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

FORM 10-K

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

For the fiscal year ended December 31, 2016

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number 0-192227

2050 MOTORS, INC.

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

California

(State or other jurisdiction of incorporation)

95-4040591

(IRS Employer Identification No.)

3420 Bunkerhill Drive, North Las Vegas, Nevada 89032

(Address of principal executive offices) (Zip Code)

(702)-591-6029

(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act: Common Stock, no par value

Indicate by check mark if registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if smaller reporting company)

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2016 was \$3,725,904.

As of April 13, 2017, there were 37,148,599 shares of Common Stock, no par value, outstanding.

Documents Incorporated By Reference. None



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CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

The information contained in this Report includes some statements that are not purely historical and that are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as such, may involve risks and uncertainties. These forward-looking statements relate to, among other things, expectations of the business environment in which we operate, perceived opportunities in the market and statements regarding our mission and vision. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. You can generally identify forward-looking statements as statements containing the words “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “might,” “plans,” “possible,” “potential,” “predicts,” “projects,” “seeks,” “should,” “will,” “would” and similar expressions, or the negatives of such terms, but the absence of these words does not mean that a statement is not forward-looking.

Forward-looking statements involve risks and uncertainties that could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. The forward-looking statements contained herein are based on various assumptions, many of which are based, in turn, upon further assumptions. Our expectations, beliefs and forward-looking statements are expressed in good faith on the basis of management’s views and assumptions as of the time the statements are made, but there can be no assurance that management’s expectations, beliefs or projections will result or be achieved or accomplished.

In addition to other factors and matters discussed elsewhere herein, the following are important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements: technological advances, impact of competition, dependence on key personnel and the need to attract new management, effectiveness of cost and marketing efforts, acceptances of products, ability to expand markets and the availability of capital or other funding on terms satisfactory to us. We disclaim any obligation to update forward-looking statements to reflect events or circumstances after the date hereof.

For a discussion of the risks, uncertainties, and assumptions that could affect our future events, developments or results, you should carefully review the “Risk Factors” set forth under “Item 1. Description of Business” below. In light of these risks, uncertainties and assumptions, the future events, developments or results described by our forward-looking statements herein could turn to be materially different from those we discuss or imply.

PART I

Item 1. Description of Business.

History and Development of the Company

2050 Motors, Inc. has an exclusive license, subject to minimum sales requirements, to import, market and sell in the United States, Puerto Rico, the US Territories and Peru, the “e-Go” lightweight carbon fiber all-electric vehicle design and electric light truck to be manufactured by Jiangsu Aoxin New Energy Automobile Co., Ltd. (“Aoxin Automobile”) located in the People’s Republic of China (“PRC”). Aoxin Automobile was a wholly-owned subsidiary of Dongfeng Motor Corporation (“Dongfeng Motor”), which is one of the largest automobile manufacturers in China, producing over 3.76 million cars and trucks in 2012. Aoxin Automobile was funded by Dongfeng Motor to develop and manufacture a lightweight, super-efficient, carbon fiber e-Go EV electric car (“e-Go EV”). Dongfeng Motor, over a five year period, invested a substantial amount of money to develop with the support of Italian engineers a new carbon fiber technology to produce carbon fiber parts at a significantly reduced cost. They also developed a lightweight aluminum racing frame to ultimately create the ultralight weight electric automobile known as the e-Go.

In 2014, Yancheng Municipal State-Owned Asset Investment Group, Co. Ltd. (YMSIG), an investment and property development company founded by the Yancheng Municipal Government, purchased Aoxin Automobile from Dongfeng Motor, Co. Ltd. YMSIG has made major investments in Aoxin, which funded on a fast track schedule the completion of the e-Go automobile manufacturing facility that culminated in a grand opening ceremony on January 20, 2015.

The e-Go EV is a unique lightweight carbon fiber electric vehicle built on an aluminum frame. It will be the only production line electric vehicle with a carbon fiber body manufactured by a new process that uses robotics to produce parts, which significantly reduces the production time and cost of carbon fiber components. The carbon fiber composite material is five times stronger than steel, and one third the weight.

In accordance with the exclusive license agreement signed with Aoxin Automobile, in order to maintain exclusive rights for the United States (USA), the Company is required to purchase and sell a certain amount of e-Go EV model vehicles per year for a certain period of time starting from the completion of the requirements established by the United States Department of Transportation’s (US DOT) protocols for the e-Go EV model. The required amount of vehicles that the company needs to sell per year are as follows: Year one-2,000 vehicles; Year 2-6,000 vehicles; Year 3-12,000 vehicles; Year 4-24,000 vehicles and Year 5-48,000 vehicles.

The exclusive license contract between 2050 Motors and Aoxin Automobile requires that 2050 Motors complete US crash testing according to US Department of Transportation (“US DOT”) safety standards. 2050 Motors has entered into negotiations with the Calspan Corporation (“Calspan”). Calspan is committed to the evolution of safety in the air and on the ground, and has assisted in developing new aircraft; training world-class test pilots; performing ground-breaking automobile accident research; and contributing to safety innovations on the ground and in the air over its 70-year history. Calspan has performed over 40,000 sled test operations for aircraft and 2,500 full-scale crash tests conducted on behalf of the US DOT.

Two demonstration vehicles were received from Aoxin in the fourth quarter of 2015. One of the demonstration vehicles was showcased to the American public at the William Carr Gallery in Las Vegas, Nevada. This vehicle will remain for public viewing at the gallery until April 30, 2016. 2050 Motors intends to eventually crash test eight (8) e-Go EV vehicles by the end of 2017. However, before this is done, design of the airbags must also be completed by Aoxin Automobile. Aoxin is currently designing an airbag system for the e-Go EV however 2050 Motors cannot predict at this time whether the airbag system will suffice for the US market and/or may require additional airbags for successful crash testing. In addition, Aoxin Automobile has stated that the e-Go EV will be equipped with US DOT approved parts and equipment; these are, windshield, tires, breaking system, etc. 2050 Motors does not know at the present time if all the equipment on the e-Go EV will be DOT compliant, and 2050 Motors may or may not have to re-equip the parts, if any, either in China or the United States.

During the year 2013, both the engineers in the United States and in China collaborated on many aspects of the e-Go EV to meet or surpass the US standards. These modifications have been incorporated into the e-Go EV. One of these modifications was to specifically address a new crash test which is not yet required in the United States. This test, created by the leading insurance industry group IIHS, is called the overlap test which insurance companies are trying to adopt into the standard automobile crash test program. The crash test consists of a vehicle to be submitted under new safety standards for front-end collisions in which 25% of the front end, on the driver’s side, strikes a 5-foot-tall barrier at 40 mph. The overlap test has proven to be very difficult for present automobiles on the road to pass. In fact, thirteen automobiles produced by the top end manufacturers such as Mercedes, Audi, etc., have either failed or done very poorly in this crash test sequence.

2050 Motors intends to import all vehicles completely fabricated and assembled in China from Aoxin Automobile. 2050 Motors will market the e-Go EV vehicles in designated markets and is not expected to need any raw materials, components or equipment, except spare parts which will be supplied by Aoxin Automobile. However, the e-Go EV and all of its parts and equipment must be DOT approved. After the demonstration vehicles are delivered to the USA, some of the existing parts of the e-Go EV may or may not meet DOT specifications. Aoxin Automobile has made every effort to build the e-Go EV according to American standards. However, there is no certainty that all the parts will be DOT approved. 2050 Motors may elect to secure replacement parts here in the USA or in China for installation either in the United States or in China, if required.

2050 Motors intends to initially sell the e-Go EV to a network of customers primarily in the Las Vegas, Nevada area. 2050 Motors plans to establish a service and parts center, which would be separate from the Showroom. The Showroom facility will be at an area with high volume of people in Las Vegas, where visitors to the city can directly view the e-Go EV. 2050 Motors may also elect to sell the e-Go EV at selected distributors in the Las Vegas Area, which have already provided letters of interest to sell our vehicles. 2050 Motors’ initial plan is not to sell the vehicle outside of the Las Vegas vicinity, consisting of an area within a radius of 100 miles. In the metropolitan area of Las Vegas the population is approximately 1.9 million people. This is the Company’s current marketing plan in order to effectively market to and support people that work and/or live in Las Vegas.

2050 Motors is a development stage company with no operating history and may never be able to carry out our business plan or achieve any revenues or profitability. 2050 Motors was established in October 2012 and it has not generated any revenues nor have we realized a profit from our operations to date, and there is little likelihood that we will generate any revenues or realize any profits in the short term. Any profitability in the future from its business will be dependent upon the successful marketing and sales of the e-Go EV. 2050 Motors may not be able to successfully carry out its business plan. There can be no assurance that it will ever achieve any revenues or profitability. Accordingly, its prospects must be considered in light of the risks, expenses, and difficulties frequently encountered in establishing a new business, especially one in the automobile industry, and therefore it is a highly speculative venture involving significant financial risk.

We are completely dependent on Aoxin Automobile to supply us with the e-Go EV and other trucks and automobiles and parts and components thereto. The inability of Aoxin Automobile to continue to deliver, or their refusal to deliver such vehicles and parts at prices and volumes acceptable to us would have a material adverse effect on our business, prospects and operating results. Changes in business conditions, global financial instability, wars, governmental changes, and other factors beyond our control or which we do not presently anticipate, could also affect Aoxin Automobile’s ability to deliver vehicles and/or parts on a timely basis and cause material adverse consequences to 2050 Motors.

2050 Motors has signed an exclusive Agreement with Aoxin Automobile for the sale of these vehicles in the United States. Phase I. Phase II will involve assembly of these vehicles in the United States, creating hundreds of American jobs after all State and Federal Standards and requirements have been met. Phase III, assembly and manufacturing of the complete vehicle in the United States, will occur after an established market is created in Phase I and Phase II, creating upwards of a thousand US jobs for each manufacturing facility.

Research by Aoxin Automobile over the past five years developed this advanced all-electric vehicle. The e-Go EV is a five passenger sedan which weighs only 1,450 lbs with its battery pack included. It will be the first vehicle of this advanced type to be sold in the price range of less than \$35,000.

The body components are built out of carbon fiber which is five times stronger than steel and one third its weight constructed over a strong ultralight aluminum frame chassis and race car suspension. This ensures that the vehicle will be the safest and strongest ever built for the consumer market. It will also be the most efficient vehicle ever built, capable of achieving 150+ miles to the gallon energy equivalent.

On behalf of the Company, payments of \$7,750 were made for operational expenses during the second quarter of 2016 by a related party. The non-interest payable was due on August 1, 2016.

The Company received a \$10,000 loan during the third quarter of 2016 from an unrelated party. The loan bears 12% interest and matures on March 16, 2017.

During the third quarter ended September 30, 2016, the Company received a cash advance of \$3,410 from one of its executives. The cash advance was non-interest bearing and was paid as of year-end.

During the year ended December 31, 2016, the Company agreed to issue 3,200,000 shares for services at a price between \$0.157 to \$0.075, for a total of \$256,480. Additionally, the Company agreed to issue 835,000 shares of common stock for marketing services at a per share price of \$0.1497 for a total consideration of \$125,000. As of December 31, 2016, these shares are yet to be issued and have been recorded as common stock issuable.

The Company also agreed to issue 200,000 shares of its common stock a \$0.05 per share for \$10,000 cash.

During the year ended December 31, 2016, the Company recorded \$44,000 as capital contribution for the fair market value of services provided by the officer of the Company.

