

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

For the Periods Ended June 30, 2019 and December 31, 2018

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
TABLE OF CONTENTS

	<u>Page</u>
Consolidated Financial Statements:	
Consolidated Balance Sheets as of June 30, 2019 and December 31, 2018	3
Consolidated Statements of Operations for the periods ended June 30, 2019 and December 31, 2018	4
Consolidated Statements of Changes in Stockholders' Deficit for the periods ended June 30, 2109 and December 31, 2018	5
Consolidated Statements of Cash Flows for the periods ended June 30, 2019 and December 31, 2018	6
Notes to Consolidated Financial Statements	7

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
FOR THE PERIODS ENDED JUNE 30, 2019 and DECEMBER 31, 2018

<u>ASSETS</u>	<u>2019</u>	<u>2018</u>
Current assets:		
Cash	\$ 49,266	\$ 483,562
Accounts receivable	14,130	27,582
Prepaid expenses	<u>26,740</u>	<u>13,954</u>
Total current assets	<u>90,136</u>	<u>525,098</u>
Property and equipment, net	1,516,890	1,285,721
Other assets	<u>31,794</u>	<u>33,044</u>
Total assets	<u><u>\$ 1,638,820</u></u>	<u><u>\$ 1,843,863</u></u>
 <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Line of credit, related party	\$ 408,000	\$ 408,000
Notes payable, current portion	127,737	112,737
Notes payable, related party	640,000	505,000
Accounts payable	902,589	540,166
Accrued liabilities	969,829	941,298
Interest payable	185,938	176,528
Interest payable to related party	<u>74,839</u>	<u>66,781</u>
Total current liabilities	3,308,932	2,750,510
Notes Payable, net of current portion	<u>1,113,678</u>	<u>1,160,036</u>
Total liabilities	<u>4,422,610</u>	<u>3,910,546</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; 1,797 and 1547 shares issued and outstanding	18	14
Common stock, \$0.01 par value, 75,000,000 shares authorized; 21,021,963 and 21,021,963 shares issued and outstanding	210,221	210,221
Additional paid-in capital	35,528,510	35,206,014
Accumulated deficit	<u>(38,522,543)</u>	<u>(37,482,936)</u>
Total stockholders' deficit	<u>(2,783,790)</u>	<u>(2,066,683)</u>
Total liabilities and stockholders' deficit	<u><u>\$ 1,638,820</u></u>	<u><u>\$ 1,843,863</u></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 PERIODS ENDED JUNE 30, 2019 and DECEMBER 31, 2018

	<u>2019</u>	<u>2018</u>
Research and development income	\$ 531,360	\$ 1,931,154
Operating expenses:		
Payroll expense	830,113	1,821,336
Professional fees	77,823	110,370
Other general and administrative expenses	<u>679,174</u>	<u>1,686,850</u>
Total operating expenses	1,587,110	3,618,556
Other income (expense):		
Interest income	12	26
Interest expense	(43,434)	(87,394)
Other income, net	<u>59,565</u>	<u>60,932</u>
Total other (expense) income, net	<u>16,143</u>	<u>(26,436)</u>
Net income (loss) before provision for income taxes	(1,039,607)	(1,713,838)
Provision for income taxes	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ (1,039,607)</u>	<u>\$ (1,713,838)</u>
Basic and diluted income (loss) per share	<u>\$ (0.05)</u>	<u>\$ (0.08)</u>
Basic weighted-average shares outstanding	<u>21,021,963</u>	<u>21,014,073</u>

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

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS DEFICIT
FOR THE PERIODS ENDED JUNE 30, 2019 and DECEMBER 31, 2018

