

**AD ASTRA ROCKET COMPANY
and SUBSIDIARIES
(A DEVELOPMENT STAGE
ENTERPRISE)**

**CONSOLIDATED FINANCIAL STATEMENTS
as of and for the years ended
December 31, 2013 and 2012 and for the period
from Inception, July 15, 2005, to December 31, 2013**

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
TABLE OF CONTENTS

	<u>Page</u>
Report of Independent Accountants	1
Consolidated Financial Statements:	
Consolidated Balance Sheets as of December 31, 2013 and 2012	2
Consolidated Statements of Operations for the years ended December 31, 2013 and 2012 and for the period from inception, July 15, 2005, to December 31, 2013	3
Consolidated Statements of Changes in Stockholders' Deficit for the years ended December 31, 2013 and 2012 and for the period from inception, July 15, 2005, to December 31, 2013	4
Consolidated Statements of Cash Flows for the years ended December 31, 2013 and 2012 and for the period from inception, July 15, 2005, to December 31, 2013	6
Notes to Consolidated Financial Statements	7

Report of Independent Accountants

To the Board of Directors and Stockholders
Ad Astra Rocket Company and Subsidiaries

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Ad Astra Rocket Company and Subsidiaries (the "Company") which comprise the consolidated balance sheets as of December 31, 2013 and 2012, and the related consolidated statements of operations, changes in stockholders' deficit and cash flows for the years then ended and for the period from inception, July 15, 2005, to December 31, 2013, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Independent Accountants' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the independent accountants' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the independent accountants consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the results of its operations and cash flows for the years then ended and for the period from inception, July 15, 2005, to December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 15 to the consolidated financial statements, the Company has suffered recurring net losses and negative cash flows from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to this matter are also discussed in Note 15. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.



Houston, Texas
March 24, 2014

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED BALANCE SHEETS
December 31, 2013 and 2012

<u>ASSETS</u>	<u>2013</u>	<u>2012</u>
Current assets:		
Cash	\$ 178,656	\$ 220,957
Accounts receivable	-	257,498
Prepaid expenses	<u>7,610</u>	<u>12,409</u>
Total current assets	<u>186,266</u>	<u>490,864</u>
Property and equipment, net	90,341	165,227
Capital lease assets, net	5,336	11,273
Other assets	<u>68,554</u>	<u>68,605</u>
Total assets	<u>\$ 350,497</u>	<u>\$ 735,969</u>
 <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Line of credit, related party	\$ 408,000	\$ 408,000
Line of credit, bank	250,000	250,000
Notes payable, bank	250,000	134,399
Notes payable, related party	17,051	69,051
Accounts payable	432,679	260,893
Accounts payable, related party	199,893	199,893
Accrued liabilities	736,726	427,652
Short-term portion capital lease obligation	2,956	7,677
Interest payable to related party	<u>79,790</u>	<u>67,025</u>
Total current liabilities	2,377,095	1,824,590
Long-term liabilities:		
Long-term portion capital lease obligation	<u>-</u>	<u>2,955</u>
Total liabilities	<u>2,377,095</u>	<u>1,827,545</u>
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock:		
Series A, par value \$0.01, 2,200 shares authorized; 369 shares issued and outstanding	4	4
Series C, par value \$0.01, 1,000 shares authorized; 26 shares issued and outstanding	-	-
Common stock, par value \$0.01, 75,000,000 shares authorized; 20,674,731 and 20,506,140 shares issued and outstanding	206,748	205,062
Additional paid-in capital	31,730,335	30,270,641
Losses accumulated during development stage	<u>(33,963,685)</u>	<u>(31,567,283)</u>
Total stockholders' deficit	<u>(2,026,598)</u>	<u>(1,091,576)</u>
Total liabilities and stockholders' deficit	<u>\$ 350,497</u>	<u>\$ 735,969</u>

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF OPERATIONS
for the years ended December 31, 2013 and 2012 and for the
period from inception, July 15, 2005, to December 31, 2013

	<u>Year Ended</u> <u>December 31, 2013</u>	<u>Year Ended</u> <u>December 31, 2012</u>	<u>Period from</u> <u>Inception,</u> <u>July 15, 2005, to</u> <u>December 31, 2013</u>
General and administrative expenses:			
Payroll expense	\$ 1,844,687	\$ 1,997,766	\$ 18,351,149
Professional fees	77,243	70,737	1,661,035
Other general and administrative expenses	<u>1,126,992</u>	<u>1,863,946</u>	<u>16,276,511</u>
Total general and administrative expenses	3,048,922	3,932,449	36,288,695
Other income (expense):			
Interest income	429	49	324,543
Interest expense	(47,868)	(40,798)	(1,219,025)
Other income, net	<u>699,959</u>	<u>1,257,866</u>	<u>3,219,492</u>
Total other income (expense), net	<u>652,520</u>	<u>1,217,117</u>	<u>2,325,010</u>
Net loss before provision for income taxes	(2,396,402)	(2,715,332)	(33,963,685)
Provision for income taxes	<u>-</u>	<u>-</u>	<u>-</u>
Net loss	<u>\$ (2,396,402)</u>	<u>\$ (2,715,332)</u>	<u>\$(33,963,685)</u>
Basic and diluted loss per share	<u>\$ (.12)</u>	<u>\$ (.13)</u>	<u>\$ (1.95)</u>
Basic and diluted weighted-average shares outstanding	<u>20,577,096</u>	<u>20,385,276</u>	<u>17,427,079</u>

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
for the years ended December 31, 2013 and 2012 and for the
period from inception, July 15, 2005, to December 31, 2013

