GREENBRIAR CAPITAL CORP.
Management Discussion and Analysis
For the three months ended March 31, 2013

May 14, 2013

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements of Greenbriar Capital Corp. ("Greenbriar" or "us" or "we" or "our" or the "Company") for the period ended March 31, 2013 (the "financial statements"). All amounts are expressed in Canadian dollars unless otherwise stated. References to notes are with reference to the financial statements.

RECENT DEVELOPMENTS

- On February 26, 2013 (the "effective date"), the Company signed an Agreement of Purchase and Sale and Escrow Instructions (the "Agreement") for the sale of its 160 acres of real property held in the city of Tehachapi for US $2,300,000. In accordance with the Agreement, a deposit from the buyer was received into escrow on March 1, 2013. In April 2013, the Buyer cancelled the agreement and the deposit was returned, however, the Company and the Buyer continue negotiations on a new purchase and sale agreement.

- On April 19, 2013, the Company entered into a Letter Agreement with a third party to acquire 100% interest in an 80 MW wind project in Utah. The acquisition will comprise of permits and permit applications, biological and environmental studies, reports and data, engineering, design, geo-tech, technical studies, transmission and interconnection facility studies, agreements and applications, on site wind data and met towers, all applicable consents and approvals for the project, wind energy land leases, and the nearly completed power purchase agreement for 80 MW. The agreement is subject to final definitive agreements being executed, however the agreement does contain some binding provisions. The final purchase price will be determined upon execution of the agreement.

- In April 2013, the Company entered into a partnership, AG Solar One, LLC ("Solar One"), with Alterra Power Corp. The partnership intends to develop 100 MW's of solar generation capacity in Puerto Rico under a Master Renewable Power Purchase and Operating Agreement with the Puerto Rico Electric Power Authority which the partnership currently has rights to.

BUSINESS OVERVIEW

Greenbriar was incorporated under the Canada Business Corporations Act on April 2, 2009 and is a real estate issuer on the TSX Venture Exchange. The Company's head office is located at 632 Foster Avenue, Coquitlam, British Columbia, V3J 2L7. On August 2, 2011, Greenbriar incorporated Greenbriar Capital Holdco Inc. ("Greenbriar USA"), a Delaware corporation. Greenbriar is the sole shareholder of Greenbriar USA. On August 2, 2011, Greenbriar USA formed Greenbriar Capital (U.S.) LLC ("Greenbriar LLC"), a limited liability corporation formed under the laws of the State of Delaware. Greenbriar USA is the sole member and manager of Greenbriar LLC. In April 2013, Greenbriar USA became a member of Solar One, a limited liability company formed under the laws of the State of Delaware, owning 50% of the capital interest in the company.

Greenbriar's investment and development objectives are to maximize returns to its shareholders through the acquisition, management, development and possible sale of real estate.

OVERVIEW OF THE PROJECT

<u>Tehachapi Project</u>

On September 27, 2011 the Company acquired property in accordance with its acquisition agreement with Marks & Kilkenny LLC to acquire real property in Tehachapi, California, USA (the "Property"), as its qualifying transaction under the rules of the TSX Venture Exchange. The purchase price for the real property was US $1,040,000. The Property comprises of an aggregate of 160 acres divided into approximately 689 total lots. The Property's existing use is as vacant land, which land has been rezoned to permit the construction and development of multi-family apartments and / or single family residential homes.

The Property comprises one of the largest undeveloped areas of land within the City of Tehachapi boundaries, situated close to the central business district.

