

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction

Management's discussion and analysis (MD&A) provides our viewpoint on our Company, performance and strategy. "We," "us," "our," "Company" and ElectroVaya include ElectroVaya Inc. and its wholly-owned subsidiaries, as the context requires.

Our Board of Directors, on the recommendation of its Audit Committee, approved the content of this MD&A on May 12, 2007 and it is, therefore, dated as at that date. This MD&A includes the operating and financial results for the quarters ending March 31, 2007 and 2006, and should be read in conjunction with our Consolidated Financial Statements. It includes comments that we believe are relevant to an assessment of and understanding of the Company's consolidated results of operations and financial condition. The financial information herein is presented in thousands of US dollars unless otherwise noted, in accordance with Canadian generally accepted accounting principles. Additional information about the Company, including ElectroVaya's current annual information form, can be found on the SEDAR website for Canadian regulatory filings at www.sedar.com.

Forward-looking statements

This MD&A may contain forward-looking statements that involve a number of risks and uncertainties, including statements regarding the outlook for the Company's business and results of operations. By nature, these risks and uncertainties could cause actual results to differ materially from those indicated. Such risks and uncertainties include, without limitation, the various factors set forth in the Risks and Uncertainties section of the MD&A provided below, and are also discussed in public disclosure documents filed with Canadian regulatory authorities. No assurance can be given that results, performance or achievement expressed in, or implied by, forward-looking statements within this disclosure will occur, or if they do, that any benefits may be derived from them. ElectroVaya disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Our Company

ElectroVaya has been in business since 1996 and became listed on the Toronto Stock Exchange under the ticker symbol "EFL" in November 2000. By 2002, we began commercializing our Lithium Ion SuperPolymer® technology.

Our main businesses include:

1. Lithium Ion SuperPolymer ® rechargeable batteries such as showcased in our PowerPad ® 95, 130, 160 and 300 batteries for the notebook market.
2. Scribbler ® Tablet PCs, including our third generation SC 3000 series, for those laptop computer users that require a mobile solution, with a tablet that provides long battery life.
3. Aerospace and defence, which require larger power solutions, including competencies in building systems for third parties.
4. Electric vehicles, whereby we are developing our power-system designs for clean transportation applications.

Core Capabilities

In addition to developing and acquiring approximately 178 patents and patent applications with respect to rechargeable Lithium Ion SuperPolymer ® battery technology, we have approximately 150,000 square feet of manufacturing and research and development facilities capable of producing Lithium Ion SuperPolymer ® materials and battery systems for numerous industries.

In July, 2006 we leased approximately 2,200 square feet of office and manufacturing space in Ballston, Spa, New York, to assemble battery power systems for off-road electric vehicles and pursue other alternative energy opportunities in the United States.

Electrovaya continues to spend heavily on research and development, with approximately 51% of revenue being reinvested in research and development activities in the Quarter ending March 31, 2007.

Electrovaya also has a team of mechanical, electronic, battery and system engineers able to give clients a “complete solution” for their energy and power requirements.

Our Strategy

Our long-term success is measured by our success in building new strategic partnerships, new product creation, improved distribution channels, and enhanced technology development. Through these initiatives, our objective is to achieve significant growth in revenue, profitability and cash flow.

The Company’s strategic plan involves the following key elements:

- Establish global, strategic relationships in order to broaden the market potential of Electrovaya’s products and services. These include licensing our technology related to battery chemistry and the manufacturing of battery modules.

- Establish additional channels to market by creating new relationships with distributors, value-added resellers and independent software vendors for our PowerPad ® , Scribbler ® and mobile computing products.
- Further automate production processes to lower product costs and increase quality by using best practices manufacturing approaches and through continuous improvement initiatives.
- Invest in research and development initiatives related to new technologies that reduce the cost, but enhance the operating performance, of our current and future products.
- Develop new products that use Electrovaya high energy density batteries to give a competitive advantage.
- Develop and commercialize leading-edge technology for zero-emission vehicles, including electric drive trains and partnering with key large organizations to bring them to market.
- We continue to strive to licencing our technology in other jurisdictions where battery manufacturing costs are more favourable, or where it is essential that we are close to key markets.

Marketing and Sales

The market for rechargeable batteries is competitive. To compete successfully, we intend to continue to build on the advantages offered by our technology by adding strategic partnerships and increasing distribution capabilities through channels, including master distributors, Independent Software Vendors (“ISVs”) and Value Added Resellers (“VARs”). In addition, our direct sales team is continuously prospecting new major customers, and programs are underway to increase sales through ecommerce, trade shows and other advertising initiatives.

For the mobile computing business, our focus is on such industry verticals as healthcare, insurance, sales force automation and education. For example, in healthcare, we are attending the majority of related trade shows, increasing advertisements in trade magazines and increasing our focus on partnerships with ISVs, VARs and distributors. We have also been working to obtain favorable product reviews by key individuals able to influence the market.

For electric vehicles, our sales and marketing efforts are based more on building partnerships with key companies and groups and presenting to, and attending, key trade shows and expositions.

For battery and engineering services sales, we believe the demand for portable energy is large in the aerospace and military sectors.

Electrovaya's products include:

- Mobile computing solutions. These consist of the PowerPad ® series of batteries, a source of power and longer run times for notebook computers and other mobile applications, as well as the Scribbler ® series of Tablet PCs with the longest run-times in the industry. Our newest PowerPad line can meet the needs of not only mobile notebook computer users, but also powers such products as the I Pod, cell phone, PDA, BLACKBERRY, Palm and Pocket PC. The SC3000 series is the third generation of tablet PC and has received excellent reviews. It is lightweight, thin and the most mobile tablet in the industry.
- Batteries for aerospace and defence. These products consist of specialized battery systems and includes precision machining of metal, plastics and other materials for specific applications. These products are typically large format and with significant technological sophistication, with some component of research and development with each application.
- Clean transportation. Power systems for electric vehicles, including plug-in hybrid electric vehicle applications.

