

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Electrovaya Inc.

We have audited the accompanying consolidated financial statements of Electrovaya Inc., which comprise the consolidated statements of financial position as at September 30, 2016 and 2015, and the consolidated statements of operations, comprehensive gain (loss), changes in equity and cash flows for the years ended September 30, 2016 and September 30, 2015, and the related notes, which comprise 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 as issued by the International Accounting Standards Board, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit 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 auditors' 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 auditors consider 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 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 consolidated statements of financial position of Electrovaya Inc. as at September 30, 2016 and 2015, and its consolidated financial performance and its consolidated cash flows for the years ended September 30, 2016 and September 30, 2015, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Goodman & Associates LLP

Toronto, Ontario
December 23, 2016

Chartered Accountants
Licensed Public Accountants

ELECTROVAYA INC.

Consolidated Statement of Financial Position
(Expressed in thousands of U.S. dollars)

As at	September 30, 2016	September 30, 2015
Assets		
Current assets		
Cash and cash equivalents (note 14)	\$ 668	\$ 6,309
Restricted cash (notes 19 & 22)	1,000	1,043
Trade and other receivables (notes 14 & 15)	3,022	4,164
Investment tax credits recoverable	213	224
Inventories (note 6)	18,204	7,550
Prepaid expenses and other	204	372
	<u>23,311</u>	<u>19,662</u>
Non-current assets		
Property, Plant and Equipment (note 7)	7,357	7,230
Deferred tax (notes 3(o) & 18)	163	451
	<u>7,520</u>	<u>7,681</u>
	<u>\$ 30,831</u>	<u>\$ 27,343</u>
Liabilities and Equity		
Current liabilities		
Trade and other payables (note 9)	\$ 14,134	\$ 4,755
Letter of credit (note 19)	-	1,043
Deferred revenue	17	17
Deferred government grant (note 12(d))	-	196
Innovation Norway (note 13)	56	52
Line of credit (note 22)	1,291	-
Promissory Notes (notes 4, 11 & 16)	6,500	5,363
	<u>21,998</u>	<u>11,426</u>
Long-term liabilities		
Promissory Notes (notes 4 & 11)	-	1,120
Long-term provisions (note 17)	735	1,999
Innovation Norway (note 13)	148	261
	<u>883</u>	<u>3,380</u>
Equity		
Share capital (note 8)	75,339	69,804
Contributed surplus	2,947	4,163
Fair value of share purchase warrants (note 8)	241	1,686
Accumulated other comprehensive gain	8,945	7,615
Minority interest	2	2
Deficit	(79,524)	(70,733)
	<u>7,950</u>	<u>12,537</u>
	<u>\$ 30,831</u>	<u>\$ 27,343</u>

See accompanying notes to consolidated financial statements.

ELECTROVAYA INC.

Consolidated Statement of Operations

(Expressed in thousands of U.S. dollars, except per share amounts)

Years ended September 30, 2016 and 2015

	2016	2015
Revenue (note 5)	\$ 19,535	\$ 16,568
Direct manufacturing costs (note 6(b))	14,664	11,591
	4,871	4,977
Expenses		
Research and development	6,147	4,581
Government assistance (note 12(c))	256	400
Sales and marketing	1,033	326
General and administrative (note 9)	4,203	1,445
Stock based compensation exp (note 8(a))	83	85
Finance cost	853	653
Patents and trademark expenses	141	146
	12,716	7,636
(Loss) before the undernoted	(7,845)	(2,659)
Amortization (see note 3 (j))	579	620
(Loss) from operations	(8,424)	(3,279)
Foreign exchange gain(loss) and interest income	(190)	573
(Loss) before provision for tax	(8,614)	(2,706)
Provision for tax	177	487
Net (loss) for the period	(8,791)	(3,193)
Basic (loss) per share	\$ (0.10)	\$ (0.04)
Diluted (loss) per share	\$ (0.10)	\$ (0.04)
Weighted average number of shares outstanding, basic and fully diluted	83,792,585	79,322,115

See accompanying notes to consolidated financial statements.

ELECTROVAYA INC.

Consolidated Statement of Comprehensive gain(loss)

(Expressed in thousands of U.S. dollars)

Years ended September 30, 2016 and 2015

	2016	2015
Net (loss) for the period	\$ (8,791)	\$ (3,193)
Components of other comprehensive gain(loss) that may be reclassified to profit or loss, before tax		
Unrealized gain on purchase (note 3(c) & 4)	-	9,152
Currency translation differences	1,330	(1,128)
Adjusted to property, plant & equipment	-	(165)
Other comprehensive gain for the period	1,330	7,859
Total comprehensive gain(loss) for the period	\$ (7,461)	\$ 4,666

See accompanying notes to consolidated financial statements.

ELECTROVAYA INC.

Consolidated Statement of Changes in Equity

(Expressed in thousands of U.S. dollars)

Years ended September 30, 2016 and 2015

	Share Capital	Contributed Surplus	Deficit	Fair value of share purchase warrants	Accumulated other Comprehensive Income(loss)	Minority Interest	Total
Balance – October 01, 2014	\$68,246	\$4,120	\$(67,540)	\$747	\$(409)	\$2	\$5,166
Stock-based compensation	-	85	-	-	-	-	85
Issue of shares	1,558	-	-	-	-	-	1,558
Purchase of shares	-	-	-	-	9,152	-	9,152
Net loss for the period	-	-	(3,193)	-	-	-	(3,193)
Share purchase warrants	-	-	-	939	-	-	939
Currency translation Differences	-	(42)	-	-	(1,128)	-	(1,170)
Balance–September 30, 2015	\$69,804	\$4,163	\$(70,733)	\$1,686	\$7,615	\$2	\$12,537
Balance – October 01, 2015	\$69,804	\$4,163	\$(70,733)	\$1,686	\$7,615	\$2	\$12,537
Stock-based compensation	-	83	-	-	-	-	83
Issue of shares	5,535	(1,299)	-	-	-	-	4,236
Net loss for the period	-	-	(8,791)	-	-	-	(8,791)
Share purchase warrants	-	-	-	(1,445)	-	-	(1,445)
Currency translation Differences	-	-	-	-	1,330	-	1,330
Balance–September 30, 2016	\$75,339	\$2,947	\$(79,524)	\$241	\$8,945	\$2	\$7,950

See accompanying notes to consolidated financial statements.

ELECTROVAYA INC.

Consolidated Statements of Cash Flows
(Expressed in thousands of U.S. dollars)
Years ended September 30, 2016 and 2015

	2016	2015
Cash provided by (used in)		
Operating activities		
Net gain(loss) for the period	\$ (8,791)	\$ (3,193)
Items not involving cash:		
Amortization	579	620
Loss on scrapping of assets	62	-
Stock based compensation (note 3(n))	83	85
Actuarial gains	(286)	-
Financing costs	127	149
Deferred tax assets	286	487
Net changes in working capital (note 10)	(150)	2,301
	(8,090)	449
Investing activities		
Purchase of property, plant and equipment	(614)	(115)
Increase(decrease) in long-term provisions	(1,264)	657
Repayment of letter of credit	-	(1,043)
Term deposit	(1,000)	-
	(2,878)	(501)
Financing activities		
Issue of shares	4,234	2,506
Cash acquired on acquisition of Litarion	-	2,988
Repayment of Innovation Norway	(109)	-
Loan financing	1,308	2,015
	5,433	7,509
Increase (decrease) in cash and cash equivalents	(5,535)	7,457
Exchange difference	(106)	(2,117)
Cash and cash equivalents, beginning of period	6,309	969
Cash and cash equivalents, end of period	\$ 668	\$ 6,309

See accompanying notes to consolidated financial statements.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

1. Nature of Operations

Electrovaya Inc. ("Electrovaya" or the "Company") and its subsidiaries (the "Group"), designs, develops and manufactures proprietary Lithium Ion SuperPolymer® batteries, battery systems, and battery-related products for energy storage, clean electric transportation and other specialized applications. Electrovaya, through its fully owned subsidiary, Litarion GmbH, also produces cells, electrodes and SEPARION™ ceramic separators and has manufacturing capacity of about 500MWh/annum. Electrovaya is a technology focused company with extensive IP. Headquartered in Ontario, Canada, Electrovaya has production facilities in Canada and Germany with customers around the globe.

Electrovaya Inc. was incorporated in 1996 under the Business Corporations Act (Ontario). Electrovaya Inc. is a public company listed in the Toronto Stock Exchange (TSX: EFL) and OTCQX (OTCQX:EFLVF)

2. Statement of Compliance

The audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standard ("IAS") 34, "Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements should be read in conjunction with the Company's 2015 audited annual consolidated financial statements and accompanying notes.

These audited consolidated financial statements were authorized for issuance by the Company's Board of Directors on December 23, 2016.

3. General Information

The Company develops and manufactures energy storage products, including electrodes, separators, cells, modules and advanced battery systems. 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.

