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### UPLISTING 2022

While the larger capital markets slowed down in 2022, the Micro-Cap marketplace remained largely active, with uplisting and cross-listing issuers raising approximately \$482 million. A total of 68 issuers, operating in 13 different sectors made up the 2022 class of uplisted companies.

Twenty nine (29) of the newly exchange traded companies were listed *organically*, meaning they did not require a simultaneous underwritten public offering in order to consummate the uplisting or cross-listing to a Senior U.S. Exchange. Thirty-two (32) of the uplists and cross-lists included simultaneous underwritten public offerings, ranging from approximately \$2,500,000 to \$40,000,000. Seven of the issuers raised capital via a structured PIPE transaction.

Placing a particular emphasis on uplisted and cross-listed issuers operating in the Micro-Cap space (issuers with up to \$300 million market cap), our 2022 Uplisting Year in Review explores all the data and trends behind these numbers, while providing a fascinating and valuable in-depth look into the various elements of the uplisting and cross-listing process.

JOSEPH M. LUCOSKY MANAGING PARTNER

### 68

UPLISTS AND CROSS-LISTS IN 2022

### 55

MICRO-CAP ISSUERS UPLISTING AND CROSS-LISTING IN 2022

## 29

ISSUERS LISTED ON A SENIOR U.S. EXCHANGE ORGANICALLY

## 36

UPLISTS AND CROSS-LISTS ASSISTED BY INVESTMENT BANKERS



## \$482M

RAISED BY UPLISTING AND CROSS-LISTING ISSUERS IN 2022

## \$12.7M

AVERAGE OFFERING SIZE IN 2022 FOR ALL MARKET CAPS



# Micro-Cap



## \$415M

RAISED BY UPLISTING AND CROSS-LISTING MICRO-CAP ISSUERS IN 2022

## **\$12M**

AVERAGE OFFERING SIZE FOR UPLISTING AND CROSS-LISTING MICRO-CAP ISSUERS IN 2022







GRADUATES

### 35

UNDERWRITTEN PUBLIC OFFERINGS

### 20

ISSUERS LISTING ORGANICALLY



While participation of larger cap issuers in the uplisting and cross-listing market dropped dramatically in 2022, Micro-Cap issuers (issuers with a market cap of up to \$300 million) continued to be active, with a total of 55 issuers successfully uplisting from the OTC Markets and cross-listing from foreign exchanges to list their securities on a Senior U.S. Exchange, a decrease of 11 listings (16%) when compared to 2021 and representing approximately 80% of the uplistling cross-listing market.



A total of 40 of such issuers (72%) graduated from the OTC Markets (45 in 2021), with the other 15 issuers (27%) cross-listing from a foreign exchange (21 in 2021). More than two thirds of these 55 issuers listed on the Nasdaq (43 issuers, 78%), while 12 of all such issuers (22%) listed on the NYSE (3, 5% IN 2021.

20 issuers (36%) from the Micro-Cap space were able to list on a Senior U.S. Exchange organically, meaning without the need to complete a simultaneous underwritten public offering (22, 34% in 2021), while 35 issuers (63%) partnered with an investment banker in order to complete the uplist/cross-list process (44, 66% in 2021).





In 2022, Micro-Cap issuers raised a total of \$415 million, down 45% from the \$764 million raised in 2021. The average offering size for Micro-Cap issuers in 2022 was \$12 million, 29% less than the \$17 million average in 2021.



Micro-Cap issuers are more likely to require a capital raise to be able to satisfy the equity and liquidity listing requirements of the Senior Exchanges. Accordingly, Micro-Cap issuers accounted for only 29% of the organic listings in 2022, while comprising 89% of all offerings during the year. Micro-Cap issuers were also involved in 94% of all offerings where warrant coverage was provided.

The \$415 million raised by Micro-Cap issuers and investment bankers who service the space accounted for 86% of all dollars raised (\$482 million) by issuers uplisting/cross-listing in 2022.



Lastly, 78% of all FPIs cross-listing to a Senior Exchange were from the Micro-Cap space.



#### 12 | MARKET CAP ANNUAL COMPARATIVE DATA

Three large-cap issuers (\$10 billion market cap and above) uplisted and cross-listed to a Senior Exchange in 2022, a decrease of 7 listings (70%) when compared to 2021, accounting for 4.4% of the market (7.35% in 2021). In 2022, only 1 offering was completed by a large-cap issuer uplisting from the OTCQB, raising \$40 million (2, \$689 million, in 2021).



