

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended: March 31, 2019

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: 001-34487

LIGHTBRIDGE CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation or organization)

91-1975651

(I.R.S. Empl. Ident. No.)

11710 Plaza America Drive, Suite 2000

Reston, VA 20190

(Address of principal executive offices, Zip Code)

(571) 730-1200

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Non-Accelerated Filer

Accelerated Filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s):	Name of Each Exchange on Which Registered:
<u>Common Stock, \$0.001 par value</u>	<u>LTBR</u>	<u>The Nasdaq Capital Market</u>

The number of shares outstanding of the issuer's common stock, as of May 7, 2019 is as follows:

Class of Securities	Shares Outstanding
<u>Common Stock, \$0.001 par value</u>	<u>36,474,663</u>

LIGHTBRIDGE CORPORATION
Form 10-Q
MARCH 31, 2019

Page

PART I – FINANCIAL INFORMATION

Item 1.	Financial Statements (unaudited)	
	<u>Unaudited Condensed Consolidated Balance Sheets as of March 31, 2019 and December 31, 2018 (unaudited)</u>	3
	<u>Unaudited Condensed Consolidated Statements of Operations for the three months ended March 31, 2019 and 2018 (unaudited)</u>	4
	<u>Unaudited Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2019 and 2018 (unaudited)</u>	5
	<u>Unaudited Condensed Consolidated Statement of Changes in Stockholders' Equity for the year ended December 31, 2018 for the three months ended March 31, 2019 (unaudited)</u>	6
	<u>Notes to Condensed Consolidated Financial Statements (unaudited)</u>	7

	Forward - Looking Statements	23
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	24
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	34
Item 4.	Controls and Procedures	34
PART II – OTHER INFORMATION		
Item 1.	Legal Proceedings	35
Item 1A.	Risk Factors	35
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	35
Item 3.	Defaults Upon Senior Securities	35
Item 4.	Mine Safety Disclosures	35
Item 5.	Other Information	35
Item 6.	Exhibits	36
SIGNATURES		37

PART I—FINANCIAL INFORMATION

Lightbridge Corporation
Unaudited Condensed Consolidated Balance Sheets

	<u>March 31,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 23,528,241	\$ 24,637,295
Other receivable from joint venture	358,801	93,253
Prepaid expenses and other current assets	194,059	36,745
Total Current Assets	24,081,101	24,767,293
Other Assets		
Patent costs	1,686,182	1,577,421
Total Assets	\$ 25,767,283	\$ 26,344,714
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 614,622	\$ 258,056
Investee losses in excess of investment	73,295	218,263
Total Current Liabilities	687,917	476,319

Commitments and contingencies – (Note 5)

Stockholders' Equity

Preferred stock, \$0.001 par value, 10,000,000 authorized shares:		
Convertible Series A preferred shares, 813,624 shares and 813,624 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively (liquidation preference \$2,687,077 and \$2,640,862 at March 31, 2019 and December 31, 2018, respectively)	813	813
Convertible Series B preferred shares, 2,666,667 and 2,666,667 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively (liquidation preference \$4,337,455 and \$4,262,855 at March 31, 2019 and December 31, 2018, respectively)	2,667	2,667
Common stock, \$0.001 par value, 100,000,000 authorized, 36,149,325 shares and 32,862,090 shares issued and outstanding as of March 31, 2019 and December 31, 2018, respectively	36,149	32,863
Additional paid-in capital	131,647,886	129,329,674
Accumulated deficit	(106,608,149)	(103,497,622)
Total Stockholders' Equity	25,079,366	25,868,395
Total Liabilities and Stockholders' Equity	\$ 25,767,283	\$ 26,344,714

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

	<u>2019</u>	<u>2018</u>
Revenue	\$ -	\$ -
Operating Expenses		
General and administrative	1,357,762	2,223,590
Research and development	922,235	911,034
Total Operating Expenses	<u>2,279,997</u>	<u>3,134,624</u>
Other Operating Income and (Loss)		
Other income from joint venture	355,281	400,343
Equity in loss from joint venture	(1,295,032)	(1,028,327)
Total Other Operating Income and Loss	<u>(939,751)</u>	<u>(627,984)</u>
Operating Loss	<u>(3,219,748)</u>	<u>(3,762,608)</u>
Other Income and (Expenses)		
Interest income	109,221	23,557
Financing costs	-	(982,436)
Total Other Income and (Expenses)	<u>109,221</u>	<u>(958,879)</u>
Loss before income taxes	(3,110,527)	(4,721,487)
Income taxes	-	-
Net loss	\$ (3,110,527)	\$ (4,721,487)
Accumulated Preferred Stock Dividend	(120,815)	(112,902)
Deemed additional dividend on preferred stock dividend due to beneficial conversion feature	(51,371)	(31,134)
Deemed dividend on issuance on Series B convertible preferred stock due to beneficial conversion feature	-	(2,624,836)
Net loss attributable to common stockholders	<u>\$ (3,282,713)</u>	<u>\$ (7,490,359)</u>
Net Loss Per Common Share,		
Basic and Diluted	<u>\$ (0.09)</u>	<u>\$ (0.39)</u>
Weighted Average Number of Common Shares Outstanding	<u>34,631,048</u>	<u>19,231,578</u>

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

Lighthbridge Corporation
Unaudited Condensed Consolidated Statements of Cash Flows

	Three Months Ended	
	March 31,	
	2019	2018
Operating Activities:		
Net Loss	\$ (3,110,527)	\$ (4,721,487)
Adjustments to reconcile net loss from operations to net cash used in operating activities:		
Stock-based compensation	335,013	1,273,035
Write off of deferred financing costs	-	982,436
Equity in loss from joint venture	1,295,032	1,028,327
Changes in operating working capital items:		
Accounts receivable - fees and reimbursable project costs	-	10,400
Other receivable from joint venture	(265,548)	(488,685)
Prepaid expenses and other assets	(157,314)	(76,545)
Accounts payable and accrued liabilities	356,566	140,567
Net Cash Used In Operating Activities	(1,546,778)	(1,851,952)
Investing Activities:		
Investment in joint venture	(1,440,000)	(5,217,000)
Patent costs	(108,761)	(94,800)
Net Cash Used In Investing Activities	(1,548,761)	(5,311,800)
Financing Activities:		
Net proceeds from the issuance of common stock	1,986,485	20,722,215
Net proceeds from the issuance of preferred stock	-	3,900,001
Net Cash Provided by Financing Activities	1,986,485	24,622,216
Net Increase (Decrease) In Cash and Cash Equivalents	(1,109,054)	17,458,464
Cash and Cash Equivalents, Beginning of Period	24,637,295	4,515,398
Cash and Cash Equivalents, End of Period	\$ 23,528,241	\$ 21,973,862
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
Non-Cash Financing Activities:		
Deemed dividend on Series B convertible preferred stock due to beneficial conversion feature	\$ -	\$ 2,624,836
Accumulated preferred stock dividend	\$ 172,186	\$ 144,036

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

[Table of Contents](#)

Lightbridge Corporation
Unaudited Condensed Consolidated Statement of Changes in Stockholders' Equity
For The Year Ended December 31, 2018 and For The Quarter Ended March 31, 2019

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance – January 1, 2018	1,020,000	\$ 1,020	-	\$ -	12,737,703	\$ 12,738	\$ 93,602,539	\$ (87,821,514)	\$ 5,794,783
Issuance of Preferred Stock	-	-	2,666,667	2,667	-	-	3,897,334	-	3,900,001
Shares issued - registered offerings – net of offering costs	-	-	-	-	10,693,535	10,694	20,711,521	-	20,722,215
Cashless exercise of stock warrants	-	-	-	-	496,644	496	(496)	-	-
Stock-based compensation	-	-	-	-	-	-	1,273,035	-	1,273,035

Net loss for the three months ended March 31, 2018	-	-	-	-	-	-	-	-	(4,721,487)	(4,721,487)
Balance – March 31, 2018	1,020,000	\$ 1,020	2,666,667	\$ 2,667	23,927,882	\$ 23,928	\$119,483,933	\$ (92,543,001)	\$26,968,547	
Shares issued - registered offerings – net of offering costs	-	-	-	-	4,568,993	4,569	5,141,932	-	5,146,501	
Stock-based compensation	-	-	-	-	-	-	148,710	-	148,710	
Conversion for payment of dividends, 111,260 preferred stock converted to 124,882 Common stock	(111,260)	(111)	-	-	-	-	111	-	-	
Shares issued in payment of dividend	-	-	-	-	124,883	125	(125)	-	-	
Net loss for the three months ended June 30, 2018	-	-	-	-	-	-	-	(3,517,013)	(3,517,013)	
Balance – June 30, 2018	908,740	\$ 909	2,666,667	\$ 2,667	28,621,758	\$ 28,622	\$124,774,561	\$ (96,060,014)	\$28,746,745	
Shares issued - registered offerings – net of offering costs	-	-	-	-	1,767,918	1,767	1,730,192	-	1,731,959	
Stock-based compensation	-	-	-	-	-	-	529,649	-	529,649	
Conversion 95,116 preferred Shares converted to 110,530 shares of Common Shares	(95,116)	(95)	-	-	110,530	111	(16)	-	-	
Shares issued in payment of dividend	-	(1)	-	-	729	1	-	-	-	
Net loss for the three months ended September 30, 2018	-	-	-	-	-	-	-	(4,214,586)	(4,214,586)	
Balance – September 30, 2018	813,624	\$ 813	2,666,667	\$ 2,667	30,500,935	\$ 30,501	\$127,034,386	\$(100,274,600)	\$26,793,767	
Shares issued - registered offerings – net of offering costs	-	-	-	-	2,361,155	2,362	1,866,777	-	1,869,139	
Stock-based compensation	-	-	-	-	-	-	428,511	-	428,511	

Net loss for the three months ended December 31, 2018	-	-	-	-	-	-	-	-	(3,223,022)	(3,223,022)
Balance – December 31, 2018	813,624	\$ 813	2,666,667	\$ 2,667	32,862,090	\$ 32,863	\$129,329,674	\$(103,497,622)	\$25,868,395	
Shares issued - registered offerings – net of offering costs	-	-	-	-	3,287,235	3,286	1,983,199	-	1,986,485	
Stock-based compensation	-	-	-	-	-	-	335,013	-	335,013	
Net loss for the three months ended March 31, 2019	-	-	-	-	-	-	-	-	(3,110,527)	(3,110,527)
Balance – March 31, 2019	813,624	\$ 813	2,666,667	\$ 2,667	36,149,325	\$ 36,149	\$131,647,886	\$(106,608,149)	\$25,079,366	

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

[Table of Contents](#)

LIGHTBRIDGE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1. Basis of Presentation, Summary of Significant Accounting Policies, and Nature of Operations

Basis of presentation

The accompanying unaudited condensed consolidated financial statements of Lightbridge Corporation and its subsidiaries have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission, or the SEC, including the instructions to Form 10-Q and Regulation S-X. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America, including a summary of the Company's significant accounting policies, have been condensed or omitted from these statements pursuant to such rules and regulations and, accordingly, they do not include all the information and notes necessary for comprehensive consolidated financial statements and should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2018, included in our Annual Report on Form 10-K for the year ended December 31, 2018.

