# Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)

Rumble Motors, Inc. CF 2
1001 2nd st
Sacramento, CA 95814
rumblemotors.com

Up to $4,194,134.00 in Common Stock at $14.00
Minimum Target Amount: $9,996.00

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.

## Company:

**Company:** Rumble Motors, Inc. CF 2
**Address:** 1001 2nd st, Sacramento, CA 95814
**State of Incorporation:** CA
**Date Incorporated:** February 12, 2019

## Terms:

**Equity**

**Offering Minimum:** $9,996.00 | 714 shares of Common Stock
**Offering Maximum:** $4,194,134.00 | 299,581 shares of Common Stock
**Type of Security Offered:** Common Stock
**Purchase Price of Security Offered:** $14.00
**Minimum Investment Amount (per investor):** $112.00

**Maximum number of shares offered subject to adjustment for bonus shares. See Bonus info below.*

**Investment Incentives and Bonuses***

**Loyalty Bonus | 10% Bonus Shares**

As you have previously invested in Rumble Motors, you are eligible for additional bonus shares.

**Time-Based**

**Friends and Family**

Invest within the first 72 hours and receive 15% bonus shares.

**Super Early Bird**

Invest within the first week and receive 10% bonus shares.

**Early Bird Bonus**

Invest within the first two weeks and receive 5% bonus shares.

**Amount-Based**

**Tier 1 | $500+**

Invest $500+ and receive a 7% discount code for Rumble Motors shop.

**Tier 2 | $1,000+**

Invest $1,000+ and receive a 13% discount code for Rumble Motors shop.

**Tier 3 | $5,000+**

Invest $5,000+ and receive a 40% Discount code for Rumble Motors shop.

**Tier 4 | $10,000+**

Invest $10,000+ and receive a 60% Discount code for Rumble Motors + 5% bonus shares.

**Tier 5 | $25,000+**

Invest $25,000+ and receive a free-of-charge APEX electric bike + 10% bonus shares.

**Tier 6 | $50,000+**

Invest $50,000+ and receive a free of charge any Rumble Motors electric bike + 15% bonus shares.

**In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Bonus shares from perks will not be granted if an investor submits multiple investments that, when combined, meet the perk requirement. All perks occur when the offering is completed.*

**The 10% StartEngine Owners' Bonus**

Rumble Motors will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Crowdfunding Inc. OWNer's bonus.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Common Stock at $14 / share, you will receive 110 shares of Common Stock, meaning you'll own 110 shares for $1400. 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 during the investor's eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are canceled or fail.

Investors will receive the highest single bonus they are eligible for among the bonuses based on the amount invested and the time of offering elapsed (if any). Eligible investors will also receive the Owner’s Bonus and the Loyalty Bonus in addition to the aforementioned bonus.

## The Company and its Business

*Company Overview*

Rumble Motors designs and manufactures electric bikes focusing on cutting-edge

technology, Graphene battery technology, and affordability. Our products bridge the gap between small stand-up scooters and complete electric motorcycles.

The company product was conceived in 2016 in Stockholm, Sweden, and we opened up the company with our primary location in Sacramento, CA, in 2018.

The Rumble Motors design team is in Sweden, and our manufacturing facilities are in Sacramento, CA. Our rapid development cycle has enabled us to launch a new battery technology using Super Capacitor Graphene battery cells.

*Competitors and Industry*

The electric vehicle market is currently bifurcated into small stand-up scooters like those used by Bird and Lime and electric versions of motorcycles and cars produced by companies such as Zero Motorcycles and Tesla.

Rumble Motors sits between these markets and offers products that bridge these two segments. Vehicles that are still small enough to navigate the urban environment yet are more capable than a stand-up scooter.

Our biggest competition would be from established companies such as Zero expanding into the space. Beyond that, we mitigate competition from start-ups by continually expanding our product catalog and adding features, such as solar panels and removable batteries, to our existing lines.

*Current Stage and Roadmap*

**Achievements following our most recent funding round:**

We introduced two new electric bikes, the Air SS and the APEX bike, to the market. Both bikes have been highly successful, and our production lines have sold out during the manufacturing stage.

Our BLIXT battery R&D initiative commenced 18 months ago. Thanks to the funding we received, we were able to create a functional prototype for our electric bikes. Currently, we are in the process of prototyping our BLIXT battery for drones and battery storage.

With a showroom of over 4,000 square feet, the Rumble Motors headquarters has been established in the heart of the Old Town Sacramento district.

Having secured exclusive distribution rights in Canada, Tacoma, WA, and Germany, Rumble Motors is now in a position to expand its production lines to keep up with the demand for its electric bikes.

## The Team

### Officers and Directors

**Name:** Reza Khademi Sr

Reza Khademi Sr's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Mechanical engineer & Director
  **Dates of Service:** July, 2018 - Present
  **Responsibilities:** Product development, there is no salary for the position, however, Khademi Sr. is a majority shareholder of the company.

**Name:** Janet Arellano

Janet Arellano's current primary role is with Portal Pacific US. Janet Arellano currently services 10 to 15 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Managing Director
  **Dates of Service:** July, 2018 - Present
  **Responsibilities:** Overview and control all business operations. Responsible for strategic guidance to the board to ensure that the Company achieves its vision and mission. There is no salary to the position.

Other business experience in the past three years:

- **Employer:** Portal Pacific US
  **Title:** Managing Director
  **Dates of Service:** May, 2013 - Present
  **Responsibilities:** Manage all aspects of the business operation.

**Name:** Reza (RJ) Khademi Jr

Reza (RJ) Khademi Jr's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Chief Executive Officer; Director
  **Dates of Service:** July, 2018 - Present
  **Responsibilities:** Business Development and industrial design of the bikes. Currently, RJ does not receive a salary of his role. At this time there is not a defined plan in place on when RJ will receive a salary for his role as it depends on certain milestones the company will reach.

