



Green Automotive Company

23 Corporate Place, Suite 150
Newport Beach, California 92660
Tel: 877.449.8842 Fax: 310.669.2000
info@usaelectricauto.com
www.usaelectricauto.com

We previously were a shell Issuer, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

General information

Cautionary Factors That May Affect Future Results (Cautionary Statements Under the Private Securities Litigation Reform Act of 1995).

The disclosures and analysis set forth herein contain certain forward looking statements, particularly statements relating to future actions, performance or results of current and anticipated products and services, sales efforts, expenditures, and financial results. From time to time, the Issuer also provides forward-looking statements in other publicly-released materials, both written and oral. Forward-looking statements provide current expectations or forecasts of future events such as new products or services, product approvals, revenues, and financial performance. These statements are identified as any statement that does not relate strictly to historical or current facts. They use words such as "anticipates," "intends," "plans," "expects;" "will," and other words and phrases of similar meaning. In all cases, a broad variety of assumptions can affect the realization of the expectations or forecasts in those statements. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially. The Issuer undertakes no obligation to update any forward-looking statements, but investors are advised to consult any further disclosures by the Issuer on this subject in its subsequent filings. Furthermore, as permitted by the Private Securities Litigation Reform Act of 1995, the Issuer provides these cautionary statements identifying risk factors, listed below, that could cause the Issuer's actual results to differ materially from expected and historical results. It is not possible to foresee or identify all such factors. Consequently, this list should not be considered an exhaustive statement of all potential risks, uncertainties and inaccurate assumptions.

Certain Risk Factors

The Issuer has never issued a dividend and we do not anticipate paying dividends on our common stock in the foreseeable future. Furthermore, we may also be restricted from paying dividends in the future pursuant to subsequent financing arrangements or pursuant to Nevada law. You could be Diluted from the Issuance of Additional Common and Preferred Stock. The Issuer is authorized to issue up to 900,000,000 shares of Common Stock and 100,000,000 shares of Preferred Stock. Pursuant to such authorization, our Board of Directors will have the ability, without seeking shareholder approval, to issue additional shares of Common and Preferred Stock in the future for such consideration as the Board may consider sufficient. The issuance of additional Common Stock in the future may reduce your proportionate ownership and voting power, and the issuance of Preferred Stock in the future may reduce your proportionate ownership and voting power as the preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof of the shares of Issuer's Preferred Stock are to be determined solely by the Board. The Issuer's Common Stock market prices are influenced by many factors and may be more subject to

significant fluctuations in response to variations in operating results of the Issuer and other factors such as investor perceptions of the Issuer, general economic conditions and those specific to the industry, developments with regard to the Issuer's activities, future financial condition and management.

The Common Stock of the Issuer may be considered a low priced security under rules promulgated under the Securities Exchange Act of 1934. Under these rules, broker-dealers participating in transactions in low priced securities must first deliver a risk disclosure document which describes the risks associated with such stocks, the Broker-Dealer's duties, the customer's rights and remedies, certain market and other information, and make a suitability determination approving the customer for low priced stock transactions based on the customer's financial situation, investment experience and objectives. Broker-Dealers must also disclose these restrictions in writing to the customer, obtain specific written consent of the customer, and provide monthly account statements to the customer. With all these restrictions, the likely effect of designation as a low priced stock will be to decrease the willingness of Broker-Dealers to make a market for the stock, to decrease the liquidity of the stock and to increase the transaction cost of sales and purchases of such stock compared to other securities.

Item 1. Exact name of the Issuer and the address of its principal executive offices.

Green Automotive Company
23 Corporate Plaza, Suite 150,
Newport Beach, California 92660 USA
Tel: 877.449.8842
Fax: 310.669.2000
www.usaelectricauto.com

Item 2. Shares outstanding.

Common- Last Fiscal Quarter.

- (i) Period end date; 03.31.12
- (ii) Number of shares authorized; 1,000,000,000
- (iii) Number of shares outstanding; 280,755,110
- (iv) Freely tradable shares (public float); 10,547,331
- (v) Total number of beneficial shareholders; 2,000 (est)
- (vi) Total number of shareholders of record. 1,423

Common - Last Fiscal Year Ended December 31, 2011.