In the opinion of the management of the Company, all adjustments, which are of a normal recurring nature, necessary for a fair statement of the results for the three-month period have been made. Results for the interim period presented are not necessarily indicative of the results that might be expected for the entire fiscal year. When used in these notes, the terms "Lightbridge", "Company," "we," "us" or "our" mean Lightbridge Corporation and all entities included in our condensed consolidated financial statements.

The Company was formed on October 6, 2006, when Thorium Power, Ltd., which was incorporated in the state of Nevada on February 2, 1999, merged with Thorium Power, Inc., ("TPI"), which was incorporated in the state of Delaware on January 8, 1992. On September 29, 2009, the Company changed its name from Thorium Power, Ltd. to Lightbridge Corporation and began its focus on developing and commercializing metallic nuclear fuels. We are a nuclear fuel technology Company developing and commercializing next generation nuclear fuel technology.

Liquidity

The Company has adopted Accounting Standards Codification, ("ASC"), 205-40, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This guidance amended the existing requirements for disclosing information about an entity's ability to continue as a going concern and explicitly requires management to assess an entity's ability to continue as a going concern and to provide related disclosure in certain circumstances. This guidance was effective for annual reporting periods ending after December 15, 2016, and for annual and interim reporting periods thereafter. The following information reflects the results of management's assessment, plans, and conclusion of the Company's ability to continue as a going concern.

At March 31, 2019, the Company had \$23.5 million in cash and had a working capital surplus of approximately \$23.4 million. The

Company believes that its current financial resources, as of the date of the issuance of these financial statements, are sufficient to fund its current 12 month operating budget, alleviating the substantial doubt raised by our historical operating results and satisfying our estimated liquidity needs 12 months from the issuance of these financial statements.

[Table of Contents](#)

The Company had expended substantial funds on its research and development activities to date and expects to increase this spending through its equity contributions to its joint venture company Enfission, LLC. The Company's net cash used in operating activities during the three months ended March 31, 2019 was approximately \$1.5 million, and current projections indicate that the Company will have continued negative cash flows for the foreseeable future. Net losses incurred for the three months ended March 31, 2019 and 2018 amounted to approximately \$3.1 million and \$4.7 million, respectively. As of March 31, 2019, the Company has an accumulated deficit of approximately \$106.6 million, representative of recurring losses since inception. The Company has incurred recurring losses since inception because it is a development stage nuclear fuel development company. The Company expects to continue to incur losses due to the costs and expenses related to the Company's research and development expenses and corporate general and administrative expenses.

The amount of cash and cash equivalents on the balance sheet as of the date of this filing is approximately \$23 million. The Company also may consider other plans to fund operations including: (1) raising additional capital through equity issuances, debt financings or from other sources; (2) additional funding through new relationships to help fund future research and development costs (e.g., potential Department of Energy funding); and (3) other capital raises. The Company may issue securities, including common stock, preferred stock, and stock purchase contracts through private placement transactions or registered public offerings, pursuant to its registration statement on Form S-3 filed with the SEC on March 15, 2018 and declared effective on March 23, 2018. There can be no assurance as to the availability or terms upon which financing and capital might be available. The Company's future liquidity needs, and ability to address those needs, will largely be determined by the success of the development of its nuclear fuel and key nuclear development and regulatory events and its business decisions in the future.

Equity Method Investment – Enfission, LLC - Joint Venture with Framatome Inc.

In January 2018, Lightbridge and Framatome Inc., a subsidiary of Framatome SAS (formerly part of AREVA SAS), finalized and launched Enfission, LLC ("Enfission"), a 50-50 joint venture company, to develop, license, and sell nuclear fuel assemblies based on Lightbridge-designed metallic fuel technology and other advanced nuclear fuel intellectual property. Framatome SAS and Framatome Inc. (collectively "Framatome") is a global leader in designing, building, servicing, and fueling reactor fleet and advancing nuclear energy and is majority owned by Électricité de France, the world's largest owner and operator of nuclear power plants. Lightbridge and Framatome began joint fuel development and regulatory licensing work under previously signed agreements initiated in March 2016. The joint venture Enfission is a Delaware-based limited liability company that was formed on January 24, 2018.

Management has determined that its investment in Enfission should be accounted for under the equity method of accounting. Under the equity method of accounting, an investee company's accounts are not reflected within the Company's consolidated balance sheets and consolidated statements of operations; however, the Company's share of the losses of the investee company is reported in the "Equity in loss from joint venture" line item in the consolidated statements of operations, and the Company's carrying value in an equity method investee company is reported in the "Investment in joint venture" or "Investee losses in excess of investment" line item in the consolidated balance sheets.

The Company allocates income (loss) utilizing the hypothetical liquidation book value ("HLBV") method, in which the Company allocates income or loss based on the change in each JV member's claim on the net assets of the JV's operating agreement at period end after adjusting for any distributions or contributions made during such period. The Company uses this method because of the difference between the distribution rights and priorities set forth in the Enfission operating agreement and what is reflected by the underlying percentage ownership interests of the Joint Venture.

[Table of Contents](#)

We evaluate on a quarterly basis, whether our investment accounted for under the equity method of accounting, has an other than temporary impairment ("OTTI"). An OTTI occurs when the estimated fair value of an investment is below the carrying value and the difference is determined not likely to be recoverable. This evaluation requires significant judgment regarding, but not limited to, the severity and duration of the impairment; the ability and intent to hold the security until recovery; financial condition, liquidity, and

near-term prospects of the issuer; specific events; and other factors.

Basis of Consolidation

These condensed consolidated financial statements include the accounts of Lightbridge, a Nevada corporation, and our wholly-owned subsidiaries, TPI, a Delaware corporation and Lightbridge International Holding LLC, a Delaware limited liability company. All significant intercompany transactions and balances have been eliminated in consolidation. Translation gains and losses for the three months ended March 31, 2019 and 2018 were not significant.

As of January 24, 2018, the Company owns a 50% interest in Enfission – accounted for using the equity method of accounting (see Note 3. Investment in Joint Venture / Investee Losses in Excess of Investment). Enfission is deemed to be a variable interest entity (“VIE”) under the VIE model of consolidation because it currently does not have sufficient funds to finance its operations and will require significant additional equity or subordinated debt financing. The Company has determined that it is not the primary beneficiary of the VIE since it does not have the power to direct the activities that most significantly impact the VIE’s performance.

In determining whether the Company is the primary beneficiary and whether it has the right to receive benefits or the obligation to absorb losses that could potentially be significant to the VIE, the Company evaluates all its economic interests in the entity, regardless of form. This evaluation considers all relevant factors of the entity’s structure including the entity’s capital structure, contractual rights to earnings (losses) as well as other contractual arrangements that have potential to be economically significant. Although the Company has the obligation to absorb the losses as of this reporting period, it has concluded that it is not the primary beneficiary since the major decision making for all significant economic activities require the approval of both the Company and Framatome. The significant economic activities identified were financing activities; research and development activities; licensing activities; manufacturing of fuel assembly product activities; and marketing and sales activities. The evaluation of each of these factors in reaching a conclusion about the potential significance of our economic interests and control is a matter that requires the exercise of professional judgment.

Certain Risks, Uncertainties and Concentrations

The Company is an early stage company and will likely need additional funding by way of strategic alliances, government grants, further offerings of equity securities, an offering of debt securities, or a financing through a bank in order to support the remaining research and development activities required to further enhance and complete the development of our fuel products to a commercial stage.

The Company participates in a government-regulated industry. Our operating results are affected by a wide variety of factors including decreases in the use or public favor of nuclear power, the need for additional research and development of our metallic fuel, and our ability to protect our intellectual property. Due to these factors, we may experience substantial period-to-period fluctuations in our future operating results. Potentially, a loss of a key officer, key management, and other personnel could impair our ability to successfully execute our business strategy, particularly when these individuals have acquired specialized knowledge and skills with respect to nuclear power and our operations.

[Table of Contents](#)

Our future operations and earnings may depend on the results of the Company’s operations outside the United States, including some of its research and development activities. There can be no assurance that the Company will be able to successfully continue to conduct such operations, and a failure to do so would have a material adverse effect on the Company’s research and development activities, financial position, results of operations, and cash flows. Also, the success of the Company’s operations will be subject to other numerous contingencies, some of which are beyond management’s control. These contingencies include general and regional economic conditions, competition, changes in government regulations and support for nuclear power, changes in accounting and taxation standards, inability to achieve overall long-term goals, future impairment charges, and global or regional catastrophic events. The Company may be subject to various additional political, economic, and other uncertainties.

Cash and Cash Equivalents

The Company may at times invest its excess cash in savings accounts and US Treasury Bills. It classifies all highly liquid investments with stated maturities of three months or less from date of purchase as cash equivalents and all highly liquid investments with stated maturities of greater than three months as marketable securities. The Company holds cash balances in excess of the federally insured limits of \$250,000. It deems this credit risk not to be significant as cash is held by three prominent financial institutions in 2019 and 2018. The Company buys and holds short-term US Treasury Bills from Treasury Direct to maturity. US Treasury Bills totaled approximately \$10.0 million and \$10.0 million at March 31, 2019 and December 31, 2018, respectively. The remaining \$13.5 million and \$14.6 million at March 31, 2019 and December 31, 2018, respectively, are on deposit with three notable financial institutions with substantially all of the \$13.5 million with one financial institution. Total cash and cash equivalents held, as reported on the accompanying condensed consolidated balance sheets, totaled approximately \$23.5 million and \$24.6 million at March 31, 2019 and

December 31, 2018, respectively.

Beneficial Conversion Feature of Convertible Preferred Stock

The Company accounts for the beneficial conversion feature on its convertible preferred stock in accordance with ASC 470-20, *Debt with Conversion and Other Options*. The Beneficial Conversion Feature (“BCF”) of convertible preferred stock is normally characterized as the convertible portion or feature that provides a rate of conversion that is below market value or in-the-money when issued. The Company records a BCF related to the issuance of convertible preferred stock when issued. Beneficial conversion features that are contingent upon the occurrence of a future event are recorded when the contingency is resolved.