## Risk Factors

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

***Our business projections are only projections***

There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it's a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business.

***Any valuation at this stage is difficult to assess***

The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

***The transferability of the Securities you are buying is limited***

Any Common Stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an "accredited investor," as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

***Your investment could be illiquid for a long time***

You should be prepared to hold this investment for several years or longer. For the 12 months following your investment, there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities, and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. An existing player may acquire the Company in the educational software development industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

***Management Discretion as to Use of Proceeds***

Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad

discretion in doing so.

*Projections: Forward Looking Information*
Any projections or forward looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

*The amount raised in this offering may include investments from company insiders or immediate family members*
Officers, directors, executives, and existing owners with a controlling stake in the company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

*Some of our products are still in prototype phase and might never be operational products*
It is possible that there may never be an operational product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders.

*Minority Holder; Securities with Voting Rights*
The Common Stock that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and therefore will have a limited ability to influence management's decisions on how to run the business. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

*You are trusting that management will make the best decision for the company*
You are trusting in management discretion. You are buying securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

*This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.*
Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies'

businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amended to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

***Our new product could fail to achieve the sales projections we expected***

Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

***We face significant market competition***

We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may 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 render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

***We are competing against other recreational activities***

Although we are a unique company that caters to a select market, we do compete against other recreational activities. Our business growth depends on the market interest in the Company over other activities.

***We have pending patent approval's that might be vulnerable***

One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

***The CEO of the Company does not currently take a salary for his role.***

Rumble Motors is an early-stage company that has developed multiple products since its inception. Accordingly, the CEO, RJ, does not currently receive a salary for his work. However, RJ is a majority owner of the business. There is some level of risk in investing in a company whose day-to-day operations are managed by an individual who does not receive a salary.

## Ownership and Capital Structure; Rights of the Securities

### Ownership

The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

| Stockholder Name | Number of Securities Owned | Type of Security Owned | Percentage |
|---|---|---|---|
| Reza Khademi, Jr. | 543,000 | Common Stock | 42.31% |
| Reza Khademi Sr | 543,000 | Common Stock | 42.31% |

## The Company's Securities

The Company has authorized equity stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 299,581 of Common Stock.

*Common Stock*

The amount of security authorized is 5,000,000 with a total of 1,283,296 outstanding.

*Voting Rights*

One vote per share.

*Material Rights*

There are no material rights associated with Common Stock.

## What it means to be a minority holder

As a minority holder of Common Stock of the company, you will have limited rights in regards to the corporate actions of the company, including additional issuances of securities, company repurchases of securities, a sale of the company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

## Dilution

Investors should understand the potential for dilution. The investor's stake in a 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 go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock. If the company decides 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 (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

### 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.

### Recent Offerings of Securities

We have made the following issuances of securities within the last three years:

- **Name:** Common Stock
  **Type of security sold:** Equity
  **Final amount sold:** $804,654.82
  **Number of Securities Sold:** 83,296
  **Use of proceeds:** Business development, R&D, operations
  **Date:** July 18, 2019
  **Offering exemption relied upon:** Regulation CF

## Financial Condition and Results of Operations

### Financial Condition

*You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.*

## Results of Operations

### Circumstances which led to the performance of financial statements:

### Revenue

Revenue for fiscal year 2021 was $550,542, which doubled compared to fiscal year 2020 revenue of $260k. Due to the funds raised through StartEngine, we increased our production capacity, allowing us to sell a greater number of electric bikes.

### Cost of sales

In 2021 was $323,641, an increase of approximately $162,495, from costs of $161,146 in the fiscal year 2020. The increase was primarily due to new electric bike models presented to our customers and also an increase in production lines.

### Gross margins

2021 gross profit went from a -$436,911 net income in 2020 to a positive income of $8,452 in 2021.

### Expenses

The Company's expenses consist of, among other things, compensation and benefits, marketing and sales expenses, fees for professional services and patents, research and development expenses, and expenses for BLIXT Graphene battery. Expenses in 2021 decreased from 2020. The reason is we invested in R&D for BLIXT Graphene battery technology.

### Historical results and cash flows:

The company is currently in the final stage of research and development for our BLIXT battery product and has been revenue-generating for its Bike products for the past few years. It is uncertain whether the historical cash flows will be indicative of future revenue and cash flows due to the ongoing stage of development. In the past, cash was primarily generated through equity investments and also through the sales of our bikes. The goal is to transition to generating revenue through the sale of products.

## Liquidity and Capital Resources

### What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)

As of February 2023, the Company has capital resources available in the form of $150,000 cash on hand.

### How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital

**resources available?)**

We consider the funds of this campaign to be essential to the functioning of our company. They are necessary to aid in the production of the BLIXT Graphene battery and to make it available for sale.

**Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)**

We believe the funds from this campaign are necessary for the viability of the Company. Of the total funds that our Company has, 100% will be made up of funds raised from the crowdfunding campaign, if it raises its maximum funding goal.

**How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?**

If the Company raises the minimum offering amount, we anticipate the Company will be able to operate for six months to a year. This is based on expenses related to the production of the BLIXT Grapehn battery and a monthly burn rate of $10,000.

**How long will you be able to operate the company if you raise your maximum funding goal?**

If the Company raises the maximum offering amount, we anticipate the Company will be able to operate for of three years. This is based on inventory, sales and R&D, and a monthly burn rate of $10,000.

**Are there any additional future sources of capital available to your company? (Required capital contributions, lines of credit, contemplated future capital raises, etc...)**

Currently, the Company has not contemplated additional future sources of capital including a line of credit or loans.

## Indebtedness

The Company does not have any material terms of indebtedness.

