
PROXY – ELIO MOTORS, INC.

**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF ELIO MOTORS, INC.**

Paul Elio or Connie Grennan, or any of them, each with the power of substitution, are hereby authorized to represent and vote on the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the annual meeting of stockholders to be held on May 15, 2017, and any adjournments thereof.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no directions are given, this proxy will be voted for the matters set forth below. The proxy holders named will vote in their discretion on any other matter that may properly come before the meeting.

1. ELECTION OF DIRECTORS - The Board of Directors recommends a vote FOR the listed nominees.

	FOR	WITHHOLD		FOR	WITHHOLD
Paul Elio	[]	[]	Stuart Lichter	[]	[]
James Holden	[]	[]	David C. Schembri	[]	[]
Hari Iyer	[]	[]	Kenneth L. Way	[]	[]

Cumulative Voting – If you wish to allocate your votes among the nominees using cumulative voting, **do not** check any of the boxes above, but instead, check the “Cumulate” box below and indicate in the space provided below the number of votes you wish to cast for each nominee (the maximum number of votes you may allocate is the number of shares owned multiplied by 6).

Cumulate []

	NUMBER OF VOTES		NUMBER OF VOTES
Paul Elio	_____	Stuart Lichter	_____
James Holden	_____	David C. Schembri	_____
Hari Iyer	_____	Kenneth L. Way	_____

2. APPROVAL OF PLAN OF DOMESTICATION – The Board of Directors recommends a vote FOR the proposal.

FOR	AGAINST	ABSTAIN
[]	[]	[]

3. In their discretion, to transact such other business as may properly come before the meeting and any adjournments thereof.

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. Your signature below should conform to the name in which the shares are held. When shares are held by joint tenants, both must sign. When signing as attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Signature 1 – Please keep
Signature within the box

Signature 2 – Please keep
Signature within the box

Date (mm/dd/yyyy)

[_____] [_____] [____/____/____]

Please mark, sign, date and return this proxy promptly by (1) faxing to (480) 207-2174 Attn: Investor Relations; (2) mailing to Elio Motors, Inc. 2942 North 24th Street, Suite 114-700 Phoenix, AZ 85016 Attn: Investor Relations; or (3) scanning and emailing to InvestorRelations@eliomotors.com