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

FORM 10-K

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

For the fiscal year ended December 31, 2017

[ ] 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	95-4040591
(State or other jurisdiction of incorporation)	(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 [X]

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 [X]

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [X]

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 [X]

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):

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2017 was $1,455,763.

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]
(Do not check if a smaller reporting company)		Emerging growth company	[ ]

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

As of April 16, 2017, there were 82,813,975 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 information 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.with a certified full-scale crash testing Facility.

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 remained for public viewing at the gallery until April 30, 2016. 2050 Motors intends to eventually crash test eight (8) e-Go EV vehicles at a certified testing Facility.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 components completely fabricated and manufactured in China from Aoxin Automobile and will set up an Assembly Plant to utilize American labor and OEM's in the facility. All of the e-Go's parts and equipment must be DOT approved. 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 manufacturing or installation on components either in the United States or in China, if required.

Recently in October 2017, a delegation from 2050 Motors went to visit their China exclusive manufacturer (Aoxin Automobile) to lay out the plans for assembly of the e-Go all-carbon fiber vehicle in the United States (Las Vegas, NV is under consideration for a location). As stated in a press release dated September 29, 2017, 2050 has decided to assemble the vehicles in the United States because of the delay from Aoxin in obtaining their license to export fully assembled electric vehicles to 2050 Motors in the United States according to our exclusive contract arrangements. While 2050 Motors was planning this relatively complex assembly plant, the United States and China entered into this tariff battle which would require products from China to be taxed at a 25% rate. This new development has put 2050 Motors plans on hold trying to evaluate how these new policies impact our end-price for the vehicles in the United States. Furthermore, we intend to be importing these vehicle parts into a foreign trade zone, which further complicates the issue. We are in close contact with top personnel at the Las Vegas Global Economic Alliance (LVGEA) https://www.lvgea.org/), to ascertain what impact the new tariff regulations have on foreign trade zones.

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. 2050 Motors' initial plan to sell the vehicles in isolated large cities in the South/West US such as Las Vegas. 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.

Item 1A. Risk Factors.

Not applicable to smaller reporting companies

Item 1B. Unresolved Staff Comments.

None

Item 2. Properties.

The company leases 400 square feet on a month to month lease at a cost of $2,200 per month. The space is used for its corporate offices and 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.

<u>Market Information</u>

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 16, 2018, the closing price of our common stock reported on the OTCQB was $0. 01 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.

	High Bid		Low Bid	
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
Quarter Ended June 30, 2017	$	0.05	$	0.03
Quarter Ended September 30, 2017	$	0.06	$	0.03
Quarter Ended December 31, 2017	$	0.07	$	0.03
Fiscal Year Ending December 31, 2018				
Quarter Ended March 31, 2018	$	0.02	$	0.00
April 1 thru April 16, 2018	$	0.01	$	0.00

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 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.

On November 14, 2017, the Company entered into an unsecured convertible note agreement with a third party for $27,000. The Company received $25,000, net of the financing fee of $2,000. The note is due on November 14, 2018 and carries interest at the rate of 12% per annum. The note is convertible at 50% of the Market Price. Market price shall mean the lowest trading price during the last fifteen trading day period prior to the conversion.

On February 20, 2018, the Company issued 3 million shares of preferred stock to Michael Hu, the prior president and a current director of the Company, for services rendered. The preferred stock is convertible into common stock on a one for one share basis. In addition, each share of preferred stock has 50 votes per share.

All of the above 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.

Between December 31, 2017 and March 13, 2018, the Company issued to five of its lenders a total of 45,625,214 shares of its common stock. The shares were issued pursuant to conversions of $135,738 debt bowed by the Company to such lenders. In accordance with the “tacking” provisions under the rules and regulations of the 1933 Act, the shares were held over one year and the request for conversions were accompanied by opinions of counsel and therefore all of the shares were issued without restrictions on sales or transfers.

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").

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.

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 12 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, 2017 and 2016

During the years ended December 31, 2017 and 2016, the Company had no operating revenues. During the year ended December 31, 2017, the Company incurred operating expenses of $298,974 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, 2016, the Company incurred operating expenses of $775,656. These operating expenses combined with a lack of operating revenues resulted in net losses of $(1,250,333) and $(1,033,117) for the periods ended December 31, 2017 and 2016, respectively. As of December 31, 2017, the Company had stockholders' deficit of $(1,350,452) compared to a stockholders' deficit of $(382,189) as of December 31, 2016. The decrease in stockholders' deficit was due to the net loss of $(1,250,333) for 2017; the additional issuance of $213,669 of common stock, comprised of $2,250 for cash, $200,580 for reduction of debt and $10,839 for services; the additional paid-in-capital of $53,400; and for common stock issuable of $15,000.

