

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

**FORM C**

**UNDER THE SECURITIES ACT OF 1933**

**PURSUANT TO SEC TEMPORARY RULE 227.201(z)(1) THIS OFFERING IS BEING CONDUCTED ON AN EXPEDITED BASIS DUE TO CIRCUMSTANCES RELATING TO COVID-19. PLEASE REVIEW THE SECTION ON RISK FACTORS FOR FURTHER DETAILS.**

(Mark one.)

- ☒ Form C: Offering Statement
- ☐ Form C-U: Progress Update
- ☐ Form C/A: Amendment to Offering Statement
  - ☐ Check box if Amendment is material and investors must reconfirm within five business days.
- ☐ Form C-AR: Annual Report
- ☐ Form C-AR/A: Amendment to Annual Report
- ☐ Form C-TR: Termination of Reporting

***Name of issuer***

Jauvtis Engineering, Inc.

***Legal status of issuer***

***Form***

Corporation

***Jurisdiction of Incorporation/Organization***

Delaware

***Date of organization***

September 15, 2016

***Physical address of issuer***

605 Hawaii Avenue, Torrance, CA 90503

***Website of issuer***

<https://www.mondaymotorbikes.com/>

***Name of intermediary through which the Offering will be conducted***

***CIK number of intermediary***

0001685995

***SEC file number of intermediary***

7-00083

***CRD number, if applicable, of intermediary***

286035

***Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the Offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the Offering, including the amount of referral and any other fees associated with the Offering***

7.0% of the amount raised in the Offering.

***Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest***

Securities in an amount equal to 2% of the total number of Securities sold in the Offering.

***Name of qualified third party "Escrow Agent" which the Offering will utilize***

North Capital Escrow Services

***Type of security offered***

Shares of Preferred Stock

***Target number of Securities to be offered***

80,000

***Price (or method for determining price)***

\$1.25

***Target offering amount***

\$100,000.00

***Oversubscriptions accepted:***

☒ Yes

☐ No

***Oversubscriptions will be allocated:***

☐ Pro-rata basis

☒ First-come, first-served basis

☐ Other:

***Maximum offering amount (if different from target offering amount)***

\$500,000.00

***Deadline to reach the target offering amount***

January 12, 2021

**NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the Offering deadline, no Securities will be sold in the Offering, investment commitments will be cancelled and committed funds will be returned.**

*Current number of employees*

5

|                                    | <b>Most recent fiscal year-end</b> | <b>Prior fiscal year-end</b> |
|------------------------------------|------------------------------------|------------------------------|
| <b>Total Assets</b>                | \$166,665.00                       | \$268,521.00                 |
| <b>Cash &amp; Cash Equivalents</b> | \$18,612.00                        | \$79,830.00                  |
| <b>Accounts Receivable</b>         | \$0.00                             | \$0.00                       |
| <b>Short-term Debt</b>             | \$698,745.00                       | \$456,904.00                 |
| <b>Long-term Debt</b>              | \$721,342.00                       | \$146,400.00                 |
| <b>Revenues/Sales</b>              | \$600,583.00                       | \$9,267.00                   |
| <b>Cost of Goods Sold</b>          | \$710,546.00                       | \$52,653.00                  |
| <b>Taxes Paid</b>                  | \$0.00                             | \$0.00                       |
| <b>Net Income</b>                  | -\$1,098,640.00                    | -\$994,412.00                |

***The jurisdictions in which the issuer intends to offer the Securities:***

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District Of Columbia, Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, U.S., Virginia, Washington, West Virginia, Wisconsin, Wyoming, American Samoa, and Northern Mariana Islands

**October 6, 2020**

**FORM C**

**Up to \$500,000.00**

**Jauvtis Engineering, Inc.**



**Shares of Preferred Stock**

This Form C (including the cover page and all exhibits attached hereto, the "Form C") is being furnished by Jauvtis Engineering, Inc., a Delaware Corporation (the "Company," as well as references to "we," "us," or "our"), to prospective investors for the sole purpose of providing certain information about a potential investment in Shares of Preferred Stock of the Company (the "Securities"). Investors in Securities are sometimes referred to herein as "Purchasers." The Company intends to raise at least \$100,000.00 and up to \$500,000.00 from Investors in the offering of Securities described in this Form C (this "Offering"). The minimum amount of Securities that can be purchased is \$200.00 per Investor (which may be waived by the Company, in its sole and absolute discretion). The offer made hereby is subject to modification, prior sale and withdrawal at any time.

The rights and obligations of the holders of Securities of the Company are set forth below in the section entitled "*The Offering and the Securities--The Securities*". In order to purchase Securities, a prospective investor must complete the subscription process through the Intermediary's platform, which may be accepted or rejected by the Company, in its sole and absolute discretion. The Company has the right to cancel or rescind its offer to sell the Securities at any time and for any reason.

The Offering is being made through Title3Funds.com (the "Intermediary"). The Intermediary will be entitled to receive related to the purchase and sale of the Securities.

|   | Price to Investors | Service Fees and Commissions (1) | Net Proceeds |
|---|--------------------|----------------------------------|--------------|
| <b>Minimum Individual Purchase Amount</b> | \$200.00           | \$14.00                          | \$186.00     |
| <b>Aggregate Minimum Offering Amount</b>  | \$100,000.00       | \$7,000.00                       | \$93,000.00  |
| <b>Aggregate Maximum Offering Amount</b>  | \$500,000.00       | \$35,000.00                      | \$465,000.00 |

(1) The Intermediary will receive 7% of the amount raised in the Offering and 2% of the Securities sold in the Offering. This excludes fees to Company's advisors, such as attorneys and accountants.

**A crowdfunding investment involves risk. You should not invest any funds in this Offering unless you can afford to lose your entire investment. In making an investment decision, investors must rely on their own examination of the issuer and the terms of the Offering, including the merits and risks involved. These Securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document. The U.S. Securities and Exchange Commission does not pass upon the merits of any Securities offered or the terms of the Offering, nor does it pass upon the accuracy or completeness of any Offering document or other materials. These Securities are offered under an exemption from registration; however, neither the U.S. Securities and Exchange Commission nor any state securities authority has made an independent determination that these Securities are exempt from registration. The Company filing this Form C for an offering in reliance on Section 4(a)(6) of the Securities Act and pursuant to Regulation CF (§ 227.100 et seq.) must file a report with the Commission annually and post the report on its website at <https://www.mondaymotorbikes.com/> no later than 120 days after the end of the company's fiscal year. The Company may terminate its reporting obligations in the future in accordance with Rule 202(b) of Regulation CF (§ 227.202(b)) by 1) being required to file reports under Section 13(a) or Section 15(d) of the Exchange Act of 1934, as amended, 2) filing at least one annual report pursuant to Regulation CF and having fewer than 300 holders of record, 3) filing annual reports for three years pursuant to Regulation CF and having assets equal to or less than \$10,000,000, 4) the repurchase of all the Securities sold in this Offering by the Company or another party, or 5) the liquidation or dissolution of the Company.**

The date of this Form C is October 6, 2020.

