

**GREENPOWER MOTOR COMPANY INC.**  
(formerly Oakmont Minerals Corp.)  
**CONSOLIDATED FINANCIAL STATEMENTS**

For the Years Ended March 31, 2016 and March 31, 2015

(Expressed in US dollars)

**GREENPOWER MOTOR COMPANY INC.**  
**(formerly Oakmont Minerals Corp.)**  
**Consolidated Financial Statements**  
(Expressed in US Dollars)

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**March 31, 2016 and 2015**

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## **Independent Auditor's Report**

### **To the Shareholders of GreenPower Motor Company Inc.**

We have audited the accompanying consolidated financial statements of GreenPower Motor Company Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at March 31, 2016 and March 31, 2015, and the consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of GreenPower Motor Company Inc. and its subsidiaries as at March 31, 2016 and March 31, 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

#### **Emphasis of matter**

Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt about the ability of GreenPower Motor Company Inc. to continue as a going concern.

**"Crowe MacKay LLP"**

**Chartered Professional Accountants  
Vancouver, British Columbia  
July 27, 2016**

**GREENPOWER MOTOR COMPANY INC. (formerly Oakmont Minerals Corp.)**

## Consolidated Statements of Financial Position

As at March 31, 2016, March 31, 2015 and March 31, 2014

(Expressed in US Dollars)

|  | March 31,<br>2016   | March 31,<br>2015<br>(Note 1) | March 31,<br>2014<br>(Note 1) |
|--|---------------------|-------------------------------|-------------------------------|
| <b>Assets</b>                                      |                     |                               |                               |
| <b>Current</b>                                     |                     |                               |                               |
| Cash   | \$ 1,046,609        | \$ 1,166,881                  | \$ 57,991                     |
| Accounts receivable                                | -                   | 1,163                         | 51,551                        |
| GST/HST receivable                                 | 15,171              | 47,780                        | 44,857                        |
| Inventory (Note 3)                                 | 2,242,254           | 546,612                       | 333,356                       |
| Deposits   | 24,175              | 29,797                        | 9,933                         |
|  | <u>3,328,209</u>    | <u>1,792,233</u>              | <u>497,688</u>                |
| <b>Non-current</b>                                 |                     |                               |                               |
| Equipment (Note 4)                                 | 591,218             | 640,558                       | 42,087                        |
| Exploration and evaluation assets (Note 5)         | 28,818              | 27,190                        | -                             |
|  | <u>\$ 3,948,245</u> | <u>\$ 2,459,981</u>           | <u>\$ 539,775</u>             |
| <b>Liabilities</b>                                 |                     |                               |                               |
| <b>Current liabilities</b>                         |                     |                               |                               |
| Accounts payable & accrued liabilities (Note 13)   | \$ 776,625          | \$ 255,986                    | \$ 118,718                    |
| Deposits from customers                            | 224,177             | -                             | -                             |
| Loans payable to related parties (Note 13)         | 425,354             | 463,584                       | 191,850                       |
|  | <u>1,426,156</u>    | <u>719,570</u>                | <u>310,568</u>                |
| <b>Non-current</b>                                 |                     |                               |                               |
| Convertible debentures (Note 10)                   | 472,927             | -                             | -                             |
|  | <u>1,899,083</u>    | <u>719,570</u>                | <u>310,568</u>                |
| <b>Equity</b>                                      |                     |                               |                               |
| Share capital (Note 7)                             | 9,164,266           | 7,748,096                     | 3,985,544                     |
| Equity portion of convertible debentures (Note 10) | 69,552              | -                             | -                             |
| Reserves   | 1,399,905           | 856,807                       | -                             |
| Accumulated other comprehensive loss               | (91,779)            | (111,576)                     | (93,784)                      |
| Accumulated deficit                                | (8,492,782)         | (6,752,916)                   | (3,662,553)                   |
|  | <u>2,049,162</u>    | <u>1,740,411</u>              | <u>229,207</u>                |
|  | <u>\$ 3,948,245</u> | <u>\$ 2,459,981</u>           | <u>\$ 539,775</u>             |

Nature and Continuance of Operations - Note 1

Events After the Reporting Period - Note 16

Approved on behalf of the Board on July 25, 2016.

**"Fraser Atkinson"**

Director

**"Mark Achtemichuk"**

Director

# GREENPOWER MOTOR COMPANY INC. (formerly Oakmont Minerals Corp.)

## Consolidated Statements of Operations and Comprehensive Loss

For the Years Ended March 31, 2016 and 2015

(Expressed in US Dollars)

|   | March 31,<br>2016 | March 31,<br>2015 |
|---|-------------------|-------------------|
| <b>Rental revenue</b>                                       | \$ 10,696         | \$ 12,338         |
| <b>Expenses</b>   |                   |                   |
| Administrative fees (Note 13)                               | 280,811           | 151,048           |
| Depreciation (Note 4)                                       | 101,477           | 53,922            |
| Foreign exchange loss (gain)                                | (5,814)           | 34,215            |
| Interest and accretion (Note 10)                            | 24,908            | 13,314            |
| Office  | 17,329            | 22,254            |
| Product development costs                                   | 257,660           | 149,464           |
| Professional fees (Note 13)                                 | 120,952           | 87,004            |
| Sales and marketing   | 232,453           | 134,706           |
| Share-based payments (Notes 7, 8 and 13)                    | 317,477           | 731,697           |
| Settlement  | -                 | 81,107            |
| Rent and maintenance  | 63,091            | 40,819            |
| Transportation costs (Note 13)                              | 132,872           | 82,109            |
| Travel, accommodation, meals and entertainment              | 207,346           | 213,025           |
|   | 1,750,562         | 1,794,684         |
| <b>Loss before other items</b>                              | (1,739,866)       | (1,782,346)       |
| <b>Other items</b>  |                   |                   |
| Listing expense (Note 6)                                    | -                 | 723,581           |
| Write down of exploration assets (Note 5)                   | -                 | 584,436           |
|   | -                 | 1,308,017         |
| <b>Net loss for the year</b>                                | \$ (1,739,866)    | \$ (3,090,363)    |
| <b>Other comprehensive income (loss)</b>                    |                   |                   |
| Cumulative translation reserve                              | 19,797            | (17,792)          |
|   | 19,797            | (17,792)          |
| <b>Total comprehensive loss for the year</b>                | \$ (1,720,069)    | \$ (3,108,155)    |
| <b>Loss per common share, basic and diluted</b>             | \$ (0.02)         | \$ (0.05)         |
| <b>Weighted average number of common shares outstanding</b> | 79,136,579        | 63,222,801        |

**GREENPOWER MOTOR COMPANY INC. (formerly Oakmont Minerals Corp.)**  
**Consolidated Statements of Changes in Equity**  
**For the Years Ended March 31, 2016 and 2015**  
(Expressed in US Dollars)

