OAKMONT MINERALS CORP.

(Formerly Oakmont Capital Corp.)

CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

May 31, 2014

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3(a)), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Oakmont Minerals Corp.
(Formerly Oakmont Capital Corp.)
Consolidated Condensed Interim Statements of Financial Position
As at May 31, 2014 and February 28, 2014
Expressed in Canadian Dollars

		May 31, 2014		February 28, 2014
Assets				
Current				
Cash	$	21,826	$	119,785
HST/GST recoverable		8,078		28,780
Bond deposit		1,689		1,689
Loan receivable (Note 4)		200,000		200,000
Interest receivable		10,701		5,478
Deferred costs (Note 4)		103,085		19,050
		345,379		374,782
Exploration and evaluation costs (Note 3)		661,092		691,049
Mineral Claims		29,957		-
	$	1,036,428	$	1,065,831
Liabilities				
Current				
Accounts payable and accrued liabilities	$	55,018	$	27,160
Advances from a related party (Note 11)		18,725		55,724
		73,743		82,884
Shareholders' Equity				
Share capital				
Share capital (Note 5)		1,352,158		1,240,517
Deficit		(389,473)		(369,211)
		962,685		982,947
	$	1,036,428	$	1,065,831

Approved on behalf of the Board of Directors:

"Fraser Atkinson"
…… Director

"Mark Achtemichuk"
…… Director

See notes to consolidated condensed interim financial statements.

Oakmont Minerals Corp.
(Formerly Oakmont Capital Corp.)
Consolidated Condensed Interim Statements of Operations and Comprehensive Loss
For the Three Months Ended May 31, 2014 and 2013
Expressed in Canadian Dollars

	May 31, 2014	May 31, 2013
Revenues		
Interest income	5,223	
Expenses		
Office and administration	7,279	10,401
Professional fees	471	5,287
Travel	7,007	5,907
Foreign Exchange	4,061	-
Rent	6,668	-
Total expenses	25,486	21,595
Loss and comprehensive loss for the period	$ 20,262	$ 21,595
Basic and diluted loss per share	$ 0.00	$ 0.00
Weighted average number of shares outstanding	12,252,000	6,800,000

See notes to consolidated condensed interim financial statements.

Oakmont Minerals Corp.
(formerly Oakmont Capital Corp.)
Consolidated Condensed Interim Statements of Changes in Equity
For the Three Months Ended May 31, 2014 and 2013
Expressed in Canadian Dollars

	Share Capital		Reserves		
	Number	Amount	Equity settled share-based payments	Deficit	Total
Balance, February 28, 2013	**6,800,000**	**$ 422,717**	**$ 58,636**	**$ (174,558)**	**$ 306,795**
Net and comprehensive loss for the period	-	-		(21,595)	(21,595)
Balance, May 31, 2013	**6,800,000**	**$ 422,717**	**$ 58,636**	**$ (196,153)**	**$ 285,200**
Balance, February 28, 2014	**12,252,000**	**$ 1,240,517**	**$ 111,641**	**$ (369,211)**	**$ 982,947**
Net and comprehensive loss for the period	-	-		(20,262)	(20,262)
Balance, May 31, 2014	**12,252,000**	**$ 1,240,517**	**$ 111,641**	**$ (389,473)**	**$ 962,685**

See notes to consolidated condensed interim financial statements.

Oakmont Minerals Corp.
(formerly Oakmont Capital Corp.)
Consolidated Condensed Interim Statements of Cash Flows
For the Three Months Ended May 31, 2014 and 2013
Expressed in Canadian Dollars

	May 31, 2014	May 31, 2013
Operating Activities		
Net (loss) for the period	$ (20,262)	$ (21,595)
Changes in non-cash operating working capital items:		
Accounts receivable	20,703	-
Accounts payable and accrued liabilities	(10,133)	8,375
HST/GST recoverable	(5,223)	(5,151)
	(14,915)	(18,371)
Investing Activities		
Deferred costs	(41,984)	(25,683)
	(41,984)	(25,683)
Financing Activities		
Advances from a related party	(41,060)	-
	(41,060)	-
Decrease in Cash	(97,959)	(44,054)
Cash beginning of the period	119,785	269,987
Cash end of the period	$ 21,826	$ 225,933
Supplemental Information		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -

See notes to consolidated condensed interim financial statements.