During the year ended December 31, 2016, the Company recorded \$16,000 as additional paid in capital for the beneficial conversion feature on four convertible notes of \$10,000 each.

On June 24, 2016, the Company issued a \$75,000 nonrefundable Promissory Note to an investor as a pre condition to an Equity Purchase Agreement. The promissory note bears 10% interest per annum with a one year maturity date. This note resulted in a \$75,000 deferred equity issuance cost and is being amortized over the contract period. During the year ended December 31, 2016, the Company recorded \$18,750 in amortization of the deferred equity issuance costs for the Equity Purchase Agreement.

On October 26, 2016, the Company signed a Convertible Promissory Note with an unrelated party. The principle amount of the note is \$65,000 and accrues twelve percent interest per annum and matures on July 26, 2017, but contains an on demand provision by the Issuer. This note shall not be convertible for the first 180 days after the Issuance Date. After the 180th day, the "Conversion Price" will be the lower of: (i) a 50% discount to the lowest trading price during the previous twenty (20) trading days to the date of Conversion; or (ii) a 50% discount to the lowest trading price during the previous twenty (20) trading days before the date that this note was executed. Until the Ninetieth (90th) day after the Issuance Date the Company may pay the principal at a cash redemption premium of 135%, in addition to outstanding interest, which can be paid without the Holder's consent; from the 90th day to the One Hundred and Twentieth (120th) day after the Issuance Date, the Company may pay the principal at a cash redemption premium of 140%, in addition to outstanding interest, which can be paid without the Holder's consent; from the 12th day to the One Hundred and Eightieth (180th) day after the Issuance Date, the Company may pay the principal at a cash redemption premium of 145%, in addition to outstanding interest, which can be paid without the Holder's consent. After the 180th day up to the Maturity Date this Note shall have a cash redemption premium of 150% of the then outstanding principal amount of the Note, plus accrued interest and Default Interest if any, which may only be paid by the Company upon Holder's prior written consent.

Item 1A. Risk Factors.

An investment in our securities is highly speculative and subject to numerous and substantial risks. Readers are encouraged to review these risks carefully before making any investment decision.

Risk Factors Affecting Future Operating Results

2050 Motors is a development company with limited operating history which makes the evaluation of its future business prospects difficult.

You should consider, among other factors, our prospects for success in light of the risks and uncertainties encountered by companies that, like us, have a limited operating history. We may not successfully address these risks and uncertainties or successfully market our proposed new products. If we fail to do so, it could materially harm our business and impair the value of our common stock. Even if we accomplish these objectives, we may not generate the positive cash flows or profits we anticipate in the future. 2050 Motors, which is our only operating business, was incorporated in Nevada on November 12, 2012 and has generated no revenue to date. Since its inception its principal activities have been the design of its business plan and the development, with third parties, of a new and improved electric vehicle. Unanticipated problems, expenses and delays are frequently encountered in establishing and developing new products, especially in the automobile industry. These include, but are not limited to, inadequate funding, lack of consumer acceptance, competition, product development, and inadequate sales and marketing. The failure by us to meet any of these conditions would have a materially adverse effect upon us and may force us to reduce or curtail operations. No assurance can be given that we can or will ever operate profitably.

If we are unable to meet our future capital needs, we may be required to reduce or curtail operations.

To date, we have relied on funding from investors, our officers and directors, and close associates to fund operations. To date, we have not generated any revenue and have extremely limited cash liquidity and capital resources. Our future capital requirements will depend on many factors, including our ability to market our products successfully, cash flow from operations, and our ability to obtain financing in the capital markets. Our business plan requires additional funding beyond our anticipated cash flow from operations. Consequently, although we currently have no specific plans or arrangements for financing, we intend to raise funds through private placements, public offerings or other financing. Any equity financing would result in dilution to our then-existing stockholders. Sources of debt financing may result in higher interest expense and may expose the Company to liquidity problems. Any financing, if available, may be on unfavorable terms. If adequate funds are not obtained, we may be required to reduce or curtail operations. We anticipate that our existing capital resources will be adequate to satisfy our operating expenses and capital requirements for approximately 6 months. However, this estimate of expenses and capital requirements may prove to be inaccurate.

Our business will depend on certain key 2050 Motors personnel, the loss of which would adversely affect our chances of success.

2050 Motors' success depends to a significant extent upon the continued service of its senior management, key executives and consultants. We do not have "key person" life insurance policies on or any employment agreement with any of our officers or other employees. The loss of the services of any of the key members of senior management, other key personnel or consultants, or our inability to retain high quality subcontractors or personnel may have materially adverse effects on our business and operating results.

Our future growth is dependent upon consumers' willingness to accept electric vehicles.

Our growth is highly dependent upon the adoption by consumers of, and we are subject to an elevated risk of any reduced demand for, alternative fuel vehicles, generally, and electric vehicles in particular. If consumers do not adopt electric vehicles, our business, prospects, financial condition and operating results will be harmed. The market for alternative fuel vehicles is relatively new, rapidly evolving, characterized by rapidly changing technologies, price competition, additional competitors, evolving government regulation and industry standards, frequent new vehicle announcements and changing consumer demands and behaviors. Developments in alternative technologies or improvements in the internal combustion engine may materially adversely affect the demand for our electric vehicles. Significant developments in alternative technologies, such as advanced diesel, ethanol, fuel cells or compressed natural gas, or improvements in the fuel economy of the internal combustion engine, may materially and adversely affect our business and prospects in ways we cannot anticipate. Any failure by us and our manufacturer to develop new or enhanced technologies or processes, or to react to changes in existing technologies, could materially delay our development and introduction of new and enhanced electric vehicles, which could result in the loss of competitiveness of our vehicles, decreased revenue and a loss of market share to competitors.

The automotive market is highly competitive, and we may not be successful in competing in this industry. We currently face competition from established competitors and expect to face competition from others in the future.

The worldwide automotive market, particularly for alternative fuel vehicles, is highly competitive today and we expect it will become even more so in the future. In 2009, no other mass produced performance highway capable electric vehicles were being sold in the United States or Europe. By December 2016, just seven years later, there are many companies selling mass produced electric vehicles. We expect greater significant competition, as more competitors enter these markets within the next several years.

Almost all of our current and potential competitors have significantly greater financial, manufacturing, marketing and other resources than we do and may be able to devote greater resources to the design, development, manufacturing, distribution, promotion, sale and support of their products. Virtually all of our competitors have more extensive customer bases and broader customer and industry relationships than we do. In addition, almost all of these companies have longer operating histories and greater name recognition than we do. Our competitors may be in a stronger position to respond quickly to new technologies and may be able to design, develop, market and sell their products more effectively.

Furthermore, certain large manufacturers offer financing and leasing options on their vehicles and also have the ability to market vehicles at a substantial discount, provided that the vehicles are financed through their affiliated financing company. We do not currently offer discounts or leasing options on our vehicles, which may put our vehicles at a competitive disadvantage.

If our vehicles fail to perform as expected, our ability to develop, market and sell our electric vehicles could be harmed.

Our vehicles may contain defects in design and manufacture that may cause them not to perform as expected or that may require repair. There can be no assurance that we will be able to detect and fix any defects in the vehicles prior to their sale to consumers. Any product defects or any other failure of our performance electric vehicles to perform as expected could harm our reputation and result in adverse publicity, lost revenue, delivery delays, product recalls, product liability claims, harm to our brand and reputation, and significant warranty and other expenses, and could have a material adverse impact on our business, financial condition, operating results and prospects.

If we are unable to address the service requirements of our existing and future customers our business will be materially and adversely affected.

If we are unable to successfully address the service requirements of our existing and future customers our business and prospects will be materially and adversely affected. In addition, we anticipate the level and quality of the service that we will provide our customers will have a direct impact on the success of our vehicles. If we are unable to satisfactorily service our customers, our ability to generate customer loyalty, grow our business and sell additional electric vehicles would be greatly impaired.

Although we have many years of experience working with electric vehicles, we have no direct experience servicing the e-Go EV vehicles. Aoxin Automobile has not yet begun production of our automobiles. We expect to receive three demonstration electric vehicles from Aoxin's new Manufacturing Plant. Servicing electric vehicles is different than servicing vehicles with internal combustion engines and requires specialized skills, including high voltage training and servicing techniques.

We plan to service our performance electric vehicles through our company-owned stores. As of the date hereof, we have only one company owned store located in Las Vegas, Nevada. As we grow, we will need to open additional stores with service capabilities, as well as hire and train significant numbers of new employees to staff these centers. There can be no assurance that these service arrangements will adequately address the service requirements of our customers to their satisfaction, or that we will have sufficient resources to meet these service requirement in a timely manner as the volume of vehicles we are able to deliver annually increases.

We are dependent upon our relationship with Aoxin Automobile for the manufacturing of the e-Go EV automobile.

In July 2013, we entered into a distribution agreement with Aoxin Automobile pursuant to which Aoxin Automobile agreed to assist with the design and manufacture of the e-Go EV automobile. Pursuant to the distribution agreement with Aoxin, in order to maintain our exclusive distribution rights, we are obligated to purchase a minimum of 2,000 fully assembled automobiles in the first year (beginning at the time of approval from the US DOT, State and Federal standards and requirements, and completion of crash testing according to US protocol), which doubles each year thereafter until year five when the minimum purchase is 48,000 automobiles. If we are unable to meet this volume requirement, our exclusive distribution rights revert to non-exclusive rights. Additionally, because we are dependent upon our relationship with Aoxin Automobile for the manufacturing of the e-Go EV automobile, our business depends on Aoxin continuing to operate as a viable and solvent entity and to continue to produce the e-Go EV vehicles pursuant to our agreement. Any delay or discontinuance by Aoxin of delivery of the e-Go EV vehicles and or failure by Aoxin to produce the vehicles in accordance with quality standards would have a material adverse effect on our business, prospects, operating results and financial condition.

Our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern, which may hinder our ability to obtain future financing.

In their report dated April 17, 2017, our independent registered public accounting firm stated that our financial statements for the fiscal year ended December 31, 2016 were prepared assuming that we would continue as a going concern. Our ability to continue as a going concern is an issue raised as a result of recurring losses and cash used in operations for the past two years. We continue to experience net operating losses. Our ability to continue as a going concern is subject to our ability to obtain necessary funding from outside sources, including obtaining additional funding from the sale of our securities. Our continued net operating losses increase the difficulty in meeting such goals, and there can be no assurances that such methods will prove successful. In addition, we most likely will need to raise monies for future development costs. Even though these development costs may be incurred over a three to five year period, we may be unable to raise the funds necessary to cover such costs. Therefore, there is no assurance that further capital can be raised, which if not raised will substantially change our plans to develop our electric car business.

Any reduction, elimination or discriminatory application of government subsidies and economic incentives because of policy changes, the reduced need for such subsidies and incentives due to the perceived success of the electric vehicle, fiscal tightening or other reasons may result in the diminished competitiveness of the alternative fuel vehicle industry generally or our electric vehicles in particular. This could materially and adversely affect the growth of the alternative fuel automobile markets and our business, prospects, financial condition and operating results. Our growth depends in part on the availability and amounts of government subsidies and economic incentives for alternative fuel vehicles generally and performance electric vehicles specifically. In addition, certain regulations that encourage sales of electric cars could be reduced, eliminated or applied in a way that creates an adverse effect against our vehicles, either currently or at any time in the future.

Inadequate market liquidity may make it difficult to sell our stock.

