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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2025

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. **000-56253**

CHARGING ROBOTICS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

26-2274999

(I.R.S. Employer
Identification No.)

20 Raul Wallenberg Street

Tel Aviv, Israel, 6971916

(Address of principal executive offices)

(+972) 54 642-0352

(Registrant's telephone number, including area code)

CHARGING ROBOTICS INC. (Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

☐

Non-accelerated Filer

☒

Accelerated filer

☐

Smaller reporting company

☒

Emerging Growth company

☒

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

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

As of March 31, 2025, and May 15, 2025, there were 9,830,948 shares of common stock, \$0.0001 par value per share, issued and outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q of Charging Robotics Inc., a Delaware corporation (the “Company”), contains “forward-looking statements.” In some cases, you can identify forward-looking statements by terminology such as “may”, “will”, “should”, “could”, “expects”, “plans”, “intends”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of such terms and other comparable terminology. These forward-looking statements include, without limitation, statements about our market opportunity, our strategies, competition, expected activities and expenditures as we pursue our business plan, and the adequacy of our available cash resources. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Actual results may differ materially from the predictions discussed in these forward-looking statements. The economic environment within which we operate could materially affect our actual results. Additional factors that could materially affect these forward-looking statements and/or predictions include, among other things: the Company’s need for and ability to obtain additional financing and the demand for the Company’s products, and other factors over which we have little or no control; and other factors discussed in the Company’s filings with the Securities and Exchange Commission (“SEC”).

We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as required by law.

PART I – FINANCIAL INFORMATION**Item 1. Financial Statements.****CHARGING ROBOTICS INC.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As of March 31, 2025****U.S. dollars in thousands
(Except share and per share data)
(UNAUDITED)**

CHARGING ROBOTICS INC.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As of March 31, 2025

U.S. dollars in thousands
(Except share and per share data)
(UNAUDITED)

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CHARGING ROBOTICS INC.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands
(Except share and per share data)

	March 31, 2025	December 31, 2024
	(Unaudited)	(Audited)
ASSETS		
Current assets:		
Cash	\$ 281	\$ 175
Other accounts receivable	33	20
Loan to an affiliate (note 3)	75	64
Total current assets	<u>389</u>	<u>259</u>
Non-current assets:		
Investment in an affiliate (note 4)	69	73
Total non-current assets	<u>69</u>	<u>73</u>
TOTAL ASSETS	<u>\$ 458</u>	<u>\$ 332</u>
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$ 91	\$ 81
Receipt on account of shares	50	-
Other current liabilities	299	247
Short term loans	412	413
Payables to related parties (Note 4)	157	172
Total current liabilities	<u>1,009</u>	<u>913</u>
Non-current liabilities:		
Other non-current liabilities	\$ 32	\$ 32
Total liabilities	<u>\$ 1,041</u>	<u>\$ 945</u>
Stockholders' deficit (Note 6)		
Preferred shares, par value \$0.0001, 10,000,000 shares authorized, 0 shares issued and outstanding at March 31, 2025 and December 31, 2024	-	-
Common stock, par value \$0.0001, 2,990,000,000 shares authorized, 9,830,948 and 9,564,351 shares issued and outstanding at March 31, 2025 and December 31, 2024	1	1
Additional paid-in capital	2,579	2,324
Accumulated other comprehensive loss	(30)	(30)
Accumulated deficit	<u>(3,133)</u>	<u>(2,908)</u>
Total stockholders' deficit	<u>(583)</u>	<u>(613)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 458</u>	<u>\$ 332</u>

CHARGING ROBOTICS INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(UNAUDITED)

U.S. dollars in thousands
(Except share and per share data)

	Three months ended March 31,	
	2025	2024
Operating expenses:		
Research and development costs, net	\$ 72	\$ 63
General and administrative costs	149	119
Total operating expenses	<u>221</u>	<u>182</u>
Operating loss	<u>\$ (221)</u>	<u>\$ (182)</u>
Financial income, net	-	2
Equity in losses from investment in affiliate	<u>(4)</u>	<u>(18)</u>
Net loss	<u>\$ (225)</u>	<u>\$ (198)</u>
Other comprehensive income (loss)	<u>-</u>	<u>(2)</u>
Net comprehensive loss	<u>\$ (225)</u>	<u>\$ (200)</u>
Basic and diluted loss per common share	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>
Weighted average common shares outstanding	<u>9,615,321</u>	<u>9,151,040</u>

