

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

With Independent Auditor's Report

As of and for the Years Ended December 31, 2018 and 2017

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
TABLE OF CONTENTS

	<u>Page</u>
Independent Auditor's Report	1
Consolidated Financial Statements:	
Consolidated Balance Sheets as of December 31, 2018 and 2017	3
Consolidated Statements of Operations for the years ended December 31, 2018 and 2017	4
Consolidated Statements of Changes in Stockholders' Deficit for the years ended December 31, 2018 and 2017	5
Consolidated Statements of Cash Flows for the years ended December 31, 2018 and 2017	6
Notes to Consolidated Financial Statements	7

Independent Auditor's Report

To the Board of Directors and Stockholders
Ad Astra Rocket Company

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, 2018 and 2017, and the consolidated statements of operations, changes in stockholders' deficit and cash flows for the years then ended 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.

Auditor's 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 auditor's 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 auditor considers 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, 2018 and 2017, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Independent Auditor's Report, continued

Emphasis of Matter

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has experienced historical net losses, negative cash flows from operations, and a negative working capital. 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 2. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Ham, Langston & Bregman L.L.P.

Houston, Texas
March 8, 2019

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2018 and 2017

<u>ASSETS</u>	<u>2018</u>	<u>2017</u>
Current assets:		
Cash and cash equivalents	\$ 483,562	\$ 35,908
Accounts receivable	27,582	866,346
Prepaid expenses	<u>13,954</u>	<u>14,891</u>
Total current assets	<u>525,098</u>	<u>917,145</u>
Property and equipment, net	1,285,721	1,355,249
Other assets	<u>33,044</u>	<u>35,543</u>
Total assets	<u>\$ 1,843,863</u>	<u>\$ 2,307,937</u>
 <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Line of credit	\$ 408,000	\$ 408,000
Notes payable, current portion	112,737	112,737
Notes payable, related party	505,000	500,000
Accounts payable	540,166	569,371
Accrued liabilities	941,298	914,725
Interest payable	176,528	157,861
Interest payable to related party	<u>66,781</u>	<u>50,531</u>
Total current liabilities	<u>2,750,510</u>	<u>2,713,225</u>
Notes Payable, net of current portion	<u>1,160,036</u>	<u>1,250,157</u>
Total liabilities	<u>3,910,546</u>	<u>3,963,382</u>
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock:		
Series A, \$0.01 par value, 2,200 shares authorized; 369 shares issued and outstanding	4	4
Series C, \$0.01 par value, 1,000 shares authorized; 26 shares issued and outstanding	-	-
Series D, \$0.01 par value, 2,000 shares authorized; 1,422 shares issued and outstanding	14	-
Common stock, \$0.01 par value, 75,000,000 shares authorized; 21,021,963 and 21,006,963 shares issued and outstanding	210,221	210,071
Additional paid-in capital	35,206,014	33,903,578
Accumulated deficit	<u>(37,482,936)</u>	<u>(35,769,098)</u>
Total stockholders' deficit	<u>(2,066,683)</u>	<u>(1,655,445)</u>
Total liabilities and stockholders' deficit	<u>\$ 1,843,863</u>	<u>\$ 2,307,937</u>

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

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Research and development income	\$ 1,931,154	\$ 3,603,136
Operating expenses:		
Payroll expense	1,821,336	1,614,925
Professional fees	110,370	125,538
Other general and administrative expenses	<u>1,686,850</u>	<u>1,656,475</u>
Total operating expenses	3,618,556	3,396,938
Other income (expense):		
Interest income	26	9
Interest expense	(87,394)	(81,215)
Other income, net	<u>60,932</u>	<u>73,725</u>
Total other income, net	<u>(26,436)</u>	<u>(7,481)</u>
Net (loss) income before provision for income taxes	(1,713,838)	198,717
Provision for income taxes	<u>-</u>	<u>-</u>
Net (loss) income	<u>\$ (1,713,838)</u>	<u>\$ 198,717</u>
Basic and diluted (loss) income per share	<u>\$ (0.08)</u>	<u>\$ 0.01</u>
Basic weighted-average shares outstanding	<u>21,014,073</u>	<u>21,001,710</u>

