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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

**For the Quarterly Period Ended May 31, 2008**

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-28506

**TrackPower, Inc.**

(Exact Name of Small Business Issuer as Specified in Its Charter)

**Wyoming**

(State or Other Jurisdiction of Incorporation)

**13-3411167**

(I.R.S. Employer Identification No.)

**3565 King Road, Suite 102**  
**King City, Ontario, Canada L7B 1M3**  
(Address of Principal Executive Offices)

**(905) 833-9845**

(Issuer's Telephone Number, Including Area Code)

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: The number of shares of common stock outstanding as of July 15, 2008: 2,510,243,040

Transitional Small Business Disclosure format (Check one): Yes ☐ No ☒

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# TrackPower, Inc.

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## **PART I. Financial Information**

### **Item 1. Condensed Financial Statements.**

#### TRACKPOWER, INC. AND SUBSIDIARY Consolidated Balance Sheets (Unaudited)

	<u>Assets</u>	May 31, 2008	February 29, 2008
Current assets			
Cash and cash equivalents		\$ 29,169	\$ 110,522
Due from related parties (Note 2)		8,045	-
Total current assets		37,214	110,522
License rights (Note 3)		50,000	50,000
Total assets		<u>\$ 87,214</u>	<u>\$ 160,522</u>
	<u>Liabilities Stockholders' Deficiency and</u>		
Current liabilities			
Accounts payable		\$ 215,295	\$ 263,726
Due to related parties (Note 2)		300,851	212,000
Restructured related party liabilities (Note 4)		-	99,875
Accrued expenses			
Professional fees		53,760	34,000
Other		7,683	12,000
Total current liabilities		577,589	621,601
Total liabilities		<u>\$ 577,589</u>	<u>\$ 621,601</u>
Stockholders' deficiency			
Preferred stock, unlimited shares authorized, none outstanding		-	-
Common stock, \$.0001 par value; unlimited shares authorized, 2,510,243,040 shares issued and outstanding		251,024	98,530
Additional paid-in capital		33,732,382	30,137,832
Common stock subscribed		-	3,647,169
Accumulated deficit		(34,473,781)	(34,344,610)
Total stockholders' deficiency		(490,375)	(461,079)
Total liabilities and stockholders' deficiency		<u>\$ 87,214</u>	<u>\$ 160,522</u>

See notes to financial statements

TRACKPOWER, INC. AND SUBSIDIARY  
Consolidated Statement of Operations  
(Unaudited)

	<u>Three Months Ended May 31,</u>	
	<u>2008</u>	<u>2007</u>
Revenues	\$ -	\$ -
Costs and expenses		
Management fees - related party	78,919	60,000
Professional fees	8,855	4,397
General and administrative	41,397	19,989
Depreciation and amortization	-	382
Interest expense	-	26,466
Gain on disposal of marketable securities	-	(7,550)
Total costs and expenses	<u>129,171</u>	<u>103,684</u>
Net loss	(129,171)	(103,684)
Preferred dividends	-	60,493
Net loss applicable to common shareholders	<u>\$ (129,171)</u>	<u>\$ (164,177)</u>
Loss per share of common stock	<u>\$ (0.000)</u>	<u>\$ (0.0002)</u>
Weighted average number of common shares outstanding	<u>1,530,284,707</u>	<u>770,601,873</u>

See notes to financial statements

TRACKPOWER, INC. AND SUBSIDIARY  
Consolidated Statement of Changes in Stockholders' Equity/ (Deficiency)  
May 31, 2008  
(Unaudited)

	<u>Common Stock</u>		<u>Additional</u>	<u>Common</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Stock</u>	<u>(Deficit)</u>	
			<u>Capital</u>	<u>Subscribed</u>		
Balance February 29, 2008	985,305,540	98,530	30,137,832	3,647,169	(34,344,610)	(461,079)
Common stock private placement	15,000,000	1,500	103,500	(105,000)	-	-
Common stock issued pursuant to private placement associated with disposal of trade name	200,000,000	20,000	82,333	(102,333)	-	-
Common stock issued to settle preferred share obligations	1,220,000,000	122,000	3,317,836	(3,439,836)	-	-
Common stock issued pursuant to settlement with officers	89,937,500	8,994	90,881	-	-	99,875
Net loss for the three months ended May 31, 2008	-	-	-	-	(129,171)	(129,171)
<b>Balance May 31, 2008</b>	<b><u>2,510,243,040</u></b>	<b><u>251,024</u></b>	<b><u>33,732,382</u></b>	<b><u>-</u></b>	<b><u>(34,473,781)</u></b>	<b><u>(490,375)</u></b>

