

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

FORM 8-K

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

Date of Report (Date of earliest event reported): **August 28, 2017**

ON THE MOVE SYSTEMS CORP.
(Exact name of registrant as specified in charter)

Nevada
(State or other jurisdiction of
incorporation)

000-55079
(Commission File Number)

27-2343603
(IRS Employer Identification No.)

701 North Green Valley Parkway, Suite 200, Henderson, Nevada 89074
(Address of principal executive offices)

702-990-3271
Registrant's telephone number

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

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 2.01 Completion of Acquisition or Disposition of Assets.

On August 28, 2017, (the "Closing Date") On the Move Systems Corp. ("OMVS" or the "Registrant") completed the acquisition of Robotic Assistance Devices, Inc. ("RAD"), a corporation formed pursuant to the laws of the State of Nevada, whereby it acquired all the ownership and equity interest in RAD ("RAD Equity"), which RAD Equity is held by RAD's sole director, shareholder and CEO, Steve Reinharz ("SR") (the "Acquisition").

The terms of the Acquisition are as follows:

- (i) In consideration for the whole of the RAD Equity, OMVS issued to SR:
- (ii) 3,350,000 shares of its Series E Preferred Stock; and

The foregoing summary of the terms of the Acquisition is qualified in its entirety to the disclosure in the Share Purchase Agreement filed herein as Exhibit 10.1, which disclosure is incorporated herein by reference.

Business.

Except as otherwise stated, all references in this Current Report on Form 8-K to the “Company”, “Robotic Assistance Devices”, “RAD”, “we,” “our” and “us” are to the business of Robotics Assistance Devices, Inc. acquired pursuant to the Acquisition.

Incorporation and Prior Business of the Registrant

The Registrant was incorporated in Nevada on March 25, 2010 and reincorporated into Nevada on February 17, 2015 for the purpose of focusing on transportation services and exploring the on-demand logistics market by developing a network of logistics partnerships. The year-end is February 28. The Registrant is located at 701 North Green Valley Parkway, Suite 200, Henderson, Nevada 89074. The telephone number is 702-990-3271.

- (i) The Registrant was in the process of building a shared economy app designed to put independent drivers and brokers together for more efficient pricing and booking, optimized operations and quick delivery turnarounds. The Registrant had signed a letter of intent with a Houston-area software design firm regarding development of such a platform. The app was intended to connect national and local carriers, maximize revenues and reduce costs.
- (ii) On May 10, 2017, the Registrant entered into a binding letter of intent (“Binding LOI”) with Robotic Assistance Devices (RAD - www.roboticassistancedevices.com) to acquire 100% of RAD. Pursuant to the terms of the Binding LOI, RAD and OMVS entered into a definitive agreement and consummated the acquisition.

Current Business of the Registrant

As a result of the closing of the Acquisition described above, the Registrant has succeeded to the business of RAD and has purchased all of the outstanding shares of capital stock of RAD. As a result, the Registrant’s business going forward will consist of the delivery of artificial intelligence and robotic solutions for operational, security and monitoring needs. RAD is initially targeting the security industry which utilizes electronic systems and employs approximately 1.1 million security guards in the US for the purposes of protecting the assets of government, commercial and industrial assets. The RAD robot security guard solution combines the best of both solutions to provide a superior solution at a price that delivers to its clients a ROI.

The Registrant intends to pursue the business of RAD and assume and execute RAD’s business plan as its sole business. See description of business below.

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Incorporation and Business of Robotic Assistance Devices

Robotic Assistance Devices was incorporated as a limited liability corporation under the laws of the State of Wyoming on July 26, 2016 and later reincorporated in the State of Nevada as a corporation on July 25, 2017. RAD’s mission is to improve enterprise customer security services while providing significant operating cost reduction through deployment of autonomous robotic systems. RAD’s robots improve an enterprise security services due to advanced technology that is always on, compared to human guarding where it is difficult to maintain non-stop attention in mundane or dangerous guarding roles.

RAD’s robots are designed to integrate into the work of security professionals and are suited to most environments that require security patrol coverage and ‘at-post’ coverage. The RAD solution to improving security combines the physical presence of its proprietary robots with real-time on-site data collection and analysis and a human-machine interface. The Company’s current flagship model, the S5 RADBot™, is an autonomous outdoor security robot, without the need for remote control, providing a visible, force multiplying, physical security presence to help protect assets, monitor changes in the environment and deter and report incidents all while reducing the cost to the client. The robots gather real-time data using a large array of sensors that are easily accessible through a company’s Security Operations Center (SOC) enabling security professionals to review events generated in real time. The Company’s robots are furnished to customers using a Robot-as-a-Service (RaaS) recurring revenue model.

Further information concerning the historical business of Robotic Assistance Devices, the business acquired by the Registrant in the Acquisition, is set forth below.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements, other than statements of historical fact, contained in this prospectus constitute forward-looking statements. In some cases you can identify forward-looking statements by terms such as “may,” “intend,” “might,” “will,” “should,” “could,” “would,” “expect,” “believe,” “estimate,” “anticipate,” “predict,” “project,” “potential,” or the negative of these terms and similar expressions intended to identify forward-looking statements.

Forward-looking statements are based on assumptions and estimates and are subject to risks and uncertainties. We have identified in this Current Report on Form 8-K some of the factors that may cause actual results to differ materially from those expressed or assumed in any of our forward-looking statements. There may be other factors not so identified. You should not place undue reliance on our forward-looking statements. As you read this Current Report on Form 8-K, you should understand that these statements are not guarantees of performance or results. Further, any forward-looking statement speaks only as of the date on which it is made and, except as required by law, we undertake no obligation to

update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time that may cause the business not to develop as expected and it is not possible to predict all of them. Factors that may cause actual results to differ materially from those expressed or implied by these forward-looking statements include, but are not limited to, those described in Item 2.01 of this Current Report on Form 8-K under the heading "Risk Factors", as well as the following:

These forward-looking statements include, among other things, statements relating to:

- (i) RAD's anticipated cash needs and its estimates regarding its capital expenditures, as well as its capital requirements and need for additional financing;
- (ii) RAD's ability to identify and retain personnel for its continued business;
- (iii) RAD's ability to maintain current strategic relationships and develop relationships with new strategic partners;

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- (iv) RAD's competitive position and its expectations regarding competition from other robotic companies; and
- (v) Anticipated trends and challenges in RAD's business and the markets in which it operates.

INDUSTRY AND MARKET DATA

Robotic Assistance Devices has obtained the industry, market and competitive position data used in this Current Report on Form 8-K from industry journals and publications, data on websites maintained by private and public entities, including independent industry associations, general publications and other publicly available information. Robotic Assistance Devices believes that all of these sources are reliable, but it has not independently verified any of this information and cannot guarantee its accuracy or completeness. These industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information.

References in this Current Report on Form 8-K to research reports or articles should not be construed as depicting the complete findings of the entire referenced report or article, and the information contained in each report or article is not incorporated by reference into this Current Report on Form 8-K.

Overview

Robotic Assistance Devices is a development company that will begin to implement its business plan. The likelihood of success of the Company must be considered in light of the expenses, complications and delays frequently encountered in connection with the establishment and expansion of new business and the competitive environment in which the Company will operate. The Company's long-term viability, profitability and growth will depend upon its ability to raise sufficient funds to purchase revenue producing assets and its ability to successfully implement its business plan. As a development stage company, the Company has little or no relevant operating history upon which an evaluation of its performance can be made. Such performance must be considered in light of the risks, expenses and difficulties frequently encountered in establishing new products, services and markets.

Founded in July 26, 2016 in Orange County, California, RAD is a developer of autonomous robotic security services. The Company's mission is to improve enterprise customer security services while providing significant operating cost reduction through deployment of autonomous robotic systems. RAD's robots improve an enterprise security services due to advanced technology that is always on, compared to human guarding where it is difficult to maintain non-stop attention in mundane guarding roles.

Unique Opportunity

The development and commercialization of self-driving vehicles, recent advancements in video recognition platforms and reduced battery costs have brought to light an opportunity in the security industry unavailable until this time.

- Advanced analytics, driven by technology advances in GPUs, are just entering the market in 2017.
- Autonomous driving platforms are in the process of being finalized.
- High density energy storage is at historically low prices and falling.

The Company's robots apply these advances targeting an industry that is ripe for disruption. The security guard industry suffers from low client satisfaction. Security guards 'punch the clock' and perform functions that are little more than 'being there'. Security robots are positioned to provide improved performance and lower costs to create a major disruption that will only be limited by supply.

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S5 RADBot™

The Company's robots are designed to patrol areas autonomously for security intrusion detection. They are designed to outperform human security guards with superior performance at a significantly lower cost. The robots navigate challenging terrains and feature sophisticated systems to avoid people and objects in dynamic outdoor environments. To do this, the robots employ a number of autonomous motion and self-driving technologies, ultrasonic sensors, inertial measurement unit, GPS and wheel encoders. A key feature is how the robot is designed to use energy expeditiously. This is a key technology required so the robot can achieve long mission/patrol times. The robot will gather approximately 1mb of telemetry data per day of operation. Depending on customer needs the robot will collect 75mb of video data per day. All data is accessible for review and analysis through the end users' SOC. RAD provides a variety of user interfaces that are continuously being

upgraded bringing new features online. Clients can recall, review, and save the data for analysis or archival purposes. Clients may also utilize the patrol scheduler feature to schedule periodic or regular patrols during certain times for alternative patrol routes. RAD includes 24/7 robot telemetry monitoring from their California headquarters building. The dimensions of the S5 RADBot™ are as follows: 50” long x 30” wide x 48” at highest point; weight approximately 250lbs.

The robots are designed to be used outdoors in such environments as utility facilities, corporate campuses, hospitals, large parking lots, logistics facilities, college campus, airports, train stations and more. The robots’ primary role is performing sophisticated perimeter intrusion detection functions similar to that of the guarding market. The robots capture MAC addresses, which is an important new security tool.

The robots include several communications features. The units can transfer data over 4G LTE networks and/or Wi-Fi. Each one has an intercom and a long-range paging horn that may be used for two-way communication with security. In addition, one or multiple units may be used as a live broadcast public address system or to deliver pre-recorded messages. They also may have custom sensor packages added at the customer’s request (and extra cost). Examples of custom packages include sensors to measure local conditions such as temperature, pressure, humidity and CO₂ levels.

The robots run on rechargeable batteries. They are configured to patrol autonomously for up to 12 hours, following which they are controlled via remote control to a docking station where they recharge for 3 hours before resuming patrol. The machines remain operational during the charging period, providing 24/7 uptime to clients.

The robots can operate with all the major Video Management Systems such as Genetec, Milestone, Sureview and Lenel. This ability to integrate into a client’s existing security systems platform with little to no effort allows for a seamless expansion of the Situational Awareness ability of the enterprise’s SOC. Key goals in the security industry include improving Situational Awareness and acquiring ‘force multiplication’ through the deployment of fixed cameras. The RADBot™, in addition to being an autonomous or mobile surveillance platform, which in and of itself has significant marketable value, further adds functionality by including advanced human detection and two-way voice features. These are critical features of RAD’s platform and a strong distinguishing feature from competitors which use a custom interface requiring operator retraining, a key issue in the high turnover environment of the security guard industry. It is also available as an app for iOS and Android devices.

RAD is debuting advanced analytics using the NVIDIA GPU platform bringing revolutionary human detection features to a moving robotic platform. Once alerted of a triggering event, such as a person spotted during a specific time in a particular location, the robot automatically notifies the SOC allowing authorized users to view the live stream of data and take appropriate action.

RAD’s robots are patent pending custom configured designs featuring state of the art technology produced by SMP Robotics (“SMP”). SMP is an international manufacturer of autonomous mobile robots headquartered in California. The security robot performs security functions as follows:

- Patrols a set route or routes depending on schedule
- While on patrol 360 degrees of video are captured in the security robot. This video is an extension of the organizations existing video system, whichever that may be

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- Security officers and/or the SOC can access the video the security robot ‘sees’ at any time
 - The security robot will alert a guard or the SOC when a human is identified. The robot can automatically announce an alert to the potential intruder and turn to the SOC for two-way voice control
 - Robot captures license plate information while on patrol (if permitted by client)
 - The robot offers remote guards and the SOC a variety of additional visualization technology including pan/tilt/zoom cameras and infra-red
 - Additional custom packages can be added and integrated based on customer request. Examples include thermal cameras and industry specific sensors (for oil & gas, as an example)

The robot’s key features include:

Software and Notifications

- NVIDIA-based technology for recognizing humans and activating SOPs
- Tap into robot via cellular connectivity for live/recorded video viewing, voice commands and additional functions
- Instantly communicate to SOC and/or mobile guards to report incidents
- Can be set to report on anomalies that are found on patrol routes
- Creates video record of everywhere the robot goes that can be used for forensics
- Two-way voice communication with SOC

Tracking

- Dashboard software allows current location and historical pathway to be viewed
- Failsafe allows robot tracking to remain active even if main power is cut/damaged

Onboard Capability

- Autonomous mobile platform with North American surveillance platforms installed locally
- Video is recorded and stored locally and is automatically uploaded when robot returns to charging location within Wi-Fi range as determined by client

Patrol Distance and Duration

- Robot can patrol approximately 10 miles. Best practices recommend 12-hour patrol/post assignments
- Up to 20 hours of operating time depending on configuration
- Up to 12 miles of travel depending on configuration

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Navigation

- Uses information from machine vision learning, multiple GPS platforms and inertial navigation to know where they are and where they are going
- Advanced obstacle avoidance system
- Robust all-terrain vehicle style chassis and electric driving systems designed with input from a champion ATV driver
- Traverse surfaces as diverse as crushed rock and gravel to long grass and 5 inches of water
- Greater than 30 degree climbing ability

The RADBot's advanced features include:

- Fixed 360-degree high definition night and day video capture
- Pan/tilt/zoom camera allowing close up zooming up to 300' from robot
- Long range audio that can be heard 300'' away (depending on ambient conditions)
- Two-way intercom/audio
- Live streaming and recorded high definition video capabilities
- Optional automatic license plate recognition and related analytics/alarms
- People detection, which can alert a user in real-time of people detected on their premises, together with 360-degree recorded high-definition video. A user can use the time-stamp of the recording to search through other data detected to assess and better understand other conditions in the area patrolled by the ADM
- Optional thermal imaging, which allows for triggered alerts based on temperature. For example, assisting with alerts regarding increased risks of fires (additional equipment available at extra cost upon customer request)
- Two-way communication feature may be utilized for both public announcements and avoidance of human physical confrontations with potentially dangerous individuals
- Signal detection can be utilized as a rogue router detector for sensitive locations such as a data center
- MAC address recording and location stamping

Sales & Marketing Strategy

The Company's primary target is critical infrastructure locations such as:

- Electrical production, distribution and transmission utilities
- Water Utilities
- First responders
- Misc. critical infrastructure including data centers, telecom switch centers and other high value assets

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In addition, the Company will also look to target such locations as:

- Healthcare campuses
- Data Centers & Tech campuses

- Misc. campuses - education, misc. critical infrastructure
- Government - defense, ports
- Municipalities
- Aviation - airfields

The Company currently has a sales office in Southern California covering the U.S. and western Canada where it has completed over a dozen presentations to major firms. The sales offices will consist of a qualified personnel and a branded RAD SOC van equipped with a fully loaded demonstration RADBot™.

