

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 28, 2024**

ELECTRAMECCANICA VEHICLES CORP.
(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction
of incorporation)

001-38612
(Commission
File Number)

98-1485035
(IRS Employer
Identification No.)

6060 Silver Drive
Third Floor
Burnaby, British Columbia, Canada
(Address of principal executive offices)

V5H 0H5
(Zip Code)

Registrant's telephone number, including area code: **(604) 428-7656**

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 Shares, no par value	SOLO	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

EXPLANATORY NOTE

On March 1, 2024, ElectraMeccanica Vehicles Corp. filed a Current Report on Form 8-K (the “Original Report”) with the U.S. Securities and Exchange Commission, which included a press release that was filed as Exhibit 99.1 to the Original Report. Due to a clerical error, an incorrect version of the press release was included in the Original Report. This Current Report on Form 8-K/A is being filed solely to replace the incorrect version of the press release with the corrected version filed herewith as Exhibit 99.1.

Item 8.01 Other Events.

On February 28, 2024, ElectraMeccanica Vehicles Corp. (the “Company”) entered into a sale and purchase agreement with Solo Automotive, Inc. (the “Purchaser”). Jerry Kroll, a former member of the Company’s board of directors (the “Board”), is the principal of the Purchaser. Pursuant to the terms of the agreement, the Company has agreed to transfer two G2 SOLO and one non-operational Sparrow showroom vehicles on an “as is, where is” basis, along with certain SOLO-related assets, including, among other things, certain parts, tools, documentation and intellectual property, to the Purchaser. In consideration for such transfer, Mr. Kroll has agreed, among other things, to vote all common shares of the Company beneficially owned by him in favor of each of the proposals set forth in the Company’s definitive proxy statement, filed with the U.S. Securities and Exchange Commission on February 13, 2024, for the Company’s upcoming special meeting of shareholders on March 20, 2024 (the “ElectraMeccanica Special Meeting”), including the proposal to approve the proposed arrangement (the “Arrangement Proposal”) with Xos, Inc. (“Xos”). As of the date of this Current Report on Form 8-K, Mr. Kroll beneficially owned approximately 5.4 million common shares of the Company.

On February 28, 2024, Mr. Kroll also entered into a voting support and lock-up agreement with Xos pursuant to which Mr. Kroll has agreed, among other things, not to dispose of any shares of Xos’ common stock received as consideration in connection with the Arrangement for 90 days following the effective date of the Arrangement, in addition to voting support for the Arrangement Proposal.

On March 1, 2024, the Company issued a press release announcing Mr. Kroll’s voting commitment for the proposals to be considered at the ElectraMeccanica Special Meeting, including the Arrangement Proposal. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated March 1, 2024
104	Cover Page Interactive Data File (cover page XBRL tags are embedded within the Inline XBRL document)

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 hereunto duly authorized.

Date: March 1, 2024

ELECTRAMECCANICA VEHICLES CORP.

By: /s/ Michael Bridge

Michael Bridge

General Counsel and Corporate Secretary

ElectraMeccanica Founder and Former Board Member Jerry Kroll Agrees to Vote in Favor of Proposed Combination with Xos, Inc.

MESA, Ariz., March 1, 2024 (BUSINESS WIRE)--ElectraMeccanica (NASDAQ: SOLO) (“ElectraMeccanica”), a designer and assembler of electric vehicles, announced today that founder and former board member Jerry Kroll has agreed to vote in favor of the ElectraMeccanica’s proposed combination with Xos, Inc. (NASDAQ: XOS) (“Xos”), a leading electric truck manufacturer and fleet electrification services provider, at the upcoming special meeting of ElectraMeccanica shareholders on Wednesday, March 20th.

“My goal was always to be involved with a company that could put the last gas station out of business, and I believe that combining ElectraMeccanica with Xos will create an entity that contributes to doing just that,” said Kroll. He continued, “Zero emissions commercial vehicles are a smart application of EV technology, there is clear market demand, and the ownership economics make good business sense for fleet operators. Ultimately, I’m voting my shares in support of a transaction that I believe will not only create economic value, but also help fulfill a mission that I remain passionately committed to.”

ElectraMeccanica CEO, Susan E. Docherty, commented “Jerry’s support is appreciated, and speaks to the strong potential of our proposed combination with Xos. As both a founder with a clear vision, and a significant shareholder, Jerry shares our belief that this transaction represents an opportunity to participate in Xos’ anticipated future growth. Xos is in-market today, with a great product that its customers love, and we are excited about what lies ahead as the company scales to meet demand from commercial fleet operators.”

Additional information about the proposed combination, including information about how shareholders may vote, can be found at: xosandemv.com.

Shareholders who have questions or need assistance with voting their shares should contact ElectraMeccanica’s proxy solicitation agents:

Canada: Laurel Hill Advisory Group - 1-877-452-7184 or assistance@laurelhill.com

United States: Mackenzie Partners - 1-800-322-2885 or proxy@mackenziepartners.com

About ElectraMeccanica

ElectraMeccanica (NASDAQ: SOLO) is a designer and assembler of environmentally efficient electric vehicles that will enhance the urban driving experience, including commuting, delivery and shared mobility.

