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

Form 10-Q

(Mark One)

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

For the Quarterly Period Ended June 30, 2017

OR

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

For the transition period from ______________ to ______________

Commission File No. 0-192227

2050 MOTORS, INC.
(Exact name of small business issuer as specified in its charter)

CALIFORNIA	5511	95-4040591
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

3420 Bunkerhill Drive
North Las Vegas, Nevada 89032
(Address of principal executive offices)

(702) 591-6029
(Registrant's telephone number, including area code)

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

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

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

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

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

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

The number of shares of Common Stock, no par value, of the registrant outstanding at August 18, 2017, was 39,003,986.

2050 MOTORS, INC.

QUARTERLY REPORT ON FORM 10-Q FOR THE PERIOD ENDED JUNE 30, 2016

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PART I

ITEM 1. FINANCIAL STATEMENTS

2050 MOTORS, INC.

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2050 Motors, Inc.
Condensed Balance Sheets

	As of June 30, 2017 (unaudited)	As of December 31, 2016
Assets		
Current Assets		
Cash	$ 24	$ 11,766
Other prepaid expenses	20,000	20,000
Total current assets	20,024	31,766
Property and equipment, net	46,730	64,950
Other assets:		
Vehicle deposits	24,405	24,405
Other deposits	2,200	2,200
Deferred equity issuance costs, net	-	56,250
License	50,000	50,000
Total other assets	76,605	132,855
Total assets	$ 143,359	$ 229,571
Liabilities and stockholders' deficit equity		
Liabilities		
Accounts payable	$ 53,965	$ 38,629
Accrued interest on loans payable	41,502	27,751
Accounts payable due to related parties	-	7,750
Loans payable due to related parties, net	13,550	36,050
Loans payable due to non-related parties, net	158,113	129,861
Revolving line of credit from related party	101,400	101,400
Deferred rent	-	244
Derivative liability	299,476	270,075
Total current liabilities	668,006	611,760
Stockholders' deficit equity		
Common stock; no par value Authorized: 100,000,000 shares at June 30, 2017, and December 31, 2016 Issued and outstanding: 39,003,986 at June 30, 2017 and 37,148,599 at December 31, 2016	2,363,730	2,260,476
Additional paid-in-capital	9,000	41,250
Accumulated deficit	(3,022,377)	(2,808,915)
Common stock issuable	125,000	125,000
Total stockholders' deficit equity	(524,647)	(382,189)
Total liabilities and stockholders' deficit equity	$ 143,359	$ 229,571

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Condensed Statements of Operations (unaudited)

	3 Months Ended		6 Months Ended	
	June 30 2017	**June 30 2016**	**June 30, 2017**	**June 30, 2016**
Operating revenue	$ -	$ -	$ -	$ -
Operating expenses:				
Research and development costs	3,550	6,810	6,550	40,678
General and administrative	88,449	129,171	157,293	252,726
Total operating expenses	91,999	135,981	163,843	293,404
Net loss from operations	(91,999)	(135,981)	(163,843)	(293,404)
Interest expense	(153,846)	(4,395)	(280,683)	(6,828)
Derivative liability gain	80,971	-	231,064	-
Loss before income taxes	(164,874)	(140,376)	(213,462)	(300,232)
Provision for income taxes	-	-	-	-
Net loss	$ (164,874)	$ (140,376)	$ (213,462)	$ (300,232)
Net loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average common equivalent shares outstanding, basic and diluted	38,351,812	33,948,599	37,842,642	33,849,698

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Condensed Statement of Cash Flows
(unaudited)