To determine the effective conversion price, the Company first allocates the proceeds received to the convertible preferred stock and then uses those allocated proceeds to determine the effective conversion price. If the convertible instrument is issued in a basket transaction (i.e. issued along with other freestanding financial instruments), the proceeds should first be allocated to the various instruments in the basket. The intrinsic value of the conversion option should be measured using the effective conversion price for the convertible preferred stock on the proceeds allocated to that instrument. The effective conversion price represents proceeds allocable to the convertible preferred stock divided by the number of shares into which it is convertible. The effective conversion price is then compared to the per share fair value of the underlying common shares on the commitment date. The accounting for a BCF requires that the BCF be recognized by allocating the intrinsic value of the conversion option to additional paid-in capital, resulting in a discount on the convertible preferred stock. This discount should be accreted from the date on which the BCF is first recognized through the earliest conversion date for instruments that do not have a stated redemption date. The intrinsic value of the BCF is recognized as a deemed dividend on convertible preferred stock over a period specified in the guidance. In the case of both the Series A and Series B preferred shares, the holders of the shares had the right to convert beginning at the date of issuance with the result that the accretion of the related BCF was recognized immediately at issuance.

Table of Contents

When the Company’s preferred stock has dividends that are paid-in-kind (“PIK”) (i.e. the holder is paid in additional shares or liquidation/dividend rights), and either (1) neither the Company nor the holder has the option for the dividend to be paid in cash, or (2) the PIK amounts do not accrue to the holder if the instrument is converted prior to the PIK amount otherwise being accrued or due, additional BCF is recognized as dividends accrue to the extent that the per share fair value of the underlying common shares at the commitment date exceeds the conversion price.

Recently Adopted Accounting Pronouncements

Compensation – Stock Compensation — In June 2018, the FASB issued ASU 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 allows companies to account for nonemployee awards in the same manner as employee awards. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those annual periods. The Company elected the early adoption of this ASU on July 1, 2018. The adoption of ASU 2018-07 did not have a material impact on the Company’s financial position, results of operations or cash flows.

Leases — In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 amends existing lease accounting guidance and requires recognition of most lease arrangements on the balance sheet. The adoption of this standard resulted in the Company recognizing a right-of-use asset representing its rights to use the underlying asset for the lease term with an offsetting lease liability. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. The adoption of this standard did not have a material impact on the Company’s financial position, results of operations or cash flows.

ASU 2018-09, Codification Improvements — This ASU represents changes in various Subtopics to clarify, correct errors, or make minor improvements. The amendments are not expected to have a significant effect on current accounting practice. Subtopics impacted by this ASU that are relevant to the Company include *Subtopic 220-10 Income Statement — Reporting Comprehensive Income-Overall*, *Subtopic 718-740 Compensation — Stock Compensation-Income Taxes*, *Subtopic 805-740 Business Combinations — Income Taxes*, and *Subtopic 820-10 Fair Value Measurement-Overall*. Many of the amendments within this ASU do not require transition and are effective upon issuance. However, some are not effective until fiscal years beginning after December 15, 2018. The amendments within this ASU did not have a material impact on the Company’s condensed consolidated financial statements or the related footnote disclosures.

Recent Accounting Pronouncements – To Be Adopted

Intangibles, Goodwill and Other — In January 2017, the FASB issued ASU 2017-04, *Intangibles – Goodwill and Other (Topic 350) – Simplifying the Test for Goodwill Impairment*. To simplify the subsequent measurement of goodwill, ASU 2017-04 eliminates Step 2 from the goodwill impairment test. In computing the implied fair value of goodwill under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Instead, ASU 2017-04 requires an entity to perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. ASU 2017-04 also eliminates the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. Therefore, the same impairment assessment applies to all reporting units. An entity is required to disclose the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the

quantitative impairment test is necessary. ASU 2017-04 is effective for fiscal years beginning after December 15, 2019. The Company will adopt ASU 2017-04 commencing in the first quarter of fiscal 2020. The Company does not believe this standard will have a material impact on its condensed consolidated financial statements or the related footnote disclosures.

[Table of Contents](#)

ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement — This ASU modifies the disclosure requirements on fair value measurements in Topic 820, including the removal, modification to, and addition of certain disclosure requirements. This ASU will be effective for fiscal years beginning after December 15, 2019 with early adoption permitted. The majority of the disclosure changes are to be applied on a prospective basis. Although this ASU has a significant impact to the Company's fair value disclosures, no additional impact is expected to the Company's condensed consolidated financial statements.

The Company does not believe that other standards, which have been issued but are not yet effective, will have a significant impact on its financial statements.

Note 2. Net Loss Per Share

Basic net loss per share is computed using the weighted-average number of common shares outstanding during the period except that it does not include unvested common shares subject to repurchase or cancellation. Diluted net income per share is computed using the weighted-average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of stock options, warrants, restricted shares, and unvested common shares subject to repurchase or cancellation. The dilutive effect of outstanding stock options, restricted shares, restricted stock units, and warrants is not reflected in diluted earnings per share because we incurred net losses for the three months ended March 31, 2019 and 2018, and the effect of including these potential common shares in the net loss per share calculations would be anti-dilutive and are therefore not included in the calculations.

Note 3. Investment in Joint Venture (Investee Losses in Excess of Investment)

Pursuant to the Enfission operating agreement, both partners agreed that Enfission will serve as an exclusive vehicle to develop, license, and sell nuclear fuel assemblies based on Company-designed metallic fuel technology and other advanced nuclear fuel intellectual property licensed to Enfission by the Company and Framatome or their affiliates. The joint venture builds on the joint fuel development and regulatory licensing work under previously signed agreements initiated in March 2016.

The Enfission operating agreement provided that the Company and Framatome each hold 50% of the total issued Class A voting membership units of the joint venture.

The Company's equity in losses in excess of its investment are accounted for under the equity method consisted of the following as of March 31, 2019 (rounded in millions):

Investment Name	Ownership Interest	Carrying Amount
Enfission, LLC	50%	
Total contributions		\$ 7.0
Less: Share of the loss in investment in Enfission		(7.1)
Equity losses in excess of investment		\$ (0.1)

[Table of Contents](#)

The Company invested approximately \$7.0 million in Enfission and Framatome invested approximately \$2.5 million for the period from January 24, 2018 (Date of Inception of Enfission) to March 31, 2019. The cash balance in Enfission at March 31, 2019 was approximately \$3.1 million. During the three months ended March 31, 2019, Enfission incurred a loss of approximately \$2.0 million, and accordingly, the Company recorded its share of the loss in investment in Enfission, in accordance with the provisions in the joint

venture operating agreement, of approximately \$1.3 million in the accompanying condensed consolidated statement of operations. The Company's share of the joint venture losses for the three months ended March 31, 2019 have exceeded its capital contributions by approximately \$73,000 and as a result, in accordance with equity method accounting, its share of the equity losses in excess of the equity contributions made in 2019 have been recorded as investee loss in excess of investment, under the current liability section of the accompanying balance sheets.

The Company was committed to fund Enfission for its share of Enfission's liabilities at March 31, 2019. The Company expects to continue providing additional equity contributions in 2019 and for the foreseeable future.

Summarized balance sheet information for the Company's equity method investee Enfission as of March 31, 2019 and December 31, 2018 is presented in the following table (rounded in millions):

	March 31, 2019	December 31, 2018
Assets		
Cash	\$ 3.1	\$ 0.7
Other current assets	0.4	0.7
Total assets	<u>\$ 3.5</u>	<u>\$ 1.4</u>
Liabilities and equity		
Total liabilities	\$ 3.7	\$ 1.9
Equity	(0.2)	(0.5)
Total liabilities and equity	<u>\$ 3.5</u>	<u>\$ 1.4</u>

Summarized income statement information for the Company's equity method investee Enfission is presented in the following table for the three months ended March 31, 2019 and for the period from January 24, 2018 (Date of Inception) to March 31, 2018 (rounded in millions):

	For the three Months ended March 31, 2019	For the period from January 24, 2018 (Date of Inception) to March 31, 2018
	(Unaudited)	(Unaudited)
Net sales and revenue	\$ 0.0	\$ 0.0
Research and development costs	1.7	0.9
Administrative expenses	0.3	0.1
Total Operating Loss	\$ 2.0	\$ 1.0
Loss from operations	\$ 2.0	\$ 1.0
Net loss	<u>\$ 2.0</u>	<u>\$ 1.0</u>

As of March 31, 2019 and December 31, 2018, the total receivable due from Enfission was approximately \$0.4 million and \$0.1 million, respectively, which represents all consulting fees Lightbridge charged to Enfission and reimbursable expenses paid by Lightbridge on Enfission's behalf (see Note 8. Related Party Transactions). Based on an evaluation of this equity method investment, we determined that no OTTI has occurred as of March 31, 2019.

[Table of Contents](#)

Note 4. Accounts Payable and Accrued Liabilities

Accounts payable and accrued expenses consisted of the following (rounded in millions):

	March 31, 2019	December 31, 2018
Trade payables	\$ 0.1	\$ 0.1
Accrued expenses and other	0.3	0.2
Accrued bonuses	0.2	0.0
Total	<u>\$ 0.6</u>	<u>\$ 0.3</u>

Note 5. Commitments and Contingencies

Commitments

Operating Leases

The Company leases office space for a 12-month term with a monthly rent payment of approximately \$15,000 per month for office rent. The term of the lease extends through December 31, 2019.

The future minimum lease payments required under the non-cancellable operating leases are as follows (rounded in millions):

<u>Year ending December 31,</u>	<u>Amount</u>
2019	\$ 0.1
Total minimum payments required	\$ 0.1

Contingency

Litigation

A former Chief Financial Officer of the Company filed a complaint against the Company with the US Occupational Safety and Health Administration on March 9, 2015. This complaint was closed and dismissed by OSHA in January 2018 without any findings against the Company. On March 14, 2018 an appeal was filed and the Company will vigorously defend this appeal and believes that this appeal hearing will not result in any findings against the Company. As of March 31, 2019 and December 31, 2018, legal fees of approximately \$11,000 and \$4,000 were owed, respectively, and are expected to be paid in full by the Company's insurance carriers.

Note 6. Research and Development Costs

Lightbridge's total corporate research and development costs, included in the caption research and development expenses in the accompanying condensed consolidated statement of operations amounted to approximately \$0.9 million for each of the three months ended March 31, 2019 and 2018. See Note 8 – Related Party Transactions regarding consulting fees charged to Enfission for research and development expenses incurred by Lightbridge on behalf of Enfission.

