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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2024

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________ to__________

Commission file number: 001-34643

AYRO, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**98-0204758** (I.R.S. Employer Identification No.)
900 E. Old Settlers Boulevard, Suite 100 **Round Rock, Texas** (Address of principal executive offices)	**78664** (Zip Code)

(512) 994-4917
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	AYRO	The NASDAQ Stock Market LLC

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of May 14, 2024, the registrant had 5,300,220 shares of common stock outstanding.

AYRO, Inc.
Quarter Ended March 31, 2024

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PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements (Unaudited)

AYRO, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	March 31, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 5,460,290	$ 33,440,867
Restricted cash	10,000,000	10,000,000
Marketable securities	23,640,637	-
Accounts receivable, net of allowance for credit losses of $121,993 and $53,696 at March 31, 2024, and December 31, 2023, respectively	137,824	219,000
Inventory	3,676,501	3,431,982
Prepaid expenses and other current assets	1,410,190	1,887,782
Total current assets	44,325,442	48,979,631
Property and equipment, net	2,834,018	3,117,164
Operating lease – right-of-use asset	623,813	671,451
Deposits and other assets	89,265	95,532
Total assets	**$ 47,872,538**	**$ 52,863,778**
LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 2,376,161	$ 2,456,258
Accrued expenses and other current liabilities	1,452,388	1,656,541
Current portion lease obligation – operating lease	201,324	196,682
Total current liabilities	4,029,873	4,309,481
Derivative liability	9,391,000	9,400,000
Warrant liability	12,247,000	13,319,800
Lease obligation - operating lease, net of current portion	451,039	502,831
Total liabilities	**26,118,912**	**27,532,112**
MEZZANINE EQUITY		
Redeemable Series H-7 Convertible Preferred Stock, ($0.0001 par value per share and $1,000 face value per share; authorized - 22,000 shares; issued and outstanding - 22,000 and 22,000 shares, at March 31, 2024, and December 31, 2023, respectively). Liquidation preference of $25,277,468 as of March 31, 2024	14,741,498	11,193,939
Stockholders' equity:		
Preferred Stock, (authorized – 20,000,000 shares)	-	-
Series H Convertible Preferred Stock, ($0.0001 par value per share; authorized – 8,500 shares; issued and outstanding – 8 shares as of March 31, 2024, and December 31, 2023, respectively) Liquidation preference of $2 as of March 31, 2024	-	-
Convertible Preferred Stock Series H-3, ($0.0001 par value; authorized – 8,461 shares; issued and outstanding – 1,234 shares as of March 31, 2024, and December 31, 2023, respectively) Liquidation preference of $215 as of March 31, 2024	-	-
Series H-6 Convertible Preferred Stock, ($0.0001 par value per share; authorized – 50,000 shares; issued and outstanding – 50 shares as of March 31, 2024, and December 31, 2023, respectively) Liquidation preference of $1,043 as of March 31, 2024	-	-

Common Stock, ($0.0001 par value; authorized – 200,000,000 shares; issued and outstanding – 4,937,678 and 4,913,907 shares as of March 31, 2024, and December 31, 2023, respectively)	494	492
Additional paid-in capital	125,980,425	129,467,274
Accumulated deficit	(118,968,791)	(115,330,039)
Total stockholders' equity	7,012,128	14,137,727
Total liabilities, mezzanine equity and stockholders' equity	**$ 47,872,538**	**$ 52,863,778**

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

AYRO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended March 31,	
	2024	**2023**
Revenue	$ 58,351	$ 113,084
Cost of goods sold	1,183,207	219,792
Gross loss	(1,124,856)	(106,708)
Operating expenses:		
Research and development	760,417	2,129,990
Sales and marketing	268,355	718,092
General and administrative	3,062,326	2,843,317
Total operating expenses	4,091,098	5,691,399
Loss from operations	(5,215,954)	(5,798,107)
Other income (expense):		
Other income, net	—	61,698
Interest income	153,298	144,360
Change in fair value - warrant liability	1,072,800	—
Change in fair value - derivative liability	9,000	—
Unrealized gain (loss) on marketable securities	(35,019)	51,280
Realized gain on marketable securities	377,123	65,000
Other income (expense), net	1,577,202	322,338
Net loss	$ (3,638,752)	$ (5,475,769)
Preferred stock dividends	(452,086)	—
Accretion of discounts to redemption value of Series H-7 Convertible Preferred Stock	(3,095,473)	—
Net loss attributable to common stockholders	(7,186,311)	(5,475,769)
Net loss per share, basic and diluted	$ (1.46)	$ (1.17)
Basic and diluted weighted average Common Stock outstanding	4,929,490	4,664,988

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

AYRO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY
(UNAUDITED)

Three Months Ended march 31, 2024

	Series H-7 Preferred Stock		Series H Preferred Stock		Series H-3 Preferred Stock		Series H-6 Preferred Stock		Common Stock		Additional Paid-in	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	(Deficit)	Total
Balance, January 1, 2024	22,000	$ 11,193,939	8	$ —	1,234	$ —	50	$ —	4,913,907	$ 492	$ 129,467,274	$ (115,330,039)	$ 14,137,727
Stock based compensation	—	—	—	—	—	—	—	—	—	—	12,398	—	12,398
Vested Restricted Stock	—	—	—	—	—	—	—	—	23,771	2	48,312	—	48,314
Dividends (Accrued Series H-7 Preferred)	—	452,086	—	—	—	—	—	—	—	—	(452,086)	—	(452,086)
Accretion of discounts to redemption value of H-7 convertible preferred stock	—	3,095,473	—	—	—	—	—	—	—	—	(3,095,473)	—	(3,095,473)
Net Loss	—	—	—	—	—	—	—	—	—	—	—	(3,638,752)	(3,638,752)
Balance, March 31, 2024	22,000	$ 14,741,498	8	$ -	1,234	$ -	50	$ -	4,937,678	$ 494	$ 125,980,425	$ (118,968,791)	$ 7,012,128

	Three Months Ended march 31, 2023												
	Series H-7 Preferred Stock		Series H Preferred Stock		Series H-3 Preferred Stock		Series H-6 Preferred Stock		Common Stock		Additional Paid-in	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	(Deficit)	Total
Balance, January 1, 2023	—	$ —	8	$ —	1,234	$ —	50	$ -	4,655,205	$ 466	$ 133,227,507	$ (81,169,584)	$ 52,058,389
Stock based compensation	—	—	—	—	—	—	—	—	—	—	20,116	—	20,116
Vested Restricted Stock	—	—	—	—	—	—	—	—	13,858	1	246,624	—	246,625
Net Loss	—	—	—	—	—	—	—	—	—	—	—	(5,475,769)	(5,475,769)
Balance, March 31, 2023	-	$ -	8	$ -	1,234	$ -	50	$ -	4,669,063	$ 467	$ 133,494,247	$ (86,645,353)	$ 46,849,361

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

AYRO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Three Months Ended March 31,	
	2024	**2023**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (3,638,752)	$ (5,475,769)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	340,232	194,302
Stock-based compensation	60,712	266,741
Change in fair value - derivative liability	(9,000)	—
Change in fair value - warrant liability	(1,072,800)	—
Amortization of right-of-use asset	47,638	40,242
Bad debt expense	68,297	292,010
Unrealized (gain) loss on marketable securities	35,019	(51,280)
Realized gain on marketable securities	(377,123)	(65,000)
Impairment of inventory	766,248	—
Change in operating assets and liabilities:		
Accounts receivable	12,879	110,320
Inventory	(1,010,767)	(551,281)
Prepaid expenses and other assets	477,592	(672,823)
Deposits and other assets	6,267	—
Accounts payable	(137,183)	(375,832)
Accrued expenses and other current liabilities	(204,153)	(195,761)
Lease obligations - operating leases	(47,150)	(52,023)
Net cash used in operating activities	(4,682,044)	(6,536,154)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	—	(771,226)
Change in marketable securities	(23,298,533)	209,856
Purchase of intangible assets	—	(8,203)
Net cash used in investing activities	(23,298,533)	(569,573)
Net change in cash, cash equivalents and restricted cash	(27,980,577)	(7,105,727)
Cash, cash equivalents and restricted cash, beginning of the period	43,440,867	39,096,562
Cash, cash equivalents and restricted cash, end of the period	$ 15,460,290	$ 31,990,835
Supplemental disclosure of cash and non-cash transactions:		
Fixed asset additions included in accounts payable and accrued expenses	$ 57,086	$ 137,481
Accrual of Series H-7 Convertible Preferred Stock Dividends	$ 452,086	$ —
Accretion of discounts to redemption value of H-7 convertible preferred stock	$ 3,095,473	$ —
Supplemental disclosure of restricted cash:		
Cash and cash equivalents	$ 5,460,290	$ 31,990,835
Restricted cash	$ 10,000,000	$ —
Total cash, cash equivalents and restricted cash	$ 15,460,290	$ 31,990,835

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

AYRO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1. ORGANIZATION AND NATURE OF OPERATIONS

AYRO, Inc. ("AYRO" or the "Company"), a Delaware corporation formerly known as DropCar, Inc. ("DropCar"), a corporation headquartered outside Austin, Texas, is the merger successor discussed below of AYRO Operating Company, Inc. ("AYRO Operating"), which was formed under the laws of the State of Texas on May 17, 2016 as Austin PRT Vehicle, Inc. and subsequently changed its name to Austin EV, Inc. under an Amended and Restated Certificate of Formation filed with the State of Texas on March 9,

2017. On July 24, 2019, the Company changed its name to AYRO, Inc. and converted its corporate domicile to Delaware. The Company was founded on the basis of promoting resource sustainability. The Company, and its wholly-owned subsidiaries, are principally engaged in manufacturing and sales of environmentally conscious, minimal-footprint electric vehicles. The all-electric vehicles are typically sold both directly to customers and to dealers in the United States.

