

ELECTROVAYA INC.

Unaudited Consolidated Balance Sheets
(Expressed in thousands of U.S. dollars)

	June 30, 2008	September 30, 2007
Assets		
Current assets		
Cash and cash equivalents	\$ 5,083	\$ 7,247
Accounts receivable	453	218
Related party receivables (note 5 (a))	538	498
Investment tax credits recoverable	394	390
Goods and services tax receivable	46	20
Inventories (note 2(a))	944	1,448
Prepaid expenses and other	168	137
	<u>7,626</u>	<u>9,958</u>
Capital assets (note 1(d))	6,415	6,672
	<u>\$ 14,041</u>	<u>\$ 16,630</u>
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 1,139	\$ 908
Income tax payable (note 5(a))	538	498
Related party obligation (note 5 (c))	99	97
	<u>1,776</u>	<u>1,503</u>
Long-term portion of related party obligation (note 5 (c))	205	260
Shareholders' equity		
Share capital (note 3)	63,745	63,745
Contributed surplus	846	700
Accumulated other comprehensive income (notes 1(b) and 9)	10,304	10,101
Deficit	<u>(62,835)</u>	<u>(59,679)</u>
	<u>12,060</u>	<u>14,867</u>
	<u>\$ 14,041</u>	<u>\$ 16,630</u>

See accompanying notes to unaudited consolidated financial statements.

These unaudited interim consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended September 30, 2007.

ELECTROVAYA INC.

Unaudited Consolidated Statements of Operations and Deficit
(Expressed in thousands of U.S. dollars, except per share amounts)

	Three months ended June 30,		Nine months ended June 30,	
	2008	2007	2008	2007
Revenue (note 8)	\$ 916	\$ 476	\$ 1,887	\$ 1,784
Direct manufacturing costs (note 2(b))	616	994	1,434	2,930
	300	(518)	453	(1,146)
Expenses				
Research and development	764	380	2,642	1,132
Government assistance (note 1(g))	(194)	(205)	(848)	(930)
Sales and marketing	139	93	387	263
Warranty increase/(decrease) (note 1(j))	22	(132)	14	(82)
General and administrative	331	420	1,064	1,254
	1,062	556	3,259	1,637
Loss before the undernoted	762	1,074	2,806	2,783
Amortization (see note 1 (d))	181	47	518	510
Loss from operations	943	1,121	3,324	3,293
Interest income	(24)	(75)	(129)	(212)
(Gain) Loss from foreign exchange	151	535	(39)	324
	127	460	(168)	112
Net loss and comprehensive loss for the period (note 1(b))	1,070	1,581	3,156	3,405
Deficit, beginning of period	61,765	56,862	59,679	55,038
Deficit, end of period	62,835	58,443	62,835	58,443
Basic and diluted loss per common share	\$ (0.02)	\$ (0.02)	(0.05)	\$ (0.05)
Weighted average number of shares outstanding, basic and fully diluted	69,575,442	69,575,442	69,575,442	69,575,442

See accompanying notes to unaudited consolidated financial statements.

These unaudited interim consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended September 30, 2007.

ELECTROVAYA INC.

Unaudited Consolidated Statements of Cash Flows
(Expressed in thousands of U.S. dollars)

	Three months ended June 30,		Nine months ended June 30,	
	2008	2007	2008	2007
Cash provided by (used in)				
Operating activities				
Loss for the period	\$ (1,070)	\$ (1,581)	\$ (3,156)	\$ (3,405)
Items not involving cash:				
Amortization	181	47	518	510
Accretion expense-related party obligation	4	7	2	4
Stock compensation expense (note 1(h))	51	68	146	186
Change in related party receivables	(55)		(40)	-
Change in related party obligation	(13)	2	(56)	(46)
Change in non-cash operating working capital (note 6)	366	13	479	266
	(536)	(1,444)	(2,107)	(2,485)
Investing activities				
Proceeds from short-term investments	-	-	-	5,845
Additions to capital assets	(79)	(130)	(173)	(228)
	(79)	(130)	(173)	5,617
Increase in cash and cash equivalents	(615)	(1,574)	(2,280)	3,132
Effect of currency translation adjustments on cash and cash equivalents	386	876	116	451
Cash and cash equivalents, beginning of period	5,312	8,586	7,247	4,305
Cash and cash equivalents, end of period	5,083	\$ 7,888	5,083	\$ 7,888
Supplemental disclosure of cash flow information				
Income taxes paid	\$ 3	\$ 2	\$ 6	\$ 23
Interest received	21	58	103	294

See accompanying notes to unaudited consolidated financial statements.

