# OFFERING MEMORANDUM

## PART II OF OFFERING STATEMENT (EXHIBIT A TO FORM C)

Atlis Motor Vehicles, Inc

7259 East Posada Ave
MESA, AZ 85212

atlismotorvehicles.com

34482 shares of Common Stock

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 literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

## THE OFFERING

Maximum 3,571,429* shares of common stock ($1,035,714.41)

**Maximum subject to adjustment for bonus shares. See 10% Bonus below*

Minimum 34,482 shares of common stock ($9,999.78)

| | |
|---|---|
| **Company** | Atlis Motor Vehicles, Inc |
| **Corporate Address** | 7259 E Posada Ave, Mesa, AZ 85212 |
| **Description of Business** | *X*T pickup truck, charging station, and infrastructure manufacturer |
| **Type of Security Offered** | Common Stock |
| **Purchase Price of Security Offered** | $0.29 |
| **Minimum Investment Amount (per investor)** | $203.00 |

**Perks***

Atlis Motor Vehicles will offer additional perks for those who invested in us at such an early stage.

**<u>*All investors*</u>**

**If we reach our $1 million dollar goal**

- An invitation to our unveiling of the Atlis Motor vehicles plug in electric pickup truck
- 4 Investors will be randomly selected and will receive an Atlis Motor Vehicles pickup truck.
- 1 Investor will be randomly selected to receive a brand new 2018 Ford Raptor

which can be traded for one of our first Atlis Motor Vehicles 75TOR pickup truck when we begin shipping.

**1 Entry for every 100 shares purchased*

**Winners will be selected within 30 days of completion of fund raise*

**Offer excludes family and friends of Atlis Motor Vehicles employees*

**Atlis Motor Vehicles trucks are expected to begin shipping by late 2020*

**Award of Atlis Motor Vehicles pickup truck is contingent on success of Atlis Motor Vehicles starting production.*

**Level 0:** Less then $1015 investment. $500 off your purchase of an Atlis Motor Vehicles *X*T pickup truck. A special invite to the public unveiling event of the 100T pickup truck.

**Level 1:** $1,015 Investment. $1,500 off your purchase of an Atlis Motor vehicles *X*T pickup truck. A special invite to the public unveiling event of the 100T pickup truck. An Atlis Motor Vehicles pickup truck.

**Level 2:** $5,017 Investment. $6,000 off your purchase of an Atlis Motor Vehicles *X*T pickup truck. A special invite to a private test drive event where future owners and investors will be able to test drive our vehicles and give their feedback.

**Level 3:** $10,005+ Investment. $16,000 off your purchase of an Atlis Motor Vehicles *X*T pickup truck. With commitment to purchase an Atlis Motor Vehicles *X*T pickup truck, investors will get an opportunity to participate in driving our pre-production test vehicles as part of our vehicle trial program.

**All perks occur after the offering is completed.*

**<u>The 10% Bonus for StartEngine Shareholders</u>**

Atlis Motor Vehicles, Inc will offer 10% additional bonus shares for all investments that are committed by StartEngine Crowdfunding Inc. shareholders (with ≥ $1,000 invested in the StartEngine Reg A+ campaign) within 24 hours of this offering going live.

StartEngine shareholders who have invested $1,000+ in the StartEngine Reg A+ campaign will receive a 10% bonus on this offering within a 24-hour window of their campaign launch date. This means you will receive a bonus for any shares you purchase. For example, if you buy 1,000 shares of Common Stock at $0.29 / share, you will receive 100 Common Stock bonus shares, meaning you'll own 1,100 shares for $290. Fractional shares will not be distributed and share bonuses will be determined

by rounding down to the nearest whole share.

This 10% Bonus is only valid for one year from the time StartEngine Crowdfunding Inc. investors receive their countersigned StartEngine Crowdfunding Inc. subscription agreement.

**Multiple Closings**

If we reach the target offering amount prior to the offering deadline, we may conduct the first of multiple closings of the offering early, if we provide notice about the new offering deadline at least five business days prior (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

## THE COMPANY AND ITS BUSINESS

**The company's business**

**Description of Business**

Atlis Motor Vehicles Inc is a development and manufacturing company of plug in electric trucks. The company will be developing a full-size plug in electric pickup truck to compete in the full-size pickup truck market. Atlis Motor Vehicles will also be developing a charging station capable of delivery the power required to charge the Atlis Motor Vehicles *X*T pickup truck in 15 minutes. Our pickup trucks are intended to compete in the marketplace by offering a competitive price, lower cost of ownership, and greater vehicle performance. Atlis Motor Vehicles pickup trucks will be built to order, and can be configured and purchased through our online portal.

**Sales**

Atlis Motor Vehicles does not currently have any sales. Atlis Motor Vehicles does plan to begin marketing and taking pre-orders for the T-model pickup truck at a future date.

**Supply chain**

Atlis Motor Vehicles is in the early stages of establishing a supply chain. It should be expected that Atlis Motor Vehicles will have suppliers located at multiple locations around the world, where specific expertise in components resides. Atlis Motor Vehicles will complete final assembly of the vehicle in the United States of American.