See notes to financial statements

TRACKPOWER, INC. AND SUBSIDIARY  
Consolidated Statement of Cash Flows  
(Unaudited)

	Three Months Ended May 31.	
	2008	2007
Operating activities		
Net (loss)	\$ (129,171)	\$ (103,684)
Adjustments to reconcile net (loss) to net cash (used) by operating activities:		
Depreciation and amortization	-	382
Gain on disposal of marketable securities	-	(7,550)
Changes in:		
Prepaid expenses	-	(20,160)
Due from/to related parties	80,806	141,739
Accounts payable and accrued expenses	(32,988)	(55,431)
Net cash (used) in operating activities	(81,353)	(44,704)
Investing activities		
Proceed on disposal of marketable securities	-	37,100
Net cash (used in) investing activities	-	37,100
Financing activities		
Net cash provided by financing activities	-	-
Increase (decrease) in cash and cash equivalents	(81,353)	(7,604)
Cash and cash equivalents, beginning of year	110,522	11,833
Cash and cash equivalents, end of year	\$ 29,169	\$ 4,229

Non-cash activities:

During the three months ended May 31, 2008 the Company:

1. issued 200,000,000 common shares valued at \$102,333 pursuant to a private placement associated with disposal of trade name.
2. issued 89,937,500 common shares valued at \$99,875 pursuant to settlement with officers.
3. issued 1,220,000,000 common shares valued at \$3,439,836 pursuant to settlement of preferred share obligations.
4. issued 15,000,000 common shares valued at \$105,000 pursuant to common stock subscribed.

During the three months ended May 31, 2007 the Company:

1. issued 10,000,000 shares of its common stock, valued at \$36,000 pursuant to a settlement agreement with the Company's former CEO

The Company did not make cash interest or tax payments during the three month period ended May 31, 2008 or 2007.

See accompanying notes to financial statements

TRACKPOWER, INC. AND SUBSIDIARY  
Notes to Condensed Consolidated Financial Statements  
May 31, 2008

**Note 1 - Summary of Significant Accounting Policies**

**Nature of Business**

Our present business strategy and direction is to develop and operate a horseracing video distribution venture in international markets.

**Basis of Presentation**

The accompanying unaudited consolidated financial statements of TrackPower, Inc. have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and item 310 (b) of Regulation S-B. Accordingly they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended May 31, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending February 28, 2009. For further information, refer to the financial statements and footnotes thereto included in the Company's annual report on Form 10-KSB for the fiscal year ended February 29, 2008.

**Going Concern**

The accompanying financial statements have been prepared assuming the Company will continue on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has suffered recurring losses from operations during its operating history. The ability of the Company to continue as a going concern is dependent upon obtaining future financing and profitable operations. Management is in the process of evaluating future business opportunities, which would generate revenue to sustain the operations of the Company. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the recoverability of assets and the fair value of common stock and other equity securities issued. Actual results could differ from those estimates.

**Note 2 - Due to/from Related Parties**

Periodically, the Company advances funds and pays expenses on behalf of related parties and funds are advanced and expenses are paid by related parties on behalf of the Company. These transactions result in non-interest bearing payables or receivables to related parties.

Amounts due from related parties were:

	May 31, 2008
Entities with common directors and/or officers	<u>\$ 8,045</u>

Amounts due to related parties were:

	<u>May 31, 2008</u>
Entities with common directors and/or officers	85,851
Former officer and director	215,000
Total	<u>\$300,851</u>

Amounts due to or from related parties are non-interest bearing, unsecured and do not have any specific repayment terms.

### **Note 3 – Licensing Rights**

During fiscal 2008, the Company acquired the exclusive licensing rights for Latin America for a horseracing proprietary video distribution service from Bettor Solutions Inc. Under the license the Company will share net revenues with Bettor Solutions Inc.

As of May 31, 2008 the Company had not yet begun to receive revenues under the arrangement, and therefore, the Company has not yet begun to amortize the intangible asset.

