CATCH THE WIND LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the three month and nine month periods from inception (January 1, 2008) to September 30, 2008

The following is management's discussion and analysis ("MD&A") of the consolidated results of operations, financial condition and cash flows of Catch the Wind Ltd. ("CWL") and Catch the Wind, Inc. ("CTW") for the three month and nine month periods ended September 30, 2008. This MD&A should be read in conjunction with the interim consolidated financial statements of CWL for the three month and nine month periods ended September 30, 2008 and the notes thereto. All statements have been prepared in accordance with Canadian GAAP and are expressed in US dollars. The effective date of this MD&A is November 28, 2008. For the purposes of this MD&A, CTW and CWL are sometimes collectively referred to as the "Company".

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, those factors identified in the 'Risk Factors' section of the filing statement the Company filed with regulatory authorities on September 9, 2008 (the "Filing Statement"). Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to accurately predict and many of which are beyond the Company's control. Past performance is no guarantee of future performance. The Company cannot predict all of the risk factors, nor can it assess the impact, if any, of such risk factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. We disclaim any intention or obligation to publicly update or revise any forward-looking statements after distribution of this MD&A, whether as a result of new information, future events or other circumstances, except as may be required pursuant to applicable securities laws.

Additional risk factor discussion can be found in the Company's continuous disclosure filings, reports and other filings with securities commissions and regulatory authorities in Canada and filed under the Company's profile on SEDAR at www.sedar.com.

Corporate Structure and Reverse Takeover

CTW was incorporated under the laws of the Commonwealth of Virginia on March 18, 2008. The Company operated as an unincorporated entity and affiliate of Optical Air Data Systems, LLC ("OADS"), a Virginia limited liability company, for the period from its inception (on January 1, 2008) to March 17, 2008.

CTW was established as a separate entity on January 1, 2008 to develop, manufacture and sell products based on light detection and ranging (LIDAR) technology developed by OADS, including the Vindicator remote wind sensing system. OADS chose to form a new entity for these activities effective January 1, 2008, as its other business activities, primarily contracting services for the U.S. government and others, involved different customers, activities and objectives.

On September 18, 2008, Bayview Public Ventures Inc. ("Bayview") acquired all of the outstanding shares of common stock of CTW through a merger of CTW and a wholly-owned subsidiary of Bayview (the "Qualifying Transaction"). For accounting purposes, the acquisition has been treated as a recapitalization of CTW with CTW as the acquirer (reverse acquisition). On July 30, 2008 and in contemplation of the Qualifying Transaction, CTW undertook a private placement of subscription receipts for gross proceeds of C$15,000,700. Each subscription receipt entitled the holder thereof to acquire one share of common stock of CTW immediately prior to the completion of the Qualifying Transaction, which was subsequently exchanged for one common share of Bayview as part of the completion of the Qualifying Transaction. Upon completion of the private placement and the Qualifying Transaction, there were 38,046,784 shares of common stock of Bayview outstanding, and Bayview was renamed “Catch the Wind Ltd.”.

As a result of the completion of the Qualifying Transaction, CTW became a wholly-owned subsidiary of CWL. The Company’s business is carried on in the name of “Catch the Wind, Inc.”. The historical financial statements prior to September 18, 2008, are those of CTW. The Company operates in one reportable segment. Substantially all of the Company’s assets are located in the United States of America.

CTW’s activities since inception have consisted primarily of company formation, capital raising, initial marketing related to the Vindicator remote laser wind sensing system and other organizational activities. To date, the Company has not earned any revenues or commenced its principal commercial operations, and is therefore considered to be in the development stage. The Company’s continued existence is dependent upon its ability to obtain sufficient financing during the development stage.

Management of OADS holds a majority of the membership interests in OADS and a majority of the common shares of CWL. OADS and CWL are, therefore, under common control and OADS is considered a related party for purposes of accounting under CICA Handbook Section 3840 "Related Party Transactions".