|   | Share Capital              |              | Equity portion<br>of convertible<br>debentures | Reserves     | Accumulated other<br>comprehensive |                | Total        |
|---|----------------------------|--------------|--|--------------|------------------------------------|----------------|--------------|
|   | Number of<br>Common shares | Amount       |  |              | income (loss)                      | Deficit        |              |
| Balance, March 31, 2014   | 58,032,149                 | \$ 3,985,544 | \$ -   | \$ -         | \$ (93,784)                        | \$ (3,662,553) | \$ 229,207   |
| Fair value assigned to the shares of Oakmont Minerals Corp. on RTO                    | 6,126,000                  | 1,318,697    | -  | -            | -                                  | -              | 1,318,697    |
| Fair value assigned to the warrants of Oakmont Minerals Corp. on RTO                  | -                          | -            | -  | 38,919       | -                                  | -              | 38,919       |
| Fair value assigned to the options of Oakmont Minerals Corp. on RTO                   | -                          | -            | -  | 53,471       | -                                  | -              | 53,471       |
| Fair value of broker options issued on RTO  | -                          | -            | -  | 32,203       | -                                  | -              | 32,203       |
| Shares issued for cash at CDN \$0.25 per common share                                 | 13,121,476                 | 2,824,562    | -  | -            | -                                  | -              | 2,824,562    |
| Shares issued to brokers at CDN \$0.25 per common share                               | 40,000                     | -            | -  | -            | -                                  | -              | -            |
| Share issuance costs  | -                          | (380,707)    | -  | 517          | -                                  | -              | (380,190)    |
| Share-based payments  | -                          | -            | -  | 731,697      | -                                  | -              | 731,697      |
| Cumulative translation reserve  | -                          | -            | -  | -            | (17,792)                           | -              | (17,792)     |
| Net loss for the year ended March 31, 2015  | -                          | -            | -  | -            | -                                  | (3,090,363)    | (3,090,363)  |
| Balance, March 31, 2015   | 77,319,625                 | 7,748,096    | -  | 856,807      | (111,576)                          | (6,752,916)    | 1,740,411    |
| Shares issued for cash at CDN \$0.35 per Share Unit                                   | 6,201,699                  | 1,577,156    | -  | -            | -                                  | -              | 1,577,156    |
| Share issuance costs  | -                          | (21,533)     | -  | -            | -                                  | -              | (21,533)     |
| Fair value assigned to the warrants on the issuance of the Share Units                | -                          | (180,246)    | -  | 180,246      | -                                  | -              | -            |
| Share issuance costs assigned to the warrants on the issuance of the Share Units      | -                          | -            | -  | (2,778)      | -                                  | -              | (2,778)      |
| Fair value of the equity portion of the convertible debentures                        | -                          | -            | 69,552   | -            | -                                  | -              | 69,552       |
| Fair value allocated to the warrants on issuance of Convertible Debentures            | -                          | -            | -  | 66,418       | -                                  | -              | 66,418       |
| Transaction costs allocated to the warrants on the issuance of Convertible Debentures | -                          | -            | -  | (898)        | -                                  | -              | (898)        |
| Fair value of broker options exercised  | 5,000                      | 1,426        | -  | (488)        | -                                  | -              | 938          |
| Fair value of stock options exercised   | 150,000                    | 39,367       | -  | (16,879)     | -                                  | -              | 22,488       |
| Share-based payments  | -                          | -            | -  | 317,477      | -                                  | -              | 317,477      |
| Cumulative translation reserve  | -                          | -            | -  | -            | 19,797                             | -              | 19,797       |
| Net loss for the year ended March 31, 2016  | -                          | -            | -  | -            | -                                  | (1,739,866)    | (1,739,866)  |
| Balance, March 31, 2016   | 83,676,324                 | \$ 9,164,266 | \$ 69,552                                      | \$ 1,399,905 | \$ (91,779)                        | \$ (8,492,782) | \$ 2,049,162 |

# GREENPOWER MOTOR COMPANY INC. (formerly Oakmont Minerals Corp.)

## Consolidated Statements of Cash Flows

For the Years Ended March 31, 2016 and 2015

(Expressed in US Dollars)

|  | March 31,<br>2016 | March 31,<br>2015 |
|--|-------------------|-------------------|
| <b>Cash flows from (used in) operating activities</b>                                  |                   |                   |
| Loss for the year  | \$ (1,739,866)    | \$ (3,090,363)    |
| Items not affecting cash   |                   |                   |
| Share-based payments   | 317,477           | 731,697           |
| Accrued interest and accretion   | 24,908            | 6,880             |
| Write down of exploration assets   | -                 | 584,436           |
| Listing expense  | -                 | 852,222           |
| Depreciation   | 101,477           | 53,922            |
| Cashflow used in operating activities before changes in non-cash working capital items | (1,296,004)       | (861,206)         |
| Changes in non-cash working capital items:   |                   |                   |
| Accounts receivable  | 1,163             | 326               |
| GST/HST receivable   | 32,609            | 4,373             |
| Inventory  | (1,695,642)       | (866,092)         |
| Deposits   | 5,622             | (19,864)          |
| Deposits from customers  | 224,177           | -                 |
| Accounts payable & accrued liabilities   | 520,639           | 42,522            |
|  | (2,207,436)       | (1,699,941)       |
| <b>Cash flows from (used in) investing activities</b>                                  |                   |                   |
| Cash acquired on acquisition of Oakmont Minerals Corp.                                 | -                 | 15,778            |
| Additions to exploration and evaluation assets   | (1,628)           | (361)             |
| Purchase of equipment  | (53,023)          | (4,605)           |
|  | (54,651)          | 10,812            |
| <b>Cash flows from (used in) financing activities</b>                                  |                   |                   |
| Proceeds from related party loans  | -                 | 314,840           |
| Repayment of shareholder loans   | (29,502)          | -                 |
| Issuance of common shares  | 1,577,156         | 2,824,562         |
| Receipt of prior year's share subscriptions receivable                                 | -                 | 51,551            |
| Share issuance costs   | (24,311)          | (380,190)         |
| Proceeds from exercise of broker options   | 938               | -                 |
| Proceeds from exercise of stock options  | 22,488            | -                 |
| Proceeds from convertible debentures   | 572,571           | -                 |
| Convertible debenture costs  | (7,746)           | -                 |
|  | 2,111,594         | 2,810,763         |
| <b>Foreign exchange on cash</b>  | 30,221            | (12,744)          |
| <b>Net increase (decrease) in cash</b>   | (120,272)         | 1,108,890         |
| <b>Cash, beginning of year</b>   | 1,166,881         | 57,991            |
| <b>Cash, end of year</b>   | \$ 1,046,609      | \$ 1,166,881      |

### Supplemental Cash Flow Disclosure:

|               |     |       |
|---------------|-----|-------|
| Interest paid | -   | 6,434 |
| Taxes paid    | 194 | -     |

### Non-cash transactions:

|   |         |   |
|---|---------|---|
| Fair value assigned to the warrants pursuant to the issued convertible debentures | 66,418  | - |
| Fair value assigned to the warrants pursuant to the issued shares                 | 180,246 | - |
| Fair value of the equity portion of the convertible debentures                    | 69,552  | - |

Also refer to note 6 for the reverse takeover transaction with Oakmont Minerals Corp.

**GREENPOWER MOTOR COMPANY INC. (formerly Oakmont Minerals Corp.)**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended March 31, 2016 and 2015**  
(Expressed in US Dollars)

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**1. Nature and Continuance of Operations**

GreenPower Motor Company Inc. (the "Company") was incorporated in the Province of British Columbia on September 18, 2007. The Company is in the business of manufacturing and distributing green-tech charter, school and city buses.

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

Effective December 23, 2014, the Company acquired 100% of the issued and outstanding shares of Oakmont Minerals Corp. (the "Transaction"). Pursuant to the Transaction, Oakmont Minerals Corp. performed a two-for-one share consolidation. All numbers in these consolidated financial statements have been presented on a post-consolidation basis. See Note 6 Reverse Takeover Transaction for more details.

The consolidated financial statements were authorized by the Board of Directors on July 25, 2016.

These consolidated 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 March 31, 2016, the Company had working capital of \$1,902,053 and an accumulated deficit of \$8,492,782. These consolidated 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. The continuation of the Company as a going concern is dependent on future cash flows from operations which depends upon the successful manufacture of electric buses and the distribution of buses to achieve a profitable level of operations and obtaining necessary financing to fund ongoing operations. The Company's ability to achieve these objectives is subject to material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern.

**Functional and presentation currency**

Effective April 1, 2015, the Company changed the presentation currency to U.S. dollars and the functional currency of its subsidiary, GreenPower Motor Company, Inc., to U.S. Dollars given the increasing prevalence of U.S. dollar-denominated activities of the Company over time. The change in functional currency from Canadian dollars to U.S. dollars is accounted for prospectively from April 1, 2015. The exchange rate used to translate the balance sheet to reflect the change in functional currency on adoption is \$0.77. Prior-year comparable information is restated to reflect the change in presentation currency. The exchange rates used to translate the Statements of Financial Position to reflect the change in presentation currency as at March 31, 2014, March 31, 2015 and March 31, 2016 are \$0.90, \$0.79 and \$0.77, respectively, while the average exchange rates used to translate the Consolidated Statements of Operations and Comprehensive Loss for the year ended March 31, 2015 and March 31, 2016 are \$0.76 and \$0.88, respectively. There were no changes to the measurement basis of the financial statement line items as a result of the change in presentation currency.