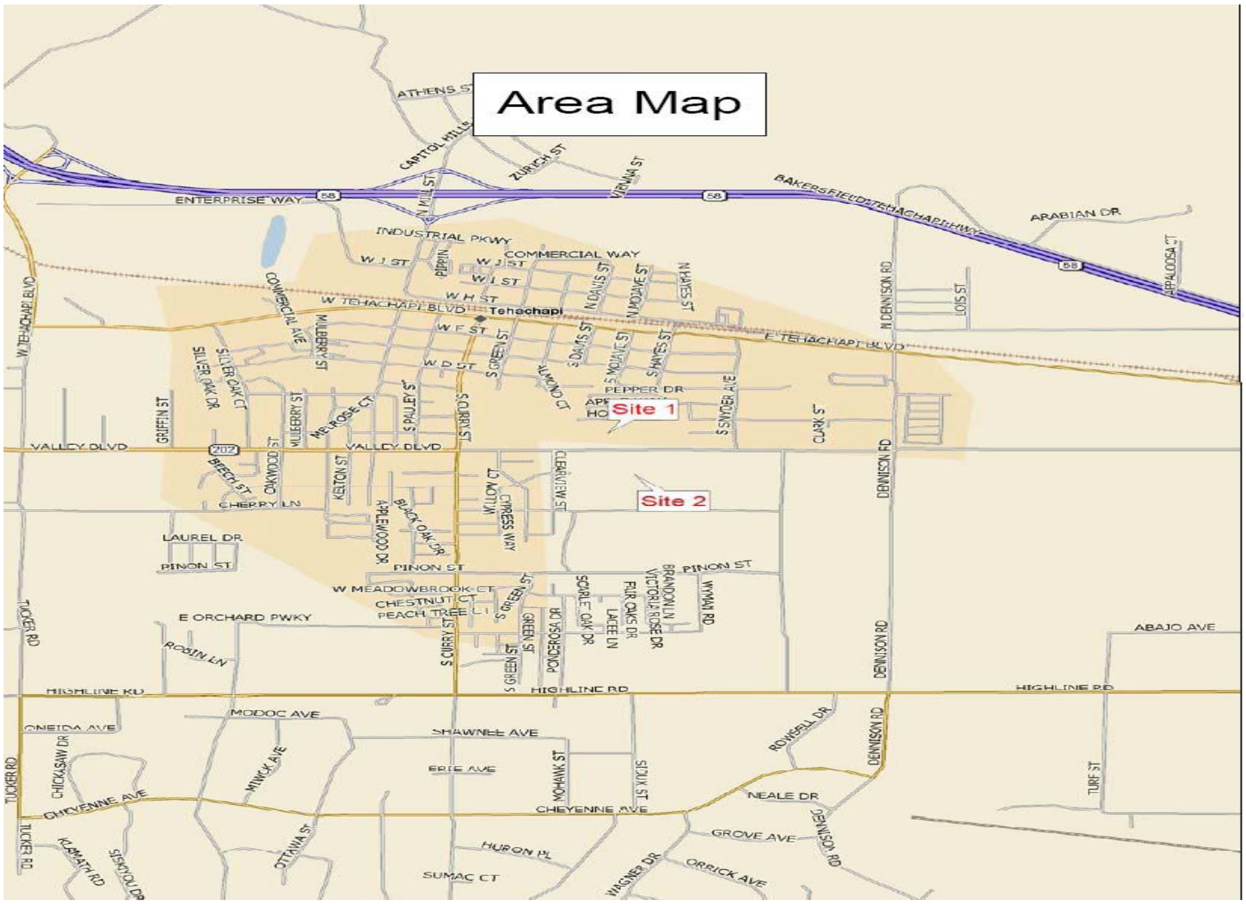
The Property is comprised of six parcels of undeveloped real property located within the City of Tehachapi. Tehachapi is located in Kern County on the edge of the Mojave Desert, approximately 35 miles east-southeast of Bakersfield, California.

The legal description of each parcel is as follows:

- Parcel 1 – APN 417-012-01 (approx. 32.97 acres)
- Parcel 2 – APN 417-012-28 (approx. 60 acres)

- Parcel 3 – APN 417-012-27 (approx. 20 acres)
- Parcel 4 – APN 417-012-25 (approx. 19.16 acres)
- Parcel 5 – APN 415-012-14 (approx. 28.75 acres)
- Parcel 6 – APN 415-012-15 (approx. 7.5 acres)

