REFINITIV

DELTA REPORT

10-Q

NEOV - NEOVOLTA INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - DECEMBER 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	539
CHANGES	173
DELETIONS	162
ADDITIONS	204

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

FORM 10-Q

☒ Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended December March 31, 2023 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: 001-41447

NeoVolta, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**82-5299263**
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)
13651 Danielson Street, Suite A Poway, CA	**92064**
(Address of principal executive offices)	(zip code)

Registrant's telephone number, including area code: **(800) 364-5464**

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, par value $0.001 per share	NEOV	The NASDAQ Stock Market LLC
Warrants, each warrant exercisable for one share of common stock	NEOVW	The NASDAQ Stock Market LLC

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 ☒

The number of shares outstanding of Common Stock, par value $0.001 per share, as of February 9, 2024 May 10, 2024, was 33,236,091 shares**.**

NEOVOLTA, INC.
FORM 10-Q
DECEMBER MARCH 31, 2023 2024

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Report” “Report”) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We make forward-looking statements under the “Risk “Risk Factors,” “Management’s “Management’s Discussion and Analysis of Financial Condition and Results of Operations” Operations” and in other sections of this Report. In some cases, you can identify forward-looking statements by the following words: “anticipate, “anticipate,” “believe, “believe,” “continue, “continue,” “could, “could,” “estimate, “estimate,” “expect, “expect,” “intend, “intend,” “may, “may,” “ongoing, “ongoing,” “plan, “plan,” “potential, “potential,” “predict, “predict,” “project, “project,” “should, “should,” or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. Forward-looking statements are not a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time the statements are made and involve known and unknown risks, uncertainties and other factors that may cause our results, levels of activity, performance or achievements to be materially different from the information expressed or implied by the forward-looking statements in this Report.

You should read the matters described in, and incorporated by reference in, “Risk Factors” “Risk Factors” and the other cautionary statements made in this Report, as being applicable to all related forward-looking statements wherever they appear in this Report. We cannot assure you that the forward-looking statements in this Report will prove to be accurate and therefore prospective investors are encouraged not to place undue reliance on forward-looking statements.

All forward-looking statements speak only at the date of the filing of this Quarterly Report. You should not rely upon forward-looking statements as predictions of future events. The reader should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this Quarterly Report are reasonable, we provide no assurance that these plans, intentions or expectations will be achieved. We disclose important factors that could cause our actual results to differ materially from our expectations under “Risk Factors” “Risk Factors” and “Management’s “Management’s Discussion and Analysis of Financial Condition and Results of Operations” Operations” and elsewhere in this Quarterly Report and our Annual Report on Form 10-K for the year ended June 30, 2023, as filed with the SEC on September 22, 2023. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf. We do not undertake any obligation to update or revise publicly any forward-looking statements except as required by law, including the securities laws of the United States and the rules and regulations of the SEC.

PART I. 1: FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ITEM 1 FINANCIAL STATEMENTS

NEOVOLTA, INC.
Balance Sheets
(Unaudited)

	December 31, 2023	June 30, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 1,499,292	$ 2,002,789
Accounts receivable, net	2,185,811	1,826,385
Inventory	1,981,833	2,580,571
Prepaid insurance and other current assets	8,305	96,119
Total current assets	5,675,241	6,505,864
Total assets	$ 5,675,241	$ 6,505,864
Liabilities and Stockholders' Equity		
Current liabilities:		
Accrued liabilities	$ 11,769	$ 39,491
Total current liabilities	11,769	39,491
Commitments and contingencies (Note 3)		
Stockholders' equity:		
Common stock, $0.001 par value, 100,000,000 shares authorized, 33,236,091 shares and 33,155,127 shares issued and outstanding, respectively	33,236	33,155
Additional paid-in capital	25,054,223	24,872,446
Accumulated deficit	(19,423,987)	(18,439,228)
Total stockholders' equity	5,663,472	6,466,373
Total liabilities and stockholders' equity	$ 5,675,241	$ 6,505,864

	March 31, 2024	June 30, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 1,013,962	$ 2,002,789
Accounts receivable, net	1,886,555	1,826,385
Inventory	2,136,947	2,580,571
Prepaid insurance and other current assets	115,224	96,119

Total current assets	5,152,688	6,505,864
Total assets	$ 5,152,688	$ 6,505,864
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 3,167	$ –
Accrued liabilities	11,884	39,491
Total current liabilities	15,051	39,491
Commitments and contingencies (Note 3)		
Stockholders' equity:		
Common stock, $0.001 par value, 100,000,000 shares authorized, 33,236,091 shares and 33,155,127 shares issued and outstanding, respectively	33,236	33,155
Additional paid-in capital	25,117,861	24,872,446
Accumulated deficit	(20,013,460)	(18,439,228)
Total stockholders' equity	5,137,637	6,466,373
Total liabilities and stockholders' equity	$ 5,152,688	$ 6,505,864

See accompanying notes to unaudited financial statements.

NEOVOLTA, INC.
Statements of Operations
(Unaudited)

	Three Months Ended December 31, 2023		Three Months Ended December 31, 2022	
Revenues from contracts with customers	$	1,017,828	$	567,105
Cost of goods sold		811,955		473,159
Gross profit		205,873		93,946
Operating expenses:				
General and administrative		774,698		1,073,729
Research and development		–		7,746
Total operating expenses		774,698		1,081,475
Loss from operations		(568,825)		(987,529)
Other income:				
Interest income		12,781		–
Total other income		12,781		–
Net loss	$	(556,044)	$	(987,529)
Weighted average shares outstanding - basic and diluted		33,226,411		32,822,542
Net loss per share - basic and diluted	$	(0.02)	$	(0.03)

	Three Months Ended March 31, 2024		Three Months Ended March 31, 2023	
Revenues from contracts with customers	$	283,900	$	629,010
Cost of goods sold		117,755		537,261
Gross profit		166,145		91,749
Operating expenses:				
General and administrative		756,118		723,271
Research and development		10,392		1,290
Total operating expenses		766,510		724,561

Loss from operations	(600,365)	(632,812)
Other income:		
Interest income	10,892	–
Total other income	10,892	–
Net loss	$ (589,473)	$ (632,812)
Weighted average shares outstanding - basic and diluted	33,236,091	33,151,685
Net loss per share - basic and diluted	$ (0.02)	$ (0.02)

See accompanying notes to unaudited financial statements.