Overall Performance

Quarter highlights and summary

- As a development stage enterprise, the Company earned no revenue during the three months ended September 30, 2008, or for the nine months from inception (January 1, 2008) to September 30, 2008;
- Loss from operations was $476,528 for the three months ended September 30, 2008 and $762,641 for the nine months from inception (January 1, 2008) to September 30, 2008; and
- The Company’s cash and cash equivalents totaled $12,627,455 as at September 30, 2008.

Selected Consolidated Quarterly Financial Information

Results of Operations

The table below sets out the statement of operations for the three and nine month periods ended September 30, 2008. Given that CTW operated as an unincorporated entity and affiliate of OADS from inception (January 1, 2008) to March 17, 2008 and was incorporated on March 18, 2008, no prior period information is available. The information in these tables has been derived from the unaudited consolidated interim financial statements and accompanying notes for the three and nine month periods ended September 30, 2008. Each investor should read the following information in conjunction with those statements and related notes. The financial information for the three month and nine month periods ended September 30, 2008 has been prepared by management in accordance with Canadian GAAP and is expressed in US dollars:

The table below sets out the statement of operations for the three month and nine month periods ended September 30, 2008

	Three months ended 30-Sep-08 (unaudited)		Nine months ended 30-Sep-08 (unaudited)	
Statement of Operations Data:				
REVENUE	**$**	**-**	**$**	**-**
Expenses:				
Salaries & benefits	$	273,720	$	341,636
General & administrative	$	150,139	$	293,081
Professional fees	$	72,345	$	147,600
Interest on short-term borrowing	$	5,352	$	5,352
Foreign exchange gain	$	(25,028)	$	(25,028)
	$	476,528	$	762,641
Comprehensive income(loss) for the period	$	(476,528)	$	(762,641)
Supplemental Financial Data				
Loss per share	$	(0.02)	$	(0.03)
Weighted average number of shares outstanding		26,843,567		25,619,008
Balance Sheet Data:				
Cash and cash equivalents	$	12,627,455	$	12,627,455
Working Capital	$	10,979,028	$	10,979,028
Total Assets	$	14,447,028	$	14,447,028
Total Liabilities	$	2,039,783	$	2,039,783
Total Shareholders' equity	$	12,407,245	$	12,407,245

Revenue

The Company is a development stage enterprise and did not generate any revenue during the period from inception to September 30, 2008.

Operating Expenses

During the three and nine-month periods ended September 30, 2008, operating expenses were $476,528 and $762,641, respectively. These expenses include research costs related to the Company's "Racer's Edge" product development program, labor charges from OADS, trade show expenses, consulting fees, marketing and sales and the administration and overhead of our business, which includes accounting, legal and office expenses.

Salaries and benefits expense during the three and nine-month periods ended September 30, 2008, totaled $273,720 and $341,636, respectively. It is expected that salaries and benefits expense will increase from current levels during the next few quarters as the Company hires additional human resources to support its growth initiatives.

General and administrative expense during the three and nine-month periods ended September 30, 2008, totaled $150,139 and $293,081, respectively. It is expected that general and administrative expense will increase from current levels during the next few quarters to support overall business growth initiatives.

Professional fees expense during the three and nine-month periods ended September 30, 2008, totaled $72,345 and $147,600, respectively. It is expected that professional fee expense will increase from current levels during the next few quarters to support overall business growth initiatives.

The comprehensive loss for the three and nine month periods ended September 30, 2008 amounted to $476,528 and $762,641, respectively, or a loss per share of $0.02 and $0.03, respectively. The Company recorded a valuation allowance against the full value of its future tax assets at September 30, 2008 and, accordingly, did not reflect any future income tax benefit in its statement of loss and comprehensive loss for the period from inception to September 30, 2008.

Capital Expenditures

The Company had $4,033 in capital expenditures for the three and nine month periods ended September 30, 2008.