1. Incorporation and Continuance of Operations

Oakmont Minerals Corp. (formerly Oakmont Capital Corp.) (the "Company" or "Oakmont") was incorporated under the Business Corporations Act (British Columbia) on March 30, 2010. The Company through its wholly-owned subsidiary Utah Manganese, Inc., which was incorporated in the State of Utah is in the business of owning, exploiting, exploring, developing and evaluating mineral properties, as well as future production and future disposal once production is completed. The Company owns interests in multiple mineral titles and claims in the southwest region of Utah.

The primary office is located at Suite 240-209 Carrall St., Vancouver, Canada.

The consolidated condensed interim financial statements were authorized by the Board of Directors on July 29, 2013.

These consolidated condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company's continuing operations are dependent upon its ability to raise capital and generate cash flows. At May 31, 2014, the Company had working capital of $271,636 and accumulated deficit of $389,473. These factors raise substantial doubt about the Company's ability to continue as a going concern. These consolidated condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. Significant Accounting Policies

(a) Basis of presentation

These consolidated condensed interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to interim financial information, as outlined in International Accounting Standard ("IAS") 34, Interim Financial Reporting, and using the accounting policies consistent with those in the audited consolidated financial statements as at and for the year ended February 28, 2014.

These consolidated condensed interim financial statements were prepared under the historical cost convention, except for certain items not carried at historical cost as discussed below.

All amounts are expressed in Canadian dollars, unless otherwise stated.

(b) Basis of consolidation

The consolidated condensed interim financial statements comprise the financial statements of the Company and its subsidiaries as at May 31, 2014.

2. Significant Accounting Policies (continued)

(b) Basis of consolidation (continued)

These consolidated condensed interim financial statements include the accounts of the Company and all of its wholly-owned subsidiaries (0939181 BC Ltd and Utah Manganese, Inc.) commencing July 3, 2013 (Note 8). All intercompany balances, transactions, revenues and expenses are eliminated upon consolidation. Certain information and note disclosures which are considered material to the understanding of the Company's consolidated condensed interim financial statements are provided below.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

(c) Financial instruments

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: available-for-sale, loans-and-receivables, held-to-maturity or at fair value through profit or loss ("FVTPL"). Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

The Company's accounting policy for each category is as follows:

i. Loans-and-receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the Statement of Operations when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified its cash, bond deposit, loan receivable and other receivable as loans-and-receivables.

ii. Held-to-maturity investments

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the Statement of Operations. The Company did not have any assets classified as held-to-maturity.

2. Significant Accounting Policies (continued)

(c) Financial instruments (continued)

iii. Financial assets at fair value through profit or loss("FVTPL")

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through the Statement of Operations. Regular way purchases and sales of FVTPL financial assets are accounted for at trade date, as opposed to settlement date. The Company did not have any assets classified as FVTPL.

iv. Available-for-sale assets ("AFS")

Non-derivative financial assets not included in the above categories are classified as available-for-sale. Available-for-sale assets are carried at fair value with changes in fair value recognized in accumulated other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale assets are carried at cost.

On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to Statement of Operations. The Company did not have any assets classified as AFS.

v. Impairment of financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities are classified into one of the following categories based on the purpose for which the liability was incurred.

i. Other financial liabilities ("OTL")

Financial liabilities classified as other financial liabilities are comprised of accounts payables and accrued liabilities, and advances from a related party. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and are subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

2. Significant Accounting Policies (continued)

(c) Financial instruments (continued)

ii. Financial liabilities at fair value through profit or loss("FVTPL")

Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized through the Statement of Operations. The Company did not have any liabilities classified as FVTPL.

Derivative financial assets and liabilities

Derivative financial assets and liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit and loss. Derivative financial assets and liabilities include warrants purchased or issued by the Company denominated in a currency other than the Company's functional currency. As at May 31, 2014 and February 28, 2014, the Company did not have any derivative financial assets or liabilities.

(d) Cash and cash equivalents

Cash and cash equivalents usually consist of highly liquid investments which are readily convertible into cash with maturity of three months or less and are subject to an insignificant risk of change in value. As at May 31, 2014 and February 28, 2014, the Company had no cash equivalents.

(e) Deposits

The Company classifies as deposits payments made to the State authorities for drilling permits. The Company expects the deposit to be repaid within the next fiscal period.

