

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of **November 2018**

Commission File No. **001-38612**

**ELECTRAMECCANICA VEHICLES CORP.**

(Translation of registrant's name into English)

**102 East 1st Avenue**

**Vancouver, British Columbia, V5T 1A4, Canada**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1)

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7)

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## Other Information

On November 9, 2018, we closed our previously announced registered offering of an aggregate of 4,250,000 common shares, with no par value, and a concurrent private placement of 4,250,000 warrants. The warrants may not be exercised for the first six months after issuance and are exercisable for five years thereafter at a per warrant exercise price equal to \$2.56.

We received approximately \$7.75 million in net proceeds from the offering, after the Placement Agent's commission and reimbursements but before other expenses. We expect to use the net proceeds of the offering for the design and development of its proposed two-seater sports car, the Tofino.

## Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Interim financial statements for the three and nine months ended September 30, 2018 and 2017
99.2	Management's Discussion & Analysis for the nine months ended September 30, 2018 and 2017
99.3	Form 52-109FV2 Certification of Interim Filings – Venture Issuer Basic Certificate – CEO
99.4	Form 52-109FV2 Certification of Interim Filings – Venture Issuer Basic Certificate – CFO

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ELECTRAMECCANICA VEHICLES CORP.**

Date: November 15, 2018

By: /s/ Jerry Kroll  
Name: Jerry Kroll  
Title: Chief Executive Officer

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**Electrameccanica Vehicles Corp.**  
**Interim Condensed Consolidated Financial Statements**  
**September 30, 2018**  
**Unaudited - Expressed in Canadian Dollars**

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Electrameccanica Vehicles Corp.  
Interim Condensed Consolidated Statements of Financial Position  
(Expressed in Canadian dollars)

	Note	September 30, 2018 (Unaudited)	December 31, 2017
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	\$ 12,138,179	\$ 8,610,996
Receivables	5	398,078	243,639
Prepaid expenses		1,075,723	920,146
Inventory		1,007,070	232,903
		<u>14,619,050</u>	<u>10,007,684</u>
<b>Non-current assets</b>			
Restricted cash		107,782	-
Plant and equipment	6	5,107,321	1,393,683
Goodwill and other intangible assets	7	1,233,560	1,260,014
<b>TOTAL ASSETS</b>		<u>\$ 21,067,713</u>	<u>\$ 12,661,381</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Bank overdraft and demand loan	9	\$ -	\$ 123,637
Trade payables and accrued liabilities	8	1,200,322	1,123,790
Customer deposits		408,912	447,071
Shareholder loan	17	7,268	10,383
Promissory note	7	-	1,500,000
Deferred income tax		149,794	149,794
		<u>1,766,296</u>	<u>3,354,675</u>
<b>Non-current liabilities</b>			
Derivative liability <sup>1</sup>	10	2,477,233	3,655,690
<b>TOTAL LIABILITIES</b>		<u>4,243,529</u>	<u>7,010,365</u>
<b>EQUITY</b>			
Share capital	11	39,317,540	22,718,282
Common share subscription		-	750,000
Warrants & share-based payment reserve	12	6,752,955	3,518,286
Deficit		(29,246,061)	(21,335,552)
Foreign Currency Translation Reserve		(250)	-
<b>TOTAL EQUITY</b>		<u>16,824,184</u>	<u>5,651,016</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>\$ 21,067,713</u>	<u>\$ 12,661,381</u>

Commitments (Notes 6 and 9)  
Subsequent events (Note 20)

On behalf of the Board of Directors.

\_\_\_\_\_  
"Steven Sanders"  
Director

\_\_\_\_\_  
"Luisa Ingargiola"  
Director

<sup>1</sup> Footnote: The warrant derivative liability is valued at fair value in accordance with International Financial Reporting Standards ("IFRS"). There are no circumstances in which the Company would be required to pay cash upon exercise or expiry of the warrants. See Note 10.

The accompanying notes are an integral part of these interim condensed consolidated financial statements

Electrameccanica Vehicles Corp.  
Interim Condensed Consolidated Statements of Comprehensive Loss  
(Unaudited - Expressed in Canadian dollars)

	Note	3 months ended		9 months ended	
		September 30, 2018	September 30, 2017	September 30, 2018	Sept 30, 2017
<b>Revenue</b>		\$ 189,902	\$ -	\$ 635,401	\$ -
<b>Cost of revenue</b>		140,095	-	435,414	-
<b>Gross profit</b>		<u>49,807</u>	<u>-</u>	<u>199,987</u>	<u>-</u>
<b>Operating expenses</b>					
Depreciation and amortization	6	68,917	29,997	197,332	\$ 85,201
General and administrative expenses	13	1,686,525	589,707	3,595,998	1,517,662
Research and development expenses	14	905,811	820,044	4,184,587	2,725,094
Sales and marketing expenses	15	356,806	441,253	833,050	731,491
Stock-based compensation expense	11	644,228	282,167	2,528,643	819,546
Share-based payment expense		312,960	-	935,837	-
		<u>3,975,247</u>	<u>2,163,168</u>	<u>12,275,447</u>	<u>5,878,994</u>
<b>Loss before other items</b>		(3,925,440)	(2,163,168)	(12,075,460)	(5,878,994)
<b>Other items</b>					
Accretion interest expense		-	145,985	-	186,764
Finder's fees re convertible loan		-	675,007	-	675,007
Issue costs allocated to derivate liability		627,821	-	627,821	-
Changes in fair value of warrant derivative	10	(1,919,072)	-	(4,945,126)	-
Foreign exchange loss/(gain)		256,131	572	152,354	8,503
<b>Net and comprehensive loss</b>		<u>\$ (2,890,320)</u>	<u>\$ (2,984,732)</u>	<u>\$ (7,910,509)</u>	<u>\$ (6,749,268)</u>
<b>Loss per share – basic and fully diluted</b>		<u>\$ (0.11)</u>	<u>\$ (0.14)</u>	<u>\$ (0.31)</u>	<u>\$ (0.32)</u>
<b>Weighted average number of shares outstanding – basic and fully diluted</b>					
	11	<u>26,687,607</u>	<u>21,778,239</u>	<u>25,287,764</u>	<u>21,366,955</u>

The accompanying notes are an integral part of these interim condensed consolidated financial statements

Electrameccanica Vehicles Corp.  
Interim Condensed Consolidated Statements of Changes in Equity  
(Expressed in Canadian dollars)

	Note	Share capital		Share subscription	Share issue costs	Warrant & share-based payment reserve	Equity component reserve	Foreign currency translation reserve	Deficit	Total
		Number of shares	Amount							
<b>Balance at December 31, 2016</b>		20,891,794	\$ 12,998,482	\$ 101,500	\$(1,614,486)	\$ 2,351,144	\$ 39,130	\$ -	\$(9,969,180)	\$ 3,906,590
Shares issued for cash		982,485	2,497,415	(101,500)	(258,138)	-	-	-	-	2,137,777
Share issued for finders fees		52,500	680,007	-	-	3,223	-	-	-	683,230
Shares issued for convertible debt issue cost		650,017	1,469,604	-	-	-	(169,570)	-	-	1,300,034
Shares and warrants issued for services		25,000	50,000	-	-	288,432	-	-	-	338,432
Stock-based compensation		-	-	-	-	819,546	-	-	-	819,546
Equity component of convertible loan		-	-	-	-	-	130,440	-	-	130,440
Net and comprehensive loss for the period		-	-	-	-	-	-	-	(6,749,268)	(6,749,268)
<b>Balance at September 30, 2017</b>		<u>22,601,796</u>	<u>\$ 17,695,508</u>	<u>\$ -</u>	<u>\$(1,872,624)</u>	<u>\$ 3,462,345</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$(16,718,448)</u>	<u>\$ 2,566,781</u>
<b>Balance at December 31, 2017</b>		23,794,106	\$ 25,789,209	\$ 750,000	\$(3,070,927)	\$ 3,518,286	\$ -	\$ -	\$(21,335,552)	\$ 5,651,016
Shares issued for cash, net of warrant derivative liability	11	3,808,521	18,617,936	(750,000)	(3,009,862)	725,300	-	-	-	15,583,374
Shares issued for services	11	175,000	935,837	-	-	-	-	-	-	935,837
Shares issued on exercise of options	11	6,198	31,669	-	-	(19,274)	-	-	-	12,395
Shares issued for finders fees	11	2,286	23,678	-	-	-	-	-	-	23,678
Stock-based compensation	11	-	-	-	-	2,528,643	-	-	-	2,528,643
Foreign currency translation Reserve		-	-	-	-	-	-	(250)	-	(250)
Net and comprehensive loss for the period		-	-	-	-	-	-	-	(7,910,509)	(7,910,509)
<b>Balance at September 30, 2018</b>		<u>27,786,111</u>	<u>\$ 45,398,329</u>	<u>\$ -</u>	<u>\$(6,080,789)</u>	<u>\$ 6,752,954</u>	<u>\$ -</u>	<u>\$ (250)</u>	<u>\$(29,246,061)</u>	<u>\$ 16,824,184</u>

During the year ended December 31, 2016, the Company completed a 1:5 forward share split and on May 15, 2018 the Company completed a reverse share split on a 2:1 basis, all references to number of shares have been retroactively adjusted. See Note 11 for further details.

The accompanying notes are an integral part of these interim condensed consolidated financial statements

Electrameccanica Vehicles Corp.  
Interim Condensed Consolidated Statements of Cash Flows  
(Unaudited - Expressed in Canadian dollars)

	3 months ended		9 months ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
<b>Operating activities</b>				
Loss for the period	\$ (2,890,320)	\$ (2,984,732)	\$ (7,910,509)	\$ (6,749,268)
Adjustments for:				
Depreciation and amortization	68,917	29,997	197,332	85,201
Stock-based compensation expense	644,228	282,167	2,528,643	819,546
Share-based payment expense	312,960	338,432	935,837	338,432
Interest accretion expense	-	145,985	-	186,764
Finder's fees on convertible loan	-	675,007	-	675,007
Change in fair value of warrant derivative	(1,919,072)	-	(4,945,126)	-
Changes in non-cash working capital items:				
Receivables	229,370	40,353	(154,668)	127,567
Prepaid expenses	(312,906)	(365,151)	(155,576)	(347,671)
Inventory	(732,551)	-	(774,166)	(3,475)
Trades payable and accrued liabilities	(365,858)	299,683	76,532	427,076
Customer deposits	(1,862)	2,750	(38,159)	35,500
<b>Net cash flows used in operating activities</b>	<b>(4,967,094)</b>	<b>(1,535,509)</b>	<b>(10,239,860)</b>	<b>(4,405,321)</b>
<b>Investing activities</b>				
Restricted cash	1,213	-	(107,782)	-
Expenditures on plant and equipment	(1,030,641)	(834)	(3,884,516)	(138,344)
Purchase of Intermeccanica International Inc.	-	(100,000)	-	(200,000)
Expenditures on trademarks and patents	-	(28,552)	-	(63,805)
<b>Net cash flows used in investing activities</b>	<b>(1,029,428)</b>	<b>(129,386)</b>	<b>(3,992,297)</b>	<b>(402,149)</b>
<b>Financing activities</b>				
Repayment of bank loan	-	-	(123,637)	-
Proceeds from convertible loans	-	2,209,295	-	2,209,295
Repayment of shareholder loan	(1,038)	-	(3,115)	-
Repayment of promissory note	-	-	(1,500,000)	-
Proceeds on issuance of common shares and warrants – net of issue costs	13,900,448	1,330,936	19,386,116	2,146,000
<b>Net cash flows from financing activities</b>	<b>13,899,410</b>	<b>3,540,231</b>	<b>17,759,364</b>	<b>4,355,295</b>
Increase (decrease) in cash and cash equivalents	7,902,888	1,875,336	3,527,207	(452,175)
Effect of exchange rates on cash holdings in foreign currencies	(24)	-	(24)	-
Cash and cash equivalents, beginning	4,235,315	1,588,772	8,610,996	3,916,283
<b>Cash and cash equivalents, ending</b>	<b>\$ 12,138,179</b>	<b>\$ 3,464,108</b>	<b>\$ 12,138,179</b>	<b>\$ 3,464,108</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements



## **1. Nature and continuance of operations**

Electrameccanica Vehicles Corp (the “Company”) was incorporated on February 16, 2015, under the laws of the province of British Columbia, Canada, and its principal activity is the development and manufacturing of electric vehicles. The Company acquired Intermeccanica International Inc. (“Intermeccanica”) on October 18, 2017, and its principal activity is the development and manufacturing of high end custom built vehicles. On January 22, 2018 the Company incorporated a wholly-owned subsidiary EMV Automotive USA Inc. in Nevada, USA.

