PETROSONIC ENERGY, INC.
Form 10-Q
November 12, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the period ended September 30, 2015**

**OR**

**[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from ______________ to ______________**

**Commission File Number 000-53881**

**PETROSONIC ENERGY, INC.**

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Nevada** | **98-0585718** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**914 Westwood Boulevard, No. 545**

**Los Angeles, California 90024**

(Address of principal executive offices)

**(855) 626-3317**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period than the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer," and "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|---|---|
| Large accelerated filer [ ] | Accelerated filer [ ] |
| Non-accelerated filer [ ] | Smaller reporting company [X] |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

As of November 12, 2015 the issuer has 90,121,656 shares of common stock, par value $.001, issued and outstanding.

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**PART I - FINANCIAL INFORMATION**

**ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS**

**PETROSONIC ENERGY, INC.**

**CONSOLIDATED BALANCE SHEETS**

**(UNAUDITED)**

| | **As of September 30, 2015** | **As of December 31, 2014** |
|---|---|---|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | $186,127 | $444,630 |
| Receivable | 26,962 | 33,560 |
| Prepaid expense | 12,942 | 18,929 |
| Inventory | 75,883 | 75,883 |
| Other current assets | 13,625 | 15,645 |
| Total current assets | 315,539 | 588,647 |
| Non-current assets: | | |
| Fixed assets, net of accumulated depreciation | 698,558 | 718,143 |
| Land | 70,000 | 70,000 |
| Total assets | 1,084,097 | 1,376,790 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | $479,256 | $431,590 |
| Accounts payable to related parties | 5,868 | 5,868 |
| Accrued liabilities | 343,446 | 265,806 |
| Convertible debt to related parties | 200,000 | 200,000 |
| Total current liabilities | 1,028,570 | 903,264 |
| Stockholders' Equity: | | |
| Common stock, $0.001 par value, 843,750,000 shares authorized, 90,121,656 and 89,621,655 shares issued and outstanding, respectively | $90,122 | $89,621 |
| Additional paid-in capital | 5,800,595 | 5,682,865 |
| Subscription receivable | (140,000) | (140,000) |
| Deficit accumulated | (5,453,637) | (4,856,463) |
| Accumulated other comprehensive loss | (176,997) | (293,321) |

| | | |
|---|---|---|
| Total Petrosonic Energy, Inc. stockholders' equity | 120,083 | 482,702 |
| Noncontrolling interest | (64,556) | (9,176) |
| Total stockholders' equity | 55,527 | 473,526 |
| Total liabilities and stockholders' equity | $1,084,097 | $1,376,790 |

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

**PETROSONIC ENERGY, INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

**(UNAUDITED)**

| | **Three Months Ended September 30, 2015** | **Three Months Ended September 30, 2014** | **Nine Months Ended September 30, 2015** | **Nine Months Ended September 30, 2014** |
|---|---|---|---|---|
| Revenues | $- | $- | $- | $- |
| Cost of sales | - | - | - | - |
| Gross profit | - | - | - | - |
| Operating expenses | | | | |
| Selling, general and administrative | 207,147 | 336,577 | 607,655 | 1,049,150 |
| Depreciation expense | 9,694 | 10,613 | 28,926 | 31,839 |
| Total operating expenses | 216,841 | 347,190 | 636,581 | 1,080,989 |
| Loss from operations | (216,841) | (347,190) | (636,581) | (1,080,989) |
| Other expense | | | | |
| Interest expense | (5,055) | (5,041) | (15,973) | (14,959) |
| Total other expense | (5,055) | (5,041) | (15,973) | (14,959) |
| Net Loss | (221,896) | (352,231) | (652,554) | (1,095,948) |
| Net loss attributable to noncontrolling interest | 7,066 | 25,531 | 55,380 | 43,672 |
| Net loss attributable to Petrosonic Energy, Inc. | $(214,830) | $(326,700) | $(597,174) | $(1,052,276) |
| Basic and diluted net loss per share | $(0.00) | $(0.00) | $(0.01) | $(0.01) |
| Basic and diluted weighted average common shares outstanding | 90,121,656 | 84,382,094 | 90,121,656 | 81,491,679 |
| Other Comprehensive Loss: | | | | |
| Net loss | $(221,896) | $(352,231) | $(652,554) | $(1,095,948) |
| Foreign currency translation adjustment | 11,406 | - | 116,324 | (405,148) |
| Comprehensive loss | (210,490) | (352,231) | (536,230) | (1,501,096) |

| | | | | |
|---|---|---|---|---|
| Comprehensive loss attributable to noncontrolling interest | 7,066 | 25,531 | 55,380 | 43,672 |
| Comprehensive loss attributable to Petrosonic Energy, Inc. | $(203,424 ) | $(326,700 ) | $(480,850 ) | $(1,457,424 ) |