Equity and Capital Resources

We have incurred losses since inception of our business and, as of December 31, 2017, we had an accumulated deficit of $4,059,248. As of December 31, 2017, we had cash of $499 and a negative working capital of $1,474,483.

To date, we have funded our operations through short-term debt and equity financing. During the year ended December 31, 2017 the Company received $269,381 of borrowed funds, comprised of $28,200 from related parties and $241,181 from non-related parties. In addition, during the year ended December 31, 2017, the Company issued the following common stock: 36,885 shares for cash proceeds, 10,497,334 shares for reduction and settlement of debt, 177,694 shares for services.

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.

Delinquent Loans

The Company is delinquent in its payments on loans owing to five different lenders in the aggregate amount of $160,350. The Company is in discussions with all such lenders to extend the maturity dates or to convert all or part into the company's common stock. There is no assurance that these discussions will result in amicable settlements. Any legal action by any one of the lenders could have a material adverse effect on the Company and it ability to continue operations.

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.

INDEX TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

Opinion on the Financial Statements

We have audited the accompanying balance sheets of 2050 Motors, Inc. (the "Company") as of December 31, 2017 and 2016, and the related statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2017, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for the years in the two-year period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter – Going Concern

The accompanying financial statements have been prepared to assume the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations since inception and has an accumulated deficit of $4,059,248 which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

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

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

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

Farber Hass Hurley LLP

We have served as the Company's auditor since 2012.

Chatsworth, California
April 17, 2018

2050 Motors, Inc.
Balance Sheets

		As of December 31, 2017		As of December 31, 2016
Assets				
Current Assets				
Cash	$	499	$	11,766
Other prepaid expenses		-		20,000
Total current assets		499		31,766
Property and equipment, net		31,676		64,950
Other assets:				
Vehicle deposits		24,405		24,405
Other deposits		2,200		2,200
Deferred equity offering costs, net		18,750		56,250
License		50,000		50,000
Total other assets		95,355		132,855
Total assets	$	127,530	$	229,571
Liabilities and stockholders' deficit				
Liabilities				
Accounts payable	$	42,817	$	38,629
Tax payable		3,664		-
Accrued interest on loans payable		60,087		27,751
Accounts payable due to related parties		-		7,750
Loans payable due to related parties, net		44,600		36,050
Loans payable due to non-related parties, net		233,328		129,861
Revolving line of credit from related party		63,354		101,400
Deferred rent		-		244
Derivative liability		960,159		270,075
Total current liabilities		1,408,009		611,760
Stockholders' deficit				
Common stock; no par value Authorized: 300,000,000 shares at December 31, 2017, and 100,000,000 shares at December 31, 2016 Issued and outstanding: 47,860,512 at December 31, 2017 and 37,148,599 at December 31, 2016		2,474,146		2,260,476
Preferred stock; no par value Authorized: 10,000,000 shares at December 31, 2017, and 0 shares at December 31, 2016 Issued and outstanding: 0 shares at December 31, 2017, and December 31, 2016		-		-
Additional paid-in-capital		94,650		41,250
Accumulated deficit		(3,989,275)		(2,808,915)
Common stock issuable		140,000		125,000
Total stockholders' deficit		(1,280,479)		(382,189)
Total liabilities and stockholders' deficit	$	127,530	$	229,571

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Operations

	Year Ended December 31 2017	Year Ended December 31 2016
Operating revenue	$ -	$ -
Operating expenses:		
Research and development costs	28,400	66,126
General & administrative	270,574	709,530
Total operating expenses	298,974	775,656
Net loss from operations	(298,974)	(775,656)
Interest expense	(908,501)	(230,962)
Gain on sale of equiment	-	1,126
Derivative liability gain/(loss)	27,915	(27,625)
Loss before income taxes	(1,179,560)	(1,033,117)
Provision for income taxes	(800)	-
Net loss	$ (1,180,360)	$ (1,033,117)
Net loss per share, basic and diluted	$ (0.03)	$ (0.03)
Weighted average common equivalent shares outstanding , basic and diluted	39,431,012	34,687,943