- (i) Period end date; 12.31.11
- (ii) Number of shares authorized; 1,000,000,000
- (iii) Number of shares outstanding; 272,755,110
- (iv) Freely tradable shares (public float); 10,547,331
- (v) Total number of beneficial shareholders; 2,000+ (est)
- (vi) Total number of shareholders of record. 1,366

Common - Fiscal Year Ended 2009:

- (i) Period end date; Period end date; 12.31.09
- (ii) Number of shares authorized; 699,999,999
- (iii) Number of shares outstanding; 239,367,042
- (iv) Freely tradeable shares (public float); 3,600,000
- (v) Total number of beneficial shareholders; 156
- (vi) Total number of shareholders of record. 156

Preferred - Last Fiscal Quarter.

- (i) Period end date: 03.31.12
- (ii) Number of shares authorized; 100,000,000
- (iii) Number of shares outstanding; 500,000
- (iv) Freely tradable shares (public float); 0
- (v) Total number of beneficial shareholders; 1
- (vi) Total number of shareholders of record. 1

Preferred - Last Fiscal Year:

- (i) Period end date; 12.31.11
- (ii) Number of shares authorized; 100,000,000
- (iii) Number of shares outstanding; 500,000
- (iv) Freely tradeable shares (public float); 0
- (v) Total number of beneficial shareholders; 1
- (vi) Total number of shareholders of record. 1

Preferred - Fiscal Year Ended 2010:

- (i) Period end date; 12.31.10
- (ii) Number of shares authorized; 1
- (iii) Number of shares outstanding; 0
- (iv) Freely tradeable shares (public float); 0
- (v) Total number of beneficial shareholders; 0
- (vi) Total number of shareholders of record. 0

Preferred - Fiscal Year Ended 2009:

- (i) Period end date; 12.31.09
- (ii) Number of shares authorized; 1
- (iii) Number of shares outstanding; 0
- (iv) Freely tradeable shares (public float); 0
- (v) Total number of beneficial shareholders; 0
- (vi) Total number of shareholders of record. 0

Item 3 Interim financial statements.

Issuer's financial statements for the first fiscal quarter ending March 31, 2012 have been posted on the OTC Markets website, www.otcmarkets.com, concurrently herewith and are incorporated by reference herein.

Item 4 Management's discussion and analysis or plan of operation.

A. Business Development.

The Issuer is a corporation originally organized under the laws of the State of Delaware in 1996, but re-incorporated in Nevada effective September 30, 2011. The Issuer's fiscal year ends annually on December 31. The Issuer has never been in bankruptcy, receivership or any similar proceeding. As set forth more fully in Item III, above, which information and exhibits are incorporated herein, the Issuer completed a merger in 1997 and another in 2009.

After the Issuer ceased operations on or about April 17, 2002 it remained dormant until November 2009 (the "Dormant Period"). During the Dormant Years, to the best of current management's knowledge and belief, it did not maintain any bank accounts, and its transfer agent and other annual franchise and other fees were paid by third parties. As set forth below, the management of Go Green took over the day-to-day operations of the Issuer. In November 2009, and initiated a business of importing and distributing electric vehicles.

Due to the many changes in the corporate structure, as outlined above and in Item III, and incorporated by reference herein, there have been several changes in control of the Issuer. Most notably, in September, 2009, The Barclay Group Inc., ("TBG") purchased a majority of the Issuer's issued and outstanding Common Stock and, in November,

2009 brokered a transaction whereby the Issuer acquired all of the Limited Liability interests of the members of Go Green (the "Go Green Members" in exchange for shares of the Issuer's Common Stock (the "Go Green Merger"), giving the Go Green Members control of the Issuer. Upon the closing of the Go Green Merger, in November, 2009, the Go Green Members obtained controlling ownership interests in the Issuer, causing an increase of 10% or more of the same class of outstanding equity securities of the Issuer, and as shareholders of the Issuer, appointed a new Board of Directors nominated by the Go Green Members, who, in turn, appointed officers of Issuer nominated by the Go Green Members.

The Issuer's securities have never been delisted or deleted by any securities exchange or from the OTC Bulletin Board. The Issuer anticipates a potential Go Green stock split in its future, but has not undertaken any efforts to date to effectuate such a change

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer.