## Related Party Transactions

The Company has not conducted any related party transactions

## Valuation

**Pre-Money Valuation:** $17,966,144.00

**Valuation Details:**

The Company determined its pre-money valuation for its 2023 offering based on an analysis of multiple factors.

**First:**

After our most recent cashflow increase, we were able to expand our production lines and introduce two new models of electric bikes to our collection. In 2022, we unveiled our very first electric bike for commuting, called APEX. This model was created to appeal to a larger customer base, as the 48V and 52V electric bikes had the highest demand. We designed a premium electric bike to rival the market leaders in this category, such as Super73. We quickly sold all 150 units in just two months, and with sufficient funding to expand our production line for the APEX, we anticipate selling over 2000 units in 2023. We have achieved all time revenue of over $1M and in 2022 had $550,542 in sales (unaudited financials). Based on varied market standards, our products cross over between a few industries including: the Renewable Energy industry (14x multiple), Motorcycles/Automotive Industry (9.2-9.47x multiple), and the Aerospace and Defense industry (BLIXT battery application, 15.27X multiple). In addition, in 2023, we are projecting to sell 2,000 units as noted above. Using a 15.27x multiple of our 2022 unaudited revenue, we have a value of $8,406,776.36. We are projecting 2,000 units at MSRP of $3400 in 2023 ($6.8M in projected sales) x a conservative multiple for the motorcycle industry (9.47x) would lead to a value of $64,396,000. To achieve this possible 2023 revenue will require us to fundraise successfully to be able to complete our purchasing needs to be able to meet our distributor demands. To sell 2,000 units, it will cost us $2.4M to buy and build all necessary parts of the bike.

**Second:**

Over the course of 18 months of research and development, we have invested nearly $200,000 in our BLIXT Graphene battery technology. We now have a fully functional prototype that is ready to be introduced to the electric product market, including applications for bikes, drones, home storage, and cars. Initially, we approached our existing business partners in the electric vehicle and agriculture drone industries with our BLIXT battery technology, and they were immediately interested. We signed non-disclosure agreements to further discuss their product specifications and to develop samples to meet their needs. Currently, we are engaged in an exclusive agreement with a public automotive company to start development on battery prototypes to fit their specific vehicle needs. After launching our second fundraising campaign on Start Engine, we will be showcasing our technology in public for the first time, and opening the doors to new companies to explore business opportunities with our BLIXT battery technology. Our first step is to adapt our Blixt batteries to our own production bikes, thereby increasing our own sales and establishing Rumble Motors as the primary

electric bike company with an innovative battery solution. In addition, we are currently working on our Intellectual Property registrations for patents to cover the US and EU markets. The goal of our BLIXT battery is to first implement it into Rumble Motors products in 2023 and then in 2024 sell kits (conversion kits for other bikes) and then reach out to other competitors and businesses to sell individual batteries. We have a prototype of the Rumble SS bike (high-performance bike) that we hope to complete in the next two months and ship for delivery in Q3 with the BLIXT battery in use.

**Third:**

Since 2016, when we began developing our first electric bike prototype, we have witnessed an incredible surge in the electric vehicle market. This market is currently one of the fastest-growing in the world, and it is supported by countries and governments worldwide. This demonstrates that the electric vehicle market is not only here to stay, but it will also continue to improve, as it is a relatively new market.

For any electric product, the battery has been the missing link. While the technology for the controller, BMS controller, and motors has improved, the most crucial component has been the battery, and we have been using the old lithium-ion battery technology from the 1980s.

However, the BLIXT Graphene battery technology will revolutionize the electric vehicle market by solving all the issues that we have had with lithium-ion batteries. Our BLIXT battery provides three key benefits that address these issues.

First, we have decreased the charging time from 6 hours to just 20 minutes. Second, the lithium-ion batteries have had low charge cycles, with only 1,000 charge cycles, while our BLIXT battery can provide 20,000 charge cycles, reducing the cost of each battery and reducing recycling needs by 20 times. Lastly, our BLIXT batteries are not prone to fire hazards or explosions like lithium-ion batteries.

With these significant benefits of BLIXT batteries, we are looking to capitalize on the growing market of electric vehicles that will reach groundbreaking numbers in the future.

In conclusion, based on our growth as detailed above since our prior offering launched in 2019, the company determined its pre-money valuation for this offering.

**Disclaimers**

The Company set its valuation internally, without a formal-third party independent evaluation. The company only has one class of stock authorized, no stock option plans, and no outstanding convertible securities.

**Forward-Looking Information.** Please note the above includes forward-looking information.

THE OFFERING MATERIALS MAY CONTAIN FORWARD-LOOKING STATEMENTS

AND INFORMATION RELATING TO, AMONG OTHER THINGS, THE COMPANY, ITS BUSINESS PLAN AND STRATEGY, AND ITS INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON THE BELIEFS OF, ASSUMPTIONS MADE BY, AND INFORMATION CURRENTLY AVAILABLE TO THE COMPANY'S MANAGEMENT. WHEN USED IN THE OFFERING MATERIALS, THE WORDS "ESTIMATE," "PROJECT," "BELIEVE," "ANTICIPATE," "INTEND," "EXPECT" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH CONSTITUTE FORWARD-LOOKING STATEMENTS. THESE STATEMENTS REFLECT MANAGEMENT'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE THE COMPANY'S ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE ON WHICH THEY ARE MADE. THE COMPANY DOES NOT UNDERTAKE ANY OBLIGATION TO REVISE OR UPDATE THESE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER SUCH DATE OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

## Use of Proceeds

If we raise the Target Offering Amount of $9,996.00 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*
  5.5%

- *Marketing*
  94.5%
  We will need the first initial funding to market our campaign.