The head office and principal address of the Company are located at 102 East 1<sup>st</sup> Avenue, Vancouver, British Columbia, Canada, V5T 1A4.

These condensed consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. As at September 30, 2018, the Company’s principal activity, the development and manufacturing of electric vehicles, is in the development stage, and the Company’s continuation as a going concern is dependent upon the successful results from its electric vehicle development and manufacturing activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. It is anticipated that significant additional funding will be required. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management intends to finance its operations over the next twelve months through private placement and / or public offerings of equity capital. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

## **2. Basis of preparation and significant accounting policies**

The financial statements were authorized for issue on November 9, 2018 by the directors of the Company.

### ***Statement of compliance with International Financial Reporting Standards***

These interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). Therefore, these financial statements comply with International Accounting Standards (“IAS”) 34, Interim Financial Reporting.

These interim condensed consolidated financial statements were prepared using the same accounting policies and methods as those used in the Company’s consolidated financial statements for the year ended December 31, 2017, with the exception of new accounting policies that were adopted on January 1, 2018 as described in Note 2. These interim condensed consolidated financial statements have been prepared in compliance with IAS 34, Interim Financial Reporting. Accordingly, certain disclosures normally included in annual financial statements prepared in accordance with IFRS, as issued by the IASB, have been omitted or condensed. These interim condensed consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2017.

### ***Basis of preparation***

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The Company’s functional and presentation currency is the Canadian dollar.

### ***Consolidation***

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, EMV Automotive USA Inc., and Intermeccanica from the date of its acquisition on October 18, 2017 (Note 7). Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

### ***Significant estimates and assumptions***

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the estimated recoverable amount of goodwill, intangible assets and other long-lived assets, the useful lives of plant and equipment, fair value measurements for financial instruments and share-based payments.

#### **Significant judgments**

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of financial instruments; and
- the calculation of income taxes in interpreting tax rules and regulations.

#### **Change in accounting policy - Financial Instruments**

The Company adopted the requirements of IFRS 9 Financial Instruments ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

<b>Financial assets/liabilities</b>	<b>Original classification IAS 39</b>	<b>New classification IFRS 9</b>
Bank loan	Amortized cost	Amortized cost
Cash and cash equivalents	Amortized cost	Amortized cost
Receivables	Amortized cost	Amortized cost
Trade payable and accrued liabilities	Amortized cost	Amortized cost
Shareholder loan	Amortized cost	Amortized cost
Derivative liability	FVTPL	FVTPL

There is no impact on amounts previously recognized on adoption of IFRS 9 on January 1, 2018. Prior periods financial statements have not been restated.

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive loss.

#### ***Changes in Accounting Policies – Revenue from contracts with customers***

The Company adopted all of the requirements of IFRS 15 Revenue from Contracts with Customers (“IFRS 15”) as of January 1, 2018. IFRS 15 utilizes a methodical framework for entities to follow in order to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The change did not impact the cumulated revenue recognized or the related assets and liabilities on the transition date.

The following is the Company’s new accounting policy for revenue from contracts with customers under IFRS 15:

Revenue is recognized to the extent that the amount of revenue can be measured reliably and collection is probable.

#### **Part sales:**

Sales of parts are recognized when the Company has transferred control to the customer which generally occurs upon shipment.

#### **Services, repairs and support services:**

Services, repairs and support services are recognized in the accounting period when the services are rendered.

#### **Sales of vehicles:**

The Company manufactures and sells custom built vehicles typically on fixed fee arrangements with its customers. Revenue is recognized in the accounting period in which the services are rendered, by reference to the stage of completion. The stage of completion is determined as a percentage based on the amount of costs incurred compared to the estimated cost of completion. Revenue recognized in excess of amounts billed is recorded as accounts receivable. Amounts received in excess of work performed is recorded as deferred revenue.

#### ***Cash and cash equivalents***

Cash and cash equivalents include cash and short-term investments with original maturities of less than 90 days and are presented at cost, which approximates market value.

#### ***Inventory***

Inventory consists of parts held for resale or for use in fixed fee contracts and is valued at the lower of cost and net realizable value. Cost is determined on the first-in, first-out basis.

#### ***Trademarks and patents***

The Company expenses legal fees and filing costs associated with the development of its trademarks and patents.

### ***Plant and equipment***

Plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the statements of comprehensive loss.

Depreciation is calculated on a straight-line method to write off the cost of the assets to their residual values over their estimated useful lives. The depreciation rates applicable to each category of plant and equipment are as follows:

<b>Class of plant and equipment</b>	<b>Amortization rate</b>
Office furniture and equipment	20%
Shop equipment	20%
Computer equipment	33%
Computer software	50%
Vehicles	33%
Leasehold improvement	over term of lease
Production tooling and molds	per unit produced

### ***Share-based payments***

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured at the date the goods or services are received. The corresponding amount is recorded to the warrant & share-based payment reserve. The fair value of options is determined using a Black-Scholes pricing model. The number of options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

### ***Loss per share***

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported net loss. Fully diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of fully diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

### ***Research and development costs***

Research costs are expensed when incurred and are stated net of government grants. Development costs including direct material, direct labour and contract service costs are capitalized as intangible assets when the Company can demonstrate that the technical feasibility of the project has been established; the Company intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development; and the Company can reliably measure the expenditure attributable to the intangible asset during its development. After initial recognition, internally generated intangible assets are recorded at cost less accumulated amortization and accumulated impairment losses. These costs are amortized on a straight-line basis over the estimated useful life. To date, the Company did not have any development costs that met the capitalization criteria.

### ***Impairment of assets***

The carrying amount of the Company's long-lived assets with finite useful lives (which include plant and equipment and intangible assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. Any reversal of impairment cannot increase the carrying value of the asset to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if indicators of impairment exist.

### ***Income taxes***

#### **Current income tax:**

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### **Deferred income tax:**

Deferred income tax is recognized, using the asset and liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

### **3. Accounting standards issued but not yet effective**

#### ***New standard IFRS 16 "Leases"***

This new standard replaces IAS 17 "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15.

The Company has not early adopted this new standard and is currently assessing the impact that this standard will have on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

#### 4. Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise the following balances with original maturity of less than 90 days:

	September 30, 2018	December 31, 2017
Cash	\$ 2,946,911	\$ 6,715,996
Cash equivalents	9,191,268	1,895,000
	<u>\$ 12,138,719</u>	<u>\$ 8,610,996</u>

#### 5. Receivables

	September 30, 2018	December 31, 2017
Trade receivable	\$ 184,563	\$ 154,698
GST receivable	200,303	84,566
Employee advance	12,840	-
GIC interest receivable	372	4,375
	<u>\$ 398,078</u>	<u>\$ 243,639</u>

#### 6. Plant and equipment

	Furniture and equipment	Computer hardware and software	Vehicles	Leasehold Improvements	Production tooling and molds deposit	Total
<b>Cost:</b>						
At December 31, 2016	\$ 44,209	\$ 18,897	\$ 173,213	\$ 12,146	\$ -	\$ 248,465
Additions	246,634	54,757	216,837	89,055	914,060	1,521,343
December 31, 2017	290,843	73,654	390,050	101,201	914,060	1,769,808
Additions	75,958	51,259	(2,001)	123,412	3,635,888	3,884,516
September 30, 2018	<u>366,801</u>	<u>124,913</u>	<u>388,049</u>	<u>224,613</u>	<u>4,549,948</u>	<u>5,654,324</u>
<b>Depreciation:</b>						
At December 31, 2016	7,112	2,514	11,666	1,904	-	23,196
Charge for the year	181,495	24,633	74,098	72,703	-	352,929
At December 31, 2017	188,607	27,147	85,764	74,607	-	376,125
Charge for the period	29,126	27,812	97,115	17,825	-	170,878
At September 30, 2018	<u>216,733</u>	<u>54,959</u>	<u>182,879</u>	<u>92,432</u>	<u>-</u>	<u>547,003</u>
<b>Net book value:</b>						
At December 31, 2017	<u>\$ 102,237</u>	<u>\$ 46,507</u>	<u>\$ 304,286</u>	<u>\$ 26,594</u>	<u>\$ 914,060</u>	<u>\$ 1,393,683</u>
At September 30, 2018	<u>\$ 150,068</u>	<u>\$ 69,954</u>	<u>\$ 205,170</u>	<u>\$ 132,181</u>	<u>\$ 4,549,948</u>	<u>\$ 5,107,321</u>

On September 29, 2017, the Company entered into a manufacturing agreement with Chongqing Zongshen Automobile Co., Ltd. (“Zongshen”). Under the agreement the Company agrees to reimburse Zongshen for the cost of prototype tooling and molds estimated to be CNY ¥9.5 million (CAD \$1.8 million), which was payable on or before March 18, 2018, subject to a 10% holdback, and mass production tooling and molds estimated to be CNY ¥39.3 million (CAD \$7.8 million), which shall be payable 50% when Zongshen commences manufacturing the tooling and molds, 40% when Zongshen completes manufacturing the tooling and molds, and 10% upon delivery to the Company of the first production vehicle. At September 30, 2018 the Company had paid 90% of prototype tooling and molds and 36% of the mass production tooling and molds. Depreciation on the production tooling and molds is charged on a per unit produced basis and during the period no units had been produced using the production tooling and molds.

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Under the agreement, the Company agreed that the minimum purchase commitments for units of the Solo vehicle are to be as follows: in calendar 2018, 5,000; in 2019, 20,000; and in 2020, 50,000, and which shall be payable following issue of Company's purchase orders as follows: 30% after Zongshen schedules production, and 70% after accepted vehicle delivery.

On October 16, 2017, the CEO of the Company (as "Pledgor") entered into a Share Pledge Agreement ("Share Pledge") to guarantee the payment by the Company for the cost of the prototype tooling and molds estimated to be CNY ¥9.5 million (CAD \$1.8 million) to Zongshen through the pledge of 400,000 common shares of the Company. The Company approved its obligations under the Share Pledge and has agreed to reimburse the Pledgor on a one for one basis for any pledged shares realized by Zongshen.

## 7. Goodwill and other intangible assets

Goodwill and other intangible assets recognized was primarily attributed to expected synergies arising from the acquisition of Intermeccanica International Inc. and the expertise and reputation of the assembled management and workforce. Goodwill is not expected to be deductible for income tax purposes. During the nine month period ended September 30, 2018 the Company recorded amortization of \$26,454 relating to the acquired intangible assets. No further impairment was identified at September 30, 2018.

Total goodwill and other intangible assets consist of:

	September 30, 2018	December 31, 2017
Domain name	\$ 2,170	\$ 2,170
Identifiable intangibles on acquisition of Intermeccanica	531,546	558,000
Goodwill and other intangibles on acquisition of Intermeccanica	699,844	699,844
	<u>\$ 1,233,560</u>	<u>\$ 1,260,014</u>

## 8. Trade payables and accrued liabilities

	September 30, 2018	December 31, 2017
Trade payables	\$ 682,533	\$ 457,520
Wages payables	86,603	62,110
Due to related parties (Note 17)	131,171	16,814
Accrued liabilities	300,015	587,346
	<u>\$ 1,200,322</u>	<u>\$ 1,123,790</u>

## 9. Commitments

On February 2, 2018, the joint business line of credit with Bank of Montreal (BMO), which was held by Intermeccanica, its President and his wife, was paid in full. The line of credit was secured by a general security agreement, a specific charge over a vehicle, and a charge over the personal home of the President and his wife.