Significant Accounting Policies

(a) Basis of consolidation

The Group financial statements consolidate those of the parent company and all of its subsidiaries up to September 30, 2016. Electrovaya exercises control through 100% of the voting rights of its subsidiaries, 1408871 Ontario Inc., Electrovaya Corp., Maya Electric Inc., Electrovaya Company, Electrovaya USA Inc., Electrovaya Global SRL (dormant), Electrovaya ApS (inactive), Electrovaya GmbH, Litarion GmbH and through 99.6% of the voting rights of Miljobil Grenland A.S. ("MGB"). All subsidiaries have the same reporting dates as their parent Company. All inter-company balances and transactions have been eliminated upon

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

consolidation. Amounts reported in the financial statements of subsidiaries have been adjusted when necessary to ensure consistency with the accounting policies adopted by the Group.

(b) Basis of Accounting – Going concern

The consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to meet its working capital requirements, and the mandatory repayment terms of the notes payable and banking facilities as disclosed in Note 16.

The Group experienced after tax losses of \$8,791 for the year ended September 30, 2016 and, as at that date, current assets exceed current liabilities by \$1,313.

The ability of the Group to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business is dependent upon the continued support from its shareholders and lenders and on its ability to achieve and maintain profitable operations in the future. Management is of the opinion that sufficient working capital will be obtained from future cash flows to meet the Group's liabilities and commitments as they become payable and is presently in the process of renewing current financing and obtaining additional financing. The ability to continue profitable operations in the future depends upon the successful completion of financing arrangements, and the Group's ability to meet its financial performance relative to budget. Management believes financial performance relative to budget will be achieved based on pre-existing sales orders and highly probable sales volumes.

In addition to the above, the promissory notes of \$6,500 thousand are subject to renewal partially in February 2017, April 2017 and May 2017. The lenders are expected to undertake a review, which will include (but is not limited to) an assessment of:

- market value of secured property;
- cash flow performance; and,
- capital raisings to meet repayment requirements.

Management believes that the repayment of the notes will occur as required and is confident that a renewal or refinancing will be finalised before February 2017, and that the proceeds will be sufficient to meet the repayment requirements at that date. Management anticipates that any additional repayments required will be met out of operating cash flows or from alternative forms of capital raising such as asset sales, a rights or note issue or private placement. Management has access to underwriters and a plan for equity raising if required.

Management acknowledges that uncertainty remains over the Group's ability to meet its funding requirements and to refinance or repay its notes payable as they fall due. However, as described above, management has a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. If for any reason the Group is unable to continue as a going concern, then this could have an impact on the Group's ability to realise assets at their recognised values, in particular goodwill and other intangible assets, and to extinguish liabilities in the normal course of business at the amounts stated in the consolidated financial statements.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

(c) Business Combinations

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Company. The Company measures goodwill at the acquisition date as the fair value of the consideration transferred, including the recognized amount of any non-controlling interests in the acquiree, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative, a purchase gain is recognized immediately in earnings. In a business combination achieved in stages, the acquisition date fair value of the Company's previously held equity interest in the acquiree is also considered in computing goodwill.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred and equity interests issued by the Company. Consideration also includes the fair value of any contingent consideration.

Acquisition-related costs are expensed as incurred, except for those costs related to the issue of debt or equity instruments. Transaction costs arising on the issue of equity instruments are recognized directly in equity. Transaction costs that are directly related to the probable issuance of a security that is classified as a financial liability is deducted from the amount of the financial liability when it is initially recognized, or recognized in earnings when the issuance is no longer probable.

(d) Functional and presentation currency:

These consolidated financial statements are presented in U.S. dollars. The Company's functional currency is Canadian dollars. The functional currency of the subsidiaries is Canadian dollars, US dollars, Euro and Norwegian krone. All financial information presented in U.S. dollars (except per share amounts) have been rounded to the nearest thousand.

(e) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenue and expenses and the related disclosures of contingent assets and liabilities. Actual results could differ materially from the estimates and assumptions. We review our estimates and assumptions on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and may impact future periods as well.

Significant management judgement

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the consolidated financial statements.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

- Recognition of contract revenues.
- Determining when to recognize revenues from after-sales services requires an understanding of the customer's use of the related products, historical experience and knowledge of the market.
- Recognizing contract revenue also requires significant judgment in determining milestones, actual work performed and the estimated costs to complete the work.
- Distinguishing the research and development phases of a new project and determining whether the recognition requirements for the capitalization of development costs are met requires judgement. After capitalization, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalized costs may be impaired (see note 3(j)).

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Impairment

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utility of certain production, testing and other equipment.

Inventories

Management estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

Fair value of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values may vary from the actual prices achieved in an arm's length transaction at the reporting date.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

(f) *Capital disclosures:*

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 Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity plus its short-term debt comprised of the Promissory note, less cash and cash equivalents as presented on the face of the statement of financial position.

The Group sets the amount of capital in proportion to its overall financing structure, comprised of equity and long term debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group issues new shares or increases its long-term debt.

Capital for the reporting periods under review is summarized as follows:

	30-Sep-16	30-Sep-15
Total Equity	\$ 7,950	\$ 12,537
Cash and cash equivalents	<u>(668)</u>	<u>(6,309)</u>
Capital	<u>7,282</u>	<u>6,228</u>
Total Equity	7,950	12,537
Promissory Note	6,500	6,483
Other Long term liabilities	<u>883</u>	<u>2,260</u>
Overall Financing	\$ <u>15,333</u>	\$ <u>21,280</u>
Capital to Overall financing Ratio	<u>0.47</u>	<u>0.29</u>

The Group's goal in capital management is to maintain a capital-to-overall financing ratio in a range between 0.25 and 0.80.

(g) *Foreign currency translation*

Foreign currency transactions are translated into the functional currency of the respective Group entity. 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

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

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 with the resulting foreign exchange gains and losses recognized in profit and loss. Non-monetary items measured at historical cost are translated at the exchange rate in effect at the transaction date. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

In the Group's consolidated financial statements, all assets, liabilities and transactions of group entities with a functional currency other than the US dollar (the Group's presentation currency) are translated into US dollars upon consolidation.

On consolidation, assets and liabilities have been translated into US dollars at the closing rate at the reporting date. Income and expenses have been translated into the Group's presentation currency at the average rate over the reporting period. Exchange differences are recognized in comprehensive income and accumulated other comprehensive income. On disposal of a foreign operation, the cumulative translation differences recognized in equity are reclassified to profit or loss and recognized as part of the gain or loss on disposal.

(h) Cash and cash equivalents

Cash and cash equivalents include cash on account and short-term investments with original maturities of three months or less.

(i) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost of raw material is determined using the average cost method. Cost of semi-finished and finished goods are determined using the First in First out (FIFO) method. Cost includes all expenses directly attributable to the manufacturing process as well as suitable portions of related production overheads, based on normal operating capacity. Net realizable value is the estimated selling price in the ordinary course of business less any applicable selling expenses. The Company attempts to utilize excess inventory in other products the Company manufactures or return the inventory to the supplier or customer. To the extent economic circumstances have changed, previous write-downs are reversed and recognized in the consolidated statement of operations in the period the change occurs.

(j) Property, plant and equipment:

Property, plant and equipment is carried at cost less related investment tax credits, accumulated depreciation and impairment losses. Cost consists of expenditures directly attributable to the acquisition of the asset, including interest for constructing qualified long-term assets, as applicable. The Company capitalizes the cost of an asset when the economic benefits associated with that asset are probable and when the cost can be measured reliably. The costs of major renovations are capitalized and the carrying amount of replaced assets is

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

written off. When components of an asset have a significantly different useful life than its primary asset, the components are amortized separately. All other maintenance and repair costs are expensed in the consolidated statement of operations as incurred.

Amortization is provided on a straight-line basis over the estimated useful lives of the assets.

The following useful lives are applied:

	Years
Building	20
Leasehold improvements	10
Production equipment # 1	2
Production equipment # 2	3
Production equipment # 3	4
Production equipment # 4	5
Production equipment # 5	8
Production equipment # 6	10
Production equipment # 7	15
Office Furniture and Equipment # 1	5
Office Furniture and Equipment # 2	3
Office Furniture and Equipment # 3	2
Intangible assets	3

Material residual value estimates and estimates of useful life are updated as required, but at least annually. Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amounts of the assets and are recognized in profit or loss within "other income" or "other expenses."

(k) Intangible assets

The Group's intangible assets consist of patents, trademarks and software licenses. The Company records intangible assets at fair value at the date of acquisition. An intangible asset is capitalized when the economic benefit associated with an asset is probable and when the cost can be measured reliably. Intangible assets are carried at cost less accumulated depreciation and impairment losses. Cost consists of expenditures directly attributable to the acquisition of the assets.

(l) Impairment of property, plant and equipment

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows ("cash-generating units" or "CGU"). Cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, the carrying amount of the asset is tested for impairment. Absent triggering events during the period, we conduct our impairment assessment annually to correspond with our planning cycle.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

An impairment loss is recognized when the carrying amount of an asset or CGU exceeds the recoverable amount. The recoverable amount of an asset or CGU is the greater of its value-in-use or its fair value less costs to sell. The process of determining value-in-use, or discounted cash flows, is subjective and requires management to exercise judgment in making assumptions about future results, including revenue and cash flow projections and discount rates. The process of determining fair value less costs to sell requires the valuation and or discounted cash flows when market prices are not available. Impairment losses are recognized in the consolidated statement of operations. Impairment losses recognized in respect of a CGU are allocated to reduce the other assets in the CGU on a pro rata basis.

