

INTRODUCTION

This Management Discussion and Analysis (“MD&A”) of Finavera Solar Energy Inc. (formerly Finavera Wind Energy Inc., “the Company” or “Finavera”), and its consolidated financial results as at and for the three and six month periods ended June 30, 2015 including subsequent activity up to August 31, 2015, is reported in Canadian dollars unless otherwise stated. This MD&A should be read in conjunction with the Company’s annual consolidated financial statements for the year ended December 31, 2014 which contains full disclosure of the Company’s accounting policies, in accordance with International Financial Reporting Standards (“IFRS”). References herein to “the Company” or “Finavera”, shall, unless the context otherwise requires, mean “Finavera Solar Energy Inc.” and any or all of its wholly owned subsidiaries and affiliates.

FORWARD LOOKING INFORMATION

This MD&A contains forward-looking statements about the Company’s objectives, strategies, financial condition, results of operations, cash flows and businesses. These statements are “forward-looking” because they are based on current expectations, estimates, assumptions, risks and uncertainties. These forward-looking statements are typically identified by future or conditional verbs such as “outlook”, “believe”, “anticipate”, “estimate”, “project”, “expect”, “intend”, “plan”, and terms and expressions of similar import.

Such forward-looking statements are subject to a number of risks and uncertainties which include, but are not limited to: cyclical downturn, competitive pressures, dealing with business and political systems in a variety of jurisdictions, repatriation of property in other jurisdictions, payment of taxes in various jurisdictions, exposure to currency movements, inadequate or failed internal processes, people or systems or from external events, safety performance, expansion and acquisition strategy, legal and regulatory risk, extreme weather conditions and the impact of natural or other disasters, specialized skills and cost of labour increases, equipment and parts availability and reputational risk. Actual results could be materially different from expectations if known or unknown risks affect the business, or if estimates or assumptions turn out to be inaccurate. The Company does not guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place reliance on these forward-looking statements.

The Company disclaims any intention and assumes no obligation to update any forward-looking – statement, even if new information becomes available, as a result of future events or for any other reasons, except in accordance with applicable securities laws. Risks that could cause the Company’s actual results to materially differ from its current expectations are also discussed in this MD&A.

NATURE OF THE BUSINESS

The Company completed its transition from the initiation and development of wind energy projects to the sales and installation of residential rooftop solar energy by acquiring 100% of the equity of San Diego, California based Solar Alliance of America, Inc. (“Solar Alliance”) on June 24, 2015. The Company then changed its name from Finavera Wind Energy Inc. to Finavera Solar Energy Inc. on July 2, 2015. Previously, from its inception in 2005, the Company had been developing wind energy projects in Ireland, British Columbia (“BC”) and Alberta, Canada. Those projects, which are highly capital intensive, were sold in stages ending in 2014. Throughout its wind development history, Finavera brought over 360 Megawatts (“MW”) of wind power projects from greenfield inception to pre-construction phase. Those wind projects will have capital costs totalling about \$1 billion once constructed.

Solar Alliance has marketed and sold over 1,500 residential rooftop solar energy systems in Southern California, largely in the San Diego area, since 2009 and offers the Company the opportunity to directly participate in the rapidly growing solar energy sector, in a business with relatively high cash turnover and short project installation lifecycles, with opportunity to develop recurring revenue. It was listed by Inc. Magazine in 2013 as the fastest growing privately owned company in San Diego. Sales dramatically increased from approximately US \$300,000 to over US \$20 million in 4 years. The company had a net loss in 2014 of US \$0.8 million (unaudited) (2013 - net income \$4,414 audited).

Finavera sees a tremendous opportunity to expand growth in southern California through additional office locations and adoption of new sales strategies. Solar Alliance uses main stream media including radio, television and newspapers for its target demographics. Since being acquired by Finavera, it has redefined its objectives, repositioned its branding and enhanced its internal control and communications systems. A recent partnership with a sub-installer is expected to position Solar Alliance for scalability and growth into new markets, and it has concurrently begun developing new social media tools and internet-based marketing campaigns to complement its traditional marketing and lead generating strategies. In July 2015 it began marketing power purchase agreements through a third party and also offered financing with HERO. Home Energy Renovation Opportunity ("HERO") is government sponsored, the #1 energy efficiency financing provider in the US which will provide up to 100% financing on terms up to 20 years with repayment via the homeowner's property tax billings.

