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

Poseidon AmphibWorks Corporation
425 W. Park Drive #10
Miami, FL 33172
http://poseidonamphibworks.com/

Up to $1,069,947.50 in Non-Voting Common Stock at $1.25
Minimum Target Amount: $9,999.64

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: Poseidon AmphibWorks Corporation
Address: 425 W. Park Drive #10, Miami, FL 33172
State of Incorporation: FL
Date Incorporated: January 04, 2022

Terms:

Equity

Offering Minimum: $9,999.64 | 8,000 shares of Non-Voting Common Stock
Offering Maximum: $1,069,947.50 | 855,958 shares of Non-Voting Common Stock
Type of Security Offered: Non-Voting Common Stock
Purchase Price of Security Offered: $1.25
Minimum Investment Amount (per investor): $318.00

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

Investment Incentives*

Time-Based Perks

Friends and Family

Invest within the first 48 hours and receive 12% bonus shares + a 15-minute call with Co-Founder and CEO, Steve Tice, and Co-Founder and VP of Amphibious Operations, Captain Andy + a 20-minute Amphicar Amphibious Tour at the Boat House in Orlando, FL.

Super Early Bird Bonus

Invest within the next 2 days to receive 10% bonus shares + a 15-minute call with Co-Founder and CEO, Steve Tice, and Co-Founder and VP of Amphibious Operations, Captain Andy.

Early Bird Bonus

Invest within the next 3 days and receive 5% bonus shares.

Amount Based Perks

Tier 1 | $2,000

Invest $2,000 and receive 3% bonus shares.

Tier 2 | $5,000

Invest $5,000 and receive 6% bonus shares.

Tier 3 | $10,000

Invest $10,000 and receive 9% bonus shares.

Tier 4 | $15,000

Invest $15,000 and receive 12% bonus shares + 15-minute call with Co-Founder and VP of Amphibious Operations, Captain Andy + a 20-minute Amphicar Amphibious Tour at the Boat House in Orlando, Florida (up to 3 people per car).

Tier 5 | $25,000

Invest $25,000 and receive 15% bonus shares + 15-minute call with Co-Founder and CEO, Steve Tice, and Co-Founder and VP of Amphibious Operations, Captain Andy + a 20-minute Amphicar Amphibious Tour at the Boat House in Orlando, FL (up to 3 people).

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

The 10% StartEngine Owners' Bonus

Poseidon AmphibWorks, Inc. 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 $1.06 / share, you will receive 10 additional shares of Common Stock, meaning you'll own 110 shares for $106. 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 investors 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 time of offering elapsed (if any).

The Company and its Business

Company Overview

Poseidon AmphibWorks Corporation (PAWC) is a C Corporation organized under the laws of the state of Florida that intends to develop and produce a family of the “High-Performance Road & Sea Electric Vehicles”, in another word "Road and Sea capabilities combined into one Electric Vehicle". One of our founders, a known amphibious operations expert says "Necessity & Flexibility combined into one Electric Vehicle". We believe this will be a paradigm shift for transport, recreation, business

and government applications.

We are currently in the early pre-prototype stage, in the process of registering Intellectual Property assets and research and development, we do not have a product designed yet nor available on the market.

The Company's business model consists of direct-to-consumer sales/business models focused on current marine and Powersports vehicle owners. Our vehicles will be sold globally beginning with the U.S., direct from our website via a direct-to-consumer business online but serviced and supported through regional service centers. The top 3 reasons to invest in PAWC:

1 - is favorable market, created by a vacuum of all past viable products now not available due to either regulations, excessive maintenance costs;

2 - a unique value proposition to the target customers due to the perfect storm of electric powertrain technology, advanced marine technology and design to cost innovations; and

3 - a project risk mitigating and experienced team consisting of marine engineering expert firms, design to cost innovators, and proven electric powertrain expertise.

These vehicles will be efficient in both mediums, land, and water, clean, modular vehicles for transport, commercial, recreation freedom, and flexibility, that are DUAL capability "Highway Road and Sea".

Amphibious (land/sea capable) vehicles have been a passion for many years around the world, evidenced by the passionate clubs around the world still keeping many of the original 4,000 Amphicars operational, since the invention of the car, however over-priced, low quality/performance compromises have been the only options available (however these were still liked, e g. WaterCar, Gibbs) - Poseidon AmphibWorks, with your help plans to change that and fill that void in the marketplace.

About our name:

Poseidon AmphibWorks, where Poseidon was one of the Twelve Olympians in ancient Greek religion and myth, god of the sea, storms, earthquakes and horses, so commanding performance and flexibility on both land/road and sea is part of our DNA.

We are an electric vehicle and marine engineering-driven company focusing on filling the current void for affordable high-performance multi-function electric amphibious vehicles.

Our 1st vehicle of our product roadmap fills a current void left by 2 defunct ICE-powered amphibs - it is an electric 3+ seater, highway road-legal autocycle (3-wheel) with the integration of high-performance hydrofoil marine capabilities for water travel. The combination of features and performance for our 1st vehicle is UNIQUE and NO VEHICLE LIKE IT EXISTS TODAY.

Our team consists of members with many years of combined experience in: amphibious vehicle operations and sales, marine, electric vehicle powertrain engineering; vehicle composites and traditional manufacturing.