	Preferred Stock				Common Stock				Stock Subscription Receivable	Additional Paid-in Capital	Accumulated	Total Stockholders'
	Series A		Series B		Class A		Class B				Losses	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			During Development Stage	
												Deficit
Balance as of July 15, 2005	-	\$ -	-	\$ -	-	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ -
Common stock issued for cash	-	-	-	-	-	-	3,500	4	-	49,996	-	50,000
Additional capital contributed by stockholder	-	-	-	-	-	-	-	-	-	2,000	-	2,000
Common stock issued for services	-	-	-	-	-	-	762	-	-	10,885	-	10,885
Net loss	-	-	-	-	-	-	-	-	-	-	(881,852)	(881,852)
Balance as of December 31, 2005	-	-	-	-	-	-	4,262	4	-	62,881	(881,852)	(818,967)
Common stock issued for cash	-	-	-	-	-	-	100	1	-	499,999	-	500,000
Preferred stock issued for cash	809	1	-	-	-	-	-	-	-	4,044,999	-	4,045,000
Preferred stock subscribed for	111	-	-	-	-	-	-	-	(1,387,500)	1,387,500	-	-
Compensatory element of stock option grants	-	-	-	-	-	-	-	-	-	312,764	-	312,764
Net loss	-	-	-	-	-	-	-	-	-	-	(3,489,603)	(3,489,603)
Balance as of December 31, 2006	920	1	-	-	-	-	4,362	5	(1,387,500)	6,308,143	(4,371,455)	549,194
Preferred stock Issued for cash	198	-	-	-	-	-	-	-	-	2,741,302	-	2,741,302
Payment for preferred stock subscription	-	-	-	-	-	-	-	-	1,387,500	-	-	1,387,500
Compensatory element of stock option grants	-	-	-	-	-	-	-	-	-	30,987	-	30,987
Net loss	-	-	-	-	-	-	-	-	-	-	(4,713,110)	(4,713,110)
Balance as of December 31, 2007	1,118	1	-	-	-	-	4,362	5	-	9,080,432	(9,084,565)	(4,127)
Common stock issued for cash	-	-	-	-	71	-	3,000	3	-	1,419,997	-	1,420,000
Preferred stock issued for cash	68	-	-	-	-	-	-	-	-	1,216,000	-	1,216,000
Preferred stock converted to common stock	(857)	-	-	-	857	-	-	-	-	-	-	-
Stock dividends, net of shares exchanged	-	-	-	-	2,780,072	2,781	13,081,638	13,081	-	(15,862)	-	-
Compensatory element of stock option grants	-	-	-	-	-	-	-	-	-	140,388	-	140,388
Net loss	-	-	-	-	-	-	-	-	-	-	(5,704,402)	(5,704,402)
Balance as of December 31, 2008	329	1	-	-	2,781,000	2,781	13,089,000	13,089	-	11,840,955	(14,788,967)	(2,932,141)
Common stock issued for cash	-	-	-	-	160,548	160	3,000	3	-	1,114,984	-	1,115,147
Preferred stock issued for cash	23	-	36	-	-	-	-	-	-	1,195,020	-	1,195,020
Compensatory element of stock option grants	-	-	-	-	-	-	-	-	-	86,219	-	86,219
Net loss	-	-	-	-	-	-	-	-	-	-	(4,961,871)	(4,961,871)
Balance as of December 31, 2009	352	1	36	-	2,941,548	2,941	13,092,000	13,092	-	14,237,178	(19,750,838)	(5,497,626)
Consolidation of Class A & Class B common stock	-	-	-	-	(2,941,548)	(2,941)	2,941,548	2,941	-	-	-	-
Common stock issued for cash/net of issuance costs of \$319,396	-	-	-	-	-	-	180,504	1,805	-	1,446,071	-	1,447,876
Common stock issued for conversion of convertible debenture, related party	-	-	-	-	-	-	3,546,000	3,546	-	7,013,280	-	7,016,826
Change in par value of common stock	-	-	-	-	-	-	-	176,217	-	(176,217)	-	-
Preferred stock issued for cash net of issuance costs of \$176,586	-	-	70	-	-	-	-	-	-	1,749,113	-	1,749,113
Preferred stock converted to common stock	-	-	(106)	-	-	-	318,000	3,180	-	(3,180)	-	-
Preferred stock issued for conversion of line of credit, related party	17	0	-	-	-	-	-	-	-	510,000	-	510,000
Change in par value of preferred stock	-	3	-	-	-	-	-	-	-	(3)	-	-
Compensatory element of stock option grants	-	-	-	-	-	-	-	-	-	163,144	-	163,144
Net loss	-	-	-	-	-	-	-	-	-	-	(4,823,688)	(4,823,688)
Balance as of December 31, 2010	369	4	-	-	-	-	20,078,052	200,781	-	24,939,386	(24,574,526)	565,645

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
for the years ended December 31, 2013 and 2012 and for the
period from inception, July 15, 2005, to December 31, 2013, continued

	Preferred Stock				Common Stock				Stock	Additional	Accumulated	Total
	Series A		Series C		Class A		Class B		Subscription	Paid-in	Deficit	Stockholders
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Receivable	Capital	During	Equity(Deficit)
											Development	
Common Stock Issued for Cash/Net of issuance costs of \$234,163	-	-	-	-	-	-	172,093	1,721	-	1,756,318	-	1,758,039
Common stock issued for conversion of convertible debenture, related party	-	-	-	-	-	-	1,500	15	-	17,985	-	18,000
Preferred Stock Issued for conversion of vendor payable, related party	-	-	3	-	-	-	-	-	-	108,000	-	108,000
Preferred Stock Issued for conversion of line of credit, related party	-	-	22	-	-	-	-	-	-	792,000	-	792,000
Compensatory Element of Stock Option Grant	-	-	-	-	-	-	-	-	-	249,713	-	249,713
Net Loss	-	-	-	-	-	-	-	-	-	-	(4,277,425)	(4,277,425)
Balance as of December 31, 2011	369	4	25	-	-	-	20,251,645	202,517	-	27,863,402	(28,851,951)	(786,029)
Common Stock Issued for Cash/Net of issuance costs of \$233,895	-	-	-	-	-	-	254,495	2,545	-	2,102,525	-	2,105,070
Preferred Stock Issued for cash	-	-	1	-	-	-	-	-	-	36,000	-	36,000
Compensatory Element of Stock Option Grant	-	-	-	-	-	-	-	-	-	268,714	-	268,714
Net Loss	-	-	-	-	-	-	-	-	-	-	(2,715,332)	(2,715,332)
Balance as of Dec 31, 2012	369	4	26	-	-	-	20,506,140	205,062	-	30,270,641	(31,567,283)	(1,091,576)
Common Stock Issued for Cash/Net of issuance costs of \$69,285	-	-	-	-	-	-	168,591	1,686	-	1,226,890	-	1,228,576
Compensatory Element of Stock Option Grant	-	-	-	-	-	-	-	-	-	232,804	-	232,804
Net Loss	-	-	-	-	-	-	-	-	-	-	(2,396,402)	(2,396,402)
Balance as of Dec 31, 2013	369	\$ 4	26	\$ -	-	\$ -	20,674,731	\$ 206,748	\$ -	\$31,730,335	\$ (33,963,685)	\$ (2,026,598)