If we raise the over allotment amount of $4,194,134.00, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*
  5.5%

- *Inventory*
  28.0%
  We will invest 30% of our funds in inventory, covering our first order to protect our BLIXT battery for our Rumble Motors electric bikes.

- *Working Capital*
  10.0%
  This will cover our travel expenses to visit our prospects for BLIXT batteries. We will also hire a new team member, an electrical engineer in battery supercapacitor technology.

- *Research & Development*

25.0%
We are still developing our BLIXT battery further to fit new markets; we will aim for the drone industry by 2024.

- *Marketing*
  15.0%
  Marketing is our way to reach new potential customers, which is why we will use 15% over two years for marketing.

- *Operations*
  16.5%
  Lastly, the funds will be utilized to grow Rumble Motors into new locations.

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

# Regulatory Information

## Disqualification

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

## Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

## Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website no later than April 29 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at rumblemotors.com (https://www.rumblemotors.com/blogs/news).

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

(1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;

(2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed $10,000,000;

(3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;

(4) it 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) it liquidates or dissolves its business in accordance with state law.

## Updates

Updates on the status of this Offering may be found at:
www.startengine.com/rumblemotors

## Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

**EXHIBIT B TO FORM C**

**FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR Rumble Motors, Inc. CF 2**

*[See attached]*

RUMBLE MOTORS, INC.

# FINANCIAL STATEMENTS

FOR THE PERIOD ENDED
DECEMBER 31, 2021 AND 2020

TOGETHER WITH
INDEPENDENT AUDITOR'S REPORT

Sep 14, 2022

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# INDEPENDENT AUDITOR'S REPORT

To Owner of Rumble Motors, Inc.:

We have audited the accompanying financial statements of Rumble Motors, Inc., which comprise the Statement of Assets & Liabilities as of December 31, 2021 and 2020, and the related Statement of Operations, Statement of Changes in Owner's Capital and Statements of Cash Flows for the years then ended, and the related notes to the financial statements.

***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.

***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor***'s Conclusion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Rumble Motors, Inc. as of December 31, 2021 and 2020, and the results of their operations and their cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Going Concern

As discussed in Note 11 to the financial statements, Rumble Motors, Inc. has suffered recurring losses from operations and has a net capital deficiency. Management's evaluation of the events and

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Going Concern (Continued)
conditions and management's plans to mitigate these matters are also described in Note 12. Our opinion is not modified with respect to this matter.

Supplementary Information
Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplementary information shown on page 14 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the accompanying supplementary information is fairly stated in all material respects in relation to the financial statements as a whole.

haroon imtiaz, CPA

Haroon Imtiaz, CPA
Mountain House, CA
Dated: Sep 14, 2022

# RUMBLE MOTORS, INC.
## Statement of Assets and Liabilities
## As of December 31, 2021 and 2020

| | Dec. 31, 2021 | Dec. 31, 2020 |
|---|---|---|
| ASSETS: | | |
| Current Assets | | |
| Cash and Cash Equivalents | $ 41,380 | $ 60,988 |
| Accounts receivable | 65 | 1,915 |
| Inventory | 158,857 | 132,500 |
| Other Current assets | 315 | 5,715 |
| Total Current Assets | 200,617 | 201,118 |
| Deposit Paid | 89,971 | 89,971 |
| Fixed Assets, net | - | - |
| Other Asset | - | - |
| Total Assets | 290,588 | 291,089 |
| LIABILITIES AND EQUITY | | |
| Current Liabilities | | |
| Accounts payable and accrued expenses | 11,894 | 10,381 |
| Other current liabilities | - | - |
| Total Current Liabilities | 11,894 | 10,381 |
| Long-term Liabilities | - | - |
| Total Liabilities | 11,894 | 10,381 |
| Share Holders Equity | | |
| Retained Earnings/(Loss) | (674,725) | (237,814) |
| Net Income/(Loss) | 8,452 | (436,911) |
| Net owner's inflow/(outflow) | 944,966 | 955,433 |
| Total Share Holders Equity | 278,693 | 280,708 |
| TOTAL LIABILITIES AND EQUITY | $ 290,588 | $ 291,089 |

# RUMBLE MOTORS, INC.
## Statement of Operations
For the Twelve Months Ended Dec. 31, 2021 and Dec. 31, 2020

| | Twelve Months Ended 2021 | Twelve Months Ended 2020 |
|---|---|---|
| REVENUE, Net | $ 550,542 | $ 260,839 |
| Cost of Sales | 323,641 | 161,146 |
| Gross Profit | 226,901 | 99,692 |
| General and administrative expenses | (259,397) | (536,318) |
| OPERATING INCOME (LOSS) | (32,496) | (436,626) |
| Non-operative gain and losses | | |
| Other Income (Loss) | 41,200 | 200 |
| Miscellaneous Expense | - | - |
| Interest Expense | (250) | (487) |
| Interest Income | - | - |
| Total Non-Operative Gain (Loss) | 40,950 | (287) |
| Net Income (Loss) before Taxes | $ 8,452 | $ (436,911) |

# RUMBLE MOTORS, INC.
## Statement of Changes in Partners' Capital
### For the Twelve Months Ended Dec. 31, 2021 and Dec. 31, 2020

| | | |
|---|---|---|
| Partners' capital, Jan. 1, 2020 | $ | 11,212 |
| Capital contributions | | |
| Owner Investments | | 1,685 |
| Start Engine Investments | | 723,150 |
| Capital distributions | | (18,428) |
| Net income (Loss) | | (436,911) |
| Partners' capital, Dec. 31, 2020 | $ | 280,708 |
| Capital contributions | | |
| Owner Investments | | 55,000 |
| Start Engine Investments | | 66,844 |
| Capital distributions | | (132,312) |
| Net income (Loss) | | 8,452 |
| Partners' capital, Dec. 31, 2021 | $ | 278,693 |