Co-founder Andres Langesfeld (https://car-boat.com) and Steve Tice founder of QuantumWorks (https://www.QuantumWorks.com) have teamed up to develop this product line (see complete team below) to FILL A VOID, by developing a product line of next-generation small to midsize amphib vehicles for a range of applications of markets spanning recreation, adventure, personal/commercial transportation, search/rescue.

QuantumWorks Corporation is the consulting company of CEO Steve Tice. QuantumWorks is a majority shareholder of Poseidon Amphibworks. It is a separate entity from Poseidon Amphibworks Corporation. Steve's primary role is as the CEO of Poseidon and he will switch to focus full-time on the business as the company develops. Steve currently splits his time working for the company and working for QuantumWorks in his role as CEO. Steve Tice spends approximately 30-40 hours per week at Poseidon and 20 hours per week at QuantumWorks.

Competitors and Industry

INDUSTRY

The Global Amphibious Market was ~$2.91B in 2021 and currently estimated to grow to ~$4.71 B in 2027 (src: EMR - https://www.expertmarketresearch.com/reports/amphibious-vehicle-market) This is the TAM or Total Available Market.

The SAM or Serviceable Available Market for 2024 for Non-military for Global is estimated by our team at ~$1B

The SOM or Serviceable Obtainalbe Market for Non-Military Global Early Adopters for 2024 is estimated by our team to be $250m. The Serviceable Obtainable market is most obtainable for this company as short-term growth targets.

The related Amphib ATV 6-8 wheelers TAM: “The global amphibious vehicle market size was $2.66B in 2019 billion projected to reach USD 4.98 billion by 2027, exhibiting a CAGR of 13.05% during the forecast period.” (src: FBI - https://www.fortunebusinessinsights.com/industry-reports/amphibious-vehicle-market-101800)

The related UTV/ATVs TAM global was valued at $7.6 billion in 2017, and is projected to reach $11.95 billion by 2027, registering a CAGR of 6.7% from 2020 to 2027. (src: AMR - https://www.alliedmarketresearch.com/atv-and-utv-market)

Target Markets - U.S., Europe, Middle East, Asia, Australia - Recreation, Outdoorsmen, ecoTourism, rental fleets, water-taxi, ride-share, coastal cities / cargo shuttles, landholders, Law enforcement, emergency rapid response, search and rescue, FEMA. Initial target customer: high disposable income techie toy buyer.

COMPETITORS

The Company has no direct competition today - there are no highway legal amphibious vehicles on the market today which are electric (or gas), that are 3-wheeled (or 4-wheeled) which use hydrofoils for efficient high performance water travel. There were 2 fossil-fueled ICE (internal combustion engine) powered vehicles which were highway legal in limited places around the world but did not use hydrofoils - they are no longer produced. (WaterCar Panther https://www.watercar.com/ and Gibbs Aquada https://gibbsamphibians.com/platform/aquada/). There are vehicles sold today which do have some, not all of our product features - none are highway legal. Summary of those are:

Amphib vehicles NOT electric custom orders only Hydraspyder (https://camillc.com/hydraspyder/), DUTTON amphibs (https://www.timdutton.com/) gas powered built from donor cars ~260 sold to date - REEF 2wd - SURF 4wd both no longer sold

Amphib vehicles that are not electric and are conversions of OEM vehicles with under 10mph water performance and but are road legal: AmphiCrusier Toyota Land Cruiser conversion (https://www.amphicruiser.com/)

Amphib vehicles that are NOT electric with under 10 mph water performance and are NOT road-legal focused on off-road: multi-wheel ARGO (https://argoxtv.com/vehicles/aurora) and MUDD-OX (https://www.muddox.net/mudd-ox-vs-argo/), SHERP (https://argoxtv.com/vehicles/sherp), HYDRATREK (https://hydratrek.com/d2488b/), a few others as well in this class such as custom orders only for Cami LLC (https://camillc.com/hydragator/)

Amphib vehicles that are not electric with under 5 mph road performance, not road legal, good water performance, marginal off-road: performance "wheeled RIBs": Ocean Craft (https://oceancraftmarine.com/amphibious/recreational-amphibious/), SeaLegs (Sealegs does have a model with electric land power only - 5mph top speed - https://www.sealegs.com/sealegs-technology/sealegs-electric/ and https://www.sealegs.com/), Asis (https://asisboats.com/amphibious-boats/), Iguana (https://www.iguana-yachts.com/experience/amphibious-uses/)

Not amphibs, Hydrofoil only but are electric: CANDELA C8 (https://candela.com/candela-c-8/ $300k USD), hybrid electric Foiler (~$1m USD), electric Quadrofoil (https://quadrofoil.com/), Seair foil RIB (https://defence-marine.seair-boat.com/), Edorado Marine (https://edoradomarine.com/), PHEV using Diesel ICE Enata Marine foiler (https://enata.com/product/foiler;jsessionid=B748E4AB78192540EF4D96C7BF93AF71?0), Non-electric Hysucat (https://www.hysucat.com/hysucat-hydrofoil-boat-technology/)

Not amphibs but are electric and are Autocycles (3-wheeler): Aptera (https://aptera.us/), Vanderhall)(https://vanderhallusa.com/models/), Sonders EV

