

Introduction

This Management's Discussion and Analysis ("MD&A") is dated August 25, 2017 unless otherwise indicated and should be read in conjunction with the unaudited consolidated condensed interim financial statements of GreenPower Motor Company Inc. ("GreenPower", "the Company", "we", "our" or "us") for the three month period ended June 30, 2017 and 2016 and the related notes. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in US dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three month period ended June 30, 2017, are not necessarily indicative of the results that may be expected for any future period. The financial statements are prepared in compliance with International Financial Reporting Standards.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from www.sedar.com.

Cautionary Note Regarding Forward-Looking Information

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Description of Business

GreenPower Motor Company Inc. develops electric-powered vehicles for commercial markets. GreenPower offers a range of electric powered buses deploying electric drive and battery technologies with a lightweight chassis and low floor or high floor body. GreenPower's bus is based on a flexible clean sheet design and utilizes a custom battery management system and a proprietary Flex Power system for the drive motors. GreenPower integrates global suppliers for key components such as Siemens for the two drive motors, Knorr for the brakes, ZF for the axles and Parker for the dash and control systems. This OEM platform allows GreenPower to meet the specifications of various operators while providing standard parts for ease of maintenance and accessibility for warranty requirements. For further information go to www.greenpowerbus.com.

GreenPower's suite of products includes a range of all-electric low floor transit style buses from 9 meters (30 feet) to 13.5 meters (45 feet), all-electric high floor school bus or shuttle bus configurations and a 13.5 meter (45 feet) all-electric double decker.

Operations

As at June 30, 2017, the Company had:

- Three EV350's, an EV school bus and an EV550 and charging stations classified as equipment on the balance sheet totaling \$2,366,666.
- Work in process inventory and production supplies representing an EV350, EV250 and a school bus totaling \$374,480 and;
- Finished goods inventory representing charging stations, an EV550 and an EV250 totaling \$1,109,882.

Trends

The Company does not know of any trends, commitments, events, or uncertainty that are expected to have a material effect on the Company's business, financial condition, or results of operations other than as disclosed herein under "Risk Factors" and the paragraph below.

Results of Operations

For the three month period ended June 30, 2017 and 2016

The Company had a consolidated net loss of \$1,328,938 for the three months ended June 30, 2017, including revenues of \$28,765 which related to income generated from the lease of the EV550. Operating costs for the period amounted to \$1,356,986 and consists of administrative fees of \$267,139 relating to salaries, project management, accounting, and administrative services; transportation costs of \$72,067 which related to the use of trucks, trailers, contractors as well as other operational costs needed to transport company products around North America; travel, accommodation, meals and entertainment costs of \$112,254 related to travel for project management, demonstration of company products, and trade shows; product development costs of \$97,854; sales and marketing costs of \$103,904; interest and accretion on the convertible debentures and promissory note of \$55,349; professional fees of \$33,754 consisting of legal and audit fees; as well as \$487,241 of share-based compensation expense and depreciation of \$121,257. The remaining operating costs of the period amounted to approximately \$6,167 in general corporate expenses.

The consolidated total comprehensive loss for the period was impacted by \$717 of other comprehensive loss as a result of the translation of the entities with a different functional currency than presentation currency.

The Company had a consolidated net loss of \$585,182 for the three months ended June 30, 2016, and consists of administrative fees of \$95,153 relating to salaries, project management, accounting, and administrative services; transportation costs of \$75,177 which related to the use of trucks, trailers, contractors as well as other operational costs needed to transport company products around North America; travel, accommodation, meals and entertainment costs of \$82,705 related to travel for project management, demonstration of company products, and trade shows; product development costs of \$70,975; sales and marketing costs of \$60,767; professional fees of \$53,283 consisting of legal and audit fees; as well as \$73,510 of share-based compensation expense and depreciation of \$26,829. The remaining operating costs of the period amounted to approximately \$46,783 in general corporate expenses.

The consolidated total comprehensive loss for the period was impacted by \$991 of other comprehensive loss as a result of the translation of the entities with a different functional currency than presentation currency.

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Year ended March 31, 2017

The Company had a consolidated net loss of \$2,813,217 for the year ended March 31, 2017, and consists of administrative fees of \$598,850 relating to salaries, project management, accounting, and administrative services; transportation costs of \$257,352 which related to the use of trucks, trailers, contractors as well as other operational costs needed to transport company products around North America; travel, accommodation, meals and entertainment costs of \$430,821 related to travel for project management, demonstration of company products, and trade shows; product development costs of \$312,278; sales and marketing costs of \$234,395; interest and accretion on the convertible debentures and promissory note of \$95,629; professional fees of \$176,563 consisting of legal and audit fees; as well as \$391,769 of share-based compensation expense and depreciation of \$177,498. The remaining operating costs for the period amounted to \$138,062 in general corporate expenses.