Reverse Stock Split

On September 15, 2023, the Company effected a one-for-eight reverse stock split of the Company's common stock (the "Reverse Stock Split"). Share and per share information for the three months ended March 31, 2023, has been retroactively adjusted to reflect the Reverse Stock Split.

Strategic Review

For the past several years, AYRO's primary supplier has been Cenntro Automotive Group, Ltd. ("Cenntro"), which operates a large electric vehicle factory in the automotive district in Hangzhou, China. As a result of rising shipping costs, quality issues with certain components and persistent delays, the Company ceased production of the AYRO 411x from Cenntro in September 2022 in order to focus its resources on the development and launch of the new 411 fleet vehicle model year 2023 refresh, the Vanish.

The Company began design and development of the Vanish in December 2021, including updates to their supply chain, the offshoring/onshoring mix, their manufacturing strategy, and their annual model year refresh program. The Company commenced low-rate initial production of the Vanish in the second quarter of 2023 and commenced initial sales and delivery of the Vanish in the third quarter of 2023.

On January 31, 2024, the Company implemented an internal restructuring in order to achieve greater efficiency in pursuit of their strategic goals. As part of the restructuring, amongst other things, the Company eliminated a substantial number of positions as the Company re-evaluate their sales, marketing and manufacturing functions.

NOTE 2. LIQUIDITY AND OTHER UNCERTAINTIES

Liquidity and Other Uncertainties

The unaudited condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP"), which contemplates continuation of the Company as a going concern. The Company is subject to a number of risks similar to those of earlier stage commercial companies, including dependence on key individuals and products, the difficulties inherent in the development of a commercial market, the potential need to obtain additional capital, competition from larger companies, other technology companies and other technologies. The Company has a limited operating history and the sales and income potential of its business and market are unproven. The Company incurred net loss of $3,638,752 for the three months ended March 31, 2024, and negative cash flows from operations of $4,682,044 for the three months ended March 31, 2024. On March 31, 2024, the Company had cash and cash equivalent balances totaling $5,460,290, restricted cash of $10,000,000 and marketable securities of $23,640,637. In addition, overall working capital decreased by $4,374,581 during the three months ended March 31, 2024. Management believes that the existing cash as of March 31, 2024, will be sufficient to fund operations for at least the next twelve months following the issuance of these unaudited condensed consolidated financial statements.

On August 7, 2023, the Company entered into a Securities Purchase Agreement (the "Series H-7 Purchase Agreement"), pursuant to which it agreed to sell to certain existing investors (the "Series H-7 Investors") in a private placement (the "Series H-7 Private Placement") (i) an aggregate of 22,000 shares of the Company's newly designated Series H-7 convertible preferred stock, par value $0.0001 per share, with a stated value of $1,000 per share ("Series H-7 Preferred Shares"), and (ii) warrants (the "Series H-7 Investor Warrants") initially exercisable for up to an aggregate of 2,750,000 shares of common stock. The Company raised gross proceeds of $22,000,000 from the sale, which closed on August 10, 2023 (see Note 9).

The certificate of designations for the Series H-7 Preferred Shares (the "Series H-7 Certificate of Designations") contains certain restrictive provisions, including (i) a requirement to maintain unencumbered, unrestricted cash and cash equivalents on hand in an amount equal to (a) until December 31, 2023, at least $20,000,000 plus the net proceeds from the sale of the Series H-7 Preferred Shares pursuant to the Series H-7 Purchase Agreement, and (b) from January 1, 2024 and until an aggregate of eighty percent (80%) of the Series H-7 Preferred Shares have been converted into shares of common stock, at least $21,000,000, and (ii) a requirement to deposit an amount equal to $10,000,000 from the Private Placement proceeds into a newly established segregated deposit account of the Company ("Segregated Cash"), and to use such Segregated Cash solely for the purpose of performing the Company's monetary obligations to the holders of the Series H-7 Preferred Shares, provided, however, that the Company may use the Segregated Cash for any purpose, including general corporate purposes, with the prior written consent of holders of at least 75% of the outstanding Series H-7 Preferred Shares. As of March 31, 2024, the Company was in compliance with the restrictive provisions discussed above.

The Company may experience increases in the cost or a sustained interruption in the supply or shortage of raw materials, including lithium-ion battery cells, semiconductors, and integrated circuits. Any such increase or supply interruption could materially and negatively impact the business, prospects, financial condition, and operating results. Certain production-ready components may be delayed in shipment to Company facilities which has and may continue to cause delays in validation and testing for these components, which would in turn create a delay in the availability of saleable vehicles.

The Company uses various raw materials, including aluminum, steel, carbon fiber, non-ferrous metals (such as copper), and cobalt. The prices for these raw materials fluctuate depending on market conditions, and global demand and could adversely affect business and operating results. For instance, the Company is exposed to multiple risks relating to price fluctuations for lithium-ion cells. These risks include:

- the inability or unwillingness of current battery manufacturers to build or operate battery cell manufacturing plants to supply the numbers of lithium-ion cells required to support the growth of the electric vehicle industry as demand for such cells increases;

- disruption in the supply of cells due to quality issues or recalls by the battery cell manufacturers; and

- an increase in the cost of raw materials, such as cobalt, used in lithium-ion cells.

Any disruption in the supply of lithium-ion battery cells, semiconductors, or integrated circuits could temporarily disrupt production of the Company's vehicles until a different supplier is fully qualified. Moreover, battery cell manufacturers may refuse to supply electric vehicle manufacturers if they determine that the vehicles are not sufficiently safe. Furthermore, fluctuations or shortages in petroleum and other economic conditions may cause the Company to experience significant increases in freight charges and raw material costs. Substantial increases in the prices for raw materials would increase operating costs and could reduce margins if the increased costs cannot be recouped through increased electric vehicle prices. There can be no assurance that the Company will be able to recoup the increasing costs of raw materials by increasing vehicle prices.

The Company has made certain indemnities, under which the Company may be required to make payments to an indemnified party, in relation to certain transactions. The Company indemnify their directors and officers to the maximum extent permitted under the laws of the State of Delaware. In connection with the Company's facility leases, the Company has indemnified their lessors for certain claims arising from the use of the facilities. The duration of the indemnities vary and, in many cases, are indefinite. These indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated to make any payments for these obligations and no liabilities have been recorded for these indemnities.

NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with GAAP and in conformity with the instructions on Form 10-Q and Rule 8-03 of Regulation S-X and the related rules and regulations of the Securities and Exchange Commission (the "SEC").

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The unaudited condensed consolidated financial statements reflect all adjustments consisting of normal recurring accruals, which are, in the opinion of management, necessary for a fair presentation of such statements. The results of operations for the three months ended March 31, 2024, are not necessarily indicative of the results that may be expected for the entire year. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the accompanying notes for the fiscal year ended December 31, 2023, which are included in the Company's Annual Report on Form 10-K, filed with the SEC on April 1, 2024, and amended on April 26, 2024.

Use of Estimates

The preparation of the unaudited condensed consolidated financial statements, in conformity with GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the unaudited consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period.

The Company's most significant estimates include marketable securities, revenue recognition, fair value measurements of warrant and derivative liabilities, accretion of preferred stock and the measurement of stock-based compensation expenses. Actual results could differ from these estimates.

Restricted Cash

As of March 31, 2024, and December 31, 2023, $10,000,000 of cash was restricted in accordance with the Series H-7 Certificate of Designations, see Note 2.

Marketable Securities

Marketable securities include investment in fixed income bonds and U.S. Treasury securities that are considered to be highly liquid and easily tradeable. The marketable securities are considered trading securities and are measured at fair value and are accounted for in accordance with ASC 320 *Investments—Debt and Equity Securities.* The marketable securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within the Company's fair value hierarchy. The Company held $23,640,637 and $0 in marketable securities as of March 31, 2024, and December 31, 2023, respectively.

Derivative Financial Instruments

The Company evaluates all its financial instruments to determine if such instruments contain features that qualify as embedded derivatives. Embedded derivatives must be separately measured from the host contract if all the requirements for bifurcation are met. The assessment of the conditions surrounding the bifurcation of embedded derivatives depends on the nature of the host contract. Bifurcated embedded derivatives are recognized at fair value, with changes in fair value recognized in the statement of operations each period. Bifurcated embedded derivatives are classified with the related host contract in the Company's balance sheet. These particular derivatives are assessed under ASC 480 and ASC 815.