(https://sondorsx.com/pages/sondors-ev), Arcimoto FUV (https://www.arcimoto.com/), Electra Meccanica Solo (https://www.electrameccanica.com/solo/), Nobe (https://nobecars.com/), Elio EV (https://www.eliomotors.com/), Shockwave (https://www.shockwavemotors.com/), Daymak (https://avvenire.ca/products/spiritus/)

New Powersports category vehicles showing unfilled demand for new experiences - These are Not Amphibs and Not Electric: Polaris 3-wheeler SLINGSHOT (https://slingshot.polaris.com/en-us/), BRP 3-wheeler Can-am Spyder (https://can-am.brp.com/on-road/us/en/models/spyder-rt.html) and new performance Pontoon boat, BRP Sea-Doo SWITCH (https://www.sea-doo.com/us/en/pontoons/switch.html)

Current Stage and Roadmap

CURRENT STAGE

"Poseidon AmpibWorks Corporation" was formed with key amphibious industry co-founder and key advisory board members by the QuantumWorks Corporation (QWC). QWC electric vehicle powertrain technology company founded EVDrive in 2011, and itself was founded in 1993, having developed milestone e-vehicles for other companies as part of their development teams and saw a void in the marketplace. As a result QWC decided to build and produce its own vehicles with uniqie patent pending innovations in a new market segment: **Electric Amphibious-Hydrofoil enabled vehicles** with 5 vehicle designs identified in total in the development plan.

Prototype design has gone through it's first iteration as depicted by the computer renderings disclosed. Analysis of key subsystems has already begun as well in developing the second iteration of the design which will be used to build the first full size prototype. Many tradeoffs have been initiated to make sure we build a prototype that has the optimum set of compromises in all areas: cost to mfg at low volume, reliability, multi-use features, operational simplicity, road and water performance.

Initial CFD analysis is showing our truly innovative hydrofoil/thruster design (not shown in our CGI renderings) that, on power, allows our vehicle to be lifted out of the water at the lowest possible speed, dramatically lowering water drag, so the longest range will be possible on water. Milestone hydrofoil boats like Candela show the advantages in range on the water by reducing drag as soon as possible.

FUTURE ROADMAP

The Company’s efforts for the next few years will be focused on completing 1st model prototype design, construction and testing. Followed by development and testing of the pre-production beta and then the final production article for initial volume production. Success of this campaign and subsequent funding rounds will determine the speed we can get this and the rest of the product family to market both in the U.S. and globally.

Prior to the prototype design completion, the following analysis will be completed:

- Tradeoff Analysis of: road powertrain, road suspension tradeoffs, hull construction, marine powertrain, foil retraction, strengthen patent protection

- Global registration and compliance recommended design requirements

- Identify markets that will require distributed mfg in country, that is local assembly to minimize importation duties and taxes (e.g.), also identify any design changes that need to be incorporated

- Contract legal and financial services to support the engineering consulting contracting

- Four other vehicle variations part of this product family, will be analyzed further to verify that the 1st vehicle, LS-1, contains the right modular platform features for further development of these other platforms.

The Team

Officers and Directors

Name: Steve E. Tice

Steve E. Tice's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** President, Secretary, Treasurer, CEO, CTO
  Dates of Service: January 01, 2022 - Present
  Responsibilities: Corporate management and technical design, analysis, simulation vehicle development and project management of the prototypes and pre-production models and production - Salary $0 per month - Voting Power 12.5%. currently splits his time working for the company and working for QuantumWorks in his role as CEO. Steve Tice spends approximately 30-40 hours per week at Poseidon and 20 hours per week at QuantumWorks. Please refer to our risk factors.

Other business experience in the past three years:

- **Employer:** QuantumWorks Corporation
  Title: CEO and CTO
  Dates of Service: September 01, 1993 - Present
  Responsibilities: Corporate management, technical marketing and engineering consulting for 3rd party clients and technical support of the quick serve food division called Paradise Yogurt, a dba of QuantumWorks Corporation

Name: Andres Diego Langesfeld

Andres Diego Langesfeld's current primary role is with Andy Langesfeld Amphibious Vehicle and Amphibious Lifestyle Consulting Sales & Service. Andres Diego Langesfeld currently services 12 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** V.P. Amphibious Operations, co-founder, CMO, CSO, Director
  Dates of Service: January 18, 2022 - Present
  Responsibilities: During prototype development and testing make sure the amphibious capabilities, reliability, maintenance and operations goals are being met through the design - Salary $0 - Voting 12.5%

Other business experience in the past three years:

- **Employer:** Aqua MV Inc.
  Title: Senior Marine Captain
  Dates of Service: January 15, 2018 - Present
  Responsibilities: Operate/Captain companies' vessels, train other operators

Other business experience in the past three years:

- **Employer:** Andy Langesfeld Amphibious Vehicle and Amphibious Lifestyle Consulting Sales & Service
  Title: Freelance consultant - https://car-boat.com is contact page
  Dates of Service: September 15, 2000 - Present
  Responsibilities: Buy, and Sell pre-owned Amphibious Vehicles from various manufacturers and Train customers in use of these vehicles

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:

Uncertain Risk
An investment in the Company (also referred to as “we”, “us”, “our”, or “Company”) involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the SHARES -

non-voting, should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in 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 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 shares 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. The Company may be acquired by an existing player in the vehicle industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

If the Company cannot raise sufficient funds it will not succeed

The Company, is offering shares in the amount of up to $1,070,000 in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds, sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."