On January 29, 2010, Issuer entered into an exclusive North American distributorship agreement with Zotye International, one of the subsidiaries of the Zotye Holding Group, a Chinese automotive manufacturer (collectively, "Zotye" and changed its primary SIC Code to 5012 for automobiles. As set forth herein, and noticed on the face page of this Disclosure, from April 2002 through November 2009, during the Dormant Period, the Issuer was effectively a "shell" company. At this time, however, the Issuer remains in the development stage. There are various state agencies having jurisdiction over Issuer's product exclusive of the existing governmental regulations on the Issuer's business, including but not limited to those enacted by the Environmental Protection Agency, the Department of Transportation ("DOT") as well as the Federal Motor Vehicle Safety Standard ("FMVSS") and the various state agencies having jurisdiction over Issuer's products. As they may change from time-to-time, and result in additional costs to the Issuer's doing business. The costs of compliance with US federal regulations, particularly the FMVSS, and state regulations, cannot be predicted with any accuracy until the Issuer completes the entire process of importing, testing/conversion and product launch of each of its first series of vehicles in each category of its intended product line.

During the Issuer's Fiscal Year Ended December 31, 2011 the Issuer's Board of Directors expanded and modified the Issuer's Business Plan so as to not be dependent upon one supplier and one product, but to be involved in two areas of the automotive industry: the import, testing and distribution of foreign and domestic manufactured Eco-friendly passenger vehicles ("Passenger Vehicles"), Municipal Transit Buses, School Buses, Limousines, and Airport and Hotel Shuttle Vans (collectively, "Mass-Transit Vehicles"), and the conversion of convention internal combustion engine driven vehicles into all-electric powered vehicles ("Conversion Vehicles").

The Issuer currently has three (3) employees, including its management team, each of whom brings extensive experience and know-how to Issuer's business, the public market-place and the usual and customary business and legal issues which all businesses with international activities encounter. Issuer has no parent, but does have three wholly-owned (3) subsidiaries: GAC Automotive Services Inc., GAC EV Motors Inc., and Matter of Time I Inc., all inactive at December 31, 2011.

C. The nature of products or services offered.

On August 21, 2009, prior to the Go Green Merger, Go Green entered into a Memorandum of Understanding with a member of the Zotye which, on January 29, 2010, was reduced to a definitive Exclusive Agreement of Distribution and Service between the Issuer and Zotye (the "Zotye Agreement"). On July 20, 2010 the Zotye Agreement was subsequently amended and restated between the Issuer and Yongkang Titan Imp. & Exp. Co., Ltd., a reported subsidiary of Zotye, then on December 21, 2010 the Zotye Agreement was further amended and restated between the Issuer and Zhejiang Titan Imp. & Exp. Co., Ltd., another reported Zotye subsidiary,

On January 14, 2011 the Issuer and Zhejiang Titan Imp. & Exp. Co., Ltd entered into discussions regarding further modifications to the Zotye Agreement, and the parties enter into a Letter of Intent (the "Zotue LOI") pursuant to which, among other things, the parties mutually agreed that the performance criteria contained in any and all agreements between the parties was to be tolled until a definitive agreement containing the revised terms and conditions being contemplated at the time by both the Issuer and Zhejiang Titan Imp. & Exp. Co.,Ltd, on behalf of Zotye. As of the date of this report the parties are still in negotiations as to further modification of the terms and conditions of the Zotye Agreement, however the Issuer and Zhejiang Titan Imp. & Exp. Co., Ltd continue to toll the performance criteria and progress payments in consideration for the Issuer continuing to finance the homologation process of the Zotye all-electric Sport Utility Vehicle. ("SUV")

Since the Go Green Merger the Issuer has been involved in the import, testing and test marketing of All-Electric the SUV, which it purchased under the Zotye Agreement, in an effort to qualify the SUV to be in compliance with the DOT and FMVSS tests, and to determine the safety and US marketability of the SUV; it currently has plans to perform the same assessment of an all-electric Multi-purpose Van ("MPV") and other all-electric vehicle and alternative powered vehicles, as its goal is to provide the public with a safe, reliable, efficient, and "zero carbon emission" product at an affordable and competitive price.

As stated in Item VIII above the Issuer's Board of Directors expanded and modified the Issuer's Business Plan so as to not be dependent upon one supplier and one product, but to be involved in two areas of the automotive industry: the import, testing and distribution of foreign and domestic manufactured Eco-friendly Passenger Vehicles, Mass-Transit Vehicles and Conversion Vehicles.