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**Notes to the Consolidated Financial Statements**  
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**2. Significant Accounting Policies**

(a) *Basis of presentation*

Statement of Compliance with IFRS

These annual consolidated financial statements for the year ended March 31, 2016 were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These consolidated financial statements are presented on a historical cost basis, except for financial instruments classified as available-for-sale or fair value through profit or loss (“FVTPL”), in U.S. dollars. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The preparation of these consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies.

(b) *Basis of consolidation*

These Consolidated Financial Statements include the accounts of the Company and all of its wholly-owned subsidiaries:

1. GP GreenPower Industries Inc. (registered in Canada)
2. GreenPower Motor Company, Inc. (registered in the United States)
3. 0939181 BC Ltd (Canada) and Utah Manganese, Inc. (United States) (Note 5)
4. 0999314 B.C. Ltd. (registered in Canada).

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 financial statements are provided below.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

(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

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**2. Significant Accounting Policies (continued)**

*(c) Financial instruments (continued)*

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 Consolidated Statements of Operations when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified its cash, and accounts receivable as loans-and-receivables as at March 31, 2016 and March 31, 2015.

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 Consolidated Statements of Operations. The Company did not have any assets classified as held-to-maturity as at March 31, 2016 and March 31, 2015.

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 Consolidated Statements 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 as at March 31, 2016 and March 31, 2015.

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

Non-derivative financial assets not included in the above categories are classified as AFS. AFS 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 AFS (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, AFS 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 the Consolidated Statements of Operations. The Company did not have any assets classified as AFS as at March 31, 2016 and March 31, 2015.

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. The Company did not record any impairments on financial assets during the year ended March 31, 2016 and March 31, 2015.

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**2. Significant Accounting Policies (continued)**

*(c) Financial instruments (continued)*

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

vi. Other financial liabilities (“OTL”)

Financial liabilities classified as OTL are comprised of accounts payable and accrued liabilities, and loans payable to related parties. 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.

vii. 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 Consolidated Statements of Operations. The Company did not have any liabilities classified as FVTPL as at March 31, 2016 and March 31, 2015.

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 March 31, 2016 and March 31, 2015, the Company did not have any derivative financial assets or liabilities.

viii. Compound financial instruments

Compound financial instruments issued by the Company comprise convertible debentures that can be converted into shares of the Company at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value. The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition. Interest, dividends, losses and gains relating to the financial liability are recognized in profit or loss. When the conversion option is exercised, the consideration received is recorded as share capital and the equity component of the compound financial instrument is transferred to share capital.

When the Company extinguishes convertible debentures before maturity through early redemption or repurchase where the conversion option is unchanged, the Company allocates the consideration paid and any transaction costs for the repurchase or redemption to the liability and equity components of the instrument at the date of settlement. The method used in allocating the consideration paid and transaction costs to the separate components is consistent with the method used in the original

**GREENPOWER MOTOR COMPANY INC. (formerly Oakmont Minerals Corp.)**  
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**2. Significant Accounting Policies (continued)**

*(c) Financial instruments (continued)*

viii. Compound financial instruments (continued)

allocation to the separate components of the proceeds received by the entity when the convertible instrument was issued. The amount of gain or loss relating to the early redemption or repurchase of the liability component is recognized in profit or loss. The amount of consideration relating to the equity component is recognized in equity.

*(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 March 31, 2016 and March 31, 2015, the Company had no cash equivalents.

*(e) Revenue recognition*

The Company, from time to time, earns rental fees from the rental of its developmental technologies. Revenue is recorded in the month the rentals are made. Revenue is only recognized when reasonableness of collection is assured. Rental assets have been capitalized to equipment in the Consolidated Statements of Financial Position.

Revenue from electric bus sales is recognized when a customer obtains control of the product. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the product.

*(f) Impairment of long-lived assets*

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the Consolidated Statements of Operations for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Consolidated Statements of Operations. The Company recorded a write-down of \$584,436 in the value of Exploration and evaluation assets during the year ended March 31, 2015 (March 31, 2016 – nil).

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**2. Significant Accounting Policies (continued)**

*(g) Foreign currency translation*

The consolidated entities and their respective functional currencies are as follows:

| <b><u>Entity</u></b>                             | <b><u>Functional Currency</u></b> |
|--|-----------------------------------|
| GP GreenPower Industries Inc.                    | Canadian Dollar                   |
| GreenPower Motor Company Inc.                    | Canadian Dollar                   |
| GreenPower Motor Company, Inc.<br>0939181 BC Ltd | U.S. Dollar                       |
| Utah Manganese, Inc.<br>0999314 B.C. Ltd.        | Canadian Dollar                   |
|  | Canadian Dollar                   |

Translation to functional currency

Foreign currency transactions are translated into U.S. dollars using exchange rates in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate in effect at the measurement date. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the historical exchange rate or the exchange rate in effect at the measurement date for items recognized at FVTPL. Gains and losses arising from foreign exchange are included in the Consolidated Statements of Operations.

Translation to presentation currency

The results and financial position of those entities with a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of the Statements of Financial Position;
- income and expenses are translated at average exchange rates; and
- all resulting exchange differences are recognized in accumulated other comprehensive income / loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognized in accumulated other comprehensive loss. On disposal of a foreign operation (that is, a disposal of the Company's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation) all exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified from accumulated other comprehensive loss to net loss for the period.

*(h) Inventory*

Inventory is recorded at the lower of cost and net realizable value with cost determined on a specific item basis. The Company's inventory consists of electric buses in process and finished goods.

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**2. Significant Accounting Policies (continued)**

*(h) Inventory (continued)*

In determining net realizable value for new buses, the Company primarily considers the age of the vehicles along with the timing of annual and model changeovers. For used buses, the Company considers recent market data and trends such as loss histories along with the current age of the inventory.

*(i) Property, plant, and equipment*

Property, plant and equipment ("PPE") are carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Depreciation is provided at rates calculated to write off the cost of PPE, less their estimated residual value, using the following rates/estimated lives and methods:

|                       |                                |
|-----------------------|--------------------------------|
| Computers             | 3 years, straight line method  |
| Diesel bus and EV 350 | 7 years, straight line method  |
| Furniture & equipment | 7 years, straight line method  |
| Automobile            | 10 years, straight line method |

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the Consolidated Statements of Operations. Where an item of PPE comprises major components with different useful lives, the components are accounted for as separate items of PPE. Expenditures incurred to replace a component of an item of PPE is accounted for separately, including major inspection and overhaul expenditures are capitalized.

*(j) 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. PPE 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 PPE.

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

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**2. Significant Accounting Policies (continued)**

*(j) Exploration and evaluation assets (continued)*

irrecoverable costs associated with the project net of any impairment provisions are written off. As at March 31, 2016, there is no production activity.

Mineral exploration and evaluation expenditures are classified as intangible assets.

*(k) 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.

*(l) 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.

*(m) 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 year ended March 31, 2016, the Company recorded \$21,533 in share issuance costs on its Consolidated Statements of Changes in Equity in regards to the issuance of Share Units (Note 7). During the year ended March 31, 2015, the Company recorded \$380,707 in share issuance costs on its Consolidated Statements of Changes in Equity in regards to the transaction with Oakmont Minerals Corp. (Note 6).

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**2. Significant Accounting Policies (continued)**

*(n) 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.

*(o) Critical accounting estimates and judgments*

The preparation of these consolidated 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 financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to critical 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.

*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 the equity portion of convertible debentures, determination of the useful life of equipment, net realizable value of inventory, and the \$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 statements of financial position for indicators of impairment;
- ii. the determination of categories of financial assets and financial liabilities;
- iii. the determination of the functional currency of each entity within the consolidated Company;

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**2. Significant Accounting Policies (continued)**

*(o) Critical accounting estimates and judgments (continued)*

- iv. the allocation between debt and equity for the convertible debentures; and
- v. the Company's ability to continue as a going concern.

*(p) Share-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 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 Statements 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. If the awards expire unexercised, the related amount remains in share-option reserve.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the Consolidated Statements 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.

*(q) 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 allocates 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, is 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.

*(r) Adoption of accounting standards*

The following new or amended standards were adopted during the year ended March 31, 2016:

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**2. Significant Accounting Policies (continued)**

*(r) Adoption of accounting standards (continued)*

*IAS 24 Related Party Disclosures*

The amendments to IAS 24 clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation.