The consolidated total comprehensive loss for the year was impacted by \$4,788 of other comprehensive income as a result of the translation of the entities with a different functional currency than presentation currency.

Summary of Quarterly Cash Flow

	Three Months Ended			
	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Cash flow used in operating activities before changes in non-cash working capital items	\$ 689,290	\$ 614,426	\$ 531,617	\$ 533,584

	Three Months Ended			
	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015
Cash flow used in operating activities before changes in non-cash working capital items	\$ 484,843	\$ 410,787	\$ 358,840	\$ 282,383

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Selected Quarterly Information

The quarterly results have been restated to reflect accounting policies consistent with IFRS. A summary of selected information for each of the quarters presented below is as follows:

	Three Months Ended			
	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Financial results				
Revenues	\$ 28,765	\$ -	\$ -	\$ -
Net loss for the period	(1,328,221)	(888,792)	(684,822)	(654,421)
Basic and diluted loss per share ⁽¹⁾	(0.01)	(0.01)	(0.01)	(0.01)
Balance sheet data				
Working capital (deficiency)	901,578	(111)	2,636,798	1,310,830
Total assets	5,387,123	4,519,597	5,014,361	3,990,166
Shareholders' equity	2,169,504	2,177,227	2,841,573	1,511,587

(1) Based upon the weighted average number of shares issued and outstanding for the period.

	Three Months Ended			
	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015
Financial results				
Revenues	\$ -	\$ -	\$ -	\$ -
Net loss for the period	(585,182)	(468,532)	(426,014)	(361,344)
Basic and diluted loss per share ⁽¹⁾	(0.01)	(0.01)	(0.01)	(0.01)
Balance sheet data				
Working capital	1,741,941	1,902,053	2,195,229	492,995
Total assets	3,681,536	3,948,245	3,491,940	1,697,653
Shareholders' equity	1,918,512	2,049,162	2,273,275	1,035,791

(1) Based upon the weighted average number of shares issued and outstanding for the period.

Liquidity

At June 30, 2017, the Company had a cash balance of \$662,562 and working capital of \$901,578. The Company manages its capital structure and makes adjustments to it, based on available funds to the Company. The Company will continue to rely on additional financings and the sale of its inventory to further its operations and meet its capital requirements to manufacture EV vehicles, complete the Altoona test, initiate construction of the manufacturing facility, and further develop its sales and marketing, engineering, and technical resources.

Capital Resources

Period ended June 30, 2017 and up to the date of this report

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

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In May 2017, the Company announced the closing of a private placement, which raised gross proceeds of CDN\$2,150,000 (\$1,578,500) through the issuance of convertible debentures (the "2017 Debentures").

The terms of the 2017 Debentures include:

- the 2017 Debentures mature four years after issuance (the "Maturity Date"), and the principal amount of the 2017 Debentures, together with accrued and any unpaid interest, will be payable on the Maturity Date;
- the 2017 Debentures bear interest ("Interest") at the greater of 8% per annum or BMO bank prime rate of lending plus 2.5% per annum, which Interest will be payable monthly;
- the principal amount of the 2017 Debentures is convertible into common shares of the Company ("Shares") at a price of CDN\$0.65 per Share at any time, until the Maturity Date;
- 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 2017 Debentures.

Pursuant to the debenture financing, the Company issued 3,306,700 non-transferrable common share purchase warrants (each, a "Warrant"), with each Warrant exercisable into one Share for a period of three years at an exercise price of CDN\$0.75 per Share, subject to adjustment.

During the three month period ended June 30, 2017, 782,500 Options were exercised at prices between CDN\$0.25 – CDN\$0.40 per share for proceeds of CDN\$201,250 (\$148,029).

On May 26, 2017, the Company granted:

- 1,037,500 options to Directors with an exercise price of CDN\$0.75 per share with a term of 5 years. The options fully vest on the grant date.
- 100,000 options to an advisor with an exercise price of CDN\$0.60 per share with a term of 3 years. The options fully vest on the grant date.
- 200,000 options to an employee with an exercise price of CDN\$0.60 per share and vest 25% after 4 months and then 25% after years 1, 2 & 3, and with a term of five years.
- 50,000 options to a consultant (IR provider) with an exercise price of CDN\$0.60 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 July 10, 2017, the Company granted 50,000 options to a consultant (IR provider) with an exercise price of CDN\$0.55 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.