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Stockholders' Deficit

	Common Stock		Common	Additional		Total
	Number of shares	No par value	stock issuable	paid-in capital	Accumulated deficit	stockholders' equity
Balance, December 31, 2015	33,748,599	$ 1,993,996	$ -	$ -	$ (1,775,798)	$ 218,198
Equity offering costs	-	-	-	(18,750)	-	(18,750)
Capitalization of unpaid officer salary	-	-	-	44,000	-	44,000
Warrants and options attached to convertible debt	-	-	-	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	-	-	-	-	(1,033,117)	(1,033,117)
Balance, December 31, 2016	37,148,599	$ 2,260,476	$ 125,000	$ 41,250	$ (2,808,915)	$ (382,189)
Equity offering costs	-	-	-	(37,500)	-	(37,500)
Capitalization of unpaid officer salary	-	-	-	48,000	-	48,000
Warrants and options attached to convertible debt	-	-	-	42,900	-	42,900
Shares issued for cash	36,885	2,250	15,000	-	-	17,250
Shares issued for reduction of debt	10,497,334	200,580	-	-	-	200,580
Shares issued for services	177,694	10,840	-	-	-	10,840
Net loss	-	-	-	-	(1,180,360)	(1,180,360)
Balance, December 31, 2017	47,860,512	$ 2,474,146	$ 140,000	$ 94,650	$ (3,989,275)	$ (1,2 80,479)

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Cash Flows

	Year Ended December 31, 2017	Year Ended December 31, 2016
Cash flows provided by (used for) operating activities:		
Net loss	$ (1,180,360)	$ (1,033,117)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Depreciation	33,274	39,258
Amortization of prepaid expenses from stock for services transactions	-	156,480
Amortization of debt discount	302,567	18,750
Amortization of deferred finance costs	58,239	2,141
Capitalization of unpaid officer salaries	48,000	44,000
Issuance of common stock for services	10,840	225,000
Gain on sale of property	-	(1,126)
Reduction of interest expense from debt	-	(55,500)
Derivative liability adjustment	(27,915)	27,265
Interest expense from initial derivative liability	447,343	242,450
Changes in assets and liabilities:		
Increase (decrease) in assets and liabilities:		
Prepaid rent	-	-
Other prepaid expenses	20,000	5,000
Deposits	-	5,200
Accounts payable	4,188	35,114
Income tax payable	3,664	
Accrued interest on loans payable	46,756	22,771
Related party payable	-	7,750
Deferred expenses	(244)	(734)
Net cash used for operating activities	(233,648)	(258,938)
Cash flows provided (used) for investing activities:		
Sale of property and equipment	-	2,300
Net cash provided by (used for) investing activities	-	2,300
Cash flows provided by (used for) by financing activities:		
Proceeds from related party advances	28,200	
Payments made on related party advances	(36,050)	(30,450)
Proceeds from non-related loans	241,181	105,470
Payments made on non-related loans	(28,200)	-
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	17,250	10,000
Net cash provided by (used for) financing activities	222,381	186,420
Net (decrease) in cash	(11,267)	(70,218)
Cash, beginning of year	11,766	81,984
Cash, end of period	$ 499	$ 11,766
Supplemental disclosure of cash flow information -		
Deferred equity issuance cost from non-cash transaction, net	$ -	$ 56,250
Amortization of deferred finance cost from non-cash transaction	$ 37,500	$ -
Common stock issued for debt	$ 160,771	$ -
Debt discount from convertible loan	$ 42,900	$ 16,000
Interest paid	$ 20,305	$ -

The accompanying notes are an integral part of these 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, 2017 and 2016, the Company had $499 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 estimated useful life of the asset; lease hold improvements are depreciated over the shorter of estimated useful life of the asset or over 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, 2017 and 2016, Property, plant and equipment consisted of the following:

	2017	2016
Furniture and 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	131,026	131,026
Less: Accumulated depreciation	(99,350)	(66,076)
Property, plant and equipment, net	$ 31,676	$ 64,950

Depreciation expense was $33,274 and $39,258 for the years ended December 31, 2017 and 2016, 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of valuation hierarchy are defined as follows:

Level 1 input 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, 2017:

	Total	Level 1	Level 2	Level 3
Liabilities				
Derivative liability	$ 1,030,132	$ -	$ -	$1,030,132
Total liabilities measured at fair value	$ 1,030,132	$ -	$ -	$1,030,132

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

	Total	Level 1	Level 2	Level 3
Liabilities				
Derivative liability	$ 270,075	$ -	$ -	$270,075
Total liabilities measured at fair value	$ 270,075	$ -	$ -	$270,075

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 liabilities	27,625
Balance as of December 31, 2016	270,075
Fair value of derivative liabilities issued	719,999
Gain on change in derivative liabilities	42,058
Balance as of December 31, 2017	$ 1,032,132

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, 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 years ended December 31, 2017 and 2016:

	2017	2016
Basic and diluted		
Net loss	$ (1,250,333)	$ (1,033,117)
Weighted average number of shares in computing basic and diluted net loss		
Basic	39,431,012	34,687,943
Diluted	39,431,012	34,687,943
Net loss per share basic and diluted		
Basic and diluted	$ (0.03)	$ (0.03)

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 $0 and $172,841 for the years ended December 31, 2017 and 2016, 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.