*IFRS 2 Share-based Payment*

The amendments to IFRS 2 clarify vesting conditions by separately defining a performance condition and a service condition, both of which were previously incorporated within the definition of a vesting condition.

*IAS 16 Property, Plant and Equipment*

The amendment clarifies the requirements for the revaluation method to address concerns about the calculation of the accumulated depreciation or amortization at the date of the revaluation.

The adoption of the above accounting policies did not have an effect on the financial statements for the year ended March 31, 2016.

*(s) Future accounting pronouncements*

Certain new accounting standards and interpretations have been published by the IASB or the IFRS Interpretations Committee that are not mandatory for the March 31, 2016 reporting period.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

The amendments to IFRS 7 Financial Instruments clarifies the applicability of the amendments to IFRS 7 Disclosure—Offsetting Financial Assets and Financial Liabilities to condensed interim financial statements. This amendment is effective for reporting periods beginning on or after January 1, 2016.

The amendments to IAS 34 Interim Financial Reporting clarifies the meaning of disclosure of information 'elsewhere in the interim financial report' and requires a cross reference. This amendment is effective for reporting periods beginning on or after January 1, 2016.

Amendments to IAS 7 Statement of Cash Flows require that the following changes in liabilities arising from financing activities are disclosed (to the extent necessary): (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes. One way to fulfil the new disclosure requirement is to provide a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities. Finally, the amendments state that changes in liabilities arising from financing activities must be disclosed separately from changes in other assets and liabilities. These amendments are effective for reporting periods beginning on or after January 1, 2017.

IFRS 15 Revenue from Contracts with Customers provides a single principle-based framework to be applied to all contracts with customers. IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is

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**2. Significant Accounting Policies (continued)**

*(s) Future accounting pronouncements (continued)*

a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2018.

IFRS 9 Financial Instruments replaces the current standard IAS 39 Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value. This standard has an effective date of January 1, 2018.

IFRS 16 Leases was issued in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. This standard is effective for reporting periods beginning on or after January 1, 2019.

**3. Inventory**

The following is a listing of inventory as at March 31, 2016, 2015, and 2014:

|                 | <u>March 31, 2016</u> | <u>March 31, 2015</u> | <u>March 31, 2014</u> |
|-----------------|-----------------------|-----------------------|-----------------------|
| Work in-Process | \$ 1,077,413          | \$ 546,612            | \$ 333,356            |
| Finished Goods  | <u>1,164,841</u>      | <u>-</u>              | <u>-</u>              |
|                 | <u>\$ 2,242,254</u>   | <u>\$ 546,612</u>     | <u>\$ 333,356</u>     |

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**4. Equipment**

The following is a summary of activities from March 31, 2014 to March 31, 2016:

| Cost                               | Computers | Furniture & equipment | Automobiles | Diesel Bus | EV 350     | Total      |
|------------------------------------|-----------|-----------------------|-------------|------------|------------|------------|
| Balance, March 31, 2014            | \$ 2,572  | \$ -                  | \$ -        | \$ 48,569  | \$ -       | \$ 51,141  |
| Additions                          | -         | -                     | -           | 4,605      | 652,836    | 657,441    |
| Foreign exchange translation       | (322)     | -                     | -           | (6,551)    | -          | (6,873)    |
| Balance, March 31, 2015            | 2,250     | -                     | -           | 46,623     | 652,836    | 701,709    |
| Additions                          | 4,409     | 23,331                | 25,283      | -          | -          | 53,023     |
| Foreign exchange translation       | (42)      | 122                   | -           | (1,348)    | -          | (1,268)    |
| Balance, March 31, 2016            | \$ 6,617  | \$ 23,453             | \$ 25,283   | \$ 45,275  | \$ 652,836 | \$ 753,464 |
| Depreciation and impairment losses |           |                       |             |            |            |            |
| Balance, March 31, 2014            | \$ 2,079  | \$ -                  | \$ -        | \$ 6,975   | \$ -       | \$ 9,054   |
| Depreciation                       | 419       | -                     | -           | 6,872      | 46,631     | 53,922     |
| Foreign exchange translation       | (248)     | -                     | -           | (1,577)    | -          | (1,825)    |
| Balance, March 31, 2015            | 2,250     | -                     | -           | 12,270     | 46,631     | 61,151     |
| Depreciation                       | 434       | -                     | 1,347       | 6,434      | 93,262     | 101,477    |
| Foreign exchange translation       | (62)      | -                     | -           | (320)      | -          | (382)      |
| Balance, March 31, 2016            | \$ 2,622  | \$ -                  | \$ 1,347    | \$ 18,384  | \$ 139,893 | \$ 162,246 |
| Carrying amounts                   |           |                       |             |            |            |            |
| As at March 31, 2014               | \$ 493    | \$ -                  | \$ -        | \$ 41,594  | \$ -       | \$ 42,087  |
| As at March 31, 2015               | \$ -      | \$ -                  | \$ -        | \$ 34,353  | \$ 606,205 | \$ 640,558 |
| As at March 31, 2016               | \$ 3,995  | \$ 23,453             | \$ 23,936   | \$ 26,891  | \$ 512,943 | \$ 591,218 |

**5. Exploration and Evaluation Assets**

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 Company's wholly owned subsidiary Utah Manganese, Inc. staked 150 claims on four properties near Moab, Utah including:

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

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 maintained in good standing the

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**5. Exploration and Evaluation Assets (continued)**

annual maintenance fees for all 15 claims on the Flat Iron property, and has made a decision not to renew the remaining 135 claims. As a result, the impairment assessment of exploration and evaluation assets resulted in a write-down in the carrying value of exploration and evaluation assets in the amount of \$584,436 during the year ended March 31, 2015 to account for the reduced scope of activities.

|                              |                  |
|------------------------------|------------------|
| Balance, March 31, 2014      | \$ -             |
| Additions - RTO with Oakmont | 611,265          |
| Additions                    | 361              |
| Write-down                   | <u>(584,436)</u> |
| Balance, March 31, 2015      | 27,190           |
| Additions                    | <u>1,628</u>     |
| Balance, March 31, 2016      | <u>\$ 28,818</u> |

**6. Reverse Takeover Transaction**

On November 21, 2013, Oakmont Minerals Corp. (“Oakmont”) announced its intention to acquire 100% of the issued and outstanding shares of GreenPower Motor Company Inc. (“GPMC”). On December 23, 2014 Oakmont acquired 100% of the issued and outstanding common shares of GPMC by way of a share exchange whereby Oakmont performed a two-for-one share consolidation prior to the exchange.

Pursuant to share purchase agreements entered into between Oakmont and each shareholder of GPMC, the issued and outstanding common shares in the capital of GPMC (58,032,149 common shares) were exchanged on a one-for-one basis for the common shares in the post-consolidation capital of Oakmont. As a result of this share issuance, the shareholders of GPMC obtained control of Oakmont and as a result, for accounting purposes, this transaction has been accounted for as reverse takeover transaction (“RTO”) in accordance with the guidance provided in IFRS 2 Share-based Payment and IFRS 3 Business Combinations. As Oakmont did not qualify as a business according to the definition in IFRS 3, the RTO does not constitute a business combination; rather it is treated as an issuance of shares by GPMC for the net assets of Oakmont and its pursuit of a public listing; accordingly, GPMC has been treated as the accounting parent company (legal subsidiary) and Oakmont has been treated as the accounting subsidiary (legal parent) in these consolidated financial statements. As GPMC was deemed to be the acquirer for accounting purposes, its assets, liabilities and operations since incorporation are included in these consolidated financial statements at their historical carrying value. Subsequent to the completion of the RTO, Oakmont changed its name to GreenPower Motor Company Inc.