	Preferred Stock						Common Stock				Stock	Additional	Accumulated	Total
	Series A		Series C		Series D		Class A		Class B		Subscription	Paid-in	Deficit	Stockholders
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Receivable	Capital	During Development	Equity(Deficit)
Balance as of Dec 31, 2017	369	4	26	0	0	0	0	0	21,006,963	210,071	0	33,903,578	(35,769,098)	(1,655,445)
Preferred Stock Series D Issued for Cash/Net of issuance cost of \$ 0					1,422	14						1,137,586		1,137,600
Common Stock Issued for Cash/Net of issuance costs of \$0									15,000	150		119,850		120,000
Compensatory Element of Stock Option Grant												45,000		45,000
Net Gain (Loss)													(1,713,838)	(1,713,838)
Balance as of Dec 31, 2018	369	4	26	0	1,422	14	0	0	21,021,963	210,221	0	35,206,014	(37,482,936)	(2,066,683)
Preferred Stock Series D Issued for Cash/Net of issuance cost of \$ 0					375	4						299,996		300,000
Common Stock Issued for Cash/Net of issuance costs of \$ 0														
Compensatory Element of Stock Option Grant												22,500		22,500
Net Gain(Loss)													(1,039,607)	(1,039,607)
Balance as of Jun 30, 2019	369	4	26	0	1,797	18	0	0	21,021,963	210,221	0	35,528,510	(38,522,543)	(2,783,790)

The accompanying notes are an integral part of consolidated financial statements

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED JUNE 30, 2019 and DECEMBER 31, 2018

	<u>2019</u>	<u>2018</u>
Cash flows from operating activities:		
Net income (loss)	\$ (1,039,607)	\$ (1,713,838)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization expense	73,739	138,395
Loss from disposal of fixed assets	-	-
Compensatory element of stock option grants	22,500	45,000
Changes in operating assets and liabilities:		
Accounts receivable	13,452	838,764
Prepaid expenses	(12,786)	937
Other assets	1,250	2,499
Accounts payable and accrued liabilities	390,954	(2,632)
Interest payable	9,410	18,667
Interest payable, related party	<u>8,058</u>	<u>16,250</u>
Net cash used in operating activities	<u>(533,030)</u>	<u>(655,958)</u>
Cash flows from investing activities:		
Purchases of equipment	<u>(304,909)</u>	<u>(68,867)</u>
Net cash used in investing activities	<u>(304,909)</u>	<u>(68,867)</u>
Cash flows from financing activities:		
Payments on notes payable	(46,357)	(90,121)
Proceeds from notes payable	15,000	-
Proceeds from notes payable, related party	135,000	5,000
Net proceeds from Issuance of preferred stock	300,000	1,137,600
Net proceeds from Issuance of common stock	<u>-</u>	<u>120,000</u>
Net cash used in financing activities	<u>403,643</u>	<u>1,172,479</u>
Decrease in cash and cash equivalents	(434,296)	447,654
Cash and cash equivalents, beginning of period	<u>483,562</u>	<u>35,908</u>
Cash and cash equivalents, end of period	<u>\$ 49,266</u>	<u>\$ 483,562</u>
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	<u>\$ 25,528</u>	<u>\$ 52,479</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 June 30, 2019 and December 31, 2018, 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
Renewable energy 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 periods ended June 30, 2019 and December 31, 2018, 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 periods ended June 30, 2019 and December 31, 2018.

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 periods ended June 30, 2019 and December 31, 2018 was \$22,500, and \$45,000, 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 June 30, 2019 and December 31, 2018, stock options pertaining to 50,000 and 81,000 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.

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 June 30, 2019 and December 31, 2018, 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 periods ended June 30, 2019 and December 31, 2018, were \$743,536 and \$1,863,032, 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 does not expect the adoption of ASU No. 2016-09 to 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 is currently evaluating the future impact of the pending adoption of ASU 2015-14 on the consolidated and combined financial statements and have not yet determined the method under which the standard will be adopted in 2019.

