

**IDAHO DEPARTMENT OF FINANCE
SMALL BUSINESS CAPITAL FORMATION Options and Requirements for Issuers**

EXEMPT OFFERINGS									
Type	Idaho Code Section	Limitation on offers/sales	\$ Limitation	Public Advertising Allowed	Prospectus Required	Department Filing Required	Filing Fee	SEC Filing Required	Special Conditions
Ten or Fewer Purchasers	30-14-202(14)(a)	10 purchasers per 12 months	No	No	Yes **	No	None	Depends on SEC exemption claimed ***	1. No commissions 2. Purchasing for investment
Reg D Rule 506	30-14-302(c) & Rule 53.02	35 purchasers *	No	No *unless filing under 506(c) & to accredited investors only	Yes *unless to accredited investors only	Yes - by Notice Filing	\$50	Form D	Must qualify purchasers *
Regulation A Tier 2	30-14-302(c)	Yes	\$50 mil	Yes	Yes	Yes - by Notice Filing	\$50	Yes	1. Renew annually during offering period
Small Mines	30-14-201(10) & Rule 57	No	\$500,000	Yes	Yes	Yes	None	Depends on SEC exemption claimed ***	1. 80% of proceeds used in mining operations 2. Quarterly reports to Dept.
Exemption by Order - Crowdfunding	30-14-203	Yes	\$2,000,000	Yes	Yes	Yes	None	Rule 147	1. Must qualify purchasers 2. Escrow required (see www.finance.idaho.gov for prior orders)
REGISTERED OFFERINGS									
Registration by Qualification	30-14-304 & Rule 20.02	No	No	Yes	Yes	Yes	\$300	Rule 504 ***** - Yes Rule 147 ***** - Yes	1. Renew annually 2. Minimum proceeds impounded
SCOR ****	30-14-304 & Rule 20.02	No	\$1.0 Million	Yes	Yes	Yes	\$300	Rule 504 - Yes	1. Renew annually 2. Minimum proceeds impounded
Regulation A Tier 1	30-14-304 & Rule 20.02	Yes	\$20 mil	Yes	Yes	Yes	\$300	Yes	1. Renew annually during offering period
Registration by Coordination	30-14-303 & Rule 20.01	No	No	Yes	Yes	Yes	\$300	Yes	1. Renew annually during offering period

Footnotes:

* Regulation D, 506(b), limit the offering to 35 "non-accredited" purchasers and an unlimited number of accredited investors. Rule 506(c) offers can be made through public advertising to accredited investors. Under Rule 506, "non-accredited" purchasers must qualify as knowledgeable or sophisticated investors. Reg D defines non-institutional, "accredited" investors as those having net worth in excess of \$1.0 million, less market value of personal residence, or annual gross income of \$200,000.

** Depends on issuer's relationship with investors.

*** The availability of an SEC exemption depends on the circumstances of each offering.

**** Small Company Offering Registration (SCOR) is a special registration procedure available to certain small issuers.

***** SEC Rule 504 exempts offerings not exceeding \$1.0 million. The SEC requires the issuer to file a copy of Form D only.
SEC Rule 147 exempts intra-state offerings where all offerees reside in the state where the issue is domiciled.

FORMS AND ADDITIONAL INFORMATION ARE AVAILABLE ON THE DEPARTMENT'S INTERNET HOME PAGE AT: www.finance.idaho.gov

Small Bus Cap Formation.doc Amended 10/17