	6 Months Ended June 30, 2017	6 Months Ended June 30, 2016
Cash flows provided by (used for) operating activities:		
Net loss	$ (213,462)	$ (300,232)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Depreciation	18,220	19,800
Amortization of debt discount	99,551	
Amortization of deferred finance costs	13,702	
Capitalization of unpaid officer salaries	24,000	
Issuance of common stock for services	10,839	31,480
Issuance of common stock for interest on cash advance	839	
Derivative liability adjustment	(231,064)	
Interest expense from initial derivative liability	110,464	
Changes in assets and liabilities:		
Increase (decrease) in assets and liabilities:		
Deposits	-	2,800
Prepaid rent	-	(2,200)
Other prepaid expenses	-	10,000
Accounts payable	15,336	43,795
Accrued interest on loans payable	20,327	6,828
Deferred rent	(244)	
Deferred expenses	-	(367)
Net cash used for operating activities	(131,492)	(188,096)
Cash flows provided (used) by financing activities:		
Payments made on related party advances	(32,500)	-
Proceeds from non-related loans	150,000	7,400
Proceeds from revolving line of credit	-	100,580
Proceeds from issuance of common stock	2,250	-
Net cash provided by financing activities	119,750	107,980
Net increase (decrease) in cash	(11,742)	(80,116)
Cash, beginning of year	11,766	81,984
Cash, end of period	$ 24	$ 1,868
Supplemental disclosure of cash flow information -		
Income tax payment	$ -	$ -
Interest payment	$ 35,628	$ -
Deferred equity issuance cost from non-cash transaction, net	$ -	$ 75,000
Amortization of equity finance costs from non-cash transactions	$ 56,250	$ -
Cash advance conversion to common stock	$ 7,750	$ -
Common stock for prepaid expenses	$ -	$ 125,000
Common stock for payment of non-related loans	$ 75,000	$ -
Common stock for payment of accrued interest on non-related loans	$ 6,576	$ -

The accompanying notes are an integral part of these financial statements

2050 MOTORS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

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

Unaudited Interim Financial Information

The accompanying unaudited condensed financial statements have been prepared in accordance with the SEC's requirements for Form 10-Q and, in the opinion of management, contain all adjustments, of a normal and recurring nature, which are necessary for a fair statement of (i) the condensed balance sheets at June 30, 2017 and December 31, 2016; (ii) the condensed statements of operations for the three and six month periods ended June 30, 2017 and 2016; and (iii) the condensed statements of cash flows for the six month periods ended June 30, 2017 and 2016. However, the accompanying unaudited condensed financial statements do not include all information and notes required by accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Condensed balance sheet, included in this report, as of December 31, 2016 was derived from the 2016 audited financial statements, but does not include all disclosures required by U.S. GAAP.

These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on April 17, 2017.

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 and Cash Equivalents

Cash consists of deposits in one large national bank. At June 30, 2017 and December 31, 2016, the Company had $24 and $11,766 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 June 30, 2017 and December 31, 2016, Property, plant and equipment consisted of the following:

	June 30, 2017	December 31, 2016
Furniture & furnishings	$ 14,303	$ 14,303
Leasehold improvements	18,184	18,184
Vehicle and parts	76,045	76,045
Tools and equipment	22,494	22,494
Total	131,027	131,026
Less: Accumulated depreciation	(84,297)	(66,076)
Property, plant and equipment, net	$ 46,730	$ 64,950

Depreciation expense was $8,757 and $9,900 for the three months ended June 30, 2017 and 2016, respectively. Depreciation expense was $18,220 and $19,800 for the six months ended June 30, 2017 and 2016, respectively.

Impairment of LongLived Assets and Assets

The Company reviews longlived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the asset, an impairment loss is recorded. No impairment losses were recognized for the six months ended June 30, 2017 and 2016.

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 June 30, 2017:

	Total	Level 1	Level 2	Level 3
Liabilities				
Derivative liability	$ 299,476	$ -	$ -	$ 299,476
Total liabilities measured at fair value	$ 299,476	$ -	$ -	$ 299,476

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, 2016	$ 270,075
Fair value of derivative liabilities issued	260,465
Change in derivative liability	(231,064)
Balance as of June 30, 2017	$ 299,476

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 three months and six months ended June 30, 2017 and 2016, 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 three and six months ended June 30, 2017 and 2016:

	3 Month Ended		6 Month Ended	
	June 30 2017	June 30 2016	June 30, 2017	June 30, 2016
Basic and diluted				
Net loss	$ (164,874)	$ (140,376)	$ (213,462)	$ (300,232)
Weighted average number of shares in computing basic and diluted net loss				
Basic	38,351,812	33,948,599	37,842,642	33,849,698
Diluted	38,351,812	33,948,599	37,842,642	33,849,698
Net loss per share, basic and diluted				
Basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)

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 $0 for the three months ended June 30, 2017 and 2016, respectively. Advertising and marketing expense amounted to $0 for the six months ended June 30, 2017 and 2016, respectively.

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.