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

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**PETROSONIC ENERGY, INC.**

**CONSOLIDATED STATEMENT OF CASH FLOWS**

**(UNAUDITED)**

| | Nine Months Ended September 30, 2015 | Nine Months Ended September 30, 2014 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Net loss | $ (652,554 ) | (1,095,948 ) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation expense | 28,926 | 31,839 |
| Shares issued for services | 118,231 | 527,282 |
| Changes in operating assets and liabilities: | | |
| Receivable | 6,598 | 11,978 |
| Inventory and supplies | - | 6,001 |
| Prepaid expenses | 5,987 | (24,229 ) |
| Accounts payable and accrued expenses | 127,326 | 48,890 |
| **NET CASH USED IN OPERATING ACTIVITIES** | (365,486 ) | (494,187 ) |
| | | |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Cash paid for purchase of fixed assets | (9,341 ) | - |
| **NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES** | (9,341 ) | - |
| | | |
| Effects of foreign exchange on cash | 116,324 | 67,043 |
| | | |
| **NET DECREASE IN CASH** | (258,503 ) | (427,144 ) |
| **CASH AT BEGINNING OF YEAR** | 444,630 | 1,007,652 |
| **CASH AT YEAR END** | $ 186,127 | $ 580,508 |
| | | |
| **Supplemental disclosure of cash flow information** | | |
| Cash paid during the period for: | | |
| Interest | $ - | $ - |
| Income taxes | - | - |

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

**Petrosonic Energy, Inc.**

**Notes to the Unaudited Consolidated Financial Statements**

## NOTE 1: Nature of Business and Basis of Presentation

***Nature of Business***

We are an early-stage startup company focused on the sonic separation technologies and more specifically upgrading of heavy oil, and decontamination of hydrocarbons, waste oil, water and on the manufacture of synthetic fuel oil through emulsification of heavy crude oil and asphaltenes. We are in the process of engineering and building a pilot plant for decontamination of certain hydrocarbons and partial upgrading of heavy oil in Laramie, Wyoming, USA. We are also bringing online our first synthetic fuel oil manufacturing facility, which is located in Albania, and which has a manufacturing capacity of 3,000 bbls/day. We plan to generate revenue by manufacturing synthetic fuel oil. We have not generated any revenue since inception. To date, we have funded our operations through the issuance of convertible debentures and sales of shares of our common stock.

***Basis of Presentation***

The accompanying unaudited consolidated interim financial statements of Petrosonic Energy, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2014, as filed with the SEC on Form 10-K. In the opinion of management all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year. Notes to the consolidated financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal period ended December 31, 2014, as reported in the Form 10-K, have been omitted.

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include the Company and its 60% owned subsidiary, Petrosonic Albania, Sha. All significant intercompany accounts and transactions have been eliminated in consolidation.

**NOTE 2: Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, and do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company has suffered recurring net losses since inception, has an accumulated deficit at September 30, 2015 and does not have sufficient working capital for its planned activities, which raises substantial doubt about its ability to continue as a going concern.

Continuation of the Company as a going concern is dependent upon the ability of the Company to obtain additional working capital and attain profitable operations. Management of the Company has developed a strategy which it believes will accomplish this objective through short-term loans from related parties and additional equity investments, which should enable the Company to continue its operations for the coming year.

**NOTE 3: Property and Equipment, Net**

Property and equipment consisted of the following as of September 30, 2015 and December 31, 2014:

| | **September 30, 2015** | **December 31, 2014** |
|---|---|---|
| Construction in progress - machinery and equipment | $ 546,942 | $ 546,942 |
| Buildings (10 year useful life) | 79,651 | 73,197 |
| Equipment | 178,706 | 175,820 |
| Less: accumulated depreciation | (106,741 ) | (77,816 ) |
| **Total** | **$ 698,558** | **$ 718,143** |

The Company has constructed a synthetic fuel oil manufacturing in Albania and has completed the FEED engineering of a pilot plant for its SonoprocessTM technology in collaboration with Western Research Institute of Laramie, Wyoming, USA. The total cost of the full synthetic fuel oil production line in Albania and the FEED engineering of the pilot plant in Laramie, Wyoming is currently estimated to be approximately $2,500,000, of which $546,942 has been incurred through September 30, 2015. The company has recently applied for grant funding to various agencies of the Canadian government in order to build the pilot plant in cooperation with an industry partner. Depreciation of the buildings for the production line in Albania began in 2012 upon their completion. Depreciation expense was $28,926 and $31,839 for the nine months ended September 30, 2015 and 2014, respectively.