ACQUISITION OF SOLAR ALLIANCE

On June 24, 2015, the Company completed the acquisition of 100% of the equity of Solar Alliance. Under the terms of the Share Purchase Agreement (the "SPA") signed on May 4, 2015, the Company issued 11,915,238 common shares of the Company on the closing date and will make cash payments of up to US\$4 million, less certain deductions for advances, comprised of up to four instalments of US\$1 million each, contingent on Solar Alliance achieving certain revenue targets during any of the fiscal quarters beginning after the closing date of the Agreement and ending on or before December 31, 2017. Contingent payments are due 30 days after the end of any fiscal quarter that triggers such payment and will be adjusted for certain working capital items and related future cash flows. Pursuant to the acquisition, the Company advanced US\$1.2 million of which US \$0.8 million is being used by Solar Alliance for working capital and business expansion and US \$0.4 million was paid to the Vendors as an advance against future contingent payments.

The purchase price recognizes and includes the fair value of the additional contingent consideration payable pursuant to IFRS 3, as follows:

	US	CAD
Purchase price:		
Cash payment	\$ 400,000	\$ 496,000
Shares issued (11,915,238 x \$0.085)	815,783	1,012,795
Contingent consideration	1,950,000	2,420,925
Total consideration	\$ 3,165,783	\$ 3,929,720

As at the date of this report, the financial statements of Solar Alliance for 2014 were being audited. The allocation of the purchase price over the fair value of the assets and liabilities of Solar Alliance as at the date of acquisition have been provisionally estimated as follows:

FINAVERA SOLAR ENERGY INC.
(formerly Finavera Wind Energy Inc.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2015

Net assets acquired:	US	CAD
Cash	\$ (12,677)	\$ (15,738)
Accounts receivable	112,056	139,115
Property and equipment	296,731	368,394
Work in process	89,748	111,422
Accounts payable and accrued liabilities	(1,013,515)	(1,258,279)
Customers deposits	(187,102)	(232,287)
Loans and borrowings	(640,978)	(795,774)
Net identifiable liabilities	(1,355,737)	(1,683,147)
Goodwill	4,521,520	5,612,867
Total net assets	\$ 3,165,783	\$ 3,929,720

The amounts in the table above are reported as provisional due to the uncompleted audit of the financial statements of Solar Alliance and the current lack of confirmation of certain numbers. However, management has assembled and prepared the estimates and believes them to be materially correct. The 2014 financial statement audit and 2015 review of Solar Alliance are expected to be completed early in September 2015.

The purchase price of Solar Alliance is substantially allocated to goodwill because the net tangible assets are negative and no material intangible assets were identified. Such goodwill represents the “hidden value” of Solar Alliance which can be realized by scaling its operations back to levels in 2012 and 2013, utilising skillsets and strategies from Finavera to enhance communications, customer relations, organization and overall operational efficiency. Consumers and homeowners are very receptive to rooftop solar installations, based on issues of energy independence, green power, widespread adoption, basic economics and government incentives. This receptiveness is targeted by Solar Alliance advertising and marketing, generating the leads that start the sales process.

To estimate the fair value of contingent consideration, the Company ran a probability matrix based on expected future sales activity with 33.3% allocated to each of expected sales, 75% of expected sales, and 50% of expected sales. It then projected quarterly revenues for which certain thresholds trigger the contingent payments. Finally, the contingent payments were discounted at 15% per annum, to arrive at a fair value of US \$1.95 million.

CORPORATE OUTLOOK

Through the acquisition of Solar Alliance, the Company now provides rooftop solar energy systems to homeowners, with its present operations focussed in the San Diego area. The Company believes that solar energy adoption is still in the early stages and that the penetration of solar energy systems will continue to accelerate for the foreseeable future, due to rising utility electricity rates, greater customer knowledge about the economics and ethics of clean and sustainable energy, continued US federal tax incentives (at least through 2017) and the continued reduction of PV panels and systems costs. The Company’s vision is to build market share in the solar sales and installation space through:

- Acquisition and organic growth such as the Solar Alliance acquisition;

- Build Megawatt capacity under Company ownership through a combination of accumulating small scale, 'brownfield' projects, and providing rental fee or Power Purchase Agreements for homeowners;
- Complement installations with diversified recurring income streams from this highly evolving sector; and
- Focus on attractive markets with the right mix of sun, electricity costs, incentives and net metering.

In the past 10 years both the cost of PV solar panels and other system costs have declined significantly, creating transformational change in the industry. Costs are expected to continue declining but on an incremental basis. The number of residential solar installations in the USA continues to accelerate year over year. In 2014, 6.2 Gigawatts ("GW") of solar PV panels were installed across the USA; an increase of 30% over the 4.8 GW installed in 2013, exceeding prior estimates of a 26% increase. The 2014 installations represent about 78 times the amount installed in 2005, a decade earlier. Solar energy accounted for 32% of new electric capacity brought online in the USA in 2014 and is now on par with natural gas as the largest sources of new generating capacity.

The size and scale of the rooftop solar market remains significant. Industry estimates that less than 1% of USA residential rooftops have installed solar arrays. California has a rooftop solar installation penetration rate estimated by the solar industry at only 1-2%, in a market comprising about 7 million detached homes. The Company believes the rooftop solar sector is at the leading edge of a massive installation rollout in the USA over the next few years and Solar Alliance in particular, with its industry contacts, marketing techniques and branding, offers an outstanding opportunity to capture this wave of high growth and strong cash flows through scaled expansion.