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

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2018 and 2017

	Preferred Stock						Common Stock		Additional Paid-In Capital	Accumulated Deficit During Development Stage	Total Stockholders' Equity
	Class A		Class C		Class D		Shares	Amount			
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance as of December 31, 2016	369	\$ 4	26	\$ -	-	\$ -	21,000,713	\$ 210,008	\$ 33,807,880	\$ (35,967,815)	\$ (1,949,923)
Common stock issued for cash	-	-	-	-	-	-	6,250	63	49,937	-	50,000
Compensatory stock options granted	-	-	-	-	-	-	-	-	45,761	-	45,761
Net income										198,717	198,717
Balance as of December 31, 2017	369	4	26	-	-	-	21,006,963	210,071	33,903,578	(35,769,098)	(1,655,445)
Preferred stock issued for cash	-	-	-	-	1,422	\$ 14	-	-	1,137,586	-	- 1,137,600
Common stock issued for cash	-	-	-	-	-	-	15,000	150	119,850	-	120,000
Compensatory stock options granted	-	-	-	-	-	-	-	-	45,000	-	45,000
Net loss										(1,713,838)	(1,713,838)
Balance as of December 31, 2018	369	\$ 4	26	\$ -	1,422	\$ 14	21,021,963	\$ 210,221	\$ 35,206,014	\$ (37,482,936)	\$ (2,066,683)

The accompanying notes are an integral part of consolidated financial statements

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Cash flows from operating activities:		
Net (loss) income	\$ (1,713,838)	\$ 198,717
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation expense	138,395	127,207
Compensatory element of stock option grants	45,000	45,761
Changes in operating assets and liabilities:		
Accounts receivable	838,764	(850,868)
Prepaid expenses	937	3,218
Other assets	2,499	24,391
Accounts payable and accrued liabilities	(2,632)	184,358
Interest payable	18,667	-
Interest payable, related party	<u>16,250</u>	<u>34,321</u>
Net cash used in operating activities	<u>(655,958)</u>	<u>(232,895)</u>
Cash flows from investing activities:		
Purchases of equipment	<u>(68,867)</u>	<u>(23,610)</u>
Net cash used in investing activities	<u>(68,867)</u>	<u>(23,610)</u>
Cash flows from financing activities:		
Payments on notes payable	(90,121)	(290,940)
Proceeds from notes payable	-	231,050
Proceeds from notes payable, related party	5,000	-
Proceeds from issuance of Series D preferred stock	1,137,600	-
Proceeds from Issuance of common stock	<u>120,000</u>	<u>50,000</u>
Net cash provided by (used in) financing activities	<u>1,172,479</u>	<u>(9,890)</u>
Decrease in cash and cash equivalents	447,654	(266,395)
Cash and cash equivalents, beginning of period	<u>35,908</u>	<u>302,303</u>
Cash and cash equivalents, end of period	<u>\$ 483,562</u>	<u>\$ 35,908</u>
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	<u>\$ 52,479</u>	<u>\$ 45,909</u>
Non-cash Investing and Financing Activities:		
Note payable issued for purchase of land and building	<u>\$ -</u>	<u>\$ 1,000,000</u>

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

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Ad Astra Rocket Company and Subsidiaries (the "Company" or "AARC") was incorporated on January 14, 2005 and officially organized on July 15, 2005 in Houston, Texas. The Company engages in research and development of technology and manufactures prototypes based on its research and development, including work on advanced plasma technology, the Variable Specific Impulse Magnetoplasma Rocket ("VASIMR") and Hydrogen transportation systems.

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 dollar as the functional currency.

Cash and Cash Equivalents

For purposes of reporting cash flows, 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 ("U.S. GAAP") 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 consolidated 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.

Account Receivable and Allowance for Doubtful Accounts

The Company provides services to entities located primarily in the United States and Costa Rica. The Company grants credit only after an evaluation of financial condition. The allowance for doubtful accounts reflects management's best estimate of probable losses inherent in the accounts receivable balance. The Company determines the allowance based on known troubled accounts, historical experience, and other currently available evidence. At December 31, 2018 and 2017, there was no allowance as management believes all accounts are collectible.

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
Solar Power equipment	10
Building	15

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Property and Equipment, continued

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.

Impairment of Long-Lived Assets

If 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, 2018 and 2017, the Company did not record any impairment expense related to 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 uses Accounting Standards Codification ("ASC") 740-10, *"Accounting for Uncertainty in Income Taxes,"* which creates a single model to address uncertain income tax positions and prescribes the minimum recognition threshold a tax position is required to meet for recognition 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, 2018 and 2017.