**NOTE 4: Related Party Transactions**

On June 6, 2012, we borrowed $200,000 from our President under a convertible debenture. The convertible debenture is unsecured, originally matured on June 6, 2013 and bears interest at 10%. On June 5, 2013 the maturity date of the debenture was extended to June 6, 2014. On June 5, 2014 the maturity date of the debenture was further extended to June 6, 2015. At any time prior to the maturity date, if we complete an equity or convertible debenture financing yielding aggregate proceeds of at least $500,000, our President may elect to convert the debenture in whole or in part into common shares at the same price any shares are sold, or in the case of a convertible debenture, the price of the shares issuable upon conversion. During 2012, the Company raised more than $500,000 and this note became convertible at $0.25 per share. The total amount due to the President as of September 30, 2015 and December 31, 2014 for advance payable was $5,868. The outstanding unpaid balance under this note was $200,000 as of September 30, 2015 and December 31, 2014. As of September 30, 2015, the note was in default.

**NOTE 5: Stockholders' Equity**

On May 21, 2014, the Company entered into a Non-Exclusive Sales, Distribution, Manufacturing and License Agreement and a Consulting Agreement with a consulting firm. In consideration of these services, the Company will issue 9,000,000 shares and a 10-year warrant for the purchase of 3,000,000 shares at an exercise price of $0.148 per share. The warrants vest immediately and have a fair value of $321,197 as calculated using the using Black-Scholes model. Assumptions used in the Black- Scholes model include: (1) a discount rate of 0%; (2) an expected term of 10 years; (3) an expected volatility of 117%; and (4) zero expected dividends. The shares are to be issued in quarterly installments beginning in August 2014. The fair value of the shares will be determined upon the completion of the services. During the nine months ended September 30, 2015, $93,604 in fair value was recognized under this award. The fair value of the unvested portion as of September 30, 2015 was determined to be $150,814, which will be recognized over the remaining service period. All common shares have been issued under this agreement.

On June 17, 2014, the Company entered into a Consulting Agreement with an individual. In consideration for these services the Company will issue 2,000,000 shares to him. During the nine months ended September 30, 2015, $24,627 in fair value was recognized under this award. The remaining fair value of the unvested portion as of September 30, 2015 was determined to be $37,051, which will be recognized over the remaining service period. During the nine months ended September 30, 2015, 500,001 shares have been issued under this agreement and 999,998 have not been issued as of September 30, 2015.

A summary of the Company's warrant activity during the nine months ended September 30, 2015, is as follows:

| | Number of Warrants | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Intrinsic Value |
|---|---|---|---|---|
| Balance outstanding, December 31, 2014 | 3,402,000 | $ 0.20 | 8.62 | $ - |
| Granted | - | - | - | |
| Exercised | - | - | - | |
| Forfeited/expired | (52,000 ) | 0.50 | - | |
| Balance outstanding, September 30, 2015 | 3,350,000 | $ 0.20 | 8.00 | $ - |
| Exercisable, September 30, 2015 | 3,350,000 | $ 0.20 | 8.00 | $ - |

**NOTE 5: Commitments**

On May 29, 2015, the Company entered into a two-year agreement with an individual for consulting services. As compensation, upon execution of the agreement, the consultant is to be paid $10,000, and 3,000 per month thereafter, to be increased to $5,000 per month once funding has been received for the development program. In connection with the agreement, the Company also agreed to issue options to purchase 500,000 shares of common stock to the individual, including 250,000 options upon reaching milestone 1, and remaining 250,000 options upon reaching milestone 2. AS of September 30, 2015, the options had not yet been granted as all of the key terms and conditions have not yet been set.

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS AND OTHER INFORMATION CONTAINED IN THIS REPORT**

This report and the documents incorporated by reference herein contain forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. We have based these statements on our beliefs and assumptions, based on information currently available to us. You can identify these statements by the fact that they do not relate strictly to historical or current facts. You can find many (but not all) of these statements by looking for words such as “approximates,” “believes,” “hopes,” “expects,” “anticipates,” “estimates,” “projects,” “intends,” “plans,” “w “should,” “could,” “may,” or other similar expressions in this report. In particular, these include statements relating to future financial results. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections.

