

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

**Astra Ventures, Inc.**

CIK: **1519955** | IRS No.: **990361962**

Type: **10-Q** | Act: **34** | File No.: **333-173949** | Film No.: **13528182**

SIC: **7822** Motion picture & video tape distribution

Mailing Address

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TIANYAOQIAO RO  
XUHUI DISTRICT  
SHANGHAI F4 NA

Business Address

10/F, BUILDING B, NO. 329  
TIANYAOQIAO RO  
XUHUI DISTRICT  
SHANGHAI F4 NA  
011-8621-3363-3050

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

**FORM 10-Q**

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

**For the Quarterly Period Ended November 30, 2012**

**OR**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 333-173949

**ASTRA VENTURES, INC.**

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

7822

(Primary Standard Industrial  
Classification Code Number)

99-0361962

(I.R.S. Employer Identification No.)

10/F, Building B, No. 329 Tianyaoqiao Road  
Xuhui District, Shanghai, P.R. China

*(Address of principal executive offices)*

011-8621-3363-3050 ext. 763

*(Registrant's telephone number, including area code)*

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The number of shares of Common Stock, \$0.001 par value, of the registrant outstanding at January 11, 2013 was 6,900,000.

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## CAUTION REGARDING FORWARD-LOOKING INFORMATION

All statements contained in this quarterly report on Form 10-Q (“Form 10-Q”), other than statements of historical facts, that address future activities, events or developments are forward-looking statements, including, but not limited to, statements containing the words “believe,” “anticipate,” “expect” and words of similar import. These statements are based on certain assumptions and analyses made by us in light of our experience and our assessment of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. However, whether actual results will conform to the expectations and predictions of management is subject to a number of risks and uncertainties that may cause actual results to differ materially. Such risks may include, among others, the following: national and local general economic and market conditions; our ability to sustain, manage or forecast our growth; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other factors referenced in this and previous filings.

Consequently, all of the forward-looking statements made in this Form 10-Q are qualified by these cautionary statements and there can be no assurance that the actual results anticipated by management will be realized or, even if substantially realized, that they will have the expected consequences to or effects on our business operations.

**PART I.**

**Item 1. *Financial Statements.***

**ASTRA VENTURES, INC.  
(A Development Stage Company)**

**CONSOLIDATED FINANCIAL STATEMENTS**

**NINE MONTHS ENDED NOVEMBER 30, 2012**

**ASTRA VENTURES, INC.**  
**(A Development Stage Company)**  
**CONSOLIDATED BALANCE SHEETS**

	November 30, 2012 (Unaudited) - \$ -	February 28, 2012 - \$ -
<b>ASSETS</b>		
Current assets		
Cash	3,500	15,144
Total current assets	3,500	15,144
Total assets	3,500	15,144
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities		
Accounts payable	-	2,133
Shareholder advances	14,930	-
Total current liabilities	14,930	2,133
Total liabilities	14,930	2,133
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Authorized:		
100,000,000 common shares with a par value of \$0.001		
6,900,000 common shares issued and outstanding	6,900	6,900
Additional paid in capital	42,100	42,100
Deficit accumulated during the development stage	(60,430)	(35,989)
Total stockholders' equity (deficit)	(11,430)	13,011
Total liabilities and stockholders' equity (deficit)	3,500	15,144

– See Accompanying Notes –

**ASTRA VENTURES, INC.**  
**(A Development Stage Company)**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	Three months ended November 30, 2012	Three months ended November 30, 2011	Nine months ended November 30, 2012	Nine months ended November 30, 2011	Period from September 23, 2010 (Inception) to November 30, 2012
	- \$ -	- \$ -	- \$ -	- \$ -	- \$ -
<b>Expenses</b>					
General and administrative	7,622	13,531	24,441	23,698	60,430
<b>Net loss</b>	(7,622)	(13,531)	(24,441)	(23,698)	(60,430)
<b>Basic and diluted loss per share</b>	(0.00)	(0.00)	(0.00)	(0.00)	
<b>Weighted average number of common shares outstanding</b>	6,900,000	6,900,000	6,900,000	6,900,000	