Finavera is expecting to receive a final €7.14 million milestone payment later in 2015 in respect of the 2010 sale of 90% of its Irish Cloosh Valley Wind Project. A receivable for the final milestone payment has not been recognized as the payment is subject to the purchaser achieving Financial Close on the project. The amount receivable is currently based on 105 MW project size. The purchaser, SSE plc, continues to move the project forward.

REVIEW OF FINANCIAL RESULTS

Selected Annual Information

The following table provides a brief summary of the Company's consolidated financial operations. For more detailed information, refer to the audited consolidated financial statements for the applicable years.

	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012
Total proceeds from asset sales	\$ 24,120,627	\$ -	\$ -
Operating expenses	(1,827,919)	(2,135,946)	(1,825,065)
Net Income (loss)	13,301,807	(9,937,857)	(11,293,242)
Basic income (loss) per share	0.33	(0.25)	(0.30)
Diluted income (loss) per share	0.33	(0.25)	(0.30)
Total assets	499,297	11,505,847	12,604,402
Total long-term liabilities (excluding provisions)	1,475	5,674,208	19,051

Results of Annual Operations

In 2014, the Company had net income of \$13.3 million, compared to a net loss of \$9.9 million in the prior year, an increase of \$23.2 million. The 2014 net income was comprised of a gain on sale of BC Projects of \$14.3 million and a gain on the Cloosh Sale of \$2.4 million, partially offset by operating expenses and other costs of \$3.4 million. Project costs in 2014 were \$0.1 million compared to \$3.4 million in 2013 with the decrease resulting from the sale of the BC Projects. Finance fees and interest expenses in 2014 were \$1.0 million compared to \$2.5 million in 2013, a reduction of \$1.5 million as the result of significant loans which were paid off in 2014. In 2014, the Company also recorded \$0.7 million accrual of contractual payroll obligations, while in 2013 the Company recorded provisions of \$0.7 million relating to various contingent liabilities and recorded an impairment of \$0.5 million on its BC wind projects.

In 2014, a total of \$1.0 million was incurred for payroll and benefits costs, including amounts expensed as project costs, compared with \$1.7 million in 2013, a decrease of \$0.7 million or 42%. This decrease reflects the reduction of staff from 12 employees at the end of 2012 to 4 employees at the end of 2014.

Operating costs were lower across some categories as the Company actively made efforts to reduce operating costs during the year including office, rent and utilities costs of \$59,048 in 2014 compared with \$255,915 in the prior year, a reduction of \$196,867 or 77%, primarily as the result of the Company subleasing its office space in December 2013. The Company also recorded \$430,555 of professional fees in the current year, compared to \$455,807 in the prior year, a reduction of only about 5%. Due to the Pattern Transaction, SSE Transaction, due diligence costs on the Solar Alliance acquisition and certain litigation matters, legal and professional costs did not decline significantly in 2014.

In 2014, the Company recorded foreign exchange loss of \$161,108 (2013- of \$133,197) as result of the decline in value of Canadian dollar of 9% and 3% relative to the US dollar and Euro, respectively, due to certain liabilities denominated in foreign currencies.

The Company's cash position has improved from the prior year: it was \$155,448 at December 31, 2014, compared to \$34,303 at December 31, 2013. Primary cash inflows in current year were from the Pattern

FINAVERA SOLAR ENERGY INC.
(formerly Finavera Wind Energy Inc.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2015

Transaction (\$1.2 million) and Cloosh Sale (\$0.5 million) which were offset by cash outflows from operations of \$1.9 million. A majority of the consideration received for the sale of the BC wind projects and the Cloosh project was by way of settlement of loans and borrowings and did not result in net cash inflows. The Company also received new loans from Pattern and others of \$0.5 million and repaid loans and borrowings of \$0.1 million. In 2013, the Company received total loans of \$5.3 million, principally from Pattern.

SUMMARY OF QUARTERLY RESULTS

The following table represents selected unaudited consolidated financial information for each of the Company's past eight quarters.