The Company files a consolidated federal income tax return in the United States and state tax returns in the jurisdictions in which it operates.

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.

Stock-based compensation expense recognized under ASC 718-10 for the years ended December 31, 2018 and 2017 was \$45,000, and \$45,761, which consists of stock-based compensation expense related to employee and director stock option issuances.

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 considers 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, 2018 and 2017, stock options pertaining to 81,000 and 86,500 shares of common stock, respectively, 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.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Revenue and Cost Recognition

Research, Design and Development Income

Revenues from services provided are recognized when all of the following criteria have been met: (1) evidence of an arrangement exists, (2) the service has been provided to the customer, (3) the price is fixed or determinable and (4) collectability is reasonably assured.

Income from time-and-material research, design and development contracts is recognized as the service is provided.

Income from fixed price contracts is recognized using the percentage-of-completion method, measured by the percentage of total costs incurred to date to estimated total costs for each contract. This method is used because management considers total cost to be the best available measure of progress for these contracts. As of December 31, 2018 and 2017, there were no material fixed price contracts in progress.

At the inception of an arrangement that includes milestone payments, the Company evaluates whether each milestone is substantive and the risk to both parties on the basis of the contingent nature of the milestone. This evaluation includes an assessment of whether: (i) the consideration is commensurate with the Company's performance to achieve the milestone, (ii) the consideration relates solely to past performance, and (iii) the consideration is reasonable relative to all of the deliverables and payment terms within the arrangement. The Company evaluates factors such as the scientific, regulatory, commercial and other risks that must be overcome to achieve the respective milestone and the level of effort and investment required to achieve the respective milestone in making this assessment. There is considerable judgement involved in determining whether the milestone satisfies all of the criteria required to conclude that a milestone is substantive. Revenue from milestone payments will be recognized in its entirety upon successful accomplishment of the milestone, assuming all other revenue recognition criteria are met. During the years ended December 31, 2018 and 2017 the Company was party to various milestone contracts as discussed in Note 9 of these financial statements.

Contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies and other overhead type costs. Operating costs are charged to operations as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and revenue and are recognized in the period in which the revisions are determined.

Research, Design and Development Expenses

Research and development projects and costs are expensed as incurred. These costs consist of direct costs associated with the design of new products. Research and development expenses incurred during the years ended December 31, 2018 and 2017, were \$1,863,032 and \$1,552,797, respectively.

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 adheres to ASC 820 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.

Recently Issued Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, *Leases (Topic 842)*. The guidance in this update supersedes Topic 840, *Leases*. ASU No. 2016-02 will result in recognizing lease assets and lease liabilities from operating leases on the balance sheet. For leases with a term of 12 months or less, a lessee is permitted to make an election by class of the underlying asset not to recognize lease assets and lease liabilities on the balance sheet. ASU No. 2016-02 will be effective for fiscal

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Recently Issued Accounting Pronouncements, continued

years beginning after December 15, 2019. The Company is currently evaluating the provisions of ASU No. 2016-02 to determine the impact it will have on its financial position and results of operations.

FASB issued ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. For public business entities, the amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments are effective for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for any entity in any interim or annual period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The Company adopted the provisions of ASU No. 2016-09 on January 1, 2019, which did not have a significant impact on its financial statements.

FASB issued ASU No. 2015-14, *Revenue from Contracts with Customer, which supersedes nearly all existing revenue recognition guidance under U.S. GAAP*. The core principle of ASU 2015-14 is recognition of revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2015-14 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required than under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2018, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2015-14 recognized at the date of adoption (which includes additional footnote disclosures). Management adopted the provisions of ASU 2015-14 on January 1, 2019 using the retrospective approach noting no significant changes to the timing of its revenue recognition.

Reclassifications

Certain items in the 2017 financial statements have been reclassified to conform to the 2018 financial statement presentation. The reclassifications have no impact on shareholders' deficit, net loss or cash flows as previously reported.

2. Going Concern

Historically, the Company has not generated significant revenue from core operations and, accordingly, it has experienced historical net losses, negative cash flows from operating activities, and a negative working capital. During the years ended December 31, 2018 and 2017 the Company had net loss of \$1,713,668, and a net income of \$198,717, respectively. The Company has a working capital deficiency of \$2,225,242 and \$1,796,080, at December 31, 2018 and 2017, respectively. The Company has financed its operations using sales of its common stock and preferred stock, the issuance of convertible debentures to a related party, and other traditional debt financing. These factors raise a substantial doubt about the Company's ability to continue as a going concern.

