

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-14** | Period of Report: **2012-11-30**
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FILER

Sky Harvest Windpower Corp.

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

FORM 10-Q

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

For the quarterly period ended November 30, 2012
or

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: 000-52410

SKY HARVEST WINDPOWER CORP.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

N/A
(I.R.S. Employer
Identification No.)

1200 West 73rd Avenue, 11th Floor, Vancouver, BC, Canada
(Address of principal executive offices)

V6P 6G5
(Zip Code)

(604) 267-3041
Registrant's telephone number, including area code

890 West Pender Street, Suite 710, Vancouver,
BC, Canada V6C 1J9
(Former name, former address and former fiscal year,
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

32,533,016 shares of common stock are issued and outstanding as of January 14, 2013 (including 15,680,016 shares of common stock reserved for issuance in exchange for certain outstanding exchangeable securities of the registrant).

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May 31, 2012

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Sky Harvest Windpower Corp.
(A Development Stage Company)
Consolidated Balance Sheets
(Expressed in US Dollars)
(Unaudited)

<TABLE>
<CAPTION>

	November 30, 2012	May 31, 2012
	-----	-----
	\$	\$
	<C>	<C>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	151,118	144,686
Other receivables	2,178	11,557
Prepaid expenses	7,509	882
	-----	-----
TOTAL CURRENT ASSETS	160,805	157,125
	-----	-----
Property and equipment, net (Note 4)	70,610	66,826
	-----	-----
TOTAL ASSETS	231,415	223,951
	=====	=====
LIABILITIES AND STOCKHOLDERS' DEFICIT		
LIABILITIES		
Accounts payable	191,125	159,070
Accrued liabilities	310	250
Due to related parties (Note 7)	128,264	86,003
Note payable (Note 5)	50,000	50,000
	-----	-----
TOTAL LIABILITIES	369,699	295,323
	-----	-----
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred Stock:		

Authorized: 10,000,000 shares, \$0.001 par value		
Issued and outstanding: 1 share (May 31, 2012 - 1 share)	--	--
Common Stock:		
Authorized: 100,000,000 shares, \$0.001 par value		
Issued and outstanding: 32,553,016 shares (May 31, 2012 - 32,553,016 shares)	32,553	32,553
Additional paid-in capital	6,707,278	6,707,278
Common stock subscribed (Note 11)	6,750	6,750
Stock subscriptions receivable	--	(49,500)
Accumulated other comprehensive loss	(62,449)	(16,917)
Deficit accumulated during the development stage	(6,822,416)	(6,751,536)
	-----	-----
TOTAL STOCKHOLDERS' DEFICIT	(138,284)	(71,372)
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	231,415	223,951
	=====	=====

</TABLE>

Continuing operations (Note 1)
Commitments and contingencies (Note 11)

(The accompanying notes are an integral part of these consolidated financial statements)

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Sky Harvest Windpower Corp.
(A Development Stage Company)
Consolidated Statements of Operations
(Expressed in US Dollars, except number of shares)
(Unaudited)

<TABLE>
<CAPTION>

	Accumulated from February 25, 2005 (Date of Inception) to November 30, 2012	For the Three months Ended November 30, 2012	For the Three months Ended November 30, 2011	For the Six months Ended November 30, 2012	For the Six months Ended November 30, 2011
	\$	\$	\$	\$	\$
<S>	<C>	<C>	<C>	<C>	<C>
EXPENSES					
Consulting fees	450,934	--	502	--	15,187
Engineering and development	585,614	17,086	50,675	32,691	123,968
Management fees (Note 7)	764,969	15,184	88,632	30,022	104,517
Professional fees	541,719	8,084	17,797	29,943	35,734
General and administrative	1,822,733	9,588	7,313	20,171	16,667
Acquired development costs	242,501	--	--	--	--
	-----	-----	-----	-----	-----
Operating loss	(4,408,470)	(49,942)	(164,919)	(112,827)	(296,073)
OTHER INCOME (LOSS)					
Impairment loss	(2,551,440)	--	--	--	--
Interest income	89,391	--	--	9	--
Foreign exchange gain (loss)	60,090	(8,633)	(41,808)	41,938	(48,722)
Settlement of debt	(11,987)	--	--	--	3,429
	-----	-----	-----	-----	-----
NET LOSS	(6,822,416)	(58,575)	(206,727)	(70,880)	(341,366)
	-----	-----	-----	-----	-----
OTHER COMPREHENSIVE INCOME (LOSS)					
Foreign currency translation adjustments	(62,449)	9,902	39,103	(45,532)	49,376
	-----	-----	-----	-----	-----
COMPREHENSIVE LOSS	(6,884,865)	(48,673)	(167,624)	(116,412)	(291,990)
	=====	=====	=====	=====	=====
NET LOSS PER COMMON SHARE					
- BASIC AND DILUTED		(0.00)	(0.01)	(0.00)	(0.01)
		=====	=====	=====	=====
WEIGHTED AVERAGE NUMBER OF COMMON STOCK OUTSTANDING		32,553,000	31,702,000	32,553,000	29,958,000
		=====	=====	=====	=====

</TABLE>

(The accompanying notes are an integral part of these consolidated financial statements)

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Sky Harvest Windpower Corp.
(A Development Stage Company)

Consolidated Statements of Cash Flows
(Expressed in US Dollars)
(Unaudited)
<TABLE>
<CAPTION>

	Accumulated from February 25, 2005 (Date of Inception) to November 30, 2012	For the Six months Ended November 30, 2012	For the Six months Ended November 30, 2011
	----- \$ ----- <C>	----- \$ ----- <C>	----- \$ ----- <C>
OPERATING ACTIVITIES			
Net loss for the period	(6,822,416)	(70,880)	(341,366)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	24,224	516	350
Stock-based compensation	1,609,565	--	(4,897)
Impairment loss	2,551,440	--	--
Loss (gain) on settlement of debt	11,987	--	(3,429)
Acquired development costs	242,501	--	--
Changes in operating assets and liabilities:			
Prepaid expenses	4,625	(6,627)	47,858
Accrued interest	244	--	--
Accounts payable and accrued liabilities	173,769	32,115	(9,075)
Account receivable	(20,535)	9,379	3,404
Note receivable	(280,000)	--	--
Due to related parties	65,030	41,072	(51,081)
	-----	-----	-----
NET CASH FLOWS (USED IN) PROVIDED BY OPERATING ACTIVITIES	(2,439,566)	5,575	(358,236)
	-----	-----	-----
INVESTING ACTIVITIES			
Purchase of equipment	(25,164)	(1,660)	--
Purchase of short-term investments	(2,472,839)	--	--
Redemption of short-term investments	2,493,484	--	--
Cash acquired from acquisition	21,016	--	--
	-----	-----	-----
NET CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES	16,497	(1,660)	--
	-----	-----	-----
FINANCING ACTIVITIES			
Proceeds from common stock issuances	2,415,249	49,500	492,500
Proceeds from (repayment of) related party loans	62,854	--	(144,536)
Proceeds from (repayment of) note payable	50,000	--	(10,324)
Proceeds from swing sale disgorgement	118,900	--	59,450
	-----	-----	-----
NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	2,647,003	49,500	397,090
	-----	-----	-----
Effect of exchange rate changes on cash	(72,816)	(46,983)	51,356
	-----	-----	-----
Increase in cash and cash equivalents	151,118	6,432	90,210
Cash and cash equivalents - beginning of period	--	144,686	23,465
	-----	-----	-----
CASH AND CASH EQUIVALENTS - END OF PERIOD	151,118	151,118	113,675
	=====	=====	=====
SUPPLEMENTARY DISCLOSURES:			
Interest paid	--	--	--
	=====	=====	=====
Income taxes paid	--	--	--
	=====	=====	=====
SIGNIFICANT NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Stock issuance for acquisition	2,601,077	--	--
	=====	=====	=====
Increase intangible asset due to acquisition	2,551,400	--	--
	=====	=====	=====
Accounts payable increased due to acquisition	30,986	--	--
	=====	=====	=====
Stock issuance for finders fee	8,250	--	--
	=====	=====	=====

</TABLE>

(The accompanying notes are an integral part of these consolidated financial statements)

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Sky Harvest Windpower Corp. (the "Company") was incorporated in the State of Nevada on February 25, 2005. The Company is a Development Stage Company, as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, DEVELOPMENT STAGE ENTITIES. Its activities to date have been limited to capital formation, organization, and development of its business plan for the exploration and development of wind power projects in Canada.