NEOVOLTA, INC.
Statements of Operations
(Unaudited)

	Six Months Ended December 31, 2023	Six Months Ended December 31, 2022
Revenues from contracts with customers	$ 1,781,958	$ 2,104,941
Cost of goods sold	1,454,913	1,765,119
Gross profit	327,045	339,822
Operating expenses:		
General and administrative	1,329,858	1,993,157
Research and development	–	28,646
Total operating expenses	1,329,858	2,021,803
Loss from operations	(1,002,813)	(1,681,981)
Other income (expense):		
Interest income	18,054	–
Interest expense	–	(4,134)
Total other income (expense)	18,054	(4,134)
Net loss	$ (984,759)	$ (1,686,115)
Weighted average shares outstanding - basic and diluted	33,190,769	30,916,212
Net loss per share - basic and diluted	$ (0.03)	$ (0.05)

	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Revenues from contracts with customers	$ 2,065,858	$ 2,733,951
Cost of goods sold	1,572,668	2,302,380
Gross profit	493,190	431,571
Operating expenses:		
General and administrative	2,085,976	2,716,428
Research and development	10,392	29,936
Total operating expenses	2,096,368	2,746,364

Loss from operations	(1,603,178)	(2,314,793)
Other income (expense):		
Interest income	28,946	–
Interest expense	–	(4,134)
Total other income (expense)	28,946	(4,134)
Net loss	$ (1,574,232)	$ (2,318,927)
Weighted average shares outstanding - basic and diluted	33,205,766	31,650,491
Net loss per share - basic and diluted	$ (0.05)	$ (0.07)

See accompanying notes to unaudited financial statements.

NEOVOLTA, INC.
Statements of Stockholders' Equity
Nine Months Ended March 31, 2024 and 2023
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance at June 30, 2023	33,155,127	$ 33,155	$ 24,872,446	$ (18,439,228)	$ 6,466,373
Stock compensation expense	–	–	84,717	–	84,717
Net loss	–	–	–	(428,715)	(428,715)
Balance at September 30, 2023	33,155,127	33,155	24,957,163	(18,867,943)	6,122,375
Stock compensation expense	80,964	81	97,060	–	97,141
Net loss	–	–	–	(556,044)	(556,044)
Balance at December 31, 2023	33,236,091	33,236	25,054,223	(19,423,987)	5,663,472
Stock compensation expense	–	–	63,638	–	63,638
Net loss	–	–	–	(589,473)	(589,473)
Balance at March 31, 2024	33,236,091	$ 33,236	$ 25,117,861	$ (20,013,460)	$ 5,137,637

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance at June 30, 2022	21,977,251	$ 21,978	$ 18,394,641	$ (15,799,395)	$ 2,617,224
Issuance of common stock in underwritten public offering	1,121,250	1,121	3,779,284	–	3,780,405
Issuance of common stock for conversion of debt and accrued interest	9,671,867	9,672	1,169,614	–	1,179,286
Stock compensation expense	–	–	591,816	–	591,816
Net loss	–	–	–	(698,586)	(698,586)
Balance at September 30, 2022	32,770,368	32,771	23,935,355	(16,497,981)	7,470,145
Stock compensation expense	75,000	75	719,220	–	719,295
Net loss	–	–	–	(987,529)	(987,529)
Balance at December 31, 2022	32,845,368	32,846	24,654,575	(17,485,510)	7,201,911
Stock compensation expense	309,759	309	108,781	–	109,090
Net loss	–	–	–	(632,812)	(632,812)

Balance at March 31, 2023	33,155,127	$	33,155	$	24,763,356	$	(18,118,322)	$	6,678,189

See accompanying notes to unaudited financial statements.

NEOVOLTA, INC.
Statements of Stockholders' Equity
Six Months Ended December 31, 2023 and 2022
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at June 30, 2023	33,155,127	$ 33,155	$ 24,872,446	$ (18,439,228)	$ 6,466,373
Stock compensation expense	–	–	84,717	–	84,717
Net loss	–	–	–	(428,715)	(428,715)
Balance at September 30, 2023	33,155,127	33,155	24,957,163	(18,867,943)	6,122,375
Stock compensation expense	80,964	81	97,060	–	97,141
Net loss	–	–	–	(556,044)	(556,044)
Balance at December 31, 2023	33,236,091	$ 33,236	$ 25,054,223	$ (19,423,987)	$ 5,663,472

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at June 30, 2022	21,977,251	$ 21,978	$ 18,394,641	$ (15,799,395)	$ 2,617,224
Issuance of common stock in underwritten public offering	1,121,250	1,121	3,779,284	–	3,780,405
Issuance of common stock for conversion of debt and accrued interest	9,671,867	9,672	1,169,614	–	1,179,286
Stock compensation expense	–	–	591,816	–	591,816
Net loss	–	–	–	(698,586)	(698,586)
Balance at September 30, 2022	32,770,368	32,771	23,935,355	(16,497,981)	7,470,145
Stock compensation expense	75,000	75	719,220	–	719,295
Net loss	–	–	–	(987,529)	(987,529)
Balance at December 31, 2022	32,845,368	$ 32,846	$ 24,654,575	$ (17,485,510)	$ 7,201,911

See accompanying notes to unaudited financial statements.

NEOVOLTA, INC.
Statements of Cash Flows
(Unaudited)

	Six Months Ended December 31, 2023	
	2023	**2022**
Cash flows from operating activities:		
Net loss	$ (984,759)	$ (1,686,115)
Adjustments to reconcile net loss to net cash used in operations:		
Stock compensation expense	181,858	1,311,111
Provision for expected credit losses/bad debt expense	330,000	80,000
Changes in current assets and liabilities		
Accounts receivable	(689,426)	(573,435)
Inventory	598,738	499,272
Prepaid insurance and other current assets	87,814	(37,471)
Accounts payable	–	(175,990)
Accrued expenses	(27,722)	(105,465)
Net cash flows used in operating activities	(503,497)	(688,093)
Cash flows from financing activities:		
Underwritten public offering of common stock	–	3,780,405
Net cash flows provided by financing activities	–	3,780,405
Net increase (decrease) in cash and cash equivalents	(503,497)	3,092,312
Cash and cash equivalents at beginning of period	2,002,789	330,385
Cash and cash equivalents at end of period	$ 1,499,292	$ 3,422,697
Supplemental disclosures of cash flow information		
Cash paid for interest	$ –	$ –
Cash paid for income taxes	–	–
Supplemental non-cash financing activities		
Conversion of convertible debt and accrued interest into common stock	$ –	$ 1,179,286

