

Investment Prospectus

for share issue in AOE Mobility AS

Offer for share subscription from the 1st of November
to the 31st of December in 2021

As this share issue in AOE Mobility AS entails a potential total investment under € 1,000,000, the prospectus is not a national prospectus prepared in accordance with the Norwegian Securities Trading Act and the Securities Regulations and it is not registered in the Register of Business Enterprises in accordance with §7-8 of the Securities Trading Act. The prospectus has not been verified by the Financial Supervisory Authority or any other public authority. The prospectus is not an EEA prospectus defined in Securities Trading Act §7-1.

Before buying shares, you should understand the risks involved. Do not invest more than you can lose.

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Forward-looking statements

This prospectus and any accompanying prospectus supplement, or some of the information incorporated herein by reference, contains statements that are forward-looking and as such are not historical facts. These forward-looking statements include, without limitation, statements regarding future financial performance, business strategies, expansion plans, future results of operations, estimated revenues, losses, projected costs, prospects, plans and objectives of management. These forward-looking statements are based on our management's current expectations, estimates, projections and beliefs, as well as a number of assumptions concerning future events, and are not guarantees of performance. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this prospectus and any accompanying prospectus supplement, words such as "may," "should," "could," "would," "expect," "plan," "anticipate," "intend," "believe," "estimate," "continue," "project" or the negative of such terms or other similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

Forward-looking statements in this prospectus and any accompanying prospectus supplement and in any document incorporated by reference in this prospectus may include, for example, statements about:

- our ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition and our ability to grow and manage growth profitably following the Business Combination;
- our ability to enter into binding contracts with OEMs or tier-one suppliers in order to execute on our business plan;
- our ability to execute our business model, including market acceptance of our planned products and services;
- that we have identified a material weakness in our internal control over financial reporting which, if not corrected, could affect the reliability of our consolidated financial statements;
- our expansion plans and opportunities;
- our expectations regarding future expenditures;
- our ability to raise capital in the future;
- our ability to attract and retain qualified employees and key personnel;
- the possibility that we may be adversely affected by other economic, business or competitive factors;
- changes in applicable laws or regulations;
- the outcome of any known and unknown litigation and regulatory proceedings;
- the possibility that COVID-19 may adversely affect the results of our operations, financial position and cash flows; and
- other factors detailed under the section entitled "Risk Factors."

The forward-looking statements contained in this prospectus and in any document incorporated by reference are based on current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting us will be those that we have anticipated.

These forward-looking statements involve a number of risks, uncertainties, some of which are beyond our control, or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described in the section entitled “Risk Factors”. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

Accordingly, forward-looking statements in this prospectus and in any document incorporated herein by reference should not be relied upon as representing our views as of any subsequent date, and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

1.0 Introduction

1.1 A message from the Chief Executive Officer

Dear potential investors,

The world is currently in the midst of an energy revolution. As fossil fuel supplies run out and global warming increases, the global community is forced to look for renewable alternatives.

As the effects of global warming increase, so does the average individual's knowledge and engagement. In general, people are far more environmentally conscious today than they were just a few years ago, and they actively participate in the fight against climate change. One way of helping the cause is to drive electric vehicles. Not only do they pollute less, but they also require less maintenance and are more reliable, thanks to the reduced amount of moving parts.

The global shift from internal combustion engine (ICE) vehicles to electric vehicles is already well under way. Due to their obvious and rising popularity, it's fair to assume that people are open to new energy vehicles. For instance, while the electric car market in Norway is booming, the large majority of motorcycles are still non-electric. AOE Mobility AS seeks to solve this problem by combining luxurious, effective design with sustainability, and we want to provide the market with eco-friendly solutions that enthusiasts can purchase and enjoy.

In conclusion, the market for electric motorcycles in Norway and globally is open for grabbing, and we intend to grab it.

Jakob Kirsebom Lanto
Chairman of the Board & CEO
AOE Mobility AS

1.2 About AOE Mobility AS

1.2.1 Vision

Our vision is to create a comfortable and sustainable future.

