

ZENN MOTOR COMPANY INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

ZENN Motor Company Inc.
85 Scarsdale Road, Suite 100
Toronto, Ontario M3B 2R2

2. Date(s) of Material Change(s)

June 9, 2009

3. News Release

Press release attached as Schedule A hereto was released through the facilities of the CCNMatthews disclosure network on June 9, 2009.

4. Summary of Material Change

On June 9, 2009, the Company announced that it had filed a preliminary short form prospectus for an offering of common shares on a best efforts agency basis through Paradigm Capital Inc. and Thomas Weisel Partners Canada Inc.

5. Full Description of the Material Changes

See press release attached as Schedule A hereto.

6. Reliance on Confidentiality Provisions of Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officers

The following executive officer of ZENN Motor Company Inc. may be contacted for additional information:

Lawrence Schreiner
Chief Financial Officer
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9. Date of Report

June 17, 2009

SCHEDULE "A"

NOT FOR DISTRIBUTION IN THE UNITED STATES OR FOR DISSEMINATION TO U.S. NEWS WIRE SERVICES

FOR IMMEDIATE RELEASE

ZENN Motor Company Inc.
Toronto, Ontario, Canada
(TSXV: ZNN)

ZENN MOTOR COMPANY FILES PRELIMINARY SHORT FORM PROSPECTUS FOR OFFERING OF COMMON SHARES

Toronto, Ontario – June 9, 2009 – ZENN Motor Company Inc. (“ZMC” or the “Company”) (TSX-V ZNN) announced today that it has filed a preliminary short form prospectus with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario in connection with an offering of common shares. The offering will be led by Paradigm Capital Inc. and Thomas Weisel Partners Canada Inc. on a best-efforts agency basis. Final pricing and determination of the number of common shares to be sold under the offering will occur immediately prior to the filing of the (final) short form prospectus in respect of the offering.

The Company expects to use the net proceeds from the offering to fund working capital and for general corporate purposes.

Closing of the offering is subject to certain conditions, including but not limited to, receipt of all necessary securities regulatory approvals, including the approval of the TSX Venture Exchange.

This press release does not constitute an offer of the securities described herein in any jurisdiction. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state and may not be offered or sold in the United States absent an exemption from registration.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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ABOUT ZENN Motor Company Inc.

With Head Office in Toronto, Canada, ZENN Motor Company is dedicated to being a global leader in zero emission transportation solutions and technologies for markets around the world. The Company’s current ZENN car is the perfect vehicle for urban commuters, fleets (such as resorts, gated communities, airports, college and business campuses, municipalities, parks and more), the environmentally conscious driver, and consumers who just want to save money. The ZENN is sold through a network of retailers across the United States and directly in Quebec, Canada..

For additional information please contact:

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