Investing Activities

For the period ended June 30, 2017

See the Operations and Capital Resources sections above for a summary of the Company activities during the three month period ended June 30, 2017.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Related Party Transactions

Related parties include the Board of Directors, officers of the Company and its subsidiaries, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

During the three month period ended June 30, 2017 and 2016, the Company engaged the services of several shareholders and related parties of the Company, including Koko Financial Services Ltd., MSA Holdings Inc., and S&P 500 Financial and Corporate Services Inc., to provide accounting, management consulting and director services. Details of these agreements are as follows:

- Pursuant to a consulting agreement dated August 6, 2014 as amended from time to time, 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. GreenPower Motor Company Inc., paid Koko Financial Services Ltd., \$30,000 for the three month period ended June 30, 2017 (June 30, 2016 - CDN\$37,500).
- Pursuant to a consulting agreement dated August 6, 2014 as amended from time to time, 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. GreenPower Motor Company Inc., paid MSA Holdings Inc., CDN\$7,500 for the three month period ended June 30, 2017 (June 30, 2016 - CDN\$7,500).
- Effective January 1, 2016, GreenPower Motor Company, Inc. (the U.S subsidiary of the Company), agreed to pay U.S. \$10,000 per month to S & P 500 Financial and Corporate Services Inc. ("S&P 500"), a U.S. company where the CEO of GreenPower served as a director. As a result, GreenPower Motor Company, Inc., paid S&P 500 U.S \$30,000 for the three month period ended June 30, 2017 (June 30, 2016 - \$30,000).

The amounts are classified as either Administrative fees, Product development costs or Sales and marketing in the Consolidated Condensed Interim Statements of Operations and Comprehensive Loss for each of the periods.

The Company also incurred share-based compensation in the amount of \$420,094 during the three month period ended June 30, 2017 (June 30, 2016 – \$50,228) for stock options granted in current and prior periods to Directors and Officers of the Company.

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During the three month periods ended June 30, 2017 and 2016, the Company also incurred equipment rental expenses of \$35,275 (June 30, 2016 - \$39,739) with Maple Leaf Equipment Aircraft and Recovery Inc., a company that the Chairman of GreenPower is the sole officer and director. These costs are expensed on the Consolidated Condensed Interim Statements of Operations and Comprehensive Loss for each of the periods.

During the three month period ended June 30, 2017, the Company also incurred accommodation expenses of \$38,376 (June 30, 2016 - \$nil) with Stage Coach Landing, Inc., a company that the Chairman of GreenPower is an officer and director. These costs are expensed on the Consolidated Condensed Interim Statements of Operations and Comprehensive Loss for the period.

Accounts payable and accrued liabilities at June 30, 2017, included \$105,764 (March 31, 2017 - \$115,464) owed to officers, directors, companies controlled by directors and officers and shareholders, which is non-interest bearing, unsecured and has no fixed terms of repayment.

Loans payable to related parties of \$156,299 at June 30, 2017 (March 31, 2017 - \$172,326) includes loans payable to directors and officers, companies controlled by directors and officers, and shareholders of the Company, all of which are non-interest bearing, unsecured and have no fixed terms of repayment.

During the three month period ended June 30, 2017, there were \$16,027 (June 30, 2016 - \$74,820) of shareholder loan repayments.

These transactions were measured at the exchange amount, which is the amount agreed upon by the transacting parties.

Critical Accounting Estimates

The preparation of the financial statements in conformity with IFRS requires management to make estimates 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.

The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. Significant assumptions about the future that management has made 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 following:

- the calculation of the fair value of stock options and warrants issued by the Company
- the impairment of exploration and evaluation costs
- the determination of the useful life of equipment
- the \$nil provision for income taxes which is included in the Consolidated Statements of Operations and recognition of deferred income tax assets and liabilities included in the Consolidated Statement of Financial Position at March 31, 2017.
- the allocation between debt and equity for the convertible debentures
- the Company's ability to continue as a going concern
- the net realizable value of inventory

Financial Instruments

The Company's financial instruments, consisting of cash of \$662,562 and accounts payable and accrued liabilities approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

As at June 30, 2017, the Company had working capital of \$901,578. The Company's continuing operations are dependent upon its ability to raise capital and generate cash flows from operations.

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 major Canadian and United States financial institutions 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 rely 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 June 30, 2017, the Company was exposed to currency risk through the following monetary assets and liabilities in CDN Dollars.

	CDN\$
Cash	\$464,697
Accounts receivable	\$28,802
GST receivable	\$31,576
Accounts payable and accrued liabilities	\$(35,811)
Loans payable to related parties	\$(140,948)
Convertible debentures	\$(1,886,262)

Based on the net exposure and assuming all other variables remain constant, a 10% change in the appreciation or depreciation of the CDN dollar relative to the US dollar would change the total loss and comprehensive loss by approximately CDN\$153,795. The Company currently does not plan to enter into any foreign exchange contracts to mitigate this risk.