Fair Value Measurements

In accordance with ASC 820 (Topic 820, Fair Value Measurements and Disclosures), the Company uses a three-level hierarchy for fair value measurements of certain assets and liabilities for financial reporting purposes that distinguishes between market participant assumptions developed from market data obtained from outside sources (observable inputs) and the Company's own assumptions about market participant assumptions developed from the best information available to us in the circumstances (unobservable inputs). The fair value hierarchy is divided into three levels based on the source of inputs as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability other than quoted prices, either directly or indirectly including inputs in markets that are not considered to be active; and
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Warrants and Preferred Shares

The accounting treatment of warrants and preferred share series issued is determined pursuant to the guidance provided by ASC 480, *Distinguishing Liabilities from Equity*, and ASC 815, *Derivatives and Hedging*, as applicable. Each feature of a freestanding financial instruments including, without limitation, any rights relating to subsequent dilutive issuances, dividend issuances, equity sales, rights offerings, forced conversions, optional redemptions, automatic monthly conversions, dividends and exercise are assessed with determinations made regarding the proper classification in the Company's unaudited condensed consolidated financial statements.

Redeemable Preferred Stock

Applicable accounting guidance requires an equity instrument that is redeemable for cash or other assets to be classified outside of permanent equity if it is redeemable (a) at a fixed or determinable price on a fixed or determinable date, (b) at the option of the holder, or (c) upon the occurrence of an event that is not solely within the control of the issuer.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers*, the core principle of which is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange for those goods or services.

To achieve this core principle, five basic criteria must be met before revenue can be recognized: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to performance obligations in the contract; and (5) recognize revenue when or as the Company satisfies a performance obligation.

Nature of goods and services

The following is a description of the Company's products and services from which the Company generates revenue, as well as the nature, timing of satisfaction of performance obligations, and significant payment terms for each:

Product revenue

Product revenue from customer contracts is recognized on the sale of each electric vehicle as vehicles are shipped to customers. The majority of the Company's vehicle sales orders generally have only one performance obligation: sale and delivery of complete vehicles. Ownership and risk of loss transfers to the customer based on FOB shipping point and freight charges are the responsibility of the customer. Revenue is typically recognized at the point control transfers or in accordance with payment terms customary to the business. The Company provides product warranties to assure that the product assembly complies with agreed upon specifications. The Company's product warranty is similar in all material respects to the product warranties provided by the Company's suppliers, therefore minimizing the warranty liability to the standard labor rates associated with the defective part replacement. Customers do not have the option to purchase a warranty separately; as such, warranty is not accounted for as a separate performance obligation. The Company's policy is to exclude taxes collected from a customer from the transaction price of automotive contracts.

Shipping revenue

Amounts billed to customers related to shipping and handling are classified as shipping revenue. The Company has elected to recognize the cost for freight and shipping when control over vehicles has transferred to the customer as an operating expense. The Company has reported shipping income of $1,066 and expenses of $20,566 for the three months ended March 31, 2024, and 2023, respectively, included in General and Administrative Expenses.

Services and other revenue

Services and other revenue consist of non-warranty after-sales vehicle services. Revenue is typically recognized at a point in time when services and replacement parts are provided.

Miscellaneous income

Miscellaneous income consists of late fees charged for receivables not paid within the terms of the customer agreement based upon the outstanding customer receivable balance. This revenue is earned when a customer's receivable balance becomes delinquent, and its collection is reasonably assured and is calculated using a stated late fee rate multiplied by the outstanding balance that is subject to a late fee charge.

Basic and Diluted Loss Per Share

Basic and diluted net loss per share is determined by dividing net loss by the weighted average ordinary shares outstanding during the period. For all periods presented with a net loss, the shares underlying the ordinary share options and warrants have been excluded from the calculation because their effect would be anti-dilutive. Therefore, the weighted-average shares outstanding used to calculate both basic and diluted loss per share is the same for periods with a net loss.

The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding as they would be anti-dilutive:

	Three Months Ended March 31,	
	2024	**2023**
Options to purchase common stock	33,696	97,240
Restricted stock unvested	—	163,834
Warrants outstanding	11,592,784	753,459
Preferred stock outstanding	12,639,489	309
Totals	24,265,969	1,014,842

Recent Adopted Accounting Pronouncements

In June 2022, the FASB issued ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions ("ASU 2022-03"), which clarifies the guidance in Accounting Standards Codification Topic 820, Fair Value Measurement ("Topic 820"), when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security and introduces new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. ASU 2022-03 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, and early adoption is permitted. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's unaudited condensed consolidated financial statements.

Recent Accounting Pronouncements

In November 2023, the FASB issued Update 2023-07-Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures which requires disclosure of the title and position of the Chief Operating Decision Maker ("CODM"), an explanation of how the CODM uses the reported measure of segment profit or loss in assessing segment performance and deciding how to allocate resources, and disclosure of significant expenses regularly provided to the CODM that are included within the reported measure of segment profit or loss. The amendments of ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and should be applied retrospectively to all periods presented. The Company is currently evaluating the impact of this standard, including timing of adoption.

In December 2023, the FASB issued Update 2023-09-Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which enhances the disclosure requirements for income tax rate reconciliation, domestic and foreign income taxes paid, and unrecognized tax benefits. The amendments of ASU 2023-09 are effective for annual periods beginning after December 15, 2024. Early adoption is permitted and should be applied prospectively. The Company is currently evaluating the impact of this standard, including timing of adoption.

In March 2024, the FASB issued ASU 2024-02, Codification Improvements—Amendments to Remove References to the Concepts Statements, to remove references to various FASB Concepts Statements based on suggestions received from stakeholders on the Accounting Standards Codification and other incremental improvements to GAAP. ASU 2024-02 is effective for fiscal years beginning after December 15, 2024. The Company is currently evaluating the impact that adopting this new accounting standard would have on the Company's condensed consolidated financial statements.

NOTE 4. REVENUES

Disaggregation of Revenue

Revenue by type was as follows:

	Three Months Ended March 31,	
	2024	2023
Revenue type		
Product revenue	$ 37,775	$ 120,282
Service Revenue	18,249	-
Shipping revenue	1,066	(16,588)
Miscellaneous income	1,261	9,390
	$ 58,351	$ 113,084

Warranty Reserve

The Company records a reserve for warranty repairs upon the initial delivery of vehicles to its dealer network. The Company provides a product warranty on each vehicle including powertrain, battery pack and electronics package. Such warranty matches the product warranty provided by its supply chain for warranty parts for all unaltered vehicles and is not considered a separate performance obligation. The supply chain warranty does not cover warranty-based labor needed to replace a part under warranty. Warranty reserves include management's best estimate of the projected cost of labor to repair/replace all items under warranty. The Company reserves a percentage of all dealer-based sales to cover an industry-standard warranty fund to support dealer labor warranty repairs. Such percentage is recorded as a component of cost of revenues in the statement of operations. As of March 31, 2024, and December 31, 2023, warranty reserves were recorded within accrued expenses of $403,778 and $401,440, respectively.

NOTE 5. INVENTORY

Inventory, net consisted of the following:

	March 31, 2024	December 31, 2023
Raw materials	$ 3,424,918	$ 3,252,280
Work-in-progress	251,583	179,702
Finished goods	-	-
Total inventory, net	$ 3,676,501	$ 3,431,982

During the three months ended March 31, 2024, a $766,248 impairment of inventory adjustment was recorded in cost of goods sold, related to the Vanish product.

NOTE 6. PREPAID EXPENSES AND OTHER CURRENT ASSETS

	March 31, 2024	December 31, 2023
Prepayments for inventory	$ 1,143,061	$ 1,524,831
Prepayments for insurance	130,024	227,945
Prepayments for software	24,150	37,203
Prepaid other	112,955	97,803
Total prepaid expenses and other current assets	$ 1,410,190	$ 1,887,782

NOTE 7. PROPERTY AND EQUIPMENT, NET

Property and equipment consisted of the following:

	March 31, 2024	December 31, 2023
Computer and equipment	$ 3,669,864	$ 3,619,041
Lease improvements	1,094,025	1,094,025
Computer software	495,295	495,295
Furniture and fixtures	395,704	395,703
	5,654,888	5,604,064
Less: Accumulated depreciation	(2,820,870)	(2,486,900)
Total property and equipment, net	$ 2,834,018	$ 3,117,164

Depreciation expense for the three months ended March 31, 2024, and 2023 was $333,970 and $190,806, respectively.

NOTE 8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	March 31, 2024	December 31, 2023
Accrued professional and consulting fees	$ 218,699	$ 497,719
Accrued payroll	545,464	575,111
Accrued warranty reserve	403,778	401,440
Accrued professional fees	126,000	-

Accrued expenses other		98,744		77,802
Other current liabilities		59,703		104,469
Total accrued expenses and other current liabilities	$	1,452,388	$	1,656,541

NOTE 9. STOCKHOLDERS' EQUITY

Common Stock

For the three months ended March 31, 2024, and 2023 the Company issued23,771 shares and 13,858 shares of common stock respectively, upon the vesting of restricted stock.

Series H-7 Preferred Stock

On August 7, 2023, the Company entered into the Series H-7 Purchase Agreement with the Series H-7 Investors, pursuant to which it agreed to sell to the Series H 7 Investors (i) an aggregate of 22,000 Series H-7 Preferred Shares with a stated value of $1,000 per share, initially convertible into up to2,750,000 shares of the Company's common stock at a conversion price of $8.00 per share, and (ii) Warrants initially exercisable for up to an aggregate of2,750,000 shares of common stock in the Series H-7 Private Placement.