We may not have enough capital as needed and may be required to raise more capital.

We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

Terms of subsequent financings may adversely impact your investment
We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

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.

We are reliant on one main type of service

We depend on the sales of vehicles first in the U.S. then around the world. Having the former International Sales Director of Gibbs Amphibians on our team lowers the risk that we can avoid pitfalls encountered by this company and be successful not only around the world but also in the U.S.

We may never have an operational product or service
It is possible that there may never be an operational product line of saleable vehicles 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 Company's making a determination that the business model, or some other factor, will not be in the best interest of Company and its stockholders/members/creditors.

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 for sale in our target markets. 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.

Developing new products and technologies entails significant risks and uncertainties
We are currently in the research and development stage and have only performed preliminary design and analysis for development of the first prototype. Delays or cost overruns in the development of our first prototype and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

Minority Holder; Securities with No Voting Rights
The shares that an investor is buying has no voting rights attached to them. This means that you will have no rights in dictating on how the Company will be run. 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.

Insufficient Funds
The company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it will cease operating and you will get nothing. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future, and if it can't get them, we will fail. Even if we do make a successful offering in the future, the terms of that offering might

result in your investment in the company being worth less, because later investors might get better terms.

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 related products on the market and/or various respective product development programs that will compete for the same purchase funds of our potential customers. 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 are an early stage company and have not yet generated any profits
Poseidon AmphibWorks Corporation was formed on 1/4/2022 as a spinoff of a 29 year old technology company called QuantumWorks Corporation, co-founders of milestone electric powertrain developers, EVDrive Inc, credited with many electric vehicle, and real-time computer graphics milestones (no longer involved with them in any way). Accordingly, the Company has a limited history upon which an evaluation of its

performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. Poseidon AmphibWorks Corporation has incurred a net loss and has had limited revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

We are an early stage company and have limited revenue and operating history
The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that Poseidon AmphibWorks Corporation's Trident LS-1 Electric Hydrofoil-enhanced Amphibious Autocycle is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough peoples so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

We have existing patents that we might not be able to protect properly
One of the Company's most valuable assets is its intellectual property. The Company's has filed patent pending on its concepts and many claims of technologies with not patents granted at time of this file, trademarks, copyrights, Internet domain names, and trade secrets. 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.

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.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective
Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection

without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them

Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business

To be successful, the Company requires capable people to run its day to day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time

Our ability to sell product is dependent on the outside government regulation such as the DOT, NHTSA, FTC (Federal Trade Commission) and other relevant government laws and regulations, as well as similar regulatory agencies in Europe, Asia, Middle East and the rest of the world. The laws and regulations concerning the selling of product may be subject to change and if they do then the selling of product may no longer be in the best interest of the Company. At such point the Company may no longer want to sell product and therefore your investment in the Company may be affected.

We rely on third parties to provide services essential to the success of our business
We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

Over estimation of value of amphibian vehicles to our target customers
Despite one of the co-founders having been immersed in amphibian sales, operations, captaining, training and consulting to ICE powered amphibian companies, and one of our Advisory Board members formerly the Int'l Sales Director for a leading ICE powered amphibian company, Gibbs, they may still have over estimated the value of our electric amphibian vehicles to our target customers and projected sales figures greater then they may actually be in practice.

Rising engineering costs and lower build volume with force higher parts costs may require additional funding and may require higher MSRP of final vehicle.
Rising engineering costs may require more development funds then currently planned. In addition, lower build volumes may result in higher parts costs translating into higher MSRP of final vehicle then currently projected which in turn will lower the actual sales performance.

The Company's Chief Executive Officer currently has multiple roles and does not receive a salary.
Steve Tice, the CEO of Poseidon AmphibWorks Corporation currently splits his time working for the company and qorking for QuantumWorks in his role as CEO. Steve Tice spends approximately 30-40 hours per week at Poseidon and 20 hours per week at QuantumWorks. Steve does not currently receive a salary for his role at Poseidon but owns substantial equity in the company and will receive more equity upon the completion of certain prototype-related milestones. Although Steve spends a significant amount of time per week working at Poseidon, there is some level of risk in investing in a Company whose day-to-day operations are managed by an individual who is not devoting 100% of their time to the Company.

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.

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
Steve E. Tice	1,250,000	Preferred Voting Stock	25.0%
QuantumWorks Corporation	2,500,000	Preferred Voting Stock	50.0%
Andres Diego Langesfeld	1,250,000	Preferred Voting Stock	25.0%

The Company's Securities

The Company has authorized Non-Voting Common Stock, and Preferred Voting Stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 855,958 of Non-Voting Common Stock.

Non-Voting Common Stock

The amount of security authorized is 1,500,000 with a total of 0 outstanding.

Voting Rights

There are no voting rights associated with Non-Voting Common Stock.

Material Rights

There are no material rights associated with Non-Voting Common Stock.

Preferred Voting Stock

The amount of security authorized is 8,500,000 with a total of 8,500,000 outstanding.

Voting Rights

One vote per share.