Effective July 13, 2009, the Company acquired all the outstanding common stock of Sky Harvest Windpower (Saskatchewan) Corp. ("Sky Harvest - Saskatchewan"), a private company incorporated under the laws of Canada.

On September 1, 2009, the Company completed a merger with its wholly-owned inactive subsidiary, Sky Harvest Windpower Corp., a Nevada corporation, which was incorporated solely to effect a change in the Company's name. As a result, the Company changed its name from Keewatin Windpower Corp. to Sky Harvest Windpower Corp.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, the successful exploitation of economically recoverable electricity in its wind power projects, and the attainment of profitable operations. As at November 30, 2012, the Company has accumulated losses of \$6,822,416 since inception. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to raise additional funds through debt and equity offerings. Management has yet to decide what type of offering the Company will use or how much capital the Company will attempt to raise and on what terms. There is however no assurance that the Company will be able to raise any additional capital through any type of offering on terms acceptable to the Company.

2. SIGNIFICANT ACCOUNTING POLICES

a. Basis of Accounting

The Company's consolidated financial statements are prepared using the accrual method of accounting. These consolidated statements include the accounts of the Company and its wholly-owned subsidiaries Keewatin Windpower Inc. and Sky Harvest - Saskatchewan. All significant intercompany transactions and balances have been eliminated. The Company has elected a May 31 year-end.

b. Interim Financial Statements

The interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Securities and Exchange Commission ("SEC") Form 10-Q. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended May 31, 2012, included in the Company's Annual Report on Form 10-K filed on August 22, 2012 with the SEC.

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Sky Harvest Windpower Corp.
(A Development Stage Company)
Notes to the Consolidated Financial Statements
November 30, 2012
(Expressed in US Dollars)
(Unaudited)

The consolidated financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at November 30, 2012, and the results of its operations and cash flows for the three months and six months ended November 30, 2012. The results of operations

for the three months and six months ended November 30, 2012, are not necessarily indicative of the results to be expected for future quarters or the full year.

3. RECENT ACCOUNTING PRONOUNCEMENTS

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

4. PROPERTY AND EQUIPMENT

			November 30, 2012	May 31, 2012
	Cost	Accumulated Depreciation	Net Carrying Value	Net Carrying Value
	-----	-----	-----	-----
	\$	\$	\$	\$
Computer equipment	7,750	(6,139)	1,611	310
Asset under construction	68,673	--	68,673	66,060
Wind tower equipment	22,116	(21,790)	326	456
	-----	-----	-----	-----
	98,539	(27,929)	70,610	66,826
	=====	=====	=====	=====

5. NOTE PAYABLE

During the year ended May 31, 2011, the Company received advances from third parties in the amount of \$60,324. During the year ended May 31, 2012, the Company repaid \$10,324. At November 30, 2012, advances of \$50,000 remain outstanding. The amount is unsecured, non-interest bearing and due on demand.

6. PREFERRED STOCK

On July 11, 2009, the Company entered into a voting and exchange trust agreement among its subsidiary, Keewatin Wind Power Corp., and Valiant Trust Company (Valiant Trust) whereby the Company issued and deposited with Valiant Trust one special preferred voting share of the Company in order to enable Valiant Trust to execute certain voting and exchange rights as trustee from time to time for and on behalf of the registered holders of the preferred shares of Keewatin Wind Power Corp. Each preferred share of Keewatin Wind Power Corp. is exchangeable into one share of common stock of the Company at the election of the shareholder, or, in certain circumstances, of the Company.

As of November 30, 2012, the Company had issued 885,000 shares of common stock to holders of 885,000 shares of exchangeable preferred shares of its subsidiary Keewatin Wind Power Corp., pursuant to them exercising their exchange rights. As of November 30, 2012, there were 15,680,016 outstanding exchangeable shares (May 31, 2012 - 15,680,016 shares).

As the exchangeable shares have already been recognized in connection with the acquisition of Sky Harvest - Saskatchewan, the value ascribed to these shares on exchange is \$Nil.

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Sky Harvest Windpower Corp.
(A Development Stage Company)
Notes to the Consolidated Financial Statements
November 30, 2012
(Expressed in US Dollars)
(Unaudited)

7. RELATED PARTY TRANSACTIONS

a) During the six months ended November 30, 2012, the Company incurred \$30,023 (2011 - \$30,657) to a company controlled by the President and principal shareholder of the Company for management services. As at November 30, 2012, the Company is indebted to that company and the Company's President for \$60,124 (May 31, 2012 - \$21,080), which is non-interest bearing, unsecured and due on demand.

b) On June 18, 2010, the Company entered into a loan agreement with a director for \$27,000 which is payable within three months a written demand is received from the note holder. The amount is unsecured and bears interest at 15% per annum. As at November 30, 2012, accrued interest of \$9,942 was recorded. During the year ended May 31, 2011, the Company received an advance of \$71,454 (CDN\$71,000) from the same director. During the year ended May 31, 2012, the Company repaid \$40,256 (CDN\$40,000). At November 30, 2012, \$31,198 (CDN\$31,000) is unsecured, non-interest bearing and has no terms of repayment.

These related party transactions are recorded at the exchange amount, being the

amount established and agreed to by the related parties.

8. COMMON STOCK

During the six months ended November 30, 2012, the Company received stock subscriptions of \$49,500 for 198,000 shares of common stock issued on May 29, 2012.

9. STOCK BASED COMPENSATION

On September 11, 2009, the Company's board of directors adopted the 2009 Stock Option Plan ("2009 Plan") which provides for the granting of stock options to acquire up to 2,900,000 common shares of the Company to eligible employees, officers, directors and consultants of the Company. At November 30, 2012, the Company had 1,650,000 shares of common stock available to be issued under the Plan.

On March 10, 2011, the Company's board of directors adopted the 2011 Stock Option Plan ("2011 Plan") which provides for the granting of stock options to acquire up to 5,000,000 common shares of the Company to eligible employees, officers, directors and consultants of the Company. At November 30, 2012, the Company had 1,410,000 shares of common stock available to be issued under the Plan.

The following table summarizes the continuity of the Company's stock options:

<TABLE>
<CAPTION>

	Number of Options -----	Weighted Average Exercise Price ----- \$	Weighted-Average Contractual Term (years) -----	Aggregate Remaining Intrinsic Value ----- \$
<S>	<C>	<C>	<C>	<C>
Outstanding: May 31, 2011	3,183,334	0.23		
Granted	990,000 -----	0.10 ----		
Outstanding: May 31, 2012 and November 30, 2012	4,173,334 =====	0.20 =====	3.34 =====	-- =====
Exercisable: November 30, 2012	4,173,334 =====	0.20 =====	3.34 =====	-- =====

</TABLE>

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Sky Harvest Windpower Corp.
(A Development Stage Company)
Notes to the Consolidated Financial Statements
November 30, 2012
(Expressed in US Dollars)
(Unaudited)

At November 30, 2012, there was \$nil of unrecognized compensation costs related to non-vested share-based compensation arrangements granted under the 2009 Plan and 2011 Plan.

10. JOINT VENTURE

On February 3, 2012, the Company and its joint venture partner incorporated a British Columbia corporation under the name Levant Energy Inc. ("Levant") for the purposes of developing underground natural gas storage plants in the Republic of Turkey. The Company will initially hold a 65% interest in Levant by investing \$500,000. The investment is subject to certain conditions, including completion of further equity or debt funding in order to finance acquisition. The Company's joint venture partner will hold the remaining 35% interest in Levant. At November 30, 2012, the Company and its joint venture partner have not made any contribution to Levant and operations have not yet begun.