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

CHARGING ROBOTICS INC.
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
(UNAUDITED)

U.S. dollars in thousands
(Except share and per share data)

	<u>Common stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Number</u>	<u>Amount</u>	<u>Paid in</u>	<u>other</u>	<u>Deficit</u>	<u>Shareholders'</u>
			<u>capital</u>	<u>comprehensive</u>		<u>Deficit</u>
				<u>loss</u>		
Balance as of January 1, 2024	9,152,228	\$ 1	\$ 1,918	\$ (27)	(2,066)	\$ (174)
Stock-based compensation	-	-	1	-	-	1
Total comprehensive loss	-	-	-	(2)	(198)	(200)
Balance as of March 31, 2024	<u>9,152,228</u>	<u>\$ 1</u>	<u>\$ 1,919</u>	<u>\$ (29)</u>	<u>(2,264)</u>	<u>\$ (373)</u>

	<u>Common stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Number</u>	<u>Amount</u>	<u>Paid in</u>	<u>other</u>	<u>Deficit</u>	<u>Shareholders'</u>
			<u>capital</u>	<u>comprehensive</u>		<u>Deficit</u>
				<u>loss</u>		
Balance as of January 1, 2025	9,564,351	\$ 1	\$ 2,324	\$ (30)	(2,908)	\$ (613)
Issuance of common stock in a private placement offering	266,597	(*)	255	-	-	255
Total comprehensive loss	-	-	-	-	(225)	(225)
Balance as of March 31, 2025	<u>9,830,948</u>	<u>\$ 1</u>	<u>\$ 2,579</u>	<u>\$ (30)</u>	<u>(3,133)</u>	<u>\$ (583)</u>

CHARGING ROBOTICS INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
U.S. dollars in thousands
(Except share and per share data)

For the three months
ended
March 31,

2025	2024
------	------

CASH FLOWS FROM OPERATING ACTIVITIES:

Net loss	\$ (225)	\$ (198)
Adjustments to reconcile net loss to net cash (used) in operating activities:		
Stock-based compensation expense	-	1
Equity in losses from investment in affiliate	4	18
Non-cash interest expenses (income)	(3)	1
Changes in operating assets and liabilities:		
Decrease (increase) in other accounts receivable	(13)	15
Increase (decrease) in payables to related parties	(15)	18
Decrease in accounts payable	10	25
Increase in other current liabilities	52	21
Net cash used in operating activities	(190)	(99)

CASH FLOWS FROM INVESTING ACTIVITIES:

Investment in intangible asset	-	(4)
Net cash used in investing activities	-	(4)

CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from short-term loans received	-	95
Loans to an affiliate	(10)	-
Proceeds on account of shares	50	-
Proceeds from issuance of common stock in a private placement offering	256	-
Net cash provided by financing activities	296	95
Net Increase (decrease) in cash	116	(8)
Cash at beginning of year	175	8
Cash at end of period	\$ 281	\$ -

See accompanying Notes to Condensed Consolidated Financial Statements

CHARGING ROBOTICS INC.
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands
(Except share and per share data)

NOTE 1 – GENERAL

- A. Charging Robotics Inc. (the “Company”) was incorporated in the State of Delaware on March 25, 2008. On April 23, 2024, the Company changed its name to Charging Robotics Inc. from Fuel Doctor Holdings, Inc.
- B. On March 28, 2023, the Company entered into a Securities Exchange Agreement (the “Acquisition Agreement”) with the stockholders of Charging Robotics Ltd. (“CR Ltd.”). Pursuant to the Acquisition Agreement, at the closing, which occurred on April 7, 2023 (the “Closing”), the Company acquired 100% of the issued and outstanding stock of CR Ltd. (the “Acquisition”), making CR Ltd. a wholly owned subsidiary of the Company, in exchange for the issuance of a total of 6,146,188 newly-issued shares of common stock to the former shareholders of CR Ltd.

The transactions arising from the Acquisition Agreement were accounted for as a reverse recapitalization. CR Ltd. was determined to be the “accounting acquirer” in the reverse recapitalization because (1) the former shareholders of CR Ltd., as a group, received the largest ownership interest in the Company, based upon the 6,146,188 shares of common stock issued at the Closing, and the 6,150,000 warrants exercisable at par, and (2) most significantly, the fact that the Acquisition Agreement expressly provided that a majority of the Company’s board of directors will be appointed by the former shareholders of CR Ltd. The Company’s financial statements represent a continuation of the financial statements of CR Ltd. with the acquisition of Fuel Doctor Holding Inc.’s net assets.