ASC 740 provides accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. 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, 2017 and 2016, the Company had not taken any significant uncertain tax positions on its tax returns for period ended December 31, 2017 and prior years or in computing its tax provision for 2017. 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 February 2016, FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"). ASU 2016-02 requires an entity to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. For public companies, ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period, and requires a modified retrospective adoption, with early adoption permitted. We are evaluating the impact this guidance will have on our financial position and statement of operations.

In May 2014, the FASB issued ASU No. 2014-09 Revenue from Contracts with Customers (Topic 606) "ASU 2014-09". ASU 2014-09 was subsequently amended by ASU No. 2016-10 and 2016-12. As amended, Topic 606 supersedes the revenue recognition requirements in Topic 605, Revenue Recognition including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, the amendments create a new Subtopic 340-40, Other Assets and Deferred Costs—Contracts with Customers . In summary, the core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For a public entity, the amendments to ASU 2014-09 are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The new revenue standards are not expected to have a material impact on the amount and timing of revenue recognized in our financial statements.

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 $4,059,248 as of December 31, 2017. The Company also incurred net losses of $1,250,333 and $1,033,117 for the years ended December 31, 2017 and 2016, respectively and had negative working capital for the years ended December 31, 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 December 31, 2017 and 2016, represents one prototype test model for delivery into the United States when the specifications are completed for an advanced crash test known in the Automobile Safety Industry as the "overlap crash test". The estimated date set for this test is mid-2018.

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 eGo EV model. The cost of this license agreement has been recognized as a longterm asset and is evaluated, by management, for impairment losses at each reporting period. As of December 31, 2017, 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 Company defaulted on the payment and the payable accrued penalties on it. During the year ended December 31, 2017, the Company issued 140,808 shares of common stock, having a fair market value of the shares was $8,589, for payment of the principal and 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 were combined and the maturity date was extended to April 1, 2018. The outstanding balance as of December 31, 2017 and 2016 was $0 and $36,050, respectively. During the years ended December 31 2017 and 2016, the Company recorded interest expense of $979 and $7,381, respectively, on the note

On July 1, 2017, the Company entered into an unsecured loan payable agreement with a related party for $14,100, due on September 15, 2017. The Company granted the related party an option to purchase up to 1,000,000 shares of common stock at an exercise price of $0.015 per share. The Company valued the options using the black scholes options pricing model. The fair market value of the options was $26,746. The value was restricted to the face value of the note and hence, $14,100 was recorded as a debt discount which is being amortized over the term of the loan. The Company also agreed to pay $1,500 as an interest on the loan. On September 27, 2017, the Company entered into a note amendment, whereby, the term of the note was extended until November 1, 2017, in exchange for an additional $1,500 finance fee and $1,500 late fee. The Company recorded the same as interest expense in the accompanying financials. During the year ended December 31, 2017, the Company amortized the debt discount of $14,100. During the year ended December 31, 2017, the Company recorded $1,500 of interest expense for amortization of and another $1,500 of interest expense for the excess derivative. As of December 31, 2017, the loan is in default and the outstanding balance of the loan, as of December 31, 2017 was $17,100. The Company accrued a penalty of $1,750 plus $100 per day of default, aggregating to $7,750 in the accompanying financial statements.

On September 27, 2017, the Company entered into another unsecured loan payable agreement with the same related party for $17,500, due on November 1, 2017. The loan holder charged $1,750 as funding fee and $1,650 as processing fee for the loan, which were recorded as debt discount, with net loan proceeds of $14,100. The Company also granted the related party an option to purchase up to 1,000,000 shares of common stock at an exercise price of $0.015 per share. The Company valued the options using the black scholes options pricing model. The fair market value of the options was $22,945. The value was restricted to the net proceeds of the note and hence, $14,100 was recorded as a debt discount which is being amortized over the term of the loan. During the year ended December 31, 2017, the Company amortized the debt discount of $14,100 and the finance fee of $3,400. As of December 31, 2017, the loan is in default and the outstanding balance of the loan, as of December 31, 2017 was $17,500. The Company accrued a penalty of $1,750 plus $100 per day of default, aggregating to $7,750 in the accompanying financial statements.

The Company determined the fair value of the options using the Black – Scholes model. The variables used for the Black –Scholes model are as listed below:

- Volatility: 253% - 286%
- Risk free rate of return: 1.24% - 1.53%
- Expected term: 1 -3 years

The Company received an unsecured $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 December 31, 2017 was $10,000. The Company accrued an interest of $1,201 and $348, on the loan during the years ended December 31, 2017 and 2016.