11. COMMITMENTS AND CONTINGENCIES

a) On February 23, 2009, the Company entered into a consulting agreement with a consultant (the "Consultant"). Pursuant to the agreement, the Consultant provided investor relations services for the Company from February 24, 2009 to July 5, 2009. In consideration for the investor relations services, the Company agreed to pay the Consultant \$5,000 per month and to issue 15,000 shares of the Company's common stock. At November 30, 2012, the fair value of the 15,000 shares issuable was \$6,750 and is included in common stock subscribed.

b) On February 3, 2012, the Company entered into a consulting agreement with a consultant. Pursuant to the agreement, the consultant will introduce the Company potential acquisition and investment opportunities in the energy sector, as well as any related sectors. If the Company completes an acquisition of any interest in any company or assets as a result of the consultant's introduction to investment opportunity, the Company shall pay the consultant a success fee equal to 10% of the value of the transaction in shares of the Company's common stock. The Company may also pay such success fees in cash, or a combination of shares and cash. If the Company completes transactions as a result of the consultant's introductions with an aggregate value of at least \$3,000,000, including any concurrent financings, the consultant shall have the option to cause the Company to enter into an employment agreement with him, join the Company's Board of Directors, and be appointed as the Company's President and Chief Executive Officer. The term of the agreement is three years.

12. SUBSEQUENT EVENTS

In accordance with ASC 855, SUBSEQUENT EVENTS, the Company has evaluated subsequent events through the date of issuance of the unaudited interim consolidated financial statements. Subsequent to the fiscal period ended November 30, 2012, the Company did not have any material recognizable subsequent events.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read together with our Consolidated Financial Statements and the Notes to those statements included elsewhere in this quarterly report on Form 10-Q and the Consolidated Financial Statements and the Notes to those statements included in our Form 10-K for the year ended May 31, 2012. Certain statements contained herein constitute "forward-looking statements" as defined in the U.S. Private Securities Litigation Reform Act of 1995. In some cases forward-looking statements can be identified by terminology, such as "believes," "anticipates," "expects," "estimates," "plans," "may," "intends," or similar terms. These statements appear in a number of places in this Form 10-Q and include statements regarding the intent, belief or current expectations of our company, its directors or its officers with respect to, among other things: (i) trends affecting our financial condition or results of operations, (ii) our business and growth strategies and (iii) our financing plans. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors", that may cause our company's or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur.

Our consolidated financial statements are stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles. In this quarterly report, unless otherwise specified, all references to "common shares" refer to the common shares in our capital stock and the terms "we", "us" and "our", "the Company" and "Sky Harvest" mean Sky Harvest Windpower Corp., a Nevada corporation and its subsidiaries.

CORPORATE OVERVIEW

We were incorporated in the State of Nevada on February 25, 2005. We are a development stage company in the business of electrical power generation through the use of wind energy. We have not generated any revenue from operations since our incorporation. We do not anticipate earning any revenue until the completion of an environmental assessment on our properties, securing a power purchase agreement and erecting and commissioning wind turbines on our properties, of which there is no guarantee.

RESULTS OF OPERATIONS

The following summary of our results of operations should be read in conjunction with our unaudited interim consolidated financial statements for the fiscal quarter ended November 30, 2012, which are included herein.

<TABLE>
<CAPTION>

	Three months ended November 30,			
	2012	2011	Increase/ (Decrease)	
	----- \$	----- \$	----- \$	----- %
<S>	<C>	<C>	<C>	
Revenue	0	0	0	N/A
Expenses	49,942	164,919	(114,977)	(69.7%)
Foreign exchange (gain) loss	8,633	41,808	(33,175)	(79.4%)
Interest income	0	0	0	N/A
Net Loss	58,575	206,727	(148,152)	(71.7%)

	Six months ended November 30,			
	2012	2011	Increase/ (Decrease)	
	----- \$	----- \$	----- \$	----- %
Revenue	0	0	0	N/A
Expenses	112,827	296,073	183,246	61.9%
Foreign exchange (gain) loss	(41,938)	48,722	(90,660)	N/A
Interest income	(9)	0	(9)	N/A
Settlement of debt	0	(3,429)	3,429	100%
Net Loss	70,880	341,366	(270,486)	(79.2%)

</TABLE>

REVENUES

We recorded a net operating loss of \$58,575 for the fiscal quarter ended November 30, 2012 and have an accumulated deficit of \$6,822,416 since inception. We have had no operating revenue since our inception on February 25, 2005 through to the fiscal quarter ended November 30, 2012. We anticipate that we will not generate any revenue while we are a development stage company.

EXPENSES

Our expenses for the three and six months ended November 30, 2012 and 2011 are outlined below:

<TABLE>
<CAPTION>

	Three months ended November 30,			
	2012	2011	Increase/ (Decrease)	
	----- \$	----- \$	----- \$	----- %
<S>	<C>	<C>	<C>	
Consulting fees	0	502	(502)	(100.0%)
Engineering and development	17,086	50,675	(33,589)	(66.3%)
Management fees	15,184	88,632	(73,448)	(82.9%)
Professional fees	8,084	17,797	(9,713)	(54.6%)
General and administrative	9,588	7,313	2,275	31.1%
Net Operating Loss	49,942	164,919	(114,977)	(69.7%)

</TABLE>

<TABLE>
<CAPTION>

	Six months ended November 30,			
	2012	2011	Increase/ (Decrease)	
	----- \$	----- \$	----- \$	----- %
<S>	<C>	<C>	<C>	<C>
Consulting fees	0	15,187	(15,187)	(100.0%)
Engineering and development	32,691	123,968	(91,277)	(73.6%)
Management fees	30,022	104,517	(74,495)	(71.3%)
Professional fees	29,943	35,734	(5,791)	(16.2%)
General and administrative	20,171	16,667	3,504	21.0%
Net Operating Loss	112,827	296,073	(183,246)	(61.9%)

</TABLE>

Consulting expenses decreased by \$502 in the three month period ended November 30, 2012 compared to the three month period ended November 30, 2011, and by

\$15,187 in the six month period ended November 30, 2012 compared to the six month period ended November 30, 2011. We have not paid any consulting fees during the current fiscal year.

Engineering and development expenses decreased by \$33,589 in the three month period ended November 30, 2012 compared to the three month period ended November 30, 2011, and by \$91,277 in the six month period ended November 30, 2012 compared to the six month period ended November 30, 2011. This decrease is a result of a decline in development and maintenance work on our wind power projects.

Management fees decreased by \$73,448 in the three month period ended November 30, 2012 compared to the three month period ended November 30, 2011, and by \$74,495 in the six month period ended November 30, 2012 compared to the six month period ended November 30, 2011. This decrease relates to a decrease in fees paid to William Iny, our president and one of our directors, for management services.

Professional fees, consisting primarily of legal and accounting costs, decreased by \$9,713 in the three month period ended November 30, 2012 compared to the three month period ended November 30, 2011, and decreased by \$5,791 in the six month period ended November 30, 2012 compared to the six month period ended November 30, 2011. This decrease was due to lower accounting and legal costs that we incurred in the quarter.

General and administrative expenses increased by \$2,275 in the three month period ended November 30, 2012 compared to the three month period ended November 30, 2011, and by \$3,504 in the six month period ended November 30, 2012 compared to the six month period ended November 30, 2011.

FOREIGN EXCHANGE (GAIN) LOSS

Foreign currency transactions are primarily undertaken in Canadian dollars. Foreign exchange gains and losses arise from the translation of transactions in Canadian dollars into US dollars. Foreign currency exchange rates fluctuate, and gains and losses resulting from these fluctuations recognized as they occur. Company has not, to the date of this report, utilized derivative instruments to offset the impact of foreign currency fluctuations.

INTEREST INCOME

We generated nominal interest of \$9 in the six month period ended November 30, 2012. The Company has redeemed funds previously held in term deposits in order to fund development of its wind power projects and continued corporate operations.

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LIQUIDITY AND CAPITAL RESOURCES

Our financial condition as at November 30, 2012, and May 31, 2012, our fiscal year end, and the changes for on those dates are summarized as follows:

WORKING CAPITAL

	November 30, 2012	May 31, 2012	Increase/(Decrease)	
	-----	-----	-----	-----
	\$	\$	\$	%
Current Assets	160,805	157,125	3,680	2.3%
Current Liabilities	369,699	295,323	74,376	25.2%
Working Capital	(208,894)	(138,198)	(70,696)	(51.2%)

The \$70,696 decrease in our working capital position from May 31, 2012, the date of our most recently fiscal year end, to November 30, 2012 was primarily due to operating expenses that we have incurred since the beginning of the current fiscal year. Subsequent to May 31, 2012, we received \$49,500 in proceeds relating to a private placement that we announced in the prior fiscal year.