CR Ltd. was formed in February 2021, as an Israeli corporation, with the main goal of developing an innovative wireless electric vehicles (EV) charging technology. At the heart of the technology is a wireless power transfer module that uses resonance coils to transfer electricity wirelessly. This module can be used for various products such as robotic and stationary platforms. The robotic platform includes a component which is small enough to fit under the vehicle, and which automatically positions itself for maximum-efficiency charging, and upon charging completion automatically returns to its docking station. CR Israel also developed a Wireless EV Charging System for automatic parking lots based on our wireless electricity transfer module.

- C. During the three months ended March 31, 2025, the Company issued a total of 154,908 newly issued shares of common stock in a private placement offering total proceeds of \$256. The Company also issued 111,689 shares as finders’ fees for past private placement offerings.
- D. The condensed consolidated financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and meet its obligations in the normal course of business for the foreseeable future.

Since its inception, the Company has devoted substantially all its efforts to research and development. The Company has incurred operating losses since its inception and expects to continue to incur operating losses for the near-term. As of March 31, 2025, the Company had an accumulated deficit of approximately \$3,133. The extent of the Company’s future operating losses and the timing of becoming profitable are uncertain. Management expects the Company to continue to generate substantial operating losses and to continue to fund its operations primarily through utilization of its current financial resources and through additional raises of capital.

Such conditions raise substantial doubts about the Company’s ability to continue as a going concern. Management’s plan includes raising funds from outside potential investors. However, there is no assurance such funding will be available to the Company or that it will be obtained on terms favorable to the Company or will provide the Company with sufficient funds to meet its objectives. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of assets, carrying amounts or the amount and classification of liabilities that may be required should the Company be unable to continue as a going concern.

CHARGING ROBOTICS INC.
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands
(Except share and per share data)

NOTE 2 – UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS

a. Unaudited Interim Financial Statements

The accompanying unaudited interim condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of U.S. Securities and Exchange Commission Regulation S-X. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included (consisting only of normal recurring adjustments except as otherwise discussed). For further information, reference is made to the consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

Operating results for the three months ended March 31, 2025, are not necessarily indicative of the results that may be expected for the year ending December 31, 2025.

b. Significant Accounting Policies

The significant accounting policies followed in the preparation of these unaudited interim condensed consolidated financial statements are identical to those applied in the preparation of the latest annual financial statements.

c. Recent Accounting Standards

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the Company’s condensed financial statements.

d. Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

CHARGING ROBOTICS INC.
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands
(Except share and per share data)

NOTE 3 – INVESTMENT IN AFFILIATED COMPANY

- a. On April 24, 2021 (“Closing Date”), CR Israel invested \$250 and purchased 19.99% of the share capital of Revoltz Ltd (“Revoltz”), an Israeli private company focusing on research, development and production of micro-mobility vehicles for the urban environment for the business and the private markets.
- b. On July 28, 2022, CR Israel entered into a convertible loan agreement with Revoltz pursuant to which CR Israel invested an amount of \$60 in Revoltz (the “Loan Principal Amount”). In addition, Charging Robotics provided Revoltz further lending of up to \$340 (the “Additional Amount”, and together with the Loan Principal, the “Total Loan Amount”). The Total Loan Amount shall carry interest at the minimum rate prescribed by Israeli law.

The Total Loan Amount shall be converted into shares of Revoltz, upon the occurrence of any of the following events (each a “Trigger Event”):

- i) The consummation of funding by Revoltz of an aggregate amount of \$1,000 at a pre-money Revoltz valuation of at least \$7,000 (in the form of SAFE, equity or otherwise);
- ii) Revoltz has generated an aggregate of \$1,000 or more in revenue.

In the event that a Trigger Event shall not have occurred on or prior to the 24-month anniversary of the date on which the Loan Principal Amount is actually extended to Revoltz, the Loan shall be due and repayable by Revoltz to the Company.

On March 31, 2025, the balance of the Loan Principal Amount granted and accrued interest, was \$64. To date, no Additional Amounts have been funded.