RAD intends to continue to aggressively establish sales offices throughout North America, collect robot reservations and strategically deploy robots to early adopters that will receive significant ROI and participate in case studies and publicity. The goal is to establish RAD as the incumbent supplier of these robots.

Growth Strategy

Dealerships - The Company will primarily look to rent its robots through dealerships with guarding companies. Guarding companies are cognizant of the fact that failure to adopt new technology will severely impact their business in the future. The guarding partnership model is valuable as it provides RAD with instant access to the largest consumers of guarding services, the Company's primary target market. After the ISC show in Las Vegas the Company has signed up 5 dealers; WeSecure, Champion Security, Watchman, Reece Security and Clear Cloud Solutions with plans to sign on additional dealers.

Development Partnerships - The Company has been working towards a co-development partnership to provide real-time real-world feedback of its robots and intends to explore other co-development agreements with strategic partners.

Autonomous Charging - The Company expects its robots to have full autonomous charging capabilities in the near future. This will not only significantly increase the size of the Company's immediate market but allow companies to add security to areas that are either not suitable for humans or cost effective for permanent security. With international labor safety standards becoming more stringent, robots are being deployed in hazardous environments in place of humans. Robots find applications in situations that are dangerous and unsafe for humans to work, such as working in irregular terrains and handling hazardous substances. Robots enable organizations to avoid risks and reduce the number of work accidents.

RADbot™ Essentials - The Company has developed a command and control software which allows complete visualization of the robot, historical pathways and insight into basic robot status. The software not only controls the Company's robots but can integrate with any new robot entrants as well. It is an open and adaptable software package that enterprise clients can use to manage and control all of their security robots.

Competition and Competitive Strengths

At the moment, the Company is only aware of one competitor which is more focused on crime prevention whereas RAD is more focused on implementing real life security improvements and cost saving measures. RAD is focused on partnering with industry and law enforcement to effect realistic improvements to security while providing a ROI.

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As the robotics industry continues to grow one can expect a number of new ventures, start-ups, and university research programs to develop products that could compete with the Company. Some outside of the security industry believe security robots compete against closed-circuit television providers, but cameras do not provide a physical presence, are typically used for forensics after an event, and do not offer a client the plethora of capabilities available in a robotic/SOC combination. The Company believes that having these systems working together provides a more effective approach.

The Company also competes indirectly with private physical security firms that provide clients with security personnel and other security services. There are more than 8,000 such firms in the U.S. alone. The Company's robots offer clients a significant cost reduction compared to traditional security guards. In addition, the Company's robots offer significantly more capabilities, such as license plate detection, data gathering, thermal imaging and people detection that are delivered consistently, on a 24/7 basis, without human intervention. In most cases, the Company's technology complements and improves the operations of traditional security firms.

Subsidiaries

Not applicable.

Legislation and Government Incentives

Not applicable.

Manufacturing

RAD receives the S5 robot from SMP robotics at its facility in Laguna Hills California where it paints and does the final assembly, including, outfitting the S5 robot with Romeo Power battery packs, human detection hardware and software, VMS, dashboard technology and a secure cellular network.

Research and Development

RAD is engaged in several research and development projects related to the commercialization of robotic platforms for the North American markets. These include:

1. Power - RAD is working with a US-based advanced battery manufacturer on custom battery and battery

management system (BMS) solutions designed to provide extended robot life. In addition, the BMS will have unique features for use in the commercial markets as well as integrate to RADs 'dashboard' software.

2. Dashboard software - This proprietary software is the basis of the Company's 'quick view' features and is exclusive to RAD. The Company will continue to expand features and integrations in the coming years.
3. Human/vehicle/object detection software - RAD is working on several development projects to perfect efficient advanced artificial intelligence powered software for advanced analytics and alarming.

Intellectual Property Protection

There are no patents filed as of the date of the Acquisition. RAD will be filing in the United States various applications for protection of certain aspects of its intellectual property.

Facilities and Employees

RAD's principal office is located in 23121 La Cadena, Suite B/C, Laguna Hills, California, 92653.

As of August 28, 2017, the Company had 8 employees and 2 consultants.

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Environmental Matters

Robotic Assistance Devices is not aware of any pending or threatened environmental investigation, proceeding or action by foreign, federal, state or local agencies, or third parties involving its current operations.

Reports to Security Holders

Prior to the consummation of the Acquisition described in this Item 2.01 to this Current Report on Form 8-K, the Registrant was subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and will continue to be subject to the reporting requirements of the Exchange Act on a going forward basis. As such, the Registrant has filed and will file reports, proxy statements and other information with the SEC. You may read and copy these reports, proxy statements and other information at the SEC's Public Reference Room at 100 F Street, N.E. Washington DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC maintains an internet site at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including the Registrant. The Registrant will make available free of charge on or through its internet website copies of the Registrant's annual report on Form 10-K and Form 10-K/A and quarterly reports on Form 10-Q and Form 10-Q/A as applicable, (and any successor forms), Current Reports on Form 8-K, as well as any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after this material is electronically filed with, or furnished to, the SEC.

Description of the Industry

The Security Guard Industry

The outlook for the Private Security Services industry in the U.S. and abroad continues to be upbeat. Worldwide annual spending on private contract security services was estimated at \$244 billion for 2016 with the U.S. being the biggest consumer accounting for 26% or \$63.44 billion. Security guard services are expected to attract the largest share of overall U.S. security spending through 2019 with security guard and patrol services estimated at \$19.4 billion in 2016. According to the Bureau of Labor Statistics there are currently over 1 million security guards employed in the U.S. generating \$31.2 billion per year in wages.

U.S. demand for private contracted security services will rise 4.2% annually through 2019 to \$66.9 billion. Systems integration and security consulting will be the fastest growing services, while guarding and alarm monitoring will remain dominant. The nonresidential market will remain the largest segment, while the institutional market grows the fastest. The introduction of autonomous security robots will be a major disruptive factor in the years to come.

The Robotics Industry

International Data Corporation (IDC) has identified robotics as one of six Innovation Accelerators that will drive digital transformation by opening new revenue streams and changing the way work is performed. In the new Worldwide Commercial Robotics Spending Guide, IDC forecasts global spending on robotics and related services to grow at a CAGR of 17% from more than \$71 billion in 2015 to \$135.4 billion in 2019. Such broad-based growth in robotic adoption is being driven by increasing labor costs, shortage of skilled labor, and an increasing emphasis on repeatable quality in conjunction with a reduction in prices of robotic systems and strategic national initiatives. There were over 41,000 professional service robots sold in 2015 valued at \$4.6 billion, up 25% from the year before.

The service robotics market is expected to reach \$23.90 billion by 2022, growing at a CAGR of 15.18% between 2016 and 2022 with professional service robots holding the largest market share of the service robotics market in 2015. Professional service robotics is currently the most widely developed and deployed application area of service robots in terms of market value. The market is expected to be driven by the increase in demand for logistics applications. However, other emerging professional applications such as telepresence and inspection and maintenance are expected to fuel the overall service robotics market during the forecast period. The security robots market is expected to reach \$2.36 billion by 2022, at a CAGR of 8.56% between 2016 and 2022 with North America expected to hold the largest share during this period.

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Risk Factors.

YOU SHOULD CAREFULLY CONSIDER THE RISKS AND UNCERTAINTIES DESCRIBED BELOW AND THE

OTHER INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS CURRENT REPORT ON FORM 8-K BEFORE DECIDING WHETHER TO INVEST IN THE REGISTRANT'S COMMON STOCK. ADDITIONAL RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN TO THE REGISTRANT OR THAT THE REGISTRANT CURRENTLY DEEMS IMMATERIAL MAY ALSO IMPAIR THE REGISTRANT'S BUSINESS OPERATIONS.

IF ANY OF THE FOLLOWING RISKS ACTUALLY OCCUR, THE REGISTRANT'S BUSINESS, FINANCIAL CONDITION OR OPERATING RESULTS COULD BE MATERIALLY ADVERSELY AFFECTED. IN SUCH CASE, THE TRADING PRICE OR THE REGISTRANT'S COMMON STOCK COULD DECLINE AND YOU MAY LOSE PART OR ALL OF YOUR INVESTMENT.

THIS CURRENT REPORT ON FORM 8-K ALSO CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. PLEASE SEE "NOTE REGARDING FORWARD-LOOKING STATEMENTS".

Risks Related to Robotic Assistance Devices Business Operations

We are an early stage company and have not yet generated any profits or significant revenues.

Robotic Assistance Devices, Inc. was formed in 2016 and made its first sale in 2016. Accordingly, the Company has a limited history upon which to evaluate its performance and future prospects. Our current and proposed operations are subject to all the business risks associated with new enterprises. These include likely fluctuations in operating results as the Company makes significant investments in research, development and product opportunities, and reacts to developments in its market, including purchasing patterns of customers, and the entry of competitors into the market. We cannot assure you that we will generate sufficient revenue to be profitable in the next three years.

We have a limited number of deployments.

The market for advanced physical security technology is relatively new and unproven and is subject to a number of risks and uncertainties. In order to grow our business and extend our market position, we will need to place into service our robots, expand our service offerings, and expand our presence. Our ability to expand the market for our products depends on a number of factors, including the cost, performance and perceived value associated with our products and services. Furthermore, the public's perception of the use of robots to perform tasks traditionally reserved for humans may negatively affect demand for our products and services. Ultimately, our success will depend largely on our customers' acceptance that security services can be performed more efficiently and cost effectively through the use of our robots and ancillary services.

We cannot assure you that we will effectively manage our growth.

Robotic Assistance Devices, Inc. expects to continue hiring additional employees. The growth and expansion of our business and products create significant challenges for our management, operational, and financial resources, including managing multiple relationships and interactions with users, distributors, vendors, and other third parties. As the Company continues to grow, our information technology systems, internal management processes, internal controls and procedures and production processes may not be adequate to support our operations. To ensure success, we must continue to improve our operational, financial, and management processes and systems and to effectively expand, train, and manage our employee base. As we continue to grow, and implement more complex organizational and management structures, we may find it increasingly difficult to maintain the benefits of our corporate culture, including our current team's efficiency and expertise, which could negatively affect our business performance.

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Our costs may grow more quickly than our revenues, harming our business and profitability.

We expect our expenses to continue to increase in the future as we expand our product offerings, expand production capabilities and hire additional employees. We expect to continue to incur increasing costs, in particular for working capital to purchase inventory, marketing and product deployments as well as costs of customer support in the field. Our expenses may be greater than we anticipate which would have a negative impact on our financial position, assets and ability to invest further in the growth and expansion of our business.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business.

Robotic Assistance Devices, Inc. currently depends on the continued services and performance of key members of its management team, in particular, its founder and CEO, Steven Reinharz, and Chief Technology Officer Aziz Sekander. If we cannot call upon them or other key management personnel for any reason, our operations and development could be harmed. The Company has not yet developed a succession plan. Furthermore, as the Company grows, it will be required to hire and attract additional qualified professionals such as accounting, legal, finance, production, service and engineering experts. The Company may not be able to locate or attract qualified individuals for such positions, which will affect the Company's ability to grow and expand its business.

If we are unable to protect our intellectual property, the value of our brand and other intangible assets may be diminished and our business may be adversely affected.

Robotic Assistance Devices, Inc. relies and expects to continue to rely on a combination of confidentiality agreements with its employees, consultants, and third parties with whom it has relationships, as well as trademark, copyright, patent, trade secret, and domain name protection laws, to protect its proprietary rights. The Company will be filing in the United States various applications for protection of certain aspects of its intellectual property. However, third parties may knowingly or unknowingly infringe our proprietary rights, may challenge proprietary rights held by us and pending and future trademark and patent applications may not be approved. In addition, effective intellectual property protection may not be available in every country in which we intend to operate in the future. In any or all of these cases, we may be required to expend

significant time and expense in order to prevent infringement or to enforce our rights. Although we are taking measures to protect our proprietary rights, there can be no assurance that others will not offer products or concepts that are substantially similar to those of Robotic Assistance Devices, Inc. and compete with our business. If the protection of our proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of our brand and other intangible assets may be diminished and competitors may be able to more effectively mimic our service and methods of operations. Any of these events could have an adverse effect on our business and financial results.

Our financial results will fluctuate in the future, which makes them difficult to predict.