Material Rights

The amount of shares outstanding includes 2.5 million shares of preferred stock to be issued to each founder and 2.5 million shares of stock to be issued to Quantumworks Corporation, a California Profit Corporation, and a related entity which help set up the business.

What it means to be a minority holder

As a minority holder of the company, you will have no voting 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:** Preferred Stock
  Type of security sold: Equity

Final amount sold: $0.00
Number of Securities Sold: 5,000,000
Use of proceeds: founders stock - QWC 2.5m, SET 1.25m and AL 1.25m
Date: January 04, 2022
Offering exemption relied upon: Section 4(a)(2)

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

How long can the business operate without revenue:

Our company cannot operate for very long without revenue from fundraising (no sales until production is reached). However, assuming reasonable fund raising and when comparing to other electric vehicle startups and their value propositions compared to ours, we hope to be able to raise the minimum funds to operate for at least 24 months until prototype and its testing is complete and then further fund raising for production to begin, and sales thereafter.

Foreseeable major expenses based on projections:

Until production begins with our chosen suppliers, our major expenses will be the prototype design, analysis and simulation and then the build and test of these prototypes. Follow-on fund raising will be required for the final pre-production prototype, manufacturing development, production itself and supporting distribution and sales operations.

Future operational challenges:

Raising sufficient funds to properly design and engineer the prototype(s) and then to test them. If the tests conclude significant design changes are required, additional funding will be required and schedule delays will be incurred to re-engineer the final prototypes.

Following these 2 milestones, sufficient resources will then need to be in place to engineer the pre-production prototype.

Following that miletsone, sufficient resources need to be in place for final manufacturing engineering and build of the production article, the tooling and its manufacturing supply chain and build partners.

Final milestone will require funding to setup distribution, sales, service and all required corporate support functions.

Future challenges related to capital resources:

Even though we have experience being frugal in developing prototypes and getting to production, sufficient resources need to be in place for final engineering and build of the production article, the tooling and its manufacturing supply chain and build partners.

The good news, is by this point, suppliers tend to offer their engineering if they are commited to for production of their subsystems, parts, etc.

Final challenge for capitial resources is to fund the last milestone to setup distribution, sales, service and all required corporate support functions.

Future milestones and events:

If the tests on the initial prototypes conclude significant design changes are required, and/or revised international regulations required design changes, additional funding will be required and schedule delays will be incurred.

Supplier changes, costs, locations, timelines that will demand sufficient resources to be in place for final engineering and build of the production article, tooling and its manufacturing supply and complete build partners.

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 April 2022, the Company has zero cash on hand and has limited capital resources available from shareholder loans from the 3 co-founders. Any amount over the $35k the founders have either already spent or to be spent by end of the campaign will be loans to the company.

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 believe the funds of this campaign are critical to our company operations.

These funds are required to support detailed design, analysis, simulation, building and testing of the first prototype sub-systems and vehicle.

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 to 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.

"OUR SPECIFIED MINIMUM" - If ~10-15% of the maximum funding goal is raised, the first few design and analysis tasks of the next phase can begin.

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 StartEngine minimum offering amount of $10k, all of it will got to StartEngine so we will have to halt current activities and search for new funding sources.

If we raise "OUR SPECIFIED MINIMUM" defined as ~10-15% of the maximum funding goal, then we anticipate the Company will be able to operate for up to 12 months. This is based on projected monthly burn rate of ~$6k for expenses related to preliminary detail engineering which will involve limited contracting, salaries, and development parts.

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 which nets the company ~$982, 870, we anticipate the Company will be able to operate for 24 months. This is based on projected monthly burn rate of ~$41k for expenses related to the execution of such tasks as: detail design, analysis, tradeoffs, simulation, subsystem builds/testing and final prototype complete build and testing. This work will be conducted by a combination of salaried and contracted staff and companies. We can not be sure that this funding will cover all tasks and a completed prototype and testing due to both unforseen technical delays or new tasks revealed during analysis and dependence on 3rd party contractors and firms whose rates and contract amounts may change.

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.

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: $10,625,000.00

Valuation Details:

Reasonable Basis for pre-money valuation broken down into these components:
1 - Technology, Methods, Processes
2 - Management/Founders
3 - Comparison to the Valuation of Competitors & % of Projected Sales

1 - Technology, Methods, Processes
Tech part of Intellectual property of the company has been valued as follows:

LS-1 platform design PATENT PENDING, 3 design iterations, CFD and other analysis - base model plus Camping, windows, solar REX kits - prototype design started, when COMPARED to powersports and marine vehicle companies selling vehicles in this price range and similar capabilites (no one offers our suite of capabilities in one vehicle), this design is valued at least - **$1,000,000**

LS-2 Luxury design which includes upgraded seating, creature comforts, windows, convertible top, built-in air compressor, etc. using similar comparative technique as above valued at **$450,000**

LS-3 Search/Rescue design includes higher accessory power, range extender, built-in air compressor, etc., using similar comparative technique as above, valued at **$450,000**

LS-4 Limo Shuttle design includes revised seating and entry/exit features, etc. using similar comparative technique as above valued at **$350,000**

LS-lite design, a more compact vehicle, using similar comparative technique as above valued at **$650,000**

The electric powertrain control system patentable innovations e.g. differential torque vectoring based power steering, skin radiators, "EV Flat Tow" no othere EV on the markert has this innovation, valued at **$552,000**

The Marine Patentable innovations e.g. prior art completely uniqie "blown foils", differential thruster vectoring based steering and stablilty control valued at **$765,500**

2 - Management/Founders
The founders have 39 years of Technical management experience and specific experience in EV powertrains plus 20+ years in amphibious consulting and operations, plus Founders prior e-powertrain IP and supplier database valued at **$980,000**

Plus Project specific Founders Investment to date (SET, QWC, AL) of **$35,000**

3 - Comparison to the Valuation of Competitors and Experienced Amphibious vehicle Marketing, Sales, Training and Operations and international distribution and local in country manufacturing intellectual property.