- c. On January 9, 2025, (“Closing Date 2”) CR Israel entered into a second loan agreement (“the Second Loan”) with Revoltz pursuant to which CR Israel will provide a loan to Revoltz in an amount of up to \$50 (the “Loan Principal Amount”). In addition, Charging Robotics provided Revoltz with an upfront lending of \$10. The Total Loan Amount shall carry interest at the Prime rate prescribed by Israeli law, and become due upon the earlier of closing a merger agreement between the Company and Revoltz, or after twelve months from the Closing Date 2.

On March 31, 2025, the balance of the Loan Principal Amount granted and accrued interest was \$10.

- d. The following table summarizes the equity method accounting for the investment in Revoltz:

Balance January 1, 2024	110
Share in losses of affiliated company	(36)
Foreign currency translation	(1)
Balance December 31, 2024	73
Share in losses of affiliated company	(4)
Foreign currency translation	-
Balance March 31, 2025	69

CHARGING ROBOTICS INC.
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands
(Except share and per share data)

NOTE 4 – RELATED PARTIES

- a. In support of the Company’s efforts and cash requirements, the Company may rely on advances from related parties until such a time that the Company can support its operations or attains adequate financing through sales of stock or traditional debt financing. There is no formal written commitment for continued support by related parties.

() Payables to related parties:

	March 31, 2025	December 31, 2024
Consulting Fees to executive officers	\$ 15	\$ 26
Directors	84	88
Xylo (see note 5c)	58	58
	<u>\$ 157</u>	<u>\$ 172</u>

- b. The Company currently operates out of an office of a related party free of rent.
- c. As of January 1, 2023, CR Ltd. owed to Xylo Technologies Ltd. (“Xylo”), a related party, who holds the majority of the Company’s common stock, \$550 (the “Xylo Loan”). The Xylo Loan bears interest in accordance with section 3(i) of the Israeli tax code (2.42% annually during 2022) and no fixed date for repayment has been determined. On January 1, 2023, CR Ltd. and Xylo signed an agreement to amend the terms of the Xylo Loan (the “Xylo Loan Agreement”). Pursuant to the Xylo Loan Agreement, the interest rate remains unchanged, and the principal and interest is payable in cash or shares, or a combination thereof by June 30, 2023. On April 4, 2023, the Xylo Loan balance was \$553. The \$509 of the Xylo Loan was converted into 28 shares of CR Ltd. (representing 1,206,834 shares of the Company) and the remaining Xylo Loan balance becomes payable in cash. The Company is in discussions with Xylo to extend the repayment date of the remaining Xylo Loan balance.

CHARGING ROBOTICS INC.
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands
(Except share and per share data)

NOTE 6 – COMMON STOCK AND PREFERRED STOCK

a. As of March 31, 2025, and December 31, 2024, the Company's share capital is composed as follows:

	March 31, 2025		December 31, 2024	
	Authorized	Issued and outstanding	Authorized	Issued and outstanding
Shares of common stock ("Shares")	50,000,000	9,830,948	50,000,000	9,564,351
Preferred shares	10,000,000	-	10,000,000	-

On March 22, 2022, the Company amended its Certificate of Incorporation and increased the number of authorized shares to 3,000,000,000 shares with a par value of \$0.0001 of which 2,990,000,000 shares were be common stock with a par value of \$0.0001 and 10,000,000 shares were preferred share with a par value of \$0.0001.

On December 2, 2024, the Company amended its Certificate of Incorporation and decreased the number of authorized shares to 60,000,000 shares with a par value of \$0.0001 of which 50,000,000 shares are common stock with a par value of \$0.0001 and 10,000,000 shares are preferred shares with a par value of \$0.0001.

There were no preferred shares outstanding as of March 31, 2025, and December 31, 2024.

Each common stock is entitled to receive dividends, participate in the distribution of the Company's net assets upon liquidation and to receive notices of participation and voting (at one vote per share) at the general meetings of the Company's shareholders on any matter upon which the general meeting is authorized to be held.

Pursuant to Note 1, upon the consummation of the Acquisition Agreement, CR Ltd. became a wholly-owned subsidiary of the Company and former shareholders of CR Ltd. received 72.88% of the issued and outstanding common stock of the Company. On April 4, 2023, the Acquisition closed, and the former shareholders of CR Ltd. were issued 6,146,188 common stock of the Company.

