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

FORM 10-Q

☒ **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: 001-38824

CANOO INC.

(Exact name of registrant as specified in its charter)

Delaware	**83-1476189**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
19951 Mariner Avenue, Torrance, California	**90503**
(Address of Principal Executive Offices)	(Zip code)

(424) 271-2144
(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, $0.0001 par value per share	GOEV	The Nasdaq Capital Market
Warrants to purchase shares of Common Stock	GOEVW	The Nasdaq Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

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 (§232.405 of this chapter) 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, there were 68,567,495 shares of the registrant's common stock, par value $0.0001 per share, issued and outstanding.

TABLE OF CONTENTS

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, including, without limitation, statements under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We have based these forward-looking statements on our current expectations and projections about future events. All statements, other than statements of present or historical fact included in this Quarterly Report on Form 10-Q are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "will," "would" or the negative of such terms or other similar expressions. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements.

These statements are subject to known and unknown risks, uncertainties and assumptions, many of which are difficult to predict and are beyond our control and could cause actual results to differ materially from those projected or otherwise implied by the forward-looking statements. Below is a summary of certain material factors that may make an investment in our common stock speculative or risky.

- We are an early stage company with a history of losses and expect to incur significant expenses and continuing losses for the foreseeable future.
- We may be unable to adequately control the costs associated with our operations.
- Our current business plans require a significant amount of capital. If we are unable to obtain sufficient funding or do not have access to capital, we will be unable to execute our business plans and our prospects, financial condition and results of operations could be materially adversely affected.
- The resulting market price of our Common Stock following the Reverse Stock Split may not attract new investors, and it is not certain that the Reverse Stock Split will result in a sustained proportionate increase in the market price of our Common Stock.
- We have not achieved positive operating cash flow and, given our projected funding needs, our ability to generate positive cash flow is uncertain.
- Our financial results may vary significantly from period to period due to fluctuations in our operating costs, product demand and other factors.
- Our limited operating history makes evaluating our business and future prospects difficult and increases the risk of your investment.
- We have remediated the material weaknesses previously reported in our internal control over financial reporting, but if we identify additional material weaknesses in the future or otherwise fail to maintain an effective system of internal controls, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business and stock price.
- If we fail to manage our growth effectively, we may not be able to design, develop, manufacture, market and launch our EVs successfully.
- We are highly dependent on the services of our key employees and senior management and, if we are unable to attract and retain key employees and hire qualified management, technical and EV engineering personnel, our ability to compete could be harmed.
- We face significant barriers to manufacture and bring our electric vehicles ("EVs") to market, and if we cannot successfully overcome those barriers our business will be negatively impacted.
- In connection with each of our previous six Form 10-Qs (beginning with the quarter ended March 31, 2022) and each of our previous two Form 10-Ks, our management has performed an analysis of our ability to continue as a going concern and has identified substantial doubt about our ability to continue as a going concern.
- Outstanding amounts and limited capacity under the Yorkville PPA will make us more vulnerable to downturns in our financial condition.
- Customers who have committed to purchase significant amounts of our vehicles may purchase significantly fewer vehicles than we currently anticipate or none at all. In that case, our business, prospects, financial condition, results of operations, and cash flows could be materially and adversely affected.

- Our ability to develop and manufacture EVs of sufficient quality and appeal to customers on schedule and on a large scale is unproven and still evolving.
- We will depend initially on revenue generated from a single EV model and in the foreseeable future will be significantly dependent on a limited number of models.
- There is no guarantee that we will be able to develop our software platform, Canoo Digital Ecosystem, or that if we are able to develop it, that we will obtain the revenue and other benefits we expect from it.
- We may fail to attract new customers in sufficient numbers or at sufficient rates or at all or to retain existing customers, if any, and may face risks if we are dependent on a small number of customers for a significant portion of our revenues.
- If our EVs fail to perform as expected, our ability to develop, market and deploy our EVs could be harmed.
- Our distribution model may expose us to risk and if unsuccessful may impact our business prospects and results of operations.
- We face legal, regulatory and legislative uncertainty in how our go-to-market models will be interpreted under existing and future law, including the potential inability to protect our intellectual property rights, and we may be required to adjust our consumer business model in certain jurisdictions as a result.
- If we fail to successfully build and tool our manufacturing facilities and/or if we are unable to establish or continue a relationship with a contract manufacturer or if our manufacturing facilities become inoperable, we will be unable to produce our vehicles and our business will be harmed.
- We may not be able to realize the non-dilutive financial incentives offered by the State of Oklahoma where we will develop our own manufacturing facilities.
- We and our third-party suppliers will rely on complex machinery for production, which involves a significant degree of risk and uncertainty in terms of operational performance and costs.
- We have no experience to date in high volume manufacture of our EVs.
- We may experience significant delays in the design, production and launch of our EVs, which could harm our business, prospects, financial condition and operating results.
- Increases in costs, disruption of supply or shortage of raw materials and other components used in our vehicles, in particular lithium-ion battery cells, could harm our business.
- We are dependent on our suppliers, some of which are single or limited source suppliers, and the inability of these suppliers to deliver necessary components of our EVs at prices and volumes, performance and specifications acceptable to us, could have a material adverse effect on our business, prospects, financial condition and operating results.
- We are or may be subject to risks associated with strategic alliances or acquisitions and may not be able to identify adequate strategic relationship opportunities, or form strategic relationships, in the future.
- The automotive market is highly competitive and technological developments by our competitors may adversely affect the demand for our EVs and our competitiveness in this industry.
- If the market for EVs does not develop as we expect or develops more slowly than is expected, our business, prospects, financial condition and operating results will be adversely affected.
- We may not be able to obtain or agree on acceptable terms and conditions for all or a significant portion of the government grants, loans and other incentives for which we may apply.
- Our EVs are based on the use of complex and novel steer-by-wire technology that is unproven on a wide commercial scale.
- Our EVs rely on software and hardware that is highly technical, and if these systems contain errors, bugs or vulnerabilities, or if we are unsuccessful in addressing or mitigating technical limitations in our systems, our business could be adversely affected.
- We are subject to cybersecurity risks to our operational systems, security systems, infrastructure, integrated software in our EVs and customer data processed by us or third-party vendors.
- Our stock price has been volatile, and the market price of our Common Stock may drop below the price you pay.
- Future sales and issuances of our equity or convertible securities could result in dilution to our existing stockholders and could cause the price of our Common Stock to decline.
- Substantial blocks of our total outstanding shares may be sold into the market. If there are substantial sales or issuances of shares of our Common Stock, the price of our Common Stock could decline.

- Our failure to meet the continued listing requirements of The Nasdaq Capital Market could result in a delisting of our securities.
- Economic, regulatory, political and other events, including fluctuating interest rates, sustained inflation, slower growth or recession, issues with supply chain, shortage of labor, national and global geopolitical and economic uncertainty, may adversely affect our financial results.
- Our ability to meet the timelines we have established for production and manufacturing milestones of our EVs is uncertain.
- Other factors disclosed in this Quarterly Report on Form 10-Q or our other filings with the Securities and Exchange Commission (the “SEC”).

These statements are subject to known and unknown risks, uncertainties, and assumptions that could cause actual results to differ materially from those projected or otherwise implied by the forward-looking statements, including those described under the section "Summary of Risk Factors" and Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 1, 2024. Given such risks and uncertainties, you should not place undue reliance on forward-looking statements.

Should one or more of these risks or uncertainties described in this Quarterly Report on Form 10-Q materialize, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. Additional information concerning these and other factors that may impact the forward-looking statements discussed herein can be found in the sections entitled “Risk Factors” and “Management's Discussion and Analysis of Financial Condition and Results of Operations.” 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. These risks and others described in this Quarterly Report on Form 10-Q may not be exhaustive and the above summary is qualified in its entirety by those more complete discussions of such risks and uncertainties.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and developments in the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this Quarterly Report on Form 10-Q. In addition, even if our results or operations, financial condition and liquidity, and developments in the industry in which we operate are consistent with the forward-looking statements contained in this Quarterly Report on Form 10-Q, those results or developments may not be indicative of results or developments in subsequent periods.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CANOO INC.
Condensed Consolidated Balance Sheets
(in thousands, except par values) (unaudited)

	March 31, 2024	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	$ 3,656	$ 6,394
Restricted cash, current	3,986	3,905
Inventory	6,805	6,153
Prepaids and other current assets	17,946	16,099
Total current assets	32,393	32,551
Property and equipment, net	380,740	377,100
Restricted cash, non-current	10,600	10,600
Operating lease right-of-use assets	35,372	36,241
Deferred warrant asset	50,175	50,175
Deferred battery supplier cost	30,000	30,000
Other non-current assets	5,396	5,338
Total assets	$ 544,676	$ 542,005
Liabilities and stockholders' equity		
Liabilities		
Current liabilities		
Accounts payable	$ 67,770	$ 65,306
Accrued expenses and other current liabilities	65,017	63,901
Convertible debt, current	63,289	51,180
Derivative liability, current	1,604	860
Financing liability, current	3,542	3,200
Total current liabilities	201,222	184,447
Contingent earnout shares liability	15	41
Operating lease liabilities	34,893	35,722
Derivative liability, non-current	15,138	25,919
Financing liability, non-current	28,832	28,910
Warrant liability, non-current	80,314	17,390
Total liabilities	$ 360,414	$ 292,429
Commitments and contingencies (Note 11)		
Redeemable preferred stock, $0.0001 par value; 10,000 authorized, 45 shares issued and outstanding as of March 31, 2024, and December 31, 2023 respectively.	$ 6,469	$ 5,607
Stockholders' equity		
Common stock, $0.0001 par value; 2,000,000 authorized as of March 31, 2024 and December 31, 2023, respectively; 66,406 and 37,591 issued and outstanding as of March 31, 2024 and December 31, 2023, respectively (1)	6	4
Additional paid-in capital (1)	1,770,318	1,725,809
Accumulated deficit	(1,592,531)	(1,481,844)
Total preferred stock and stockholders' equity	184,262	249,576
Total liabilities, preferred stock and stockholders' equity	$ 544,676	$ 542,005

(1) Periods presented have been adjusted to reflect the 1-for-23 reverse stock split on March 8, 2024. See Note 1- Organization and Basis of Presentation - Reverse Stock Split, for additional information.

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

CANOO INC.
Condensed Consolidated Statements of Operations (in thousands, except per share values)
Three Months Ended March 31, 2024 and 2023 (unaudited)

	Three months ended March 31,	
	2024	**2023**
Revenue	$ —	$ —
Cost of revenue	—	—
Gross margin	—	—
Operating Expenses		
Research and development expenses, excluding depreciation	26,390	47,104
Selling, general and administrative expenses, excluding depreciation	32,868	29,849
Depreciation	3,390	4,575
Total operating expenses	62,648	81,528
Loss from operations	(62,648)	(81,528)
Other (expense) income		
Interest expense	(5,624)	(296)
Gain on fair value change in contingent earnout shares liability	26	2,505
(Loss) Gain on fair value change in warrant and derivative liability	(9,471)	17,342
Loss on fair value change in convertible debt	(58,584)	—
Gain (Loss) on extinguishment of debt	24,466	(26,739)
Other income (expense), net	1,148	(2,016)
Loss before income taxes	(110,687)	(90,732)
Provision for income taxes	—	—
Net loss and comprehensive loss attributable to Canoo	$ (110,687)	$ (90,732)
Less: dividend on redeemable preferred stock	862	—
Less: additional deemed dividend on redeemable preferred stock	—	—
Net loss and comprehensive loss available to common shareholders	$ (111,549)	$ (90,732)
Per Share Data:		
Net loss per share, basic and diluted (1)	$ (2.20)	$ (4.99)
Weighted-average shares outstanding, basic and diluted (1)	50,746	18,177

(1) Periods presented have been adjusted to reflect the 1-for-23 reverse stock split on March 8, 2024. See Note 1- Organization and Basis of Presentation - Reverse Stock Split, for additional information.

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

CANOO INC.

Condensed Consolidated Statement of Redeemable Preferred Stock and Stockholders’ Equity (in thousands)
Three Months Ended March 31, 2024 (unaudited)

	Redeemable Preferred Stock		Common stock (1)		Additional paid-in capital (1)	Accumulated deficit	Total stockholders’ equity
	Shares	Amount	Shares	Amount			
Balance as of December 31, 2023	**45**	**$ 5,607**	**37,591**	**$ 4**	**$ 1,725,809**	**$ (1,481,844)**	**$ 249,576**
Issuance of shares for restricted stock units vested	—	—	1,892	—	—	—	—
Issuance of shares under employee stock purchase plan	—	—	26	—	79	—	79
Issuance of shares under the PPA	—	—	21,935	2	54,938	—	54,940
Issuance of shares under Convertible Debentures	—	—	4,672	—	22,254	—	22,254
Exchange of YA warrants	—	—	—	—	(43,416)	—	(43,416)
Issuance of shares to vendor for services	—	—	290	—	562	—	562
Accretion of preferred shares	—	862	—	—	(862)	—	—
Stock-based compensation	—	—	—	—	10,954	—	10,954
Net loss and comprehensive loss	—	—	—	—	—	(110,687)	(110,687)
Balance as of March 31, 2024	**45**	**$ 6,469**	**66,406**	**$ 6**	**$ 1,770,318**	**$ (1,592,531)**	**$ 184,262**

(1) Periods presented have been adjusted to reflect the 1-for-23 reverse stock split on March 8, 2024. See Note 1- Organization and Basis of Presentation - Reverse Stock Split, for additional information.

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

CANOO INC.

Condensed Consolidated Statement of Redeemable Preferred Stock and Stockholders' Equity (in thousands)
Three Months Ended March 31, 2023 (unaudited)

	Redeemable Preferred Stock		Common stock (1)		Additional paid-in capital (1)	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount			
Balance as of December 31, 2022	**—**	**$ —**	**15,452**	**$ 2**	**$ 1,416,394**	**$ (1,179,823)**	**$ 236,573**
Repurchase of unvested shares - forfeitures	—	—	(1)	—	—	—	—
Issuance of shares for restricted stock units vested	—	—	120	—	—	—	—
Issuance of shares under employee stock purchase plan	—	—	30	—	389	—	389
Vesting of early exercised stock options and restricted stock awards	—	—	—	—	26	—	26
Issuance of shares under the PPA	—	—	2,903	—	64,389	—	64,389
Reclassification of warrant liability to additional paid-in capital	—	—	—	—	19,510	—	19,510
Issuance of shares under SPA, net of offering costs	—	—	2,174	—	10,161	—	10,161
Issuance of warrants to placement agent under SPA	—	—	—	—	1,600	—	1,600
Stock-based compensation	—	—	—	—	9,836	—	9,836
Net loss and comprehensive loss	—	—	—	—	—	(90,732)	(90,732)
Balance as of March 31, 2023	**—**	**$ —**	**20,678**	**2**	**1,522,305**	**(1,270,555)**	**251,752**

(1) Periods presented have been adjusted to reflect the 1-for-23 reverse stock split on March 8, 2024. See Note 1- Organization and Basis of Presentation - Reverse Stock Split, for additional information.

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

CANOO INC.