– See Accompanying Notes –

**ASTRA VENTURES, INC.**  
**(A Development Stage Company)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Nine months ended November 30, 2012	Nine months ended November 30, 2011	Period from September 23, 2010 (Inception) to November 30, 2012
	- \$ -	- \$ -	- \$ -
<b>Cash Flows From Operating Activities</b>			
Net loss	(24,441)	(23,698)	(60,430)
Net change in non-cash working capital balances:			
Change in accounts payable	(2,133)	-	-
Cash flows used in operations	(26,574)	(23,698)	(60,430)
<b>Cash Flows From Financing Activities</b>			
Shareholder advances	14,930	-	14,930
Proceeds from sale of common stock	-	-	49,000
Cash flows provided by financing activities	14,930	-	63,930
<b>Increase (Decrease) In Cash</b>	(11,644)	(23,698)	3,500
<b>Cash, beginning of period</b>	15,144	48,083	-
<b>Cash, end of period</b>	3,500	24,385	3,500
<b>Supplementary Cash Flow Information:</b>			
Cash paid for:			
Interest	-	-	-
Income taxes	-	-	-

– See Accompanying Notes –



**ASTRA VENTURES, INC.**  
**(A Development Stage Company)**  
**NOTE TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**NOVEMBER 30, 2012**  
**(Unaudited)**

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**1. BASIS OF PRESENTATION**

The accompanying unaudited interim financial statements of Astra Ventures, Inc. ("Astra" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for our interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements that would substantially duplicate the disclosure contained in the audited financial statements for fiscal 2012, as reported in the Form 10-K, have been omitted.

The consolidated financial statements include the accounts of the company's wholly owned subsidiary, China Ocean Fuel Oil (USA) Co., Limited ("China Ocean"). All intercompany transactions, if any, are eliminated upon consolidations.

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company anticipates future losses in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand, loans from directors or related parties and/or issuance of common shares.

**2. RELATED PARTY TRANSACTIONS**

Shareholder advances represent advances made to us by our majority shareholder, Sino Ocean Fuel Holdings Limited (formerly known as Formula One Investments Limited), for working capital purposes amounting to \$14,930 at November 30, 2012. These advances are non-interest bearing, due upon demand and are unsecured.

**3. CHANGE OF CONTROL**

On August 22, 2012, Sino Ocean Fuel Holdings Limited (formerly known as "Formula One Investments Limited"), a British Virgin Islands company acquired, in two private stock sale transactions, an aggregate 4,200,000 shares of our common stock, representing 60.87% of our issued and outstanding shares as of August 22, 2012.

Effective August 22, 2012, (a) Sieg Badke resigned as the Company's sole director, Chief Executive Officer, President, Chief Financial Officer, Treasurer and Vice President; (b) Jesse Hahn resigned as the Company's Secretary; (c) Mao Zhao, was appointed as the Chief Executive Officer and Director to serve until her successor has been duly appointed or qualified or her earlier death, resignation or removal; (d) Chau To Chan was appointed as President and Chairman of the Board of Directors to serve until his successor has been duly appointed or qualified or his earlier death, resignation or removal; (e) Qinzhen Li was appointed as Chief Financial Officer, Treasurer and Secretary of the Company to serve until her successor has been duly appointed or qualified or her earlier death, resignation or removal; and (f) Yong Li was appointed as a director to serve until his successor has been duly appointed or qualified or his earlier death, resignation or removal.

**4. SUBSIDIARY**

Effective October 17, 2012, the Company formed China Ocean as a wholly owned subsidiary. China Ocean has no operations, assets or liabilities as of November 30, 2012.