Foreign Currency Risk

Any significant changes in foreign currency exchange rates may have significant impact on Company's future financial statements upon fulfilling certain purchase commitments in accordance to the license agreement disclosed in Note 5.

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 $3,022,377 as of June 30, 2017. The Company also incurred net losses of $213,462 and $300,232 for the six months ended June 30, 2017 and 2016, respectively and had negative working capital for the six months ended June 30, 2017 and 2016. 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 June 30, 2017 and December 31, 2016, 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 June 30, 2017, no such impairment losses have been identified by the management.

Note 6 – ACCOUNTS PAYABLE DUE TO RELATED PARTIES

During the six months ended June 30, 2017, the Company issued 140,808 shares of common stock for payment of a related party accounts payable totaling $8,589, including penalties.

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. Subsequently, the loans have been combined and the maturity date has been extended to April 1, 2018. The outstanding balance as of June 30, 2017 and December 31, 2016 was $3,550 and $36,050, respectively. During the three and six months ended June 30 2017, the Company recorded an interest of $305 and $943, respectively, on the note.

The Company received a $10,000 loan during the third quarter of 2016 from a related party. The loan bears 12% interest and on March 16, 2017, the original maturity date, an extension was granted to April 1, 2018. The outstanding balance on the loan as of June 30, 2017 was $10,000. The Company accrued an interest of $299 and $596 on the loan during the three and six months ended June 30, 2017.

Note 8 – 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. On April 30, 2017, the Company extended the term of the four notes by 90 days until July 29, 2017. The remaining debt discount is being amortized over the extended term. During the three and six months ended June 30, 2017, the Company amortized $2,667 and $10,667, respectively, of the debt discount. During the three and six months ended June 30, 2017, the Company recorded $1,185 and $2,412, respectively, of interest expense.

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. As of December 31, 2016, the derivative liability amounted to $270,025.

On April 25, 2017, the Company entered into a note amendment whereby, the maturity of the note was extended to January 26, 2018 and the principal was increased by $7,800 to $72,800. The Company had paid $33,118 to the note holder on April 25, 2017. The derivative liability was recalculated on June 30, 2017 as $103,516 and the difference in the value was recorded as a change in derivative liability in the income statement. The additional finance fee of $7,800 is being amortized over the remaining term of the note. The remaining debt discount of $18,500, as of the date of amendment, is also being amortized over the remaining term of the note. The Company amortized a debt discount of $9,554 and $27,851, respectively, during the three months and six months ended June 30, 2017. The Company amortized the finance fee of $3,168 and $7,041, respectively, during the three months and six months ended June 30, 2017. Interest expense of $1,923 and $4,037 was accrued on the convertible note respectively, during the three months and six months ended June 30, 2017. Additional interest of $33,118 was paid in cash on April 25, 2017, pursuant to the amended note terms.

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

- Volatility: 206%
- Risk free rate of return: 1.03%
- Expected term: 98 days

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. 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 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. 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 $137,118, of which $70,000 was recorded as a debt discount and the balance $67,118 was recorded as an interest expense, at inception.

On June 30, 2017, the Company entered into a note amendment agreement to increase the principal balance of the note by $14,100 to $92,850. The Company paid the $14,100 to the holder on July 6, 2017, to delay conversion option until September 5, 2017, pursuant to the amended terms. The derivative liability was recalculated on June 30, 2017 as $96,279 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 $23,333 and $44,872, respectively, during the three months and six months ended June 30, 2017. The Company amortized the finance fee of $2,917 and $5,609, respectively, during the three months and six months ended June 30, 2017. Interest expense of $2,356 and $4,531 was accrued on the convertible note during the three months and six months ended June 30, 2017.

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

- Volatility: 206%
- Risk free rate of return: 1.03%
- Expected term: 98 days

On April 21, 2017, the Company entered into a convertible note agreement with a third party for $58,000. The Company received $55,000, net of the financing fee of $3,000. 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 note is due on January 30, 2018 and carries interest at the rate of 12% per annum. The note is convertible at any time starting after the first 180 days of the note and ending on the later of the maturity date or the date of payment. The note is convertible at 61% of the Market Price. Market price shall mean the average of the lowest two trading prices during the last fifteen trading day period completed on the latest trading day prior to the conversion. 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 $85,380, of which $55,000 was recorded as a debt discount and the balance $30,380 was recorded as an interest expense, at inception.