Robotic Assistance Devices, Inc. financial results may fluctuate in the future. Additionally, we have a limited operating history with the current scale of our business, which makes it difficult to forecast future results. As a result, you should not rely upon the Company's past financial results as indicators of future performance. You should take into account the risks and uncertainties frequently encountered by rapidly growing companies in evolving markets. Our financial results in any given quarter can be influenced by numerous factors, many of which we are unable to predict or are outside of our control, including:

- Robotic Assistance Devices, Inc. ability to maintain and grow its client base;
- Our clients may suffer downturns, financial instability or be subject to mergers or acquisitions;
- The development and introduction of new products by Robotic Assistance Devices, Inc. or its competitors;
- Increases in marketing, sales, service and other operating expenses that we may incur to grow and expand our operations and to remain competitive;

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- Robotic Assistance Devices, Inc. ability to maintain gross margins and operating margins;
- Changes affecting our suppliers and other third-party service providers;
- Adverse litigation judgments, settlements, or other litigation-related costs; and
- Changes in business or macroeconomic conditions including regulatory changes.

We have limited experience in operating our machines in crowded environments and increased interactions may lead to collisions, possible liability and negative publicity.

Our robots operate autonomously in environments that are surrounded by various moving and stationary physical obstacles and by humans. Such environments are prone to collisions, unintended interactions and various other incidents, regardless of our technology. Therefore, there is a possibility that our machines may be involved in a collision with any number of such obstacles. Our machines contain a number of advanced sensors that effectively prevent any such incidents and are intended to stop any motion at the detection of intervening objects. Nonetheless, real-life environments, especially those in crowded areas, are unpredictable and situations may arise in which the machines may not perform as intended. Recent highly publicized incidents of autonomous vehicle and human interactions have focused consumer attention on the safety of such systems.

There can be no assurance that a collision, with property or with humans, will not occur, which could damage the robot, or lead to personal injury or property damage and may subject us to lawsuits. Moreover, any such incident, even without damage, may lead to adverse publicity for us. Such lawsuits or adverse publicity would negatively affect our brand and harm our business, prospects, financial condition and operating results.

Economic factors generally.

The Company is subject to the general risks of the marketplace in which the Company does business. Moreover, the results of operations of the Company will depend on a number of factors over which the Company will have no control, including changes in general economic or local economic conditions, changes in supply of or demand for similar and/or competing products and services, and changes in tax and governmental regulations that may affect demand for such products and services. Any significant decline in general economic conditions or uncertainties regarding future economic prospects that affect industrial and consumer spending could have a material adverse effect on the Company's business. For these and other reasons, no assurance of profitable operations can be given.

Risks Associated with Our Industry

We may face additional competition.

We are aware of a number of other companies that are developing physical security technology in the U.S. and abroad that may potentially compete with our technology and services. These or new competitors may have more resources than us or may be better capitalized, which may give them a significant advantage, for example, in offering better pricing than the Company, surviving an economic downturn or in reaching profitability. We cannot assure you that we will be able to compete successfully against existing or emerging competitors. Additionally, existing private security firms may also compete on price by lowering their operating costs, developing new business models or providing other incentives.

Our ability to operate and collect digital information on behalf of our clients is dependent on the privacy laws of jurisdictions in which our machines operate, as well as the corporate policies of our clients, which may limit our ability to fully deploy our technologies in various markets.

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Our robots collect, store and analyze certain types of personal or identifying information regarding individuals that interact with the machines. While we maintain stringent data security procedures, the regulatory framework for privacy and security issues is rapidly evolving worldwide and is likely to remain uncertain for the foreseeable future. Federal and state government bodies and agencies have in the past adopted, and may in the future adopt, laws and regulations affecting data privacy, which in turn affect the breadth and type of features that we can offer to our clients. In addition, our clients have separate internal policies, procedures and controls regarding privacy and data security with which we may be required to comply. Because the interpretation and application of many privacy and data protection laws are uncertain, it is possible that these laws may be interpreted or applied in a manner that is inconsistent with our current data management practices or the features of our products. If so, in addition to the possibility of fines, lawsuits and other claims and penalties, we could be required to fundamentally change our business activities and practices or modify our products, which could have an adverse effect on our business. Any inability to adequately address privacy and security concerns, even if unfounded, or comply with applicable privacy and data security laws, regulations, and policies, could result in additional cost and liability to us, damage our reputation, inhibit sales, and adversely affect our business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to the businesses of our clients may limit the use and adoption of, and reduce the overall demand for, our products. Privacy and data security concerns, whether valid or not valid, may inhibit market adoption of our products, particularly in certain industries and foreign countries. If we are not able to adjust to changing laws, regulations, our business may be harmed.

Risks Related to the Common Stock

Capital requirements

To the extent that the cash flow from operations are insufficient to fund the Company's operations, we will be required to raise additional capital through equity or debt financing. Any additional equity financing may be dilutive to shareholders, and debt financing, if available, may involve significant restrictive covenants. The Company's failure or inability to raise capital when needed could have a material adverse effect on the Company's business, financial condition and results of operations. There can be no assurance that such financing will be available on terms satisfactory to the Company, if at all.

The Company may conduct further offerings in the future, in which case your shareholdings will be diluted

The Company may rely on equity sales of common stock to fund operations. The Company may conduct further equity and/or convertible debt offerings in the future to finance operations or other projects that it decides to undertake. If common stock is issued in return for additional funds, or upon conversion or exercise of outstanding convertible debentures or warrants, the price per share could be lower than that paid by existing common stockholders. The Company anticipates continuing to rely on equity sales of common stock and issuances of convertible debt and/or warrants convertible or exercisable into shares of common stock in order to fund its business operations. If the Company issues additional shares of common stock, your percentage interest in the Company will be lower. This condition, often referred to as "dilution", could result in a reduction in the per share value of your shares of common stock.

The trading price of our common stock may fluctuate significantly.

Volatility in the trading price of our common stock may prevent you from being able to sell your shares of our common stock at prices equal to or greater than your purchase price. The trading price of our common stock could fluctuate significantly for various reasons, including:

- our operating and financial performance and prospects;
- our quarterly or annual earnings or those of other companies in our industry;
- the public's reaction to our press releases, other public announcements and filings with the Securities and Exchange Commission;
- changes in earnings estimates or recommendations by research analysts who track our common stock or the stock of other companies in our industry;

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- strategic actions by us or our competitors;
 - new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
 - changes in accounting standards, policies, guidance, interpretations or principles;
 - changes in general economic conditions in the U.S. and global economies or financial markets, including such changes resulting from war or incidents of terrorism; and
 - sales of our common stock by us or members of our management team.

In addition, in recent years, the stock market has experienced significant price and volume fluctuations. This volatility has had a significant impact on the trading price of securities issued by many companies. The changes frequently occur irrespective of the operating performance of the affected companies. Hence, the trading price of our common stock could fluctuate based upon factors that have little or nothing to do with our business.

The Company does not anticipate paying dividends in the future

We have never declared or paid any cash dividends on our common stock. Our current policy is to retain earnings to reinvest in our business. Therefore, we do not anticipate paying cash dividends in the foreseeable future. The Company's dividend policy will be reviewed from time to time by the Board of Directors in the context of its earnings, financial condition and other relevant factors. Until the Company pays dividends, which it may never do, its shareholders will not be able to receive a return on shares of common stock unless they sell them. In addition, there is no guarantee that our

common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

Financial Information.

The disclosure included in Item 9.01 of this Current Report on Form 8-K is incorporated herein by reference.

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provides information concerning Robotic Assistance Devices, Inc. operating results and financial condition. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements and accompanying notes included elsewhere in this Current Report on Form 8-K, including the financial statements of the acquired business for the year ended December 31, 2016 and the 6 month period ending June 30, 2017 and the as well as pro forma financial statements showing the effect of the Acquisition which are filed as Exhibits to this Current Report on Form 8-K. The Company's consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

Some sections of this discussion and analysis contain forward-looking statements that, because of their nature, necessarily involve a number of known and unknown risks and uncertainties, including statements regarding our capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "should," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. The Company's actual and future results could therefore differ materially from those indicated or underlying these forward-looking statements. In evaluating these statements, you should consider various factors, including the risks discussed below, and, from time to time, in other reports filed with the SEC. See "Risk Factors" and "Forward-Looking Statements".

Although the Company deems the expectations reflected in these forward-looking statements to be reasonable, the Company cannot provide any guarantee as to the materialization of the expectations reflected in these forward-looking statements.

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OVERVIEW

Robotics Assistance Devices, Inc. is a developer of autonomous robotic security services. The Company's mission is to improve enterprise customer security services while providing significant operating cost reduction through deployment of autonomous robotic systems. RAD's robots improve an enterprise security services due to advanced technology that is always on, compared to human guarding where it is difficult to maintain non-stop attention in mundane guarding roles.

RAD's robots are designed to integrate into the work of security professionals and are suited to most environments that require security patrol coverage. The RAD solution to improving security combines the physical presence of its proprietary robots with real-time on-site data collection and analysis and a human-machine interface. The Company's current flagship model, the S5 RADBot™, is an autonomous outdoor security robot, without the need for remote control, providing a visible, force multiplying, physical security presence to help protect assets, monitor changes in the environment and deter and report incidents all while reducing the cost to the client. The robots gather real-time data using a large array of sensors that are easily accessible through a company's SOC enabling security professionals to review events generated in real time. The Company's robots are furnished to customers using a RaaS recurring revenue model.

Recent Developments

As described above, on August 28, 2017 the Registrant closed on the acquisition of RAD.

Plan of Operation

The Company plans to ramp up operations in order to commence production and delivery of its robots.

Results of Operation

RAD is a newly formed company and as such has minimal revenues. For the 6 month period ending June 30, 2016 revenues were \$2029. Operating expenses to date have been primarily general and administrative and research and development amounting to \$503,643 and \$1873 for the 6 month period ending June 30, 2017 respectively. The Company had a net loss of (\$81,104) for the year ended December 31, 2016 and (\$558,248) for the 6 month period ending June 30, 2017

Liquidity and Capital Resources

The Company had cash and cash equivalents of 21,886 as of June 30, 2017. The Company intends to raise capital to fund ongoing operations.

Off Balance Sheet Arrangements

We have no off-balance sheet arrangements, including arrangements that would affect our liquidity, capital resources, market risk support and credit risk support or other benefits.

Security Ownership of Beneficial Owners and Management.

The following table sets forth certain information as of August 28, 2017, with respect to the beneficial ownership of our common stock by each beneficial owner of more than 5% of the outstanding shares of common stock of the Registrant, each director, each executive officer named in the "Summary Compensation Table" and all executive officers and directors of the Registrant as a group, and sets forth the number of shares of common stock owned by each such person and group. Unless otherwise indicated, the owners have sole voting and investment power with respect to their respective shares.

<u>Name of Beneficial Owner</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percentage of Outstanding Common Stock Owned</u>	<u>Number of Preferred Series E Shares Owned</u>	<u>Percentage of Voting Shares Owned</u>
Steve Reinharz *	0.0	0%	3,350,000	51.3%
Garett Parsons, CEO **	0.0	0%	1,000,000	15.3%
David LaMountain	6,400,000	8.92%	0	0%
All directors and executive officers as a group (1) person.	—	0%	1,000,000	15.3%

* Pursuant to the terms of the SPA, Mr. Reinharz owns 3,350,000 shares of our Series E Preferred Stock representing 51.3% voting control and 2,450 of our Series F Preferred Stock.

** Mr. Parsons owns 1,000,000 shares of our Series E Preferred Stock representing 15.3% voting control and 1,000 shares of our Series F Preferred Stock.

Directors and Executive Officers.

The current directors and executive officers of the Registrant are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Garett Parsons	34	President, Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Treasurer and Director

All directors hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified. There are no agreements with respect to the election of directors. There is no family relationship between any of the Registrant’s directors or executive officers. As at August 28, 2017, there was no known litigation pending or active against any of the Registrant’s directors or executive officers. None of the Registrant’s directors or executive officers has served as a general partner or executive officer of any company that has filed, or has had filed against it, any petition for bankruptcy, either at the time such filing was made or during the preceding two years.

Set forth below is certain biographical information for the Registrant’s current directors and executive officers and certain persons whom the Registrant has identified as key personnel, including a summary description of the principal occupation and business experience of each of the Registrant’s directors and executive officers for at least the last five years.

Directors and Executive Officers

Garett Parsons

Mr. Parsons has over 10 years of financial consulting experience for both private and public equity markets. Mr. Parsons has much experience in the field of asset valuation, funding structures and public release document generation. His education includes a Bachelor of Arts in Political Science/ Economics from California State University Sacramento, Sacramento, Ca. and Associate of Arts in Liberal Studies/ Business San Joaquin Delta College and West Hills College, Stockton/ Coalinga Ca.

Executive Compensation.

Mr. Parsons is paid \$24,000 per year for his services to the Registrant. He does not have a written employment agreement with the Registrant.

The table below summarizes all compensation awards to, earned by, or paid to the Registrant’s named executive officer for all service rendered in all capacities to the Registrant for the fiscal years ended February 28, 2017 and 2016.

SUMMARY COMPENSATION TABLE

<u>Name and Principal Position</u>	<u>Fiscal Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Stock Awards (\$)</u>	<u>Option Awards (\$)</u>	<u>Non-Equity Incentive Plan Compensation (\$)</u>	<u>Nonqualified Deferred Compensation (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Garett Parsons	2017	2,000	—	—	—	—	—	—	2,000
Chief Executive Officer	2016	—	—	—	—	—	—	—	—
Robert Wilson	2017	120,000	—	—	—	—	—	—	120,000
Former Chief Executive Officer	2016	108,461	—	—	—	—	—	—	108,461

Executive Employment Agreements

None of our executive officers is subject to employment agreements, but the Registrant may enter into such agreements with them in the future. The Registrant has no plans providing for the payment of any retirement benefits.

Long-Term Incentive Plans

The Registrant currently has no long-term incentive plans.

Stock Option Plans

The Registrant currently has no stock option or other equity incentive plans.

Certain Relationships and Related Transactions, and Director Independence.

Transactions with Related Persons

Other than as disclosed in the above, none of the following parties has had, since the beginning of the Registrant's last fiscal year, any material interest, direct or indirect, in any transaction with the Registrant or in any presently proposed transaction that has or will materially affect the Registrant:

- Any directors or executive officers;
- Any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to the outstanding shares of common stock;
- Any promoters; and
- Any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons.