	Three Month Period Ended June 30, 2015	Three Month Period Ended March 31, 2015	Three Month Period Ended December 31, 2014	Three Month Period Ended September 30, 2014
	\$	\$	\$	\$
Sales revenue	7,961	-	-	-
Operating expenses	(629,271)	(484,742)	(510,350)	(257,380)
Net Income (loss)	(1,178,731)	(708,019)	952,712	(18,416,244)
Basic loss per share	(0.03)	(0.02)	(0.02)	0.46
Diluted loss per share	(0.03)	(0.02)	(0.02)	0.45

	Three Month Period Ended June 30, 2014	Three Month Period Ended March 31, 2014	Three Month Period Ended December 31, 2013	Three Month Period Ended September 30, 2013
	\$	\$	\$	\$
Operating expenses	(487,110)	(573,079)	(259,077)	(827,512)
Net loss	(1,917,670)	(2,244,055)	(5,987,526)	(1,389,572)
Basic loss per share	(0.05)	(0.06)	(0.15)	(0.03)
Diluted loss per share	(0.05)	(0.06)	(0.15)	(0.03)

Second quarter 2015 compared to Second quarter 2014

The Company recorded a net loss for the second quarter of 2015 (the "current quarter") of \$1,178,731 compared with a net loss of \$1,917,670 in the second quarter of 2014 ("Q2 2014"), a decrease of \$738,939. Included in these amounts are the operating results of Solar Alliance from the acquisition date of June 24, 2015 to June 30, 2015, comprised of sales of \$7,961 and operating expenses of \$24,461, for a net loss of \$17,500.

The main reasons for the reduction in consolidated net loss was i) the lack of wind project costs incurred in the current quarter compared to \$348,677 in Q2 2014, as all wind project interests were sold in the summer of 2014; ii) human resources expenses were reduced to \$131,680 from \$887,383 in Q2 2014, as the comparative period included change of control obligations triggered by the BC wind project sales to Pattern Energy; iii) finance and interest expenses were \$636,541 (Q2 2014 - \$448,592), an increase of \$187,949 due to costs relating to the loan which closed in May 2015; and iv) professional fees in the current quarter were \$402,526 (Q2 2014 - \$187,740) mainly due to due diligence costs and legal costs related to the Solar Alliance acquisition. The Company also recognized a foreign exchange loss in the

FINAVERA SOLAR ENERGY INC.
(formerly Finavera Wind Energy Inc.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2015

current quarter of \$87,816, compared to \$1,244 in Q2 2014, a difference of \$86,572 due to the relative decline of the Canadian dollar.

Cash increased to \$1,013,668 at June 30, 2015, compared to a balance of \$48,441 at March 31, 2015 and \$13,613 at December 31, 2014. The primary cash inflow in the current quarter was a \$5.1 million (€3.75 million) loan that closed in May 2015, of which \$1.6 million replaced a loan, \$0.5 million was paid as an advance on the purchase of Solar Alliance, and \$1.0 million was advanced to Solar Alliance for working capital and accounts payable.

Second quarter 2015 compared to first quarter 2015

The Company recorded a net loss of \$1,178,731 in the second quarter of 2015 compared with a net loss of \$708,019 in the previous quarter ("Q1 2015"), an increase of \$470,712. Operating costs were \$629,271 compared to \$484,742 in Q1 2015, an increase of 30%. The largest components of the operating costs were professional fees of \$402,526 (\$198,751 - Q1 2015) mainly due to legal costs related to the Solar Alliance acquisition and loan closing. Financing fees in the current quarter were \$636,541 (\$88,800 - Q1 2015) representing the fees (loan fees and finder's fees) related to the loan that closed in the current quarter. Human resources expenses were reduced to \$131,680 (\$230,178 - Q1 2015). In the current quarter, a demand loan was renegotiated resulting in a gain of forgiveness of debt of \$166,928.

Six months ended June 30, 2015 compared to June 30, 2014

The Company recorded a net loss of \$1.9 million (2014 - \$4.2 million). It is comprised of operating costs of \$1.1 million (2014 - \$1.1 million), net finance costs of \$0.8 million (2014 - \$1.0 million), project development costs of \$nil (2014 - \$1.4 million), and Pattern transaction closing costs of \$nil (2014 - \$0.7 million). While total operating costs were similar over the periods, the key differences within operating costs were human resources costs of \$361k (2014 - \$534k), professional fees of \$601k (2014 - \$199k) and stock-based compensation of \$6k (2014 - \$200k). Net finance costs were also similar during the periods, except that for 2015 it is comprised mostly of fees related to the new loan and in 2014 it related mainly to interest on wind project loans that were subsequently repaid in July 2014.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, restricted cash, receivables, loan to related party, deposits, accounts payable, contingent consideration payable and loans and borrowings. The carrying values of the Company's cash, restricted cash, receivables, loan to related party, deposits, and accounts payable approximate their fair values because of their short term to maturity and/or the interest rates being charged. The carrying value of the Company's loans and borrowings that are payable on demand or that are past due, approximate their carrying value due to their short-term to maturity. The fair value of other loans and borrowings are not estimated to differ materially from the carrying value due to the terms to maturity, loan security and the interest rates being charged. The fair value of contingent consideration payable was determined on the date of acquisition using an appropriate discount rate applied to the expected future contingent payments in respect of the acquisition of Solar Alliance.