Oakmont’s results of operations have been included since December 23, 2014 (the date of the RTO). For purposes of this transaction, the consideration received was the fair value of the net assets of Oakmont as at December 23, 2014 as follows:

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**6. Reverse Takeover Transaction (continued)**

|  |                          |
|--|--------------------------|
| Cash   | \$ 15,778                |
| Loan receivable from GPMC                    | 161,260                  |
| Interest receivable                          | 6,196                    |
| GST receivable                               | 7,296                    |
| Bond deposit                                 | 1,489                    |
| Deferred costs                               | 199,658                  |
| Explorations and evaluation assets           | 611,265                  |
| Less: accounts payable & accrued liabilities | (65,828)                 |
| Less: due to related parties                 | (28,918)                 |
| Less: shareholder loans payable              | (117,470)                |
| <b>Net assets acquired</b>                   | <b><u>\$ 790,726</u></b> |

Consideration provided:

|   | Notes | Number of        |                |                | Amount                   |
|---|-------|------------------|----------------|----------------|--------------------------|
|   |       | Shares           | Options        | Warrants       |                          |
| Fair value of shares of Oakmont Minerals Corp.<br>(at CDN \$0.25 per share) | (6a)  | 6,126,000        | -              | -              | \$ 1,318,697             |
| Fair value of warrants issued and outstanding<br>in Oakmont Minerals Corp.  | (6b)  | -                | -              | 525,000        | 38,919                   |
| Fair value of options issued and outstanding<br>in Oakmont Minerals Corp.   | (6c)  | -                | 450,000        | -              | 53,471                   |
| <b>Total consideration provided</b>   |       | <b>6,126,000</b> | <b>450,000</b> | <b>525,000</b> | <b>1,411,087</b>         |
| <b>Transaction costs</b>  | (6d)  |                  |                |                | <b>103,220</b>           |
|   |       |                  |                |                | <b><u>1,514,307</u></b>  |
| <b>Listing expense</b>  |       |                  |                |                | <b><u>\$ 723,581</u></b> |

(a) Pursuant to the terms of the Transaction with Oakmont Minerals Corp., Oakmont Minerals Corp. performed a two-for-one share consolidation immediately prior to closing of the Transaction. There were 6,126,000 common shares outstanding on a post-consolidation basis.

(b) There were 525,000 warrants issued and outstanding in Oakmont Minerals Corp. prior to the closing of the Transaction (see Note 9). The following weighted-average assumptions were used for the Black-Scholes valuation of warrant grants:

|                                      | December 23, 2014 |
|--------------------------------------|-------------------|
| Risk-free interest rate              | 1.20%             |
| Expected life of warrants            | 1.5 years         |
| Annualized volatility <sup>(1)</sup> | 100%              |
| Dividend rate                        | n/a               |

(1) Expected volatility was determined by reference to historical volatility of similar entities following a comparable period of lives.

(c) There were 450,000 stock options issued and outstanding in Oakmont Minerals Corp. prior to the closing of the Transaction (see Note 8). The following weighted-average assumptions were used for the Black-Scholes valuation of stock option grants:

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**6. Reverse Takeover Transaction (continued)**

|                                      | December 23, 2014 |
|--------------------------------------|-------------------|
| Risk-free interest rate              | 1.20%             |
| Expected life of options             | 1.5 to 3.5 years  |
| Annualized volatility <sup>(1)</sup> | 100%              |
| Dividend rate                        | n/a               |

(1) Expected volatility was determined by reference to historical volatility of similar entities following a comparable period of lives.

- (d) The Company incurred \$71,017 in legal and audit fees in regards to the closing of the Transaction and issued 284,620 broker stock options with a fair value of \$32,203 (see Note 8). The following weighted-average assumptions were used for the Black-Scholes valuation of broker option grants:

|                                      | December 23, 2014 |
|--------------------------------------|-------------------|
| Risk-free interest rate              | 1.20%             |
| Expected life of options             | 2 years           |
| Annualized volatility <sup>(1)</sup> | 100%              |
| Dividend rate                        | n/a               |

(1) Expected volatility was determined by reference to historical volatility of similar entities following a comparable period of lives.

The public company listing cost does not meet the criteria for recognition of an intangible asset in accordance with IAS 38 "Intangible Assets". Accordingly, the Company charged \$723,581 to the Consolidated Statements of Operations on the date of the RTO.

**7. Share Capital**

Authorized

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

Issued

On December 23, 2014 the Company acquired 100% of the issued and outstanding common shares of Oakmont (the "Amalgamation") by way of a share exchange (See Note 6). The Board determined the fair value of RTO shares to be CDN\$0.25 per common share at time of the RTO.

In connection with the closing of the Amalgamation, the Company also completed the first tranche of a CDN\$0.25 common share private placement financing (the "0.25 Financing") for gross proceeds of \$2,611,122. The common shares of the Company now trade under the symbol GPV on the Toronto Venture Exchange as a Tier II listed company. In connection with the first tranche closing of the CDN\$0.25 Financing the Company issued 40,000 common shares to brokers and options to acquire 284,620 shares with an exercise price of CDN\$0.25 per share with a term of two years (the "Agent's Options"). The Company also incurred \$379,135 in share issuance costs.

The Company closed the second tranche (the "Second Tranche") and the third tranche (the "Third Tranche", and together with the Second Tranche, the "Additional Tranches") of its previously announced private placement in January 2015. The Company raised gross proceeds of \$213,440 under the Additional Tranches by the issuance of a total of 991,476 shares at CDN\$0.25 per share.

The Company paid finder's fees of \$1,055 and issued 4,900 Agent's Options with a fair value of \$517 in connection with closing of the Second Tranche. Each compensation option is exercisable into one

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**7. Share Capital (continued)**

common share with an exercise price of CDN\$0.25 per share until January 7, 2017. The fair value of the Agent's Options were determined using the Black-Scholes Option Pricing Model with the following assumptions:

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|                                      |            |
|--------------------------------------|------------|
| Share price on grant date            | CDN \$0.25 |
| Risk-free interest rate              | 1.20%      |
| Expected life of options             | 2 years    |
| Annualized volatility <sup>(1)</sup> | 100%       |
| Dividend rate                        | n/a        |

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(1) Expected volatility was determined by reference to historical volatility of similar entities following a comparable period of lives.

During the year ended March 31, 2015, the Company made stock option grants to employees, advisors, and directors with a measured fair value of \$731,697 (see Note 8). The fair value of the option grants were recorded as share-based payments on the Consolidated Statements of Operations for the year ended March 31, 2015.

On December 17, 2015, the Company completed a non-brokered private placement (the "Private Placement") for a total of 6,201,699 units at a price of CDN\$0.35 per unit for gross proceeds of CDN\$2,170,595 (U.S.\$1,577,156). Each unit consisted of one common share and one-half of one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share with an exercise price of CDN\$0.50 per share until and on December 16, 2016, CDN\$0.75 per share until and on December 17, 2017 and at CDN\$1.00 per share until and on December 17, 2018. The Company issued 3,100,846 common share purchase warrants (Note 9), and incurred \$21,533 in share issuance costs including \$2,772 in finder's fees as a result of the Private Placement.

During the year ended March 31, 2016, the Company issued a total of 155,000 shares pursuant to the exercise of 5,000 broker options and 150,000 stock options.

As at March 31, 2016, the Company had 23,545,848 shares held in escrow (2015 – 29,482,490).

**8. Stock Options**

As at March 31, 2015, The Company had adopted an incentive stock option plan (the "Plan"), whereby it could grant options to directors, officers, employees, and consultants of the Company. The maximum number of shares that were reserved for issuance under the Plan was limited to 10% of the issued common shares of the Company at any time. The exercise price of options granted under the Plan were not be less than the minimum prevailing price permitted by the TSXV policies and the maximum term was 5 years.

During the year ended March 31, 2016, The Company has adopted an incentive stock option plan (the "2016 Plan"), whereby it could grant options to directors, officers, employees, and consultants of the Company. The maximum number of shares that were reserved for issuance under the 2016 Plan was limited to 10,440,790. The exercise price of options granted under the 2016 Plan were not be less than the minimum prevailing price permitted by the TSXV policies and the maximum term is 10 years.