Liquidity and Capital Resources

During the three and nine month periods ended September 30, 2008, cash provided by operating activities amounted to $499,885 and $640,346, respectively, and was primarily attributable to the increase in accounts payable and accrued liabilities and deferred revenue, offset by the operating loss for these periods. Cash used in investing activities for these periods amounted to $962,512 and $1,595,154, respectively, arising from the increase in intangible assets of $958,479 and $1,591,121, respectively. Cash provided by financing activities for these periods was attributable to proceeds from issuance of common shares for $12,312,715 and the proceeds acquired during the reverse acquisition of $905,053, for the three and nine-month periods ended September 30, 2008, respectively.

The Company's principal uses of cash have been, and are expected to be, general and administrative expense, funds needed to complete development of the Vindicator remote laser wind sensing system and to build prototype units, research and development costs, capital expenditures and funds needed to support marketing and commercialization activities. Until the Company is able to generate sales or receive deposits from customers on confirmed orders, it will continue to rely on equity and debt financing to fund these requirements. The Company does not have any other commitments for material capital expenditures over the near term, and none are presently contemplated other than as disclosed in the Filing Statement and/or in connection with normal operating requirements. The Company does not anticipate a need for additional debt or equity financing during the remainder of 2008.

Commitments and Off-Balance Sheet Arrangements

As at September 30, 2008, the Company had no commitments for capital expenditures and no off-balance sheet arrangements. As disclosed in Note 10 to the interim consolidated financial statements of CWL for the three month and nine month periods ended September 30, 2008, CTW has a commitment to make royalty payments to OADS under the terms of a License Agreement between CTW and OADS dated September 3, 2008 (the "License Agreement").

Transactions with Related Parties

As noted earlier in this MD&A, CWL and OADS share common ownership. As such, CWL and OADS are under common control and OADS is considered a related party for purposes of accounting under CICA Handbook Section 3840 – "Related Party Transactions".

As disclosed in Note 10 to the interim consolidated financial statements of CWL for the three month and nine month periods ended September 30, 2008, under the terms of a services agreement between CTW and OADS dated September 3, 2008 (the "Services Agreement"), the Company currently relies upon OADS to provide it with engineering, research and development services related to the technology licensed by CTW from OADS under the License Agreement, as well as general administration support. As described further in the interim consolidated financial statements of CWL for the nine month period ended September 30, 2008, the financial statements of CWL for such period are materially affected by the associated labor charges for engineering, research and development, and general administration support.

As disclosed in Note 10 to the interim consolidated financial statements of CWL for the three month and nine month periods ended September 30, 2008, CTW has a commitment to make royalty payments to OADS under the terms of the License Agreement.

In addition, as disclosed in Note 9 to the interim consolidated financial statements of CWL for the three month and nine month periods ended September 30, 2008, effective September 1, 2008, CTW and OADS entered into a Sublease Agreement (the "Sublease Agreement") pursuant to which CTW leases certain office and support space from OADS for a period of one year commencing September 2008. CTW has the option to renew the Sublease Agreement for an additional term of 2 years. Rent is payable at $22.00 per square foot (including all utilities, taxes and common area amounts) and is subject to an annual escalation of 3% per option year. The payment under the Sublease Agreement is dependent upon the amount of space utilized and is estimated to be $36,000 for the first year. The Sublease Agreement is the Company's only lease commitment.

The Company believes the above related party transactions between CTW and OADS reflect fair market value and are substantially equivalent to the terms that would have been negotiated had the companies operated on an arm's length basis.

Due to Related Party

At September 30, 2008, the Company owed a balance of $1,013,031 to OADS arising from cash advances to CTW and direct expenditures paid by OADS on behalf of CTW (amounting to $364,495), OADS labor charges for the period from inception (January 1, 2008) to September 30, 2008 (amounting to $1,441,681), materials and other expenses (amounting to $243,017), rent expense (amounting to $3,038) and the balance owed to OADS for usage of OADS' aircraft (amounting to $37,200).

All balances payable to OADS are due on demand. During the period from inception (January 1, 2008) to September 30, 2008, CTW paid OADS a total of $1,076,400.