Capital Management

The capital structure of the Company consists of cash, convertible debentures, promissory notes, and equity attributable to the common shareholders, consisting of share capital and deficit. There has been no change with respect to the overall capital risk management strategy during the period ended June 30, 2017. The Company is not subject to any externally imposed capital requirement.

There has been no change with respect to the overall capital risk management strategy during the period ended June 30, 2017. The Company is not subject to any externally imposed capital requirement.

Outlook

For the immediate future, the Company intends to:

- facilitate demonstrations of its EV550, EV350's, EV250 and Synapse 72 across the US and Canada
- manufacture the second EV250 all-electric bus and the ten EV350's for the City of Porterville
- conduct the Altoona test
- initiate the construction of the manufacturing facility in Porterville, California
- further develop its sales and marketing, engineering and technical resources.

Capitalization and Outstanding Security Data

The total number of common shares issued and outstanding is 92,224,953 as of the date hereof. There are no preferred shares issued and outstanding.

An incentive stock option plan was established for the benefit of directors, officers, employees and consultants of the Company. As of the date hereof, there are 8,974,717 options granted and outstanding.

The total number of common share warrants outstanding as of the date hereof is 4,203,148.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risk Factors

Investing in the common shares of the Company involves risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks actually occurs, the business, financial condition or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline and prospective investors may lose part or all of their investment.

No Operating History

The Company has neither a history of sales or earnings nor has it paid any dividends and may not produce earnings or pay dividends in the immediate or foreseeable future.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers. The success of the Company is dependent upon the efforts and abilities of its directors, officers and employees. The loss of any of its directors, officers or employees could have a material adverse effect upon the business and prospects of the Company.

Operational Risk

The Company is exposed to many types of operational risks that affect all companies. Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and/or systems. Operational risk is present in all of the Company's business activities, and incorporates exposure relating to fiduciary breaches, product liability claims, product recalls, regulatory compliance failures, legal disputes, business disruption, technology failures, business integration, damage to physical assets, employee safety, dependence on suppliers, foreign exchange fluctuations, insurance coverage and rising insurance costs. Such risks also include the risk of misconduct, theft or fraud by employees or others, unauthorized transactions by employees, operational or human error or not having sufficient levels or quality of staffing resources to successfully achieve the Company's strategic or operational objectives.

As a result of the acquisition of land in Porterville described in the Investing Activities section, the Company is subject to the risks normally associated with the construction of a manufacturing facility, including, but not limited to, construction delays, natural disasters, labour disputes, cost overruns, insufficient financing and requirements for governmental permits or approvals.

The occurrence of an event caused by an operational risk that is material could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Volatile Operating Results

Our orders with our customers generally require time-consuming customization and specification. We incur significant operating expenses when we are building a bus prior to sale or designing and testing a new bus. If there are delays in the sale of buses to customers, such delays may lead to significant fluctuations in results of operations from quarter to quarter, making it difficult to predict our financial performance on a quarterly basis.

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Competition in the industry

The Company competes against a number of existing manufacturers of all-electric buses, traditional diesel buses and other buses with various models based on size, purpose or performance features. The Company competes in the non-diesel or alternative fuel segment of this market. There are existing competitors in the various market segments with the potential for future competitors.

Sales and Marketing

Presently, the initial price of the Company's products are higher than a traditional diesel bus. There are some grants and subsidies that are available to offset these higher prices. Sales of Company products may also be impacted by the current market price of diesel fuel, along with the values placed on avoiding other ancillary costs such as noise and vehicle emissions. The Company's products are based on emerging technologies which seek to provide operators and users with vehicles that are all-electric, emission free, and with reduced noise. Any change in these factors could have an impact on the market adoption of the Company's products.

Current requirements and regulations may change or become more onerous

The Company's products must comply with local regulatory and safety requirements in order to be allowed to operate within the relevant jurisdiction or to qualify for funding. These requirements are subject to change and one regulatory environment is not indicative of another.

Additional Disclosure for Venture Issuers Without Significant Revenue

Expenses:

		June 30, 2017		June 30, 2016
Exploration and evaluation expenditures	\$	-	\$	-
Research and development costs		97,854		70,975
Intangible assets from development		-		-
Deferred development costs		-		-
General and administrative expenses		267,139		95,153
Other material costs *		487,241		73,510

* Share-based payments

Further information about the Company and its operations can be obtained from www.sedar.com