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF CASH FLOWS
for the years ended December 31, 2013 and 2012 and for the
period from inception, July 15, 2005, to December 31, 2013

	Year Ended December 31, 2013	Year Ended December 31, 2012	Period from Inception July 15, 2005 to December 31, 2013
Cash flows used in operating activities:			
Net loss	\$ (2,396,402)	\$ (2,715,332)	\$ (33,963,685)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization expense	80,823	797,903	6,220,731
Compensatory element of stock option grants	232,804	268,714	1,484,733
Common stock issued for services	-	-	10,885
Deferred salary forgiven	-	-	(143,878)
Deferred rent expense	-	(18,442)	-
Changes in operating assets and liabilities:			
Accounts receivable	257,498	(934,286)	(694,927)
Prepaid expenses	4,799	292	(7,611)
Other assets	51	2,838	2,789
Accounts payable and accrued liabilities	321,383	(380,956)	787,053
Accounts payable, related party	-	(778)	199,893
Interest payable, related party	12,765	10,230	1,085,733
Deferred salary	<u>159,477</u>	<u>191,408</u>	<u>683,111</u>
Net cash used in operating activities	<u>(1,326,802)</u>	<u>(2,778,409)</u>	<u>(24,335,173)</u>
Cash flows used in investing activities:			
Purchases of equipment	-	-	(6,253,372)
Proceeds from disposal of property & equipment	<u>-</u>	<u>-</u>	<u>25,344</u>
Net cash used in investing activities	<u>-</u>	<u>-</u>	<u>(6,228,028)</u>
Cash flows from financing activities:			
Payments on capital lease obligations	(7,676)	(29,852)	(156,763)
Payments on royalty note payable	-	-	(20,000)
Payments on notes payable, bank	(269,769)	(65,601)	(335,372)
Payments on notes payable, related party & bonds payable	(52,000)	(276,000)	(349,949)
Proceeds from:			
Line of credit, related party	-	-	1,710,000
Line of credit, bank	-	250,000	250,000
Notes payable, related party & bonds payable	-	70,000	367,000
Notes payable, bank	385,370	200,000	585,370
Factoring agreements	-	694,927	694,927
Issuance of convertible debenture	-	-	6,000,000
Capital contribution by stockholder	-	-	2,000
Stock subscription receivable	-	-	1,387,500
Issuance of common stock, net issuance costs of \$69,285, \$233,895, and \$856,739	1,228,576	2,105,070	9,624,708
Issuance of preferred stock, net issuance costs of \$0	<u>-</u>	<u>36,000</u>	<u>10,982,436</u>
Net cash provided by financing activities	<u>1,284,501</u>	<u>2,984,544</u>	<u>30,741,857</u>
Net (decrease)/increase in cash and cash equivalents	(42,301)	206,135	178,656
Cash and cash equivalents, beginning of period	<u>220,957</u>	<u>14,822</u>	<u>-</u>
Cash and cash equivalents, end of period	<u>\$ 178,656</u>	<u>\$ 220,957</u>	<u>\$ 178,656</u>

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Ad Astra Rocket Company and Subsidiaries (the "Company" or "AARC") is a development stage enterprise incorporated on January 14, 2005 and officially organized on July 15, 2005 in Houston, Texas. The Company is considered a development stage enterprise because it has not yet generated significant revenue from sale of its products and has devoted substantially all of its efforts in raising capital to develop its products to bring to market. The Company is dedicated to the research and development of advanced plasma rocket propulsion technology and is continuing with development of the Variable Specific Impulse Magnetoplasma Rocket ("VASIMR") and its associated technologies.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company's direct, wholly-owned subsidiaries: Ad Astra Rocket Company (Costa Rica) S.R.L. incorporated in Costa Rica, and Ad Astra Servicios Energeticos Y Ambientales, Inc. a Delaware corporation. The consolidated financial statements also include the accounts of the Company's indirect, wholly owned subsidiary Ad Astra Servicios Energeticos y Ambientales AASEA, S.R.L., a Costa Rican corporation which is a direct, wholly-owned subsidiary of Ad Astra Servicios Energéticos Y Ambientales, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

The financial position, results of operations and cash flows of the Company's foreign subsidiary are determined using the United States of America dollar as the functional and reporting currency.

Cash and Cash Equivalents

For purposes of financial statement reporting, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalents.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities. These estimates also impact disclosure of contingent assets and liabilities at the date of the financial statements and the related reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that its estimates are reasonable.

Reclassifications

Certain amounts presented in the financial statements for the year ended December 31, 2012 have been reclassified to conform to the presentation used in the year ended December 31, 2013. These reclassifications had no effect on the net loss or stockholders' deficit for the period.

Property and Equipment

Property and equipment are stated at cost. Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes based on the estimated useful lives of the assets as follows:

	<u>Years</u>
Computers and software	3
Laboratory equipment	5
Machine shop equipment	5
Capital lease equipment	5

Leasehold improvements are amortized on a straight-line basis based on the shorter of the corresponding lease term or useful life. Expenditures for major renewals and improvements that extend the useful lives of the property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. The cost and accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts and any resulting gain or loss is reflected in operations.

Continued

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Impairment of Long-Lived Assets

In the event that facts and circumstances indicate that the carrying value of a long-lived asset, including intangible assets, may be impaired, an evaluation of recoverability is performed by comparing the estimated future undiscounted cash flows associated with the asset or the asset's estimated fair value to the asset's carrying amount to determine if a write-down to market value or discounted cash flow is required. During the years ended December 31, 2013 and 2012, the Company did not record any impairment expenses related to its long-lived assets.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences on future years of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts at the end of the reporting period. The Company provides a valuation allowance to reduce deferred tax assets to their net realizable value.