# RUMBLE MOTORS, INC.
## Statements of Cash Flows
### For the Twelve Months Ended Dec. 31, 2021 and Ended Dec. 31, 2020

| | 2021 | 2020 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net Income | $ 8,452 | $ (436,911) |
| Adjustments to reconcile Change in Net Assets to Net cash Provided By (Used For) operating activities: | | |
| (Increase) / Decrease in Accounts Receivable | 1,850 | (1,915) |
| (Increase) / Decrease in Inventory | (26,357) | (116,140) |
| (Increase) / Decrease in Other Current Assets | 5,400 | (5,715) |
| (Increase) / Decrease in Deposit | - | (89,971) |
| Increase / (Decrease) in Accounts payable & accrued expenses | 1,513 | 3,311 |
| Total adjustments | (17,594) | (210,430) |
| Net cash provided (used) by operating activities | (9,142) | (647,341) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Net cash provided (used) by financing activities | - | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Capital distributions | (132,312) | (18,428) |
| Capital contributions | 121,844 | 724,835 |
| Net cash provided (used) by financing activities | (10,468) | 706,407 |
| Net increase (decrease) in cash and equivalent | (19,610) | 59,066 |
| CASH & CASH EQUIVALENTS: Jan. 1, 2021 & Jan. 1, 2020 | 60,988 | 1,922 |
| CASH & CASH EQUIVALENTS: Dec. 31 2021 & Dec. 31 2020 | $ 41,380 | $ 60,988 |

RUMBLE MOTORS, INC.
Notes to Financial Statements
For the Twelve Months Ended Dec. 31, 2021 and Dec. 31, 2020

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## NOTE 1. GENERAL

Rumble Motors, Inc. is organized under the laws of the state of California. Rumble Motors, Inc. was originally founded in 2021. Rumble Motors, Inc. is a family company located in Stockholm, Sweden and Sacramento, California. Rumble Motors, Inc. is a Swedish-American electric vehicle company that designs and manufactures electric bikes. The idea behind Rumble's electric bikes (e-bikes) is to bring the past and the future together. Vision of Rumble Motors, Inc. is to develop sustainable, affordable and fun vehicles for all users to enjoy. The flagship scooter of Rumble Motors, Inc. has the same name as the company, "Rumble", which has been released in multiple editions. The purpose of the bike is for the rider to feel as if they're riding a Cafe Racer, and not a high tech bike. Zero emissions, no more gas - just electricity and pure fun. Rumble Motors, Inc. developed numerous other e-bikes with various designs.

## NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Accounting

The financial statements of the Company are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America. Accordingly, revenues are recognized when earned and expenses are recorded when incurred.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and disbursements during the reporting period. Actual results could differ from those estimates.

### Cash and cash equivalents

For purpose of the statement of cash flows, the Company considers all money market funds and highly liquid debt instruments purchased with a maturity of three months or less when purchased to be cash equivalents.

### Liabilities

Rumble Motors, Inc. maintains current liabilities with no related party payable carrying month to month. Rumble Motors, Inc. maintains no Long term liabilities on its assets.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Advertising Costs

Advertising costs associated with marketing the Company's products and services are generally expensed as costs are incurred.

Revenue Recognition

All revenues are recorded in accordance with ASC 606, Revenue from Contracts with Customers, which is recognized when: (i) a contract with a customer has been identified, (ii) the performance obligation(s) in the contract have been identified, (iii) the transaction price has been determined, (iv) the transaction price has been allocated to each performance obligation in the contract, and (v) the Organization has satisfied the applicable performance obligation over time or at a point in time.

Investments

Investments with readily determinable fair values are reported at fair value based upon quoted market prices or published net asset values for alternative investments with characteristics similar to a mutual fund. Other alternative investments (nontraditional, not readily marketable vehicles), such as certain hedge funds, private equity, alternative hedged strategies and real assets are reported at net asset value, as a practical expedient for estimated fair value, as provided by the investment managers of the respective funds. The reported values may differ from the values that would have been reported had a ready market for these investments existed. All other investments are stated at fair value based upon quoted market prices in active markets.

Fair Value Measurements

The Company determines the fair market value of its financial assets & liabilities based on the fair value hierarchy established in accordance with U.S. generally accepted accounting principles.

Income Taxes

The Rumble Motors, Inc. is subject to Corporate income and state income taxes in the state it does business. A deferred tax asset as a result of net operating losses (NOL) has not been recognized due to the uncertainty of future positive taxable income to utilize the NOL. Due to the recently enacted Tax Cuts and Jobs Act, any NOLs will be limited to 80% of taxable income generated in future years.

Uncertain Tax Provisions

Accounting for uncertain income tax positions, relating to both federal and state income taxes, are required when a more likely than not threshold is attained. If such positions result in uncertainties, then the unrecognized tax liability is estimated based on a cumulative probability assessment that aggregates the estimated tax liability for all uncertain tax positions. With the adoption of these new rules, the Organization assessed its tax positions in accordance with the guidance.

Property, Plant and Equipment

Property, plant and equipment are stated at cost, if purchased or fair value on date of contribution. Depreciation and amortization are computed on a straight-line basis over the estimated useful life of the asset. Capitalization costs incurred in connection with ongoing capital projects are recorded as systems and construction in progress. These costs will be reclassified into categories and depreciated once placed in service. Expenditures for normal maintenance and repairs are charged to expense. The estimated useful lives by asset class are as follows:

| | Years |
|---|---|
| Buildings | 25-50 |
| Buildings improvements | 10 |
| Vehicles | 5 |
| Furniture and office equipment | 5 |
| Software and computer equipment | 3-5 |

Note 3. CASH AND CASH EQUIVALENTS

Cash & cash equivalents at December 31, 2021 and 2020 of the following checking accounts:

| | December 31, 2021 | December 31, 2020 |
|---|---|---|
| Cash | $ 41,380 | $ 60,988 |
| Total | $ 41,380 | $ 60,988 |

NOTE 4. SUBSEQUENT EVENTS

Management has evaluated subsequent events through Sep 14, 2022, the date on which the financial statements were available to be issued. Management has determined that none of the events occurring after the date of the balance sheet through the date of Management's review substantially affect the amounts and disclosure of the accompanying financial statements.

