

# **AD ASTRA ROCKET COMPANY and SUBSIDIARIES**

**(UNAUDITED)**

**CONSOLIDATED FINANCIAL STATEMENTS**

**As of and for the Periods Ended  
September 30, 2016 and December 31, 2015**

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
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**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
for the years ended September 30, 2016 and December 31, 2015

| <b><u>ASSETS</u></b>                                                                                                     | <b><u>Sep 30, 2016</u></b> | <b><u>Dec 31, 2015</u></b> |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------|
| Current assets:                                                                                                          |                            |                            |
| Cash                                                                                                                     | \$ 220,790                 | \$ 346,609                 |
| Accounts receivable                                                                                                      | 23,419                     | 34,989                     |
| Prepaid expenses                                                                                                         | <u>28,320</u>              | <u>19,752</u>              |
| Total current assets                                                                                                     | <u>272,529</u>             | <u>401,350</u>             |
| Property and equipment, net                                                                                              | 469,640                    | 185,282                    |
| Other assets                                                                                                             | <u>60,643</u>              | <u>62,434</u>              |
| Total assets                                                                                                             | <u>\$ 802,812</u>          | <u>\$ 649,066</u>          |
| <br><b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>                                                                  |                            |                            |
| Current liabilities:                                                                                                     |                            |                            |
| Line of credit, related party                                                                                            | \$ 408,000                 | \$ 408,000                 |
| Current portion of notes payable, bank                                                                                   | 8,063                      | 8,063                      |
| Current portion of notes payable, equipment                                                                              | 12,594                     | -                          |
| Note payable, related party                                                                                              | 500,000                    | 500,000                    |
| Accounts payable                                                                                                         | 111,482                    | 107,072                    |
| Accounts payable, related party                                                                                          | 279,656                    | 279,656                    |
| Accrued liabilities                                                                                                      | 898,797                    | 881,471                    |
| Interest payable to related party                                                                                        | <u>165,512</u>             | <u>140,458</u>             |
| Total current liabilities                                                                                                | 2,384,104                  | 2,324,720                  |
| Long-term liabilities:                                                                                                   |                            |                            |
| Long-term debt, equipment, net of current portion                                                                        | 182,303                    | -                          |
| Long-term debt, bank, net of current portion                                                                             | <u>225,195</u>             | <u>231,478</u>             |
| Total long-term liabilities                                                                                              | <u>407,498</u>             | <u>231,478</u>             |
| Total liabilities                                                                                                        | <u>2,791,602</u>           | <u>2,556,198</u>           |
| Commitments and contingencies                                                                                            |                            |                            |
| Stockholders' deficit:                                                                                                   |                            |                            |
| Preferred stock:                                                                                                         |                            |                            |
| Series A, \$0.01 par value, 2,200 shares authorized;<br>369 shares issued and outstanding                                | 4                          | 4                          |
| Series C, \$0.01 par value, 1,000 shares authorized;<br>26 shares issued and outstanding                                 | -                          | -                          |
| Common stock, \$0.01 par value, 75,000,000 shares authorized;<br>20,997,713 and 20,997,713 shares issued and outstanding | 209,978                    | 209,978                    |
| Additional paid-in capital                                                                                               | 33,781,585                 | 33,746,700                 |
| Accumulated deficit                                                                                                      | <u>(35,980,357)</u>        | <u>(35,863,814)</u>        |
| Total stockholders' deficit                                                                                              | <u>(1,988,790)</u>         | <u>(1,907,132)</u>         |
| Total liabilities and stockholders' deficit                                                                              | <u>\$ 802,812</u>          | <u>\$ 649,066</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 September 30, 2016 and December 31, 2015