The Company follows Accounting Standards Codification ("ASC") 740-10, "*Accounting for Uncertainty in Income Taxes*," which creates a single model to address uncertainty in income tax positions and prescribes the minimum recognition threshold a tax position is required to meet before recognized in the financial statements. The Company did not recognize any interest or penalties related to any unrecognized tax position during the years ended December 31, 2013 and 2012.

The Company files a separate federal income tax return in the United States and state tax returns where applicable. With few exceptions, the Company is no longer subject to United States federal income tax or state income tax examinations for years before 2010.

Stock-Based Compensation

ASC 718-10, "*Accounting for Stock-Based Compensation*", requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's consolidated statement of operations.

The Company's consolidated financial statements as of and for the years ended December 31, 2013 and 2012 and for the period from inception, July 15, 2005 to December 31, 2013 reflect the impact of ASC 718-10. Stock-based compensation expense recognized under ASC 718-10 for the years ended December 31, 2013 and 2012 and for the period from inception, July 15, 2005, to December 31, 2013 was \$232,804, \$268,714, and \$1,484,733, which consists of stock-based compensation expense related to issuances of employee and director stock options.

Loss Per Share

Basic loss per share is calculated based on the weighted average number of common shares outstanding during each period. Diluted loss per share includes shares issuable upon exercise of outstanding stock options that have exercise or conversion prices below the market value of the Company's common stock. At December 31, 2013 and 2012, stock options pertaining to 436,500 shares of common stock have been excluded from the computation of diluted earnings per share because the Company is in a net loss position and their effect would be anti-dilutive. For the years ended December 31, 2013 and 2012, the Company's basic and diluted net loss per share was \$0.12 and \$0.13.

Concentrations of Credit Risk

The Company maintains its cash in financial institutions selected by management based upon their assessment of the financial stability of the institution. Balances periodically exceed the federal depository insurance limit; however, the Company has not experienced any losses on deposits.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Research and Development

Costs of research and development projects are expensed as incurred and recorded within the other general and administrative expense category on the statements of operations. These costs consist of direct costs associated with the design of new products. Research and development expenses for the years ended December 31, 2013, and 2012 and for the period from inception, July 15, 2005, to December 31, 2013 were \$803,933, \$1,051,646, and \$11,003,234.

Fair Value of Financial Instruments

Fair value estimates of financial instruments are based on relevant market information and may be subjective in nature and involve uncertainties and matters of significant judgment. The Company believes that the carrying value of its assets and liabilities approximates the fair value of such items. The Company does not hold or issue financial instruments for trading purposes.

The Company follows ASC 820, "Fair Value Measurement", and includes fair value information in the notes to its consolidated financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

2. Accounts Receivable

The balance of accounts receivable, resulting from various speaking and consulting engagements, as of December 31, 2013 and 2012 was \$0 and \$257,498. These receivables were primarily with an autonomous institution wholly-owned by the Costa Rican government and were collected in full during the year ended December 31, 2013.

During the year ended December 31, 2012, the Company entered into multiple, individual factoring agreements with a Costa Rican banking institution which enables the Company to sell with recourse certain of its accounts receivable for fees and interest charges. For the year ending December 31, 2012, the Company entered into agreements with the bank related to accounts receivables totaling \$608,558 which provided proceeds, net of \$19,335 in fees and interest, of \$589,223.

During December 2012, the Company entered into a factoring agreement that provided for the sale of a \$113,010 account receivable with recourse related to non-payment, (at 95% of the original invoice amount), and received proceeds, net of fees and interest, of \$105,704. The agreement bears a 9% interest rate for the period of the agreement's inception to the date of collection. In March 2013, the Company satisfied this agreement and recorded an expense of \$7,306 for fees and interest related to this agreement.

3. Other Assets

Other assets comprise the following at December 31:

	<u>2013</u>	<u>2012</u>
Deposits	\$ 38,501	\$ 35,952
License	30,000	32,500
Other	<u>53</u>	<u>153</u>
Total	<u>\$ 68,554</u>	<u>\$ 68,605</u>

The license included in other assets is an intangible asset obtained from a United States of America governmental agency allowing the Company to use certain technologies in the development of its advanced plasma rocket propulsion technology. The license was acquired during 2006 for \$50,000 and is being amortized over 20 years, its contractual life. For the years ended December 31, 2013 and 2012 and the period from inception, July 15, 2005, to December 31, 2013, the Company recorded amortization expense of \$2,500, \$2,500 and \$20,000.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. Inventory

The Company is still in the development stage; therefore, there is no inventory held resulting in no reserves for obsolescence.

5. Property and Equipment

Property and equipment were comprised of the following at December 31:

<u>Description</u>	<u>2012</u>	<u>Additions/ Transfers in</u>	<u>Retirements/ Transfers out</u>	<u>2013</u>
Computer and software	\$ 572,923	\$ -	\$ -	\$ 572,923
Laboratory equipment	3,830,773	-	-	3,830,773
Machine shop equipment	38,287	-	-	38,287
Leasehold improvements	1,570,963	-	-	1,570,963
Other	<u>138,897</u>	<u>-</u>	<u>-</u>	<u>138,897</u>
	6,151,843	-	-	6,151,843
Less accumulated depreciation	<u>(5,986,616)</u>	<u>(74,886)</u>	<u>-</u>	<u>(6,061,502)</u>
Net property and equipment	<u>\$ 165,227</u>	<u>\$ (74,886)</u>	<u>\$ -</u>	<u>\$ 90,341</u>

Depreciation expense of \$74,886, \$768,016 and \$6,061,502 was recognized during the years ended December 31, 2013 and 2012 and during the period from inception, July 15, 2005, to December 31, 2013.

6. Accrued Liabilities

Accrued liabilities were comprised of the following at December 31,

	<u>2013</u>	<u>2012</u>
Deferred salaries	\$ 497,567	\$ 338,090
Other wages payable	146,556	10,003
Payroll taxes and benefits	90,042	79,033
Other	<u>2,561</u>	<u>526</u>
	<u>\$ 736,726</u>	<u>\$ 427,652</u>

7. Convertible Debentures

During the period from inception, July 15, 2005, to December 31, 2008, the Company issued \$6 million, of the Company's 4.75% Convertible Debentures ("Debentures"), to the Company's Chairman and Chief Executive Officer. The Debentures were due September 15, 2010, accrued interest at the rate of 4.75% per year and were not collateralized. Interest was payable in full upon maturity on September 15, 2010.