Impairment losses are reversed if the circumstances that led to the impairment no longer exist. At each reporting date, the Company reviews for indicators that could change the estimates used to determine the recoverable amount. The amount of the reversal is limited to restoring the carrying amount to the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized in prior periods.

(m) Provisions

Legal:

Provisions are recognized for present legal or constructive obligations arising from past events when the amount can be reliably estimated and it is probable that an outflow of resources will be required to settle an obligation. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

At the end of each reporting period, the Company evaluates the appropriateness of the remaining balances. Adjustments to the recorded amounts may be required to reflect actual experience or to reflect the current best estimate.

In the normal course of our operations, the Company may be subject to lawsuits, investigations and other claims, including environmental, labor, product, customer disputes and other matters. The ultimate outcome or actual cost of settlement may vary significantly from our original estimates. Material obligations that have not been recognized as provisions, as the outcome is not probable or the amount cannot be reliably estimated, are disclosed as contingent liabilities, unless the likelihood of outcome is remote.

Warranty:

The Company offers product and service warranties to our customers. The Company records a provision for future warranty costs based on the terms of the warranty, which vary by customer,

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

product or service, management's best estimate of probable claims under these warranties, and historical experience. These estimates are reviewed and adjusted as necessary as experience develops or new information becomes known.

(n) Stock-based compensation

Under the Company's stock option plan, all options granted under the plan have a maximum term of 10 years and have an exercise price per share of not less than the market value of the Company's common shares on the date of grant. The Board of Directors has the discretion to accelerate the vesting of options or stock appreciation rights granted under the plan in accordance with applicable laws and the rules and policies of any stock exchange on which the Company's common shares are listed.

The Company has an option plan whereby options are granted to employees and consultants as part of our incentive plans. Stock options vest in installments over the vesting period. Stock options typically vest one third each year over 3 years or immediately as approved by the Board. The Company treats each installment as a separate grant in determining stock-based compensation expenses.

The grant date fair value of options granted to employees is recognized as stock-based compensation expense, with a corresponding charge to contributed surplus, over the vesting period. The expense is adjusted to reflect the estimated number of options expected to vest at the end of the vesting period, adjusted for the estimated forfeitures during the period. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in the prior periods if share options ultimately exercised are different to that estimated on vesting. The fair value of options are measured using the Black-Scholes option pricing model. Measurement inputs include the price of our Common shares on the measurement date, exercise price of the option, expected volatility of our Common shares (based on weighted average historic volatility), weighted average expected life of the option (based on historical experience and general option holder behavior), expected dividends, estimated forfeitures and the risk-free interest rate.

Upon exercise of options, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to share capital with any excess being recorded in retained earnings or deficit.

(o) Income taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity. Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Group's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Group has a right and intention to set off current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively. A valuation allowance is recorded against any future income tax asset if it is more likely than not that the asset will be realized.

(p) Financial assets and financial liabilities

(i) Financial assets

Financial assets are comprised primarily of cash and cash equivalents and trade and other receivables. Short term investments in money market instruments and banker's acceptances are recorded at fair value, with changes recognized through the consolidated statement of operations.

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

Classification and subsequent measurement of financial assets

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- loans and receivables
- financial assets at fair value through profit or loss (FVTPL)
- held-to-maturity (HTM) investments
- available-for-sale (AFS) financial assets.

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below. All income and expenses relating to financial assets recognized in profit or loss are presented within finance costs or finance income, except for impairment of trade receivables which is presented within other expenses.

Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents and trade and other receivables fall into this category of financial instruments.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

Financial assets with fixed or determinable payments are classified as loans and receivables, such as accounts receivable. This category excludes any derivative assets, or assets that are quoted in active markets. Loans and receivables are initially recognized in the consolidated statement of financial position at fair value plus directly attributable transaction costs, and subsequently measured at amortized cost using the effective interest rate method, less any impairment losses. Trade and other receivables fall into this category.

Fair value through profit or loss (FVPTL)

Financial assets purchased and incurred with the intention of generating earnings in the near-term are classified as fair value through operations. Transaction costs are expenses as incurred in the consolidated statement of operations.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

Held-to-maturity investments (HTM)

Securities that have fixed or determinable payments and a fixed maturity date, which the Company intends to and has the ability to hold to maturity, are classified as held-to-maturity which includes term deposits included in cash equivalents. Held-to-maturity financial assets are initially recognized in the consolidated statement of financial position at fair value plus directly attributable transaction costs, and subsequently measured at amortized cost using the effective interest rate method, less any impairment losses. The Company currently does not hold any financial assets designated as HTM.

Available-for-sale (AFS):

Available for sale financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. Gains and losses are recognized in other comprehensive income and reported within the AFS reserve within equity, except for impairment losses and foreign exchange differences on monetary assets, which are recognized in profit or loss. When the asset is disposed of or is determined to be impaired, the cumulative gain or loss recognized in other comprehensive income is reclassified from the equity reserve to profit or loss and presented as a reclassification adjustment within other comprehensive income. Interest calculated using the effective interest method and dividends are recognized in profit or loss within finance income.

Reversals of impairment losses are recognized in other comprehensive income, except for financial assets that are debt securities which are recognized in profit or loss only if the reversal can be objectively related to an event occurring after the impairment loss was recognized. The Company currently does not hold any financial assets designated as available-for-sale.

(ii) Financial liabilities

Financial liabilities are comprised primarily of trade and other payables, deferred revenue, deferred government grant, promissory note and the liability to Innovation Norway. All financial liabilities are recorded at amortized cost. All financial liabilities are initially recorded at fair value and designated upon inception as FVPTL or other-financial-liabilities.

Financial liabilities classified as other-financial-liabilities are initially recognized at fair value less directly attributable costs. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires. Other-financial-liabilities are measured subsequently at amortized cost using the effective interest method, except for financial liabilities designated at FVTPL, that are carried subsequently at fair value with gains or losses recognized in profit or

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

loss. All derivative financial instruments that are not designated and effective as hedging instruments are accounted for at FVTPL. The Company's trade and other payables, deferred revenue, promissory note and Innovation Norway liability are classified as other-financial-liabilities.

Fair value through profit or loss

At September 30, 2016, the Company had not classified any financial liabilities as FVTPL.

(q) Revenue:

Revenue arises from the sale of goods and the rendering of services. It is measured by reference to the fair value of consideration received or receivable, excluding sales taxes, rebates, and trade discounts. The Group often enters into sales transactions involving a range of the Group's products and services, for example for the delivery of battery systems and related services. The Group applies the revenue recognition criteria set out below to each separately identifiable component of the sales transaction. The consideration received from these multiple-component transactions is allocated to each separately identifiable component in proportion to its relative fair value.

Government Grants

Government grants are recognized when there is reasonable assurance that the Corporation has met the requirements of the approved grant program and there is reasonable assurance that the grant will be received. Government grants that compensate for expenses already incurred are recognized in income on a systematic basis in the same year in which the expenses are incurred. Government grants for immediate financial support, with no future related costs, are recognized in income when receivable. Government grants that compensate the Corporation for the cost of an asset are recognized on a systematic basis over the useful life of the asset. Government grants consisting of investment tax credits are recorded as a reduction of the related expense or cost of the asset acquired. If a government grant becomes repayable, the repayment is treated as a change in estimate. Where the original grant related to income, the repayment is applied first against any related deferred government grant balance, and any excess as an expense. Where the original grant related to an asset, the repayment is treated as an increase to the carrying amount of the asset or as a reduction to the deferred government grant balance.

Sale of goods

Sale of goods is recognized when the Group has transferred to the buyer the significant risks and rewards of ownership, generally when the customer has taken undisputed delivery of the goods. Revenue from the sale of goods with no significant service obligation is recognized on delivery. Where significant tailoring, modification or integration is required, revenue is recognized in the same way as contracts for large energy storage systems described below.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

Rendering of services

The Group generates revenues from design engineering services and construction of large-scale battery systems. Consideration received for these services is initially deferred, included in other liabilities and is recognized as revenue in the period when the service is performed. Revenue from services is recognized when the services are provided by reference to the contract's stage of completion at the reporting date.

The Group also earns rental income from operating leases of its properties. Rental income is recognized on an accrual basis.

Contracts for large energy storage systems

Contracts for large energy storage systems specify a price for the development and installation of complete systems. When the outcome can be assessed reliably, contract revenue and associated costs are recognized by reference to the stage of completion of the contract activity at the reporting date. Revenue is measured at the fair value of consideration received or receivable in relation to that activity.

When the Group cannot measure the outcome of a contract reliably, revenue is recognized only to the extent of contract costs that have been incurred and are recoverable. Contract costs are recognized in the period in which they are incurred. In either situation, when it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized immediately in profit or loss.