With regard to the Issuer's modified Business Plan, as disclosed in the Annual Issuer's Information and Disclosure Statement for the year ended December 31, 2011, the Issuer entered into negotiations with several companies, both foreign and domestic, which are currently active in the manufacturing of Eco-friendly Passenger Vehicles, Mass-Transit Vehicles and Conversion Vehicles ("Target Acquisitions"), with the view of acquiring the Target Acquisitions. As of the quarter ended March 31, 2012 these negotiations are still ongoing, with the exception of the StarPoint acquisition, as the two parties have reached a stalemate in their negotiation and, subsequent to the close of the quarter ended March 31, 2012, StarPoint served notice that any exclusivity express or implied as to any "no shop" agreement was being terminated.

Investors must know that there is significant competition in the market. With demand and interest in alternatives to fossil fuels at an all time high, numerous automobile manufacturers are researching and developing electric vehicles. The Issuer anticipates bringing the first fully electric SUV along with other Eco-friendly Passenger Vehicles, Mass-Transit Vehicles and Conversion Vehicles to market in the United States. The Issuer believes it will be highly competitive in the market based upon the quality, range, size, speed, and price of its electric vehicle as opposed to others in the industry. Further, the Issuer believes that the experience of its current management team in the industry will also allow the Issuer to remain competitive.

Issuer does not at this time own any patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, although those items will certainly be addressed as the Issuer begins to conduct operations.

As set forth more fully above, the Issuer faces significant governmental regulatory compliance issues before the Issuer can launch the sales of the SUV or other Eco-friendly Passenger Vehicles, Mass-Transit Vehicles and Conversion Vehicles in the United States. The Issuer must get EPA/DOT approval before its products can be sold in the US. The Issuer expects to obtain this approval on the Eco-friendly Passenger Vehicles, Mass-Transit Vehicles and Conversion Vehicles which pass the EPA/DOT and FMVSS tests ("Qualified Vehicles"), but investors must be aware there is significant risk of failing. Again, investors must know that there is significant risk involved. Issuer is confident, however, that its current management team has the experience and expertise to navigate these regulatory obstacles.

D. The Issuer's facilities.

Issuer maintains its Corporate Office in Newport Beach, California on a month-to-month basis, and during the year ended December 31, 2011 and the quarter ended March 31, 2012, has co-occupied the facilities of StarPoint USA Inc., one of the Target Acquisitions, during 2011, but is currently searching for its own facilities in which it can

conduct its modified business activities. The Issuer intends to open additional offices in the US and Europe, and it is contemplating establishing an office in China so as to increase its presence there to attract Chinese automotive manufacturers with an interest in introducing their all-electric vehicles into the US market.

E. Recent Transactions.

On September 1, 2011, the Issuer entered into a Stock Purchase Agreement (the "Purchase Agreement") with Mark E. Crone, Bosch Equities, L.P. and One eCommerce Corporation, a Nevada corporation ("One eCommerce"), collectively the Sellers, and the shareholders of all of the issued and outstanding capital stock of Matter of Time I Inc., a Nevada corporation ("Matter of Time"). Matter of Time is a company which files periodic reports with the Securities and Exchange Commission ("SEC") pursuant to Section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act").

Pursuant to the Purchase Agreement the Sellers agreed to sell to the Issuer and the Issuer agreed to purchase from the Sellers (a) an aggregate of 200,000 shares of \$.001 par value Common Stock of Matter of Time (the "Matter of Time Shares"), which represented 100% of the issued and outstanding shares of Common Stock of Matter of Time for an aggregate purchase price of \$24,000, and (b) to pay to The Crone Law Group, an affiliate of Mark E. Crone, \$6,000 in full repayment of the 10% promissory note in the principal amount of \$6,000 previously issued by Matter of Time. The closing (the "Closing") of the Issuer's purchase of the Matter of Time Shares took place on October 3, 2011, resulting in the change of control of Matter of Time. Immediately after the Closing, Matter of Time became a wholly-owned subsidiary of the Issuer. The purchase of the Matter of Time Shares was reported by Matter of Time on Form 10-K filed with the SEC on October 6, 2011.

Effective upon the Closing, (a) Mr. Crone resigned as the Chief Executive Officer, President, Secretary, and Treasurer and as the sole director of Matter of Time, and (b) Mr. Fred Luke, the Issuer's President and a Director, was appointed as the Chief Executive Officer, President, Chief Financial Officer, Secretary and Treasurer, and as the sole Director of Matter of Time. On January 1, 2012 Mr. Alan Rothman was appointed Secretary and a Director of Matter of Time. On February 10, the Issuer and Matter of Time entered into a Merger Agreement and Plan of Reorganization which will result in Matter of Time I Inc. dissolving into and becoming part of Green Automotive, which will be the surviving corporation and reporting issuer.