Reclassifications

Certain items in the 2018 financial statements have been reclassified to conform to the 2019 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 periods ended June 30, 2019 and December 31, 2018 the Company had net losses of \$1,039,607, and \$1,713,838, respectively. The Company has a working capital deficiency of \$3,218,796 and \$2,225,242, at June 30, 2019 and December 31, 2018, 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 \$531,360 and \$1,887,080 recorded as research, design and development income on the statement of operations for the periods ended June 30, 2019 and December 31, 2018, 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 June 30, 2019 and December 31, 2018, were \$14,130 and \$27,582 respectively, and relate to various research, design and development project contracts and revenue from speaking and consulting engagements.

4. Other Assets

Other assets, at June 30, 2019 and December 31, 2018, was comprised of the following:

	<u>2019</u>	<u>2018</u>
Deposits	\$ 15,543	\$ 15,543
License	<u>16,251</u>	<u>17,501</u>
Total	<u>\$ 31,794</u>	<u>\$ 33,044</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 \$1,250 and \$2,500 during the periods ended June 30, 2019 and December 31, 2018, respectively.

5. Property and Equipment

Property and equipment at June 30, 2019 and December 31, 2018, and related activity for the periods then ended, were as follows:

June 30, 2019

<u>Description</u>	<u>2018</u>	<u>Additions/ Transfers in</u>	<u>Retirements/ Transfers out</u>	<u>2019</u>
Computer and software	\$ 671,853	\$ -	\$ -	\$ 671,853
Laboratory equipment	4,107,301	36,408	-	4,143,709
Machine shop equipment	102,396	-	-	102,396
Leasehold improvements	1,570,963	-	-	1,570,963
Renewable energy equipment	200,000	268,500	-	468,500
Land and building	1,000,000	-	-	1,000,000
Other	<u>145,228</u>	<u>-</u>	<u>-</u>	<u>145,228</u>
	7,797,741	304,908	-	8,102,649
Less accumulated depreciation	<u>(6,512,020)</u>	<u>(73,739)</u>	<u>-</u>	<u>(6,585,759)</u>
Net property and equipment	<u>\$ 1,285,721</u>	<u>\$ 231,169</u>	<u>\$ -</u>	<u>\$ 1,516,890</u>

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
Renewable energy equipment	200,000	-	-	200,000
Land and building	1,000,000	-	-	1,000,000
Other	<u>145,228</u>	<u>-</u>	<u>-</u>	<u>145,228</u>
	7,728,874	68,867	-	7,797,741
Less accumulated depreciation	<u>(6,373,625)</u>	<u>(138,395)</u>	<u>-</u>	<u>(6,512,020)</u>
Net property and equipment	<u>\$ 1,355,249</u>	<u>\$ (69,528)</u>	<u>\$ -</u>	<u>\$ 1,285,721</u>

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Property and Equipment, continued

Depreciation and amortization expense of \$73,739 and \$138,395 was recognized during the periods ended June 30, 2019 and December 31, 2018.

6. Accrued Liabilities

Accrued liabilities, at June 30, 2019 and December 31, 2018, was comprised of the following:

	<u>2019</u>	<u>2018</u>
Deferred salaries	\$ 635,718	\$ 607,628
Other wages payable	5,113	5,287
Payroll taxes and benefits	178,998	178,383
Legal contingency	<u>150,000</u>	<u>150,000</u>
	<u>\$ 969,829</u>	<u>\$ 941,298</u>

7. Notes Payable and Long-Term Debt

Line of Credit, Related Party

At June 30, 2019 and December 31, 2018, the Company had a \$408,000 line of credit with a company owned by a former member of the Company's board of directors. The line of credit and related accrued interest of \$185,938 and \$176,528, at June 30, 2019 and December 31, 2018, are due on demand. The interest rate on this line of credit is 3.25% at June 30, 2019 and December 31, 2018.