	Nine Months Ended March 31,	
	2024	**2023**
Cash flows from operating activities:		
Net loss	$ (1,574,232)	$ (2,318,927)
Adjustments to reconcile net loss to net cash used in operations:		

Stock compensation expense	245,496	1,420,201
Provision for expected credit losses/bad debt expense	670,000	380,000
Changes in current assets and liabilities		
Accounts receivable	(730,170)	(799,913)
Inventory	443,624	875,919
Prepaid insurance and other current assets	(19,105)	33,291
Accounts payable	3,167	(205,600)
Accrued expenses	(27,607)	(35,571)
Net cash flows used in operating activities	(988,827)	(650,600)
Cash flows from financing activities:		
Underwritten public offering of common stock	–	3,780,405
Net cash flows provided by financing activities	–	3,780,405
Net increase (decrease) in cash and cash equivalents	(988,827)	3,129,805
Cash and cash equivalents at beginning of period	2,002,789	330,385
Cash and cash equivalents at end of period	$ 1,013,962	$ 3,460,190
Supplemental disclosures of cash flow information		
Cash paid for interest	$ –	$ –
Cash paid for income taxes	–	–
Supplemental non-cash financing activities		
Conversion of convertible debt and accrued interest into common stock	$ –	$ 1,179,286

See accompanying notes to unaudited financial statements.

NEOVOLTA, INC.

Notes to Financial Statements

(Unaudited)

(1) Business and Summary of Significant Accounting Policies

(1) Business and Summary of Significant Accounting Policies

Description of Business– NeoVolta Inc. ("we", "our" or the "Company" "Company") is a Nevada corporation, which was formed on March 5, 2018. The Company is a designer, seller and manufacturer of Energy Storage Systems (ESS) which can store and use energy via batteries and an inverter at residential and commercial sites. The Company sells its proprietary ESS units through wholesale customers, primarily in California, and in an expanding number of other states. In August 2022, the Company completed an underwritten public offering of its equity securities resulting in its common stock and warrants becoming listed on a national exchange (see Note 2).

Interim Financial Information – The Company has prepared the accompanying financial statements, without audit, in accordance with accounting principles generally accepted in the Unites States of America for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). In the opinion of management, these financial statements contain all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the Company's financial position as of December 31, 2023 March 31, 2024, the results of its operations for the three and six nine month periods ended December 31, 2023 March 31, 2024 and 2022, 2023, the changes in its stockholders' equity for the six nine month periods ended December 31, 2023 March 31, 2024 and 2022, 2023, and cash flows for the six nine month periods ended December 31, 2023 March 31, 2024 and 2022. 2023. The balance sheet as of June 30, 2023 has been derived from the Company's June 30, 2023 financial statements that were audited by an independent registered public accounting firm but does not include all of the information and footnotes required for complete annual financial statements. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended June 30, 2023, as filed with the SEC on September 22, 2023.

Cash and Cash Equivalents – The Company considers all highly liquid accounts with original maturities of three months or less at the date of acquisition to be cash equivalents. Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of $250,000, $250,000, per bank. At December 31, 2023 March 31, 2024, the Company maintained accounts at two different banks, of which the combined balances of the accounts at the two banks were in excess of the combined FDIC insurance limits by $999,292 513,962.

Inventory – Inventory consists of batteries and inverters purchased from Asian suppliers and delivered to a location near the Company's offices, for assembly into ESS units. Additionally, we made a bulk purchase of raw materials consisting of assembly parts from our former contract manufacturer in April 2023, for a gross amount of $1.4 million. Inventory is stated at the lower of cost or net realizable value, cost being determined using the first-in, first out (FIFO) method. The Company periodically reviews the value of items in inventory and records an allowance to reduce the carrying value of inventory to the lower of cost or net realizable value based on its assessment of market conditions, inventory turnover and current stock levels. Inventory write-downs are charged to cost of goods sold. No inventory reserve was required as of December 31, 2023 March 31, 2024 and June 30, 2023. The following table presents the components of inventory as of December 31, 2023 March 31, 2024 and June 30, 2023:

	December 31, 2023	June 30, 2023
Raw materials, consisting of assembly parts, batteries and inverters	$ 1,805,506	$ 2,353,055
Finished goods	176,327	227,516

Total	$ 1,981,833	$ 2,580,571

	March 31, 2024	June 30, 2023
Raw materials, consisting of assembly parts, batteries and inverters	$ 1,502,119	$ 2,353,055
Finished goods	634,828	227,516
Total	$ 2,136,947	$ 2,580,571

Revenue Recognition – The Company recognizes revenue in accordance with Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606). Revenues are recognized when control of the promised goods is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for transferring those goods or services. Revenue is recognized based on the following five step model:

- Identification of the contract with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, the Company satisfies a performance obligation

The Company generates revenues from contracts with customers, consisting of a relatively small number of wholesale dealers and installers, primarily in California. Three such dealers represented approximately 29 25%, 20 17% and 10 11% of the Company's revenues in the six nine months ended December 31, 2023 March 31, 2024, however, no other dealers accounted for more than 10% of the revenues in such period. Those same three Four dealers plus one other dealer represented an aggregate of approximately 98 22%, 20%, 17% and 13% of the Company's gross accounts receivable as of December 31, 2023 (net of allowance) March 31, 2024. Three such dealers represented approximately 27 21%, 19 18% and 12 16% of the Company's revenues in the six nine months ended December 31, 2022 March 31, 2023. Since all of the Company's revenue is currently generated from the sales of similar products, no further disaggregation of revenue information for the six nine months ended December 31, 2023 March 31, 2024 and 2022 2023 is provided.

Allowance for Expected Credit Losses – The Company recognizes an allowance for expected credit losses whenever a loss is expected to be incurred in the realization of a customer's account. As of December 31, 2023 March 31, 2024 and June 30, 2023, our allowance for expected credit losses was $820,000 1,160,000 and $490,000, respectively.

Income Taxes – The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and the tax bases of reported assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company must then assess the likelihood that the resulting deferred tax assets will be realized. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of Accounting Standards Codification ("ASC") 740-10 which prescribes a recognition threshold and measurement attribute for financial statement disclosure of tax positions taken, or expected to be taken, on its tax return. The Company evaluates and records any uncertain tax positions based on the amount that management deems is more likely than not to be sustained upon examination and ultimate settlement with the tax authorities in the tax jurisdictions in which it operates.

Stock Compensation Expense – Employee and non-employee share-based payment compensation is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period.