Note 8 – CONVERTIBLE NOTE PAYABLES

(A) On November 1, 2016, the Company entered into four unsecured 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 years ended December 31, 2017 and 2016, respectively, Company amortized $10,668 and $5,332, respectively, of the debt discount. During the years ended December 31, 2017 and 2016, respectively. Company accrued an interest of $4,800 and $787 on the four notes. As of December 31, 2017 and 2016, the outstanding balance on the note amounted to $40,000.

(B) On October 26, 2016, the Company entered into an unsecured 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 $242,450, of which $55,500 was recorded as a debt discount and the balance $186,950 was recorded as an interest expense, at inception.

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 wired $33,118 to the note holder as loan extension fee. The additional finance fee of $7,800 is being amortized over the remaining term of the note.

During the year ended December 31, 2017, the note holder converted $23,600 of the note pursuant to two separate conversion notices. The Company issued 2,911,195 shares of common stock to effect the conversions and recorded a loss on debt settlement of $5,786 for the shares issued in excess of the agreed conversion price.

The Company amortized a debt discount of $37,880 and $13,418, respectively, during the years ended December 31, 2017 and 2016. The Company amortized the finance fee of $12,320 and $2,111, respectively, during the years ended December 31, 2017 and 2016. Interest expense of $8,110 and $1,410 was accrued on the convertible note respectively, during the years ended December 31, 2017 and 2016. During the year ended December 31, 2016, the Company recorded $186,950 of additional interest for the derivative liability expense. Additional interest of $33,118 was paid in cash on April 25, 2017, pursuant to the amended note terms. The derivative liability was recalculated on December 31, 2017 as $174,932 and the difference in the value was recorded as a change in derivative liability in the income statement. As of December 31, 2017 and 2016, the outstanding balance on the convertible note payable amounted to $49,200 and $65,000, respectively. Subsequent to the year ended December 31, 2017, the note holder converted more balance for 12,681,921 shares of the Company’s common stock.

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

- Volatility: 286%
- Risk free rate of return: 1.20%
- Expected term: 118 days

(C) On January 6, 2017, the Company entered into an unsecured 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. On September 27, 2017, the Company entered into another note amendment agreement to increase the principal balance of the note by $21,100 to $99,850. The Company wired $14,100 on September 27, 2017, to reduce the principal balance of the note to $85,750. The note holder effected conversion of accrued interest of $7,006 into 1,946,000 shares of common stock. The Company recorded a loss on debt settlement of $34,837 for the shares issued in excess of the agreed conversion price.

The Company amortized a debt discount of $69,466 during the year ended December 31, 2017. The Company amortized the finance fee of $38,705 during the year ended December 31, 2017. Interest expense of $11,571 was accrued on the convertible note during the year ended December 31, 2017. The Company recorded $67,118 as interest expense for the excess derivative liability on the convertible note during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the loan was $85,750. The loan was due on October 6, 2017. The Company was in default of the loan and default interest was being accrued at the rate of 22%. Subsequent to the year ended December 31, 2017, the note holder converted the balance for 9,836,100 shares of the Company’s common stock.

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

January 6, 2017	December 31, 2017
● Volatility: 206%	Volatility: 286%
● Risk free rate of return: 1.03%	Risk free rate of return: 1.28%
● Expected term: 98 days	Expected term: 37 days

(D) On April 21, 2017, the Company entered into an unsecured 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.

During the year ended December31, 2017, the note holder converted $35,000 of the note for 3,106,274 shares of common stock. The Company recorded a gain on settlement of $1,528, for the difference in the conversion price. The derivative liability was recalculated on December 31, 2017 as $21,366 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 $52,677 during the year ended December 31, 2017. The Company amortized the finance fee of $2,809, during the year ended December 31, 2017. Interest expense of $4,354, was accrued on the convertible note during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the loan was $23,000. The loan was due on January 30, 2018. Subsequent to the year ended December 31, 2017, the note holder converted balance of the note with accrued interest into shares of the Company’s common stock and the loan was paid off.

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

April 21, 2017	December 31, 2017
● Volatility: 160%	Volatility : 253%
● Risk free rate of return: 1.2%	Risk free rate of return : 1.28%
● Expected term: 284 days	Expected term: 30 days

(E) On May 31, 2017, the Company entered into an unsecured 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 $12,967 was recorded as an interest expense, at inception.

