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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM 20-F/A
Amendment No. 1**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

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

For the fiscal year ended September 30, 2018

OR

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

OR

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

Date of event requiring this shell company report: Not applicable

For the transition period from _____ to _____

Commission file number 000-55932

CASTOR MARITIME INC.

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

Republic of the Marshall Islands

(Jurisdiction of incorporation or organization)

**Christodoulou Chatzipavlou 223
Hawaii Royal Gardens, Apart. 16
3036 Limassol, Cyprus**

(Address of principal executive offices)

**Petros Panagiotidis, Chairman, Chief Executive Officer and Chief Financial Officer
Christodoulou Chatzipavlou 223, Hawaii Royal Gardens, Apart. 16, 3036 Limassol, Cyprus
+ 357 25 357 767,**

petros@castormaritime.com

(Name, Telephone, E-mail and/or Facsimile number and

Address of Company Contact Person)

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

None

Title of class

None

Name of exchange on which registered

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Common Shares, \$0.001 par value
Series C Participating Preferred Shares

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of share capital as of the close of the period covered by the annual report:

As of September 30, 2018, there were outstanding 2,400,000 common shares of the Registrant, \$0.001 par value per share.

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

If this report is an annual report or transition report, indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes

No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

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 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, or an emerging growth company. See definition of “large accelerated filer”, “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging Growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow.

Item 17

Item 18

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

 Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

 Yes No

EXPLANATORY STATEMENT

This Amendment No. 1 on Form 20-F/A has been filed by Castor Maritime Inc. (the “Company”) to amend the annual report on Form 20-F for the fiscal year ended September 30, 2018, filed on January 31, 2019 with the Securities and Exchange Commission (the “SEC”). The purpose of this Amendment No. 1 is to correct a typographical error under Item 18 in the report of Deloitte Certified Public Accountants S.A.’s (“Deloitte”). Deloitte has been the auditor of the Company since 2017 but the report mistakenly describes the tenure of Deloitte as auditor for the Company in the Report of Independent Registered Public Accounting Firm as starting in 2018.

In order to comply with certain requirements of the SEC’s rules in connection with this filing, this Amendment No. 1 includes Item 18. Financial Statements. This Amendment No. 1 does not, and does not purport to, amend, modify, update, restate or change in any way the information contained or disclosures made in the Form 20-F, including the previously reported consolidated financial statements. This Amendment No. 1 speaks as of the original filing date of the Form 20-F, and does not reflect events that may have occurred subsequent to the date the Form 20-F was filed with the SEC.

Consistent with the rules of the SEC, the certifications of the Company’s principal executive officer and principal financial officer as of the date of this Amendment No. 1 are attached as exhibits to this Amendment No. 1. The only change in these certifications from the certifications of the Company’s principal executive officer and principal financial officer filed as exhibits to the Form 20-F is their date. In addition, the Company is also attaching as Exhibit 101 hereto the Interactive Data File disclosure furnished as Exhibit 101 to the Form 20-F. No changes have been made to the Interactive Data File disclosure furnished as Exhibit 101 to this Amendment No. 1 from the Interactive Data File disclosure furnished as Exhibit 101 to the Form 20-F.

PART III**Item 18. Financial Statements**

The following financial statements beginning on page F-1 are filed as a part of this annual report.

ITEM 19. EXHIBITS

The following exhibits are filed as a part of this Amendment No. 1:

[12.1](#) [Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

[12.2](#) [Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

[13.1](#) [Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

[13.2](#) [Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Schema Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Schema Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Schema Label Linkbase Document

101.PREX BRL Taxonomy Extension Schema Presentation Linkbase Document

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and has duly caused and authorized the undersigned to sign this annual report on its behalf.

CASTOR MARITIME INC.

March 1, 2019

/s/ Petros Panagiotidis

Name: Petros Panagiotidis
Title: Chairman, Chief Executive Officer and
Chief Financial Officer

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders' of

Castor Maritime Inc.,

Majuro, Republic of the Marshall Islands

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Castor Maritime Inc. and its subsidiary (the "Company") as of September 30, 2018 and 2017, the related consolidated statements of comprehensive income, changes in equity, and cash flows, for the year ended September 30, 2018 and for the period December 13, 2016 to September 30, 2017, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2018 and 2017, and the results of its operations and its cash flows for the year ended September 30, 2018 and for the period December 13, 2016 to September 30, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte Certified Public Accountants S.A.

Athens, Greece

January 31, 2019

We have served as the Company's auditor since 2017.