On April 3, 2023, prior to the Closing of the Acquisition Agreement (see Note 1), CR Ltd. issued an aggregate of 15 shares of CR Ltd., representing 628,045 common stock of the Company, in respect of stock options exercised by stock option holders, for total proceeds of \$91.

On April 3, 2023, prior to the Closing of the Acquisition Agreement, the Company issued 28 shares of CR Ltd., representing 1,206,834 shares of the Company, in respect of a conversion of a from a related party (see Note 6c).

On April 6, 2023, the Company issued a total of 910,000 common stock to three investors for the total amount of \$501.

On July 4, 2023, the Company approved its 2023 Equity Incentive Plan (the "Plan") for the directors, officers, consultants and employees of the Company and its subsidiaries. The maximum number of stock options and restricted share units ("RSU") issuable under the Plan is 1,372,656 shares of the outstanding common stock of the Company. As of the date of this report, no stock options or RSUs have been issued under the Plan.

In December 2024, the Company issued 412,123 shares of common stock in a private placement offering for a total of \$410.

CHARGING ROBOTICS INC.
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands
(Except share and per share data)

During the three-month period ended March 31, 2025, the Company issued 154,908 shares of common stock in a private placement offering for a total of \$256. The Company also issued 111,689 shares of common stock in respect of finders' fees for past private placement offerings.

b. Warrants:

1. Pursuant to the Acquisition, the Company issued to the former shareholders of CR Ltd. 6,150,000 warrants, which warrants are exercisable upon the Company achieving each of the three (3) performance milestones (collectively, the "Earn Out Milestones") as follows:

- (i) In-house demonstration for automatic robotic charging of an electric vehicle – until December 31, 2025.

- (ii) Conditional Purchase Order for first system for automatic car parks – until December 31, 2025.

- (iii) Commercial agreement for pilot with an organization which was approved by the Company's board – until December 31, 2025.

Without limiting the generality of the Earn Out Milestones, all of the warrants will become immediately exercisable upon the Company's successfully listing its common stock on the Nasdaq Stock exchange.

2. On June 20, 2024, the Company issued 122,831 warrants to Automax Motors Ltd. (the "Automax Warrants") with an exercise price of \$12.82 in exchange for services received. The Automax Warrants expire on September 20, 2027. The Automax Warrants were accounted for as stock-based compensation. The fair value of the Automax Warrants was \$19, using the Black-Scholes warrant pricing model using the following assumptions:

	June 20, 2024
Company common stock price	\$ 0.55
Exercise price	\$ 12.82
Dividend yield	0%
Risk-free interest rate	4.46%
Expected term (in years)	3.25
Volatility	125%

c. Stock options in the Company:

As of March 31, 2025, and December 31, 2024, there are no outstanding options in the Company

NOTE 7 – SUBSEQUENT EVENTS

In accordance with ASC 855 "Subsequent Events" the Company evaluated subsequent events through the date the condensed consolidated financial statements were issued. The Company concluded that no other subsequent events have occurred that would require recognition or disclosure in the condensed consolidated financial statements.

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

The following discussion and analysis should be read in conjunction with, and is qualified in its entirety by, our consolidated financial statements (and notes related thereto) and other more detailed financial information appearing elsewhere in this Quarterly Report on Form 10-Q. Consequently, you should read the following discussion and analysis of our financial condition and results of operations together with such financial statements and other financial data included elsewhere in this Quarterly Report on Form 10-Q. Some of the information contained in this discussion and analysis are set forth elsewhere in this prospectus, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section of our most recent Annual Report on Form 10-K for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Statements in this section and elsewhere in this Form 10-Q that are not statements of historical or current fact constitute "forward-looking" statements.

All information in this Quarterly Report on Form 10-Q relating to shares or price per share reflects the 1-for-150 reverse stock split effected by us on August 28, 2023, with the shares beginning trading on a post-split basis on the OTC Market on April 23, 2024.