Loss Per Common Share – Basic loss per common share is computed by dividing net loss available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive. As of December 31, 2023 March 31, 2024, the Company had total outstanding common stock equivalents of 1,229,750 shares as follows: (i) 1,121,250 shares related to warrants issued to investors in the public offering completed in August 2022; (ii) 58,500 shares related to warrants issued to the underwriters in that same offering; offering, and (iii) 50,000 shares related to restricted stock units granted to two officers in March 2022 (see Note 2).

Research and Development Costs – Research and development costs are expensed as incurred.

Use of Estimates – Management has made a number of estimates and assumptions in preparing these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates. As a result of the continued spread of the COVID-19 coronavirus since early 2020, economic uncertainties have arisen which could impact business operations, supply chains, energy demand, and commodity prices that are beyond our control. Overall, we have not experienced a material adverse impact to our economic performance or ability to continue our business operations as a result of COVID-19. We continue to monitor COVID-19, but do not believe it will have a material unfavorable impact to our future financial performance at this time.

Related Parties -– The Company accounts for related party transactions in accordance with ASC 850. A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that it might be prevented from fully pursuing its own separate interests is also a related party.

Fair Value Measurements and Financial Instruments -– ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable. The carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include cash and cash equivalents, accounts receivable, and accounts payable.

At December 31, 2023 March 31, 2024 and June 30, 2023, the Company did not have any financial assets or liabilities measured and recorded at fair value on the Company's balance sheets on a recurring basis.

Recent Accounting Pronouncements – From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board, ("FASB"), or other standard setting bodies and adopted by us as of the specified effective date. Unless otherwise discussed, the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption. The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its financial statements. Effective July 1, 2023, the Company adopted the provisions of ASC 326 (*Financial Instruments – Credit Losses*) pertaining to "current expected credit losses," which had no material impact on the Company's financial statements.

Liquidity – These financial statements have been prepared on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern has been dependent upon the ability of the Company to obtain necessary equity financing to continue operations and the attainment of profitable operations. As disclosed in Note 2, we completed a public offering of our equity securities in August 2022 that raised total net proceeds of approximately $3,780,000. As of December 31, 2023 March 31, 2024, we had a cash balance of $1,499,292 1,013,962 and net working capital of $5,663,472 5,137,637. We anticipate that we will have sufficient cash resources in order to operate our business for at least the next 12 months from the date these financial statements are issued, without new sources of capital.

(2) **Equity**

(2) Equity

Common Stock – In August 2022, the Company completed an underwritten public offering of its equity securities in the form of Units with each Unit consisting of one share of common stock and one warrant (each, a “Warrant” and collectively, the “Warrants”) to purchase one share of common stock at an exercise price of $4.00 per share. The shares of common stock and the Warrants comprising the Units were immediately separated at closing of the offering and each is now independently listed on the NASDAQ Capital Market. Each Warrant became exercisable on the date of issuance and will expire five years from the date of issuance.

In the underwritten public offering, a total of 1,121,250 Units, including exercise of the underwriter’s overallotment option, were sold at an offering price to the public of $4.00 per Unit. The gross proceeds of the offering were $4,485,000 and the net proceeds, after deduction of underwriting discounts and other offering costs were approximately $3,780,000. The Company also granted the underwriter non-tradeable warrants to purchase a total of 58,500 shares of common stock at an exercise price of $4.40 per share for a period of five years.

In conjunction with the public offering, all holders of the Company's 2018 convertible notes in the total amount of $59,251, including accrued interest, converted their debt into a total of 9,404,867 shares of common stock at the stated conversion rate, and all holders of the Company's 2021 convertible notes in the total amount of $1,120,035, including accrued interest, automatically converted their debt into a total of 267,000 shares of common stock at the stated conversion rate.

Warrants – The Warrants for a total of 1,179,750 shares of common stock issued to investors and the underwriters are exercisable at any time after their original issuance and at any time up to the date that is five years after their original issuance, or August 1, 2027. The Warrants may be exercised upon payment of the exercise price in cash on or prior to the expiration date. Under the terms of the Warrant Agreement, we must use our best efforts to maintain the effectiveness of the registration statement and current prospectus relating to common stock issuable upon exercise of the Warrants until the expiration of the Warrants. If we fail to maintain the effectiveness of the registration statement and current prospectus relating to the common stock issuable upon exercise of the Warrants, the holders of the Warrants shall have the right to exercise the Warrants solely via a cashless exercise feature provided for in the Warrants, until such time as there is an effective registration statement and current prospectus. As of the date of this report, the Company has not maintained the effectiveness of the registration statement and the Warrants may be exercised on a cashless basis.

The following table presents activity with respect to the Company's warrants for the six nine months ended December 31, 2023 March 31, 2024:

	Number of Shares	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Term (Yrs.)	Aggregate Intrinsic Value
Outstanding at June 30, 2023	1,179,750	$ 4.02		
Warrants issued	–	–		
Warrants exercised/forfeited	–	–		
Outstanding at March 31, 2024	1,179,750	$ 4.02	3.3	$ –
Exercisable at March 31, 2024	1,179,750	$ 4.02	3.3	$ –

	Number of Shares	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Term (Yrs.)	Aggregate Intrinsic Value
Outstanding at June 30, 2023	1,179,750	$ 4.02		
Warrants issued	–	–		
Warrants exercised/forfeited	–	–		
Outstanding at December 31, 2023	1,179,750	$ 4.02	3.5	$ –
Exercisable at December 31, 2023	1,179,750	$ 4.02	3.5	$ –

These warrants were issued in conjunction with an underwritten public equity offering, therefore, there was no employee or non-employee compensation expense recognized.

Stock Compensation Expense – In February 2022, we entered into a new employment agreement with our Chief Executive Officer ("CEO"), effective April 1, 2022. The initial term of the employment agreement was one year and is automatically renewable for additional one-year terms unless either party chooses not to renew the agreement. The agreement provides for an initial annual salary of $165,000. Pursuant to the agreement, we issued our CEO a restricted stock unit ("RSU") award for up to 150,000 shares of our common stock upon achieving the following milestones (which achievements shall be determined by the Board): (i) Milestone 1 - Successfully complete an uplisting of our common stock in 2022 and continue his employment with our company until January 1, 2023: 50,000 shares; and (ii) Milestone 2 - Produce 2,000 ESSs in 2022 and continue his employment with our company until January 1, 2023: 100,000 shares. As of December 31, 2023, Milestone 1 was achieved, however, Milestone 2 was not achieved. The underlying 50,000 shares of common stock earned under Milestone 1 were issued to our CEO as of January 1, 2023.