The contract's stage of completion is assessed by management based on milestones (usually defined in the contract) for the activities to be carried out under the contract and other available relevant information at the reporting date. The maximum amount of revenue recognized for each milestone is determined by estimating relative contract fair values of each contract phase, ie by comparing the Group's overall contract revenue with the expected profit for each corresponding milestone. Progress and related contract revenue in-between milestones is determined by comparing costs incurred to date with the total estimated costs estimated for that particular milestone (a procedure sometimes referred to as the cost-to-cost method).

The gross amount due from customers for contract work is presented within trade and other receivables for all contracts in progress for which costs incurred plus recognized profits (less recognized losses) exceeds progress billings. The gross amount due to customers for contract work is presented within other liabilities for all contracts in progress for which progress billings exceed costs incurred plus recognized profits (less recognized losses).

Revenue from licensing is recognized as amounts are earned under the terms of the applicable agreements, provided no significant obligations exist and collection of the resulting receivable is reasonably assured.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

(r) *Research and development:*

Expenditure on research is recognized as an expense in the period in which it is incurred.

Costs that are directly attributable to the development phase are recognized as intangible assets provided they meet the following recognition requirements:

- completion of the intangible asset is technically feasible so that it will be available for use or sale.
- the Group intends to complete the intangible asset and use or sell it .
- the Group has the ability to use or sell the intangible asset.
- the intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or for the intangible asset itself, or, if it is to be used internally, the asset will be used in generating such benefits.
- there are adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- the expenditure attributable to the intangible asset during its development can be measured reliably.

Development costs not meeting these criteria for capitalization are expensed as incurred.

(s) *Interest Income*

Interest income and expenses are reported on an accrual basis using the effective interest method.

(t) *Operating expenses*

Operating expenses are recognized in profit or loss upon utilization of the service or at the date of their origin. Expenditures for warranties are charged against the associated provision when the related revenue is recognized.

(u) *Borrowing costs*

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported as "Finance costs".

(v) *Earnings per share (EPS):*

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.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

(w) *Standards issued but not yet effective*

At the date of authorization of these Financial Statements, the IASB and IFRIC have issued the following new and revised Standard and Interpretation which are not yet effective for the relevant reporting periods.

- IFRS 9 'Financial Instruments: Classification and Measurement' – effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. This Standard has not yet been adopted.
- IFRS 15 'Revenue from Contracts with Customers' - effective for annual periods beginning on or after January 1, 2017, established principles to record revenues from contracts for the sale of goods and services.

4. Acquisition of Litarion GmbH

On April 29, 2015, the Company acquired all of the issued outstanding shares of Litarion GmbH from Evonik DeGussa GmbH (Evonik), including an exclusive, perpetual license of the SEPARION™ Intellectual Property at a nominal annual fee. Pursuant to the agreement, Evonik indemnified Company for severance payments related to lay-offs that may arise for a period of six months following the acquisition and entered into a six month transitional services agreement for certain IT and financial services. The Company has completed the implementation of a standalone IT and financial services systems and is no longer dependent upon Evonik systems as of October 01, 2015.

The purchase price of Eur 1 million was financed by a \$1,203 (Cdn\$1.5 million) shareholder loan on April 21, 2015 bearing interest at 10% with repayment terms of 18 months. The loan has been renewed to May 31, 2017. It is the Company's intention to repay the loan at maturity.

The preliminary purchase equation is based on management's current best estimates of fair value. The preliminary purchase price allocation as at April 29, 2015 is as follows:

Net assets acquired

Cash and cash equivalents	\$ 2,988
Trade and other receivables	5,083
Inventories	8,091
Prepaid expenses and other	102
Deferred income tax	940
	<u>\$17,204</u>
Trade and other payables	5,651
Long term liabilities	1,340
	<u>6,991</u>
Total net assets acquired	10,213
Less: Purchase price	(1,061)
Negative Goodwill	<u>\$ 9,152</u>

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

The negative goodwill is attributable to a change in the strategic direction of Seller and the discontinuation of its interest in battery technology, as well as beneficial impact of the Company's non-toxic manufacturing process. The negative goodwill arising from this acquisition is not taxable for tax purposes and is reflected as unrealized gain on acquisition on the consolidated statement of comprehensive gain(loss).

5. Segment And Customer Reporting

In identifying its operating segments, management has considered the different services and products offered by the Company and determined that there was no effect on the recognition and measurement of financial statement items upon transition to IFRS. 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 power technology products.

Revenues from major business activities for the years ended September 30, 2016 and 2015 were as follows:

	2016		2015	
Large format batteries	\$	8,525	\$	14,713
Other *		11,010		1,855
	\$	19,535	\$	16,568

*Other income includes German Investment subsidy \$8,227 (€ 7,459) as disclosed in Note 12(e) and reversal of environment provision \$1,720 (€ 1,555).

Revenues attributed to regions based on location were as follows:

	2016		2015	
Canada	\$	474	\$	1,053
United States		2,741		-
Germany		15,977		14,548
Norway		127		16
Other		216		951
	\$	19,535	\$	16,568

Customers:

For the year ended September 30, 2016 one customer and German Investment subsidy represented more than 10% of total revenue (year ended September 30, 2015 one customer). Our largest customer accounted for 19.7% and 74.2% of total revenue for the years ended September 30, 2016 and of 2015 respectively. German Investment subsidy accounted for 46.2% and 0% of total revenues for the years ended September 30, 2016 and of 2015 respectively.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

6. Inventories

(a) Total inventories on hand as at September 30, 2016 and September 30, 2015 are as follows:

	September 30,	
	2016	2015
Raw materials	\$ 4,182	\$ 4,651
Semi Finished	5,935	695
Finished goods	8,087	2,204
	<u>\$ 18,204</u>	<u>\$ 7,550</u>

(b) At the years ended September 30, 2016 and 2015, the following inventory revaluations and obsolescence provisions were included in direct manufacturing costs:

	September 30,	
	2016	2015
Loss on material revaluation	\$ (844)	\$ (221)
Provision for obsolescence	(475)	144
	<u>\$ (1,319)</u>	<u>\$ (77)</u>

7. Property, Plant and Equipment:

Details of the Company's property, plant and equipment and their carrying amounts are as follows:

The Group's property, plant and equipment are comprised of land, buildings and building improvements, production equipment, and office furniture and equipment.

All amortization and impairment charges are included within amortization and impairment of non-financial assets. Land and building have been pledged as security for the promissory note (See note 11).

The carrying amount can be analysed as follows

	Intangible Assets	Land	Building	Leasehold Improvements	Production Equipment	Office Furniture and Equipment	Total
Gross carrying Amount							
Balance October 1, 2015	-	\$5,130	\$1,316	\$373	\$2,678	\$173	\$9,670
Additions/Reductions	121	-	-	-	(281)	386	226
Exchange Differences	-	109	2	8	87	2	208
Balance September 30, 2016	121	5,239	1,318	381	2,484	561	10,104
Depreciation and impairment							
Balance October 1, 2015	-	-	(351)	(187)	(1,843)	(59)	(2,440)
Additions/Reductions	(29)	-	(65)	(38)	(32)	(86)	(250)
Exchange Differences	-	-	20	(4)	(74)	1	(57)
Balance September 30, 2016	(29)	-	(396)	(229)	(1,949)	(144)	(2,747)
Net Book Value - September 30, 2016	\$92	\$5,239	\$922	\$152	\$535	\$417	\$7,357

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

	Land	Building	Leasehold Improvements	Production Equipment	Office Furniture and Equipment	Total
Gross carrying Amount						
Balance October 1, 2014	\$6,131	\$1,542	\$446	\$3,118	35	11,272
Additions/Reductions	-	26	-	142	143	311
Exchange Differences	(1,001)	(252)	(73)	(582)	(5)	(1,913)
Balance September 30, 2015	5,130	1,316	373	2,678	173	9,670
Depreciation and impairment						
Balance October 1, 2014	-	(308)	(179)	(1,747)	(28)	(2,262)
Additions/Reductions	-	(26)	-	(6)	(32)	(64)
Exchange Differences	-	(17)	(8)	(90)	1	(114)
Balance September 30, 2015	-	(351)	(187)	(1,843)	(59)	(2,440)
Net Book Value - September 30, 2015	\$5,130	\$965	\$186	\$835	\$114	\$7,230

8. Share Capital

(a) Authorized and issued capital stock

Authorized

Unlimited common shares

Issued	Common Shares	
	Number	Amount
Balance, October 01, 2014	75,317,545	\$68,246
Issuance of shares	2,965,151	1,024
Fair value of stock options exercised	-	19
Balance, December 31, 2014	78,282,696	\$69,289
*Issuance of shares	2,348,823	322
Balance, March 31, 2015	80,631,519	\$69,611
Issuance of shares	322,505	193
Balance, June 30 and September 30, 2015	80,954,024	\$69,804
Issuance of shares	30,000	7
Fair value of stock options exercised	-	5
Balance, December 31, 2015	80,984,024	\$69,816
Issuance of shares	801,187	450
Fair value of stock options exercised	-	30
Fair value of share warrants exercised	-	176
Balance, March 31, 2016	81,785,211	\$70,472
Issuance of shares	4,887,097	3,410
Fair value of stock options exercised	-	332
Fair value of share warrants exercised	-	598
Balance, June 30, 2016	86,672,308	\$74,812
Issuance of shares	521,334	368
Fair value of stock options exercised	-	81

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

Fair value of share warrants exercised	-	78
Balance, September 30, 2016	87,193,642	\$75,339

* Net of issuance costs of \$210.