## **Item 2. Management's Discussion and Analysis or Plan of Operations**

The following discussion provides information that we believe is relevant to an assessment and understanding of the results of operations and financial condition of our company. It should be read in conjunction with the financial statements and accompanying notes.

### **Plan of Operation**

Our Company was originally incorporated on September 23, 2010 in the State of Nevada. We originally planned to commence business operations by obtaining distribution rights for television programming and specialty films such as reality television and extreme sports programming for reproduction and distribution across multiple markets and formats in the United States and worldwide. However, in connection with the change of control transaction that closed on August 22, 2012 and which is more fully described below under the section below titled "*Change of Control*," we appointed a new executive management team and changed our planned business operations.

We now intend to start operating a trading business, leveraging our executive management's extensive experience in the trading of oil, fuel and other petroleum products. On October 17, 2012, we completed the formation of our new wholly owned subsidiary trading company, China Ocean Fuel Oil (USA) Co., Limited ("China Ocean"), in Hong Kong through which we plan to engage in trading petroleum and petrochemical products. Our management team is currently setting up China Ocean's management system and internal controls and we plan to commence our trading operations through China Ocean within the next three months. Our business office will be located in Hong Kong and we may also set up sales offices in China in the future. Our suppliers will be mainly from sources based in the Middle East and our targeted customers will be buyers from mainland China, Hong Kong and Asia. We plan to finance our trading business through bank financings and private loans.

We also intend to explore investment opportunities mainly in energy-related projects. We anticipate raising funds for these investments through public or private equity or debt financings and bank loans.

We have not yet started operations or generated or realized any revenues from business operations. Our auditors have issued a going concern opinion based on our prior business operations. This means that there is substantial doubt that we can continue as an ongoing business for the next twelve months unless we obtain additional capital. We do not expect to generate any revenue until we commence operations under our new business plan. Accordingly, we must raise cash from other sources. We currently have no arrangements in place for additional financing. Our success or failure will be initially determined by the availability of additional financing and thereafter by our success in implementing our business plan.

Our current cash resources are insufficient to finance our planned expenditures. To successfully commence our planned operations we will need to raise additional financing. We anticipate raising the funds through either private loans, the public and/or private sale of our common stock or bank financing. We have no third party financing commitments, and our ability to raise financing in the equity markets are uncertain as the equity markets, in recent years, have been depressed especially for start-up companies.

### *Change of Control*

On August 22, 2012, Sino Ocean Fuel Holdings Limited (formerly known as "Formula One Investments Limited"), a British Virgin Islands company ("Sino Ocean") acquired in private stock sale transactions an aggregate 4,200,000 shares (the "Shares") of the Company's common stock (the "Common Stock"). Pursuant to a Securities Purchase Agreement dated August 22, 2012 that Sino Ocean entered into with Sieg Badke (the "Purchase Agreement"), who prior to the Closing Date was the majority shareholder and the sole director and executive officer of the Company, Sino Ocean acquired 4,000,000 shares of the Company's Common Stock from Mr. Badke. Sino Ocean also entered into a separate Stock Purchase Agreement dated August 22, 2012 through which it acquired an additional 200,000 shares of the Company's Common Stock. Following the closing of these private stock sale transactions and the change in control, Sino Ocean owned an aggregate 4,200,000 shares of the Company's Common Stock, representing 60.87% of the issued and outstanding the Company's Common Stock as of August 22, 2012 (the "Closing Date").

In accordance with the Purchase Agreement, effective upon the Closing Date: (a) Sieg Badke resigned as the Company's sole director, Chief Executive Officer, President, Chief Financial Officer, Treasurer and Vice President; (b) Jesse Hahn resigned as the Company's Secretary; (c) Mao Zhao, was appointed as the Chief Executive Officer and Director to serve until her successor has been duly appointed or qualified or her earlier death, resignation or removal; (d) Chau To Chan was appointed as President and Chairman of the Board of Directors to serve until his successor has been duly appointed or qualified or his earlier death, resignation or removal; (e) Qinzhen Li was appointed as Chief Financial Officer, Treasurer and Secretary of the Company to serve until her successor has been duly appointed or qualified or her earlier death, resignation or removal; and (f) Yong Li was appointed as a director to serve until his successor has been duly appointed or qualified or his earlier death, resignation or removal.