These unaudited interim consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended September 30, 2007.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

Electrovaya Inc. (the Company or “Electrovaya”), incorporated in 1996 under the Business Corporations Act (Ontario), develops, manufactures and markets portable power technology products and services using its patented lithium ion SuperPolymer® technology.

1. Significant accounting policies

(a) Basis of presentation

The Company prepares its financial statements in accordance with Canadian generally accepted accounting principles. These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All inter-company balances and transactions have been eliminated during consolidation.

(b) Changes in Accounting Policy

(i) Comprehensive Income

Effective January 1, 2007, the Company adopted CICA Handbook Section 1530, Comprehensive Income. Comprehensive income is composed of the Company's net earnings and other comprehensive income. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners.

(ii) Financial Instruments – Disclosures

Effective April 1, 2008, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants' Handbook Section 3862, Financial Instruments – Disclosures.

The recommendations in Section 3862, Financial Instruments – Disclosures, increases the disclosures currently required that will enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about liquidity risk and market risk. The quantitative disclosures must also include a sensitivity analysis for each type of market risk to which an entity is exposed, showing how net income and other comprehensive income would have been affected by reasonable possible changes in the relevant risk variable. The Company has included disclosures recommended by the new Handbook section in Note 9 to these financial statements.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)
(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)
Three months ended June 30, 2008 and 2007

Significant accounting policies (continued)

1. (iii) Financial instruments – Presentation

Effective April 1, 2008, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants' Handbook Section 3863, Financial Instruments – Presentation. Handbook Section 3863, Financial Instruments – Presentation, replaces the existing requirements on presentation of financial instruments which have been carried forward unchanged to this new section.

The following definitions are used in the presentation and disclosures regarding Financial Instruments in which the Company engages as part of their normal operations.

Fair Value

The fair value of cash, amount receivable, accounts payable and accrued liabilities approximate their carrying values due to the relatively short term maturities of these instruments.

The fair value of short-term investments is recorded at its fair value being its face value plus accrued interest.

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

Capital risk

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and develop its products. The capital structure of the Company consists of shareholder's equity and depends on the underlying profitability of the Company's operations.

Credit risk

Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed or owing by the Company. Management's assessment of the Company's risk is low as it is primarily attributable to money market funds held in Canadian banks, trade accounts receivables and Goods and Service Tax due from the Federal Government of Canada which is included in amounts receivable. The Company manages its credit risk by establishing procedures to establish credit limits and approval policies.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

1. Significant accounting policies (continued)

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interest of the Company's shareholders and may result in dilution to the value of such interests. The Company intends on fulfilling its obligations.

Market risk

Market risk incorporates a range of risks. Movement in risk factors, such as market price risk and currency risk, affect the fair value of financial assets and liabilities. The Company is exposed to these risks as the ability of the Company to develop or market its products and the future profitability of the Company is related to the market price of its primary competitors for similar products.

Interest rate risk

The Company has cash balances and has interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The present value of the debt and the associated interest payments are approximately the same, hence no discount has been applied to the debt.

Foreign currency risk

The Company's functional currency is the United States dollar and a majority of its revenue is derived from that source. The major purchases are transacted in Canadian dollars as the Company operations are located primarily in Canada. Therefore, management believes the foreign exchange risk derived from any currency conversions may have a material effect on the results of its operations.

Price risk

The Company is exposed to price risk with respect to the price of its products as the Company has a few key competitors.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)
(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)
Three months ended June 30, 2008 and 2007

1. Significant accounting policies (continued)

Sensitivity analysis

The Company has designated its cash and short-term investments as held-to-maturity; which are measured at cost using the effective interest method. Financial instruments included in amounts receivable are classified as accounts receivable, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at June 30, 2008, the carrying and fair value amounts of the Company's financial instruments are not materially different.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve month period. The Company has no short-term investments as at June 30, 2008 exceeding 90 days. Therefore, a change in interest rates, will not have any significant impact on the Company relating to the holding of these investments.