There is currently a limited public market for our common stock, but we can give no assurance that there will always be such a market. Only a limited number of shares of our common stock are actively traded in the public market and we cannot give assurance that the market for our stock will develop sufficiently to create significant market liquidity and stable market prices. An investor may find it difficult or impossible to sell shares of our common stock in the public market because of the limited number of potential buyers at any time or because of fluctuations in our market price. In addition, the shares of our common stock are not eligible as a margin security and lending institutions may not accept our common stock as collateral for a loan.

We have not paid dividends in the past and do not expect to pay dividends in the future. Any return on investment may be limited to the value of our common stock.

We have never paid cash dividends on our common stock and do not anticipate doing so in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting us at such time as our board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if our stock price appreciates.

There is a limited trading market for our common stock and if a market for our common stock does not further develop, our investors may be unable to sell their shares in a timely manner.

Although we are trading on the OTC Bulletin Board under the symbol “ETFM”, there is currently no active trading market for our common stock and such a market may not develop or be sustained. If an active trading market is established for our common stock, the market price of our common stock may be significantly affected by factors such as actual or anticipated fluctuations in our operating results, general market conditions and other factors. In addition, the stock market has from time to time experienced significant price and volume fluctuations that have particularly affected the market prices of the shares of companies like 2050 Motors, which may adversely affect the market price of our common stock in a material manner.

The regulation of “Penny” stocks by the SEC and FINRA may discourage the tradability of our common stock.

We are a “penny stock” company. Our securities are subject to a Securities and Exchange Commission rule that imposes special sales practice requirements upon broker-dealers who sell such securities to persons other than established customers or accredited investors. For purposes of the rule, the phrase “accredited investors” means, in general terms, institutions with assets in excess of \$5,000,000, or individuals having a net worth in excess of \$1,000,000 or having an annual income that exceeds \$200,000 (or that, when combined with a spouse’s income, exceeds \$300,000). For transactions covered by the rule, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser’s written agreement to the transaction prior to the sale. Effectively, this discourages broker-dealers from executing trades in penny stocks. Consequently, the rule will affect the ability of purchasers in this offering to sell their securities in any market that might develop therefore because it imposes additional regulatory burdens on penny stock transactions.

In addition, the Securities and Exchange Commission has adopted a number of rules to regulate “penny stocks”. Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 15g-7, and 15g-9 under the Securities and Exchange Act of 1934, as amended. Because our securities constitute “penny stocks” within the meaning of the rules, the rules would apply to us and to our securities. The rules will further affect the ability of owners of shares to sell our securities in any market that might develop for them because it imposes additional regulatory burdens on penny stock transactions.

Shareholders should be aware that, according to Securities and Exchange Commission, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) “boiler room” practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired consequent shareholder losses. Our management is aware of the abuses that have occurred historically in the penny stock market.

Item 1B. Unresolved Staff Comments.

None

Item 2. Properties.

We leased approximately 2,000 square feet of office space for \$2,400 per month in Summerlin near Las Vegas, Nevada on a lease expiring on December 15, 2015. We continued this lease on a monthly basis until February 29, 2016, at which time we had no further need for this space and we surrendered the leased space.

On January 1, 2014, we sublet 1,400 square feet of office space in Los Angeles, California from two of our shareholders, on a month to month lease for \$1,900 per month. Effective September 16, 2015, the Company renewed its residential lease agreement in California, used for its traveling consultants. Effective September 2015, the Company extended the lease agreement for one more year with a new monthly amount of \$2,300. As of June 30, 2016, the Company discontinued its lease, which was assumed by a consultant of the Company.

On March 1, 2014, we signed a three-year lease for 4,000 square feet of industrial space in Las Vegas, Nevada at a cost of \$2,200 per month. The lease expires on April 30, 2017 and the Company will be continuing to lease the property on a month-to-month basis at the same costs. We believe that these facilities are suitable for our needs for the foreseeable future.

Item 3. Legal Proceedings.

The Company presently is not a party to, nor is management aware of, any pending, legal proceedings.

Item 4. Mine Safety Disclosures.

None.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Market Information

There has only been limited trading for the Company's Common Stock over the past ten years. There is no assurance that an active trading market will ever develop or, if such a market does develop, that it will continue. The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for purposes relevant to the Company, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: (i) that a broker or dealer approve a person's account for transactions in penny stocks and (ii) the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must (i) obtain financial information and investment experience and objectives of the person and (ii) make a reasonable determination that the transactions in penny stocks are suitable for that person and that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks. The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the Commission relating to the penny stock market, which, in highlight form, (i) sets forth the basis on which the broker or dealer made the suitability determination and (ii) that the broker or dealer received a signed, written agreement from the investor prior to the transaction. Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading, and about commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Holders

There are approximately 305 holders of the Company's Common Stock. This figure does not include holders of shares registered in "street name" or persons, partnerships, associates, corporations or other entities identified in security position listings maintained by depositories.

Dividends

We have not declared any cash dividends on our common stock since our inception and do not anticipate paying any dividends in the foreseeable future. We plan to retain future earnings, if any, for use in our business. Any decisions as to future payments of dividends will depend on our earnings and financial position and such other facts, as the Board of Directors deems relevant.

Securities Authorized under Equity Compensation Plans

We do not have any equity compensation plans.

Shares Available for Future Sale

Approximately 90% of all outstanding shares of our common stock are "restricted securities," as that term is defined under Rule 144 promulgated under the Securities Act, because they were issued in a private transaction not involving a public offering. Accordingly, none of the outstanding shares of our common stock may be resold, transferred, pledged as collateral or otherwise disposed of unless such transaction is registered under the Securities Act or an exemption from registration is available. In connection with any transfer of shares of our common stock other than pursuant to an effective registration statement under the Securities Act, the Company may require the holder to provide to the Company an opinion of counsel to the effect that such transfer does not require registration of such transferred shares under the Securities Act.

Rule 144 is not available for the resale of securities initially issued by companies that are, or previously were, shell companies, like us, unless the following conditions are met:

- the issuer of the securities that was formerly a shell company has ceased to be a shell company;
- the issuer of the securities is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act;
- the issuer of the securities has filed all Exchange Act reports and material required to be filed, as applicable, during the preceding 12 months (or such shorter period that the issuer was required to file such reports and materials), other than Current Reports on Form 8-K; and
- at least one year has elapsed from the time that the issuer filed current comprehensive disclosure with the SEC reflecting its status as an entity that is not a shell company.

In view of the above, shareholders may utilize Rule 144 for the sale of their shares at any time, assuming all of the other requirements set forth above are met.

Repurchases of Equity Securities

None

Our common stock is approved for quotation on the OTC Markets' OTCQB marketplace under the symbol "ETFM". The OTC QB is a regulated quotation service that displays real-time quotes, last-sale prices, and volume information in over-the-counter equity securities. The OTC QB securities are traded by a community of market makers that enter quotes and trade reports. This market is limited in comparison to the national stock exchanges and any prices quoted may not be a reliable indication of the value of our common stock.

On April 13, 2017, the closing price of our common stock reported on the OTCQB was \$0.05 per share. The following table sets forth, for each of the quarterly periods indicated, the high and low sales prices of our common stock, as reported on the OTCQB.

	<u>High Bid</u>	<u>Low Bid</u>
Fiscal Year Ending December 31, 2014		
Quarter Ended March 31, 2014	\$ 1.79	\$.06
Quarter Ended June 30, 2014	\$ 4.40	\$.51
Quarter Ended September 30, 2014	\$ 1.24	\$.80
Quarter Ended December 31, 2014	\$ 3.00	\$ 1.01
Fiscal Year Ending December 31, 2015		
Quarter Ended March 31, 2015	\$ 2.45	\$ 1.01
Quarter Ended June 30, 2015	\$ 1.68	\$ 0.76
Quarter Ended September 30, 2015	\$ 0.75	\$ 0.36
Quarter Ended December 31, 2016	\$ 0.49	\$ 0.16
Fiscal Year Ending December 31, 2016		
Quarter Ended March 31, 2016	\$ 0.18	\$ 0.16
Quarter Ended June 30, 2016	\$ 0.18	\$ 0.08
Quarter Ended September 30, 2016	\$ 0.14	\$ 0.04
Quarter Ended December 31, 2016	\$ 0.12	\$ 0.05
Fiscal Year Ending December 31, 2017		
Quarter Ended March 31, 2017	\$ 0.10	\$ 0.06
April 1 thru April 13, 2017	\$ 0.07	\$ 0.05

Penny Stock Considerations

The trading of our common stock is deemed to be "penny stock" as that term is generally defined in the Securities Exchange Act of 1934 to mean equity securities with a price of less than \$5.00. Our shares thus are subject to rules that impose sales practice and disclosure requirements on broker-dealers who engage in certain transactions involving a penny stock.

Under the penny stock regulations, a broker-dealer selling a penny stock to anyone other than an established customer or accredited investor must make a special suitability determination regarding the purchaser and must receive the purchaser's written consent to the transaction prior to the sale, unless the broker-dealer is otherwise exempt. Generally, an individual with a net worth in excess of \$1,000,000 or annual income exceeding \$100,000 individually or \$300,000 together with his or her spouse is considered an accredited investor. In addition, under the penny stock regulations the broker-dealer is required to:

Deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt;

Disclose commissions payable to the broker-dealer and our registered representatives and current bid and offer quotations for the securities;

Send monthly statements disclosing recent price information pertaining to the penny stock held in a customer's account, the account's value and information regarding the limited market in penny stocks; and

Make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction, prior to conducting any penny stock transaction in the customer's account.

Because of these regulations, broker-dealers may encounter difficulties in their attempt to buy or sell shares of our common stock, which may affect the ability of selling stockholders or other holders to sell their shares in the secondary market and have the effect of reducing the level of trading activity in the secondary market. These additional sales practice and disclosure requirements could impede the sale of our common stock in the market place. In addition, the liquidity for our common stock may be decreased, with a corresponding decrease in the price of our common stock. Our shares are likely to be subject to such penny stock rules for the foreseeable future.

Reports to Stockholders

We are currently subject to the information and reporting requirements of the Securities Exchange Act of 1934 and will continue to file periodic reports, and other information with the SEC. We intend to send annual reports to our stockholders containing audited financial statements.

Transfer Agent

Signature Stock Transfer, Inc., located at 2632 Coachlight Court, Plano, Texas 75093 is the registrar and transfer agent for our common stock.

Recent Sales of Unregistered Securities

Between July 7 and December 1, 2014, the Registrant sold 2,721,146 shares of its common stock to 21 “accredited” investors for an aggregate purchase amount of \$955,400.

During the year ended December 31, 2014, the Registrant issued 62,072 shares of its common stock to two consultants for services rendered valued at \$51,771.

Between February 15 and March 11, 2015, the Registrant sold 85,713 shares of its common stock to four “accredited” investors for an aggregate purchase amount of \$30,000.

On October 9, 2015, the Registrant issued 225,000 shares of its common stock to three consultants for services rendered valued at \$48,375.

On March 31 and October 24, 2016, the Registrant issued 200,000 and 3,000,000 shares of its common stock, respectively, to ten consultants for services rendered valued at \$256,480.

All of the issuances by us of our unregistered securities were made in reliance upon Regulation D and Section 4(2) of the Securities Act of 1933, as amended (the “1933 Act”). No commissions were paid relating to the issuance of the securities. The entities or individuals listed above that purchased the unregistered securities were known to us and our management, through pre-existing business relationships. They were provided access to all material information, all information necessary to verify such information, and our management in connection with the purchases. The purchaser of the unregistered securities acquired such securities for investment and not with a view toward distribution, acknowledging such intent to us. All certificates or agreements representing such securities that were issued contained restrictive legends, prohibiting further transfer of the certificates or agreements representing such securities, without such securities either being first registered or otherwise exempt from registration in any further resale or disposition.