In May, 2006, the Company entered into a fixed price agreement for \$1,000 with the New York State Energy Research and Development Authority ("NYSERDA"). As required under the agreement, the Company has expanded its operations in New York State to develop lawn and turf off-road equipment and expects to establish sales and service capabilities for its Scribbler Tablet products. To date, the Company has entered into a one year lease for approximately 2,200 square feet of manufacturing and office space and a lease commencing January 1, 2008, for 7,500 square feet of new space at a building to be constructed at the Saratoga Technology + Energy Park ("STEP"). The STEP lease is subject to the landlord obtaining the necessary financing to complete the new building and the availability of space that meets the requirements of the Company.

During the quarter ended March 31, 2007 a milestone payment of \$400 was received for work completed to date.

In January, 2007, the Company announced that it had received a US\$100 contract from the State of New York (New York State Energy Research Agency) to develop and demonstrate a "plug-in hybrid" concept using the Ford Escape Hybrid vehicle, using its new MN - Series Lithium Ion SuperPolymer battery® to provide a longer run time of the vehicle in pure "electric motor driven" mode, hence reducing substantially the usage of gasoline and air pollution. In addition to Electrovaya's battery and battery management system the vehicle will be equipped with an on-board charger and the batteries are also capable of being charged by the engine.

Electrovaya entered into an agreement with Miljobil Innovasjon AS for a license of Electrovaya's technology related to battery chemistry and the manufacture of battery

modules. The license includes a mix of license fee, equity and royalties. Miljobil's major shareholder, Norsk Hydro/Statoil, is one of the largest energy companies in the world with a market value of about 575 billion Norwegian kroner, or about US\$92 billion. Miljobil's objective is to contribute to the improvement of the regional environment by promoting the use of alternative power, including electric vehicles. Electrovaya previously completed a battery system and integration into a prototype electric vehicle for Miljobil.

Research and Development

Our primary objectives are to research and develop 1) higher rate, 2) high energy density and 3) safe batteries.

We plan to continue to improve all aspects of our battery technology by partnering with key technology partners. Our research includes work on new electrodes and materials, improved processing methods, further automation of equipment, optimization of various processing unit processes, nano materials and cell fabrication processes. To support the commercialization of these products in a cost-effective manner, we are also developing a high-speed production capability for high-rate and high energy cells.

For those markets where large power systems are required, we are also developing large format cells and battery management systems and high efficiency electronics.

Through continuous improvements to our technology, we intend to continue to improve the energy density of our products, promote such advances into production and achieve a cost structure that enables us to be competitive.

In January, 2007 the Company announced the launch of its "MN-Series" Lithium Ion SuperPolymer® battery technology. The MN-Series Lithium Ion SuperPolymer® technology will complement Electrovaya's existing roster of Phosphate-Series and (industry standard) Cobaltate-Series Lithium Ion SuperPolymer® technology solutions. The MN-Series, which is a Lithiated Manganese Oxide based system, distinguishes itself with higher energy density and comparable safety characteristics to Electrovaya's Phosphate-Series solution.

Overall Performance and Selected Financial Information

Unless otherwise indicated, all comparisons to the second quarter of 2007 are to the second quarter of 2006.

The Company has reported a current-period operating and cash flow loss and has a history of operating and cash flow losses. The recent performance of the Company and its near-term forecast indicated that the carrying amount of the capital assets may not be recoverable in accordance with the accounting standard CICA Handbook Section 3063 "Impairment of Long-Lived Assets."

During the quarter ended March 31, 2006, the Company completed its regular impairment analysis which indicated that the estimated undiscounted future cash flows generated by the capital assets were less than their carrying values. The carrying values of the capital assets were therefore reduced to fair market value, with a resulting capital assets write-down of \$4,020. Where possible, management estimated fair market value using third party appraisals.

Years ended September 30, 2006, 2005 and 2004.

i) Financial Condition

| (\$ thousands) | 2006 | 2005 | 2004 |
|---|-------------|-------------|-------------|
| Cash & Cash Equivalents | 10,150 | 12,233 | 13,612 |
| Total Assets | 19,064 | 25,982 | 29,686 |
| Total Long Term Liabilities ^(a) | 307 | - | - |
| Shareholders' Equity | 17,503 | 24,378 | 28,172 |

*(a) Additional potential long-term financial liabilities are described below (See **Financial Condition - TPC Contribution Agreement**)*

Our cash utilization from 2004 to 2005 was approximately \$1.4 million and from 2005 to 2006 was \$2.1 million.

Cash & Cash Equivalents held in US dollars were approximately \$3.2 million as at September 30, 2006, \$5.0 million as at September 30, 2005 and \$3.6 million as at September 30, 2004.

ii) Results of Operations and Cash Flow

| (\$ thousands) | 2006 | 2005 | 2004 |
|---|-------------|-------------|-------------|
| Revenue | \$ 3,358 | \$ 6,540 | \$ 6,369 |
| Revenue, Less Direct Manufacturing Costs | 149 | 1,280 | 847 |
| Loss Before Interest, Taxes and Amortization | 3,918 | 3,771 | 5,415 |
| Net Loss | 7,940* | 6,322 | 8,463 |
| Basic and Diluted Loss per Share | 0.11 | 0.09 | 0.12 |
| Cash flow from Operating Activities | \$ (3,353) | \$ (3,010) | \$ (4,959) |

** Includes a non-recurring, non-cash capital asset writedown of \$4,020 and a one-time gain on the sale of an investment for \$892.*

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

Revenue derived from US customers in US dollars, as a percentage of the Company's Revenue, was approximately 77 % in 2006, 81% in 2005 and 80% in 2004. Revenue increased during the two year period ending September 30, 2005 due to the addition of new products (e.g.: December 2002–Scribbler ® Tablet PC, October 2002–PowerPad ® 80, June 2005 -PowerPad ® 300) and increased service revenues in 2004 & 2005 from NASA and from the Canadian Space Agency in 2005. Revenue decreased for the 12 months ending September 30, 2006, compared to the same period in 2005, due to a reduction in services and consumer electronics revenue.