**Customer Base**

Atlis Motor Vehicles sells to current and future owners of full-size pickup trucks. Our customers may include, but are not limited to the below personas.

*Contractor* - An individual who works or performs a service within the trades industries, such as electricians, plumbers, and general construction.

*Weekend Warrior* - An individual who uses their vehicle on the weekends for various different projects.

*The weekend traveler* - An individual who uses their pickup truck to haul the boat to the lake, or an RV on a campaign trip.

*Enthusiast* - These are the individuals who long to customize their vehicles. This could be an individual who lowers the vehicle for street use, or raises the vehicle and swaps out bigger tires for an offload adventure.

***Competition***

There are several competitors in the automotive pickup truck industry. Our competitors have many different variations of pickup trucks available to offer customers. No major incumbent automakers has committed to electrification of pickup trucks.

*General Motors* - General Motors develops and manufacturings the Sierra and Chevrolet pickup trucks. Combined the two pickup trucks made up ~35% of the total full-size pickup truck sales in the year 2016. General Motors produces a gasoline, diesel, and hybrid powered version of each model. General Motors is investing heavily into electrification with hybrid, fuel cell, and battery electric vehicles currently in development.

*Ford Motor Company* - Ford develops and manufactures the Ford f-series pickup truck. Ford F-series trucks have been the best selling vehicle repeatedly for the least 10+ years. Currently the Ford F-Series pickup truck makes up ~36% of the total full-size pickup truck sales in 2016. The F-series pickup truck comes in a variety of models with gasoline, diesel, and a new hybrid powertrain for each model. Ford is investing heavily into electrification with multiple battery electric and hybrid vehicles scheduled to be released in the coming years.

*Fiat Diamler Chrysler* - Fiat Diamler Chrylser Group develops and manufacturers the RAM pickup trucks. The RAM pickup truck models come in a variety of versions, with gasoline, diesel, and a new hybrid power train for each model. Currently the RAM trucks make up ~22% of the total full-size pickup truck sales in 2016. Diamler's Mercedes brand is currently developing a large number of electrified vehicles to be released in the coming years.

*Toyota Motor Corporation* - Toyota produces the Tundra model pickup truck. The Tundra comes with a variety of powertrain options that include both diesel (outside the US) and gasoline engines. In 2016, Toyota held onto ~5% of the total full-size pickup truck market. Toyota is investing heavily into electrification, with a primary focus in fuel cell vehicles.

*Nissan Motors* - Nissan sells the Titan model pickup truck. The Titan pickup truck comes with both a diesel and gasoline power train. In 2016 the Nissan Titan held onto approximately 1% of the total market for full-size pickup trucks sold. Nissan has

committed to electrification but details are currently vague as to what will be released.

*Workhorse Group* - Workhorse Group develops and manufactures hybrid drivetrains for the medium duty truck market. Workhorse group recently released a pickup truck that utilities their hybrid drive train for propulsion and has begun taking pre-orders with delivery expected sometime in 2019.

*Tesla* - Tesla's vehicle division currently develops and manufactures electric cars and semi trucks. Tesla does not currently and has not released a pickup truck model, but has hinted that this is coming sometime in 2018.

**Liabilities and Litigation**

Atlis Motor Vehicles currently does not have any liabilities. Atlis Motor Vehicles is not involved in any litigation, nor does Atlis Motor Vehicles have any history of litigation.

**The team**

**Officers and directors**

| | |
|---|---|
| Mark Hanchett | Founder, Director, Chief Executive Officer |

Mark Hanchett
Mark Hanchett has over 10 years of product development experience with 16 successful electromechanical and software product launches. Mark Hanchett brings a passion for solving hard problems in product strategy, design, manufacturing, and business operations, while continuously driving a focus on the best possible customer experience. Mark has served Founder, DIrector, and CEO of Atlis Motor Vehicles since inception in 2016. Prior to starting Atlis Motor Vehicles, Mark Hanchett was a director at Axon Enterprise Inc from 2012 to 2017, leading teams in development of innovative hardware and software products for law enforcement. From 2007 to 2012 Mark Hanchett served as a senior mechanical engineer and project manager leading cross-functional teams through design and development of innovative conductive electrical weapons at Axon Enterprise inc.

Number of Employees: 1

**Related party transactions**

The company has not conducted any related party transactions.

**RISK FACTORS**

These are the principal risks that related to the company and its business:

- **Our patents and other intellectual property could be unenforceable or ineffective once reviews are completed.** We believe the most valuable component of our

intellectual property portfolio is our patents and that part of Atlis Motor Vehicles' current value depends on the strength of these patents. Atlis Motor Vehicles intends to continue to file additional patent applications and build its intellectual property portfolio as we discover new technologies related to the development of plug in electric vehicles.