The Company has certified that all of the following statements are TRUE for the Company in connection with this Offering:

- (1) Is organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia;
- (2) Is not subject to the requirement to file reports pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d));

- (3) Is not an investment company, as defined in section 3 of the Investment Company Act of 1940 (15 U.S.C. 80a-3), or excluded from the definition of investment company by section 3(b) or section 3(c) of that Act (15 U.S.C. 80a-3(b) or 80a-3(c));
- (4) Is not ineligible to offer or sell securities in reliance on section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) as a result of a disqualification as specified in § 227.503(a);
- (5) Has filed with the Commission and provided to investors, to the extent required, any ongoing annual reports required by law during the two years immediately preceding the filing of this Form C; and
- (6) Has a specific business plan, which is not to engage in a merger or acquisition with an unidentified company or companies.

THERE ARE SIGNIFICANT RISKS AND UNCERTAINTIES ASSOCIATED WITH AN INVESTMENT IN THE COMPANY AND THE SECURITIES. THE SECURITIES OFFERED HEREBY ARE NOT PUBLICLY-TRADED AND ARE SUBJECT TO TRANSFER RESTRICTIONS. THERE IS NO PUBLIC MARKET FOR THE SECURITIES AND ONE MAY NEVER DEVELOP. AN INVESTMENT IN THE COMPANY IS HIGHLY SPECULATIVE. THE SECURITIES SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. SEE THE SECTION OF THIS FORM C ENTITLED "RISK FACTORS."

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK THAT MAY NOT BE APPROPRIATE FOR ALL INVESTORS.

THIS FORM C DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION IN WHICH AN OFFER IS NOT PERMITTED.

PRIOR TO CONSUMMATION OF THE PURCHASE AND SALE OF ANY SECURITY THE COMPANY WILL AFFORD PROSPECTIVE INVESTORS AN OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM THE COMPANY AND ITS MANAGEMENT CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND THE COMPANY. NO SOURCE OTHER THAN THE INTERMEDIARY HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS FORM C, AND IF GIVEN OR MADE BY ANY OTHER SUCH PERSON OR ENTITY, SUCH INFORMATION MUST NOT BE RELIED ON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS FORM C AS LEGAL, ACCOUNTING OR TAX ADVICE OR AS INFORMATION NECESSARILY APPLICABLE TO EACH PROSPECTIVE INVESTOR'S PARTICULAR FINANCIAL SITUATION. EACH INVESTOR SHOULD CONSULT HIS OR HER OWN FINANCIAL ADVISER, COUNSEL AND ACCOUNTANT AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING HIS OR HER INVESTMENT.

THE SECURITIES OFFERED HEREBY WILL HAVE TRANSFER RESTRICTIONS. NO SECURITIES MAY BE PLEDGED, TRANSFERRED, RESOLD OR OTHERWISE DISPOSED OF BY ANY INVESTOR EXCEPT PURSUANT TO RULE 501 OF REGULATION CF. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

## **NASAA UNIFORM LEGEND**

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY ISSUING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

### **SPECIAL NOTICE TO FOREIGN INVESTORS**

IF THE INVESTOR LIVES OUTSIDE THE UNITED STATES, IT IS THE INVESTOR'S RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE OF THE SECURITIES, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES. THE COMPANY RESERVES THE RIGHT TO DENY THE PURCHASE OF THE SECURITIES BY ANY FOREIGN INVESTOR.

### **SPECIAL NOTICE TO CANADIAN INVESTORS**

IF THE INVESTOR LIVES WITHIN CANADA, IT IS THE INVESTOR'S RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF A CANADA, SPECIFICALLY WITH REGARD TO THE TRANSFER AND RESALE OF ANY SECURITIES ACQUIRED IN THIS OFFERING.

### **NOTICE REGARDING ESCROW AGENT**

NORTH CAPITAL ESCROW SERVICES, THE ESCROW AGENT SERVICING THE OFFERING, HAS NOT INVESTIGATED THE DESIRABILITY OR ADVISABILITY OF AN INVESTMENT IN THIS OFFERING OR THE SECURITIES OFFERED HEREIN. THE ESCROW AGENT MAKES NO REPRESENTATIONS, WARRANTIES, ENDORSEMENTS, OR JUDGEMENT ON THE MERITS OF THE OFFERING OR THE SECURITIES OFFERED HEREIN. THE ESCROW AGENT'S CONNECTION TO THE OFFERING IS SOLELY FOR THE LIMITED PURPOSES OF ACTING AS A SERVICE PROVIDER.

### ***Forward Looking Statement Disclosure***

*This Form C and any documents incorporated by reference herein or therein contain forward-looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this Form C are forward-looking statements. Forward-looking statements give the Company's current*

*reasonable expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.*

*The forward-looking statements contained in this Form C and any documents incorporated by reference herein or therein are based on reasonable assumptions the Company has made in light of its industry experience, perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. As you read and consider this Form C, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties (many of which are beyond the Company's control) and assumptions. Although the Company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect its actual operating and financial performance and cause its performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect or change, the Company's actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.*

*Any forward-looking statement made by the Company in this Form C or any documents incorporated by reference herein or therein speaks only as of the date of this Form C. Factors or events that could cause our actual operating and financial performance to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.*

## **Table of Contents**

|  |    |
|--|----|
| SUMMARY .....  | 10 |
| The Business .....   | 11 |
| The Offering .....   | 11 |
| RISK FACTORS .....   | 11 |
| General .....  | 11 |
| The financial information that has been omitted is not currently available and will be provided by an amendment to the offering materials. Following the filing of this amendment investors should review the complete set of offering materials including previously omitted financial information prior to making an investment decision. No investment commitments will be accepted until after such financial information has been provided. Failure of the investor to review these financial statements when they are provided could result in the investor not understanding the Company's financial position. .... | 12 |
| Pursuant to SEC Rule §227.201(z)(1)(iv)(C) the Company may close the Offering sooner than the required 21 days should the Target Amount be met early. While investors will be notified in advance if the Offering is closed early, this creates additional risks for investors by not allowing additional time to fully assess the transaction. ....   | 12 |
| Risks Related to the Company's Business and Industry .....   | 12 |