Lease obligations relate to the Company's rent of office space and warehouse space. The term of the leases expire on November 1, 2020 and July 1, 2020 with the Company holding an option to renew for a further five years for the office space.

As at September 30, 2018, future payments required under non-cancellable operating leases contracted for but not capitalized in the financial statements are as follows:

	September 30, 2018	December 31, 2017
Payable not later than one year	\$ 736,104	\$ 310,034
Payable later than one year and not later than five years	1,186,872	507,036
Payable later than five years	-	-
	<u>\$ 1,922,976</u>	<u>\$ 817,070</u>

## 10. Derivative liability

The exercise price of certain warrants is denominated in US dollars; however, the functional currency of the Company is the Canadian dollar. Consequently, the value of the proceeds on exercise is not fixed and will vary based on foreign exchange rate movements. Such warrants when issued other than as compensation for goods and services are therefore a derivative and are required to be recognized as a derivative liability and measured at fair value at each reporting period. Any changes in fair value from period to period are recorded as non-cash gain or loss in the consolidated statements of comprehensive loss. Upon exercise, the holders will pay the Company the respective exercise price for each warrant exercised in exchange for one common share of the Company and the fair value at the date of exercise and the associated non-cash liability will be reclassified to share capital. The non-cash liability associated with any warrants that expire unexercised will be recorded as a gain in the consolidated statements of comprehensive loss. There are no circumstances in which the Company would be required to pay any cash upon exercise or expiry of the warrants.

During the nine month period ended September 30, 2018 the Company issued 200,000 non-transferrable warrants exercisable at USD \$16.80, which expire on January 22, 2021 and issued 4,706,000 transferable warrants exercisable at USD \$4.25, which expire on August 8, 2023. The issue costs allocated to the derivative liability and recorded as expense in the consolidated statements of comprehensive loss was \$627,821.

A reconciliation of the changes in fair values of the derivative liability is below:

	<b>September 30 2018</b>
Balance, beginning of period	\$ 3,655,690
Warrants issued	3,766,669
Changes in fair value of derivative liabilities	<u>(4,945,126)</u>
Balance, end of period	<u>\$ 2,477,233</u>

The fair value of the transferrable warrants was calculated using the warrant price of USD \$0.50 at issuance and USD \$0.38 at September 30, 2018 as quoted on the NASDAQ.

The fair value of the non-transferrable warrants issued during the nine months ended September 30, 2018 was calculated using a Black-Scholes Option Pricing Model. The weighted average assumptions used in the Black-Scholes Option Pricing Model are:

	<b>At issue</b>	<b>September 30, 2018</b>
Fair value of related non-transferrable warrants outstanding	\$ 676,967	\$ 143,171
Risk-free interest rate	1.96%	2.29%
Expected term (in years)	3	2.38
Expected share price volatility	60%	60%

## 11. Share capital

### *Authorized share capital*

Unlimited number of common shares without par value.

On May 15, 2018, the Company completed a share consolidation of two pre-split common shares for one post-split common share. Previously, on June 22, 2016, the Company completed a share split of one pre-split common share for five post-split shares. All information related to common shares, options, warrants and per share amounts presented in these financial statements and accompanying notes have been retroactively adjusted to reflect the revised number of common shares resulting from the share split and subsequent share consolidation.

### *Issued share capital*

At September 30, 2018 the Company had 27,786,111 issued and outstanding common shares (December 31, 2017 – 23,794,106).



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During the nine month period ended September 30, 2018, the Company issued a total of 3,808,521 common shares and 5,411,900 transferrable warrants for gross proceeds of \$18,617,936 and 175,000 common shares for services with a fair value of \$935,837. Share issue costs related to these issuances was \$3,009,862 and includes 2,286 common shares issued for finder's fees with a fair value of \$23,678 and 807,594 warrants issued with a fair value of \$725,299. Upon the exercise of stock options the Company issued 6,198 common shares and \$19,274 was allocated to share capital from the warrant & share-based payment reserve.

**Basic and fully diluted loss per share**

The calculation of basic and fully diluted loss per share for the nine month period ended September 30, 2018 was based on the loss attributable to common shareholders of \$7,910,509 and the weighted average number of common shares outstanding of 25,287,764. Fully diluted loss per share did not include the effect of stock options and warrants as the effect would be anti-dilutive.

**Stock options**

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 30,000,000. Such options will be exercisable for a period of up to 7 years from the date of grant. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company.

Options granted typically vest one-quarter on the first anniversary subsequent to the grant date and the remaining three-quarters typically vest in thirty-six equal monthly instalments commencing on the first anniversary of the grant date.

On exercise, each option allows the holder to purchase one common share of the Company.

The changes in options during the nine month period ended September 30, 2018 are as follows:

	<b>September 30, 2018</b>	
	<b>Number of options</b>	<b>Weighted average exercise price</b>
Options outstanding, beginning	28,598,750	\$ 0.40
Options granted	777,500	11.81
Options exercised	(6,198)	2.00
Options expired and forfeited	(26,302)	5.77
Options cancelled	(25,000,000)	0.37
Options outstanding, ending	<u>4,343,750</u>	<u>\$ 2.62</u>

Details of options outstanding as at September 30, 2018 are as follows:

<b>Exercise price</b>	<b>Weighted average contractual life</b>	<b>Number of options outstanding</b>	<b>Number of options Exercisable</b>
\$ 0.30	3.70 years	2,045,455	1,704,546
\$ 0.30	3.87 years	308,522	244,247
\$ 0.80	4.19 years	677,273	479,735
\$ 0.80	4.44 years	12,500	8,073
\$ 2.00	4.73 years	12,500	7,813
\$ 2.00	5.39 years	470,000	216,615
\$ 2.00	5.86 years	50,000	-
USD \$ 9.60	6.27 years	342,500	93,750
USD \$ 9.00	6.55 years	150,000	75,000
USD \$ 9.16	6.86 years	275,000	-
	<u>4.50 years</u>	<u>4,343,750</u>	<u>2,829,779</u>

The weighted average grant date fair value of options granted during the nine month period ended September 30, 2018 was \$3.24. The fair value was calculated using the Black-Scholes option pricing model using the following weighted average assumptions:

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	<u>Period ended September 30, 2018</u>
Expected life of options	5 years
Annualized volatility	60%
Risk-free interest rate	2.21%
Dividend rate	0%

During the nine month period ended September 30, 2018, the Company recognized stock-based compensation expense of \$2,528,643 (September 30, 2017 - \$819,546).

### **Warrants**

On exercise, each warrant allows the holder to purchase one common share of the Company.

The changes in warrants during the nine month period ended September 30, 2018 are as follows:

	<u>September 30, 2018</u>	
	<u>Number of warrants</u>	<u>Weighted average exercise price</u>
Warrants outstanding, beginning	11,826,858	\$ 4.70
Non-transferrable warrants issued	932,692	13.67
Transferable warrants issued	5,411,900	5.50
Warrants outstanding, ending	<u>18,171,450</u>	<u>\$ 5.44</u>

At September 30, 2018, all warrants outstanding, except for placement agents' warrants, were exercisable. Details of warrants outstanding as at September 30, 2018 are as follows:

<u>Exercise price</u>	<u>Weighted average contractual life</u>	<u>Number of warrants outstanding</u>
<b>Non-Transferable Warrants</b>		
\$0.80 CAD - \$16.00 CAD	3.01 years	11,457,559
\$2.00 USD - \$24.00 USD	2.55 years	1,301,991
<b>Transferable Warrants</b>		
\$4.25 USD	4.86 years	5,411,900

### **12. Warrant & share-based payment reserve**

The warrant & share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the options, or warrants expire unexercised, the amount remains in the share-based payment reserve account.

### **13. General and administrative expenses**

	<u>3 months ended</u>		<u>9 months ended</u>	
	<u>September 30, 2018</u>	<u>September 30, 2017</u>	<u>September 30, 2018</u>	<u>September 30, 2017</u>
Rent	\$ 110,779	\$ 65,698	\$ 283,820	\$ 186,392
Office expenses	113,602	29,637	340,776	90,335
Legal and professional	490,622	269,295	999,785	622,700
Consulting fees	362,585	67,149	736,680	254,056
Investor relations	254,248	76,004	416,631	116,581
Salaries	354,689	81,924	818,306	247,598
	<u>\$ 1,686,525</u>	<u>\$ 589,707</u>	<u>\$ 3,595,998</u>	<u>\$ 1,517,662</u>

**14. Research and development expenses**

	<b>3 months ended</b>		<b>9 months ended</b>	
	<b>September 30, 2018</b>	<b>September 30, 2017</b>	<b>September 30, 2018</b>	<b>September 30, 2017</b>
Labour	\$ 873,905	\$ 455,171	\$ 2,401,339	\$ 1,359,508
Materials	757,505	476,253	2,517,477	1,670,500
Government grants	(725,599)	(111,380)	(734,229)	(304,914)
	<u>\$ 905,811</u>	<u>\$ 820,044</u>	<u>\$ 4,184,587</u>	<u>\$ 2,725,094</u>

**15. Sales and marketing expenses**

	<b>3 months ended</b>		<b>9 months ended</b>	
	<b>September 30, 2018</b>	<b>September 30, 2017</b>	<b>September 30, 2018</b>	<b>September 30, 2017</b>
Consulting	\$ 84,489	\$ 311,355	\$ 204,004	\$ 363,073
Marketing	142,372	54,735	356,226	136,662
Salaries	129,945	75,163	272,820	231,756
	<u>\$ 356,806</u>	<u>\$ 441,253</u>	<u>\$ 833,050</u>	<u>\$ 731,491</u>

**16. Segmented information**

The Company operates in two reportable business segments in Canada.

The two reportable business segments offer different products, require different production processes, and are based on how the financial information is produced internally for the purposes of making operating decisions. The following summary describes the operations of each of the Company's reportable business segments:

- Electric Vehicles – development and manufacture of electric vehicles for mass markets, and
- Custom build vehicles – development and manufacture of high end custom built vehicles.

Sales between segments are accounted for at prices that approximate fair value. No business segments have been aggregated to form the above reportable business segments.

	<b>3 months ended September 30, 2018</b>		<b>3 months ended September 30, 2017</b>	
	<b>Electric Vehicles</b>	<b>Custom Built Vehicles</b>	<b>Electric Vehicles</b>	<b>Custom Built Vehicles</b>
Revenue	\$ -	\$ 189,902	\$ -	\$ -
Gross profit	-	49,807	-	-
Operating expenses	3,863,883	111,364	2,163,168	-
Other items	(1,038,235)	3,115	821,564	-
Net and comprehensive loss	2,825,648	64,672	2,984,732	-

	<b>9 months ended September 30, 2018</b>		<b>9 months ended September 30, 2017</b>	
	<b>Electric Vehicles</b>	<b>Custom Built Vehicles</b>	<b>Electric Vehicles</b>	<b>Custom Built Vehicles</b>
Revenue	\$ -	\$ 635,401	\$ -	\$ -
Gross profit	-	199,987	-	-
Operating expenses	11,992,137	283,310	5,878,994	-
Other items	(4,183,985)	19,034	870,274	-
Net and comprehensive loss	7,808,152	102,357	6,749,268	-

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	September 30, 2018		December 31, 2017	
	Electric Vehicles	Custom Built Vehicles	Electric Vehicles	Custom Built Vehicles
Inventory	\$ 765,138	\$ 241,932	\$ -	\$ 232,903
Plant and equipment	5,082,622	24,699	1,370,350	23,333

## 17. Related party transactions

### *Related party balances*

The following amounts are due to related parties

	September 30, 2018	December 31, 2017
Shareholder loan	\$ 7,268	\$ 10,383
Due to related parties (Note 8)	131,171	16,814
	<u>\$ 138,439</u>	<u>\$ 27,197</u>

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

### *Directors & key management personnel compensation*

	3 months ended		9 months ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Directors fees	\$ 52,178	\$ -	\$ 97,779	\$ -
Consulting fees	90,166	45,000	222,166	135,000
Salary	139,440	66,000	284,000	168,000
Deferred salary for CEO	-	-	-	30,000
Stock-based compensation	367,611	171,218	1,322,406	598,110
	<u>\$ 649,395</u>	<u>\$ 282,218</u>	<u>\$ 1,926,351</u>	<u>\$ 931,110</u>

## 18. Financial instruments and financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The majority of cash is deposited in bank accounts held with major financial institutions in Canada. As most of the Company's cash is held by one financial institution there is a concentration of credit risk. This risk is managed by using major financial institutions that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its receivables. This risk is minimal as receivables consist primarily of government grant and refundable government goods and services taxes.

### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's source of funding has been shareholder loans and the issuance of equity securities for cash, primarily through private placements and public offerings. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity or debt funding.

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The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at September 30, 2018:

<b>At September 30, 2018</b>	<b>Within one year</b>	<b>Between one and five years</b>	<b>More than five years</b>
Trade payables and accrued liabilities	\$ 1,200,322	\$ -	\$ -
Customer deposits	408,912	-	-
Shareholder loan	7,268	-	-
	<u>\$ 1,616,502</u>	<u>\$ -</u>	<u>\$ -</u>

  

<b>At December 31, 2017</b>	<b>Within one year</b>	<b>Between one and five years</b>	<b>More than five years</b>
Bank loan	\$ 123,637	\$ -	\$ -
Trade payables and accrued liabilities	1,123,790	-	-
Customer deposits	447,071	-	-
Shareholder loan	10,383	-	-
Promissory note	1,500,000	-	-
	<u>\$ 3,204,881</u>	<u>\$ -</u>	<u>\$ -</u>

**Foreign exchange risk**

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to currency risk as it incurs expenditures that are denominated in US dollars while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in US dollars:

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
Cash and cash equivalents	\$ 10,860,599	\$ 5,596,635
Trade receivables	48,288	-
Trade payables	(599,630)	(138,794)
	<u>\$ 10,309,257</u>	<u>\$ 5,457,841</u>

Based on the above net exposures, as at September 30, 2018, a 10% change in the US dollars to Canadian dollar exchange rate would impact the Company's net loss by \$1,030,926 (December 31, 2017 - \$545,784).

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of twelve months or less and are therefore exposed to interest rate fluctuations on renewal. A 1% change in market interest rates would have an impact on the Company's net loss of \$2,040 for the nine month period ended September 30, 2018 (December 31, 2017 - \$18,950).

**Classification of financial instruments**

Financial assets included in the statement of financial position are as follows:

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
At amortized cost:		
Cash and cash equivalents	\$ 12,138,179	\$ 8,610,996
Receivables	398,079	243,639
	<u>\$ 12,536,257</u>	<u>\$ 8,854,635</u>

Financial liabilities included in the statement of financial position are as follows:

	September 30, 2018	December 31, 2017
At amortized cost:		
Bank loan	\$ -	\$ 123,637
Trade payable and accrued liabilities including amounts due to related parties	1,200,322	1,123,790
Customer deposits	408,912	447,071
Shareholder loan	7,268	10,383
Promissory note	-	1,500,000
FVTPL:		
Warrant derivative liability	2,477,233	3,655,686
	<u>\$ 4,093,735</u>	<u>\$ 6,860,567</u>

### *Fair value*

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Financial liabilities measured at fair value at September 30, 2018 consisted of the derivative liability, which is measured using level 3 inputs with respect to the non-transferrable warrants and using level 1 inputs with respect to the transferrable warrants.

The fair value of the derivative liability was calculated using the Black-Scholes Option Pricing Model for the non-transferrable warrants using volatility of a comparable company as an estimate of volatility and the market quoted price for the transferrable warrants.

### **19. Capital management**

The Company's policy is to maintain a strong capital base so as to safeguard the Company's ability to maintain its business and sustain future development of the business. The capital structure of the Company consists of equity. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

### **20. Subsequent events**

On October 18, 2018, the Company filed an F-3 Registration Statement under the Securities Act of 1933, which became effective on October 31, 2018.

Subsequent to the period, the Company issued 230,700 common shares on the exercise of warrants, providing gross proceeds of US\$980,475.

On November 9, 2018, the Company sold 4,250,000 common shares at a price of USD \$2.00 per common share in a registered direct offering for gross proceeds of USD \$8.5 million, and net proceeds of approximately USD \$7.6 million. In a concurrent private placement to the same investors, the Company sold warrants to purchase 4,250,000 common shares with an exercise price of USD \$2.56 per share. The warrants are exercisable six months after issuance and have a term of five years from the initial exercise date. In connection with these transactions, the Company agreed to issue the placement agents warrants to purchase 212,500 common shares at USD \$3.20 per share. These warrants are exercisable six months after issuance and have a term of five years from issuance.

**ELECTRAMECCANICA VEHICLES CORP.**  
**Form 51-102F1 Management's Discussion & Analysis**  
**For the nine months ended September 30, 2018**

**1.1.1 Date November 15, 2018**

**Introduction**

The following management's discussion and analysis, prepared as of September 30, 2018, is a review of operations, current financial position and outlook for ElectraMeccanica Vehicles Corp. (the "Company") and should be read in conjunction with the Company's unaudited financial statements for the nine months ended September 30, 2018 and the notes thereto. The reader should also refer to the annual audited financial statements for the year ended December 31, 2017. Amounts are reported in Canadian dollars based upon financial statements prepared in accordance with International Financial Reporting Standards. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

**Forward-Looking Statements**

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

**Risks and Uncertainties**

A going concern assessment is outlined in Note 1 of the financial statements.

**1.2 Overall Performance**

**Description of Business**

The Company was incorporated on February 16, 2015 under the laws of the province of British Columbia, Canada, and its principal activity is the development and manufacturing of single occupancy electric vehicles.

The head office and principal address of the Company are located at 102 East 1<sup>st</sup> Avenue, Vancouver, British Columbia, Canada, V5T 1A4.

Additional information related to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Performance Summary**

The following is a summary of significant events and transactions that occurred during the nine months ended September 30, 2018:

The Company introduced the chassis for its second electric vehicle, the Tofino, to the public at the Vancouver International Auto Show held at the Vancouver Convention Centre, Vancouver, British Columbia on March 19, 2018.

On March 20, 2018, the Company announced the appointment of Steven Sanders and Luisa Ingargiola as independent directors.

On May 7, 2018, the Company announced the first nationally certified SOLO has been shipped to its new home in Los Angeles, California.

On August 9, 2018, the Company listed its common shares on the Nasdaq Capital Market under the trading symbol "SOLO" and its warrants under the symbol "SOLOW". In conjunction with the listing, the Company announced a public offering of 2,353,000 units, whereby, each unit consists of one common share and two warrants each to purchase a Common Share at a price of US\$4.25 per unit for gross proceeds of approximately US\$10 million. The warrants have a per exercise price of US\$4.25, are exercisable and will expire five years from the date of issuance.

On August 13, 2018, the Company, announced the closing of its public offering of 2,353,000 units, each unit consisting of one common share (each, a "Common Share") and two warrants (each, a "Warrant"), each to purchase a Common Share, at a price of \$4.25 per unit, for gross proceeds of approximately \$10 million. The Warrants have a per share exercise price of \$4.25, are exercisable immediately, and will expire five years from the date of issuance. The Common Shares and the Warrants began trading on the Nasdaq Capital Market on August 9, 2018.

On September 24, 2018, the Company engaged investor relation specialists MZ Group (MZ) to manage a comprehensive strategic investor relations and financial communications program across all key markets.

On October 3, 2018, the Company announced that it is preparing to open its first US SOLO EV dealership in the Studio City portion of Los Angeles, California.

On October 18, 2018, the Company filed a F-3 Registration Statement under the Securities Act of 1933. The F-3 registration statement became effective on October 31, 2018.

Subsequent to the nine months ended September 30, 2018, the Company issued 230,700 common shares on the exercise of warrants, providing gross proceeds of US\$980,475.

On November 9, 2018, the Company sold 4,250,000 common shares at a price of USD \$2.00 per common share in a registered direct offering for gross proceeds of USD \$8.5 million and net proceeds of approximately USD \$7.6 million. In a concurrent private placement to the same investors, the Company sold warrants to purchase 4,250,000 common shares with an exercise price of USD \$2.56 per share. The warrants are exercisable six months after issuance and have a term of five years from the initial exercise date. In connection with these transactions, the Company agreed to issue the placement agents that facilitated the transactions warrants to purchase 212,500 common shares at USD \$3.20 per share. These warrants are exercisable six months after issuance and have a term of five years from issuance.



During the nine months ended September 30, 2018, the Company raised gross proceeds of \$22,384,605 from private placements and a public offering.

### **Financings**

During the nine months ended September 30, 2018, the Company issued the following shares;

<b>Issuance of Shares</b>	<b>Number of Shares Issued</b>	<b>Cash Proceeds</b>
Private Placements and public offering	3,808,521	\$ 18,617,936
Finder's Fee	2,286	Nil
Shares issued for exercise of stock options	6,198	\$ 31,669
Shares issued for services	175,000	Nil
Share issued costs	Nil	(3,009,862)

### **Incentive Stock Options**

During the nine months ended September 30, 2018, the Company granted 777,500 additional stock options with an exercise price between US\$9.00 and US\$9.60 per share, which options will expire on January 6, 2025. The following table represents the number of stock options that are outstanding as at March 31, 2018.

<b>Date of Grant</b>	<b>Number of Options</b>	<b>Price Per Option</b>	<b>Expiry Date</b>
June 11, 2015	2,045,455	\$ 0.30	June 11, 2022
August 13, 2015	308,522	\$ 0.30	August 13, 2022
December 9, 2015	677,273	\$ 0.80	December 9, 2022
March 7, 2016	12,500	\$ 0.80	March 7, 2023
June 21, 2016	12,500	\$ 2.00	June 21, 2023
February 17, 2017	470,000	\$ 2.00	February 17, 2024
August 8, 2017	50,000	\$ 2.00	August 8, 2023
January 5, 2018	342,500	US\$ 9.60	January 4, 2025
April 17, 2018	150,000	US\$ 9.00	April 17, 2025
August 8, 2018	275,000	US\$ 9.16	August 8, 2025

## 1.2 Selected Annual Financial Information

	<u>Year Ended</u> <u>December 31, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>
	\$	\$
Revenue	109,173	-
Gross Profit	45,223	-
<b>Operations:</b>		
Amortisation	124,133	22,567
General & Administration Exp.	2,373,251	1,205,835
Research & Development Exp.	4,430,386	2,778,295
Sales & Marketing Exp.	631,381	209,455
Stock-based compensation Exp.	889,511	1,461,189
Share-based payment Exp.	1,085,716	3,264,681
Subtotal	(9,489,156)	(8,942,022)
Accretion Interest Exp.	69,562	25,908
Changes in fair value of derivative liability	186,269	-
Finders fee on convertible loan	258,542	-
Impairment of Goodwill	1,342,794	-
Foreign exchange loss	20,048	5,417
Loss for the Period	(11,366,372)	(8,973,347)
Basic & Diluted Loss per Share	(0.35)	(0.27)
<b>Balance Sheet</b>		
Working Capital	6,653,009	3,555,976
Total Assets	12,661,381	4,787,766
Total Long Term Liabilities	3,655,690	Nil

### 1.3 Results of Operations

#### Three months ended September 30, 2018

Revenue for the three months ended September 30, 2018 was \$189,902 (2017: \$nil), caused by the acquisition of Intermeccanica International Inc. ("IMI"). The cost of revenue was \$140,095 providing a gross profit of \$49,807 or 26%. Revenue recognition for IMI is based on a percentage completion method, and currently, IMI has 8 Roadsters/Speedsters in various stages of production. The following table indicates the number of vehicles produced for either delivery to customers, testing or marketing purposes.