1.2.2 Mission

Our mission is to provide environmentally-friendly mobility solutions.

1.2.3 Objectives

1.2.3.1 Short-term objectives

Our first short-term objective is to create an all-electric motorcycle from Scandinavia with the following specifications:

Model name:	AOE Bike
Vehicle size:	Medium
Production volume:	Low
Availability:	Europe, North America and China
Price:	High

Our second short-term objective is to create an all-electric, encapsulated motorcycle POD from Scandinavia with the following specifications:

Model name:	AOE Pod
Vehicle size:	Large
Production volume:	Medium
Availability:	Europe, North America and China
Price:	High

1.2.3.2 Long-term objective

Our long-term objective is to keep on offering sustainable, eco-friendly mobility and energy solutions to a wide range of consumers.

1.2.4 Founding members and executive board

AOE Mobility AS was founded by Jakob Kirsebom Lanto, Adrian Kristofer Locklindh and Espen Kvalvik in Oslo, Norway in 2021.

Founder name:	Jakob Kirsebom Lanto
Corporate titles:	Founder Chief Executive Officer (CEO) Chairman of the board (COB)
Share ownership:	1.000.000 ordinary shares (1 / 3 of the company)
Nationality:	Norwegian
Founder name:	Adrian Kristofer Locklindh
Corporate titles:	Founder Chief Operating Officer (COO) Member of the board (MOB)
Share ownership:	1.000.000 ordinary shares (1 / 3 of the company)
Nationality:	Swedish
Founder name:	Espen Kvalvik
Corporate titles:	Founder Chief Technology Officer (CTO) Member of the board (MOB)
Share ownership:	1.000.000 ordinary shares (1 / 3 of the company)
Nationality:	Norwegian

2.0 Details of the share subscription offer

2.1 Basic information related to the offering

Share subscription range	You can purchase a minimum of 5 shares, and a maximum of 30.000 shares.
Share subscription price	The price per share is 200 Norwegian Kroner ("NOK").
Share subscription period	The share subscription period is from the 1st of November to the 31st of December in 2021. The company is free to refuse subscriptions received within and after the subscription period, and reserves the right to shorten the subscription period without any notification.
Share subscription location	The shares can only be ordered through our online investment form, which can be found on our company's website.
Share subscription procedure	After the share subscription period, we will send every accepted investor an invoice. Once the payment has been registered and received in our bank account, we will carry out with the registration process, which will firstly happen through a coordinated register notification ("Samordnet registermelding") by sending in a decision on capital increase ("Beslutning om kapitalforhøyelse") via Altinn.no. When this has been completed, we will submit the shareholder register statement ("Aksjonærregisteroppgaven") through Altinn.no as well. Once the shareholder register statement has been accepted, we will confirm the completion of the registration process with each investor by email, stating that you have been included in our internal shareholder book and what is registered in it. The signed Shareholders' Agreement will be attached to the email.

2.2 Additional information related to the offering

Amount of shares prior to the issue	3.000.000 shares.
Amount of shares for sale	30.000 shares.
Share type	Ordinary share ("ordinær aksje").
Pricing of shares	The price per share is based on the financial needs of the company.
Payment of shares	The subscriber will pay for the shares through wire transfer to our bank account. (Bank info will be found on the invoice.)
Currency used	Norwegian Kroner ("NOK").
Charges and fees	Additional charges may occur as the subscriber transfers the funds from their bank account. The subscriber will cover these fees.
Multiple subscriptions	The company will allow multiple subscriptions from the same subscriber. Such subscriptions will apply regardless of whether the subscription forms are identical or not.
Authorization	By completing and submitting a subscription form, the subscriber authorizes the recipient of the subscription form to subscribe for allotted shares in the share issue.

2.3 Reason for the subscription offer and use of proceeds

We are looking for 12 months financing to cover costs relating to the development of a prototype, further product development, salaries, new hires and additional office space.

2.4 The financing target

Through this financing round, we aim to sell ordinary shares worth a total of 6,000,000 Norwegian Kroner ("NOK").