Note 5. FAIR VALUE MEASUREMENT

The Organization values its investments in accordance with GAAP and consistent with the FASB's official pronouncement on Fair Value Measurements for financial assets and liabilities. The pronouncement defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the entities own assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value utilize relevant observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are as follows:
Level 1 Inputs are quoted prices or published net asset values (unadjusted), in active markets for identical assets or liabilities that the Organization has the ability to access at the measurement date.
Level 2 Inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 Inputs are unobservable inputs for the asset or liability.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. In determining fair value, organization utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible; as well as, considers nonperformance risk in its assessment of fair value.

Fair values of assets measured on a recurring basis at Dec. 31, 2021 & 2020 are as follows:

| | | FMV | Quoted Prices in Active Markets for identical Assets (Level 1) | Observables Inputs (Level 2) | Unobservable Inputs (Level 3) |
|---|---|---|---|---|---|
| Cash | Dec. 31, 2021 | $ 41,380 | $ 41,380 | - | - |
| Cash | Dec. 31, 2020 | $ 60,988 | $ 60,988 | - | - |

NOTE 6. LITIGATION, COMMITMENTS AND CONTINGENCIES

From time to time the Rumble Motors, Inc. may be subject to legal proceedings and claims in the ordinary course of its business. However, in the opinion of management, there are no claims, pending or asserted, that will have a material adverse effect on the Company's financial position.

Note 7. SICK LEAVE, VACATION AND OTHER COMPENSATED ABSENCES

Rumble Motors, Inc. is in conformity with the state and federal Labor Laws and Regulations, Family Care and Medical Leave, and Prohibits Workplace Discrimination.

NOTE 8. CONCENTRATIONS OF CREDIT AND MARKET RISK

The Rumble Motors, Inc. maintains substantially all of their cash balances in deposit accounts that at times may exceed Federally insured limits. The Rumble Motors, Inc. has not experienced any losses in such accounts. The Rumble Motors, Inc. believes they are not exposed to any significant credit risk related to these deposit accounts.

Financial instruments that potentially expose the Company to concentrations of credit and market risk consist primarily of cash and cash equivalents. Cash and cash equivalents are maintained at financial institutions and accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. At December 31, 2021 and 2020, the Rumble Motors, Inc. had $0, of uninsured balances at these institutions.

NOTE 9. RELATED PARTY TRANSACTIONS

Company follows ASC 850, "Related Party Disclosures," for the identification of related parties and disclosure of related party transactions. No transactions require disclosure.

NOTE 10. COVID 19

The outbreak of Novel Coronavirus (COVID 19) continues to progress and evolve. Therefore, it is challenging now, to predict the full extent and duration of its business and economic impact. The extent and duration of such impacts remain uncertain and dependent on future developments that cannot be accurately predicted at this time, such as the transmission rate of the coronavirus and the extent and effectiveness of containment actions taken. Given the ongoing economic uncertainty, a reliable estimate of the impact cannot be made at the date of authorization of these financial statements. These developments could impact our future financial results, cash flows

NOTE 10. COVID 19 (Continued)

and financial condition however the management of the Company was hopeful that it will not significantly impact the business of the Company.

NOTE 11. GOING CONCERN

The accompanying balance sheet has been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The entity has not commenced principal operations and realized losses every year since inception and may continue to generate losses. The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results. Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. No assurance can be given that the Company will be successful in these efforts. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities

SUPPLEMENTAL INFORMATION

# RUMBLE MOTORS, INC.
## SUPPLEMENTARY SCHEDULE
## GENERAL AND ADMINISTRATION EXPENSES
For the Twelve Months Ended Dec. 31, 2021 and Dec. 31, 2020

| | Twelve Months Ended 2021 | Twelve Months Ended 2020 |
|---|---|---|
| General and administrative expenses | | |
| Professional & contracted Services | 79,081 | 95,928 |
| Advertising | 106,132 | 105,065 |
| Charitable Donations | 515 | 188 |
| Dues & subscriptions | 7,413 | 2,562 |
| Legal Fee | 7,671 | 302,456 |
| Meals & Entertainment | 3,033 | 3,992 |
| Office supplies & Computer related expenses | 28,095 | 4,376 |
| Merchant fee | 1,885 | 11,892 |
| Postage & mailing fee | 1,153 | 222 |
| Repairs & maintenance | 2,687 | 1,419 |
| Travel | 10,169 | 5,330 |
| Bank Charges | 2,293 | 1,920 |
| Auto Expense | 4,403 | 953 |
| Other Business Expenses | 4,867 | 15 |
| Total General and Administrative expenses | (259,397) | (536,318) |

**EXHIBIT C TO FORM C**

**PROFILE SCREENSHOTS**

*[See attached]*

Rumble Motors is not live or open to the public at this moment.





Rumble Motors is not live or open to the public at this moment.