The expenditures paid on behalf of CTW included payment of transaction expenses relating to the completion of the private placement and the Qualifying Transaction, as well the costs of marketing activities, trade show attendance, Vindicator remote laser wind sensing system development and other activities performed on behalf of CTW. The costs incurred by OADS prior to December 31, 2007 related to the development of the Vindicator remote laser wind sensing system, the technology licensed from OADS under the License Agreement, and the ownership of patents held by OADS with respect thereto are not reflected in the interim consolidated financial statements of the Company for the three month and nine month periods ended September 30, 2008.

Indebtedness

The Company had no indebtedness during the period from inception (January 1, 2008) until September 30, 2008, except for the amounts owing to OADS, a related party, as described above. On August 11, 2008, CTW received a bridge loan in the amount of $1,000,000 from PNC Bank to fund its expenses (including expenses relating to the Qualifying Transaction), its working capital needs and to repay a portion of the balance due to OADS. The bridge loan bears interest at 5% per annum. Repayment of the bridge loan was secured by a first ranking security interest in substantially all of CTW's assets, and is guaranteed by OADS, Philip L. Rogers and Alisa Kramer Rogers. The bridge loan was repaid in September 2008 from the proceeds of the private placement undertaken by CTW.

Proposed Transactions

The Company does not have any proposed transactions to discuss at this time.

Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits with financial institutions and short-term, highly liquid investments purchased with original maturities of three months or less.

Stock-Based Compensation

The Company accounts for stock-based compensation granted to directors, officers, employees and third parties using the fair value method of accounting. Accordingly, the fair value of the options is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged over the vesting period, with an offsetting credit to contributed surplus, on a straight-line basis over the vesting periods. If and when the stock options are exercised, the applicable amounts of contributed surplus are transferred to share capital.

Loss per Share

Loss per share is calculated using the weighted-average number of shares outstanding. Diluted income (loss) per share is calculated using the treasury stock method. In order to determine diluted income (loss) per share, the treasury stock method assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase commons shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted income (loss) per share calculation. The diluted income (loss) per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

Inventory

The Company accounts for inventory in accordance with Canadian Institute of Chartered Accountants (CICA) Handbook Section 3031, “Inventories". Inventory, consisting principally of electronic and optical components used to manufacture the Vindicator remote wind sensor system and other LIDAR wind sensing technology, is carried at the lower of historical cost or net realizable value. Cost is determined using the first-in, first-out inventory basis, and includes the purchase price, import duties and other taxes, and transport expenses. Fixed and variable production overheads are systematically allocated to the carrying amount of inventory. At September 30, 2008, the inventory consisted primarily of parts and components for the Vindicator remote wind sensing system.

Use of Estimates

The preparation of interim consolidated unaudited financial statements in conformity with Canadian GAAP 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 interim consolidated unaudited financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates inherent in the preparation of the accompanying interim consolidated unaudited financial statements include the recoverability of amounts capitalized as intangible assets and inventory obsolescence, as well as stock-based compensation and accrued liabilities. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized from product sales when the significant risks and rewards of ownership of the product passes to the customer (which may either be at the time of shipment or upon delivery and acceptance by the customer, depending on the terms of sale), evidence of such arrangement exists, price is fixed and determinable, and collection is reasonably assured. Sales discounts and allowances are recorded in the period in which the sale occurs. The Company records advances received from customers as deferred revenue. As at September 30, 2008, the Company had deferred revenue of $200,000 with respect to deposits received from a customer for work carried out during the period.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method of tax allocation, future income taxes are determined based on the differences between financial reporting and tax bases of assets and liabilities. These income tax assets and liabilities are measured using the substantively enacted tax rates in which the income tax assets or liabilities are expected to be settled or realized. A valuation allowance is provided to the extent that it is more likely-than-not that future income tax assets will not be realized.

Intangible Assets

The Company capitalizes and amortizes the cost of intangible assets acquired over their estimated useful lives on a straight-line basis in accordance with CICA Handbook Section 3064 "Goodwill and Intangible Assets" unless such lives are deemed indefinite. Intangible assets are assessed each year for impairment with any impairment being recorded in the Statement of Operations in the period deemed impaired.