CASH FLOWS

<TABLE>
<CAPTION>

	Six months ended November 30,			
	2012	2011	Increase/(Decrease)	
	-----	-----	-----	-----
	\$	\$	\$	%
<S>	<C>	<C>	<C>	<C>
Cash Flows from (used in) Operating Activities	5,575	(358,236)	363,811	N/A
Cash Flows provided by (used in) Investing Activities	(1,660)	0	(1,660)	(100%)

Cash Flows provided by Financing Activities	49,500	397,090	(347,590)	(87.5%)
Effect of exchange rate changes on cash	(46,983)	51,356	(98,339)	N/A
	-----	-----	-----	-----
Net increase (decrease) in cash during period	6,432	90,210	(83,778)	(92.9%)
	-----	-----	-----	-----

</TABLE>

During the six months ended November 30, 2012, we received net cash flows from operating activities in the amount of \$5,575.

The \$49,500 in cash flows provided by financing activities during the six months ended November 30, 2012 consisted of private placement proceeds.

DISCLOSURE OF OUTSTANDING SHARE DATA

WARRANTS

None

SHARE OPTIONS

From time to time, we have granted stock options to directors, officers and key advisors to acquire shares of our common stock.

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A summary of our stock option activity is as follows:

	Number of Options -----	Weighted Average Exercise Price ----- \$
Balance as at May 31, 2011	3,183,334	0.23
Granted	990,000	0.10
	-----	-----
Outstanding: May 31, 2012 and November 30, 2012	4,173,334	0.20
	-----	-----
Exercisable: November 30, 2012	4,173,334	0.20
	=====	=====

FUTURE FINANCINGS

We recorded a comprehensive loss of \$48,673 for the three month period ended November 30, 2012 and have an accumulated deficit of \$6,822,416 since inception. As of November 30, 2012 we had cash and cash equivalents totaling \$151,118 (May 31, 2012 - \$144,686).

As of the date of this report, management anticipates that we will require at least \$750,000 to fund our corporate operations and wind power property development program for the next 12 months. As well, we will require approximately an additional \$370,000 to cover our current outstanding liabilities. Accordingly, we do not have sufficient funds to meet our planned expenditures over the next 12 months. In addition, we will require further financing in order to fund our anticipated expenses for the construction of the proposed wind turbine project.

We have begun sourcing additional debt or equity financing to cover the balance of the anticipated costs for the next 12 months. However, there is no assurance that we will successfully complete this financing. We have not had any specific communications with any representative of a debt financing institution regarding our proposed wind power project. We will only be able to secure debt financing for wind turbines if we are able to prove that an economic wind resource exists on a site over which we have acquired the rights to erect turbines and that we have negotiated a power purchase agreement with a credit-worthy counter-party.

We anticipate continuing to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing shareholders. We may also seek to raise additional cash by the issuance of debt instruments. As of the date of this report, there is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our exploration and development activities during the next 12 month period.

OFF BALANCE SHEET ARRANGEMENTS

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

RISKS RELATED TO OUR BUSINESS

IF WE DO NOT OBTAIN ADDITIONAL FINANCING OUR BUSINESS WILL FAIL.

Over the next 12 months, we expect to spend approximately \$250,000 on administrative costs, including management fees payable to our President, professional fees and general business expenses, including costs related to complying with our filing obligations as a reporting company. As our operations

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become more complex, it is anticipated that these costs will increase. We also expect to incur a further \$65,000 in pre-development costs related to our wind power projects.

As of the date of this report, we do not have sufficient cash on hand to fund these expenditures. We will need to raise additional debt or equity financing in order to cover remaining business costs.

BECAUSE WE HAVE NOT COMMENCED BUSINESS OPERATIONS, WE FACE A HIGH RISK OF BUSINESS FAILURE.

We have not yet commenced business operations as an independent power producer; accordingly, we have no way to evaluate the likelihood that our business will be successful. We were incorporated on February 25, 2005 and to date have been involved in conducting land assessments, acquiring leasehold interests in properties having the potential for wind power development, raising financing and completing wind, environmental and community assessments.

Potential investors should be aware of the difficulties normally encountered by development stage companies and the high rate of failure of such enterprises. Prior to earning revenue, of which there is no assurance, we will likely incur significant costs and expect to incur significant losses in the foreseeable future. If we are unable to acquire a property interest and erect a wind farm on our property, we will not earn profits nor be able to continue operations.

BECAUSE OUR CONTINUATION AS A GOING CONCERN IS IN DOUBT, WE WILL BE FORCED TO CEASE BUSINESS OPERATIONS UNLESS WE CAN GENERATE PROFITABLE OPERATIONS IN THE FUTURE.

We have incurred losses since our inception. Further losses are anticipated in the development of our business. As a result, there is substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent in the short to medium term on our ability to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due, and in the longer term, on upon our ability to generate profitable operations in the future. If we cannot raise financing to meet our obligations, we will be insolvent and will cease business operations.

IF WE ARE NOT ABLE TO OBTAIN AN INTEREST IN A SUITABLE PROPERTY WITH A POTENTIAL WIND RESOURCE, OUR BUSINESS WILL FAIL.

Third parties own the lands on which we will seek to construct wind projects. We have entered into land lease agreements covering approximately 15,520 acres that relate to our primary project, which is located in southwestern Saskatchewan, which we refer to as the Sky Harvest Project. These agreements allow us to erect wind turbines and install ancillary equipment, subject, in certain circumstances, to the payment of lease payments prior to construction of the project. Even though we own leasehold interests in these properties, we may not be able to obtain the financing necessary to complete lease obligations. If we are unable to maintain our property interests, our business will fail.

We will need to enter into land leases or other appropriate agreements in order to erect wind turbines and install ancillary equipment on the Keewatin Project and Matador Project sites, which are also located in southwestern Saskatchewan. We have entered into agreements to operate meteorological towers on the properties comprising the Keewatin and Matador Projects in southwestern Saskatchewan. However, we do not yet have an arrangement whereby we may erect turbines on the properties.

FUTURE CHANGES IN WEATHER PATTERNS COULD NEGATIVELY IMPACT OUR BUSINESS, REDUCING POTENTIAL PROFITABILITY OR CAUSING OUR BUSINESS TO FAIL.

Changes in weather patterns may affect our ability to operate a wind power project on any property we acquire. Wind data that we collect from a meteorological tower may vary from results actually achieved when a wind turbine

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is installed. Changing global environmental and weather conditions may also affect the reliability of the data relating to a property.

Any wind farm that we develop, no matter where it is located, would be subject to variations in wind and changes in worldwide climatic conditions. Sudden or unexpected changes in environmental and meteorological conditions could reduce the productivity of any wind farm we construct. Climatic weather patterns, whether seasonal or for an extended period of time, resulting in lower, inadequate and/or inconsistent wind speed to propel the wind turbines may render our wind parks incapable of generating adequate, or any, electrical energy.

OUR ABILITY TO ERECT TURBINES ON A PROPERTY IN SASKATCHEWAN WILL BE CONTINGENT UPON IT OBTAINING ENVIRONMENTAL AND MUNICIPAL PERMITS. IF IT CANNOT ACQUIRE THESE PERMITS, OUR BUSINESS WILL FAIL.

In order to erect turbines on the Saskatchewan property, we must excavate portions of the land and install concrete platforms below surface. Before we commence this, we will need to obtain environmental and municipal permits from the Saskatchewan provincial government and the town responsible for the property interest it acquires. Depending on environmental impact, our proposed land disturbance may be unacceptable to these government bodies. In addition, the turbines themselves may be seen to have a negative impact on the aesthetics of the region. These factors may prevent us from obtaining necessary permits. In such circumstances, we would be forced to abandon our business plan.

IF WE CANNOT REACH AN AGREEMENT WITH A JOINT VENTURE DEVELOPER AND OPERATOR OUR BUSINESS WILL FAIL.

As presently constituted, we do not have the skills and expertise necessary to build and operate a wind farm. Our management has never been involved in the construction or operation of a wind power project and does not have any technical background in the sector.