Condensed Consolidated Statements of Cash Flows (in thousands)
Three Months Ended March 31, 2024 and 2023 (unaudited)

	Three months ended March 31, 2024	Three months ended March 31, 2023
Cash flows from operating activities:		
Net loss	$ (110,687)	$ (90,732)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	3,390	4,575
Non-cash operating lease expense	870	821
Stock-based compensation expense	10,954	9,836
Gain on fair value change of contingent earnout shares liability	(26)	(2,505)
Loss (Gain) on fair value change in warrants liability	19,508	(17,342)
Gain on fair value change in derivative liability	(10,037)	—
Loss (Gain) on extinguishment of debt	(24,466)	26,739
Loss on fair value change in convertible debt	58,584	—
Non-cash debt discount	3,142	—
Non-cash interest expense	2,599	503
Other	437	800
Changes in assets and liabilities:		
Inventory	(652)	(2,151)
Prepaid expenses and other current assets	(1,847)	(2,102)
Other assets	(58)	(8)
Accounts payable, accrued expenses and other current liabilities	770	4,350
Net cash used in operating activities	(47,519)	(67,216)
Cash flows from investing activities:		
Purchases of property and equipment	(4,923)	(18,435)
Net cash used in investing activities	(4,923)	(18,435)
Cash flows from financing activities:		
Payment of offering costs	—	(275)
Proceeds from issuance of shares under SEPA agreement	—	50,961
Proceeds from employee stock purchase plan	78	389
Payment made on I-40 lease	(543)	—
Proceeds from PPA, net of issuance costs	83,257	5,001
Repayment of PPAs	(33,007)	—
Net cash provided by financing activities	49,785	56,076
Net decrease in cash, cash equivalents, and restricted cash	(2,657)	(29,575)
Cash, cash equivalents, and restricted cash		
Cash, cash equivalents, and restricted cash, beginning of period	20,899	50,615
Cash, cash equivalents, and restricted cash, end of period	$ 18,242	$ 21,040
Reconciliation of cash, cash equivalents, and restricted cash to the Condensed Consolidated Balance Sheets		
Cash and cash equivalents at end of period	$ 3,656	$ 6,715
Restricted cash, current at end of period	3,986	3,725
Restricted cash, non-current at end of period	10,600	10,600
Total cash, cash equivalents, and restricted cash at end of period shown in the Condensed Consolidated Statements of Cash Flows	$ 18,242	$ 21,040

	Three months ended March 31,	
	2024	2023
Supplemental non-cash investing and financing activities		
Acquisition of property and equipment included in current liabilities	$ 57,566	$ 79,527
Acquisition of property and equipment included in current liabilities during the period	$ 2,106	$ 21,956
Offering costs included in current liabilities	$ 903	$ 903
Recognition of operating lease right-of-use asset	$ —	$ 272
Issuance of shares for extinguishment of convertible debt under PPA agreement	$ 54,940	$ 64,389
Issuance of shares for extinguishment of convertible debt under convertible debenture	$ 22,254	$ —
Exchange of equity classified warrants	$ 43,416	$ —
Accretion on preferred shares	$ 862	$ —
Non-cash settlement of accounts payable	$ 125	$ —
Recognition of warrant liability	$ —	$ 40,000
Reclassification of warrant liability to additional paid in capital	$ —	$ 19,510

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

CANOO INC.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, unless otherwise stated) (unaudited)

1. Organization and Description of the Business

Canoo Inc. ("Canoo" or the "Company") is a high tech advanced mobility technology company with a proprietary modular electric vehicle platform and connected services initially focused on commercial fleet, government and military customers. The Company has developed a breakthrough EV platform that it believes will enable it to rapidly innovate, and bring new products addressing multiple use cases to market faster than its competition and at a lower cost.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The Company's unaudited Condensed Consolidated Financial Statements have been prepared in accordance with the rules and regulations of the SEC and accounting principles generally accepted in the United States of America ("GAAP") for interim reporting. Accordingly, certain notes or other information that are normally required by GAAP have been omitted if they substantially duplicate the disclosures contained in the Company's annual audited Consolidated Financial Statements. Accordingly, the unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company's audited financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 1, 2024 ("Annual Report on Form 10-K"). Results of operations reported for interim periods are not necessarily indicative of results for the entire year. In the opinion of management, the Company has made all adjustments necessary to present fairly its Condensed Consolidated Financial Statements for the periods presented. Such adjustments are of a normal, recurring nature. The Company's financial statements have been prepared under the assumption that the Company will continue as a going concern, which contemplates the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future.

The accompanying unaudited Condensed Consolidated Financial Statements include the results of the Company and its subsidiaries. The Company's comprehensive loss is the same as its net loss.

Except for any updates below, no material changes have occurred with respect to the Company's significant accounting policies disclosed in Note 2 of the Notes to the Consolidated Financial Statements in Part II, Item 8 of the Annual Report on Form 10-K.

Reverse Stock Split

On February 29, 2024, the Company held a special meeting of its stockholders to approve an amendment to the Company's Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's Common Stock at a reverse stock split ratio ranging from 1:2 to 1:30, and to authorize the Board to determine the timing of the amendment at its discretion at any time, if at all, but in any case prior to the one-year anniversary of the date on which the reverse stock split is approved by the Company's stockholders. On March 8, 2024, the Company effected a 1-for-23 reverse stock split (the "Reverse Stock Split") of the Company's Common Stock. As a result of the Reverse Stock Split, every 23 shares of the Company's issued and outstanding Common Stock as of 8:00 a.m. (Eastern Time) on March 8, 2024 was automatically combined into one issued and outstanding share of Common Stock, with no change in par value per share. No fractional shares of Common Stock were issued as a result of the Reverse Stock Split. Any fractional shares in connection with the Reverse Stock Split were rounded down to the nearest whole share and cash payments were made to the stockholders. The Reverse Stock Split had no impact on the number of shares of Common Stock or Preferred Stock that the Company is authorized to issue pursuant to its certificate of incorporation. Proportional adjustments were made to the number of shares of Common Stock issuable upon exercise or conversion of the Company's equity awards and warrants, as well as the applicable exercise price. All share and per share information included in this Quarterly Report on Form 10-Q has been retroactively adjusted to reflect the impact of the Reverse Stock Split.

Liquidity and Capital Resources

As of March 31, 2024, the Company's principal sources of liquidity are its unrestricted cash balance of $3.7 million and its access to capital under the Yorkville PPA (as defined in Note 9 Convertible Debt). The Company has incurred losses and negative cash flow from operating activities since inception and has a working capital deficit. The

Company had negative cash flow from operating activities of $47.5 million for the three months ended March 31, 2024. The Company expects to continue to incur net losses and negative cash flows from operating activities in accordance with its operating plan and expects that expenditures will increase significantly in connection with its ongoing activities. These conditions and events raise substantial doubt about the Company's ability to continue as a going concern.

As an early-stage growth company, the Company's ability to access capital is critical. Although management continues to explore raising additional capital through a combination of debt financing, other non-dilutive financing and/or equity financing to supplement the Company's capitalization and liquidity, management cannot conclude as of the date of this filing that its plans are probable of being successfully implemented.

The Company believes substantial doubt exists about the Company's ability to continue as a going concern for twelve months from the date of issuance of the Company's Condensed Consolidated Financial Statements. The Condensed Consolidated Financial Statements do not include any adjustments that might result from the outcome of this uncertainty.

Macroeconomic Conditions

Current adverse macroeconomic conditions, including but not limited to heightened inflation, slower growth or recession, changes to fiscal and monetary policy, higher interest rates, currency fluctuations, challenges in the supply chain could negatively affect the Company's business.

Ultimately, the Company cannot predict the impact of current or worsening macroeconomic conditions. The Company continues to monitor macroeconomic conditions to remain flexible and to optimize and evolve its business as appropriate. To do this, the Company is working on projecting demand and infrastructure requirements and deploying its workforce and other resources accordingly.

Fair Value of Financial Instruments

The Company applies the provisions of ASC 820, *Fair Value Measurements and Disclosures*, which provides a single authoritative definition of fair value, sets out a framework for measuring fair value and expands on required disclosures about fair value measurement. Fair value represents the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company uses the following hierarchy in measuring the fair value of the Company's assets and liabilities, focusing on the most observable inputs when available:

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active for identical or similar assets and liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Valuations are based on inputs that are unobservable and significant to the overall fair value measurement of the assets or liabilities. Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

The Company's financial assets and liabilities not measured at fair value on a recurring basis include cash and cash equivalents, restricted cash, accounts payable, and other current liabilities and are reflected in the financial statements at cost. Cost approximates fair value for these items due to their short-term nature.

Contingent Earnout Shares Liability

The Company has a contingent obligation to issue shares of Common Stock to certain stockholders and employees upon the achievement of certain market share price milestones within specified periods (the "Earnout Shares"). The Company determined that the right to Earnout Shares represents a contingent liability that meets the definition of a derivative and recognized it on the balance sheet at its fair value upon the grant date. The right to Earnout Shares is remeasured at fair value each period through earnings. The fair value is determined using Level 3 inputs, since estimating the fair value of this contingent liability requires the use of significant and subjective inputs that may and are likely to change over the duration of the liability with related changes in internal and external market factors. The tranches were valued using a Monte Carlo simulation of the stock prices using an expected volatility assumption based on the historical volatility of the price of the Company's stock and implied volatility derived from the price of exchange traded options on the Company's stock. Upon the occurrence of a bankruptcy or liquidation, any unissued Earnout Shares would be fully issued regardless of whether the share price target has been met.

Convertible Debt

The Company accounts for convertible debt that does not meet the criteria for equity treatment in accordance with the guidance contained in ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20)* and *Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)*: Accounting for Convertible Instruments and Contracts in an Entity's Own Equity.The Company classifies convertible debt based on the re-payment terms and conditions. Any discounts or premiums on the convertible debt and costs incurred upon issuance of the convertible debt are amortized to interest expense over the terms of the related convertible debt. Convertible debt is also analyzed for the existence of embedded derivatives, which may require bifurcation from the convertible debt and separate accounting treatment. For derivative financial instruments that are accounted for as assets or liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the Condensed Consolidated Statements of Operations. Refer to Note 9 for further information.

The Company has elected the fair value option to account for the YA Convertible Debentures (as defined in Note 9), the Ninth Pre-Paid Advance (as defined in Note 9), and the Tenth Pre-Paid Advance (as defined in Note 9) (collectively "Convertible Debt") and recorded such instruments at fair value upon issuance. The Company records changes in fair value in the Condensed Consolidated Statements of Operations, with the exception of changes in fair value due to instrument-specific credit risk which, if present, will be recorded as a component of other comprehensive income. Interest expense related to the Convertible Debt is included in the changes in fair value. As a result of applying the fair value option, direct costs and fees related to the Convertible Debt were expensed as incurred.

Warrants

The Company determines the accounting classification of warrants it issues as either liability or equity classified by first assessing whether the warrants meet liability classification in accordance with ASC 480-10, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity* ("ASC 480"), then in accordance with ASC 815-40 ("ASC 815"), *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock*. Under ASC 480, warrants are considered liability classified if the warrants are mandatorily redeemable, obligate the Company to settle the warrants or the underlying shares by paying cash or other assets, or warrants that must or may require settlement by issuing variable number of shares. If warrants do not meet liability classification under ASC 480, the Company assesses the requirements under ASC 815, which states that contracts that require or may require the issuer to settle the contract for cash are liabilities recorded at fair value, irrespective of the likelihood of the transaction occurring that triggers the net cash settlement feature. If the warrants do not require liability classification under ASC 815, and in order to conclude equity classification, the Company also assesses whether the warrants are indexed to its common stock and whether the warrants are classified as equity under ASC 815 or other applicable GAAP. After all relevant assessments, the Company concludes whether the warrants are classified as liability or equity. Liability classified warrants require fair value accounting at issuance and subsequent to initial issuance with all changes in fair value after the issuance date recorded in the statements of operations. Equity classified warrants only require fair value accounting at issuance with no changes recognized subsequent to the issuance date. Refer to Note 15 for information regarding the warrants issued.

Redeemable Preferred Stock

Accounting for convertible or redeemable equity instruments in the Company's own equity requires an evaluation of the hybrid security to determine if liability classification is required under ASC 480-10. Liability classification is required for freestanding financial instruments that are not debt in legal form and are: (1) subject to an unconditional obligation requiring the issuer to redeem the instrument by transferring assets (i.e., mandatorily redeemable), (2) instruments other than equity shares that embody an obligation of the issuer to repurchase its equity shares, or (3) certain types of instruments that obligate the issuer to issue a variable number of equity shares. Securities that do not meet the scoping criteria to be classified as a liability under ASC 480 are subject to redeemable equity guidance, which prescribes securities that may be subject to redemption upon an event not solely within the control of the issuer to be classified outside permanent equity (i.e., classified in temporary equity). Securities classified in temporary equity are initially measured at the proceeds received, net of issuance costs and excluding the fair value of bifurcated embedded derivatives (if any). Subsequent measurement of the carrying value is not required unless the instrument is probable of becoming redeemable or is currently redeemable. When the instruments are currently redeemable or probable of becoming redeemable, the Company will recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the then current maximum redemption value at the end of each reporting period Refer to Note 13 for information regarding the Redeemable Preferred Stock issued.

Stock-Based Compensation

The Company accounts for stock-based compensation awards granted to employees and directors based on the awards' estimated grant date fair value. The Company estimates the fair value of its Common Stock options using the Black-Scholes-Merton option-pricing model. For stock-based awards that vest solely based on continued service ("service-only vesting conditions"), the resulting fair value is recognized under the graded vesting method over the requisite service period, which is usually the vesting period and generally four years. The Company recognizes the fair value of stock-based awards which contain performance conditions using the graded vesting method, when it is probable the performance condition will be met. The Company recognizes the fair value of stock-based awards which contain market conditions, such as stock price milestones, by simulating a range of possible future stock prices for the Company over the performance period using a Monte-Carlo simulation model to determine the grant date fair value. The Company accounts for forfeitures as they occur. The Company classifies stock-based compensation expense in its Consolidated Statement of Operations in the same manner in which the award recipient's payroll costs are classified. For grants to non employees, an expense is recognized when the good or service is received.

The Company estimates the fair value of RSUs based on the market price of the Company's Common Stock underlying the awards on the grant date. Fair value for awards with stock price performance metrics is calculated using the Monte Carlo simulation model, which incorporates stock price correlation and other variables over the time horizons matching the performance periods. Refer to Note 14 for awards granted to employees during the period.

Net loss per Share

Basic and diluted net loss per share is computed by dividing net loss by the weighted-average number of the Company's common shares outstanding during the period, without consideration for potential dilutive securities. As the Company is in a loss position for the periods presented, diluted net loss per share is the same as basic net loss per share, since the effects of potentially dilutive securities are antidilutive.

3. Recent Accounting Pronouncements

Changes to GAAP are established by the Financial Accounting Standards Board ("FASB"), in the form of ASUs, to the FASB's Accounting Standards Codification.

The Company considers the applicability and impact of all ASUs. ASUs not listed below were assessed and determined to be either not applicable or are expected to have immaterial impact on the Company's Condensed Consolidated Financial Position, Results of Operations or Cash Flows.

Recently Issued Accounting Pronouncements Adopted

In March 2023, the FASB issued ASU No. 2023-01, Leases (Topic 842): Common Control Arrangements ("ASU 2023-01"), which amends certain provisions of ASC 842 that apply to arrangements between related parties under common control. Specifically, it amends the accounting for leasehold improvements. The amendments requires a lessee in a common-control lease arrangement to amortize leasehold improvements that it owns over the improvements' useful life to the common control group, regardless of the lease term, if the lessee continues to control the use of the underlying asset through a lease. The amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted in any annual or interim period as of the beginning of the related fiscal year. The adoption of ASU 2023-01 did not have material impact on the Company's unaudited Condensed Consolidated Financial Statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09") to enhance the transparency and decision usefulness of income tax disclosures, primarily related to the rate reconciliation and income taxes paid. ASU 2023-09 is effective for annual periods beginning after

December 15, 2024. Early adoption is permitted. The Company is currently assessing the provisions of this new pronouncement and evaluating any material impact that this guidance may have on our Consolidated Financial Statements.

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07") to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently assessing the provisions of this new pronouncement and evaluating any material impact that this guidance may have on our Consolidated Financial Statements.

On October 9, 2023, the FASB issued ASU 2023-06, Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative, which amends the disclosure or presentation requirements related to various subtopics in the FASB Accounting Standards Codification (the "Codification"). The ASU was issued in response to the SEC's August 2018 final rule that updated and simplified disclosure requirements that the SEC believed were "redundant, duplicative, overlapping, outdated, or superseded." The new guidance is intended to align U.S. GAAP requirements with those of the SEC and to facilitate the application of U.S. GAAP for all entities. The effective date for each amendment will be the date on which the SEC's removal of that related disclosure requirement from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. The Company is currently assessing the provisions of this new pronouncement and evaluating any material impact that this guidance may have on our Consolidated Financial Statements.

4. Fair Value Measurements

The following table summarizes the Company's assets and liabilities that are measured at fair value on a recurring basis as required by ASC 820, by level, within the fair value hierarchy as of March 31, 2024 and December 31, 2023 (in thousands):

	March 31, 2024			
	Fair Value	**Level 1**	**Level 2**	**Level 3**
Liability				
Contingent earnout shares liability	$ 15	$ —	$ —	$ 15
Derivative liability, current	$ 1,604	$ —	$ —	$ 1,604
Convertible debt, current	$ 63,289	$ —	$ —	$ 63,289
Derivative liability, non-current	$ 15,138	$ —	$ —	$ 15,138
Warrant liability, non-current	$ 80,314	$ —	$ 80,314	$ —

	December 31, 2023			
	Fair Value	**Level 1**	**Level 2**	**Level 3**
Liability				
Contingent earnout shares liability	$ 41	$ —	$ —	$ 41
Derivative liability, current	$ 860	$ —	$ —	$ 860
Convertible debt, current	$ 16,052	$ —	$ —	$ 16,052
Derivative liability, non-current	$ 25,919	$ —	$ —	$ 25,919
Warrant liability, non-current	$ 17,390	$ —	$ 17,390	$ —

The Company's Contingent Earnout liability, convertible debt, derivative liabilities are considered "Level 3" fair value measurement. Refer to Note 2 for discussion of the Company's methods for valuation.