In March, 2014, the Company received approval at its Annual Shareholders Meeting to increase the number of shares reserved for issuance under the stock option plan by 1,500,000 from 7,100,000 to 8,600,000. Options to purchase common shares of the Company under its stock option plan may be granted by the Board of Directors of the Company to certain full-time and part-time employees, directors and consultants of the Company and its affiliates. Stock options are non-assignable and may be granted for terms of up to 10 years. Stock options vest at various periods from zero to three years.

	Number outstanding	Weighted average exercise price
Outstanding, October 01, 2014	4,406,833	\$0.93
Exercised during quarter ended December 31, 2014	-56,666	\$0.51
Cancelled or expired	-200,001	\$0.48
Outstanding, December 31, 2014	4,150,166	\$0.92
Granted during quarter ended March 31, 2015	525,000	\$0.51
Outstanding, March 31, 2015	4,675,166	\$0.80
Granted during quarter ended June 30, 2015	60,000	\$0.73
Exercised during quarter ended June 30, 2015	-50,000	\$0.54
Outstanding, June 30, 2015	4,685,166	\$0.82
Granted during quarter ended September 30, 2015	300,000	\$0.52
Outstanding, September 30, 2015	4,985,166	\$0.80
Exercised during quarter ended December 31, 2015	-30,000	\$0.21
Cancelled or expired	-186,666	\$0.23
Outstanding, December 31, 2015	4,768,500	\$0.80
Granted during quarter ended March 31, 2016	150,000	\$0.61
Exercised during quarter ended March 31, 2016	-78,330	\$0.53
Cancelled or expired	-90,000	\$0.50
Outstanding, March 31, 2016	4,750,170	\$0.85
Exercised during quarter ended June 30, 2016	-769,336	\$0.58
Cancelled or expired	-13,332	\$0.50
Outstanding, June 30, 2016	3,967,502	\$0.84
Exercised during quarter ended September 30, 2016	-206,668	\$0.84
Outstanding, September 30, 2016	3,760,834	\$0.89

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

Exercise price	Number Outstanding	Weighted average remaining life (years)	Number exercisable	Weighted average exercise price
\$0.51 (Cdn \$0.67)	100,000	1.23	100,000	\$0.51
\$0.18 (Cdn \$0.24)	16,000	2.39	16,000	\$0.18
\$0.72 (Cdn \$0.95)	260,000	2.87	260,000	\$0.72
\$0.61 (Cdn \$0.80)	5,000	3.42	5,000	\$0.61
\$1.40 (Cdn \$1.84)	470,000	3.49	470,000	\$1.40
\$2.15 (Cdn \$2.82)	20,000	3.77	20,000	\$2.15
\$2.06 (Cdn \$2.70)	25,000	3.80	25,000	\$2.06
\$2.12 (Cdn \$2.78)	357,000	4.25	357,000	\$2.12
\$0.62 (Cdn \$0.81)	89,998	5.21	89,998	\$0.62
\$0.24 (Cdn \$0.32)	72,000	6.20	72,000	\$0.24
\$0.54 (Cdn \$0.71)	32,000	6.40	32,000	\$0.54
\$0.55 (Cdn \$0.72)	1,312,000	7.39	1,312,000	\$0.55
\$0.79 (Cdn \$1.04)	15,000	7.44	15,000	\$0.79
\$0.78 (Cdn \$1.02)	81,000	7.65	81,000	\$0.78
\$0.91 (Cdn \$1.19)	40,000	7.80	40,000	\$0.91
\$0.50 (Cdn \$0.65)	355,836	8.39	110,843	\$0.50
\$0.69 (Cdn \$0.91)	60,000	8.64	60,000	\$0.69
\$0.53 (Cdn \$0.69)	300,000	9.01	100,000	\$0.53
\$0.60 (Cdn \$0.79)	150,000	9.37	-	\$0.60
	3,760,834	6.31	3,165,841	\$0.89

Stock based compensation expense related to the portion of the outstanding stock options that vested during the year ended September 30, 2016 was \$83 (September 30, 2015-\$85).

As at September 30, 2016, the Company had outstanding 3,760,834 options (4,985,166 as at September 30, 2015) to acquire common shares under the Company's employee stock option plan.

The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the stock-based compensation costs for the stock options granted during the year ended September 30, 2016:

Grant date	February 09, 2016
No of options	150,000
Exercise price	\$ 0.61
Average expected life in years	10
Volatility	91.17%
Risk-free weighted interest rate	0.01%
Dividend yield	-
Fair-value of options granted	\$91

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

The following tables summarize the assumptions used with the Black-Scholes valuation model for the determination of the stock-based compensation costs for the stock options granted during the year ended September 30, 2015:

Grant date	July 28, 2015
No of options	300,000
Exercise price	\$ 0.52
Average expected life in years	10
Volatility	91.16%
Risk-free weighted interest rate	1.13%
Dividend yield	-
Fair-value of options granted	\$115

Grant date	May 20, 2015
No of options	60,000
Exercise price	\$ 0.73
Average expected life in years	10
Volatility	94.76%
Risk-free weighted interest rate	1.25%
Dividend yield	-
Fair-value of options granted	\$33

Grant date	Feb 14, 2015
No of options	525,000
Exercise price	\$ 0.51
Average expected life in years	10
Volatility	89.73%
Risk-free weighted interest rate	0.98%
Dividend yield	-
Fair-value of options granted	\$268

- (b) The Company has 1,000,000 share purchase warrants outstanding related to the issuance of the Cdn \$6.25 million promissory note on February 10, 2014. A total of 386,666 share warrants were exercised before the share warrant expiry date February 11, 2016. The original warrants vested immediately and the exercise price was Cdn \$0.65. The original fair value of the share purchase warrants was \$278.

As a condition of the renewal of the promissory note, the Company issued new 1,000,000 warrants for a 24 months period on February 19, 2016 that vested immediately at the exercise price of Cdn \$0.79. The fair value of the share warrants is \$241.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the fair value of share purchase warrants issued during the quarter ended March 31, 2016:

Grant date	Feb 19, 2016
No. of warrants	1,000,000
Exercise price	\$ 0.61
Average Expected life in years	2
Volatility	98.14%
Risk-free weighted interest rate	0.43%
Dividend yield	-

- (c) The Company has 2,183,673 share purchase warrants outstanding related to the issuance of the shares under the second tranche of a brokered private placement on March 19, 2015. The expiry date of these warrants is March 18, 2018. The warrants vested immediately and the exercise price is Cdn \$0.75. The original fair value of the share purchase warrants was \$316. The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the fair value of share purchase warrants issued during the quarter ended March 31, 2015:

Grant date	March 19, 2015
No. of warrants	2,183,673
Exercise price	\$ 0.59
Average Expected life in years	3
Volatility	78.12%
Risk-free weighted interest rate	0.46%
Dividend yield	-

- (d) The Company has 128,400 share purchase warrants outstanding related to the issuance of the shares under the third tranche of a brokered private placement on January 30, 2015. The expiry date of these warrants is January 29, 2018. The warrants vested immediately and the exercise price is Cdn \$1.05. The original fair value of the share purchase warrants was \$18. The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the fair value of share purchase warrants issued during the quarter ended March 31, 2015:

Grant date	January 30, 2015
No. of warrants	128,400
Exercise price	\$ 0.83
Average Expected life in years	3
Volatility	75.55%
Risk-free weighted interest rate	1.00%
Dividend yield	-

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

- (e) The Company has 2,095,579 share purchase warrants outstanding related to the issuance of the shares under the second tranche of a brokered private placement on December 31, 2014. The expiry date of these warrants is December 30, 2017. The warrants vested immediately and the exercise price is Cdn \$1.05. The original fair value of the share purchase warrants was \$322. The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the fair value of share purchase warrants issued during the quarter ended December 31, 2014:

Grant date	December 31, 2014
------------	-------------------

No. of warrants	2,095,579
Exercise price	\$ 0.91
Average Expected life in years	3
Volatility	71.99%
Risk-free weighted interest rate	1.02%
Dividend yield	-

- (f) The Company has 1,016,500 share purchase warrants outstanding related to the issuance of the shares under the first tranche of a brokered private placement on December 24, 2014. The expiry date of these warrants is December 23, 2017. The warrants vested immediately and the exercise price is Cdn \$1.05. The original fair value of the share purchase warrants was \$282. The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the fair value of share purchase warrants issued during the quarter ended December 31, 2014:

Grant date	December 24, 2014
------------	-------------------

No. of warrants	1,016,500
Exercise price	\$ 0.91
Average Expected life in years	3
Volatility	71.99%
Risk-free weighted interest rate	1.02%
Dividend yield	-