The Series H-7 Preferred Shares are convertible into common stock (the "Conversion Shares") at the election of the holder at any time at an initial conversion price of $8.00 (the "Conversion Price"). The Conversion Price is subject to adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of any issuances of common stock, or securities convertible, exercisable or exchangeable for common stock, at a price below the then-applicable Conversion Price (subject to certain exceptions). On February 9, 2024, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment of Certificate of Designations of Series H-7 Convertible Preferred Stock, which became effective upon filing, which amended the monthly installment dates, commencing on and between May 7, 2024, and August 7, 2025. Following the Reverse Stock Split, the Conversion Price for the Series H-7 Preferred Shares was reduced to $2.00 per share pursuant to the terms of the Certificate of Designations. The Company is required to redeem the Series H-7 Preferred Shares in 12 equal monthly installments, commencing on a date between May 7, 2024, and August 7, 2025, as elected by each Series H-7 investor upon written notice delivered to us. The amortization payments due upon such redemption are payable, at the Company's election, in cash at 105% of the Installment Redemption Amount (as defined in the Series H-7 Certificate of Designations), or subject to certain limitations, in shares of common stock valued at the lower of (i) the Conversion Price then in effect and (ii) the greater of (A) 80% of the average of the three lowest closing prices of the Company's common stock during the thirty consecutive trading day period immediately prior to the date the amortization payment is due and (B) $0.744 (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) or, in any case, such lower amount as permitted, from time to time, by the Nasdaq Stock Market. The holders of the Series H-7 Preferred Shares have the option to defer amortization payments or, subject to certain limitations as specified in the Series H-7 Certificate of Designations, can elect to accelerate installment conversion amounts.

The holders of the Series H-7 Preferred Shares are entitled to dividends of 8.0% per annum, compounded monthly, which are payable in cash or shares of common stock at the Company's option, in accordance with the terms of the Series H-7 Certificate of Designations. Upon the occurrence and during the continuance of a Triggering Event (as defined in the Series H-7 Certificate of Designations), the Series H-7 Preferred Shares will accrue dividends at the rate of 15% per annum. Upon conversion or redemption, the holders of the Series H-7 Preferred Shares are also entitled to receive a dividend make-whole payment. The holders of Series H-7 Preferred Shares are entitled to vote with the holders of the common stock on all matters that such common stockholders are entitled to vote upon.

Notwithstanding the foregoing, the Company's ability to settle conversions and make amortization and dividend make-whole payments using shares of common stock is subject to certain limitations set forth in the Series H-7 Certificate of Designations. Further, the Series H-7 Certificate of Designations contains a certain beneficial ownership limitation after giving effect to the issuance of shares of common stock issuable upon conversion of, or as part of any amortization payment or dividend make-whole payment under, the Series H-7 Certificate of Designations or Series H-7 Warrants.

The Series H-7 Certificate of Designations includes certain triggering events including, among other things, the suspension from trading or the failure of the common stock to be trading or listed (as applicable) on an eligible market for a period of five (5) consecutive trading days, the Company's failure to pay any amounts due to the holders of the Series H-7 Preferred Shares when due. In connection with a triggering event, each holder of Series H-7 Preferred Shares will be able to require the Company to redeem in cash any or all of the holder's Series H-7 Preferred Shares at a premium set forth in the Series H-7 Certificate of Designations.

The Series H-7 Preferred Shares were determined to be more akin to a debt-like host than an equity-like host. The Company identified the following embedded features that are not clearly and closely related to the debt host instrument: 1) make-whole interest upon a contingent redemption event, 2) make-whole interest upon a conversion event, 3) an installment redemption upon an Equity Conditions Failure (as defined in the Series H-7 Certificate of Designations), and 4) variable share-settled installment conversion see Note 13. These features were bundled together, assigned probabilities of being effected and measured at fair value. Subsequent changes in fair value of these features are recognized in the Consolidated Statement of Operations.

Common Stock Warrants

A summary of the Company's warrants to purchase common stock activity is as follows:

	Shares Underlying Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)
Outstanding at December 31, 2023	11,605,758	3.42	4.42
Granted	—	—	—
Expired	(12,974)	58.68	—
Outstanding at March 31, 2024	11,592,784	3.33	4.18

NOTE 10. STOCK-BASED COMPENSATION

Stock-based compensation, including restricted stock awards and stock options is included in the unaudited condensed consolidated statement of operations as follows:

	Three Months Ended March 31,			
		2024		2023
Research and development	$	6,205	$	6,764
Sales and marketing		453		5,924
General and administrative		54,054		254,053
Total	$	60,712	$	266,741

Options

The following table reflects a summary of stock option activity:

	Number of Shares	Weighted Average Exercise Price	Contractual Life (Years)
Outstanding at December 31, 2023	38,696	$ 90.99	6.53
Forfeitures	(5,000)	18.61	—
Outstanding at March 31, 2024	33,696	$ 90.91	6.15

Of the outstanding options, stock options to purchase up to 32,010 were vested and exercisable as of March 31, 2024. At March 31, 2024, the aggregate intrinsic value of stock options vested and exercisable was $0.

The Company recognized $12,398 and $20,116 of stock option expense for the three months ended March 31, 2024, and 2023, respectively. Total compensation cost related to non-vested stock option awards not yet recognized as of March 31, 2024, was $33,452 and will be recognized on a straight-line basis through the end of the vesting periods through April 2025. The amount of future stock option compensation expense could be affected by any future option grants or by any forfeitures.

Restricted Stock

	Number of Shares	Weighted Average Grant Price
Outstanding at December 31, 2023	36,235	$ 4.01
Vested	(23,771)	6.00
Forfeited	(12,464)	—
Outstanding at March 31, 2024	—	$ —

The Company recognized compensation expense related to all restricted stock during the three months ended March 31, 2024, and 2023 of $8,314 and $246,625, respectively.

NOTE 11. CONCENTRATIONS AND CREDIT RISK

Revenues

There were no significant revenue concentrations for the three months ended March 31, 2024. One customer accounted for approximately 95% of the Company's revenues for the three months ended March 31, 2023.

Accounts Receivable

There were no significant accounts receivable concentrations for the three months ended March 31, 2024. During the year ended December 31, 2023, the Company's accounts receivable for the four customers were approximately 32%, 27%, 12%, and 11%, respectively.

Purchasing

The Company places orders with various suppliers. During the three months ended March 31, 2024, three suppliers accounted for more than 10% of the Company's raw materials, the three suppliers accounted for 21%, 19% and 15%, respectively. During the three months ended March 31, 2023, two suppliers accounted for more than 10% of the Company's raw materials, one supplier accounted for 41% the other 34%.

NOTE 12. COMMITMENTS AND CONTINGENCIES

Manufacturing Agreements

On July 28, 2022, the Company partnered with Linamar Corporation ("Linamar") a Canadian manufacturer, in a manufacturing agreement (the "Linamar MLA") to provide certain sub assembly and assembly parts, including the cabin frame and skate for the Vanish (collectively, the "Products"). During the term of the Linamar MLA, Linamar has the exclusive right to supply the Products to the Company, subject to certain exceptions. The Linamar MLA has an initial term of three years and will automatically renew for successive two-year terms unless either party has given at least 12 months' written notice of nonrenewal. Either party may terminate the Linamar MLA at any time upon 12 months' written notice, and in the event of a change in control of the Company prior to the end of the initial term, the Company may terminate upon written notice within three days of completion of such change in control.

In the event the Company terminates the Linamar MLA prior to its expiration, whether following a change in control or otherwise, the Company must purchase any remaining raw material inventory, finished goods inventory and work in progress and any unamortized capital equipment used in production and testing of the Products and pay a termination fee of $750,000, subject to certain adjustments. The Company is dependent on the Linamar MLA, and in the event of its termination the Company's manufacturing operations and customer deliveries would be materially impacted.

Under the Linamar MLA, the Company must commit to certain minimum purchase requirements, to be determined by AYRO on a quarterly basis.

Supply Chain Agreements

On November 2, 2023, the Company entered into a supply agreement with Sirris Inc. ("Sirris"), a provider in motor vehicle parts for innovative vehicle types. Sirris has agreed to supply rear and front shocks to support the manufacturing of the Company's electric vehicle fleet. Sirris is committed to meeting the Company's upside demand for these products in the event production increases.

On December 21, 2023, the Company entered into a supply agreement with Athena Manufacturing, LP, a provider of customizable sophisticated metal products. As part of the agreement, the Company is able to submit requests for devices, component, component assembly, material part, or piece that is custom to AYRO. This is a non-exclusive agreement in which the Company is able to engage other suppliers for these products.

Litigation

The Company is subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business, that it believes are incidental to the operation of its business. While the outcome of these claims cannot be predicted with certainty, management does not believe that the outcome of any of these legal matters will have a material adverse effect on its results of operations, financial positions or cash flows.

On March 23, 2018, DropCar was made aware of an audit being conducted by the New York State Department of Labor (the "DOL") regarding a claim filed by an employee. The DOL is investigating whether DropCar properly paid overtime for which DropCar has raised several defenses. In addition, the DOL is conducting its audit to determine whether the Company owes spread of hours pay (non-exempt worker whose workday is longer than ten hours must receive an extra hour of pay at the basic minimum hourly rate). Management believes the case has no merit.