Additional Information

We are a fully reporting issuer, subject to the Securities Exchange Act of 1934. Our Quarterly Reports, Annual Reports, and other filings can be obtained from the SEC’s Public Reference Room at 100 F Street, NE., Washington, DC 20549, on official business days during the hours of 10 a.m. to 3 p.m. You may also obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission at <http://www.sec.gov>. Our internet website address is <http://www.2050motors.com>.

Item 6. Selected financial Data.

Not required under Regulation S-K for “smaller reporting companies.”

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation.

This 10–K contains forward-looking statements. Our actual results could differ materially from those set forth as a result of general economic conditions and changes in the assumptions used in making such forward-looking statements. The following discussion and analysis of our financial condition and results of operations should be read together with the audited consolidated financial statements and accompanying notes and the other financial information appearing elsewhere in this report. The analysis set forth below is provided pursuant to applicable Securities and Exchange Commission regulations and is not intended to serve as a basis for projections of future events. Refer also to “Risk Factors” and “Cautionary Note Regarding Forward Looking Statements” in Item 1 above.

Plan of Operation

Prior to the completion of the acquisition of 2050 Motors, Inc., a Nevada corporation, (“2050 Motors”) on May 2, 2014, the Company was a public “shell” company with nominal assets whose sole business was to identify, evaluate, and investigate various companies to acquire or with which to merge. Upon consummation of the transaction with 2050 Motors, the Company’s business became the business of 2050 Motors, which is the Company’s sole operating subsidiary. Our principal business objective for the next 12 months will be to achieve long-term growth through 2050 Motors.

The Company completed the acquisition of all of the issued and outstanding capital stock of 2050 Motors on May 2, 2014. The acquisition was effected pursuant to the terms of a Plan and Agreement of Reorganization (the “Agreement”) entered into on February 5, 2014, by and between the Company, 2050 Motors and Certain Shareholders of 2050 Motors. Pursuant to the terms of the Agreement, the Company acquired all of the outstanding shares of capital stock of 2050 Motors in exchange for 24,994,670 post-split shares of the Company’s common stock (aggregating approximately 82% of its issued and outstanding common stock).

2050 Motors principal activity is the importation and the marketing and selling of electric automobiles. 2050 Motors, Inc. has an exclusive license, subject to minimum sales requirements, to import, market and sell in the United States, Puerto Rico, the US Territories and Peru, the “e-Go” lightweight carbon fiber all-electric vehicle design and electric light truck, manufactured by Jiangsu Aoxin New Energy Automobile Co., LTD (“Aoxin Automobile”) located in the Peoples Republic of China (“PRC”). Aoxin Automobile is a wholly-owned subsidiary of Dongfeng Motors Corporation (“Dongfeng Motor”) which is one of the largest automobile manufacturers in China, producing over 3.76 million cars and trucks in 2012. Aoxin Automobile was funded by Dongfeng Motors to develop and manufacture a lightweight, super-efficient, carbon fiber e-Go EV electric car (“e-Go EV”).

Dongfeng Motor, over a five year period, invested a substantial amount of money to develop with the support of Italian engineers a new carbon fiber technology to produce carbon fiber parts at a significantly reduced cost. They also developed a lightweight aluminum racing frame to ultimately create the ultralight weight electric automobile known as the e-Go.

In 2014, Yancheng Municipal State-Owned Asset Investment Group, Co. Ltd. (YMSIG), an investment and property development company founded by the Yancheng Municipal Government, purchased Aoxin Automobile from Dongfeng Motor, Co. Ltd. YMSIG has made major investments in Aoxin, which funded on a fast track schedule the completion of the e-Go automobile manufacturing facility that culminated in a grand opening ceremony on January 20, 2015.

The e-Go EV is a unique concept electric vehicle. It will be the only production line electric vehicle with a carbon fiber body manufactured by a new process that uses robotics to produce parts, which significantly reduces the production time and cost of carbon fiber components. The carbon fiber composite material is five times stronger than steel, and one third the weight.

The exclusive license contract between 2050 Motors and Aoxin Automobile requires that 2050 Motors complete US crash testing according to US Department of Transportation (“DOT”) safety standards. 2050 Motors has entered into negotiations with Calspan Corporation (“Calspan”). Calspan is committed to the evolution of safety in the air and on the ground, and has assisted in developing new aircraft; training world-class test pilots; performing ground-breaking automobile accident research; and contributing to safety innovations on the ground and in the air over its 70-year history. It’s important to note that one of the three demonstration vehicles shipped to the United States in February, 2016 will be used to evaluate this overlap crash test at Calspan’s facilities during the summer of 2016. This will be a definitive evaluation of the effectiveness of the design modifications incorporated into the e-Go EV vehicle. There is no assurance that the e-Go EV will pass this crash test in June 2016 or at any other time.

2050 Motors intends to import vehicles completely fabricated and assembled in China from Aoxin Automobile. 2050 Motors will market the e-Go EV vehicles in designated markets and is not expected to need any raw materials, components or equipment, except spare parts which will be supplied by Aoxin Automobile. However, the e-Go EV and all of its parts and equipment must be DOT approved. After the demonstration vehicles are delivered to the USA, some of the existing parts of the e-Go EV may or may not meet DOT specifications. Aoxin Automobile has made every effort to build the e-Go EV according to American standards. However, there is no certainty that all the parts will be DOT approved. 2050 Motors may elect to secure replacement parts here in the USA or in China for installation either in the United States or in China, if required.

2050 Motors intends to initially sell the e-Go EV to a network of customers primarily in the Las Vegas, Nevada area. 2050 Motors plans to establish a service and parts center, which would be separate from the Showroom. The Showroom facility will be at an area with high volume of people in Las Vegas, where visitors to the city can directly view the e-Go EV. 2050 Motors may also elect to sell the e-Go EV at selected distributors in the Las Vegas Area, which have already provided letters of interest to sell our vehicles. 2050 Motors’ initial plan is not to sell the vehicle outside of the Las Vegas vicinity, consisting of an area within a radius of 100 miles. This is the Company’s current marketing plan in order to effectively market to and support people that work and/or live in Las Vegas. In the metropolitan area of Las Vegas the population equals 1.9 million.

2050 Motors is a development stage company with no operating history and may never be able to carry out its business plan or achieve any revenues or profitability. 2050 Motors was established in October 2012 and it has not generated any revenues nor has it realized a profit from its operations to date, and there is little likelihood that it will generate any revenues or realize any profits in the short term. Any profitability in the future from its business will be dependent upon the successful marketing and sales of the e-Go EV. 2050 Motors may not be able to successfully carry out its business plan. There can be no assurance that it will ever achieve any revenues or profitability. Accordingly, its prospects must be considered in light of the risks, expenses, and difficulties frequently encountered in establishing a new business, especially one in the automobile industry, and therefore it is a highly speculative venture involving significant financial risk.

We are completely dependent on Aoxin Automobile to supply us with the e-Go EV and other trucks and automobiles and parts and components thereto. The inability of Aoxin Automobile to continue to deliver, or their refusal to deliver such vehicles and parts at prices and volumes acceptable to us would have a material adverse effect on our business, prospects and operating results. Changes in business conditions, global financial instability, wars, governmental changes, and other factors beyond our control or which we do not presently anticipate, could also affect Aoxin Automobile's ability to deliver vehicles and/or parts on a timely basis and cause material adverse consequences to 2050 Motors.

Research by Aoxin Automobile over the past five years developed this advanced all-electric vehicle. The e-Go EV is a five passenger sedan which weighs only 1,450 lbs with its battery pack included. It will be the first vehicle of this advanced type to be sold in the price range of less than \$35,000.

The body components are built out of carbon fiber which is five times stronger than steel and one third its weight constructed over a strong ultralight aluminum frame chassis and race car suspension. This ensures that the vehicle will be one of the safest and strongest ever built for the consumer market. It will also be the most efficient vehicle ever built, capable of achieving 200+ miles to the gallon energy equivalent.

2050 Motors projects expenses associated with its business over the next 6 months to be approximately \$1,000,000. The primary cost component will be related to meeting the crash testing requirements of the DOT.

Costs and Resources

The Company is currently pursuing additional funding resources that will enable it to maintain its current and planned operations through the next 6 months. The Company anticipates, however, that it will need to raise additional capital in order to sustain and grow its operations over the next few years.

To the extent that the Company's capital resources are insufficient to meet current or planned operating requirements, the Company will seek additional funds through equity or debt financing, collaborative or other arrangements with corporate partners, licensees or others, and from other sources, which may have the effect of diluting the holdings of existing shareholders. The Company has no current arrangements with respect to, or sources of, such additional financing and the Company does not anticipate that existing shareholders will provide any portion of the Company's future financing requirements. No assurance can be given that additional financing will be available when needed or that such financing will be available on terms acceptable to the Company. If adequate funds are not available, the Company may be required to delay or terminate expenditures for certain of its programs that it would otherwise seek to develop and commercialize. This would have a material adverse effect on the Company.

Results of Operation for the years ended December 31, 2016 and 2015

During the years ended December 31, 2016 and 2015, the Company had no operating revenues. During the year ended December 31, 2016, the Company incurred operating expenses of \$775,657 consisting primarily of R&D expenses, consulting fees and travel expenses and other general and administrative costs of 2050 Motors. During the year ended December 31, 2015, the Company incurred operating expenses of \$720,086. These operating expenses combined with a lack of operating revenues resulted in net losses of \$(1,033,117) and \$(728,924) for the periods ended December 31, 2016 and 2015, respectively. As of December 31, 2016, the Company had stockholders' deficit of \$(382,189) compared to a stockholders' equity of \$218,198 as of December 31, 2015. The decrease in stockholders' equity was due to the net loss of \$(1,033,117) for 2016, the additional issuance of \$256,480 of common stock for services, and \$10,000 of common stock for cash the increase of \$41,250 of additional paid-in-capital and the \$125,000 of common stock to be issued.

Equity and Capital Resources

We have incurred losses since inception of our business and, as of December 31, 2016, we had an accumulated deficit of \$2,808,915. As of December 31, 2016, we had cash of \$11,766 and a negative working capital of \$579,944.

To date, we have funded our operations through short-term debt and equity financing. During the year ended December 31, 2016 the Company received \$211,160 of borrowed funds, comprised of \$105,960 from related parties and \$105,470 from non-related parties. In addition, during the year ended December 31, 2016, the Company issued 3,200,000 shares of its common stock for services valued at \$256,480. The Company also agreed to issue 200,000 shares of common stock for cash proceeds, totaling \$10,000, and 835,000 shares of common stock for marketing services for a total consideration of \$125,000. As of December 31, 2016, the 835,000 shares were yet to be issued and have been recorded as common stock issuable.