Forward-looking statements are not guarantees of performance. Our future results and requirements may differ materially from those described in the forward-looking statements. Many of the factors that will determine these results and requirements are beyond our control. In addition to the risks and uncertainties discussed in this report, factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, the following:

our ability to successfully implement our business strategy,

our limited cash and our history of losses,

whether our technology will perform as expected,

the acceptance of our technology by the oil industry,

emerging competition and rapidly advancing technology in our industry that may outpace our technology,

our ability to raise cash as and when we need it,

the impact of competition and changes to the competitive environment on our products and services, and

other factors detailed from time to time in our filings with the Securities and Exchange Commission.

These forward-looking statements speak only as of the date of this report. We do not intend to update or revise any forward-looking statements to reflect changes in our business, anticipated results of our operations, strategy or planned capital expenditures, or to reflect the occurrence of unanticipated events, except as required by law.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q as well as our audited financial statements and related notes included in our annual report on Form 10-K. In addition to historical information, this discussion and analysis here and throughout this Form 10-Q contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements.*

## OVERVIEW

We focused on the sonic separation, treatment and upgrading of heavy oil, and on the manufacture of synthetic fuel oil through emulsification of heavy crude oil and asphaltenes. We are in the process of bringing online our first synthetic fuel oil manufacturing facility, which is located in Albania, and which has a manufacturing capacity of 3,000 bbls/day. We plan to generate revenue by manufacturing synthetic fuel oil and by integrating our Sonoprocess™ technology for decontamination of hydrocarbons, waste oil, water and the partial upgrading of heavy oil into oil producer treatment facilities as well as by developing our own stand-alone separation facilities. We have not generated any revenue since inception. To date, we have funded our operations through the issuance of convertible debentures and sales of shares of our common stock.

### Recent Events

During the first quarter of 2015, we have been working on completing the regulatory permits required for our synthetic fuel facility as result of new legislation introduced in Albania by the Ministry of Energy related to the manufacture of synthetic fuel oil in the country. We expect to receive the processing and environmental permit and other related approvals necessary for us to begin processing and selling of synthetic fuel oil by the end of 2015.

On June 10, 2014 we announced the successful completion of an independent engineering feasibility analysis and validation of the Sonoprocess sonic deasphalting technology with Gas Liquids Engineering of Calgary. During first quarter of 2015 we have further reviewed that validation study through another independent consultant and are ready now to move ahead with the building of the pilot plant at WRI's site in Laramie, Wyoming, USA.

On July 24, 2014 we announced that we developed a new solution to our sonic de-asphalting process. This solution will enable the process to use propane (sometimes referred to as liquid petroleum gas or LPG) to de-asphalt heavy oils. Propane is a common and less expensive solvent. The new solution is called Sono Hi-P™ and was developed in collaboration with Gas Liquids Engineering of Calgary.

On May 21, 2014, we entered into a Non-Exclusive Sales, Distribution, Manufacturing and License Agreement (the “License Agreement”) and a Consulting Agreement (the “Consulting Agreement”) with Kuai Le GU, LLC (“KLG”).

Pursuant to the License Agreement, the Company granted to KLG a non-exclusive license to research, develop, practice, perform, make, use, manufacture, assemble, modify, sell, offer for sale, distribute, import and otherwise exploit in the People’s Republic of China (which includes Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan), the Republic of Indonesia and the Federation of Malaysia (collectively, the “Territory”), the Company’s heavy oil processing and treatment technologies (the “Technology”). The license includes a right to sublicense.

In consideration for granting the license KLG will pay a perpetual license royalty to the Company as follows: (i) 5% of the per barrel spot price of West Texas Intermediate (averaged over the quarter) for each barrel of oil produced post-processing using the Technology in the Territory; and (ii) 5% of the per barrel spot price of West Texas Intermediate (averaged over the quarter) for each barrel of oil produced post-processing using the Technology in the Territory by any sublicense. Royalties must be paid on the 30th day following the close of each calendar quarter. Any royalty payment not paid when due will accrue interest, to the extent permitted by law, at two percentage points above the prime rate of interest as reported in The Wall Street Journal on the date payment is due, with interest calculated based on the number of days the payment is delinquent.