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**8. Stock Options (continued)**

The Company had the following incentive stock options granted under its Plan and its 2016 Plan that are issued and outstanding at March 31, 2016:

| Expiry Date                             | Exercise Price (\$CDN) | <i>Incentive Stock Options</i> |           |           |           | Balance March 31, 2016 |
|---|------------------------|--------------------------------|-----------|-----------|-----------|------------------------|
|   |                        | Balance March 31, 2015         | Granted   | Exercised | Forfeited |                        |
| June 21, 2016                           | \$ 0.20                | 200,000                        | -         | (150,000) | (50,000)  | -                      |
| December 23, 2016                       | \$ 0.25                | 215,000                        | -         | -         | -         | 215,000                |
| February 22, 2017                       | \$ 0.25                | 45,000                         | -         | -         | -         | 45,000                 |
| February 22, 2017                       | \$ 0.25                | 250,000                        | -         | -         | -         | 250,000                |
| July 3, 2017                            | \$ 0.25                | -                              | 45,000    | -         | -         | 45,000                 |
| July 3, 2018                            | \$ 0.40                | 250,000                        | -         | -         | (50,000)  | 200,000                |
| July 3, 2018                            | \$ 0.25                | -                              | 750,000   | -         | -         | 750,000                |
| September 1, 2018                       | \$ 0.25                | -                              | 20,000    | -         | -         | 20,000                 |
| October 20, 2018                        | \$ 0.25                | -                              | 90,000    | -         | -         | 90,000                 |
| January 20, 2019                        | \$ 0.225               | -                              | 85,000    | -         | -         | 85,000                 |
| December 23, 2019                       | \$ 0.25                | 550,000                        | -         | -         | (100,000) | 450,000                |
| December 23, 2019                       | \$ 0.25                | 4,684,717                      | -         | -         | -         | 4,684,717              |
| December 23, 2019                       | \$ 0.25                | 600,000                        | -         | -         | (100,000) | 500,000                |
| March 25, 2020                          | \$ 0.25                | 200,000                        | -         | -         | -         | 200,000                |
| September 1, 2020                       | \$ 0.25                | -                              | 100,000   | -         | -         | 100,000                |
| January 8, 2021                         | \$ 0.30                | -                              | 50,000    | -         | -         | 50,000                 |
| February 4, 2021                        | \$ 0.35                | -                              | 500,000   | -         | -         | 500,000                |
| Total outstanding                       |                        | 6,994,717                      | 1,640,000 | (150,000) | (300,000) | 8,184,717              |
| Total exercisable                       |                        | 450,000                        |           |           |           | 6,507,217              |
| Weighted Average Exercise Price (\$CDN) |                        | \$ 0.25                        | \$ 0.28   | \$ 0.20   | \$ 0.27   | \$ 0.26                |
| Weighted Average Life                   |                        |                                |           |           |           | 3.4 years              |

| Expiry Date                             | Exercise Price (\$CDN) | <i>Broker Agent Stock Options</i> |         |           |           | Balance March 31, 2016 |
|---|------------------------|-----------------------------------|---------|-----------|-----------|------------------------|
|   |                        | Balance March 31, 2015            | Granted | Exercised | Forfeited |                        |
| December 23, 2016                       | \$ 0.25                | 284,620                           | -       | (5,000)   | -         | 279,620                |
| January 7, 2017                         | \$ 0.25                | 4,900                             | -       | -         | -         | 4,900                  |
| Total outstanding                       |                        | 289,520                           | -       | (5,000)   | -         | 284,520                |
| Total exercisable                       |                        | 289,520                           |         |           |           | 284,520                |
| Weighted Average Exercise Price (\$CDN) |                        | \$ 0.25                           | \$ -    | \$ 0.25   | \$ -      | \$ 0.25                |
| Weighted Average Life                   |                        |                                   |         |           |           | 0.7 years              |

As at March 31, 2016, there are 2,256,073 options available for issuance under the 2016 Plan.

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**8. Stock Options (continued)**

The Company had the following incentive stock options granted under its Plan that are issued and outstanding at March 31, 2015:

| Expiry Date              | Exercise Price (\$CDN) | Balance March 31, 2014 | Granted          | Expired / Exercised | Terminated | Balance March 31, 2015 |
|--------------------------|------------------------|------------------------|------------------|---------------------|------------|------------------------|
| June 21, 2016            | \$0.20                 | -                      | 200,000          | -                   | -          | 200,000                |
| July 3, 2018             | \$0.40                 | -                      | 250,000          | -                   | -          | 250,000                |
| December 23, 2019        | \$0.25                 | -                      | 550,000          | -                   | -          | 550,000                |
| December 23, 2016        | \$0.25                 | -                      | 215,000          | -                   | -          | 215,000                |
| December 23, 2016        | \$0.25                 | -                      | 600,000          | -                   | -          | 600,000                |
| December 23, 2019        | \$0.25                 | -                      | 4,684,717        | -                   | -          | 4,684,717              |
| February 22, 2017        | \$0.25                 | -                      | 45,000           | -                   | -          | 45,000                 |
| February 22, 2017        | \$0.25                 | -                      | 250,000          | -                   | -          | 250,000                |
| March 25, 2020           | \$0.25                 | -                      | 200,000          | -                   | -          | 200,000                |
| <b>Total outstanding</b> |                        | <b>-</b>               | <b>6,994,717</b> | <b>-</b>            | <b>-</b>   | <b>6,994,717</b>       |
| <b>Total exercisable</b> |                        | <b>-</b>               |                  |                     |            | <b>450,000</b>         |
| Weighted Average         |                        |                        |                  |                     |            |                        |
| Exercise Price (\$CDN)   |                        | \$ -                   | \$ 0.25          | \$ -                | \$ -       | \$ 0.25                |
| Weighted Average Life    |                        |                        |                  |                     |            | 4.4 years              |

*Broker Agent Stock Options*

| Expiry Date              | Exercise Price (\$CDN) | Balance March 31, 2014 | Granted        | Expired / Exercised | Forfeited | Balance March 31, 2015 |
|--------------------------|------------------------|------------------------|----------------|---------------------|-----------|------------------------|
| December 23, 2016        | \$ 0.25                | -                      | 284,620        | -                   | -         | 284,620                |
| January 7, 2017          | \$ 0.25                | -                      | 4,900          | -                   | -         | 4,900                  |
| <b>Total outstanding</b> |                        | <b>-</b>               | <b>289,520</b> | <b>-</b>            | <b>-</b>  | <b>289,520</b>         |
| <b>Total exercisable</b> |                        | <b>-</b>               |                |                     |           | <b>289,520</b>         |
| Weighted Average         |                        |                        |                |                     |           |                        |
| Exercise Price (\$CDN)   |                        | \$ -                   | \$ 0.25        | \$ -                | \$ -      | \$ 0.25                |
| Weighted Average Life    |                        |                        |                |                     |           | 1.7 years              |

The Broker Agent Stock Options (the "Agent's Options") are comprised of 284,620 Agent's Options that were granted pursuant to the Transaction with Oakmont Minerals Corp. The Agent's Options have a fair value of \$32,203 and have been recorded as part of the transaction costs of the RTO with Oakmont Minerals (Note 6). A further 4,900 Agent's Options with a fair value of \$517 were granted pursuant to the closing of the Second Tranche.

The 200,000 options expiring June 21, 2016 and 250,000 options expiring July 3, 2018 were outstanding in Oakmont Minerals Corp. prior to the Transaction, and the fair value of these options have been included as part of the measurement of fair value of the Transaction (see Note 6).

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**8. Stock Options (continued)**

Options were granted to employees, directors, and advisors on December 24, 2014, February 23, 2015, and March 26, 2015 and the measured vested fair value of \$731,697 was recorded as share-based payments on the Consolidated Statements of Operations for the year ended March 31, 2015 and \$256,887 was recorded as share-based payments on the Consolidated Statements of Operations for the year ended March 31, 2016.

On July 3, 2015, the Company granted 795,000 options to two consultants with an exercise price of CDN\$0.25 per share with a term of 2 to 3 years. 750,000 of the options vest on the completion of various sales targets and the remaining 45,000 options fully vested 4 months from the grant date.

On September 2, 2015, the Company granted 120,000 options to an employee and consultant with an exercise price of CDN\$0.25 per share at various vesting periods and with terms of 3 to 5 years. 100,000 of the options fully vested 4 months from the grant date, and the other 20,000 options vested immediately.

On October 20, 2015, the Company granted 90,000 options to a consultant (IR provider) with an exercise price of CDN\$0.25 per share which vest 25% at the end of every 3 months for a period of twelve months and with a term of 3 years.

On January 8, 2016, the Company granted 50,000 options to a consultant with an exercise price of CDN\$0.30 per share which vest 25% after 4 months and then 25% after years 1, 2 & 3, and with a term of 5 years.