### **Note 4 - Restructuring of Liabilities and Preferred Stock**

On February 29, 2008, the Company entered into a series of agreements to restructure certain related party liabilities and Series A convertible preferred shares.

#### **Related Party Liabilities:**

The Company agreed to issue 89,937,500 common shares to existing and former officers and directors for past services provided of \$99,875. Such shares were issued in the three months ended May 31, 2008

#### **Series A Convertible Preferred Stock:**

The Company had \$3,000,000 principal value of 8% Series A convertible preferred share obligations and \$439,836 of accrued and unpaid dividends outstanding and the Company agreed to; 1) issue 1,220,000,000 restricted shares of its common stock valued at \$3,439,836, and 2) provide an earn out arrangement of ten percent (10%) of cumulative earnings before interest, taxes, depreciation and amortization paid in cash, quarterly, 45 days following fiscal quarter end, to a maximum of \$1,000,000, collectively, to the members and affiliates of Asolare II, LLC, ("Asolare") as full and complete settlement of its preferred share obligations including any related obligations of Asolare to its affiliates. The 1,220,000,000 restricted common shares were issued in the three months ended May 31, 2008.

### **Note 5 - Loss per Share**

Loss per common share is based on the weighted average number of shares outstanding during each period presented. Warrants to purchase stock are included as common stock equivalents only when dilutive.

### **Note 6 - Related Party Transactions**

During the three month period ended May 31, 2008, the Company paid \$78,919 in compensation to officers and directors as management fees for their services. The Company also issued 89,937,500 to officers in payment of obligations owed.



## **Item 2. Management's Discussion and Analysis or Plan of Operation.**

### **Forward Looking Statements**

Certain matters discussed in this Quarterly Report may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and as such may involve risks and uncertainties. These forward-looking statements relate to, among other things, expectations of the business environment in which the Company operates, projections of future performance, perceived opportunities in the market and statements regarding the Company's goals. The Company's actual results, performance, or achievements expressed or implied in such forward-looking statements may differ. We are under no duty to update, and do not undertake to update, any of the forward-looking statements contained in this quarterly report to conform them to actual results or to changes in our expectations.

### **Recent Developments**

On July 1, 2008 the Company announced at the next Annual Meeting of Shareholders, shareholders will be asked to consider and act upon a proposal to ratify and approve an Agreement and Plan of Merger providing for the merger of the Company with Gate to Wire Solutions, Inc., a Nevada corporation which is a newly formed special purpose wholly owned subsidiary of the Company.

### **Plan of Operations**

#### **Bettor Solutions Inc. Agreement**

On December 4, 2007, the Company announced that it entered into an agreement with Bettor Solutions Inc. (BSI) to jointly develop and market BSI's proprietary Video Distribution Service in Latin America.

This is TrackPower's first major step in a restructuring strategy, as it positions itself to offer a range of products and services to the Latin American marketplace. TrackPower and BSI are combining efforts to deliver a package of products, services and advisory expertise to racing and wagering interests to this region.

TrackPower obtained an exclusive license to operate the Video Distribution Service in Latin America in exchange for 50,000,000 shares of its common stock. Pursuant to the license, TrackPower and BSI agree to share the net profit from the video distribution and wager processing on a 50/50 basis. TrackPower will be responsible for the expenses associated with obtaining distribution agreements and BSI will be responsible for delivering the technology and operational support on a day-to-day basis. The initial term for the license runs until November 21, 2009 and may be extended for additional one-year terms.

The Company will need to raise additional cash to continue to pay its operating expenses in the next twelve months until the distribution from the new ventures exceed the day to day operating costs. The Company also plans to seek other racing and gaming opportunities in the United States.

The Company plans to raise additional funds, in the next twelve months, through the issuance of its common stock or through a combination of equity and debt security instruments. It is anticipated that the debt security instruments will have conversion features that would cause further dilution to existing shareholders.

### **Results of Operations**

#### **For the three month period ended May 31, 2008 and 2007**

Costs and expenses totaled \$129,171 during the three-month period ended May 31, 2008 approximately \$35,006 lower than during the three month period ended May 31, 2007. The Company experienced very little activity during the first quarter of the current year as management and directors transitioned our business strategy and direction to develop and operate a horseracing video distribution venture in international markets.