The Company incurs research and development expenditures related to the development of its products, including the Vindicator remote wind sensor system and other LIDAR wind sensing technology. The research and development activities are performed primarily by OADS, a related party, and are charged to CTW under the Services Agreement described in Note 10.

Research costs are expensed as incurred. Development costs are expensed as incurred, except when the costs associated with the process are clearly identified, the Company has indicated its intention to use the process, there is a clear defined future market and funding for continued development exists. In these circumstances, the costs are deferred and amortized on a systematic basis.

The Company routinely assesses whether the carrying values of its long-lived assets continue to be appropriate and have not been impaired. When an impairment has been identified for an individual asset or group of assets, the individual or group carrying value is adjusted to reflect the degree of impairment experienced, and ultimately to reflect the net realizable value to the Company on sale or abandonment.

The Company capitalizes certain costs incurred related to the development of its website in accordance with EIC-118 "*Accounting for Costs Incurred to Develop a Web Site*". The website development costs will be amortized over the estimated useful life of 3 years.

Since development of the website was completed during June 2008, the Company recorded amortization expense for the 3 month period from July 1, 2008 through September 30, 2008.

Stock Issuance Costs

Costs incurred in connection with the issuance of capital stock are netted against the proceeds received.

Financial Instruments

The Company follows the accounting and disclosure requirements of CICA Handbook Section 3855 "*Financial Instruments - Recognition and Measurement"*, Section 3862, "*Financial Instruments Disclosures*", and Section 3863, "*Financial Instruments - Presentation*."

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Settlement date accounting is used.

<u>Classification</u>

Cash and cash equivalents	Held for trading
Accounts receivable	Loans and receivables
Accounts payable and accrued liabilities	Other liabilities
Due to related party	Other liabilities

Held for trading financial assets are financial assets typically acquired for resale prior to maturity or that are designated as held for trading. They are measured at fair value at the balance sheet date. Fair value fluctuations including interest earned, interest accrued, gains and losses realized on disposal and unrealized gains and losses are included in other income. Financial liabilities designated as held for trading are those non-derivative financial liabilities that the Company elects to designate on initial recognition as instruments that it will measure at fair value through other interest expense. These are accounted for in the same manner as held for trading assets. The Company has not designated any non-derivative financial liability as held for trading.

Other liabilities are recorded at amortized cost using the effective interest method and include all financial liabilities, other than derivative instruments.

Transaction costs related to held for trading financial assets are expensed as incurred. Transaction costs related to available-for-sale financial assets, held-to-maturity financial assets, other liabilities and loans and receivables are added to the carrying value of the asset or netted against the carrying value of the liability and are then recognized over the expected life of the instrument using the effective interest method.

The Company uses the effective interest method to recognize interest income or expense which includes transaction costs or fees, premiums or discounts earned or incurred for financial instruments.

The carrying value of financial instruments approximates their fair value, due to the short-term nature of such amounts.

Capital Disclosures

The Company follows the provisions of Section 1535 of the CICA Handbook "*Capital Disclosures*", which established standards for disclosing information about an entity's capital and how it is managed to enable users of interim consolidated financial statements to evaluate the entity's objectives, policies and procedures for managing capital. This information is provided in Note 11 "Capital Disclosures".

Foreign Translation

The Company's presentation and functional currency is the United States dollar.

The Company owns monetary assets in Canada, and makes payments to certain of its vendors and suppliers in Canada. As such, monetary assets and liabilities are translated at the rate of exchange in effect on the balance sheet date, non-monetary items are translated at historical exchange rates and revenues and expenses are translated at the average rate of exchange for the period in which the transaction occurred. Exchange gains and losses are included in the determination of net income.