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Director Independence

The Registrant does not currently have any independent directors and does not anticipate appointing additional directors in the foreseeable future. If the Registrant engages further directors and officers, however, the Registrant plans to develop a definition of independence.

Legal Proceedings.

On October 12, 2015, the Registrant received notice that it had been sued in the United States District Court for the Central District of California. The plaintiff alleged that the Registrant obtained certain trade secrets through a third party also named in the suit. The case was dismissed in December 2015 for lack of jurisdiction.

In February 2016, the Registrant received notice that it was being sued in the Clark County District Court of Nevada. The plaintiff alleged that we obtained certain trade secrets through a third party also named in the suit. We believe the suit is without merit and intend to vigorously defend it. An Arbitration was conducted on May 9, 2017, Plaintiff filed a Notice of trial de Novo, seeking a review of the merit dismissal. It is counsel's opinion that this Trial de Novo is without merit and the Registrant should prevail.

Market Price of and Dividends on Common Equity and Related Stockholder Matters.

Market Information and Price

The Registrant's common stock began trading on the "Over the Counter" Bulletin Board ("OTC") under the symbol "OMVS" in June 2011. The following table sets forth, for the period indicated, the prices of the common stock in the over-the-counter market, as reported and summarized by OTC Markets Group, Inc. These quotations represent inter-dealer quotations, without adjustment for retail markup, markdown, or commission and may not represent actual transactions. There is an absence of an established trading market for the Registrant's common stock, as the market is limited, sporadic and highly volatile, which may affect the prices listed below.

	<u>High</u>	<u>Low</u>
Period ended July 31, 2017	\$ 0.04	\$ 0.19
Period ended June 30, 2017	\$ 0.03	\$ 0.11
Quarter ended May 31, 2017	\$ 0.08	\$ 0.02
Fiscal Year Ended February 28, 2017		
Quarter ended February 28, 2017	\$ 0.02	\$ 0.00
Quarter ended November 30, 2016	\$ 0.10	\$ 0.01
Quarter ended August 31, 2016	\$ 0.20	\$ 0.07
Quarter ended May 31, 2016	\$ 0.50	\$ 0.14
Fiscal Year Ended February 29, 2016		
Quarter ended February 29, 2016	\$ 0.72	\$ 0.09
Quarter ended November 30, 2015	\$ 1.70	\$ 0.43
Quarter ended August 31, 2015	\$ 4.76	\$ 0.25
Quarter ended May 31, 2015	\$ 11.04	\$ 0.55

Dividends

To date, the Registrant has not paid dividends on shares of its common stock and does not expect to declare or pay dividends on shares of its common stock in the foreseeable future. The payment of any dividends will depend upon our future earnings, if any, the Registrant's financial condition, and other factors deemed relevant by the Board of Directors.

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Common Stock

The Registrant is authorized to issue 480,000,000 shares of common stock, with a par value of \$0.001. There were 97,087,887 shares of common stock issued and outstanding as of August 28, 2017. All shares of common stock have one vote per share on all matters including election of directors, without provision for cumulative voting. The common stock is not redeemable and has no conversion or preemptive rights. The common stock currently outstanding is validly issued, fully paid and non-assessable. In the event of liquidation of the Registrant, the holders of common stock will share equally in any balance of the Registrant's assets available for distribution to them after satisfaction of creditors and preferred shareholders, if any. The holders of the Registrant's common stock are entitled to equal dividends and distributions per share with respect to the common stock when, as and if, declared by the Board of Directors from funds legally available.

The Registrant's Articles of Incorporation, Bylaws, and the applicable statutes of the state of Nevada contain a more complete description of the rights and liabilities of holders of the Registrant's securities.

For the period ended May 31, 2017, there was no modification of any instruments defining the rights of holders of the Registrant's common stock and no limitation or qualification of the rights evidenced by the Registrant's common stock as a result of the issuance of any other class of securities or the modification thereof.

On March 5, 2015, the Registrant effected a 500-for-1 reverse split, upon reincorporation in Nevada. Each common shareholder received one common share in the Nevada company for every 500 common shares they held in the Florida company. Fractional shares were rounded up, and each share shareholder received at least 5 shares.

Non-cumulative voting

Holders of shares of the Registrant's common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in that event, the holders of the remaining shares will not be able to elect any of the Registrant's directors.

Securities Authorized for Issuance under Equity Compensation Plans

The following table shows the number of shares of common stock that could be issued upon exercise of outstanding options and warrants, the weighted average exercise price of the outstanding options and warrants, and the remaining shares available for future issuance as of the period ended May 31, 2017.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance
Equity compensation plans approved by security holders.	—	—	9,000
Equity compensation plans not approved by security holders.	—	—	—
Total	—	—	9,000

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Preferred Stock

The Registrant is authorized to issue up to 20,000,000 shares of \$0.001 par value preferred stock. The board of directors is authorized to designate any series of preferred stock up to the total authorized number of shares.

Series E Preferred Stock

The board of directors has designated 4,350,000 shares of Series E preferred stock. As of the date of this report, there are 4,350,000 shares of Series E preferred stock outstanding. The Series E preferred stock ranks subordinate to the Registrant's common stock. The Series E preferred stock is non-redeemable, does not have rights upon liquidation of the Registrant and does not receive dividends. The outstanding shares of Series E preferred stock have the right to take action by written consent or vote based on the number of votes equal to twice the number of votes of all outstanding shares of common stock. As a result, the collective holders of Series E preferred stock as a group hold 2/3rds of the voting power of all shareholders at any time corporate action requires a vote of shareholders, on a prorated basis.

Series F Preferred Stock

The board of directors has designated 4,350 shares of Series F convertible preferred stock with a face value of \$1.00 per share. As of the date of this report, there are 3,450 shares of Series F convertible preferred stock outstanding. The Series F convertible preferred stock is non-redeemable, does not have rights upon liquidation of the Registrant, does not have voting rights and does not receive dividends. The holder may, at any time and from time to time convert all, but not less than all, of its shares of Series F convertible preferred stock into a number of fully paid and non-assessable shares of common stock determined by multiplying the number of issued and outstanding shares of common stock of the Registrant on the date of conversion by three and 45/100ths (3.45). So long as any Series F convertible preferred stock are outstanding, the Registrant shall not, without first obtaining the approval of the majority of the holders: (a) alter or change the rights, preferences or privileges of any capital stock of the Registrant so as to affect adversely the Series F convertible preferred stock; (b) create any Senior Securities; (c) create any pari passu Securities; (d) do any act or thing not authorized or contemplated by the Certificate of Designation which would result in any taxation with respect to the Series F convertible preferred stock under Section 305 of the Internal Revenue Code of 1986, as amended, or any comparable provision of the Internal Revenue Code as hereafter from time to time amended, (or otherwise suffer to exist any such taxation as a result thereof).

The board of directors has designated 100,000 shares of Series G preferred stock. As of the date of this report, there are no shares of Series G preferred stock outstanding. The Series G preferred stock does not have voting rights, does not have rights upon liquidation of the Registrant and does not receive dividends. Shares of Series G preferred stock may be redeemed at the Registrant's option at \$1,000 per share.

Recent Sales of Unregistered Securities

The information provided in response to Item 3.02 of this report is incorporated herein by reference.

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**ON THE MOVE SYSTEMS CORP.
CONSOLIDATED STATEMENT OF CHANGE IN SHAREHOLDERS' DEFICIT
(UNAUDITED)**

	Common Stock		Series E Preferred Stock		Series F Preferred Stock		Additional Paid-In Capital	Accumulated Deficit	
	Shares	Amount	Shares	Amount	Shares	Amount			
BALANCE, February 28, 2017	<u>17,656,844</u>	<u>\$ 17,657</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>1,000</u>	<u>\$ 1,000</u>	<u>\$ (41,477,284)</u>	<u>\$ 26,198,135</u>	<u>\$</u>
Common stock issued for debt conversion	22,664,960	22,665	—	—	—	—	61,111	—	
Common stock canceled	(600,000)	(600)	—	—	—	—	—	—	
Release of derivative liability on conversion of convertible notes payable	—	—	—	—	—	—	732,931	—	
Net loss	—	—	—	—	—	—	—	(3,780,193)	
BALANCE, May 31, 2017	<u>39,721,804</u>	<u>\$ 39,722</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>1,000</u>	<u>\$ 1,000</u>	<u>\$ (40,683,242)</u>	<u>\$ 22,417,942</u>	<u>\$</u>

Each issuance of securities was issued without registration in reliance of the exemption from registration Section 3(a)9 of the Securities Act of 1933.

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Indemnification of Directors and Officers.

The Registrant's officers and directors are indemnified as provided by the relevant provisions of the Nevada Revised Statutes (the "NRS"), as well as of the Registrant's Bylaws (a copy of which is attached as an exhibit to this Current Report on Form 8-K).

Chapter 78 of the NRS, pertaining to private corporations, provides that the Registrant is required to indemnify its officers and directors to the extent that they are successful in defending any actions or claims brought against them as a result of their service in that capacity, including criminal, civil, administrative or investigative actions and actions brought by or on the Registrant's behalf.

Chapter 78 of the NRS further provides that the Registrant is permitted to indemnify its officers and directors for criminal, civil, administrative or investigative actions brought against them by third parties and for actions brought by or on the Registrant's behalf, even if they are unsuccessful in defending that action, if the officer or director:

- is not found liable for a breach of his or her fiduciary duties as an officer or director or to have engaged in intentional misconduct, fraud or a knowing violation of the law; or
- acted in good faith and in a manner which he reasonably believed to be in or not opposed to the Registrant's best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful;

provided, however, that with respect to actions brought by or on the Registrant's behalf against its officers or directors, the Registrant is not permitted to indemnify its officers or directors where they are adjudged by a court, after the exhaustion of all appeals, to be liable to the Registrant or for amounts paid in settlement to the Registrant, unless, and only to the extent that, a court determines that the officers or directors are entitled to be so indemnified.

The Registrant's Bylaws provide that it will indemnify its directors and officers to the fullest extent permitted by Nevada law; provided, however, that the Registrant may modify the extent of such indemnification by individual contract; and, provided, further, that the Registrant shall not be required to indemnify any director or officer in connection with any proceeding, or part thereof, initiated by such person unless such indemnification: (a) is expressly required to be made by law; (b) the proceeding was authorized by the Registrant's Board of Directors; (c) is provided by the Registrant, in our sole discretion, pursuant to the powers vested in the Registrant pursuant to Nevada law; or (d) is required to be made pursuant to the Bylaws.

The Registrant's Bylaws, as well as the NRS, further provide that the Registrant is permitted, but not required, to purchase and maintain insurance on behalf of the Registrant's officers or directors, regardless of whether the Registrant has the authority to indemnify them against such liabilities or expenses.

Financial Statements and Supplementary Data.

The disclosure included in Item 9.01 of this Current Report on Form 8-K and the exhibits filed herewith are incorporated herein by reference.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Changes in Accounts

None.

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Disagreements with Accountants

There were no disagreements with accountants on accounting and financial disclosures for the period ended May 31, 2017 and the years ended February 29, 2017, 2016 and 2015.

Item 3.02 Unregistered Sales of Equity Securities.

At the closing of the Acquisition described in Item 2.01 of this Current Report on Form 8-K, on August 28, 2017, and in consideration for all of the RAD Shares purchased in the Acquisition, the Registrant issued 3,350,000 shares of its Series E preferred stock and 2,450 shares of its Series F preferred stock to the Seller. In connection with the foregoing, the Registrant relied upon the exemption from registration under the Securities Act of 1933, as amended and the rules and regulations of the Securities and Exchange Commission thereunder, in reliance upon Section 4(a)(2) thereof and Regulation D thereunder.

The information provided in response to Item 2.01 of this report is incorporated by reference into this Item 3.02.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information provided in response to Item 2.01 of this report is incorporated by reference into this Item 3.03.

Item 5.01 Changes in Control of the Registrant.

The disclosures regarding the SPA under Item 2.01 above, resulting in a change of control of the Registrant are incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On August 31, 2017, the Registrant issued the press release furnished herewith as Exhibit 99.3 to announce the closing of the Acquisition.

The information contained in this Item 7.01 and in Exhibit 99.3 shall not be deemed filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of businesses acquired.*

The audited financial statements of Robotic Assistance Devices Inc. for the period July 26, 2016 to December 31, 2016 and the 6 month period ended June 30, 2017 are filed herewith.

(b) *Pro forma financial information.*

Pro forma financial information showing the effects of the acquisition are filed herewith.

(c) *Exhibits.*

Exhibit

Number Description

3.1	Articles of Incorporation of On the Move Systems Corp. (1)
3.2	By-laws of On the Move Systems Corp. (2)
10.1	Stock Purchase Agreement, dated August 28, 2017, by and among On the Move Systems Corp., Steve Reinharz and Robotic Assistance Devices Inc.
99.1	The audited financial statements of Robotic Assistance Devices Inc. for the period July 26, 2016 to December 31, 2016 and the 6 month period ended June 30, 2017 are filed herewith.
99.2	Unaudited Pro Forma Consolidated Balance Sheet and Statement of Operations.
99.3	Press Release, dated August 31, 2017

- (1) Incorporated by reference of our Form DEF 14C file with the Securities and Exchange Commission on February 11, 2015.
- (2) Incorporated by reference to our Form S-1 filed with the Securities and Exchange Commission on August 4, 2010.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ON THE MOVE SYSTEMS CORP.

By: /s/ Garrett Parsons
Garrett Parsons
President and Chief Executive Officer

Date: August 31, 2017

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EX-10 2 exhibit_10-1.htm STOCK PURCHASE AGREEMENT, DATED AUGUST 28, 2017

Exhibit 10.1

STOCK PURCHASE AGREEMENT

This STOCK PURCHASE AGREEMENT (the "Agreement"), is made as of this 28th day of August, 2017 by and among Robotic Assistance Devices Inc. a Nevada Corporation having its principle place of business at 31103 Rancho Viejo Road, Suite D2114, San Juan Capistrano, CA 92675 ("RAD"), Steve Reinharz in his capacity as sole stockholder of RAD ("SR" or the "Seller"), and On the Move Systems Corp., a Nevada publicly traded corporation ("OMVS" or the "Buyer") (each party to this Agreement individually referred to as the "Party" and collectively referred to as the "Parties").