Details of Share Warrant

	Number Outstanding	Exercise Price
Outstanding as on 1st Jan, 2014	-	
Issued	1,000,000	\$0.50
Outstanding, Mar 31, 2014	1,000,000	
Exercised during the quarter ended Jun 30, 2014	-306,666	\$0.50
Outstanding Jun 30 & Sep, 2014	693,334	
Issued during the quarter ended Dec 31, 2014	3,112,079	\$0.80
Outstanding, Dec 31, 2014	3,805,413	
Issued during the quarter ended Mar 31, 2015	128,400	\$0.80
Issued during the quarter ended Mar 31, 2015	2,183,673	\$0.57
Outstanding, Mar 31, Jun 30, Sep 30 & Dec 31, 2015	6,117,486	

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

Issued during the quarter ended Mar 31, 2016	1,000,000	\$0.60
Exercised during the quarter ended Mar 31, 2016	-80,000	\$0.50
Expired during the quarter ended Mar 31, 2016	-613,334	\$0.50
Exercised during the quarter ended Mar 31, 2016	-642,857	\$0.57
Outstanding, Mar 31, 2016	5,781,295	
Exercised during the quarter ended Jun 30, 2016	-1,540,816	\$0.57
Exercised during the quarter ended Jun 30, 2016	-2,270,279	\$0.80
Exercised during the quarter ended Jun 30, 2016	-306,666	\$0.60
Outstanding, Jun 30, 2016	1,663,534	
Exercised during the quarter ended Sep 30, 2016	-306,666	\$0.60
Exercised during the quarter ended Sep 30, 2016	-8,000	\$0.80
Outstanding, Sep 30, 2016	1,348,868	

9. Related Party Transactions

Transactions with Electrovaya Corp Director

There were no balance outstanding as at September 30, 2016 and September 30, 2015. During the year ended September 30, 2016, the Company paid \$108 (2015 - \$136) to a director of Electrovaya Corp for services rendered in his capacity as an executive officer of Electrovaya Inc. These amounts, which are recorded at their exchange amount, have been expensed in General and administrative.

Transactions with controlling shareholder of Electrovaya Inc.

There is an outstanding payable balance of \$37 relating to raising of capital on behalf of the Company, as at September 30, 2016 (2015-\$72). During the year ended September 30, 2016, the Company paid \$196 (2015 - \$201) to the Chief Executive Officer, who is also a controlling shareholder of the Company. These amounts, which are recorded at their exchange amount, have been expensed in General and administrative.

10. Change In Non-Cash Operating Working Capital

	September 30,	
	2016	2015
Trade and other receivables	\$ 1,142	\$ 1,970
Investment tax credits recoverable	11	44
Inventories	(10,654)	884
Prepaid expenses and other	168	440
Trade and other payables	9,379	(1,208)
Deferred revenue	-	(6)
Deferred government grant	(196)	177
	\$ (150)	\$ 2,301

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

11. Promissory Notes

Current portion	September 30,	
	2016	2015
Secured promissory note (See Note 16(a))	\$ 4,594	\$ 4,617
A second mortgage loan (See Note 16(f))	762	746
Shareholder's loan (See Note 16(g))	1,144	-
	<u>\$ 6,500</u>	<u>\$ 5,363</u>

Long term portion	September 30,	
	2016	2015
Shareholder's loan	-	1,120
	<u>\$ -</u>	<u>\$ 1,120</u>

Secured promissory note

In February, 2014, the Company raised a principal amount of Cdn \$6.25 million in consideration of issuance of a two-year secured promissory note bearing interest at 8.25% per annum and 1,000,000 common share purchase warrants at an exercise price of Cdn \$0.65 per share exercisable immediately for a period of 24 months. The promissory note matured on February 11, 2016. It was renewed for a further 12 months maximum period under the same terms and issue of new 1,000,000 warrants for a 24 months period at an exercise price of Cdn \$0.79 per warrant exercisable immediately. There is an option to repay anytime after the first 6 months of the renewal term at the discretion of the Company. Management has intention to renew or refinance the note at maturity date.

For accounting purpose, the Promissory note was separated into their liability and equity components based on their fair value. The fair value of equity component was calculated using the Black-Scholes valuation model. The fair value of the liability component was determined as the difference between the fair value of the Promissory note and the fair value of the equity component.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

The loan is secured by a fixed charge over land and building and interest is payable monthly.

As at	September 30,	
	2016	2015
Promissory Note	\$ 4,617	\$ 5,362
Less: repayment during the year	(4,433)	-
Add: additions during the year	4,766	-
Less: equity component	(247)	-
Add: Accretion during the year	260	149
Less: Currency translation adjustments	(369)	(894)
	<u>\$ 4,594</u>	<u>\$ 4,617</u>

Accretion costs during the year are included in "Finance cost" in the Consolidated Statement of Operations.

In April, 2015, the Company raised an additional \$802 (Cdn \$1 million) by placing a second mortgage on the property owned by its wholly owned Subsidiary, 1408871 Ontario Inc. The loan bears interest at 10% per annum was to mature on April 17, 2016. This loan has been renewed for a further period of one year to April 17, 2017. The balance of the loan as at September 30, 2016, net of currency translation adjustments is \$762 and as at September 30, 2015, net of currency translation adjustments is \$746. It is the Company's intention to renew or refinance the note at maturity.

Shareholder's loan

On April 21, 2015, a shareholder of the Company advanced a loan in the amount of \$1,203 (Cdn \$1,500) bearing interest at 10% per annum with repayment terms of 18 months (see note 4). The balance of the loan as at September 30, 2016, net of currency translation adjustments is \$1,144 and as at September 30, 2015, net of currency translation adjustments is \$1,120. The loan has been renewed to May 31, 2017. It is the Company's intention to repay the loan at maturity.

12. Government Assistance/Economic Dependence

(a) Investment Tax Credits

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, where applicable.

(b) Sustainable Development Technology Corp (SDTC)

In December 2010, the Company became eligible for a Cdn \$5.065 million grant from SDTC representing 33% of a Cdn \$15.417 million project related to the development and demonstration

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

of Electroveya's Lithium Ion SuperPolymer® Battery for application in Plug-In Hybrid Electric Vehicles, automation of its cell production process and a feasibility study about the potential for repurposing automotive batteries for grid storage applications. The Company received Cdn \$1.742 million of this grant in December, 2010 for work completed since November, 2009.

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. The Contribution shall not exceed fifty percent (50%) of the Eligible Project Costs for the Project and Electroveya shall contribute a minimum of twenty-five percent (25%) of the Eligible Project Costs for the Project in cash, in-kind goods or services, or a combination thereof.

The Company recognized Cdn \$1.674 million during the year ended September 30, 2011 under this grant.

The Company received Cdn \$1.627 million in August 2011 as advance payment on the second milestone of Phase 2 for work completed since November, 2010.

The Company recognized Cdn \$1.695 million during the year ended September 30, 2012.

The company received Cdn \$1.19 million as advance payment on the third milestone of Phase 2 for work completed since November, 2011.

The Company recognized Cdn \$1.19 million during the year ended September 30, 2013 under this grant.

A modification to the previous agreement with SDTC increased the available funding by Cdn \$3.159 million and adds two more milestones to the project related to the automation of the Company's proprietary manufacturing process and additional design work on an integrated BMS and new battery interconnect solutions. The SDTC funding will be 31.25% of eligible project costs. An advance payment of Cdn \$2.003 million was received during the year ended September 30, 2014. This work was completed by December 2015. A payment of Cdn \$270,000 was received in February, 2016 towards Milestone 6.

To date, the Company has incurred costs of approximately Cdn \$6.6 million towards Milestone 4, Cdn \$4.2 million towards Milestone 5 and Cdn \$2.4 million towards Milestone 6, of which \$142 was recognized for milestone 5 during the quarter ended December 31, 2014 under this grant and \$200 was recognized for milestone 6 during the quarter ended March 31, 2016. Reversal of excess revenue \$106 recognized for milestone 4 was adjusted during the quarter ended March 31, 2016. During the quarter ended June 30, 2016, additional revenue of \$107 was recognized for milestone 6.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

Progress and related contract revenue toward this milestone has been determined by comparing costs incurred to date with the total estimated costs estimated for that particular milestone.

(c) Ministry of Economic Development and Trade “Next Generation of Jobs Fund”
Conditional Grant

On May 5, 2009, the Province of Ontario, as represented by the Minister of Economic Development, signed a Conditional Grant Agreement with Electrovaya Corp. awarding Cdn \$ 16.7 million as a grant. The grant is for pre-commercialization activities over a period of five years ending on December 31, 2013. In August 2011, the Company received confirmation from Minister of Economic Development and Trade that the project has been extended to December 31, 2015. The grant is 15% of the targeted project cost of Cdn \$111.62 million and is subject to certain targets related to new job creation and investment, which if not achieved, could result in only a portion of the grant being received, or a potential claw-back of funds received by the end of the seven year period.