Notes Payable

The Company had the following notes payable at June 30, 2019 and December 31, 2018:

	<u>2019</u>	<u>2018</u>
Demand notes payable to an officer of the Company. The notes bears no interest, and are uncollateralized.	\$ 140,000	\$ 5,000
Note payable to a bank, bearing interest at a fixed rate of 6.5% per year and with principal and interest due in total monthly installments of \$460 through June 2022. At June 30, 2019, the note was uncollateralized.	15,000	-
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 March 2022, at which date, a balloon payment for the remaining principal and interest balance of \$126,133 is due. At June 30, 2019, the note was uncollateralized.	184,932	195,458
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 \$74,839 and \$66,781 at June 30, 2019 and December 31, 2018, 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-		

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. Notes Payable and Long-Term Debt, continued

month notice is given to the equipment manufacturer. As of June 30, 2019 the Company does not anticipate opting out of the purchase agreement.

155,070 162,984

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 June 30, 2019, the note is guaranteed by an officer of the Company.

886,413 914,331

Less current maturities

1,881,415 1,777,773
(767,737) (617,737)

Total long-term debt, net of current maturities

\$ 1,113,678 \$ 1,160,036

At June 30, 2019 future minimum principal payments remaining under our notes payable are as follows:

Year

2019	\$ 694,645
2020	105,132
2021 and after	<u>1,081,638</u>
	<u>\$ 1,881,415</u>

The Company's weighted average interest rate on outstanding short-term debt obligations for the periods ended June 30, 2019 and December 31, 2018 was 3.61% and 3.49%, respectively. The Company's weighted average effective rate on outstanding short-term debt obligations for the periods ended June 30, 2019 and December 31, 2018 was 3.49% and 3.74%, 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, 2017	140,300	\$ 7.11
Forfeited/cancelled	<u>(18,000)</u>	<u>(6.67)</u>
Outstanding, December 31, 2018	122,300	7.18
Forfeited/cancelled	<u>43,500</u>	<u>(6.67)</u>
Outstanding, June 30, 2019	<u>78,800</u>	<u>7.46</u>
Exercisable, June 30, 2019	<u>78,800</u>	<u>\$ 7.46</u>

The weighted-average remaining life and weighted-average exercise price of outstanding options at June 30, 2019 were 4.1 years and \$7.46. The exercise prices for outstanding options ranged from \$6.00 to \$10.00 at June 30, 2019, 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	50,000	50,000	5.7 years	\$ 6.00	\$ 6.00
\$6.68 - \$10.00	<u>28,800</u>	<u>28,800</u>	1.3 years	\$ 10.00	\$ 10.00
	<u>78,800</u>	<u>78,800</u>			

During the periods ended June 30, 2018 and December 31, 2018, the Company did not grant any options. The fair value of options expensed under the Plan was \$22,500, and \$45,000 during the periods ended June 30, 2019 and December 31, 2018, respectively.

As of June 30, 2019, there was \$30,000 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 periods ended June 30, 2019 and December 31, 2018, the Company recorded \$160,236 and \$1,396,921, respectively, of revenue related to this project. As of June 30, 2019, \$480,709, in contingent milestone payments remain under the contracts.

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 when all milestones were met. The contract included a milestone schedule of 9 months resulting in contingent payments of \$18,188 to \$125,000 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.

The Company has received a contract from a Costa Rican NGO entity that contains milestone payments for the execution of 1) the acquisition, installation and commissioning of a hydrogen dispensing system with a capacity for dispensing hydrogen at 700 bar, and its integration into the project "Self-sustainable Transport Ecosystem, based on Renewable Energies and Hydrogen Technologies", and 2) the development of protocols and procedures for the operation and maintenance of hydrogen plants. The contract is effective in the period between April 3, 2019 and April 2, 2021 and totals \$765,000 once all milestones are met. The contract

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Milestone Revenue Contracts, continued

includes a milestone schedule of 11 months resulting in contingent payments of \$25,000 to \$474,660 per achieved milestone. In order to satisfy the terms of the milestones, its criteria requires the Company to execute a conceptual, preliminary and critical design for the installation and commissioning of such dispensing system; and to carry out the elaboration of the corresponding protocols and procedures. 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 are 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 period ended June 30, 2019, the Company recorded \$357,590 of revenue related to this project. As of June 30, 2019, \$407,410, in contingent milestone payments remain under the contracts.