The Company entered into the Ninth Pre-Paid Advance and Tenth Pre-Paid Advance as discussed in Note 9 whereby the Company elected to account transactions under the fair value option of accounting upon issuance. The Ninth Pre-Paid Advance was fully paid off as of the end of the reporting period. The Company estimated the fair value of the Tenth Pre-Paid Advance based on assumptions used in the Monte Carlo simulation model using the following inputs as of the end of the reporting period:

	Tenth Pre-Paid Advance
Stock price	$ 3.57
Risk free interest rate	5.3 %
Interest rate	5.0 %
Expected volatility	150.8 %
Expected dividend yield	— %
Remaining term (in years)	0.5

Following is a summary of the change in fair value of the Convertible Debt for the three months ended March 31, 2024 and March 31, 2023 (in thousands).

	Three months ended March 31,	
Convertible Debt	**2024**	**2023**
Beginning fair value	$ 16,052	$ —
Addition during the period	28,960	—
Payments in cash and common stock during the period	(40,307)	—
Change in fair value during the period	58,584	—
Ending fair value	$ 63,289	—

As the proceeds of the freestanding instruments identified within the Ninth Pre-Paid Advance exceeded the fair value, a gain on issuance on convertible debt was recognized. As the fair value of the freestanding instruments identified within Tenth Pre-Paid Advance exceeded the proceeds received, a loss on issuance on convertible debt was recognized. Refer to Note 9 for further information.

The Company has a contingent obligation to issue shares of Common Stock to certain stockholders and employees upon the achievement of certain market share price milestones within specified periods. Issuances are made in three tranches of approximately 0.2 million shares, for a total of 0.7 million shares, each upon reaching share price targets within specified time frames from December 21, 2020 ("Earnout Date"). The first tranche was not issued given the share price did not reach the specified threshold as of December 21, 2022. The second tranche will be issued if the share price reaches $575.00 within four years of the closing of the Earnout Date. The third tranche will be issued if the share price reaches $690.00 within five years of the Earnout Date. The tranches may also be issued upon a change of control transaction that occurs within the respective timeframes and results in per share consideration exceeding the respective share price target. As of March 31, 2024, the Company has a remaining contingent obligation to issue 0.4 million shares of Common Stock.

Following is a summary of the change in fair value of the Earnout Shares liability for the three months ended March 31, 2024 and March 31, 2023 (in thousands).

	Three months ended March 31,	
Earnout Shares Liability	**2024**	**2023**
Beginning fair value	$ 41	$ 3,013
Change in fair value during the period	(26)	(2,505)
Ending fair value	$ 15	$ 508

The Company entered into a Lease Agreement ("Lease Agreement") with I-40 OKC Partners LLC ("I-40") which contained a "Market Value Shortfall" provision that meets the definition of a derivative. The Company estimated the fair value of the Market Value Shortfall based on assumptions used in the Monte Carlo simulation model using the following inputs as of the end of the reporting period: the price of the Company's common stock of $3.57; shares subject to Market Value shortfall of 0.1 million shares; a risk-free interest rate of 5.4%; expected volatility of the Company's common stock of 150.8%; expected dividend yield of 0.0%; and remaining term of 0.02 years. The fair value of the Market Value

Shortfall derivative measured as of December 31, 2023 and March 31, 2024 was $0.9 million and $1.6 million, respectively, resulting in a loss of $0.7 million during the three months ended March 31, 2024 included within the Condensed Consolidated Statement of Operations.

The Company entered into the Series B Preferred Stock Purchase Agreement with the Series B Preferred Stock Purchaser whose conversion feature meets the definition of a derivative liability which requires bifurcation. The Company estimated the fair value of the conversion feature derivative embedded in the Series B Preferred Stock Purchase Agreement based on assumptions used in the Monte Carlo simulation model using the following inputs as of the end of the reporting period: the price of the Company's Common Stock of $3.57; a risk-free interest rate of 4.2%; expected volatility of the Company's Common Stock of 131.1%; expected dividend yield of 0.0%; and remaining term of 4.53 years. The fair value of the conversion feature derivative measured as of December 31, 2023 and March 31, 2024 was $25.9 million and $15.1 million, respectively, resulting in a gain of $10.8 million during the three months ended March 31, 2024 included within Consolidated Statement of Operations.

	Three months ended March 31,	
Derivative liability	**2024**	**2023**
Beginning fair value	$ 26,779	$ —
Addition during the period	—	—
Change in fair value during the period	(10,037)	—
Derecognition of liability upon extinguishment of convertible debt	—	—
Ending fair value	$ 16,742	$ —

Refer to Note 15 for discussion related to warrants fair value measurements.

5. Prepaids and Other Current Assets

Prepaids and other current assets consisted of the following (in thousands):

	March 31, 2024	December 31, 2023
Prepaid expense	$ 11,406	$ 9,300
Short term deposits	5,946	6,312
Other current assets	594	487
Prepaids and other current assets	$ 17,946	$ 16,099

6. Inventory

As of March 31, 2024 and December 31, 2023, the inventory balance was $6.8 million and $6.2 million, respectively, which consisted primarily of raw materials related to the production of vehicles for sale. The Company writes-down inventory for any excess or obsolete inventories or when we believe that the net realizable value of inventories ("LCRNV") is less than the carrying value. No write-downs were recorded for the three months ended March 31, 2024 and March 31, 2023.

7. Property and Equipment, net

Property and equipment, net consisted of the following (in thousands):

	March 31, 2024	December 31, 2023
Tooling, machinery, and equipment	$ 47,299	$ 44,025
Computer hardware	8,921	8,921
Computer software	9,835	9,835
Vehicles	1,528	1,528
Building	28,475	28,475
Land	5,800	5,800
Furniture and fixtures	788	788
Leasehold improvements	17,881	17,470
Construction-in-progress	310,708	307,489
Total property and equipment	431,235	424,331
Less: Accumulated depreciation	(50,495)	(47,231)
Total property and equipment, net	$ 380,740	$ 377,100

Construction-in-progress is primarily related to the development of manufacturing lines as well as equipment and tooling necessary in the production of the Company's vehicles. Completed tooling assets are transferred to their respective asset classes and depreciation begins when an asset is ready for its intended use.

Depreciation expense for property and equipment was $3.4 million and $4.6 million for the three months ended March 31, 2024 and 2023, respectively.

8. Accrued Expenses and Other Current liabilities

Accrued expenses consisted of the following (in thousands):

	March 31, 2024	December 31, 2023
Accrued property and equipment purchases	$ 31,391	$ 29,433
Accrued research and development costs	13,498	15,913
Accrued professional fees	7,169	6,623
Other accrued expenses	12,959	11,932
Total accrued expenses and other current liabilities	$ 65,017	$ 63,901

9. Convertible Debt

Yorkville PPA

On July 20, 2022, the Company entered into the Pre-Paid Advance Agreement (the "PPA") with YA II PN, Ltd. ("Yorkville") pursuant to which the Company could request advances of up to $50.0 million in cash from Yorkville, with an aggregate limit of $300.0 million (the "Pre-Paid Advance"). Amounts outstanding under Pre-Paid Advances could be offset by the issuance of shares of Common Stock to Yorkville at a price per share calculated pursuant to the PPA as the lower of 120.0% of the daily volume-weighted average price ("VWAP") on Nasdaq as of the day immediately preceding the date a Pre-Paid Advance was made ("Fixed Price") or 95.0% of the VWAP on Nasdaq as of the day immediately preceding the conversion date, which in no event would be less than $23.00 per share ("Floor Price"). The third Pre-Paid Advance (the "Third Pre-Paid Advance") amended the purchase price to be the lower of 110.0% of the VWAP on Nasdaq as of the day immediately preceding the date a Pre-Paid Advance was made ("Amended Fixed Price") or 95.0% of the VWAP on Nasdaq during the five days immediately preceding the conversion date, which in no event would be less than $11.50 per share ("Amended Floor Price"). The Company's stockholders approved the Amended Floor Price, which was proposed and voted on at the special meeting of Company stockholders held on January 24, 2023. The Company's stockholders further approved the Second Amended Floor Price (as defined below), which was proposed and voted on at the special meeting of Company stockholders held on October 5, 2023. The issuance of the shares of Common Stock under the PPA is subject to certain limitations, including that the aggregate number of shares of Common Stock issued pursuant to the PPA (including the aggregation with the issuance of shares of Common Stock under Standby Equity Purchase Agreement entered into by the Company with Yorkville on May 10, 2022 (the "SEPA"), which was terminated effective August 26, 2022) cannot exceed 19.9% of the Company's outstanding shares of Common Stock as of May 10, 2022 ("PPA Exchange Cap"). The Company's stockholders approved the issuance of shares of the Company's Common Stock in excess of the PPA Exchange Cap, which was proposed and voted on at the special meeting of Company stockholders held on January 24, 2023. Interest accrues on the outstanding balance of any Pre-Paid Advance at an annual rate equal to 5.0%, subject to an increase to 15.0% upon events of default described in the PPA. Each Pre-Paid Advance has a maturity date of 15 months from the Pre-Paid Advance Date. Yorkville is not entitled to participate in any earnings distributions until a Pre-Paid Advance is offset with shares of Common Stock.

Between July 2022 and October 2022, Yorkville agreed to advance amounts to the Company on account of the first and second pre-paid advances ("Previous Pre-Paid Advances") in accordance with the PPA. The Previous Pre-Paid Advances were fully paid off through the issuance of shares of Common Stock to Yorkville as of December 31, 2022.

On November 10, 2022, Yorkville agreed to advance $20.0 million to the Company on account of the Third Pre-Paid Advance in accordance with the PPA. On December 31, 2022, the Company received an aggregate of $32.0 million on account of the fourth Pre-Paid Advance in accordance with the PPA (the "Fourth Pre-Paid Advance"). In accordance with the second supplemental agreement, the Fourth Pre-Paid Advance may, at the sole option of Yorkville, be increased by up to an additional $8.5 million (the "YA PPA Option"). On January 13, 2023, Yorkville partially exercised their option, and increased their investment amount by $ 5.3 million, which resulted in net proceeds of $5.0 million, and was applied to the fourth PPA. Pursuant to the second supplemental agreement, the Fourth Pre-Paid Advance included issuances of warrants to Yorkville. Of the aggregate Fourth Pre-Paid Advance proceeds, $14.8 million was allocated to convertible debt presented in the Consolidated Balance Sheets as of December 31, 2022, and an additional $2.3 million was allocated to convertible debt as a result of Yorkville exercising the YA PPA Option. Refer to Note 15, Warrants, for further information on the warrants and the allocation of proceeds. During the year 2023, the Third Pre-Paid Advance and Fourth Pre-Paid Advance were each fully paid off through the issuance of 2.9 million shares of Common Stock in the aggregate to Yorkville.

On September 11, 2023, Yorkville agreed to advance $12.5 million to the Company on account of the fifth Pre-Paid Advance in accordance with the PPA (the "Fifth Pre-Paid Advance"). The net proceeds received by the Company, after giving affect to the commitment fee and the purchase price discount provided for in the PPA, was $ 11.8 million. Of the aggregate proceeds, $6.0 million was allocated to derivative assets for an embedded conversion feature included in the Fifth Pre-Paid Advance. Any portion of the convertible debt settled using the Variable Price (as defined further in Note 9) will be extinguished as a share settled redemption while any settlement using the Fixed Price or the applicable floor price will be settled via conversion accounting. As of December 31, 2023, the Fifth Pre-Paid Advance was fully paid off through the issuance of 1.2 million shares of Common Stock to Yorkville.

The Company's stockholders approved an amendment to the PPA with Yorkville to lower the minimum price which shares may be sold from $11.50 per share to $2.30 per share (the "Second Amended Floor Price"), which was proposed and voted on at the special meeting of Company stockholders held on October 5, 2023 (the "October Special Meeting").

On November 21, 2023, Yorkville agreed to advance $21.3 million to the Company on account of the Sixth Pre-Paid Advance in accordance with the PPA (the "Sixth Pre-Paid Advance"). The net proceeds received by the Company, after giving effect to the commitment fee and the purchase price discount provided for in the PPA, was $ 20.0 million. As of March 31, 2024, the Sixth Pre-Paid Advance was fully paid off through the issuance of 6.1 million shares of Common Stock to Yorkville. For the three months ended March 31, 2024, the loss on extinguishment of debt from repaying the Sixth Pre-Paid Advance was $1.2 million and interest expense incurred as a result of effective interest under the PPA was $0.2 million.

On December 20, 2023, Yorkville agreed to advance $16.0 million to the Company on account of the Seventh Pre-Paid Advance in accordance with the PPA (the "Seventh Pre-Paid Advance"). The net proceeds received by the Company, after giving effect to the commitment fee and the purchase price discount provided for in the PPA, was $ 15.0 million. As of March 31, 2024, the Seventh Pre-Paid Advance was fully paid off through the issuance of 2.9 million shares of Common Stock to Yorkville, in addition to $7.2 million of cash. For the three months ended March 31, 2024, the loss on extinguishment of debt from repaying the Seventh Pre-Paid Advance was $0.5 million and interest expense incurred as a result of effective interest under the PPA was $0.4 million.

On January 11, 2024, Yorkville agreed to advance $17.5 million to the Company on account of the Eighth Pre-Paid Advance in accordance with the PPA (the "Eighth Pre-Paid Advance"). The net proceeds received by the Company, after giving effect to the commitment fee and the purchase price discount provided for in the PPA, was $ 16.5 million. As of March 31, 2024, the Eighth Pre-Paid Advance was fully paid off through the issuance of 4.1 million shares of Common Stock to Yorkville, in addition to $8.3 million of cash. For the three months ended March 31, 2024, the loss on extinguishment of debt from repaying the Eighth Pre-Paid Advance was $0.6 million and interest expense incurred as a result of effective interest under the PPA was $0.4 million.

On January 31, 2024, Yorkville agreed to advance $20.0 million to the Company on account of the Ninth Pre-Paid Advance. The net proceeds received by the Company, after giving effect to the commitment fee and the purchase price discount provided for in the PPA, was $18.8 million. The Company elected to account for the Ninth Pre-Paid Advance under the fair value option of accounting upon issuance. The proceeds were allocated to all freestanding instruments recorded at fair value. As of March 31, 2024, the Ninth Pre-Paid Advance was fully paid off through the issuance of 1.3 million shares of Common Stock to Yorkville, in addition to $17.5 million of cash. For the three months ended March 31, 2024, the loss on extinguishment of debt from repaying the Ninth Pre-Paid Advance was nominal.

On March 12, 2024, Yorkville agreed to advance $62.0 million to the Company on account of the Tenth Pre-Paid Advance. Approximately $33.0 million of the proceeds received from the Tenth Pre-Paid Advance were used to repay the remaining outstanding amounts on the Seventh, Eighth, and Ninth Pre-Paid Advance (refer to above). The net proceeds received by the Company, after giving the effect to the repayment, financing charges of $14.0 million provided for in the PPA, were $15.0 million. With respect to the Tenth Pre-Paid Advance, the Purchase Price (as such term is used in the PPA) is equal to $2.30 per share.

The Company elected to account for the Ninth Pre-Paid Advance and Tenth Pre-Paid Advance under the fair value option of accounting upon issuance. The proceeds were allocated to all freestanding instruments recorded at fair value. On March 12, 2024, the Ninth Pre-Paid Advance was fully paid through the issuance of the Tenth Pre-Paid Advance. During the three months ended March 31, 2024, 7.4 million shares of Common Stock converted at the Second Amended Floor Price have been issued under the Tenth Pre-Paid Advance, with a gain on extinguishment of debt of $7.6 million recorded. As of March 31, 2024, a principal balance of $45.0 million remains outstanding under the Tenth Pre-Paid Advance.