Electrovaya received an advance of \$ 3,300 (Cdn \$3.3 million) on June 5, 2009 and recorded this as deferred revenue. During the year ended September 30, 2011, \$1,300 and cumulative of \$3,000 of activities considered to be eligible costs and therefore reimbursable under the grant were recorded as Government assistance. During the year ended September 30, 2012, \$1,200 and cumulative of \$4,200 of activities considered to be eligible costs and therefore reimbursable under the grant were recorded as Government assistance. The full amount of the advance has now been recognized as revenue. During the year ended September 30, 2013, \$700 and cumulative of \$4,900 of activities considered to be eligible costs and therefore reimbursable under the grant were recorded as Government assistance.

The program ended on December 31, 2015. The company has booked a liability for a claw-back of the excess of funds received over eligible costs. As of September 30, 2016, this claw-back of funding is \$256 (CDN 339).

(d) Smart Grid Fund

The Company has entered into a contract with the Ontario Ministry of Energy, Smart Grid Fund program, to develop an innovative advanced energy storage and power management system and Intelligent Energy Storage System (IESS), which will help utilities and their end users to have reliable power quality. The Company will be working with three Ontario energy utilities to benefit Local Distribution Company (LDC) collaborators.

The IESS will have three components including the energy storage system, the power management system and the system controller. This system will be used to mitigate the issues associated with electric vehicle charging stations for peak management, peak charging management, infrastructure deferral, harmonics and voltage and frequency regulation.

The total value of the contract to the Company is approximately \$840 (Cdn\$0.97 million).

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

During the year ended September 30, 2015, the Company has recognised Cdn \$568 towards Milestone 1 & 2 under this grant and additional revenue of \$197 was recognized during the quarter ended June 30, 2016. The project was cancelled in June, 2016.

(e) Investment subsidy (Investitionszulage) to Litarion

The Company received direct financial assistance from the government by way of investment subsidy (Investitionszulage) for the financial years 2010 and 2011. Litarion accounted for a subsidy of \$6,262 (€5.767 million) from the financial authorities in Germany for a subsidised investment programme in the current period. The investments were made in the years 2010 and 2011. The money was received in Nov 2015, \$1,143 (€1.053 million) and the balance amount of \$5,120 (€4.715 million) was received in Jan 2016 and was recorded in other receivable as at December 31, 2015. The investment subsidy is shown as revenue during the quarter ended December 31, 2015 under the Consolidated Statement of Operations and has been fully realised.

During the quarter ended June 30, 2016, the company received the confirmation from the tax Authority in relation to the investment subsidy \$1,203 (€ 1,092 million) for the tax year 2012. The investment subsidy was shown as non taxable income and is in the balance under Other Receivables. The amount was received at the beginning of July, 2016.

During the quarter ended September 30, 2016, the company received the investment subsidy \$503 (€ 0.5 million) for the tax year 2009 and \$134 (€ 0.1 million) for the tax year 2013.

(f) R&D Project “iFaaB” to Litarion

In December 2012 Litarion entered into a joint research project “integrated production concept for advanced automotive batteries (iFaaB)”. The BMBF-funded (German Ministry of Education and Research) joint project has the goal to develop a hard-case Lithium-ion-cell and their components which are suitable for PHEV applications. The consortium consists of the industrial partners Litarion GmbH, Daimler AG and Li Tec Battery GmbH (until Jan 2015) and the universities of Münster, Braunschweig and Dresden. The overall project budget of Litarion GmbH totals to \$3,648 (€3.359 million), whereas the largest part by far consists of labour costs. The funding rate for Litarion is 40.4%. The project ended in Nov 2015.

(g) NMP-free Production Process Cell Production (SAB)

It’s planned to implement the Electrovaya-patented Process of NMP-free production together with a new Cell technology. The approximated costs will be € 15 million and the project time will be 3 years. The application has been made and the project is estimated to start next year. The funding rate is not yet fixed.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

13. Innovation Norway

Innovation Norway made a loan to Miljobil Grenland AS repayable from May 2011 for \$722 (4.0 million Norwegian Kroner). As of September 30, 2016, the balance of the loan is \$204 (1.6 million Norwegian Kroner) (2015- \$313). The loan bears interest at 5.75% per annum. The principal balance is repayable in 18 equal installments every 6 months over nine years at \$ 28 semi-annually.

The loan is secured by the property, equipment and intellectual property of Miljobil Grenland AS Annual principal payments over the years are as follows:

<u>Years Ending September 30</u>	
2017	56
2018	56
2019	56
2020	36

In April, 2015, Innovation Norway agreed to forgive all outstanding loan payments for 2014 and the payment due on May, 2015. Innovation Norway also agreed to the sale of the Miljobil equipment in an orderly fashion based on a sharing formula from the proceeds arising from the disposition.

14. Financial Instruments and Risk Management

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 shareholders' equity and depends on the underlying profitability of the Company's operations.

Credit risk

Credit risk is the risk that the counter-party fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example, by granting loans and receivables to customers, placing deposits, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at the reporting date, as summarized below:

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

	September 30,	
	2016	2015
Cash and cash equivalents	\$ 668	\$ 6,309
Restricted cash	1,000	1,043
Trade and other receivables	3,022	4,164
Carrying amount	\$ 4,690	\$ 11,516

Cash and cash equivalents are comprised of the following:

	September 30,	
	2016	2015
Cash	\$ 610	\$ 5,174
Cash equivalents	58	1,135
	\$ 668	\$ 6,309

The Company's current portfolio consists of certain banker's acceptance and high interest yielding saving accounts deposits. The majority of cash and cash equivalents are held with financial institutions, each of which had at September 30, 2016 a rating of R-1 mid or above.

The Company manages its credit risk by establishing procedures to establish credit limits and approval policies. The balance in trade and other receivables is primarily attributable to trade accounts receivables. In the opinion of management, the credit risk is low and is not material.

Liquidity risk

The Company is exposed to liquidity risk from trade and other payables in the amount of \$14,134 (2015-\$4,775), Promissory Note and loan financing of \$6,500 (2015-\$6,483), long-term provisions \$735 (2015-\$1,999), Letter of Credit \$Nil (2015-\$1,043), line of credit \$1,291 (2015-\$Nil) and the loan from Innovation Norway for \$204 (2015-\$313). Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. The Company manages its liquidity risk by carefully monitoring the cash requirements and balancing them against the cash received from operations and government grants. 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 to fulfill 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

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

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 fixed interest-bearing debt at 8.25%, 10% and prime plus 1% as well as a loan from Innovation Norway at 5.75%. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions.

Foreign currency risk

The Company is exposed to foreign currency risk. The Company's functional currency is the Canadian dollar and a majority of its revenue is derived in Euro. Purchases are transacted in Canadian dollars, United States dollars, Euro and Norwegian krone. The majority of the Company's operations are located primarily in Germany. Management believes the foreign exchange risk derived from any currency conversions may have a material effect on the results of its operations. The financial instruments impacted by a change in exchange rates include our exposures to the above financial assets or liabilities denominated in non-functional currencies. The cash and cash equivalent (owed)/held in US dollars were \$(4) (September 30, 2016) and \$1,203 (September 30, 2015).

If the US dollar to Canadian, Euro and Norwegian Kroner foreign exchange rate changed by 2% this would change the recorded Net loss by \$33.

Price risk

The Company is exposed to price risk. Price risk is the risk that the commodity prices that the Company charges are significantly influenced by its competitors and the commodity prices that the Company must charge to meet its competitors may not be sufficient to meet its expenses. The Company reduces the price risk by ensuring that it obtains information regarding the prices set by its competitors to ensure that its prices are appropriate. In the opinion of management, the price risk is low and is not material.

15. Trade and Other Receivables

	September 30,	
	2016	2015
Trade receivables, gross	5,423	3,637
Allowance for credit losses	(2,547)	(148)
Trade receivables	2,876	3,489
Other receivables	146	675
Trade and other receivables	\$3,022	\$4,164

As at September 30, 2016, 31% of the Company's accounts receivable is over 90 days past due (September 30, 2015-6%)

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

All of the Company's trade and other receivables have been reviewed for indicators of impairment.

Certain trade receivables were found to be impaired and an allowance for credit losses has been recorded accordingly.