On January 20, 2016, the Company granted 85,000 options to a consultant (IR provider) with an exercise price of CDN\$0.225 per share which vest 25% at the end of every 3 months for a period of twelve months and with a term of 3 years.

On February 4, 2016, the Company granted 500,000 options to Directors of the Company with an exercise price of CDN\$0.35 per share which vest 25% at the end of 4 months, 6 months, 9 months and 1 year and with a term of 5 years.

The measured vested fair value of \$60,590 for the grants described above was recorded as share-based payments on the Consolidated Statements of Operations for the year ended March 31, 2016.

The following weighted-average assumptions were used for the Black-Scholes valuation of stock option grants for the year ended March 31, 2016:

|                                      |           |
|--------------------------------------|-----------|
| Share price on grant date            | CDN\$0.27 |
| Exercise price                       | CDN\$0.28 |
| Risk-free interest rate              | 0.28%     |
| Expected life of options             | 3.7 years |
| Annualized volatility <sup>(1)</sup> | 100%      |
| Dividend rate                        | n/a       |

(1) Expected volatility was determined by reference to historical volatility of similar entities following a comparable period of lives.

During the year ended March 31, 2016, 150,000 options and 5,000 Agent's Options were exercised. The weighted average share price when the options were exercised was \$0.30 (2015 – no exercise of options).

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**9. Warrants**

As at March 31, 2016, the Company had outstanding warrants, enabling the holders to acquire common shares as follows:

| Expiry Date            | Exercise Price (\$CDN) | Balance        |                  | Expired / |            | Balance          |
|------------------------|------------------------|----------------|------------------|-----------|------------|------------------|
|                        |                        | March 31, 2015 | Granted          | Exercised | Terminated |                  |
| July 3, 2016           | \$ 0.40                | 525,000        | -                | -         | -          | 525,000          |
| October 1, 2018        | \$ 0.25                | -              | 400,000          | -         | -          | 400,000          |
| December 10, 2018      | \$0.50 - \$1.00        | -              | 1,126,650        | -         | -          | 1,126,650        |
| December 16, 2018      | \$0.50 - \$1.00        | -              | 3,100,846        | -         | -          | 3,100,846        |
| <b>Total</b>           |                        | <b>525,000</b> | <b>4,627,496</b> | <b>-</b>  | <b>-</b>   | <b>5,152,496</b> |
| Weighted Average       |                        |                |                  |           |            |                  |
| Exercise Price (\$CDN) |                        | \$ 0.40        | \$ 0.48          | \$ -      | \$ -       | \$ 0.47          |
| Weighted Average Life  |                        |                |                  |           |            | 2.4 years        |

As at March 31, 2015, the Company had outstanding warrants, enabling the holders to acquire common shares as follows:

| Expiry Date            | Exercise Price (\$CDN) | Balance        |                | Expired / |            | Balance        |
|------------------------|------------------------|----------------|----------------|-----------|------------|----------------|
|                        |                        | March 31, 2014 | Granted        | Exercised | Terminated |                |
| July 3, 2016           | \$0.40                 | -              | 525,000        | -         | -          | 525,000        |
| <b>Total</b>           |                        | <b>-</b>       | <b>525,000</b> | <b>-</b>  | <b>-</b>   | <b>525,000</b> |
| Weighted Average       |                        |                |                |           |            |                |
| Exercise Price (\$CDN) |                        | \$ -           | \$ 0.40        | \$ -      | \$ -       | \$ 0.40        |
| Weighted Average Life  |                        |                |                |           |            | 1.3 years      |

The 525,000 warrants were outstanding in Oakmont Minerals Corp. prior to the Transaction (see Note 6).

On September 29, 2015, the Company entered into a Warrant Agreement with EV Power Corp. whereby the Company issued 400,000 common share purchase warrants, each of which is exercisable into one common share with an exercise price of CDN\$0.25 per common share on or before October 1, 2018. The Warrants will vest as to 10,000 Warrants for each completed sale of a GreenPower bus by EV Power Corp. prior to the expiry date.

There were 3,100,846 warrants issued as a result of the Private Placement of Share Units (Note 7) and there were 1,126,650 warrants issued with a fair value of \$66,418 as a result of the issuance of Convertible Debentures (Note 10). The transaction costs assigned to the issuance of the warrants with regards to the Share Units (Note 7) and Convertible Debentures (Note 10) was \$2,778 and \$898 respectively.

The following assumptions were used for the Black-Scholes valuation of warrants granted with Convertible Debentures (Note 10):

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**9. Warrants (continued)**

|                                      |           |
|--------------------------------------|-----------|
| Share price on date of issuance      | CDN\$0.32 |
| Risk-free interest rate              | 0.54%     |
| Expected life of warrants            | 1.5 years |
| Annualized volatility <sup>(1)</sup> | 100%      |
| Dividend rate                        | n/a       |

(1) Expected volatility was determined by reference to historical volatility of similar entities following a comparable period of lives.

**10. Convertible Debentures**

On December 11, 2015, the Company issued CDN\$777,000 (USD\$ – 572,571) convertible debentures (the “Debentures”) and 1,126,650 non-transferrable common share purchase warrants (the “Debenture Warrants”) with the following terms:

- the Debentures mature on December 11, 2018 (the “Maturity date”), and the principal amount of the Debentures, together with accrued and any unpaid interest, will be payable on the Maturity Date;
- the Debentures bear interest at a rate of 8% per annum and will be payable annually;
- the principal amount of the Debentures is convertible into common shares of the Company at a price of CDN\$0.40 per common share at any time, until the Maturity Date;
- each Debenture Warrant is exercisable into one Share with an exercise price of CDN\$0.50 per Share until and on December 10, 2016, CDN\$0.75 per common share until and on December 10, 2017 and at CDN\$1.00 per common share until and on December 11, 2018, subject to adjustment; and
- the Company may, at any time after the second anniversary of the issuance date and prior to the Maturity Date, repay the principal amount and any accrued and unpaid interest of the Debentures.

On initial recognition, the Company bifurcated CDN\$94,215 (USD\$ – 69,552) to equity and CDN\$582,141 (USD\$ – 428,855) to the carrying value of the loan. The Company incurred transaction costs of CDN\$9,293 (USD\$ - 6,848) including finder’s fees of \$1,732 paid to arm’s length finders. The initial carrying value of the loan of CDN\$583,190 (USD\$ – 429,753) will be accreted to CDN\$777,000 (USD\$ – 572,571) over the term of the Debentures. The effective interest rate of the Debentures is 18.55%. The initial treatment of the Debentures is shown below:

|   | <b>USD\$</b> | <b>CDN\$</b> |
|---|--------------|--------------|
| Proceeds bifurcated to carrying value of the loan | \$428,855    | \$582,141    |
| Proceeds bifurcated to equity                     | 69,552       | 94,215       |
| Transaction costs related to the Debentures       | 7,746        | 10,512       |
| Fair value assigned to the issuance of warrants   | 66,418       | 90,132       |
| Proceeds on issuance of Convertible Debentures    | \$572,571    | \$777,000    |

During the year ended March 31, 2016, the Company recognized interest and accretion of \$24,908.

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**11. Financial Instruments**

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, loans payable to related parties, and convertible debentures.

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 Statements of Financial Position.

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

**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 and accounts 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.

**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. The Company will continue to reply on additional financings to further its operations and meet its capital requirements.

**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 it conducts business in both the United States and Canada. Management monitors its foreign currency balances, the Company does not engage in any hedging activities to reduce its foreign currency risk.

At March 31, 2016 the Company was exposed to currency risk through the following monetary assets and liabilities in CDN Dollars.

|  | CDN\$       |
|--|-------------|
| Cash                                     | \$360,038   |
| Accounts payable and accrued liabilities | \$(64,124)  |
| Loans payable to related parties         | \$(439,130) |
| Convertible debentures                   | \$(615,791) |

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**11. Financial Instruments (continued)**

**Market risks (continued)**

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

**12. 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 year. The company is not subject to externally imposed capital requirements.