(f) Foreign currency translation

The reporting currency of the Company is the Canadian dollar.

The functional currency of each of the parent Company and its subsidiaries is measured using the currency of the primary economic environment in which that entity operates. The consolidated condensed interim financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The functional currency of the subsidiaries is also the Canadian dollar.

Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

2. Significant Accounting Policies (continued)

(f) Foreign currency translation (continued)

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of operations in the period in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income/loss to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income/loss. Where the nonmonetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Parent and Subsidiary Companies (Group):

The financial results and position of foreign operations whose functional currency is different from the presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of comprehensive income/loss. These differences are recognized in the profit or loss in the period in which the operation is disposed of.

(g) Exploration and evaluation assets

Once a permit to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and evaluation assets. Property, plant, and equipment used in exploration and evaluation activities are likewise capitalized to exploration and evaluation assets.

Exploration expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Management reviews the carrying value of capitalized exploration costs when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. In the case of undeveloped projects, there may be only inferred resources to form a basis for the impairment review. The review is based on a status report regarding the Company's intentions for development of the undeveloped property.

Once an economically viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress within property, plant and equipment.

2. Significant Accounting Policies (continued)

(g) Exploration and evaluation assets

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If put into production, the costs of acquisition and exploration will be amortized over the life of the property, based on estimated economic reserves. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off. As at May 31, 2014 there is no production activity.

Mineral exploration and evaluation expenditures are classified as intangible assets.

(h) Restoration, rehabilitation, and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is insignificant.

(i) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

2. Significant Accounting Policies (continued)

(j) Share capital

Common shares are classified as equity. Commissions paid to brokers, and other related share issue costs, such as legal, auditing, and printing, on the issue of the Company's shares are charged directly to share capital, net of any tax effects. During the periods ended May 31, 2014 and 2013 the Company did not incur any share issue costs.

(k) Income taxes

Income tax expense comprises current and deferred tax. Current and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect to previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits, and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

(l) Critical accounting estimates and judgments

The preparation of these consolidated condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to consolidated accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2. Significant Accounting Policies (continued)

(l) Critical accounting estimates and judgments (continued)

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to the inputs used in the Black-Scholes option pricing model to measure stock-based compensation, and $nil provision for income taxes.

Critical accounting judgments

i. the assessment of the carrying value of the exploration and evaluation assets included in the consolidated condensed interim statements of financial position for indicators of impairment;

ii. the determination of categories of financial assets and financial liabilities; and

iii. the determination of the functional currency of each entity within the group.

(m) Stock-based payment transactions

The company grants share-based awards to certain officers, employees, directors and other eligible persons. For equity settled awards, the fair value is charged to the consolidated condensed interim statement of operations and credited to the share-option reserve account, on a straight-line basis over the vesting period, after adjusting for the estimated number of awards that are expected to vest.

The fair value of the equity-settled awards is determined at the date of the grant. In calculating fair value, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of the Company. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. The fair value is determined by using the Black-Scholes option pricing model. At each financial reporting date, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed. The movement in cumulative expense is recognized in the consolidated condensed interim statement of operations with a corresponding entry against the related equity settled share-based payments reserve account. No expense is recognized for awards that do not ultimately vest.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the consolidated condensed interim statement of operations, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of valuation model. The fair value of stock options granted to non-employees is re-measured at the earlier of each financial reporting or vesting date, and any adjustment is charged or credited to operations upon re-measurement.

2. Significant Accounting Policies (continued)

(n) Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocated value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placement was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrant reserve. If the warrants are exercised, the related amount is reclassified as share capital. If the warrants expire unexercised, the related amount remains in warrant reserve

3. Exploration and Evaluation Assets

The Company's wholly owned subsidiary Utah Manganese, Inc. has staked 150 claims at a cost of $29,957 incurred prior to the current period on four properties near Moab, Utah including:

- Dubinky Well (50 claims)
- Duma Point (70 claims)
- Moab Fault (15 claims)
- Flat Iron (15 claims)

During the period ended May 31, 2014, the Company incurred no deferred exploration costs.

Title to mining properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing historic characteristic of many mining properties. The Company has filed for all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

The impairment assessment of exploration and evaluation assets resulted in no amounts being written off the Company's properties.