The PPA provides that in respect of any Pre-Paid Advance, if the VWAP of shares of Common Stock is less than the Floor Price (as amended from time to time) for at least five trading days during a period of seven consecutive trading days or the Company has issued substantially all of the shares of Common Stock available under the Exchange Cap, then the Company is required to make monthly cash payments of amounts outstanding under any Pre-Paid Advance beginning on the 10^{th} calendar day and continuing on the same day of each successive calendar month until the entire amount of such Pre-Paid Advance balance has been paid or until the payment obligation ceases. Pursuant to the PPA, the monthly payment obligation ceases if the Exchange Cap no longer applies and the VWAP is greater than the Floor Price (as amended from time to time) for a period of five consecutive trading days, unless a subsequent triggering date occurs.

The Company, at its option, has the right, but not the obligation, to repay early in cash a portion or all amounts outstanding under any Pre-Paid Advance, provided that the VWAP of the Common Stock is less than the Fixed Price during a period of three consecutive trading days immediately prior to the date on which the Company delivers a notice to Yorkville of its intent and such notice is delivered at least ten trading days prior to the date on which the Company will make such payment. If elected, the early repayment amount is to include a 3.0% redemption premium (“Redemption Premium”). If any Pre-Paid Advances are outstanding and any event of default has occurred, the full amount outstanding under the Pre-Paid Advances plus the Redemption Premium, together with interest and other amounts owed in respect thereof, will become, at Yorkville’s election, immediately due and payable in cash.

Yorkville Convertible Debentures

On August 2, 2023, the Company entered into a Securities Purchase Agreement with Yorkville (the “August Convertible Debenture”) in connection with the issuance and sale by the Company of convertible debentures in an aggregate principal amount of $27.9 million (the “August Initial Loan”). The net proceeds received by the Company from Yorkville includes a 6.0% discount of the Loan in accordance with the YA Convertible Debenture. Yorkville has the right and option (the “August Loan Option”) to purchase additional convertible debentures in an aggregate principal amount of up to $53.2 million. In conjunction with the August Initial Loan, the Company issued to Yorkville an initial warrant (the “August Initial Warrant”) to purchase 2.2 million shares of Common Stock at an exercise price of $12.42 per share. Yorkville did not exercise the August Loan Option, as a result of which, the August Loan Option and the related August Option Warrant are no longer applicable. During the year 2023, 4.2 million shares of Common Stock were previously issued to Yorkville. As of March 31, 2024, the August Convertible Debentures was fully paid off through the issuance of an additional 1.2 million shares of Common Stock to Yorkville, resulting in a loss on extinguishment of debt of $0.3 million. During the three months ended March 31, 2024, the Company incurred nominal interest expense.

On September 26, 2023, the Company entered into a Securities Purchase Agreement with Yorkville (the “September Convertible Debenture”, together with the August Convertible Debenture, collectively, the "YA Convertible Debentures"), receiving an aggregate of $ 15.0 million (the “September Initial Debenture”). The net proceeds received by the Company from Yorkville includes a 16.5% discount of the Loan in accordance with the September Convertible Debenture. Yorkville has the right and option (the “September Loan Option”) to purchase additional convertible debentures in an aggregate principal amount of up to $30.0 million. In conjunction with the September Convertible Debenture, the Company issued to Yorkville an initial warrant (the “September Initial Warrant”) to purchase 1.2 million shares of Common Stock at an exercise price of $12.42. If Yorkville exercises the September Loan Option, the Company will issue to Yorkville an additional warrant (the “September Option Warrant”) for a number of shares of Common Stock determined by dividing the principal amount so exercised (up to $30.0 million) by $12.42 per share. Yorkville did not exercise the September Loan Option, as a result of which, the September Loan Option and the related September Option Warrant are no longer applicable. As of March 31, 2024, the September Convertible Debentures was fully paid off through the issuance of 3.5 million shares of Common Stock to Yorkville, resulting in a loss on extinguishment of debt of $0.8 million. During the three months ended March 31, 2024, the Company incurred $0.1 million of interest expense. Additionally, Yorkville did not exercise the September Loan Option, as a result of which, the September Loan Option and the related September Option Warrant are no longer applicable.

Amounts outstanding in the YA Convertible Debentures could be offset by the issuance of shares of Common Stock to Yorkville at a price per share calculated at the lower of $11.50 (the "Note Fixed Price") or 95.0% of the lowest daily VWAP on Nasdaq as of the five immediately preceding the conversion date (“Variable Price”), which in no event would be less than $2.30 per share. The issuance of the shares of Common Stock under the YA Convertible Debentures are subject to certain limitations, including that the aggregate number of shares of Common Stock issued pursuant to the YA Convertible Debenture cannot exceed 4.1 million ("Note Exchange Cap"). With respect to the August Convertible Debenture, the Company's stockholders approved the issuance of shares of the Company’s Common Stock in excess of the Note Exchange Cap, which was proposed and voted on at the October Special Meeting.

Interest accrues on the outstanding balance of the August Convertible Debenture and the September Convertible Debenture at an annual rate equal to 3.0%, subject to an increase to 15.0% upon events of default described in their respective agreements. The YA Convertible Debentures each have a maturity date of 14 months from their respective Convertible Debenture date.

The Company elected to account for the August Convertible Debenture and the September Convertible Debenture under the fair value option of accounting upon issuance. The proceeds were allocated to all freestanding instruments recorded at fair value.

The primary reason for electing the fair value option is for simplification of accounting for the YA Convertible Debentures at fair value in its entirety versus bifurcation of the embedded derivatives. The fair value was determined using a Monte Carlo valuation model.

The YA Convertible Debentures provides that if the VWAP of shares of Common Stock is less than the then-applicable floor price for at least five trading days during a period of seven consecutive trading days (“Trigger Date”) or the Company has issued substantially all of the shares of Common Stock available under the Exchange Cap, or the Company is unable to issue Common Stock to Yorkville which may be freely resold by Yorkville without any limitations or restrictions, including, without limitation, due to a stop order or suspension of the effectiveness of the Registration Statement, then the Company is required to make monthly cash payments of amounts outstanding under the YA Convertible Debentures beginning on the 10th Trading Day after the Trigger Date and continuing on the same day of each successive calendar month until the entire amount of the YA Convertible Debentures balance has been paid or until the payment obligation ceases. Pursuant to the YA Convertible Debenture, the monthly payment obligation ceases if the Exchange Cap no longer applies and the VWAP is greater than the Floor Price for a period of five consecutive trading days, unless a subsequent triggering date occurs.

The Company, at its option, has the right, but not the obligation, to repay early in cash a portion or all amounts outstanding under the YA Convertible Debentures, provided that the VWAP of the Common Stock is less than the Fixed Price during a period of three consecutive trading days immediately prior to the date on which the Company delivers a notice to Yorkville of its intent and such notice is delivered at least ten trading days prior to the date on which the Company will make such payment. If elected, the early repayment amount is to include a 5.0% redemption premium (“Redemption Premium”). If any event of default has occurred, the full amount outstanding under the Loan plus the Redemption Premium, together with interest and other amounts owed in respect thereof, will become, at Yorkville’s election, immediately due and payable in cash.

10. Operating leases

The Company has entered into various operating lease agreements for office and manufacturing spaces.

Justin Texas Lease

On January 31, 2023, the Company entered into a real estate lease for an approximately8,000 square foot facility in Justin, Texas with an entity owned by Tony Aquila, Executive Chair and Chief Executive Officer ("CEO") of the Company. The initial lease term is three years, five months, commencing on November 1, 2022, and terminating on March 31, 2026, with one option to extend the term of the lease for an additionalfive years. Prior to execution, the contract was a month-to-month arrangement. The total minimum lease payments over the initial lease term is $0.3 million.

Oklahoma Manufacturing Facility Lease

On November 9, 2022, the Company entered into a PSA with Terex for the purchase of approximately630,000 square foot vehicle manufacturing facility on approximately 121 acres in Oklahoma City, Oklahoma. On April 7, 2023, pursuant to the assignment of real estate purchase agreement, the Company assigned the right to purchase the Property to I-40 Partners, a special purpose vehicle managed by entities affiliated with the CEO. The Company then entered into a lease agreement with I-40 Partners commencing April 7, 2023. The lease term is approximately ten years with a five year renewal option and the minimum aggregate lease payment over the initial term is expected to be approximately $44.3 million, which includes equity portion of rent composed of $1.5 million fully vested non-refundable shares. Refer to Note 15 on warrants issued in conjunction with this lease.

The lease was evaluated as a sale and leaseback of real estate because the Company was deemed to control the asset once the rights under the PSA were assigned to I-40 Partners. The Company accounted for the transaction as a financing lease since the lease agreement contains a repurchase option which precludes sale and leaseback accounting. The purchase option is exercisable between the third and fourth anniversary of the lease commencement in the greater of the fair value or a 150.0% of the amounts incurred by Landlord for the purchase price for the Property, the construction allowance, and expenses incurred with the purchase of the Property.

The lease did not qualify for sale-leaseback accounting and was accounted for as a financing obligation. Under a failed sale-leaseback transaction, the real estate assets generally recorded on the Consolidated Balance Sheets and are depreciated over their useful lives while a failed sale and leaseback financing obligation is recognized for the proceeds. As a result, the Company recorded an asset and a corresponding finance liability in the amount of the purchase price of $34.2 million. The financing liability at inception was initially allocated to the warrants issued to I-40 valued at $0.9 million described in Note 15 and the derivative liability valued at $0.6 million described in Note 4.

As described above, for the failed sale and leaseback transaction, the Company reflects the real estate asset on the Balance Sheets in Property and equipment, net as if the Company was the legal owner, and continue to recognize depreciation expense over the estimated useful life. The Company does not recognize rent expense related to the lease but has recorded a liability for the failed sale and leaseback obligation and monthly interest expense. The Company could not readily determine the implicit rate in the lease, as such the Company imputed an interest rate of approximately 10.0%. There have been no gains or losses recorded in connection with the transactions described above.

Future minimum payments under the failed sale leaseback are as follows (in thousands):

2024 (excluding the three months ended March 31, 2024)	$	2,657
2025		3,635
2026		4,097
2027		4,302
2028		4,384
Thereafter		21,647
Total payments	$	40,722

Lease Portfolio

The Company uses an estimated incremental borrowing rate based on information available at lease commencement to determine the present value of lease payments when the rate implicit in the lease is not readily determinable. The weighted average discount rate used was 6.7%. As of March 31, 2024, the remaining operating lease ROU asset and operating lease liability were approximately $35.4 million and $38.1 million, respectively. As of December 31, 2023, the operating lease ROU asset and operating lease liability were approximately $36.2 million and $38.8 million, respectively. As of March 31, 2024 and December 31, 2023, $3.2 million and $3.1 million, respectively, of the lease liability was determined to be short term and was included in accrued expenses and other current liabilities within the Condensed Consolidated Balance Sheets.

Related party lease expense related to the Company's leases in Justin, Texas was $0.2 million and $0.1 million for the three months ended March 31, 2024 and 2023, respectively.

Certain lease agreements also provide the Company with the option to renew for additional periods. These renewal options are not considered in the remaining lease term unless its reasonably certain that the Company will exercise such options. The weighted average remaining lease term as of March 31, 2024, and December 31, 2023 was8.4 years and 8.7 years, respectively.

Throughout the term of the lease agreements, the Company is responsible for paying certain operating costs, in addition to rent, such as common area maintenance, taxes, utilities, and insurance. These additional charges are considered variable lease costs and are recognized in the period in which costs are incurred.

Maturities of the Company's operating lease liabilities at March 31, 2024 were as follows (in thousands):

	Operating Lease
2024 (excluding three months ended March 31, 24)	$ 4,200
2025	5,728
2026	5,504
2027	5,532
2028	5,813
Thereafter	23,707
Total lease payments	50,484
Less: imputed interest [1]	12,408
Present value of operating lease liabilities	38,076
Current portion of operating lease liabilities [2]	3,183
Operating lease liabilities, net of current portion	$ 34,893

(1) Calculated using the incremental borrowing rate
(2) Included within Accrued expenses and other current liabilities line item on the Condensed Consolidated Balance Sheets.

11. Commitments and Contingencies

Commitments

In connection with the commencement of the Company's Bentonville, Arkansas and Michigan leases in 2022, the Company issued standby letters of credit of $9.5 million and $1.1 million, respectively, which are included in restricted cash within the accompanying Consolidated Balance Sheets as of March 31, 2024. The letters of credit have 5 year and 13 year terms, respectively, and will not be drawn upon unless the Company fails to make its payments.

Refer to Note 10 for information regarding the lease arrangements.

Legal Proceedings

From time to time, the Company may become subject to legal proceedings, claims and litigation arising in the ordinary course of business. Some of these claims, lawsuits and other proceedings may involve highly complex issues that are subject to substantial uncertainties, and could result in damages, fines, penalties, non-monetary sanctions or relief.

On April 2, 2021, and April 9, 2021, the Company was named as a defendant in putative class action complaints filed in California on behalf of individuals who purchased or acquired shares of the Company's stock during a specified period. Through the complaint, plaintiffs are seeking, among other things, compensatory damages. On February 28, 2023, the court granted the Company's motion to dismiss with leave to amend. On March 10, 2023, the lead plaintiff filed a second amended consolidated complaint. On April 10, 2023, the court entered a stipulated order granting the lead plaintiff leave to file a third amended consolidated complaint and relieving defendants of any obligation to respond to the second amended consolidated complaint. The lead plaintiff filed a third amended consolidated complaint on September 8, 2023, and defendants subsequently filed a motion to dismiss the third amended consolidated complaint. On January 4, 2024, the lead plaintiff filed his opposition to the defendants' motion to dismiss. On February 1, 2024, the defendants filed their reply in support of the motion to dismiss. The final determinations of liability arising from these litigation matters will only be made following comprehensive investigations and litigation processes.

In March 2022, the Company received demand letters on behalf of shareholders of the Company identifying purchases and sales of the Company's securities within a period of less than six months by DD Global Holdings Ltd. ("DDG") that resulted in profits in violation of Section 16(b) of the Exchange Act. On May 9, 2022, the Company brought an action against DDG in the Southern District of New York seeking the disgorgement of the Section 16(b) profits obtained by DDG from such purchases and sales. In the action, the Company seeks to recover an estimated $61.1 million of Section 16(b) profits. In September 2022, the Company filed an amended complaint and DDG filed a motion to dismiss the amended complaint. On September 21, 2023, the court issued a decision denying DDG's motion to dismiss. DDG's answer to the complaint was filed on October 19, 2023. An initial pretrial conference was held on January 12, 2024, and the court entered the case management order that day. The fact discovery deadline for the case is January 24, 2025.

On January 16, 2024, the Company was named as a defendant in an action for damages and injunctive relief filed in the Southern District of New York by an affiliated party to DD Global Holdings Ltd., Champ Key Limited ("Champ Key"). The complaint alleges that the Company breached a registration rights agreement and violated Delaware law (6 Del. C. Section 8-401) when the Company refused in November 2022 to remove the restrictive legends on 17.2 million shares of Common Stock owned by Champ Key, thereby preventing Champ Key from selling the shares of Common Stock. The complaint alleges claims for breach of contract, violation of Delaware law, and seeks injunctive relief, compensatory damages in excess of $23.0 million and punitive damages, interests, costs of suit and attorneys' fees. On March 1, 2024, the Company filed an answer and affirmative defenses to the complaint. An initial pretrial conference is scheduled for May 14, 2024. The final determinations of liability arising from these litigation matters will only be made following comprehensive investigations and litigation processes.

On April 19, 2024, the Company was named as a defendant in a putative class action complaint filed in Los Angeles Superior Court on behalf of individuals who purchased or acquired shares of Hennessy Capital Acquisition Corp. IV ("HCAC") prior to the Company's merger with HCAC and held shares through consummation of the merger. The complaint alleges breach of fiduciary duty, aiding and abetting breach of fiduciary duty, and unjust enrichment claims related to the many of the same allegations at issue in the above described prior securities complaint. The final determinations of liability arising from this litigation matter will only be made following comprehensive investigations and litigation processes.

At this time, the Company does not consider any such claims, lawsuits or proceedings that are currently pending, individually or in the aggregate, including the matters referenced above, to be material to the Company's business or likely to result in a material adverse effect on its future operating results, financial condition or cash flows should such proceedings be resolved unfavorably.