Under the "Experienced Amphibious Marketing and Sales intellectual property" portion, our advisory board member Marcelo Benbassat (https://www.linkedin.com/in/marcelo-benbassat-138b743) , was in the "trenches" selling very similar vehicles as the international sales director for GIBBS AMPHIBIANS (over 1,000 ~$50k USD GIBBS QuadSkis were sold worldwide. The reasons we are optimistic about our sales potential worldwide and in more than one application is:
A - these GIBBS vehicles were NOT U.S. road-legal compared to our designs, which is designed from the start to be U.S. highway-legal - also our designs are from the start designed to be Coast Guard compliant so these vehicles will be legal for travel on ALL U.S. bodies of water;
B - our designs have significantly more value proposition (e.g. important decision triggering features assessed against total cost of ownership to the target customers) than the GIBBs Quadski products. With Marcello's in the trenches sale experience both to our target customers and target markets.

Under the "International distribution and local in-country manufacturing intellectual property" portion. From GIBBS and WATERCAR experience we have identified and have relationships with top distributors around the world plus identified in-country final assembly locations/partners which will reduce costs to distribute our vehicles around the world.

Based on our analysis, there are no direct competitors to evaluate our valuation. There are a few electric hydrofoil boat companies, some recently recieved investments such as Candela received $25m in equity investment for design and sales of their $200-300k hydrofoil boats, projecting the sale of Candela's 400 boats per year in 2024.

All portions in this section added together, result in a Contribution to valuation of **$5,312,500**

Conclusion & Disclaimers

Based on the above analysis we determined our pre-money valuation internally, without a formal-third party independent evaluation. The pre-money valuation has been calculated on a fully diluted basis. In making this calculation, we have assumed: (i) all outstanding options, warrants, and other securities with a right to acquire shares are exercised; and (iii) any shares reserved for issuance under a stock plan are

issued.

Use of Proceeds

If we raise the Target Offering Amount of $9,999.64 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*
  3.5%

- *StartEngine Service fee*
  96.5%
  The first 10k from the raise will go towards fees associated with services provided by StartEngine.

If we raise the over allotment amount of $1,069,947.50, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*
  3.5%

- *Research & Development*
  86.5%
  Complete design, analysis, simulation, subsystem build/test for the 1st prototype. In addition, contracting with experts in each field to guide the prototype design and identify key suppliers for not only the prototype build but potentially for production.

- *Salary*
  10.0%
  QuantumWorks Corp, a co-founder and expert in designing and engineering electric vehicles will be contracted to provide design and engineering support for developing the prototypes - max monthly consulting fee may be $4-5k for Steve Tice plus Mechanical CAD engineers as of now at unknown rate as our Advisory Board may suggest using their own staff so the consulting fees would go direct to them instead of QuantumWorks. In addition, during prototype development, Andy Langesfeld may also be contracted to review and approve design details - max consulting fee may be $1-2k per review, possible 2-3 review total is expected.

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 May 04 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at http://poseidonamphibworks.com/ (Within a new footer which will appear on every page under "Annual Reports").

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/poseidon

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 Poseidon AmphibWorks Corporation

[See attached]

Poseidon Amphibworks Corporation. (the "Company") a Florida Corporation

Statement of Financial Position (unaudited) and
Independent Accountant's Review Report

As of inception – January 4th, 2022

Mongio & Associates CPAs LLC
Tax - Accounting - Advisory
Saving Time, Money, & Stress

INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To Management
Poseidon Amphibworks Corporation

We have reviewed the accompanying statement of financial position as of January 4th, 2022 and the related notes. 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 controls 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 engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion
Based on our review, we are not aware of any material modifications that should be made to the accompanying statement of financial position in order for it to be in accordance with accounting principles generally accepted in the United States of America.

Going Concern
As discussed in Note 8, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs.

Vince Mongio, CPA, CIA, CFE, MACC
Miami, FL
March 1, 2022
Vincenzo Mongio

Statement of Financial Position

	As of January 4th, 2022 (inception)
ASSETS	
TOTAL ASSETS	-
LIABILITIES AND EQUITY	
TOTAL LIABILITIES	-
EQUITY	-
TOTAL LIABILITIES AND EQUITY	-

Poseidon Amphibworks Corporation
Notes to the Unaudited Statement of Financial Position
January 4th, 2022 (inception)
$USD

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

Poseidon AmphibWorks Corporation ("the Company") was formed in Florida on January, 4, 2022. The Company plans to earn revenue by selling direct to consumer a product line of Highway Legal Electric Amphibious Hydrofoil Autocycles from a Florida based location. The Company's Corporate headquarters is located in Miami, Florida, with a remote engineering and project management only office in San Diego, CA. The company plans to utilize engineering contractors from all over the world to engineer its product line. The Company's customers will be located in the United States and the rest of the world.