|   |    |
|---|----|
| Risks Related to the Securities .....                             | 14 |
| BUSINESS.....   | 17 |
| Description of the Business.....                                  | 17 |
| Business Plan .....   | 17 |
| History of the Business .....                                     | 17 |
| The Company's Products and/or Services .....                      | 17 |
| Competition.....  | 18 |
| Supply Chain and Customer Base.....                               | 18 |
| Intellectual Property .....                                       | 19 |
| Governmental/Regulatory Approval and Compliance.....              | 20 |
| Litigation.....   | 20 |
| Other.....  | 20 |
| USE OF PROCEEDS .....   | 21 |
| DIRECTORS, OFFICERS AND EMPLOYEES .....                           | 22 |
| Directors.....  | 22 |
| Officers.....   | 23 |
| Employees .....   | 24 |
| CAPITALIZATION AND OWNERSHIP .....                                | 24 |
| Capitalization .....  | 24 |
| Ownership .....   | 27 |
| FINANCIAL INFORMATION.....  | 28 |
| Operations .....  | 28 |
| Liquidity and Capital Resources .....                             | 28 |
| Capital Expenditures and Other Obligations.....                   | 29 |
| Material Changes and Other Information .....                      | 29 |
| Trends and Uncertainties.....                                     | 29 |
| THE OFFERING AND THE SECURITIES .....                             | 29 |
| The Offering.....   | 29 |
| The Securities.....   | 30 |
| Voting and Control.....   | 31 |
| Anti-Dilution Rights.....   | 31 |
| Restrictions on Transfer .....                                    | 31 |
| Other Material Terms .....  | 32 |
| TAX MATTERS.....  | 32 |
| TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST ..... | 32 |
| Related Person Transactions .....                                 | 32 |
| Conflicts of Interest.....  | 33 |
| OTHER INFORMATION .....   | 33 |
| Bad Actor Disclosure .....  | 33 |

## ONGOING REPORTING

The Company will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than 120 days after the end of the company's fiscal year.

Once posted, the annual report may be found on the Company's website at: <https://www.mondaymotorbikes.com/>

The Company must continue to comply with the ongoing reporting requirements until:

- (1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed \$10,000,000;
- (3) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record;
- (4) the Company or another party repurchases all of the Securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the Company liquidates or dissolves its business in accordance with state law.

### **About this Form C**

You should rely only on the information contained in this Form C. We have not authorized anyone to provide you with information different from that contained in this Form C. We are offering to sell, and seeking offers to buy the Securities only in jurisdictions where offers and sales are permitted. You should assume that the information contained in this Form C is accurate only as of the date of this Form C, regardless of the time of delivery of this Form C or of any sale of Securities. Our business, financial condition, results of operations, and prospects may have changed since that date.

Statements contained herein as to the content of any agreements or other document are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents. The Company will provide the opportunity to ask questions of and receive answers from the Company's management concerning terms and conditions of the Offering, the Company or any other relevant matters and any additional reasonable information to any prospective Investor prior to the consummation of the sale of the Securities.

This Form C does not purport to contain all of the information that may be required to evaluate the Offering and any recipient hereof should conduct its own independent analysis. The statements of the Company contained herein are based on information believed to be reliable. No warranty can be made as to the accuracy of such information or that circumstances have not changed since the date of this Form C. The Company does not expect to update or otherwise revise this Form C or other materials supplied herewith. The delivery of this Form C at any time does not imply that the information contained herein is correct as of any time subsequent to the date of this Form C. This Form C is submitted in connection with the Offering described herein and may not be reproduced or used for any other purpose.

### **SUMMARY**

The following summary is qualified in its entirety by more detailed information that may appear elsewhere in this Form C and the Exhibits hereto. Each prospective Investor is urged to read this Form C and the Exhibits hereto in their entirety.

Jauvtis Engineering, Inc. (the "Company") is a Delaware Corporation, formed on September 15, 2016. The Company is currently also conducting business under the name of Monday Motorbikes.

The Company is located at 605 Hawaii Avenue, Torrance, CA 90503.

The Company's website is <https://www.mondaymotorbikes.com/>.

The information available on or through our website is not a part of this Form C. In making an investment decision with respect to our Securities, you should only consider the information contained in this Form C.

## **The Business**

We sell stylish electric motorbike designed for urban transport.

## **The Offering**

|   |   |
|---|---|
| <b>Minimum amount of Shares of Preferred Stock being offered</b>                              | 80,000  |
| <b>Total Shares of Preferred Stock outstanding after Offering (if minimum amount reached)</b> | 2,390,000   |
| <b>Maximum amount of Shares of Preferred Stock</b>  | 400,000   |
| <b>Total Shares of Preferred Stock outstanding after Offering (if maximum amount reached)</b> | 2,710,000   |
| <b>Purchase price per Security</b>  | \$1.25  |
| <b>Minimum investment amount per investor</b>   | \$200.00  |
| <b>Offering deadline</b>  | January 12, 2021  |
| <b>Use of proceeds</b>  | See the description of the use of proceeds on page 21 hereof. |
| <b>Voting Rights</b>  | See the description of the voting rights on page 31 hereof.   |

The price of the Securities has been determined by the Company and does not necessarily bear any relationship to the assets, book value, or potential earnings of the Company or any other recognized criteria or value.

## **RISK FACTORS**

### **General**

*The Company will be taking advantage of temporary rules that relax some of the requirements for a crowdfund offering.*

In March 2020, the SEC passed a Temporary Final Rule intended to assist small businesses with capital raising in the Regulation Crowdfunding market due to the COVID-19 pandemic and relaxed or modified some rules for offerings initiated through February 28, 2021 (As extended in August 2020.). This offering is taking advantage of some or all of these relaxed rules which may create additional risks for investors.

***Pursuant to SEC Rule §227.201(z)(2) the Company is launching the Offering prior to providing financial statements.***

The financial information that has been omitted is not currently available and will be provided by an amendment to the offering materials. Following the filing of this amendment investors should review the complete set of offering materials including previously omitted financial information prior to making an investment decision. No investment commitments will be accepted until after such financial information has been provided. Failure of the investor to review these financial statements when they are provided could result in the investor not understanding the Company's financial position.

***The Company may choose to close the Offering as soon as the target fundraising amount is met.***

Pursuant to SEC Rule §227.201(z)(1)(iv)(C) the Company may close the Offering sooner than the required 21 days should the Target Amount be met early. While investors will be notified in advance if the Offering is closed early, this creates additional risks for investors by not allowing additional time to fully assess the transaction.

***Investors may only cancel their commitment to invest during the first 48 hours after such commitment.***

Pursuant to SEC Rule §227.201(z)(1)(iv)(D) the Company may limit investor cancellations after 48 hours following their commitment unless there is a material change in the Offering. This increases risk for investors as they will be fully committed to the Offering 48 hours after their initial commitment.

## **Risks Related to the Company's Business and Industry**

***The development and commercialization of our products is highly competitive.***

We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. These competitors also compete with us in recruiting and retaining qualified personnel and acquiring technologies.