In 2021, mid-cap issuers (\$2 billion to \$10 billion market cap) accounted for 13.2% of the uplisting and cross-listing market. In 2022, however, participation of mid-cap issuers in the market was reduced to a minimum (1.5%), with no offerings completed (and no dollars raised) by such issuers (5, \$249 million in 2021). Clinigence Holdings, Inc. (Nasdaq: NUTX) was the only mid-cap issuer uplisting to a Senior Exchange in 2022 (18 in 2021). NUTX did not complete an underwritten public offering in connection with the uplist and listed on the Nasdaq organically.



In 2022, 9 uplisting and cross-listing small-cap issuers (\$300 million to \$2 billion market cap) accounted for 13.2% of the market (42, 31% in 2021). Three offerings were completed by small-cap issuers, raising approximately \$27 million (14, \$695 million in 2021).





The Micro-Cap uplisting and cross-listing market had a strong start to the year, with 19 issuers uplisting and cross-listing to a Senior U.S. Exchange in the first quarter. Between January 1st and March 31st, 9 issuers raised a total of \$120 million, with an average offering size of approximately \$13.3 million. The other 10 issuers listed organically. A total of 4 issuers cross-listed from a foreign exchange.

In the second quarter, 11 issuers from the Micro-Cap space listed on a Senior U.S. Exchange. Of such issuers, 9 completed an offering in connection with the uplist/cross-list, raising an aggregate of \$95 million, with an average offering size of approximately \$12 million. The other 2 issuers listed organically. A total of 4 issuers cross-listed from a foreign exchange.



The third quarter showed strong growth with 19 issuers from the Micro-Cap space uplisting and cross-listing to a Senior U.S. Exchange. In the third quarter, 15 issuers raised an aggregate of \$183 million. The average offering size during the quarter was \$12 million. The third quarter also had 4 issuers listing organically. Three issuers cross-listed from a foreign exchange.

The Micro-Cap market ended 2022 on a low note with 6 issuers uplisting and crosslisting to a Senior U.S. Exchange. The fourth quarter had 2 issuers raising \$17 million in the aggregate, with an average offering size of \$8 million. 4 issuers listed organically and 4 issuers cross-listed from a foreign exchange.





The uplisting and cross-listing marketplace remained active in the first quarter of 2022, enjoying the lasting momentum 2021 ended with. When compared to the quarters that followed it, Q1 ranks highly on listings (19), and averagely on both offerings (9) and dollars raised (\$119M).

The positive momentum from the record breaking year of 2021 began to fade in Q2, with the markets reacting to the Russian invasion into Ukraine, the growing inflation and rising interest rates.

While the larger capital markets continued to slow, the Micro-Cap marketplace remained active in Q3, which overall was the strongest quarter in 2022, with the highest number of listings (19, jointly with Q1), offerings (15) and dollars raised (\$182M).

In Q4, however, with Nasdaq's increased scrutiny of Micro-Cap issuers and the uncertainty in the markets, the uplisting and cross-listing market saw a steep decline, with the lowest number of listings (6), offerings (4) and dollars raised (\$17M).



MICRO-CAP: MONTHLY & QUARTERLY DATA | 15



With the staleness deadline around the corner, Q1 finds the majority of issuers racing against the clock to get their registration statements effective before February 14th. This traditionally results in the month of February being particularly strong in the Micro-Cap market. With the second best number of listings and highest number dollars raised, February 2022 was no different.

With the financial statements of most issuers considered to be "stale" by mid-February, Q2, and specifically the months of April and May, is traditionally slower for the uplisting and cross-listing market. In 2022, this was amplified by the uncertainty in the markets related to global events (particularly, the Russian invasion into Ukraine) and economical changes (growing inflation and rising interest rates). This trend reached its peak by the end of June.

As previously discussed, between July and September the uplisting and cross-listing market regained momentum, with August and September being two of the three strongest months in 2022 for dollars raised. Issuers, bankers and investors reacted with increased optimism, which in retrospect was short-lived.

In October, Nasdaq's increased scrutiny of Micro-Cap issuers brought the uplisting and crosslisting market to a halt, with no dollars raised during that month and a mere \$17 million raised in November and December combined.



### **17.6 WEEKS**

In 2022, the average timeframe for Micro-Cap issuers who partnered with investment bankers, from the initial public filing of a Registration Statement to effectiveness and pricing on Nasdaq or NYSE, was 17.6 weeks\*.



The average timeframe for offerings completed in Q1 was a little higher than the annual average with 21.9 weeks. The timeframe for offerings completed in Q2 was 12 weeks. The average timeframe for Q3 was 23 weeks. The average timeframe for offerings completed in Q4 was 13.6 weeks, below the annual average.