Parcels 1 through 4 (“Site 2”) are contiguous and aggregate approximately 132 acres of land on the south side of Cummings Valley Boulevard (State Highway 202), a major east – west thoroughfare through Tehachapi. The parcels lie immediately east of Clearview Street and immediately north of Pinon Street. The new Tehachapi High School, which opened its doors in 2003, is located immediately to the east of the parcels. A previous owner of these parcels had received Tentative Tract Map (“**TTM**”) approvals under TTM 6218 and TTM 6723 (discussed further below). Parcel 5 and 6 (“Site 1”) comprises approximately 36 acres and lies north of parcels 1 through 4, on the north side of Cummings Valley Boulevard. A previous owner of this parcel had received TTM approval under TTM 6909 (discussed further below). The location of the Property is identified in the map below:



Tentative Tract Maps 6218 and 6723

In 2004, a previous owner submitted a sub-division plan under TTM 6218 for a sub-division of the entire lands covered by Site 2. Zoning of these parcels was R-1 residential, which is defined in the Kern County Code of Ordinances as follows:

“The purpose of the Low-density Residential (R-1) district is to designate areas which will be suitable for traditional smaller lot, single-family homes and compatible uses. Maximum density is limited to ten (10) dwellings per net acre. Typically, the R-1 district will be characterized by the typical single-family subdivision. However, innovative low-intensity projects are allowed in combination with the Cluster (CL) combining district.”

On June 13, 2006, at a special meeting of the Tehachapi Planning Council approval was granted to split this TTM into two segments, as follows:

(A) The eastern portion of the parcels was reclassified as TTM 6723, and approval was given for a subdivision of 173 properties on 39.16 acres, with an R-1-8 zoning. The suffix “8” means that the minimum lot size within a subdivision is 8,000 square feet. However, there are two exceptions to the minimum lot size, as follows:
   1. If, for example, a proposed subdivision is adjacent to an existing subdivision and the existing subdivision is designed with lots that are predominantly 6,000 square feet to 6,500 square feet, then the proposed

subdivision can have a transitional density / lot size design of 7,000 square foot minimum rather than the required 8,000 square foot minimum; and

2. If the project is a relatively large subdivision in terms of the number of lots, the applicant can design a subdivision with an 8,000 square foot average lot size design rather than an 8,000 square foot minimum lot size design.

On a Tentative Tract Map application submitted by a previous owner of a related property, the average lot size was approximately 7,000 square feet and this was accepted by the City of Tehachapi's Community Development Director as falling within one of the two exceptions noted.

(B) The western portion of Site 2 retained the classification TTM 6218, but the zoning was changed from R-1 to R-2, allowing for increased density on this portion of the site. A portion of the site abutting Cummings Valley Road is zoned R-3, the highest residential density zoning classification.

R-2 zoning is defined in the Kern County Zoning Ordinances as follows:

> "The purpose of the Medium-density Residential (R-2) District is to designate areas for single family, duplex, and other medium-density multifamily residential uses. The maximum density allowed is sixteen (16) dwelling units per net acre. While single-family houses and duplexes typify this district, other innovative housing techniques, including clustering and zero lot line developments are permitted in combination with the Cluster (CL) Combining District."

R-3 zoning is defined in the Kern County Zoning Ordinances as follows:

> "The purpose of the High-density Residential (R-3) District is to designate areas appropriate for a variety of medium-density to high-density residential living environments, including apartments, townhouses and condominiums. The maximum density allowed is twenty nine (29) dwelling units per net acre. The R-3 District may only be applied to those urban areas of the County which have adequate utility, street, and public facility capacity."

R-2 zoning allows for a minimum lot size of 2,722 ft2, resulting in significantly higher density than R-1, while R-3 zoning allows for even greater density with a minimum lot size of only 1,500 ft2.

Pursuant to the Tehachapi Planning Department, tentative tract maps are originally approved for a two year period, requiring one year extension thereafter. The Tentative Tract Maps 6218 and 6723 obtained by a prior owner of the Property have expired and are no longer valid.

Tentative Tract Map 6909

In 2006 a previous owner submitted a sub-division plan under TTM 6909 for a sub division of the entire lands covered by Site 1. Zoning of this parcel is R-1-8 residential, which is defined above.

On August 24, 2006, at a special meeting of the Tehachapi Planning Commission approval was granted and approved for a subdivision of 89 properties on 25.96 acres, with an R-1-8 zoning. The suffix "8" means that the minimum lot size within a subdivision is 8,000 square feet. However, there are two exceptions to the minimum lot size, which exceptions are set out in the foregoing disclosure for TTM 6218 and TTM 6723.