On January 26, 2010, the holder of the convertible debentures elected to convert 100% of the \$6,000,000 outstanding principal and \$1,016,826 of accrued interest into 3,546,000 shares of common stock at conversion prices ranging from \$0.95 to \$4.76 per share.

Continued

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. Debt Obligations

Line of Credit, Related Party

During 2009, the Company entered into a line of credit with a vendor who is owned by a member of the board of directors in the amount of \$1,200,000. During 2011, the Company entered into a note modification agreement which reduced the available line of credit to \$408,000 and is payable on demand. During 2011, the vendor converted \$792,000 of the line of credit into 22 shares of Series C Preferred stock. During 2010, the vendor converted \$510,000 of the outstanding balance on this line of credit into 17 shares of Series A Preferred Stock. Following this conversion and for the years ended December 31, 2013 and 2012, the Company's outstanding balance on the line of credit was \$408,000 plus accrued interest of \$79,790 and \$67,029, respectively. All principal and accrued unpaid interest is due and payable on demand. The interest rate on this line of credit is equal to the current "prime" interest rate, which was 3.25% at both December 31, 2013 and 2012.

Notes Payable

The Company had the following notes payable at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Revolving line of credit with a commercial bank with principal and interest payable no later than May 31, 2014. The note is collateralized by a guarantee provided by a company owned by a director and shareholder and bears a floating annualized interest rate of the bank's Prime rate plus 2%, updated continuously as the Prime rate adjusts. At December 31, 2013, and 2012, the interest rate was 5.25%.	\$ 250,000	\$ 250,000
Note payable with a commercial bank with principal and interest payable in 6 equal monthly installments of \$34,276 starting in October 2012. The note is secured by the proceeds from a contract with a Costa Rican government agency and bears a fixed annualized interest rate of 9.50%. The note was paid in full during the year ended December 31, 2013.	-	134,399
Note payable with a commercial bank with interest payable monthly starting August 2013, and with principal of \$250,000 due at maturity. The note is secured by the proceeds from a contract with a Costa Rican government agency and bears a fixed annualized interest rate of 9.00%. The note matured in January 2014 and remains due upon demand, subject to a 2.00% increase in the interest rate, in accordance with the default provisions of the note.	250,000	-
Related party note payable to the Company's president and CEO payable on demand. The note is uncollateralized and bears no interest.	<u>17,051</u>	<u>69,051</u>
Total notes payable	517,051	453,450
Less current maturities	<u>(517,051)</u>	<u>(453,450)</u>
Total notes payable, net of current maturities	<u>\$ -</u>	<u>\$ -</u>

For the years ended December 31, 2013 and 2012, the Company's weighted average interest rate and weighted average effective rate on outstanding short-term debt obligations is 7.13% and 5.71% and 7.63% and 5.89%.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Stock Incentive Plan

The Company sponsors the Ad Astra Rocket Company 2005 Stock Incentive Plan (the "Plan"). A total of 1,500,000 shares of common stock are reserved for issuance under the Plan. The purpose of the Plan is to provide eligible persons who participate with an opportunity to acquire a proprietary interest in the Company as an incentive for them to remain in the service of the Company. Eligible persons include employees, non-employee members of the Board of Directors, consultants and other independent advisors who provide services to the Company.

The following table summarizes certain information relative to stock options issued pursuant to the Plan:

	<u>2005 Stock Incentive Plan</u>	
	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Outstanding, inception through December 31, 2005	-	\$ -
Granted	375,000	1.67
Forfeited/cancelled	<u>-</u>	<u>-</u>
Outstanding, December 31, 2006	375,000	1.67
Granted	66,000	4.22
Forfeited/cancelled	<u>-</u>	<u>-</u>
Outstanding, December 31, 2007	441,000	2.05
Granted	18,000	6.67
Forfeited/cancelled	<u>-</u>	<u>-</u>
Outstanding, December 31, 2008	459,000	2.20
Granted	123,000	6.67
Forfeited/cancelled	<u>(60,000)</u>	<u>3.35</u>
Outstanding, December 31, 2009	522,000	3.15
Granted	100,000	10.00
Forfeited/cancelled	<u>(1,500)</u>	<u>6.67</u>
Outstanding, December 31, 2010	620,500	4.22
Granted	-	-
Forfeited/cancelled	<u>(28,875)</u>	<u>8.01</u>
Outstanding, December 31, 2011	591,625	4.06
Granted	5,000	12.00
Forfeited/cancelled	<u>(89,625)</u>	<u>6.14</u>
Outstanding, December 31, 2012	507,000	3.91
Granted	3,000	9.50
Forfeited/cancelled	<u>(3,000)</u>	<u>9.50</u>
Outstanding, December 31, 2013	<u>507,000</u>	<u>3.91</u>
Exercisable, December 31, 2013	<u>487,625</u>	<u>\$ 3.66</u>

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Stock Incentive Plan, continued

At December 31, 2013, the weighted-average remaining life and the weighted-average exercise price of all of the options outstanding were 3.68 years and \$3.91. The exercise prices for the options outstanding at December 31, 2013 ranged from \$1.67 to \$12.00, and information relating to these options is as follows:

<u>Range of Exercise</u>	<u>Stock Options Outstanding</u>	<u>Stock Options Exercisable</u>	<u>Weighted Average Remaining Contract Life</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Avg Exercise Price of Options Exercisable</u>
\$0 - \$1.67	315,000	315,000	2.6 years	\$ 1.67	\$ 1.67
\$1.68 - \$4.17	27,000	27,000	3.4 years	\$ 4.17	\$ 4.17
\$4.18 - \$6.67	94,500	94,500	5.1 years	\$ 6.67	\$ 6.67
\$9.50 - \$12.00	<u>70,500</u>	<u>51,125</u>	6.6 years	\$ 10.14	\$ 10.08
	<u>507,000</u>	<u>487,625</u>			

The Company utilized the following assumptions to calculate the following weighted-average estimated fair value of the stock options granted pursuant to the Plan during the year using the Black-Scholes-Merton option pricing model calculated for the years ended December 31:

	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
Expected volatility	39.0%	128.0%	N/A	669.0%	681.0%	415.0%	425.0%	676.0%	N/A
Risk free interest rate	1.87%	2.21%	N/A	1.15%	1.90%	2.40%	5.01%	5.00%	N/A
Expected life	10 yrs	10 yrs	N/A	10 yrs	10 yrs	10 yrs	10 yrs	10 yrs	N/A
Weighted average fair value	\$4.89	\$6.41	N/A	\$8.90	\$6.67	\$6.67	\$4.17	\$1.67	N/A

During the years ended December 31, 2013 and 2012, the Company cancelled 3,000 and 89,625 options. The total fair value of options expensed pursuant to the Plan during the years ended December 31, 2013 and 2012 and for the period from inception, July 15, 2005 through December 31, 2012 was \$232,804, \$268,714, and \$1,484,733.