**13. Related Party Transactions**

A summary of compensation for directors, former directors and key management personnel is as follows:

|  | <b>2016</b>       | <b>2015</b>       |
|--|-------------------|-------------------|
| Administrative and professional fees     | \$ 180,335        | \$ 219,813        |
| Consulting fees capitalized to inventory | -                 | 25,646            |
| Truck and trailer rental                 | 88,436            | 60,000            |
| Share-based payments (options)           | 205,300           | 584,750           |
|  | <u>\$ 474,071</u> | <u>\$ 890,209</u> |

During the years ended March 31, 2016 and March 31, 2015 the Company engaged the services of several shareholders and related parties of the Company, including Koko Financial Services Ltd., MSA Holdings Inc., Phillip Oldridge and S&P 500 Financial and Corporate Services Inc., to provide accounting, management consulting and director services. Along with compensation to key management personnel, services amounted to \$180,335 and \$219,813 respectively, during the years. Details of these agreements are as follows:

- The Company, and its wholly-owned subsidiaries, entered into a consulting agreement with Phillip Oldridge, on February 1, 2013, pursuant to which Mr. Oldridge provided consulting services. Pursuant to the foregoing arrangement, the U.S. subsidiary of the Company ("GreenPower Motor Company, Inc.") paid the sum of U.S. \$70,000 for the fiscal year ended March 31, 2016. Mr. Oldridge was paid U.S. \$7,000 per month for the nine-month period ended December 31, 2015 and U.S. \$7,000 that was owing at March 31, 2015.
- Effective January 1, 2016, GreenPower Motor Company, Inc. (the U.S subsidiary of the Company), entered into an agreement to pay U.S. \$10,000 per month to S & P 500 Financial and Corporate Services Inc., a U.S. company where Mr. Oldridge serves as a director.
- Pursuant to a consulting agreement dated August 6, 2014, among the Company, Fraser Atkinson and Koko Financial Services Ltd., a company beneficially owned by Fraser Atkinson, the Company retained Fraser Atkinson to provide consulting services to the Company. Pursuant to the foregoing arrangement, the Company paid CDN\$5,000 per month to Koko Financial

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**13. Related Party Transactions (continued)**

Services Ltd. Effective January 1, 2016, the Company has amended this agreement and agreed to pay the sum of CDN\$12,500 per month.

- Pursuant to a consulting agreement dated August 6, 2014, among the Company, Mark Achtemichuk and MSA Holdings Inc., a company beneficially owned by Mark Achtemichuk, the Company retained Mark Achtemichuk to provide consulting services to the Company. Pursuant to the foregoing arrangement, the Company paid CDN\$1,250 per month to MSA Holdings Inc. Effective January 1, 2016 the Company has amended this agreement and agreed to pay the sum of CDN\$2,500 per month.

The amounts are classified as either Administrative fees or Professional fees in the Consolidated Statements of Operations for each of the years. In addition, consulting fees of \$nil and \$25,646 were capitalized to inventory during the years, respectively.

During the year ended March 31, 2016, the Company also incurred share-based compensation in the amount of \$205,300 (2015 - \$584,750) for stock options vested to Directors and key management personnel of the Company.

During the year ended March 31, 2016, the Company also incurred and accrued truck and trailer rental expenses of \$88,436 (2015 - \$60,000) with Maple Leaf Equipment Aircraft and Recovery Inc., a company that the Chairman of GreenPower is the sole officer and director, which are expensed in Transportation costs on the Consolidated Statements of Operations.

Accounts payable and accrued liabilities at March 31, 2016 included \$101,819 (March 31, 2015 - \$107,793) owed to officers, directors, shareholders, officers, and directors which is non-interest bearing, unsecured and has no fixed terms of repayment.

Initial proceeds from the Convertible Debentures of CDN\$777,000 include amounts of CDN\$230,000 owed to Koko Financial Services Ltd., a company controlled by the Chairman of GreenPower.

**14. Income Taxes**

Income tax expense is recognized based on management's best estimate of weighted average annual income tax rate for the full financial year applied to the pre-tax income of the reporting period. The Company's effective tax rate for the years ended March 31, 2016 and March 31, 2015 was 26.00%.

The difference between tax expenses for the year and the expected income taxes based on the statutory rate are as follows:

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**14. Income Taxes (continued)**

|   | <b>Year ended<br/>March 31<br/>2016</b> | <b>Year ended<br/>March 31<br/>2015</b> |
|---|---|---|
| Combined statutory tax rate                   | 26.00%                                  | 26.00%                                  |
| Expected income tax expense (recovery)        | \$ (452,402)                            | \$ (803,494)                            |
| Items not deductible for tax purposes         | 91,817                                  | 446,111                                 |
| Difference in tax rate in other jurisdictions | (50,542)                                | (87,700)                                |
| Unrecognized (recognized) loss carryforwards  | 411,127                                 | 445,083                                 |
| Income tax expense (recovery)                 | \$ -                                    | \$ -                                    |

The nature and effect of the temporary differences giving rise to the deferred income tax assets as of March 31, 2016 and March 31, 2015 are summarized below:

| <b>Deferred income tax assets</b>         | <b>March 31<br/>2016</b> | <b>March 31<br/>2015</b> |
|---|--------------------------|--------------------------|
| Non-capital loss carry-forwards           | \$ 1,304,287             | \$ 813,999               |
| Investment in subsidiary                  | 93,014                   | 95,783                   |
| Capital assets                            | 53,682                   | 3,979                    |
| Resource properties                       | 106,993                  | 118,252                  |
| Convertible debentures                    | (16,849)                 | -                        |
| Other carryforward balances               | 4,186                    | 2,107                    |
| Share issue costs                         | 62,285                   | 83,458                   |
| Unrecognized deferred tax assets          | (1,607,598)              | (1,117,578)              |
| Net deferred income tax asset (liability) | \$ -                     | \$ -                     |

As at March 31, 2016, and March 31, 2015, the Company has approximately \$3,876,000 and \$872,000 of non-capital losses carry forwards available to reduce Canadian and US taxable income for future years, respectively. The losses expire between 2030 and 2036 if unused. The potential benefits of these carry-forward non-capital losses has not been recognized in these consolidated financial statements as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

**15. Segmented Information**

The Company operates in one reportable operating segment, being the manufacture and distribution of green-tech charter buses and city buses. As at March 31, 2016 and March 31, 2015 the majority of the Company's non-current assets, being equipment and exploration and evaluation assets, are located in the U.S.A.

Revenue is generated solely in Canada from a single customer for the years ended March 31, 2016 and March 31, 2015.

**16. Events After the Reporting Period**

On April 20, 2016, the Company granted 175,000 options to a consultant (IR provider) with an exercise price of CDN\$0.19 per share which vest 25% at the end of every 3 months for a period of twelve months and with a term of 3 years.

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**16. Events After the Reporting Period (continued)**

On May 6, 2016, the Company granted 530,000 options to Directors and an employee with an exercise price of CDN\$0.35 per share with a term of 5 years. The options vest 25% at the end of 4 months, 6 months, 9 months and 1 year.

On May 25, 2016, the Company completed a non-brokered private placement of 1,000,000 common shares (the "Shares") at a subscription price of CDN\$0.30 per Share for gross proceeds of CDN\$300,000 (USD\$232,440).

On May 28, 2016, the Company announced the acquisition of 9.3 acres of land in Porterville, California for a purchase price of \$660,000. In June 2016, a payment of \$66,000 was made by the Company to the Escrow Agent and the balance payable is pursuant to a Promissory Note with an amortization period of ten years, a term of five years and bearing interest at the rate of 2% per annum.

On June 2, 2016, CDN\$20,000 worth of Debentures (Note 10) were converted into 50,000 common shares with a conversion price of CDN\$0.40.

On June 20, 2016, the Company was awarded a \$3,000,000 tax credit from the California Governor's Office of Business (GO-Biz) and Economic Development. The tax credits will be used by GreenPower to assist in the growth and expansion of its business in California.

During the three month period ended June 30, 2016, 281,580 Broker Options were exercised at a price of CDN\$0.25 per share for proceeds of CDN\$70,395. At June 30, 2016, there were 2,940 Broker Options outstanding.

During the three month period ended June 30, 2016, 335,000 warrants, related to Oakmont Minerals Corp. (see Note 9) were exercised at a price of CDN\$0.40 per share for proceeds of CDN\$134,000. On July 3, 2016 the remaining 190,000 expired.

During the three month period ended June 30, 2016, 100,000 Stock Options expired unexercised.