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|                                            | <u>Sep 30, 2016</u> | <u>Dec 31, 2015</u> |
|--------------------------------------------|---------------------|---------------------|
| General and administrative expenses:       |                     |                     |
| Payroll expense                            | \$ 1,218,394        | \$ 1,186,505        |
| Professional fees                          | 188,096             | 86,518              |
| Other general and administrative expenses  | <u>1,154,687</u>    | <u>1,052,181</u>    |
| Total general and administrative expenses  | 2,561,177           | 2,325,204           |
| Other income (expense):                    |                     |                     |
| Interest income                            | 10                  | 9                   |
| Interest expense                           | (41,335)            | (65,580)            |
| Other income, net                          | <u>2,485,959</u>    | <u>1,773,176</u>    |
| Total other income (expense), net          | <u>2,444,634</u>    | <u>1,707,605</u>    |
| Net loss before provision for income taxes | (116,543)           | (617,599)           |
| Provision for income taxes                 | <u>-</u>            | <u>-</u>            |
| Net loss                                   | <u>\$ (116,543)</u> | <u>\$ (617,599)</u> |
| Basic and diluted loss per share           | <u>\$ (0.01)</u>    | <u>\$ (.03)</u>     |
| Basic weighted-average shares outstanding  | <u>20,997,713</u>   | <u>20,917,875</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 years ended September 30, 2016 and December 31, 2015

|                                                                      | <u>Preferred Stock</u>     |               |                            |               | <u>Common Stock</u> |                   | <u>Additional<br/>Paid-In<br/>Capital</u> | <u>Accumulated<br/>Deficit</u> | <u>Total<br/>Stockholders<br/>Equity(Deficit)</u> |
|----------------------------------------------------------------------|----------------------------|---------------|----------------------------|---------------|---------------------|-------------------|-------------------------------------------|--------------------------------|---------------------------------------------------|
|                                                                      | <u>Series A<br/>Shares</u> | <u>Amount</u> | <u>Series C<br/>Shares</u> | <u>Amount</u> | <u>Shares</u>       | <u>Amount</u>     |                                           |                                |                                                   |
| Balance as of<br>December 31, 2014                                   | 369                        | \$ 4          | 26                         | \$ -          | 20,835,685          | \$ 208,357        | \$32,866,063                              | \$(35,246,215)                 | \$ (2,171,791)                                    |
| Common stock issued<br>for cash, net of issuance<br>costs of \$1,443 | -                          | -             | -                          | -             | 162,028             | 1,621             | 819,105                                   | -                              | 820,726                                           |
| Compensatory stock<br>options granted                                | -                          | -             | -                          | -             | -                   | -                 | 61,532                                    | -                              | 61,532                                            |
| Net loss                                                             | <u>-</u>                   | <u>-</u>      | <u>-</u>                   | <u>-</u>      | <u>-</u>            | <u>-</u>          | <u>-</u>                                  | <u>(617,599)</u>               | <u>(617,599)</u>                                  |
| Balance as of<br>December 31, 2015                                   | 369                        | 4             | 26                         | -             | 20,997,713          | 209,978           | 33,746,700                                | (35,863,814)                   | (1,907,132)                                       |
| Common stock issued<br>for cash, net of issuance<br>costs of \$0     | -                          | -             | -                          | -             | -                   | -                 | -                                         | -                              | -                                                 |
| Compensatory stock<br>options granted                                | -                          | -             | -                          | -             | -                   | -                 | 34,885                                    | -                              | 34,885                                            |
| Net loss                                                             | <u>-</u>                   | <u>-</u>      | <u>-</u>                   | <u>-</u>      | <u>-</u>            | <u>-</u>          | <u>-</u>                                  | <u>(116,543)</u>               | <u>(116,543)</u>                                  |
| Balance as of<br>September 30, 2016                                  | <u>369</u>                 | <u>\$ 4</u>   | <u>26</u>                  | <u>\$ -</u>   | <u>20,997,713</u>   | <u>\$ 209,978</u> | <u>\$33,781,585</u>                       | <u>\$(35,980,857)</u>          | <u>\$ (1,989,790)</u>                             |

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 September 30, 2016 and December 31, 2015