## **Results of Operations**

### ***Three-Month Periods Ended November 30, 2012 and 2011***

We did not earn any revenues during the three-month periods ended November 30, 2012 and November 30, 2011.

We incurred operating expenses in the amount of \$7,622 for the three-month period ended November 30, 2012 as compared to \$13,531 for the three-month period ended November 30, 2011. These operating expenses comprised of general and administrative expenses.

### ***Nine-Month Periods Ended November, 2012 and 2011***

We did not earn any revenues during the nine-month periods ended November 30, 2012 and November 30, 2011.

We incurred operating expenses in the amount of \$24,441 for the nine-month period ended November 30, 2012 as compared to \$23,698 for the nine-month period ended November 30, 2011. These operating expenses comprised of general and administrative expenses.

### ***Liquidity and Capital Resources***

Net cash used in operating activities for the nine-month period ended November 30, 2012 was attributable to a net loss of \$24,441 and decrease in accounts payable of \$2,133. Net cash used in operating activities for the nine months ended November 30, 2011 was primarily attributable to a net loss of \$23,698.

Net cash provided by financing activities was \$14,930 for the nine months ended November 30, 2012 and was attributable to advances from related parties, whereas there was no cash flow from financing activities for the nine months ended November 30, 2011.

We currently do not have any credit facilities or other commitments for debt or equity financing. No assurances can be given that advances when needed will be available. We need additional funding to undertake our operations. Private capital, if sought, will be sought from private and institutional investors. To date, we have not sought any funding source and have not authorized any person or entity to seek out funding on our behalf. If a market for our shares ever develops, of which there can be no assurances, we will use shares to compensate employees/consultants and independent contractors wherever possible.

We will incur ongoing expenses associated with professional fees for accounting, legal, and a host of other expenses in connection with the required filings with the SEC that are associated with being a public company. We estimate that these costs will be approximately \$100,000 per year for the next few years and will be higher if we commence operations under our new business plan and our business activity increases. These obligations will reduce our ability and resources to fund other aspects of our business. We hope to be able to use our status as a public company to increase our ability to use non-cash means of settling obligations and compensate certain independent contractors who provide professional services to us, although there can be no assurances that we will be successful in any of those efforts.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risks**

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 3.

## **Item 4. Controls and Procedures**

### ***Evaluation of Disclosure Controls***

As of November 30, 2012, we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

### ***Limitations on the Effective of Controls***

Our management does not expect that our disclosure controls or our internal controls over financial reporting will prevent all error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, but no absolute, assurance that the objectives of a control system are met. Further, any control system reflects limitations on resources, and the benefits of a control system must be considered relative to its costs. These limitations also include the realities that judgments in decision-making can be faulty and

that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of a control. A design of a control system is also based upon certain assumptions about potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

## ***Conclusions***

Based upon their evaluation of our disclosure controls and procedures as of November 30, 2012, our chief executive officer and chief financial officer have concluded that, subject to the limitations noted above, the disclosure controls were effective to provide reasonable assurance that information required to be disclosed in the reports filed or submitted by the Company under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

## ***Changes in internal control over financial reporting***

There have been no changes during the period covered by this Quarterly Report on Form 10-Q in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

None.

### **Item 1A. Risk Factors**

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 1A.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

There were no unregistered sales of equity securities during the three month period ended November 30, 2012.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

None.

**Item 6. Exhibits**

(a) The following documents are filed as part of this Report:

(1) Financial statements filed as part of this Report:

Balance Sheets as of November 30, 2012 (Unaudited) and February 29, 2012 (Audited).