The Company will conduct a crowdfunding campaign under regulation CF in 2022 to raise operating capital.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Our financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). Our fiscal year ends on December 31. The Company has no interest in variable interest entities and no predecessor entities.

Use of Estimates and Assumptions

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 the financial statements and the reported amounts of revenues and expenses during the reporting period. 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.

Fair Value of Financial Instruments

ASC 820 "*Fair Value Measurements and Disclosures*" establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets;
Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Concentrations of Credit Risks

The Company's financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents. The Company places its cash and cash equivalents with financial institutions of high credit

worthiness. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

Revenue Recognition

The Company recognizes revenue from the sale of products and services in accordance with ASC 606,"Revenue Recognition" following the five steps procedure:

Step 1: Identify the contract(s) with customers
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to performance obligations
Step 5: Recognize Revenue When or As Performance Obligations Are Satisfied

The Company will identify and analyze its performance obligations with respect to customer contracts once the first contract is signed.

Equity based compensation - ASC 718-10-50

The Company does not currently have an equity-based compensation plan.

Income Taxes

The Company is subject to Corporate income and state income taxes in the state it does business.

Recent accounting pronouncements

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

NOTE 3 – RELATED PARTY TRANSACTIONS

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

NOTE 4 – CONTINGENCIES, COMPLIANCE WITH LAWS AND REGULATIONS

We are currently not involved with or know of any pending or threatening litigation against the Company or any of its officers. Further, the Company is currently complying with all relevant laws and regulations.

NOTE 5 – DEBT

None.

NOTE 6 – EQUITY

The Company has authorized 10,000,000 shares with a par value of $0.7133 per share.

7,500,000 shares are delineated as preferred shares. Preferred shareholders take priority over common holders and are entitled to one vote per share. 7,500,000 shares are issued and outstanding as of the date of these financials.

2,500,000 shares are delineated as common, non-voting shares. 0 shares are issued and outstanding as of the date of these financials.

NOTE 7 – SUBSEQUENT EVENTS

The Company has evaluated events subsequent to January 4th, 2022 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through March 1, 2022, the date these financial statements were available to be issued. No events require recognition or disclosure.

NOTE 8 – 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 may 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.

NOTE 9 – RISKS AND UNCERTAINTIES

COVID-19

The spread of COVID-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses remains unclear currently. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods. Note: this disclosure assumes there is no significant doubt about the entity's ability to continue as a going concern.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

Poseidon Amphibiworks Corporation

Sector: Consumer Goods

Price	$0.00 USD
Day Range	$0.00 - $0.00
52 - Wk	$0.00 - $0.00
Volume	0.00%
Avg Vol	0.00%
52 - Wk Chg	0.00%
P/E	0.00
Eps	0.00

Add to watch list

Chart by TradingView

Company - Poseidon Amphibiworks Corporation is a Nevada corporation with its principal offices in Sarasota, Florida. Poseidon is a leading manufacturer of amphibious vehicles and other products for the military, first responders, and the general consumer market. Poseidon's amphibious vehicles are unique in that they are able to transition from land to water and back in a matter of seconds, without any loss of speed or maneuverability. Poseidon's amphibious vehicles are also unique in that they are able to operate on land and in the water, in all weather conditions, and in all terrains, without any loss of speed or maneuverability. Poseidon's amphibious vehicles are also unique in that they are able to operate on land and in the water, in all weather conditions, and in all terrains, without any loss of speed or maneuverability, while carrying a payload of up to 2,000 pounds. Poseidon's amphibious vehicles are also unique in that they are able to operate on land and in the water, in all weather conditions, and in all terrains, without any loss of speed or maneuverability, while carrying a payload of up to 2,000 pounds, and towing a payload of up to 2,000 pounds. Poseidon's amphibious vehicles are also unique in that they are able to operate on land and in the water, in all weather conditions, and in all terrains, without any loss of speed or maneuverability, while carrying a payload of up to 2,000 pounds, and towing a payload of up to 2,000 pounds, while being able to operate in a variety of weather conditions, including rain, snow, and ice.

Poseidon's amphibious vehicles are also unique in that they are able to operate in a variety of terrains, including mud, sand, and water, and are able to navigate through obstacles such as trees, rocks, and other obstacles. Poseidon's amphibious vehicles are also unique in that they are able to operate in a variety of terrains, including mud, sand, and water, and are able to navigate through obstacles such as trees, rocks, and other obstacles, while being able to operate in a variety of weather conditions, including rain, snow, and ice. Poseidon's amphibious vehicles are also unique in that they are able to operate in a variety of terrains, including mud, sand, and water, and are able to navigate through obstacles such as trees, rocks, and other obstacles, while being able to operate in a variety of weather conditions, including rain, snow, and ice, while being able to carry a payload of up to 2,000 pounds, and tow a payload of up to 2,000 pounds. Poseidon's amphibious vehicles are also unique in that they are able to operate in a variety of terrains, including mud, sand, and water, and are able to navigate through obstacles such as trees, rocks, and other obstacles, while being able to operate in a variety of weather conditions, including rain, snow, and ice, while being able to carry a payload of up to 2,000 pounds, and tow a payload of up to 2,000 pounds, while being

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

Driving a vehicle that shreds through water as easily as on highways—to CHILL, bypass traffic or save a life—is nothing short of exhilarating.