[Table of Contents](#)

Note 7. Stockholders' Equity and Stock-Based Compensation

At March 31, 2019, there were 36,149,325 common shares outstanding, and there were also outstanding warrants relating to 844,337 shares of common stock, stock options relating to 5,342,192 shares of common stock, 813,624 shares of Series A convertible preferred stock convertible into 813,624 shares of common stock (plus accrued dividends of \$453,597 relating to an additional 165,239 common shares), and 2,666,667 shares of Series B convertible preferred stock convertible into 2,666,667 shares of common stock (plus accrued dividends of \$337,456, relating to an additional 224,970 common shares), all totaling 46,206,354 shares of common stock and all common stock equivalents, including accrued preferred stock dividends, outstanding at March 31, 2019.

At December 31, 2018, there were 32,862,090 common shares outstanding, and there were also outstanding warrants relating to 844,337 shares of common stock, stock options relating to 5,604,154 shares of common stock, 813,624 shares of Series A convertible preferred stock convertible into 813,624 shares of common stock (plus accrued dividends of \$407,382 relating to an additional 148,403 common shares), and 2,666,667 shares of Series B convertible preferred stock convertible into 2,666,667 shares of common stock (plus accrued dividends of \$262,856, relating to an additional 175,237 common shares), all totaling 43,114,512 shares of common stock and all common stock equivalents, including accrued preferred stock dividends, outstanding at December 31, 2018.

Common Stock Equity Offerings

ATM Offering

On March 30, 2018, the Company entered into an at-the-market issuance sales agreement ("2018 ATM") with B. Riley FBR, Inc. (the "Distribution Agent"), pursuant to which the Company could issue and sell shares of its common stock from time to time through the

Distribution Agent as the Company's sales agent. Sales of the Company's common stock through the Distribution Agent were made by any method that is deemed to be an "at-the-market" equity offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended, pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-223674), the base prospectus filed as part of such registration statement and the prospectus supplement dated March 30, 2018, which registered the offer and sale of up to \$50 million of common stock under this 2018 ATM. Effective March 29, 2019, the Company and the Distribution Agent terminated this 2018 ATM agreement.

Sales under this 2018 ATM that were made during the quarter ended March 31, 2019 were 3.3 million shares that totaled gross proceeds of approximately \$2.0 million. The Company records its ATM sales on a settlement date basis. A total of 0.3 million shares sold on March 28, 2019 and March 29, 2019, for total gross proceeds of \$0.2 million, were recorded with settlement dates in the first week in April 2019.

On January 24, 2018, January 26, 2018, February 7, 2018, and March 2, 2018, the Company filed prospectus supplements registering an aggregate amount of approximately \$22.6 million under the prior at-the-market ("ATM") agreement with B. Riley FBR, Inc. The Company received approximately \$20.7 million of net proceeds from its ATM during the three months ended March 31, 2018 under these above-mentioned prospectus supplements.

Preferred Stock Equity Offerings

Series B Preferred Stock - Securities Purchase Agreement

On January 30, 2018, the Company issued 2,666,667 shares of newly created Non-Voting Series B Convertible Preferred Stock (the "Series B Preferred Stock") and associated warrants to purchase up to 666,664 shares of the Company's common stock to the several purchasers for approximately \$4.0 million or approximately \$1.50 per share of Series B Preferred Stock and associated 0.25 of a warrant. Dividends accrue on the Series B Preferred Stock at the rate of 7% per year and will be paid in-kind through an increase in the liquidation preference per share. The liquidation preference, initially \$1.50 per share of Series B Preferred Stock, is the base that is also used to determine the number of common shares into which the Series B Preferred Stock will convert as well as the calculation of the 7% dividend. Each share of Series B Preferred Stock is convertible at the option of the holder into such number of shares of the Company's common stock equal to the liquidation preference divided by the conversion price of \$1.50 per share subject to adjustments in the case of stock splits and stock dividends.

[Table of Contents](#)

Holders of the Series B Preferred Stock are also entitled to participating dividends whenever dividends in cash securities (other than shares of the Company's common stock paid on shares of common stock) or property are paid on common shares or shares of Series A Preferred Stock. The amount of the dividends will equal the amount to which the holder would be entitled if all shares of Series B Preferred Stock had been converted to common stock immediately prior to the record date.

The warrants had a per share of common stock exercise price of \$1.875. The warrants were exercisable upon issuance and expired six months after issuance on July 30, 2018. Warrants were also issued to the investment bank who introduced these investors, which were subsequently transferred to the principal of the investment bank, entitling the holder to purchase 133,432 common shares in the Company at an exercise price of \$1.50 per share, up to and including January 30, 2021. On February 6, 2017 the Company entered into an agreement with this investment bank. The agreement calls for monthly retainer payments of \$15,000, which are credited against any transaction introductory fee earned by the investment bank. This agreement calls for a 7% transaction introductory fee and warrants equal to 5% of the total transaction amount, at a strike price equal to the offering price for a three-year term.

The holders of the Series B Preferred Stock have no voting rights. In addition, as long as the shares of Series A Preferred Stock are outstanding, the Company may not take certain actions without first having obtained the affirmative vote or waiver of the holders of a majority of the outstanding shares of Series B Preferred Stock. The Company has the option at any time after August 2, 2019 to redeem some or all of the outstanding Series B Preferred Stock for an amount in cash equal to the liquidation preference plus the amount of any accrued but unpaid dividends of the Series B Preferred Stock being redeemed. The holders of the Series B Preferred Stock do not have the ability to require the Company to redeem the Series B Preferred Stock.

The accumulated dividend (unpaid) at March 31, 2019 and December 31, 2018 was approximately \$0.3 million. The liquidation preference of the Series B Preferred Stock at March 31, 2019 was approximately \$4.3 million, which includes the accumulated dividend.

The Company has the option of forcing the conversion of all or part of the Series B Preferred Stock if at any time the average closing price of the Company's common stock for a thirty-trading day period is greater than \$5.4902 prior to August 2, 2019 or greater than \$8.2353 at any time. The Company can only exercise this option if it also requires the conversion of the Series A Preferred Stock in the same proportion as it is requiring of the Series B Preferred Stock.

Of the \$4 million proceeds, approximately \$0.3 million was allocated to the warrants with the remaining \$3.7 million allocated to the Series B Preferred Stock. The Series B Preferred Stock was initially convertible into 2,666,667 shares of common stock. The average of the high and low market prices of the common stock on January 30, 2018, the date of the closing of the sale of the preferred stock, was approximately \$2.34 per share. At \$2.34 per share the common stock into which the Series B Preferred Stock was initially convertible was valued at approximately \$6.2 million. This amount was compared to the \$3.6 million of proceeds allocated to the Series B Preferred Stock to indicate that a BCF of approximately \$2.6 million existed at the date of issuance, which was immediately accreted as a deemed dividend because the conversion rights were immediately effective. This deemed dividend is included on the statement of operations for the three months ended March 31, 2018.

[Table of Contents](#)

Additionally, comparison of the \$1.50 conversion price of the PIK dividends to the \$2.34 commitment date fair value per share indicates that each PIK dividend will accrete \$0.84 of BCF as an additional deemed dividend for every \$1.50 of PIK dividend accrued. Total deemed dividends for this PIK dividend as of March 31, 2019 and December 31, 2018 was approximately \$0.2 million and \$0.1 million dollars, respectively.

Series A Preferred Stock - Securities Purchase Agreement

On August 2, 2016, the Company issued 1,020,000 shares of newly created Non-Voting Series A Convertible Preferred Stock (the "Series A Preferred Stock") to General International Holdings, Inc. for \$2.8 million or approximately \$2.75 per share. Dividends accrue on the Series A Preferred Stock at the rate of 7% per year and will be paid in-kind through an increase in the liquidation preference per share. The liquidation preference, initially \$2.7451 per share of Series A Preferred Stock, is the base that is also used to determine the number of common shares into which the Series A Preferred Stock will convert as well as the calculation of the 7% dividend. Each share of Series A Preferred Stock is convertible at the option of the holder into such number of shares of the Company's common stock equal to the liquidation preference divided by the conversion price of \$2.7451 per share subject to adjustments in the case of stock splits and stock dividends.

Holders of the Series A Preferred Stock are also entitled to participating dividends whenever dividends in cash securities (other than shares of the Company's common stock) or property are paid on common shares. The amount of the dividends is the amount to which the holder would be entitled if all shares of Series A Preferred Stock had been converted to common stock immediately prior to the record date.

On September 30, 2018 the holders of the Series A Preferred Shares were issued 729 common shares in payment of the dividend for the month of April 2018. On the same date, the holders of the Series A Preferred Shares converted 95,116 preferred shares into 110,530

common shares. On April 30, 2018, the holders of the Series A Preferred Shares converted 111,260 preferred shares into 124,882 common shares.

The accumulated dividend (unpaid) at March 31, 2019 and December 31, 2018 was approximately \$0.5 million and \$0.4 million, respectively. The Series A Preferred Shares outstanding as of March 31, 2019 was 813,624 shares with a liquidation preference of approximately \$2.7 million, including accumulated dividends, while the Series A Preferred Shares outstanding as of December 31, 2018 was 813,624 shares with a liquidation preference of approximately \$2.6 million, including accumulated dividends.

The Company has the option of forcing the conversion of the Series A Preferred Stock if the trading price for the Company's common stock is more than two times the applicable conversion price (approximately \$2.75 per share) before the third anniversary of the issuance of the Series A Preferred Stock, or if the trading price is more than three times the applicable conversion price following the third anniversary of issuance. The Company may also redeem the Series A Preferred Stock following the third anniversary of the issuance.

The Series A Preferred Stock was initially convertible into 1,020,000 shares of common stock. The average of the high and low market prices of the common stock on August 6, 2016, the date of the closing of the sale of the Series A Preferred Stock, was approximately \$3.315 per share. At \$3.315 per share the common stock into which the Series A Preferred Stock was initially convertible was valued at approximately \$3.4 million. This amount was compared to the \$2.8 million of proceeds of the Series A Preferred Stock to indicate that a BCF of approximately \$0.6 million existed at the date of issuance in 2016, which was immediately accreted as a deemed dividend because the conversion rights were immediately effective.