Vehicle Type	Production Three Months Ended		Customer Deliveries Three Months Ended	
	Sept. 30, 2018	Sept. 30, 2017	Sept. 30, 2018	Sept. 30, 2017
Roadster/Speedster	2	1	3	1
SOLO	4	3	0	2

During the three months ended September 30, 2018, the Company incurred a comprehensive loss of \$2,890,320 compared to \$2,984,732 loss for the corresponding period in 2017. The largest expense items that resulted in an increase in net comprehensive loss for the three months ended September 30, 2018 were;

General and administrative expenses for the three months ended September 30, 2018 were \$1,686,525 compared to \$589,707 for the three months ended September 30, 2017. The following items are included in office and general expenses;

- Rent increased to \$110,779, for the three months ended September 30, 2018, from \$65,698 for the three months ended September 30, 2017. The increase was caused by the acquisition of Intermeccanica International Inc., ("IMI") and the opening of the Los Angeles dealership.
- Office expenses increased to \$113,602, for the three months ended September 30, 2018, from \$29,637 for the corresponding quarter ended September 30, 2017. The increase was caused by insurance costs for both directors and officer liability and insurance for the Company's pre-production cars.
- Legal & Professional were \$360,488, for the three months ended September 30, 2018, from \$269,296 for the corresponding quarter ended September 30, 2017. The increase in legal and professional expenses relate to the increases in accounting fees and fees payable for the receipt of Scientific Research & Experimental Development ("SRED") credits; legal fees related to the Company's patent filings as well as increases in legal costs related to the Company's Nasdaq listing application.
- Consulting fees were \$362,584, for the three months ended September 30, 2018, compared to \$67,149 for the corresponding quarter ended September 30, 2017. The increase in fees related to the use of additional consultants for investor relations; executive advisory services and director's fees.
- Investor relations expenses, not including consultant fees above, increased to \$254,248 for the three months ended September 30, 2018, from \$76,004 for the corresponding quarter ended September 30, 2017. The increases relate to filing and news wire fees, as well as fees associated with various investor conferences.

Salaries and employee related expenses increased to \$354,688 for the three months ended September 30, 2018, compared to \$81,924 for the corresponding quarter ended September 30, 2017. The increase is related to performance increases to certain salaried employees, the addition of new employees; the additional employees from the purchase of IMI and travel costs related to the Company's IPO/up-list to the Nasdaq.

Research and development expenses increased to \$905,811 for the three months ended September 30, 2018 from \$820,044 for the corresponding quarter ended September 30, 2017. The Company continues to develop its first electric vehicle, the SOLO. All costs related to pre-production vehicles are being expensed to research and development. During the three months ended September 30, 2018, the Company received \$725,599 (2017: \$111,380) in SRED.

Sales and marketing expenses increased to \$356,806 for the three months ended September 30, 2018 from \$441,253 for the corresponding quarter ended September 30, 2017. The increase is caused by the additional staff costs related to the Los Angeles dealership; the attendance at the various events related to sales and marketing and the increase in social media costs.

Stock-based compensation charges for the three months ended September 30, 2018 were \$644,228 (2017: \$282,167). The Company issued 275,000 stock options at an exercise price of US\$9.16 per share during the three months ended September 30, 2018. In addition, the stock-based compensation charges relate to stock options issued during previous quarters where charges are recognised over the stock option vesting period. The Company uses the Black-Scholes method of calculating the stock-based compensation expense under the graded method.

Share-based payment charges for the three months ended September 30, 2018, were \$312,960, (2017: \$nil). The share-based payment charges relate to shares issued to a consultant as compensation for services performed and are valued at the market price of the Company's share price at the time of issuance.

The operating loss for the three months ended September 30, 2018 increased to \$3,925,440 (2017: \$2,163,168); the increase in operating loss was caused by the aforementioned expenses for the quarter.

The Company did not incur an interest accretion expense for the three months ended September 30, 2018 (2017: \$145,985), relating to a convertible loan. The Company did not incur any finders' fees for the three months ended September 30, 2018, (2017: \$675,007), related to a convertible loan.

The Company incurred share issue costs allocated to the derivative liability of \$627,821 for the three months ended September 30, 2018, (2017: \$nil).

The Company incurred changes in fair values of warrant derivative of \$(1,919,072) (2017: \$Nil), caused by warrants priced in US dollars, while the Company's functional currency is in Canadian dollars. As a result of this difference in currencies, the proceeds that will be received by the Company are not fixed and will vary based on foreign exchange rates, hence the warrants are a derivative under IFRS, and are required to be recognized and measured at fair value at each reporting period. Any changes in fair value from period to period are recorded as non-cash gain or loss in the consolidated statement of net loss and comprehensive loss.

The Company also had a foreign exchange loss of \$256,131 (2017: \$572), related to the fluctuations in the US Dollar as compared to the Canadian dollar.

Net loss and comprehensive loss of the three months ended September 30, 2018 was \$2,890,320 (2017: \$2,984,732).

#### Nine months ended September 30, 2018

Revenue for the nine months ended September 30, 2018 was \$635,401 (2017: \$nil), caused by the acquisition of Intermeccanica International Inc. ("IMI"). The cost of revenue was \$435,414 providing a gross profit of \$199,987 or 31%. Revenue recognition for IMI is based on a percentage completion method, and currently, IMI has 8 Roadsters/Speedsters in various stages of production. The following table indicates the number of vehicles produced for either delivery to customers, testing or marketing purposes.

Vehicle Type	Production Nine Months Ended		Customer Deliveries Nine Months Ended	
	Sept. 30, 2018	Sept. 30, 2017	Sept. 30, 2018	Sept. 30, 2017
	Roadster/Speedster	5	6	4
SOLO	16	8	6	3

During the nine months ended September 30, 2018, the Company incurred a comprehensive loss of \$7,910,509 compared to \$6,749,268 loss for the corresponding period in 2017. The largest expense items that resulted in an increase in net comprehensive loss for the nine months ended September 30, 2018 were;

General and administrative expenses for the nine months ended September 30, 2018 were \$3,595,998 compared to \$1,517,662 for the nine months ended September 30, 2017. The following items are included in office and general expenses;

- Rent increased to \$283,820, for the nine months ended September 30, 2018, from \$186,392 for the nine months ended September 30, 2017. The increase was caused by the acquisition of IMI and the opening of the dealership in Los Angeles.
- Office expenses increased to \$340,776, for the nine months ended September 30, 2018, from \$90,335 for the corresponding period ended September 30, 2017. The increase was caused by increases in insurance costs for director's & officers liability and vehicle insurance and additional office costs associated with the acquisition of IMI.
- Legal & Professional were \$869,652, for the nine months ended September 30, 2018, from \$622,701 for the corresponding period ended September 30, 2017. The increase in legal and professional expenses relate to the increases in accounting fees and legal fees related to the Company's patent filings and legal costs associated with the Company's Nasdaq listing application and patent applications.
- Consulting fees were \$736,680, for the nine months ended September 30, 2018, compared to \$254,056 for the corresponding period ended September 30, 2017. The increase in fees related to the use of additional consultants for investor relations and executive advisory services, and directors' fees.
- Investor relations expenses, not including consultant fees above, increased to \$416,631 for the nine months ended September 30, 2018, from \$116,581 for the corresponding period ended September 30, 2017. The costs relate to Nasdaq and SEC filing fees and attending investor conferences.

Salaries increased to \$818,306 for the nine months ended September 30, 2018, compared to \$247,598 for the corresponding period ended September 30, 2017. The increase is related to performance increases to certain salaried employees, the addition of new employees; the additional employees from the purchase of IMI and travel costs related to technical staff going to the off-shore manufacturer.

Research and development expenses increased to \$4,184,587 for the nine months ended September 30, 2018 from \$2,725,094 for the corresponding nine months ended September 30, 2017. The Company continues to develop its first electric vehicle, the SOLO. All costs related to pre-production vehicles are being expensed to research and development. During the nine months ended September 30, 2018, the Company received \$8,630 (2017: \$193,534) in government grants due from the Industrial Research Assistance Program Co-op program administered by the National Research Council. In addition, Company received \$725,599 in SRED funds under the program administered by the Canada Revenue Agency.

Sales and marketing expenses increased to \$833,050 for the nine months ended September 30, 2018 from \$731,491 for the corresponding nine months ended September 30, 2017. The Company has increased its sales and marketing efforts by attending trade shows, re-establishing its social media presence and increasing its staff in its Los Angeles dealership.

Stock-based compensation charges for the nine months ended September 30, 2018 were \$2,528,643 (2017: \$819,546). The Company issued 767,500 stock options at an exercise price between US\$9.00 to US\$9.60 per share during the nine months ended September 30, 2018. In addition, the stock-based compensation charges relate to stock options issued during previous quarters where charges are recognised over the stock option vesting period. The Company uses the Black-Scholes method of calculating the stock-based compensation expense under the graded method.

Share-based payment charges for the nine months ended September 30, 2018 were \$935,837, (2017: \$nil). The share-based payment charges relate to shares issued to a consultant as compensation for services performed and are valued at the market price of the Company's share price at the time of issuance.

The operating loss for the nine months ended September 30, 2018 increased to \$12,075,460 (2017: \$5,878,994); the increase in operating loss was caused by the aforementioned expenses for the nine month period.

The Company did not incur an interest accretion expense for the nine months ended September 30, 2018 (2017: \$186,764) relating to a convertible loan. The Company did not incur any finder's fees associated with a convertible loan for the nine months ended September 30, 2018 (2017: \$675,007).

The Company incurred share issue costs allocated to the derivative liability of \$627,821 for the nine months ended September 30, 2018, (2017: \$nil).

The Company incurred changes in fair values of warrant derivative of \$(4,945,126) (2017: \$Nil) caused by warrants priced in US dollars while the Company's functional currency is in Canadian dollars. As a result of this difference in currencies, the proceeds that will be received by the Company are not fixed and will vary based on foreign exchange rates, hence the warrants are a derivative under IFRS and are required to be recognized and measured at fair value at each reporting period. Any changes in fair value from period to period are recorded as non-cash gain or loss in the consolidated statement of net loss and comprehensive loss.

The Company also had a foreign exchange loss of \$152,354 (2017: \$8,503) caused by fluctuations between the US and Canadian dollar.

Net loss and comprehensive loss of the nine months ended September 30, 2018 was \$7,910,509 (2017: \$6,749,268).