The Company does have significant, but not material, reserves of foreign currency that would give rise to exposure to foreign exchange risk. Therefore a percentage change in foreign exchange rates may have a significant, but not material, impact on the Company.

(iii) **Capital disclosures**

Effective April 1, 2008, the Company adopted CICA Handbook Section 1535 Capital Disclosures. Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. The Company has included disclosures recommended by the new Handbook section to these financial statements as described more fully below.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development, manufacture and marketing of its products. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The products which the Company is currently developing and maintaining are in the early stages; as such the Company is dependent on external financing and government financing to fund its activities. In order to carry out the planned development, improve production capacity and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

1. Significant accounting policies (continued)

The Company will continue to assess new products and seek to acquire an interest in additional products if it feels there is sufficient economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There is no change in the Company's approach to capital management during the quarter ended June 30, 2008.

(c) Cash and cash equivalents

Cash and cash equivalents include temporary investments in marketable securities which are readily convertible into cash and which have an original term to maturity of 90 days or less. Short term investments consist of temporary investments in marketable securities with longer terms to maturity and are recorded at cost, which is equivalent to their market value.

(d) Capital assets

Capital assets are recorded at cost less related investment tax credits and accumulated amortization. Amortization is provided on a straight-line basis over the estimated useful lives of the assets at the following annual rates:

Building	4%
Building improvements	7%
Production equipment	17%
Workshop equipment	20%
Patents and technology	20%
Office furniture and equipment	20%
Vehicles	20%

(e) Research and development costs

Research costs, net of related investment tax credits, are expensed in the period in which they are incurred.

Development costs, net of related investment tax credits, are expensed in the period incurred unless such costs meet the criteria under Canadian generally accepted accounting principles for deferral and amortization. To date, the Company has not deferred any development costs.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

1. Significant accounting policies (continued)

Certain costs related to the Company's research and development efforts related to fast batteries and electric vehicles are being funded by repayable grants from Technology Partnerships Canada ("TPC") and Sustainable Development Technology Corp ("SDTC") (see Note 1 (g)).

(f) Inventories

Inventories are comprised of raw materials, work in progress and finished goods. Raw materials and work in progress are recorded at the lower of cost and replacement cost.

Finished goods are recorded at the lower of cost and net realizable value. The Company determines its allowance for inventory obsolescence based upon expected inventory turnover, inventory aging, and current and future expectations with respect to product offerings.

(g) Government assistance

The Company receives indirect financial assistance from the government by way of the investment tax credit program. This program provides assistance, by way of direct payments and reductions in corporate income taxes, for specially defined qualifying expenditures. Investment tax credits are credited against the related research and development expenses, or capital assets.

The Company has been approved for funding under the TPC initiative of Industry Canada. The funding is to support the Company's research and development efforts in fast rate batteries and electric vehicles. The Company will receive contributions of up to 29.7% of the specified costs of the development project, to a maximum amount of Cdn \$10,000 (\$10,041). Under the terms of the agreement, an amount up to a maximum of \$31,100 is to be repaid by royalties, commencing in 2007 through to 2013, with payment to be deferred or reduced if certain revenue thresholds are not achieved. These revenue thresholds were not achieved during the fiscal 2007. Cumulative claims of \$4,434 were received by the Company as at September 30, 2007 from the TPC program.

During the quarters ended December 31, 2007 and March 31, 2008, the Company received contributions totaling Nil (2007-\$174) and \$654 (2007-\$140) from the TPC program. No TPC contribution was received during the quarter ended June 30, 2008.