CASTOR MARITIME INC.
CONSOLIDATED BALANCE SHEETS
September 30, 2017 and September 30, 2018
(Expressed in U.S. Dollars – except for share data)

<u>ASSETS</u>	2017	2018
CURRENT ASSETS:		
Cash and cash equivalents	836,468	1,739,174
Accounts receivable trade	342,605	2,453
Due from related party (Note 3)	96,264	263,079
Inventories	46,586	60,697
Prepaid expenses and other current assets	29,060	44,597
Total current assets	1,350,983	2,110,000
OTHER NON-CURRENT ASSETS:		
Vessel, net of accumulated depreciation of \$182,346 and \$478,877 respectively (Note 5)	7,366,935	7,070,404
Deferred charges, net of accumulated amortization of \$0 and \$341,080 (Note 4)	-	443,394
Total other non-current assets, net	7,366,935	7,513,798
Total assets	8,717,918	9,623,798
 <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
CURRENT LIABILITIES:		
Accounts payable	105,104	33,483
Accrued liabilities	119,170	115,733
Total current liabilities	224,274	149,216
Commitments and contingencies (Note 8)		
SHAREHOLDERS' EQUITY:		
Preferred shares, \$0.001 par value: 50,000,000 shares authorized (Note 6):		
Series A- 9.75% cumulative redeemable perpetual preferred shares (liquidation preference of \$25 per share), 480,000 shares issued and outstanding	480	480
Series B preferred shares – 12,000 shares issued and outstanding	12	12
Common shares, \$0.001 par value; 1,950,000,000 shares authorized; 2,400,000 shares, issued and outstanding (Note 6)	2,400	2,400
Additional paid-in capital (Note 6)	7,612,108	7,612,108
Retained earnings	878,644	1,859,582
Total shareholders' equity	8,493,644	9,474,582
Total liabilities and shareholders' equity	8,717,918	9,623,798

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

CASTOR MARITIME INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the period December 13, 2016 to September 30, 2017 and the year ended September 30, 2018
(Expressed in U.S. Dollars – except for share data)

	2017	2018
REVENUES:		
Revenues (net of address commissions of \$74,271 in 2017 and \$153,406 in 2018)	2,018,061	3,960,822
Total revenues	2,018,061	3,960,822
EXPENSES:		
Voyage expenses (Note 11)	80,853	37,373
Vessel operating expenses (Note 11)	1,194,995	1,727,770
Management fees to related party (Note 3)	55,500	111,480
Depreciation and amortization (Note 5 & 4)	182,346	637,611
General and administrative expenses (Note 12)	94,440	459,400
Total Expenses	1,608,134	2,973,634
Operating income	409,927	987,188
OTHER INCOME (EXPENSES):		
Bank charges	(532)	(3,393)
Gain on derivative financial instruments (Note 7)	475,530	-
Foreign exchange losses	(7,021)	(8,539)
Interest income	-	4,243
Other, net	740	1,439
Total other income/(losses), net	468,717	(6,250)
Net income and comprehensive income	878,644	980,938
Earnings/(losses) per common share, basic and diluted (Note 10)	0.35	(0.28)
Weighted average number of common shares, basic and diluted	2,400,000	2,400,000

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

CASTOR MARITIME INC.**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY****For the period December 13, 2016 to September 30, 2017 and the year ended September 30, 2018**

(Expressed in U.S. Dollars – except for share data)

	Number of Shares issued			Par Value of Shares issued	Additional Paid-in capital	Retained earnings	Total Shareholders' Equity
	Common shares	Preferred A shares	Preferred B shares				
Balance, December 13, 2016	-	-	-	-	-	-	-
-Issuance of common shares as part of exchange and shareholders' contribution (Note6)	2,400,000	-	-	2,400	7,612,108	-	7,614,508
-Issuance of preferred shares as part of exchange (Note 6)	-	480,000	12,000	492	2,740,000	-	2,740,492
-Deemed contribution of preferred shares as part of exchange (Note 6)	-	-	-	-	(2,740,000)	-	(2,740,000)
-Net income	-	-	-	-	-	878,644	878,644
Balance, September 30, 2017	2,400,000	480,000	12,000	2,892	7,612,108	878,644	8,493,644
-Net income	-	-	-	-	-	980,938	980,938
Balance, September 30, 2018	2,400,000	480,000	12,000	2,892	7,612,108	1,859,582	9,474,582

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

CASTOR MARITIME INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS****For the period December 13, 2016 to September 30, 2017 and the year ended September 30, 2018**

(Expressed in U.S. Dollars – except for share data)