Statements of Operations for the three month and nine month periods ended November 30, 2012 and 2011 and the Period from September 23, 2010 (Inception) to November 30, 2012. (Unaudited)

Statements of Cash Flows for the nine month periods ended November 30, 2012 and 2011 and the Period from September 23, 2010 (Inception) to November 30, 2012. (Unaudited)

Notes to Financial Statements (Unaudited)

(2) Exhibits filed as part of this Report:

**Exhibit****Number Description**

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31.1	Certification of Chief Executive Officer pursuant to Rule 13a-15e or 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
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31.2	Certification of Chief Financial Officer pursuant to Rule 13a-15e or 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
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32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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101.INS	XBRL Instance Document *
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101.SCH	XBRL Taxonomy Extension Schema Document *
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101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
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101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
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101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
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101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *
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\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.



## 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: January 14, 2013

**ASTRA VENTURES, INC.**  
(Registrant)

By: /s/ Mao Zhao  
Name: Mao Zhao  
Title: Chief Executive Officer

By: /s/ Qinzen Li  
Name: Qinzen Li  
Title: Chief Financial Officer

## CERTIFICATION

I, Mao Zhao, certify that;

- (1) I have reviewed this quarterly report on Form 10-Q of ASTRA VENTURES, INC.;
- (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 the 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.

By: /s/ Mao Zhao  
Name: Mao Zhao  
Title: Chief Executive Officer  
Date January 14, 2013

## CERTIFICATION

I, Qinzhen Li that;

(1) I have reviewed this quarterly report on Form 10-Q of ASTRA VENTURES, INC.;

(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 the 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.

By: /s/ Qinzhen Li

Name: Qinzhen Li

Title: Chief Financial Officer

Dated: January 14, 2013

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying quarterly report on Form 10-Q of ASTRA VENTURES, INC. for the quarter ended November 30, 2012, I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) the quarterly Report on Form 10-Q of ASTRA VENTURES, INC. for the quarter ended November 30, 2012 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 quarterly Report on Form 10-Q for the quarter ended November 30, 2012, fairly presents, in all material respects, the financial condition and results of operations of ASTRA VENTURES, INC.

By: /s/ Mao Zhao  
Name: Mao Zhao  
Title: Chief Executive Officer  
Date January 14, 2013

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying quarterly report on Form 10-Q of ASTRA VENTURES, INC. for the quarter ended November 30, 2012, I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) the quarterly report on Form 10-Q of ASTRA VENTURES, INC. for the quarter ended November 30, 2012 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 quarterly report on Form 10-Q for the quarter ended November 30, 2012 presents, in all material respects, the financial condition and results of operations of ASTRA VENTURES, INC.

By: /s/ Qinzhen Li  
Name: Qinzhen Li  
Title: Chief Financial Officer  
Dated: January 14, 2013

## SUBSIDIARY

**9 Months Ended  
Nov. 30, 2012**

[Subsidiary \[Abstract\]](#)  
[SUBSIDIARY](#)

### 4. SUBSIDIARY

Effective October 17, 2012, the Company formed China Ocean as a wholly owned subsidiary. China Ocean has no operations, assets or liabilities as of November 30, 2012.

## CHANGE OF CONTROL

**9 Months Ended**

**Nov. 30, 2012**

[Change In Control](#)

[\[Abstract\]](#)

[CHANGE IN CONTROL](#)

### 3. CHANGE OF CONTROL

On August 22, 2012, Sino Ocean Fuel Holdings Limited (formerly known as “Formula One Investments Limited”), a British Virgin Islands company acquired, in two private stock sale transactions, an aggregate 4,200,000 shares of our common stock, representing 60.87% of our issued and outstanding shares as of August 22, 2012.