LIQUIDITY

The Company has endured a significant working capital deficiency for the past few years and has faced an adverse investment climate for companies in the development stage. Liquidity was greatly improved in 2014 by the sale of the Company's principal wind project interests which reduced the working capital deficiency by \$17.2 million from \$23.3 million at December 31, 2013 to \$6.1 million at December 31, 2014. The Company secured a loan of €3.8 million (\$5.1 million) in May 2015 for the purpose of facilitating the acquisition of Solar Alliance and providing funds for its working capital needs as it grows. The Company expects to receive the final payment of €7.14 million in the second half of 2015, related to the sale of 90% of its Irish Cloosh Valley Wind Project in 2010, which will allow the Company to substantially extinguish its remaining debts, including the new loan. The Company expects to finance its needs in the intervening period through prudent management of its cash resources and is considering further debt and equity financings in Q3 2015.

The current working capital deficiency of the Company, as of the date of this report, is approximately \$10.8 million. Before the end of Q3 2015, Solar Alliance is expected to re-establish its sales levels similar to 2012 and 2013, at which time its net operating cash flows will be positive and the consolidated group will show improving liquidity. As noted, the final payment from the sale of the Cloosh Valley Wind Project of €7.14 million is anticipated to facilitate the repayment and settlement of the remaining current liabilities.

The new loan of €3.8 million has a one year term and bears interest at 15% per annum. Finder's fees of €175,000 were paid and the Company issued 250,000 common share purchase warrants exercisable at \$0.085 per common share for one year. The loan is repayable prior to its maturity subject to a break fee of €63,550 less accrued interest, and is required to be repaid from the final expected payment of €7.14 million due in respect of the Company's sale of the Cloosh Project. The loan is secured by the Company's shares in its Irish subsidiary.

There can be no guarantees on the timing or certainty regarding the final payment due from SSE in respect of the sale of the Cloosh Project. These conditions give rise to a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern. The accompanying condensed consolidated interim financial statements do not give effect to any adjustments that would be necessary to the carrying value of its assets and liabilities, its reported expenses, and the statement of financial position, and the classifications used, should the Company conclude that the going concern assumption is not appropriate. Such adjustments could be material.

CAPITAL MANAGEMENT

The Company's primary capital management objective has been to minimize shareholder dilution through the use of debt financing. While its wind projects were being developed over the past nine years, the Company took on substantial debt, and in some cases only debt could be placed as the Company's equity was not as attractive to investors. Consequently, the Company maintained high debt levels for several years and therefore incurred additional interest costs for any and all project development delays. Finding the balance between minimizing dilution through debt and minimizing interest costs by issuing equity requires reliable estimates of key factors such as expected development timelines and future cash flows. Now as the Company moves forward with residential solar energy, it does not need to finance long-term utility scale projects and therefore doesn't face the risks of project delays and the resultant financing costs. Nevertheless, capital management remains an important strategy relating to the often conflicting

objectives of financing the Company's growth, minimizing shareholder dilution and maintaining a reasonable debt-to-equity ratio. In 2014 the Company substantially reduced its debt from the completion of the project sales, and the new loan facility arranged in May 2015 is not dilutive except for 250,000 finder's warrants that were issued, exercisable at \$0.085 per share for a one year period.

COMMITMENTS, CONTINGENCIES AND OBLIGATIONS

This section summarizes the Company's financial commitments, contingencies and obligations:

Corporate Leases:

In December 2013, the Company signed a sublease agreement with a third party which substantially covers its remaining office lease obligations, which comprise 97% of the obligations in the following table. The Company also has two equipment leases. The following lease commitments remain as at June 30, 2015:

2015	\$	118,027
2016		76,886

Legal Claims:

On August 28, 2014, the Company received a claim, filed in the Supreme Court of British Columbia by a lender who provided a \$1.0 million loan to the Company in 2012. On May 7, 2015 the parties agreed to reduce the amount payable to \$850,000, to increase the interest rate to 10% per annum as of April 10, 2015, and to repay the loan upon receipt of the €7.14 million payment from the sale of the Cloosh Project.

On September 16, 2014, the Company received a claim from a creditor for \$550,000 plus interest of \$27,539. These amounts have been previously accrued. On January 16, 2015, the parties executed a settlement agreement whereby the obligation will be fully settled by a payment of \$500,000 at the earlier of July 31, 2015 and the receipt of €7.14 million Cloosh proceeds from SSE. Under the settlement, and prior to maturity, the Company is obligated to repay the loan by an amount equal to any amounts paid in respect of the Company's other material debts. If the Company defaults, the creditor may enforce a judgment for the original amount of \$550,000 plus interest and legal costs. On July 31, the parties agreed to pay \$200,000 (paid) and amended the remaining repayment amount to \$310,000 to be paid by December 31, 2015.