OVERVIEW OF OUR PERFORMANCE AND OPERATIONS***Recent Developments***

Our current product, for which we have received initial orders from 3 different APS suppliers, is a system for wireless charging of EV in Automatic Parking Facilities (APFs). This product solves a big problem inherent to APFs. Since the parking area is not accessible, the driver can not connect a charging cable when the car is parked in its final position. Upon arrival at the APF, the driver parks the EV on a plate used by the APF to transport the EV to the final parking location. The EV remains on the plate until it is retrieved by the APF when the driver wants to leave the parking. When a driver parks the EV on this plate, they connect a regular charging cable between the EV charging port and a socket installed on the plate. We pre install a wireless electricity receiver on this plate and a wireless electricity transmitter in the final parking position. As the plate and the EV arrive at the final parking position, the system senses the transmitter and receiver are in proximity and the charging process begins. The electricity is transmitted between the building and the plate in a wireless manner – over a distance of about 40mm. the entire process is automatic. Our system is installed in two parts. The electricity receiving component is installed on the plate and consists of a receiving coil and supporting electronics and a socket where the driver connects a cable to the charging socket of the EV. The system's transmitting component is installed in the APF facility and consists of a transmitting coil and the supporting electronics. As the driver parks the EV and connects the cable from the plate to the EV, he initiates the charging process using our mobile application. Once initiated, the system goes into standby mode. Upon the plate arriving at its final parking location, charging of the EV begins. When the plate and EV are in the final parking position, the transmitting coil and the receiving coil are in proximity and by way of electromagnetic induction, electricity passes from the stationary part (transmitting) of the system to the moving (receiving) part of the system. This enables the charging of EVs in places where drivers can not enter and manually connect a plug. We have received orders for this system from 3 different customers, all APF providers in Israel. These customers include Electra parking solutions, Parkomot and Parking Design. Electra placed an order for a 2 systems (each consists of 1 transmitter and 1 receiver) which will be installed in 2 parking locations, Parkomot for 1 system and parking design for 12 systems. The Electra system has been installed in a robotic (automatic) parking system in Tel Aviv. The system started initial testing and additional tests will be done once the parking facility is complete and can accommodate electric vehicles. The Parkomot system is intended to be installed during May/June 2025 and the parking design systems are planned to be installed in Q1 2026. The system ASP (average selling price) is about \$3,000 US.

The Company's expected timeframe to receive regulatory approval for this product from the Israel Standardization Institute has been further delayed, with the new expected timing for approval to occur by Q2 2026.

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In January 2025 we moved to a new office and production space located “The Rupin Technological Campus” about 40km north of Tel Aviv. This facility allows us to manufacture the systems required for installation in the near future and at a capacity of up to 10 systems / month. We are in the process of hiring additional engineers and technicians to support manufacturing.

During three-month period ended March 31, 2025, the Company issued 154,908 shares of common stock in a private placement offering for a total of \$256. The Company also issued 111,689 shares of common stock in respect of finders’ fees for past private placement offerings.

Results of Operations for the three months ended March 31, 2025 and March 31, 2024

Operating Expenses and Revenues

Our current operating expenses consist of two components — research and development costs, net, and general and administrative costs. We have not generated revenues for the years ended December 31, 2024, and December 31, 2023, respectively.

Research and development costs, net

Research and development costs, net for the three months ended March 31, 2025, amounted to \$72 thousand, compared to \$63 thousand for the three months ended March 31, 2024. The increase is mainly due to an increase in raw materials, which amounted to \$22 thousand during the three months ended March 31, 2025, compared to \$6 thousand during the three months ended March 31, 2024. The increase in raw materials is due to the development of the pilot project.

General and administrative costs

General and administrative costs for the three months ended March 31, 2025, amounted to \$149 thousand, compared to \$119 thousand for the three months ended March 31, 2024. The increase is due to mainly to an increase in audit expenses

Liquidity and Capital Resources

As of March 31, 2025, and December 31, 2024, the Company’s cash balance was \$281 thousand and \$175 thousand, respectively.

As of March 31, 2025, and December 31, 2024, the Company’s total assets were \$458 thousand and \$332 thousand, respectively.

As of March 31, 2025, the Company had total liabilities of \$1,041 thousand that consisted of \$390 thousand in accounts payable and accrued liabilities, \$157 thousand in related parties, \$32 thousand in deferred revenues, \$50 thousand in receipts on account of shares and \$412 thousand in short term loans.

As of December 31, 2024, the Company had total liabilities of \$945 thousand that consisted of \$328 thousand in accounts payable and other current liabilities, \$172 thousand in payables to related parties, \$32 thousand in other non-current liabilities and \$413 thousand in short term loans.

As of March 31, 2025, the Company had a negative working capital of \$620 thousand. As of December 31, 2024, the Company had negative working capital of \$654 thousand.