In February 2022, we entered into a new employment agreement with our Chief Financial Officer ("CFO"), effective March 1, 2022. The initial term of the employment agreement is one year and is automatically renewable for additional one-year terms unless either party chooses not to renew the agreement. The agreement provides for an initial annual salary of $125,000. Pursuant to the agreement, we issued our CFO an RSU award for up to 300,000 shares of our common stock upon achieving the following milestones (which achievements shall be determined by the Board): (i) Milestone 1 - Successfully complete an uplisting of our common stock in 2022 and continue his employment with our company until January 1, 2023: 250,000 shares; and (ii) Milestone 2 - successfully complete and file the Company's Form 10-K for the year ended June 30, 2023 no later than September 29, 2023 and continue his employment with our company until January 1, 2024: 50,000 shares. Milestone 1 was achieved as of January 1, 2023, and the underlying 250,000 shares of common stock earned under Milestone 1 were issued to our CFO as of that date. As of December 31, 2023, Milestone 2 has not yet been was achieved but was subsequently achieved on as of January 1, 2024, and the underlying 50,000 shares of common stock will earned under Milestone 2 are expected to be issued to our CFO as of that date (see Note 4). in May 2024.

Based upon management's assessment of the probability of our CEO and CFO ultimately achieving each milestone specified under the RSU awards indicated above, we calculated the grant date value of such awards and are amortizing it as stock compensation expense over the underlying performance periods. We have recognized stock compensation expense applicable to such RSU awards in the six nine months ended December 31, 2023 March 31, 2024 and 2022 2023 in the amounts of $81,683 and $1,159,882 1,200,723, respectively.

In conjunction with our public offering in August 2022, we appointed two new independent directors and adopted a new compensation plan for all independent directors based on an annual compensation amount of $65,000 with not less than 70% of such amount paid in shares of our common stock, calculated based on the share price at the end of such prior fiscal quarter, and up to 30% paid in cash, with such final amounts to be determined by each director. As of December 31, 2023 March 31, 2024, we booked an accrual of $97,500 146,250 of compensation expense (of which $87,750 $131,625 will be settled through the issuance of shares) for our three independent directors under this plan.

In the six nine months ended December 31, 2023 March 31, 2024, we recognized total non-cash stock compensation expense of $181,858 245,496 as follows: (i) $81,683 for the amortized value of the RSUs granted to our two executive officers, as previously described; (ii) $87,750 131,625 for the amortized value of the portion of the new compensation plan for our independent directors that is attributable to stock; (iii) $19,763 for the amortized value of the shares granted to various advisors under their annual service contracts; and (iii) (iv) $12,425 for the fair value of incentive shares earned by a wholesale dealer as of December 31, 2023 (see Note 3). There was a total of 80,964 shares of common stock that were issued to our independent directors and advisors in the six nine months ended December 31, 2023 March 31, 2024, which were previously expensed in the year ended June 30, 2023.

In the six nine months ended December 31, 2022 March 31, 2023, we recognized total non-cash stock compensation expense of $1,311,111 1,420,201 as follows: (i) $1,159,882 1,200,723 for the amortized value of the RSUs granted to our two executive officers, as previously described; (ii) $87,750 131,625 for the amortized value of the portion of the new compensation plan for our independent directors that is attributable to stock; (iii) $48,750 60,625 for the net amortized value of the shares granted to various advisors under their annual service contracts; and (iv) $14,729 27,228 for the fair value of incentive shares earned by a two wholesale dealer dealers as of December 31, 2022 (see Note 3). There was a total of 75,000 384,759 shares of common stock that were issued to three various grantees, a director and including our two advisory board members, executive officers, in the six nine months ended December 31, 2022 March 31, 2023, of which 75,000 shares were previously expensed in the year ended June 30, 2022.

Other Matters – In February 2019, the Company's Board of Directors approved the establishment of a new 2019 Stock Plan ("Plan") with an authorization for the issuance of up to 2,500,000 shares of common stock. The Plan is designed to provide for future discretionary grants of stock options, stock awards and stock unit awards to key employees, consultants, advisors, and non-employee directors. As of December 31, 2023 March 31, 2024, the Company has made awards under the Plan as follows: (i) 450,000 shares for the RSUs granted to our two executive officers, as noted above; (ii) 54,964 shares for the initial services of our three independent directors in the year ended June 30, 2023, pursuant to the new compensation plan adopted in August 2022 for independent directors; and (iii) a smaller number of 32,858 shares granted to various other advisors several wholesale dealers under their annual service contracts. an incentive sales program.

(3) **Commitments and Contingencies**

(3) Commitments and Contingencies

Effective January 1, 2021, we secured new corporate and manufacturing office space under a sublease agreement with a company that served as our contract manufacturer at that time. Under the terms of the sublease agreement, we were required to make rental payments of $10,350 per month during the initial one-year term of the agreement. Further, under the terms of the sublease agreement, we were granted the right to renew the sublease for additional terms of 12 months each upon mutual agreement of both parties, provided thirty days' notice is given for each subsequent term, at a modest increase in the monthly rent, through February 28, 2025. However, we were under no obligation to renew it. At inception of the sublease, Management management determined that exercise of the renewal option was not reasonably certain and, notwithstanding that the Company elected to renew the agreement for additional one year periods as of January 1, 2022, 2023 and 2024, continues to believe that is the case. Accordingly, we have accounted for it as a short-term lease under ASC 842, *Leases*. Under an amendment to our supply agreement with our former contract manufacturer in April 2023, we took over direct responsibility for the manufacturing process surrounding our ESS units on June 1, 2023, however, that amendment had no effect on the sublease agreement with our former contract manufacturer.

As indicated in Note 1, we sell our proprietary ESS units through wholesale dealers, primarily in California. In that regard, we have entered into agreements with several wholesale dealers operating in California and other states under which we have incentivized the dealers to achieve quarterly sales above targeted levels by agreeing to grant them shares of our common stock for exceeding such quarterly sales targets, determined as of the calendar year end, subject to defined maximums.

From time to time in the ordinary course of our business, the Company may be involved in legal proceedings, the outcomes of which may not be determinable. The Company is not involved in any legal proceedings at this time. The results of litigation are inherently unpredictable. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in diversion of significant resources. We are not able to estimate an aggregate amount or range of reasonably possible losses for those legal matters for which losses are not probable and estimable.