|                                                                                | <u>Sep 30, 2016</u> | <u>Dec 31, 2015</u> |
|--------------------------------------------------------------------------------|---------------------|---------------------|
| Cash flows from operating activities:                                          |                     |                     |
| Net loss                                                                       | \$ (116,543)        | \$ (617,599)        |
| Adjustments to reconcile net loss to<br>net cash used in operating activities: |                     |                     |
| Depreciation and amortization expense                                          | 82,560              | 46,726              |
| Compensatory element of stock option grants                                    | 34,885              | 61,532              |
| Changes in operating assets and liabilities:                                   |                     |                     |
| Accounts receivable                                                            | 11,570              | (30,558)            |
| Prepaid expenses                                                               | (8,568)             | (5,950)             |
| Other assets                                                                   | (83)                | -                   |
| Accounts payable and accrued liabilities                                       | 21,735              | (223,679)           |
| Accounts payable, related party                                                | -                   | 79,763              |
| Interest payable, related party                                                | <u>25,054</u>       | <u>42,633</u>       |
| Net cash provided (used) in operating activities                               | <u>50,610</u>       | <u>(647,132)</u>    |
| Cash flows from investing activities:                                          |                     |                     |
| Purchases of equipment                                                         | <u>(165,043)</u>    | <u>(179,600)</u>    |
| Net cash used in investing activities                                          | <u>(165,043)</u>    | <u>(179,600)</u>    |
| Cash flows from financing activities:                                          |                     |                     |
| Payments on line of credit, bank                                               | -                   | -                   |
| Payments on capital lease obligations                                          | -                   | -                   |
| Payments on notes payable, bank                                                | (6,283)             | (17,325)            |
| Payments on notes payable, equipment                                           | (5,103)             | -                   |
| Payments on notes payable, related party                                       | -                   | -                   |
| Proceeds from notes payable, related party                                     | -                   | 250,000             |
| Proceeds from notes payable, bank                                              | -                   | -                   |
| Net proceeds from Issuance of common stock                                     | <u>-</u>            | <u>820,726</u>      |
| Net cash provided (used) by financing activities                               | <u>(11,386)</u>     | <u>1,053,401</u>    |
| Net Increase (decrease) in cash and cash equivalents                           | (125,819)           | 226,669             |
| Cash and cash equivalents, beginning of period                                 | <u>346,609</u>      | <u>119,940</u>      |
| Cash and cash equivalents, end of period                                       | <u>\$ 220,790</u>   | <u>\$ 346,609</u>   |
| Supplemental Disclosure of Cash Flow Information:                              |                     |                     |
| Cash paid for interest                                                         | <u>\$ 24,121</u>    | <u>\$ 20,882</u>    |
| Non-cash Investing and Financing Activities:                                   |                     |                     |
| Note Payable for Solar Equipment                                               | <u>\$ 200,000</u>   | <u>\$ 20,882</u>    |

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

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**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 is dedicated to the research and development of advanced plasma rocket propulsion technology and is continuing with development of the Variable Specific Impulse Magnetoplasma Rocket ("VASIMR") and its associated technologies.

**Basis of Consolidation**

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

The financial position, results of operations and cash flows of the Company's foreign subsidiary are determined using the United States 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 September 30, 2016 and December 31, 2015, 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           |

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.

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**1. Summary of Significant Accounting Policies, continued**

**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 period ended September 30, 2016 and the year ended December 31, 2015, 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, 2015 and 2014.

The Company files a consolidated federal income tax return in the United States and state tax returns in the jurisdictions in which it operates. With few exceptions, the Company is no longer subject to United States federal income tax or state income tax examinations for years before 2012.

**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 September 30, 2016 and December 31, 2015 was \$34,885 and \$61,532, which consists of stock-based compensation expense related to employee and director stock options 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 September 30, 2016 and December 31, 2015, stock options pertaining to 27,000 and 367,000 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**

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**1. Summary of Significant Accounting Policies, continued**

**Revenue and Cost Recognition**

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.

Cost of revenue includes direct labor, supplies, and freight and is recognized as revenue is earned.

**Research and Development**

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 September 30, 2016 and December 31, 2015, were \$1,147,692 and \$695,053, 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**

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This guidance of ASU No. 2014-15 is included in ASC 205, *Presentation of Financial Statements-Going Concern*, and addresses management's responsibility to evaluate whether there is substantial doubt an entity's ability to continue as a going concern and to provide related disclosure. The provisions of ASU 2014-15 are effective for the annual periods ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not anticipate the adoption of this guidance to have a significant impact on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize 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 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2017, and interim periods within 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 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). The Company does not anticipate the adoption of this guidance will have a significant impact on its consolidated financial statements.

**Reclassifications**

Certain items in the 2015 consolidated financial statements have been reclassified to conform to the 2016 financial statement presentation. The reclassifications have no impact on stockholder's deficits, net loss or cash flows as previously reported.