We expect our expenses will continue to increase during the foreseeable future as a result of increased operational expenses and the development of our automobile business. However, we do not expect to start generating revenues from our operations for another 12 months. Consequently, we are dependent on the proceeds from future debt or equity investments to sustain our operations and implement our business plan. If we are unable to raise sufficient capital, we will be required to delay or forego some portion of our business plan, which would have a material adverse affect on our anticipated results from operations and financial condition. There is no assurance that we will be able to obtain necessary amounts of additional capital or that our estimates of our capital requirements will prove to be accurate. As of the date of this Report we did not have any commitments from any source to provide such additional capital. Even if we are able to secure outside financing, it may not be available in the amounts or the times when we require. Furthermore, such financing would likely take the form of bank loans, private placement of debt or equity securities or some combination of these. The issuance of additional equity securities would dilute the stock ownership of current investors while incurring loans, leases or debt would increase our capital requirements and possible loss of valuable assets if such obligations were not repaid in accordance with their terms.

Off-balance Sheet Arrangements

Since our inception through December 31, 2016, we have not engaged in any off-balance sheet arrangements.

Recent Accounting Pronouncements

We have adopted all applicable recently issued accounting pronouncements. The adoption of the accounting pronouncements did not have a material effect on our operations.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Not required under Regulation S-K for “smaller reporting companies.”

Item 8. Financial Statements and Supplementary Data.

Our audited consolidated financial statements are set forth in this Annual Report beginning on page F-1.

2050 MOTORS, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of 2050 Motors, Inc.

We have audited the accompanying balance sheets of 2050 Motors, Inc. as of December 31, 2016 and 2015, and the related statements of operations, stockholders' (deficit) equity, and cash flows for each of the years in the two-year period ended December 31, 2016. 2050 Motors, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, 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. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of 2050 motors, Inc. as of December 31, 2016 and 2015, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has not earned any revenues since inception and has an accumulated deficit \$2,808,915 as of December 31, 2016, which raises substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

Farber Hass Hurley LLP

Chatsworth, CA
April 17, 2017

2050 Motors, Inc.
Condensed Balance Sheet

	<u>As of</u> <u>December 31, 2016</u>	<u>As of</u> <u>December 31, 2015</u>
Assets		
Current Assets		
Cash	\$ 11,766	\$ 81,984
Other prepaid expenses	20,000	25,000
Total current assets	31,766	106,984
Property and equipment, net	64,950	105,382
Other assets:		
Vehicle deposits	24,405	24,405
Other deposits	2,200	7,400
Deferred equity issuance costs, net	56,250	-
License	50,000	50,000
Total other assets	132,855	81,805
Total assets	<u>\$ 229,571</u>	<u>\$ 294,171</u>
Liabilities and stockholders' (deficit) equity		
Liabilities		
Accounts payable	\$ 38,629	\$ 3,515
Accrued interest on loans payable	27,751	4,980
Accounts payable due to related parties	7,750	-
Loans payable due to related parties, net	36,050	66,500
Loans payable due to non-related parties, net	129,861	-
Revolving line of credit from related party	101,400	-
Deferred rent	244	978
Derivative liability	270,075	-
Total current liabilities	611,760	75,973
Stockholders' (deficit) equity		
Common stock; no par value Authorized: 100,000,000 shares at December 31, 2016, and December 31, 2015 Issued and outstanding: 37,148,599 at December 31, 2016 and 33,748,599 at December 31, 2015	2,260,476	1,993,996
Additional paid-in-capital	41,250	-
Accumulated deficit	(2,808,915)	(1,775,798)
Common stock issuable	125,000	-
Total stockholders' (deficit) equity	(382,189)	218,198
Total liabilities and stockholders' (deficit) equity	<u>\$ 229,571</u>	<u>\$ 294,171</u>

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Operations

	<u>Year Ended December 31 2016</u>	<u>Year Ended December 31, 2015</u>
Operating revenue	\$ -	\$ -
Operating expenses:		
Research and development costs	66,126	97,734
General & administrative	709,531	622,352
Total operating expenses	<u>775,657</u>	<u>720,086</u>
Net loss from operations	(775,657)	(720,086)
Interest expense	(230,962)	(11,438)
Net loss from derivative liability	(27,625)	-
Other income, net	<u>1,126</u>	<u>2,600</u>
Loss before income taxes	(1,033,117)	(728,924)
Provision for income taxes	-	-
Net loss	<u>\$ (1,033,117)</u>	<u>\$ (728,924)</u>
Net loss per share, basic and diluted	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>
Weighted average common equivalent shares outstanding, basic and diluted	34,687,943	33,553,057

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Stockholders' (Deficit) Equity

	Common Stock Number of shares	No par value	Common stock issuable	Additional paid-in capital	Accumulated deficit	Total stockholders' (deficit) equity
Balance, December 31, 2014	<u>33,437,886</u>	<u>\$1,915,621</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (1,046,874)</u>	<u>\$ 868,747</u>
Shares issued for cash	85,713	30,000	-	-	-	30,000
Shares issued for services	225,000	48,375	-	-	-	48,375
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(728,924)</u>	<u>(728,924)</u>
Balance, December 31, 2015	<u>33,748,599</u>	<u>\$1,993,996</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (1,775,798)</u>	<u>\$ 218,198</u>
Equity issuance costs	-	-	-	(18,750)	-	(18,750)
Capitalization of unpaid officer salary	-	-	-	44,000	-	44,000
Beneficial conversion feature	-	-	-	16,000	-	16,000
Shares issued for cash	200,000	10,000	-	-	-	10,000
Shares issued for services	3,200,000	256,480	125,000	-	-	381,480
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,033,117)</u>	<u>(1,033,117)</u>
Balance, December 31, 2016	<u>37,148,599</u>	<u>\$2,260,476</u>	<u>\$ 125,000</u>	<u>\$ 41,250</u>	<u>\$ (2,808,915)</u>	<u>\$ (382,189)</u>

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Cash Flows

	<u>Year Ended</u> <u>December 31, 2016</u>	<u>Year Ended</u> <u>December 31, 2015</u>
Cash flows provided by (used for) operating activities:		
Net loss	\$ (1,033,117)	\$ (728,924)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Depreciation	39,258	21,628
Amortization of prepaid expenses from stock for services transactions	156,480	-
Amortization of debt discount	18,750	-
Amortization of deferred finance costs	2,141	-
Capitalization of unpaid officer salaries	44,000	-
Issuance of common stock for services	225,000	48,375
Gain on sale of property	(1,126)	-
Debt discount from derivative liability	(55,500)	-
Derivative liability	270,075	-
Changes in assets and liabilities:		
Increase (decrease) in assets and liabilities:		
Prepaid rent	-	17,286
Other prepaid expenses	5,000	(24,025)
Deposits	5,200	58,796
Accounts payable	35,114	2,441
Accrued interest on loans payable	22,771	1,430
Related party payable	7,750	-
Deferred rent	(734)	(733)
Net cash used for operating activities	<u>(258,938)</u>	<u>(603,726)</u>
Cash flows provided (used) for investing activities:		
Purchase of property and equipment	-	(66,702)
Sale of property and equipment	2,300	-
Net cash provided by (used for) investing activities	<u>2,300</u>	<u>(66,702)</u>
Cash flows provided by (used for) by financing activities:		
Payments made on related party advances	(30,450)	(34,263)
Proceeds from non-related loans	105,470	-
Proceeds from revolving line of credit from related party	102,550	-
Payments made on revolving line of credit from related party	(1,150)	-
Proceeds from issuance of common stock	10,000	30,000
Net cash provided by (used for) financing activities	<u>186,420</u>	<u>(4,263)</u>
Net (decrease) in cash	(70,218)	(674,691)
Cash, beginning of year	81,984	756,675
Cash, end of period	\$ <u>11,766</u>	\$ <u>81,984</u>
Supplemental disclosure of cash flow information -		
Interest payment	\$ -	\$ 10,008
Deferred equity issuance cost from non-cash transaction, net	\$ 56,250	\$ -
Beneficial conversion feature from convertible loan	\$ 16,000	\$ -

The accompanying notes are an integral part of these financial statements

2050 MOTORS, INC.
NOTES TO FINANCIAL STATEMENTS

Note 1 – BASIS OF PRESENTATION AND ORGANIZATION

2050 Motors, Inc., (the “Company”) was incorporated on October 9, 2012, in the state of Nevada to import, market, and sell electric cars manufactured in China. On October 25, 2012, 2050 Motors, Inc., entered into an agreement with Jiangsu Aoxin New Energy Automobile Co., Ltd., (“Aoxin”), located in Jiangsu, China, for the distribution in the United States of a new electric automobile, known as the e-Go EV.

Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements were prepared in conformity with generally accepted accounting principles in the United States of America (“US GAAP”).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include collectability of accounts receivable, accounts payable, sales returns and recoverability of long-term assets.

Cash

Cash consists of deposits in one large national bank. At December 31, 2016 and 2015, the Company had \$11,766 and \$81,984 in cash in the United States. The Company has not experienced any losses in such accounts and believes it is not exposed to any risks on its cash in bank accounts.

Property, Plant & Equipment

Property, plant and equipment is stated at cost and depreciated using the straight-line method over the shorter of the estimated useful life of the asset or the lease term. The estimated useful lives of our property and equipment are generally as follows: tools and equipment, five years; vehicles and parts, three years; leasehold improvements, lesser of lease term or life of related asset; and furniture and fixtures, seven years.

As of December 31, 2016 and 2015, Property, plant and equipment consisted of the following:

	2016	2015
Furniture and furnishings	\$ 14,303	\$ 14,303
Leasehold improvements	18,184	18,184
Vehicle and parts	76,045	80,045
Tools and equipment	22,494	22,494
Total	<u>131,026</u>	<u>135,026</u>
Less: Accumulated depreciation	<u>(66,076)</u>	<u>(29,644)</u>
Property, plant and equipment, net	<u>\$ 64,950</u>	<u>\$ 105,382</u>

Depreciation expense was \$39,258 and \$21,628 for the years ended December 31, 2016 and 2015, respectively.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash accounts payable, accrued liabilities, short-term debt and derivative liability, the carrying amounts approximate their fair values due to their short maturities. We adopted ASC Topic 820, "Fair Value Measurements and Disclosures," which requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of valuation hierarchy are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company analyzes all financial instruments with features of both liabilities and equity under ASC 480, "Distinguishing Liabilities from Equity," and ASC 815.

We have recorded the conversion option on few notes as a derivative liability as a result of the variable conversion price, which in accordance with U.S. GAAP, prevents them from being considered as indexed to our stock and qualified for an exception to derivative accounting.

We recognize derivative instruments as either assets or liabilities on the accompanying balance sheets at fair value. We record changes in the fair value of the derivatives in the accompanying statement of operations.

Assets and liabilities measured at fair value are as follows as of December 31, 2016:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Liabilities				
Derivative liability	\$ 270,075	\$ -	\$ -	\$ 270,075
Total liabilities measured at fair value	<u>\$ 270,075</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 270,075</u>

The following is a reconciliation of the derivative liability for which Level 3 inputs were used in determining the approximate fair value:

Balance as of December 31, 2015	\$ -
Fair value of derivative liabilities issued	242,450
Loss on change in derivative liability	27,625
Balance as of December 31, 2016	<u>\$ 270,075</u>

Earnings Per Share (EPS)

Basic EPS is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS is computed similar to basic net income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all the potential common shares, warrants and stock options had been issued and if the additional common shares were dilutive. Diluted EPS is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method for the outstanding options and the if-converted method for the outstanding convertible preferred shares. Under the treasury stock method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Under the if-converted method, convertible outstanding instruments are assumed to be converted into common stock at the beginning of the period (or at the time of issuance, if later). During the years ended December 31, 2016 and 2015, the Company incurred losses. Therefore, the effect of any common stock equivalents is anti-dilutive during those periods.