IF WE CANNOT FIND A JOINT VENTURE PARTNER FOR OUR PROJECTS OR A PARTY WHICH WILL PURCHASE OUR ELECTRICITY ON ACCEPTABLE TERMS, WE WILL NOT BE ABLE TO ESTABLISH A WIND POWER PROJECT AND OUR BUSINESS WILL FAIL.

Even if we demonstrate a significant wind resource on a property that we acquire, we may not be able to secure a joint venture partner to further develop a project or a purchaser for any electricity that we produce on acceptable terms. Without a purchaser for electricity from a property, we will not be able to proceed with our business plan.

BECAUSE ALL OF OUR ASSETS, AND OUR DIRECTORS AND OFFICERS ARE LOCATED IN CANADA, U.S. RESIDENTS' ENFORCEMENT OF LEGAL PROCESS MAY BE DIFFICULT.

All of our assets are located in Canada. In addition, our sole officer and half of our directors reside in Canada. Accordingly, service of process upon our company, or upon individuals related to Sky Harvest, may be difficult or impossible to obtain within the United States. As well, any judgment obtained in the United States against us may not be collectible within the United States.

RISKS RELATED TO OUR COMMON STOCK

A DECLINE IN THE PRICE OF OUR COMMON STOCK COULD AFFECT OUR ABILITY TO RAISE FURTHER WORKING CAPITAL, IT MAY ADVERSELY IMPACT OUR ABILITY TO CONTINUE OPERATIONS AND WE MAY GO OUT OF BUSINESS.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because we may attempt to acquire a significant portion of the funds we need in order to conduct our planned operations through the sale of equity

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securities, a decline in the price of our common stock could be detrimental to our liquidity and our operations because the decline may cause investors not to choose to invest in our stock. If we are unable to raise the funds we require for all of our planned operations, we may force us to reallocate funds from other planned uses which may have a significant negative effect on our business plan and operations, including our ability to develop new products and continue our current operations. As a result, our business may suffer and not be successful and we may go out of business. We also might not be able to meet our financial obligations if we cannot raise enough funds through the sale of our common stock and we may be forced to go out of business.

IF WE ISSUE ADDITIONAL SHARES IN THE FUTURE, IT WILL RESULT IN THE DILUTION OF OUR EXISTING SHAREHOLDERS.

Our certificate of incorporation authorizes the issuance of up to 100,000,000 shares of common stock with a par value of \$0.001. Our board of directors may choose to issue some or all of such shares to acquire one or more businesses or to provide additional financing in the future. The issuance of any such shares will result in a reduction of the book value and market price of the outstanding

shares of our common stock. If we issue any such additional shares, such issuance will cause a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of our corporation.

TRADING ON THE OTC MARKETS MAY BE VOLATILE AND SPORADIC, WHICH COULD DEPRESS THE MARKET PRICE OF OUR COMMON STOCK AND MAKE IT DIFFICULT FOR OUR STOCKHOLDERS TO RESELL THEIR SHARES.

Our common stock is quoted on the OTC Markets. Trading in stock quoted on the OTC Markets is often thin and characterized by wide fluctuations in trading prices due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the OTC Markets is not a stock exchange, and trading of securities on the OTC Markets is often more sporadic than the trading of securities listed on a quotation system like NASDAQ or a stock exchange like the American Stock Exchange. Accordingly, our shareholders may have difficulty reselling any of their shares.

OUR STOCK IS A PENNY STOCK. TRADING OF OUR STOCK MAY BE RESTRICTED BY THE SEC'S PENNY STOCK REGULATIONS AND FINRA'S SALES PRACTICE REQUIREMENTS, WHICH MAY LIMIT A STOCKHOLDER'S ABILITY TO BUY AND SELL OUR STOCK.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary

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market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in, and limit the marketability of, our common stock.

FINRA SALES PRACTICE REQUIREMENTS MAY ALSO LIMIT A STOCKHOLDER'S ABILITY TO BUY AND SELL OUR STOCK.

In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission (see above for a discussion of penny stock rules), FINRA rules require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable

ITEM 4. CONTROLS AND PROCEDURES.

As required by Rule 13a-15 under the Exchange Act, we have evaluated the effectiveness of the design and operation of our disclosure controls and

procedures at November 30, 2012, which is the end of the period covered by this report. This evaluation was carried out by our principal executive officer and principal financial officer. Based on this evaluation, our principal executive officer and principal financial officer has concluded that the design and operation of our disclosure controls and procedures were effective as at the end of the period covered by this report.

Based on his evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our internal controls over financial reporting were not effective as of November 30, 2012 and were subject to material weakness.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. We have identified the following material weaknesses in our internal control over financial reporting using the criteria established in the COSO, namely:

1. Failing to have an audit committee or other independent committee that is independent of management to assess internal control over financial reporting; and
2. Failing to have a director that qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by our company in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by our company in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

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During the three months ended November 30, 2012, our internal control over financial reporting was not subject to any changes.

PART II--OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is not a party to any material legal proceedings that have been commenced or are pending.

ITEM 1A. RISK FACTORS.

Not applicable

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None

ITEM 4. Mine Safety Disclosures

Not applicable

ITEM 5. OTHER INFORMATION.

None

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ITEM 6. EXHIBITS

<TABLE>
<CAPTION>

Description	Exhibit No.	Form	Filing date	Filed
				with this Form 10-Q
-----	---	---	-----	-----
<S>	<C>	<C>	<C>	<C>
ARTICLES OF INCORPORATION AND BYLAWS				
Articles of Incorporation	3.1	SB-2	July 14, 2005	
Bylaws	3.2	SB-2	July 14, 2005	

Certificate of designation	3.3	8-K	July 13, 2009
INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS			
Form of Warrant Certificate for July 13, 2007 Private Placement	4.1	10-QSB	January 14, 2008
MATERIAL CONTRACTS--FINANCING AGREEMENTS			
Form of Subscription Agreement for July 13, 2007 Private Placement for US Subscribers	10.2	10-QSB	January 14, 2008
Form of Subscription Agreement for July 13, 2007 Private Placement for Non-US Subscribers	10.3	10-QSB	January 14, 2008
MATERIAL CONTRACTS--OTHER			
Consent to Entry/Right of Access Agreement between Keewatin Windpower Corp. and Edward and Charlotte Bothner, dated August 23, 2005	10.4	SB-2	September 29, 2005
Letter of Intent between Keewatin Windpower Corp. and Sky Harvest Windpower Corp. dated March 27, 2007	10.5	10-QSB	January 14, 2008
Loan Agreement between Sky Harvest Windpower Corp. and Keewatin Windpower Corp. dated September 23, 2008	10.6	10-QSB	January 14, 2009
Promissory Note of Sky Harvest Windpower Corp. dated September 23, 2008	10.7	10-QSB	January 14, 2009
Financial Communications and Strategic Consulting Agreement with Aspire Clean Tech Communications, Inc. dated February 23, 2009	10.8	8-K	March 3, 2009
Promissory Note of Sky Harvest Windpower Corp. dated September 23, 2008	10.9	10-Q	November 30, 2009
Loan Agreement between Sky Harvest Windpower Corp. and Keewatin Windpower Corp. dated January 28, 2009	10.10	10-Q	November 30, 2009
Share exchange agreement between Keewatin Windpower Corp. and Sky Harvest Windpower Corp. dated May 11, 2009	10.11	8-K	July 10, 2009
Exchangeable share support agreement between Keewatin Windpower Corp. and Keewatin Windpower Inc. dated May 11, 2009	10.12	8-K	July 10, 2009
Voting and exchange trust agreement between Keewatin Windpower Corp., Keewatin Windpower Inc. and Valiant Trust Company dated May 11, 2009	10.13	8-K	July 10, 2009

</TABLE>

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<TABLE>

<CAPTION>

<S>	<C>	<C>	<C>	<C>
Articles of Merger filed between Keewatin Windpower Corp. and Sky Harvest Windpower Corp. filed September 1, 2009	10.14	8-K	September 17, 2009	
Adoption of 2009 Stock Option Plan dated September 11, 2009	10.15	8-K	September 23, 2009	
CODE OF ETHICS				
Code of Ethics	14.1	10-K	August 31, 2009	
Certification Statement of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002	31.1			*
Certification Statement of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002	32.1			*
Interactive Data Files pursuant to Rule 405 of Regulation S-T.	101			*

</TABLE>

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SKYHARVEST WINDPOWER CORP.

