and ten percent or greater shareholders, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings or any other legal or administrative proceedings:
 - a. that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities, banking and insurance regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy or any foreign regulatory, civil or criminal authority); or
 - b. in which claims are or were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of \$100,000.
3. Describe and provide all documents related to any allegations of fraud or other misconduct brought to the attention of the Company's management, Board of Directors or Audit Committee related to:
 - a. the activities of the Company or its management, employees, Board members or outside advisors and consultants;
 - b. the preparation of, or any disclosure made in, the Company's filings with the Securities and Exchange Commission;
 - c. the Company's internal control over financial reporting. This request encompasses, but is not limited to, any such allegation that can be construed as "whistleblowing" whether by the Company's employees, its independent audit firm or others.

Upon review of the information provided by the applicant, TXSE may request additional information, such as copies of all court and administrative filings, and documents, which reflect the substance of the allegations of any proceedings described above, and the sanctions imposed, including but not limited to, complaints, indictments, opinions, orders, final judgments, letters of censure, consents, undertakings and SEC formal orders of investigation.

Note 1: With respect to question 2a and 2b, there is no limit on the time frame covered by the request.

Note 2: Questions 1 and 2 should be interpreted broadly and should include matters that relate to trading in the securities of the Company. Accordingly, responses should include communications of any nature that the Company, its officers, director and affiliates have had with FINRA or any other regulatory, civil or criminal agencies concerning trading in the securities of the Company.

The applicant should notify TXSE promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while the application is pending.

Other

Has the Company or any of its predecessors previously applied or requested a review of eligibility to have its securities listed or quoted on any marketplace? If so, please provide the name of the marketplace, and the date and outcome of the application or review. In addition, state whether the Company's securities have ever been delisted; the date and reasons for any delisting; whether the issuer is (was) the subject of any inquiries or investigations by a securities exchange; and the outcome or resolution of such inquiries or investigations. Please note that the issuer's obligation to respond to this question is ongoing and the issuer must promptly advise the Exchange of receipt of any relevant inquiry.

Has the Company filed a Form 10 registration statement, or equivalent document, within the past 12 months for purposes of registering a class of securities under Section 12 of the 1934 Act with the Securities and Exchange Commission (SEC) or other regulatory authority?

Yes ☐ No ☐

If yes, please provide a copy of the complete filing and include comments from the SEC or appropriate regulatory authority and the Company's responses thereto.

Date of SEC effectiveness:

Date cleared all SEC comments:

Please indicate whether or not the Company has or plans to become public by combining with a public shell, whether through a reverse merger, exchange offer or otherwise.

Yes ☐ No ☐

If "yes", please provide a detailed description of the transaction including the names of all parties to the transaction, the terms of the transaction and the date or expected date of closing.

Provide a list of any equity financings, including any and all bridge financings, shelf registrations, Regulation S offerings or private placements that are contemplated or have been consummated within the prior six months. Describe the transactions in detail (i.e., date, price per share, discount, terms of conversion, the investors and their relationship to the Company or other participants in the transactions), including the terms and conditions of any resale restrictions.

Please indicate whether or not the issuer conducts any of its operations through a variable interest entity or any similar type of entity where the issuer's control over the entity is based on contractual arrangements rather than equity ownership.

Yes ☐ No ☐

If yes, please describe this structure.

The fact that an applicant may meet TXSE's numerical guidelines does not necessarily mean that its application will be approved. In connection with the review of any application, and as set forth in the TXSE Listing Rules, TXSE reserves the right to request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's qualification for initial inclusion, including, but not limited to, any material provided to or received from the Securities and Exchange Commission or other regulatory authority.

Part VII: Supporting Documentation

In addition to a completed Listing Application, prior to approval, TXSE will require additional information and supporting documentation. The table below lists the specific documents TXSE will require prior to approval of your application. Required documentation must be provided prior to approval, but is not required at the time of original submission.

Additional Documents Required

Listing Agreement

Logo Submission Form

Corporate Governance Certification Form

Please note that in addition to the documentation above, the Exchange may request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's initial listing, including, but not limited to, any material provided to or received from the Securities and Exchange Commission or Other Regulatory Authority. A company's security may be denied listing if the company fails to provide such information within a reasonable period of time or if any communication to the Exchange contains a material misrepresentation or omits material information necessary to make the communication to the Exchange not misleading.

Part VIII: Affirmation

I have been authorized by the Company and have the legal authority to provide information on the Company's behalf; to the best of my knowledge and belief, the information provided is true and correct as of this date; and the Company will promptly notify TXSE of any material changes. I understand that the Company has a continuing duty to update TXSE whenever there is an addition to or change in information previously furnished.

Signature of Duly Authorized Representative

Title

Date