As of December 31, 2013, there was approximately \$314,009 of total unrecognized option expense related to non-vested share-based compensation arrangements. The options' intrinsic value at December 31, 2013 was \$1,717,745.

10. Related Party Transactions

In July 2013, the Company obtained a short term loan, in the amount of \$368,000, from a member of its board of directors. These funds were used by the Company to meet its obligations under a note payable to a bank which matured in July 2013. Upon the payoff of the maturing note payable in July 2013, the Company was able to secure a new note payable. In August 2013, the funds from this new note payable were used to pay off the short term loan from the member of the board of directors. These transactions enabled the Company to reduce its notes payable, banks by \$18,708. The board member charged the Company no interest on this short term loan. As of December 31, 2013, the Company did not owe a balance to this member related to this transaction.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Related Party Transactions, continued

As of December 31, 2013 and 2012, the Company has an outstanding balance of \$199,893 recorded in accounts payable, related party, related to systems integration services provided by a company that is owned by a member of the Company's board of directors.

During the year ended December 31, 2012, the Company temporarily sub-let rental space in its Houston facility to the aforementioned company. This agreement ended in August 2012. The Company's rental expense for the year ended December 31, 2012 was reduced by \$21,900, as a result of this agreement. There was no outstanding balance related to this sub-let rental agreement as of December 31, 2012.

For the years ended December 31, 2013 and 2012, the Company leased its Costa Rica laboratory and warehouse from an investment firm that is controlled by an affiliate of the Company's investment banker and shareholder ("Aldesa"), with lease expenses totaling \$91,238 and \$128,162. As of December 31, 2013 and 2012, the Company had an outstanding balance of \$12,093 and \$22,013, due to this affiliate pursuant to the lease agreement. For the years ended December 31, 2013 and 2012, the Company paid Aldesa commissions of \$69,285 and \$233,895 earned in connection with the sale of 86,805 and 254,495 shares of the Company's common stock resulting in net proceeds of \$603,565 and \$2,338,957. As discussed in Note 12, the Company had additional issuances of common stock not subject to commissions.

11. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting purposes. For the years ended December 31, 2013 and 2012, there were no provisions for income taxes and deferred tax assets have been entirely offset by a valuation allowance, due to the Company's unlikely realization based on its recurring net losses. Significant components of the Company's deferred tax assets and liabilities at December 31, 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>
Deferred tax assets:		
Net operating loss carry-forwards	\$ 9,038,516	\$ 8,456,228
Non-deductible accruals	490,103	233,090
Basis difference in property and equipment	<u>348,818</u>	<u>454,717</u>
Total deferred tax assets	<u>9,877,437</u>	<u>9,144,035</u>
Valuation allowance	<u>(9,877,437)</u>	<u>(9,144,035)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

The difference between the income tax benefit in the accompanying statements of operations and the amount that would result if the U.S. Federal statutory rate of 34% were applied to pre-tax loss for the years ended December 31, 2013 and 2012 is as follows:

	<u>2013</u>		<u>2012</u>	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
Benefit for income tax at federal statutory rate	\$ (814,777)	(34.0)	\$ (923,213)	(34.0)
Increase in valuation allowance	733,402	30.6	889,681	32.8
Compensatory element of stock option grants	79,153	3.3	91,362	3.4
Other	<u>2,222</u>	<u>0.1</u>	<u>(57,830)</u>	<u>(2.2)</u>
	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>-</u>

Continued

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. Income Taxes, continued

As of December 31, 2013, for United States of America ("U.S.") federal income tax reporting purposes, the Company has approximately \$26,584,000 of unused net operating losses ("NOLs") available for carry-forward to future years. The benefit from carry-forward of such NOLs will expire at various dates through December 31, 2033. Because tax laws limit the time during which NOL carry-forwards may be applied against future taxable income, the Company may be unable to take full advantage of its NOLs for federal income tax purposes should the Company generate taxable income. Further, the benefit from utilization of NOL carry-forwards could be subject to limitations due to material ownership changes that may or may not occur in the Company. Based on such limitations, the Company has significant NOL's for which realization of tax benefits is uncertain and thus has recorded a valuation allowance equal to 100% of its unused NOLs as of December 31, 2013.

12. Equity

Common Stock

During the year ended December 31, 2008, the Company declared a stock split by way of stock dividend of (1) 3,000 shares of Class A Common Stock for each outstanding share of Class A Common Stock, such that each holder of one share of Class A Common Stock exchanged such share for 3,000 shares of Class A Common Stock and (2) 3,000 shares of Class B Common Stock for each outstanding share of Class B Common Stock, such that each holder of one share of Class B Common Stock exchanged such share for 3,000 shares of Class B Common Stock. The conversion price for each outstanding share of Series A Preferred Stock was adjusted so that each share of Series A Preferred Stock shall be convertible into 3,000 shares of Class A Common Stock. Appropriate adjustments were made for each outstanding option in order to prevent the dilution or enlargement of rights and benefits. As a result, 13,086,000 Class B Common Stock shares and 2,781,000 Class A Common Stock shares were issued in exchange for 4,362 Class B Common Stock shares and 928 Class A Common stock shares, outstanding prior to the stock split dividend.