/s/ William Iny

William Iny
Chief Executive Officer and Chief Financial
Officer, Principal Executive Officer,
Principal Accounting Officer and Principal
Financial Officer
Date: January 14, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/ William Iny

William Iny
Chief Executive Officer, Chief Financial
Officer, President, Treasurer, Secretary,
and Director, Principal Executive Officer,
Principal Accounting Officer and Principal
Financial Officer
Date: January 14, 2013

CERTIFICATIONS

I, William Iny, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sky Harvest Windpower Corp.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-15(f) and 15(d)-15(f)) for the registrant and I 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 registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our 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
 - (d) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. I have disclosed, based on my most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit

committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: January 14, 2013

By: /s/ William Iny

William Iny
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer, Principal Financial
Officer and Principal Accounting Officer)

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, William Iny, Chief Executive Officer and Chief Financial Officer of Sky Harvest Windpower Corp. (the "Company") hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) the Quarterly Report on Form 10-Q of the Company for the period ended November 30, 2012 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (b) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 14, 2013

By: /s/ William Iny

William Iny
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer, Principal Financial
Officer and Principal Accounting Officer)

Preferred Stock (Details)	Nov. 30, 2012	May 31, 2012
<u>Common shares issued</u>	885,000	0
<u>Exchangeable preferred shares of subsidiary</u>	885,000	0
<u>Outstanding exchangeable shares</u>	15,680,016	15,680,016

**PROPERTY AND
EQUIPMENT**

**6 Months Ended
Nov. 30, 2012**

PROPERTY AND
EQUIPMENT
PROPERTY AND
EQUIPMENT

4. PROPERTY AND EQUIPMENT

			November 30, 2012	May 31, 2012
	Cost	Accumulated Depreciation	Net Carrying Value	Net Carrying Value
	-----	-----	-----	-----
	\$	\$	\$	\$
Computer equipment	7,750	(6,139)	1,611	310
Asset under construction	68,673	--	68,673	66,060
Wind tower equipment	22,116	(21,790)	326	456
	-----	-----	-----	-----
	98,539	(27,929)	70,610	66,826
	=====	=====	=====	=====

Stock based compensation grant of stock options (Details)	Nov. 30, 2012	Mar. 10, 2011	Sep. 11, 2009
<u>Grant of stock options to employees, officers, directors and consultants</u>		5,000,000	2,900,000
<u>Common stock shares available to be issued under 2009 stock option plan</u>	1,650,000		
<u>Common stock shares available to be issued under 2011 stock option plan</u>	1,410,000		

Common stock subscriptions (Details) (USD \$)	6 Months Ended Nov. 30, 2012
<u>Value of stock subscriptions</u>	\$ 49,500
<u>Common stock shares issued on May 29, 2012</u>	198,000

Stock Based Compensation summary of continuity of stock options (Details)	Number of options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
<u>Outstanding at May. 31, 2011</u>	3,183,334	0.23	0	0
<u>Granted</u>	990,000	0.1	0	0
<u>Outstanding at May. 31, 2012</u>	4,173,334	0.2	3.34	0

**Joint Venture Levant
(Details) (USD \$)**

Feb. 03, 2012

<u>Initial Interest holding percentage in Levant</u>	65.00%
<u>Investing amount in Levant</u>	\$ 500,000
<u>Holding percentage of Joint venture partner</u>	35.00%

**RECENT ACCOUNTING
PRONOUNCEMENTS**

**6 Months Ended
Nov. 30, 2012**

**RECENT ACCOUNTING
PRONOUNCEMENTS**

**RECENT ACCOUNTING
PRONOUNCEMENTS**

3. RECENT ACCOUNTING PRONOUNCEMENTS

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Commitments and Contingencies Consulting Agreement (Details) (USD \$)	Nov. 30, 2012	Feb. 03, 2012	Feb. 23, 2009
<u>Consulting fees paid in \$5000 per month and issuance of shares</u>			15,000
<u>Value of issuance of shares to Consultant</u>	\$ 6,750		
<u>Term of the agreement</u>		3	
<u>Aggregate value of transactions as a result of Consultant's introductions</u>		\$ 3,000,000	

Consolidated Balance Sheets
(Unaudited) (USD \$)

	Nov. 30,	May 31,
	2012	2012
<u>CURRENT ASSETS</u>		
<u>Cash and cash equivalents</u>	\$ 151,118	\$ 144,686
<u>Other receivables</u>	2,178	11,557
<u>Prepaid expenses</u>	7,509	882
<u>TOTAL CURRENT ASSETS</u>	160,805	157,125
<u>Property and equipment, net (Note 4)</u>	70,610	66,826
<u>TOTAL ASSETS</u>	231,415	223,951
<u>LIABILITIES</u>		
<u>Accounts payable</u>	191,125	159,070
<u>Accrued liabilities</u>	310	250
<u>Due to related parties (Note 7)</u>	128,264	86,003
<u>Note payable (Note 5)</u>	50,000	50,000
<u>TOTAL LIABILITIES</u>	369,699	295,323
<u>STOCKHOLDERS' EQUITY (DEFICIT)</u>		
<u>Preferred Stock: Authorized: 10,000,000 shares, \$0.001 par value Issued and outstanding: 1 share (May 31, 2012 - 1 share)</u>	0	0
<u>Common Stock: Authorized: 100,000,000 shares, \$0.001 par value Issued and outstanding: 32,553,016 shares (May 31, 2012 - 32,553,016 shares)</u>	32,553	32,553
<u>Additional paid-in capital</u>	6,707,278	6,707,278
<u>Common stock subscribed (Note 11)</u>	6,750	6,750
<u>Stock subscriptions receivable</u>	0	(49,500)
<u>Accumulated other comprehensive loss</u>	(62,449)	(16,917)
<u>Deficit accumulated during the development stage</u>	(6,822,416)	(6,751,536)
<u>TOTAL STOCKHOLDERS' DEFICIT</u>	(138,284)	(71,372)
<u>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>	\$ 231,415	\$ 223,951

**ORGANIZATION AND
DESCRIPTION OF
BUSINESS**

6 Months Ended

Nov. 30, 2012

**ORGANIZATION AND
DESCRIPTION OF
BUSINESS**

**ORGANIZATION AND
DESCRIPTION OF
BUSINESS**

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Sky Harvest Windpower Corp. (the "Company") was incorporated in the State of Nevada on February 25, 2005. The Company is a Development Stage Company, as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, DEVELOPMENT STAGE ENTITIES. Its activities to date have been limited to capital formation, organization, and development of its business plan for the exploration and development of wind power projects in Canada.

Effective July 13, 2009, the Company acquired all the outstanding common stock of Sky Harvest Windpower (Saskatchewan) Corp. ("Sky Harvest - Saskatchewan"), a private company incorporated under the laws of Canada.

On September 1, 2009, the Company completed a merger with its wholly-owned inactive subsidiary, Sky Harvest Windpower Corp., a Nevada corporation, which was incorporated solely to effect a change in the Company's name. As a result, the Company changed its name from Keewatin Windpower Corp. to Sky Harvest Windpower Corp.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, the successful exploitation of economically recoverable electricity in its wind power projects,

and the attainment of profitable operations. As at November 30, 2012, the Company has accumulated losses of \$6,822,416 since inception. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to raise additional funds through debt and equity offerings. Management has yet to decide what type of offering the Company will use or how much capital the Company will attempt to raise and on what terms. There is however no assurance that the Company will be able to raise any additional capital through any type of offering on terms acceptable to the Company.