In July 2005, the Company became eligible for a Cdn \$1,700 grant from SDTC towards a Cdn \$5,100 project related to the development and demonstration of ElectroVaya's Lithium Ion SuperPolymer® Battery for application in zero-emission commercial fleet vehicles.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

1. Significant accounting policies (continued)

The amount is receivable in scheduled instalments as provided in the contribution agreement between SDTC and the Company and will be received upon the achievement of various project milestones. Under the terms of the agreement SDTC shall pay the lesser of 33% of the eligible project costs or CDN \$ 1,700, the contribution shall not exceed 50% of the eligible project costs and the Company or consortium members, or both, shall provide at least 25% of the project costs in cash, in-kind goods or services or a combination of both. SDTC shall not have any obligation to pay the contribution unless the Company has obtained a commitment and has the financial capacity to finance all the costs related to the entire project.

The project is divided into three milestones, and the first milestone was completed by July 31, 2006. The second milestone was originally budgeted to be completed in the quarter ended June 30, 2007 but the Company has requested SDTC to extend tenure of the project due to certain constraints. The second milestone is likely to be extended up to July 2008. The third milestone is expected to be completed by February 2009 (original completion date of January 2008).

A cash contribution of \$194 was received by the Company during the quarter ended June 30, 2008 (2007 -\$Nil) for the achievement of certain milestones. Cumulative claims of \$1,113 have been received as at June 30, 2008 from SDTC.

(h) Stock based compensation

The Company applies the fair value method of accounting for employee stock options to all employee stock options granted on or after October 1, 2003. Under the fair value based method, compensation cost is measured at fair value at the date of grant and expensed over the award's vesting period. Stock based compensation expense for the quarter was \$51 (2007-\$68).

(i) Revenue recognition

Revenue from product sales is recognized upon shipment. Estimated returns and allowances and sales rebates are recorded as a reduction of revenue at the time of revenue recognition. In addition, the Company provides for the estimated cost of standard product warranties at the time of revenue recognition. The Company primarily uses a binding purchase order as evidence of its sales arrangements, and with respect to its service arrangements uses contractual agreements. The Company considers delivery to occur upon shipment, provided risks and rewards of ownership, including transfer of title have passed to the customer. At the point of sale, the Company assesses whether collection is reasonably assured. If the Company determines that collection is not reasonably assured, the Company defers recognition of the revenue until collection becomes reasonably assured, which is generally upon receipt of cash. Where an estimate

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

1. Significant accounting policies (continued)

of the potential sales returns cannot be made, the recognition of revenue does not occur until the distributor has sold the product. Revenue from large format batteries provided to third parties under contracts is recognized as services are performed and as each milestone in the contract is achieved and accepted by the customer.

Revenue from custom machine building is recognized based on the percentage of completion method of accounting for contracts. Under such contracts, revenue is recognized based on the ratio of total costs incurred to date to overall estimated costs. Provisions for estimated losses on contracts are recognized when identified.

(j) Warranty costs

Warranty costs are provided for as revenues are earned.

(k) Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the years. Actual results may differ from the estimates. Sales returns are estimated at the time of delivery based on past experience and customer specific factors. Bad debts are determined based on the ageing of accounts receivable where such amounts are not insured and considered uncollectible. Warranty accruals are based on the actual warranty experience rate for the past year and sales during the most recent warranty period.

The Company operates in a competitive market subject to fast-paced technological changes. The Company has estimated the provisions for sales returns, warranty costs and obsolete inventory based on historical patterns, communication with its distributors, industry trends and existing competitive pressures. Significant changes in technology or competitors' products could result in a material change in the rate of sales returns.

(l) Income taxes

The Company uses the asset and liability method of accounting for income taxes. Future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carry-forwards. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

1. Significant accounting policies (continued)

expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in the income in the period that includes the date of enactment or substantive enactment. A valuation allowance is recorded against any future income tax asset if it is not more likely than not that the asset will be realized.

(m) Foreign currency translation

Monetary assets and liabilities of the Company which are denominated in foreign currencies are translated into Canadian dollars (which is considered to be the

measurement currency) at the exchange rates prevailing at the balance sheet date, and transactions denominated in foreign currencies which are included in operations are translated at the average rates for the period. Non-monetary assets and liabilities are translated at the exchange rate in effect at the transaction date. Exchange gains and losses resulting from the translation of these amounts are reflected in the consolidated statement of operations in the period in which they occur.