The License Agreement may be terminated by KLG on 120 days notice to the Company. The License Agreement may also be terminated (i) upon written notice by either party if the other party is in breach of any material obligation of the License Agreement and has not cured the breach within 90 days after written notice requesting cure of the breach or (ii) if either party files or institutes bankruptcy, reorganization, liquidation or receivership proceedings, or upon an assignment of a substantial portion of a party’s assets for the benefit of creditors, provided, however, that in the case of any involuntary bankruptcy proceeding the right to terminate will only become effective if the party subject thereto consents to involuntary bankruptcy or the proceeding is not dismissed within 90 days after the filing thereof.

Pursuant to the Consulting Agreement, KLG has agreed to assist the Company in expanding and managing its existing intellectual property, including preparing any patent applications and provisional patent applications and, at KLG’s discretion, soliciting and obtaining new inventions and related patent rights to strengthen, support and expand the Company’s existing intellectual property. KLG has also agreed to provide referrals to the Company for its products and services to potential customers, distributors or other potential commercial partners and to provide to the Company referrals for the licensing or other monetization of the Company’s existing intellectual property and any intellectual property developed in collaboration with KLG. The term of the Consulting Agreement is three years. The term will automatically renew for additional one year terms unless terminated by either party on 30 days written notice before the end of the term.

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In consideration of the services to be provided by KLG, the Company issued to KLG 9,000,000 shares of common stock (the “Shares”) and a 10 year warrant (the “Warrant”) for the purchase of 3,000,000 shares of common stock at an exercise price of $0.148 per share.

The Company will have the option to repurchase from KLG up to 3,000,000 of the Shares, at par value, upon the occurrence of the following:

(a) If this Consulting Agreement is terminated by the Company for Default, as defined in the Consulting Agreement, the Company will, upon the date of such termination, have an irrevocable, exclusive option to repurchase (the “Repurchase Option”) any of the Shares which have not yet been released from the Repurchase Option as described below, at par value (the “Repurchase Price”). In the event that KLG terminates the Consulting Agreement for Default, the Repurchase Option will be automatically and immediately deemed terminated.

(b) So long as the Consulting Agreement has not been terminated, the Shares will be released from the Repurchase Option according to the schedule outlined below.

| Termination within days after the Effective Date | Percentage of total Shares | |
|---|---|---|
| 1-90 | 12.5 | % |
| 91-180 | 12.5 | % |
| 181-270 | 12.5 | % |
| 271-360 | 12.5 | % |

Eric Bell, Tim Londergan, Yan Sheng and others are principals of KLG and will oversee various aspects of KLG’s performance in rendering the services pursuant to the Consulting Agreement.

On August 14, 2014 we entered into a Cooperation Agreement dated June 25, 2014 with Western Research Institute of Wyoming (“WRI”). Pursuant to the Cooperation Agreement, we and WRI will contribute assets, services and know-how for the purpose of testing, validating and commercializing the Sonoprocess and other applications of our sonicator related technologies in the marketplace. WRI will also assist us with promoting the technology to institutional investors and industry parties. A new sonication pilot test facility will be built and operated at WRI’s facilities. The purpose of the sonication pilot test facility is to generate asphaltenes and deasphalted oil products of a quality that can be reliably used to demonstrate the capabilities and benefits of sonication to potential clients, serve as part of the design basis for commercial scale engineering design and generate economic feasibility studies. The Cooperation Agreement indicates that the current preliminary estimate of the cost to design and build-out of the pilot test facility is approximately $720,000. This estimate is subject to change, as the plans for the test facility are finalized.

**Going Concern Uncertainties**

As of the date of this report, there is doubt regarding our ability to continue as a going concern as we have not generated any revenues to date and we do not know when or if we will be able to general revenues in the future to fund our business operations and loan commitments. The financial statements included in this report have been prepared on a going concern basis, which assumes that adequate sources of financing will be obtained as required and that our assets will be realized and liabilities settled in the ordinary course of business. If we are not to continue as a going concern, we would likely not be able to realize our assets at values comparable to the carrying value or the fair value estimates reflected in the balances set out in the preparation of the financial statements.

Our future success and viability, therefore, are dependent upon our ability to generate capital financing. The failure to generate sufficient revenues or to raise additional capital may have a material and adverse effect upon us and our shareholders. We do not have any committed sources of financing.

Because we have not generated any revenues, and have incurred losses from operations since inception, in their report on our audited financial statements for the latest fiscal year, our independent auditors included an explanatory paragraph regarding substantial doubt about our ability to continue as a going concern.