Property and equipment (Details) (USD \$)	Computer equipment	Asset under construction	Wind tower equipment	Total Assets
<u>Net Carrying Value at May. 31, 2012</u>	\$ 310	\$ 66,060	\$ 456	\$ 66,826
<u>Cost</u>	7,750	68,673	22,116	98,539
<u>Accumulated Depreciation</u>	(6,139)	0	(21,790)	(27,929)
<u>Net Carrying Value. at Nov. 30, 2012</u>	\$ 1,611	\$ 68,673	\$ 326	\$ 70,610

Note Payable Advances (Details) (USD \$)	Nov. 30, 2012
<u>Advances outstanding</u>	\$ 50,000

**SIGNIFICANT
ACCOUNTING POLICES**

**6 Months Ended
Nov. 30, 2012**

**SIGNIFICANT
ACCOUNTING POLICES**

**SIGNIFICANT
ACCOUNTING POLICES**

2. SIGNIFICANT ACCOUNTING POLICES

a. Basis of Accounting

The Company's consolidated financial statements are prepared using the accrual method of accounting. These consolidated statements include the accounts of the Company and its wholly-owned subsidiaries Keewatin Windpower Inc. and Sky Harvest - Saskatchewan. All significant intercompany transactions and balances have been eliminated. The Company has elected a May 31 year-end.

b. Interim Financial Statements

The interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Securities and Exchange Commission ("SEC") Form 10-Q. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended May 31, 2012, included in the Company's Annual Report on Form 10-K filed on August 22, 2012 with the SEC.

The consolidated financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at November 30, 2012, and the results of its operations and cash flows for the three months and six months ended November 30, 2012. The results of operations for the three months and six months ended November 30, 2012, are not necessarily indicative of the results to be expected for future quarters or the full year.

Consolidated Balance Sheets**Parenteticals (Unaudited) Nov. 30, 2012 May 31, 2012****(USD \$)**

<u>Preferred stock par value</u>	\$ 0.001	\$ 0.001
<u>Preferred stock shares authorized</u>	10,000,000	10,000,000
<u>Preferred stock shares issued</u>	1	1
<u>Preferred stock shares outstanding</u>	1	1
<u>Common stock par value</u>	\$ 0.001	\$ 0.001
<u>Common stock shares authorized</u>	100,000,000	100,000,000
<u>Common stock shares issued</u>	32,553,016	32,553,016
<u>Common stock shares outstanding</u>	32,553,016	32,553,016

SUBSEQUENT EVENTS

**6 Months Ended
Nov. 30, 2012**

SUBSEQUENT EVENTS
SUBSEQUENT EVENTS

12. SUBSEQUENT EVENTS

In accordance with ASC 855, SUBSEQUENT EVENTS, the Company has evaluated subsequent events through the date of issuance of the unaudited interim consolidated financial statements. Subsequent to the fiscal period ended November 30, 2012, the Company did not have any material recognizable subsequent events.

**Document and Entity
Information**

**6 Months Ended
Nov. 30, 2012**

Jan. 10, 2013

Document and Entity Information

<u>Entity Registrant Name</u>	Sky Harvest Windpower Corp.	
<u>Document Type</u>	10-Q	
<u>Document Period End Date</u>	Nov. 30, 2012	
<u>Amendment Flag</u>	false	
<u>Entity Central Index Key</u>	0001332445	
<u>Current Fiscal Year End Date</u>	--05-31	
<u>Entity Common Stock, Shares Outstanding</u>		32,533,016
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Entity Current Reporting Status</u>	Yes	
<u>Entity Voluntary Filers</u>	No	
<u>Entity Well-known Seasoned Issuer</u>	No	
<u>Document Fiscal Year Focus</u>	2013	
<u>Document Fiscal Period Focus</u>	Q2	

[Significant Accounting
Policies \(Policies\)
Basis of Accounting](#)

a. Basis of Accounting

The Company's consolidated financial statements are prepared using the accrual method of accounting. These consolidated statements include the accounts of the Company and its wholly-owned subsidiaries Keewatin Windpower Inc. and Sky Harvest - Saskatchewan. All significant intercompany transactions and balances have been eliminated. The Company has elected a May 31 year-end.

[Interim Financial Statements](#)

b. Interim Financial Statements

The interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Securities and Exchange Commission ("SEC") Form 10-Q. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended May 31, 2012, included in the Company's Annual Report on Form 10-K filed on August 22, 2012 with the SEC.

The consolidated financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at November 30, 2012, and the results of its operations and cash flows for the three months and six months ended November 30, 2012. The results of operations for the three months and six months ended November 30, 2012, are not necessarily indicative of the results to be expected for future quarters or the full year.

Consolidated Statements of Operations (Unaudited) (USD \$)	3 Months Ended		6 Months Ended		93 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
<u>EXPENSES</u>					
<u>Consulting fees</u>	\$ 0	\$ 502	\$ 0	\$ 15,187	\$ 450,934
<u>Engineering and development</u>	17,086	50,675	32,691	123,968	585,614
<u>Management fees (Note 7)</u>	15,184	88,632	30,022	104,517	764,969
<u>Professional fees</u>	8,084	17,797	29,943	35,734	541,719
<u>General and administrative</u>	9,588	7,313	20,171	16,667	1,822,733
<u>Acquired development costs</u>	0	0	0	0	242,501
<u>Operating loss</u>	(49,942)	(164,919)	(112,827)	(296,073)	(4,408,470)
<u>OTHER INCOME (LOSS)</u>					
<u>Impairment loss</u>	0	0	0	0	(2,551,440)
<u>Interest income</u>	0	0	9	0	89,391
<u>Foreign exchange gain (loss)</u>	(8,633)	(41,808)	41,938	(48,722)	60,090
<u>Settlement of debt</u>	0	0	0	3,429	(11,987)
<u>NET LOSS</u>	(58,575)	(206,727)	(70,880)	(341,366)	(6,822,416)
<u>OTHER COMPREHENSIVE INCOME (LOSS)</u>					
<u>Foreign currency translation adjustments</u>	9,902	39,103	(45,532)	49,376	(62,449)
<u>COMPREHENSIVE LOSS</u>	\$ (48,673)	\$ (167,624)	\$ (116,412)	\$ (291,990)	\$ (6,884,865)
<u>NET LOSS PER COMMON SHARE BASIC AND DILUTED</u>	\$ (0.01)	\$ 0.00	\$ (0.01)		\$ 0.00
<u>WEIGHTED AVERAGE NUMBER OF COMMON STOCK OUTSTANDING</u>	31,702,000	32,553,000	29,958,000		32,553,000

**RELATED PARTY
TRANSACTIONS**

**6 Months Ended
Nov. 30, 2012**

RELATED PARTY
TRANSACTIONS
RELATED PARTY
TRANSACTIONS

7. RELATED PARTY TRANSACTIONS

a) During the six months ended November 30, 2012, the Company incurred \$30,023 (2011 - \$30,657) to a company controlled by the President and principal shareholder of the Company for management services. As at November 30, 2012, the Company is indebted to that company and the Company's President for \$60,124 (May 31, 2012 - \$21,080), which is non-interest bearing, unsecured and due on demand.

b) On June 18, 2010, the Company entered into a loan agreement with a director for \$27,000 which is payable within three months a written demand is received from the note holder. The amount is unsecured and bears interest at 15% per annum. As at November 30, 2012, accrued interest of \$9,942 was recorded. During the year ended May 31, 2011, the Company received an advance of \$71,454 (CDN\$71,000) from the same director. During the year ended May 31, 2012, the Company repaid \$40,256 (CDN\$40,000). At November 30, 2012, \$31,198 (CDN\$31,000) is unsecured, non-interest bearing and has no terms of repayment.

These related party transactions are recorded at the exchange amount, being the amount established and agreed to by the related parties.

PREFERRED STOCK

**6 Months Ended
Nov. 30, 2012**

PREFERRED STOCK
PREFERRED STOCK

6. PREFERRED STOCK

On July 11, 2009, the Company entered into a voting and exchange trust agreement among its subsidiary, Keewatin Wind Power Corp., and Valiant Trust Company (Valiant Trust) whereby the Company issued and deposited with Valiant Trust one special preferred voting share of the Company in order to enable Valiant Trust to execute certain voting and exchange rights as trustee from time to time for and on behalf of the registered holders of the preferred shares of Keewatin Wind Power Corp. Each preferred share of Keewatin Wind Power Corp. is exchangeable into one share of common stock of the Company at the election of the shareholder, or, in certain circumstances, of the Company.

As of November 30, 2012, the Company had issued 885,000 shares of common stock to holders of 885,000 shares of exchangeable preferred shares of its subsidiary Keewatin Wind Power Corp., pursuant to them exercising their exchange rights. As of November 30, 2012, there were 15,680,016 outstanding exchangeable shares (May 31, 2012 - 15,680,016 shares).

As the exchangeable shares have already been recognized in connection with the acquisition of Sky Harvest - Saskatchewan, the value ascribed to these shares on exchange is \$Nil.