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**2. Going Concern**

Since its inception, the Company has not generated significant revenue from core operations and, accordingly, it has experienced recurring net losses and negative cash flows from operating activities. During the periods ended September 30, 2016 and December 31, 2015 the Company had net losses of \$116,543, and \$617,599, respectively. The Company reported net cash provided from operating activities of \$50,610, for the period ended September 30, 2016 and net cash used from operating activities of \$647,132 for the period ending December 31, 2015. The Company's challenges as a research and development company are further evidenced by its working capital deficiency that was \$2,111,575 and \$1,923,370, at September 30, 2016 and December 31, 2015, respectively. In addition to operational cash flow and financial challenges, investing activities required cash of \$165,043, and \$179,600, during the periods ended September 30, 2016 and December 31, 2015. These factors raise a substantial doubt about the Company's ability to continue as a going concern.

Historically, the Company has financed its operations using sales of its common stock and preferred stock and the issuance of convertible debentures to a related party. Net cash used in financing activities in the period ended September 30, 2016 was \$11,386 and net cash provided by financing activities in the period ended December 31, 2015 was \$1,053,401. While the Company has not generated significant income from core operations in the past, the Company has recently been a party to certain research projects from US government entities and others that resulted in additional sources of income of \$2,160,406 and \$1,738,187 for the periods ended September 30, 2016 and December 31, 2015, respectively. The Company expects to continue to be able to source additional 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 obtain adequate equity or debt funding to meet current commitments and fund the continuation of its business operations. Ultimately, the Company must achieve adequate profitability and cash flows from operations to sustain its operations. There can be no assurance that management will be able to secure the funding for its existing commitments and continued operations.

**3. Accounts Receivable**

Accounts Receivable, at September 30, 2016 and December 31, 2015, were \$23,419 and \$34,989, respectively, and relate to various contracts, speaking and consulting engagements.

**4. Other Assets**

Other assets, at September 30, 2016 and December 31, 2015, was comprised of the following:

|          | <u>Sep 30, 2016</u> | <u>Dec 31, 2015</u> |
|----------|---------------------|---------------------|
| Deposits | \$ 37,434           | \$ 37,434           |
| License  | 23,126              | 25,000              |
| Other    | <u>83</u>           | <u>-</u>            |
| Total    | <u>\$ 60,643</u>    | <u>\$ 62,434</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 \$1,875 and \$2,500 for the periods ended September 30, 2016 and December 31, 2015, respectively.

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**5. Property and Equipment**

Property and equipment at September 30, 2016 and December 31, 2015, and related activity for the years then ended, were as follows:

**September 30, 2016**

| <u>Description</u>            | <u>2015</u>        | <u>Additions/<br/>Transfers in</u> | <u>Retirements/<br/>Transfers out</u> | <u>2016</u>        |
|-------------------------------|--------------------|------------------------------------|---------------------------------------|--------------------|
| Computer and software         | \$ 650,746         | \$ 11,731                          | \$ (1,932)                            | \$ 660,545         |
| Laboratory equipment          | 3,881,723          | 143,110                            | -                                     | 4,024,833          |
| Machine shop equipment        | 90,259             | 12,134                             | -                                     | 102,393            |
| Leasehold improvements        | 1,570,963          | -                                  | -                                     | 1,570,963          |
| Solar Panel Equipment         | -                  | 200,000                            | -                                     | 200,000            |
| Other                         | <u>138,956</u>     | <u>-</u>                           | <u>-</u>                              | <u>138,956</u>     |
|                               | 6,332,647          | 366,975                            | (1,932)                               | 6,697,690          |
| Less accumulated depreciation | <u>(6,147,365)</u> | <u>(80,685)</u>                    | <u>-</u>                              | <u>(6,228,050)</u> |
| Net property and equipment    | <u>\$ 185,282</u>  | <u>\$ 286,290</u>                  | <u>\$ (1,932)</u>                     | <u>\$ 469,640</u>  |