4. Transaction with GreenPower Motor Company Inc. ("GreenPower")

On November 21, 2013, the Company entered into a non-binding letter of intent pursuant to which the Company has agreed to acquire all of the issued and outstanding shares of GreenPower (the "**Acquisition**"). Upon successful closing of the Acquisition, GreenPower will be a wholly-owned subsidiary of Oakmont. The Acquisition will constitute a Reverse Takeover of the Company, as defined in the policies of the TSX Venture Exchange (the "**TSXV**").

The terms of the Acquisition are such that the Company will issue one common share for each GreenPower share outstanding after the company has completed a consolidation of its outstanding common shares on a two for one basis. The company had 12,252,000 common shares issued and outstanding (6,126,000 common shares after the consolidation) at May 31, 2014. GreenPower had 55,616,956 common shares issued and outstanding at December 31, 2013.

4. Transaction with GreenPower Motor Company Inc. ("GreenPower") (continued)

In connection with the Acquisition, the Company has entered into a secured loan agreement with GreenPower dated December 20, 2013 pursuant to which the Company advanced $200,000 to GreenPower, which will bear interest at the rate of 10% per annum and is due the later of 1) nine months after the date of advance and 2) three months after the termination of the Acquisition without completion (the "**Bridge Loan**"). The loan is secured against all present and after acquired property of GreenPower, including its intellectual property, and a pledge to the Company by GreenPower of the shares of its wholly-owned subsidiary, GreenPower Industries Inc.

The Letter of Intent has been superseded by a formal definitive agreement. In accordance with the policies of the TSXV, trading in common shares of the Company has been halted in connection with the announcement of the Acquisition. Trading will remain halted until completion of the Acquisition or until satisfactory documentation with respect to the Acquisition has been filed with the TSXV to allow a resumption of trading.

The Company will undertake a financing concurrent to the Acquisition to raise gross proceeds of between $4,000,000 to $5,000,000 from the issuance of subscription receipts at a price of $0.25 per subscription receipt. The Company may pay finders' fees in an amount equal to up to 7% of the gross proceeds raised and finders' warrants in an amount equal to up to 7% of the subscription receipts sold.

The Acquisition of GreenPower was approved by 100% of the disinterested shareholders at the Company's Annual and Special meeting held May 16, 2014. Shareholders also approved the consolidation of issued and outstanding common shares of the Company on a one for two basis.

5. Share Capital

Authorized
Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

On July 3, 2013, the Company completed a concurrent non-brokered private placement of 2,100,000 units for gross proceeds of $315,000. Each unit is comprised of one Share and one half of one Warrant to acquire one Share for three years at an exercise price of $0.20 per Share.

6. Stock Options

The Company has adopted an incentive stock option plan (the "Plan"), whereby it can grant options to directors, officers, employees, and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Company at any time. The exercise price of options granted under the Plan shall not be less than the minimum prevailing price permitted by the TSXV policies and the maximum term is 5 years.

On July 3, 2013, the Company granted 500,000 incentive stock options to its directors and officers. The options are valued at $53,005, have an exercise price of $0.20 and will expire on July 3, 2018.

As at May 31, 2014, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

6. Stock Options (continued)

Number of Options	Exercise Price	Expiry Date
400,000	$0.10	June 21, 2016
500,000	$0.20	July 3, 2018

Stock option transactions are summarized as follows:

	May 31, 2014		May 31, 2013	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of period	900,000	$ 0.16	500,000	$ 0.10
Granted	-	-	-	-
Forfeited	-	-	-	-
Balance, end of period	900,000	0.16	500,000	0.10
Options exercisable, end of period	900,000	$ 0.16	500,000	$ 0.10

The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the period:

	May 31, 2014
Exercise price	$ -
Share Price on grant date	$ -
Risk-free interest rate	-
Expected life of options	-
Annualized volatility (1)	-
Dividend rate	-

(1) Expected volatility was determined by reference to historic volatility of similar entries following a comparable period in their lives.