Item 5 Legal proceedings.

None

Item 6 Defaults upon senior securities.

None

Item 7 Other information.

As disclosed in the Annual Issuer's Information and Disclosure Statement for the year ended December 31, 2011, the following served as Officers and Directors from November 1, 2010 through January 5, 2011 when they resigned. Mr. Wells, one of the original Officers and a Director following the Go Green Merger, resigned in December 2010 but resumed his positions as an Officer and Director following the resignations on January 5, 2011, then resigned as an Officer and Director in September 2011.

The following persons were elected and duly appointed as Officers and Directors of the Issuer subsequent to the resignations of the individuals identified above, and constitute the Officers and Board of Directors (as noted preceding their name) of the Issuer as of March 31, 2012

President, Treasurer and Director.

1. Full name: Fred G. Luke (appointed January 11, 2011)
2. Business address: 2618 San Miguel, Suite 203, Newport Beach, CA 92660 USA
3. Employment history:

Mr. Luke has over forty (40) years of experience in providing operational and financial consulting services. Mr. Luke has assisted companies with entity formation and business planning, multi-national mergers and acquisitions, reverse mergers, corporate finance, debt restructuring (workouts, settlements and debt-equity swaps), and arranging conventional debt and equity financing).

Since 1970 Mr. Luke has provided consulting and management services, and served as a Director, Chairman, Chief Accounting Officer, President and CEO of over 100 public companies. Mr. Luke has worked in Asia, Europe, Canada, and North Africa. Mr. Luke's clients have been active in various business segments, domestic banking, the creation of domestic and foreign tax shelters, telecommunications, commercial airlines, real estate, domestic film financing, clothing and food manufacturing, casino gaming and hotel operations, oil & gas exploration, oil & gas transportation and refining, alternative energy, equipment leasing, Network Marketing, and international finance.

4. Board memberships and other affiliations: Officer and Director Matter of Time I Inc., Ladybug Resource Group Inc.
5. Compensation by the Issuer: \$1,500 per month as a Directors Fee.
6. Number and class of the Issuer's securities beneficially owned: 0

Secretary and Director.

1. Full name: Alan Mark Rothman (appointed January 24, 2011)
2. Business address: 895 Dove Street, Suite 300, Newport Beach, CA 92660 USA
3. Employment history:
Mr. Rothman has over thirty (30) years with his current California law practice.
4. Board memberships and other affiliations: Officer and Director of Matter of Time I Inc. and Ladybug Resource Group Inc., and member of the California Bar Association .
Boutique Practice in Business Litigation, with engagement as speaker and Columnist
Formerly Host of Business of Success Nationally Syndicated Radio Show
5. Compensation by the Issuer: \$1,500 per month as a Directors Fee.
6. Number and class of the Issuer's securities beneficially owned: 1,000,000

Director:

1. Full name: Ben Reeder Rainwater:
Business address: 15851 Dallas Parkway, Suite 540, Addison, Texas 75001 USA
3. Employment history: StarPoint USA, Inc., Executive Vice President, COO, CEO, President, 2002-Present
4. Board memberships and other affiliations: StarPoint USA, Inc. - Board Member
5. Compensation by the Issuer: Currently under negotiation.
6. Number and class of the Issuer's securities beneficially owned: 0

Effective May, 1 2012, subsequent to the quarter ended of the March 31,2012, Mr. Rainwater tendered his resignation as a Director of the Issuer.

Item 8 Exhibits.

The following exhibits must be either described in or attached to the disclosure statement:

- 1.Merger Agreement and Plan of Reorganization

Item 9. Issuer's Certifications.

I, Fred G. Luke, certify that:

1. I am the President and acting Chief Financial Officer of Green Automotive Company;
2. I have reviewed this Quarterly Information and Disclosure Statement;
3. Based on my knowledge, this disclosure statement 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 Quarterly Information and Disclosure Statement; and
4. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Quarterly Information and Disclosure Statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the period presented in this Quarterly Information and Disclosure Statement.