The Company's Certificate of Incorporation authorizes the issuance of 75,000,000 shares of Common Stock, par value \$0.01 per share. The Board of Directors has the authority to issue any such shares that are not currently outstanding at such prices and other terms as are approved by the Board. The Company is not party to any agreements with any of its stockholders of any class that gives any such stockholders economic rights related to its shares of capital stock that are not available to all holders of such class of capital stock. In February 2010, the Company amended and restated its Certificate of Incorporation to reflect a change in preferred and common stock par value from \$.001 to \$0.01, and to eliminate its Class A and Class B Common Stock in favor of a single class of Common Stock.

Holders of Common Stock are entitled to one vote for each share held and have no preemptive or similar right to subscribe for, or to purchase, any shares of common stock or other securities to be issued by the Company in the future. Holders of shares of Common Stock have no exchange or conversion rights and the shares are not subject to redemption.

On September 28, 2010, the Company received authorization by the Superintendencia General de Valores de Costa Rica ("Sugeval") to affect Restricted Public Offerings ("RPO") of its Common Stock. These offerings are conducted under Costa Rican law outside of the United States of America. The Company has approved the issuance of up to 1,000,000 shares of Common Stock pursuant to the RPO. The approval of the RPO by Sugeval resulted in the automatic conversion of the 106 issued and outstanding shares of Series B Preferred Stock to be converted to 318,000 shares of Common Stock at its market price of \$8.37.

During the year ended December 31, 2013, the Company sold 20,000 shares of Common Stock pursuant to the RPO at a price of \$7.00, 3,180 shares of Common Stock at a price of \$7.50, and 63,625 shares of Common Stock at \$8.00 per share resulting in cash proceeds of \$126,000, \$21,465, and \$456,100. The Company recorded issuance costs related to these issuances totaling \$69,285. The Company also sold 14,286 shares of Common Stock pursuant to private placements at a price of \$7.00, 30,000 shares of Common Stock at a price of \$7.50, and 37,500 shares of Common Stock at \$8.00 per share resulting in cash proceeds of \$100,002, \$225,005 and \$300,000. The Company had no costs related to these issuances.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. Equity, continued

Common Stock, continued

During the year ended December 31, 2012, the Company sold 108,262 shares of Common Stock pursuant to the RPO at a price of \$7.00, 59,069 shares of Common Stock at a price of \$9.50, 13,000 shares of Common Stock at a price of \$10.00 and 74,164 shares of Common Stock at a price of \$12.00 per share resulting in cash proceeds of \$682,051, \$505,040, \$117,000 and \$800,979. The Company recorded issuance costs related to these issuances totaling \$233,895 as an offset to additional paid in capital.

Preferred Stock

The Company has 10,000 authorized shares of preferred stock, par value \$0.01 per share. The preferred stock may be issued in series, from time to time, with such designations, rights, preferences, and limitations as the Board of Directors may determine by resolution.

Series A Preferred Stock

At December 31, 2013 and 2012, the Company had 2,200 shares authorized and 369 shares issued and outstanding of Series A preferred stock, par value \$0.01 per share ("Series A"). The Series A has a liquidation preference equal to the original purchase price and does not pay a mandatory dividend. The Series A is convertible into Common Stock any time at the option of the holder at a price determined by dividing the Series A original issue price by the Series A conversion price in effect at the time of conversion. The Series A conversion price is equal to the original issue price per share divided by 3,000. The Company has the right to redeem the Series A for cash at any time after the five year anniversary date of the issuance at a redemption price calculated by multiplying the Series A original issue price by one plus the Prime Rate (as reported by Bloomberg, L.P.) on the date of redemption times the number of years from the applicable Series A original issue date until the date of such calculation with a partial year being expressed by dividing the number of days which have passed since the most recent anniversary by 365, plus all declared but unpaid dividends.

At December 31, 2013 and 2012, there were no accumulated, undeclared dividends.

Series B Preferred Stock

In 2010, the Company converted 106 of its outstanding Series B Preferred Stock to Common Stock as part of its Restricted Public Offering ("RPO") at a conversion price equal to the original issue price per share divided by 3,000. After the completion of the conversion of these shares, the Company is no longer able to issue any of the Series B Preferred Stock. Therefore, at December 31, 2013 and 2012, the Company had no Series B Preferred Stock shares authorized and none issued or outstanding.

Series C Preferred Stock

At December 31, 2013 and 2012, the Company had 1,000 shares authorized and 26 shares issued and outstanding, of Series C preferred stock, par value \$0.01 per share ("Series C"). The Series C has a liquidation preference equal to the original purchase price, the Series A preferred stock and does not pay a mandatory dividend. The Series C is convertible by the holder into Common Stock within 15 days of notice of redemption from the Company at a price determined by dividing the Series C original issue price by the Series C conversion price in effect at the time of conversion. The Series C conversion price is equal to the original issue price per share divided by 3,000. The Company has the right to redeem the Series C for cash at any time after issuance with a twenty day written notice at a redemption price equal to the original issue price, plus all declared but unpaid dividends. The Series C stock may become mandatorily convertible to common shares at a conversion rate of 3,000 common shares for each Series C share held in the event of the Company closing the sale of its common stock to the public in the United States of America in an underwritten offering pursuant to an effective registration statement under the Securities Act of 1933, as amended.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. Equity, continued

Preferred Stock, continued

During the year ended December 31, 2013, the Company did not issue any shares of Series C Preferred Stock.

During the year ended December 31, 2012, the Company issued 1 share of Series C Preferred Stock to an outside investor for \$36,000 in cash.

At December 31, 2013 and 2012, there were no current accumulated, undeclared dividends.

13. Commitments

Operating Leases

In August 2012, the Company renewed its lease agreement for office and laboratory space in Webster, Texas. The term of the agreement is for thirty-six months with a one-time option to extend the lease an additional two years. The agreement for the first 12 months is for a base rent of \$8,385 per month plus a pro-rata share of operating expenses, for months 13 to 24 base rent is \$11,180 per month plus a pro-rata share of operating expenses, and for months 25 to 36 base rent is \$13,975 per month plus a pro-rata share of operating expenses. If the Company chooses to exercise the one-time option, the base rent for months 37 to 48 will be \$13,975 per month plus a pro-rata share of operating expenses and for months 49 to 60 base rent will be \$15,050 plus a pro-rata share of operating expenses.