10. 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.

Significant components of the Company's deferred tax assets and liabilities at December 31, 2018 and 2017 were as follows:

	<u>2018</u>	<u>2017</u>
Deferred tax assets:		
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	<u>6,223,943</u>	<u>6,261,256</u>
Valuation allowance	<u>(6,223,943)</u>	<u>(6,261,256)</u>
Net deferred tax asset	<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, 2017 and 2016 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>

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Income Taxes, continued

At December 31, 2018, for United States 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 NOLs 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 not be able to take full advantage of its NOLs for federal income tax purposes. 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.

11. 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 June 30, 2019 and December 31, 2018, the Company had 21,021,963 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.

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 period ended June 30, 2019, the Company did not sale any shares of Common Stock.

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.

Preferred Stock

The Company has 10,000 authorized shares of \$0.01 par value Preferred Stock. The Preferred Stock may be issued in series, with designations, rights, preferences, and limitations determined by the Board of Directors.

Series A Preferred Stock

At June 30, 2019 and December 31, 2018, 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 periods ended June 30, 2019 and December 31, 2018 the Company did not issue any shares of Series A Preferred Stock.

At June 30, 2019 and December 31, 2018, there were no accumulated, undeclared dividends.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. Stockholders' Deficit, continued

Series C Preferred Stock

At June 30, 2019 and December 31, 2018, 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 periods ended June 30, 2019 and December 31, 2018, the Company did not issue any shares of Series C Preferred Stock.

At June 30, 2019 and December 31, 2018, there were no accumulated and undeclared dividends.

Series D Preferred Stock

On October 15, 2018 the Company had authorized the creation of 2,000 shares of \$0.01 par value Series D preferred stock ("Series D"). On June 12, 2019 the Company's Board of Directors approved an amendment to the Certificate of Designations to increase the number of authorized shares of the Corporations Series D Preferred Stock from 2,000 to 4,000 shares. On the approval of 75% of the then current holders of Series D Preferred stockholders on June 17, 2019, the number of authorized Series D shares were increased to 4,000 shares.

At June 30, 2019 the Company had 4,000 shares authorized and 1,797 issued and outstanding. At December 31, 2018 the Company had 1,422 issued and outstanding. 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 shares at a conversion rate of 100 common shares for each Series D share if the 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 period ended June 30, 2019, the Company sold 375 shares of Preferred D stock pursuant to stock subscription agreements with individual investors at a price of \$800 per share resulting in cash proceeds of \$300,000. The Company recorded no issuance costs related to this exercise.

During the period ended December 31, 2018, the Company sold 294 shares of Preferred D 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 June 30, 2019 and December 31, 2018 there were no accumulated and undeclared dividends.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. Commitments

Operating Leases

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 periods ended June 30, 2019 and December 31, 2018 totaled \$107,539, and \$213,033.

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	\$ 76,428
2020	<u>89,166</u>
	<u>\$ 165,594</u>

13. 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 March 31, 2019, 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.

14. Subsequent Events

Subsequent events have been evaluated through August 26, 2019 which is the date the consolidated financial statements were available to be issued.

On July 26, 2019 the Company converted two notes payables held by a related party into shares of the Company's Series D Preferred stock. The outstanding principle and interest of the combined notes totaling \$576,000 was converted into 720 shares of Series D preferred stock at a price of \$800 per share.

During the months of July and August 2019, the Company sold a combined total of 219 shares of Series D Preferred stock pursuant to stock subscription agreements with related parties at a price of \$800 per share resulting in cash proceeds of \$175,200.

.