\* Does not include Addentax Group Corp. (ATXG) which took 175 weeks to complete its Q3 uplist.



In 2022, 16 (45%) of Micro-Cap issuers which completed an offering in connection with uplisting and/or cross-listing to a Senior U.S. Exchange, included warrant coverage in the offering, representing a decrease of 14% when compared to 2021. Eleven of the offered warrants were also registered for trading, a decrease of 10 tradeable warrants when compared to 2021, while the other 5 were non-tradeable paper warrants (no change from 2021).

Warrant coverage in 2022 was offered exclusively by Micro-Cap issuers, which accounted for all underwritten offerings where it was included. Three (3) tradeable warrants were offered by foreign private issuers





#### 18 | MICRO-CAP: TOP PERFORMING SECTORS

While leading the Micro-Cap market in the total number of listings in 2022, both the healthcare and the technology sectors slowed down significantly, when compared to 2021.

Fifteen (15) Micro-Cap issuers operating in the technology sector uplisted and cross-listed on a Senior U.S. Exchange in 2022. Of such issuers, 9 completed public underwritten offerings in connection with the listing, raising \$73 million in the aggregate, a decrease of \$183 million (71%) when compared to the \$259 million raised in 2021. The average offering size in the technology sector in 2022 was \$9.1 million, a decrease of \$12.4 million (53%) from the average offering size of \$21.5 million in 2021, and approximately \$1.5 million below the average Micro-Cap offering size in 2022 (\$10.6 million).

The healthcare sector followed the trend. The 9 Micro-Cap issuers operating in the healthcare sector uplisting and cross-listing in 2022 raised a total of \$50.5 million in 7 underwritten offerings, a decrease of approximately \$98 million (66%) from the \$148.5 million raised in 2021. The average offering size in the healthcare sector in 2022 was \$7.2 million, a decrease of \$9.3 million (56%) from the average offering size of \$16.5 million in 2021, trailing the average Micro-Cap offering size in 2022 by \$3.4 million.

Two sectors that followed an opposite trend were the industrials and financial services sectors, both leading the Micro-Cap market in number of dollars raised in 2022 while claiming a larger share of the market when compared to 2021.

Eight Micro-Cap issuers operating in the industrials sector uplisted and cross-listed on a Senior U.S. Exchange in 2022 (2 in 2021). Of such issuers, 6 completed public underwritten offerings in connection with the listing (1 in 2021), raising a total of \$115 million (\$20 million in 2021). The average offering size in the industrials sector was the highest in the Micro-Cap market with \$19.2 million, approximately \$8.5 million above the average Micro-Cap offering size for the year.

In 2022, 6 issuers operating in the financial services sector uplisted and cross-listed on a Senior U.S. Exchange (1 in 2021). Of such issuers, 5 completed public underwritten offerings in connection with the listing (none in 2021), raising a total of \$88 million. The average offering size in the financial services sector was the second highest in the Micro-Cap market with \$17.2 million, roughly \$6.5 million above the average offering size in 2022.









Below is a summary of the number of offerings participated in and the amount of dollars raised\* in 2022 by notable investment bankers operating in the Micro and Small cap markets. For the purpose of our annual report, we chose to highlight investment bankers who participated in a minimum of 2 underwritten public offerings conducted by uplisting and cross-listing micro and small cap issuers.



\*According to Lucosky Brookman's internal formula and calculations

**B**LUCOSKY BROOKMAN

## **CROSS-LISTING**

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CROSS-LISTING MICRO-CAP ISSUERS

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CROSS-LISTING ISSUERS LISTING ORGANICALLY

19 ISSUERS CROSS-LISTING FROM A FOREIGN EXCHANGE

> CROSS-LISTING ISSUERS COMPLETING UNDERWRITTEN OFFERINGS

\$77M

RAISED BY CROSS-LISTING ISSUERS

**B** LUCOSKY BROOKMAN

### CROSS-LISTING ISSUERS

The flow of foreign listed issuers into the U.S. was significantly disrupted by the turbulent markets of 2022, with foreign exchanged listed issuers more cautious about accessing the senior U.S. exchanges. Our data suggests that, when compared to 2021, foreign listed issuers accounted for a much smaller share of the 2022 uplisting and cross-listing market as a whole.

A total of 19 issuers cross-listed from a foreign exchange to a Senior U.S. Exchange in 2022, a decrease of 43 issuers (69%) when compared to the 62 cross-listing issuers in 2021. Of the cross-listing issuers in 2022, only 6 completed an underwritten public offering in connection with the cross-list, a decrease of 15 offerings (71%) when compared to the 21 offerings completed by such issuers in 2021. In 2022, cross-listing issuers raised a total of \$72 million, a decrease of \$1.4 billion (95%), when compared to the \$1.472 billion raised by such issuers in 2021.