### 1.5 Summary of Quarterly Results

The following table sets forth selected financial information of the Company for each of the last eight quarters:

Quarter Ending	Note	Expenses \$	Net Loss \$	Basic and diluted net loss per share \$
September 30, 2018	8,9	(3,975,247)	(2,890,320)	(0.11)
June 30, 2018	6,7	(4,643,913)	(2,616,215)	(0.11)
March 31, 2018	5,6	(3,656,287)	(2,403,974)	(0.10)
December 31, 2017	3,4	(3,655,385)	(4,617,104)	(0.10)
September 30, 2017	2	(2,163,168)	(2,984,732)	(0.07)
June 30, 2017		(1,552,456)	(1,574,967)	(0.04)
March 31, 2017		(2,163,370)	(2,189,569)	(0.05)
December 31, 2016	1	(5,880,650)	(5,437,308)	(0.14)

*Note 1 – The Company incurred a share-based payment charge of \$3,264,681.*

*Note 2 – The Company incurred a Finder's fee expense of \$258,542 on a convertible loan related to the fair value of shares issued on the conversion of the convertible loan to equity.*

*Note 3 – The Company incurred an impairment of goodwill arising from the acquisition of Intermeccanica International Inc., of \$1,342,794*

*Note 4 – The Company incurred a change in value of warrants of \$186,269.*

*Note 5 – The Company incurred a change in value of warrants of \$(1,166,027)*

*Note 6 – Basic and diluted net loss per share reflects a 1 for 2 share consolidation, which has been retroactively applied to the most recent quarter quarters.*

*Note 7 - The Company incurred a change in value of warrants of \$(1,860,027).*

*Note 8 – The Company incurred a change in value if warrants of \$(1,919,072).*

*Note 9 – The Company incurred issue costs allocated to the derivative liability of \$627,821*

### 1.6 Liquidity and Capital Resources

The Company's operations consist of the designing, developing and manufacturing of electric vehicles. The Company's financial success is dependent upon its ability to market and sell its electric vehicles and to raise sufficient working capital to enable the Company to execute its business plan. The Company's historical capital needs have been met by the sale of the Company's stock. There is no assurance that equity funding will be possible at the times required by the Company. If no funds can be raised and sales of its electric vehicles do not produce sufficient net cash flow, then the Company may require a significant curtailing of operations to ensure its survival.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company incurred a net loss and comprehensive loss of \$7,910,509 during the nine months ended September 30, 2018 and has a cash balance and a working capital surplus of \$12,138,179 and \$12,852,754, respectively, as at September 30, 2018. The Company's ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent on the continued financial support of the creditors and the shareholders. In the past, the Company has relied on sales of its equity securities to meet its cash requirements. There can be no assurance that funding from this or other sources will be sufficient in the future to continue its operations. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to it. Failure to obtain such financing on a timely basis could cause the Company to reduce or terminate its operations. The above indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

As of September 30, 2018, the Company had 27,786,111 issued and outstanding shares and 50,199,617 shares on a fully diluted basis. The Company began trading on the Nasdaq Capital Market on August 9, 2018.

The Company had \$12,852,754, of working capital surplus as at September 30, 2018 compared to \$6,653,009 working capital surplus as at December 31, 2017. The increase in working capital resulted from the cash used in operations of \$10,239,860, (2017: \$4,405,321); cash used in investing activities of \$3,992,297 (2017: \$402,149) resulting from the additions to property, plant and equipment and an increase in restricted cash; which was offset by financing activities generating cash of \$17,759,364, (2017: \$4,355,295), due to the issuance of 3,808,521 common shares for net cash proceeds of \$19,386,116 (2017: \$2,146,000); the repayment of a promissory note of \$1,500,000 (2017: \$nil) due to the purchase of IMI and the repayment of a bank loan acquired on the purchase of IMI of \$123,637 (2017: \$nil).

### **1.7 Capital Resources**

As at September 30, 2018, the Company had cash and cash equivalents of \$12,138,179 (2017: \$3,464,108). The Company is aggressively pursuing equity financing and there can be no guarantees that the Company will be successful in its endeavors.

As of the date of this MD&A, the Company has no outstanding commitments, other than rent and lease commitments and \$5.0 million payable to the Company's manufacturing partner for the production of the SOLO (Financial statement note 6 & 9 for the nine months ended September 30, 2018). On October 16, 2017, Jerry Kroll, CEO, entered into a Share Pledge Agreement with Zongshen to guarantee the Company's payment for the cost of the prototype tooling and molds estimated to be \$1.8 million through the pledge of 400,000 of our common shares at a deemed price of US\$4.00. Apart from our agreement to reimburse Mr. Kroll for liabilities under his Share Pledge Agreement, apart from our agreement to reimburse Mr. Kroll for liabilities under his Share Pledge Agreement, we have not pledged any of our assets as security for loans, or otherwise and are not subject to any debt covenants.

### **1.8 Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.



## 1.9 Transactions with Related Parties

### *Related party balances*

The following amounts are due to related parties

	September 31, 2018	December 31, 2017
Shareholder loan	\$ 7,268	\$ 10,383
Due to related parties (Note 8)	131,171	16,814
	<u>\$ 138,439</u>	<u>\$ 27,197</u>

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

### *Key management personnel compensation*

	3 months ended		6 months ended	
	Sept. 30, 2018	Sept. 30, 2017	Sept. 30, 2018	Sept. 30, 2017
Directors Fees	\$ 52,178	\$ -	\$ 97,779	\$ -
Consulting fees	90,166	45,000	222,166	135,000
Salary	139,440	66,000	284,000	168,000
Deferred salary for CEO	-	-	-	30,000
Stock-based compensation	367,611	171,218	1,322,406	598,110
	<u>\$ 649,395</u>	<u>\$ 282,218</u>	<u>\$ 1,926,351</u>	<u>\$ 931,110</u>

## 1.10 Critical Accounting Estimates.

The preparation of the Company's financial statements requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as revenue and expenses.

Research costs are expensed when incurred and are stated net of government grants. Development costs including direct material, direct labour and contract service costs are capitalized as intangible assets when the Company can demonstrate that the technical feasibility of the project has been established; the Company intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development; and the Company can reliably measure the expenditure attributable to the intangible asset during its development.

The Company accounts for all stock-based payments and awards using the fair value-based method. Under the fair value-based method, stock-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of the equity estimates issued, or liabilities incurred, whichever is more reliably measurable.

From time to time, the company must make accounting estimates. These are based on the best information available at the time, utilizing generally accepted industry standards.

#### **1.11 Changes in Accounting Policies including Initial Adoption**

See Note 1 of the Company's financial statements for the year ended December 31, 2017.

#### **Going concern issue**

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. As at September 30, 2018, the Company had not commenced commercial production of the SOLO and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its electric vehicles manufacturing activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance its operations over the next twelve months through private placement and/or public offerings of equity capital. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

#### **Internal control over financial reporting and disclosure controls and procedures**

Management is responsible for the design and maintenance of both internal control systems over financial reporting and disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that relevant information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

Current disclosure controls include meetings with the CEO, chief financial officer and members of the Board of Directors and audit committee through e-mails, on telephone conferences and informal meetings to review public disclosure. All public disclosures are reviewed by certain members of senior management and the board of directors and audit committee of the Board of Directors has delegated the duties to the chief executive officer who is primarily responsible for financial and disclosure controls.

Management and the board of directors continue to work to mitigate the risk of material misstatement.

## **Risk and uncertainties**

### ***We have a limited operating history and have generated minimal revenues.***

Our limited operating history makes evaluating our business and future prospects difficult. We were formed in February 2015, and we have not yet begun mass production or the commercial delivery of our first vehicle. As of the date hereof, we have no revenues from the sale of electric vehicles as any amounts received from the sale of our pre-mass production electric vehicles were netted off against research and development costs as cost recovery and minimal revenue from the sale of custom cars. We intend to derive revenues from the sales of our SOLO vehicle, our Super SOLO vehicle, our Tofino vehicle and other intended electric vehicles. The SOLO and Tofino are in development, and we do not expect to start delivering to the SOLO customers until the fourth quarter of 2018 or to the Tofino customers until 2019. Our vehicles require significant investment prior to commercial introduction and may never be successfully developed or commercially successful.

### ***We expect that we will experience an increase in losses prior to the launch of the SOLO, the Super SOLO or the Tofino.***

For the fiscal year ended December 31, 2017, we generated a net and comprehensive loss of \$11,366,372, bringing our accumulated deficit to \$21,335,552, and for the nine-month period ended September 30, 2018, we generated a net and comprehensive loss of \$7,910,509, bringing our accumulated deficit to \$29,246,061. We anticipate generating a significant loss for the current fiscal year. The independent auditor's report on our audited financial statements includes an explanatory paragraph relating to our ability to continue as a going concern.

We have minimal revenues, are currently in debt and expect significant increases in costs and expenses to forestall profits for the foreseeable future, even if we generate revenues in the near term. Even if we are able to successfully develop the SOLO, the Super SOLO or the Tofino, they might not become commercially successful. If we are to ever achieve profitability we must have a successful commercial introduction and acceptance of our vehicles, which may not occur.

We expect the rate at which we will incur losses to increase significantly in future periods from current levels as we:

- design, develop and manufacture our vehicles and their components;
- develop and equip our manufacturing facility;
- build up inventories of parts and components for the SOLO, the Super SOLO and the Tofino;
- open Electrameccanica stores;
- expand our design, development, maintenance and repair capabilities;
- develop and increase our sales and marketing activities; and
- develop and increase our general and administrative functions to support our growing operations.

Because we will incur the costs and expenses from these efforts before we receive any revenues with respect thereto, our losses in future periods will be significantly greater than the losses we would incur if we developed the business more slowly. In addition, we may find that these efforts are more expensive than we currently anticipate or that these efforts may not result in profits or even revenues, which would further increase our losses.

***We currently have negative operating cash flows, and if we are unable to generate positive operating cash flows in the future our viability as an operating business will be adversely affected.***

We have made significant up-front investments in research and development, sales and marketing, and general and administrative expenses to rapidly develop and expand our business. We are currently incurring expenditures related to our operations that have generated a negative operating cash flow. Operating cash flow may decline in certain circumstances, many of which are beyond our control. We might not generate sufficient revenues in the near future. Because we continue to incur such significant future expenditures for research and development, sales and marketing, and general and administrative expenses, we may continue to experience negative cash flow until we reach a sufficient level of sales with positive gross margins to cover operating expenses. An inability to generate positive cash flow until we reach a sufficient level of sales with positive gross margins to cover operating expenses or raise additional capital on reasonable terms will adversely affect our viability as an operating business.

***To carry out our proposed business plan to develop, manufacture, sell and service electric vehicles, we will require a significant amount of capital.***

To carry out our proposed business plan for the next twelve months, we estimate that we will need approximately \$12.9 million. If the cash on hand and revenue from the sale of our cars, if any, is not sufficient to cover our cash requirements, we will need to raise additional funds through the sale of our equity securities, in either private placements or registered offerings, and shareholder loans. If we are unsuccessful in raising enough funds through such capital-raising efforts, we may review other financing possibilities such as bank loans. Financing might not be available to us or, if available, only on terms that are not acceptable to us.

Our ability to obtain the necessary financing to carry out our business plan is subject to a number of factors, including general market conditions and investor acceptance of our business plan. These factors may make the timing, amount, terms and conditions of such financing unattractive or unavailable to us. If we are unable to raise sufficient funds, we will have to significantly reduce our spending, delay or cancel our planned activities or substantially change our current corporate structure. We might not be able to obtain any funding, and we might not have sufficient resources to conduct our business as projected, both of which could mean that we would be forced to curtail or discontinue our operations.

***Terms of subsequent financings may adversely impact your investment.***

We may have to engage in common equity, debt, or preferred stock financing in the future. Your rights and the value of your investment in our securities could be reduced. Interest on debt securities could increase costs and negatively impacts operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of common shares. Likewise, if we issue warrants as part of any future financing, the terms of those warrants could be more advantageous to those investors than to the holders of warrants to be issued herein. In addition, if we need to raise more equity capital from the sale of common shares, institutional or other investors may negotiate terms at least as, and possibly more, favorable than the terms of your investment. Common shares which we sell could be sold into any market which develops, which could adversely affect the market price.

***Our future growth depends upon consumers' willingness to adopt three-wheeled single passenger electric vehicles.***

Our growth highly depends upon the adoption by consumers of, and we are subject to an elevated risk of any reduced demand for, alternative fuel vehicles in general and electric vehicles in particular. If the market for three-wheeled single passenger electric vehicles does not develop as we expect or develops more slowly than we expect, our business, prospects, financial condition and operating results will be negatively impacted. The market for alternative fuel vehicles is relatively new, rapidly evolving, characterized by rapidly changing technologies, price competition, additional competitors, evolving government regulation and industry standards, frequent new vehicle announcements and changing consumer demands and behaviors. Factors that may influence the adoption of alternative fuel vehicles, and specifically electric vehicles, include:

- perceptions about electric vehicle quality, safety (in particular with respect to lithium-ion battery packs), design, performance and cost, especially if adverse events or accidents occur that are linked to the quality or safety of electric vehicles;
- perceptions about vehicle safety in general, in particular safety issues that may be attributed to the use of advanced technology, including vehicle electronics and braking systems;
- the limited range over which electric vehicles may be driven on a single battery charge;
- the decline of an electric vehicle's range resulting from deterioration over time in the battery's ability to hold a charge;
- concerns about electric grid capacity and reliability, which could derail our efforts to promote electric vehicles as a practical solution to vehicles which require gasoline;
- the availability of alternative fuel vehicles, including plug-in hybrid electric vehicles;
- improvements in the fuel economy of the internal combustion engine;
- the availability of service for electric vehicles;
- the environmental consciousness of consumers;
- volatility in the cost of oil and gasoline;
- government regulations and economic incentives promoting fuel efficiency and alternate forms of energy;
- access to charging stations, standardization of electric vehicle charging systems and consumers' perceptions about convenience and cost to charge an electric vehicle;
- the availability of tax and other governmental incentives to purchase and operate electric vehicles or future regulation requiring increased use of nonpolluting vehicles; and
- perceptions about and the actual cost of alternative fuel.