**December 31, 2015**

| <u>Description</u>            | <u>2014</u>        | <u>Additions/<br/>Transfers in</u> | <u>Retirements/<br/>Transfers out</u> | <u>2015</u>        |
|-------------------------------|--------------------|------------------------------------|---------------------------------------|--------------------|
| Computer and software         | \$ 574,068         | \$ 76,678                          | \$ -                                  | \$ 650,746         |
| Laboratory equipment          | 3,830,773          | 50,950                             | -                                     | 3,881,723          |
| Machine shop equipment        | 38,287             | 51,972                             | -                                     | 90,259             |
| Leasehold improvements        | 1,570,963          | -                                  | -                                     | 1,570,963          |
| Other                         | <u>138,956</u>     | <u>-</u>                           | <u>-</u>                              | <u>138,956</u>     |
|                               | 6,153,047          | 179,600                            | -                                     | 6,332,647          |
| Less accumulated depreciation | <u>(6,103,139)</u> | <u>(44,226)</u>                    | <u>-</u>                              | <u>(6,147,365)</u> |
| Net property and equipment    | <u>\$ 49,908</u>   | <u>\$ 135,374</u>                  | <u>\$ -</u>                           | <u>\$ 185,282</u>  |

Depreciation and amortization expense of \$80,685, and \$44,226 was recognized during the periods ended September 30, 2016 and December 31, 2015.

**6. Accrued Liabilities**

Accrued liabilities, at September 30, 2016 and December 31, 2015, was comprised of the following:

|                            | <u>Sep 30, 2016</u> | <u>Dec 31, 2015</u> |
|----------------------------|---------------------|---------------------|
| Deferred salaries          | \$ 607,628          | \$ 607,628          |
| Other wages payable        | 3,969               | 5,713               |
| Payroll taxes and benefits | 137,200             | 117,986             |
| Legal contingency          | 150,000             | 150,000             |
| Other                      | <u>-</u>            | <u>144</u>          |
|                            | <u>\$ 898,797</u>   | <u>\$ 881,471</u>   |

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**7. Notes Payable and Long-Term Debt**

**Line of Credit, Related Party**

At September 30, 2016 and December 31, 2015, the Company had a \$408,000 line of credit with a related party vendor, owned by a member of the Company's board of directors. The line of credit and related accrued interest of \$135,327 and \$122,250, at September 30, 2016 and December 31, 2015, are due on demand. The interest rate on this line of credit is equal to the current "prime" interest rate, 3.25% at September 30, 2016 and December 31, 2015.

**Notes Payable**

The Company had the following notes payable at September 30, 2016 and December 31, 2015:

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b><u>Sep 30, 2016</u></b> | <b><u>Dec 31, 2015</u></b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------|
| Note payable to a bank, bearing interest at a fixed rate of 9% per year and due in total monthly payments of \$2,500, including interest, through March 2017, at which date, a balloon payment for the remaining principal balance of \$229,000 is due. The note was originally collateralized by certain customer contracts which ended in December 2014. At September 30, 2015, the note was uncollateralized.                                                                                                     | 233,258                    | 239,541                    |
| 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. Accrual interest on this note was \$30,185 and \$18,208 at September 30, 2016 December 31, 2015, 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 September 30, 2016 the Company does not anticipate opting out of the purchase agreement. | <u>194,897</u>             | <u>-</u>                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 928,155                    | 739,541                    |
| Less current maturities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <u>(520,657)</u>           | <u>(508,063)</u>           |
| Total long-term debt, net of current maturities                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <u>\$ 407,498</u>          | <u>\$ 231,478</u>          |

Future minimum principal payments remaining under our notes payable are as follows:

| <b><u>Year</u></b> |            |
|--------------------|------------|
| 2016               | \$ 505,370 |
| 2017               | 244,463    |
| 2018               | 14,746     |
| 2019               | 16,209     |
| 2020               | 17,818     |
| 2021               | 19,587     |
| 2022               | 21,531     |
| 2023               | 23,667     |
| 2024               | 26,016     |

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**7. Notes Payable and Long-Term Debt, continued**

|      |                   |
|------|-------------------|
| 2025 | 28,598            |
| 2026 | <u>10,150</u>     |
|      | <u>\$ 928,155</u> |

The Company's weighted average interest rate on outstanding short-term debt obligations for the periods ended September 30, 2016 and December 31, 2015 was 4.71% and 5.84%, respectively. The Company's weighted average effective rate on outstanding short-term debt obligations for the periods ended September 30, 2016 and December 31, 2015 was 6.25% and 6.86%, respectively.