	2017	2018
Cash Flows from Operating Activities:		
Net income	878,644	980,938
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	182,346	637,611
Changes in operating assets and liabilities:		
Accounts receivable trade	(342,605)	340,152
Inventories	(46,586)	(14,111)
Due from related party	(96,264)	(166,815)
Prepaid expenses and other current assets	(29,060)	(15,537)
Accounts payable	105,104	(71,621)
Accrued liabilities	119,170	(3,437)
Deferred dry-docking expenses	-	(784,474)
Net Cash provided by Operating Activities	770,749	902,706
Cash Flows used in Investing Activities:		
Purchase of vessel	(7,549,281)	-
Net cash used in Investing Activities	(7,549,281)	-
Cash Flows provided by Financing Activities:		
Shareholders' contribution	7,615,000	-
Net cash provided by Financing Activities	7,615,000	-
Net increase in cash and cash equivalents	836,468	902,706
Cash and cash equivalents beginning of the period	-	836,468
Cash and cash equivalents at the end of the period/year	836,468	1,739,174
Supplemental cash flow information:		
Non cash Financing Activities		
Deemed contribution relating to issuance of preferred shares	2,740,000	-

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

CASTOR MARITIME INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2017 and September 30, 2018
(Expressed in U.S. Dollars – except for share data)

1. Basis of Presentation:

The accompanying consolidated financial statements include the accounts of Castor Maritime Inc. (“Castor”) and its wholly owned subsidiary, Spetses Shipping Co. (“Spetses”), collectively the “Company”. Castor was incorporated on September 11, 2017 under the laws of the Marshall Islands and Spetses was incorporated under the laws of the Marshall Islands on December 13, 2016. Spetses owns the Magic P, a 76,453 DWT, 2004 built, Panamax, drybulk vessel, which was acquired on February 21, 2017. The Company is engaged in the ocean transportation of dry bulk cargoes worldwide through the ownership and operation of the bulk carrier vessel. Castor is controlled by Thalassa Investment Co. S.A. (“Thalassa”), an entity registered in the Liberia, which as of September 30, 2017 and September 30, 2018, held the majority of the Company's common shares and 100% of the Series B preferred shares and, accordingly, could control the outcome of matters on which stockholders are entitled to vote. Thalassa is wholly-owned and controlled by Petros Panagiotidis, the Company's Chairman, Chief Executive Officer and Chief Financial Officer.

On September 22, 2017, Castor entered into a share exchange agreement (“Exchange Agreement”) with the shareholders of Spetses to acquire all of the outstanding common shares of Spetses in exchange for Castor issuing (i) 2,400,000 of common shares proportionally to the then shareholders of Spetses, (ii) 12,000 of Series B preferred shares to Thalassa, the then controlling shareholder of Spetses, and (iii) 480,000 of 9.75% Series A cumulative redeemable perpetual preferred shares to the then shareholders of Spetses excluding Thalassa, all at par value of \$0.001. As the Exchange Agreement included the issuance of Preferred Shares, being a new and additional class of shares these have been recorded at fair value. As further discussed in Note 7, the Company also recorded deemed contribution of \$2.7 million representing the fair value of the 9.75% Series A cumulative redeemable perpetual preferred shares. The Series B preferred shares were deemed to have a fair value of zero as they have no rights to dividends, do not have redemption/call rights and do not have any redemption features or a liquidation preference. Following the completion of the exchange, Spetses became a wholly owned subsidiary of Castor. Prior to the date of the Exchange Agreement, the 100% of Castor's issued and outstanding common shares was held by Thalassa, and Thalassa also held 52% of the issued and outstanding common shares of Spetses.

As the transaction involved companies under common control, the transaction was accounted at the entities' historical carrying amounts and in accordance with ASC 805-50-45 whereby the Company's consolidated financial statements present the results of operations for the period in which the transfer occurred as though the transfer of net assets and exchange of equity interests had occurred on the date Spetses was incorporated and as if Spetses was from its date of incorporation a consolidated subsidiary of the Company. Results of operations and cash flows for the period December 13, 2016 to September 30, 2017 comprises those of the previously separate entities combined from the date of their incorporation to the date the transfer was completed and those of the combined operations and cash flows from that date to the end of the period. Hence the first reporting period of these consolidated financial statements was from December 13, 2016, the date Spetses was incorporated, to September 30, 2017 being the Company's first reporting period and the period from October 1, 2017 to September 30, 2018 is the second fiscal year of the consolidated financial statements.