The derivative liability was recalculated on December 31, 2017 as $21,421 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 $18,576 during the year ended December 31, 2017. The Company amortized the finance fee of $2,229 during the year ended December 31, 2017. Interest expense of $1,970 was accrued on the convertible note during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the loan was $28,000. The loan was due on March 15, 2018. Subsequent to the year ended December 31, 2017, the note holder converted the note and interest accrued on the same into for shares of the Company's common stock and the note was fully paid off before the maturity date.

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

May 31, 2017	December 31, 2017
● Volatility: 189%	Volatility: 253%
● Risk free rate of return: 1.17%	Risk free rate of return: 1.39%
● Expected term: 288 days	Expected term: 74 days

(F) On July 25, 2017, the Company entered into an unsecured 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 April 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 51% 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 $48,934, of which $25,000 was recorded as a debt discount and the balance $23,934 was recorded as an interest expense, at inception.

The derivative liability was recalculated on December 31, 2017 as $42,700 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 $14,247 during the year ended December 31, 2017. The Company amortized the finance fee of $1,710 during the year ended December 31, 2017. Interest expense of $1,464 was accrued on the convertible note during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the loan was $28,000. The loan is due on April 30, 2018.

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

July 25, 2017	December 31, 2017
● Volatility: 189%	Volatility: 253%
● Risk free rate of return: 1.24%	Risk free rate of return: 1.39%
● Expected term: 279 days	Expected term: 120 days

(G) On November 13, 2017, the Company entered into an unsecured convertible note agreement with a third party for $19,181. The Company received $18,681, net of the financing fee of $500. 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 August 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 51% 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 $41,653, of which $18,681 was recorded as a debt discount and the balance $22,954 was recorded as an interest expense, at inception.

The derivative liability was recalculated on December 31, 2017 as $26,7445 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 $3,092 during the year ended December 31, 2017. The Company amortized the finance fee of $83 during the year ended December 31, 2017. Interest expense of $303 was accrued on the convertible note during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the loan was $19,181. The loan is due on August 30, 2018.

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

November 13, 2017	December 31, 2017
● Volatility: 309%	Volatility: 253%
● Risk free rate of return: 1.55%	Risk free rate of return: 1.76%
● Expected term: 290 days	Expected term: 242 days

(H) On September 15, 2017, the Company entered into an unsecured convertible note agreement with a third party for $25,000. The Company received $22,500, net of the financing fee of $2,500. 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 September 15, 2018 and carries interest at the rate of 10% per annum. The Company also granted a warrant with the convertible note to buy 250,000 shares of common stock of the Company at an exercise price of $0.10 per share. The Company valued the warrants using the black scholes option pricing model at $14,700, which was recorded as a debt discount. 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 $113,636, of which $7,800 was recorded as a debt discount and the balance $105,836 was recorded as an interest expense, at inception.

The derivative liability was recalculated on December 31, 2017 as $59,596 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 $6,596 during the year ended December 31, 2017. The Company amortized the finance fee of $733 during the year ended December 31, 2017. Interest expense of $733 was accrued on the convertible note during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the loan was $25,000. The loan is due on September 15, 2018.

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

September 15, 2017	December 31, 2017
● Volatility: 286%	Volatility: 253%
● Risk free rate of return: 1.17%	Risk free rate of return: 1.76%
● Expected term: 137 days	Expected term: 258 days

(I) On November 14, 2017, the Company entered into an unsecured convertible note agreement with a third party for $27,000. The Company received $25,000, net of the financing fee of $2,000. 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 November 14, 2018 and carries interest at the rate of 12% per annum. The note is convertible at 50% of the Market Price. Market price shall mean the lowest trading price during the last fifteen trading day period 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 $65,378, of which $25,000 was recorded as a debt discount and the balance $40,378 was recorded as an interest expense, at inception.

The derivative liability was recalculated on December 31, 2017 as $73,800 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 $3,219 during the year ended December 31, 2017. The Company amortized the finance fee of $258 during the year ended December 31, 2017. Interest expense of $417 was accrued on the convertible note during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the loan was $27,000. The loan is due on November 14, 2018.

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

November 14, 2017	December 31, 2017
● Volatility: 253%	Volatility: 253%
● Risk free rate of return: 1.55%	Risk free rate of return: 1.76%
● Expected term: 365 days	Expected term: 318 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 the Company is now on a month to month lease

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 $26,156 and $47,717 for the years ended December 31, 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 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, 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 related party. The line amount is $100,000 and carries interest at 12% per annum. In January 2017, the Company signed an amendment to extend the due date of the loan to June 30, 2018 for a conversion option for the restricted common stock of the Company. The note carries interest at the rate of 12% per annum and is convertible at any time starting from January 18, 2017 and ending on the later of the maturity date or the date of payment. The note is convertible at 50% of the Average Market Price for the 15 previous trading days before the conversion notice date. The derivative liability on the note was calculated, using the Binomial model, to be $227,760, of which $101,400 was recorded as a debt discount and the balance $126,360 was recorded as an interest expense, at inception.