[Table of Contents](#)

Additionally, comparison of the \$2.7451 conversion price of the PIK dividends to the \$3.315 commitment date fair value per share indicates that each PIK dividend will accrete \$0.5699 of BCF as an additional deemed dividend for every \$2.7451 of PIK dividend accrued. Total deemed dividends for this PIK dividend as of March 31, 2019 and December 31, 2018 was approximately \$0.1 million and \$0.1 million dollars, respectively.

The holders of the Series A Preferred Stock have no voting rights. In addition, as long as 255,000 shares of Series A Preferred Stock are outstanding, the Company may not take certain actions without first having obtained the affirmative vote or waiver of the holders of a

majority of the outstanding shares of Series A Preferred Stock. The Company has the option at any time after August 2, 2019 to redeem some or all of the outstanding Series A Preferred Stock for an amount in cash equal to the liquidation preference plus the amount of any accrued but unpaid dividends of the Series A Preferred Stock being redeemed. The holders of the Series A Preferred Stock do not have the ability to require the Company to redeem the Series A Preferred Stock.

Warrants

<i>Outstanding Warrants</i>	March 31, 2019	December 31, 2018
Issued to Investors on October 25, 2013, entitling the holders to purchase 250,000 common shares in the Company at an exercise price of \$11.50 per common share up to and including April 24, 2021. In 2016, 59,450 of these warrants were exchanged for common stock, and all remaining warrant holders agreed to new warrant terms, which excluded any potential net cash settlement provisions in exchange for a reduced exercise price of \$6.25 per share.	163,986	163,986
Issued to Investors on November 17, 2014, entitling the holders to purchase 546,919 common shares in the Company at an exercise price of \$11.55 per common share up to and including May 16, 2022. On June 30, 2016, the warrant holders agreed to new warrant terms, which excluded any potential net cash settlement provisions in order to classify them as equity in exchange for a reduced exercise price of \$6.25 per share.	546,919	546,919
Issued to an investment bank and subsequently transferred to a principal of the investment bank regarding the Series B Preferred Stock investment on January 30, 2018, entitling the holder to purchase 133,432 common shares in the Company at an exercise price of \$1.50 per share, up to and including January 30, 2021.	133,432	133,432
Total	844,337	844,337

Stock-based Compensation – Stock Options

2015 Equity Incentive Plan

On March 25, 2015, the Compensation Committee and Board of Directors approved the Lightbridge Corporation 2015 Equity Incentive Plan (the “2015 Plan”) to authorize grants of (a) Incentive Stock Options, (b) Non-qualified Stock Options, (c) Stock Appreciation Rights, (d) Restricted Awards, (e) Performance Share Awards, and (f) Performance Compensation Awards to the employees, consultants, and directors of the Company. The 2015 Plan initially authorized a total of 600,000 shares to be available for grant under the 2015 Plan, of which the amount was increased to 1,400,000 shares in May 2016, 2,900,000 shares in May 2017, and 6,300,000 shares in May 2018.

and 5,604,154, of which 3,673,176 and 3,935,138 of these options were vested at March 31, 2019 and December 31, 2018, respectively.

The components of stock-based compensation expense included in the Company's condensed consolidated statements of operations for the three months ended March 31, 2019 and 2018 are as follows:

	Three Months ended	
	March 31,	
	2019	2018
Research and development expenses	\$ 170,134	\$ 503,217
General and administrative expenses	164,879	769,818
Total stock-based compensation expense	\$ 335,013	\$ 1,273,035

Long-Term Non-Qualified Option Grants

In August 2018 the Compensation Committee of the Board of Directors granted long-term non-qualified stock options relating to 1,752,791 shares to employees, consultants, and directors of the Company. These stock options have a strike price of \$0.90. Out of this total, approximately 1,540,263 stock options were issued to employees and consultants. These non-qualified stock options contain service, performance and market conditions of which one must be achieved in order for the options to vest. The service condition vests one-third annually over a 3-year period with accelerated vesting of these options occurring upon applicable performance or market conditions being satisfied by certain milestone dates. Accelerated vesting of these option grants to employees and consultants would occur upon achievement of either of the following performance and market-based milestones:

1. The Company's closing stock price is above \$3 per share for 10 consecutive trading days by December 31, 2019.
2. The Company secures at least \$5 million of funding from the Department of Energy by June 30, 2019.

The remaining approximately 212,528 stock options were service based options issued to the directors of the Company that vest over a one-year period on the anniversary date of the grant. All options granted have a 10-year contractual term.

In accordance with ASC 718, awards with service, market and performance conditions for the employees and consultants were assigned a fair value of \$0.69 per share and the awards with service conditions for the directors of the Company were assigned a fair value of \$0.70 per share (total value of \$1.2 million). The value was determined using a Monte Carlo simulation. The following assumptions were used in the Monte Carlo simulation model:

Expected volatility	90%
Risk free interest rate	2.84%
Dividend yield rate	0%
Weighted average years	9.8
	months
Closing price per share – common stock	\$ 0.88

The weighted average years remaining of expected life was itself calculated based on a Monte Carlo simulation under which it was assumed that the options would be exercised, if vested, when the stock reached a price of \$4.50, otherwise they would be exercised at expiration, if in the money. The Company determined that it was not probable that the outcome of the above performance-based milestone (i.e., DOE funding) would be met prior to the annual vesting dates. In accordance with ASC 718-10-55-104 the Company then based the amortization period for the compensation expense on the shorter of the explicit service periods or the "derived service period" based solely on the market condition.

[Table of Contents](#)

Stock option transactions to the employees, directors and consultants are summarized as follows for the three months ended March 31, 2019:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
Beginning of the period	5,604,154	\$ 2.72	\$ 1.96
Granted	-	-	-
Exercised	-	-	-
Forfeited	(215,598)	2.44	1.75
Expired	(46,364)	19.10	18.47
End of the period	<u>5,342,192</u>	<u>\$ 2.59</u>	<u>\$ 1.82</u>
Options exercisable	<u>3,673,176</u>	<u>\$ 3.36</u>	<u>\$ 2.34</u>

Stock option transactions of the employees, directors, and consultants are summarized as follows for the year ended December 31, 2018:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
Beginning of the year	3,976,884	\$ 3.58	\$ 2.49
Granted	1,784,455	0.90	0.70
Exercised	-	-	-
Forfeited	(143,980)	1.10	0.83
Expired	(13,205)	30.60	21.13
End of the year	<u>5,604,154</u>	<u>\$ 2.72</u>	<u>\$ 1.96</u>
Options exercisable	<u>3,935,138</u>	<u>\$ 3.50</u>	<u>\$ 2.49</u>

A summary of the status of the Company's non-vested options as of March 31, 2019 and December 31, 2018, and changes during the year ended December 31, 2018 and the three months ended March 31, 2019, is presented below:

	<u>Shares</u>	<u>Weighted- Average Fair Value Grant Date</u>	<u>Weighted Average Exercise Price</u>
Non-vested – December 31, 2017	1,542,736	\$ 1.10	\$ 1.58
Granted	1,784,455	0.70	0.90
Vested	(1,514,195)	1.27	1.58
Forfeited	(143,980)	0.83	1.10
Non-vested – December 31, 2018	<u>1,669,016</u>	<u>\$ 0.54</u>	<u>\$ 0.91</u>
Granted	-	-	-
Vested	-	-	-
Forfeited	-	-	-
Non-vested – March 31, 2019	<u>1,669,016</u>	<u>\$ 0.54</u>	<u>\$ 0.91</u>

[Table of Contents](#)

The above tables include options issued and outstanding as of March 31, 2019 as follows:

- i) A total of 64,677 non-qualified 10-year options have been issued, and are outstanding, to advisory board members at exercise prices of \$1.05 to \$28.05 per share.
- ii) A total of 4,801,248 incentive stock options and non-qualified 5-10 year options have been issued, and are outstanding, to the directors, officers, and employees at exercise prices of \$0.90 to \$43.25 per share. From this total, 1,409,248 options are outstanding to the Chief Executive Officer, who is also a director, with remaining contractual lives of 0.1 years to 9.4 years. All other options issued to directors, officers, and employees have a remaining contractual life ranging from 0.1 years to 9.4 years.
- iii) A total of 476,267 non-qualified 3-10-year options have been issued, and are outstanding, to consultants at exercise prices of \$0.90 to \$43.25 per share.

As of March 31, 2019, there was approximately \$0.3 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the plans. That cost is expected to be recognized over a weighted-average period of approximately 0.41 years. For stock options outstanding at March 31, 2019, the intrinsic value was approximately \$0. For stock options outstanding at December 31, 2018, the intrinsic value was approximately \$0 million.

The following table provides certain information with respect to the above-referenced stock options that were outstanding and exercisable at March 31, 2019:

<u>Stock Options Outstanding</u>	<u>Stock Options Vested</u>
Weighted Average	Weighted Average

Exercise Prices	Remaining Contractual Life -Years	Number of Awards	Weighted Average Exercise Price	Remaining Contractual Life -Years	Number of Awards	Weighted Average Exercise Price
\$0.90-\$1.04	9.35	1,616,402	\$ 0.90	-	-	\$ -
\$1.05-\$2.00	8.32	2,397,193	\$ 1.18	8.31	2,344,579	\$ 1.19
\$2.01-\$6.00	6.61	787,760	\$ 4.59	6.61	787,760	\$ 4.59
\$6.01-\$20.00	3.95	465,850	\$ 7.49	3.95	465,850	\$ 7.49
\$20.01-\$43.25	0.79	74,987	\$ 32.87	0.79	74,987	\$ 32.87
Total	7.89	5,342,192	\$ 2.59	7.24	3,673,176	\$ 3.36

[Table of Contents](#)

The following table provides certain information with respect to the above-referenced stock options that were outstanding and exercisable at December 31, 2018:

Exercise Prices	Stock Options Outstanding			Stock Options Vested		
	Weighted Average Remaining Contractual Life -Years	Number of Awards	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life -Years	Number of Awards	Weighted Average Exercise Price
\$0.90-\$1.04	9.60	1,616,402	\$ 0.90	—	-	\$ —
\$1.05-\$2.00	8.57	2,560,330	\$ 1.18	8.56	2,507,716	\$ 1.18
\$2.01-\$6.00	6.86	813,583	\$ 4.59	6.86	813,583	\$ 4.59
\$6.01-\$20.00	4.16	501,334	\$ 7.48	4.16	501,334	\$ 7.48
\$20.01-\$43.25	0.72	112,505	\$ 29.46	0.72	112,505	\$ 29.46
Total	8.07	5,604,154	\$ 2.72	7.42	3,935,138	\$ 3.50

Note 8. Related Party Transactions

The Company invested approximately \$1.4 million in Enfission during the quarter ended March 31, 2019. The total administrative consulting services was \$100,000 for the quarter ended March 31, 2019. This \$100,000 amount charged to Enfission was recorded as a \$50,000 reduction of general and administrative expenses and a \$50,000 reduction of research and development expenses.