- **There are several potential competitors who are better positioned than we are to take the majority of the market.** We will compete with larger, established Automotive Manufacturers who currently have products on the markets and/or various respective product development programs. They have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will not render our technology or products obsolete or that the plug in electric pickup truck developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that that competition will intensify. Atlis Motor Vehicles' success depends on our ability to continuously raise funding, keep cost under control, and properly execute in our delivery of the Atlis Motor Vehicles XT pickup truck, Atlis Motor Vehicles XP truck platform, and Advanced Charging Station.
- **Atlis Motor Vehicles is a brand-new company.** Atlis Motor Vehicles was incorporated on November 9th 2016. Atlis Motor Vehicles has no history, no clients, no revenues. If you are investing in this company, it's because you think the Atlis Motor Vehicles plug in electric pickup truck is a good idea, that the IP Company will be able to secure the intellectual property rights to the Atlis Motor Vehicles plug in electric pickup truck and that the company will secure the exclusive marketing and manufacture rights to the Atlis Motor Vehicles plug in electric pickup truck from the IP Company, that we will be able to successfully market, manufacture and sell the Atlis Motor Vehicles plug in electric pickup truck, that we can price it right and sell it to enough people so that the company will succeed. We have yet to sell any Atlis Motor Vehicles plug in electric pickup trucks and we plan to market an Atlis Motor Vehicles plug in electric pickup truck that has no commercial contemporaries. Further, we have never turned a profit and there is no assurance that we will ever be profitable
- **Any valuation of Atlis Motor Vehicles at this stage is pure speculation.** Atlis Motor Vehicles' valuation at this stage is based on an assumed proper equity versus offering made available as part of this crowdfunding effort. There has been no outside contributions or assessment of valuation at this time.
- **Atlis Motor Vehicles business success, timeline, and milestones are estimations.** Atlis Motor Vehicles business success projections and cost models are only estimates. Atlis Motor Vehicles produced these valuations based on existing business models of successful and unsuccessful efforts of other companies within the technology and market space. It should be noted that these estimations may change as Atlis Motor Vehicles continues in development of a plug in electric vehicle, charging station, as well as development of manufacturing facilities.
- **If we cannot continue to raise further rounds of funding, we cannot succeed** Atlis

Motor Vehicles will require additional rounds of funding to complete development and begin shipments of the Atlis Motor Vehicles XT pickup truck. If Atlis Motor Vehicles is unable to secure funding, Atlis Motor Vehicles will be unable to succeed in development of the worlds best pickup truck.

- **Atlis Motor Vehicles will require additional capital infusion to sustain operations.** Atlis Motor Vehicles predicts that we will need to raise an additional $370 million dollars to continue operations for the following 6 years until predicted profitability can be reached. If Atlis Motor Vehicles is unable to raise adequate financing, Atlis Motor Vehicles will be unable to sustain operations for a prolonged period of time.
- **Risk of borrowing** Atlis Motor Vehicles may in the future injure additional debt from financial institutions in the future to sustain operational capabilities.
- **We are still in the development phase and have not begun revenue shipments of product** We are currently in the development phase of the Atlis Motor Vehicles XT pickup truck and have not yet started manufacturing and sales. Cost overruns, scheduling delays, and failure to meet product performance goals may be caused by, but not limited to, unidentified technical hurdles, delays in material shipments, and regulatory hurdles.
- **We may experience delays in design and manufacturing of the Atlis Motor Vehicles XT pickup truck** We may experience significant delays in bringing the Atlis Motor Vehicles XT pickup truck to market due to design considerations, technical challenges, material availability, manufacturing complications, and regulatory considerations. Such delays could materially damage our brand, business, financial goals, operation results, and product.
- **We face significant barriers in development of a competitive EV in a crowded market space** Atlis Motor Vehicles faces significant technical, resource, and financial barriers in development of a battery electric vehicle intended to compete in a crowded pickup truck space. Incumbents have substantially deeper pockets, large pools of resources, and manufacturing experience. Atlis Motor Vehicles will need to contract with development partners who may have existing relationships with incumbent manufacturers, these relationships may pose a significant risk in our ability to successful develop this program.
- **There are significant regulatory and standard performance barriers to overcome** An automotive vehicle manufacturing must overcome significant regulatory requirements such as, but not limited to, highway and insurance safety testing, regulatory mandated safety features, manufacturing and quality control standards, as well as vehicle performance standards. Atlis Motor Vehicles inability to achieve any success in any of these standards and regulatory requirements may adversely affect our brand, business, financial goals, operation results, and product performance.
- **We depend on key personnel and partnerships with specific expertise** Atlis Motor Vehicles ability to successfully develop the XT pickup truck, the XP truck platform, or the Advanced Charging Station is greatly affected by our ability to identify and acquire specific expertise through personnel, partnerships, and acquisitions. If Atlis Motor Vehicles is not able to quickly identify and acquire said expertise, this may significantly affect our ability to execute delivery of the

Atlis Motor Vehicles XT pickup truck, XP truck platform, or the Advanced Charging Station.