The following table sets for the computation of basic and diluted earnings per share for years ended December 31, 2016 and 2015:

Basic and diluted	2016	2015
Net loss	<u>\$ (1,033,117)</u>	<u>\$ (728,924)</u>
Weighted average number of shares in computing basic and diluted net loss		
Basic	<u>34,687,943</u>	<u>33,553,057</u>
Diluted	<u>34,687,943</u>	<u>33,553,057</u>
Net loss per share basic and diluted		
Basic and diluted	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable. Revenue generally is recognized net of allowances for returns and any taxes collected from customers and subsequently remitted to governmental authorities.

Cost of Sales

Cost of sales consists primarily of inventory costs, as well as warehousing costs (including the cost of warehouse labor), shipping, importation duties and charges, third party royalties, and product sampling.

Advertising and Marketing Costs

Costs incurred for producing and communicating advertising and marketing are expensed when incurred and included in selling general and administrative expenses. Advertising and marketing expense amounted to \$172,841 and \$16,764 for the years ended December 31, 2016 and 2015, respectively.

Operating Overhead Expense

Operating overhead expense consists primarily of payroll and benefit related costs, rent, depreciation and amortization, professional services, and meetings and travel.

Income Taxes

The Company utilizes FASB Accounting Standards Codification (ASC) Topic 740, Income Taxes, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that were included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The Company follows FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, (codified in FASB ASC Topic 740). When tax returns are filed, it is likely that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Interest associated with unrecognized tax benefits is classified as interest expense and penalties are classified in selling, general and administrative expenses in the statements of income.

At December 31, 2016 and 2015, the Company had not taken any significant uncertain tax positions on its tax returns for period ended December 31, 2016 and prior years or in computing its tax provision for 2016. Management has considered its tax positions and believes that all of the positions taken by the Company in its Federal and State tax returns are more likely than not to be sustained upon examination. The Company is subject to examination by U.S. Federal and State tax authorities from inception to present, generally for three years after they are filed.

Concentration of Credit Risk

Cash is mainly maintained by one highly qualified institution in the United States. At various times, such amounts are in excess of federally insured limits. Management does not believe that the Company is subject to any unusual financial risk beyond the normal risk associated with commercial banking relationships. The Company has not experienced any losses on our deposits of cash. . .

Risks and Uncertainties

The Company is subject to risks from, among other things, competition associated with the industry in general, other risks associated with financing, liquidity requirements, rapidly changing customer requirements, limited operating history and the volatility of public markets.

Recently Issued Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. This update addresses a diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230, Statement of Cash Flows, and other Topics. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. We adopted this ASU in 2016 and the implementation did not have a material impact on our financial position or statement of operations.

In August 2014, the FASB issued Accounting Standards Update No. 2014-15, “*Presentation of Financial Statements – Going Concern*”, Subtopic 205-40, “*Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern.*” The amendments in this ASU apply to all entities and require management to assess an entity’s ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term *substantial doubt*, (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management’s plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management’s plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. We adopted this ASU in 2016 and the implementation did not have a material impact on our financial position or results of operations.

Reclassification

Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations or cash flow.

Note 3 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate the continuation of the Company as a going concern. The Company reported accumulated deficit of \$2,808,915 as of December 31, 2016. The Company also incurred net losses of \$1,033,117 and \$728,924 for the years ended December 31, 2016 and 2015, respectively and had negative working capital for the years ended December 31, 2016 and 2015. To date, these losses and deficiencies have been financed principally through the issuance of common stock, loans from related parties and from third parties.

In view of the matters described, there is substantial doubt as to the Company's ability to continue as a going concern without a significant infusion of capital. We anticipate that we will have to raise additional capital to fund operations over the next 12 months. To the extent that we are required to raise additional funds to acquire properties, and to cover costs of operations, we intend to do so through additional offerings of debt or equity securities. There are no commitments or arrangements for other offerings in place, no guaranties that any such financings would be forthcoming, or as to the terms of any such financings. Any future financing will involve substantial dilution to existing investors.

Note 4 – VEHICLE DEPOSITS

Vehicle deposit of \$24,405, as of December 31, 2016 and 2015, represents one prototype test model for delivery into the United States in late 2017. This vehicle will undergo an advanced crash test known in the Automobile Safety Industry as the "overlap crash test".

Note 5 – LICENSE AGREEMENT

In 2012 and 2013, the Company made a total payment of \$50,000 and signed an exclusive license agreement with Aoxin to import, assemble and manufacture the advanced carbon fiber electric vehicle, the e-Go EV model. The cost of this license agreement has been recognized as a long-term asset and is evaluated, by management, for impairment losses at each reporting period. As of December 31, 2016, no such impairment losses have been identified by the management.

Note 6 – ACCOUNTS PAYABLE DUE TO RELATED PARTIES

A related party of the Company paid \$7,750 cash on behalf of the Company during the second quarter of 2016. The cash advance is non-interest bearing and was due on August 1, 2016. The amount is still unpaid and outstanding as of December 31, 2016.

Note 7 – LOANS PAYABLE DUE TO RELATED PARTIES

During the year ended December 31, 2014, the Company raised two loans for a total amount of \$100,000 due to a shareholder. The loans bear 12% interest and matured on February 28, 2015 and March 30, 2015, respectively. In March 2015, the maturity dates of the notes were extended by twelve months. The outstanding balance as of December 31, 2016 and 2015 was \$36,050 and \$66,050, respectively. During the years ended December 31 2016 and 2015, the Company recorded interest expense of \$7,381 and \$11,438, respectively, on the note.

During the third quarter ended September 30, 2016, the Company received a cash advance of \$3,410 from one of its executives. The cash advance was non-interest bearing and due on demand. The advance was returned in November, 2016.

Note 8 – LOAN PAYABLE DUE TO NON RELATED PARTIES

The Company received a \$10,000 loan during the third quarter of 2016 from an unrelated party. The loan bears 12% interest and matures on March 16, 2017. The Company accrued interest expense of \$348 on the loan during the year ended December 31, 2016.

Note 9 – CONVERTIBLE NOTE PAYABLES

On November 1, 2016, the Company entered into four convertible promissory notes with three unrelated parties. The principle amount is \$10,000 for each note and carries interest of 12% annum. All four notes mature on April 30, 2017. The notes may be converted into common stock of the Company at any time by the election of the lender at a conversion price of \$0.075 per share. The Company recorded a debt discount of \$16,000 for the difference in the conversion price and the fair market value on the date of agreement. The debt discount is being amortized over the term of the notes. During the year ended December 31, 2016, the Company amortized \$5,332 of the debt discount. During the year ended December 31, 2016, the Company accrued interest expense of \$787 on the four notes.

On October 26, 2016, the Company entered into a convertible note agreement, with an accredited investor, for \$65,000. The note bears interest at 12% per annum and is due and payable on July 26, 2017. The note has financing cost of \$9,500 associated with it. This deferred financing fee has been deducted directly from the carrying value of the note, pursuant to ASU 2015-03. The deferred financing fee is being amortized over the term of the convertible note payable. The Company may prepay the note in full together with any accrued and unpaid interest plus any applicable pre-payment premium set forth in the note. Until the Ninetieth (90th) day after the Issuance Date the Company may pay the principal at a cash redemption premium of 135%, in addition to outstanding interest, which can be paid without the Holder's consent; from the 90th day to the One Hundred and Twentieth (120th) day after the Issuance Date, the Company may pay the principal at a cash redemption premium of 140%, in addition to outstanding interest, which can be paid without the Holder's consent; from the 12th day to the One Hundred and Eightieth (180th) day after the Issuance Date, the Company may pay the principal at a cash redemption premium of 145%, in addition to outstanding interest, which can be paid without the Holder's consent. After the 180th day up to the Maturity Date this Note shall have a cash redemption premium of 150% of the then outstanding principal amount of the Note, plus accrued interest and Default Interest if any, which may only be paid by the Company upon Holder's prior written consent. The note is convertible into fully paid and non-assessable shares of common stock, after 180 days from the date of the note, at a conversion price which is lower of: (i) a 50% discount to the lowest trading price during the previous twenty trading days prior to the date of a conversion notice; or (ii) a 50% discount to the lowest trading price during the previous twenty trading days before the date that this note was executed. Since the conversion price of the note is variable, the conversion option has been treated as a derivative liability. The derivative liability on the note was calculated, using the Binomial model, to be \$242,500, of which \$55,500 was recorded as a debt discount and the balance \$186,500 was recorded as an interest expense, at inception. The derivative liability was recalculated on December 31, 2016 as \$270,025 and the difference in the value was recorded as a change in derivative liability in the income statement. The Company amortized a debt discount of \$13,418, during the year ended December 31, 2016. The Company amortized the finance fee of \$2,111 during the year ended December 31, 2016. Interest expense of \$1,410 was accrued on the convertible note during the year ended December 31, 2016.

The variables used for the Binomial model are as listed below:

- Volatility: 209%
- Risk free rate of return: 0.67%
- Expected term: 273 days

Note 10 – COMMITMENTS AND CONTINGENCIES

In November 2013, the Company signed a new facility lease. The monthly lease amount is \$2,400. The lease term commenced on December 15, 2013 and expired on December 31, 2015. The lease was continued on a month to month basis and was terminated on February 29, 2016.

Effective March 1, 2014, the Company signed a lease for four thousand square feet of industrial space in North Las Vegas. The term of the lease is for three years and cost \$2,200 per month. The lease expires on April 30, 2017, after which it will continue on a month to month basis at the same rent.

Effective September 16, 2015, the Company renewed its residential lease agreement in California for its traveling consultants. Effective September 2015, the Company extended the lease agreement for one more year with a new monthly amount of \$2,300. As of June 30, 2016, the Company discontinued its lease, which was assumed by a consultant of the Company.

Rent expense amounted to \$47,717 and \$93,703 for the years ended December 31, 2016 and 2015, respectively.

According to the license agreement signed between the Company and Aoxin, in order to maintain exclusive rights for the United States (US), the Company is required to purchase and sell certain amount of eGo EV model vehicles per year for a certain period of time starting from the completion of the requirements established by the United States Department of Transportation's protocols for the eGo EV model. The table below demonstrates the required amount of vehicles that the company needs to sell per year

First year	2,000
Second year	6,000
Third year	12,000
Fourth year	24,000
Fifth year	48,000
	92,000

As part of the license agreement, the Company is committed to pay expenses related to any required airbag testing procedures. The cost of these airbags could be as little as \$500,000 or as much as \$2 million.

The Company may from time to time, become a party to various legal proceedings, arising in the ordinary course of business. The Company investigates these claims as they arise. Management does not believe, based on current knowledge, that there were any such claims outstanding as of December 31, 2016.

Note 11 – REVOLVING LINE OF CREDIT- RELATED PARTY

On February 12, 2016, the Company signed a twelve months revolving line of credit agreement with a consulting firm which is also utilized for consulting services. The line amount is \$100,000 and carries interest at 12% per annum. As of December 31, 2016, the outstanding balance was \$101,400.

Note 12 – INCOME TAXES

The Company did not file its tax returns for fiscal years from 2012 through 2016. Management believes that it should not have any material impact on the Company's financials because the Company did not have any tax liabilities due to net loss incurred during these years.

Based on the available information and other factors, management believes it is more likely than not that the net deferred tax assets at December 31, 2016 and 2015 will not be fully realizable. Accordingly, management has recorded a full valuation allowance against its net deferred tax assets at December 31, 2016 and 2015. At December 31, 2016 and 2015, the Company had federal net operating loss carry-forwards of approximately \$2,800,000 and \$1,775,000, respectively, expiring beginning in 2032.