Professional and consulting fees for the three month period end May 31, 2008 was \$8,855 in comparison to \$4,397 for the prior year. For the three month period end May 31, 2008 the professional and consulting fees consisted of: \$6,500 in audit fees; \$1,990 in director fees; and \$365 in legal costs.

General and administrative expenses were \$41,397 during the three month period ended May 31, 2008 compared to \$19,989 during the three month period ended May 31, 2007. General and administrative expenses are substantially higher than the previous year due to managements transition of the company's business strategy. General and administrative expenses during the three month period ended May 31, 2008 included: 1) travel, meals and entertainment of \$17,312, 2) corporate promotion and advertising of \$12,145, 3) insurance of \$3,037, 4) foreign exchange losses of \$2,161 5) miscellaneous corporate costs of \$6,742.

Amortization decreased from \$382 during the three month period ended May 31, 2007 to \$nil during the current quarter.

Interest expense during the three month period ended May 31, 2008 was nil and \$26,466 in the prior year. Interest expense has been reduced due to the Company settling a 15%, \$700,000 promissory note.

The Company disposed of its remaining investment in Baymount securities during the three month period May 31, 2007.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of results of operations and financial condition are based upon the financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Management evaluates the estimates on an on-going basis, including those related to bad debts, investments, customer accounts, intangible assets, income taxes, and contingencies and litigation. Management bases its estimates on historical experience and on various other assumptions that they believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Note 2 of the "Notes to Financial Statements" of the Company's Annual Audited Financial Statements includes a summary of the significant accounting policies and methods used in the preparation of the financial statements. The following is a brief description of the more significant accounting policies and methods the Company uses.

#### **Fair Value of Financial Instruments:**

Cash, accounts payable, accrued expenses, note payable and loans receivable are carried in the financial statements at amounts which approximate fair value.

### **Financial Condition**

During the three month period ended May 31, 2008, total assets decreased from \$160,552 to \$87,214. The decrease is primarily the result of the loss from operations for the three month period and payment of liabilities.

The most significant asset of the Company is its license rights, which it carries at \$50,000 (unchanged since last fiscal year end).

The Company's liabilities declined from \$621,601 at the beginning of the year to \$577,589 at May 31, 2008. The decrease is primarily a result of the settlement with former officers and directors for past services provided in which the Company issued 89,937,500 common shares valued at \$99,875.

Accounts payable decreased from \$263,726 at the beginning of the year to \$215,293 at May 31, 2008.

Due to related parties increased from \$212,000 at February 29, 2008 to \$300,851 at May 31, 2008. Periodically, the Company are advanced and expenses are paid by related parties on behalf of the Company. Amounts due to related parties are unsecured, non-interest bearing and have no specific repayment terms.

The stockholders' deficiency increased from \$461,079 at February 29, 2008 to \$490,375 at May 31, 2008. The increase is substantially attributable to an increase in the accumulated deficit arising from the \$129,171 loss for the three month period ended May 31, 2008.

## **Liquidity and Capital Resources**

Operations were financed primarily through related parties with common officers and directors. During the three month period ended May 31, 2008, the Company used \$81,353 in cash from operating activities primarily as a result of operating losses and adjustments to working capital accounts. Related parties provide \$80,806 during the three month period ended May 31, 2008.

Cash provided by financing activities for the three month period ended May 31, 2008 totaled \$nil

The revenues of the Company during the three month period ended May 31, 2008 were zero therefore did not play a significant role in financing operations. The Company in the past has financed operations through the issuance of restricted equity securities and has occasionally relied heavily on that practice. There can be no assurance that the Company's ability to raise capital through private placements will continue.

Management is hopeful that the future business direction of the Company will substantially decrease the history of operating losses and provide the ability to improve the Company's liquidity. The Company will require additional capital over the next year in order to satisfy existing liabilities and to provide further capital contributions to its investments. Failure to obtain such capital could adversely impact the Company's operations and prospects.

### **Off-balance sheet arrangements.**

The Company does not have any off balance sheet arrangements.

### **Item 3. Controls and Procedures.**

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934 (the "Exchange Act"). Based on their evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

There have been no changes in the Company's internal controls over financial reporting during the Company's most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II. Other Information**

### **Item 2. Unregistered Sales of Equity Securities.**

The Company issued the following unregistered securities during the three month period ended May 31, 2007.