WITNESSETH:

WHEREAS, the Parties previously entered into an LOI dated May 10, 2017, for the purchase by OMVS of all of the shares outstanding of RAD, which shares are held by SR, in exchange for shares of OMVS;

WHEREAS, the Buyer wishes to purchase and acquire all of the issued and outstanding shares of capital stock of RAD from SR, all for the consideration and upon the terms and subject to the conditions hereinafter set forth;

WHEREAS, SR has the authority to execute this agreement and cause all of the issued and outstanding shares of capital stock of RAD, to be transferred and assigned to the Buyer;

NOW, THEREFORE, the Parties hereto, in consideration of the mutual promises and other consideration set forth below, the receipt and adequacy of which is hereby acknowledged, and intending to be legally bound hereby, do represent, warrant, covenant and agree as follows:

SECTION 1

DEFINITIONS

1.01. "**Affiliate**" means, as applied to any Person, any other Person directly or indirectly controlling, controlled by, or under common control with that Person. For the purposes of this definition, "control" (including with correlative meanings, the terms "controlling", "controlled by" and "under common control with") as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that Person, whether through ownership of voting securities or by contract or otherwise.

1.02. "**Buyer Indemnified Parties**" shall have the meaning set forth in Section 7.02(a).

1.03. "**Claim**" shall mean any and all administrative or judicial actions, suits, arbitrations, orders, claims, Liens, notices, notices of violations, investigations, complaints, requests for information, proceedings, or other communication (written or oral), whether criminal or civil.

1.04. "**Closing**" and "**Closing Date**" shall have the respective meanings assigned to them in Section 4.01 hereof.

1.05. "**Environmental Law**" means all federal, state, local and foreign environmental, health and safety Laws, common law orders, decrees, judgments, codes and ordinances and all rules and regulations promulgated thereunder, civil or criminal, including, without limitation, Laws relating to emissions, discharges, releases or threatened releases of Hazardous Material, pollutants, contaminants, chemicals, or industrial, toxic or hazardous substances or wastes into the environment or otherwise relating to the manufacture, processing, distribution, use, treatment, storage, disposal, transport or handling of Hazardous Material, pollutants, contaminants, chemicals, or industrial, solid, toxic or hazardous substances or wastes.

1.06. “Governmental or Regulatory Authority” means any court, tribunal, arbitrator, authority, agency, commission, official or other instrumentality of the United States and Canada, any foreign country or any domestic or foreign state, county, city or other political subdivision, and shall include, without limitation, the Securities and Exchange Commission, and the various federal, state and foreign securities regulators and taxation authorities.

1.07. “Hazardous Material” means (i) any petroleum or petroleum products, radioactive materials, asbestos in any form that is or could become friable, urea formaldehyde foam insulation and transformers or other equipment that contain dielectric fluid containing levels of polychlorinated biphenyls (PCBs); (ii) any chemicals, materials, substances or wastes which are now defined as or included in the definition of “hazardous substances”, “hazardous wastes”, “hazardous materials”, “extremely hazardous wastes”, “restricted hazardous wastes”, “toxic substances”, “toxic pollutants” or words of similar import, under any Environmental Law; and (iii) any other chemical, material, substance or waste, exposure to which is now prohibited, limited or regulated by any Governmental or Regulatory Authority.

1.08. “Indebtedness” of any Person means all obligations of such Person (i) for borrowed money, (ii) evidenced by notes, bonds, debentures or similar instruments, (iii) for the deferred purchase price of goods or services (other than trade payables or accruals incurred in the ordinary course of the Business), (iv) under capital leases and (v) in the nature of guarantees of the obligations described in clauses (i) through (iv) above of any other Person.

1.09. “Indemnified Party” shall have the meaning set forth in Section 7.02(c).

1.10. “Indemnifying Party” shall have the meaning set forth in Section 7.02(c).

1.11. “Knowledge” means the actual knowledge of a Person with respect to any fact, event or condition, as well as the knowledge that such party reasonably would be expected to have acquired in the ordinary course of business and the prudent management of its own affairs. Such definition shall include any form of such term, such as knows, known, etc., whether or not capitalized, as used in this Agreement with respect to a party’s awareness of the presence or absence of a fact, event or condition.

1.12. “Laws” means all laws, statutes, rules, regulations, ordinances and other pronouncements having the effect of law in the United States, any country, foreign country or any domestic or foreign state, province, county, city or other political subdivision or of any Governmental or Regulatory Authority.

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1.13. “Liability” or “Liabilities” means all Indebtedness, obligations and other liabilities (or contingencies that have not yet become liabilities) of a Person (whether absolute, accrued, contingent (or based upon any contingency), fixed or otherwise, or whether due or to become due).

1.14. “License” means any license, permit, certificate of authority, authorization, approvals, registration, franchise and similar consent granted or issued by any Governmental or Regulatory Authority.

1.15. “Liens” means claims, pledges, security interests, mortgages, conditional sales agreement, liens, charges, restrictions, consignments or conditional sales agreements, or other encumbrances of whatever nature, whether created by statute, Contract, process of law or otherwise, and whether or not recorded or otherwise perfected.

1.16. “Loss” means any and all damages, fines, fees, penalties, deficiencies, diminution in value of investment, losses and expenses, including without limitation, interest, reasonable expenses of investigation, court costs, reasonable fees and expenses of attorneys, accountants and other experts or other expenses of litigation or other proceedings or of any claim, default or assessment (such fees and expenses to include without limitation, all fees and expenses, including, without limitation, fees and expenses of attorneys, when and as incurred in connection with (i) the investigation or defense of any Third Party Claims, or (ii) asserting or disputing any rights under this Agreement against any Party hereto or otherwise).

1.17. “Material Adverse Effect” means any change or effect of any event or circumstance which, individually or when taken together with all other changes, effects, events or circumstances, is or could reasonably be expected to be, materially adverse to the assets, financial condition, business or results of operation of a Person; excluding, however, any adverse effect due to changes, after the date of this Agreement, in conditions affecting the economy generally or the general market addressed by such Person’s products and/or services.

1.18. “Person” means any natural person, corporation, general or limited partnership, limited liability company or partnership, proprietorship, other business organization, estate, trust, union, association or Governmental or Regulatory Authority.

1.19. “Purchase Price” shall have the meaning set forth in Section 3.01.

1.20. “Seller Indemnified Parties” shall have the meaning set forth in Section 7.02(b).

1.21. “Tax” or “Taxes” means any and all federal, state, local or foreign taxes, fees, levies, duties, tariffs, imposts and other governmental charges of any nature (together with any interest, penalties and additions to tax) including, without limitation, taxes or other charges on, or with respect to, income, gross receipts, property, sales, use, capital or net worth.

1.22. “Tax Return” means any return, report or statement (including any information return) required to be filed for purposes of a particular Tax.

1.24. "Third Party Claim" shall mean a Claim asserted by a Third Party.

SECTION 2

PURCHASE OF STOCK OF RAD

Section 2.01. Purchase of Shares of RAD. At the Closing, SR will sell, convey, transfer and deliver to Buyer, and Buyer will purchase from SR, for the consideration hereinafter set forth, 10,000 (ten thousand) common shares of RAD held by SR as of the Closing Date, which represents all of the issued and outstanding shares of capital stock of RAD (collectively, the "RAD Shares"). All RAD Shares shall be transferred or otherwise conveyed by SR to Buyer free and clear of all Liabilities, obligations, Liens, Claims (including Third Party Claims).

SECTION 3

PURCHASE PRICE

3.01. Amount and Payment of the Purchase Price. In consideration for the RAD Shares, Buyer shall issue the following to SR (the "Purchase Price") on the Closing Date:

- (a) 3,350,000 shares of its Series E Preferred stock ("Series E Shares"); and
- (b) 2,450 shares of Series F Preferred Stock ("Series F Shares").

3.02. Employees. The Closing shall not impact the employment of any employee of RAD and the employees of RAD shall remain employed with RAD following the Closing Date, upon such terms and conditions as are in effect immediately prior to the Closing Date. Nothing in this Section 3.02 shall be deemed to be a contract for the benefit of any employee.

SECTION 4

CLOSING

4.01. Closing. The closing of the purchase and sale of the RAD Shares (the "Closing") shall occur concomitantly with the execution of this Agreement. (the "Closing Date").

4.02. Deliveries of Seller. The Seller, as applicable, shall deliver or cause to be delivered to the Buyer at the Closing:

- (a) A copy of resolutions, duly adopted by the Board of Directors and sole stockholder of RAD, authorizing the transactions contemplated hereby;
- (b) Such certificates issued by the appropriate Governmental or Regulatory Authority as required to evidence the legal existence and good standing of such Seller;
- (c) RAD and/or SR shall deliver or cause to be delivered to Buyer the following with respect to the RAD Shares:

- (i) Certificates representing RAD Shares issued to OMVS; and

- (ii) Any other approvals or consents required with respect to the transfer of RAD Shares to Buyer; and

- (d) Such other closing documents and instruments as Buyer reasonably may require.

4.03. Deliveries of Buyer. Buyer shall deliver or cause to be delivered to Seller at the Closing:

- (a) Certificates representing the Series E Shares and the Series F Shares issued to SR; and

(b) A copy of the resolutions of Buyer's Board of Directors approving the transactions contemplated hereby;

4.04. Conditions to the Buyer's Obligations. The obligation of the Buyer to consummate the transactions to be performed by it in connection with the Closing will be subject to the satisfaction (or waiver by the Buyer, in whole or in part, in writing) of the following conditions as of the time of the Closing:

- (a) Each representation and warranty set forth in Section 5 will be true and correct in all material respects at and as of the time of the Closing as though then made, except for changes expressly required by this Agreement and except for any representation or warranty that expressly relates to a specific prior date;

(b) Seller will have performed and complied in all material respects with all of the covenants and agreements (considered collectively), and each of the covenants and agreements (considered individually), required to be performed by the Seller under this Agreement or any other agreements, documents and instruments to be entered into by the Seller in connection with the transactions contemplated hereby at or prior to the Closing;

(c) There shall be no proceeding commenced or threatened against the Seller involving this Agreement or the transactions contemplated herein or any judgment, decree, injunction or order which prohibits the consummation of the transactions contemplated by this Agreement;

(d) Seller shall have delivered the RAD Shares to the Buyer, free and clear of all Liabilities, obligations, Liens, Claims (including Third Party Claims, whether private, governmental or otherwise) and encumbrances, excepting only Assumed Liabilities;

(e) There shall have been no material adverse change in the condition (financial or otherwise), results of operations, properties, assets, or Liabilities of Seller;

(f) Buyer shall have: (i) obtained stockholder approval for the consummation of the transaction set forth herein; (ii) obtained any and all other requisite approvals for the consummation of the transaction set forth herein (iii) made all necessary filings with the SEC;

(g) The pro forma consolidated financial statements of the Buyer shall have been completed in accordance with the Exchange Act, and the rules and regulations promulgated thereunder, and the report of independent auditors with respect to such financial statements completed and submitted; and

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(h) Seller shall have delivered to the Buyer the items set forth in Section 4.02.

4.05. Conditions to the Seller's Obligations. The obligation of the Seller to consummate the transactions to be performed by it in connection with the Closing is subject to the satisfaction (or waiver by OMVS in writing) of the following conditions as of the Closing Date:

(a) Each of the representations and warranties set forth in Section 6 is true and correct in all material respects at and as of the time of the Closing, except for changes expressly required by this Agreement and except for any representation or warranty that expressly relates to a specific prior date;

(b) The Buyer has performed and complied in all material respects with all of the covenants and agreements required to be performed by the Buyer under this Agreement at or prior to the Closing;

(c) There is no proceeding commenced or threatened against the Buyer involving this Agreement or the transactions contemplated herein or any judgment, decree, injunction or order which prohibits the consummation of the transactions contemplated by this Agreement;

(d) The pro forma consolidated financial statements of the Buyer have been completed in accordance with the Exchange Act (as defined below), and the rules and regulations promulgated thereunder, and the report of independent auditors with respect to such financial statements completed and submitted;

(e) Buyer has: (i) obtained stockholder approval for the consummation of the transaction set forth herein; (ii) obtained any and all other requisite approvals for the consummation of the transaction set forth herein (iii) has made and shall make all necessary filings with the SEC; and

(f) The Buyer shall have delivered to the Seller the items set forth in Section 4.03.

SECTION 5

REPRESENTATIONS, WARRANTIES AND COVENANTS OF THE SELLER

Seller hereby represents and warrants to the Buyer as follows:

5.01. RAD is a corporation duly organized, validly existing and in good standing under the laws of the state of its incorporation. RAD has the power and the authority and all Licenses and permits required by Governmental or Regulatory Authorities to own and operate its assets and carry on the Business as now being conducted.

5.02. The RAD Shares are held and owned by SR as the beneficial and recorded owner with good and marketable title thereto, and all of the RAD Shares are free and clear of all mortgages, liens, charges, security interests, adverse claims, pledges, encumbrances and demands whatsoever. SR has the requisite power and authority to execute and perform this Agreement and all other agreements, documents and instruments to be entered into in connection with the transactions contemplated hereby.

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5.03. SR constitutes all of the stockholders of RAD. The execution, delivery and performance of this Agreement and all other agreements to be entered into in connection with the transactions contemplated hereby have been duly authorized by the board of directors of RAD, and do not violate or conflict with any provisions of the organizational documents of RAD or any agreement, instrument, Law, order or regulation to which RAD is a party or by which is bound. All corporate action required to be

Except as disclosed by Buyer on Buyer's reports, statements, schedules, prospectuses, and other documents filed with the Securities and Exchange Commission (the "SEC") in accordance with the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act") (collectively, as amended and/or supplemented to date, the "Securities Filings"), Buyer represents and warrants to the Seller as follows:

6.01. Buyer is a corporation duly organized, validly existing and in good standing under the laws of the State of Nevada.