- **Electric Vehicle Technology is changing rapidly** There is significant development and investment into electric vehicle technology being made today. Such rapidly changing technology conditions may adversely affect Atlis Motor Vehicles' ability to continuously remain a market leader, provide superior product performance, and an outstanding customer experience.
- **We are substantially at risk of unfavorable regulations** Motor vehicles are subject to substantial regulation under international, federal, state, local and foreign laws regarding safety, performance, and import regulations. Our vehicles will need to comply with many governmental standards and regulations relating to vehicle safety, fuel economy, emissions control, noise control, and vehicle recycling, among others. Compliance with all of these requirements may delay our production launch, thereby adversely affecting our business and financial condition.
- **If we are unable to control the cost of development, cost of manufacturing, and cost of operations of Atlis Motor Vehicles, our business may be substantially affected.** If we are unable to maintain substantially lower cost of manufacturing, developing, design, distributing, and maintaining our vehicles, we may incur significant cost increases which can be material substantial to the operation of our business. We have made, and will continue to make substantial investments into the development of Atlis Motor Vehicles, such investments may have unforeseen costs that we have been unable to accurately predict, which may significantly impact our ability to execute our business as planned. Atlis Motor Vehicles will face significant costs in development and purchasing of materials required to build the XT pickup truck, XP truck platform, and Advanced Charging Station through external partnerships. These purchases are subject to conditions outside the control of Atlis Motor Vehicles and as such, these conditions may substantially affect our business, product, brand, operational, and financial goals.
- **If our vehicles fail to meet performance goals, we may be required to perform recalls** If the Atlis Motor Vehicles' XT pickup truck, XP truck platform, or Advanced Charging Station are unable to meet performance and quality criteria, we may be require to perform product recalls to address said concerns. A product recall can have substantial cost related to performing such corrective actions. Although Atlis Motor Vehicles will perform significant internal testing and qualifications, as well as external qualifications through approved 3rd party vendors against industry standards and regulatory requirements, there will be unperceived conditions which may negatively impact the customer or Company expected performance and safety of our vehicles. As such, Atlis Motor Vehicles may perform a corrective action such as a recall of products, mandatory repairs of defective components, or litigation settlements which can materially affect our financial goals, operation results, brand, business, and products.
- **If we are unable to provide significant charging stations, our business success may be substantially affected** A significant portion of our success is our ability to deploy the appropriate number of charging stations, in strategic locations

relative to our customers and customer behaviors. If Atlis Motor Vehicles is unable to deploy charging stations to specified locations, this may negatively affect our brand, business, financial goals, operational results, and product success in the market. As such, to meet said availability requirements, Atlis Motor Vehicles will require significant capital investments to rapidly deploy said Advanced Charging Stations, as well as development of relationships with third party members who can assist in deployment of said charging stations.

- **If we are unable to address service requirements, we may negatively affect our customer experience.** As such, Atlis Motor Vehicles will require service capabilities be stablished in locations within close proximity to our XT pickup truck and XP truck platform owners. Atlis Motor Vehicles ability to engage with 3rd party operates service stations, as well as our ability to established company operated locations, will be critical to the success of developing a positive customer experience.
- **We may become subject to product liability litigation and complaints.** While Atlis Motor Vehicles will work diligently to ensure that we meet all company and regulatory safety requirements. It is possible that through no known circumstances or conditions of our control, the risk of product liability claims and adverse publicity may occur when manufacturing, developing, marketing, and sales of an automotive vehicle.
- **We may be inherently subjected to conditions which permit only a single source supplier for specific components necessary to develop and manufacture the Atlis Motor Vehicles XT pickup truck, XP truck platform, and Advanced Charging Station.** Atlis Motor Vehicles will continuously and diligently work towards obtaining multiple sources of materials and components to mitigate risk in our supply chain. However, it is possible that specific components or solutions required to manufacturer an electric vehicle may be subject to intellectual properly, material availability, or expertise owned solely by a single supplier. A condition such as a single source supplier may hinder our ability to secure cost, schedule, and long term viability of Atlis Motor Vehicles XT pickup truck, XP truck platform, or Advanced Charging Station.
- **Our Founder, Mark Hanchett, owns a majority of the available shares** Our Founder, Mark Hanchett, currently owns a majority of the outstanding shares of Atlis Motor Vehicles. As such, Mark Hanchett's interest may differ from minors share holders interest. As such, Mark Hanchett can control management direction and most corporate matters require stock holder approval.
- **We have no history in the Automotive market** Although Atlis Motor Vehicles will take significant steps in building brand awareness in the automotive market, Atlis Motor Vehicles is a new company and currently has no history in the automotive market. As such, it is possible that Atlis Motor Vehicles lack of history may impact our brand, business, financial goals, operation performance, and products.

## OWNERSHIP AND CAPITAL STRUCTURE; RIGHTS OF THE SECURITIES

### Ownership

- Mark Hanchett, 73.0% ownership, Common Stock

**Classes of securities**

- Common Stock: 10,132,225

  **Common Stock**

  The Company is authorized to issue up to 17,857,143 shares of common stock. There are a total of 10,132,225 shares currently outstanding.

  **Voting Rights**

  The holders of shares of the Company's common stock, $0.29 par value per share, are entitled to one vote for each share held of record on all matters submitted to a vote of the shareholders.