Legal Judgement:

In May 2013 the Company received an Alberta court judgement order in the amount of \$600,000 plus interest in relation to its lawsuit with Scott Engineering and Associates ("Scott") which arose after the Company acquired the Three Hills wind projects in Alberta in 2007. In November 2013, Scott filed an appeal of the judgement, and the Company has filed its response. On February 9, 2015, the Court of Appeal dismissed the action and in April 2015, the plaintiff applied to file an appeal in the Supreme Court of Canada. The Company expects to file its response if the Supreme Court agrees to hear the appeal. At June 30, 2015, the Company has a provision of \$600,000 and cumulative accrued interest of \$90,110 for this judgement.

FINAVERA SOLAR ENERGY INC.
(formerly Finavera Wind Energy Inc.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2015

In 2008, the Company sold its Ghost Pine Wind Project in Alberta and \$1 million of the proceeds was held back pending resolution of the legal action described above. The amount of the holdback to be released is dependent upon the resolution of the above litigation matters and will be reduced by the cumulative amount of legal fees incurred by the purchaser. The Company is currently in discussions as to the amount of the holdback to be released. The Company may be liable for additional legal costs. The timing and additional cost of settling the dispute cannot be reasonably estimated, and accordingly, the net additional proceeds or any costs associated with its collection have not been recorded.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

These financial statements include transactions during the period with related parties as follows:

- (a) Amounts owing to related parties as at June 30, 2015 is \$3,156 (December 31, 2014 - \$3,156) in respect of expenses incurred in current and prior years to directors, former directors, and companies controlled by them. These amounts are included in accounts payable and accrued liabilities in the statement of financial position and are non-interest bearing.
- (b) At June 30, 2015, a loan of \$180,000 was due from a company controlled by an officer of the Company (December 31, 2014 - \$180,000), bearing interest at 12% per annum.

All transactions are measured at the exchange amount, which is the amount of consideration established and agreed upon by the related parties.

In addition to their remuneration, the Company also provides non-cash benefits to directors and executive officers, including share based compensation by the grant of stock options.

Compensation paid to key management personnel including the Chief Executive Officer, President, Chief Financial Officer, and the Board of Directors are set out below:

	Three months ended June 30		Six months ended June 30	
	2015	2014	2015	2014
Wages and benefits	\$ 49,619	\$ 170,436	\$150,717	\$ 340,871
Consulting fee	72,840	-	145,680	-
Stock-based compensation	-	-	-	199,608
Severance obligation – Pattern transaction closing costs	-	660,000	-	660,000
	<u>\$122,459</u>	<u>\$ 830,436</u>	<u>\$296,397</u>	<u>\$1,200,479</u>

INVESTOR RELATIONS

The Company has not entered into any investor relations contracts in recent years. The CEO currently manages all relationships with and communications to shareholders and investors.

PROPOSED TRANSACTIONS

There are currently no proposed transactions as defined by National Instrument 51-102F1 (1.11) involving asset dispositions or business acquisitions or dispositions, that either the Company's senior management or Board of Directors have determined is probable of proceeding as at the date of this MD&A.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes in accounting policies or adoption of new accounting standards during the period ended June 30, 2015 that materially affected the Company's consolidated financial statements. However, the acquisition of Solar Alliance required the adoption of the following policy:

Revenue and Cost of Goods Sold

Revenue is recognized when earned, which the Company has determined for Solar Alliance to be the delivery of a final inspection of an installed solar system. Until that time, all project costs are charged to "Work in process", and any funds received are charged to "Customer deposits". When revenue is recognized, all WIP related to that job is recorded as Cost of Goods Sold.

Other:

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2015. Many of these updates are not applicable or consequential to the Company and have been excluded from the discussion below.

IFRS 9 - Financial Instruments

This new standard is a partial replacement of IAS 39 Financial Instruments: Recognition and Measurement. This new standard is tentatively effective for annual periods beginning on or after January 1, 2018. The Company has not early adopted this revised standard and is currently assessing the impact that this standard will have on its consolidated financial statements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

This discussion and analysis is based on the Company's condensed consolidated financial statements, which have been prepared in accordance with IFRS. The preparation of these condensed consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Management bases its estimates on historical experience and on various other assumptions considered reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the reported amounts of revenue and expenses.

The following accounting policies require us to make judgments and estimates:

Stock-based compensation

The Company grants stock options to directors, employees and consultants of the Company as an element of compensation. The cost of the service received as consideration is measured based on an estimate of fair value at the date of grant. The grant-date fair value is recognized as compensation expense over the related service period with a corresponding increase in contributed surplus. On exercise of stock options, consideration received together with the compensation expense previously recorded to contribute surplus is credited to share capital. The Company uses either the Black-Scholes option pricing model or the fair value of the goods or services received to estimate the fair value of each stock option. Use of the Black-Scholes option pricing model requires the Company to make assumptions, changes of which could materially affect estimates. The most significant assumptions used are the instrument's expected life, discount rate and share price volatility.