***In general, demand for our products and services is highly correlated with general economic conditions.***

A substantial portion of our revenue is derived from discretionary spending by individuals, which typically falls during times of economic instability. Declines in economic conditions in the U.S. or in other countries in which we operate may adversely impact our consolidated financial results. Because such declines in demand are difficult to predict.

***The amount of capital the Company is attempting to raise in this Offering is not enough to sustain the Company's current business plan.***

In order to achieve the Company's near and long-term goals, the Company will need to procure funds in addition to the amount raised in the Offering. There is no guarantee the Company will be

able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we will not be able to execute our business plan, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an Investor to lose all or a portion of his or her investment.

***Demand for and pricing of our products are subject to economic conditions and other factors present in the various markets where the products are sold.***

Consumer preferences also impact the demand for new electric bikes purchases. A decrease in demand due to any of these factors would have a negative effect on our business and operations. Volatility in that market (which could be affected by many different factors, including general economic conditions, energy prices and trade policy) will likely affect the company. With a global supply chain, events across the world can affect supply chain reliability.

***Our product may be subject to emergent regulations.***

For example, our product doesn't fit the definition of "low-speed electric bicycles", which are covered by the Consumer Product Safety Act because our motorbikes are too fast. Also, federal, state, and local lawmakers are still deciding how to classify, and therefore regulate, our product. This may result in registration and licensing requirements, restrictions, or bans of our product. In many states, our product would be classified in the same manner as a motorcycle or moped, have equipment and use requirements, or have confusing licensing and registration requirements. New and existing laws may impact our ability to sell our product.

***The Company's business and operations are sensitive to general business and economic conditions in the United States and other countries that the Company operates in.***

A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include recession, downturn or otherwise, local competition or changes in consumer taste. These adverse conditions could affect the Company's financial condition and the results of its operations.

***We rely on various intellectual property rights, including patents in order to operate our business.***

Such intellectual property rights, however, may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently

develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights.

As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our patent rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which we operate is still evolving and, consequently, intellectual property positions in our industry are generally uncertain. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

***We have not prepared any audited financial statements.***

Therefore, you have no audited financial information regarding the Company's capitalization or assets or liabilities on which to make your investment decision. If you feel the information provided is insufficient, you should not invest in the Company.

***We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.***

We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurance that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect to incur additional expenses and diversion of management's time if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements.

***In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management.***

It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Purchaser is encouraged to carefully analyze the risks and merits of an investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

## **Risks Related to the Securities**

***The Securities will not be freely tradable until one year from the initial purchase date. Although the Securities may be tradable under federal securities law, state securities regulations may apply and each Purchaser should consult with his or her attorney.***

You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Securities. Because the Securities have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States except pursuant to

Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the Securities may also adversely affect the price that you might be able to obtain for the Securities in a private sale. Purchasers should be aware of the long-term nature of their investment in the Company. Each Purchaser in this Offering will be required to represent that it is purchasing the Securities for its own account, for investment purposes and not with a view to resale or distribution thereof.

***Neither the Offering nor the Securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company.***

No governmental agency has reviewed or passed upon this Offering, the Company or any Securities of the Company. The Company also has relied on exemptions from securities registration requirements under applicable state securities laws. Investors in the Company, therefore, will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering on their own or in conjunction with their personal advisors.

***No Guarantee of Return on Investment***

There is no assurance that a Purchaser will realize a return on its investment or that it will not lose its entire investment. For this reason, each Purchaser should read the Form C and all Exhibits carefully and should consult with its own attorney and business advisor prior to making any investment decision.

***A majority of the Company is owned by a small number of owners.***

Prior to the Offering the Company's current owners of 20% or more beneficially own up to 61.1% of the Company. Subject to any fiduciary duties owed to our other owners or investors under Delaware law, these owners may be able to exercise significant influence over matters requiring owner approval, including the election of directors or managers and approval of significant Company transactions, and will have significant control over the Company's management and policies. Some of these persons may have interests that are different from yours. For example, these owners may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for the Company. In addition, these owners could use their voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, or support or reject other management and board proposals that are subject to owner approval.

***The Company has the right to extend the Offering deadline.***

The Company may extend the Offering deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Minimum Amount even after the Offering deadline stated herein is reached. Your investment will not be accruing interest during this time and will simply be held until such time as the new Offering deadline is reached without the Company receiving the Minimum Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Minimum Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after release of such funds to the Company, the Securities will be issued and distributed to you.

***There is no present market for the Securities and we have arbitrarily set the price.***

We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our net worth or prior earnings. We cannot assure you that the Securities could be resold by you at the Offering price or at any other price.

***Your ownership of the Shares of Preferred Stock will be subject to dilution.***

Owners of preferred stock do not have preemptive rights. If the Company conducts subsequent Offerings of Preferred Stock or Securities convertible into Preferred Stock, issues shares pursuant to a compensation or distribution reinvestment plan or otherwise issues additional shares, investors who purchase shares in this Offering who do not participate in those other stock issuances will experience dilution in their percentage ownership of the Company's outstanding shares. Furthermore, shareholders may experience a dilution in the value of their shares depending on the terms and pricing of any future share issuances (including the shares being sold in this Offering) and the value of the Company's assets at the time of issuance.

***The Securities will be equity interests in the Company and will not constitute indebtedness.***

The Securities will rank junior to all existing and future indebtedness and other non-equity claims on the Company with respect to assets available to satisfy claims on the Company, including in a liquidation of the Company. Additionally, unlike indebtedness, for which principal and interest would customarily be payable on specified due dates, there will be no specified payments of dividends with respect to the Securities and dividends are payable only if, when and as authorized and declared by the Company and depend on, among other matters, the Company's historical and projected results of operations, liquidity, cash flows, capital levels, financial condition, debt service requirements and other cash needs, financing covenants, applicable state law, federal and state regulatory prohibitions and other restrictions and any other factors the Company's board of directors deems relevant at the time. In addition, the terms of the Securities will not limit the amount of debt or other obligations the Company may incur in the future. Accordingly, the Company may incur substantial amounts of additional debt and other obligations that will rank senior to the Securities.

***There can be no assurance that we will ever provide liquidity to Purchasers through either a sale of the Company or a registration of the Securities.***

There can be no assurance that any form of merger, combination, or sale of the Company will take place, or that any merger, combination, or sale would provide liquidity for Purchasers. Furthermore, we may be unable to register the Securities for resale by Purchasers for legal, commercial, regulatory, market-related or other reasons. In the event that we are unable to effect a registration, Purchasers could be unable to sell their Securities unless an exemption from registration is available.

***The Company does not anticipate paying any cash dividends for the foreseeable future.***

The Company currently intends to retain future earnings, if any, for the foreseeable future, to repay indebtedness and to support its business. The Company does not intend in the foreseeable future to pay any dividends to holders of its shares of preferred stock.

