



DIVISION OF  
CORPORATION FINANCE

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

October 11, 2019

Fraser Atkinson  
Chief Executive Officer  
GreenPower Motor Company Inc.  
#240 - 209 Carrall Street  
Vancouver, British Columbia V6B 2J2, Canada

**Re: GreenPower Motor Company, Inc.  
Amendment No. 1 to Draft Registration Statement on Form F-1  
Submitted September 27, 2019  
CIK 0001584547**

Dear Mr. Atkinson:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Amendment No. 1 to Draft Registration Statement on Form F-1 submitted September 27, 2019

Plan of Operations, page 23

1. We note that you disclose your plans to build a manufacturing facility, and disclose that you are in the process of obtaining building permits to commence construction of the facility. Please disclose the timeline for your plan to commence such construction. In that regard, we note your response to prior comment 5.

Employment, Consulting and Management Agreements, page 48

2. We note your disclosure on page 48 that you entered into a management services agreement with Koko Financial Services, Inc., pursuant to which such company's designated personnel is to be engaged by your company "with the duties set out in the

Fraser Atkinson  
GreenPower Motor Company Inc.  
October 11, 2019  
Page 2

management services agreement." Please revise to describe such duties. In that regard, we note that you have omitted the schedule from the management services agreement filed as Exhibit 10.1.

Share Ownership, page 52

3. Where you disclose the beneficial ownership of your common shares, please include common shares that the person has the right to acquire within 60 days by option or other agreement. Refer to the definition of "beneficial owner" in General Instruction F of Form 20-F. For example, where you quantify the beneficial ownership of your common shares by Fraser Atkinson on pages 52 and 57, it does not appear that you have included all common shares that he has the right to acquire within 60 days pursuant to options, warrants, or convertible debentures.

You may contact Aamira Chaudhry at 202-551-3389 or Jean Yu at 202-551-3305 if you have questions regarding comments on the financial statements and related matters. Please contact Dana Brown at 202-551-3859 or Laura Nicholson at 202-551-3584 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Manufacturing