(4) **Subsequent Events**

(4) Subsequent Events

On February 5, 2024 Effective April 29, 2024, our Board of Directors approved the following two equity transactions: (i) Company engaged a new Chief Executive Officer (“CEO”), replacing the issuance of 50,000 shares of common stock to one of our Company’s former chief executive officers in recognition officer and founder who remains as Chairman of the officer having achieved Milestone 2 under his Board approved RSU awards (see Note 2); and (ii) chief technology officer. The Company has entered into an employment agreement with the granting of 7,746 shares of common stock to a wholesale dealer new CEO providing for an incentive award earned initial term extending through June 30, 2027, which will be automatically renewed for additional one-year terms unless either party chooses not to renew it. Pursuant to the agreement, the new CEO received an initial equity grant equal to 1,280,000 RSUs, which will vest over a four-year period, subject to his continued employment with the Company, and will be entitled to earn additional RSU’s in the calendar form of three annual performance-based equity grants, beginning in the year ended December 31, 2023 (see Note 3). Both ending June 30, 2025, with a target value of these tranches of our common stock were fully expensed as of December 31, 2023. up to $660,000 each.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction

This information should be read in conjunction with the interim unaudited financial statements and the notes thereto included in this Quarterly Report on Form 10-Q, and the audited financial statements and notes thereto and “Part II. Other Information - Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations”, contained in our Annual Report on Form 10-K for the year ended June 30, 2023, filed with the Securities and Exchange Commission on September 22, 2023 (the “Annual Report”).

Certain capitalized terms used below and otherwise defined below, have the meanings given to such terms in the footnotes to our unaudited financial statements included above under “Part I - Financial Information” - “Item 1. Financial Statements”.

Unless the context requires otherwise, references to the “Company,” “we,” “us,” “our,” “NEOV”, refer specifically to NeoVolta, Inc.

In addition, unless the context otherwise requires and for the purposes of this Report only:

- “Exchange Act” refers to the Securities Exchange Act of 1934, as amended;
- “SEC” or the “Commission” refers to the United States Securities and Exchange Commission; and
- “Securities Act” refers to the Securities Act of 1933, as amended.

Overview

We are a designer, manufacturer, and seller of high-end Energy Storage Systems (or ESS), primarily our NeoVolta NV14, NV14-K, and NV-24, which can store and use energy via batteries and an inverter at residential or commercial sites. We were founded to identify new ways to leverage emerging technologies with the dynamic changes that are taking place in the energy delivery space. We primarily market and sell our products directly to our certified solar installers and solar equipment distributors. We are also pursuing agreements with residential developers, commercial developers, and other commercial opportunities. Because we are purely dedicated to energy solar systems, virtually all our current resources and efforts go into further developing our flagship NV14, NV14-K, and NV-24 products, while focusing on specific industry needs for our next generation of products. We believe we are unique in the marketplace due to our low cost, our innovative battery chemistry, our product versatility and our commitment to installer service. Because of these factors, we believe NeoVolta is uniquely equipped to establish itself as a major player in the energy storage market.

In May 2019, we completed a public offering of 3,500,000 shares of our common stock at an offering price of $1.00 per share for gross proceeds of $3.5 million pursuant to Regulation A of the Securities Act. We used the proceeds of the offering to ramp up production, marketing, and sales of our NV14 product line. In that regard, we used the proceeds from the offering to fund the marketing, production and distribution of our products, which commenced in July 2019 through a group of wholesale customers in California, as well as to provide additional working capital for other corporate purposes. We have expanded to include one wholesale distribution customer in Nevada. As of the current date, we have had successful installations of our products in the additional States of Arizona, Utah, Colorado, Wyoming, Texas, Oklahoma, Missouri, Tennessee, Alabama, Georgia, Florida, and Puerto Rico.

As further discussed below under “Liquidity and Capital Resources,” we completed an underwritten public offering of our equity securities in the form of Units in August 2022. We sold a total of 1,121,250 Units in the offering at an offering price to the public of $4.00 per Unit. The gross proceeds of the offering were $4,485,000 and the net proceeds, after deduction of underwriting discounts and other offering costs, were approximately $3,780,000. We are using the proceeds of this public offering to increase our current production capacity, expand our product portfolio, enlarge our product marketing and sales efforts, and for other general corporate purposes.

On April 14, 2023, California implemented Net Energy Metering 3 (NEM3) for subsequent new solar installations. NEM3 reduces the amount of NEM credit for each kilowatt (KW) of solar power sent to the utility from a rate of approximately $0.20 per KW to $0.09 per KW (each Utility varies). NEM3 effectively increases the average solar Return of Investment (ROI) from 5-6 years to 10-12 years (each Utility varies). Effectively, the Company believes that solar installation in California currently makes little financial sense without also including a battery system. Installing NeoVolta nets a ROI of 4-6 years. We estimate that NEM3 reduced our sales from the enactment date in December 2022 until fairly continuing through the recently competed quarter ended March 31, 2024, as solar installers worked off their permitted NEM2 installs. We expect our sales to gradually increase going forward.

Results of Operations

The following discussion reflects the Company's revenues and expenses for the three and six month nine month periods ended December 31, 2023 March 31, 2024 and 2022, 2023, as reported in our financial statements included in Item 1.

Three months ended December 31, 2023 March 31, 2024 versus three months ended December 31, 2022 March 31, 2023

Revenues - Revenues from contracts with customers for the three months ended December 31, 2023 March 31, 2024 were $1,017,828 $283,900 compared to $567,105 $629,010 for the three months ended December 31, 2022 March 31, 2023. Such increase decrease was primarily due to various macroeconomic and regulatory factors including an anticipated reversal of the previous negative impact of the new utility regulations in the State of California that we believe had temporarily has caused an earlier a temporary economic disincentive for residential utility customers to acquire our energy storage systems from since the December 2022 enactment date and continuing through roughly the end of last quarter. three months ended March 31, 2024.

Cost of Goods Sold - Cost of goods sold for the three months ended December 31, 2023 March 31, 2024 were $811,955 $117,755 compared to $473,159 $537,261 for the three months ended December 31, 2022 March 31, 2023. The cost of goods sold in both periods reflected the cost of procuring and assembling the component parts of the energy storage systems that were sold in each fiscal period and resulted period. The resulting improvement in our reported gross profits on such sales profit in the three months ended March 31, 2024 compared to the three months ended March 31, 2023, however, was largely due to the reversal in the three months ended March 31, 2024 of approximately 20% and 17%, respectively, an inadvertent overcharge of $93,000 that was made to Cost of goods sold in each period. the three months ended December 31, 2023.