For the years ended September 30, 2006, 2005 and 2004, revenues from major business activities were as follows:

| | 2006 | 2005 | 2004 |
|----------------------|----------|----------|----------|
| Services | \$891 | \$ 2,211 | 1,357 |
| Consumer electronics | 2,438 | 4,131 | 4,481 |
| Other | 29 | 198 | 531 |
| | \$ 3,358 | \$ 6,540 | \$ 6,359 |

For the years ended September 30, 2006, 2005 and 2004, revenues attributed to regions based on location of customer were as follows:

| | 2006 | 2005 | 2004 |
|------------------------|----------|----------|-------|
| Canada | \$ 398 | \$ 1,200 | 962 |
| United States & Others | 2,960 | 5,340 | 5,407 |
| | \$ 3,358 | \$ 6,540 | 6,369 |

The fluctuation in exchange rates has resulted in an increase in labour and manufacturing overhead production costs and other expenses, as these expenses are in Canadian dollars.

Operating losses before amortization and capital assets write-down declined from 2004 to 2005 as the Company added more profitable product lines (e.g: Scribbler ®) and increased the amount of service revenue. Concurrently, control over manufacturing activities and increased utilization resulted in improved margins. Operating losses further improved from 2005 to 2006 due to the combined effect of tighter control over operating expenses and the decrease in amortization of capital assets. Much of the equipment originally acquired to begin manufacturing operations in 2001 is almost completely depreciated.

The Company has not paid a dividend since inception.

Results of Operations

Use of Estimates

In preparing the financial statements in conformity with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts of sales returns, bad debt reserves and warranty accruals at the date of the financial statements.

The Company's existing policy allows for sales returns ranging from 15 days for direct sales to end users to longer periods for sales to key distributors. Sales returns are estimated at the time of delivery based on past experience and customer specific factors. Each quarter, a provision for sales returns is determined based on the actual experience for the most recent four quarters. Sales returns are applied against revenue for the Scribbler ® and PowerPad ® products, and represented approximately 8.5% of revenue from consumer electronics for the quarter ended March 31, 2007.

The Company reviews its outstanding accounts receivable on a regular basis. Bad debts are determined based on the ageing of accounts receivable where such amounts are not insured and considered uncollectible.

Warranty accruals are based on the actual warranty experience rate for the past year for each product group and sales during the most recent warranty period. These amounts are reviewed quarterly and included in sales and marketing expenses. Warranty provisions represented approximately 17.8% of consumer electronic sales for the quarter ended March 31, 2007.

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.

Revenue

Revenues are derived from the sale of PowerPad® and Scribbler ® Tablet PC products, as well as from machines built for third parties, and from services provided for research and development activities.

Revenue from product sales is recognized upon shipment, since persuasive evidence of an arrangement exists, risks and rewards of ownership have been transferred to customers, selling price is fixed and determinable, and collectibility is reasonably assured. Estimated returns and allowances and sales rebates are recorded as a reduction

of revenue at the time of revenue recognition. In addition, the Company provides for the estimated cost of standard product warranties at the time of revenue recognition.

The Company primarily uses a binding purchase order as evidence of its product sales arrangements and, with respect to its service arrangements, uses contractual agreements. The Company considers delivery to occur upon shipment, provided risks and rewards of ownership, including transfer of title, have passed to the customer. At the point of sale, the Company assesses whether collection is reasonably assured. If the Company determines that collection is not reasonably assured, the Company defers recognition of the revenue until collection becomes reasonably assured, which is generally upon receipt of cash. Where an estimate of the potential sales returns cannot be made, the recognition of revenue does not occur until the distributor has sold the product.

Revenue from services provided to third parties under contracts is recognized as services are performed and as each milestone in the contract is achieved and accepted by the customer.

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

For the three month period ended March 31, 2007, total revenue decreased by 5.7% to \$0.81 million from \$0.86 million for the quarter ended March 31, 2006. The decrease in total revenue primarily resulted from a decrease in consumer electronics revenue.

Quarterly revenue is as follows:

| (\$ thousands) | <u>Q1</u> | <u>Q2</u> | <u>Q3</u> | <u>Q4</u> |
|----------------|-----------|-----------|-----------|-----------|
| 2007 | \$ 502 | \$ 806 | N/A | N/A |
| 2006 | 588 | 855 | 1,002 | 913 |
| 2005 | 1,488 | 1,180 | 1,096 | 2,776 |
| 2004 | 1,581 | 1,593 | 1,559 | 1,636 |

Continued advances in technology and a highly competitive market are more significant factors than general inflationary conditions and specific price changes when considering major impacts on revenue.

Management is not aware of any seasonal fluctuations in revenue.

Expenses

Direct Manufacturing Costs and Revenue, less Direct Manufacturing Costs. *Direct Manufacturing Costs* are comprised of the material, labour and manufacturing overhead, excluding amortization, associated with the production of SuperPolymer[®] batteries and the Scribbler[®] Tablet PC, machine building for third parties and research service revenues.

For the quarter ended March 31, 2007, direct manufacturing costs increased by 19.4% or \$166 to \$1020 from \$854 for the quarter ended March 31, 2006 due to work related to the electric vehicles and unabsorbed fixed costs related to plant operations.

Revenue less Direct Manufacturing Costs was a loss of \$214 for the three months ended March 31, 2007 compared to a profit of \$1 for the three months ended March 31, 2006.

Research and Development. Research and development expenses consist primarily of compensation and premises costs for research and development personnel and activities, including independent contractors and consultants, direct materials and allocated overhead.