Asset retirement obligations

The Company recognizes a provision for asset retirement obligations ("AROs") in the period in which it incurs a legal or constructive obligation associated with the acquisition, construction, development and/or normal use of its assets. The Company concurrently recognizes a corresponding increase in the carrying amount of the related asset which is amortized over the life of the asset. As at June 30, 2015, the Company has recorded AROs in respect of the weather towers installed on its Wildmare Wind Project which was written off in 2012.

Other provisions

The Company recognizes other provisions from time to time when it is probable that a future cash outflow may occur. Such estimates are based on management's estimate of the most likely outcome of the contingency and estimated cash outflows.

Deferred Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method of tax allocation, deferred income tax assets and liabilities are recognized for temporary differences between the tax and accounting bases of the assets and liabilities as well as for the benefit of losses available to be carried forward to future years for tax purposes. Deferred income tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the substantive enactment date. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. The evaluation of the recoverability of tax assets requires use of forecasted taxable income and the amount recognized, if any, is affected by assumptions of tax rates expected to apply at the time the benefits of these assets are expected to be realized.

Contingent consideration

The fair valuation of expected future earn-out payments related to the acquisition of Solar Alliance is recorded as part of the purchase price as required under IFRS and the Company must model appropriate

discount rates, estimate future cash flows and weigh earnings probabilities in order to estimate the fair value. The contingent consideration is revalued at each reporting period, with any difference applied to earnings.

Goodwill

Goodwill related to the acquisition of Solar Alliance is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the net fair value of the identifiable assets acquired. Estimates regarding the fair value of the net identifiable assets acquired and the estimate of the contingent consideration included in the purchase price therefore affect the initial measurement of goodwill.

RISK FACTORS

The sales of residential solar systems and development of wind energy projects is subject to numerous risks, both known and unknown, any of which could significantly or adversely impact the Company's financial position, the development and sale of such projects, and results of operations.

Financing risks

The Company has obligations and liabilities. Loans obtained by the Company increase the level of financial risk to the Company. If the Company does not or is not able to comply with any debt covenants, lenders may demand repayment and enforce their security against the Company's assets which may adversely affect the Company's operations. In addition, the Company's ability to raise capital depends in part upon conditions in the capital markets at the time. The Company cannot be certain that it will be able to raise additional capital if and when it needs to.

The Company has incurred operating losses since inception and at June 30, 2015. At June 30, 2015, the Company had a working capital deficiency of \$10.8 million (December 31, 2014 - \$6.1 million) and had an accumulated deficit of \$53.8 million (December 31, 2014 - \$51.8 million).

Finavera's ability to continue as a going concern is largely dependent on three things; the realization of cash proceeds from the final milestone payment associated with the sale of the Cloosh Project, the growth and expansion of Solar Alliance, and the Company's ability to raise debt or equity financing as required to fulfill its obligations. The Company expects to receive in the second half of 2015 the final payment of €7.14 million from the 2010 sale to SSE plc of its 90% interest in the Cloosh Project. The amount is payable when SSE obtains financing for the project's construction, which cannot be guaranteed. The conditions described above give rise to a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

Market demand for solar energy

Key factors that may affect the demand for solar energy systems include:

- existence of government incentives to support the solar industry;
- regulatory and utility policies regarding the interconnection of solar energy systems to the utility grid;
- natural market changes in the price of gas, oil and electricity;

- performance characteristics of solar energy systems compared with conventional and other renewable energy alternatives;
- availability of financing with acceptable terms;
- general market interest rates and availability of credit; and
- deregulation of the electric power industry and the broader energy industry.

Electricity pricing

A drop in the retail price of conventional electricity or non-solar renewable energy sources may impair sales revenues given that the demand for solar energy depends in part on the price of conventional electricity, which affects the return on investment resulting from the purchase of the solar energy systems. Variations in economic, environmental and market conditions that impact the prices of conventional and non-solar renewable energy sources could cause the demand for solar energy to decline, which would have a negative impact on the Company.

Regulatory Policy

Existing rules, regulations and policies in respect of electricity pricing and interconnection of private-public electricity systems, and potential changes to these regulations and policies, may reduce the acceptance and desire to adopt or invest in solar energy, which would negatively impact the development of the solar energy industry.

The market for solar energy is significantly affected by governmental regulations concerning the electric utility industry, as well as the industry's own regulations. All these regulations and policies affect electricity pricing and system interconnection issues, and specify standards, technical requirements and compliance. While such policies can be adverse for the Company, it is recognized that significant government policy in the solar industry is generally intended to bring about its growth and development. Consequently, the reduction, termination or expiry of governmental economic incentives for solar energy could reduce the demand for them.