General and Administrative Expense - General and administrative expenses for the three months ended December 31, 2023 March 31, 2024 were $774,698 $756,118 compared to $1,073,729 $723,271 for the three months ended December 31, 2022 March 31, 2023. Such decrease increase was primarily due to a reduction higher allowance for expected credit losses in the three months ended March 31, 2024 of $340,000, compared to $300,000 in the three months ended March 31, 2023, partially offset by a decrease in stock compensation expense related to the Company's equity incentive programs, partially offset by the recognition of an allowance for expected credit losses in the three months ended December 31, 2023 in the amount of $220,000. programs.

Research and Development Expense - Research and development expenses for the three months ended December 31, 2023 March 31, 2024 were zero $10,392 compared to $7,746 $1,290 for the three months ended December 31, 2022 March 31, 2023. Such fluctuation was largely due to timing differences in the level of the Company's recent product development efforts.

Other Income and Expense - Interest income for the three months ended December 31, 2023 March 31, 2024 was $12,781 $10,892 compared to zero for the three months ended December 31, 2022 March 31, 2023. This increase was due to rising money market rates which have enabled the Company to earn interest on its investable cash in the three months ended December 31, 2023 March 31, 2024.

Net Loss - Net loss for the three months ended December 31, 2023 March 31, 2024 was $556,044 $589,473 compared to $987,529 $632,812 for the three months ended December 31, 2022 March 31, 2023, representing the aggregate of the various revenue and expense categories indicated above. The Company has not recognized any income tax benefit for these net losses due to the uncertainty of its ultimate realization.

Six Nine months ended December 31, 2023 March 31, 2024 versus six nine months ended December 31, 2022 March 31, 2023

Revenues - Revenues from contracts with customers for the six nine months ended December 31, 2023 March 31, 2024 were $1,781,958 $2,065,858 compared to $2,104,941 $2,733,951 for the six nine months ended December 31, 2022 March 31, 2023. Such decrease was primarily due to the impact of various macroeconomic and regulatory factors including the negative impact of new utility regulations in the State of California that we believe had temporarily has caused an earlier a temporary economic disincentive for residential utility customers to acquire our energy storage systems from since the December 2022 enactment date and continuing through roughly the end of last quarter. nine months ended March 31, 2024.

Cost of Goods Sold - Cost of goods sold for the six nine months ended December 31, 2023 March 31, 2024 were $1,454,913 $1,572,668 compared to $1,765,119 $2,302,380 for the six nine months ended December 31, 2022 March 31, 2023. The cost of goods sold in both periods reflected the cost of procuring and assembling the component parts of the energy storage systems that were sold in each fiscal period and resulted period. Due to efficiencies that we have realized from taking over responsibility for manufacturing of our products from a contract operator since last year, we have improved gross profit to $493,190 in gross profits on such sales of approximately 18% and 16%, respectively, the nine months ended March 31, 2024 compared to $431,571 in each period. the nine months ended March 31, 2023.

General and Administrative Expense - General and administrative expenses for the six nine months ended December 31, 2023 March 31, 2024 were $1,329,858 $2,085,976 compared to $1,993,157 $2,716,428 for the six nine months ended December 31, 2022 March 31, 2023. Such decrease was due to a reduction in stock compensation expense related to the Company's equity incentive programs, partially offset by the recognition of an a higher allowance for expected credit losses in the six nine months ended December 31, 2023 March 31, 2024 of $670,000, compared to $380,000 in the amount of $330,000. nine months ended March 31, 2023.

Research and Development Expense - Research and development expenses for the six nine months ended December 31, 2023 March 31, 2024 were zero $10,392 compared to $28,646 $29,936 for the six nine months ended December 31, 2022 March 31, 2023. Such fluctuation was largely due to timing differences in the level of the Company's recent product development efforts.

Other Income and Expense - Interest income for the six nine months ended December 31, 2023 March 31, 2024 was $18,054 $28,946 compared to zero for the six nine months ended December 31, 2022 March 31, 2023. This increase was due to rising money market rates which have enabled the Company to earn interest on its investable cash in the six nine months ended December 31, 2023 March 31, 2024. Interest expense for the six nine months ended December 31, 2023 March 31, 2024 was zero compared to $4,134 for the six nine months ended December 31, 2022 March 31, 2023. This decrease resulted from the conversion of our 2018 and 2021 convertible notes in conjunction with the closing of our public equity offering in August 2022.

Net Loss - Net loss for the six nine months ended December 31, 2023 March 31, 2024 was $984,759 $1,574,232 compared to $1,686,115 $2,318,927 for the six nine months ended December 31, 2022 March 31, 2023, representing the aggregate of the various revenue and expense categories indicated above. The Company has not recognized any income tax benefit for these net losses due to the uncertainty of its ultimate realization.

Liquidity and Capital Resources

Operating activities. Net cash used in operating activities in the six nine months ended December 31, 2023 March 31, 2024 was $503,497 $988,827 compared to $688,093 $650,600 in the six nine months ended, December 31, 2022 March 31, 2023, reflecting a modest decrease in the impact of changes in working capital on net operating cash flow in the current fiscal year period.

Financing activities. Net cash provided by financing activities in the six nine months ended December 31, 2023 March 31, 2024 was zero, compared to $3,780,405 in the six nine months ended December 31, 2022 March 31, 2023. As further discussed below, our net cash provided by financing activities in the six nine months ended December 31, 2022 March 31, 2023 was entirely attributable to the successful completion of an underwritten public offering of our equity securities in early August 2022.

We completed an underwritten public offering of our equity securities in the form of Units in early August 2022. Each Unit consisted of one share of common stock and one warrant to purchase one share of common stock at an exercise price of $4.00 per share. We sold a total of 1,121,250 Units in the offering at an offering price to the public of $4.00 per Unit. The gross proceeds of the offering, including the underwriters' exercise of the overallotment option, were $4,485,000 and the net proceeds, after deduction of underwriting discounts and other offering costs, were approximately $3,780,000.

In conjunction with the public offering, all holders of our 2018 convertible notes in the total amount of $59,251, including accrued interest, converted their debt into a total of 9,404,867 shares of common stock at the stated conversion rate, and all holders of our 2021 convertible notes in the total amount of $1,120,035, including accrued interest, automatically converted their debt into a total of 267,000 shares of common stock at the stated conversion rate. As a result of the simultaneous conversion of both sets of convertible notes, the Company fully eliminated its convertible debt.

As of December 31, 2023 March 31, 2024, we had a cash balance of approximately $1.5 million $1.0 million and net working capital of approximately $5.7 million $5.1 million. Currently, we are not generating a break-even level of net operating cash flow from our net sales. However, we anticipate that demand for our products will ultimately increase over time and that we will have sufficient cash to operate for at least the next 12 months.