CASTOR MARITIME INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2017 and September 30, 2018
(Expressed in U.S. Dollars – except for share data)

1. **Basis of Presentation (continued):**

For the period from December 13, 2016 to September 30, 2017, two charterers individually accounted for more than 10% of the Company's revenues, while for the year ended September 30, 2018 there were three charterers, as follows:

	September 30, 2017	September 30, 2018
Charterer	% of Company's revenue	% of Company's revenue
A	81%	52%
B	16%	24%
C		17%

2. **Significant Accounting Policies:**

- a. **Principles of consolidation:** The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and include the accounts and operating results of Castor and its subsidiary. All intercompany balances and transactions have been eliminated upon consolidation. The Company's fiscal year end is September 30.
- b. **Use of estimates:** The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include vessel valuations, the valuation of amounts due from charterers, residual value and the useful life of the vessel. Actual results may differ from these estimates.
- c. **Other comprehensive income:** The Company follows the accounting guidance relating to comprehensive income, which requires separate presentation of certain transactions that are recorded directly as components of shareholders' equity. The Company has no other comprehensive income (loss) items and, accordingly, comprehensive income equals net income for the period presented.
- d. **Foreign currency translation:** The Company's reporting and functional currency is the U.S. Dollar (“USD”). Transactions incurred in other currencies are translated into USD using the exchange rates in effect at the time of the transaction. On the balance sheet date, monetary assets and liabilities that are denominated in other currencies are translated into USD to reflect the end-of-period exchange rates and any gains and losses are included in the consolidated statements of comprehensive income.
- e. **Cash and cash equivalents:** The Company considers highly liquid investments such as time deposits and certificates of deposit with an original maturity of three months or less to be cash equivalents.

CASTOR MARITIME INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2017 and September 30, 2018
(Expressed in U.S. Dollars – except for share data)

2. Significant Accounting Policies (continued):

- f. **Accounts receivable trade:** Accounts receivable trade reflect receivables from vessel charters. At each balance sheet date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts. Provision for doubtful accounts for the periods presented was zero.
- g. **Inventories:** Inventories consist of lubricants and provisions on board of the vessel. Inventories are stated at the lower of cost or net realizable value. Net realizable value is the estimated selling price less reasonably predictable costs of disposal and transportation. Cost is determined by the first in, first out method. We adopted Accounting Standard Update No. 2015-11, “Simplifying the Measurement of Inventory” prospectively effective October 1, 2017 that requires the inventory to be measured at the lower of cost and net realizable value. There was no impact on the consolidated financial statements as a result of the adoption of the new accounting standard.
- h. **Vessel, net:** Vessel, net is stated at cost net of accumulated depreciation. The cost of vessel consists of the contract price plus any direct expenses incurred upon acquisition, including improvements, delivery expenses and other expenditures to prepare the vessel for her initial voyage. Subsequent expenditures for conversions and major improvements are also capitalized when they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessel. Repairs and maintenance are expensed as incurred.
- i. **Impairment of long-lived assets:** The Company reviews its vessel for impairment whenever events or changes in circumstances indicate that the carrying amount of the vessel may not be recoverable. When the estimate of future undiscounted cash flows expected to be generated by the use of the vessel is less than her carrying amount, the Company evaluates the vessel for an impairment loss. Measurement of the impairment loss is based on the fair value of the vessel in comparison to its carrying value. In this respect, management regularly reviews the carrying amount of the vessel in connection with her estimated recoverable amount. There were no indications that the carrying value of the vessel is not recoverable as of September 30, 2017 and 2018.
- j. **Vessel depreciation:** Depreciation is computed using the straight-line method over the estimated useful life of the vessel, after considering the estimated salvage value. The vessel's salvage value is equal to the product of her lightweight tonnage and estimated scrap rate. Management estimates the useful life of the vessel to be 25 years from the date of initial delivery from the shipyard and for a second-hand it is depreciated from the date of her acquisition through her remaining estimated useful life.
- k. **Dry-docking and special survey costs:** Dry-docking and special survey costs are accounted under the deferral method whereby the actual costs incurred are deferred and are amortized on a straight-line basis over the period through the date the next survey is scheduled to become due. Costs deferred are limited to actual costs incurred at the yard and parts used in the dry-docking or special survey. Costs deferred include expenditures incurred relating to shipyard costs, hull preparation and painting, inspection of hull structure and mechanical components, steelworks, machinery works, and electrical works as well as lodging and subsistence of personnel sent to the yard site to supervise. If a survey is performed prior to the scheduled date, the remaining unamortized balances are immediately written off, as dry-docking expenses. Unamortized balances of vessels that are sold are written-off and included in the calculation of the resulting gain or loss in the period of the vessel's sale. The amortization charge is presented within Depreciation and amortization in the consolidated statement of comprehensive income.