On a tentative tract map application submitted by a previous owner of a related property, the average lot size was approximately 7,268 square feet. This was accepted by the Planning Commission. Tentative tract maps are originally approved for a two year period, requiring one year extension thereafter. Tentative Tract Map 6909 obtained by a prior owner of the Property has expired and is no longer valid.

Strategy

On June 23, 2011, the Company received a summary appraisal report from a registered U.S. real estate appraiser in accordance with the Uniform Standards and Professional Appraisal Practice for its property held for development and sale. The valuation was based on a "sales comparison approach" in which the appraiser determined the fair value as US $1,980,000 if the two sites were sold together and US $345,000 for site 1 and US $2,130,000 for site 2 if sold separately.

As of March 31, 2013, the Company had capitalized $1,092,246 for the property acquisition inclusive of $34,150 in conversion costs, land development and property taxes relating to project development.

The Company is currently in negotiations with a Buyer to sell the 160 acres of land.

SELECTED QUARTERLY INFORMATION

	Three Months Ended March 31,	
	2013 $	2012 $
Revenue	-	-
Net loss	(105,032)	(27,596)
Net loss per share - basic and diluted	(0.01)	0.00

	As at	
	March 31, 2013 $	December 31, 2012 $
Cash	700,616	652,962
Interest receivable	8,562	5,027.00
HST receivable	1,936	875
Prepaid expenses	8,025	-
Deposit	141,150	141,150.00
Property held for development and sale	1,092,246	1,065,460
Total assets	1,952,535	1,865,474
Total long term liabilities	-	-

RESULTS OF OPERATIONS

Expenses

	Three Months Ended March 31,		
	2013 $	2012 $	Variance $
Audit and tax	7,692	11,779	(4,087)
Bank charges	503	460	43
Foreign exchange	(27)	17	(44)
Legal	12,896	669	12,227
Office	3,843	-	3,843
Public company	6,102	3,391	2,711
Salaries	11,102	11,030	72
Share-based compensation	41,778	-	41,778
Travel	24,678	-	24,678
Total expenses	$108,567	$ 27,346	$ 81,221

Total expenses increased 297% to $108,567 for the three months ended March 31, 2013, compared to $27,346 for the comparative period. The increase can be attributed to the following:

Audit and tax
For the three months ended March 31, 2013, the Company incurred $7,692 (2012 - $11,779) of audit and tax expenses. The decrease relates to additional 2011 audit costs recognized in the three months ended March 31, 2012 as a result of an under accrual of audit costs in 2011.

Legal
For the three months ended March 31, 2013, the Company incurred $12,896 (2012 - $669) of legal expenses. The increase relates to advisory services on the sale of land and incentive stock options issued in 2013.

Office
For the three months ended March 31, 2013, the Company incurred $3,873 (2012 - $Nil) of office expenses. The increase relates to compensation for part-time office administration staff in 2013.

Public company
For the three months ended March 31, 2013, the Company incurred $6,102 (2012 - $3,391) of public company expenses as a result of increased news releases in 2013.

Share-based compensation
For the three months ended March 31, 2013, the Company incurred $41,778 (2012 - $Nil) of share-based compensation expenses. The increase relates to the issuance of stock options to a director of the Company in the current quarter.

Travel
For the three months ended March 31, 2013, the Company incurred $24,678 (2012 - $Nil) in travel expenses. The increase is attributable to travel expenses related to possible project developments.

Comprehensive Loss
For the three months ended March 31, 2013, comprehensive loss was $81,228 (2012 - $47,399) which were comprised of the following items:

- A net loss for the three months ended March 31, 2013 of $105,032 (2012 - $27,596); and
- Mark-to-market currency translation income (loss) for the three months ended of $23,804 (2012 – ($19,803).