Indemnifications

In the ordinary course of business, the Company may provide indemnifications of varying scope and terms to vendors, lessors, investors, directors, officers, employees and other parties with respect to certain matters, including, but not limited to, losses arising out of the Company's breach of such agreements, services to be provided by the Company, or from intellectual property infringement claims made by third-parties. These indemnifications may survive termination of the underlying agreement and the maximum potential amount of future payments the Company could be required to make under these indemnification provisions may not be subject to maximum loss clauses. The Company provided indemnifications to certain of its officers and employees with respect to claims filed by a former employee.

12. Related Party Transactions

On November 25, 2020, Canoo Holdings Ltd., prior to the Company's merger with HCAC ("Legacy Canoo") entered into an agreement, which remains in effect, with the CEO of the Company to reimburse Mr. Aquila for certain air travel expenses based on certain agreed upon criteria ("aircraft reimbursement"). The total aircraft reimbursement to Mr. Aquila for the use of an aircraft owned by Aquila Family Ventures, LLC ("AFV"), an entity controlled by Mr. Aquila, for the purposes related to the business of the Company was $0.2 million and $0.5 million for the three months ended March 31, 2024 and 2023, respectively. In addition, certain AFV staff provided the Company with shared services support in its Justin, Texas corporate office facility. For the three months ended March 31, 2024 and 2023, the Company paid AFV approximately $ 0.1 million and $0.5 million, respectively, for these services.

On June 22, 2023, the Company entered into a Common Stock and Common Warrant Subscription Agreement with certain special purpose vehicles managed by entities affiliated with Mr. Aquila ("June 2023 PIPE"). The Subscription Agreement provides for the sale and issuance by the Company of 0.7 million shares of the Company's Common Stock, together with warrants to purchase up to 0.7 million shares of Common Stock at a combined purchase price of $12.42 per share and accompanying warrants. The total net proceeds from the transaction was $8.8 million. The warrant issued is further discussed in Note 15.

On August 4, 2023, the Company entered into a Common Stock and Common Warrant Subscription Agreement with certain special purpose vehicles managed by entities affiliated with Mr. Aquila ("August 2023 PIPE") and together with the June 2023 PIPE, collectively, the "PIPEs").The Subscription Agreement provides for the sale and issuance by the Company of 0.2 million shares of the Company's Common Stock, together with warrants to purchase up to 0.2 million shares of Common Stock at a combined purchase price of $12.42 per share and accompanying warrants. The total net proceeds from the transaction was $3.0 million. The warrant issued is further discussed in Note 15.

13. Equity

At-The-Market Offering Program

On August 8, 2022, the Company entered into an Equity Distribution Agreement (as supplemented by side letters entered into on August 8, 2022 and on October 5, 2022, the "ATM Sales Agreement") with Evercore Group L.L.C. ("Evercore") and H.C. Wainwright & Co., LLC (collectively, the "agents"), to sell shares of Common Stock having an aggregate sales price of up to $200.0 million, from time to time, through an "at-the-market offering" program under which the agents act as sales agents (the "ATM Offering"). The sales are made by any method permitted by law deemed to be an "at-the-market offering" as defined in Rule 415 promulgated under the Securities Act of 1933, as amended. The Company is not obligated to sell any shares of Common Stock under the ATM Sales Agreement and may at any time suspend solicitation and offers thereunder.

On October 5, 2022, the Company entered into a Side Letter to the ATM Sales Agreement, pursuant to which, notwithstanding the existence of outstanding balances under the PPA (refer to Note 9) as of October 5, 2022, but only for so long as any portion of such balance is outstanding, the agents agreed to allow the Company to submit orders to sell Common Stock of the Company under the ATM Sales Agreement beginning on October 5, 2022. In addition, pursuant to the Side Letter to the ATM Sales Agreement, during the period from October 5, 2022 until the beginning of the third business day after the Company files its Annual Report on Form 10-K for the fiscal year ended December 31, 2022: (i) only H.C. Wainwright may be designated as a Designated Manager under the ATM Sales Agreement and receive the entire compensation payable thereunder (equal to 3.0% of the gross proceeds of the shares of Common Stock sold), and (ii) for so long as H.C. Wainwright acts as the sole Designated Manager, H.C. Wainwright agreed to waive the additional fee of 1.5% of the gross proceeds from any sales under the ATM Sales Agreement.

On February 28, 2023, Evercore delivered to us a notice to terminate the ATM Sales Agreement with respect to itself, which termination became effective on February 28, 2023.

Other Issuances of Equity

On February 5, 2023, the Company entered into a securities purchase agreement ("RDO SPA") with certain investors. The SPA provides for the sale and issuance by the Company of 2.2 million shares of the Company's Common Stock, together with warrants to purchase up to 2.2 million shares of Common Stock (the “RDO SPA Warrants”) at a combined purchase price of $24.15 per share and accompanying warrants. The total net proceeds from the transaction was $49.4 million.

On February 5, 2023, the Company also issued warrants to purchase 0.1 million shares of our Common Stock (the “Placement Agent Warrants”) to our placement agent as part of the compensation payable for acting as our exclusive placement agent in connection with the RDO SPA. The Placement Agent Warrants had the same terms as the warrants issued under the RDO SPA. These warrants are equity classified and were measured at fair value on the issuance date for a total of $1.6 million.

The Company entered into other equity agreements including the Yorkville PPA and YA Convertible Debentures discussed in Note 9, the PIPEs discussed in Note 12, and warrants issued to various parties discussed in Note 15.

Authorized Shares Amendment

On October 5, 2023, at the October Special Meeting, the Company’s stockholders approved an amendment to Paragraph A of Article IV of the Company’s Second Amended and Restated Certificate of Incorporation to increase the Company’s number of shares of authorized Common Stock from 1.0 billion shares to 2.0 billion shares and the corresponding increase in the total number of authorized share of capital stock the Company may issue from 1.0 billion to 2.0 billion shares.

Series B Preferred Stock Purchase Agreement

On September 29, 2023, the Company entered into a securities purchase agreement (the "Series B Preferred Stock Purchase Agreement") with an institutional investor (the "Series B Preferred Stock Purchaser") in connection with the issuance, sale and delivery by the Company of an aggregate of 45,000 shares (the "Series B Preferred Shares") of the Company’s 7.5% Series B Cumulative Perpetual Redeemable Preferred Stock, par value $0.0001 per share (the "Series B Preferred Stock") and a stated value of $1,000.00 per share, which is convertible into shares of the Company’s Common Stock, and pursuant to which the Company issued warrants to purchase approximately 1.0 million shares of Common Stock (the "Series B Preferred Warrants"), for a total purchase price of $45.0 million. On October 12, 2023, the Company closed the sale of the Series B Preferred Shares and the Series B Preferred Warrants to the Series B Preferred Stock Purchaser and filed the certificate of designation for the Series B Preferred Stock (the "Certificate of Designation"). The transaction is initially recognized on the settlement date of October 12, 2023. Refer to Note 15, Warrants, for further information on the Series B Preferred Warrants.

The Series B Preferred Stock is convertible into shares of Common Stock at an initial conversion price of approximately $12.88 per common share (“Conversion Price”), which is equal to 120.0% of the average Common Stock price of the Company for the ten consecutive trading days immediately preceding the closing of the transaction. The Conversion Price is subject to customary anti-dilution and price protective adjustments. The holders have the ability to exercise the conversion rights at any time, or upon a Change of Control event (as defined in the Series B Certificate of Designation). The Series B Preferred Stock does not provide the holder with any voting rights. As of March 31, 2024, no conversion of the Series B Preferred Stock has occurred.

Upon the occurrence of certain contingent events, the Company may, at its option, redeem the Series B Preferred Stock for cash at a redemption price equal to 103.0% of the Liquidation Preference, plus any accumulated and unpaid dividends. Additionally, on or after October 12, 2028 (“First Reset Date”), the Company may, at its option, redeem the Series B Preferred Stock at any time for cash at a redemption price equal to 103.0% of the Liquidation Preference plus any accumulated and unpaid dividends. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the Series B Preferred Stock Purchaser will be entitled to payment out of the assets of the Company, prior and in preference to holders of Common Stock of the Company, in an amount per share equal to $1,000.00 (the “Liquidation Preference”) plus any accumulated and unpaid dividends thereon. As of March 31, 2024, the Liquidation Preference of the Series B Preferred Stock was $46.3 million.

Dividends on the Series B Preferred Stock can be paid in either cash or in kind in the form of additional shares of Series B Preferred Stock, at the option of the Company, subject to certain exceptions. The Company will pay dividends whether in cash or in kind at a rate of 7.5% per annum ("Dividend Rate"), subject to certain adjustments and exceptions. On and after the First Reset Date, the Dividend Rate on the Series B Preferred Stock will increase by 1.5% per Payment Period. As of March 31, 2024, the accumulated but not declared or paid dividends on the Series B Preferred Stock were $1.4 million.

Based on an evaluation of the terms of the Series B Preferred Stock, the Company determined that the Series B Preferred Stock is not eligible for permanent equity classification. Under applicable US GAAP, the Company is required to assume cash-settlement of the Series B Preferred Stock in a conversion scenario that requires delivery of shares in excess of the Exchange Cap. Accordingly, the Company presents the Series B Preferred Stock outside of permanent equity (i.e., the Series B Preferred Stock is presented in mezzanine equity).

The Company determined that cash settlement or redemption of the Series B Preferred Stock is unlikely; therefore, the Series B Preferred Stock is not currently redeemable or probable of becoming redeemable. As a result of the increasing rate dividend described above, the Company uses the interest method to accrete the carrying value of the Series B Preferred Stock from its initial recognized value to its expected settlement value on the expected redemption date.

14. Stock-based Compensation

2024 CEO Equity Awards

On February 29, 2024, the Company held a special meeting of its stockholders to approve the issuance of a performance-vesting restricted stock unit award (the "CEO PSUs") representing the right to receive 1.7 million shares of the Company's Common Stock, 50.0% of which may vest based on the achievement of certain cumulative Company revenue milestones for the twelve months ended December 31, 2024 and for the twenty-four months ended December 31, 2025, and 50% of which may vest based on certain thresholds relating to the volume weighted average trading price of the Company's Common Stock any time during the twelve months ended December 31, 2024 and the twenty-four months ended December 31, 2025, subject to continuous services requirements through the applicable service vesting date. Additionally, the approval also included the issuance of a restricted stock unit award (the "CEO RSUs" and, together with the "CEO PSUs", the "CEO Equity Awards") representing the right to receive 3.4 million shares of the Company's Common Stock, the initial 50.0% of which vested immediately and the latter 50.0% of which will vest in equal increments on January 1, 2025 and January 1, 2026.

In connection with the issuance of the CEO Equity Awards, previously granted restricted stock units were automatically cancelled and forfeited. The cancellation of prior awards and issuance of the CEO Equity Awards was determined to be a modification. At the modification date, the vesting conditions for all awards besides a tranche of CEO PSUs that vest upon achievement of revenue milestones were expected to be satisfied. The incremental stock-based compensation expense recognized as a result of the modification of the awards during the three months ended March 31, 2024 was $3.7 million.

Restricted Stock Units

The Company granted stock to compensate existing employees and attract top talent, primarily through various forms of equity, including restricted stock unit awards ("RSU"). Each RSU represents a contingent right to receive one share of Common Stock. During the three months ended March 31, 2024 and 2023, 3.6 million and 0.1 million RSUs, inclusive of the CEO RSUs, were granted subject to time-based vesting, respectively.

The total fair value of restricted stock units granted during the three months ended March 31, 2024 and 2023 were $8.4 million and $1.3 million, respectively.

Performance-Based Restricted Stock Units

Performance stock unit awards ("PSU") represent the right to receive a share of Common Stock if service, performance, and market conditions, or a combination thereof, are met over a defined period. PSUs that contain a market condition, such as stock price milestones, are subject to a Monte Carlo simulation model to determine the grant date fair value by simulating a range of possible future stock prices for the Company over the performance period. The grant date fair value of the market condition PSUs is recognized as compensation expense over the greater of the Monte Carlo simulation model's derived service period and the arrangement's explicit service period, assuming both conditions must be met.

PSUs subject to performance conditions, such as operational milestones, are measured on the grant date, the total fair value of which is calculated as the product of the number of PSUs and the grant date stock price. Compensation expense for PSUs with a performance condition is recorded each period based upon a probability assessment of the expected outcome of the performance metric with a final adjustment upon measurement at the end of the performance period. The PSUs vest based on the Company's achievement of certain specified operational milestones by various dates through December 2025. The Company granted zero PSUs to employees during the three months ended March 31, 2024 and 2023, except as noted below as it relates to the CEO. As of March 31, 2024, the Company's analysis determined that these operational milestone events are probable of achievement and as such, compensation expense excluding the impact of forfeitures of $0.2 million has been recognized for the previously awarded PSUs to employees during the three months ended March 31, 2024. The compensation expense recognized during the three months ended March 31, 2023 was $0.7 million.

There were 1.7 million PSUs granted to the CEO during the three months ended March 31, 2024 with a grant date fair value of $3.2 million. There were no PSUs granted to the CEO during the three months ended March 31, 2023. The compensation expense recognized for PSUs to the CEO was $2.2 million and $3.5 million for the three months ended March 31, 2024 and 2023, respectively.

The following table summarizes the Company's stock-based compensation expense by line item for the three months ended March 31, 2024 and 2023 (in thousands):

	Three months ended March 31,	
	2024	2023
Research and development	$ 630	$ 4,135
Selling, general and administrative	10,324	5,701
Total	$ 10,954	$ 9,836

The Company's total unrecognized compensation cost as of March 31, 2024, was $21.5 million

2020 Employee Stock Purchase Plan

The 2020 Employee Stock Purchase Plan (the "2020 ESPP") was adopted by the board of directors on September 18, 2020, approved by the stockholders on December 18, 2020, and became effective on December 21, 2020, with the merger between HCAC and Legacy Canoo. On December 21, 2020, the board of directors delegated its authority to administer the 2020 ESPP to the Compensation Committee. The Compensation Committee determined that it is in the best interests of the Company and its stockholders to implement successive three-month purchase periods. The 2020 ESPP provides participating employees with the opportunity to purchase up to a maximum number of shares of Common Stock of 0.2 million, plus the number of shares of Common Stock that are automatically added on January 1st of each year for a period of ten years, in an amount equal to the lesser of (i) 1.0% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year, and (ii) 0.4 million shares of Common Stock.

During the three months ended March 31, 2024 and 2023, total employee withholding contributions for the 2020 ESPP was $0.1 million and $0.4 million, respectively. A nominal amount and approximately $0.2 million of stock-based compensation expense was recognized for the 2020 ESPP during the three months ended March 31, 2024 and 2023, respectively.

15. Warrants

Public Warrants

As of March 31, 2024, the Company had approximately 1.0 million public warrants outstanding. Each public warrant entitles the registered holder to purchase 23 shares of Common Stock at a price of $264.50 per share, subject to adjustment. The public warrants will expire on December 21, 2025, or earlier upon redemption or liquidation.

There were no public warrants exercised for the three months ended March 31, 2024 and 2023.

VDL Nedcar Warrants

In February 2022, the Company and a company related to VDL Nedcar entered into an investment agreement, under which the VDL Nedcar-related company agreed to purchase shares of Common Stock for an aggregate value of $8.4 million, at the market price of Common Stock as of December 14, 2021. As a result, the Company issued 42.3 thousand shares of Common Stock upon execution of the agreement. The Company also issued a warrant to purchase an aggregate 42.3 thousand shares of Common Stock to VDL Nedcar at exercise prices ranging from $414.00 to $920.00 per share, which are classified as equity. The exercise period is from November 1, 2022, to November 1, 2025 ("Exercise Period"). The warrant can be exercised in whole or in part during the Exercise Period but can only be exercised in three equal tranches and after the stock price per Common Stock has reached at least the relevant exercise price. None of the warrants have been exercised as of March 31, 2024.

Walmart Warrants

On July 11, 2022, Canoo Sales, LLC, a wholly-owned subsidiary of the Company, entered into an Electric Vehicle Fleet Purchase Agreement (the "Walmart EV Fleet Purchase Agreement") with Walmart. Pursuant to the Walmart EV Fleet Purchase Agreement, subject to certain acceptance and performance criteria, Walmart agreed to purchase at least 4,500 EVs, with an option to purchase up to an additional 5,500 EVs, for an agreed upon capped price per unit determined based on the EV model. The Walmart EV Fleet Purchase Agreement (excluding any work order or purchase order as a part thereof) has a five-year term, unless earlier terminated.