CASTOR MARITIME INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2017 and September 30, 2018
(Expressed in U.S. Dollars – except for share data)

2. Significant Accounting Policies (continued):

1. **Revenue and expense recognition:** The Company generates its revenues from charterers for the charterhire of its vessel. The vessel may be chartered under either voyage charters, where a contract is made in the spot market for the use of a vessel for a specific voyage for a specified charter rate, or time charters, where a contract is entered into for the use of a vessel for a specific period of time and a specified daily charterhire rate, if applicable. If a charter agreement exists, charter rate is fixed and determinable, the vessel is made available to the lessee, and the collection of the related revenue is reasonably assured, revenue is recognized, as it is earned ratably over the duration of the period of each voyage or time charter. Revenue is shown net of address commissions payable directly to charterers under the relevant charter agreements. Address commissions represent discount (sales incentive) on services rendered by the Company and no identifiable benefit is received in exchange for the consideration provided to the charterer. A voyage is deemed to commence upon the later of the completion of discharge of vessel's previous cargo or upon arrival to the agreed upon port, based on the terms of a voyage contract that is not cancellable and is deemed to end upon the completion of discharge of the current cargo. Demurrage income represents payments by the charterer to the vessel owner when loading or discharging time exceeded the stipulated time in the voyage charter and is recognized as it is earned. Deferred revenue includes cash received prior to the balance sheet date and is related to revenue earned after such date.

Voyage expenses, consisting of: (a) port, canal and bunker expenses that are unique to a particular charter, are paid for by the charterer under the time charter arrangements or by the Company under voyage charter arrangements, and (b) brokerage commissions, which are always paid for by the Company, regardless of charter type. All voyage and vessel operating expenses are expensed as incurred, except for brokerage commissions. Commissions paid to brokers are deferred and amortized over the related charter period to the extent revenue has been deferred since commissions are earned as the Company's revenues are earned. At the inception of a time charter, the Company records the difference between the cost of bunker fuel delivered by the terminating charterer and the bunker fuel sold to the new charterer as a gain or loss within voyage expenses.

The Company did not enter to any voyage charters during the period under review.

- m. **Derivative instruments:** The Company is exposed to changes in the spot market rates associated with the deployment of its vessel and its objective is to manage the impact of such changes in its cash flows. In this respect, from time to time, the Company may engage in certain forward freight agreements. When such derivatives do not qualify for hedge accounting the Company records these financial instruments in the consolidated balance sheet at their fair value as either a derivative asset or a liability, and recognizes the fair value changes thereto in earnings. When the derivatives do qualify for hedge accounting, depending upon the nature of the hedge, changes in fair value of the derivatives are either offset against the fair value of assets and liabilities through earnings, or recognized in other comprehensive income/(loss) (effective portion) until the hedged item is recognized in earnings. As of September 30, 2017 and 2018, there were no open derivative instruments.

CASTOR MARITIME INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2017 and September 30, 2018
(Expressed in U.S. Dollars – except for share data)

2. Significant Accounting Policies (continued):

- n. **Fair value measurements:** The Company follows the provisions of ASC 820, “Fair Value Measurements and Disclosures” which defines, and provides guidance as to the measurement of fair value. ASC 820 creates a hierarchy of measurement and indicates that, when possible, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value hierarchy gives the highest priority (Level 1) to quoted prices in active markets and the lowest priority (Level 3) to unobservable data, for example, the reporting entity's own data. Under the standard, fair value measurements are separately disclosed by level within the fair value hierarchy. ASC 820 applies when assets or liabilities in the consolidated financial statements are to be measured at fair value, but does not require additional use of fair value beyond the requirements in other accounting principles.
- o. **Earnings/(losses) per common share:** Basic earnings/(losses) per common share are computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Dividends on cumulative redeemable perpetual preferred shares reduce the income available to common shareholders, (whether or not earned). Diluted earnings per common share, reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised.
- p. **Commitments and contingencies:** Liabilities for loss contingencies, arising from claims, assessments, litigation, fines and penalties, environmental and remediation obligations and other sources are recorded when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated.
- q. **Emerging Growth Company:** The Company is an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act, or JOBS Act. and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, and reduced disclosure obligations. Further, the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable.

The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's consolidated financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. The Company has elected to defer the adoption of accounting pronouncements using the dates required for private companies.

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2. Significant Accounting Policies (continued):

Recent Accounting Pronouncements:

ASU 2014-09 Revenue from Contracts with Customers:

On May 28, 2014, the FASB issued the ASU No 2014-09 Revenue from Contracts with Customers. ASU 2014-09, as amended, outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. This update is effective for private entities with reporting periods beginning after December 15, 2018 and interim periods within annual reporting periods beginning after December 15, 2019. The implementation of this standard is not expected to have an impact on the Company's financial statements since the revenues are generated largely from time charters, which will be accounted under the Leases standard and the Company's accounting for revenue from voyage charters is consistent with ASU 2014-09. The Company does not intend to early adopt ASU 2014-09.