We completed the construction of our facility in Albania during the first quarter of 2014. We intend to seek a reputable processor of heavy oil as a joint venture partner and to start building another facility located in Alberta, Canada or another jurisdiction with large heavy oil production and reserves. Our goals are to begin to generate revenue from both the emulsification processing and from the de-asphalting sonication process, and to begin to expand our operations into other countries, although we are unable to predict when or if we can achieve these goals. Ultimately, we expect to generate revenue by licensing our technology to third parties, forming joint ventures to build more processing facilities and through our own stand-alone toll processing facilities. We cannot guarantee that we will begin processing oil as planned or, if our oil processing operations begin, that they will generate significant revenue.

**CRITICAL ACCOUNTING POLICIES**

The following discussion and analysis of financial condition and results of operations is based upon our financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. Certain accounting policies and estimates are particularly important to the understanding of our financial position and results of operations and require the application of significant judgment by our management or can be materially affected by changes from period to period in economic factors or conditions that are outside of our control. As a result, they are subject to an inherent degree of uncertainty. In applying these policies, our management uses their judgment to determine the appropriate assumptions to be used in the determination of certain estimates. Those estimates are based on our historical operations, our future business plans and projected financial results, the terms of existing contracts, our observance of trends in the industry, and information available from other outside sources, as appropriate. See Note 1 to our audited financial statements included in our Annual Report on Form 10-K for a more complete description of our significant accounting policies.

***Property and equipment, net***

Property and equipment are carried at the cost of acquisition or construction and depreciated over the estimated useful lives of the assets. Costs associated with repair and maintenance are expensed as incurred. Costs associated with improvements which extend the life, increase the capacity or improve the efficiency of our property and equipment are capitalized and depreciated over the remaining life of the related asset. Gains and losses on dispositions of equipment are reflected in operations. Depreciation is provided using the straight-line method over the estimated useful lives of the assets, which are 3 to 5 years for machinery and equipment and 10 years for buildings. We have not recognized depreciation on machinery and equipment since we have not yet completed our production line.

***Impairment of Long-Lived Assets***

The carrying value of property and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If the sum of the estimated future cash flows (undiscounted) expected to result from the use and eventual disposition of the asset group is less than the carrying amount of the asset group, an impairment loss is recognized which is measured based on the fair value of the asset. Construction in process is impaired when projects are abandoned or terminated. Long-lived assets were impaired for the amount of $439,134 during the year ended December 31, 2014.

***Research and development***

Costs incurred in connection with the development of new products and processing methods are charged to selling, general and administrative expenses as incurred.

**Recently Issued Accounting Pronouncements**

The Company does not expect the adoption of any recently issued accounting pronouncements to have a significant effect on its financial position or results of operations.

**RESULTS OF OPERATIONS**

***Three months ended September 30, 2015 as compared to the three months ended September 30, 2014***

We did not generate any revenue for the three months ended September 30, 2015 or September 30, 2014.

General and administrative expenses were $207,147 for the three months ended September 30, 2015. Our operating expenses were comprised mainly of costs for legal services in the amount of $69,297, or approximately 32% of our operating expenses, for compensation in the amount of $40,221, or approximately 19% of our operating expenses, for audit, accounting, and related fees of $30,244, or approximately 14% of our operating expenses, and for consultant fees in the amount of $52,951, or approximately 24% of our operating expenses. We also spent $6,350 for investor relations services. In addition, we recognized depreciation expense of $9,694 for the three months ended September 30, 2015. General and administrative expenses were $336,577 for the three months ended September 30, 2014. Our operating expenses were comprised of costs for legal services in the amount of $428, or approximately 0.1% of our operating expenses, for compensation in the amount of $40,407, or approximately 12% of our operating expenses, for transfer agent and filing fees in the amount of $1,909, or approximately 1% of our operating expenses, for audit, accounting, and related fees of $31,670, or approximately 9% of our operating expenses, for office expenses in the amount of $54,895, or approximately 16% of our operating expenses, and for consultant fees in the amount of $157,844, or approximately 45% of our operating expenses. We also spent $49,425 for investor relations services. In addition, we recognized depreciation expense of $10,613 for the three months ended September 30, 2014. As noted above, operating expenses decreased during the three months ended September 30, 2015.

Our loss from operations of $216,841 resulted from the operating expenses we incurred, as described above. Loss from operations for the three months ended September 30, 2014 was $347,190.

Interest expense was $5,055 for the three months ended September 30, 2015. Interest expense for the three months ended September 30, 2014 was $5,041.