Poseidon AmphibWorks understands how climate change will reshape borders, change transportation, and shift our disaster response efforts.

Our solution, the Trident LS-1, will be amphibious transportation reimagined—patent pending with the latest electric vehicle and marine technology, it's designed to be a triple threat in commercial, recreational, and search and rescue applications.

Trident's 3-motor all wheel drive will handle like the latest SUVs while still quick-launching from thousands of boat ramps worldwide.

We believe Trident will deliver the longest range possible on the smallest battery, using the latest active stabilization hydrofoil technology to "fly over the water," reducing drag dramatically and improving ride quality.

Steve: For me, living within a mile of 5 boat ramps in coastal San Diego, a 16 to 21-foot boat that requires a trailer, tow vehicle and storage is typically more money and trouble than it's worth. So, trident plans to bypass the extra cost and hassle while being extremely highway capable and efficient.

Camera on Steve and then cut to this Nav map function - this is my house and 5 or so closest boat ramps

We are in the pre-prototype phase, but to mitigate risk, our founders—experts in amphibious operations, electric powertrains, technology project management—are joined by an advisory board from world-class marine, Electric vehicle engineering and design-to-manufacturing firms, and we have a former Gibbs Amphibian International sales director.

Plus, Co-founder Captain Andy Langesfeld has over 20 years of experience with almost every type of water vehicle imaginable—if it's landed, launched, skimmed or hovered, he's operated it. His amphibious expertise shepherded our design, which we believe will be the ultimate freedom machine and yacht tender in a booming market.

Chart a course with the sustainable, adaptive amphibious vehicle of the future—invest with us Poseidon AmphibWorks today!

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.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

[See attached]

Electronic Articles of Incorporation For

P22000004555
FILED
January 04, 2022
Sec. Of State
jafason

POSEIDON AMPHIBWORKS CORPORATION

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

POSEIDON AMPHIBWORKS CORPORATION

Article II

The principal place of business address:

425 W PARK DRIVE
#10
MIAMI, FL. US 33172

The mailing address of the corporation is:

425 W PARK DRIVE
#10
MIAMI, FL. US 33172

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000,000

Article V

The name and Florida street address of the registered agent is:

ANDERSON LAW FIRM PLLC
581 N PARK AVE
STE 2355
APOPKA, FL. 32712

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: NEQUOSHA ANDERSON

P22000004555
FILED
January 04, 2022
Sec. Of State
jafason

Article VI

The name and address of the incorporator is:

NEQUOSHA ANDERSON
581 N PARK AVE
STE 2355
APOPKA FL 32712

Electronic Signature of Incorporator: NEQUOSHA ANDERSON

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
STEVE E TICE
3304 BUENA VISTA ST
SAN DIEGO, CA. 92109 US

Title: SEC
STEVE E TICE
3304 BUENA VISTA ST
SAN DIEGO, CA. 92109 US

Title: TREA
STEVE E TICE
3304 BUENA VISTA ST
SAN DIEGO, CA. 92109 US

Article VIII

The effective date for this corporation shall be:

01/01/2022

P22000004555

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☒ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only

600384848406

04/11/22--01026--002 **35.00

RECEIVED
2022 APR 11 AM 8:07

FILED
2022 APR 11 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BRUMBLEY
APR 11 2022

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: POSEIDON AMPHIBWORKS CORPORATION

DOCUMENT NUMBER: P22000004555

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

NEQUOSHA ANDERSON, ESQ.
Name of Contact Person

ANDERSON LAW FIRM PLLC
Firm/ Company

581 N. PARK AVE. STE. 2355
Address

APOPKA, FL 32712
City/ State and Zip Code

OFFICE@ANDERSONLAWFL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NEQUOSHA ANDERSON at (407) 801-8000
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- [x] $35 Filing Fee
- [ ] $43.75 Filing Fee & Certificate of Status
- [ ] $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- [ ] $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

POSEIDON AMPHIBWORKS CORPORATION

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp." "Inc." or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

FILED
2022 APR 11 AM 8:21

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

_____
(Florida street address)

New Registered Office Address: _____, Florida _____
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

_____
Signature of New Registered Agent, if changing

Check if applicable
☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
2) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
3) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
4) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
5) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
6) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____

E. **<u>If amending or adding additional Articles, enter change(s) here</u>**:
(Attach *additional sheets, if necessary*). *(Be specific)*

THEC

THE CORPORATION HAS AMENDED ARTICLE IV TO READ AS FOLLOWS:

8.5 MILLION PREFERRED VOTING SHARES

1.5 MILLION COMMON (NON-VOTING SHARES)

F. **<u>If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:</u>**
(*if not applicable, indicate N/A*)

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date <u>if applicable</u>: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(<u>CHECK ONE</u>)**

☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

Dated APRIL 07, 2022

Signature _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

STEVE E. TICE
(Typed or printed name of person signing)

PRESIDENT, CEO, CTO, CHAIRMAN
(Title of person signing)