Deferred tax assets consist of the following components:

	<u>2016</u>	<u>2015</u>
Net loss carryforward	\$ 780,000	\$ 500,000
Valuation allowance	(780,000)	(500,000)
Total deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

Note 13 – PROMISSORY NOTE AND EQUITY PURCHASE AGREEMENT

On June 24, 2016, the Company issued a \$75,000 nonrefundable Promissory Note to an investor as a pre condition to an Equity Purchase Agreement. The promissory note bears 10% interest per annum with a one year maturity date. The note has an associated deferred equity issuance cost and is being amortized over the contract period.

The Equity Purchase Agreement allows the Company to issue Put Notices and the right to sell up to \$10,000,000 of its no par value common stock at 88% of its market value. The market value is based on a ten day valuation period immediately preceding the Put Notice. The right to sell the shares becomes an obligation to sell as of the closing date after the Put Notice has been issued to the investor. The investor at no time can own more than 9.99% of the Company's common stock outstanding as of the closing date.

As of December 31, 2016, the outstanding balance of the note was \$75,000.

Note 14 – EQUITY

During the year ended December 31, 2015, the Company issued 85,713 shares of the Company's common stock at \$0.35 per share for a total cash amount of \$30,000.

During the year ended December 31, 2015, the Company issued 225,000 shares of the Company's common stock at \$0.215 per share for a total of \$48,375 of services rendered to the Company.

During the year ended December 31, 2016, the Company agreed to issue 3,200,000 shares for services at a price between \$0.157 and \$0.075, and for a total of \$256,480. Additionally, the Company agreed to issue 835,000 shares of common stock for marketing services at a per share price of \$0.1497 for a total consideration of \$125,000. As of December 31, 2016, these shares are yet to be issued and have been recorded as common stock issuable.

The Company also agreed to issue 200,000 shares of its common stock a \$0.05 per share for \$10,000 cash.

During the year ended December 31, 2016, the Company recorded \$44,000 as capital contribution for the fair market value of services provided by the officer of the Company.

During the year ended December 31, 2016, the Company recorded \$16,000 as additional paid in capital for the beneficial conversion feature on four convertible notes of \$10,000 each. (See Note 9)

On June 24, 2016, the Company issued a \$75,000 non-refundable Promissory Note to an investor as a pre- condition to an Equity Purchase Agreement. The promissory note bears 10% interest per annum with a one year maturity date. This note resulted in a \$75,000 deferred equity issuance cost and is being amortized over the contract period. During the year ended December 31, 2016, the Company recorded \$18,750 in amortization of the deferred equity issuance costs for the Equity Purchase Agreement(See Note 13).

Note 15 – SUBSEQUENT EVENTS

Subsequent to the year ended December 31, 2016, on January 6, 2017, the Company entered into a convertible note agreement with a third party for \$78,750. The Company received \$70,000, net of the financing fee of \$8,750. The note is due on October 6, 2017 and carries interest at the rate of 12% per annum. The note is convertible at the lower of ; (i) a 50% discount to the lowest trading price during the previous twenty five trading days prior to the date of a conversion notice; or (ii) a 50% discount to the lowest trading price during the previous twenty five trading days before the date that this note was executed.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.

Not Applicable.

Item 9A. Controls and Procedures.**Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures are designed with an objective of ensuring that information required to be disclosed in our periodic reports filed with the Securities and Exchange Commission, such as this Annual Report on Form 10-K, is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission. Disclosure controls are also designed with an objective of ensuring that such information is accumulated and communicated to our management, including our chief executive officer, in order to allow timely consideration regarding required disclosures.

The evaluation of our disclosure controls by our principal executive officer included a review of the controls' objectives and design, the operation of the controls, and the effect of the controls on the information presented in this Annual Report. Our management, including our chief executive officer, does not expect that disclosure controls can or will prevent or detect all errors and all fraud, if any. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Also, projections of any evaluation of the disclosure controls and procedures to future periods are subject to the risk that the disclosure controls and procedures may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that there were weaknesses in our internal controls over Financial reporting as of December 31, 2016 and they were therefore not effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The weaknesses in our controls and procedure were failure to timely file tax returns, lack of formal documents such as invoices and consulting agreements and lack of evidence for proper approval and review of disbursements. Management does not believe that any of these weaknesses materially affected the results and accuracy of its financial statements. However, in view of this discovery of such weaknesses, management has begun a review to improve them.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING .

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the company in accordance with as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the (i) effectiveness and efficiency of operations, (ii) reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and (iii) compliance with applicable laws and regulations. Our internal controls framework is based on the criteria set forth in the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's assessment of the effectiveness of the small business issuer's internal control over financial reporting is as of the year ended December 31, 2016. We believe that internal controls over financial reporting as set forth above shows some weaknesses and are not effective. We have identified certain weaknesses considering the nature and extent of our current operations and any risks or errors in financial reporting under current operations.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this annual report.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING.

On May 2, 2014, in accordance with the Reorganization the shareholders of 2050 Motors became the owners of approximately 82% of the issued and outstanding common stock of the Company. As a result of the Reorganization, we acquired the operations and assets of 2050 Motors as described herein and a new Chief Financial Officer, accounting personnel and new internal control procedures.

MANAGEMENT'S REMEDIATION INITIATIVES.

Subsequent to the end of the period covered by this report, and in light of the weakness described above, management is in the process of designing and implementing improvements in its internal control over financial reporting and we currently plan to hire an independent third party consultant to assist in identifying and determining the appropriate accounting procedures and controls to implement.

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth the names and ages of the current directors and executive officers of the Company, the principal offices and positions with the Company held by each person and the date such person became a director or executive officer of the Company. The executive officers of the Company are elected annually by the Board of Directors. The directors serve one-year terms until their successors are elected. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors. There are no family relationships among any of the officers and directors.

Name	Age	Position(s)
Michael Hu	62	President, Chief Financial Officer and Director
Bernd Schaefers	74	Secretary and Director
Mark R. Edwards, Ph.D	68	Director

Michael Hu was born in China. Michael received advanced educational classes and upon release he achieved a Degree in Metallurgical Engineering from Tongji University in Shanghai, China. Mr. Hu traveled to the United States in 1986 to continue his education and became a US citizen in 2000. Michael has devoted his adult life to increasing friendly relationships between the United States and China. He has concentrated categorically on projects that are Earth friendly to create a better environment for the world. In the 1990s, he assisted and invested in a photo-voltaic cell manufacturing facility that today produces the most advanced flexible photo-voltaic cells in the world with manufacturing facilities both in the United States and China. See <http://www.xunlight.com>.

Mr. Hu has been instrumental in developing advanced lubrication products to increase the efficiency of all types of machinery. Michael coordinated an Agreement in the late 1990s to export American made lubricants to China and also coordinated a business to import electric bicycles to the United States during this period. During the past 15 years, Michael has concentrated his experience, expertise and associations in China and other countries to promote technologies for environmental purposes. Michael generously donates his time and efforts to this end for several companies with no compensation. Some of his efforts in the late 1990s and 2000s have led to the development of advanced lubrication for the US military. During the past 5 years, Mr. Hu has devoted much of his time to advanced electric vehicles designed and manufactured in Italy and China. Michael formed 2050 Motors, Inc., a company to import to the United States the most advanced automobile ever built, with a complete carbon fiber body assembled over an aluminum space age frame. The car is all-electric and powered by advanced lithium ion batteries.

Bernd Schaefers is a veteran self-made businessman with over 40 years of work in the media industry, thereof over 20 years in the advertising and marketing sector. Mr. Schaefers founded one of the most successful advertising production companies, Interteam Productions, in the 1970s with offices in Germany, Switzerland, France and Brazil. His client list included Lufthansa, Shell Oil, Polaroid, Reynolds, Audi and Volkswagen. He worked directly with Ferdinand Piech, now Chairman of Volkswagen, on the launch of the 'Audi 5000' in the United States. Mr. Schaefers was for many years co-owner of the largest movie production and distribution companies in Germany, 'Constantin Films', with internationally successful movies like "The Never-Ending Story", an all-time children favorite, "The Name of the Rose", with Sean Connery, the James Bond movie "Never Say Never Again", also with Sean Connery, as the German distribution and financing partner, among many other movies. In parallel, Bernd Schaefers has over 30 years of involvement in renewable energy. Bernd has funded Research and Development projects with Idaho National Laboratories (INL) for CO₂ recycling, catalytic conversion of syn-gas to higher alcohols and natural gas liquefaction technologies. Mr. Schaefers has for many years been involved in the commercialization of algae production and has provided matching funds for Cal Poly's 'Micro-Algae Photo- Bioreactor' program with Prof. Ilhamil Yildiz in San Luis Obispo. Mr. Schaefers was a founding member of the 110 MMGY 'American Ethanol' plant in Santa Maria, California, and initiator of the electrification of agricultural machinery and the creation of 'Emission Reduction Credits' in Santa Barbara County, California. For the past six (6) years, Bernd Schaefers has been working closely with national and international companies in developing and investing in the DHA Omega-3 Algae Oil Health Products and Alternative Fuel Algae Oil. Mr. Schaefers traveled to Siberian Russia in early 2012 to assess technology for producing fuel from recycled materials and are now engaged in developing a pyrolysis business extracting oil from over 60 million used automobile tires utilizing Russian technology in the State of Kansas. They intend to expand the operations to include algae sequestration of CO.

Mark R. Edwards, Ph.D. is a Professor of Strategic Marketing and Sustainability at the Morrison School of Agribusiness and Resource Management, Arizona State University Polytechnic. Mark graduated from the U.S. Naval Academy with a BS in mechanical engineering, oceanography and meteorology. He earned an MBA and PhD in marketing and consumer behavior and has taught strategic marketing, sustainability, leadership and entrepreneurship at Arizona State University since 1978. Mark has published over 100 articles that span business and science disciplines, as well as 24 books. His industrial experience includes service as a Director for The Greyhound/Armour Corporation, then 27th among the Fortune 500. He also served as marketing director for the Pritikin Longevity Research Institute, where he helped develop the Pritikin diet and lifestyle Program and the Pritikin line of diet and nutritional foods. He also served as marketing director for several hospital lifestyle programs.

Mr. Edwards' teaching has focused on adding value through sustainability, marketing, customer relationships, organizational leadership and entrepreneurship. His recent work focuses on resolving world hunger and sustainable energy with green solutions. He has taught several interdisciplinary courses in engineering, psychology and sustainable world future. He is well known internationally as an executive trainer, author and innovator of metrics that help people to learn and develop faster, to take actions to improve performance and to grow human capital. His unusual measurement innovations appear in numerous college text books on marketing, management, leadership, talent assessment and executive development as well as *Business Week*, *The Wall Street Journal*, *Forbes*, *Financial Times* and *Fortune Magazine*.

Mr. Edwards' award winning *Green Algae Strategy Series* focuses on sustainable and affordable food and energy, (SAFE) production. His books are used in colleges, universities and institutes in over 26 countries for courses in biology, botany, biotechnology, environment, sustainability, energy engineering, world future and global hunger. *Green Algae Strategy* won the 2009 Independent Publisher Gold Medal for "Best Science Book." Mr. Edwards believes the message of SAFE production is so important that he enables free color PDF downloads of his books for students, faculty and food and energy policy leaders at www.AlgaeCompetition.com. His books are also available on Amazon.com and other retailers.