In June of 2013, the Company negotiated a lease agreement for office and laboratory space in Liberia, Costa Rica. The term of the agreement was for forty-eight months with a one-time option to extend the lease an additional two years. The agreement for the first 12 months is for rent of \$6,000 per month, for months 13-24 rent is \$6,900 per month, for months 25-36 rent is \$7,935 and for months 37 to 48 rent is \$9,125 per month.

Rent expense for the aforementioned leases, for the years ended December 31, 2013 and 2012 and the period from inception July 15, 2005, to December 31, 2013, totaled \$261,045, \$315,592, and \$1,692,293 based on the terms of the lease, which approximates GAAP. The Company recorded a rent benefit associated with the deferred lease of \$0, \$18,442, and \$157,940, for the years ended December 31, 2013, and 2012 and for the period from inception, July 15, 2005, to December 31, 2013. There was no deferred lease expense balance at December 31, 2013 and 2012.

Minimum annual rentals under non-cancelable operating leases of more than one year in duration are as follows:

<u>Year</u>	
2014	\$ 226,435
2015	187,870
2016	103,550
2017	<u>45,625</u>
	<u>\$ 563,480</u>

Capital Leases

Assets under capital leases are capitalized using the contractual interest rate of 4.75%, for a period of 60 months ending in 2014. Following is an analysis of assets under capital leases at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Machine shop equipment	\$ 159,719	\$ 159,719
Less accumulated depreciation	<u>(154,383)</u>	<u>(148,446)</u>
	<u>\$ 5,336</u>	<u>\$ 11,273</u>

Continued

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Commitments, continued

Capital Leases, continued

Future minimum lease payments for the above assets under capital leases at December 31, 2013 are as follows:

2014 minimum obligation	\$ 2,988
Interest	<u>(32)</u>
Present value of net minimum obligations	2,956
Current portion of obligation	<u>(2,956)</u>
Long-term obligation	<u>\$ -</u>

The Company recorded amortization expense related to its capital lease assets of \$5,937 and \$29,887, and \$176,685 for the years ended December 31, 2013 and 2012 and for the period from inception, July 15, 2005 to December 31, 2013.

During the year ended December 31, 2012, the Company exercised its option to purchase the capital equipment associated with one of its capital leases at the conclusion of its lease period for the asset buyout purchase price of \$1.

14. Supplemental Cash Flow Information and Non-Cash Transactions

	<u>Year Ended</u> <u>December 31, 2013</u>	<u>Year Ended</u> <u>December 31, 2012</u>	<u>Period from</u> <u>Inception,</u> <u>July 15, 2005 to</u> <u>December 31, 2013</u>
Supplemental disclosures of cash flow information:			
Cash paid for:			
Interest	\$ <u>35,103</u>	\$ <u>13,246</u>	\$ <u>135,423</u>
Income taxes	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>
Non-cash operating, investing and financing activities:			
Equipment acquired through capital lease obligation	\$ <u>-</u>	\$ <u>-</u>	\$ <u>159,719</u>
Stock dividend	\$ <u>-</u>	\$ <u>-</u>	\$ <u>15,864</u>
Royalty payable converted into a note payable	\$ <u>-</u>	\$ <u>-</u>	\$ <u>20,000</u>
Conversion of vendor payable, related party to common stock	\$ <u>-</u>	\$ <u>-</u>	\$ <u>18,000</u>
Conversion of vendor payable, related party to preferred stock	\$ <u>-</u>	\$ <u>-</u>	\$ <u>108,000</u>
Conversion of convertible debentures and accrued interest, related party to common stock	\$ <u>-</u>	\$ <u>-</u>	\$ <u>7,016,826</u>
Conversion of line of credit, related party to preferred stock	\$ <u>-</u>	\$ <u>-</u>	\$ <u>1,302,000</u>

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

15. Going Concern

As a development stage enterprise, the Company has not generated significant revenue related to its intended operations since its inception and thereby has experienced recurring net losses and negative cash flows from operations as follows. During the years ended December 31, 2013 and 2012 and during the period from Inception, July 15, 2005, to December 31, 2013, the Company's net losses were \$2,396,402, \$2,715,332, and \$33,963,685, and net cash used in operating activities was \$1,326,802, \$2,778,409, and \$24,335,173. During the years ended December 31, 2013, and 2012 the Company had a working capital deficiency of \$2,190,829 and \$1,333,726. These factors raise a substantial doubt about the Company's ability to continue as a going concern.

Historically, the Company has financed its operations using sales of its common and preferred stock and the issuance of convertible debentures to a related party. The Company received net cash from its financing activities for the years ended December 31, 2013 and 2012 and during the period from Inception, July 15, 2005, to December 31, 2013 of \$1,284,501, \$2,984,544, and \$30,741,857.

Management plans to continue to focus on raising the funds necessary to fully implement the Company's business plan. The Company's long-term viability depends on its ability to obtain adequate sources of equity or debt funding to meet current commitments and fund the continuation of its business operations and the ability of the Company to ultimately achieve adequate profitability and cash flows from operations to sustain its operations. There can be no assurance that management will be able to secure the sources to fund its commitments and continued operations.

16. Contingencies

From time to time, the Company may be involved in various claims and legal actions arising in the ordinary course of business. Management, along with the assistance of counsel, will determine the ultimate disposition and potential impact of these matters on the Company's financial condition, liquidity or results from operations. As of December 31, 2013 and 2012, there were no pending claims or legal actions in which the Company was involved.

17. Subsequent Events

During January 2014, the Company sold 17,714 shares of common stock through private placement at \$7.00 per share generating proceeds of \$124,000. The Company paid no fees for issuance costs for these shares.

During February 2014, the Company sold 3,571 shares of common stock through private placement at \$7.00 per share generating proceeds of \$25,000. The Company paid no fees for issuance costs for these shares.

During March 2014, the Company sold 4,714 shares of common stock through private placement at \$7.00 per share generating proceeds of \$33,000 and 1,875 shares of common stock through a private placement at \$6.40 per share generating proceeds of \$12,000. The Company paid no fees for issuance costs for these shares.

Additionally, in March 2014, the Company sold 3,907 shares of common stock through the restricted public offering at \$6.40 per share generating net proceeds of \$25,005. The Company paid fees of \$2,500 for issuance costs for these shares.

The Company has evaluated subsequent events through March 24, 2014, which is the date the consolidated financial statements were issued, and has determined there were no other significant events to be reported.