***The Company has the right to conduct multiple closings during the Offering.***

If the Company meets certain terms and conditions, and more than thirty (30) days remain before the Offering Deadline, an intermediate close of the Offering can occur, which will allow the Company to draw down on the first \$100,000 of the proceeds of the offering committed and captured during the relevant period, as well as any amounts raised after. The Company may choose



to continue the Offering thereafter. Purchasers should be mindful that this means they can make multiple investment commitments in the Offering, which may be subject to different cancellation rights. For example, if an intermediate close occurs and later a material change occurs as the Offering continues, Purchasers previously closed upon will not have the right to re-confirm their investment as it will be deemed completed.

***The Company has the right to extend the Offering Deadline.***

The Company may extend the Offering Deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Target Amount even after the Offering Deadline stated herein is reached. While you have the right to cancel your investment in the event the Company extends the Offering, if you choose to reconfirm your investment, your investment will simply be held until such time as the new Offering Deadline is reached without the Company receiving the Target Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Target Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after release of such funds to the Company, the Securities will be issued and distributed to you.

In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Purchaser is encouraged to carefully analyze the risks and merits of an investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

THE SECURITIES OFFERED INVOLVE A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF YOUR ENTIRE INVESTMENT. ANY PERSON CONSIDERING THE PURCHASE OF THESE SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET FORTH IN THIS FORM C AND SHOULD CONSULT WITH HIS OR HER LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN THE SECURITIES. THE SECURITIES SHOULD ONLY BE PURCHASED BY PERSONS WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT.

## **BUSINESS**

### **Description of the Business**

We sell stylish electric motorbike designed for urban transport.

### **Business Plan**

Monday Motorbikes is planning to enter into a strategic partnership with Frog e-mobility to expand its mobility options. The market for e-bikes was already projected to reach \$23 billion by 2025. Frog e-mobility and Monday Motorbikes are uniquely positioned to bring Monday Motorbikes Gateway e-bikes to capture some of this market.

### **History of the Business**

### **The Company's Products and/or Services**

| <b>Product / Service</b> | <b>Description</b>                           | <b>Current Market</b> |
|--------------------------|--|-----------------------|
| GEN7                     | Low-speed Throttle Assisted Electric Bicycle | USA                   |
| 500W Gateway             | Low-speed Throttle Assisted Electric Bicycle | USA                   |
| 750W Gateway Booster     | Low-speed Throttle Assisted Electric Bicycle | USA                   |

Low-speed Throttle Assisted Electric Bicycle Phoenix 1 and 2.

Online sales.

### **Competition**

The Company's primary competitors are The Company's primary competitors are In the current marketplace, our competitors include: Vespa, Sym, Honda, Yamaha, Kawasaki, Suzuki, Zero Motorcycles, GenZe, Rad Power Bikes, Blix Electric Bikes, Juice Bikes, Rize Bikes, Mod Bikes, and Gogoro.

We believe our product is distinct from that of our direct competitors. We combine the benefits of electric bikes and motorcycles, giving customers the power and feel of a motorcycle with the ease-of-entry and other benefits of an electric bike. Monday Motorbikes creates the world's most stylish electric motorbike. For aspiring riders who are intimidated by full motorcycles, the style of our bike and high-torque electric drive gives riders a thrilling experience on a motorbike that looks cool. Today, our electric moped falls under electric bicycle regulations, eliminating the need for a driver's license, insurance, and registration. Because of this, we can get new riders on our bikes more easily than companies selling traditional small motorcycles. The GEN7 has a motorcycle riding feel, is more robust and technologically advanced than most two-wheelers on the market, which makes the price reasonable compared to Monday's competitors. We are also selling and developing more affordable options to extend our customer base.

### **Supply Chain and Customer Base**

Suppliers: Kunshan Fuel Investment and Mgmt Co, LTD for our electric bicycles.

The Company is dependent on the following suppliers:

| <b>Supplier or Description</b>           | <b>Service, input or raw material provided</b> | <b>Percent of such service, input or raw material from such supplier</b> |
|--|--|--|
| Kunshan Fuel Investment and Mgmt Co, LTD | Electric Bicycle                               | 100.0%   |

Monday Motorbikes has three main customer segments. First, individual customer who are mid-twenty to mid-forties. They either never rode a motorcycle and want to start small or they are motorcycle riders that a smaller bike for an urban setting. We have sold several bikes direct to consumer. Second, Monday Motorbikes targets business that want to switch their fleet to be more environmentally friendly, and businesses that want to improve their employee's ability to get around the city faster. Finally, we sell to dealers.

## Intellectual Property

### *Patents*

| Application or Registration # | Title                  | Description   | File Date     | Grant Date | Country |
|-------------------------------|------------------------|---|---------------|------------|---------|
| 9434445                       | Electric Bicycle       | Power assisted motorized vehicle which can be operated in either a manual mode or a motorized mode or in a combination of manual and motorized modes. The vehicle includes, inter alia, a frame connected to at least one fork capable of supporting a wheel having a first driven sprocket assembly and a second driven sprocket assembly, a rechargeable electrical power supply attached to the frame, a motor controller attached to the frame, an electric motor supported by the frame and attached to a first driving sprocket which is coupled to the first driven sprocket assembly and a manual pedal assembly supported by the frame and comprising a pedal crank shaft with two pedals and a second driving sprocket which is coupled to the second driven sprocket assembly. | June 22, 2015 | Pending    | USA     |
| 9085342                       | Power assisted vehicle | Power assisted motorized vehicle which can be operated in a manual mode or a motorized mode or in a combination of manual and   | March 4, 2013 | Pending    | USA     |

|  |  |  |  |  |  |
|--|--|--|--|--|--|
|  |  | motorized modes. The vehicle includes, inter alia, a frame connected to at least one fork capable of supporting a wheel having a first driven sprocket assembly and a second driven sprocket assembly, a rechargeable electrical power supply attached to the frame, a motor controller attached to the frame, an electric motor supported by the frame and attached to a first driving sprocket which is coupled to the first driven sprocket assembly and a manual pedal assembly supported by the frame and comprising a pedal crank shaft with two pedals and a second driving sprocket which is coupled to the second driven sprocket assembly. |  |  |  |
|--|--|--|--|--|--|

### Governmental/Regulatory Approval and Compliance

State legislatures have begun to grapple with how to differentiate and define e-bikes and regulate their operation and equipment standards on roadways and trails in their respective states. One challenge is the distinction between other motorized vehicles such as scooters and mopeds, and the burgeoning market and interest in e-bikes as a cost-effective and environmentally friendly transportation option. When faced with an e-bike bill, legislators and stakeholders by and large first question the safety, speed and allowed areas of operation for an e-bike.