6.02. Buyer is duly qualified to conduct business under the laws each jurisdiction where such qualification is necessary, except where the failure to be so qualified would not have a Material Adverse Effect.

6.03. Subject to Section 4.04 (f) herein, Buyer has all other requisite corporate power and authority to execute and deliver this Agreement and all other agreements to be entered into in connection

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with the transactions contemplated hereby to which it is a party, and to perform its obligations hereunder and thereunder. The execution and delivery by Buyer of this Agreement and all other agreements to be entered into in connection with the transactions contemplated hereby to which it is a party, and the performance by Buyer of its obligations hereunder and thereunder, shall be duly and validly authorized by all necessary corporate action on the part of Buyer, including any vote of stockholders. This Agreement has been, and upon execution and delivery thereof, each of the other agreements to be entered into in connection with the transactions contemplated hereby to which Buyer is a party will be, duly and validly executed and delivered by Buyer and the valid and binding obligations of Buyer, enforceable against Buyer in accordance with their terms, except as enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws from time to time in effect affecting the enforcement of creditors' rights generally, and except as enforcement of remedies may be limited by general equitable principles.

6.04. Except as otherwise stated in this Agreement, there is no additional requirement applicable to Buyer to make any filing with, or to obtain any permit, authorization, consent or approval of, any governmental entity as a condition to the lawful consummation by Buyer of the transactions contemplated pursuant to this Agreement. The execution, delivery and performance of this Agreement by Buyer does not, and the consummation of the transactions contemplated hereby will not (with or without the giving of notice, the lapse of time or both), (i) conflict with or result in any breach of any provision of the Articles of Incorporation or Bylaws of Buyer, or (ii) violate any applicable Law, rule, regulation, order, writ, judgment, ordinance, injunction or decree of any governmental entity to which Buyer is a party or is bound.

6.05. As of the date of signing of this Agreement, and including the share issuances herein contemplated, the authorized capital of Buyer consists of the following: (i) 480,000,000 shares of Common Stock authorized, of which 97,087,887, shares are issued and outstanding; (ii) 4,350,000 shares of Series E Preferred Stock authorized, of which 4,350,000 are issued and outstanding; (iii) 4,350 shares of Series F Preferred Stock authorized, of which 3,450 are issued and outstanding; (iv) 100,000 shares of Series G Preferred Stock authorized, of which no shares have been issued; and (v) 15,545,650 Undesignated Preferred Stock of which no shares have been authorized, designated or issued. All of the outstanding shares of all of OMVS' capital common stock have been duly authorized, are fully paid and nonassessable and were issued in compliance with all applicable federal and state securities laws. Buyer holds no treasury stock and no shares of common stock in its treasury. The rights, privileges and preferences of the common stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock and the Undesignated Preferred Stock are as stated in Buyer's Articles of Incorporation and as provided by the general corporation law of the jurisdiction of the Buyer's incorporation.

6.06. The officers and Directors of OMVS are as follows:

Garett Parsons CEO, President, Secretary and sole Director

6.07. The shares of Preferred Stock to be issued to SR in accordance with Section 3.01 will at the time of issuance be, duly authorized, validly issued and fully paid and non-assessable in all respects, free from any pre-emptive or other rights, and the issuance thereof will, at the time of issuance, not violate any agreement or trigger the anti dilution, right of first refusal, co-sale or similar provisions of any agreement to which the Buyer is bound. Buyer shall reserve a sufficient number of shares of Common Stock for issuance to SR. Upon issuance in accordance with the terms of this Agreement, such shares will be duly authorized, validly issued, fully paid and non-assessable in all respects, free from any pre-emptive

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or other rights (other than as entered into after the date of Closing), and the issuance thereof will not violate any agreement or trigger the anti-dilution, right of first refusal, co-sale or similar provisions of any agreement to which Buyer is bound.

6.08. All Securities Filings required to be filed by Buyer with the SEC pursuant to the Exchange Act, along with all exhibits to such annual, quarterly and other reports as available on the SEC's EDGAR database website, are true, correct and complete in all material respects as of the date of filing thereof, and said reports do not, as of the date of filing thereof, fail disclose or omit any material fact, agreement or matter relating to the Buyer.

6.09 Other than as disclosed herein below, there is no claim, action, suit, proceeding, arbitration, complaint, charge or investigation pending or to Buyer's Knowledge, currently threatened against Buyer or, to the best of Buyer's Knowledge, threatened against any officer or director of Buyer, that questions the validity of this Agreement or the right of Buyer to enter into it, or to consummate the transactions contemplated hereby, or could have or reasonably be expected to have, either individually or in the aggregate, a material adverse effect upon the Business. Neither Buyer nor, to the best of Buyer's Knowledge, any of its officers or directors, is a party or is named as subject to the provisions of any order, writ, injunction, judgment or decree of any court or government agency or instrumentality (in the case of officers or directors, such as would affect Buyer). There is no action, suit, proceeding or investigation by Buyer pending or which Buyer intends to initiate. The foregoing includes, without limitation, actions, suits, proceedings or investigations pending or threatened in writing (or any basis therefore known to Buyer) involving the prior employment of any of Buyer's employees, their services provided in connection with the Business, or any information or techniques allegedly proprietary to any of their former employers, or their obligations under any agreements with prior employers:

(a) On October 12, 2015, OMVS received notice that it had been sued in the United States District Court for the Central District of California. The plaintiff alleges that OMVS obtained certain trade secrets through a third party also named in the suit. The case was dismissed in December 2015 for lack of jurisdiction.

(b) In February 2016, OMVS received notice that it had been sued in the Clark County District Court of Nevada. The plaintiff alleges that OMVS obtained certain trade secrets through a third party also named in the suit. OMVS believes the suit is without merit and intends to vigorously defend it. An Arbitration was conducted on May 9, 2017, Plaintiff filed a Notice of trial de Novo, seeking a review of the merit dismissal. It is counsel's opinion this Trial de Novo is without merit and OMVS should prevail.

6.10 Except as expressly set forth in this Section 6, Buyer makes no other representation or warranty with respect to the transactions contemplated by this Agreement or other agreements to be entered into in connection with the transactions contemplated hereby.

SECTION 7

SURVIVAL OF REPRESENTATIONS AND WARRANTIES; INDEMNIFICATION

7.01 Survival of Representations and Warranties. All of Buyer's representations and warranties in this Agreement or in any other agreements to be entered into in connection with the transactions contemplated hereby to which it is a party, and all of Seller's representations and warranties in this Agreement, in any other agreements to be entered into in connection with the transactions contemplated hereby, or in any instrument delivered pursuant hereto or thereto, shall survive the Closing

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Date and continue until the date which is 12 (twelve) months after the Closing Date; provided, however, that (i) any claim based on fraud shall survive indefinitely, (ii) any claim for violation of the representations and warranties with respect to Taxes, employee matters or Environmental Law shall survive until the expiration of the applicable statute of limitations applicable to any claim or right of action related thereto, (iii) the covenants and agreements contained in this Agreement and the other agreements to be entered into in connection with the transactions contemplated hereby and to be performed at the Closing Date will survive until fully performed in accordance with their terms, and (iv) any claim for indemnity asserted pursuant to Section 7.02 shall, if made within the applicable time period set forth above with respect to an accrued Liability, survive indefinitely. However, no claim for indemnity may be asserted under Section 7.02 unless notice of such claim is given to RAD or Buyer, as the case may be, prior to the appropriate period(s) specified in the preceding sentence.

7.02 Indemnification.

(a) OMVS agrees, from and after the Closing Date, for the appropriate period(s) specified in Section 7.01, above, to indemnify and hold Buyer and its officers, directors, agents or Affiliates and their respective successors and assigns (the "Buyer Indemnified Parties"), harmless from and against any Loss incurred by any Buyer Indemnified Party, directly or indirectly, resulting from (i) noncompliance with any applicable bulk sales or transfer Law, (ii) any Liability or Contract of, or Claim against, a Seller, whether contingent or absolute, direct or indirect, known or unknown, matured or unmatured (including but not limited to Liabilities for Taxes), (iii) any Liability or Claim arising in any way from any service rendered, or action taken by, or relating to the operations of, a Seller prior to the Closing Date, (iv) any Liability or Claim under any Environmental Laws relating to any event, action or failure to act which occurred prior to the Closing Date, or (v) the breach or inaccuracy of or failure to comply with, or the existence of any facts resulting in the inaccuracy of, any of the warranties, representations, conditions, covenants or agreements of a Seller contained in this Agreement or in any agreement or document delivered pursuant hereto or in connection herewith, or arising out of the consummation of the transactions contemplated hereby.

(b) Buyer agrees from and after the Closing Date, for the appropriate period(s) specified in Section 7.01, above, to indemnify and hold Seller and their respective Affiliates, successors and assigns (the "Seller Indemnified Parties") harmless from and against any Loss incurred by any Seller Indemnified Party directly or indirectly resulting from (i) any Liability or Claim arising in any way from any service rendered, or action taken by, or relating to the operations of, Buyer after the Closing Date, (ii) any Liability or Claim under any Environmental Laws relating to any event, action or failure to act which occurs after the Closing Date, or (iii) any Claim arising out of Buyer's breach, failure to fully repay and satisfy, default in or failure to comply with the terms of, the Assumed Liabilities or any breach of any warranties,

representations, conditions, covenants or agreements of Buyer contained in this Agreement to which the Buyer is a party, or in any other agreement, certificate or document delivered pursuant to or in connection with this Agreement or arising out of the Closing of the transactions contemplated hereby.

(c) If any Third Party shall notify any party (the "Indemnified Party") with respect to any matter which may give rise to a claim for indemnification against any other party (the "Indemnifying Party") under this Section 7, then the Indemnified Party shall notify each Indemnifying Party thereof promptly; provided, however, that no delay on the part of the Indemnified Party in notifying any

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Indemnifying Party shall relieve the Indemnifying Party from any Liability or obligation hereunder unless (and then solely to the extent) the Indemnifying Party thereby is materially damaged. In the event any Indemnifying Party notifies the Indemnified Party within thirty (30) days after the Indemnified Party has given notice of the matter that the Indemnifying Party is assuming the defense thereof, (i) the Indemnifying Party will defend the Indemnified Party against the matter with counsel of its choice reasonably satisfactory to the Indemnified Party, (ii) the Indemnified Party may retain separate co-counsel (at its cost), (iii) the Indemnified Party will not consent to the entry of any judgment or enter into any settlement with respect to the matter without the written consent of the Indemnifying Party (not to be withheld unreasonably), and (iv) the Indemnifying Party will not consent to the entry of any judgment with respect to the matter, or enter into any settlement which does not include a provision whereby the plaintiff or claimant in the matter releases the Indemnified Party from all Liability with respect thereto, without the written consent of the Indemnified Party (not to be withheld unreasonably). In the event the Indemnifying Party fails to assume the defense of the matter as provided herein within thirty (30) days after the Indemnified Party has given notice thereof, the Indemnified Party may defend against, or enter into any settlement with respect to, the matter in any manner it reasonably may deem appropriate.

(d) After the Closing Date, the right of indemnification under this Section 7 shall be the sole and exclusive remedy available to any Party for any claim or cause of action arising under this Agreement or other agreements to be entered into in connection with the transactions contemplated hereby in connection with any breach of any representation, warranty, covenant or provision of this Agreement this Agreement, other agreements to be entered into in connection with the transactions contemplated hereby or otherwise; provided, however, that this exclusive remedy does not preclude a Party from bringing an action for specific performance or other equitable remedy to require a party to perform its obligations under this Agreement. Each Party expressly waives any rights it may have to make a claim against the other pursuant to any constitutional, statutory, or common law authorities. The provisions of this Section 7.02(d) shall not apply to claims arising out of or relating to the fraud, gross negligence or willful misconduct of the Parties.

SECTION 8

PRESERVATION OF BOOKS AND RECORDS

8.01 For a period of 3 (three) years after the Closing date, Buyer shall preserve the books and records of RAD delivered to Buyer; and Seller shall similarly make available to Buyer any records which Buyer permits Seller to retain; each Party will make such books and records available to the other Party at all reasonable times and permit the other Party to make extracts from or copies of all such records.

SECTION 9

CERTAIN OTHER COVENANTS AND AGREEMENTS

9.01. Further Assurances. Upon the request of either Party hereto, the other Party will execute and deliver to the requesting Party, or such Party's nominee, all such instruments and documents of further assurance or otherwise, and will do any and all such acts and things as may reasonably be required to carry out the obligations of such Party hereunder and to more effectively consummate the transactions contemplated hereby, including, without limitation, submitting information required by a Governmental or Regulatory Authority, obtaining all consents and approvals from Third Parties, under leases, agreements and other Contracts.

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9.02 SEC Reports. Buyer shall file with the SEC all reports that are required to be filed pursuant to the Exchange Act with respect to this Agreement and the transactions contemplated hereby.

SECTION 10

MISCELLANEOUS

10.01. Governing Law. This Agreement shall be construed and interpreted in accordance with the laws of the State of Nevada shall be enforceable exclusively in the courts thereof.

10.02. Modification. This Agreement may be modified or amended, and the requirements of any provision hereof may be waived, with the mutual consent of Seller and Buyer by written instrument signed by them or their respective successors or assigns in any manner deemed necessary or appropriate by them.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first above written.

ROBOTIC ASSISTANCE DEVICES CORP.

By /s/: Steve Reinharz
Name: Steve Reinharz
Its: Chief Executive Officer

STEVE REINHARZ

/s/: Steve Reinharz

ON THE MOVE SYSTEMS CORP.

By: /s/: Garrett Parsons
Name: Garrett Parsons
Its: Chief Executive Officer

EX-99 3 exhibit_99-1.htm THE AUDITED FINANCIAL STATEMENTS OF ROBOTIC ASSISTANCE DEVICES INC.