<b>Date</b>	<b>Securities Issued To</b>	<b>Number of Shares</b>
March 3, 2008	1677692 Ontario Ltd.	5,000,000
March 3, 2008	MMJM Investments Inc.	10,000,000
March 6, 2008	Gracom Holdings Ltd.	40,000,000
May 14, 2008	Carrie Weiler	16,645,833
May 14, 2008	Michael Connell	6,645,833
May 14, 2008	John Simmonds	115,145,834
May 14, 2008	Gary Hokkanen	20,000,000
May 14, 2008	Timothy Usher-Jones	57,350,000
May 14, 2008	Michael Usher-Jones	57,350,000
May 14, 2008	Shannon McCarthy	57,350,000
May 14, 2008	Shane McCarthy	57,350,000
May 14, 2008	Randi Atlin	18,792,200
May 14, 2008	Michael Scott	18,792,000
May 14, 2008	Paul Marsiglio	35,457,800
May 14, 2008	Catharine Doncaster	35,457,800
May 14, 2008	Dana Gilman	9,300,000
May 14, 2008	Margaret Bertram	9,300,000
May 14, 2008	Kenneth J. Adelberg	155,000,000
May 14, 2008	Graham Simmonds	100,000,000
May 14, 2008	Raymond Veeneman	10,000,000
May 14, 2008	Maury Ezra	17,500,000
May 14, 2008	Mark Gregory	100,000,000
May 14, 2008	David Tingley	25,000,000
May 14, 2008	Jim Anderson Professional Corp.	2,500,000
May 14, 2008	Glen Gregory	110,000,000
May 14, 2008	Helmut Biemann	7,500,000
May 14, 2008	Eric Rahn	10,000,000
May 14, 2008	Adam Szweras	5,000,000
May 14, 2008	Northmount Capital Corp.	25,000,000
May 14, 2008	Rosemary Gillespie	75,000,000
May 14, 2008	Raymond Veeneman	10,000,000
May 14, 2008	Morningside Capital Ltd.	75,000,000
May 14, 2008	The Woodham Group Inc.	22,500,000
May 14, 2008	Brimas Consulting Inc.	5,000,000
May 31, 2008	ETIFF Holdings LLC	200,000,000
<b>TOTAL</b>		<b>1,504,937,500</b>

### **Item 3. Defaults Upon Senior Securities**

None

**Item 6. Exhibits and Reports on Form 8-K**

**a) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *

(\*) Filed with this Report.

**b) Reports on Form 8-K**

On March 6, 2008, the Company filed form 8-K providing details in which it disposed of its remaining interest in American Racing and Entertainment LLC and restructured its preferred stock obligations.

**(Remainder of page left intentionally blank)**

## SIGNATURES

In accordance with the registration requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 14, 2008

By: /s/ John G. Simmonds

Name: John G. Simmonds

Title: President and Chief Executive  
Officer

Date: July 14, 2008

By: /s/ Gary N. Hokkanen

Name: Gary N. Hokkanen

Title: Chief Financial Officer  
(Principal Financial Officer)

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**Exhibit 31.1**

**Certification Pursuant to  
Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Amended**

I, John G. Simmonds, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TrackPower, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: July 14, 2008

By: /s/ John G Simmonds

Name: John G. Simmonds  
Title: President and Chief Executive  
Officer

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**Exhibit 31.2**

**Certification Pursuant to  
Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Amended**

I, Gary Hokkanen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TrackPower, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: July 14, 2008

By: /s/ Gary N Hokkanen

Name: Gary N. Hokkanen

Title: Chief Financial Officer  
(Principal Financial Officer)



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**Exhibit 32.1**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Quarterly Report of TrackPower, Inc. (the "Registrant") on Form 10-Q for the period ending May 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, John G. Simmonds, President and Chief Executive Officer of the Registrant, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: July 14, 2008

By: /s/ John G Simmonds

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Name: John G. Simmonds  
Title: President and Chief Executive  
Officer

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**Exhibit 32.2**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Quarterly Report of TrackPower, Inc. (the "Registrant") on Form 10-Q for the period ending May 31, 2008, , as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Gary Hokkanen, Chief Financial Officer of the Registrant, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: July 14, 2008

By: /s/ Gary N Hokkanen

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Name: Gary N. Hokkanen

Title: Chief Financial Officer  
(Principal Financial Officer)