Research and development expenses, net of investment tax credits (ITC), decreased by \$654 or 61.3% to \$413 for the quarter ended March 31, 2007 as compared to the same three month period in 2006. The decrease was primarily due to a decrease in salaries and benefits, partially setoff by an investment tax credit not available in 2006. Certain R&D activities related to battery packs and systems have been completed, resulting in the sale of prototypes. These costs have been included in direct manufacturing costs.

During the three month period ended March 31, 2007, the Company received cash contributions of \$140 from Technology Partnerships Canada (TPC). During the quarter ending March 31, 2006, cash contributions of \$508 were received from TPC.

Sales and Marketing. Sales and marketing expenses are comprised of the salaries and benefits of sales and marketing personnel, marketing activities, warranty provisions, advertising and other costs associated with the sales of the PowerPad® and Scribbler® product lines.

For the quarters ended March 31, 2007 and 2006, sales and marketing expenses were \$88 and \$139, respectively. The \$51 or 36.7% decrease was primarily due to decreased salaries and trade show attendance costs offset by an increase in warranty expenses and consulting fees as compared to the same quarter in the prior year.

General and Administrative. General and administrative expenses include salaries and benefits for corporate personnel, insurance, professional fees, reserves for bad debts and facilities expenses. The Company's corporate administrative staff includes its executive officers and employees engaged in business development, financial planning and control, legal affairs, human resources and information technology.

General and administrative expenses decreased by 34.9% or \$183 to \$341 for the quarter ended March 31, 2007 compared to \$524 for the same period in the prior year. The decrease was primarily due to a reduction in salaries & benefits, legal and audit fees and insurance expenses.

Net Income

Quarterly net losses are as follows:

| (\$ thousands) | <u>Q1</u> | <u>Q2</u> | <u>Q3</u> | <u>Q4</u> |
|----------------|-----------|-----------|-----------|-----------|
| 2007 | \$ 657 | \$ 1,167 | N/A | N/A |
| 2006 | 1,193 | 5,462 | 805 | 480 |
| 2005 | 1,952 | 2,360 | 1,210 | 800 |
| 2004 | 2,402 | 1,861 | 2,085 | 2,115 |

The significant decrease in the net loss from the second quarter of fiscal 2006 to the second quarter of fiscal 2007 is primarily due to a capital assets write down of \$ 4,020 in the quarter ended March 31, 2006, higher direct manufacturing costs offset by lower research & development costs, reduction in government assistance, reduction in general & administration costs, lower amortization costs and tighter spending on sales & marketing activities.

Quarterly net losses per share are as follows:

| (\$ thousands) | <u>Q1</u> | <u>Q2</u> | <u>Q3</u> | <u>Q4</u> |
|----------------|-----------|-----------|-----------|-----------|
| 2007 | \$ 0.01 | \$ 0.02 | N/A | N/A |
| 2006 | 0.02 | 0.08 | 0.01 | 0.01 |
| 2005 | 0.03 | 0.03 | 0.02 | 0.01 |
| 2004 | 0.03 | 0.03 | 0.03 | 0.03 |

Liquidity and Capital Resources

As of March 31, 2007, the Company had \$8.6 million in cash, cash equivalents, and short-term investments, a decrease of \$0.9 million compared to \$9.5 million as at December 31, 2006.

Cash flow from operating activities was \$(1.1) million for the quarter ended March 31, 2007 compared to \$(1.0) million for the quarter March 31, 2006. Net cash flow from operating activities during the second quarter of fiscal year 2007 reflects the operating loss of \$1.2 million, a decrease in non-cash operating working capital of \$0.2 million offset by amortization of \$0.2 million, and \$0.06 million in stock compensation.

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

| | |
|-------|--------------|
| 2007 | \$ 41 |
| 2008 | <u>12</u> |
| Total | \$ <u>53</u> |

There were no material changes in specified contractual commitments during the quarter.

The Company is currently reviewing its requirements for additional capital resources and no commitments exist at the present time.

The authorized and issued capital stock of the Company consists of an unlimited number of Common shares as follows:

| | Number | Amount (US \$ '000) |
|---|------------|---------------------|
| Balance, September 30, 2004, 2005, 2006 & March 31, 2007. | 69,575,442 | 63,745 |

The following table reflects the number of options outstanding as at December 31, 2004, March 31, 2005, June 30, 2005, September 30, 2005, December 31, 2005, March 31, 2006, June 30, 2006, September 30, 2006, December 31, 2006 and March 31, 2007:

| | |
|---|-----------|
| Outstanding, December 31, 2004 | 2,000,934 |
| Granted | 493,000 |
| Cancelled or expired | (5,000) |
| Outstanding, December 31, 2004 | 2,488,934 |
| Cancelled or expired | (20,000) |
| Outstanding, March 31, 2005 | 2,468,934 |
| Cancelled or expired | (24,997) |
| Outstanding, June 30, 2005 | 2,443,937 |
| Granted | 260,000 |
| Outstanding, September 30, 2005 | 2,703,937 |
| Granted | 685,000 |
| Cancelled or expired | |
| Outstanding, December 31, 2005 | 3,388,937 |
| Cancelled or expired | (10,000) |
| Outstanding, March 31, 2006 | 3,378,937 |
| Cancelled or expired | (179,666) |
| Outstanding, June 30, 2006 | 3,199,271 |
| Cancelled or expired | (5,000) |
| Outstanding, September 30, 2006 | 3,194,271 |
| Cancelled or expired | (18,333) |
| Outstanding, December 31, 2006 & March 31, 2007 | 3,175,938 |

Transactions with Related Parties

1. Electrovaya in previous years invested \$115 in a private unrelated company. In return for its investment, the Company received 6% of the Class A and 21% of the Class B shares of this private company. Additionally, during the previous years, Electrovaya provided research and development services totaling \$153 to this private company, and received an additional 30% of the outstanding non-

voting, participating Class B shares as consideration for the services rendered. The Class B shares were convertible into Class A voting, participating shares in the event the private company became registered on a stock exchange. During the previous years, Electrovaya provided a \$38 loan and space at no additional charge to the private company to assist with the operation of a pilot plant, resulting in the potential for Electrovaya to exert significant influence over the activities of the private company. The private company was owned by arm's length private investors and had not yet reached commercial levels of production. The private company was seeking additional funding and, in the event these efforts were unsuccessful, would have not been a going concern. As a result, the original investment, additional shares and loan were valued at NIL as at September 30, 2005. In April, 2006, the Company sold its class A and B shares of the private company to a third party and recorded a gain of \$892 on the sale.