Exhibit 99.1

Robotic Assistance Devices, LLC

Financial Statements
December 31, 2016 and June 30, 2017

Robotic Assistance Devices, LLC

Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Director and Stockholder
Robotics Assistance Devices, LLC
Laguna Hills, California 92675

We have audited the accompanying balance sheet of Robotics Assistance Devices, LLC (the "Company") as of December 31, 2016, and the related statements of operations, and cash flow for the period from inception on July 26, 2016 through December 31, 2016. These financial statements are the responsibility of the entity's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and

significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Robotics Assistance Devices, LLC as of December 31, 2016, and the results of its operations and its cash flow for period from inception on July 26, 2016 through December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered losses from operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
August 31, 2017

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Robotic Assistance Devices, LLC

Balance Sheets

As of June 30, 2017 and December 31, 2016

	June 30, 2017 (unaudited)	December 31, 2016
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 21,886	\$ 49,596
Prepaid expenses and advances	232,500	20,000
Total current assets	<u>254,386</u>	<u>69,596</u>
Security deposit on lease	25,747	—
Total fixed assets - net	197,693	47,704
TOTAL ASSETS	<u>\$ 477,826</u>	<u>\$ 117,300</u>
LIABILITIES AND MEMBER'S DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 91,403	\$ 42,355
Customer deposit	20,000	—
Loan payable - On the Move Systems Corp.	322,500	—
Vehicle loan - current portion	8,600	7,700
Shareholder loan	54,729	58,687
Total current liabilities	<u>497,232</u>	<u>108,742</u>
Accrued interest payable	20,100	—
Convertible notes payable	565,000	50,000
Vehicle loan	34,846	39,662
TOTAL LIABILITIES	<u>1,117,178</u>	<u>198,404</u>
Commitment	—	—
MEMBER'S DEFICIT		
Deficit	(639,352)	(81,104)
TOTAL MEMBER'S DEFICIT	<u>(639,352)</u>	<u>(81,104)</u>
TOTAL LIABILITIES AND MEMBER'S DEFICIT	<u>\$ 477,826</u>	<u>\$ 117,300</u>

The accompanying notes are an integral part of these financial statements.

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Robotic Assistance Devices, LLC

Statements of Operations

For the Six Months Ended June 30, 2017

and the Period from July 26, 2016 (Inception) through December 31, 2016

	Six Months Ended June 30, 2017 (unaudited)	July 26, 2016 Inception to December 31, 2016
REVENUES	\$ 2,029	\$ —
OPERATING EXPENSES		
General and administrative expenses	503,643	49,349

Research and development	1,873	30,572
Depreciation and Amortization	31,219	—
Total operating expense	536,735	79,921
Loss from operations	(534,706)	(79,921)
OTHER EXPENSE		
Interest expense	(23,542)	(1,183)
Total other expense	(23,542)	(1,183)
NET LOSS	\$ (558,248)	\$ (81,104)

The accompanying notes are an integral part of these financial statements.

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Robotic Assistance Devices, LLC

Statements of Member's Deficit

For the Six Months Ended June 30, 2017

and the Period from July 26, 2016 (Inception) through December 31, 2016

	Six Months Ended June 30, 2017 (unaudited)	July 26, 2016 Inception to December 31, 2016
Member's deficit opening balance	\$ (81,104)	\$ —
Net loss for the period	(558,248)	(81,104)
Member's deficit - End of Period	\$ (639,352)	\$ (81,104)

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Robotic Assistance Devices, LLC

Statements of Cash Flows

For the Six Months Ended June 30, 2017

and the Period from July 26, 2016 (Inception) through December 31, 2016

	Six Months Ended June 30, 2017 (unaudited)	July 26, 2016 Inception to December 31, 2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (558,248)	\$ (81,104)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	31,219	—
Change in operating assets and liabilities		
Prepaid expenses and advances	(212,500)	(20,000)
Security deposit on lease	(25,747)	0
Accounts payable and accrued liabilities	49,048	42,355
Accrued interest payable	20,100	—
Customer deposit	20,000	—
Net cash used in operating activities	(676,128)	(58,749)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(181,208)	—
Net cash used in investing activities	(181,208)	—
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from convertible notes payable	515,000	50,000
Proceeds from loan payable - On the Move Systems Corp.	322,500	—
Proceeds from loan payable - shareholder	221,400	60,807
Repayments of vehicle loan	(3,916)	(342)
Repayments of loan payable - shareholder	(225,358)	(2,120)
Net cash provided by financing activities	829,626	108,345
INCREASE (DECREASE) IN CASH	(27,710)	49,596
CASH, BEGINNING	49,596	—
CASH, ENDING	\$ 21,886	\$ 49,596

Supplemental disclosure of cash flow information

Cash paid during the period for:		
Interest paid	\$ 3,442	\$ 1,183
Non cash financing transactions:		
Vehicle purchased by loan	\$ —	\$ 47,704

The accompanying notes are an integral part of these consolidated financial statements.

Robotic Assistance Devices, LLC

Notes to Financial Statements

June 30, 2017 and December 31, 2016

NOTE 1 – NATURE OF BUSINESS AND GOING CONCERN

Nature of Business Overview

Robotic Assistance Devices, LLC (the “Company”, “RAD”), was incorporated in the State of Nevada on July 26, 2016 as a LLC.

On July 25, 2017, Robotic Assistance Devices Corp. LLC converted to a C Corp, Robotic Assistance Devices, Inc through the issuance of its 10,000 authorized shares to its sole shareholder.

RAD rents artificial intelligence and robotic solutions for operational, security and monitoring needs. RAD also provides training on their systems. RAD is founded on the belief that next-generation robots can help organizations with patrolling and guard services at a drastically reduced cost. RAD robotic solutions are well-suited for use in multiple industries such as enterprises, government, transportation, critical infrastructure, education and healthcare.

Going Concern

The Company also remains highly dependent upon funding from non-operational sources. The Company’s financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has incurred net losses of approximately \$639,000 since inception, and has negative working capital of approximately \$39,000 and \$243,000 as of December 31, 2016 and June 30, 2017. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support The Company’s working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available the Company may be required to curtail or cease its operations.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation – The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars. The Company’s fiscal year end is December 31.

Use of Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

Cash and Cash Equivalents – The Company maintains various cash balances in one financial institution located in San Juan Capistrano, California. These balances are fully insured by the Federal Deposit Insurance Corporation, which insures up to \$250,000. On occasion, balances may temporarily exceed such coverage. The Company considers all highly liquid debt instruments, which could include commercial paper and certificates of deposits, with an original maturity of three months or less to be cash equivalents. Investments with maturities greater than three months and less than one year are classified as short term investments.

Prepaid Expenses and advances – Prepaid expenses and advances comprise the following:

	<u>June 30, 2017</u> <u>(unaudited)</u>	<u>December 31, 2016</u>
Prepaid robots	\$ 231,500	\$ 20,000
Employee advances	1,000	—
Total	<u>\$ 232,500</u>	<u>\$ 20,000</u>

Prepaid robots include deposits made on purchase of fixed assets to generate rental revenue.

Fixed Assets – Fixed assets are recorded at net book value, being original cost less accumulated depreciation and any write-downs for impairment. Depreciation of capital assets is recorded over the estimated useful lives of the assets as follows:

- Robots: Straight-line over 4 years
- R&D Equipment: Straight-line over 2 years
- Automobile: Straight-line over 3 years
- Leasehold Improvements: Straight-line over 5 years, the life of the lease

Fixed assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of capital assets may not be recoverable. The assets are impaired when the carrying value exceeds the sum of the undiscounted future cash flows expected from use and eventual disposal. If property and equipment is determined to be impaired, the impairment loss is measured at the excess of the carrying value over fair value. Assets to be disposed are classified as held for sale and are no longer depreciated. Assets held for sale are recognized at the lower of book value and fair value less cost of disposal.

Revenue Recognition – Revenue is recognized when persuasive evidence of an arrangement exists, goods are delivered for rental and/or services are rendered, sales price is determinable, and collection is reasonably assured.

Fair Value – ASC 820 defines fair value, establishes a framework for measuring fair value and disclosures about fair value measurements. It 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 which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities that are not active; and model-driven valuations whose inputs are observable or whose significant value drivers are observable. Valuations may be obtained from, or corroborated by, third-party pricing services.

Level 3: Unobservable inputs to measure fair value of assets and liabilities for which there is little, if any market activity at the measurement date, using reasonable inputs and assumptions based upon the best information at the time, to the extent that inputs are available without undue cost and effort.

Income Taxes – Income taxes are not provided in the financial statements as the Company is an LLC the income or loss flows through to the shareholder.

Related Party Transactions – The Company follows ASC 850, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions.

In accordance with ASC 850, the Company’s financial statements include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business, as well as transactions that are eliminated in the preparation of financial statements.

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Research and Development – Research and development costs are expensed in the period they are incurred in accordance with ASC 730, Research and Development unless they meet specific criteria related to technical, market and financial feasibility, as determined by management, including but not limited to the establishment of a clearly defined future market for the product, and the availability of adequate resources to complete the project. If all criteria are met, the costs are deferred and amortized over the expected useful life, or written off if a product is abandoned. At December 31, 2016 and June 30, 2017, the Company had no deferred development costs.

Recently Issued Accounting Pronouncements – The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company’s results of operations, financial position or cash flow.

NOTE 3 – CUSTOMER DEPOSITS

During the six months ended June 30, 2017 the Company received a \$20,000 deposit (period inception July 26, 2016 to December 31, 2016 - \$ nil) from a customer towards the rental of equipment which was delivered in July 2017.

NOTE 4 – FIXED ASSETS

Fixed Assets			June 30, 2017	December 31, 2016
	Cost	Accumulated Depreciation	Net Book Value	Net Book Value
Robots	\$ 160,721	\$ 20,090	\$ 140,631	\$ —
Vehicle	47,704	7,156	40,548	47,704
R&D - Equipment	12,827	3,207	9,620	—
Leasehold Improvements	7,660	766	6,894	—
Total	\$ 228,912	\$ 31,219	\$ 197,693	\$ 47,704

During the six months ended June 30, 2017 the Company recorded \$31,219 of depreciation expense (period inception July 26, 2016 to December 31, 2016 - \$ nil).

NOTE 5 – SHAREHOLDER LOAN

The sole shareholder (owner) loaned the Company money to pay for Company expenses. The loans are non-interest bearing and unsecured, with no specific terms of repayment or collateral. During the six months ended June 30, 2017 and the period July 26, 2016 inception to December 31, 2016 the shareholder loaned the Company \$221,400 and \$60,807, respectively and the Company made repayments in the amounts of \$225,358 and \$2,120, respectively. The balance of the amounts owed to the shareholder at June 30, 2017 and December 31, 2016 was \$54,729 and \$58,687, respectively.

NOTE 6 – LOAN PAYABLE - ON THE MOVE SYSTEMS CORP.

During the six months ended June 30, 2017 On the Move Systems (see Note 9) made a series of loans to the Company maturing in August and September 2017. The loans are non-interest bearing and unsecured. The total balance of the amounts owed on the loan payable to On the Move Systems Corp. at June 30, 2017 and December 31, 2016 was \$322,500 and nil, respectively. As of August 28, 2017 the Company is default of \$222,500 of these notes. The Company expects to resolve payment on these notes after the merger transaction described in Note 9 has taken place.

NOTE 7 – CONVERTIBLE DEBENTURES - NET

The Company has issued Convertible Debentures that bear interest at 8% per annum, payable in cash or shares, are unsecured and mature in four years. During the six month period ended June 30, 2017 the Company issued these Convertible Debentures with a face value of \$415,000, and for the period July 26, 2016 inception to December 31, 2016 the Company issued these Convertible Debentures with a face value of \$50,000 to investors which would be convertible into shares and warrants of the new acquired public entity with On the Move Systems Corp. after the transaction has taken place outlined in Note 9. (“Post-Merger”).

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As the above mentioned transaction with On the Move Systems Corp has not yet closed as of June 30, 2017, the note is not readily

convertible into common stock, thus not readily convertible into cash, and does not meet the net settlement criteria for derivative or beneficial conversion feature under ASC-815.

Each Debenture shall be convertible into Units (the "Units" of the Company ("Post-Merger") at The Conversion Price (defined below) comprised of one share of common stock of the Company ("Shares") and one half a warrant with a 3 year maturity ("Warrants"). Each warrant shall have and exercise price equal to 1.66 times the Conversion Price (defined below). Warrants are exercisable at the option of the Debenture holder at any time on or prior to Maturity.

For the Conversion Price, the debenture shall convert at a 35% discount to the 5 day average closing price immediately prior to the conversion date. The Debenture shall never convert at a conversion price higher than the Conversion Ceiling defined as follows:

\$3,000,000 divided by the total number of common shares outstanding is equal to the Conversion Price.

In addition, the Company has issued other Convertible Debentures in March 2017 with a face value of \$100,000 to an investor which would be convertible into shares of the Company Post-Merger. The Convertible Debentures bear interest at 10% per annum, payable in cash or shares, are unsecured and mature in three years.

For the Conversion Price, the debenture shall convert at a 40% discount to the 10 day average closing price immediately prior to the conversion date. The Debenture shall never convert at a conversion price higher than the Conversion Ceiling defined as follows:

\$5,000,000 divided by the total number of common shares outstanding is equal to the Conversion Price.

During the six months ended June 30, 2017 and the period July 26, 2016 inception to December 31, 2016 the Company issued Convertible Debentures of \$515,000 and \$50,000, respectively. The balance of the amounts owed to the Convertible Debenture holders at June 30, 2017 and December 31, 2016 was \$565,000 and \$50,000, respectively.

During the six months ended June 30, 2017 and the period July 26, 2016 inception to December 31, 2016 the Company has accrued interest expense of \$20,100 and nil, respectively.

NOTE 8 – VEHICLE LOAN

In December 2016, the Company entered into a vehicle loan secured by the vehicle for \$47,704. The loan is repayable over 5 years maturing November 9, 2021 and repayable \$ 1,019 per month including interest and principal. During the six months ended June 30, 2017 and Inception July 26, 2016 through December 31, 2016 the principal repayments were \$3,916 and \$342, respectively. The balance of the amounts owed on the vehicle loan at June 30, 2017 and December 31, 2016 was \$43,446 and \$47,362, respectively of which \$8,600 and \$7,700 is classified as current and \$34,846 and 39,662 as long-term, respectively.