Future Accounting Changes

In March 2007, the CICA announced that Canadian publicly accountable enterprises will adopt International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") effective January 1, 2011. IFRS will require increased financial statement disclosure. Although IFRS uses conceptual framework similar to Canadian GAAP, differences in accounting policies will need to be addressed. The Company is currently assessing the impact IFRS will have on its interim consolidated unaudited financial statements. The transition from current Canadian GAAP to IFRS is a significant undertaking that may materially affect the Company's reported financial position and results of operations. Although, the Company has not completed development of its IFRS changeover plan, when finalized it will include an analysis of key Canadian GAAP differences and a phased plan to assess accounting policies under IFRS. The Company anticipates completing its project scoping, which will include a timetable for assessing the impact on data systems, internal controls over financial reporting, and business activities, during the first half of 2009.

In February 2008, the CICA issued Handbook Section 3064, "Goodwill and Intangible Assets", replacing Section 3062, "Goodwill and Other Intangible Assets" and Section 3450, "Research and Development Costs". Various changes have been made to other sections of the CICA Handbook for consistency purposes. The new Section will be applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. Accordingly, the Company will adopt the new standards for its fiscal years beginning January 1, 2009. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The Company is currently evaluating the impact of the adoption of this new Section on its consolidated financial statements.

Share Capital

As at the date of this MD&A, CWL has 38,046,784 shares of common stock issued and outstanding.

Risk Factors

Given the speculative nature of the business of the Company, an investment in the shares of CWL should only be considered by those persons who can afford a total loss of their investment. The risks presented below should not be considered to be exhaustive and may not be all of the risks that the Company may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. A fuller description of these and other risks and uncertainties that you should carefully consider are detailed in the Filing Statement. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of the risks described below or in our other filings occur, our business, financial condition, liquidity and results of operations could be materially harmed:

(a) CTW was only recently incorporated, has not commenced its commercial operations and, therefore, has no operating history upon which its business can be evaluated. As such, the Company's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. Such risks include the early stage development of the Vindicator remote laser wind sensing system, the Company’s ability to anticipate and adapt to its marketplace, the ability to attract customers and meet its targeted growth plan, and the ability to identify, attract and retain qualified personnel;

(b) Because CTW is a new company introducing a new product, the Company's revenues may be materially affected by the decisions, including timing decisions, of a relatively small number of customers;

(c) Certain duties within the Company's accounting and finance departments are not properly segregated due to the small number of individuals employed in these areas. These deficiencies may be considered to be a significant deficiency in internal control, or a material weakness resulting in a more than remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected;

(d) The Company will require additional financing to fund growth in working capital, to make further investments, or to complete development and begin commercial production of its products. The ability of the Company to arrange such financing in the future, if needed, will depend in part on prevailing capital market conditions and the financial success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on satisfactory terms;

(e) Competition within the industries in which the Company operates is intense and is expected to increase in the future as the wind energy market matures. Some of the Company's competitors have longer operating histories and greater financial and marketing resources than the Company. There is no assurance that the Company will be able to respond effectively or in a timely manner to the various competitive factors affecting the industries in which it operates;

(f) Changes to any of the laws, rules, regulations or policies to which the Company is subject could have a significant impact on the Company's business;

(g) Any liability for damages resulting from defects in, or malfunctions, of the Company's products or other costs incurred to remedy problems relating to the Company's products, such as recalls, could be substantial and could increase the Company's expenses and prevent growth of its business. The Company's products will be sold with a warranty, which could expose the Company to significant warranty expenses. Furthermore, a defect in, or malfunction of, any of the Company's products could result in tort or warranty claims. A well-publicized actual or perceived problem could adversely affect the market's perception of the Company's products. This could result in a decrease in demand for the Company's products, which could have a material adverse effect on its business, financial condition, liquidity and results of operations;

(h) CTW has licensed the technology which forms the basis of the Vindicator remote laser wind system from OADS pursuant to the terms of the License Agreement. In the event that CTW commits a material breach of its obligations under the License Agreement or made any material misrepresentation in anticipation of entering into the License Agreement and, after receiving notice of such breach or misrepresentation, CTW does not cure the relevant breach within sixty (60) days after receipt of such written notice, OADS may, at its discretion: (a) terminate the License Agreement; and/or (b) terminate the licenses granted to the Company under the License Agreement by giving written notice of termination to CTW. In addition, OADS may terminate the License Agreement in the event of the bankruptcy or insolvency of CTW. If the License

