

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

FORM 10-K/A
(Amendment No. 1)

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

(State or other jurisdiction of incorporation)

95-4040591

(IRS Employer Identification No.)

3420 Bunkerhill Drive, North Las Vegas, Nevada 89032

(Address of principal executive offices) (Zip Code)

(702)-591-6029

(Issuer's telephone number)

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

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

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

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

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

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

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

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

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

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

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

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



EXPLANATORY NOTE

Explanatory Note

This Amendment No. 1 on Form 10-K/A (this “Form 10-K/A”) amends and restates certain items noted below in the Annual Report on Form 10-K of 2050 Motors, Inc. (the “Company”) for the fiscal year ended December 31, 2017, as originally filed with the Securities and Exchange Commission on April 18, 2018 (the “Original Filing”). This Form 10-K/A amends the Original Filing to reflect the correction of errors in the previously reported fiscal year 2017 financial statements. In accordance with these changes, we have corrected the amount of working capital in the Equity and Capital Resources sub-section under “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations”. This Form 10-K/A also amends Item 14 by inserting the Audit Fees for 2017.

In addition, in accordance with Regulation S-T, we are including the Interactive Data Files as Exhibit 101 which we have listed under the heading PART IV, ITEM 15. EXHIBITS and which shall be deemed “furnished” and not “filed.”

Furthermore, the Company’s Chief Executive Officer and Chief Financial Officer have provided new certifications dated as of the date of this filing in connection with this Form 10-K/A (Exhibits 31.1, 31.2, 32.1 and 32.2).

Except as described above, no other changes have been made to the Original Filing. This Form 10-K/A speaks as of the date of the Original Filing and does not reflect events that may have occurred after the date of the Original Filing, or modify or update any disclosures that may have been affected by subsequent events.

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 \$1,477,483.

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 its 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.

2050 Motors, Inc.
Balance Sheets

	<u>As of</u> <u>December 31, 2017</u>	<u>As of</u> <u>December 31, 2016</u>
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	<u>\$ 127,530</u>	<u>\$ 229,571</u>
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	1,030,132	270,075
Total current liabilities	1,477,982	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	(4,059,248)	(2,808,915)
Common stock issuable	140,000	125,000
Total stockholders' deficit	(1,350,452)	(382,189)
Total liabilities and stockholders' deficit	<u>\$ 127,530</u>	<u>\$ 229,571</u>

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Operations

	<u>Year Ended December 31 2017</u>	<u>Year Ended December 31 2016</u>
Operating revenue	\$ -	\$ -
Operating expenses:		
Research and development costs	28,400	66,126
General & administrative	270,574	709,530
Total operating expenses	<u>298,974</u>	<u>775,656</u>
Net loss from operations	(298,974)	(775,656)
Interest expense	(908,501)	(230,962)
Gain on sale of equipment	-	1,126
Derivative liability gain/(loss)	<u>(42,058)</u>	<u>(27,625)</u>
Loss before income taxes	(1,249,533)	(1,033,117)
Provision for income taxes	(800)	-
Net loss	<u>\$ (1,250,333)</u>	<u>\$ (1,033,117)</u>
Net loss per share, basic and diluted	<u>\$ (0.03)</u>	<u>\$ (0.03)</u>
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

	<u>Common Stock</u>		<u>Common stock issuable</u>	<u>Additional paid-in capital</u>	<u>Accumulated deficit</u>	<u>Total stockholders' equity</u>
	<u>Number of shares</u>	<u>No par value</u>				
Balance, December 31, 2015	<u>33,748,599</u>	<u>\$ 1,993,996</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (1,775,798)</u>	<u>\$ 218,198</u>
Equity 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	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,033,117)</u>	<u>(1,033,117)</u>
Balance, December 31, 2016	<u>37,148,599</u>	<u>\$ 2,260,476</u>	<u>\$ 125,000</u>	<u>\$ 41,250</u>	<u>\$ (2,808,915)</u>	<u>\$ (382,189)</u>
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	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,250,333)</u>	<u>(1,250,333)</u>
Balance, December 31, 2017	<u>47,860,512</u>	<u>\$ 2,474,146</u>	<u>\$ 140,000</u>	<u>\$ 94,650</u>	<u>\$ (4,059,248)</u>	<u>\$ (1,350,452)</u>

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Statements of Cash Flows

	<u>Year Ended</u> <u>December 31, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>
Cash flows provided by (used for) operating activities:		
Net loss	\$ (1,250,333)	\$ (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	42,058	27,265
Interest expense from initial derivative liability	447,343	242,810
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	<u>(233,648)</u>	<u>(258,938)</u>
Cash flows provided (used) for investing activities:		
Sale of property and equipment	-	2,300
Net cash provided by (used for) investing activities	<u>-</u>	<u>2,300</u>
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	<u>222,381</u>	<u>186,420</u>
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 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 8)

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.

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	\$ 37,000	\$ 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

(b) Exhibits: The following materials from the Form 10-K, formatted in XBRL are furnished with this Amendment as Exhibit No. 101:

- (i) the Consolidated Statements of Operations;
- (ii) the Consolidated Balance Sheets;
- (iii) the Consolidated Statements of Comprehensive Income;
- (iv) the Consolidated Statements of Convertible Preferred Stock, Redeemable Noncontrolling Interest and Equity (Deficit);
- (v) the Consolidated Statements of Cash Flows; and
- (vi) Notes to Consolidated Financial Statements.

These Interactive Data Files are not deemed filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act, are not deemed filed for purposes of section 18 of the Exchange Act and are not otherwise subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

2050 MOTORS, INC.

By: /s/ George Hedrick

George Hedrick
Chief Executive Officer
April 19, 2018

CERTIFICATION

I, George Hedrick, certify that:

1. I have reviewed this report on Form 10-K/A 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 19, 2018

CERTIFICATION

I, George Hedrick, certify that:

1. I have reviewed this report on Form 10-K/A 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 19, 2018

**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/A 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 19, 2018

/s/ George Hedrick

George Hedrick
Chief Financial Officer
April 19, 2018