SUMMARY OF QUARTERLY RESULTS

	Total Revenues $	Net loss For the Quarter $	Net loss Per Share Basic and Diluted $
March 31, 2013	-	(105,032)	(0.01)
December 31, 2012	-	(34,874)	(0.00)
September 30, 2012	-	(43,467)	(0.00)
June 30, 2012	-	(43,851)	(0.01)
March 31, 2012	-	(27,596)	(0.00)
December 31, 2011	-	(257,292)	(0.04)
September 30, 2011	-	(8,301)	(0.00)
June 30, 2011	-	(13,408)	(0.00)

Net loss in the quarter ended March 31, 2013 and December 31, 2011 was significantly greater than other quarters mainly due to the issuance of share-based compensation in that quarter.

Existing stock options have not been included in the computation of diluted loss per share because to do so would be anti-dilutive.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2013, the Company had cash of $700,616 (December 31, 2012 - $652,962) and working capital (current assets less current liabilities) of $784,752 (December 31, 2012 - $762,488).

On September 22, 2011 the Company closed a non-brokered private placement offering of 4,100,000 common shares at a price of $0.50 per share and also closed the arm's length acquisition of approximately 160 acres of vacant land located in the City of Tehachapi, California. Pursuant to the Offering, the Company raised gross proceeds of $2,050,000.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. The nature of the Company's business is the acquisition, management, development, and possible sale of real estate. The Company has been successful to date in acquiring its first property and is currently in negotiations to dispose of that property. The Company is also in negotiations with the possible development of 100 MW's of solar generation capacity in Puerto Rico and 80 MW's of wind generation in Utah. As the Company has no history of operations, earnings or revenues, the Company anticipates that existing cash resources and the funds resulting from the possible disposition of its property will be sufficient to cover its funding requirements for the ensuing year. If, however, it is unable to raise any additional funds it may require, it could have a material adverse effect on its financial condition. If the going concern basis was not appropriate for these condensed consolidated interim financial statements, then significant adjustments would be necessary to the carrying value of assets and liabilities, the reported statement of loss and comprehensive loss and the financial position classification.

To date the Company has relied entirely upon the sale of common shares and the exercising of warrants to provide working capital to fund its administration, overhead costs and project development.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

For the three months ended March 31, 2013, the Company paid $7,800 (2012 - $7,800) to its key management personnel.

CONTINGENCY AND CONTRACTUAL OBLIGATIONS

The Company employs two part-time employees and one part-time consultant, to develop the Property and manage the Company. If the part-time consultant were deemed to be an employee of the company, the Company could be contingently liable for employer related withholdings and costs.

The Company does not have any other contingent or contractual obligations.

RISKS & UNCERTAINTIES

Credit, Liquidity, Interest, Currency and Commodity Price Risk

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. As at March 31, 2013, the Company's financial instruments consist of cash, interest receivable, deposits, accounts payable and accrued liabilities. Cash is reported at fair value. The other amounts reflected in the balance sheet approximate their fair values due to their short-term nature.

The Company does not use derivative instruments or hedges to manage risks because the Company's exposure to credit risk, interest rate risk and currency risk is small.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk through its cash which is held in a large Canadian financial institution with an issuer credit rating of A+ by Standard & Poor's. The Company believes this credit risk is insignificant.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to short-term interest rates through the interest earned on cash balances and deposits; however, management does not believe this exposure is significant.

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable and accrued liabilities are all current. The Company ensures that it has sufficient capital to meet short-term financial obligations for the ensuring year.

Cash is stated at amounts compatible with those prevailing in the market, are highly liquid, and are maintained with prime financial institutions for high liquidity.

Real Property Ownership

All real property investments are subject to elements of risk. Such investments are affected by general economic conditions, local real estate markets, the attractiveness of the properties to residents, supply and demand for housing, and competition from other available housing and various other factors. Demand for residential real estate in the United States could be adversely affected by weakness in the national, regional and local economies, changes in supply of, or demand for, similar or competing properties in an area and the excess amount of units in a particular market. To the extent that any of these conditions occur, they are likely to affect market value for residential building lots, which could cause a decrease in the Company's future potential sales revenue from the Property.

CRITICAL ACCOUNTING JUDGEMENTS & ESTIMATES

The preparation of these condensed consolidated interim financial statements requires management to make judgments and estimates and form assumptions that affect the reporting amounts of assets and liabilities at the date of the financial statements and reporting amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

A detailed summary of all of the Company's significant accounting policies is included in Note 2 to the Consolidated Financial Statements for the year ended December 31, 2012.