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We acquired a 60% ownership interest in Petrosonic Albania, Sha. The net income (loss) attributable to non-controlling interest of $7,066 and $25,531 reflects the portion of the net income of Petrosonic Albania, Sha. attributable to Albnafta, the minority shareholder, for the three months ended September 30, 2015 and 2014, respectively.

The net loss attributable to Petrosonic Energy, Inc. for the three months ended September 30, 2015 of $214,830 reflects the net loss of the consolidated operations of Petrosonic Energy, Inc. and Petrosonic Albania, Sha. for that period after reducing the net loss by the income attributable to the non-controlling interest described above. The net loss for three months ended September 30, 2014 was $326,700.

***Nine months ended September 30, 2015 as compared to the nine months ended September 30, 2014***

We did not generate any revenue for the nine months ended September 30, 2015 or September 30, 2014.

General and administrative expenses were $607,655 for the nine months ended September 30, 2015. Our operating expenses were mainly comprised of costs for legal services in the amount of $71,563, or approximately 11% of our operating expenses, for compensation in the amount of $120,410, or approximately 19% of our operating expenses, for transfer agent and filing fees in the amount of $12,647, or approximately 2% of our operating expenses, for audit, accounting, and related fees of $108,265, or approximately 17% of our operating expenses, for insurance in the amount of $7,953, or approximately 1% of our operating expenses, and for consultant fees in the amount of $150,270, or approximately 24% of our operating expenses. We also spent $26,806 for investor relations services. In addition, we recognized depreciation expense of $28,926 for the nine months ended September 30, 2015. General and administrative expenses were $1,049,150 for the nine months ended September 30, 2014. Our operating expenses were mainly comprised of costs for legal services in the amount of $70,297, or approximately 7% of our operating expenses, for compensation in the amount of $120,660, or approximately 11% of our operating expenses, for transfer agent and filing fees in the amount of $11,167, or approximately 1% of our operating expenses, for audit, accounting, and related fees of $105,414, or approximately 10% of our operating expenses, for repair and maintenance services in the amount of $6,575, or approximately 1% of our operating expenses, for office expenses in the amount of $76,188, or approximately 7% of our operating expenses, for travel and entertainment in the amount of $18,871, or approximately 2% of our operating expenses and for consulting fees in the amount of $531,571, or approximately 49% of our operating expenses. We also spent $101,875 for investor relations services. In addition, we recognized depreciation expense of $31,839 for the nine months ended September 30, 2014. As noted above, operating expenses decreased during the nine months ended September 30, 2015.

Our loss from operations of $636,581 resulted from the operating expenses we incurred, as described above. Loss from operations for the nine months ended September 30, 2014 was $1,080,989.

Interest expense was $15,973 for the nine months ended September 30, 2015. Interest expense for the nine months ended September 30, 2014 was $14,959.

We acquired a 60% ownership interest in Petrosonic Albania, Sha. The net income (loss) attributable to non-controlling interest of $55,380 and $43,672 reflects the portion of the net income of Petrosonic Albania, Sha. attributable to Albnafta, the minority shareholder, for the nine months ended September 30, 2015 and 2014, respectively.

The net loss attributable to Petrosonic Energy, Inc. for the nine months ended September 30, 2015 of $597,174 reflects the net loss of the consolidated operations of Petrosonic Energy, Inc. and Petrosonic Albania, Sha. for that period after reducing the net loss by the income attributable to the non-controlling interest described above. The net loss for nine months ended September 30, 2014 was $1,052,276.

**Liquidity and Capital Resources**

As of September 30, 2015, we had cash of $186,127 compared with $444,630 at December 31, 2014. As of September 30, 2015, we had total current assets of $315,539 and total current liabilities of $1,028,570, resulting in a working capital deficit of ($713,031) on that date. We have incurred an accumulated deficit of $5,453,637.

Operating activities for the nine months ended September 30, 2015 resulted in net cash used of $365,486 compared with cash used in operations for the nine months ended September 30, 2014 of $494,187. The decrease in the use of cash was attributable primary to the decrease of the consulting cots.

Investing activities for the nine months ended September 30, 2015 resulted in net cash used of $9,341 during the nine months ended September 30, 2015 compared with cash provided by investing activities for the nine months ended September 30, 2014 of $0. The cash used for investing activities resulted from cash paid for the acquisition of property and equipment during the nine months ended September 30, 2015.

Financing activities for the nine months ended September 30, 2015 resulted in net cash provided of $0 compared with cash provided by financing activities for the nine months ended September 30, 2014 of $0.

The effects of foreign exchange resulted in a positive effect on cash of $116,324 during the nine months ended September 30, 2015 compared with a positive effect of $67,043 during the nine months ended September 30, 2014.