As the Company's reporting currency is the U.S. dollar, the Company translates assets and liabilities denominated in Canadian dollars into U.S. dollars at the exchange rate prevailing at the balance sheet date, and the results of operations at the average rate for the period. Cumulative net translation adjustments are included as a separate component of other comprehensive income.

(n) Earnings per share

Basic earnings per share is calculated using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and potential common shares outstanding during the year, if dilutive.

(o) Impairment of long-lived assets

The Company reviews capital assets subject to amortization for impairment on an annual basis or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of an asset that is held and used exceeds the projected undiscounted future net cash flows expected from its use and disposal, and is measured as the amount by which the carrying amount of the asset exceeds its fair value, which is measured by discounted cash flows when quoted market prices are not available. Management determined that there is no impairment charge for the quarter ended June 30, 2008.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)
(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)
Three months ended June 30, 2008 and 2007

2. Inventories

(a) Total inventories on hand as at June 30, 2008 and September 30, 2007 are as follows:

	June 30, 2008	September 30, 2007
Raw materials	\$ 302	\$ 498
Work in progress	443	540
Finished goods	199	410
	\$ 944	\$ 1,448

(b) As per accounting policies (note 1(f)), during the quarters ended June 30, 2008 and 2007, the following inventory revaluations and obsolescence provisions were included in direct manufacturing costs:

	June 30, 2008	2007
Loss on material revaluation	\$ 109	\$ 201
Provision for obsolescence	9	200
	\$ 118	\$ 401

3. Share capital

As at June 30, 2008, the Company had outstanding 69,575,442 common shares (69,575,442 as at March 31, 2008) and 3,844,271 options (3,875,938 as at March 31, 2008) to acquire common shares under the Company's employee incentive plan.

On January 25, 2007, the Company announced a Normal Course Issuer Bid ("Bid") through the Toronto Stock Exchange ("TSX") in effect for a twelve-month period commencing on January 29, 2007. The maximum number of common shares which could be purchased during the Bid was 3,478,772 common shares, being approximately 5% of Electrovaya's issued and outstanding common shares as at January 22, 2007. The Bid period has now expired, with no shares purchased.

4. Foreign currency and credit risk

(a) Foreign currency risk

The Company is exposed to foreign currency fluctuations to the extent that the Company is holding significant cash and cash equivalent balances denominated in U.S. dollars. The Company does not hedge the risk related to fluctuations of the exchange rate between U.S. and Canadian dollars.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

4. Foreign currency and credit risk (continued)

(b) Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of accounts receivable. The Company performs periodic credit evaluations of the financial condition of its customers and typically does not require collateral from them. Allowances are maintained for potential credit losses consistent with the credit risk of specific customers, historical trends and other information. Credit losses have been within management's range of expectations.

5. Related party transactions

- a) In August 2005, the Company purchased all of the issued and outstanding shares of 1020204 Ontario Limited ("102") from its two principal shareholders at the time, Dr. Sankar Das Gupta, who is a director and officer of the Company and Dr. James Jacobs who was an officer of the Company. Electrovaya Inc. then transferred all of its shares in Electrovaya Corp. to 102 in exchange for shares of 102. 102 and Electrovaya Corp. then completed a statutory vertical amalgamation and continued as Electrovaya Corp. (the "amalgamation transaction").

The amalgamation transaction was accounted for based on CICA Handbook Section 3840, Related Party Transactions at the exchange amounts of the assets and liabilities transferred as there was a substantive change in the ultimate unrelated parties' ownership interests in the subsidiaries. In addition, the Company had obtained independent evidence on the exchange amounts involved in the amalgamation transaction. An independent committee of the Board was constituted to review the amalgamation transaction.

Upon amalgamation, the Company received \$509 of cash and assumed a liability of \$77 relating to interest payable on an income taxes liability of 102. The offset to the \$432 of net assets assumed had been recorded as a credit to income tax recovery in the statement of operations for the fiscal year ended September 30, 2005. In addition, as at September 30, 2005, Electrovaya Corp carried back income tax losses of \$4,787, eliminating a \$1,148 income tax liability of 102. This transaction had no impact on the statement of operations as a full valuation allowance had been recorded against the income tax losses.