Effective August 22, 2012, (a) Sieg Badke resigned as the Company’s sole director, Chief Executive Officer, President, Chief Financial Officer, Treasurer and Vice President; (b) Jesse Hahn resigned as the Company’s Secretary; (c) Mao Zhao, was appointed as the Chief Executive Officer and Director to serve until her successor has been duly appointed or qualified or her earlier death, resignation or removal; (d) Chau To Chan was appointed as President and Chairman of the Board of Directors to serve until his successor has been duly appointed or qualified or his earlier death, resignation or removal; (e) Qinzhen Li was appointed as Chief Financial Officer, Treasurer and Secretary of the Company to serve until her successor has been duly appointed or qualified or her earlier death, resignation or removal; and (f) Yong Li was appointed as a director to serve until his successor has been duly appointed or qualified or his earlier death, resignation or removal.

**CONSOLIDATED  
BALANCE SHEETS  
(unaudited) (USD \$)**

	Nov. 30, 2012	Feb. 29, 2012
<b><u>Current assets</u></b>		
<u>Cash</u>	\$ 3,500	\$ 15,144
<u>Total current assets</u>	3,500	15,144
<u>Total assets</u>	3,500	15,144
<b><u>Current liabilities</u></b>		
<u>Accounts payable</u>		2,133
<u>Shareholder advances</u>	14,930	
<u>Total current liabilities</u>	14,930	2,133
<u>Total liabilities</u>	14,930	2,133
<b><u>STOCKHOLDERS' EQUITY (DEFICIT)</u></b>		
<u>Authorized: 100,000,000 common shares with a par value of \$0.001 6,900,000 common shares issued and outstanding</u>	6,900	6,900
<u>Additional paid in capital</u>	42,100	42,100
<u>Deficit accumulated during the development stage</u>	(60,430)	(35,989)
<u>Total stockholders' equity (deficit)</u>	(11,430)	13,011
<u>Total liabilities and stockholders' equity (deficit)</u>	\$ 3,500	\$ 15,144



**BASIS OF  
PRESENTATION**

**9 Months Ended  
Nov. 30, 2012**

**Organization, Consolidation  
and Presentation Of  
Financial Statements  
[Abstract]**

**BASIS OF PRESENTATION 1. BASIS OF PRESENTATION**

The accompanying unaudited interim financial statements of Astra Ventures, Inc. ("Astra" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for our interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements that would substantially duplicate the disclosure contained in the audited financial statements for fiscal 2012, as reported in the Form 10-K, have been omitted.

The consolidated financial statements include the accounts of the company's wholly owned subsidiary, China Ocean Fuel Oil (USA) Co., Limited ("China Ocean"). All intercompany transactions, if any, are eliminated upon consolidations.

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company anticipates future losses in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand, loans from directors or related parties and/or issuance of common shares.

**RELATED PARTY  
TRANSACTIONS**

**9 Months Ended  
Nov. 30, 2012**

**Related Party Transactions**

**[Abstract]**

**RELATED PARTY  
TRANSACTIONS**

**2. RELATED PARTY TRANSACTIONS**

Shareholder advances represent advances made to us by our majority shareholder, Sino Ocean Fuel Holdings Limited (formerly known as Formula One Investments Limited), for working capital purposes amounting to \$14,930 at November 30, 2012. These advances are non-interest bearing, due upon demand and are unsecured.

**CONSOLIDATED  
BALANCE SHEETS  
(Parenteticals) (unaudited)  
(USD \$)**

**Nov. 30, 2012 Feb. 29, 2012**

**Statement Of Financial Position [Abstract]**

<u>Common stock, par value (in dollars per share)</u>	\$ 0.001	\$ 0.001
<u>Common stock, shares authorized (in shares)</u>	100,000,000	100,000,000
<u>Common stock, shares issued (in shares)</u>	6,900,000	6,900,000
<u>Common stock, shares outstanding (in shares)</u>	6,900,000	6,900,000