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

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

Upon amalgamation, the Company received \$509 of cash and assumed a liability of \$77 relating to interest payable on an income taxes liability of 102. The offset to the \$432 of net assets assumed had been recorded as a credit to income tax recovery in the statement of operations for the fiscal year ended September 30, 2005.

In addition, as at September 30, 2005, Electrovaya Corp carried back income tax losses of \$4,787, eliminating a \$1,148 income tax liability of 102. This transaction had no impact on the statement of operations as a full valuation allowance had been recorded against the income tax losses.

During the quarter ended March 31, 2006, it was determined that 102 may have an additional tax liability of approximately \$361. Pursuant to the terms of the

share purchase agreement among ElectroVaya, the shareholders of 102 and the principals thereof, ElectroVaya has provided notice of its claim for an indemnity in respect of the full amount of this tax liability and consequently this liability had not been recorded in the financial statements.

During the quarter ended June 30, 2006, 102 was served with a Statement of Claim (“Claim”) by the purchaser of the land and building at Hanna Avenue, seeking damages in the amount of \$986. The Company is indemnified for such matters under the terms of the purchase and sale agreement mentioned above. Management believes that it is too early to determine the ultimate outcome of these proceedings and that the claim is without merit.

3. During the quarter ended March 31, 2007 the Company paid \$52 (2006 - \$33) to a director of a wholly owned subsidiary company for services rendered to the Company in his capacity as an executive officer.
4. During the year ended September 30, 2006, the Company was served with a Statement of Claim for \$1,100 by an executive officer related to an automobile accident involving one of the Company-owned automobiles. The Company is fully insured for the amount of the claim.
5. Pursuant to a termination of employment agreement between the Company and the co-founder and former Chief Technology Officer of the Company, the Company is obligated to pay 130 biweekly instalments totalling \$448 beginning September 2006. In the event of a change in control, insolvency or wind-up of the Company, all amounts become due and payable immediately. The Company has accounted for the present value of the expected future payments of \$394 as a charge to income during the year ended September 30, 2006.

Financial Condition

Current Assets. Cash and cash equivalents consist of investments with maturities of less than 90 days. Short-term investments include banker acceptances, commercial paper and term deposits with maturities of up to 90 days. Inventories include raw materials, semi-finished and finished goods.

Cash, cash equivalents and short-term investments decreased by \$0.9 million from December 31, 2006 to March 31, 2007.

Capital assets. Approximately \$0.05 million of patent and technology capital assets were acquired during the second quarter of fiscal year 2007.

Current Liabilities. Accounts payable and accrued liabilities were \$1.1 million as at March 31, 2007 as compared to \$1.4 million as at December 31, 2006.

TPC Contribution Agreement. During the quarter ending March 31, 2007 the Company received contributions totaling approximately \$140 from TPC.

On March 31, 2003 the Company entered into an agreement with the Technology Partnerships Canada (“TPC”) initiative of Industry Canada, whereby TPC agreed to fund up to 29.7% of eligible costs related to the Company’s research and development efforts in high rate batteries, up to a maximum amount of \$6.7 million during the work period beginning in January 2002, and ending by September 2007. Under the terms of the agreement, an amount up to a maximum of \$31.1 million is to be repaid by royalties charged on new revenue created from products developed, commencing in 2007 through to 2013, with payment to be deferred or reduced if certain revenue thresholds are not achieved. During the quarter ended September 30, 2003, the Company received \$1.1 million related to eligible research and development expenses for the period from January 1, 2002 to March 31, 2003. Additional claims for \$0.7 million were received in fiscal 2004. During fiscal year ended September 30, 2005, the Company received a total of \$0.7 million from TPC. Contributions for fiscal year ended September 30, 2006 were \$1.2 million.

SDTC Contribution Agreement. In July, 2005, the Company became eligible for a Cdn \$1,700 grant from the Sustainable Development Technology Corp (“SDTC”) towards a Cdn \$5,100 project related to the development and demonstration of ElectroVaya’s Lithium Ion SuperPolymer® Battery for application in zero-emission commercial fleet vehicles.

The amount is receivable in scheduled instalments as provided in the contribution agreement between SDTC and the Company and will be received upon the achievement of various project milestones. Under the terms of the agreement, SDTC is forecast to pay the lesser of 33% of the eligible project costs or Cdn \$1.7 million and the actual contribution shall not exceed 50% of the eligible project costs. The Company or consortium members, or both, shall provide at least 25% of the project costs in cash, in-kind goods or services or a combination of both. SDTC shall not have any obligation to pay the contribution unless the Company has obtained a commitment and has the financial capacity to finance all the costs related to the entire project.

The project is divided into three milestones, and the first milestone was completed by July 31, 2006. The second milestone is expected to be achieved in approximately six months and the third milestone is expected to be achieved in the second quarter of Fiscal 2008.

A cash contribution of \$411 was received by the company during the quarter ended December 31, 2006 (2005-NIL) for work to be completed for the second milestone. No further claims were received by the Company during the quarter ended March 31, 2007.