  **Rights to Receive Liquidation Distributions**

  Liquidation Rights. In the event of our liquidation, dissolution, or winding up, holders of Common Stock are entitled to share ratably in all of our assets remaining after payment of liabilities and the liquidation preference of any then outstanding preferred stock.

  **Rights and Preferences**

  The rights, preferences and privileges of the holders of the company's Common Stock are subject to and may be adversely affected by, the rights of the holders of shares of any series of any additional classes of stock that we may designate in the future.

**What it means to be a Minority Holder**

As a minority holder of Common Stock, you will have limited ability, if all, to influence our policies or any other corporate matter, including the election of directors, changes to the Company's governance documents, additional issuances of securities, company repurchases of securities, a sale of the Company or of assets of the Company, or transactions with related parties.

**Dilution**

Investors should understand the potential for dilution. Each Investor's stake in the Company, could be diluted due to the Company issuing additional shares. In other words, when the Company issues more shares, the percentage of the Company that

you own will decrease, even though the value of the Company may increase. You will own a smaller piece of a larger company. This increases in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round or angel investment), employees exercising stock options, or by conversion of certain instruments (e.g., convertible notes, preferred shares or warrants) into stock.

If we decide to issue more shares, an Investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (although this typically occurs only if we offer dividends, and most early stage companies are unlikely to offer dividends, referring to invest any earnings into the Company).

The type of dilution that hurts early-stage investors mostly occurs when the company sells more shares in a "down round," meaning at a lower valuation than in earlier offerings.

If you are making an investment expecting to own a certain percentage of the Company or expecting each share to hold a certain amount of value, it is important to realize how the value of those shares can decrease by actions taken by the Company. Dilution can make drastic changes to the value of each share, ownership percentage, voting control, and earnings per share.

**Transferability of securities**

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

## FINANCIAL STATEMENTS AND FINANCIAL CONDITION; MATERIAL INDEBTEDNESS

**Financial Statements**

Our financial statements can be found attached to this document. The financial review covers the period ending in 2017-12-31.

**Financial Condition**

**Results of Operation**

We have not yet generated any revenues and do not anticipate doing so until we have completed the building and delivery of product, which we do not anticipate occurring until late 2020. Based on our forecast, with the liquidity of the anticipated full raise amount, we anticipate that we can operate the business for 15 months without revenue generation.

**Year ended December 31, 2016**

**Revenue**

Revenue for fiscal year 2016 was $0.

**Cost of sales**

Cost of sales in 2016 was $0

**Gross margins**

Gross Margin in 2016 was $0.

**Expenses**

The company had expenses of $1,250.97 as of December 31, 2016. The Company's expenses for the year 2016 include legal, R&D, travel, and utility expenses.

**Year ended December 31, 2017**

**Revenue**

Revenue for fiscal year 2017 was $0. Atlis Motor Vehicles does not currently generate revenue, and does not foresee revenue generation being conducted until launch of the Atlis Motor Vehicles *X*T pickup truck in 2020.

**Cost of sales**

Cost of sales in 2017 was $0

**Gross margins**

Gross Margin in 2017 was $0.

**Expenses**

The company had expenses of $41,140 as of December 31, 2017. The Company's expenses for the year 2017 include legal, R&D, travel, and utility expenses.

**Anticipated Plan of Operations**

Atlis Motor Vehicles is currently seeking $973,571.16 of proceeds from a Regulation CF offering. Atlis Motor Vehicles intends to use said proceeds to complete development of the Atlis Motor Vehicles *100*T pickup truck, and Advanced Charging

Station.

December 2017 to March 2018

- Regulation CF Small OPO launch and close
- Establish approved partnerships, statement of work, and development schedules

February 2018 to May 2018

- Complete detailed design work on 100T pickup truck prototype and Advanced Charging Station

April 2018 to June 2018

- Complete assembly of 100T pickup truck battery pack
- Complete assembly of chassis and drive components

May 2018 to July 2018

- Complete assembly of 100P platform to be used in 100T pickup truck.

May 2018 to November 2018

- Complete fabrication of 100T cab, interior, and pickup bed

November 2018 to December 2018

- Complete integration of 100T cab and pickup bed with 100P truck platform to form 100T pickup truck.

December 2018

- Debut 100T!

**Financial Milestones**

Atlis Motor Vehicles is investing for continued development of the Atlis Motor Vehicles *1*T pickup truck, the Atlis Motor Vehicles PEV truck platform, and the Atlis Motor Vehicles Advanced Charging Station as well as continued growth of the Atlis Motor Vehicles brand.

## FINANCIAL STATEMENTS AND FINANCIAL CONDITION; MATERIAL INDEBTEDNESS

**Financial statements**

Our financial statements for the years ending December 31, 2016 and years ending October 31, 2017 can be found as an Exhibit to the Form C of which this Offering Memorandum forms a part.

**Financial condition**

The Company currently does not generate any revenue and does not expect to generate revenue within the following 12 months of operations from the date of close of this offering. The company expects to begin accepting pre-order deposits for commitment to purchase the Atlis Motor Vehicles *X*T pickup truck beginning in year 2018.