### Litigation

| Parties         | Description           | Damages  | Status  |
|-----------------|-----------------------|--|---------|
| Brandon Paffile | Employee wage dispute | Additional Compensation plus damage in dispute of \$9,744.48 | Pending |

### Other

The Company's principal address is 605 Hawaii Avenue, Torrance, CA 90503.

The Company conducts business in Arizona, Colorado, Vermont, Florida, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Missouri, Montana, Michigan, New Jersey, New York,

North Carolina, Ohio, Washington, Pennsylvania, Tennessee, Texas, Vermont, Virginia, Washington.

Because this Form C focuses primarily on information concerning the Company rather than the industry in which the Company operates, potential Purchasers may wish to conduct their own separate investigation of the Company's industry to obtain greater insight in assessing the Company's prospects.

## USE OF PROCEEDS

The following table lists the use of proceeds of the Offering if the Minimum Amount and Maximum Amount are raised.

| Use of Proceeds                                      | % of Minimum Proceeds Raised | Amount if Minimum Raised | % of Maximum Proceeds Raised | Amount if Maximum Raised |
|--|------------------------------|--------------------------|------------------------------|--------------------------|
| Intermediary Fees                                    | 7.00%                        | \$7,000                  | 7.00%                        | \$35,000                 |
| Campaign marketing expenses or related reimbursement | 25.00%                       | \$25,000                 | 10.00%                       | \$50,000                 |
| Estimated Attorney Fees                              | 15.00%                       | \$15,000                 | 3.00%                        | \$15,000                 |
| Estimated Accountant/Auditor Fees                    | 3.00%                        | \$3,000                  | 0.60%                        | \$3,000                  |
| Repayment of Debt                                    | 20.00%                       | \$20,000                 | 16.00%                       | \$80,000                 |
| Inventory Purchase                                   | 30.00%                       | \$30,000                 | 63.40%                       | \$317,000                |
| <b>Total</b>   | <b>100.00%</b>               | <b>\$100,000</b>         | <b>100.00%</b>               | <b>\$500,000</b>         |

The Use of Proceeds chart is not inclusive of fees paid for use of the Form C generation system, payments to financial and legal service providers, and escrow related fees, all of which were incurred in preparation of the campaign and are due in advance of the closing of the campaign. The Company does have discretion to alter the use of proceeds as set forth above. The Company may alter the use of proceeds under the following circumstances: If the Board believes that the change in use of proceeds will not have any material adverse effect on the existence business and

operations and is in the best interest of the company and its shareholders as a whole, the Board can decide the change of use of proceeds. .

## **DIRECTORS, OFFICERS AND EMPLOYEES**

### **Directors**

The directors or managers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

#### ***Name***

Christian Okonsky

#### ***All positions and offices held with the Company and date such position(s) was held with start and ending dates***

Executive Chairman: December 2019 - present

#### ***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

August 2016 - present Managing Partner at Sustainability Initiatives  
January 2017 - present Chairman of the Board - Co-Founder of Ayro Inc  
November 2018 - present Co-Founder of Frog  
April 2017 - January 2010 Founder/President of Okonky Diversified

#### ***Education***

Bachelor of Science in Industrial Engineering, Texas A&M University

#### ***Name***

Josh Rasmussen

#### ***All positions and offices held with the Company and date such position(s) was held with start and ending dates***

Chief Marketing Officer: October 2015 - present

#### ***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

January 2012 - November 2015 Co-Founder of ZipKick

#### ***Education***

Bachelor of Science in Business Administration, University of Nebraska

## Officers

The officers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

### *Name*

Christian Okonsky

### *All positions and offices held with the Company and date such position(s) was held with start and ending dates*

Executive Chairman: December 2019 - present

### *Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates*

August 2016 - present Managing Partner at Sustainability Initiatives  
January 2017 - present Chairman of the Board - Co-Founder of Ayro Inc  
November 2018 - present Co-Founder of Frog  
April 2017 - January 2010 Founder/President of Okonky Diversified

### *Education*

Bachelor of Science in Industrial Engineering, Texas A&M University

### *Name*

Josh Rasmussen

### *All positions and offices held with the Company and date such position(s) was held with start and ending dates*

Chief Marketing Officer: October 2015 - present

### *Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates*

January 2012 - November 2015 Co-Founder of ZipKick

### *Education*

Bachelor of Science in Business Administration, University of Nebraska

## ***Indemnification***

Indemnification is authorized by the Company to directors, officers or controlling persons acting in their professional capacity pursuant to Delaware law. Indemnification includes expenses such as attorney's fees and, in certain circumstances, judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.

## **Employees**

The Company currently has 5 employees in California and Texas.

## **CAPITALIZATION AND OWNERSHIP**

### **Capitalization**

The Company has issued the following outstanding Securities:

|   |   |
|---|---|
| <b>Type of security</b>   | Common Stock  |
| <b>Amount outstanding</b>   | 16,690,000  |
| <b>Voting Rights</b>  | One vote per share  |
| <b>Anti-Dilution Rights</b>   | No  |
| <b>How this Security may limit, dilute or qualify the Securities issued pursuant to Regulation CF</b>   | The Securities will be subject to dilution if/when the Company participates in an equity financing round where investors are offered Common Stock for cash or cash equivalents or if compensatory shares are offered to new or existing shareholders. |
| <b>Percentage ownership of the Company by the holders of such Securities (assuming conversion prior to the Offering if convertible securities).</b> | 87.84%  |



|   |  |
|---|--|
| <b>Type of security</b>   | Preferred Stock  |
| <b>Amount outstanding</b>   | 2,310,000  |
| <b>Voting Rights</b>  | One vote per share, protective voting provisions   |
| <b>Anti-Dilution Rights</b>   | No   |
| <b>How this Security may limit, dilute or qualify the Securities issued pursuant to Regulation CF</b>   | The Securities will be subject to dilution if/when the Company participates in an equity financing round where investors are offered Preferred Stock for cash or cash equivalents or if compensatory shares are offered to new or existing shareholders. |
| <b>Percentage ownership of the Company by the holders of such Securities (assuming conversion prior to the Offering if convertible securities).</b> | 12.16%   |

|   |  |
|---|--|
| <b>Type of security</b>   | Warrants   |
| <b>Amount outstanding</b>   | 1,440,550  |
| <b>Voting Rights</b>  | N/A  |
| <b>Anti-Dilution Rights</b>   | No   |
| <b>How this Security may limit, dilute or qualify the Securities issued pursuant to Regulation CF</b>   | The Securities will be subject to dilution if/when the Warrants are exercised. |
| <b>Percentage ownership of the Company by the holders of such Securities (assuming conversion prior to the Offering if convertible securities).</b> | 10.06%   |