During the fiscal year 2006 the Company received contributions totaling \$472 from SDTC (2005 – NIL), for Milestone 1. Cumulative claims of \$883 have been received as at March 31, 2007 from SDTC.

Share capital. The authorized and issued capital stock of the Company remained unchanged from September 30, 2006. Of an authorized unlimited number of Common shares, 69,575,442 or \$63.7 million are issued and outstanding.

Present Status

During the quarter ended March 31, 2007 the loss before amortization, interest income and foreign exchange decreased by \$305 or 25.0% compared to the quarter ended March 31, 2006.

Recent Accounting Pronouncements

Effective January 1, 2007, the Company adopted CICA Handbook adopted CICA Handbook Section 1530, Comprehensive Income, Section 3855, Financial Instruments – Recognition and Measurement and Section 3861, Financial Instruments – Disclosure and Presentation. The changes are applied prospectively with no restatement in prior quarterly or annual comparatives.

The reported values of the financial instruments, which consist of cash and cash equivalents, short-term investments, accounts receivable and accounts payable and accrued liabilities, approximate their fair values due to the near-term maturity of those instruments.

Under Section 3855, financial instruments must be classified into one of these five categories: held-for-trading, held-to-maturity, loans and receivables, available for sale financial assets or other financial liabilities.

Held-for-trading

Financial instruments classified as held-for-trading are carried at fair value at each balance sheet date with the changes in fair value recorded in net earnings (loss) for the period in which these changes arise.

Held-to-maturity investments, loans and receivables and other financial liabilities

Financial instruments classified as loans and receivables, held-to-maturity investments and other financial liabilities are carried at cost using the effective interest method. The interest income or expense is included in net earnings (loss) over the expected life of the instrument.

Available for sale

Financial instruments classified as available-for-sale are carried at fair value at each balance sheet date with the changes in fair value recorded in other comprehensive income (loss) in the period in which the change arises.

As a result of the adoption of these new standards, the Company has classified its cash and cash equivalents as held-to-maturity. Accounts receivable are classified as loans and receivables. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The Company had no derivatives or hedge accounting instruments.

The new standards also introduce a new measurement of results called comprehensive income which is composed of the Company's net earnings and other comprehensive income. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company had no comprehensive income for the all periods presented. However, the Company retroactively reclassified its cumulative translation adjustment account to accumulated other comprehensive income.

Qualitative and Quantitative Disclosures about Risks and Uncertainties

Interest Rate Risk

As of March 31, 2007, the Company had cash, cash equivalents and short-term investments totaling \$8.6 million.

Foreign Currency Exchange Rate Risk

In the quarter ended March 31, 2007, approximately 93% of the Company's revenue was derived from U.S. customers in U.S. dollars. The Company expects that the majority of its sales will, in the future, be made in U.S. dollars and that in the short term, the majority of its expenses will be denominated in Canadian dollars. As of March 31, 2007, \$5.6 million of cash, cash equivalents and short-term investments were denominated in U.S. dollars. Fluctuations in the exchange rate between the Canadian dollar and the U.S. dollar may therefore have a material effect on results of operations. The Company does not currently engage in currency hedging activities.

Credit Risk

The Company manages its credit risk with respect to accounts receivable by establishing and implementing credit limits and approval policies, as well as dealing primarily with large creditworthy customers.

Disclosure Control Risks

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure. The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation of the effectiveness of our disclosure controls and procedures as of the date of this Management's Discussion and Analysis, that disclosure controls and procedures provide reasonable assurance that material information is made known to them by others within the Company. Certain weaknesses, however, have been identified and the Company's Chief Executive Officer and Chief Financial Officer do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Control Risks

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. The design of our internal control over financial reporting was assessed as of the date of this Management's Discussion and Analysis.

The weaknesses in the Company's internal controls over financial reporting, discussed below, result in a more than remote likelihood that a material misstatement would not be prevented or detected. Management and the board of directors work to mitigate the risk of a material misstatement in financial reporting, however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

1. Segregation of Duties:

Control deficiencies have been identified within the Company's accounting and finance departments and its financial information systems over segregation of duties and user access respectively. Specifically, certain duties within the accounting and finance departments were not properly segregated due to the small number of individuals employed in these areas. In addition, the Company identified instances whereby personnel had the ability to initiate transactions or accounting entries within certain financial reporting applications that were not compatible with their other roles and responsibilities. None of the segregation of duty or access control deficiencies has resulted in a misstatement to the financial statements. However, these deficiencies may be considered a material weakness resulting in a more-than remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected.

As the Company incurs future growth, we plan to expand the number of individuals involved in the accounting function. At the present time, the CEO and CFO oversee all material transactions and related accounting records. In addition, the Audit Committee reviews on a quarterly basis the financial statements and key risks of the Company and queries management about significant transactions, there is a quarterly review of the company's financial statements by the Company's auditors and there is daily oversight by the senior management of the Company.

2. Information Technology General Controls:

The Company has determined that many of its information systems are subject to general control deficiencies. Although these have not resulted in a misstatement of the financial statements, when aggregated, these represent a material weakness in the Company's control environment because of the pervasiveness and significance of the deficiencies. Specifically, these deficiencies are as follows:

- Change management procedures were not well defined and implemented;
- Access controls were not well maintained.

The Company intends to document change management procedures and implement new access control procedures including regular password changes and review of existing access authority levels and personnel to mitigate these risks.

3. Income Taxes:

On a quarterly basis, the Company makes the necessary provision for income tax and other tax related expenses. Income tax is a highly technical area that requires an in-depth understanding of federal, provincial and state tax laws and the Company's accounting staff has only a fair and reasonable knowledge of the rules related to income tax accounting and reporting. Although these have not resulted in a material misstatement of the financial statements, this lack of knowledge represents a material weakness in the Company's control environment as a material error relating to income tax accounting or disclosure could go undetected.