The Company has received contracts from government entities and others that contribute to the Company's strategic initiatives, as described in the Revenue and Cost Recognition section of Note 1 Summary of Significant Accounting Policies of this report. These have resulted in sources of income from research, design and development contracts related to technologies derived from the VASMIR® and hydrogen transport systems of \$1,887,080 and \$3,603,136 recorded as research, design and development income on the statement of operations for the periods ended December 31, 2018 and 2017, respectively. While the VASMIR® rocket is not commercially viable in its current form, the Company expects to continue to be able to source additional research, design and development projects and income from these entities in the upcoming year.

Management's primary focus is raising the funds necessary to fully implement the Company's business plan. The Company's long-term viability depends on its ability to expand its research, design and development service offerings and obtain adequate equity or debt funding to meet current commitments and fund the continuation of its business operations.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Accounts Receivable

Accounts Receivable, at December 31, 2018 and 2017, were \$27,498 and \$866,346, respectively, and relate to various research, design and development project contracts and revenue from speaking and consulting engagements.

4. Other Assets

Other assets was comprised of the following at December 31:

	<u>2018</u>	<u>2017</u>
Deposits	\$ 15,543	\$ 15,543
License	17,501	20,000
Total	<u>\$ 33,044</u>	<u>\$ 35,543</u>

The license included in other assets is an intangible asset obtained from a United States governmental agency that allows 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 its 20 year contractual life. The Company recorded amortization expense of \$2,500 during each of the years ended December 31, 2018 and 2017.

5. Property and Equipment

Property and equipment at December 31, 2018 and 2017, and related activity for the years then ended, were as follows:

December 31, 2018

<u>Description</u>	<u>2017</u>	<u>Additions/ Transfers in</u>	<u>Retirements/ Transfers out</u>	<u>2018</u>
Computer and software	\$ 661,550	\$ 10,303	\$ -	\$ 671,853
Laboratory equipment	4,048,737	58,564	-	4,107,301
Machine shop equipment	102,396	-	-	102,396
Leasehold improvements	1,570,963	-	-	1,570,963
Solar power equipment	200,000	-	-	200,000
Land and building	1,000,000	-	-	1,000,000
Other	145,228	-	-	145,228
	7,728,874	68,867	-	7,797,741
Less accumulated depreciation	(6,373,625)	(138,395)	-	(6,512,020)
Net property and equipment	<u>\$ 1,355,249</u>	<u>\$ (69,528)</u>	<u>\$ -</u>	<u>\$ 1,285,721</u>

December 31, 2017

<u>Description</u>	<u>2016</u>	<u>Additions/ Transfers in</u>	<u>Retirements/ Transfers out</u>	<u>2017</u>
Computer and software	\$ 660,514	\$ 1,036	\$ -	\$ 661,550
Laboratory equipment	4,026,163	22,574	-	4,048,737
Machine shop equipment	102,396	-	-	102,396
Leasehold improvements	1,570,963	-	-	1,570,963
Solar power equipment	200,000	-	-	200,000
Land and building	-	1,000,000	-	1,000,000
Other	145,228	-	-	145,228
	6,705,264	1,023,610	-	7,728,874
Less accumulated depreciation	(6,246,418)	(127,207)	-	(6,373,625)
Net property and equipment	<u>\$ 458,846</u>	<u>\$ 896,403</u>	<u>\$ -</u>	<u>\$ 1,355,249</u>

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Property and Equipment, continued

Depreciation and amortization expense of \$138,395 and \$127,207 was recognized during the years ended December 31, 2018 and 2017.

6. Accrued Liabilities

Accrued liabilities was comprised of the following at December 31:

	<u>2018</u>	<u>2017</u>
Deferred salaries	\$ 607,628	\$ 607,628
Other wages payable	5,287	3,484
Payroll taxes and benefits	178,383	153,613
Legal contingency	<u>150,000</u>	<u>150,000</u>
	<u>\$ 941,298</u>	<u>\$ 914,725</u>

7. Notes Payable and Long-Term Debt

Line of Credit

At December 31, 2018 and 2017, the Company had a \$408,000 line of credit with a vendor, owned by a former member of the Company's board of directors. The line of credit and related accrued interest of \$176,528 and \$157,861, at December 31, 2018 and 2017, are due on demand. The interest rate on this line of credit is the current "prime" interest rate, 3.25% at December 31, 2018 and 2017.