During the year ended December 31, 2017, the related party assigned $30,000 of the loan to an unrelated third party on the same terms. The third party opted to convert $5,000 of the principal balance into 892,857 shares of common stock of the Company. The Company recorded a loss on settlement of debt of $714, on the excess shares issued to the note holder. The derivative liability was recalculated on December 31, 2017 as $62,222 on the loan assigned and the proportionate difference in the value was recorded as a change in derivative liability in the income statement. The Company amortized a debt discount of $21,430 during the year ended December 31, 2017. Interest expense of $3,600 was accrued on the assigned convertible loan during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the assigned loan was $25,000. The loan is due on June 30, 2018.

The derivative liability was recalculated on December 31, 2017 as $177,707 on the balance related party loan and the difference in the value recorded as a change in derivative liability in the income statement. The Company amortized a debt discount of $46,924 during the year ended December 31, 2017. Interest expense of $8,568 was accrued on the remaining related party convertible loan during the year ended December 31, 2017. As of December 31, 2017, the balance outstanding on the related party loan was $71,400. The loan is due on June 30, 2018.

Note 11 – INCOME TAXES

The Company did not file its federal tax returns for fiscal years from 2012 through 2017. 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, 2017 and 2016 will not be fully realizable. Accordingly, management has recorded a full valuation allowance against its net deferred tax assets at December 31, 2017 and 2016. At December 31, 2017 and 2016, the Company had federal net operating loss carry-forwards of approximately $4,000,000 and $2,800,000, respectively, expiring beginning in 2032.

Deferred tax assets consist of the following components:

	2017	2016
Net loss carryforward	$ 1,100,000	$ 780,000
Valuation allowance	(1,100,000)	(780,000)
Total deferred tax assets	$ -	$ -

Note 12 – PROMISSORY NOTE AND EQUITY PURCHASE AGREEMENT

On June 24, 2016, the Company issued a $75,000 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 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 year ended December 31, 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 $6,574. As of December 31, 2017, the outstanding balance of the note was $0.

Note 13 – EQUITY

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 825,000 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, 2017, 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 shares were issued during the year ended December 31, 2017.

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 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, 2017 and 2016, respectively, the Company recorded $37,500 and $18,750 in amortization of the deferred equity issuance costs for the Equity Purchase Agreement (See Note 13). During the year ended December 31, 2017, the Company issued 1,500,000 shares for the conversion of the promissory note 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.

During the year ended December 31, 2017, the Company increased the authorized share capital for common stock of the Company from 100 million to 300 million. During the year ended December 31, 2017, the Company increased the authorized share capital for preferred stock of the Company from 0 to 10 million.

During the year ended December 31, 2017, the Company issued 36,885 shares of company's common stock, to a third party for $2,250 cash.

During the year ended December 31, 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 year ended December 31, 2017, the Company issued 177,694 shares of company's common stock in exchange for consulting and advisory services, valued at $10,840.

During the year ended December 31, 2017, the Company issued 2,911,195 shares of company's common stock, to partially convert $23,600 of a convertible note payable.

During the year ended December 31, 2017, the Company issued 1,946,200 shares of common stock to effect conversion of accrued interest on a convertible note of $7,006.

During the year ended December 31, 2017, one of the note holder converted $35,000 of the note for 3,106,274 shares of common stock.

During the year ended December 31, 2017, the Company issued 892,857 shares of company's common stock, to partially convert $5,000 of a convertible note payable.

During the year ended December 31, 2017, the Company agreed to issue 1,000,000 shares of common stock to a third party for $15,000 cash. The shares were not issued as of December 31, 2017 and have been recorded as shares to be issued in the accompanying financial statements.

During the year ended December 31, 2017, the Company capitalized $48,000 as capital contribution by prior president of the Company, for the accrued salary due to the prior president.

During the year ended December 31, 2017, the Company entered into an unsecured loan payable agreement with a related party for $14,100, due on September 15, 2017. The Company granted the related party an option to purchase up to 1,000,000 shares of common stock at an exercise price of $0.015 per share. The Company valued the options using the black scholes options pricing model. The fair market value of the options was $26,746. The value was restricted to the face value of the note and hence, $14,100 was recorded as a debt discount and credited as additional paid in capital in the accompanying financials (See Note 7).