On October 20, 2023, Club Car filed a complaint against the Company in the Superior Court of Columbia County, Georgia (Civil Action File No.2023ECV0838) (the "Club Car Complaint"), alleging that the Company had breached its contractual obligations to Club Car under a master procurement agreement (the "MPA") entered into by and among AYRO Operating Company, Inc., our subsidiary ("AYRO Operating"), and Club Car on March 5, 2019 due to alleged defects in the vehicles sold to Club Car and the Company's termination of warranty support following termination of the MPA. Club Car seeks unspecified damages and indemnification for past and future customer claims with respect to the vehicles sold to Club Car under the MPA. The Company intends to vigorously contest these allegations.

NOTE 13. FAIR VALUE MEASUREMENTS

Fair value measurements discussed herein are based upon certain market assumptions and pertinent information available to management as of and during the three months ended March 31, 2024. The carrying amounts of cash equivalents, accounts receivable, other current assets, other assets, accounts payable, and accrued expenses approximated their fair values as of the three months ended March 31, 2024, due to their short-term nature. The fair value of the bifurcated embedded derivative related to the convertible preferred stock was estimated using a Monte Carlo simulation model, which uses as inputs the fair value of the Company's common stock and estimates for the equity volatility and traded volume volatility of the Company's common stock, the time to maturity of the convertible preferred stock, the risk-free interest rate for a period that approximates the time to maturity, dividend rate, a penalty dividend rate, and the Company's probability of default. The fair value of the warrant liability was estimated using the Black Scholes Model which uses as inputs the following weighted average assumptions, as noted above: dividend yield, expected term in years, equity volatility, and risk-free interest rate.

Fair Value on a Recurring Basis

The Company follows the guidance in ASC 820 for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least annually. The estimated fair value of marketable securities and money market accounts represents a Level 1 measurement. The estimated fair value of the warrant liability and bifurcated embedded derivatives represent Level 3 measurements. The following table presents information about the Company's liabilities that are measured at fair value on a recurring basis for the three months ended March 31, 2024, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

The following table sets forth a summary of the Company's assets and liabilities that are measured at fair value on a recurring basis:

Description	Level	March 31, 2024	December 31, 2023
Assets:			
Marketable securities	1	$ 23,640,637	$ -
Money market accounts	1	$ 54,067	$ 1,805,597
Liabilities:			
Warrant liability	3	$ 12,247,000	$ 13,319,800
Derivative liability	3	$ 9,391,000	$ 9,400,000

The following table sets forth a summary of the change in the fair value of the warrant liability that is measured at fair value on a recurring basis:

	March 31, 2024
Balance on December 31, 2023	$ 13,319,800
Change in fair value of warrant liability	(1,072,800)
Balance on March 31, 2024	$ 12,247,000

During the three months ended March 31, 2024, the Company recorded income of $1,072,800 related to the change in fair value of the H-7 Warrant liability which is recorded in other income (expense) on the Statements of Operations. The fair value of the H-7 Warrants of $12,247,000 was estimated at March 31, 2024, utilizing the Black Scholes Model using a stock price of $1.67, an exercise price of $2.00, and the following weighted average assumptions: (i) dividend yield 0%; (ii) remaining term of 4.36 years; (iii) equity volatility of 90.00%; and (iv) a risk-free interest rate of 4.27%.

The following table sets forth a summary of the change in the fair value of the derivative liability that is measured at fair value on a recurring basis:

	March 31, 2024
Balance on December 31, 2023	$ 9,400,000
Issuance of warrants	-
Change in fair value of derivative liability	(9,000)
Balance on March 31, 2024	$ 9,391,000

During the three months ended March 31, 2024, the Company recorded income of approximately $9,000 related to the change in fair value of the derivative liability which is recorded in other income (expense) on the Statements of Operations. The Company estimated the $9,391,000 fair value of the bifurcated embedded derivative at March 31, 2024, using a Monte Carlo simulation model, with the following inputs: (i) estimated equity volatility of 80.0%, (ii) the time to maturity of 1.08 years, (iii) a discounted market interest rate of 6.6%, (iv) dividend rate of 8.0%, (v) a penalty dividend rate of 15.0%, and (vi) probability of default of 6.4%. As of March 31, 2024, the Series H-7 Preferred Shares are convertible into 12,638,734 shares of the Company's common stock.

NOTE 14. SUBSEQUENT EVENTS

Subsequent to March 31, 2024, and as of May 10, 2024, the Company has issued 362,542 shares of Common Stock in partial satisfaction of the accrued preferred redemption liability.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis should be read in conjunction with our historical consolidated financial statements and the related notes thereto. This management's discussion and analysis contains forward-looking statements, such as statements of our plans, objectives, expectations, and intentions. Any statements that are *not statements of historical fact are forward-looking statements. When used, the words "believe," "plan," "intend," "anticipate," "target," "estimate," "expect" and the like, and/or future tense or conditional constructions ("will," "may," "could," "should," etc.), or similar expressions, identify certain of these forward-looking statements. These forward-looking statements are subject to risks and uncertainties, including those under "Risk Factors" in our filings with the Securities and Exchange Commission ("SEC") that could cause actual results or events to differ from those expressed or implied by the forward-looking statements. Our actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of several factors. See "Cautionary Note Regarding Forward-Looking Statements."*

References in this management's discussion and analysis to "we," "us," "our," "the Company," "our Company," or "AYRO" refer to AYRO, Inc. and its subsidiaries.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (this "Form 10-Q") contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of forward-looking terms such as "anticipates," "assumes," "believes," "can," "could," "estimates," "expects," "forecasts," "guides," "intends," "is confident that," "may," "plans," "seeks," "projects," "targets," "would" and "will" or the negative of such terms or other variations on such terms or comparable terminology. Such forward-looking statements include, but are not limited to, future financial and operating results, the company's plans, objectives, expectations and intentions, statements concerning the strategic review of our product development strategy, the development and launch of the AYRO Vanish (the "Vanish") and other statements that are not historical facts. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. These forward-looking statements speak only as of the date of this Form 10-Q and are subject to a number of risks, uncertainties, and assumptions that could cause actual results to differ materially from our historical experience and our present expectations, or projections described under the sections in this Form 10-Q and our other reports filed with the SEC titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

A summary of the principal risk factors that make investing in our securities risky and might cause our actual results to differ materially from those projected in these forward-looking statements is set forth below. If any of the following risks occur, our business, financial condition, results of operations, cash flows, cash available for distribution, ability to service our debt obligations and prospects could be materially and adversely affected.

- we may be acquired by a third party;
- we have a history of losses and have never been profitable, and we expect to incur additional losses in the future and may never be profitable;
- our failure to meet the continued listing requirements of the Nasdaq Capital Market ("Nasdaq") could result in a delisting of our common stock;
- holders of our Series H-7 Convertible Preferred Stock with a stated value of $1,000 per share ("Series H-7 Preferred Stock") are entitled to certainpayments that may be paid in cash or in shares of common stock depending on the circumstances, if we make these payments in cash, we may berequired to expend a substantial portion of our cash resources, and if we make these payments in common stock, it may result in substantial dilutionto the holders of our common stock;
- the certificate of designations for the Series H-7 Preferred Stock (the "Certificate of Designations") and the warrants issued concurrently therewith contain anti-dilution provisions and other adjustment provisions that have resulted in the reduction of the conversion price of the Series H-7Preferred Stock and the exercise price of such warrants and may do so again in the future. These features may increase the number of shares of common stock issuable upon conversion of the Series H-7 Preferred Stock or upon the exercise of the warrants;
- under the Purchase Agreement (see Note 12) we are subject to certain restrictive covenants that may make it difficult to procure additional financing;
- a significant portion of our revenues has historically been derived from Club Car pursuant to the MPA (as defined herein). Following our termination of the MPA, our sales could decrease significantly, and we will need to identify new strategic channel partners to support the sales of our vehicles;

- we rely on a single third-party supplier and manufacturer located in Canada for certain sub-assembly and assembly parts for the Vanish and any disruption in the operations of this third-party supplier could adversely affect our business and results of operations;
- if we lose our exclusive license to manufacture the AYRO 411x model in North America, Cenntro could sell identical or similar products through other companies or directly to our customers;
- we may be unable to replace lost manufacturing capacity on a timely and cost-effective basis, which could adversely impact our operations and ability to meet delivery timelines;
- we may experience delays in the development and introduction of new products;
- the market for our products is developing and may not develop as expected;
- we are currently evaluating our product development strategy, which may result in significant changes and have a material impact on our business, results of operations and financial condition;
- our business is subject to general economic and market conditions, including trade wars and tariffs;
- if disruptions in our transportation network continue to occur or our shipping costs continue to increase, we may be unable to sell or timely deliver our products, and our gross margin could decrease;
- our limited operating history makes evaluating our business and future prospects difficult and may increase the risk of any investment in our securities;
- if we are unable to effectively implement or manage our growth strategy, our operating results and financial condition could be materially and adversely affected;
- developments in alternative technologies or improvements in the internal combustion engine may have a materially adverse effect on the demand for our electric vehicles;
- the markets in which we operate are highly competitive, and we may not be successful in competing in these industries;
- our future growth depends on customers' willingness to adopt electric vehicles;
- we may experience lower-than-anticipated market acceptance of our current models and the vehicles in development;
- if we are unable to manage our growth and expand our operations successfully, our business and operating results will be harmed, and our reputation may be damaged;
- if we fail to include key feature sets relative to the target markets for our electric vehicles, our business will be harmed;