The Company has the following debt outstanding:

|  |                                |
|--|--------------------------------|
| <b>Type of debt</b>                        | Promissory Notes               |
| <b>Name of creditor</b>                    | Sustainability Initiatives LLC |
| <b>Amount outstanding</b>                  | \$800,000                      |
| <b>Interest rate and payment schedule</b>  | 0                              |
| <b>Amortization schedule</b>               | N/A                            |
| <b>Describe any collateral or security</b> | None                           |
| <b>Maturity date</b>                       | December 31, 2025              |
| <b>Other material terms</b>                | N/A                            |

|  |   |
|--|---|
| <b>Type of debt</b>                        | Convertible Notes   |
| <b>Name of creditor</b>                    | Kevin Miller  |
| <b>Amount outstanding</b>                  | \$100,000.00  |
| <b>Interest rate and payment schedule</b>  | 12% annual interest rate; after the occurrence of an Event of Default, interest shall accrue at the rate of 15.0% per annum.  |
| <b>Amortization schedule</b>               | N/A   |
| <b>Describe any collateral or security</b> | None  |
| <b>Maturity date</b>                       | January 11, 2021  |
| <b>Other material terms</b>                | The principal balance and unpaid accrued interest on this Note will automatically convert into Series Seed Preferred Stock upon the closing of a financing round of \$2M or more. |

|  |   |
|--|---|
| <b>Type of debt</b>                        | Convertible Notes   |
| <b>Name of creditor</b>                    | Chander Dhall   |
| <b>Amount outstanding</b>                  | \$31,500.00   |
| <b>Interest rate and payment schedule</b>  | 12% annual interest rate; after the occurrence of an Event of Default, interest shall accrue at the rate of 15.0% per annum.  |
| <b>Amortization schedule</b>               | N/A   |
| <b>Describe any collateral or security</b> | None  |
| <b>Maturity date</b>                       | January 29, 2021  |
| <b>Other material terms</b>                | The principal balance and unpaid accrued interest on this Note will automatically convert into Series Seed Preferred Stock upon the closing of a financing round of \$2M or more. |

The Company has conducted the following prior Securities offerings in the past three years:

| <b>Security Type</b> | <b>Number Sold</b> | <b>Money Raised</b> | <b>Use of Proceeds</b> | <b>Offering Date</b> | <b>Exemption from Registration Used or Public Offering</b> |
|----------------------|--------------------|---------------------|------------------------|----------------------|--|
| Preferred Stock      | 1,310,000          | \$655,000.00        | Regular Operations     | July 15, 2018        | Regulation D   |
| Convertible Notes    | 2                  | \$150,000.00        | Regular Operations     | July 2019            | Regulation D   |

### ***Valuation***

Based on the Offering price of the Securities, the pre-Offering value ascribed to the Company is \$17.5M.

Before making an investment decision, you should carefully consider this valuation and the factors used to reach such valuation. Such valuation may not be accurate and you are encouraged to determine your own independent value of the Company prior to investing.

### **Ownership**

The Company is broadly held amongst several shareholders.

Below the beneficial owners of 20% percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, are listed along with the amount they own.

| Name          | Percentage Owned Prior to Offering |
|---------------|------------------------------------|
| SI Monday LLC | 59.61%                             |

Following the Offering, the Purchasers will own 0.57% of the Company if the Minimum Amount is raised and 2.85% if the Maximum Amount is raised.

## FINANCIAL INFORMATION

***The Offering is being conducted on an expedited basis due to circumstances relating to COVID19 and pursuant to the SEC's temporary regulatory COVID-19 relief.***

The financial information that has been omitted is not otherwise available and will be provided by an amendment to the offering materials.

Investors should review the complete set of offering materials, including previously omitted financial information, prior to making an investment decision.

No investment commitments will be accepted until after such financial information has been provided.

## Operations

We should have enough liquidity to execute our business plan. We intend to be profitable by December 31, 2020. Our significant challenges are marketing a viable product in a competitive environment and sourcing consistent third party manufacturers to ensure we have sufficient quantities of our product when necessary.

Monday Motorbikes is planning to enter into a strategic partnership with Frog e-mobility to expand its mobility options. Monday Motorbikes intends to achieve profitability in the next 12 months by increasing productivity, and increasing efficiency. We are also developing more affordable electric bicycles to expand our market sectors and increase our sales.

## Liquidity and Capital Resources

The Offering proceeds are essential to our operations. We plan to use the proceeds as set forth above under "use of proceeds", which is an indispensable element of our business strategy. The Offering proceeds will have a beneficial effect on our liquidity, as we currently have under \$200,000 in cash on hand which will be augmented by the Offering proceeds and used to execute our business strategy.

The Company does not have any additional sources of capital other than the proceeds from the Offering.

## **Capital Expenditures and Other Obligations**

The Company does not intend to make any material capital expenditures in the future.

## **Material Changes and Other Information**

### **Trends and Uncertainties**

After reviewing the above discussion of the steps the Company intends to take, potential Purchasers should consider whether achievement of each step within the estimated time frame is realistic in their judgment. Potential Purchasers should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

The financial statements are an important part of this Form C and should be reviewed in their entirety.

## **THE OFFERING AND THE SECURITIES**

### **The Offering**

The Company is offering up to 400,000 of Shares of Preferred Stock for up to \$500,000.00. The Company is attempting to raise a minimum amount of \$100,000.00 in this Offering (the "Minimum Amount"). The Company must receive commitments from investors in an amount totaling the Minimum Amount by January 12, 2021 (the "Offering Deadline") in order to receive any funds. If the sum of the investment commitments does not equal or exceed the Minimum Amount by the Offering Deadline, no Securities will be sold in the Offering, investment commitments will be cancelled and committed funds will be returned to potential investors without interest or deductions. The Company has the right to extend the Offering Deadline at its discretion. The Company will accept investments in excess of the Minimum Amount up to \$500,000.00 (the "Maximum Amount") and the additional Securities will be allocated on a first-come, first-served basis.

The price of the Securities does not necessarily bear any relationship to the Company's asset value, net worth, revenues or other established criteria of value, and should not be considered indicative of the actual value of the Securities.

In order to purchase the Securities you must make a commitment to purchase by completing the Subscription Agreement. Purchaser funds will be held in escrow with North Capital Escrow Services until the Minimum Amount of investments is reached. Purchasers may cancel an investment commitment until 48 hours prior to the Offering Deadline or the Closing, whichever comes first using the cancellation mechanism provided by the Intermediary. The Company will notify Purchasers when the Minimum Amount has been reached. If the Company reaches the Minimum Amount prior to the Offering Deadline, it may close the Offering at least five (5) days after reaching the Minimum Amount and providing notice to the Purchasers. If any material change (other than reaching the Minimum Amount) occurs related to the Offering prior to the Offering Deadline, the Company will provide notice to Purchasers and receive reconfirmations from Purchasers who have already made commitments. If a Purchaser does not reconfirm his or her investment commitment after a material change is made to the terms of the Offering, the Purchaser's investment commitment will be cancelled and the committed funds will be returned

without interest or deductions. If a Purchaser does not cancel an investment commitment before the Minimum Amount is reached, the funds will be released to the Company upon closing of the Offering and the Purchaser will receive the Securities in exchange for his or her investment. Any Purchaser funds received after the initial closing will be released to the Company upon a subsequent closing and the Purchaser will receive Securities via in exchange for his or her investment as soon as practicable thereafter.