In connection with the Walmart EV Fleet Purchase Agreement, the Company entered into a Warrant Issuance Agreement with Walmart pursuant to which the Company issued to Walmart a Warrant to purchase an aggregate of 2.7 million shares of Common Stock, subject to certain anti-dilutive adjustments, at an exercise price of $49.45 per share, which represented approximately 20.0% ownership in the Company on a fully diluted basis as of the issuance date. As a result of the anti-dilution adjustments, as of March 31, 2024, the Warrant is exercisable for an aggregate of 2.9 million shares of Common Stock at a per share exercise price of $44.87. The Warrant has a term of 10 years and is vested with respect to 0.7 million shares of Common Stock. The Warrant will vest quarterly in amounts proportionate with the net revenue realized by the Company from transactions with Walmart or its affiliates under the Walmart EV Fleet Purchase Agreement or enabled by any other agreement between the Company and Walmart, and any net revenue attributable to any products or services offered by Walmart or its affiliates related to the Company, until such net revenue equals $300.0 million, at which time the Warrant will have vested fully.

Since the counterparty is also a customer, the issuance of the Warrant was determined to be consideration payable to a customer within the scope of ASC 606, *Revenue from Contracts with Customers*, and was measured at fair value on the Warrant's issuance date. Warrants that vested immediately resulted in a corresponding deferred warrant asset presented on the Condensed Consolidated Balance Sheets under ASC 606 and amortized on a pro-rata basis, commencing upon initial performance, over the term of the Walmart EV Fleet Purchase Agreement.

The fair value of the Warrants at the issuance date was measured using the Black-Scholes-Merton option pricing model. The key inputs used in the valuation were as follows:

Expected term (years)			10.0
Risk free interest rate		3.0	%
Expected volatility		91.3	%
Dividend yield		—	%
Exercise price	$	49.45	
Stock price	$	83.49	

Estimates were determined as follows: (i) expected term based on the warrant's contractual term, (ii) based on the blended volatilities of historical and implied market volatility of the Company, (iii) risk-free interest rates based on US Treasury yield for the expected term, and (iv) an expected dividend yield of zero percent was used since we did not yet and not yet presently expect to pay dividends.

As of March 31, 2024, a total of0.7 million warrants have vested, of which none have been exercised.

Yorkville Warrants

In connection with the YA Convertible Debentures discussed in Note 9, as well as a previously paid off convertible debenture issued with a warrant to purchase2.1 million shares, the Company issued warrants to Yorkville to purchase an aggregate of 5.5 million shares of Common Stock, with an exercise price of $12.42 per share (collectively, the "Yorkville Debenture Warrants"). The Yorkville Debenture Warrants are immediately exercisable and will expire five years from the issuance date.

The warrants were liability classified and subject to periodic remeasurement. The fair value of the warrants at the issuance date was measured using the Black-Scholes option pricing model. The warrants were reclassified to equity as a result of the special meeting the Company stockholders held on October 5, 2023. The Company elected to value the YA Convertible Debentures at fair value therefore the total proceeds from the transaction were allocated among the freestanding financial instruments. Refer to Note 9 for additional discussion. The total fair value of the warrants measured at issuance was $61.5 million. As of October 5, 2023, the warrants were reclassified to liability and the fair value of the warrants was $43.4 million.

In connection with the Yorkville PPA discussed in Note 9, on December 31, 2022, the Company issued warrants to Yorkville to purchase an aggregate of 1.3 million shares of Common Stock, with an exercise price of $26.45 per share and expiration date of December 31, 2023. On January 13, 2023, Yorkville partially exercised its option to increase its investment and the Company issued warrants to Yorkville to purchase an additional 0.2 million shares of Common Stock. Upon the expiration of the option on January 31, 2023, a $0.3 million gain was recognized as a result of remeasuring the warrant liability and $19.5 million was reclassified from liability to additional paid in capital. The exercise price of the warrants was adjusted to $24.15 per share on February 9, 2023 and subsequently adjusted to $14.26 per share on April 24, 2023.

On January 31, 2024, the Company and Yorkville entered into a Warrant Cancellation and Exchange Agreement (the "January WC&E Agreement"). Pursuant to the January WC&E Agreement, Yorkville surrendered to the Company and the Company cancelled all outstanding Yorkville Debenture Warrants, which outstanding Yorkville Debenture Warrants represented the right to purchase an aggregate of 5.5 million shares of Common Stock, and in exchange, the Company issued to Yorkville (i) a warrant to purchase 4.8 million shares of Common Stock at an exercise price of $4.14, exercisable beginning on July 31, 2024 and with an expiration date of February 1, 2029 (the "January First Warrant") and (ii) a warrant to purchase 5.5 million shares of Common Stock at an exercise price of $4.14, exercisable beginning on July 31, 2024 and with an expiration date of February 1, 2029 (the "January Second Warrant" and together with the January First Warrant, collectively, the "January Yorkville Warrants").

On March 12, 2024, the Company and Yorkville entered into a Warrant Cancellation and Exchange Agreement (the "March WC&E Agreement"). Pursuant to the March WC&E Agreement, on March 12, 2024, Yorkville surrendered to the Company and the Company cancelled all of the outstanding January Yorkville Warrants, and in exchange, the Company issued to Yorkville (i) a warrant to purchase 10.4 million shares of Common Stock at an exercise price of $1.37, exercisable beginning on September 12, 2024 and with an expiration date of March 13, 2029 and (ii) a warrant to purchase 10.9 million shares of Common Stock at an exercise price of $1.37, exercisable beginning on September 12, 2024 and with an expiration date of March 13, 2029 (the warrants set forth in clauses (i) and (ii), collectively, the "March Yorkville Warrants").

The warrants are classified as liabilities and subject to periodic remeasurement. The fair value of the warrants was measured using the Black-Scholes-Merton option pricing model. The key inputs used in the valuation were as follows:

Expected term (year)			5.0
Expected volatility		131.1	%
Dividend yield		—	%
Risk free rate		4.2	%
Estimated fair value per warrant	$	3.30	
Exercise price	$	1.37	
Stock price	$	3.57	

Estimates were determined as follows: (i) expected term based on the warrant's contractual term, (ii) based on the blended volatilities of historical and implied market volatility of the Company, (iii) risk-free interest rates based on US Treasury yield for the expected term, and (iv) an expected dividend yield of zero percent was used since we did not yet and do not presently expect to pay dividends.

The fair value as of March 31, 2024 was $70.2 million resulting in a loss of $26.8 million for the three months ended March 31, 2024. The warrants were previously equity classified with a carrying value of $43.4 million prior to the January WC&E Agreement, at which point in time the warrants became liability classified. None of the warrants have been exercised as of March 31, 2024.

RDO SPA Warrants

On February 5, 2023, the Company received net proceeds of $49.4 million in connection with the RDO SPA. The Company issued the RDO SPA Warrants to multiple parties to purchase an aggregate of 2.2 million shares of Common Stock, with an exercise price of $29.90 per share and will be initially exercisable beginning six months following the date of issuance and will expire five years from the initial exercise date.

The warrants are liability classified and subject to periodic remeasurement. The fair value of the warrants was measured using the Black-Scholes-Merton option pricing model. The key inputs used in the valuation were as follows:

Expected term (years)			4.4
Expected volatility		131.1	%
Expected dividend rate		—	%
Risk free rate		4.2	%
Estimated fair value per warrant	$	2.19	
Exercise price	$	29.90	
Stock price	$	3.57	

Estimates were determined as follows: (i) expected term based on the warrant's contractual term, (ii) based on the blended volatilities of historical and implied market volatility of the Company, (iii) risk-free interest rates based on US Treasury yield for the expected term, and (iv) an expected dividend yield of zero percent was used since we did not yet and not yet presently expect to pay dividends.

As the common stock and warrants were issued in a single transaction, the total proceeds from the transaction were allocated among the freestanding instruments. The fair value of the warrants measured at issuance was $40.0 million, with the remaining proceeds allocated to the common stock, which is included in additional paid-in capital presented in the Consolidated Balance Sheets. The fair value as of March 31, 2024 was $4.8 million resulting in a gain of $3.5 million for the three months ended March 31, 2024.None of the warrants have been exercised as of March 31, 2024.

June 2023 PIPE

On June 22, 2023, the Company received an aggregate of $8.8 million in connection with the Common Stock and Common Warrant Subscription Agreement. The Company issued warrants to multiple parties to purchase an aggregate of 0.7 million shares of Common Stock, with an exercise price of $15.41 per share and will be initially exercisable beginning six months following the date of issuance and will expire five years from the initial exercise date.

The warrants are liability classified and subject to periodic remeasurement. The fair value of the warrants was measured using the Black-Scholes option pricing model. The key inputs used in the valuation were as follows:

Expected term (years)	4.7
Expected volatility	131.1 %
Expected dividend rate	— %
Risk free rate	4.2 %
Estimated fair value per warrant	$2.60
Exercise price	$15.41
Stock price	$3.57

Estimates were determined as follows: (i) expected term based on the warrant's contractual term, (ii) based on the blended volatilities of historical and implied market volatility of the Company, (iii) risk-free interest rates based on US Treasury yield for the expected term, and (iv) an expected dividend yield of zero percent was used since we did not yet and not yet presently expect to pay dividends.

The fair value of the warrants measured at issuance was $7.0 million, with the remaining proceeds allocated to the common stock, which is included in additional paid-in capital presented in the Consolidated Balance Sheets. As of March 31, 2024, the fair value of the warrants was $1.8 million resulting in a gain of $1.3 million for the three months ended March 31, 2024. None of the warrants have been exercised as of March 31, 2024.

I-40 Warrants

In connection with the lease agreement entered into with I-40 Partners discussed in Note 10, the Company issued warrants to I-40 Partners to purchase an aggregate of 0.1 million shares of Common Stock, with an exercise price of $14.93 per share and expiration date of October 7, 2028.

The warrants are liability classified and subject to periodic remeasurement. The fair value of the warrants was measured using the Black-Scholes option pricing model. The key inputs used in the valuation were as follows:

Expected term (years)	4.5
Expected volatility	131.1 %
Expected dividend rate	— %
Risk free rate	4.2 %
Estimated fair value per warrant	$2.55
Exercise Price	$14.93
Stock Price	$3.57

Estimates were determined as follows: (i) expected term based on the warrant's contractual term, (ii) based on the blended volatilities of historical and implied market volatility of the Company, (iii) risk-free interest rates based on US Treasury yield for the expected term, and (iv) an expected dividend yield of zero percent was used since we did not yet and not yet presently expect to pay dividends.

The fair value of the warrants measured at issuance was $0.9 million with the remaining proceeds allocated to the Common Stock, which is included in additional paid-in capital presented in the Consolidated Balance Sheets. As of March 31, 2024, the fair value of the warrants was $0.3 million, resulting in a gain of $0.2 million for the three months ended March 31, 2024. None of the warrants have been exercised as of March 31, 2024.

August 2023 PIPE

On August 4, 2023, the Company received an aggregate of $3.0 million in connection with the Common Stock and Common Warrant Subscription Agreement. The Company issued warrants to multiple parties to purchase an aggregate of 0.2 million shares of Common Stock, with an exercise price of $15.41 per share and will be initially exercisable beginning six months following the date of issuance and will expire five years from the initial exercise date.

The warrants are liability classified and subject to periodic remeasurement. The fair value of the warrants was measured using the Black-Scholes option pricing model.The key inputs used in the valuation were as follows:

Expected term (years)		4.8
Expected volatility		131.1 %
Expected dividend rate		— %
Risk free rate		4.2 %
Estimated fair value per warrant	$	2.63
Exercise price	$	15.41
Stock price	$	3.57

Estimates were determined as follows: (i) expected term based on the warrant's contractual term, (ii) based on the blended volatilities of historical and implied market volatility of the Company, (iii) risk-free interest rates based on US Treasury yield for the expected term, and (iv) an expected dividend yield of zero percent was used since we did not yet and not yet presently expect to pay dividends.

As the common stock and warrants were issued in a single transaction, the total proceeds from the transaction were allocated among the freestanding instruments. The fair value of the warrants at issuance was $3.0 million, with the remaining proceeds allocated to the common stock, which is included in additional paid-in capital presented in the Consolidated Balance Sheets. As of March 31, 2024, the fair value of the warrants was $0.6 million resulting in a gain of $0.5 million for the three months ended March 31, 2024. None of the warrants have been exercised as of March 31, 2024.

Series B Preferred Stock Warrants

On September 29, 2023, the Company entered into the Series B Preferred Stock Purchase Agreement with the Series B Preferred Stock Purchaser in connection with the issuance, sale and delivery by the Company of an aggregate of 45,000 Series B Preferred Shares of the Series B Preferred Stock, which is convertible into shares of the Company's Common Stock, and pursuant to which the Company issued the Series B Preferred Warrants to purchase approximately 1.0 million shares of Common Stock, with an exercise price of $12.91 per share and expiration date of October 12, 2028.

The warrants are liability classified and subject to periodic remeasurement. The fair value of the warrants was measured using the Black-Scholes-Merton option pricing model. The key inputs used in the valuation were as follows:

Expected term (years)			4.5
Expected volatility		131.1	%
Expected dividend rate		—	%
Risk free rate		4.2	%
Estimated fair value per warrant	$	2.61	
Exercise price	$	12.91	
Stock price	$	3.57	

Estimates were determined as follows: (i) expected term based on the warrant's contractual term, (ii) based on the blended volatilities of historical and implied market volatility of the Company, (iii) risk-free interest rates based on US Treasury yield for the expected term, and (iv) an expected dividend yield of zero percent was used since we did not yet and not yet presently expect to pay dividends.

The total fair value of the warrants measured at issuance was $5.9 million. As of March 31, 2024, the fair value of the warrants was $2.6 million resulting in a gain of $1.9 million for the three months ended March 31, 2024.None of the warrants have been exercised as of March 31, 2024.

16. Net Loss per Share

The table below presents a reconciliation of the basic and diluted net loss per share that were computed for the following periods:

	March 31,	
	2024	2023
Numerator:		
Net loss attributable to Canoo	$ (110,687)	$ (90,732)
Less: dividend on redeemable preferred stock	862	—
Less: additional deemed dividend on redeemable preferred stock	—	—
Net loss available to common shareholders	$ (111,549)	$ (90,732)
Denominator:		
Weighted-average common shares outstanding:		
Basic and diluted	50,746	18,177
Net loss per common share:		
Basic and diluted	$ (2.20)	$ (4.99)

For all periods presented, the shares included in computing basic net loss per share exclude restricted shares and shares issued upon the early exercise of share options where the vesting conditions have not been satisfied.

Diluted net income per share adjusts basic net income per share for the impact of potential Common Stock shares. As the Company has reported net losses for all periods presented, all potential Common Stock shares are antidilutive, and accordingly, basic net loss per share equals diluted net loss per share.

The following table presents the outstanding potentially dilutive shares that have been excluded from the computation of diluted net loss per share, because including them would have an anti-dilutive effect (in thousands):

	March 31,	
	2024	2023
Convertible debt (Note 9)	20,595	—
Restricted and performance stock units	4,174	1,251
Warrants to purchase common stock (Note 15)	27,268	—
Early exercise of unvested stock options	—	17
Options to purchase common stock	5	5

17. Income Taxes

As the Company has not generated any taxable income since inception, the cumulative deferred tax assets remain fully offset by a valuation allowance, andno benefit from federal or state income taxes has been included in the Condensed Consolidated Financial Statements.

18. Subsequent Events

On April 9, 2024 (the “Agreement Date”), the Company entered into a securities purchase agreement (the "Series C Preferred Stock Purchase Agreement")with certain special purpose vehicles managed by entities affiliated with Mr. Tony Aquila, the Company’s Chief Executive Officer and Executive Chair (collectively, the “Series C Preferred Stock Purchasers”), in connection with the issuance, sale and delivery by the Company of an aggregate of 10,000 of shares (the “Series C Preferred Shares”) of the Company’s Series C Cumulative Perpetual Redeemable Preferred Stock, par value $0.0001 per share (the “Series C Preferred Stock”), which is convertible into shares of Common Stock, and pursuant to which the Company issued warrants (the “Series C Warrants”) to purchase in the aggregate 4.4 million shares of Common Stock, for a total aggregate purchase price of $10,000,000. On May 3, 2024, the Company closed the sale of the Series C

Preferred Shares and the Series C Warrants to the Series C Preferred Stock Purchasers and filed the certificate of designation for the Series C Preferred Stock. The transaction is initially recognized on the settlement date of May 3, 2024.