The derivative liability was recalculated on June 30, 2017 as $67,227 and the difference in the value of $18,153, was recorded as a change in derivative liability in the income statement. The Company amortized a debt discount of $13,556, during the three and six months ended June 30, 2017. The Company amortized the finance fee of $739, during the three and six months ended June 30, 2017. Interest expense of $1,335 was accrued on the convertible note during the three and six months ended June 30, 2017.

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

- Volatility: 160%
- Risk free rate of return: 1.2%
- Expected term: 284 days

On May 31, 2017, the Company entered into a convertible note agreement with a third party for $28,000. The Company received $25,000, net of the financing fee of $3,000. 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 note is due on March 15, 2018 and carries interest at the rate of 12% per annum. The note is convertible at any time starting after the first 180 days of the note and ending on the later of the maturity date or the date of payment. The note is convertible at 61% of the Market Price. Market price shall mean the average of the lowest two trading prices during the last fifteen trading day period completed on the latest trading day prior to the conversion. 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 $37,967, of which $25,000 was recorded as a debt discount and the balance $9,967 was recorded as an interest expense, at inception.

The derivative liability was recalculated on June 30, 2017 as $32,454 and the difference in the value of $5,513, was recorded as a change in derivative liability in the income statement. The Company amortized a debt discount of $2,604, during the three and six months ended June 30, 2017. The Company amortized the finance fee of $312, during the three and six months ended June 30, 2017. Interest expense of $276 was accrued on the convertible note during the three and six months ended June 30, 2017.

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

- Volatility: 189%
- Risk free rate of return: 1.17%
- Expected term: 288 days

Note 9 – COMMITMENTS AND CONTINGENCIES

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 expired on April 30, 2017 and thereafter, the Company has continued leasing the space on a monthly basis at the same amount.

Rent expense amounted to $6,539 and $12,867 for the three months ended June 30, 2017 and 2016, respectively. Rent expense amounted to $12,956 and $32,483 for the six months ended June 30, 2017 and 2016, 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 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 protocols for the e-Go 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 June 30, 2017.

Note 10 – 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 June 30, 2017, the outstanding balance was $101,400.

Note 11 – 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 June 30, 2017 and December 31, 2016 will not be fully realizable. Accordingly, management has recorded a full valuation allowance against its net deferred tax assets at June 30, 2017 and December 31, 2016. At June 30, 2017 and December 31, 2016, the Company had federal net operating loss carry-forwards of approximately $3,000,000 and $2,800,000, respectively, expiring beginning in 2032.

Deferred tax assets consist of the following components:

	2017	2016
Net loss carryforward	$ 840,000	$ 780,000
Valuation allowance	(840,000)	(780,000)
Total deferred tax assets	$ -	$ -

Note 12 – PROMISSORY NOTE AND EQUITY PURCHASE AGREEMENT

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. The note is recognized as a deferred finance charge 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.

During the three months ended June 30, 2017, the Company issued 1,500,000 shares (See Note 13) to the note holder to convert the outstanding principal balance of $75,000 and accrued interest of $6,576. As of June 30, 2017, the outstanding balance of the note was $0.

Note 13 – EQUITY

During the six months ended June 30, 2016, the Company issued 200,000 shares of company's common stock, valued at $0.1574 per share, to a third party in exchange for consulting and advisory services for a period of six months.

During the six months ended June 30, 2017, the Company issued 36,885 shares of company's common stock, to a third party for $2,250 cash.

During the six months ended June 30, 2017, the Company issued 140,808 shares of company's common stock, for payment of a related party accounts payable totaling $8,589, including penalties.

During the six months ended June 30, 2017, the Company issued 177,694 shares of company's common stock in exchange for consulting and advisory services, valued at $10,839.

During the six months ended June 30, 2017, the Company issued 1,500,000 shares of company's common stock, to convert a non-refundable promissory note of $75,000 along with interest accrued on the same of $6,574. The shares issued were recorded at the fair market value of $0.054 on the date of conversion notice.

Note 14 – SUBSEQUENT EVENTS

On July 24, 2017, our board of directors and the holders of a majority of the voting power of our stockholders have approved the amendment to our articles of incorporation (the "Amendment") increasing our authorized shares of Common Stock from 100,000,000 shares to 300,000,000 shares and authorizing 10,000,000 shares of Preferred Stock. The increase in our authorized shares of Common Stock and the new 10,000,000 shares of Preferred Stock will become effective upon the filing of the Amendment with the Secretary of State of the State of California. .