In August, 2007, 102 received a Notice of Reassessment for a tax liability of approximately \$498 (including accumulated interest) relating to the sale of property by 102 prior to the amalgamation with Electrovaya. A final collection notice was received in December, 2007 and a lien was placed by the Ministry of Revenue on the Company's assets in January 2008 as security for the outstanding amount. Pursuant to the terms of the share purchase agreement, the former shareholders of 102 have indemnified Electrovaya in respect of the full amount, including legal and administrative expenses of any resulting tax liability and a

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

5. Related party transactions (continued)

payment plan is currently being negotiated. Therefore, the Company has not accrued the tax liability as an expense. The Ministry of Revenue, Collections Division has agreed to a repayment plan of \$22,000 per month and during July, 2008 two payments of \$22,000 each were made to the Ministry of Revenue from amounts previously owed by the Company to one of the former shareholders.

During the quarter ended June 30, 2008, the Company paid \$51 (2007- \$45) to a director of a wholly owned subsidiary company for services rendered to the Company in his capacity as an executive officer. During the quarter ended June 30, 2008, the Company paid \$ 58 (2007 - \$65) to the Chief Executive Officer, who is also a controlling shareholder of the Company. Since the payments to the CEO are fixed and made in Canadian dollars while the Company reports in US dollars, the difference is attributable to the change in exchange rates.

- b) During the year ended September 30, 2006, the Company was served with a Statement of Claim for \$1,100 by an executive officer related to an automobile accident involving one of the Company-owned automobiles. The Company is fully insured for the amount of the claim.
- c) Pursuant to a termination of employment agreement between the Company and the co-founder and former Chief Technology Officer of the Company, the Company is obligated to pay 130 biweekly instalments totalling \$448 beginning September 2006. In the event of a change in control, insolvency or wind-up of the Company, all amounts become due and payable immediately. The Company has accounted for the present value of the expected future payments of \$394 as a charge to income during the year ended September 30, 2006.

6. Change in non-cash operating working capital

	Nine months ended,	
	June 2008	June 2007
Accounts receivable	\$ (235)	296
Investment tax credits recoverable	(4)	(38)
Goods and services tax receivable	(26)	(37)
Inventories	504	160
Prepaid expenses and other	(31)	(13)
Accounts payable and accrued liabilities	231	(102)
Income tax payable	40	-
	<u>\$ 479</u>	<u>\$ 266</u>

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

7. Income taxes

The Company has a potential tax benefit resulting from non-capital losses carried forward, an undeducted pool of scientific research and experimental development expenditures and non-refundable investment tax credits carried forward. In view of the history of net losses incurred, management is of the opinion that it is more likely than not that these tax assets will not be realized in the foreseeable future and hence, a full valuation allowance has been recorded against these future tax assets. Accordingly, no future tax assets are recorded on the balance sheets.

8. Segmented information

The Company has reviewed its operations and determined that it operates in one business segment and has only one reporting unit. The Company develops, manufactures and markets portable power technology products using its patented lithium ion SuperPolymer ® technology.

Revenues from major business activities were as follows:

	June 30 ,	
	2008	2007
Large Format Batteries*	\$ 875	\$ 628
Consumer electronics	825	1,064
Other	187	92
	\$ 1,887	\$ 1,784

* Formerly described as "Services."

Revenues attributed to regions based on location of customer were as follows:

	June 30,	
	2008	2007
Canada	\$ 260	\$ 247
United States & Others	1,627	1,537
	\$ 1,887	\$ 1,784

As at June 30, 2008, all the Company's material assets were located in Canada.

ELECTROVAYA INC.

Notes to Unaudited Consolidated Financial Statements (continued)

(Expressed in Thousands of U.S. dollars, except per share amounts and otherwise stated.)

Three months ended June 30, 2008 and 2007

9. Statement of comprehensive income

The following table provides a statement of comprehensive income and “Accumulated other comprehensive income” shown as a separate component of shareholders equity:

For the nine months ended June 30,	2008	2007
Net loss	\$ (3,156)	\$ (3,405)
Other comprehensive income, net of tax:		
Unrealized foreign currency translation gains and losses	10,304	9,029
Comprehensive income/(loss)	\$ 7,148	\$ 5,624