**Expenses**

The Company's expenses consist of, among other things, prototype material, tools, and facilities cost to perform proof of concept builds of the Atlis Motor Vehicles rapid charging battery pack, utility and office supply expenses including computers, software programs, as well as phone and internet services, design and development of the Atlis Motor Vehicles *X*T pickup truck, the Atlis Motor Vehicles *X*P truck platform, and the Atlis Motor Vehicles Advanced Charging Station.

*Liquidity and capital resources*

Since its inception in 2016, the Company has raised $10,000 in equity in a single round of funding. In addition, its founder, Mark Hanchett, has also contributed up to $30,000 in funding to facilitiate development of the Atlis Motor Vehicles *X*T pickup truck, Atlis Motor Vehicles *X*P truck platform, and the Atlis Motor Vehicles Advanced Charging Station.

With the net proceeds from this offering, the Company intends to use the proceeds to increase its marketing efforts, to launch a pre-interest campaign, and complete development of a prototype Atlis Motor Vehicles *X*T pickup truck, and Atlis Motor Vehicles Advanced Charging Station.

**2018 Financial Expectations**

Atlis Motor Vehicles currently forecast that in 2018, our expenses will be $1 million dollars. 2018 Expenses are directly contributing to the development of a prototype Atlis Motor vehicles *X*T pickup truck, Atlis Motor Vehicles Advanced Charging Station, and Atlis Motor Vehicles PEV Truck Platform

**2019 Financial Expectations**

In 2019, our expenses will be approximately $20 million dollars. Atlis Motor Vehicles will continue in efforts to develop and build a manufacturing prototype version of the *X*T pickup truck, Atlis Motor Vehicles PEV Truck Platform, and Atlis Motor Vehicles Advanced Charging Station.

R&D Expenses are expected to increase to ~$13 million dollars, with an increase in SG&A expenses to ~$1.5 million dollars. Atlis Motor Vehicles expects to spend approximately $5 million dollars in capital expenditures for tooling, facilities, and other expenses related to development of manufacturing capabilities required to produce the Atlis Motor Vehicles products.

## 2020 Financial Expectations

Atlis Motor Vehicles expects our 2020 capital funding needs will be approximately $50 million dollars, with $10,000,000 in operation and material expenses as we produce our first 100 Atlis Motor Vehicles *X*T pickup trucks, deploy our first 50 Atlis Motor Vehicles Rapid Charging Stations, and produce our first 10 Atlis Motor Vehicles PEV truck platforms.

Atlis Motor Vehicles believes we will generate approximately $6 million dollars in sales of the Atlis Motor Vehicles *X*T pickup truck with the first 100 *X*T pickup trucks sold.

## 2021 Financial Expectations

Atlis Motor Vehicles expects an increase in capital funds needed by 2021, due to operation expenses related to production of the first 1,000 Atlis Motor Vehicles *X*T pickup trucks, and continued growth in manufacturing, engineering, sales, and marketing as Atlis Motor Vehicles works towards solidifying our brand as the leader in electric pickup trucks.

Atlis Motor Vehicles expects to increase capital needs to $100 million dollars with an increase in operation expenses and COGs. Atlis Motor Vehicles believes that sales will increase to $68,000,000 as we ship our first 1,000 Atlis Motor Vehicles *X*T pickup trucks.

## Items that can affect financial expectations

- Changes in expected cost of materials to produce vehicles
- Changes in expected demand resulting in necessity to increase production ramp schedule
- Changes in expected development time, manpower, and material resources needed to complete task related to development of Atlis Motor Vehicles products
- Changes in regulations, policies, or processes required to manufacturer, sell, or distribute Atlis Motor Vehicles products.

## Expected Profitability

Atlis Motor Vehicles expects profitability to be achieved by the 3rd year of revenue generation, or 6 years from company inception. Approximately by the year 2022. Atlis Motor Vehicles' core focus for the first 4 years is growth in the company and brand, while years 5 and 6 will be focused on ramping up sales, production output, and improving efficiency of operations to ensure profitability occurs within 6 years of inception.

## Liquidity and Capital Resources

The company is currently generating operating losses and requires the continued infusion of new capital to continue business operations. If the company is successful

in this offering, we will likely seek to continue to raise capital under crowdfunding offerings, equity or debt issuances, or any other method available to the company.

Since its inception in 2016, the Company has raised $40,000 in equity and cash contributions by the founder and CEO Mark Hanchett.

With the net proceeds from this offering, the Company intends to use the proceeds to increase its marketing efforts, to complete the construction of the prototype Atlis Motor Vehicles 100T pickup truck, and the prototype Atlis Motor Vehicles Advanced Charging station.

**Indebtedness**

The company currently has no debt.

**Recent offerings of securities**

None

**Valuation**

$2,900,000.00

Atlis Motor vehicles bases has not taken on any formal methods of determining our valuation. This valuation is based on our opinions of a fair ownership stake in Atlis Motor Vehicles related to the expected capital being raised.