The Company also provided research and development consulting services and management services to Enfission. The total consulting services was \$0.4 million for each of the quarters ended March 31, 2019 and 2018, recorded under the caption “Other income from joint venture” in the accompanying condensed consolidated statement of operations. As of March 31, 2019 and December 31, 2018, the total receivable due from Enfission was approximately \$0.4 million and \$0.1 million, respectively, which represents all consulting fees Lightbridge charged to Enfission and reimbursable expenses paid by Lightbridge on Enfission’s behalf.

Note 9. Subsequent Events

Series A Preferred Stock Conversion

On April 16, 2019, an investor converted 27,747 Series A Preferred Shares into the 33,383 common shares issued as payment of the dividend leaving 785,877 Series A Preferred Shares outstanding with a liquidation preference of \$2.6 million at April 30, 2019.

[Table of Contents](#)

FORWARD-LOOKING STATEMENTS

In addition to historical information, this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. We use words such as “believe”, “expect”, “anticipate”, “project”, “target”, “plan”, “optimistic”, “intend”, “aim”, “will”, or similar expressions, which are intended to identify forward-looking statements. Such statements include, among others:

- those concerning market and business segment growth, demand, and acceptance of our nuclear fuel technology;

- any projections of sales, earnings, revenue, margins, or other financial items;
- any statements of the plans, strategies, and objectives of management for future operations and the timing of the development of our nuclear fuel technology;
- any statements regarding future economic conditions or performance;
- uncertainties related to conducting business in foreign countries;
- any statements about future financings and liquidity; and
- all assumptions, expectations, predictions, intentions, or beliefs about future events.

You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, as well as assumptions that if they were to ever materialize or prove incorrect, could cause the results of the Company to differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties, among others, include:

- our ability to commercialize our nuclear fuel technology, including risks related to the design and testing of nuclear fuel incorporating our technology;
- the realization of expected benefits from our joint venture with Framatome Inc. (Enfission, LLC), and our future collaboration with Framatome;
- our ability to attract new customers;
- our ability to employ and retain qualified employees and consultants that have experience in the nuclear industry;
- competition and competitive factors in the markets in which we compete;
- public perception of nuclear energy generally;
- changes in laws, rules, and regulations governing our business;
- development and utilization of, and challenges to, our intellectual property;
- potential and contingent liabilities; and
- the other risks identified in Part II, Item 1A, *Risk Factors* included herein and in our Form 10-K filing.

Most of these factors are beyond our ability to predict or control. Future events and actual results could differ materially from those set forth in, contemplated by or underlying the forward-looking statements. Forward-looking statements speak only as of the date on which they are made. The Company assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

[Table of Contents](#)

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

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, is intended to help the reader understand Lightbridge Corporation, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in conjunction with, our condensed consolidated financial statements and the accompanying notes thereto contained in Part I, Item 1 of this report.

This MD&A consists of the following sections:

- Overview of Our Business and recent developments — a general overview of our business and updates;
- Critical Accounting Policies and Estimates — a discussion of accounting policies that require critical judgments and estimates;
- Operations Review — an analysis of our condensed consolidated results of operations for the two years presented in our condensed consolidated financial statements; and
- Liquidity, Capital Resources, and Financial Position — an analysis of our cash flows, and an overview of our financial position.

As discussed in more detail under “Forward-Looking Statements” immediately preceding this MD&A, the following discussion contains forward-looking statements that involve risks, uncertainties, and assumptions such as statements of our plans, objectives, expectations, and intentions. Our actual results may differ materially from those discussed in these forward-looking statements because of the risks and uncertainties inherent in future events.

OVERVIEW OF OUR BUSINESS

When used in this Quarterly Report on Form 10-Q, the terms “Lightbridge”, the “Company”, “we”, “our”, and “us” refer to Lightbridge Corporation together with its wholly-owned subsidiaries Lightbridge International Holding LLC and Thorium Power Inc.

Company Overview

Lightbridge is a leading nuclear fuel technology company. Our goal is to produce the next generation of nuclear fuel that could significantly improve the economics, safety, and proliferation resistance of existing and new reactors, with a meaningful impact on addressing climate change and air pollution. We project that the world’s energy and climate needs can only be met if nuclear power’s share of the energy-generating mix grows substantially.

Our primary focus is the development and commercialization of metallic fuel rods that will replace the uranium oxide ceramic pellets that have traditionally fueled nuclear reactors. We believe our metallic fuel offers significant economic and safety benefits over traditional fuel, primarily because of the superior heat transfer properties of all-metal fuel and the resulting lower operating temperature of the reactor. We also believe that uprating a reactor with Lightbridge fuel will add incremental electricity at a lower levelized cost than any other means of generating baseload electric power, including any renewable, fossil, or hydroelectric energy source.

We have built a significant portfolio of patents reflecting years of research and development, and we anticipate substantial completion of our research efforts and the testing of our fuel over the next few years. We expect the first purchase orders for our metallic fuel as soon as 2028, with final deployment of our fuel in commercial reactors as soon as 2030.

[Table of Contents](#)

From 2008 to 2018, we also had a nuclear consulting business segment, which provided early funding for our metallic nuclear fuel development efforts. We discontinued our consulting business segment in 2018; however, we may opportunistically provide nuclear power consulting and strategic advisory services to commercial and governmental entities worldwide.

Enfission, LLC

On January 24, 2018 we formed Enfission, LLC (“Enfission”), a 50/50 joint venture with Framatome Inc., to develop, license, manufacture, and sell nuclear fuel assemblies based on Lightbridge-designed metallic fuel technology and other advanced nuclear fuel intellectual property. Framatome Inc. is a wholly-owned US subsidiary of Framatome, which we refer to individually or collectively in this report, together with their affiliates, as Framatome. Framatome is a global leader in designing, manufacturing, and installing components and fuel for nuclear power plants, and Framatome offers a full range of reactor services.

We currently conduct our fuel development activities principally through Enfission. Enfission serves as the exclusive vehicle through which the Company and Framatome are researching, developing, obtaining regulatory approvals, manufacturing and will be using, marketing and selling nuclear fuel assemblies based on the Lightbridge metallic fuel technology comprising uranium-zirconium (U-Zr) multi-lobe, helically twisted fuel rods and associated manufacturing processes and other advanced nuclear fuel intellectual property contributed by both Lightbridge and Framatome within the operating domain. The operating domain of Enfission includes pressurized water reactors (excluding water-cooled water-moderated energetic reactor (Russian VVER) types) and boiling water reactors, which collectively constitute most of the power reactors in the world, as well as water-cooled small modular reactors and water-cooled research reactors. While we expect our focus to be on Enfission for the foreseeable future, Lightbridge maintains the rights to develop fuel for VVER reactors outside Enfission, and Lightbridge also maintains the right to develop fuel for pressurized heavy water reactors (including CANDU reactors) outside Enfission.

In addition to distributions from Enfission based on our ownership interest in the joint venture, we anticipate receiving future licensing revenues in connection with sales by Enfission of nuclear fuel incorporating our intellectual property.

Lightbridge and Enfission's principal executive offices are located at 11710 Plaza America Drive, Suite 2000, Reston, Virginia 20190 USA.

Nuclear Power as Clean and Low Carbon Emissions Energy Source

Nuclear power provides clean, reliable baseload electricity. According to the World Nuclear Association (WNA), nuclear power plants produce no greenhouse gas emissions during operation, and over the course of its life-cycle, nuclear produces about the same amount of CO₂ equivalent emissions per unit of electricity as wind. The WNA further notes that almost all proposed pathways to achieving significant decarbonization suggest an increased role for nuclear power, including those published by the International Energy Agency, Massachusetts Institute of Technology Energy Initiative, US Energy Information Administration, and World Energy Council.

We believe that deep cuts to CO₂ emissions are only possible with electrification of most of the transportation and industrial sectors globally and powering them and the current electricity needs of the world with non-emitting or low-emitting power. We believe this can be done only with a large increase in nuclear power, several times the amount that is generated globally today. We believe that our nuclear fuel technology will be an essential element of reaching this goal.

[Table of Contents](#)

Overview of Our Next Generation Nuclear Fuel

Nuclear Fuel Development

Since 2008, we have been engaged in the design and development of proprietary, innovative nuclear fuels to improve the cost competitiveness, safety, proliferation resistance and performance of nuclear power generation. In 2010, we announced the concept of all-metal fuel (i.e., non-oxide fuel) for currently operating as well as new-build reactors. Our focus on metallic fuel is based on listening to the voices of prospective customers, as nuclear utilities have expressed interest in the improved economics and enhanced safety that we believe metallic fuel can provide.

The fuel in a nuclear reactor generates heat energy. That heat is then converted through steam into electricity that is sold. We have

designed our innovative, proprietary metallic fuels to be capable of significantly higher burnup and power density compared to conventional oxide nuclear fuels. Burnup is the total amount of electricity generated per unit mass of nuclear fuel and is a function of the power density of a nuclear fuel and the amount of time the fuel operates in the reactor. Power density is the amount of heat power generated per unit volume of nuclear fuel. Conventional oxide fuel used in existing commercial reactors is just about at the limit of its burnup and power density capability. As a result, further optimization to increase power output from the same core size and improve the economics and safety of nuclear power generation using conventional oxide fuel technologies is limited. A new fuel is needed to bring enhanced performance to reactors; we are developing that new fuel.

As the nuclear industry prepares to meet the increasing global demand for electricity production, longer operating cycles and higher reactor power outputs have become a much sought-after solution for the current and future reactor fleet. We believe our proprietary nuclear fuel designs have the potential to improve the nuclear power industry's economics by:

- providing an increase in power output of potentially up to 10% while simultaneously extending the operating cycle length from 18 to 24 months in existing pressurized water reactors (PWRs), including in Westinghouse-type four-loop PWR plants which are currently constrained to an 18-month operating cycle by oxide fuel, or increasing the power potentially up to 17% while retaining an 18-month operating cycle;
- enabling increased reactor power output via a power uprate (potentially up to a 30% increase) or a longer operating cycle (instead of a power uprate) without changing the core size in new build PWRs; and
- reducing the volume of spent fuel per unit of electricity generated as well as enhancing proliferation resistance of spent fuel.