Additional Information and Where to Find It

Xos and ElectraMeccanica have mailed a joint proxy statement/management information circular (the “Joint Proxy Statement/Circular”) and a proxy card to Xos’ stockholders and ElectraMeccanica’s shareholders as of the record date established for voting on the matters related to the proposed transaction (the “Arrangement”) and any other matters to be voted on at the special meetings of Xos’ stockholders and ElectraMeccanica’s shareholders, respectively. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/CIRCULAR (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), AS APPLICABLE, AND ANY OTHER DOCUMENTS THAT XOS AND ELECTRAMECCANICA WILL FILE WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) IN CONNECTION WITH THE PROPOSED TRANSACTION, OR INCORPORATE BY REFERENCE IN THE JOINT PROXY STATEMENT/CIRCULAR AND MANAGEMENT INFORMATION CIRCULARS, AS APPLICABLE, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Security holders may obtain free copies of the joint preliminary and definitive proxy statements and management information circulars (including any amendments or supplements thereto) and any other relevant documents filed by Xos and ElectraMeccanica with the SEC in connection with the proposed transaction (when they become available) on the SEC’s website at www.sec.gov, on the Canadian System for Electronic Document Analysis and Retrieval+ website at <https://www.sedarplus.ca/>, on Xos’ website at www.xostrucks.com, by contacting Xos’ investor relations via email at investors@xostrucks.com, on ElectraMeccanica’s website at <https://ir.emvauto.com>, or by contacting ElectraMeccanica’s Investor Relations via email at IR@emvauto.com, as applicable.

Non-Solicitation

This communication will not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Safe Harbor Statement

This press release includes “forward-looking statements” within the meaning of U.S. federal securities laws and applicable Canadian securities laws. These forward-looking statements are subject to the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words or expressions such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” “may,” “will,” “projects,” “could,” “should,” “would,” “seek,” “forecast,” or other similar expressions. Forward-looking statements represent current judgments about possible future events, including, but not limited to statements regarding expectations or forecasts of business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs relating to the proposed transaction between ElectraMeccanica and Xos, such as statements regarding the combined operations and prospects of ElectraMeccanica and Xos, the current and projected market, growth opportunities and synergies for the combined company, and the timing and completion of the proposed transaction, including the satisfaction or waiver of all the required conditions thereto. These forward-looking statements are based upon the current beliefs and expectations of the management of ElectraMeccanica and are subject to known and unknown risks and uncertainties. Factors that could cause actual events to differ include, but are not limited to:

- ElectraMeccanica's ability to maintain its net cash balance prior to the effective time of the Arrangement;
 - the ability of the combined company to further penetrate the U.S. market;
 - the total addressable market of Xos' business;
 - general economic conditions in the markets where Xos operates;
 - the expected timing of any regulatory approvals relating to the proposed transaction, the businesses of ElectraMeccanica and Xos and of the combined company and product launches of such businesses and companies;
 - non-performance of third-party vendors and contractors;
 - risks related to the combined company's ability to successfully sell its products and the market reception to and performance of its products;
 - ElectraMeccanica's, Xos', and the combined company's compliance with, and changes to, applicable laws and regulations;
 - ElectraMeccanica's, Xos', and the combined company's limited operating history;
 - the combined company's ability to manage growth;
 - the combined company's ability to obtain additional financing;
 - the combined company's ability to expand product offerings;
 - the combined company's ability to compete with others in its industry;
 - the combined company's ability to protect its intellectual property;
 - ElectraMeccanica's, Xos', and the combined company's ability to defend against legal proceedings;
 - the combined company's success in retaining or recruiting, or changes required in, its officers, key employees or directors;
 - the combined company's ability to achieve the expected benefits from the proposed transaction within the expected time frames or at all;
 - the incurrence of unexpected costs, liabilities or delays relating to the proposed transaction;
 - the satisfaction (or waiver) of closing conditions to the consummation of the proposed transaction, including with respect to the approval of Xos' stockholders and ElectraMeccanica's shareholders;
 - the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the definitive arrangement agreement;
 - the effect of the announcement or pendency of the transaction on the combined company's business relationships, operating results and business generally; and
 - other economic, business, competitive, and regulatory factors affecting the businesses of the companies generally, including but not limited to those set forth in ElectraMeccanica's filings with the SEC, including in the "Risk Factors" section of ElectraMeccanica's Annual Report on Form 10-K filed with the SEC on April 17, 2023, ElectraMeccanica's Quarterly Report on Form 10-Q filed with the SEC on November 3, 2023 and any subsequent SEC filings, and those set forth in Xos' filings with the SEC, including in the "Risk Factors" section of Xos' Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 and any subsequent SEC filings. These documents with respect to ElectraMeccanica can be accessed on ElectraMeccanica's website at <https://ir.emvauto.com/filings/sec-filings/default.aspx> and these documents with respect to Xos can be accessed on Xos' web page at <https://www.xostrucks.com/investor-overview/> by clicking on the link "SEC Filings."
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Readers are cautioned not to place undue reliance on forward-looking statements. It is uncertain whether any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition of ElectraMeccanica, Xos or the combined company. Forward-looking statements speak only as of the date they are made, and ElectraMeccanica undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events, or other factors that affect the subject of these statements, except where expressly required to do so by law.

Investors and Media:

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