The movement in the allowance for credit losses can be reconciled as follows:

	September 30,	
	2016	2015
Beginning balance	\$148	\$254
Impairment loss	(151)	(18)
Allowance(reversed)/provided	2,547	(88)
Exchange translation	3	-
Ending balance	\$2,547	\$148

16. Financing

- a) On February 10, 2014, Electrovaya Inc. issued a promissory note to a syndicate of lenders for Cdn \$6.25 million at 8.25% per annum for 24 months, secured by a first mortgage on its land and building, a General Security Agreement, an assignment of an interest reserve for \$485, intercorporate guarantees from 1408871 Ontario Inc. and Electrovaya Corp, a guarantee from the controlling shareholder and one million common share purchase warrants at an exercise price of Cnd \$0.65 per share exercisable immediately for a period of 24 months. The Company has renewed the facility for up to 12 months under the same terms and issued new 1,000,000 warrants for a 24 month period at an exercise price of Cnd \$0.79 per share warrant exercisable immediately. There is an option to repay anytime after the first 6 months of the renewal term at the discretion of the Company. Management has intention to renew or refinance this note at maturity.
- b) On June 13, 2014, Electrovaya raised \$2,800 (Cdn \$2.9 million) through the private placement of 3,237,601 units, with each unit consisting of 1 common share at Cdn \$0.90 and one-half share purchase warrant. Each share warrant is exercisable into one common share of the Company within a period of 18 months at a price of Cdn \$1.25 per share. The share warrants expired on December 12, 2015.
- c) In December, 2014, Electrovaya raised \$1,700 (Cdn \$2 million) through the brokered private placement of 2,908,845 units, with each unit consisting of 1 common share at Cdn \$0.70 and one share purchase warrant. Each share warrant is exercisable into one common share of the Company within a period of 36 months at a price of Cdn \$1.05 per share.
- d) In January, 2015, Electrovaya raised \$80 (Cdn \$100,000) through the brokered private placement of 154,161 units, with each unit consisting of 1 common share at Cdn \$0.70 and one share purchase warrant. Each share warrant is exercisable into one common share of the Company within a period of 36 months at a price of Cdn \$1.05 per share.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

- e) In March, 2015, Electrovaya raised \$800 (Cdn \$1 million) through the brokered private placement of 2,194,662 units, with each unit consisting of 1 common share at Cdn \$0.49 and one share purchase warrant. Each share warrant is exercisable into one common share of the Company within a period of 36 months at a price of Cdn \$0.75 per share.
- f) In April, 2015, the Company raised an additional \$802 (Cdn \$1 million) by placing a second mortgage on the property owned by its wholly owned Subsidiary, 1408871 Ontario Inc. The loan bears interest at 10% per annum was to mature on April 17, 2016. This loan has been renewed for a further period of one year to April 17, 2017. The balance of the loan as at September 30, 2016, net of currency translation adjustments is \$762 and as at September 30, 2015, net of currency translation adjustments is \$746. It is the Company's intention to renew or refinance the note at maturity.
- g) On April 21, 2015, a shareholder of the Company advanced a loan in the amount of \$1,203 (Cdn \$1,500) bearing interest at 10% per annum with repayment terms 18 months (see note 4). The balance of the loan as at September 30, 2016, net of currency translation adjustments is \$1,144 and as at September 30, 2015, net of currency translation adjustments is \$1,120. The loan has been renewed to May 31, 2017. It is the Company's intention to repay the loan at maturity.

17. Long-term liabilities

As of September 30 2016, the Company's long-term liabilities of \$735 (€ 655K) were comprised of personnel related provisions.

As at September 30, 2015, the Company's long-term liabilities of \$1,999 (€ 1,792K) were comprised of \$582 for personnel related provisions and a provision for loss contingencies for compensation payments covering expected losses from the planned early termination from the lease of the nitrogen plant which had been set up in 2014. As the nitrogen plant is currently being used and will be for the foreseeable future, this provision has now been reversed to direct manufacturing costs.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

18. Income Taxes

a) North America

The income tax recovery differs from the amount computed by applying the Canadian statutory income tax rate of 26.50% (2015 – 26.50%) to the loss before income taxes as a result of the following:

	September 30,	
	2016	2015
Loss before income taxes	\$ (8,870)	\$ (2,481)
Expected recovery of income taxes based on statutory rates	(2,363)	(720)
Reduction in income tax recovery resulting from:		
Lower rate on manufacturing profits	30	67
Non-taxable portion of capital gain	(69)	(130)
Other permanent differences	(10)	59
Change in valuation allowance	2,412	724
Change in enacted tax rates	-	-
Income tax recovery	\$ -	\$ -

The income tax effects of temporary differences that give rise to significant portions of the future tax assets and future tax liabilities are as follows:

	September 30,	
	2016	2015
Future tax assets		
Non-capital losses carried forward	\$ 10,429	\$ 8,435
Capital assets	(216)	(137)
Unclaimed research and development expenses	4,302	3,558
Other deductible differences	55	52
	14,570	11,908
Less valuation allowance	(14,570)	(11,908)
Net future tax assets	\$ -	\$ -

In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the year in which those temporary differences become deductible.

Management considers projected future taxable income, uncertainties related to the industry in which the Company operates and tax planning strategies in making this assessment. To the extent that management believes that the realization of future income tax assets does not meet the more likely than not realization criterion, a valuation allowance is recorded against the future tax assets.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

In addition to the above temporary differences, the Company has unrecorded non-refundable investment tax credits amounting to approximately \$6,231 (2015 – \$5,713) which begin to expire in 2016. During the year, the Company recognized \$213 (2015-\$235) of refundable investment tax credits.

As at September 30, 2016, the expiration dates of the Company's federal non-capital income tax losses carried forward are as follows:

2022	\$	978
2023		106
2024		337
2025		38
2026		15,719
2027		4,186
2028		4,016
2029		223
2030		1,022
2031		203
2032		735
2033		1,784
2034		806
2035		2,279
2036		7,396
	\$	39,828

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.

b) Germany

The income tax recovery differs from the amount computed by applying the German statutory income tax rate of 30% (2015 – 30%) to the loss before income taxes as a result of the following:

	September 30,	
	2016	2015
Loss before income taxes	\$ (6,480)	\$ 1,756
Expected recovery of income taxes based on statutory rates	-	(527)
Reduction in income tax recovery resulting from:		
Lower rate on manufacturing profits	-	-
Non-taxable portion of capital gain	-	-
Other permanent differences	-	-
Change in valuation allowance	-	-
Change in enacted tax rates	-	527
Income tax recovery	\$ -	\$ -

The income tax effects of temporary differences that give rise to significant portions of the future tax assets and future tax liabilities are as follows:

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

	September 30,	
	2016	2015
Future tax assets		
Non-capital losses carried forward	\$ (4,452)	\$ -
Capital assets	-	-
Unclaimed research and development expenses	-	-
Other deductible differences	163	454
Less valuation allowance	4,452	-
Net future tax assets	\$ 163	\$ 454

In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the year in which those temporary differences become deductible.

Management considers projected future taxable income, uncertainties related to the industry in which the Company operates and tax planning strategies in making this assessment. To the extent that management believes that the realization of future income tax assets does not meet the more likely than not realization criterion, a valuation allowance is recorded against the future tax assets.

- c) Miljobil Grenland AS has \$5,170 of tax losses which, under Norwegian law, have no defined expiry period.

19. Letter of credit

As of September 2015, the Company has a letter of credit for \$ 1,043 (€ 934K) from Sparkasse Bank. The letter of credit is fully cash collateralized. The cash is shown in the restricted cash line in the Consolidated Statement of Financial Position. The letter of credit was settled from the restricted cash in October, 2015.

20. Lease commitments

The Company's future minimum lease payments under operating leases for the years ended September 30 are as follows:

2017	\$ 851
2018	\$ 835
2019	\$ 671
2020	\$ 662
2021	\$ 662
2022	\$ 662
2023	\$ 158
Total	\$ 4,501

These future minimum lease payments relate to our German operations.

ELECTROVAYA INC.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars, except where otherwise indicated)

Years ended September 30, 2016 and 2015

21. Contingencies

i) Industry Canada

Electrovaya has modified an earlier repayment schedule with Technology Partnerships Canada. Fixed repayments of a nominal amount began on October 1, 2016.

ii) Miljobil

During the fiscal year ended September 30, 2014, a supplier obtained a court order for \$133 (GBP 90K) related to a dispute concerning work performed for Miljobil prior to Electrovaya's acquisition. This amount has been recorded in the financial statements. During the quarter, an agreement was reached whereby Miljobil agreed to pay \$152 (GBP 103K), with \$22 (GBP 15K) paid immediately and the balance secured by a first charge over equipment until the equipment can be sold. Pursuant to the agreement, Innovation Norway agreed to release its charges over the equipment in consideration of a \$147 (GBP 100K) guarantee from Electrovaya.

iii) Litarion

There is a contingent liability in the amount of \$779 (€ 717K), relating to a government subsidy which was received prior to acquisition. There could be a liability, if the audit of the subsidy showed conditions not fulfilled. The company believes all conditions have been fulfilled.

iv) Legal Action

The Company has been named as a party of a lawsuit filed with the Ontario Superior Court pertaining to placement fees for a private placement of securities in December 2014 and March 2015. The plaintiff is seeking Cnd \$35 in placement fees, broker warrants and alleged damages. The Company believes the lawsuit is without merit and will vigorously defend its position.

22. Line of credit

In July, 2016, the Company entered into a definitive loan agreement with a Schedule 1 Canadian Chartered Bank. The agreement provides a \$10 million credit facility comprised of a \$4 million Letter of Credit and a \$6 million revolving working capital facility. Under the \$6 million revolving working capital facility, the Company may borrow up to 90% on EDC insured accounts receivable and 60% on inventory held in Canada and EDC insured export contracts. As at September 30, 2016, the available facility to the Company is \$2,252 of which the Company has drawn \$1,291 on the revolving facility. Interest is at prime rate plus 1% per annum.

Assignment of a term deposit of \$1,000 was made with the bank as a collateral for the line of credit.

As at September 30, 2016, the Company has not drawn on the \$4 million Letter of Credit facility.