Areas that often require significant management estimates and judgment include share-based compensation, warrants, going concern assessment, and income tax provisions. The following is an outline of the estimates that the Company considers as critical in the preparation of its financial statements:

(a) The Company has recorded stock based compensation using the *Black-Scholes Pricing Model*, which requires an assumption of the risk-free rate, expected lives of the stock options, and their related volatilities.
(b) The Company has recorded warrants using the *Black-Scholes Pricing Model,* which requires an assumption of the risk-free rate, expected lives of the warrants, and their related volatilities.
(c) Future income tax assets are recognized to the extent it is more likely than not they will be realized.

RECENT ACCOUNTING PRONOUNCEMENTS

These condensed consolidated interim financial statements have been prepared using the same accounting policies and methods of computation as the Company's annual consolidated financial statements for the year ended December 31, 2012. The adoption of the new and revised standards, amendments and interpretations issued by the IASB effective for periods beginning on or after January 1, 2013 has not had a material impact on the accounting policies, methods of computation or presentation applied by the Company.

Additional new or amended accounting standards that have been previously issued by the IASB but are not yet effective, and have not been applied by the Company, are as follows:

- Amendments to IAS 32 Offsetting financial assets and financial liabilities will be effective for annual periods beginning on or after January 1, 2014.
- IFRS 9 New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets and financial liabilities will be effective for annual periods beginning on or after January 1, 2015.

The Company is currently reviewing these standards and assessing the potential impact on the consolidated financial statements.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

There has been no change in the Company's internal controls over financial reporting that occurred during the most recently completed quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

LIMITATIONS OF CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any system of controls and procedures over financial reporting and disclosure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

OTHER MD&A REQUIREMENTS

Disclosure of Outstanding Share Data

Summary of Securities Issued During the Three Months Ended March 31, 2013

	Common Shares #	Common Shares $	Warrants #	Warrants $
Balance, December 31, 2012	10,800,000	2,156,836	287,000	59,981
Exercise of options (1)	100,000	19,043	-	-
Exercise of warrants (2)	157,000	111,312	(157,000)	(32,812)
Balance, March 31, 2013	11,057,000	2,287,191	130,000	27,169

(1) On March 1, 2013, 100,000 stock options were exercised at $0.10 per share.
(2) On January 23, 2013 and March 19, 2013, 143,500 and 13,500 warrants were exercised respectively at $0.50 per share.

Summary of Securities at the End of the Reporting Period

Authorized Capital: unlimited common shares without par value

Issued and Outstanding: 11,057,000 common shares

Description of Options and Warrants as at March 31, 2013

Type of Security	Number or Amount	Exercise or Conversion Price	Expiry Date
Stock Options	400,000	$0.57	November 28, 2016
Stock Options	250,000	$0.75	February 18, 2018
Total Stock Options	650,000		
Warrants	130,000	$0.50	September 22, 2013

Number and Recorded Value for Shares Issued and Outstanding

As at March 31, 2013 and May 14, 2013, the Company had 11,057,000 common shares outstanding having an average paid up value of $0.21 per share.

As at March 31, 2013 and May 14, 2013 the Company had 650,000 stock options and 130,000 warrants outstanding.

Total Number of Shares in Escrow or Subject to Pooling Agreement

A total of 3,048,000 shares are held in escrow, pursuant to an escrow agreement dated June 15, 2009.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

ADVISORY ON FORWARD-LOOKING INFORMATION

This Management's Discussion and Analysis contains certain forward-looking statements, including statements regarding the business and anticipated future financial performance of the Company, which involve risks and uncertainties. These risks and uncertainties may cause the Company's actual results to differ materially from those contemplated by the forward-looking statements. Factors that might cause or contribute to such differences include, among others, market price, continued availability of capital financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. Investors are also directed to consider other risks and uncertainties discussed in the Company's required financial statements and filings.

Forward-looking statements in this Management's Discussion and Analysis include references to:

- *Management's Development Strategy including estimated urban planner costs, timelines, marketing efforts and sales targets and timing.*