Notes Payable and Notes Payable, Related Party

The Company had the following notes payable and notes payable, related party at December 31:

	<u>2018</u>	<u>2017</u>
Demand note payable to an officer of the Company. The note bears no interest, is uncollateralized and the principle balance is due upon demand.	\$ 5,000	\$ -
Note payable to a bank, bearing interest at a fixed rate of 3% per year and due in total monthly payments of \$2,236, including interest, through April 2022, at which date, a balloon payment for the remaining principal and interest balance of \$126,077 is due. At December 31, 2018, the note was uncollateralized.	195,458	216,055
Demand note payable to a member of the Company's Board of Directors, bearing interest at a fixed rate of 3.25% per year and uncollateralized. The note holder has the right to convert any outstanding principal and or interest into shares of common stock of the Company at the estimated market price at the date of conversion. Accrued interest on this note was \$66,781 and \$50,531 at December 31, 2018 and 2017, respectively.	500,000	500,000
Note payable to a solar panel equipment manufacturer, bearing interest at a fixed rate of 9.50% per year, with principal and interest of \$2,588 due in monthly installments until April 2026. The loan is collateralized with the purchased equipment. The Company has the option to opt out of the purchase agreement with no penalties or fees if proper four-month notice is given to the equipment manufacturer. As of December 31, 2018 the Company does not anticipate opting out of the purchase agreement.	162,984	177,819

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. Notes Payable and Long-Term Debt, continued

	<u>2018</u>	<u>2017</u>
Note payable to a bank, bearing interest at a variable rate, currently 3% per year (as of December 31, 2018), which can be adjusted quarterly, and due in total monthly payments of \$6,906, including interest, through May 2032. At December 31, 2018, the note is guaranteed by an officer of the Company.	914,331	969,020
Less current maturities	1,777,773 <u>(617,737)</u>	1,862,894 <u>(612,737)</u>
Total long-term debt, net of current maturities	<u>\$ 1,160,036</u>	<u>\$ 1,250,157</u>

At December 31, 2018, future minimum principal payments remaining under our notes payable and notes payable, related party, are as follows:

<u>Year</u>	
2019	\$ 617,737
2020	112,737
2021 and after	<u>1,047,299</u>
	<u>\$ 1,777,773</u>

The Company's weighted average interest rate on outstanding short-term debt obligations for the years ended December 31, 2018 and 2017 was 3.49% and 3.69%, respectively. The Company's weighted average effective rate on outstanding short-term debt obligations for the years ended December 31, 2018 and 2017 was 3.74% and 3.77%, respectively.

8. Stock Incentive Plan

On September 9, 2016 the Company adopted the Ad Astra Rocket Company 2016 Stock Incentive Plan (the "Plan"). A total of 2,000,000 shares of common stock are reserved for issuance under the Plan. The purpose of the Plan is to promote continued service by certain key employees, non-employee members of the Board of Directors, consultants and other independent advisors, by providing the opportunity to acquire an interest in the Company.

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

	<u>2016 Stock Incentive Plan</u>	
	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Outstanding, December 31, 2016	170,550	\$ 6.84
Forfeited/cancelled	<u>(30,250)</u>	<u>(5.54)</u>
Outstanding, December 31, 2017	140,300	7.11
Forfeited/cancelled	<u>(18,000)</u>	<u>(6.67)</u>
Outstanding, December 31, 2018	<u>122,300</u>	<u>7.18</u>
Exercisable, December 31, 2018	<u>109,800</u>	<u>\$ 7.31</u>

The weighted-average remaining life and weighted-average exercise price of outstanding options at December 31, 2018 were 3.1 years and \$7.18. The exercise prices for outstanding options ranged from \$6.67 to \$12.00 at December 31, 2018, and information relating to such options follows:

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. Stock Incentive Plan, continued

<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 Average Exercise Price of Options Exercisable</u>
\$4.18 - \$6.67	93,500	81,000	3.8 years	\$ 6.37	\$ 6.48
\$6.68 - \$12.00	<u>28,800</u>	<u>28,800</u>	2.8 years	\$ 10.00	\$ 10.00
	<u>122,300</u>	<u>109,800</u>			

During the years ended December 31, 2018 and 2017, the Company did not grant any options. The fair value of options expensed under the Plan was \$45,000, and \$45,761 during the years ended December 31, 2018 and 2017, respectively.