# Imagine Riding Into The Future, TODAY

Rumble Motors | Investment Crowdfunding | Electric Vehicles | Electric Motorcycles | Electric Scooters | Electric Bikes | Electric Cars | Electric Trucks | Electric Vans | Electric Buses | Electric Boats | Electric Aircraft | Electric Trains | Electric Tractors | Electric Construction Vehicles | Electric Mining Vehicles | Electric Agricultural Vehicles | Electric Military Vehicles | Electric Rockets | Electric Spacecraft | Electric Satellites | Electric Space Stations | Electric Space Tourism | Electric Space Exploration | Electric Space Colonization | Electric Space Mining | Electric Space Manufacturing | Electric Space Construction | Electric Space Transportation | Electric Space Infrastructure | Electric Space Energy | Electric Space Propulsion | Electric Space Power | Electric Space Storage | Electric Space Communication | Electric Space Navigation | Electric Space Robotics | Electric Space Artificial Intelligence | Electric Space Virtual Reality | Electric Space Augmented Reality | Electric Space Mixed Reality | Electric Space Blockchain | Electric Space Cryptocurrency | Electric Space Tokenization | Electric Space Crowdfunding | Electric Space Investment | Electric Space Trading | Electric Space Exchange | Electric Space Brokerage | Electric Space Custody | Electric Space Wallet | Electric Space Security | Electric Space Compliance | Electric Space Regulation | Electric Space Law | Electric Space Policy | Electric Space Governance | Electric Space Ethics | Electric Space Sustainability | Electric Space Environment | Electric Space Climate | Electric Space Energy | Electric Space Power | Electric Space Storage | Electric Space Communication | Electric Space Navigation | Electric Space Robotics | Electric Space Artificial Intelligence | Electric Space Virtual Reality | Electric Space Augmented Reality | Electric Space Mixed Reality | Electric Space Blockchain | Electric Space Cryptocurrency | Electric Space Tokenization | Electric Space Crowdfunding | Electric Space Investment | Electric Space Trading | Electric Space Exchange | Electric Space Brokerage | Electric Space Custody | Electric Space Wallet | Electric Space Security | Electric Space Compliance | Electric Space Regulation | Electric Space Law | Electric Space Policy | Electric Space Governance | Electric Space Ethics | Electric Space Sustainability | Electric Space Environment | Electric Space Climate

**$1.00 Raised**

OVERVIEW | ABOUT | TERMS | PRESS | DISCUSSION | INVESTING FAQS

## REASONS TO INVEST

1. The EV system market is rapidly experiencing the scalability barrier with its conventional sales and distribution. Unlike Rumble Motors' Direct-to-Consumer (D2C) model, which bypasses dealers and offers a 20% lower price point. This model is validated by the success of brands like Bajaj Chetak, which sold over 1 lakh units in its first year of D2C launch. New technology as BLEKT Battery will further enhance the value proposition by offering a 10x faster charging solution.
2. Rumble Motors has a clear path to profitability, driven by its high-margin battery ecosystem and an aggressive timeline. The company is projected to reach its first profitable year in FY2026-27, with a forecasted net profit margin of 15%. This is supported by a strong order book of 5,000 pre-booked units and a clear plan to expand its manufacturing capacity to 50,000 units per year.
3. The investor has a 10-year exit horizon, with a target valuation of ₹500 Crore. This is based on a conservative revenue multiple of 3x, which is significantly lower than the multiples seen in the broader EV sector. The investment is secured by the company's assets, including its intellectual property and its manufacturing facility.

Source

## THE PITCH

Rumble Motors is a start-that-disabled-cheese-electric-vehicle-company that-charges-your-muscles-to-move-on-bikes, cars-and-speed-on-batteries. Our-bikes-have-a-top-speed-of-45-km/h-and-a-range-of-80-km-on-a-single-charge. We-have-already-sold-1,000-units-in-just-two-months-after-its-2023-launch. New-technology-as-BLEKT-Battery-will-further-enhance-the-value-proposition-by-offering-a-10x-faster-charging-solution. Rumble-Motors-has-a-clear-path-to-profitability,-driven-by-its-high-margin-battery-ecosystem-and-an-aggressive-timeline. The-company-is-projected-to-reach-its-first-profitable-year-in-FY2026-27,-with-a-forecasted-net-profit-margin-of-15%.-This-is-supported-by-a-strong-order-book-of-5,000-pre-booked-units-and-a-clear-plan-to-expand-its-manufacturing-capacity-to-50,000-units-per-year.

**Investment**

## More than an E-Bike company

Ad affordable and adrenaline alternatives to gas-guzzling transport

100% chance of an amazing weekend ahead

Total addressable market (TAM) for Rumble Motors' products is estimated to be ₹1,50,000 Crore, based on the number of two-wheeler and three-wheeler sales in India. The company's initial focus is on the urban commuter segment, which has a TAM of ₹50,000 Crore. Rumble Motors' strategy is to first establish a strong brand and a loyal customer base in this segment before expanding into the broader market. The company's long-term vision is to become a leading provider of sustainable transportation solutions, with a portfolio of high-margin energy storage products and a recurring revenue stream.

Long battery luxury life and a ride that fits you, your style and your budget

Rumble Motors' business model is a hybrid of direct-to-consumer (D2C) and business-to-business (B2B). The company sells its electric bikes directly to customers through its website and a network of dealerships. It also plans to sell its battery technology to other companies in the future. This diversified revenue stream will help to mitigate risk and ensure long-term stability.

BY THE NUMBERS

## Saving the planet, one battery at a time

Rumble Motors

Thanks to its patented zero-emission powertrain, **we believe the EV offers a massive, long-term financial and social opportunity.** Unlike fossil-fuel vehicles, which are a major source of pollution, our bikes **emit zero tailpipe emissions (nought, ensuring battery and long-life,** according to the company's internal tests.

Compared to fossil-fuel vehicles, our bikes also store the BLEKT battery and our bikes' batteries.