- unanticipated changes in industry standards could render our vehicles incompatible with such standards and adversely affect our business;
- our future success depends on our ability to identify additional market opportunities and develop and successfully introduce new and enhanced products that address such markets and meet the needs of customers in such markets;
- unforeseen or recurring operational problems at our facilities, or a catastrophic loss of our manufacturing facilities, may cause significant lost or delayed production and adversely affect our results of operations;

- we may become subject to product liability claims, which could harm our financial condition and liquidity if we are not able to successfully defend or insure against such claims;
- if our vehicles fail to perform as expected due to defects, our ability to develop, market and sell our electric vehicles could be seriously harmed;
- we depend on key personnel to operate our business, and the loss of one or more members of our management team, or our failure to attract, integrate and retain other highly qualified personnel in the future, could harm our business;
- transitioning from an offshoring to an onshoring business model carries risk;
- we currently have limited electric vehicles marketing and sales experience, and if we are unable to establish sales and marketing capabilities or enter into dealer agreements to market and sell our vehicles, we may be unable to generate any revenue;
- failure to maintain the strength and value of our brand could have a material adverse effect on our business, financial condition, and results of operations;
- the range of our electric vehicles on a single-charge declines over time, which may negatively influence potential customers' decisions whether to purchase our vehicles;
- an unexpected change in failure rates of our products could have a material adverse impact on our business, financial condition, and operating results;
- increases in costs, disruption of supply or shortage of raw materials, in particular lithium-ion battery cells, chipsets and displays, could harm our business;
- customer financing and insuring our vehicles may prove difficult because retail lenders are unfamiliar with our vehicles and our vehicles have a limited loss history determining residual values within the insurance industry;
- our electric vehicles make use of lithium-ion battery cells, which, if not appropriately managed and controlled, have occasionally been observed to catch fire or vent smoke and flames;
- our business may be adversely affected by labor and union activities;
- we rely on our dealers for the service of our vehicles and have limited experience servicing our vehicles, and if we are unable to address the service requirements of our future customers, our business will be materially and adversely affected;
- if we fail to deliver vehicles and accessories to market as scheduled, our business will be harmed;
- failure in our information technology and storage systems could significantly disrupt the operation of our business;
- we may be required to raise additional capital to fund our operations, and such capital raising may be costly or difficult to obtain, and could dilute our stockholders' ownership interests;
- our long-term capital requirements are subject to numerous risks;
- we may invest in or acquire other businesses, and our business may suffer if we are unable to successfully integrate acquired businesses into our company or otherwise manage the growth associated with multiple acquisitions;
- increased safety, emissions, fuel economy or other regulations may result in higher costs, cash expenditures, and/or sales restrictions;
- our vehicles are subject to multi-jurisdictional motor vehicle standards;

- we may fail to comply with evolving environmental and safety laws and regulations;
- changes in regulations could render our vehicles incompatible with federal, state, or local regulations, or use cases;
- unusual or significant litigation, governmental investigations or adverse publicity arising out of alleged defects in our vehicles, or otherwise, may derail our business;
- we are required to comply with state-specific regulations regarding the sale of vehicles by a manufacturer;
- we have identified a material weakness in our internal control over financial reporting, and if we are unable to remediate the material weakness, or if we experience additional material weaknesses in the future, our business may be harmed;
- if we are unable to adequately protect our proprietary designs and intellectual property rights, our competitive position could be harmed;
- we may need to obtain rights to intellectual property from third parties in the future, and if we fail to obtain licenses or fail to comply with our obligations in existing agreements under which we have licensed intellectual property and other rights from third parties, we could lose our ability to manufacture our vehicles;
- many of our proprietary designs are in digital form, and a breach of our computer systems could result in these designs being stolen;
- our proprietary designs are susceptible to reverse engineering by our competitors;

- if we are unable to protect the confidentiality of our trade secrets or know-how, such proprietary information may be used by others to compete against us;
- legal proceedings or third-party claims of intellectual property infringement and other challenges may require us to spend substantial time and money and could harm our business;
- we are generally obligated to indemnify our sales channel partners, customers, suppliers and contractors for certain expenses and liabilities resulting from intellectual property infringement claims regarding our products, which could force us to incur substantial costs;
- we are subject to exposure from changes in the exchange rates of local currencies; and
- we are subject to governmental export and import controls that could impair our ability to compete in international markets due to licensing requirements and subject us to liability if we are not in compliance with applicable laws.

For a more detailed discussion of these and other factors that may affect our business and that could cause our actual results to differ materially from those projected in these forward-looking statements, see the risk factors and uncertainties set forth in Part II, Item 1A of this Form 10-Q and in Part I, Item 1A of our Annual Report on Form 10-K as filed with the SEC on April 1, 2024, as amended on April 26, 2024 (the "Form 10-K"). Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise, except as required by law.

Overview

We design and manufacture compact, sustainable electric vehicles for closed campus mobility, low speed urban and community transport, local on-demand and last mile delivery and government use. Our four-wheeled purpose-built electric vehicles are geared toward commercial customers, including universities, business and medical campuses, last mile delivery services and food service providers.

Recent Developments

Internal restructuring

On January 31, 2024, we began implementing internal restructuring measures in order to achieve greater efficiency in pursuit of our strategic goals. As part of this internal restructuring, amongst other things, we eliminated a substantial number of positions as we re-evaluate our sales, marketing and manufacturing functions. As of April 30, 2024, following the internal restructuring, we have 14 full-time employees. As of the date of this filing, our internal restructuring measures continue to be ongoing.

Products

Our vehicles provide the end user an environmentally friendly alternative to internal combustion engine vehicles (cars powered by gasoline or diesel oil), for light duty uses, including low-speed logistics, maintenance services, cargo services, and personal/group transport in a quiet, zero emissions vehicle with a lower total cost of ownership.

Manufacturing Agreement with Linamar

On July 28, 2022, we partnered with Linamar Corporation ("Linamar"), a Canadian manufacturer, in a manufacturing agreement (the "Linamar MLA") to provide certain sub assembly and assembly parts, including the cabin frame and skate for the Vanish (collectively, the "Products"). During the term of the Linamar MLA, Linamar has the exclusive right to supply the Products to the Company, subject to certain exceptions. The Linamar MLA has an initial term of three years and will automatically renew for successive two-year terms unless either party has given at least 12 months' written notice of nonrenewal. Either party may terminate the Linamar MLA at any time upon 12 months' written notice, and in the event of a change in control of the Company prior to the end of the initial term, we may terminate upon written notice within three days of completion of such change in control.

In the event we terminate the Linamar MLA prior to its expiration, whether following a change in control or otherwise, we must purchase any remaining raw material inventory, finished goods inventory, work in progress and any unamortized capital equipment used in production and testing of the Products and pay a termination fee of $750,000, subject to certain adjustments. We are dependent on the Linamar MLA, and in the event of its termination our manufacturing operations and customer deliveries would be materially impacted.

Under the Linamar MLA, we must commit to certain minimum purchases, to be determined by AYRO on a quarterly basis.

We import the Products from Linamar located in Canada, and we manufacture and assemble the Vanish at our customization, service, and integration facility in Round Rock, Texas. Over 98% of the vehicle assemblies, components, and products are from North American and European sources.

Club Car MPA Termination

The majority of our sales have historically been comprised of sales to Club Car pursuant to a master procurement agreement (the "MPA") entered into by and among AYRO Operating Company, Inc., our subsidiary ("AYRO Operating"), and Club Car on March 5, 2019. The MPA granted Club Car the exclusive right to sell the AYRO 411 Fleet in North America, provided that Club Car ordered at least 500 vehicles per year. Club Car did not meet this volume threshold for 2020, 2021 or 2022. Pursuant to the MPA, AYRO Operating granted Club Car a right of first refusal for sales of 51% or more of AYRO Operating's assets or equity interests, which right of first refusal is exercisable for a period of 45 days following delivery of an acquisition notice to Club Car. AYRO Operating also agreed to collaborate with Club Car on new products similar to the AYRO 411 Fleet and improvements to existing products and granted Club Car a right of first refusal to purchase similar commercial utility vehicles which AYRO Operating may develop during the term of the MPA.

On April 4, 2023, AYRO Operating delivered notice of termination of the MPA to Club Car, and we intend to replace Club Car with new business partners for selling our products beginning with the Vanish. We do not expect Club Car to remain a customer going forward. In connection with the termination of the MPA and the introduction of the Vanish, we are reevaluating our channel strategy with an eye towards distributing our next-generation platform and payloads in a manner that maximizes visibility, moderates channel costs, and creates value. The loss of Club Car as a customer could have a material adverse effect on our sales, financial condition, and results of operations.

Supply Agreement

During 2020, we entered into a supply agreement with Gallery Carts ("Gallery"), a leading provider of food and beverage kiosks, carts, and mobile storefront solutions. Joint development efforts have led to the launch of the parties' first all-electric configurable mobile hospitality vehicle for "on-the-go" venues across the United States. This innovative solution permits food, beverage, and merchandising operators to bring goods directly to consumers.

The configurable Powered Vendor Box, in the rear of the vehicle, features long-life lithium batteries that power the preconfigured hot/cold beverage and food equipment and is directly integrated with the AYRO 411x and will be directly integrated with the Vanish. The canopy doors, as well as the full vehicle, can be customized with end-user logos and graphics to enhance the brand experience. Gallery, with 40 years of experience delivering custom food kiosk solutions, has expanded into electric mobile delivery vehicles, as customers increasingly want food, beverages and merchandise delivered to where they are gathering. For example, a recent study conducted by Technomic found that a large majority of students, 77%, desired alternative mobile and to-go food options on campuses.