The Company's operating budget needs to include the planned costs to operate its business, including amounts required to fund the working capital and capital expenditure. The Company's future capital requirements and the adequacy of its available funds will depend on many factors, including the Company's ability to successfully commercialize its products and services, competing technological and market developments, and the need to enter into collaborations with other companies or acquire other companies or technologies to enhance or complement its product and service offerings. The Company may be unable to raise sufficient additional capital when it needs it or raise capital on favorable terms. Future financing may require the Company to pledge certain assets and enter into covenants that could restrict certain business activities or its ability to incur further indebtedness and may contain other terms that are not favorable to its shareholders or to the Company. If the Company is unable to obtain adequate funds on reasonable terms, it may be required to significantly curtail or discontinue operations or obtain funds by entering into financing agreements on unattractive terms.

Working Capital and Cash Flows (in thousands of U.S. Dollars)

Working Capital

	March 31, 2025	December 31, 2024
Current Assets	\$ 389	\$ 259
Current Liabilities	1,009	913
Working Capital (deficit)	<u>\$ (620)</u>	<u>\$ (654)</u>

Cash Flows

	March 31, 2025	March 31, 2024
Cash flows (used) generated in operating activities	\$ (190)	\$ (99)
Cash flows used in investing activities	-	(4)
Cash flows from financing activities	296	95
Net increase (decrease) in cash during the period	<u>\$ 116</u>	<u>\$ (8)</u>

Cash Flows from Operating Activities

During the three months ended March 31, 2025, we had negative cash flow from operations of \$190 thousand compared to a negative cashflow of \$99 thousand for the three months ended March 31, 2024. The increase resulted mainly from an increase in net loss and changes in non-cash working capital.

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Cash Flows from Investing Activities

During the three months ended March 31, 2025, we had nil cash flow from investing activities, compared to negative cash flow of \$4 cash flow from investing activities for the three months ended March 31, 2024.

Cash Flows from Financing Activities

During the three months ended March 31, 2025, we had a positive cash flow from financing activities of \$296 thousand, compared to \$95 thousand for the three months ended March 31, 2024. The increased cash flow from financing activities in the three months ended March 31, 2025, resulted mainly from the issuance of shares of common stock in a private placement offering for a total of \$256 thousand and additional \$50 thousand for which the Company has yet to issue shares.

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. It is reasonably possible that actual experience could differ from the estimates and assumptions utilized which could have a material impact on the financial statements. The following is a summary of our significant accounting estimates, and critical issues that impact them:

Accounting for stock-based compensation

We grant equity-based awards under share-based compensation plans. We estimate the fair value of share-based payment awards using the Black-Scholes option valuation model. The Black-Scholes option valuation model requires the input of subjective assumptions, including price volatility of the underlying stock, risk-free interest rate, dividend yield, and expected life of the option. Because the Company did not have a trading history of its common stock, the expected volatility was derived from the average stock volatilities of similar public companies within the Company's industry that we considered to be comparable to our business over a period equivalent to the expected term of the stock option and warrants granted. Changes in assumptions used under the Black-Scholes option valuation model could materially affect our net loss and net loss per share.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

Default on Notes

There are currently no notes in default.

Other Contractual Obligations

As of March 31, 2025, we did not have any contractual obligations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

ITEM 4. CONTROLS AND PROCEDURES.Evaluation of Disclosure Controls and Procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Disclosure controls and procedures include, without limitation, means controls and other procedures that are designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms and (ii) accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, because of the Company’s limited resources and lack of employees, management, including our chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were ineffective as of March 31, 2025.

Management has identified control deficiencies regarding inadequate accounting resources, the lack of segregation of duties and the need for a stronger internal control environment. Management of the Company believes that these material weaknesses are due to the small size of the Company’s outsourced accounting staff. The small size of the Company’s accounting outsourced staff may prevent adequate controls in the future due to the cost/benefit of such remediation.

To mitigate the current limited resources and limited employees, we rely heavily on direct management oversight of transactions, along with the use of external legal and accounting professionals. As we grow, we expect to increase our number of employees, which will enable us to implement adequate segregation of duties within the internal control framework.

These control deficiencies could result in a misstatement of account balances that would result in a reasonable possibility that a material misstatement to our consolidated financial statements may not be prevented or detected on a timely basis. In light of this material weakness, we performed additional analyses and procedures in order to conclude that our consolidated financial statements for the three months ended March 31, 2025, included in this Quarterly Report on Form 10-Q were fairly stated in accordance with GAAP. Accordingly, management believes that despite our material weaknesses, our consolidated financial statements for the three months ended March 31, 2025, are fairly stated, in all material respects, in accordance with GAAP.

Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company’s principal executive and financial officers and effected by the Company’s board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In connection with this assessment, the Company reports the material weakness, as described below, in internal control over financial reporting as of December 31, 2024. Management has identified material weaknesses regarding inadequate accounting resources, the lack of segregation of duties and the need for a stronger internal control environment. Management of the Company believes that these material weaknesses are due to the small size of the Company's outsourced accounting staff. The small size of the Company's accounting outsourced staff may prevent adequate controls in the future due to the cost/benefit of such remediation. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement for the annual or interim financial statements will not be prevented or detected on a timely basis. Because of the material weakness described above, and based on management's assessment, as of March 31, 2025, the Company's internal control over financial reporting was not effective.

Notwithstanding the material weakness, we believe that our financial statements contained in this report fairly present our financial position, results of operations and cash flows for the periods covered by this report in all material respects.

Our management has initiated steps and plans to take additional measures to remediate the underlying causes of the material weakness.

Planned Remediation of Material Weaknesses

Our management has been actively engaged in developing and implementing remediation plans to address the material weaknesses described above. These remediation efforts are ongoing and include or are expected to include:

- Engaging internal control consultants to assist us in performing a financial reporting risk assessment as well as identifying and designing our system of internal controls necessary to mitigate the risks identified;
- Preparation of written documentation of our internal control policies and procedures;
- Until we have sufficient technical accounting resources, we have engaged external consultants to provide support and to assist us in our evaluation of more complex applications of GAAP.

We continue to enhance corporate oversight over process-level controls and structures to ensure that there is appropriate assignment of authority, responsibility, and accountability to enable remediation of our material weaknesses. We believe that our remediation plan will be sufficient to remediate the identified material weaknesses and strengthen our internal control over financial reporting. As we continue to evaluate, and work to improve, our internal control over financial reporting, management may determine that additional measures to address control deficiencies or modifications to the remediation plan are necessary.

Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include, but are not limited to, the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting

No changes in the Company's internal control over financial reporting have come to management's attention during the three months period ended March 31, 2025, that have materially affected, or are likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are not aware of any pending or threatened legal proceedings involving our Company or its assets.

ITEM 1A. RISK FACTORS

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 1A.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

During the quarter ended March 31, 2025, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” (in each case, as defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS.

Exhibit Number	Description
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
EX-101.INS	Inline XBRL Instance Document*
EX-101.SCH	Inline XBRL Taxonomy Extension Schema Document*
EX-101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document*
EX-101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document*
EX-101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document*
EX-101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document*
EX-104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)*

* The XBRL related information in Exhibit 101 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

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SIGNATURES

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

CHARGING ROBOTICS INC.

Date: May 15, 2025

By: /s/ Hovav Gilan
Name: Hovav Gilan
Title: Chief Executive Officer
(Principal Executive Officer)

By: /s/ Gadi Levin
Name: Gadi Levin
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

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Exhibit 31.1

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Hovav Gilan, Chief Executive Officer, of Charging Robotics Inc. (the “Company”), certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Company for the quarter ended March 31, 2025;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the Company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this quarterly report based on such evaluation; and
 - d. disclosed in this quarterly report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on the Company’s most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of Company’s board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 15, 2025

By: /s/ Hovav Gilan
 Hovav Gilan
 Chief Executive Officer

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Exhibit 31.2

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Gadi Levin, Principal Financial Officer of Charging Robotics Inc. (the "Company"), certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Company for the quarter ended March 31, 2025;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this quarterly report based on such evaluation; and
 - d. disclosed in this quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on the Company's most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: May 15, 2025

By: /s/ Gadi Levin
 Gadi Levin
 Principal Financial Officer

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Exhibit 32.1

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,
18 U.S.C. Section 1350**

I, Hovav Gilan, Chief Executive Officer of Charging Robotics Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, to my knowledge that:

1. the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2025

By: /s/ Hovav Gilan
Hovav Gilan
Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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Exhibit 32.2

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,
18 U.S.C. Section 1350**

I, Gadi Levin, Principal Financial Officer of Charging Robotics Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, to my knowledge that:

1. the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2025

By: /s/ Gadi Levin
Gadi Levin
Principal Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.