The change reflects the effects of the variability in the rates of exchange of the various currencies in which the Company transacted business during the periods presented.

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We will need to raise additional funds in order to continue operations and continue to execute on our business plan. Our cash needs are primarily for working capital to fund our operations and for capital equipment used in heavy oil processing. We have funded our operations through a variety of debt and equity financings. We presently operate with a level of overhead consistent with our current needs, but we will need to raise additional capital until our business generates revenues sufficient to support our operations, which may never occur. We do not have any committed current or future sources of financing. Our management is exploring a variety of options to meet our future cash requirements, including the possibility of debt financings, equity financings, and business combinations. If we fail to obtain the financing necessary to continue to execute on our business plan, we may be forced to reduce operations or possibly to cease operations.

**Trends, Events and Uncertainties**

Discussions with Sonoro Energy Ltd.

On July 27, 2012, pursuant to the terms of an Asset Purchase and Sale Agreement we acquired certain assets from Sonoro Energy Ltd., including technology relating to the treatment and upgrading of heavy oil by sonicated solvent de-asphalting, two sonic reactors and a solvent recovery system. Upon extensive testing of the Sonoro assets after the closing date, we determined that additional development was required to bring the purchased assets to the specifications that we were promised by Sonoro. We corrected the failures of the purchased assets and we are currently in discussions with Sonoro to mutually resolve our differences. If we are unable to resolve our differences amicably, we will consider pursuing our legal and equitable remedies.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a smaller reporting company we are not required to provide this information.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our principal executive officer who is also our principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, our principal executive officer/principal financial officer has concluded that our disclosure controls and procedures are not effective, due to the deficiencies in our internal controls over financial reporting described below.

We do not have an Audit Committee – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is an utmost important entity level control over our financial statements. To date we have not established an audit committee.

Insufficient documentation of financial statement preparation and review procedures - We employ policies and procedures in reconciliation of the financial statements and the financial information based on which the financial statements are prepared, however, the controls and policies we employ are not sufficiently documented.

We did not maintain proper segregation of duties for the preparation of our financial statements – The majority of the preparation of financial statements was carried out by one person. This has resulted in several deficiencies including:

I.) Significant, non-standard journal entries were prepared and approved by the same person, without being checked or approved by any other personnel.

II.) Lack of control over preparation of financial statements, and proper application of accounting policies.

We lack sufficient information technology controls and procedures – As of September 30, 2015, we lacked a proper data back-up procedure, and while backup did take place in actuality, we believe that it was not regulated by methodical and consistent activities and monitoring.

Lack of formal review process that includes multiple levels of review, resulting in several audit adjustments.

Management believes that the aforementioned material weaknesses did not impact our financial reporting or result in a material misstatement of our financial statements.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

Not applicable.

### ITEM 1A. RISK FACTORS

We incorporate herein by reference the risk factors included under Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014 which we filed with the Securities and Exchange Commission on April 15, 2015.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

### ITEM 5. OTHER INFORMATION

Not applicable.

**ITEM 6. EXHIBITS**

| Exhibit Number | Document |
|---|---|
| 3.1 | Articles of Incorporation of Petrosonic Energy, Inc. (1) |
| 3.1.1 | Articles of Amendment to Articles of Incorporation of Petrosonic Energy, Inc. (2) |
| 3.2 | Bylaws, as amended (3) |
| 10.1 | Cooperation Agreement entered into on August 14, 2014 between the registrant and Western Research Institute of Wyoming (3) |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer* |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer* |
| 32.1 | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer* |
| 101 | The following financial statements from the registrant's Quarterly Report on Form 10-Q for the nine months ended September 30, 2015, formatted in XBRL: (i) Consolidated Balance Sheets (Unaudited); (ii) Consolidated Statements of Operations (Unaudited); (iii) Consolidated Statement of Stockholders' Equity (Unaudited); (iv) Consolidated Statements of Cash Flows (Unaudited); (v) Notes to Unaudited Consolidated Financial Statements.* |

* Filed herewith.

(1) Incorporated by reference from the registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 19, 2008.

(2) Incorporated by reference from the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 16, 2012.

(3) Incorporated by reference from the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 19, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

| | |
|---|---|
| | **PETROSONIC ENERGY, INC.**<br>(Registrant) |
| Date: November 12, 2015 | By:*/s/ Art Agolli*<br>Art Agolli<br>Chief Executive Officer and Principal Financial Officer |

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