As of December 31, 2018, there was \$52,500 of unrecognized expense related to non-vested share-based compensation arrangements.

9. Milestone Revenue Contracts

The Company has received a contract from a US government entity that contains milestone payments for the research, design and development of related technology for the VASIMR® engine. The contract is effective for the period from August 2015 to August 2018 and will total \$9.06 million if all milestones are met. While as of December 31, 2018 the VASIMR® engine is not commercially viable in its current form, the technologies already developed coupled with those developed under the aforementioned contract further the concept's function. The contract outlines a milestone schedule of 3 years resulting in contingent payments of \$368,000 to \$883,000 per achieved milestone. The milestone criteria require the Company to develop the VASIMR® technology to certain specifications progressing to a sustained test of the rocket's technology and provide scientific evidence of their completion in order to satisfy the terms of the milestone. The contract has been determined by the Company to be a milestone arrangement. The Company reviewed various factors, including the contingent nature of the payments for past performance metrics outlined in the arrangement and noted all appeared reasonable based on the estimated expenditures required to complete each milestone, concluding that the milestones are substantive. These projects have been recorded as research, design and development income upon the completion of the milestone criteria and receipt of payment on the statement of operations. During the years ended December 31, 2018 and 2017, the Company recorded \$1,396,921 and \$3,095,000, respectively, of revenue related to this project. As of December 31, 2018, \$640,945, in contingent milestone payments remain under the contracts.

The Company has received a contract from a Costa Rican government entity that contains milestone payments for the diagnosis, redesign and documentation of a hydrogen production system in a geothermal power plant. The contract is effective for the period from May 2017 to November 2017 and totaled \$141,062 if all milestones are met. The contract outlines a milestone schedule of 6 months resulting in contingent payments of \$42,619 to \$56,825 per achieved milestone. The milestone criteria require the Company to diagnose and redesign an existing hydrogen production system and provide all related technical drawings and documentation in order to satisfy the terms of the milestone. The contract has been determined by the Company to be a milestone arrangement. The Company reviewed various factors, including the contingent nature of the payments for past performance metrics outlined in the arrangement and noted all appeared reasonable based on the estimated expenditures required to complete each milestone, concluding that the milestones are substantive. These projects have been recorded as research, design and development income upon the completion of the milestone criteria and receipt of payment on the statement of operations. During the years ended December 31, 2018 and 2017, the Company recorded \$0 and \$141,364, respectively, of revenue related to this project. As of December 31, 2017, this contract was completed and no more milestone payments remain under the contract.

The Company has received a contract from a Costa Rican government entity that contained milestone payments for the establishment of a public transport demonstration ecosystem for Costa Rica, based on hydrogen generated from renewable energy and the measurement of its financial sustainability, business potential and relevance to Costa Rica and the region. The contract is effective for the period from

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Milestone Revenue Contracts, continued

February 2016 to November 2017 and totaled \$568,763 if all milestones are met. The contract outlines a milestone schedule of 22 months resulting in contingent payments of \$27,485 to \$83,850 per achieved milestone. In order to satisfy the terms of the milestone, its criteria require the Company to perform initial feasibility studies to determine the viability of implementing a self-sustaining transport ecosystem, based on renewable energies and hydrogen technology; to execute a conceptual, preliminary and critical design of such an ecosystem; to carry out the elaboration of the corresponding business plan; and finally to execute the integration, implementation of the pilot plan and its preliminary evaluation. The contract is determined by the Company to be a milestone arrangement. The Company reviewed various factors, including the contingent nature of the payments for past performance metrics outlined in the arrangement and noted all appeared reasonable based on the estimated expenditures required to complete each milestone, concluding that the milestones are substantive. These projects have been recorded as research, design and development income upon the completion of the milestone criteria and receipt of payment on the statement of operations. During the years ended December 31, 2018 and 2017, the Company recorded \$0 and \$348,178 respectively, of revenue related to this project. As of December 31, 2017, this contract was completed and no more milestone payments remain under the contract.