Recent Assembly Inventory Purchase

In April 2023, we made a bulk purchase of raw materials inventory from our contract manufacturer by making a cash payment to that company in the net amount of approximately $1.3 million. This transaction was completed pursuant to an amendment of our Master Supply Agreement with our contract manufacturer. In addition to the purchase of the raw materials inventory from our contract manufacturer, this amendment provided for the eventual assumption by us of full responsibility from our contract manufacturer for the manufacturing of our proprietary Energy Storage Systems ("ESS") units. Pursuant to the amendment, we assumed such responsibility for the manufacturing process surrounding our ESS units from our contract manufacturer on June 1, 2023. In conjunction with assuming this responsibility, we hired the two employees of our contract manufacturer who previously performed contract manufacturing services for us. We are expecting to hire additional "assemblers" in the fairly near future.

Other Developments

In calendar year 2022, we experienced some negative impact of the COVID-19 pandemic on the sales of our assembled energy storage systems, primarily through a group of wholesale dealers and installers located in California. We continue to monitor COVID-19, but do not believe it will have a material unfavorable impact to our future financial performance at this time.

Additionally, we continue to monitor current international developments occurring in Ukraine and Israel. However, we do not believe that they will have a significant impact on either the domestic markets for our products or the international supply chains for our product components, which are largely sourced from Asia.

Off-Balance Sheet Arrangements

We have no obligations, assets or liabilities which would be considered off-balance sheet arrangements as defined in Item 303 of Regulation S-K.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on financial statements which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We believe that certain accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements. See “Note 1. Business and Summary of Significant Accounting Policies” of the Notes to Financial Statements set forth above and under “Item 8. Financial Statements and Supplementary Data” of our Annual Report on Form 10-K for the year ended June 30, 2023, as filed with the SEC on September 22, 2023, for a further description of our critical accounting policies and estimates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information for this Item is not required as the Registrant is a "smaller reporting company" as defined in Rule 12b-2 of the Exchange Act.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have established and maintain a system of disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports filed with the Securities and Exchange Commission pursuant to the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Commission and that such information is accumulated and communicated to our management, including our Chief Executive Officer, who is our principal executive officer, and Chief Financial Officer, who is our principal financial and accounting officer, to allow timely decisions regarding required disclosures.

As of December 31, 2023 March 31, 2024, our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as a result of the material weakness relating to the lack of segregation of duties, our disclosure controls and procedures as of the end of the period covered by this Quarterly Report were not effective. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. We will be required to hire additional personnel in order to remediate our material weakness.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Changes in Internal Controls over Financial Reporting

There was no change in our internal controls over financial reporting that occurred during the quarter ended December 31, 2023 March 31, 2024, that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Although we may, from time to time, be involved in litigation and claims arising out of our operations in the normal course of business, we are not currently a party to any material legal proceeding. In addition, we are not aware of any material legal or governmental proceedings against us, or contemplated to be brought against us.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors previously disclosed in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended June 30, 2023, as filed with the SEC on September 22, 2023 (the "Form 10-K"), under the heading "Risk Factors", and investors should review the risks provided in the Form 10-K prior to making an investment in the Company. The business, financial condition and operating results of the Company can be affected by a number of factors, whether currently known or unknown, including but not limited to those described in the Form 10-K for the year ended June 30, 2023, under "Risk Factors", any one or more of which could, directly or indirectly, cause the Company's actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect the Company's business, financial condition, operating results and stock price.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no sales of unregistered securities during the three months ended December 31, 2023 March 31, 2024.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the period covered by this Quarterly Report, none of the Company's directors or executive officers has adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (each as defined in Item 408 of Regulation S-K under the Securities Exchange Act of 1934, as amended).

ITEM 6. EXHIBITS

Exhibit No.	Exhibit Description
10.1	Employment Agreement between NeoVolta, Inc. and Ardes Johnson dated April 19, 2024 (incorporated by reference to exhibit 10.1 of the Form 8-K filed April 24, 2024)
10.2	Amendment to Employment Agreement between NeoVolta, Inc. and Brent Willson dated April 22, 2022 (incorporated by reference to exhibit 10.2 of the Form 8-K filed April 24, 2024)
31.1*	Certification of Principal Executive Officer Pursuant to Section 302 of Sarbanes- Oxley Act of 2002
31.2*	Certification of Principal Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002
32.1*	Certification of Principal Executive Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Principal Financial Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS *	Inline XBRL Instance 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)

*** Filed herewith.**

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, thereunto duly authorized.

NEOVOLTA, INC.
NEOVOLTA, INC.

February 9, May 10, 2024

/s/ Brent S. Willson Ardes Johnson

Brent S. Willson
Chief Executive Officer
Ardes JohnsonChief Executive Officer(Principal Executive Officer)

May 10, 2024

/s/ Steve Bond

Steve Bond
Chief Financial Officer
(Principal Financial/Accounting Officer)

February 9, 2024

/s/ Steve Bond

Steve Bond

Chief Financial Officer
(Principal Financial/Accounting Officer)

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Exhibit 31.1

CERTIFICATION

I, Brent S. Willson, H. Ardes Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NeoVolta, Inc. (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 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 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 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 function):

   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: February 9, 2024 May 10, 2024

/s/ Brent S. Willson H. Ardes Johnson
Brent S. Willson H. Ardes Johnson
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Steve Bond, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NeoVolta, Inc. (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 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 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 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 function):

   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: February 9, 2024 May 10, 2024

/s/ Steve Bond
Steve Bond
Chief Financial Officer
(Principal Financial/Accounting 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 NeoVolta, Inc. (the "registrant") on Form 10-Q for the quarter ended December 31, 2023 March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brent S. Willson, H. Ardes Johnson, Chief Executive Officer of the registrant, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of this Sarbanes Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and 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 registrant at the dates and for the periods indicated.

/s/Brent S. Willson H. Ardes Johnson
Brent S. Willson H. Ardes Johnson
Chief Executive Officer
(Principal Executive Officer)
February 9, May 10, 2024

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 NeoVolta, Inc. (the "registrant") on Form 10-Q for the quarter ended December 31, 2023 March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven Bond, Chief Financial Officer of the registrant, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of this Sarbanes Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and 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 registrant at the dates and for the periods indicated.

/s/Steve Bond
Steve Bond
Chief Financial Officer
(Principal Financial/Accounting Officer)
February 9, May 10, 2024

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