The installation of solar energy systems is subject to compliance and regulation under local by-laws, construction, zoning and fire codes, environmental protection regulation, utility interconnection requirements for net-metering; and other rules and regulations. New government regulations or utility policies especially in the fast growing solar energy sector are unpredictable and may cause delays or a reduction of demand for solar energy.

Supplier Risk

A substantial portion of the solar photovoltaic modules used in the United States are sourced from foreign suppliers and rules and conditions affecting international trade can have an adverse effect on the supply of solar photovoltaic modules and their cost. Tariffs on imported supplies affect pricing. Work slowdowns, strikes, weather and shipping may all affect the availability of modules and system components. Fortunately, as the industry grows, more suppliers emerge and competition increases, which gives the Company more supplier alternatives, serving to reduce these risks.

Installation

The solar installation process involves a number of key risks, as follows:

- Shortages of materials or skilled labor;
- Scheduling, engineering, environmental or structural problems;
- Natural disasters, weather, fires, and other casualty losses or delays;
- Permitting and licensing delays;
- changes to installation plans;
- Subcontractor performance issues; and
- Costs in excess of plans and budgets due to changes in labor, materials or other factors, often due to changes in project specifications.

Competitor Risk

The solar energy installation business is highly competitive with low barriers to entry. The Company competes in the California market with significantly larger companies as well as a large number of relatively small solar installers and system developers. Those larger companies have greater resources than the Company. The Company's brand may not be known as well as our competitors' brands. Competition in the solar energy system installation market may increase in the future as a result of low barriers to entry. Increased industry competition could result in reductions in price, margins, market share and greater competition for qualified personnel. The Company's operations would be adversely affected if it is unable to compete.

However, it is noted that smaller companies such as the Company can benefit from certain operating efficiencies and having lower overhead, which could enable them to compete more effectively on price.

Safety Risk

The installation and ongoing operation of solar energy systems involves significant safety risks. Solar energy systems generate electricity, which is inherently dangerous. Installation of these systems adds risks of falling from rooftops, personal injuries on the job, and other risks typical of construction projects. The Company takes steps to ensure safety remains a top priority, and maintains appropriate insurance coverage for the business. It may nevertheless be exposed to significant losses arising from personal injuries or property damage relating to the Company's installations.

Customer Service Risk

The Company is exposed to the risk of claims from customers in relation to their expectations, our performance, and general risks and liabilities associated with placing our employees and technicians in or on the customers' property including possible claims of errors and omissions, harassment, theft of customer property, criminal activity and other claims. Such claims could damage the Company's reputation and adversely affect sales. The Company is also exposed to the risk of negative social media comments being posted on-line.

Wind Energy risks:

Although the Company has sold all of its material wind energy projects, it is still expecting funds from SSE which is dependent on the Cloosh Project reaching financial close and it holds 100% of the idled Wildmare and Bullmoose Wind Energy Projects. The Company therefore is subject to certain wind energy risks.

Factors affecting wind project economics:

- availability of construction financing and associated terms
- consistency of wind energy sources
- proximity to infrastructure
- ongoing or expected maintenance costs
- governmental regulations
- stakeholder support
- availability of tax or other incentives such as renewable energy credits
- land tenure, use and development issues
- environmental regulations
- insurance
- wind turbine pricing
- construction costs, and
- electricity prices to be paid by purchasers of wind energy

Project development and construction assumptions, including financing assumptions, involve significant risks which careful evaluation, experience, knowledge and risk management may not, in some cases, eliminate.

CONTROLS, PROCEDURES AND CERTIFICATIONS

Management is committed to delivering timely and accurate disclosure of all material information. Disclosure controls and procedures ensure that reporting requirements are satisfied and that material information is disclosed in a timely manner. Due to the limitation on the ability of the officers to design and implement cost-effective policies for disclosure controls and procedures and internal control over financial reporting, the officers are not making representations that such controls and procedures would identify and allow for reporting material information on a timely basis, nor are they representing that such procedures are in place that provide reasonable assurance regarding the reliability of financial reporting. However, as permitted for TSX Venture issuers, the CEO and CFO individually have certified that after reviewing the annual consolidated financial statements for the period ended June 30, 2015 and this MD&A of the Company, there are no material misstatements or omissions, and the filing materially presents the consolidated financial position and consolidated results of operations and cash flows for the period ended June 30, 2015 and all material subsequent activity up to August 31, 2015.

OUTSTANDING SHARE DATA

As of the date of this report, the Company had the following outstanding securities:

Common shares- issued and outstanding	51,741,887
Warrants	250,000
Stock options	<u>3,746,900</u>
Total fully diluted shares outstanding	<u>55,738,787</u>

Subsequent to June 30, 2015, a consultant exercised 100,000 stock options for proceeds of \$8,000, and the Company granted a consultant 150,000 stock options exercisable at \$0.08 per share for one year.