Pursuant to the Series C Preferred Stock Purchase Agreement, on or prior to the date that is 20 business days after the Agreement Date, the Series C Preferred Stock Purchasers or entities affiliated with the Series C Preferred Stock Purchasers had the right, but not obligation, to purchase up to an additional $15,000,000 of Series C Preferred Shares and Series C Warrants on substantially identical terms to the transactions contemplated in the Series C Preferred Stock Purchase Agreement (the "Series C Preferred Stock Additional Purchase Right"). Pursuant to the Series C Preferred Stock Additional Purchase Right, the Series C Preferred Stock Purchasers and certain affiliated entities had in the aggregate elected to purchase 6,500 Series C Preferred Shares and 2.9 million Series C Warrants for a total aggregate purchase price of $6,500,000.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provides information that our management believes is relevant to an assessment and understanding of our results of operations and financial condition. This discussion and analysis should be read in conjunction with our Condensed Consolidated Interim Financial Statements and the related notes contained elsewhere in this Quarterly Report on Form 10-Q. The statements in this discussion regarding expected and other production timelines, development of our own manufacturing facilities, industry trends, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on April 1, 2024 (the "Annual Report on Form 10-K"), Part II, Item IA. "Risk Factors" in this Quarterly Report on Form 10-Q and "Cautionary Note Regarding Forward-Looking Statements." Our actual results may differ materially from those contained in or implied by any forward-looking statements.

Certain figures included in this section have been rounded for ease of presentation. Percentage figures included in this section have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this section may vary slightly from those obtained by performing the same calculations using the figures in our financial statements or in the associated text. Certain other amounts that appear in this section may similarly not sum due to rounding.

Overview

Canoo Inc. ("Canoo" or the "Company") is a high tech advanced mobility technology company with a proprietary modular electric vehicle platform and connected services initially focused on commercial fleet, government and military customers. The Company has developed a breakthrough EV platform that it believes will enable it to rapidly innovate, iterate and bring new products, addressing multiple use cases, to market faster than our competition and at lower cost. Our vehicle architecture and design philosophy are aimed at driving productivity and returning capital to our customers, and we believe the software and technology capabilities we are developing, packaged around a modular, customizable product, have the potential to empower the customer experience across a vehicle's lifecycle. We have commercialized our first production vehicles and are delivering them to customers. We remain committed to the environment and to delivering sustainable mobility to our customers to support them in meeting their net zero emissions goals. We are proudly manufacturing our fully electric vehicles in Oklahoma and are committed to building a diverse workforce that will draw heavily upon the local communities of Native Americans and Veterans.

We believe we are one of the first automotive manufacturers focused on monetizing value across the entirety of the vehicle lifecycle, across multiple owners. Our platform and data architecture is purpose-built to be durable and serve as the foundation for the vehicles we intend to offer, unlocking a highly differentiated, multi-layer business model. The foundational layer is our Multi-Purpose Platform ("MPP-1" or "platform") architecture, which serves as the base of our vehicles. Our first production vehicles are the Lifestyle Delivery Vehicle, including the Lifestyle Delivery Vehicle 130 and Lifestyle Delivery Vehicle 190. Future models will include the Lifestyle Vehicle ("LV") in its Base, Premium, and Adventure trims; the Multi-Purpose Delivery Vehicle ("MPDV") and the Pickup. The next layer is cybersecurity which is embedded in our vehicle to ensure the privacy and protection of vehicle data. Our top hats, or cabins, are modular and purpose-built to provide tailored solutions for our customers. This intentional design enables us to efficiently use resources to produce only what is necessary, underscoring our focus on sustainability and returning capital to customers. The remaining layers, connected accessories and digital customer ecosystem, present high-margin opportunities that extend beyond the initial vehicle sale, across multiple owners. In addition, there are opportunities for software sales throughout the vehicle life, including predictive maintenance and service software or advanced driver assistance systems ("ADAS") upgrades.

Our platform architecture is a self-contained, fully functional rolling chassis that directly houses the most critical components for operation of an EV, including our in-house designed proprietary electric drivetrain, battery systems, advanced vehicle control electronics and software and other critical components, which all have been optimized for functional integration. Both our true steer-by-wire system, believed to be the first such system applied to a production-intent vehicle, and our transverse composite leaf-spring suspension system are core components of our platform's differentiated functionality, enabling the development of a broad range of vehicle types and use cases due to the chassis' flat profile and fully variable steering positions. All of our announced EVs, including the Lifestyle Delivery Vehicle 130, the Lifestyle Delivery Vehicle 190, the LV, the MPDV and the Pickup, will share a common platform architecture paired with different top hats to create a range of uniquely customized and use case optimized purpose-built mobility solutions targeting multiple segments of the rapidly expanding EV marketplace.

In addition to our vehicle technology, we are developing an in-house designed and proprietary software platform that aggregates car data from both Canoo and non-Canoo vehicles and delivers valuable insights to our customers. Collected over-the-air for connected vehicles or via an on-board diagnostics (“OBD”) device for non-connected vehicles, we believe car data is critical to powering the customer journey and maximizing utility and value from the vehicle ownership experience. Leveraging our data aggregation platform, we aim to create the Canoo Digital Ecosystem, an application store that centralizes all vehicle information for customers and provides key tools across Security & Safety, Household Vehicle Management, Fleet Management, Lifecycle Management and Vehicle Asset Management. Through our software offering, we believe we can provide substantial value to customers by staying connected throughout the vehicle lifecycle, across multiple owners.

As a Technology Equipment Manufacturer (TEM), Canoo is dedicated to developing vehicles that prioritize high performance, design excellence and seamless integration of purpose-built hardware and proprietary software. The core of Canoo's technology is in its Multi-Purpose Platform (MPP) architecture which has been meticulously engineered for durability and versatility, enabling a wide range of use cases. Our integrated software delivers user-centric features and functions that enable the generation of valuable data-driven insights for both fleet operators and consumers. Ultimately, Canoo strives to provide a connected, safe, and personalized driving experience by harnessing advanced vehicle technology.

Core to our values is delivering high quality products while empowering local communities, which drove our decision to build in America and source a majority of our parts from America and allied nations. We believe vertical integration across our manufacturing and assembly process will enable us to achieve in-house scale production with less supply chain risk and provide us better oversight of our vehicle manufacturing. We are building production facilities in states and communities that are investing in high-tech manufacturing alongside us, creating American jobs and driving innovation.

We have made strategic investments in our technology and products that position us to capture three large and growing markets - commercial and passenger vehicles, upfitting and accessories, and telematics data.

We continue to innovate and develop every aspect of our business, from capturing opportunities beyond the traditional business model to our built in America, highly utilitarian vehicles optimized to return capital to our customers. We believe being forward-thinking across these areas has set the foundation for us to develop into a scalable business that is differentiated from our peers across the automotive original equipment manufacturer (“OEM”) landscape.

Recent Developments

Refer to Note 18 for information regarding subsequent events.

Key Factors Affecting Operating Results

We believe that our performance and future success depend on several factors that present significant opportunities for us but also pose risks and challenges, including those discussed below.

Availability of Financing Sources and Commercialization of Our EVs

We expect to derive future revenue from our first vehicle offerings. In order to reach commercialization, we must purchase and integrate related property and equipment, as well as achieve several research and development milestones.

Our capital and operating expenditures have increased significantly in connection with our ongoing activities and we expect they will continue to increase, as we:

- continue to invest in our technology, research and development efforts;
- compensate existing personnel;
- invest in manufacturing capacity, via our owned facilities;
- increase our investment in marketing, advertising, sales and distribution infrastructure for our EVs and services;

- obtain, maintain and improve our operational, financial and management information systems;
- hire additional personnel;
- commercialize our EVs;
- obtain, maintain, expand and protect our intellectual property portfolio; and
- continue to operate as a public company.

We require substantial additional capital to develop our EVs and services and fund our operations for the foreseeable future. We will also require capital to identify and commit resources to investigate new areas of demand. Until we can generate sufficient revenue from vehicle sales, we are financing our operations through access to private and public equity offerings and debt financings. Management believes substantial doubt exists about the Company's ability to continue as a going concern for twelve months from the date of issuance of the financial statements included in this Quarterly Report on Form 10-Q.

Macroeconomic Conditions

Current adverse macroeconomic conditions, including but not limited to heightened inflation, slower growth or recession, changes to fiscal and monetary policy, higher interest rates, currency fluctuations and challenges in the supply chain could negatively affect our business.

Increased demand for semiconductor chips in 2020, due in part to increased demand for consumer electronics that use these chips, resulted in a global shortage of chips in 2021 that has continued into 2024. As a result, our ability to source semiconductor chips used in our vehicles may be adversely affected. This shortage may result in increased chip delivery lead times, delays in the production of our vehicles, and increased costs to source available semiconductor chips.

Although we have made our best estimates based upon current information, actual results could materially differ from the estimates and assumptions developed by management. Accordingly, it is reasonably possible that the estimates made in the financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions, and if so, we may be subject to future impairment losses related to long-lived assets as well as changes to valuations.

Key Components of Statements of Operations

Basis of Presentation

Currently, we conduct business through one operating segment. We are an early stage-growth company with limited commercial activities to date, which are primarily conducted in the United States. For more information about our basis of presentation, refer to Note 2, Basis of Presentation and Summary of Significant Accounting Policies, of the notes to the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

Revenue

Our revenue was derived from vehicle revenues resulting from the delivery of our vehicles as well as revenues derived from battery modules and engineering services to our customers.

Cost of Revenue

We recorded cost of revenue for the vehicle components, parts, labor costs, and amortized tooling and capitalized costs involved in producing and assembly of our EVs.

Research and Development Expenses, excluding Depreciation

Research and development expenses, excluding depreciation consist of salaries, employee benefits and expenses for design and engineering, stock-based compensation, as well as materials and supplies used in research and development activities. In addition, research and development expenses include fees for consulting and engineering services from third party vendors.

Selling, General and Administrative Expenses, excluding Depreciation

The principal components of our selling, general and administrative expenses are salaries, wages, benefits and bonuses paid to our employees; stock-based compensation; travel and other business expenses; and professional services fees including legal, audit and tax services.

Depreciation Expense

Depreciation is provided on property and equipment over the estimated useful lives on a straight-line basis. Upon retirement or disposal, the cost of the asset disposed of and the related accumulated depreciation are removed from the accounts and any gain or loss is reflected in the loss from operations. No depreciation expense is allocated to research and development, cost of revenue and selling, general and administrative expenses.

Interest Expense

Interest expense consists primarily of interest expense and amortization of debt discount and issuance costs.

Gain on Fair Value Change in Contingent Earnout Shares Liability

The gain on fair value change in the contingent earnout shares liability is due to the change in fair value of the corresponding contingent earnout shares liability.

(Loss) Gain on Fair Value Change in Warrant Liability and Derivative Liability

The loss on fair value change in the warrant liability and derivative liability is primarily due to the change in fair value of the corresponding warrant and derivative liability described in Note 4 and Note 15.

Loss on Fair Value Change in Convertible Debt

The loss on fair value change in convertible debt is due to the change in fair value of the convertible debentures further described in Note 9.

Gain (Loss) on Extinguishment of Debt

The gain on extinguishment of debt arose from the redemption of our convertible debt with Yorkville into Common Stock, as discussed in Note 9, Convertible Debt.

Other income (expense), net

Other income (expense), net is due to financing expenses related to the RDO SPA Warrants, as discussed in Note 15, Warrants

Results of Operations

Comparison of the Three Months Ended March 31, 2024, and 2023

The following table sets forth our historical operating results for the periods indicated:

(in thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	$ Change	% Change
Revenue	$ —	$ —	$ —	NM
Cost of revenue	—	—	—	NM
Gross margin	—	—	—	NM
Operating Expenses				
Research and development expenses, excluding depreciation	26,390	47,104	(20,714)	(44)%
Selling, general and administrative expenses, excluding depreciation	32,868	29,849	3,019	10 %
Depreciation	3,390	4,575	(1,185)	(26)%
Total costs and operating expenses	62,648	81,528	(18,880)	(23)%
Loss from operations	(62,648)	(81,528)	18,880	(23)%
Interest expense	(5,624)	(296)	(5,328)	1800 %
Gain on fair value change in contingent earnout shares liability	26	2,505	(2,479)	(99)%
(Loss) Gain on fair value change in warrant and derivative liability	(9,471)	17,342	(26,813)	NM
Loss on fair value change in convertible debt	(58,584)	—	(58,584)	NM
Gain (Loss) on extinguishment of debt	24,466	(26,739)	51,205	NM
Other income (expense), net	1,148	(2,016)	3,164	NM
Loss before income taxes	(110,687)	(90,732)	(19,955)	22 %
Provision for income taxes	—	—	—	NM
Net loss and comprehensive loss	$ (110,687)	$ (90,732)	$ (19,955)	22 %

"NM" means not meaningful.

Research and Development Expenses, excluding Depreciation

Research and development expenses, excluding depreciation, were $26.4 million for the three months ended March 31, 2024, compared to $47.1 million for the three months ended March 31, 2023. The decrease of $20.7 million, or 44% was primarily due to decrease in research and development costs of $4.6 million, salary and related benefit expense of $8.3 million, stock based compensation expense of $3.5 million and shipping and postage expense of $3.4 million. Other factors affecting research and development expenses were individually immaterial.

Research and development costs were $3.7 million for the three months ended March 31, 2024, compared to $8.3 million for the three months ended March 31, 2023. The decrease of $4.6 million or 56%, in research and development cost was primarily due to decrease in spending related to engineering and design, gamma parts, prototype tooling, and redirecting focus on initiatives related to commencing low-volume production.

Salary and related benefit expense was $19.0 million for the three months ended March 31, 2024, compared to $27.3 million for the three months ended March 31, 2023. The decrease of $8.3 million or 30% in salary and related expense, was primarily due to changes in headcount mix from engineering to manufacturing, turnover of employees and a decrease in temporary employees driven by the Company's focus on essential activities.

Stock based compensation expense was $0.6 million for the three months ended March 31, 2024, compared to $4.1 million for the three months ended March 31, 2023. The decrease of $3.5 million or 85% in stock based compensation expense, was primarily due to fewer grants of restricted stock units in the current period, and a decrease in compensation expenses recorded during the current period as a result of graded vesting of certain prior period grants which results in higher stock-based compensation expense in the earlier years. See further discussion in Note 14, Stock-based Compensation, of the notes to our accompanying financial statements.

Shipping and postage expense was $0.5 million for the three months ended March 31, 2024, compared to $3.9 million for the three months ended March 31, 2023. The decrease of $3.4 million or 86% in shipping and postage expense, was primarily due to decreased shipping activity and related costs as well as general office expenses.

Selling, General and Administrative Expenses, excluding Depreciation

Selling, general and administrative expenses, were $32.9 million for the three months ended March 31, 2024, compared to $29.8 million for the three months ended March 31, 2023. The increase of $3.1 million or 10% was primarily due to increase in stock based compensation expense of $4.6 million and in salary and benefits expense of $2.0 million. Other factors affecting selling, general and administrative expenses were individually immaterial.

Salary and related benefit expense was $6.4 million for the three months ended March 31, 2024, compared to $8.4 million for the three months ended March 31, 2023. The decrease of $2.0 million or 23% in salary and related expense, was primarily due to changes in headcount driven by turnover, and the Company's focus on essential activities.

Stock based compensation expense was $10.3 million for the three months ended March 31, 2024, compared to $5.7 million for the three months ended March 31, 2023. The increase of $4.6 million or 81% in stock based compensation expense, was primarily due to immediate award vesting related to the CEO RSU grants. See further discussion in Note 14, Stock-based Compensation, of the notes to our accompanying financial statements.

Depreciation Expense

Depreciation expense was $3.4 million for the three months ended March 31, 2024, compared to $4.6 million for the three months ended March 31, 2023. The decrease of $1.2 million or 26% was primarily due to certain assets being fully depreciated.

Interest (expense)

Interest expense was $5.6 million for the three months ended March 31, 2024, compared to $0.3 million for the three months ended March 31, 2023. The increase of $5.3 million or 1800% was primarily due to additional interest expense due to an increase in convertible debt balance.

Gain on Fair Value Change in Contingent Earnout Shares Liability

Gain on fair value change in contingent earnout shares liability was nominal for thethree months ended March 31, 2024, compared to $2.5 million for the three months ended March 31, 2023. The decrease of $2.5 million was a result of the periodic remeasurement of the fair value of our contingent earnout shares liability, primarily driven by the declining stock price.