ASU No. 2016-02, Leases:

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The main provision of this ASU, as amended by ASU-2018-11, is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases. Accounting by lessors will remain largely unchanged from current U.S. GAAP. Lessors may elect not to separate lease and non-lease components when certain conditions are met. The requirements of this standard include an increase in required disclosures. The Company expects that its time charter arrangements will be subject to the requirements of the new Leases standard as the Company will be regarded as the lessor. The new leases standard requires either a modified retrospective transition approach for all leases existing at, or entered into after the date of initial application, with an option to use certain transition relief or as a cumulative-effect adjustment to the beginning balance of retained earnings in the period of adoption. This update is effective for public entities with reporting periods beginning after December 15, 2018, including interim periods within those years and for private entities with reporting periods beginning after December 15, 2019 and interim periods within annual reporting periods beginning after December 15, 2020. Early adoption is permitted. The Company is currently evaluating the impact, if any, of the adoption of this new standard.

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3. Transactions with Related Party:

The Company's ship manager is Pavimar S.A. ("Pavimar"), a company controlled by Ismini Panagiotidi, the sister of Petros Panagiotidis (see Note 1). Under the management agreement concluded in December 2016, Pavimar provides the Company with a wide range of shipping services such as crew management, technical management, operational employment management, insurance arrangements, provisioning, bunkering, accounting services, general administration and audit support, in exchange for a fixed daily fee of \$250. The agreement, which commenced upon the delivery of the vessel on February 21, 2017, shall continue until the sale of the vessel, unless terminated earlier by either party upon two months written notice. In the event of termination, the management fee payable to Pavimar shall continue to be payable for a further period of three calendar months as from the termination date. The management fee is subject to an annual review at the date of the anniversary of the management agreement. As part of this review, on November 13, 2017, it was agreed that the daily fixed fee, effective December 16, 2017, be adjusted to \$320 and such fee will remain at this level until December 16, 2019, at which time the daily management fee may be revised.

Each month, the Company makes an advance payment to Pavimar to cover working capital equal to one month of estimated operating expenses and management fee. At September 30, 2017, and 2018, the excess of the amount advanced to Pavimar over payments made by Pavimar for the Company's operating expenses and the management fee amounted to \$96,264 and \$263,079, respectively and are reflected as due from related party in the accompanying consolidated balance sheets.

4. Deferred charges, net:

Deferred charges of \$443,394 as of September 2018 represent dry-dock costs incurred of \$784,474 less amortization of \$341,080. On October 27, 2017, the Company's vessel commenced its scheduled dry-dock which was completed on November 25, 2017. In accordance with the Company's policy such cost was deferred and will be amortized on a straight-line basis over the estimated period until the next dry-dock which is estimated to take place in November 2019.

5. Vessel, net:

On February 21, 2017, the Company took delivery of Magic P for a total cost of \$7.5 million. Management reviews the carrying amount of the vessel to determine if events have occurred that would suggest the carrying value of the vessel is not recoverable. As of September 30, 2017 and 2018, there were no indications that the carrying value of the vessel is not recoverable.

Vessel, net is analysed as follows:

	Vessel Cost	Accumulated Depreciation	Net Book Value
Balance, December 13, 2016	\$ -	\$ -	\$ -
- Vessel acquired	7,549,281		7,549,281
- Depreciation for the period	-	(182,346)	(182,346)
Balance, September 30, 2017	7,549,281	(182,346)	7,366,935
- Depreciation for the year	-	(296,531)	(296,531)
Balance, September 30, 2018	7,549,281	(478,877)	7,070,404

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6. Shareholders' Equity:

Under the Company's articles of incorporation, the Company's authorized capital stock consists of 2,000,000,000 shares, par value \$0.001 per share, of which 1,950,000,000 shares are designated as common shares and 50,000,000 shares are designated as preferred shares. In connection with the Exchange Agreement discussed in Note 1, the Company issued 2,400,000 common shares, 480,000 of 9.75% Series A cumulative redeemable perpetual preferred shares and 12,000 Series B preferred shares to the then shareholders of Spetses. The accompanying consolidated financial statements give retroactive effect to the issuance of the shares as of December 13, 2016.

Furthermore, the Company determined the fair value of the 9.75% Series A cumulative redeemable perpetual preferred shares to be \$2,740,000 as of the date of issuance and reflected the amount within additional paid-in capital. The fair value of these shares was determined using Level 3 hierarchical data. The fair value of these shares was determined using the income approach. In application of the income approach, a discounted cash flow method, or DCF, was utilized.