7. Warrants

As at May 31, 2014, the Company had outstanding warrants, enabling the holders to acquire common shares as follows:

Number Of Warrants	Exercise Price	Expiry Date
1,050,000	$0.20	July 3, 2016

Warrant transactions are summarized as follows:

	May 31, 2014		May 31, 2013	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	1,050,000	$ 0.20	400,000	$ 0.10
Granted	-	-	-	-
Expired	-	-	-	-
Balance, end of period	1,050,000	$ 0.20	400,000	$ 0.10
Warrants exercisable, end of period	1,050,000	$ 0.20	400,000	$ 0.10

8. Acquisition of 0939181 BC Ltd.

On July 3, 2013, the Company completed its Qualifying Transaction through the closing of a share exchange agreement, dated October 25, 2012 (the "Agreement"), with 0939181 BC Ltd. ("PrivateCo"), a private company incorporated under the laws of British Columbia, Canada, and all of the shareholders of PrivateCo. The Agreement has been accounted for as a purchase of net assets, where the acquired assets and liabilities are measured at fair value and the purchase price is allocated over the group of assets acquired based on their relative fair values. The transaction costs are capitalized as part of the cost.

Under the terms of the Agreement, the Company acquired all of the issued and outstanding shares of PrivateCo from the PrivateCo Shareholders in exchange for the issuance of an aggregate of 3,352,000 common shares in the capital of the Company (each, a "Share") at $0.15 per share. The Qualifying Transaction was approved at the Company's annual general and special meeting of shareholders held on May 14, 2013 by way of ordinary resolution and a resolution of a majority of the disinterested shareholders of the Company.

8. Acquisition of 0939181 BC Ltd. (continued)

PrivateCo holds all of the issued and outstanding shares of Utah Manganese, Inc., a private company incorporated under the laws of Utah, USA, which holds the Duma Point, Dubinky Well, Moab Fault and Flat Iron properties consisting of a total of 150 mineral claims totaling 1,250 hectares located 25 to 50 Kilometers from Moab, in southeast Utah.

The purchase price for the acquisition of PrivateCo was calculated as follows:

Consideration	
Fair value of 3,352,000 shares	$ 502,800
Transaction costs	91,288
Total purchase price	$ 594,088

The following table sets out the allocation of the purchase price to the fair value of the assets and liabilities acquired.

Allocation of Purchase Price	
Cash	$ 1,591
Bond deposit	17,108
Exploration and evaluation costs	631,389
Accounts payable and due to related party	(56,000)
Total allocation	$ 594,088

9. Financial Instruments

The Company's financial instruments consist of cash, bond deposit, loan receivable, others receivables, accounts payable and accrued liabilities and advances from a related party.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liabilities either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data

The Company does not currently hold any financial instruments measured at fair value on the consolidated condensed interim statements of financial position.

The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

9. Financial Instruments (continued)

Overview

The Company has exposure to the following financial instrument related risks.

Credit risk

The Company's exposure to credit risk is on its cash, loan receivable and other receivable. Cash consists of cash bank balances held in a major Canadian financial institution with a high credit quality and therefore the Company is exposed to minimal risk. The loan receivable is to an entity the Company will amalgamate with after the period end.

Liquidity risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in a bank and is available on demand.

Market risks

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange. The Company believes interest rate risk is not material.

The Company is exposed to foreign exchange risk as its exploration and evaluation properties are located in the United States. Management monitors its foreign currency balances, the Company does not engage in any hedging activities to reduce its foreign currency risk.

At May 31, 2014 the Company was exposed to currency risk through the following monetary assets and liabilities in US Dollars.

	US $
Cash	909
Bond deposit	1,689
Advances from a related party	(18,725)

Based on the net exposure and assuming all other variables remain constant, a 10% change in the appreciation or depreciation of the US dollar relative to the Canadian dollar would not have a material impact on the Company's comprehensive loss.

10. Capital Management

As the Company is seeking business opportunities, its principal source of capital is from the issuance of common shares. The Company's capital management objective is to obtain sufficient capital to develop new business opportunities for the benefit of its shareholders. To meet the objectives, management monitors the Company's ongoing capital requirements on specific business opportunities on a case-by-case basis. The capital structure of the Company consists of cash and equity attributable to common shareholders, consisting of issued share capital and deficit. There was no change to the Company's approach to capital management during the period. The company is not subject to extremely imposed capital requirements.

11. Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The Company's Qualifying Transaction was a Non-Arm's Length Qualifying Transaction, as defined in the policies of the Exchange.

The advances of $18,725 are from a Director of the Company. The amount is unsecured, non-interest bearing and repayable on or after April 1, 2014.