(Loss) Gain on Fair Value Change in Warrant and Derivative Liability

Loss on fair value change in warrant and derivative liability was $9.5 million for thethree months ended March 31, 2024, compared to a gain of $17.3 millionfor the three months ended March 31, 2023. The change was primarily due the fair value change of the corresponding warrant liability related to warrants discussed in Note 15. The number of outstanding warrants increased as a result of the March WC&E Agreement. The Company recognized a gain related to derivative liabilities the three months ended March 31, 2024, due to change in fair value of the Series B Preferred Stock Purchase Agreement derivative.

Gain (Loss) on Extinguishment of Debt

Gain on extinguishment of debt was $24.5 million for the three months ended March 31, 2024, compared to loss of $26.7 millionfor the three months ended March 31, 2023. The change was due to extinguishments of the Yorkville PPAs and Convertible Debentures discussed in Note 9.

Loss on Fair Value Change in Convertible Debt

Loss on fair value change of convertible debt was $58.6 million for the three months ended March 31, 2024, as compared to $0.0 million for the three months ended March 31, 2023. The change was primarily due the Company electing the fair value option for debt instruments issued during March 31, 2024, discussed in Note 9.

Other income (expense), net

Other income, net was $1.1 million for the three months ended March 31, 2024, compared to $2.0 million of expense for the three months ended March 31, 2023. Factors affecting Other income (expense), net were related to miscellaneous incentive and other income, all individually immaterial.

Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe the following non-GAAP measures are useful in evaluating our operational performance. We use the following non-GAAP measures to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors in assessing our operating performance.

EBITDA, Adjusted EBITDA, Adjusted Net Loss and Adjusted Earnings Per Share ("EPS")

“EBITDA” is defined as net loss before interest expense, income tax expense or benefit, and depreciation and amortization. “Adjusted EBITDA” is defined as EBITDA adjusted for stock-based compensation, restructuring charges, asset impairments, non-routine legal fees, and other costs associated with exit and disposal activities, acquisition and related costs, changes to the fair value of contingent earnout shares liability, changes to the fair value of warrant and derivative liability, changes to the fair value of the derivative asset, changes to the fair value of convertible debt, loss on extinguishment of debt, and any other one-time non-recurring transaction amounts impacting the statement of operations during the year. "Adjusted Net Loss" is defined as net loss adjusted for stock-based compensation, restructuring charges, asset impairments, non-routine legal fees, and other costs associated with exit and disposal activities, acquisition and related costs, changes to the fair value of contingent earnout shares liability, changes to the fair value of warrants and derivative liability, changes to the fair value of the derivative asset, changes to the fair value of convertible debt, loss on extinguishment of debt, and any other one-time non-recurring transaction amounts impacting the statement of operations during the year. "Adjusted EPS" is defined as Adjusted Net Loss on a per share basis using the weighted average shares outstanding.

EBITDA, Adjusted EBITDA, Adjusted Net Loss, and Adjusted EPS are intended as a supplemental measure of our performance that is neither required by, nor presented in accordance with, GAAP. We believe EBITDA, Adjusted EBITDA, Adjusted Net Loss, and Adjusted EPS when combined with net loss and net loss per share are beneficial to an investor’s complete understanding of our operating performance. We believe that the use of EBITDA, Adjusted EBITDA, Adjusted Net Loss, and Adjusted EPS provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial measures with those of comparable companies, which may present similar non-GAAP financial measures to investors. However, you should be aware that when evaluating EBITDA, Adjusted EBITDA, Adjusted Net Loss, and Adjusted EPS we may incur future expenses similar to those excluded when calculating these measures. In addition, our presentation of these measures should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Our computation of EBITDA, Adjusted EBITDA, Adjusted Net Loss, and Adjusted EPS may not be comparable to other similarly titled measures computed by other companies, because all companies may not calculate EBITDA, Adjusted EBITDA, Adjusted Net Loss, and Adjusted EPS in the same fashion.

Because of these limitations, EBITDA, Adjusted EBITDA Adjusted Net Loss, and Adjusted EPS should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We manage our business utilizing EBITDA, Adjusted EBITDA, Adjusted Net Loss, and Adjusted EPS as supplemental performance measures.

These non-GAAP financial measures, when presented, are reconciled to the most closely comparable U.S. GAAP measure as disclosed below for the three months ended March 31, 2024 and 2023, respectively (in thousands):

	Three Months Ended March 31,					
	2024			2023		
	EBITDA	Adjusted EBITDA	Adjusted Net Loss	EBITDA	Adjusted EBITDA	Adjusted Net Loss
Net loss	$ (110,687)	$ (110,687)	$ (110,687)	$ (90,732)	$ (90,732)	$ (90,732)
Interest expense (income)	5,624	5,624	—	296	296	—
Provision for income taxes	—	—	—	—	—	—
Depreciation	3,390	3,390	—	4,575	4,575	—
Gain on fair value change in contingent earnout shares liability	—	(26)	(26)	—	(2,505)	(2,505)
(Loss) Gain on fair value change in warrant and derivative liability	—	9,471	9,471	—	(17,342)	(17,342)
Gain (Loss) on extinguishment of debt	—	(24,466)	(24,466)	—	26,739	26,739
Loss on fair value change in convertible debt	—	58,584	58,584	—	—	—
Other income (expense), net	—	(1,148)	(1,148)	—	2,016	2,016
Stock-based compensation	—	10,954	10,954	—	9,836	9,836
Non-cash legal settlement	—	—	—	—	—	—
Adjusted Non-GAAP amount	$ (101,673)	$ (48,304)	$ (57,318)	$ (85,861)	$ (67,117)	$ (71,988)
US GAAP net loss per share						
Basic	N/A	N/A	(2.20)	N/A	N/A	(4.99)
Diluted	N/A	N/A	(2.20)	N/A	N/A	(4.99)
Adjusted Non-GAAP net loss per share (Adjusted EPS):						
Basic	N/A	N/A	(1.13)	N/A	N/A	(3.96)
Diluted	N/A	N/A	(1.13)	N/A	N/A	(3.96)
Weighted-average common shares outstanding:						
Basic	N/A	N/A	50,746	N/A	N/A	18,177
Diluted	N/A	N/A	50,746	N/A	N/A	18,177

Liquidity and Capital Resources

As of March 31, 2024, we had unrestricted cash and cash equivalents in the amount of $3.7 million, which were primarily invested in money market funds that consist of liquid debt securities issued by the U.S. government. In assessing our liquidity requirements and cash needs, we also consider contractual obligations to which we are a party. Additionally, see discussion related to the operating lease maturity schedule and any new leases entered into in Note 10 of the notes to our accompanying financial statements.

We have incurred and expect to incur, net losses which have resulted in an accumulated deficit of $1.6 billion as of March 31, 2024. Management continues to explore raising additional capital through a combination of debt financing, other non-dilutive financing and/or equity financing to supplement the Company's capitalization and liquidity. If and as we raise additional funds by incurring loans or by issuing debt securities or preferred stock, these forms of financing have rights, preferences, and privileges senior to those of holders of our Common Stock. The availability and the terms under which we are able to raise additional capital could be disadvantageous, and the terms of debt financing or other non-dilutive financing involve restrictive covenants and dilutive financing instruments, which could place significant restrictions on our operations. Macroeconomic conditions and credit markets are also impacting the availability and cost of potential future debt financing. As we raise capital through the issuance of additional equity, such sales and issuance has and will continue to dilute the ownership interests of the existing holders of Common Stock. There can be no assurances that any additional debt, other non-dilutive and/or equity financing would be available to us on favorable terms or at all.

We expect to continue to incur net losses, comprehensive losses, and negative cash flows from operating activities in accordance with our operating plan as we continue to expand our research and development activities to complete the development of our EVs, establish our go-to-market model and scale our operations to meet anticipated demand. We expect that both our capital and operating expenditures will increase significantly in connection with our ongoing activities, as we:

- continue to invest in our technology, research and development efforts;
- compensate existing personnel;
- invest in manufacturing capacity, via our owned facilities;
- increase our investment in marketing, advertising, sales and distribution infrastructure for our EVs and services;
- obtain, maintain and improve our operational, financial and management information systems;
- hire additional personnel;
- commercialize our EVs;
- obtain, maintain, expand and protect our intellectual property portfolio; and
- operate as a public company.

As of the date of this report, we believe that our existing cash resources and additional sources of liquidity are not sufficient to support planned operations for the next 12 months. Our financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The accompanying Condensed Consolidated Financial Statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty related to the Company’s ability to continue as a going concern.

Cash Flows Summary

Presented below is a summary of our operating, investing and financing cash flows (in thousands):

	Three Months Ended March 31,	
Consolidated Cash Flow Statements Data	**2024**	**2023**
Net cash used in operating activities	$ (47,519)	$ (67,216)
Net cash used in investing activities	(4,923)	(18,435)
Net cash provided by financing activities	49,785	56,076

Cash Flows from Operating Activities

Our cash flows from operating activities are significantly affected by the growth of our business primarily related to research and development as well as selling, general, and administrative activities. Our operating cash flow is also affected by our working capital needs to support growth in personnel-related expenditures and fluctuations in accounts payable and other current assets and liabilities.

Our cash outflow from operating activities primarily consist of payments related to our research and development and selling, general and administration expenses. Total expenditure as it relates to research and development excluding depreciation was $26.4 million during the three months ended March 31, 2024, of which $0.6 million related to stock-compensation expenses. We also incurred selling, general and administration expenses of $32.9 million for the three months ended March 31, 2024, of which $10.3 million related to stock-compensation expenses. The expenses include salaries and benefits paid to employees as primarily all salaries and benefits were paid in cash during the three months ended March 31, 2024.

Cash Flows from Investing Activities

We generally expect to experience negative cash flows from investing activities as we expand our business and continue to build our infrastructure. Cash flows from investing activities primarily relate to capital expenditures to support our growth.

Net cash used in investing activities was approximately $4.9 million for the three months ended March 31, 2024, related to purchases of production tooling, machinery, and equipment to support manufacturing activities.

Cash Flows from Financing Activities

Net cash provided by financing activities was $49.8 million for the three months ended March 31, 2024, which primarily consisted of proceeds from issuance of convertible debt of $83.3 million, offset by repayment of convertible debt of $33.0 million.

Critical Accounting Estimates

Our Condensed Consolidated Financial Statements (unaudited) have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management's judgments and estimates.

There have been no material changes to our critical accounting estimates described in our Annual Report on Form 10-K for the year ended December 31, 2023. For a discussion of our critical accounting estimates, see the section titled "Critical Accounting Policies and Estimates" included in "Management's Discussion and Analysis of Financial Condition and Results of Operations, each included in our Annual Report on Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have not, to date, been exposed to material market risks given our early stage of operations. Upon commencing commercial operations, we may be exposed to material market risks. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our current market risk exposure is primarily the result of fluctuations in interest rates.

Interest Rate Risk

We are exposed to market risk for changes in interest rates applicable to our cash and cash equivalents. We had cash and cash equivalents totaling $3.7 million as of March 31, 2024. Our cash and cash equivalents were invested primarily in money market funds and are not invested for trading or speculative purposes. However, due to the short-term nature and the low-risk profile of the money market funds, we do not believe a sudden increase or decrease in market interest rates would have a material effect on the fair market value of our portfolio.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. Inflationary factors such as increases in material costs (e.g., semiconductor chips) or overhead costs may adversely affect our business, financial condition, and operating costs upon commencing commercial operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Executive Chair and CEO and Chief Financial Officer ("CFO"), has evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2024. We have established and currently maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, designed to provide reasonable assurance that information required to be disclosed in our reports filed under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on an evaluation of our disclosure controls and procedures, our CEO and CFO concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of March 31, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

For a description of any material pending legal proceedings, please see Note 11, Commitments and Contingencies, of the notes to the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to our risk factors as previously disclosed in our Annual Report on Form 10-K. Any of the risk factors included in the Annual Report on Form 10-K could result in a significant or material adverse effect on our results of operations, financial condition or cash flows. Additional risk factors not presently known to use or that we currently deem immaterial may also impair our business or results of operations. We may disclose changes to such risk factors or disclose additional risk factors from time to time in our future filings with the SEC.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

During the three months ended March 31, 2024, the Company issued 94,673 shares of Common Stock in the aggregate to certain consultants pursuant to their respective contractual arrangements with the Company. Each issuance of shares was exempt from registration pursuant to Section 4(a)(2) of the Securities Act. Furthermore, each consultant represented to the Company that it is an "accredited investor" as defined in Rule 501 of the Securities Act.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the quarter ended March 31, 2024, no director or officeradopted, modified, or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit No.	Description
3.1	Second Amended and Restated Certificate of Incorporation of the Company, dated December 21, 2020 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the SEC on December 22, 2020).
3.2	Amended and Restated Bylaws of the Company, dated December 21, 2020 (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the SEC on December 22, 2020).
3.3	Certificate of Amendment, dated January 25, 2023, to the Second Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the SEC on January 25, 2023).
3.4	Certificate of Amendment, dated October 6, 2023, to the Second Amended and Restated Certificate of Incorporation of Canoo Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on October 6, 2023)

3.5	Certificate of Designation of the Company for the 7.5% Series B Cumulative Perpetual Redeemable Preferred Stock, dated October 12, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on October 12, 2023)
3.6	Certificate of Amendment, dated March 7, 2024, to the Second Amended and Restated Certificate of Incorporation of Canoo Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on March 8, 2024)
3.7	Certificate of Designation of the Company for the Series C Cumulative Perpetual Redeemable Preferred Stock, dated May 3, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on May 6, 2024)
4.1	Form of Warrant (incorporated by reference to Exhibit A of Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on January 31, 2024)
4.2	Form of Warrant (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on March 14, 2024)
10.1	Supplemental Agreement, dated January 11, 2024, by and between Canoo Inc. and YA II PN, Ltd. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 12, 2024)
10.2	Supplemental Agreement, dated January 31, 2024, by and between Canoo Inc. and YA II PN, Ltd. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 31, 2024)
10.3	Warrant Cancellation and Exchange Agreement, dated January 31, 2024 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on January 31, 2024)
10.4	Separation, Consulting and General Release Agreement, dated February 5, 2024, by and between Canoo Inc. and Josette Sheeran (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 7, 2024)
10.5	Separation, Consulting and General Release Agreement, dated February 5, 2024, by and between Canoo Inc. and Kenneth Manget (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on February 7, 2024)
10.6	Supplemental Agreement, dated March 12, 2024, by and between Canoo Inc. and YA II PN, Ltd. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on March 14, 2024)
10.7	Warrant Cancellation and Exchange Agreement, dated March 12, 2024 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on March 14, 2024)
31.1*	Certification of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
31.2*	Certification of the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

† Certain confidential portions of this exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K. The omitted information is (i) not material and (ii) would likely cause the Company competitive harm if publicly disclosed. The Company agrees to furnish an unredacted copy to the SEC upon request.

* Filed herewith.

** The certifications attached as Exhibit 32.1 and Exhibit 32.2 that accompany this Quarterly Report on Form 10-Q are deemed furnished and not filed with the SEC and are not to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

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, duly authorized.

Date: May 15, 2024

CANOO INC.

By:	/s/ Tony Aquila
Name:	Tony Aquila
Title:	Chief Executive Officer and Executive Chair of the Board *(Principal Executive Officer)*
By:	/s/ Greg Ethridge
Name:	Greg Ethridge
Title:	Chief Financial Officer *(Principal Financial Officer)*

Exhibit 31.1

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Tony Aquila, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Canoo Inc., a Delaware corporation (the “registrant”);

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)) for the registrant 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.

Date: May 15, 2024	By:	/s/ Tony Aquila
		Tony Aquila
		Chief Executive Officer and Executive Chair of the Board (Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Greg Ethridge, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Canoo Inc., a Delaware corporation (the "registrant");

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)) for the registrant 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.

Date: May 15, 2024

By: /s/ Greg Ethridge
Greg Ethridge
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Canoo Inc. (the "Company") on Form 10-Q for the period ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2024	By:	/s/ Tony Aquila
		Tony Aquila
		Chief Executive Officer and Executive Chair of the Board (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Canoo Inc. (the "Company") on Form 10-Q for the period ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2024	By:	/s/ Greg Ethridge
		Greg Ethridge
		Chief Financial Officer
		(Principal Financial Officer)