2.5 Risk factors

Any investment in shares is connected with risk. Potential investors should therefore consider and evaluate the risk factors listed below, in addition to information included elsewhere in this Prospectus, before a decision is made to subscribe for shares. Should any of the risk factors below materialize, it could have a negative impact on the Company, its business, results of operations, liquidity, financial position and / or prospects, in addition to the value of the shares being reduced and investors may therefore risk losing all or part of the investment. An investor should not invest in shares if he / she cannot afford to lose the entire investment. Each of the risk factors presented below is deemed to be important and are not described in priority order. Additional risk factors might occur.

2.5.1 Internal risks

Share risk	<p>A considerable fluctuation of the company's share price can occur, partly due to the following factors:</p> <ul style="list-style-type: none"> i. Expectations of future market conditions for the Company's business area as well as competing business ii. Changes in operating profit iii. Changes in valuation of similar companies iv. Involvement in litigation / disputes v. Assets or Departures of key persons vi. Changes in general economic conditions vii. Liquidity in the company's shares <p>Negative publicity or announcements, including those associated with the company shareholders or key persons, can affect the price of the company's shares. Such negative publicity or announcement may include unsuccessful attempts at acquisitions, joint ventures, etc.</p>
Financial risk	<p>Our company has a significant capital need, both in the short and long term. Due to the fact that the cash flows from our projects will not occur until</p>

	our products are on the market, solid financing is essential for the company's future success. Therefore, there is a risk that the company will not be able to provide sufficient funding until the operational cash flows materialize after the investment phase.
Key personnel risk	With a small organization, the company is vulnerable to the loss of key personnel, and it would slow down the work progress until a replacement has been found.
Recruitment risk	As we grow as a company, there might be risks related to our ability to attract, recruit and retain employees.

2.5.2 External risks

Technological risk	It is crucial that the technology purchased for the company's projects works in line with, or better than, today's solutions.
Supplier and subcontractor risk	AOE Mobility AS bases its projects on the available technology, and it is therefore crucial that the suppliers deliver at the right time, for the right price and quality. Therefore, it is a prerequisite that the company has well-regulated agreements with suppliers and subcontractors to ensure the equipment is delivered according to an agreed contract.
Market risk	The markets AOE Mobility AS operates in is early stage, where the company is dependent on a predictable policy framework and / or rapid market acceptance of new technology. Many of these markets depend on government support during a start-up period, as well as the public sector taking a proactive role in public procurement and requirements for

	<p>environmental and energy standards. There is a risk that the authorities will change the political framework and / or remove state support during an important phase of growth.</p> <p>In the electric mobility market, there is a risk that the Norwegian authorities will not deliver a national strategy that provides a good framework for investing.</p> <p>There is also a risk associated with undesired events / accidents that will damage the reputation of electricity as an energy source.</p>
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2.5.3 Additional risks

Liquidity	<p>Due to the fact that the shares are not listed or planned to be listed on any marketplace. It can therefore be challenging to get the shares traded in the secondary market, as the seller must find the buyer himself. As of today, there has been no actions for increased turnover of the shares, except that the shares are not subject to pre-emptive rights in accordance with the articles of association and that the transfer of shares does not require board approval. As a result of the company not being listed, it is not subject to change market surveillance. The company is thus not subject to the Securities Trading Act's insider rules and the obligation to disclose information.</p>
Currency fluctuations	<p>The shares are traded in Norwegian kroner and any future payments of dividends on shares will be made in Norwegian kroner. This means that investors outside Norway are exposed to currency fluctuations for the Norwegian krone in comparison to their resident currency, since</p>

	dividends and / or sales of the company's shares entail a transaction in the company's local currency.
Due Diligence	No external due diligence has been performed of the company.
Competitors	In the future, larger brands and manufacturers might offer competing products.

2.6 Taxation

When it comes to the taxation and income deductions in connection with an investment in a start-up business, you can find information about this subject at

<https://www.skatteetaten.no/en/person/taxes/get-the-taxes-right/shares-and-securities/>