The influence of any of the factors described above may cause current or potential customers not to purchase our electric vehicles, which would materially adversely affect our business, operating results, financial condition and prospects.

***The range of our electric vehicles on a single charge declines over time which may negatively influence potential customers' decisions whether to purchase our vehicles.***

The range of our electric vehicles on a single charge declines principally as a function of usage, time and charging patterns. For example, a customer's use of their vehicle as well as the frequency with which they charge the battery of their vehicle can result in additional deterioration of the battery's ability to hold a charge. We currently expect that our battery pack will retain approximately 85% of its ability to hold its initial charge after approximately 3,000 charge cycles and 8 years, which will result in a decrease to the vehicle's initial range. Such battery deterioration and the related decrease in range may negatively influence potential customer decisions whether to purchase our vehicles, which may harm our ability to market and sell our vehicles.

***Developments in alternative technologies or improvements in the internal combustion engine may materially adversely affect the demand for our electric vehicles.***

Significant developments in alternative technologies, such as advanced diesel, ethanol, fuel cells or compressed natural gas, or improvements in the fuel economy of the internal combustion engine, may materially and adversely affect our business and prospects in ways we do not currently anticipate. For example, fuel which is abundant and relatively inexpensive in North America, such as compressed natural gas, may emerge as consumers' preferred alternative to petroleum-based propulsion. Any failure by us to develop new or enhanced technologies or processes, or to react to changes in existing technologies, could materially delay our development and introduction of new and enhanced electric vehicles, which could result in the loss of competitiveness of our vehicles, decreased revenue and a loss of market share to competitors.

***If we are unable to keep up with advances in electric vehicle technology, we may suffer a decline in our competitive position.***

We may be unable to keep up with changes in electric vehicle technology and, as a result, may suffer a decline in our competitive position. Any failure to keep up with advances in electric vehicle technology would result in a decline in our competitive position which would materially and adversely affect our business, prospects, operating results and financial condition. Our research and development efforts may not be sufficient to adapt to changes in electric vehicle technology. As technologies change we plan to upgrade or adapt our vehicles and introduce new models to continue to provide vehicles with the latest technology, in particular battery cell technology. However, our vehicles may not compete effectively with alternative vehicles if we are not able to source and integrate the latest technology into our vehicles. For example, we do not manufacture battery cells which makes us depend upon other suppliers of battery cell technology for our battery packs.

***If we are unable to design, develop, market and sell new electric vehicles and services that address additional market opportunities, our business, prospects and operating results will suffer.***

We may not be able to successfully develop new electric vehicles and services, address new market segments or develop a significantly broader customer base. To date, we have focused our business on the sale of the SOLO, a three-wheeled single passenger electric vehicle and have targeted mainly urban residents of modest means. We will need to address additional markets and expand our customer demographic to further grow our business. Our failure to address additional market opportunities would harm our business, financial condition, operating results and prospects.

***Demand in the vehicle industry is highly volatile.***

Volatility of demand in the vehicle industry may materially and adversely affect our business, prospects, operating results and financial condition. The markets in which we will be competing have been subject to considerable volatility in demand in recent periods. Demand for automobile sales depends to a large extent on general, economic, political and social conditions in a given market and the introduction of new vehicles and technologies. As a new start-up manufacturer, we will have fewer financial resources than more established vehicle manufacturers to withstand changes in the market and disruptions in demand.

***We depend on a third-party for our near-term manufacturing needs.***

In October 2017, we entered into a manufacturing agreement with Zongshen, a company located in the People's Republic of China, to produce 75,000 SOLO vehicles in the three full years from the commencement of production. The delivery of SOLO vehicles to our future customers and the revenue derived therefrom depends on Zongshen's ability to fulfill its obligations under that manufacturing agreement. Zongshen's ability to fulfill its obligations is outside of our control and depends on a variety of factors including Zongshen's operations, Zongshen's financial condition and geopolitical and economic risks that could affect China. If Zongshen is unable to fulfill its obligations or is only able to partially fulfill its obligations, we will not be able to sell our SOLO vehicle in the volumes anticipated on the timetable that we anticipate, if at all.

***We do not currently have arrangements in place that will allow us to fully execute our business plan.***

To sell our vehicles as envisioned, we will need to enter into agreements and arrangements that are not currently in place. These include, entering into agreements with dealerships, arranging for the transportation of SOLOs delivered pursuant to our manufacturing agreement with Zongshen, obtaining battery and other essential supplies in the quantities that we require, entering into manufacturing agreements for the Super SOLO and the Tofino and acquiring additional manufacturing capability. If we are unable to enter into such agreements or are only able to do so on terms that are unfavorable to us, we may not be able to fully carry out our business plans.

***We depend on certain key personnel, and our success will depend on our continued ability to retain and attract such qualified personnel.***

Our success depends on the efforts, abilities and continued service of Jerry Kroll, our Chief Executive Officer, Henry Reisner, our President and Chief Operating Officer, Kulwant Sandher, our Chief Financial Officer, and Ed Theobald, our General Manager. A number of these key employees and consultants have significant experience in the automobile manufacturing industry. A loss of service from any one of these individuals may adversely affect our operations, and we may have difficulty or may not be able to locate and hire a suitable replacement. We have not obtained any "key person" insurance on certain key personnel.

***Since we have little experience in mass-producing electric vehicles, any delays or difficulties in transitioning from producing custom vehicles to mass-producing vehicles may have a material adverse effect on our business, prospects and operating results.***

Our management team has experience in producing custom designed vehicles and is now switching focus to mass producing electric vehicles in a rapidly evolving and competitive market. If we are unable to implement our business plans in the timeframe estimated by management and successfully transition into a mass-producing electric vehicle manufacturing business, then our business, prospects, operating results and financial condition will be negatively impacted and our ability to grow our business will be harmed.

***We are subject to numerous environmental and health and safety laws and any breach of such laws may have a material adverse effect on our business and operating results.***

We are subject to numerous environmental and health and safety laws, including statutes, regulations, bylaws and other legal requirements. These laws relate to the generation, use, handling, storage, transportation and disposal of regulated substances, including hazardous substances (such as batteries), dangerous goods and waste, emissions or discharges into soil, water and air, including noise and odors (which could result in remediation obligations), and occupational health and safety matters, including indoor air quality. These legal requirements vary by location and can arise under federal, provincial, state or municipal laws. Any breach of such laws and/or requirements would have a material adverse effect on our company and its operating results.

***Our vehicles are subject to motor vehicle standards and the failure to satisfy such mandated safety standards would have a material adverse effect on our business and operating results.***

All vehicles sold must comply with federal, state and provincial motor vehicle safety standards. In both Canada and the United States vehicles that meet or exceed all federally mandated safety standards are certified under the federal regulations. In this regard, Canadian and U.S. motor vehicle safety standards are substantially the same. Rigorous testing and the use of approved materials and equipment are among the requirements for achieving federal certification. Failure by us to have the SOLO, the Super SOLO, the Tofino or any future model electric vehicle satisfy motor vehicle standards would have a material adverse effect on our business and operating results.

***If we are unable to reduce and adequately control the costs associated with operating our business, including our costs of manufacturing, sales and materials, our business, financial condition, operating results and prospects will suffer.***

If we are unable to reduce and/or maintain a sufficiently low level of costs for designing, manufacturing, marketing, selling and distributing and servicing our electric vehicles relative to their selling prices, our operating results, gross margins, business and prospects could be materially and adversely impacted.



***If our vehicles fail to perform as expected, our ability to develop, market and sell our electric vehicles could be harmed.***

Our vehicles may contain defects in design and manufacture that may cause them not to perform as expected or that may require repair. For example, our vehicles use a substantial amount of software code to operate. Software products are inherently complex and often contain defects and errors when first introduced. While we have performed extensive internal testing, we currently have a very limited frame of reference by which to evaluate the performance of our SOLO in the hands of our customers and currently have no frame of reference by which to evaluate the performance of our vehicles after several years of customer driving. A similar evaluation of the Super SOLO and the Tofino is further behind.

***We have very limited experience servicing our vehicles. If we are unable to address the service requirements of our future customers our business will be materially and adversely affected.***

If we are unable to successfully address the service requirements of our future customers our business and prospects will be materially and adversely affected. In addition, we anticipate the level and quality of the service we will provide our customers will have a direct impact on the success of our future vehicles. If we are unable to satisfactorily service our customers, our ability to generate customer loyalty, grow our business and sell additional vehicles could be impaired.

We have very limited experience servicing our vehicles. As of September 20, 2018, we had not sold any electric vehicles and had only delivered ten pre-mass production electric vehicles to customers. We do not plan for mass production to begin for SOLO vehicles until the fourth quarter of 2018 or for the Tofino until 2019. The total number of SOLOs that we have produced is 32. Throughout its history, Intermeccanica has produced approximately 2,500 cars, which includes, providing after sales support and servicing. We do not have any experience servicing the SOLO or the Tofino as a limited number of SOLOS have been produced and the Tofino has not yet been produced. Servicing electric vehicles is different than servicing vehicles with internal combustion engines and requires specialized skills, including high voltage training and servicing techniques.

***We may not succeed in establishing, maintaining and strengthening the Electrameccanica brand, which would materially and adversely affect customer acceptance of our vehicles and components and our business, revenues and prospects.***

Our business and prospects heavily depend on our ability to develop, maintain and strengthen the Electrameccanica brand. Any failure to develop, maintain and strengthen our brand may materially and adversely affect our ability to sell our planned electric vehicles. If we are not able to establish, maintain and strengthen our brand, we may lose the opportunity to build a critical mass of customers. Promoting and positioning our brand will likely depend significantly on our ability to provide high quality electric cars and maintenance and repair services, and we have very limited experience in these areas. In addition, we expect that our ability to develop, maintain and strengthen the Electrameccanica brand will also depend heavily on the success of our marketing efforts. To date, we have limited experience with marketing activities as we have relied primarily on the internet, word of mouth and attendance at industry trade shows to promote our brand. To further promote our brand, we may be required to change our marketing practices, which could result in substantially increased advertising expenses, including the need to use traditional media such as television, radio and print. The automobile industry is intensely competitive, and we may not be successful in building, maintaining and strengthening our brand. Many of our current and potential competitors, particularly automobile manufacturers headquartered in Detroit, Japan and the European Union, have greater name recognition, broader customer relationships and substantially greater marketing resources than we do. If we do not develop and maintain a strong brand, our business, prospects, financial condition and operating results will be materially and adversely impacted.

***Increases in costs, disruption of supply or shortage of raw materials, in particular lithium-ion cells, could harm our business.***

We may experience increases in the cost or a sustained interruption in the supply or shortage of raw materials. Any such increase or supply interruption could materially negatively impact our business, prospects, financial condition and operating results. We use various raw materials in our business including aluminum, steel, carbon fiber, non-ferrous metals such as copper and cobalt. The prices for these raw materials fluctuate depending on market conditions and global demand for these materials and could adversely affect our business and operating results. For instance, we are exposed to multiple risks relating to price fluctuations for lithium-ion cells. These risks include:

- the inability or unwillingness of current battery manufacturers to build or operate battery cell manufacturing plants to supply the numbers of lithium-ion cells required to support the growth of the electric or plug-in hybrid vehicle industry as demand for such cells increases;
- disruption in the supply of cells due to quality issues or recalls by the battery cell manufacturers; and
- an increase in the cost of raw materials, such as cobalt, used in lithium-ion cells.