The Company has received a contract from a Costa Rican government entity that contained milestone payments for the execution of the Techno-economic modeling and design for the expansion of "Ecosystem of Sustainable Transportation, based on Renewable Energies and Hydrogen Technologies. The contract was effective in the period between February 20, 2018 and October 26, 2018 and totaled \$432,623.20 when all milestones were met. The contract included a milestone schedule of 9 months resulting in contingent payments of \$18,188 to \$125,000.00 per achieved milestone. In order to satisfy the terms of the milestones, its criteria required the Company to execute a conceptual, preliminary and critical design of the expansion of such ecosystem; and to carry out the elaboration of the corresponding business plan. The contract is determined by the Company to be a milestone arrangement. The Company reviewed various factors, including the contingent nature of the payments for past performance metrics outlined in the arrangement and noted all appeared reasonable based on the estimated expenditures required to complete each milestone, concluding that the milestones are substantive. These projects have been recorded as research, design and development income upon the completion of the milestone criteria and receipt of payment on the statement of operations.

10. Related Party Transactions

During the year ended December 31, 2017, the Company leased its Costa Rica laboratory and warehouse from an investment fund and recognized lease expense of \$34,626. The investment fund is a related party because it is controlled by an affiliate of the Company's investment banker and shareholder ("Aldesa"). On May 22, 2017 the Company purchased the Costa Rica laboratory and warehouse from Aldesa. At December 31, 2018 and 2017, there was no outstanding balance due to this affiliate under the lease agreement.

Also see Notes Payable and Long Term Debt Note 7, Stockholders' Deficit in Note 12, and Commitments in Note 13 for additional related party disclosures.

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, 2018 and 2017, 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.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. Income Taxes, continued

Significant components of the Company's deferred tax assets and liabilities were as follows at December 31:

	<u>2018</u>	<u>2017</u>
Deferred tax assets (liabilities):		
Net operating loss carry-forwards	\$ 6,235,891	\$ 5,971,753
Non-deductible accruals	110,292	204,986
Basis difference in property and equipment	<u>(122,240)</u>	<u>84,517</u>
Total deferred tax assets, net	<u>6,223,943</u>	<u>6,261,256</u>
Valuation allowance	<u>(6,223,943)</u>	<u>(6,261,256)</u>
Deferred tax assets, net	<u>\$ -</u>	<u>\$ -</u>

In December 2017, the President of the United States of America signed into law the Tax Cuts and Jobs Act (the "Tax Reform Act"). The Tax Reform Act permanently reduces the U.S. corporate income tax rate from 34% to 21%, effective January 1, 2018. As a result of the reduction in the U.S. corporate income tax rate, the Company revalued its ending deferred tax assets and liabilities at December 31, 2017, resulting in a reduction in deferred tax assets of approximately \$3,827,497 with a corresponding reduction in its valuation allowance.

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 21% and 34% were applied to pre-tax loss for the years ended December 31, 2018 and 2017 is as follows:

	<u>2018</u>		<u>2017</u>	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
(Benefit) expense for income tax				
at federal statutory rate	\$ (359,983)	(21.0)	\$ 67,563	34.0
Change in valuation allowance	37,313	2.2	(3,921,609)	(1,972.0)
Compensatory stock option grants	9,450	0.5	15,559	7.8
Effect on tax rate change	-	0.0	3,827,497	1,926.1
Change in tax estimate	250,487	14.6	-	0.0
Tax accrual to return adjustments	<u>62,733</u>	<u>3.7</u>	<u>10,990</u>	<u>4.1</u>
	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>-</u>

As of December 31, 2018, for United States of America ("U.S.") federal income tax reporting purposes, the Company has approximately \$29,694,000 of unused net operating losses ("NOLs") available for carry-forward to future years. The benefit from carry-forward of such pre-2018 NOLs totaling approximately \$27,916,000 will expire at various dates through December 31, 2038. NOLs generated in 2018 totaling approximately \$1,779,000 do not expire. Because tax laws limit the use of NOLs to future periods in which the Company generates taxable income, the Company may be unable to take full advantage of its NOLs for federal income tax purposes. 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.

12. Stockholders' Deficit

Common Stock

The Company's Certificate of Incorporation authorizes issuance of 75,000,000 shares of \$0.01 par value common stock. At December 31, 2018 and 2017, the Company had 21,021,963 and 21,006,963 shares of common stock issued and outstanding, respectively. The Board of Directors may issue any authorized but unissued shares of common stock at prices and under other terms approved by the Board. The Company has not entered into any agreements with common stockholders that provide such stockholders with preferential economic rights not available to all holders of such class of common stock.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. Stockholders' Deficit, continued

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.