NOTE 9 – COMMITMENTS

Down Payment on Purchase

During the six months ended June 30, 2017 the Company has paid fifty percent down payment totaling \$231,500 on fixed asset robot purchases and has committed to pay the remaining balance of fifty percent due totaling \$231,500 upon taking delivery of robots from a supplier.

Operating Lease

The Company's principal facility is located in Orange County, California. The lease agreement includes, escalating lease payments, renewal provisions and other provisions. The lease began in April 2017 and expires in March 2022. Security deposit of \$25,747 is recorded as long term asset as of June 30, 2017. The Company's lease is accounted for as operating leases. Rent expense is recorded over the lease terms on a straight-line basis. Rent expense was \$ 15,520 and nil for the six months ended June 30, 2017 and period inception July 26, 2016 to December 31, 2016, respectively.

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The Company's five year minimum payment is as follows:

At December 31, 2016 and June 30, 2017, future minimum payments are as follows:

At December 31, 2016	Vehicle Loan	Office Lease	Convertible note
12/31/2017	\$ 7,700	\$ 38,621	\$ —
12/31/2018	8,530	52,653	—
12/31/2019	9,443	54,233	—
12/31/2020	10,453	55,860	50,000
12/31/2021 and thereafter	11,236	72,025	—
Total	\$ 47,362	\$ 273,392	\$ 50,000

At June 30, 2017	Vehicle Loan	Office Lease	Convertible note
6/30/2018	\$ 8,600	\$ 51,881	\$ —
6/30/2019	8,975	53,437	—
6/30/2020	9,935	55,040	—
6/30/2021	10,999	56,691	565,000
6/30/2022 and thereafter	4,937	43,468	—
Total	\$ 43,446	\$ 260,517	\$ 565,000

NOTE 10 – SUBSEQUENT EVENTS

On July 25, 2017 the Company converted to a C Corp and changed its name to Robotic Assistance Devices Inc. through the issuance of 10,000 no par shares to its sole shareholder.

Effective August 28, 2017, On the Move Systems Corp completed the acquisition of 100% of the equity of Robotic Assistance Devices Inc. in a transaction that has been accounted for as a recapitalization of Robotic Assistance Devices Inc.

On the Move Systems Corp issued 3,350,000 shares of Series E Preferred Stock and 2,450 shares of Series F Preferred Stock to the sole shareholder of Robotic Assistance Devices in exchange for all of the Company's issued and outstanding 10,000 shares.

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Exhibit 99.2

On the Move Systems Corp.**Pro Forma Consolidated Financial Statements
December 31, 2016 and June 30, 2017****On the Move Systems Corp.****Pro Forma Consolidated Financial Statements
December 31, 2016 and June 30, 2017****Contents**

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**Pro-Forma Consolidated Balance Sheet
As at June 30, 2017
(Unaudited)**

	<u>On the Move Systems Corp.</u>	<u>Robotic Assistance Devices, Inc</u>	<u>Pro-forma Adjustments</u>	<u>C</u>
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	\$ 4,532	\$ 21,886	—	\$
Prepaid expenses, deposits and advances	—	258,247	—	—
Note receivable RAD	322,500	—	d) (322,500)	—
Note receivable	40,000	—	—	—
Total current assets	<u>367,032</u>	<u>280,133</u>	<u>(322,500)</u>	—
Total fixed assets-net	—	197,693	—	—
TOTAL ASSETS	<u>\$ 367,032</u>	<u>\$ 477,826</u>	<u>(322,500)</u>	<u>\$</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	\$ 104,213	\$ 91,402	c) \$ 34,000	\$
Customer deposit	—	20,000	—	—
Advances payable	1,594	—	—	—
Current portion of accrued interest payable	521,868	—	—	—
Current portion of convertible notes payable, net	1,836,914	—	—	—
Current portion of vehicle loan	—	8,600	—	—
Note payable to related party	68,000	—	—	—
Loan payable -On the Move Systems Corp	—	322,500	d) (322,500)	—
Shareholder loan	1,000	54,730	—	—
Derivative liability	22,564,175	—	—	—
Total current liabilities	<u>25,097,764</u>	<u>497,232</u>	<u>288,500</u>	—
Convertible notes payable, net	105,246	565,000	—	—
Accrued interest payable	50,304	20,100	—	—
Vehicle loan	—	34,846	—	—
TOTAL LIABILITIES	<u>25,253,314</u>	<u>1,117,178</u>	<u>(288,500)</u>	—
STOCKHOLDERS' DEFICIT				
Common Stock, \$0.001 par value; 480,000,000 shares authorized 39,721,804 shares issued and outstanding at June 30, 2017	39,722	—	a)	—
Series E Preferred Stock, \$0.001 par value; 4,350,000 shares authorized; 1,000,000 shares issued and outstanding at June 30, 2017	1,000	—	b)	3,350
Series F Convertible Preferred Stock, \$0.001 par value; 4,350 shares authorized; 1,000 shares issued and outstanding at June 30, 2017	1,000	—	b)	2,450
Preferred Stock, undesignated; 15,645,650 shares authorized; no shares issued and outstanding at June 30, 2017	—	—	—	—
Additional paid-in capital	(40,683,241)	—	b)	(5,800)
Retained Earnings	15,755,237	(639,352)	c)	(34,000)
			b)	15,755,237
Total stockholders' deficit	<u>(24,886,282)</u>	<u>(639,352)</u>	<u>(34,000)</u>	—
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 367,032</u>	<u>\$ 477,826</u>	<u>\$ (322,500)</u>	<u>\$</u>

The accompanying notes are an integral part of these financial statements.

On the Move Systems Corp.
Pro-Forma Consolidated Statements of Operations
For the Six Month Period Ended June 30, 2017
(Unaudited)

	<u>On the Move Systems Corp.</u>	<u>Robotic Assistance Devices, Inc</u>	<u>Pro-forma Adjustments</u>	<u>Pro- Consi State Ope</u>
REVENUES	\$ —	\$ 2,029	\$ —	\$ —
OPERATING EXPENSES				
General and administrative expenses	253,777	503,643	—	—
Research and development	—	1,873	—	—
Depreciation and Amortization	—	31,219	—	—
Total operating expense	<u>253,777</u>	<u>536,735</u>	<u>—</u>	<u>—</u>
Loss from operations	<u>(253,777)</u>	<u>(534,706)</u>	<u>—</u>	<u>—</u>
OTHER EXPENSE				
Interest expense	(301,622)	(23,542)	—	—
Prepayment penalty and other	(40,429)	—	—	—
Loss on derivative instruments	(10,866,837)	—	—	—
Total other expense	<u>(11,208,888)</u>	<u>(23,542)</u>	<u>—</u>	<u>—</u>
NET LOSS	<u>\$ (11,462,665)</u>	<u>\$ (558,248)</u>	<u>\$ —</u>	<u>\$ —</u>
NET LOSS PER COMMON SHARE –				
Basic and diluted	<u>\$ (0.48)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING –				
Basic and diluted	<u>23,807,818</u>	<u>—</u>	<u>—</u>	<u>—</u>

The accompanying notes are an integral part of these financial statements.

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On the Move Systems Corp.
Pro-Forma Consolidated Statements of Operations
For the Year Ended December 31, 2016
(Unaudited)

	<u>On the Move Systems Corp.</u>	<u>Robotic Assistance Devices, Inc</u>	<u>Pro-forma Adjustments</u>	<u>Pro- Consi State Ear</u>
REVENUES	\$ —	\$ —	\$ —	\$ —
OPERATING EXPENSES				
General and administrative expenses	432,315	49,349 c)	34,000	—
Research and development	—	30,572	—	—
Gain on disposal of fixed assets	(7,597)	—	—	—
Impairment of fixed assets	49,302	—	—	—
Total operating expenses	<u>474,020</u>	<u>79,921</u>	<u>34,000</u>	<u>—</u>
Loss from operations	<u>(474,020)</u>	<u>(79,921)</u>	<u>(34,000)</u>	<u>—</u>
OTHER INCOME (EXPENSE)				
Interest expense	(770,484)	(1,183)	—	—
Gain on financial derivatives	42,486,634	—	—	—
Gain on debt forgiveness	30,000	—	—	—
Loss on debt covenant violations	(43,000)	—	—	—
Total other income (expense)	<u>41,703,150</u>	<u>(1,183)</u>	<u>—</u>	<u>—</u>
NET EARNINGS (LOSS)	<u>\$ 41,229,130</u>	<u>\$ (81,104)</u>	<u>\$ (34,000)</u>	<u>\$ —</u>
NET LOSS PER COMMON SHARE –				
Basic	<u>\$ 4.47</u>	<u>N/A</u>	<u>\$ —</u>	<u>\$ —</u>
Diluted	<u>\$ 0.07</u>	<u>N/A</u>	<u>\$ —</u>	<u>\$ —</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING –				
Basic	<u>7,580,137</u>	<u>—</u>	<u>—</u>	<u>—</u>
Diluted	<u>492,480,090</u>	<u>—</u>	<u>—</u>	<u>—</u>

The accompanying notes are an integral part of these financial statements.

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On the Move Systems Corp.
Notes to Pro-Forma Consolidated Financial Statements
For the Six Month Period Ended June 30, 2017 and For the Year Ended December 31, 2016

1. Basis of Presentation

Effective August 28, 2017, On the Move Systems Corp completed the acquisition of 100% of the equity of Robotic Assistance Devices Inc. in a transaction that h accounted for as a recapitalization of Robotic Assistance Devices, Inc.

On the Move Systems Corp issued 3,350,000 shares of Series E Preferred Stock and 2,450 shares of Series F Preferred Stock to the sole shareholder of Robotic As Devices, Inc. in exchange for all of the Company's issued and outstanding 10,000 shares. In the pro forma unaudited consolidated financial statements, pro forma are made to reflect the financial position and results of operations of On the Move Systems Corp as the independent public operating entity.

The pro forma unaudited consolidated balance sheet of On the Move Systems Corp. (new corp) as at June 30, 2017 and the related pro forma unaudited consolidated statements of operations for the six-month period ended June 30, 2017 and for the year ended December 31, 2017 have been derived from using the unaudited interim and una

The unaudited pro forma combined balance sheet as of June 30, 2017 as well as the unaudited combined statements of operations for the year ended December 31, 2017 and the six months ended June 30, 2017, presented herein, gives effect to the Merger as if the transaction had occurred at the beginning of such period and includes certain adjustments within the Stockholder's Equity section that are directly attributable to the transaction.

The unaudited pro forma combined financial statements have been prepared for illustrative purposes only and are not necessarily indicative of the consolidated financial position or results of operations in future periods or the results that actually would have been realized had On the Move Systems Corp and Robotic Assistance Devices, Inc. been a combined company during the specified periods. The unaudited pro forma combined financial statements, including the notes thereto, are qualified in their reference to, and should be read in conjunction with, the historical financial statements of Robotic Assistance Devices, LLC included herein, and the historical financial statements of On the Move Systems Corp included in its Annual Report on Form 10-K for the year ended February 28, 2017 and its Quarterly Report on Form 10-Q for the three months ended May 31, 2017.

2. Pro-forma Assumptions and Adjustments

The accompanying pro forma unaudited consolidated financial statements of On the Move Systems Corp have been prepared to reflect the following assumptions and adjustments:

- a) The conversion of Robotic Assistance Devices Corp. LLC to Robotic Assistance Devices, Inc. which took place July 25, 2017 is assumed to take place at June 30, 2017. 10,000 authorized shares were issued to its sole shareholder. This has been subsequently eliminated as part of the acquisition.
- b) On the Move Systems Corp issued 3,350,000 shares of Series E Preferred Stock and 2,450 shares of Series F Preferred Stock to the sole shareholder of Robotic Assistance Devices, Inc. in exchange for all of the Company's issued shares.
- c) The Company's acquisition costs of \$34,000 are accrued for.
- d) Elimination of inter-company loan of \$322,550.

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EX-99 5 exhibit_99-3.htm PRESS RELEASE, DATED AUGUST 31, 2017

Exhibit 99.3

OMVS Announces Completion of Robotic Assistance Devices Acquisition

Reno NV, August 31, 2017 -- (MARKET WIRE) – On the Move Systems (OMVS: OTCPK) is pleased to announce that it has completed the 100% acquisition of Robotic Assistance Devices (RAD - www.roboticassistancedevices.com) (please refer to the 8K filed on www.sec.gov)

“We are very excited to have completed the acquisition of RAD,” said Garrett Parsons, president and CEO of OMVS, “RAD is off to a great start and we believe it has tremendous potential for success.”

“I look forward to working together with OMVS and having the opportunity to build RAD into a major player in the robotic guard market,” said Steve Reinharz, President and CEO of RAD, “We have made great progress to date and with the close of this acquisition we will be well positioned to accelerate our development and deliver significant growth milestones in the near future.”

RAD has commenced to deploy robots to end users. To date RAD has commitments for 62 robots for total contract values of approximately \$6 million.

RAD currently has signed agreements for 2 POC's with major companies.

RAD currently has a sales pipeline of over 50 Fortune 500 companies and over 25 qualified dealers and distributors that have a combined customer base of more than 35,000 end user corporations.

For further information please refer to www.sec.gov

CAUTIONARY DISCLOSURE ABOUT FORWARD-LOOKING STATEMENTS

This release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements in this news release other than statements of historical fact are “forward-looking statements” that are based on current expectations and assumptions. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the statements, including, but not limited to, the following: the ability of On the Move Systems to provide for its obligations, to provide working capital needs from operating revenues, to obtain additional financing needed for any future acquisitions, to meet competitive challenges and technological changes, and other risks. On the Move Systems undertakes no duty to update any forward-looking statement(s) and/or to confirm the statement(s) to actual results or changes in On the Move Systems expectations.

Investor Relations:

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