Gallery, a premier distributor of AYRO vehicles, has a diverse clientele throughout mobile food, beverage, and merchandise distribution markets for key customer applications such as university, corporate and government campuses, major league and amateur-level stadiums and arenas, resorts, airports, and event centers. In addition to finding innovative and safe ways to deliver food and beverages to their patrons, reducing and ultimately eliminating their carbon footprint is a top priority for many of these customers.

On November 2, 2023, we entered into a supply agreement with Sirris Inc., ("Sirris") a provider in motor vehicle parts for innovative vehicle types. Sirris has agreed to supply rear and front shocks to support the manufacturing of our electric vehicle fleet. Sirris is committed to meeting our upside demand for these products in the event production increases.

On December 21, 2023, we entered into a supply agreement with Athena Manufacturing, LP, a provider of customizable sophisticated metal products. As part of the agreement, we are able to submit devices, component, component assembly, material part, or piece that is custom to AYRO. This is a non-exclusive agreement in which we are able to engage other suppliers for these products.

Factors Affecting Results of Operations

Master Procurement Agreement

In March 2019, we entered into the MPA with Club Car. In partnership with Club Car and in interaction with its dealer network, we directed our business development resources towards supporting Club Car's enterprise and fleet sales function as Club Car proceeds in its new product introduction initiatives. Substantially all of our sales have historically been to Club Car pursuant to the MPA. On April 4, 2023, we delivered notice of termination of the MPA to Club Car, and we intend to replace Club Car with new business partners for selling our products beginning with the Vanish. The loss of Club Car as a customer could have a material adverse effect on our sales, financial condition, and results of operations.

Inventory Obsolescence

During the three months ended March 31, 2024, we recorded an impairment of inventory adjustment of $766,248 that was recorded in cost of goods sold, related to the Vanish.

Components of Results of Operations

Revenue

We derive revenue from the sale of our four-wheeled electric vehicles, and, to a lesser extent, shipping, parts, and service fees. In the past we have also derived rental revenue from vehicle revenue sharing agreements with tourist destination fleet operators, and, to a lesser extent, shipping, parts, and service fees. Provided that all other revenue recognition criteria has been met, we typically recognize revenue upon shipment, as title and risk of loss are transferred to customers and channel partners at that time. Products are typically shipped to dealers, directly to end customers, or in some cases to our international distributors. These international distributors assist with import regulations, currency conversions and local language. Our vehicle product sales revenues vary from period to period based on, among other things, the customer orders received and our ability to produce and deliver the ordered products. Customers often specify requested delivery dates that coincide with their need for our vehicles.

Because these customers may use our products in connection with a variety of projects of different sizes and durations, a customer's orders for one reporting period generally do not indicate a trend for future orders by that customer. The Company continues to work on the engineering of the Vanish, while the Company evaluates the commercialization of the product during the internal restructuring.

Cost of Goods Sold

Cost of goods sold primarily consists of costs of materials and personnel costs associated with manufacturing operations, and an accrual for post-sale warranty claims. Personnel costs consist of wages and associated taxes and benefits. Cost of goods sold also includes freight and changes to our warranty reserves. Allocated overhead costs consist of certain facilities and utility costs. We expect the cost of revenue to increase in absolute dollars as product revenue increases.

During the three months ended March 31, 2024, a $766,248 impairment of inventory related to the Vanish and overhead costs that we had in inventory sourced from Canada was recorded in cost of goods sold.

Operating Expenses

Our operating expenses consist of general and administrative, sales and marketing and research and development expenses. Salaries and personnel-related costs, benefits, and stock-based compensation expense are the most significant components of each category of operating expenses. Operating expenses also include allocated overhead costs for facilities and utility costs.

Research and Development Expense

Research and development expense consists primarily of employee compensation and related expenses, prototype expenses, depreciation associated with assets acquired for research and development, amortization of product development costs, product strategic advisory fees, third-party engineering and contractor support costs and allocated overhead. We expect our research and development expenses to increase in absolute dollars as we continue to invest in new and existing products.

Sales and Marketing Expense

Sales and marketing expenses consist primarily of employee compensation and related expenses, sales commissions, marketing programs, travel and entertainment expenses and allocated overhead. Marketing programs consist of advertising, tradeshows, events, corporate communications, and brand-building activities. We expect sales and marketing expenses to increase in absolute dollars as we expand our sales force, expand our product lines, increase marketing resources, and further develop potential sales channels.

General and Administrative Expense

General and administrative expenses consist primarily of employee compensation and related expenses for administrative functions including finance, legal, human resources and fees for third-party professional services, and allocated overhead. We expect our general and administrative expense to increase in absolute dollars as we continue to invest in growing our business.

Other (Expense) Income

Other (expense) income consists of income received or expenses incurred for activities outside of our core business. Other (expense) income consists primarily of interest expense, unrealized gain/loss on marketable securities, the changes in fair value of the warrant and the derivative liability.

Provision for Income Taxes

Provision for income taxes consists of estimated income taxes due to the United States government and to the state tax authorities in jurisdictions in which we conduct business. In the case of a tax deferred asset, we reserve the entire value for future periods.

Results of Operations

Three months ended March 31, 2024, compared to three months ended March 31, 2023

The following table sets forth our results of operations for each of the periods set forth below:

	For the Three Months Ended March 31,		
	2024	**2023**	**Change**
Revenue	$ 58,351	$ 113,084	$ (54,733)
Cost of goods sold	1,183,207	219,792	963,415
Gross loss	(1,124,856)	(106,708)	(1,018,148)
Operating expenses:			
Research and development	760,417	2,129,990	(1,369,573)
Sales and marketing	268,355	718,092	(449,737)
General and administrative	3,062,326	2,843,317	219,009
Total operating expenses	4,091,098	5,691,399	(1,600,301)
Loss from operations	(5,215,954)	(5,798,107)	582,153
Other income and (expense):			
Other income, net	—	61,698	(61,698)
Interest income	153,298	144,360	8,938
Change in fair value - warrant liability	1,072,800	—	1,072,800
Change in fair value - derivative liability	9,000	—	9,000
Unrealized gain (loss) on marketable securities	(35,019)	51,280	(86,299)
Realized gain on marketable securities	377,123	65,000	312,123
Net loss	$ (3,638,752)	$ (5,475,769)	$ 1,837,017

Revenue

Revenue was $0.06 million for the three months ended March 31, 2024, as compared to $0.11 million for the same period in 2023, a decrease of 48.4%, or $0.05 million. The decrease in revenue was the result of a reduction in sales.

Cost of goods sold and gross loss

Cost of goods increased by $0.96 million, or 438% for the three months ended March 31, 2024, as compared to the same period in 2023, corresponding with the decrease in vehicle sales and an increase in expenses related to the net realizable value adjustment to inventory and write down of capitalized overhead expenses for $0.7 million.

Research and development expense

Research and development ("R&D") expense was $0.76 million for the three months ended March 31, 2024, as compared to $2.13 million for the same period in 2023, a decrease of $1.37 million, or 64%. The decrease was primarily due to the Company substantially completing the R&D on the Vanish at the end of 2023. The Company had a decrease of $1.3 million in R&D design costs as a result of the Company substantially completing the R&D on the Vanish at the end of 2023.

Sales and marketing expense

Sales and marketing expense was $0.27 million for the three months ended March 31, 2024, as compared to $0.72 million for the same period in 2023, a decrease of $0.45 million, or 63%. Salaries and related expenses decreased by $0.11 million due to the reduction of our sales and marketing resources. Bad debt expense decreased by $0.22 million due to winding down our relationship with Club Car in the prior year. The remaining decrease of $0.12 million is related to the our internal restructuring of the Company measures commencing in January 2024.

General and administrative expenses

The majority of our operating losses from continuing operations resulted from general and administrative expenses. General and administrative expenses consist primarily of costs associated with our overall operations and with being a public company. These costs include personnel, legal and financial professional services, insurance, investor relations, and compliance related fees. General and administrative expense was $3.06 million for the three months ended March 31, 2024, compared to $2.84 million for the same period in 2023, an increase of $0.22 million, or 7.7%. Salaries and related expenses decreased by $0.22 million, primarily due to decreased headcount. This decrease was offset by an increase in consultancy-related services of $0.38 million.

Other income and expense

We recorded a $1.25 million increase of net other income from a $0.01 million increase in interest income on cash accounts, an increase in realized gains of $0.34 million on marketable securities, these were offset by decreases of $0.09 million in the unrealized gain (loss) on marketable securities and other income, net decreasing by $0.06 million.

The Company recognized a de minimis gain for the change in fair value - derivative liability for the three months ended March 31, 2024. The gain was primarily due to the increase in the fair value of the derivative liability associated with the Series H-7 Preferred Shares that were issued in 2023.

The Company recognized a gain of $1.07 million for the change in fair value - warrant liability for the three months ended March 31, 2024. The gain was primarily due to the decrease in the stock price and the increase in the risk free rate.