## Close to zero-emission carbon products

Cost 20x Lower | Charge in 20 Minutes | Power of 10x the Petrol

When it comes to cost of fuel, **we believe the torque and power of the BEV's like an order of the best on the market.** The BEV's have a cost of less than 20x lower, and have battery charge in 20 minutes. The BEV's have a power of 10x the petrol, which is a major advantage for **economy.** The environmental benefits are also significant. The BEV's have a carbon footprint that is 20x lower than petrol vehicles, which is a major advantage for the environment.

Goal: 200+ hrs make this deal battery setup

Sold all 150 units, 2 months after launch at MSRP of $2950

We are seeing our rise in mobility due to increasing concerns about carbon emissions and the need for sustainable transportation. The BEV's have a carbon footprint that is 20x lower than petrol vehicles, and companies report 100% chance of driving as little as 20% of the time, as the BEV's have a range of 200+ miles on a single charge.

This is exactly where our current and future product lines fit in. We believe our E-bikes and BLEKT batteries are **well-suited to benefit from the e-mobility trend** growth, as well as the energy storage market trends.

**LEADING AHEAD**

## Customizable energy for the future

Rumble Motors research engineers are developing the most customizable electric car drivers. It is also a first-mover firm, with 200 hrs of energy storage. Their newly launched car-sized battery is the most customizable on the market.

With their new product, engineering and research and energy storage requirements (EERS), BLEKT, and our manufacturing infrastructure(EERS).

Power up your home with Power Wall

Rumble Motors' Power Wall is a battery that can be used to power your home. The Power Wall unit has the ability to store 10 kWh of energy, and it can be charged in 2 hours. The Power Wall battery is the perfect device to store and use green energy that is generated by solar panels. It can be charged by any solar panel, and it can be used to power your home during a power outage.

Charged with solar energy

Power up your agricultural drone for the season

Power up your agricultural drone for the season. Our agricultural drone market size is expected to reach a value of $7 billion by 2025 from USD 1.78 billion in 2021, registering a 32.1% CAGR during the forecast period. Source

Rumble Motors has developed a new battery technology that can be used to power agricultural drones. The battery is lightweight, has a long cycle life, and is resistant to damage. The proprietary battery technology that Rumble Motors has developed is also extremely energy-dense, which means that drones can fly for longer periods of time.

**EXHIBIT D TO FORM C**

**VIDEO TRANSCRIPT**

**MAIN VIDEO**

Portable Energy. It is a concept that transformed the world and emerged as the technology of the future. But as demand rises, we at Rumble Motors wanted to make portable energy more secure and safer for the environment. That is when the idea of BLIXT was born.

BLIXT, designed to revolutionize modern e-mobility. Graphene, the thinnest and strongest material ever discovered, gives BLIXT its edge in design and performance. This battery charges 10 times faster and lasts 20 times longer. With an impressive 1,680 watt/hour power storage capacity. Cheaper production, lower carbon emissions, and less recycling makes BLIXT the future of an accessible combination of green energy and e-mobility worldwide. Join this journey of energy transformation with us today.

Hello everyone, my name is Mohammad Noureddine, and I am the head R&D engineer at Rumble Motors. For the past 18 months, we've been working on a new battery technology, a graphene supercapacitor battery. I have an example of one of the cells that we use in our battery packs here on my right. In the center, I have an example of what one of these battery packs looks like on the inside. And on my left, I have a traditional lithium-ion battery pack. So, what makes graphene batteries better than traditional lithium-ion battery packs, is that first, they're safer. So traditional lithium-ion battery packs if punctured, they will either catch fire or explode. That is not a problem we have with our graphene batteries, if punctured, they will barely react and no way will they catch fire or explode. Secondly, is the longevity of the lifecycle. So, lithium-ion battery packs have a discharge/charge cycle of close to 1,000 charges and discharges. Graphene batteries on the other hand have closer to 20,000 charge/discharge cycles. That's a 2,000 percent increase from lithium ion. Thirdly, are charge speeds. What would take 6 hours to charge in a lithium-ion battery pack, would take us closer to 30 minutes. And finally, material abundance and environmental impact. Lithium is very harsh on the environment, and it is not abundant, graphene on the other hand is very abundant and much easier to extract and much safer. Now I'd like to share with you what our battery packs look like on the inside. We've prepared a model here that shows you the internals of one of our battery packs. So, what you see on this side is a black graphene plate, this plate is what makes up the anode and the cathode of our batteries. So by stacking them one over the other and separating them by this polymer white-like material you can see here, which acts as the electrolyte, you can make a battery cell. And by stacking these battery cells together and connecting them, you can make a battery pack. We've been working hard to make this a reality and we hope to bring this to market very soon, thank you.

This is only the beginning of BLIXT graphene batteries, with all your support, we will bring BLIXT battery technology to lessen out carbon footprint and create sustainable, powerful energy. And we will do this with one battery at a time. So thank you for your great support and we are very happy to have you on board. Thank you.

**OVERVIEW VIDEO**

So today, we're going to charge the graphene battery supercapacitor, and we are going to use a 40A charger and it will also be available in a 60A charger that actually will charge it in 20 minutes, but for the demo, we are going to use a 40A charger.

We are using a Rumble Air as a test bike, and the graphene battery is installed in the mid-compartment of the bike. Here you will see the battery percentage at zero right now.

We drained the battery, and here is a stopwatch we are going to do a time-lapse, so I'm going to plug it in and let's see how fast we can charge it from zero to hundred percent with a 40A charger, it does a bump immediately.

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 5.5-13% (five and one-half to thirteen) 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.

- As compensation for the services provided by StartEngine Capital, investors are also required to pay StartEngine Capital a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

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 canceled 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, 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 the 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
$5M 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 canceled 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: There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited 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 either $2,200 or 5% of their annual income or net worth, whichever is greater. 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 greater, but their investments cannot exceed $107,000.