Agreement is terminated prior to the expiration of any licensed patent or copyright, all rights granted to CTW under the License Agreement shall cease and revert back to OADS, and CTW shall not be permitted to thereafter make, use, offer to sell, sell, or import any products derived from the licensed technology, including the Vindicator remote laser wind sensing system;

(i) The Company has not conducted a detailed assessment of any of the patent applications that OADS has filed and cannot verify if the disclosure provided in the specification of each patent application is enabling and sufficient to obtain enforceable patent rights in such jurisdiction;

(j) The Company has not conducted a freedom to operate or clearance assessment of its ability to use or exploit the patent rights or technology licensed under the License Agreement in any market. Such an assessment might uncover patent or other rights owned by third parties that could delay or halt the Company's ability to proceed with certain features of its products, and if that were the case, the Company might not be able to obtain a license to, or design around, such third party rights, if any;

(k) The Company will initially be highly dependent on OADS for maintaining and enhancing the technology which forms the basis of the Vindicator remote laser wind sensing system and any other products developed by CTW. In the event that OADS ceases for any reason to provide such services, or in the event of the termination of the Services Agreement, the Company may be unable to internally conduct its own research, development and engineering functions, and may be unable to reach satisfactory agreement with any other party to provide such services, which would have a material adverse effect on the Company’s business, results of operations and financial condition;

(l) The market for renewable energy products, specifically wind energy technology, is characterized by rapidly changing technology, evolving industry standards and increasingly diverse and sophisticated customer requirements. The introduction by competitors of products which may use new technology and any emergence of new industry standards could make the Company's products obsolete and unmarketable, or could exert price pressure on the Company's products. In order to succeed, the Company must be able to anticipate and respond quickly to such changes by developing or licensing new products or enhancing pre-existing technology. The Company cannot provide assurance that it will successfully develop or license new products or enhance pre-existing technology, that its products will receive market acceptance, or that the introduction of new products by others won't render the Company's technology and products obsolete. In order to remain competitive, the Company may be required to invest significantly greater resources than is currently projected in research and development and product enhancement efforts, which could result in increased operating expenses;

(m) The Company’s commercial success depends upon its ability to develop or license new or improved technologies and products, and to successfully obtain, defend or claim under license patent or other proprietary or statutory protection for these technologies and products in the U.S., the European Union and other countries. The Company will devote significant resources to protecting its proprietary technology and the technology licensed to CTW under the terms of the License Agreement with OADS. However, the Company may not be able to develop or license technology that is patentable, patents may not be issued in connection with its pending applications and allowed claims may not be sufficient to protect its technology or technology that it licenses from third parties, including OADS. Furthermore, any patents issued (whether owned by, or licensed to, the Company) could be challenged, invalidated or circumvented and may not provide proprietary protection or a competitive advantage;

(n) To date, the Company has not manufactured any of its products, including the Vindicator remote laser wind sensing system, on a high-volume basis. To meet the quality, price, engineering, design and production standards or production volumes required to successfully mass market its products, the Company will have to produce such products through large-scale, high-volume processes. These large-scale, high-volume manufacturing processes may require significant advances in manufacturing technology. The Company does not know whether or when it will be able to develop the manufacturing technology necessary to achieve efficient, large-scale, high-volume, low-cost manufacturing capability and processes; and

(o) The Company expects that its initial sales will be made to a small number of customers such as wind farm operators or turbine manufacturers. The concentration of the Company's sales to a few customers could make the Company more vulnerable to collection risk if one or more of these customers were unable to pay for the Company's products. Also, having such a large portion of its total net revenue concentrated in a few customers could reduce the Company's negotiating leverage with these customers.

Additional Information

Additional information related to the Company can be found on SEDAR at www.sedar.com.