**USE OF PROCEEDS**

| | Offering Amount Sold | Offering Amount Sold | Offering Amount Sold |
|---|---|---|---|
| Total Proceeds | $9,999.78 | $348,000.00 | $1,035,714.41 |
| Less: Offering Expenses | | | |
| StartEngine Fees (6% total fee) | $599.99 | $20,880.00 | $62,142.86 |
| Net Proceeds | $9,399.79 | $327,120.00 | $973,571.55 |
| Use of Net Proceeds | | | |
| Vehicle Prototype Development | $2,899.79 | $191,120.00 | $561,571.55 |
| Facilities | $- | $15,000.00 | $20,000.00 |
| Marketing | $6,000.00 | $12,000.00 | $50,000.00 |
| General Admin | $- | $20,000.00 | $25,000.00 |
| Working Capital | $- | $55,000.00 | $250,000.00 |
| Legal | $- | $7,000.00 | $18,000.00 |
| Intellectual | $500.00 | $15,000.00 | $25,000.00 |

| | | | |
|---|---|---|---|
| Property | | | |
| Travel | | $12,000.00 | $24,000.00 |
| Total Net Use of Proceeds | $8,899.79 | $238,120.00 | $973,571.55 |

We are seeking to raise a minimum of $9,399.79 and up to $1,035,714.41 in this offering through Regulation Crowdfunding.If we manage to raise $1,035,714.41, we believe the amount will last us 15 months and plan to use the net proceeds of approximately $973,571.55 over the course of that time as follows:

**Product Development**

- Develop the prototype Atlis Motor Vehicles Advanced  Charging Station
- Develop the prototype Atlis Motor Vehicles 100T pickup truck

**Facilities and Location**

- Establish a permanent residence and prototype facility will be established. Two locations are currently in the running.

**Team Members**

- Atlis Motor Vehicles will bring on full-time team members who have previously worked part time on efforts
- Atlis Motor Vehicles will lean on industry experts to assist in developing prototype components and final vehicle assembly.

**Seed Funding Campaign**

- Continue social media campaign to raise funding
- Create campaign video for Startengine.com page.

**Vehicle interest campaign**

- Launch marketing campaign to take pre-order interest for the Atlis Motor Vehicles PEV Pickup truck.

***Irregular Use of Proceeds***

The Company might incur Irregular Use of Proceeds that may include but are not limited to the following over $10,000: Vendor payments and salary made to one's self, a contractor, or colleague; Any expense labeled "Administration Expenses" that is not strictly for administrative purposes; Any expense labeled "Travel and Entertainment"; Any expense that is for the purposes of inter-company debt or back payments.

## REGULATORY INFORMATION

### Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

### Compliance failure

Atlis Motor Vehicles Inc. has not previously failed to comply with Regulation CF.

### Annual Report

The company will make annual reports available at www.atlismotorvehicles.com in the Investor tab labeled annual report. The annual reports will be available within 120 days of the end of the issuer's most recent fiscal year.

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR Atlis Motor Vehicles, Inc

*[See attached]*

**ATLIS MOTOR VEHICLES, INC.**

Unaudited Financial Statements For The Years Ended December 31, 2016 and 2017

January 15, 2018

Jason M. Tyra
CPA PLLC

**Independent Accountant's Review Report**

To Management
Atlis Motor Vehicles, Inc.
Mesa, AZ

We have reviewed the accompanying balance sheet of Atlis Motor Vehicles, Inc. as of December 31, 2017, and 2016, and the related statements of income, retained earnings, and cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

***Accountant's Responsibility***

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the financial statements. We believe that the results of my procedures provide a reasonable basis for our report.

***Accountant's Conclusion***

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

Jason M. Tyra, CPA, PLLC
Dallas, TX
January 15, 2018

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Dallas, TX 75201
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**ATLIS MOTOR VEHICLES, INC.**
**BALANCE SHEET**
**DECEMBER 31, 2017 AND 2016**

| | 2017 | 2016 |
|---|---|---|
| **ASSETS** | | |
| **CURRENT ASSETS** | | |
| Cash | $ 609 | $ (1,251) |
| TOTAL CURRENT ASSETS | 609 | (1,251) |
| TOTAL ASSETS | 609 | (1,251) |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| **SHAREHOLDERS' EQUITY** | | |
| Common Stock (17,857,143 shares authorized; 10,000,000 issued; $.001 par value) | 17,857 | - |
| Additional Paid in Capital | 25,143 | - |
| Retained Earnings (Deficit) | (42,391) | (1,251) |
| TOTAL SHAREHOLDERS' EQUITY | 609 | (1,251) |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | $ 609 | $ (1,251) |

**ATLIS MOTOR VEHICLES, INC.**
**INCOME STATEMENT**
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

| | 2017 | 2016 |
|---|---|---|
| **Operating Income** | | |
| Sales, Net | $ - | $ - |
| Cost of Goods Sold | - | - |
| **Gross Profit** | - | - |
| **Operating Expense** | | |
| Research & Development | 20,130 | 237 |
| Legal & Professional | 5,795 | - |
| Travel | 5,380 | 223 |
| Utilities | 3,919 | 750 |
| Advertising | 3,906 | - |
| Office Expenses | 2,011 | 42 |
| | 41,140 | 1,251 |
| **Net Income from Operations** | (41,140) | (1,251) |
| **Net Income** | $ (41,140) | $ (1,251) |