We believe our fuel designs will allow current and new build nuclear reactors to safely increase power production and reduce operations and maintenance costs on a per kilowatt-hour basis. New build nuclear reactors could also benefit from the reduced upfront capital investment per kilowatt of generating capacity in case of implementing a power uprate. In addition to the projected electricity production cost savings, we believe that our technology can result in utilities or countries needing to deploy fewer new reactors to generate the same amount of electricity (in case of a power uprate), resulting in significant capital cost savings. For utilities or countries that already have operating reactors, our technology could be utilized to increase the power output of those reactors as opposed to building new reactors.

analysis of a large break loss-of-coolant accident (LOCA), as well as many other scenarios. The LOCA scenario assumes failure of a large water pipe in the reactor coolant system. Under LOCA conditions, the fuel and cladding temperatures rise due to reduced cooling capacity. Preliminary analytical modeling shows that under a design-basis LOCA scenario, unlike conventional uranium dioxide fuel, the cladding of the Lightbridge-designed metallic fuel rods would stay at least 200 degrees below the 850-900 degrees Celsius temperature at which steam begins to react with the zirconium cladding to generate hydrogen gas. Build-up of hydrogen gas in a nuclear power plant can lead to the hydrogen exploding, which is what happened at the Fukushima Daiichi nuclear power plant in Japan in 2011. Lightbridge fuel is designed to prevent hydrogen gas generation in design-basis LOCA situations, which is a major safety benefit.

Recent Research and Development Advancements

1. Fabrication:

- Fabricated and characterized uranium-zirconium samples using powder and casting routes at University of Lille.
- Preliminary inspection strategy for Lightbridge Fuel™ rods developed.
- CERCA, a Framatome R&D workshop facility, construction has been completed; preparations for commissioning are underway

2. Fuel Design:

- Completed a neutronic assessment of various burnable absorbers for Lightbridge Fuel™ rods.
- 3-D printed heater rod segments delivered for Critical Heat Flux (CHF) test and hardware preparation.
- Completed additional APOLLO-2a modifications, a neutronics code; modifications will model the shroud and corner structure elements within the Lightbridge Fuel™ assembly.

3. Regulatory Licensing:

- Completed study of building to building interaction for proposed Enffission Production Facility in Richland, Washington.
- Continued development of licensing requirements for lead test rod demonstration.

Near-term fuel development milestones:

- 2019: Demonstrate fabrication of full length co-extruded rods using surrogate materials.
- 2019: Enter into an agreement to manufacture material samples for test reactor irradiation.
- 2019-2020: Enter into a Lead Test Rod agreement with a US electric utility.

[Table of Contents](#)

Anticipated Schedule for Development and Sale of Nuclear Fuel Assemblies

Set forth below is our anticipated schedule for Enfission's development and sale of nuclear fuel assemblies. Please see Item 1A, *Risk Factors* in our Annual Report on Form 10-K filed on March 29, 2019 for a discussion of certain risks that may delay or impair the commercialization of nuclear fuel assemblies incorporating our nuclear fuel technology. Based on our current expectations and subject to the availability of financing, we anticipate that, either directly or through Enfission, we will:

- Place purchase orders for procurement of long lead time equipment items in 2020-2021;
- Enter into a Lead Test Assembly agreement with a host reactor in 2020-2022;
- Start test reactor irradiation of material samples in 2020-2022;
- Perform out-of-reactor corrosion experiments in 2020-2022;
- Start Lead Test Rod operation in a United States commercial reactor in 2022-2024;
- Establish a pilot-scale fuel fabrication facility for Lead Test Assemblies in 2022-2024; and
- Begin Lead Test Assembly operation in a commercial nuclear power plant in 2024-2026.

Accordingly, based on our current expected schedule, a purchase order for an initial reload batch placed by a utility is expected as soon as 2028-2030, with final qualification (i.e., deployment of fuel in the first reload batch) in a commercial reactor expected as soon as 2030-2032. We are seeking development funding contributions or other financing arrangements with utilities and the US Department of Energy.

The Company plans to conduct the initial testing and demonstration of its advanced metallic nuclear fuel in the United States.

Ownership and Management of Enfission

Lightbridge owns 50 percent of Enfission's Class A voting membership units and Framatome owns the other 50 percent. Any distributions will be first allocated to cause the capital accounts of the initial members to be equal, then allocated on a 50/50 basis. Lightbridge and Framatome each provided certain licensed intellectual property to Enfission. Certain additional capital contributions made by Lightbridge and Framatome will partly be in the form of exclusive license rights to intellectual property developed pursuant to a research and development service agreement with Enfission.

Seth Grae, our Chief Executive Officer, also serves as Chief Executive Officer of Enfission. Enfission is managed by a board of directors composed of six directors, half of whom are appointed by Lightbridge and the other half are appointed by Framatome. The Enfission

board acts by majority vote, provided that at least one director appointed by each of Lightbridge and Framatome votes in favor of the action. Certain major decisions require the approval of at least two-thirds of the directors, and certain fundamental decisions, including amending the Enfission operating agreement and issuing additional membership units, require the approval of two-thirds of the Class A members.

[Table of Contents](#)

Agreements with Enfission and Framatome

Enfission has entered into several agreements with Lightbridge and Framatome relating to intellectual property, the provision of personnel and administrative support to Enfission, and research and development efforts.

Lightbridge and Framatome have also directly entered into binding agreements forming the foundation for Enfission, including the following agreements in November 2017, which govern joint research and development activities and the treatment of all related existing and future intellectual property:

- R&D Services Agreement (“RDSA”) — The RDSA defines the terms and conditions for joint research and development activities between Framatome and Lightbridge. Enfission is a party to the RDSA. Key terms and conditions of the RDSA include: (i) designating a 17x17 fuel assembly as the first joint project of the parties; (ii) establishing a framework for future work release orders relating to research and development activities of the parties; and (iii) granting rights to the use of background and foreground intellectual property needed to perform research and development activities.
- Co-Ownership Agreement (“COA”) — The COA governs the co-ownership between Framatome and Lightbridge of the foreground information developed by and between Framatome and Lightbridge, with one another and through Enfission. The COA will survive the life of Enfission. The COA is limited to a domain consisting of the metallic fuel developed by Enfission for the following types of commercial light water reactors and research reactors: (i) pressurized water reactors, excluding water-cooled water-moderated energetic reactor (VVER) types, (ii) boiling water reactors, (iii) light water-cooled small and medium size reactors, and (iv) water-cooled research reactors. The domain expressly excludes maritime, naval, and military applications.

- Intellectual Property Annex (“IP Annex”) — The IP Annex is a higher-level reference document attached to the Enfission operating agreement and summarizes the parties’ understanding regarding intellectual property matters. The IP Annex will remain in force only during the life of Enfission.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make a variety of estimates and assumptions that affect (i) the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and (ii) the reported amounts of revenues and expenses during the reporting periods covered by the financial statements. For a discussion of the accounting judgments and estimates that we have identified as critical in the preparation of our financial statements, please see “Critical Accounting Policies and Estimates” under Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K filed on March 29, 2019. There have been no significant changes in our critical accounting policies and estimates during the three months ended March 31, 2019.

Our management expects to make judgments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the future resolution of the uncertainties increase, these judgments become even more subjective and complex. Although we believe that our estimates and assumptions are reasonable, actual results may differ significantly from these estimates. Changes in estimates and assumptions based upon actual results may have a material impact on our results of operations and/or financial condition.

[Table of Contents](#)

Recent Accounting Standards and Pronouncements

Refer to Note 1 of the Notes to our condensed consolidated financial statements (unaudited) for a discussion of recent accounting standards and pronouncements.

OPERATIONS REVIEW

Financial information is included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Our goal is to develop and commercialize innovative, proprietary nuclear fuel designs, which we expect will significantly enhance the nuclear power industry’s economics due to higher power output and improved safety margins.

We are focusing our technology development efforts on the metallic fuel with a potential power uprate of up to 10% and an operating cycle extended from 18 to 24 months in existing Westinghouse-type four-loop pressurized water reactors. Those reactors represent the largest segment of our global target market. The metallic fuel could also be adapted for use in other types of water-cooled commercial power reactors, such as boiling water reactors, Russian-type VVER reactors, CANDU heavy water reactors, water-cooled small and modular reactors, as well as water-cooled research reactors.

We have obtained and will continue to seek patent validation in key countries that either currently operate or are expected to build and operate a large number of suitable nuclear power reactors.

We currently expect to invest a total of \$12 million to \$15 million in the development of our nuclear fuel products, including corporate research and development expenditures, over the next 12 to 15 months.

Condensed Consolidated Results of Operations – Three Months Ended March 31, 2019 and 2018

The following table presents our historical operating results and the increase (decrease) in amounts for the periods indicated:

	Three Months Ended		Increase (Decrease) Change \$	Increase (Decrease) Change %
	March 31,			
	2019	2018		
Operating Expenses				
General and administrative	\$ 1,357,762	\$ 2,223,590	\$ (865,828)	-39%
Research and development expenses	\$ 922,235	\$ 911,034	\$ 11,201	1%
Total Costs and Expenses	\$ 2,279,997	\$ 3,134,624	\$ (854,627)	-27%
Other Operating Income and (Expenses)				
Other income from joint venture	\$ 355,281	\$ 400,343	\$ (45,062)	-11%
Equity in loss from joint venture	\$ (1,295,032)	\$ (1,028,327)	\$ (266,705)	26%
Total Other Operating (Expenses)	\$ (939,751)	\$ (627,984)	\$ (311,767)	50%
Total Operating Loss	\$ (3,219,748)	\$ (3,762,608)	\$ (542,860)	-14%
Other Income and (Expenses)	\$ 109,221	\$ (958,879)	\$ (1,068,100)	-111%
Net loss - before income taxes	\$ (3,110,527)	\$ (4,721,487)	\$ (1,610,960)	-34%
Net loss	\$ (3,110,527)	\$ (4,721,487)	\$ (1,610,960)	-34%

Revenue

The market for nuclear industry consulting services is competitive, fragmented, and subject to rapid change. Our main business is developing our nuclear fuel. We may pursue some consulting services opportunities in the future, but we have further increased the focus and resources of the Company to the fuel division and away from consulting. There was no revenue for the three months ended March 31, 2019 and 2018.

General and Administrative Expenses

General and administrative expenses consist mostly of compensation and related costs for personnel and facilities, stock-based compensation, finance, human resources, information technology, and fees for consulting and other professional services. Professional services are principally comprised of outside legal, audit, strategic advisory services, and outsourcing services.

Total general and administrative expenses decreased by approximately \$0.9 million for the three months ended March 31, 2019, as compared to the three months ended March 31, 2018.