During the year ended December 31, 2017, the Company entered into another unsecured loan payable agreement with the same related party for $17,500, with net loan proceeds of $14,100. The Company also granted the related party an option to purchase up to 1,000,000 shares of common stock at an exercise price of $0.015 per share. The Company valued the options using the black scholes options pricing model. The fair market value of the options was $22,945. The value was restricted to the net proceeds of the note and hence, $14,100 was recorded as a debt discount and credited as additional paid in capital in the accompanying financials (See Note 7).

During the year ended December 31, 2017, the Company entered into an unsecured convertible note agreement with a third party for $25,000. The Company received $22,500, net of the financing fee of $2,500. The Company also granted a warrant with the convertible note to buy 250,000 shares of common stock of the Company at an exercise price of $0.10 per share. The Company valued the warrants using the black scholes option pricing model at $14,700, which was recorded as a debt discount and credited as additional paid in capital in the accompanying financials (See Note 8).

Note 14 – SUBSEQUENT EVENTS

Subsequent to the year ended December 31, 2017, the Company issued 45,625,214 shares of Common stock to effect conversion of various note payables.

Subsequent to the year ended December 31, 2017, the Company increased the authorized share capital of the Company from 300 million to 1 billion shares of common stock.

Subsequent to the year ended December 31, 2017, the Company issued 3 million shares of preferred stock to the prior president of the Company.

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.

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)
George Hedrick	72	President, /CEO, CFO, Secretary and Director
Michael Hu	62	Director
Bernd Schaefers	74	Director
Mark R. Edwards, Ph.D	68	Director

George Hedrick is a college educated psychology major and seasoned Marketing and Management professional with unparalleled experience in all facets of the Service Industry. Mr. Hedrick has extensive experience as Manager and Marketing Executive in world class hotels and casinos in Las Vegas, Nevada, including: Caesars Palace Hotel/Casino, Rio Hotel/Casino Resort. He also served as Vice President of Corporate Marketing for Sun International at the Atlantis Resort, Bahamas. Since 2012, Mr. Hedrick has been General Manager for 2050 Motors, Inc. (North American Operations) and liaison between City and State Officials and local Automotive Dealerships. In 2014, Mr. Hedrick was promoted to Vice President of 2050 Motors, Inc.

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 CO_2 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 preceding 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.

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	2017	0	0	0	0	0	0	0	0
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

(1) Appointed President and Chief Financial Officer and Director on May 2, 2014. On January 9, 2018, Mr. Hu resigned all of his executive officer positions. He remains a 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	George Hendrick, Pres/CEO, CFO, Sec. & Director	2,108,333(3)	2.5%
Common Stock	Michael Hu, Director	9,060,000(4)	10.9%
Series A Convert. Preferred Stock (5)	Michael Hu, Director	3,000,000	100%
Common Stock	Bernd Schaefers, Director	1,855,387	2.2%
Common Stock	Mark R. Edwards, Ph.D., Director.	125,000	*
Common Stock	All Directors and Officers as a Group (4 persons)	13,148,720	15.9%

* Less than 1%

(1) Unless otherwise indicated, based on 82,813,975 shares of common stock issued and outstanding as of the date of this report. 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.

(3) Includes 700,000 shares in the name of Mr. Hedrick's wife, Alexandria M. Hedrick and 600,000 shares in the name of Hemisphere Group, an entity principally owned and controlled by Mr. Hedrick, both of which he has beneficial ownership.

(4) Includes 1,400,000 shares in the name of Mr. Hu's wife, Fay Luan, of which he has beneficial ownership.

(5) Each share of Series A Convertible Preferred Stock entitles the holder to 50 votes per share and is convertible into common stock on a one shares for one share basis.

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,	
	2017	2016

Audit Fees	$	$ 36,000
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 2018.

2050 MOTORS, INC.

By: */s/ George Hedrick*
George Hedrick, 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/ George Hendrick George Hedrick President (Principal Executive Officer) and Director	Dated: April 17, 2018
/s/ Bernd Schaefers Bernd Schaefers Director	Dated: April 17, 2018
/s/ Mark R. Edwards Mark R. Edwards, Ph.D Director	Dated: April 17, 2018
/s/ Michael Hu Michael Hu Director	Dated: April 17, 2018

EXHIBIT INDEX

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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

EXHIBIT 31.1

CERTIFICATION

I, George Hedrick, 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/ George Hedrick

George Hedrick
President (Principal Executive Officer)
April 17, 2018

EXHIBIT 31.2

CERTIFICATION

I, George Hedrick, 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/ George Hedrick

George Hedrick
Chief Financial Officer
April 17, 2018

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-K for the period ending December 31, 2017 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/ George Hedrick

George Hedrick
President (Principal Executive Officer)
April 17, 2018

/s/ George Hedrick

George Hedrick
Chief Financial Officer
April 17, 2018