Term of Office

All officers and directors listed above will remain in office until the next annual meeting of our stockholders, and until their successors have been duly elected and qualified or until removed from office in accordance with our bylaws. There are no agreements with respect to the election of Directors. We have not compensated our Directors for service on our Board of Directors, any committee thereof, or reimbursed for expenses incurred for attendance at meetings of our Board of Directors and/or any committee of our Board of Directors. Officers are appointed annually by our Board of Directors and each Executive Officer serves at the discretion of our Board of Directors. We do not have any standing committees. Our Board of Directors may in the future determine to pay Directors' fees and reimburse Directors for expenses related to their activities.

None of our Officers and/or Directors have filed any bankruptcy petition, been convicted of or been the subject of any criminal proceedings or the subject of any order, judgment or decree involving the violation of any state or federal securities laws within the past five (5) years.

Board Committees

Audit Committee

We do not have a standing audit committee of the Board of Directors. Management has determined not to establish an audit committee at present because of our limited resources and limited operating activities do not warrant the formation of an audit committee or the expense of doing so. We do not have a financial expert serving on the Board of Directors or employed as an officer based on management's belief that the cost of obtaining the services of a person who meets the criteria for a financial expert under Item 401(e) of Regulation S-B is beyond its limited financial resources and the financial skills of such an expert are simply not required or necessary for us to maintain effective internal controls and procedures for financial reporting in light of the limited scope and simplicity of accounting issues raised in its financial statements at this stage of its development.

Code of Ethics

To date, we have not adopted a Code of Ethics applicable to our principal executive officer and principal financial officer because the Company has no meaningful operations. The Company does not believe that a formal written code of ethics is necessary at this time. We expect that the Company will adopt a code of ethics if and when the Company successfully completes a business combination that results in the acquisition of an on-going business and thereby commences operations.

Our directors and officers devote time to our affairs on an "as needed" basis, but less than 10 hours per month. As a result, the actual amount of time that they will devote to our affairs is unknown and is likely to vary substantially from month to month. Our directors will serve until the next annual meeting of shareholders or until their successors are duly elected and have qualified. Officers hold their positions at the pleasure of the board of directors, absent any employment agreement, of which none currently exists or is contemplated. There is no arrangement or understanding between any person pursuant to which any director or officer was or is to be selected as a director or officer, and there is no arrangement, plan or understanding as to whether non-management shareholders will exercise their voting rights to continue to elect directors to our board. There are also no arrangements, agreements or understandings between non-management shareholders that may directly or indirectly participate in or influence the management of our affairs. Our Board of Directors does not have any committees at this time.

Indemnification of Executive Officers and Directors

Our Articles of Incorporation and by-laws provide for indemnification of directors and officers to the fullest extent permitted by the California General Corporation Law (the "CGCL"). Section 317 of the CGCL provides that any director or officer of a California corporation may be indemnified against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him in connection with or in defending any action, suit or proceeding in which he is a party by reason of his position, so long as it shall be determined that he conducted himself in good faith and that he reasonably believed that his conduct was in the corporation's best interest and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. If a director or officer is wholly successful, on the merits or otherwise, in connection with such proceeding, such indemnification is mandatory.

We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act of 1933.

Currently we do not maintain any directors' and officers' liability insurance covering our directors and officers against expenses and liabilities arising from certain actions to which they may become subject by reason of having served in such role.

At present, there is no pending litigation or proceeding involving any of our directors, officers, employees or agents where indemnification will be required under California law. We are not aware of any threatened litigation or proceeding that might result in a claim for such indemnification.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Section 16(a) of the Exchange Act requires officers, directors and persons who own more than 10% of a registered class of our equity securities of a company that has a class of common stock registered under the Exchange Act to file reports of ownership and changes in ownership with the Securities and Exchange Commission and to furnish us with copies of all forms filed pursuant to Section 16(a).

Based solely on a review of the copies of such reports furnished to us, we believe that our officers and directors and our principal stockholder who are required to file reports pursuant to Section 16(a) of the Exchange Act complied with all of the Section 16(a) filing requirements applicable to them with respect to the last fiscal year, except that our officers and directors and shareholder failed to file a Form 3 after we registered our common stock under Section 12(g) of the Securities Exchange Act timely. All of the Form 3's have now been filed and the Company has taken action to insure that all future Section 16(a) reports are timely filed.

Item 11. Executive Compensation.

None of our directors or executive officers received any cash or non-cash compensation from us during the past three fiscal years or had outstanding equity awards at year end. We have not entered into employment agreements with our executive officers and their compensation, if any, will be determined at the discretion of our Board of Directors.

We do not offer retirement benefit plans to our executive officers, nor have we entered into any contract, agreement, plan or arrangement, whether written or unwritten, that provides for payments to a named executive officer at, or in connection with, the resignation, retirement or other termination of a named executive officer, or a change in control of the company or a change in the named executive officer's responsibilities following a change in control. We do not have any standard arrangement for compensation of our directors for any services provided as director, including services for committee participation or for special assignments.

The Company does not have a compensation committee. Given the nature of the Company's business, its limited stockholder base and the current composition of management, the board of directors does not believe that the Company requires a compensation committee at this time.

The following table summarizes all compensation recorded by us in 2015, 2014 and 2013 for our principal executive officer, each other executive officer serving as such whose annual compensation exceeded \$100,000, and up to two additional individuals for whom disclosure would have been made in this table but for the fact that the individual was not serving as an executive officer of our company at December 31, 2016. The value attributable to any option awards is computed in accordance with FASB ASC Topic 718. The assumptions made in the valuations of the option awards are included in Note 2 of the Notes to our Financial Statements appearing later in this report.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation (\$)	All Other Compensation (\$)	Total (\$)
Michael Hu ⁽¹⁾	2016	0	48,000	0	0	0	0	0	48,000
Michael Hu	2015	0	50,440	0	0	0	0	0	50,440
Alfred Booth ⁽²⁾	2014	0	0	0	0	0	0	0	0
	2013	0	0	0	0	0	0	0	0

(1) Appointed President and Chief Financial Officer and Director on May 2, 2014.

(2) Mr. Booth has been the President and CEO for more than 3 years. On May 2, 2014, Mr. Booth resigned as an officer and Director of the Company.

Employment Agreement

The Company has no Employment Agreement with any of its officers or directors.

Stock Option Plan

We do not have a stock option plan although we may adopt one or more such plans in the future.

Employee Pension, Profit Sharing or other Retirement Plans

We do not have a defined benefit, pension plan, profit sharing or other retirement plan, although we may adopt one or more of such plans in the future.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth, as of the closing of the acquisition of 2050 Motors, certain information with respect to the Company's equity securities owned of record or beneficially by (i) each Officer and Director of the Company; (ii) each person who owns beneficially more than five percent (5%) of each class of the Company's outstanding equity securities; and (iii) all Directors and Executive Officers as a group.

Title of Class	Name and Address of Beneficial Owner ⁽²⁾	Amount and Nature of Beneficial Ownership	Percent of Class ⁽¹⁾
Common Stock	Michael Hu, Pres., CFO & Dir.	9,060,000	24.4%
Common Stock	Bernd Schaefer, Sec. & Dir	1,500,000	4.0%
Common Stock	Mark R. Edwards, Ph.D., Dir.	25,000	*
Common Stock	All Directors and Officers as a Group (3 persons)	10,335,000	27.8%

* Less than 1%

(1) Unless otherwise indicated, based on 37,148,599 shares of common stock issued and outstanding following the acquisition of 2050 Motors. Shares of common stock subject to options or warrants currently exercisable or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage of the person holding such options or warrants, but are not deemed outstanding for the purposes of computing the percentage of any other person.

(2) Unless indicated otherwise, the address of the shareholder is c/o 2050 Motors, Inc., 3420 Bunkerhill Dr., No. Las Vegas, NV 89032.

We are not aware of any person who owns of record, or is known to own beneficially, five percent or more of the outstanding securities of any class of the issuer, other than as set forth above. There are no classes of stock other than common stock issued or outstanding.

There are no current arrangements which will result in a change in control.

Item 13. Certain Relationships and Related Transactions and Director Independence.*Related Party Transactions*

None

Director Independence

Our Common Stock is not quoted or listed on any national exchange or interdealer quotation system with a requirement that a majority of our board of directors be independent and therefore, the Company is not subject to any director independence requirements. Under NASDAQ Rule 5605(a)(2)(A), a director is not considered to be independent if he or she is also an executive officer or employee of the corporation. Under such definition our three officers and directors would not be considered an independent director.

Item 14. Principal Accountant Fees and Services.

During 2016 and 2015, Farber Hass Hurley, LLP, the Company's independent auditors, have billed for their services as set forth below. In addition, fees and services related to the audit of the financial statements of the Company for the period ended December 31, 2016, as contained in this Report, are estimated and included for the fiscal year ended December 31, 2016.

	Year ended December 31,	
	2016	2015
Audit Fees	\$ 36,000	\$ 29,600
Audit-Related Fees	\$ -0-	\$ -0-
Tax Fees	\$ -0-	\$ -0-
All Other Fees	\$ -0-	\$ -0-

Pre-Approval Policy

Our Board as a whole pre-approves all services provided by Farber Hass Hurley, LLP. For any non-audit or non-audit related services, the Board must conclude that such services are compatible with the independence as our auditors.

PART IV

Item 15. Exhibits; Financial Statement Schedules.

Exhibit No.	Description
2.1*	Plan and Agreement of Reorganization dated as of January 30, 2014, among the Company, 2050 Motors and the 2050 Motors Shareholders.
3.1**	Articles of Incorporation
3.2**	Articles of amendment
3.3**	Amended and Restated By-laws
10.1**	Subordinated Convertible Promissory Note between the Company and Alfred E. Booth, Jr.
31.1***	Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as Amended.
31.2***	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as Amended.
32.1***	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Incorporated by reference to the Company's Form 8-K as filed with the SEC on February 5, 2014.

** Incorporated by reference to the Company's Registration Statement on Form 10 as filed with the SEC on October 30, 2012.

*** Filed herewith

SIGNATURES

In accordance with the Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 17th day of April, 2017.

2050 MOTORS, INC.

By: /s/ Michael Hu

Michael Hu, President
(Principal Executive Officer)

In accordance with the requirements of the Securities and Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities indicated and on the dates stated.

/s/ Michael Hu

Michael Hu
President (Principal Executive Officer) and Director

Dated: April 17, 2017

/s/ Bernd Schaefers

Bernd Schaefers
Secretary and Director

Dated: April 17, 2017

/s/ Mark R. Edwards

Mark R. Edwards, Ph.D
Director

Dated: April 17, 2017

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* Incorporated by reference to the Company's Form 8-K as filed with the SEC on February 5, 2014.

** Incorporated by reference to the Company's Registration Statement on Form 10 as filed with the SEC on October 30, 2012.

*** Filed herewith

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-K of 2050 Motors, 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 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)) 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.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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.

/s/ Michael Hu

Michael Hu
President (Principal Executive Officer)
April 17, 2017

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-K of 2050 Motors, 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 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)) 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.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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.

/s/ Michael Hu

Michael Hu
Chief Financial Officer
April 17, 2017

**CERTIFICATION 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 report of 2050 Motors, Inc. (the "Company") on Form 10-K for the period ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael Hu

Michael Hu
President (Principal Executive Officer)
April 17, 2017

/s/ Michael Hu

Michael Hu
Chief Financial Officer
April 17, 2017