To address this risk, the Company consults with its third party expert advisors on a regular basis for advice, and also has quarterly reviews of the financial statements completed by the Company's auditors. The quarterly reviews and annual audit are presented to the Audit Committee for its review and approval.

As the Company grows, we plan to expand the number of individuals involved in the accounting function who have an enhanced level of tax knowledge.

4. Complex and non-routine transactions

As required, the Company records complex and non-routine transactions. These sometimes are extremely technical in nature and require an in-depth understanding of

Generally Accepted Accounting Principles (“GAAP”). The Company’s accounting staff has only a fair and reasonable knowledge of the rules related to GAAP and reporting and the transactions may not be recorded correctly, potentially resulting in material misstatement of the financial statements of the Company.

To address this risk, the Company consults with its third party expert advisors as needed in connection with the recording and reporting of complex and non-routine transactions. In addition, quarterly reviews of the financial statements are completed by the Company’s auditors, and an annual audit is completed and presented to the Audit Committee for its review and approval. During such reviews and audits, material misstatements detected are corrected by the Company. As the Company incurs future growth, we plan to expand the technical competence of the individuals involved in the accounting function.

Other Risks and Uncertainties

Electrovaya is an early-stage developmental company with revenues from its commercialization efforts. The Company is facing corresponding risks, expenses and difficulties that may affect its outlook and eventual results of its business and commercialization plan.

Electrovaya may not be able to establish anticipated levels of high-volume production on a timely, cost-effective basis or at all. It has never manufactured batteries in substantially large quantities and it may not be able to maintain future commercial production at planned levels. Additionally, if it is unable to maintain an adequate supply of raw materials or components, its costs could increase or its production could be limited.

Electrovaya has taken a number of steps to offset these risks:

- Its manufacturing process is modular and flexible.
- Its high-volume facility utilizes machinery and equipment that is similar to the machinery and equipment that it has already designed, built and used in its pilot production plant. Since the introduction of its PowerPad®, it has successfully produced finished products in its pilot and commercial plants, resulting in increasing levels of sales.
- It has formalized supply arrangements with suppliers to ensure that raw materials required for high-volume production are available at a reasonable cost and on a timely basis.
- It has more than one supplier for critical raw materials and components.

Until the establishment of multiple plants, Electrovaya will be dependent upon the operation of a single manufacturing facility and accidents or other operational problems at this facility, or at neighbouring facilities operated by other businesses, could affect its ability to deliver product to its customers and therefore its ability to generate revenues.

In addition, it may be subject to environmental liabilities at its facilities, which could result in material expense and adversely affect its ability to sell or finance its facilities.

Electrovaya's plant has been established in a modular manner in such a way that production may continue in the event of non-catastrophic operational problems. In addition, it has adopted a formal environmental policy that requires compliance with environmental legislation and an ongoing program of monitoring its environmental compliance.

Electrovaya has entered into a one year lease for approximately 2,200 square feet of manufacturing and office space and a lease commencing January 1, 2008, for 7,500 square feet of new space at a building to be constructed at the Saratoga Technology + Energy Park ("STEP"). The STEP lease is subject to the landlord obtaining the necessary financing to complete the new building and the availability of space that meets the requirements of the Company.

Electrovaya relies upon manufacturers in Taiwan and China to produce the Scribbler ® Tablet PC and has no long-term supply contracts with them.

There are numerous suppliers in Taiwan and throughout Asia capable of producing a tablet PC and it is possible to arrange alternative sources of manufacturing, however, this may require additional time and resources, thereby straining the capacity of the Company.

Electrovaya does not have a collaborative partner to assist it in the development of its batteries, which may limit its ability to develop and commercialize its products on a timely basis. Furthermore, it will continue to incur significant costs and invest considerable resources designing and testing batteries for use with, or incorporation into, specific products. Significant revenue from these investments may not be achieved for a number of years, if at all. Moreover, these batteries may never be profitable and even if they are profitable, operating margins may be low.

The development by the Company of new applications for its rechargeable batteries is a complex and time-consuming process. New battery designs and enhancements to existing battery models can require long development and testing periods. Significant delays in new product releases or significant problems in creating new products could negatively impact the Company's revenues.

Electrovaya believes that the formation of strategic partnerships will be critical for the Company to meet its business objectives. It will continue to seek arrangements with potential partners to mitigate development and commercialization risks going forward, balanced by its objective to maximize market share and penetration by not entering into exclusivity arrangements with a single partner.

Electrovaya may not be able to compete effectively with other manufacturers of compact or large format rechargeable batteries. There is also the possibility its competitors may develop portable power technologies that match or outperform the SuperPolymer®

technology, which may diminish the demand for the Company's products. In addition, innovations in the design of portable computer, wireless devices and various power systems may reduce the need for its batteries.

The market for rechargeable batteries is competitive. Electrovaya believes it is well positioned to compete in the market for compact rechargeable batteries, which is already very large and growing rapidly. There are currently eleven or more principal competitors, primarily well capitalized companies based in China, Japan and Korea, which have in aggregate a dominant market position in the lithium ion and lithium ion polymer battery sector. The Company believes that design innovations in the wireless sector will either not materially extend the run time of existing battery technologies or will be more than offset by the addition of new, enhanced, "power-hungry" features, which will increase the energy requirements of these wireless devices. Finally, miniature fuel cells present potential future competition to batteries in the portable and mobile power applications. However, they are expensive and still have technical hurdles to overcome, thus mitigating the threat to Electrovaya's products in the electronics markets that it targets.

Electrovaya will continue to invest in research and development to utilize latest generation advanced materials and improve the process and design of its batteries to maintain or widen the technological gap between its technology and that of its closest competitors. However, the Company has limited knowledge of its competitors' activities in this area.