On September 29, 2017, the Company's shareholders authorized one or more amendments to its Articles of Incorporation to effect one or more reverse stock splits of the Company's issued common shares at a ratio of not less than one-for-two and not more than one-for-1000 and in the aggregate at a ratio of not more than one-for-1000, inclusive, with the exact ratio to be set at a whole number within this range to be determined by the Company's board of directors, or the Board, or any duly constituted committee thereof, at any time after approval of each amendment in its discretion, and to authorize the Board to implement any such reverse stock split by filing any such amendment with the Registrar of Corporations of the Republic of the Marshall Islands. As of September 30, 2017 and 2018, no reverse stock splits have been effected under this authorization.

Common Shares:

Each outstanding common share entitles the holder to one vote on all matters submitted to a vote of shareholders. Subject to preferences that may be applicable to any outstanding preferred shares, common shareholders are entitled to receive ratably all dividends, if any, declared by the Company's board of directors out of funds legally available for dividends. Upon the Company's dissolution or liquidation or the sale of all or substantially all of its assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the common shareholders are entitled to receive pro rata the remaining assets available for distribution. Common shareholders do not have conversion, redemption or pre-emptive rights to subscribe to any of the Company's securities. The rights, preferences and privileges of common shareholders are subject to the rights of the holders of any preferred shares, which the Company may issue in the future.

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6. Shareholders' Equity (continued):

Preferred Shares: The table below presents a summary of preferred shares outstanding as of September 30, 2017 and 2018.

Series	Description	Initial Issuance Date	Total Shares Outstanding	Liquidation Preference per Share (in dollars)	Carrying Value (1)	Dividend Rate
Series A	9.75% Cumulative Perpetual Redeemable	09/22/17	480,000	\$25	\$480	9.75% per annum of the Liquidation Preference per share
Series B	n/a	09/22/17	12,000	-	\$12	n/a
Total			492,000		\$492	

(1) There are no issuance costs.

9.75% Series A cumulative redeemable perpetual preferred shares: Holders of Series A preferred shares have no general voting rights other than certain limited protective voting rights. Also, holders of Series A preferred shares, rank senior to the holders of common shares with respect to dividends, distributions and payments upon liquidation. Dividends on the Series A preferred shares are cumulative from the date of original issue and are payable on the 15th day of June and December of each year, commencing December 15, 2017. In the event the Company is unable to make dividend payments to the holders of the Series A preferred shares, the dividend rate shall increase to a number that is 1.30 times the dividend rate payable on the day immediately preceding the date of such dividend arrearage until the dividend arrearage is cured. The Company has not declared or paid dividends on its Series A preferred shares. The cumulative dividends from the issuance date of September 22, 2017 to September 30, 2017 amounted to \$29,250 and for the year ended September 30, 2018 amounted to \$1,646,775 and have not been recorded as a dividend and a liability in the accompanying consolidated financial statements.

The Series A Preferred Shares do not have a mandatory redemption feature. The Company has the right at any time on or after March 22, 2018 to redeem the Series A Preferred Shares, in whole or from time to time in part, from any funds available for such purpose, on a date set by the Company at an amount equal to \$25.00 per share (the liquidation preference) plus an amount equal to all accumulated and unpaid dividends thereon to date of redemption whether or not declared. Such redemption price may be paid in cash, common shares or a note as shall be determined at the Company's sole discretion. If paid in common shares, the price of the common shares will be 90% of the lowest daily volume weighted average price on any trading day during the 5-consecutive trading-day period ending and including the trading day immediately prior to the date of the applicable redemption date.

Series B preferred shares: The Series B preferred shares do not have redemption/call rights and do not earn any dividends or have any distribution rights. Holders of Series B preferred shares have 100,000 votes per share on all matters submitted to a vote of the shareholders of the Company (including determination for purposes of quorum) and shall vote together with the holders of the Company's common shares as one class. Holders of Series B preferred shares do not have any other special voting rights.

Adoption of a shareholder rights plan: On November 21, 2017, the Company declared a dividend of one preferred share purchase right for each outstanding common share and adopted a shareholder rights plan, as set forth in a Stockholders Rights Agreement dated as of November 20, 2017, by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent. In connection with the Stockholders Rights Agreement, the Company designated 1,000,000 shares as Series C Participating Preferred Stock, none of which are outstanding as of the date of this prospectus.

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7. Financial Instruments and Fair Value Disclosures:

The principal financial assets of the Company consist of cash at banks and accounts receivable due from vessel charters. The principal financial liabilities of the Company consist of accounts payable due to suppliers.