Our business depends on the continued supply of battery cells for our vehicles. We do not currently have any agreements for the supply of batteries and depend upon the open market for their procurement. Any disruption in the supply of battery cells from our supplier could temporarily disrupt the planned production of our vehicles until such time as a different supplier is fully qualified. Moreover, battery cell manufacturers may choose to refuse to supply electric vehicle manufacturers to the extent they determine that the vehicles are not sufficiently safe. Furthermore, current fluctuations or shortages in petroleum and other economic conditions may cause us to experience significant increases in freight charges and raw material costs. Substantial increases in the prices for our raw materials would increase our operating costs, and could reduce our margins if we cannot recoup the increased costs through increased electric vehicle prices. We might not be able to recoup increasing costs of raw materials by increasing vehicle prices. We have also already announced an estimated price for the base model of our planned SOLO, Super SOLO and Tofino. However, any attempts to increase the announced or expected prices in response to increased raw material costs could be viewed negatively by our potential customers, result in cancellations of SOLO, Super SOLO and Tofino reservations and could materially adversely affect our brand, image, business, prospects and operating results.

***The unavailability, reduction or elimination of government and economic incentives could have a material adverse effect on our business, financial condition, operating results and prospects.***

Any reduction, elimination or discriminatory application of government subsidies and economic incentives because of policy changes, the reduced need for such subsidies and incentives due to the perceived success of the electric vehicle, fiscal tightening or other reasons may result in the diminished competitiveness of the alternative fuel vehicle industry generally or our electric vehicles in particular. This could materially and adversely affect the growth of the alternative fuel automobile markets and our business, prospects, financial condition and operating results.

***If we fail to manage future growth effectively, we may not be able to market and sell our vehicles successfully.***

Any failure to manage our growth effectively could materially and adversely affect our business, prospects, operating results and financial condition. We plan to expand our operations in the near future in connection with the planned production of our vehicles. Our future operating results depend to a large extent on our ability to manage this expansion and growth successfully. Risks that we face in undertaking this expansion include:

- training new personnel;
- forecasting production and revenue;
- controlling expenses and investments in anticipation of expanded operations;
- establishing or expanding design, manufacturing, sales and service facilities;
- implementing and enhancing administrative infrastructure, systems and processes;
- addressing new markets; and
- establishing international operations.

We intend to continue to hire a number of additional personnel, including design and manufacturing personnel and service technicians for our electric vehicles. Competition for individuals with experience designing, manufacturing and servicing electric vehicles is intense, and we may not be able to attract, assimilate, train or retain additional highly qualified personnel in the future. The failure to attract, integrate, train, motivate and retain these additional employees could seriously harm our business and prospects.

***Our business may be adversely affected by labor and union activities.***

Although none of our employees are currently represented by a labor union, it is common throughout the automobile industry generally for many employees at automobile companies to belong to a union, which can result in higher employee costs and increased risk of work stoppages. We have a manufacturing agreement with Chongqing Zongshen Automobile Co., Ltd. to produce 75,000 SOLO vehicles in the three full years from the commencement of production. Zongshen's workforce is not currently unionized, though they may become so in the future or industrial stoppages could occur in the absence of a union. We also directly and indirectly depend upon other companies with unionized work forces, such as parts suppliers and trucking and freight companies, and work stoppages or strikes organized by such unions could have a material adverse impact on our business, financial condition or operating results. If a work stoppage occurs within our business, that of Zongshen or that of our key suppliers, it could delay the manufacture and sale of our electric vehicles and have a material adverse effect on our business, prospects, operating results or financial condition. Additionally, if we expand our business to include full in-house manufacturing of our vehicles, our employees might join or form a labor union and we may be required to become a union signatory.

***We may become subject to product liability claims, which could harm our financial condition and liquidity if we are not able to successfully defend or insure against such claims.***

We may become subject to product liability claims, which could harm our business, prospects, operating results and financial condition. The automobile industry experiences significant product liability claims and we face inherent risk of exposure to claims in the event our vehicles do not perform as expected or malfunction resulting in personal injury or death. Our risks in this area are particularly pronounced given we have limited field experience of our vehicles. A successful product liability claim against us could require us to pay a substantial monetary award. Moreover, a product liability claim could generate substantial negative publicity about our vehicles and business and inhibit or prevent commercialization of other future vehicle candidates which would have material adverse effect on our brand, business, prospects and operating results. We plan to maintain product liability insurance for all our vehicles with annual limits of approximately \$5 million on a claims-made basis, but any such insurance might not be sufficient to cover all potential product liability claims. Any lawsuit seeking significant monetary damages either in excess of our coverage, or outside of our coverage, may have a material adverse effect on our reputation, business and financial condition. We may not be able to secure additional product liability insurance coverage on commercially acceptable terms or at reasonable costs when needed, particularly if we do face liability for our products and are forced to make a claim under our policy.

***Our patent applications may not result in issued patents, which may have a material adverse effect on our ability to prevent others from interfering with our commercialization of our products.***

The registration and enforcement of patents involves complex legal and factual questions and the breadth and effectiveness of patented claims is uncertain. We cannot be certain that we are the first to file patent applications on these inventions, nor can we be certain that our pending patent applications will result in issued patents or that any of our issued patents will afford sufficient protection against someone creating competing products, or as a defensive portfolio against a competitor who claims that we are infringing its patents. In addition, patent applications filed in foreign countries are subject to laws, rules and procedures that differ from those of the United States, and thus we cannot be certain that foreign patent applications, if any, will result in issued patents in those foreign jurisdictions or that such patents can be effectively enforced, even if they relate to patents issued in the U.S.

***We may need to defend ourselves against patent or trademark infringement claims, which may be time- consuming and would cause us to incur substantial costs.***

Companies, organizations or individuals, including our competitors, may hold or obtain patents, trademarks or other proprietary rights that would prevent, limit or interfere with our ability to make, use, develop, sell or market our vehicles or components, which could make it more difficult for us to operate our business. From time to time, we may receive communications from third parties that allege our products are covered by their patents or trademarks or other intellectual property rights. Companies holding patents or other intellectual property rights may bring suits alleging infringement of such rights or otherwise assert their rights. If we are determined to have infringed upon a third party's intellectual property rights, we may be required to do things that include one or more of the following:

- cease making, using, selling or offering to sell processes, goods or services that incorporate or use the third-party intellectual property;
- pay substantial damages;
- seek a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms or at all;
- redesign our vehicles or other goods or services to avoid infringing the third-party intellectual property; or
- establish and maintain alternative branding for our products and services.

In the event of a successful claim of infringement against us and our failure or inability to obtain a license to the infringed technology or other intellectual property right, our business, prospects, operating results and financial condition could be materially adversely affected. In addition, any litigation or claims, whether or not valid, could result in substantial costs, negative publicity and diversion of resources and management attention.

***You may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited because we are incorporated under the laws of the Province of British Columbia, a substantial portion of our assets are in Canada and all of our executive officers and most of our directors reside outside the United States***

We are organized under the laws of the *Business Corporations Act* (British Columbia) (the “Business Corporation Act”) and our executive offices are located outside of the United States in Vancouver, British Columbia. All of our officers, our auditor and all but two of our directors reside outside the United States. In addition, a substantial portion of their assets and our assets are located outside of the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons. You may also have difficulty enforcing, both in and outside of the United States, judgments you may obtain in U.S. courts against us or these persons in any action, including actions based upon the civil liability provisions of U.S. Federal or state securities laws. Furthermore, there is substantial doubt as to the enforceability in Canada against us or against any of our directors, officers and the expert named in this prospectus who are not residents of the United States, in original actions or in actions for enforcement of judgments of U.S. courts, of liabilities based solely upon the civil liability provisions of the U.S. federal securities laws. In addition, shareholders in British Columbia companies may not have standing to initiate a shareholder derivative action in U.S. federal courts.

As a result, our public shareholders may have more difficulty in protecting their interests through actions against us, our management, our directors or our major shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States.

***Global economic conditions could materially adversely impact demand for our products and services.***

Our operations and performance depend significantly on economic conditions. Uncertainty about global economic conditions could result in customers postponing purchases of our products and services in response to tighter credit, unemployment, negative financial news and/or declines in income or asset values and other macroeconomic factors, which could have a material negative effect on demand for our products and services and, accordingly, on our business, results of operations or financial condition.

***We are vulnerable to a growing trade dispute between the United States and China***

A growing trade dispute between the United States and China could increase the proposed sales price of our products or decrease our profits, if any. Recently, the current U.S. administration has imposed tariffs of \$34 billion of Chinese exports, including a 25% duty on cars built in China and shipped to the United States. Following the imposition of these tariffs, China has imposed additional tariffs on U.S. goods manufactured in the United States and exported to China. Subsequently, the U.S. administration indicated that it may impose tariffs on up to US\$500 billion of goods manufactured in China and imported into the United States. These tariffs may escalate a nascent trade war between China and the United States. This trade conflict could affect our business because we intend to mass produce the SOLO in China and our intended principal market is the West Coast of North America. If a trade war were to escalate or if tariffs were imposed on any of our products, we could be forced to increase the proposed sales price of such products or reduce the margins, if any, on such products.

**1.14 Financial Instruments and Other Instruments**

See Note 18 to the Company's financial statements for the nine months ended September 30, 2018.

## **1.15 Additional Information**

### **HEAD OFFICE**

102 East 1<sup>st</sup> Avenue

Vancouver, BC

V5T 1A4

Tel: (604) 428 - 7656

Email: [info@electrameccanica.com](mailto:info@electrameccanica.com)

### **OFFICERS & DIRECTORS**

Jerry Kroll,  
*CEO and Director*

Henry Reisner

*President, COO and Director*

Kulwant Sandher, CPA, CA, BSc (Eng.)

*Chief Financial Officer*

Shaun Greffard

*Director*

Robert Tarzwell

*Director*

Steven Sanders

*Chairman & Director*

Luisa Ingargiola

*Director*

### **CAPITALIZATION**

(as at November 15, 2018)

Shares Authorized: Unlimited

Shares Issued: 28,016,811

### **REGISTRAR TRANSFER AGENT**

VStock Transfer LLC

18 Lafayette Avenue,  
Woodmere, NY, 11598

### **AUDITORS**

KPMG LLP

PO Box 10426 777 Dunsmuir Street, Vancouver, BC, V7Y 1K3

### **LEGAL COUNSEL**

Ortoli Rosenstadt LLP

14<sup>th</sup> Floor – 501 Madison Avenue

New York, NY, 10022 - 5616

McMillan LLP

Royal Centre, 1500 - 1055 W. Georgia Street

Vancouver, BC V6E 4N7

**Form 52-109FV2**  
***Certification of Interim Filings***  
***Venture Issuer Basic Certificate***

I, Jerry Kroll, Chief Executive Officer of Electrameccanica Vehicles Corp. certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Electrameccanica Vehicles Corp. (the “**issuer**”) for the interim period ended September 30, 2018.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: November 15, 2018

/s/ Jerry Kroll

\_\_\_\_\_  
Jerry Kroll

Chief Executive Officer

**NOTE TO READER**

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

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

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

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**Form 52-109FV2**  
***Certification of Interim Filings***  
***Venture Issuer Basic Certificate***

I, Kulwant Sandher, Chief Financial Officer of Electrameccanica Vehicles Corp. certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Electrameccanica Vehicles Corp. (the “**issuer**”) for the interim period ended September 30, 2018.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: November 15, 2018

/s/ Kulwant Sandher

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Kulwant Sandher  
Chief Financial Officer

**NOTE TO READER**

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

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.

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

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