**Document and Entity  
Information**

**9 Months Ended  
Nov. 30, 2012**

**Jan. 11, 2013**

**[Document and Entity Information \[Abstract\]](#)**

<u><a href="#">Entity Registrant Name</a></u>	Astra Ventures, Inc.	
<u><a href="#">Entity Central Index Key</a></u>	0001519955	
<u><a href="#">Trading Symbol</a></u>	aavc	
<u><a href="#">Entity Current Reporting Status</a></u>	Yes	
<u><a href="#">Entity Voluntary Filers</a></u>	No	
<u><a href="#">Current Fiscal Year End Date</a></u>	--02-28	
<u><a href="#">Entity Filer Category</a></u>	Smaller Reporting Company	
<u><a href="#">Entity Common Stock, Shares Outstanding</a></u>		6,900,000
<u><a href="#">Document Type</a></u>	10-Q	
<u><a href="#">Document Period End Date</a></u>	Nov. 30, 2012	
<u><a href="#">Amendment Flag</a></u>	false	
<u><a href="#">Document Fiscal Year Focus</a></u>	2013	
<u><a href="#">Document Fiscal Period Focus</a></u>	Q3	

**CONSOLIDATED  
STATEMENTS OF  
OPERATIONS (unaudited)  
(USD \$)**

	<b>3 Months Ended</b>		<b>9 Months Ended</b>		<b>26 Months Ended</b>
	<b>Nov. 30, 2012</b>	<b>Nov. 30, 2011</b>	<b>Nov. 30, 2012</b>	<b>Nov. 30, 2011</b>	<b>Nov. 30, 2012</b>
<b><u>Expenses</u></b>					
<u>General and administrative</u>	\$ 7,622	\$ 13,531	\$ 24,441	\$ 23,698	\$ 60,430
<u>Net loss</u>	\$ (7,622)	\$ (13,531)	\$ (24,441)	\$ (23,698)	\$ (60,430)
<u>Basic and diluted loss per share (in dollars per share)</u>	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	
<u>Weighted average number of common shares outstanding (in shares)</u>	6,900,000	6,900,000	6,900,000	6,900,000	

**CHANGE OF CONTROL  
(Details Textuals) (Formula  
One Investments Limited)**

**1 Months Ended  
Aug. 22, 2012  
Transactions**

Formula One Investments Limited

**Business Acquisition [Line Items]**

<u>Number of private stock sale transactions</u>	2
<u>Stock issued pursuant to private stock sale transactions</u>	4,200,000
<u>Shareholding percentage of common shares issued and outstanding</u>	60.87%

**CONSOLIDATED  
STATEMENTS OF CASH  
FLOWS (unaudited) (USD  
\$)**

	<b>9 Months Ended</b>	<b>26 Months Ended</b>
	<b>Nov. 30, 2012</b>	<b>Nov. 30, 2011</b>

**Cash Flows From Operating Activities**

<u>Net loss</u>	\$ (24,441)	\$ (23,698)	\$ (60,430)
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**Net change in non-cash working capital balances:**

<u>Change in accounts payable</u>	(2,133)		
<u>Cash flows used in operations</u>	(26,574)	(23,698)	(60,430)

**Cash Flows From Financing Activities**

<u>Shareholder advances</u>	14,930		14,930
<u>Proceeds from sale of common stock</u>			49,000
<u>Cash flows provided by financing activities</u>	14,930		63,930
<u>Increase (Decrease) In Cash</u>	(11,644)	(23,698)	3,500
<u>Cash, beginning of period</u>	15,144	48,083	
<u>Cash, end of period</u>	3,500	24,385	3,500

**Cash paid for:**

Interest

Income taxes

**RELATED PARTY  
TRANSACTIONS (Detail  
Textual) (USD \$)                      Nov. 30, 2012**

**Related Party Transaction [Line Items]**

Shareholder advances                      \$ 14,930

Formula One Investments Limited

**Related Party Transaction [Line Items]**

Shareholder advances                      \$ 14,930