There was a decrease in stock-based compensation of approximately \$0.6 million, a decrease in professional fees of approximately \$0.4 million, which was offset by an increase in employee compensation and employee benefits of \$0.1 million. Total stock-based compensation included in general and administrative expenses was approximately \$0.2 million and \$0.8 million for the three months ended March 31, 2019 and 2018, respectively.

See Note 7. Stockholders' Equity and Stock-Based Compensation of the Notes to our condensed consolidated financial statements (unaudited) included in this Quarterly Report on Form 10-Q for more information regarding our stock-based compensation.

Research and Development

Research and development expenses consist primarily of compensation and related fringe benefits including stock-based compensation and related allocable overhead costs for the research and development of our fuel, including work performed and billed to our Enffission joint venture. Total research and development expenses were \$0.9 million for the three months ended March 31, 2019 and 2018.

There was a decrease in stock-based compensation of approximately \$0.3 million, which was offset by an increase in professional fees primarily related to our Enffission joint venture of approximately \$0.2 million, and an increase in employee compensation and employee benefits in supporting research and development activities for Enffission of approximately \$0.1 million. Total stock-based compensation included in research and development expenses was approximately \$0.2 million and \$0.5 million for the three months ended March 31, 2019 and 2018, respectively.

Primarily all of our above reported research and development activities were conducted in the United States and France. We expense research and development costs as they are incurred. Research and development expenses, including our investment in the Enffission joint venture, may increase in dollar amount because we expect to invest \$12 million to \$15 million in the development of our nuclear fuel products over the next 12 to 15 months. Due to the nature of these research and development expenditures, cost and schedule estimates are inherently uncertain and can vary significantly as new information and the outcome of these research and development activities become available.

[Table of Contents](#)

Other Operating Income and (Loss) – Related Party

Reported in other operating income is other income for activities performed by our employees and consultants billed to the Enfission joint venture for research and development work. Total other income from these activities was approximately \$0.4 million for each of the three months ended March 31, 2019 and 2018. As of March 31, 2019, approximately 74% of the total Enfission cash inflow or capital contributions into Enfission were funded by Lightbridge and the remaining 26% was funded as capital contributions into Enfission from Framatome. Equity in loss from joint venture consists of our share of the allocated loss in Enfission. Equity in loss from joint venture for the three months ended March 31, 2019 and 2018 were \$1.3 million and \$1.0 million, respectively, which consists of our share of the allocated loss in Enfission. The increase in share of loss was due to more research and development expenses incurred by Enfission.

Other Income (Expenses)

There was a net decrease in other expenses of approximately \$(1.1) million. This change was due to a decrease in amortization of deferred financing costs of approximately \$1.0 million due to the write-off of the deferred financing costs in the first quarter of 2018 for the expired equity line option agreement, and an increase of \$0.1 million in interest income generated from the interest earned from the purchase of treasury bills and from our bank savings account for the three months ended March 31, 2019, as compared to the three months ended March 31, 2018.

Provision for Income Taxes

We incurred a pre-tax net loss for both 2019 and 2018. We reviewed all sources of income for purposes of recognizing the deferred tax assets and concluded a full valuation allowance for 2019 and 2018 was necessary. Therefore, we did not have a provision for taxes for the three months ended March 31, 2019 and 2018.

LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

At March 31, 2019, we had cash and cash equivalents of approximately \$23.5 million, as compared to approximately \$24.6 million at December 31, 2018, a \$1.1 million decrease in cash and cash equivalents. The cash inflow resulted from net proceeds from the sale of approximately \$2.0 million of common stock during the three months ended March 31, 2019. This cash inflow was offset by net cash used in operating activities of approximately \$1.5 million and our cash used in investing activities for our capital investment in Enfission and patent filing costs of approximately \$1.6 million. We used cash during the three months ended March 31, 2019 primarily to fund our research and development expenses and general and administrative expenses. We did not have any consulting revenue for the three months ended March 31, 2019 and presently do not expect to have consulting revenue for the next 12 months.

We currently project a cash flow shortfall averaging approximately \$0.8 million per month for our general and administrative and corporate research and development expenses for total expected expenditures of approximately \$9.3 million for the next 12 months. We currently anticipate the amount of cash outlays to Enfission and third parties for research and development expenditures and equipment purchases of approximately \$6 million, for the next 12 months. Total current estimated amount of cash outlays and expenditures for the next 12 months is approximately \$16 million. The Company believes that its current financial resources, as of the date of the issuance of these financial statements, are sufficient to fund its current 12 month operating budget, alleviating the substantial doubt raised by our historical operating results and satisfying our estimated liquidity needs 12 months from the issuance of these financial statements.

[Table of Contents](#)

We can provide no assurances about meeting our budgeted expenditures regarding our future research and development efforts to meet our desired fuel development milestones for the next 12 months and beyond, as well as predicting future market trends in nuclear that can affect the future sale of our nuclear fuel. Furthermore, any negative results from our research and development may require us to increase our research and development spending to achieve our desired milestones in developing our nuclear fuel. Presently, we fund substantially all of the cash that is required for the research and development activities to be conducted in Enfission. These additional capital needs relate to the development, manufacturing, and commercialization of our nuclear fuel assemblies. We have the ability to delay incurring certain operating expenses in the next 12 to 15 months, which could reduce our cash flow shortfall, if needed.

The current primary future potential sources of cash available to us in 2019 are potential funding from equity investments and potential grants that we are actively seeking from DOE. We anticipate that current cash on hand and additional equity investments in 2019 will help us meet the DOE minimum cost-sharing requirements that typically range from 20% to 50% of the total project cost (i.e., a 25% to 100% match in Company's cost-sharing contributions is required for each dollar of DOE funding) or even higher in some cases. We have no debt or debt credit lines and we have financed our operations to date through our prior years' consulting revenue and the sale of our preferred stock and common stock. Management believes that public or private equity investments will be available as needed, however adverse market conditions in our common stock price and trading volume could substantially impair our ability to raise capital in the future.

Short-Term and Long-Term Liquidity Sources

As discussed above, we may seek new financing or additional sources of capital, depending on the capital market conditions, over the next 12 months. There can be no assurance that some of these additional sources of capital will be made available to us. The primary potential sources of cash that may be available to us are as follows:

- Equity investment from third party investors in Lightbridge or Enffission; and
- Strategic investment or cost-sharing contributions through funding from the Department of Energy, and/or other strategic parties, to support the remaining research and development activities required to further enhance and complete the development of our fuel products to a commercial stage.

In support of our long-term business plan with respect to our fuel technology business, we endeavor to create strategic alliances with other strategic parties during the next three years, to support the remaining research and development activities through Enffission that is required to further enhance and complete the development of our fuel products to a commercial stage. We may be unable to form such strategic alliances on terms acceptable to us or at all.

[Table of Contents](#)

We will need to raise additional capital in 2019 to fund our overall corporate and research and development activities for future operations in 2020 and beyond, which may involve offerings of equity or debt securities, securing financing through one or more banks or entering into strategic alliances with other parties.

See Note 7. Stockholders' Equity and Stock-Based Compensation of the Notes to our condensed consolidated financial statements (unaudited) included in Part I, Item 1 of this Quarterly Report on Form 10-Q for information regarding our prior financings.

Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity or capital expenditures or capital

resources that is material to an investor in our securities.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Required.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective as of March 31, 2019 to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the first quarter of 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

[*Table of Contents*](#)

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. The Company is not involved in any material legal proceedings.

ITEM 1A. RISK FACTORS

There have been no material changes to our risk factors from the risk factors previously disclosed in the 2018 Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES OR USE OF PROCEEDS

On April 16, 2019, the holders of the Series A Preferred Shares converted 27,747 preferred shares into 33,383 common shares. The issuance of the common stock was exempt from registration under the Securities Act of 1933, as amended, pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

On November 5, 2018, the Company received a letter from the Listing Qualifications staff of the Nasdaq Stock Market (“Nasdaq”) notifying the Company that for the preceding 30 consecutive business days, the Company’s common stock did not maintain a minimum closing bid price of at least \$1.00 per share as required by Nasdaq Listing Rule 5550(a)(2). The notification letter has no immediate effect on the Company’s listing on the Nasdaq Capital Market. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has a grace period of 180 calendar days, or until May 6, 2019, to regain compliance with the minimum closing bid price requirement for continued listing. In order to regain compliance, the closing bid price of the Company’s common stock must be at least \$1.00 per share for a minimum of ten consecutive business days.

The Company did not regain compliance by May 6, 2019, and the Company was provided an additional 180-day compliance period on May 7, 2019 as the Company demonstrated that it meets the applicable market value of publicly held shares requirement for continued listing and all other applicable standards for initial listing on the Nasdaq Capital Market, with the exception of the bid price requirement, and provided written notice of its intention to cure the minimum bid price deficiency during the second grace period, including by implementation of a reverse stock split, if necessary. If the Company fails to regain compliance during the second grace period, the Company’s stock will be subject to delisting by Nasdaq.

The Company intends to actively monitor the bid price of its common stock and will consider available options to regain compliance with the listing requirements.

[*Table of Contents*](#)

ITEM 6. EXHIBITS

EXHIBIT INDEX –

Exhibit Number	Description
31.1	Rule 13a-14(a)/15d-14(a) Certification - Principal Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification - Principal Financial Accounting Officer
32	Section 1350 Certifications
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

[Table of Contents](#)

SIGNATURES

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

Date: May 10, 2019

LIGHTBRIDGE CORPORATION

By: /s/ Seth Grae
Name: Seth Grae
Title: President, Chief Executive Officer and
Director
(Principal Executive Officer)

By: /s/ Larry Goldman
Name: Larry Goldman

Title: Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

Certification of Principal Executive Officer

I, Seth Grae, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Lightbridge Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2019

By: /s/ Seth Grae
Seth Grae
Principal Executive Officer

Certification of Principal Financial Officer

I, Larry Goldman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Lightbridge Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2019

By: /s/ Larry Goldman
Larry Goldman
Chief Financial Officer
(Principal Financial and Principal Accounting
Officer)

Section 1350 Certifications
STATEMENT FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Executive Officer and Chief Financial Officer of Lightbridge Corporation, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge on the date hereof:

1. the Quarterly Report on Form 10-Q of Lightbridge Corporation for the quarter ended March 31, 2019, filed on the date hereof with the Securities and Exchange Commission (the Report), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Lightbridge Corporation.

Date: May 10, 2019

By: /s/ Seth Grae
Name: Seth Grae
Title: President, Chief Executive Officer and Director
(Principal Executive Officer)

By: /s/ Larry Goldman
Name: Larry Goldman
Title: Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)