The Company is authorized by the Superintendencia General de Valores de Costa Rica ("Sugeval") to undertake 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.

During the year ended December 31, 2018, the Company sold 2,500 shares of common stock pursuant to stock subscription agreement with a related party, at a price of \$8.00 per share resulting in cash proceeds of \$20,000. The Company also sold 12,500 shares of common stock to an individual investor pursuant to a stock subscription agreement at a price of \$8.00 per share resulting in cash proceeds of \$100,000. The Company recorded no issuance costs related to these exercises.

During the year ended December 31, 2017, the Company sold 6,250 shares of common stock pursuant to stock subscription agreements with a related party at a price of \$8.00 per share resulting in cash proceeds of \$50,000. The Company recorded no issuance costs related to this exercise.

Series A Preferred Stock

At December 31, 2018 and 2017, the Company had 2,200 shares authorized and 369 shares issued and outstanding of \$0.01 par value Series A preferred stock ("Series A"). Series A has a liquidation preference equal to the original purchase price and does not pay a mandatory dividend. 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 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.

During the years ended December 31, 2018 and 2017 the Company did not issue any shares of Series A Preferred Stock.

At December 31, 2018 and 2017, there were no accumulated, undeclared dividends.

Series C Preferred Stock

At December 31, 2018 and 2017, the Company had 1,000 shares authorized and 26 issued and outstanding, of \$0.01 par value Series C preferred stock ("Series C"). Series C has a liquidation preference equal to the original purchase price 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 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. Series C stock become mandatorily convertible to common shares at a conversion rate of 3,000 common shares for each Series C share if Company closes an underwritten public offering and sale of its common stock pursuant to an effective registration statement under the Securities Act of 1933, as amended.

During the years ended December 31, 2018 and 2017, the Company did not issue any shares of Series C Preferred Stock.

At December 31, 2018 and 2017, there were no accumulated and undeclared dividends.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. Stockholders' Deficit, continued

Series D Preferred Stock

On October 15, 2018, the Company authorized the creation of 2,000 shares of \$0.01 par value Series D preferred stock ("Series D"). Series D has a liquidation preference equal to the original purchase price and does not pay a mandatory dividend. The Series D is convertible by the holder into common stock at any time from the Company at a price determined by dividing the Series D original issue price by the Series D conversion price in effect at the time of conversion.

The Series D conversion price is equal to the original issue price per share divided by 100. Series D stock becomes mandatorily convertible to common stock shares at a conversion rate of 100 common shares for each Series D share if Company closes an underwritten public offering and sale of its common stock pursuant to an effective registration statement under the Securities Act of 1993, as amended.

During the year ended December 31, 2018, the Company sold 294 shares of preferred stock pursuant to stock subscription agreements with related parties at a price of \$800 per share resulting in cash proceeds of \$235,200. The Company sold an additional 1,128 shares of preferred stock pursuant to stock subscription agreements with individual investors at a price of \$800 per share resulting in cash proceeds of \$902,400. The Company recorded no issuance costs related to this exercise.

At December 31, 2018, there were no accumulated and undeclared dividends.

13. Commitments

Operating Leases

In November of 2015, the Company negotiated a new lease agreement with its related party for office and laboratory space in Liberia, Costa Rica. The term of the agreement is for thirty-six months with base rent of approximately \$7,300 per month. This lease was terminated on May 22, 2017 when the Company purchased the office and laboratory space from its related party.

In September 2017, 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 three years. Base rent for the three years beginning in August 1, 2017 and ending July 31, 2020 is \$12,738 per month, if the Company exercises their option for an additional three years the base rent will increase to \$14,012 per month.

Rent expense for the years ended December 31, 2018 and 2017 totaled \$213,033, and \$266,922.

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

<u>Year</u>	<u>Annual Expense</u>
2019	\$ 152,856
2020	<u>89,166</u>
	<u>\$ 242,022</u>

14. 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 legal 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, 2018, the Company is involved in a regulatory tax matter with the taxing authorities in Costa Rica. The taxing authorities have claimed the Company owed taxes and penalties related to ancillary income earned. As a result of this claim, the Company recorded a current liability of \$150,000 to cover the expected back taxes, penalties and legal representation for the matter.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

15. Subsequent Events

Management has evaluated subsequent events through March 8, 2019, which is the date that the consolidated financial statements were available to be issued.