Concentration of credit risk: Financial instruments, which potentially subject the Company to significant concentrations of credit risk, consist principally of cash and cash equivalents and trade accounts receivable. The Company places its cash and cash equivalents, consisting mostly of deposits, with high credit qualified financial institutions. The Company performs periodic evaluations of the relative credit standing of the financial institutions in which it places its deposits. The Company limits its credit risk with accounts receivable by performing ongoing credit evaluations of its customers' financial condition.

The carrying values of cash and cash equivalents, accounts receivable and accounts payable approximate their fair value due to the short-term nature of these financial instruments.

Derivative financial instruments: The Company is exposed to changes in the spot market rates associated with the deployment of its vessel and its objective is to manage the impact of such changes in its earnings and cash flows. In this respect, during the period from December 13, 2016 to September 30, 2017, the Company engaged in a series of forward freight agreements (FFAs) to manage its exposure to spot market rate fluctuations. The FFAs which had not been renewed upon maturity, were used as economic hedge agreements and did not meet the hedge accounting criteria, therefore, changes in their fair value were recorded in earnings. During the period from December 13, 2016 to September 30, 2017, the Company realized a gain of \$475,530 which is separately reflected as "Gain on derivative financial instruments" in the accompanying consolidated statement of comprehensive income. As of September 30, 2018 the Company does not have any derivative instruments in place to manage such fluctuations.

8. Commitments and contingencies:

Various claims, lawsuits, and complaints, including those involving government regulations and product liability, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, agents, insurance and other claims with suppliers relating to the operations of the Company's vessel. Currently, management is not aware of any such claims or contingent liabilities, which should be disclosed, or for which a provision should be established in the accompanying consolidated financial statements.

The Company accrues for the cost of environmental liabilities when management becomes aware that a liability is probable and is able to reasonably estimate the probable exposure. Currently, management is not aware of any such claims or contingent liabilities, which should be disclosed, or for which a provision should be established in the accompanying consolidated financial statements. The Company is covered for liabilities associated with the individual vessels' actions to the maximum limits as provided by Protection and Indemnity (P&I) Clubs, members of the International Group of P&I Clubs.

9. Income Taxes:

Both Castor and Spetses are incorporated under the laws of the Republic of the Marshall Islands and they are not subject to income taxes in the Republic of the Marshall Islands. Spetses is subject to registration and tonnage taxes, which have been included in Vessel operating expenses in the accompanying consolidated statements of comprehensive income. Both Castor and Spetses were not subject to United States federal income taxation in respect of income that is derived from the international operation of ships and the performance of services directly related as they qualified for the exemption of Section 883 of the Internal Revenue Code of 1986, as amended.

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10. Earnings/(losses) Per Share:

The computation of earnings per share for the period December 13, 2016 to September 30, 2017 gives retroactive effect to the 2,400,000 common shares issued under the Exchange Agreement (refer to Note 1).

For the period from December 13, 2016 to September 30, 2017, and the year ended September 30, 2018 there were no dilutive shares. The components of the calculation of basic and diluted earnings per share for the period December 13, 2016 to September 30, 2017 and for the year ended September 30, 2018, are as follows:

	2017	2018
Net income and comprehensive income	878,644	980,938
Less: Cumulative dividend on Series A preferred shares	(29,250)	(1,646,775)
Net income/(loss) and comprehensive income/losses available to common shareholders	849,394	(665,837)
Weighted average number of common shares outstanding, basic and diluted	2,400,000	2,400,000
Earnings/(losses) per common share, basic and diluted	0.35	(0.28)

11. Vessel Operating and Voyage Expenses:

The amounts in the accompanying consolidated statement of comprehensive income are analyzed as follows:

	For the period from December 13, 2016 to September 30, 2017	For the year ended September 30, 2018
Vessel Operating Expenses		
Crew and related costs	609,549	983,985
Repairs & maintenance, spares, stores, classification, chemicals & gases, paints	323,322	415,306
Lubricants	104,410	95,835
Insurance	75,321	133,090
Tonnage taxes	33,429	40,345
Other	48,964	59,209
Total	1,194,995	1,727,770
Voyage expenses		
Brokerage commissions	51,735	90,194
Port & other expenses	59,287	57,042
Gain on Bunkers	(30,169)	(109,863)
Total	80,853	37,373

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12. General and Administrative Expenses:

The amount in the accompanying consolidated statement of comprehensive income includes legal, audit and other professional fees and expenses, as well as, the Company's Chief Executive Officer's compensation of \$7,267 and \$19,267 which is payable as of September 30, 2017 and 2018, respectively.

13. Future Minimum Time Charter Revenue

The future minimum time charter revenue, net of commissions, based on the Vessel's committed to non-cancelable time charter contract (including fixture recap) as of September 30, 2018, is \$1,046,719 (assuming no off hire days), all due within the next 12 months.