**ATLIS MOTOR VEHICLES, INC.**
**STATEMENT OF CASH FLOWS**
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

| | 2017 | 2016 |
|---|---|---|
| **Cash Flows From Operating Activities** | | |
| Net Income (Loss) For The Period | $ (41,140) | $ (1,251) |
| **Net Cash Flows From Operating Activities** | (41,140) | (1,251) |
| **Cash Flows From Financing Activities** | | |
| Issuance of Common Stock | 43,000 | - |
| **Net Cash Flows From Investing Activities** | 43,000 | - |
| **Cash at Beginning of Period** | (1,251) | - |
| **Net Increase (Decrease) In Cash** | 1,860 | (1,251) |
| **Cash at End of Period** | $ 609 | $ (1,251) |

## NOTE A- ORGANIZATION AND NATURE OF ACTIVITIES

Atlis Motor Vehicles, Inc. ("the Company") is a corporation organized under the laws of the State of Delaware. The Company intends to develop and manufacture electric vehicles and related infrastructure. The Company was engaged primarily in research and development activities, and had not commenced principal operations as of December 31, 2017.

The Company will conduct an equity crowdfund offering during calendar year 2018, for the purpose of raising operating capital. The Company's ability to continue as a going concern or to achieve management's objectives may be dependent on the outcome of the offering or management's other efforts to raise operating capital.

## NOTE B- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

### Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

### Cash and Cash Equivalents

Cash and cash equivalents include all cash balances, and highly liquid investments with maturities of three months or less when purchased.

### Revenue

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, or services have been rendered, the fee for the arrangement is fixed or determinable and collectability is reasonably assured.

### Advertising

The Company records advertising expenses in the year incurred.

### Income Taxes

The Company is subject to tax filing requirements as a corporation in the federal jurisdiction of the United States. The Company's federal tax filings for 2016, and 2017 will remain subject to review by the Internal Revenue Service until 2020, and 2021, respectively.

The Company is subject to franchise tax filing requirements in the State of Delaware. The Company's tax filings in the State of Delaware for 2016, and 2017 will remain subject to review by that State until 2020, and 2021, respectively.

NOTE C- CONCENTRATIONS OF RISK

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents. The Company places its cash and cash equivalents with a limited number of high quality financial institutions and at times may exceed the amount of insurance provided on such deposits.

NOTE D- SUBSEQUENT EVENTS

Management considered events subsequent to the end of the period but before January 15, 2018, the date that the financial statements were available to be issued.

**EXHIBIT C TO FORM C**

**PROFILE SCREENSHOTS**

*[See attached]*

# Invest in Atlis Motor Vehicles

Atlis Motor Vehicles is a private company with headquarters in Denver, Colorado. We are developing a battery electric pickup truck and a battery electric utility vehicle platform. Our goal is to be the most sustainable and safe vehicle manufacturer and provider of electric vehicles and electric vehicle technology.

Atlis Motor Vehicles, Denver

We are leveraging Formula 1 technologies to produce the Atlis Motor Vehicles XR pickup truck and Atlis Motor Vehicles Utility platform. We have developed the industry's first, patented, 360 degree, 4 wheel independent steering system and a patented, lightweight, high torque, 4 wheel drive system.

## INVESTMENT

Investment opportunities are available through:

Atlas Offering Circular (Reg A+)
Crowd Funding (Reg CF) / IPO (Reg A)

Contact us for more information, please click **Offering Inquiry** button below.

PUBLIC TRADE INVESTORS

Atlis Motor Vehicles
NASDAQ: AMVE

**Financial information is available at:**

- Financial and other material statements and reports are available at the Investor Relations section of our website.
- Financial and other material statements and reports are also posted on our Facebook page and on our Atlis Motor Vehicles YouTube channel.

Financial information is available at:
Investor Relations section of our website
Our Facebook page
Our Atlis Motor Vehicles YouTube channel
Yahoo Finance, Google Finance, Nasdaq, Bloomberg, Morningstar, Reuters, Thomson Reuters, Edgar Online, Hoovers, Factset, Morningstar, Zacks, Stock Analysis, Stock Rover, Finviz, Simply Wall St, Tradingview, Tradestation, Fidelity, Schwab, Robinhood, Ameritrade, Etrade, Webull, Sofi, Vanguard, Merrill Edge, Ally, Tastytrade, Tradier, Public, Webull, Cash App,

VIDEO TRANSCRIPT (Exhibit D)

No Video Present.

**STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)**

Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 6-8% (six to eight percent) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuer hits its goal early, and the minimum offering period of 21 days has been met, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach $1.07M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- 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.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its

target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than $107,000, then during any 12-month period, they can invest up to the greater of either $2,200 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than $107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed $107,000.