A deeper dive into the data, as demonstrated below, suggests that these drastic changes to the landscape of cross-listing in 2022 stem from the larger capital markets:

Cross-listing issuers in 2022 were primarily from the Micro-Cap space, with 15 such issuers representing 79% of all cross-listing issuers. The other 4 cross-listing issuers operate in the small and large-cap spaces (each with 2). All of the offerings conducted by cross-listing issuers in 2022 were completed by Micro-Cap companies. In 2021, however, 21 Micro-Cap issuers represented only 34% of all cross-listing issuers. Of a total of 21 offerings in 2021, Micro-Cap issuers completed 11 (52%), raising \$247 million (only 16.8% of all dollars raised by cross-listing issuers).





#### 24 | CROSS-LISTING

Cross-listing issuers in 2022 represented 28% of the uplisting and cross-listing market as a whole, a decrease of 27% when compared to the 45% of the market such issuers accounted for in 2021.

Offerings completed by cross-listing issuers in 2022 represented 17% of all offerings completed by uplisting and cross-listing issuers, a decrease of 16% when compared to 2021, where such issuers accounted for 33% of offerings.

Dollars raised by cross-listing issuers in 2022 represented 15% of all dollars raised by uplisting and cross-listing issuers, a decrease of 47% when compared to 2021, where such issuers accounted for 62% of all dollars raised.





### **10** CANADA

The leading "export" of cross-listing issuers, including 9 issuers from the Toronto Stock Exchange (TSX), and 1 issuer from the Canadian Securities Exchange (CSE), raising a total of \$17 million

### 4 ISRAEL

Raising a total of \$26 million, 4 issuers crosslisted to the Nasdaq from the Tel-Aviv Stock Exchange

### VARIOUS

Cross-listing issuers from 3 additional countries, including from **Bermuda**, **Cayman Islands**, and **United Kingdom** also cross-listed to a Senior U.S. Exchange, raising a combined \$14M.

### 2 australia

Woodside Energy Group Ltd (WDS) and Mobilicom Limited (MOB, MOBBW) were the only issuers in 2022 cross-listing from the Australian Securities Exchange (ASX)



## **2022** CLASS OF GRADUATES





















### Additional Information

Lucosky Brookman's data analytics team tracks uplisting and cross-listing transactional data throughout the industry, including, but not limited to, the following data points:

Transaction-specific data

- Capital raise amount
- Listing price
- Underwriter(s)
- Pre-listing trading platform
- Execution time
- Initial trading data
- Warrant availability
- Tradeable warrant availability
- Reverse split information
- Company professional information
- Underwriter professional information
- Company auditor
- Other various data points

Industry-specific data

- Market trends
- Year-to-date underwriter aggregate capital raise amounts
- Year-to-date underwriter aggregate number of transactions
- Year-to-date sector information
- Average listing prices versus current market prices (including highs and lows

If you wish to receive additional information relating to the uplisting and cross-listing market or any specific company, please contact uplist@lucbro.com.



### Lucosky Brookman LLP

Lucosky Brookman is a leading corporate law firm directly serving the Micro-Cap and small-cap markets with offices in New York, New Jersey and Philadelphia. Whether our clients engage in an uplist, cross-list, direct list, SPAC, merger or IPO through a private placement, firm commitment underwriting, Reg A or otherwise, Lucosky Brookman is at the forefront of sophisticated OTC and senior domestic and foreign exchange listing transactions.

Lucosky Brookman is the industry leader in uplisting domestic or foreign quoted OTC companies and foreign exchange listed companies to the NASDAQ or NYSE. For micro or small cap companies to succeed in the uplist process, they need to have more than just an attorney, they need an advocate, a leader, a quarterback to proactively usher the company through the process and across the finish line. For 11 years, the attorneys at Lucosky Brookman have successfully assisted numerous companies achieve their goals by completing successful listing transactions on the NASDAQ or NYSE – many times in connection with a simultaneous financing transaction and/or a restructuring.

Our 2022 Uplisting Year in Review is the most comprehensive resource dedicated to the Uplist and cross-list marketplace. It brings powerful and in-depth market data and analytics to help issuers, management teams, boards of directors, consultants and others involved in the uplisting and cross-listing process make better decisions.

Please contact us at ipo@lucbro.com if you would like to discuss your company's IPO prospects, if you would like to better understand the IPO marketplace or if you would like to receive a comprehensive 7-8 page Uplisting Analysis of your company.

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