Liquidity and Capital Resources

As of March 31, 2024, we had $5.46 million in cash cand cash equivalents, $10 million in restricted cash, $23.64 million in marketable securities and working capital of $40.30 million. As of December 31, 2023, we had $33.44 million in cash and cash equivalents and working capital of $44.67 million, including $10 million in restricted cash. The decrease in cash and cash equivalents and working capital was primarily a result of our operating loss and the Company's internal restructuring. Our sources of cash since inception have been predominately from the sale of equity and debt.

Our business is capital-intensive, and future capital requirements will depend on many factors, including our growth rate, the timing and extent of spending to support development efforts, the results of our strategic review, the expansion of our sales and marketing teams, the timing of new product introductions and the continuing market acceptance of our products and services. We are working to control expenses and deploy our capital in the most efficient manner.

We are evaluating other options for the strategic deployment of capital beyond our ongoing strategic initiatives, including potentially entering other segments of the electric vehicle market. We anticipate being opportunistic with our capital, and we intend to explore potential partnerships and acquisitions that could be synergistic with our competitive stance in the market.

We are subject to a number of risks similar to those of earlier stage commercial companies, including dependence on key individuals and products, the difficulties inherent in the development of a commercial market, the potential need to obtain additional capital, and competition from larger companies, other technology companies and other technologies. Based on the foregoing, management believes that the existing cash and cash equivalents and marketable securities at March 31, 2024, will be sufficient to fund operations for at least the next twelve months following the date of this report.

Summary of Cash Flows

The following table summarizes our cash flows:

	For the Three Months Ended March 31,	
	2024	2023
Cash Flows:		
Net cash used in operating activities	$ (4,682,044)	$ (6,536,154)
Net cash used in investing activities	$ (23,298,533)	$ (569,573)
Net cash provided by financing activities	$ -	$ -

Operating Activities

During the three months ended March 31, 2024, we used $4.68 million in cash in operating activities, a decrease in use of $1.85 million compared to the cash used in operating activities of $6.54 million during the same period in 2023. The decrease in cash used in operating activities was primarily a result of the decrease in our operating loss as the Company proceeds with the internal restructuring.

Our ability to generate cash from operations in future periods will depend in large part on profitability, the rate and timing of collections of our accounts receivable, inventory turns and our ability to manage other areas of working capital.

Investing Activities

During the three months ended March 31, 2024, we used cash of $23.3 million from investing activities as compared to $0.57 million of cash used in investing activities during 2023, an increase of $22.73 million. The net increase was primarily due to our investment in marketable securities of $23.3 million for the three months ended March 31, 2024.

Financing Activities

During the three months ended March 31, 2024, and 2023, we had no financing activities of note.

Known Trends, Events, and Uncertainties

Currently, the Company is experiencing supply chain shortages, including with respect to lithium-ion battery cells, integrated circuits, vehicle control chips, and displays. Certain production-ready components may be delayed in shipment to Company facilities which has and may continue to cause delays in validation and testing for these components, which would in turn create a delay in the availability of saleable vehicles. Additionally, the emergence and effects of public health crises, such as endemics and epidemics and the consequences of the ongoing war between Russia and Ukraine and between Israel and Hamas, including related sanctions and countermeasures, are difficult to predict, and could adversely impact geopolitical and macroeconomic conditions, the global economy, and contribute to increased market volatility, which may in turn adversely affect our business and operations.

Other than as discussed above and elsewhere in this report, we are not aware of any trends, events or uncertainties that are likely to have a material effect on our financial condition.

Critical Accounting Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP. The preparation of our unaudited condensed consolidated financial statements and related disclosures requires us to make estimates, assumptions and judgments that affect the reported amount of assets, liabilities, revenue, costs and expenses and related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our unaudited condensed consolidated financial statements are prepared. Accordingly, we evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions and conditions.

Our critical accounting estimates have not changed materially from those previously reported in our Form 10-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of management, including our principal executive and principal financial officers, we evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2024. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on the evaluation of our disclosure controls and procedures as of March 31, 2024, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were ineffective due to the material weakness in internal control over financial reporting discussed below.

In its assessment of the effectiveness of internal control over financial reporting as of December 31, 2023, management identified a material weakness. In the Company's assessment the material weakness was related to the Company's lack of a sufficient number of accounting personnel with the appropriate level of technical knowledge, experience and training in GAAP and SEC reporting requirements and in addition, due to limited resources and headcount, we did not have multiple people in the accounting function for full segregation of duties.

Plan for Remediation of Material Weakness

We have engaged a third party to conduct a full assessment of our controls and procedures.

Changes in Internal Control over Financial Reporting

Except as disclosed below, there were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Resignation of David E. Hollingsworth

On March 1, 2024, David E. Hollingsworth, who served as Chief Financial Officer of AYRO, Inc. tendered his resignation from his roles as an officer and employee of the Company, effective as of March 1, 2024 (the "Effective Date"). Mr. Hollingsworth's resignation from the Company was not in connection with any disagreement between Mr. Hollingsworth and the Company, its management, the Board or any committee of the Board on any matter relating to the Company's operations, policies or practices, or any other matter.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no changes to the legal proceedings disclosed in our Form 10-K.

ITEM 1A. RISK FACTORS

Except as set forth below, there have been no material changes to the risk factors as identified in our Form 10-K.

The following description of risk factors includes any material changes to risk factors associated with our business, financial condition and results of operations previously disclosed in "Item 1A. Risk Factors" of the Form 10-K. Our business, financial condition and operating results can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below, any one or more of which could, directly or indirectly, cause our actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect our business, financial condition, operating results, and stock price.

The following discussion of risk factors contains forward-looking statements. These risk factors may be important to understanding other statements in this Form 10-Q. The following information should be read in conjunction with the condensed consolidated financial statements and related notes in Part I, Item 1, "Financial Statements" and Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-Q.

Our failure to meet the continued listing requirements of the Nasdaq Capital Market could result in a delisting of our common stock.

Our common stock is listed on Nasdaq. While we are currently in compliance, we have in the past been, and may in the future be, unable to comply with certain of the listing standards that we are required to meet to maintain the listing of our common shares on Nasdaq. For example, on October 3, 2022, we received a letter from Nasdaq indicating that, based upon the closing bid price of our common stock for the 30 consecutive business day period between August 19, 2022 and September 30, 2022, did not meet the minimum bid price of $1.00 per share required for continued listing on Nasdaq pursuant to Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Price Requirement"). The letter also indicated that we would be provided with a compliance period of 180 calendar days, or until April 3, 2023, in which to regain compliance pursuant to Nasdaq Listing Rule 5810(c)(3)(A). On April 4, 2023, we received a letter from Nasdaq notifying us that we had been granted an additional 180-day period, or until October 2, 2023, to regain compliance with the Minimum Bid Price Requirement. On September 15, 2023, we effected the Reverse Stock Split in order to regain compliance with the Minimum Bid Price Requirement. On October 2, 2023, we received written notice from the Listing Qualifications Department of Nasdaq stating that because our common stock had a closing bid price at or above $1.00 per share for the last 10 consecutive business days, from September 18 to September 29, 2023, we had regained compliance with the Minimum Bid Price Requirement, and that the matter is now closed.

The primary intent for the Reverse Stock Split was that the anticipated increase in the price of our common stock immediately following and resulting from a reverse stock split due to the reduction in the number of issued and outstanding shares of common stock would help us meet the Minimum Bid Price Requirement. It cannot be assured that the Reverse Stock Split will result in any sustained proportionate increase in the market price of our common stock, which is dependent upon many factors, including the business and financial performance of the company, general market conditions, and prospects for future success, which are unrelated to the number of shares of our common stock outstanding. It is not uncommon for the market price of a company's common stock to decline in the period following a reverse stock split. Thus, while we have regained compliance with the continued listing requirements for Nasdaq, it cannot be assured that we will continue to do so.

If Nasdaq delists our common stock from trading on its exchange for failure to meet the listing standards, an investor would likely find it significantly more difficult to dispose of or obtain our shares, and our ability raise future capital through the sale of our shares could be severely limited. Delisting could also have other negative results, including the potential loss of confidence by employees, the loss of institutional investor interest and fewer business development opportunities.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
3.1	Certificate of Amendment of Certificate of Designations of Series H-7 Convertible Preferred Stock of AYRO, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 9, 2024).
10.1†	General Release and Severance Agreement, by and between the AYRO, Inc. and David E. Hollingsworth, dated as of March 1, 2024 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 7, 2024).
31.1*	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101 INS**	Inline XBRL Instance Document
101 SCH**	Inline XBRL Taxonomy Extension Schema Document
101 CAL**	Inline XBRL Taxonomy Calculation Linkbase Document
101 DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document
101 LAB**	Inline XBRL Taxonomy Labels Linkbase Document
101 PRE**	Inline XBRL Taxonomy Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

** Filed herewith.

*** Furnished herewith

† Management or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AYRO, INC.

Dated: May 15, 2024

By: */s/ Joshua Silverman*
Joshua Silverman
Executive Chairman
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATIONS UNDER SECTION 302

I, Joshua Silverman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AYRO, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 15, 2024

/s/ Joshua Silverman

Joshua Silverman
Executive Chairman (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATIONS UNDER SECTION 906

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of AYRO, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge and in the capacity of an officer, that:

The Quarterly Report for the quarter ended March 31, 2024 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

Dated: May 15, 2024

By: */s/ Joshua Silverman*
Joshua Silverman
Executive Chairman (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)