Item 2. Management's Discussion and Analysis or Plan of Operation

Plan of Operations

This 10−Q 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.

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 allelectric 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 150+ 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 believes that its current capital resources and current funding 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 six months ended June 30, 2017 and 2016

During the six months ended June 30, 2017 and 2016, the Company had no operating revenues. During the six months ended June 30, 2017, the Company incurred operating expenses of $163,843 consisting primarily of R&D expenses, consulting fees and travel expenses and other general and administrative costs of 2050 Motors. During the six months ended June 30, 2016, the Company incurred operating expenses of $293,404. These operating expenses combined with a lack of operating revenues resulted in net losses of $(213,462) and $(300,232) for the six months ended June 30, 2017 and 2016, respectively. As of June 30, 2017, the Company had a stockholders' deficit of $(524,647) compared to a stockholders' deficit of $(382,189) as of December 31, 2016. The decrease in stockholders' equity for the six months ended June 30, 2017, was due to the net loss of $(213,462), the decrease of $(32,250) of additional paid-in-capital and the issuance of common stock for $2,250 cash, for $10,839 of services rendered and for $90,165 of debt.

Equity and Capital Resources

The Company has incurred losses since the inception of business and, as of June 30, 2017, it has an accumulated deficit of $3,022,377. As of June 30, 2016, the Company had a cash balance of $24 and a negative working capital of $647,982.

To date, we have funded our operations through short-term debt and equity financing. During the first six months of 2017, the Company obtained convertible promissory notes in the amount of $78,750, $58,000 and $28,000, resulting in a net funding of $70,000, $55,000 and $25,000 respectively. In addition, the Company has issued 36,885 shares of common stock for $2,250 cash and 318,502 shares of common stock for services valued at $10,839 and $8,589 in debt conversion. The proceeds from these funding sources were used to pay fees and expenses, to the extent that such expenses are not deferred, arising from the Company's compliance with its public reporting requirements and to continue to proceed with its business plan to market, develop and sell electric automobiles. The Company also issued 1,500,000 shares of its common stock to convert a non-refundable promissory note of $75,000 along with accrued interest accrued on the same of $6,574. The shares issued were recorded at a total value of $81,574 on the date of conversion notice.

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.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a "small reporting company" we are not required to provide this information under this item pursuant to Regulation S-K.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report on Form 10-Q, our President (principal executive officer) and our Chief Financial Officer performed an evaluation of the effectiveness of and the operation of our disclosure controls and procedures as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act. Based on that evaluation, our President and Chief Financial Officer each concluded that as of the end of the period covered by this report on Form 10-Q, our disclosure controls and procedures are effective in timely alerting them to material information relating to 2050 Motors, Inc. required to be included in our Exchange Act filings.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Exchange Act that occurred during the quarter ended June 30, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

As a “smaller reporting company”, we are not required to provide this information under this item pursuant to Regulation S-K..

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

During the three months ended June 30, 2017, the Company issued 1,500,000 shares of company’s common stock, to convert a non-refundable promissory note of $75,000 along with interest accrued on the same of $6,574. The shares issued were recorded at the fair market value of $0.054 on the date of conversion notice.

We relied upon Section 4(2) and Regulation D of the Securities Act of 1933, as amended, for the issuances of the securities listed above. No commissions were paid regarding the share issuance and the share certificates were issued with a Rule 144 restrictive legend.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None

Item 6. Exhibits.

(a) Exhibits.

Exhibit	Item
31.1*	Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

*Filed herewith.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	2050 MOTORS, INC.
Date: August 21, 2017	*/s/ Michael Hu*
	Michael Hu, President (Principal Executive Officer)
Date: August 21, 2017	*/s/ Michael Hu*
	Michael Hu, Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit	Item
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32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

*Filed herewith.

EXHIBIT 31.1

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-Q 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. 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

    c. 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)
August 21, 2017

EXHIBIT 31.2

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-Q 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. 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

    c. 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
August 21, 2017

EXHIBIT 32.1

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-Q for the period ending June 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), 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)
August 21, 2017

/s/ Michael Hu
Michael Hu
Chief Financial Officer
August 21, 2017