**8. Stock Incentive Plan**

The Company sponsors the Ad Astra Rocket Company 2005 Stock Incentive Plan (the "Plan"). A total of 1,500,000 shares of common stock are reserved for issuance under the Plan. The purpose of the Plan is to 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. All current outstanding issues of stock option grants were granted under the Plan.

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

|                                 | <b><u>2005 Stock Incentive Plan</u></b> |                                               |
|---------------------------------|-----------------------------------------|-----------------------------------------------|
|                                 | <b><u>Shares</u></b>                    | <b><u>Weighted-Average Exercise Price</u></b> |
| Outstanding, December 31, 2014  | 407,300                                 | \$ 3.31                                       |
| Granted                         | 55,000                                  | 6.00                                          |
| Forfeited/cancelled             | <u>-</u>                                | <u>-</u>                                      |
| Outstanding, December 31, 2015  | 462,300                                 | 3.63                                          |
| Granted                         | -                                       | -                                             |
| Forfeited/cancelled             | <u>285,000</u>                          | <u>1.67</u>                                   |
| Outstanding, September 30, 2016 | <u>177,300</u>                          | <u>6.77</u>                                   |
| Exercisable, September 30, 2016 | <u>136,050</u>                          | <u>\$ 10.30</u>                               |

The weighted-average remaining life and weighted-average exercise price of outstanding options at September 30, 2016 were 4.34 years and \$6.77. The exercise prices for outstanding options ranged from \$4.17 to \$12.00 at September 30, 2016, and information relating to such options follows:

| <b><u>Range of Exercise</u></b> | <b><u>Stock Options Outstanding</u></b> | <b><u>Stock Options Exercisable</u></b> | <b><u>Weighted Average Remaining Contract Life</u></b> | <b><u>Weighted Average Exercise Price</u></b> | <b><u>Weighted Average Exercise Price of Options Exercisable</u></b> |
|---------------------------------|-----------------------------------------|-----------------------------------------|--------------------------------------------------------|-----------------------------------------------|----------------------------------------------------------------------|
| \$4.17 - \$4.17                 | 27,000                                  | 27,000                                  | 0.68 years                                             | \$ 4.17                                       | \$ 4.17                                                              |
| \$4.18 - \$6.67                 | 116,500                                 | 75,250                                  | 5.20 years                                             | \$ 6.35                                       | \$ 6.55                                                              |
| \$6.68 - \$12.00                | <u>33,800</u>                           | <u>33,800</u>                           | 4.30 years                                             | \$ 10.30                                      | \$ 10.30                                                             |
|                                 | <u>177,300</u>                          | <u>136,050</u>                          |                                                        |                                               |                                                                      |

During the period ended September 30, 2016, the Company did not grant any options. The Company used the Black-Scholes-Merton option pricing model and the following assumptions to calculate weighted-average estimated fair value of the stock options granted under the Plan for the periods ended September 30, 2016 and December 31, 2015:

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**8. Stock Incentive Plan, continued**

|                             | <u>Sep 30, 2016</u> | <u>Dec 31, 2015</u> |
|-----------------------------|---------------------|---------------------|
| Expected volatility         | N/A                 | 48.0%               |
| Risk free interest rate     | N/A                 | 2.0%                |
| Expected life               | N/A                 | 10 yrs              |
| Weighted average fair value | N/A                 | \$3.60              |

During the year ended December 31, 2015, the Company granted 55,000 options. The fair value of options expensed under the Plan was \$34,885 and \$61,553 during the periods ended September 30, 2016 and December 31, 2015, respectively.

As of September 30, 2016, there was \$173,131 of unrecognized expense related to non-vested share-based compensation arrangements.

**9. Related Party Transactions**

At September 30, 2016 and December 31, 2015, the account payable to related party of \$279,656, is payable to a company owned by a member of the Company's board of directors for systems integration services.