Electrovaya is exposed to certain risks as a result of being in an industry that manufactures devices or products containing energy. All lithium ion polymer batteries can become hazardous under some circumstances. In the event of a short circuit or other physical, electrical or thermal damage to these batteries, chemical reactions may occur that release excess heat or gases, which could create dangerous situations, including fire, explosions and releases of toxic fumes. The Company's batteries may emit smoke, catch fire or emit gas, any of which may expose Electrovaya to product liability litigation. In addition, these batteries incorporate potentially hazardous materials, which may require special handling, and safety problems may develop in the future. Product failure or improper use of lithium ion polymer battery products, such as the improper management of the charging/discharging system, may also result in dangerous situations. The raising of any health or safety issues could affect the Company's reputation and sales. Moreover, changes in environmental or other regulations affecting the manufacture, transportation or sale of Electrovaya's products could adversely affect the Company's ability to manufacture or sell its products or result in increased costs or liability. Finally, Electrovaya may be required to devote significant financial and management resources to processing and remedying warranty claims. If product liability issues arise, the Company could incur significant expenses and suffer damage to its reputation and the market acceptance of its products.

To mitigate the risks of product liability, Electrovaya undertakes extensive internal and external product and safety testing. Unlike certain competing technologies, its products do not contain cadmium or lithium metal, which are considered hazardous materials for

purposes of disposal or transportation. In certain situations or applications, battery power may be a more attractive environmental solution than other energy sources utilizing fossil fuels or creating emissions.

Electrovaya is developing and manufacturing batteries for applications such as life support systems for NASA where a power failure could be catastrophic, adversely affecting the Company's reputation and resulting in increased costs or liability. Furthermore, it is unlikely that NASA will use these batteries in manned flight, due to complexities in qualifying these cells for the Critical 1 mission requirements of NASA.

Electrovaya may not be able to successfully market its battery technology and products, and because its SuperPolymer® technology is relatively new, these batteries may not perform as well as anticipated. The Company expects to continue to sell its products directly to corporate customers and through value-added resellers and distributors. But if these parties do not purchase these products or purchase them in lower quantities or over longer time periods than expected, Electrovaya's revenue profile and cash flows may be severely affected. The Company continues to rely upon a limited number of customers for a significant portion of its sales and the loss of any customer could have a material adverse effect on its sales and operating results and make it more difficult to attract and retain other customers.

If overall market demand for laptop computers and other portable electronic devices declines significantly, and consumer and corporate spending for such products declines, Electrovaya's revenue growth will be adversely affected. Additionally, the Company's revenues would be unfavorably impacted if customers reduce their purchases of new products or upgrades to the Company's existing product lineup if such new offerings are not perceived to add significant new functionality or other value to prospective purchasers.

The PowerPad® 95, 130 160 and 300 products and Scribbler ® Tablet PC series of products have undergone extensive user testing and have now been sold commercially to well-established corporate users, distributors and value added resellers with positive early results. Electrovaya has a marketing program in place, including trade show participation and advertising campaigns. The Company has a dedicated sales team to market and sell its products in the United States and Canada. Electrovaya has adopted a multi-channel distribution strategy to reduce its reliance on a single customer or distributor. The Company is targeting different types of users, applications and industries to mitigate the risk if its products do not achieve acceptance in a single market and to ensure it minimizes reliance on any one customer.

During the quarter, Electrovaya has announced the launch of its "MN-Series" Lithium Ion SuperPolymer(R) battery technology. The MN-Series Lithium Ion SuperPolymer(R) technology will complement Electrovaya's existing roster of Phosphate-Series and (industry standard) Cobaltate-Series Lithium Ion SuperPolymer(R) technology solutions. The MN-Series, which is a Lithiated Manganese Oxide based system, distinguishes itself

with higher energy density and comparable safety characteristics to ElectroVaya's Phosphate-Series solution. ElectroVaya's proprietary Lithium Ion SuperPolymer(R) technology is independent of the composition of the positive electrode active material. As such, ongoing advances in positive electrode chemistry, such as the MN-Series, are expected to enable better technical performance and safety characteristics at more economical price-points

Electrovaya is outsourcing certain production, including cells, electronics and mechanical systems. Outsourcing has inherent risks, including the lack of application of internal quality assurance processes, potential loss of control of the supply chain, potential supplier credit risk, and third party product and financial liability.

If the Company fails to manage growth successfully, it could experience delays, cost overruns or other problems. Similarly, the Company is in a specialized industry where qualified, key personnel may be difficult to retain or replace on a cost-effective basis.

Electrovaya will continue to monitor its staffing requirements for its manufacturing facility and its needs at the senior management levels and for specialized personnel in various disciplines or areas of expertise.

If ElectroVaya fails to protect its proprietary technology, it may lose any competitive advantage it provides. Others may claim that the Company's products infringe on their intellectual property rights, which could result in significant expenses for litigation, developing new technology or licensing existing technologies from third parties. If ElectroVaya is unable to maintain registration of its trademarks, or if its trademarks or trade name are found to violate the rights of others, the Company may have to change its trademarks or name and lose the goodwill created in them.

Electrovaya will continue to file patent applications and register patents resulting from ongoing research and development activity, acquire or license patents from third parties if appropriate and further develop the trade secrets related to its manufacturing process and the design and operation of the equipment used to manufacture its products.

There is no formal process concerning management of the major risks to the Company resulting from changing business conditions and internal organizational changes. The lack of a formal process to manage these risks could result in a lack of timely or thorough review of the impact and severity of these risks on the business.

Senior management continues to closely monitor changing business conditions to determine the impact, if any, on the success of the business. Where such changes are considered to have a potentially significant adverse effect on the business of the Company, all strategy options are thoroughly reviewed and discussed and the most appropriate course of action implemented as quickly as possible.

Outlook

While continuing our efforts to grow revenue from our consumer electronics business, we are striving to leverage our technology into new markets, including the rapidly growing zero emission vehicle and alternative energy markets.