Date: 5/15/2012

Green Automotive Company

By: Fred Luke
Name: FRED G LUKE
Title: PRESIDENT

Exhibit '1'

Merger Agreement and Plan of Reorganization

MERGER AGREEMENT AND PLAN OF REORGANIZATION

THIS MERGER AGREEMENT AND PLAN OF REORGANIZATION is made and entered into as of the 10th day of February, 2012 by and between Matter of Time I Inc., a Nevada corporation ("MOT"), and Green Automotive Company, a Nevada corporation (the "Surviving Corporation"). MOT and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, Surviving Corporation is a publicly held company engaged in the business of importing and distributing Eco-Friendly and alternative fuel vehicles. Surviving Corporation's principal executive offices are located at 23 Corporate Plaza, Suite 150, Newport Beach, California 92660.

WHEREAS, MOT is a publicly held Nevada corporation and wholly-owned subsidiary of Surviving Corporation. MOT's principal executive offices are located at 23 Corporate Plaza, Suite 150, Newport Beach, California 92660.

WHEREAS, the Boards of Directors of MOT and the Surviving Corporation have determined that it is advisable that MOT merge with and into the Surviving Corporation. The transaction contemplated hereby is hereinafter referred to as the "Merger".

WHEREAS, the Constituent Corporations desire to enter into and adopt this Merger Agreement for the purpose of setting forth certain terms and provisions that will govern the Merger and to consummate the Merger as a "change in domicile merger" in accordance with the provisions of Section 368 (a)(2)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW THEREFORE, in consideration of the mutual agreement hereinafter set forth, in accordance with the provisions of the Nevada Revised Statutes, and for the purpose of setting forth the terms and conditions of the Merger, the mode of completing the Merger, and the manner of converting the shares of the capital stock of MOT into shares of the common stock of the Surviving Corporation, the parties agree as follows:

1. The Reorganization

1.1 The Effective Time. The Merger shall be accomplished by filing appropriate Articles of Merger with the Secretary of State of the State of Nevada in the forms provided for by the Nevada Revised Statutes as soon as practicable after execution of this Merger Agreement. The term "Effective Time" shall mean the time at which the necessary Articles of Merger has been filed with and accepted the Secretary of State of the State of Nevada.

1.2 Manner of Merger. At the Effective Time, MOT shall be merged into the Surviving Corporation, which shall be the corporation that survives the Merger, but no later than June 30, 2012 (the "Effective Date") The corporate existence of the Surviving Corporation with all of its purposes, powers and objects shall continue unaffected and unimpaired by the Merger; and, as the corporation surviving the Merger, the Surviving Corporation shall be governed by the laws of the State of Nevada and shall succeed to all rights, assets, liabilities and obligations of MOT, as provided in the business corporation laws of the State of ~~Delaware~~ ^{Nevada}. The separate existences and corporate organizations of the Surviving Corporation and MOT shall cease at the Effective Time, and thereafter the Surviving Corporation shall continue as the surviving corporation under the laws of the State of Nevada under the name of Green Automotive Company, a Nevada

corporation. All the property, real, personal, and mixed, and all debts of other obligations due to MOT, shall be transferred to and shall be vested in the Surviving Corporation, without further act or deed, as provided in the business corporation laws of the states of Nevada.

1.3 Articles of Incorporation and Bylaws of the Surviving Corporation

- (a) The Articles of Incorporation of the Surviving Corporation shall remain in effect following the Effective Time.
- (b) The Bylaws of the Surviving Corporation in effect as the Effective Time shall be the Bylaws of the corporation surviving this merger, except as they may thereafter be altered, amended or repealed in accordance with law, or in accordance with the Articles of Incorporation of the Surviving Corporation or its Bylaws.
- (c) The directors and officers of the Surviving Corporation as of the Effective Time shall be the directors and officers of the corporation surviving this Merger, until their successors shall have been elected and qualified, or as otherwise provided by the Nevada Revised Statutes and in the Bylaws of the Surviving Corporation. If at the Effective Time a vacancy exists on the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy shall thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

1.4 Status and Conversion of Shares. The manner of converting the shares of capital stock of MOT outstanding immediately prior to the Merger into shares of common stock of the Surviving Corporation, except as to outstanding shares of capital stock of MOT held by shareholders, if any, who dissent from the Merger and seek appraisal under the applicable provisions of the Nevada Revised Statutes, shall be as follows:

- (a) At the Effective Time every one (1) share of the issued and outstanding \$.001 par value common stock of MOT shall, by virtue of the Merger, become and be converted into one (1) share of the \$.001 par value common stock of the Surviving Corporation. One whole share in the Surviving Corporation shall be issued to any shareholder of MOT with respect to the fractional share in the Surviving Corporation resulting from such division.
- (b) Any shares of the capital stock of MOT that may be held in treasury as of the Effective Time shall be cancelled as of the Effective Time, and shall not thereafter be issued or outstanding.
- (c) After the Effective Time, each holder of a certificate or certificates theretofore representing outstanding shares of the capital stock of MOT may surrender such certificate or certificates to such agent or agents as shall be appointed by the Surviving Corporation (the "Exchange Agent"), and shall be entitled to receive in exchange therefore a certificate or certificates representing the number of whole shares of common stock of the Surviving Corporation into which the shares of capital stock of MOT theretofore represented by the certificates so surrendered have been converted.
- (d) If any certificate evidencing shares of the capital stock of MOT is to be issued in a name other than the name in which the certificate surrendered is registered, the certificate so surrendered shall be properly endorsed and shall otherwise be in proper form for transfer. The person requesting the transfer shall pay to the Exchange Agent any transfer or other

fees or taxes required by reason of the issuance of a certificate in name other than that of the registered holder of the certificate surrendered.

- (e) On February 10, 2012, Surviving Corporation had a total of voting securities issued and outstanding consisting of Two Hundred Seventy-Two Million Seven Hundred Fifty-Five Thousand One Hundred Ten (272,755,110) shares of common stock (representing 83.335% of the total voting securities of the Surviving Corporation) and Five Hundred thousand (500,000) shares of Series A convertible Preferred Stock (representing 16.665% of the total voting securities of the Surviving Corporation) issued and outstanding; and
- (f) Pursuant to the Waiver of Notice and Written Consent to Action Without a Meeting of the Majority of Shareholders of Green Automotive Company dated December 21, 2011 (the "GAC Shareholder Written Consent") the shareholders of record holding a majority of the voting securities of Green Automotive Company voted affirmatively to approve the resolutions contained in the Green Automotive Company, a Nevada corporation Waiver of Notice and Unanimous Written Consent to Action Without a By the Board of Directors dated December 21, 2011 (the "GAC BOD Written Consent"), thereby approving the Merger.
- (g) Pursuant to the Waiver of Notice and Written Consent to Action Without a Meeting of the Majority of Shareholders of Matter of Time I Inc. dated December 21, 2011 (the "MOT Shareholder Written Consent") the shareholder of record holding a majority of the voting securities of MOT voted affirmatively to approve the resolutions contained in the Green Automotive Company, a Nevada corporation Waiver of Notice and Unanimous Written Consent to Action Without a By the Board of Directors dated December 21, 2011 (the "MOT BOD Written Consent"), thereby approving the Merger.
- (h) The Two Hundred Thousand (200,000) shares of MOT's \$.001 par value common stock, held by Surviving Corporation, the sole shareholder of MOT, representing all of the issued and outstanding voting securities of MOT, shall be canceled as of the Effective Time and shall not thereafter be issued or outstanding.

1.5 Options, Warrants and Conversion Rights. Options, warrants, and any other derivative securities with conversion rights to acquire capital stock of MOT (including conversion rights that may be held in trust pursuant to employee benefit plans) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become options, warrants and conversion rights to acquire the number of shares of common stock of the Surviving Corporation into which the shares of capital stock of MOT covered by the option, warrant or conversion right would have been converted if such shares had been held by the holder of the option, rights or warrant at the Effective Time at an appropriately adjusted option, purchase or conversion price.


2.0 Miscellaneous

- 2.1 Amendments. This Merger Agreement may be amended with the approval of the Boards of Directors of the Constituent Corporations at any time before or after the approval hereof by their respective shareholders, but after any such approval no amendment shall be made that substantially and adversely changes the terms hereof as to any party without the approval of the shareholders of such party.


2.2 Extension: Waiver. At any time before the Effective Time, the Board of Directors of either of the Constituent Corporations may (a) extend the time for the performance of any of the obligations or other acts of another party hereto, or (b) waive compliance by another party with any of the agreements or conditions contained herein. Any such extension or waiver shall be valid only if set forth in an instrument in writing duly executed and delivered on behalf of such part.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Merger Agreement And Plan of Reorganization as of the day and year first above written.

“Surviving Corporation”
Green Automotive Company,
a Nevada corporation

By: 
Name: ALAN ROTHMAN
Title: SECRETARY

“MOT”
Matter of Time I Inc.,
a Nevada corporation

By: 
Name: FRED G. LUKE
Title: PRESIDENT