During the periods ended September 30, 2016 and December 31, 2015, the Company leased its Costa Rica laboratory and warehouse from an investment fund and recognized lease expense of \$62,100 and \$88,000, respectively. The investment fund is a related party because it is controlled by an affiliate of the Company's investment banker and shareholder ("Aldesa"). At September 30, 2016 and December 31, 2015, there was no outstanding balance due to this affiliate under the lease agreement. During the periods ended September 30, 2016 and December 31, 2015, the Company paid Aldesa commissions of \$0 and \$1,443, respectively. Aldesa earned the commission for sale of 12,028 shares of the Company's common stock for net proceeds of \$70,725, during the year ended December 31, 2015.

**10. Equity**

**Common Stock**

The Company's Certificate of Incorporation authorizes issuance of 75,000,000 shares of \$0.01 par value common stock. At September 30, 2016 and December 31, 2015, the Company had 20,997,713 shares of common stock issued and outstanding. 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 period ended September 30, 2016 the Company did not sell any shares of Common Stock pursuant to the RPO nor has it sold any Common stock through private placements.

During the year ended December 31, 2015, the Company sold 12,028 shares of Common Stock pursuant to the RPO at a price of \$6.00, per share resulting in cash proceeds of \$70,725. The Company recorded issuance costs related to these issuances totaling \$1,443.

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**10. Equity, continued**

During the year ended December 31, 2015, the Company also sold 150,000 shares of Common Stock through private placements at a price of \$5.00, per share resulting in cash proceeds of \$750,000. The Company had no costs related to these issuances.

**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 September 30, 2016 and December 31, 2015, 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 September 30, 2016 and December 31, 2015, the Company did not issue any shares of Series A Preferred Stock.

At September 30, 2016 and December 31, 2015, there were no accumulated, undeclared dividends.

***Series C Preferred Stock***

At September 30, 2016 and December 31, 2015, 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 September 30, 2016 and December 31, 2015, the Company did not issue any shares of Series C Preferred Stock.

At September 30, 2016 and December 31, 2015, there were no accumulated and undeclared dividends.

**11. 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. The agreement for the first 12 months is for a rent of \$6,900 per month, for months 13-24 rent is \$7,107 per month, and for months 25 to 36 rent is \$7,320 per month.

**AD ASTRA ROCKET COMPANY and SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**11. Commitments, continued**

In August 2012, the Company renewed its lease agreement for office and laboratory space in Webster, Texas. The term of the agreement is for thirty-six months with a one-time option to extend the lease an additional two years. The agreement for the first 12 months is for a base rent of \$8,385 per month plus a pro-rata share of operating expenses, for months 13 to 24 base rent is \$11,180 per month plus a pro-rata share of operating expenses, and for months 25 to 36 base rent is \$13,975 per month plus a pro-rata share of operating expenses. If the Company chooses to exercise the one-time option, the base rent for months 37 to 48 will be \$13,975 per month plus a pro-rata share of operating expenses and for months 49 to 60 base rent will be \$15,050 plus a pro-rata share of operating expenses. In July of 2015 the Company exercised its one-time option to extend the lease for an additional two years, through March 2017.

Rent expense for the periods ended September 30, 2016 and December 31, 2015 totaled \$246,806, and \$309,446.

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> |
|-------------|-----------------------|
| 2016        | \$ 66,264             |
| 2017        | 191,060               |
| 2018        | <u>73,202</u>         |
|             | <u>\$ 330,526</u>     |

**12. Contingencies**

From time to time, the Company may be involved in various claims and legal actions arising in the ordinary course of business. Management, along with the assistance of counsel, will determine the ultimate disposition and potential impact of these matters on the Company's financial condition, liquidity or results from operations. As of September 30, 2016, 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. Management, after discussing such matters with legal counsel, believes that the probable resolution of such contingencies, after considering established reserves, will not materially affect the financial position, results of operations, or cash flows of the Company.

**13. Subsequent Events**

Subsequent events have been evaluated through November 18, 2016 which is the date the consolidated financial statements were available to be issued.

On November 15, 2016 the stockholders approved the adoption of a new stock incentive plan to replace the Ad Astra Rocket Company 2005 Stock Incentive Plan that had expired in 2015. The new plan, the Ad Astra Rocket Company 2016 Stock Option Plan, authorizes an increase to 2,000,000 shares of common stock available for issuance under the plan from the 1,500,000 that was available for issuance under the previous plan.