In the event that \$100,000 in investments is committed and received by the escrow agent and more than thirty (30) days remain before the Offering Deadline, the Company may conduct the first of multiple closings of the Offering (an “Intermediate Close”), provided all investors receive notice that an Intermediate Close will occur and funds will be released to the Company, at least five (5) business days prior to the Intermediate Close (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Investors who committed on or before such notice will have until 48 hours before the Intermediate Close to cancel their investment commitment. In the event the Company does conduct the first of multiple closes, the Company agrees to only withdraw \$100,000 from escrow and will only conduct the Intermediate Close if more than thirty (30) days remain before the Offering Deadline.

The Company has agreed to return all funds to investors in the event a Form C-W is ultimately filed in relation to this Offering, regardless of any subsequent closes.

Subscription Agreements are not binding on the Company until accepted by the Company, which reserves the right to reject, in whole or in part, in its sole and absolute discretion, any subscription. If the Company rejects all or a portion of any subscription, the applicable prospective Purchaser’s funds will be returned without interest or deduction.

The price of the Securities was determined arbitrarily. The minimum amount that a Purchaser may invest in the Offering is \$200.00.

The Offering is being made through Title3Funds.com, the Intermediary. The following two fields below sets forth the compensation being paid in connection with the Offering.

***Commission/Fees***

7.0% of the amount raised in the Offering.

***Stock, Warrants and Other Compensation***

Securities in an amount equal to 2% of the total number of Securities sold in the Offering.

***Transfer Agent and Registrar***

The transfer agent and registrar for the Securities is Securitize.

***The Securities***

We request that you please review our organizational documents in conjunction with the following summary information.

***Authorized Capitalization***

At the Intermediate Close (if the Minimum Amount is sold), our authorized capital stock will consist of (i) 16,690,000 shares of common stock, par value \$0.000010 per share, of which 16,690,000 common shares will be issued and outstanding, and (ii) 2,390,000 shares of preferred stock, par value \$0.000010 per share, of which 2,390,000 preferred shares will be issued and outstanding.

### ***Dividends***

The dividend rate of the Securities is 0.0% and dividends are not being paid currently. Dividend distribution would be decided by the Board if they believe that a dividend pay out will not have any material adverse effect on the existence business and operations and is in the best interest of the company and its shareholders.

### ***Conversion***

The Securities are convertible into shares of Preferred Stock. The conversion rate is one for one. The Company currently does have enough preferred stock authorized to issue upon conversion.

The following adjustments to the conversion rate may be made: Adjustment for future stock issuances. The preferred stock can be converted into shares of common stock upon sale or merger of the Company. The preferred stock will be automatically converted into common stock upon sale or merger of the Company.

The Securities do have a liquidation preference. The liquidation preference is preferred stockholders get their money back first, ahead of other kinds of stockholders, in the event that the company must be liquidated.

The Securities are not callable by the Company.

### **Voting and Control**

The Securities have the following voting rights: one vote per share

The Company does not have any voting agreements in place.

The Company does not have any shareholder/equity holder agreements in place.

### **Anti-Dilution Rights**

The Securities do not have anti-dilution rights.

### **Restrictions on Transfer**

Any Securities sold pursuant to Regulation CF being offered may not be transferred by any Investor of such Securities during the one-year holding period beginning when the Securities were issued, unless such Securities were transferred: 1) to the Company, 2) to an accredited investor, as defined by Rule 501(d) of Regulation D of the Securities Act of 1933, as amended, 3) as part of an Offering registered with the SEC or 4) to a member of the family of the Investor or the

equivalent, to a trust controlled by the Investor, to a trust created for the benefit of a family member of the Investor or the equivalent, or in connection with the death or divorce of the Investor or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Remember that although you may legally be able to transfer the Securities, you may not be able to find another party willing to purchase them.

### **Other Material Terms**

The Company does not have the right to repurchase the Shares of Preferred Stock.

### **TAX MATTERS**

**EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH HIS OR HER OWN TAX AND ERISA ADVISOR AS TO THE PARTICULAR CONSEQUENCES TO THE INVESTOR OF THE PURCHASE, OWNERSHIP AND SALE OF THE INVESTOR'S SECURITIES, AS WELL AS POSSIBLE CHANGES IN THE TAX LAWS.**

**TO INSURE COMPLIANCE WITH THE REQUIREMENTS IMPOSED BY THE INTERNAL REVENUE SERVICE, WE INFORM YOU THAT ANY TAX STATEMENT IN THIS FORM C CONCERNING UNITED STATES FEDERAL TAXES IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING ANY TAX-RELATED PENALTIES UNDER THE UNITED STATES INTERNAL REVENUE CODE. ANY TAX STATEMENT HEREIN CONCERNING UNITED STATES FEDERAL TAXES WAS WRITTEN IN CONNECTION WITH THE MARKETING OR PROMOTION OF THE TRANSACTIONS OR MATTERS TO WHICH THE STATEMENT RELATES. EACH TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.**

**Potential Investors who are not United States residents are urged to consult their tax advisors regarding the United States federal income tax implications of any investment in the Company, as well as the taxation of such investment by their country of residence. Furthermore, it should be anticipated that distributions from the Company to such foreign investors may be subject to UNITED STATES withholding tax.**

**EACH POTENTIAL INVESTOR SHOULD CONSULT HIS OR HER OWN TAX ADVISOR CONCERNING THE POSSIBLE IMPACT OF STATE TAXES.**

### **TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST**

#### **Related Person Transactions**

From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of 10 percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons.



The Company has not conducted any transactions with related persons.

### **Conflicts of Interest**

To the best of our knowledge the Company has not engaged in any transactions or relationships, which may give rise to a conflict of interest with the Company, its operations or its security holders.

## **OTHER INFORMATION**

### **Bad Actor Disclosure**

The Company is not subject to any Bad Actor Disqualifications under any relevant U.S. securities laws.

## SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

/s/Christian Okonsky  
(Signature)

Christian Okonsky  
(Name)

Executive Director  
(Title)

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

/s/Christian Okonsky  
(Signature)

Christian Okonsky  
(Name)

Executive Director  
(Title)

10/6/2020  
(Date)

### ***Instructions.***

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.

2. The name of each person signing the form shall be typed or printed beneath the signature.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.