Note Payable (Details) (USD \$)	12 Months Ended	
	May 31, 2012	May 31, 2011
Advances from third parties	\$ 0	\$ 60,324
Repayment of advances to third parties	\$ 10,324	\$ 0

**Property and equipment
(Tables)**

**6 Months Ended
Nov. 30, 2012**

Property and equipment
(Tables)

Property and equipment cost
and net carrying value

November 30,

May 31,

			2012	2012
		Accumulated	Net Carrying	Net Carrying
	Cost	Depreciation	Value	Value
	-----	-----	-----	-----
	\$	\$	\$	\$
Computer equipment	7,750	(6,139)	1,611	310
Asset under construction	68,673	--	68,673	66,060
Wind tower equipment	22,116	(21,790)	326	456
	-----	-----	-----	-----
	98,539	(27,929)	70,610	66,826
	=====	=====	=====	=====

JOINT VENTURE

**6 Months Ended
Nov. 30, 2012**

JOINT VENTURE
JOINT VENTURE

10. JOINT VENTURE

On February 3, 2012, the Company and its joint venture partner incorporated a British Columbia corporation under the name Levant Energy Inc. ("Levant") for the purposes of developing underground natural gas storage plants in the Republic of Turkey. The Company will initially hold a 65% interest in Levant by investing \$500,000. The investment is subject to certain conditions, including completion of further equity or debt funding in order to finance acquisition. The Company's joint venture partner will hold the remaining 35% interest in Levant. At November 30, 2012, the Company and its joint venture partner have not made any contribution to Levant and operations have not yet begun.

COMMON STOCK

**6 Months Ended
Nov. 30, 2012**

COMMON STOCK
COMMON STOCK

8. COMMON STOCK

During the six months ended November 30, 2012, the Company received stock subscriptions of \$49,500 for 198,000 shares of common stock issued on May 29, 2012.

**STOCK BASED
COMPENSATION**
STOCK BASED
COMPENSATION
STOCK BASED
COMPENSATION

**6 Months Ended
Nov. 30, 2012**

9. STOCK BASED COMPENSATION

On September 11, 2009, the Company's board of directors adopted the 2009 Stock Option Plan ("2009 Plan") which provides for the granting of stock options to acquire up to 2,900,000 common shares of the Company to eligible employees, officers, directors and consultants of the Company. At November 30, 2012, the Company had 1,650,000 shares of common stock available to be issued under the Plan.

On March 10, 2011, the Company's board of directors adopted the 2011 Stock Option Plan ("2011 Plan") which provides for the granting of stock options to acquire up to 5,000,000 common shares of the Company to eligible employees, officers, directors and consultants of the Company. At November 30, 2012, the Company had 1,410,000 shares of common stock available to be issued under the Plan.

The following table summarizes the continuity of the Company's stock options:

	Number of Options	Weighted Average Exercise Price	Weighted-Average Contractual Term (years)	Aggregate Remaining Intrinsic Value
	-----	-----	-----	-----
		\$		\$
Outstanding: May 31, 2011	3,183,334	0.23		
Granted	990,000	0.10		
	-----	----		
Outstanding: May 31, 2012 and November 30, 2012	4,173,334	0.20	3.34	--
	=====	====	====	====
Exercisable: November 30, 2012	4,173,334	0.20	3.34	--
	=====	====	====	====

At November 30, 2012, there was \$nil of unrecognized compensation costs related to non-vested share-based compensation arrangements granted under the 2009 Plan and 2011 Plan.

**COMMITMENTS AND
CONTINGENCIES**

**6 Months Ended
Nov. 30, 2012**

COMMITMENTS AND
CONTINGENCIES
COMMITMENTS AND
CONTINGENCIES

11. COMMITMENTS AND CONTINGENCIES

a) On February 23, 2009, the Company entered into a consulting agreement with a consultant (the "Consultant"). Pursuant to the agreement, the Consultant provided investor relations services for the Company from February 24, 2009 to July 5, 2009. In consideration for the investor relations services, the Company agreed to pay the Consultant \$5,000 per month and to issue 15,000 shares of the Company's common stock. At November 30, 2012, the fair value of the 15,000 shares issuable was \$6,750 and is included in common stock subscribed.

b) On February 3, 2012, the Company entered into a consulting agreement with a consultant. Pursuant to the agreement, the consultant will introduce the Company potential acquisition and investment opportunities in the energy sector, as well as any related sectors. If the Company completes an acquisition of any interest in any company or assets as a result of the consultant's introduction to investment opportunity, the Company shall pay the consultant a success fee equal to 10% of the value of the transaction in shares of the Company's common stock. The Company may also pay such success fees in cash, or a combination of shares and cash. If the Company completes transactions as a result of the consultant's introductions with an aggregate value of at least \$3,000,000, including any concurrent financings, the consultant shall have the option to cause the Company to enter into an employment agreement with him, join the Company's Board of Directors, and be appointed as the Company's President and Chief Executive Officer. The term of the agreement is three years.

Organization and description of business loss (Details) (USD \$)	93 Months Ended Nov. 30, 2012
<u>Accumulated loss</u>	\$ 6,822,416

Related Party Transactions loans (Details) (USD \$)	Nov. 30, 2012	May 31, 2012	May 31, 2011	Jun. 18, 2010
<u>Loan amount from Director</u>				\$ 27,000
<u>Unsecured loan bears interest rate</u>				15.00%
<u>Accrued interest on loan</u>	9,942			
<u>Advance from Director (CDN\$71000)</u>			71,454	
<u>Unsecured non interest bearing loan (CDN\$31000)</u>	31,198			
<u>Non interest bearing, unsecured and due on demand</u>	\$ 60,124	\$ 21,080		

**Consolidated Statements of
Cash Flows (Unaudited)
(USD \$)**

	6 Months Ended		93 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
<u>OPERATING ACTIVITIES</u>			
Net loss for the period	\$ (70,880)	\$ (341,366)	\$ (6,822,416)
<u>Adjustments to reconcile net loss to net cash used in operating activities:</u>			
Depreciation	516	350	24,224
Stock-based compensation	0	(4,897)	1,609,565
Impairment losses	0	0	2,551,440
Loss (gain) on settlement of debt	0	(3,429)	11,987
Acquired development cost	0	0	242,501
<u>Changes in operating assets and liabilities:</u>			
Prepaid expenses	(6,627)	47,858	4,625
Accrued interest	0	0	244
Accounts payable and accrued liabilities	32,115	(9,075)	173,769
Account receivables	9,379	3,404	(20,535)
Note receivables	0	0	(280,000)
Due to related parties	41,072	(51,081)	65,030
<u>NET CASH FLOWS (USED IN) PROVIDED BY OPERATING ACTIVITIES</u>	5,575	(358,236)	(2,439,566)
<u>INVESTING ACTIVITIES</u>			
Purchase of equipment	(1,660)	0	(25,164)
Purchase of short-term investments	0	0	(2,472,839)
Redemption of short-term investments	0	0	2,493,484
Cash acquired from acquisition	0	0	21,016
<u>NET CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES</u>	(1,660)	0	16,497
<u>FINANCING ACTIVITIES</u>			
Proceeds from common stock issuances	49,500	492,500	2,415,249
Proceeds from (repayment of) related party loans	0	(144,536)	62,854
Proceeds from (repayment of) note payable	0	(10,324)	50,000
Proceeds from swing sale disgorgement	0	59,450	118,900
<u>NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES</u>	49,500	397,090	2,647,003
Effect of exchange rate changes on cash	(46,983)	51,356	(72,816)
Increase in cash and cash equivalents	6,432	90,210	151,118
Cash and cash equivalents - beginning of period	144,686	23,465	0
<u>CASH AND CASH EQUIVALENTS - END OF PERIOD</u>	151,118	113,675	151,118
<u>SUPPLEMENTARY DISCLOSURES:</u>			
Interest paid	0	0	0
Income taxes paid	0	0	0
<u>SIGNIFICANT NON-CASH INVESTING AND FINANCING ACTIVITIES:</u>			

<u>Stock issuance for acquisition</u>	0	0	2,601,077
<u>Increase intangible asset due to acquisition</u>	0	0	2,551,400
<u>Accounts payable increased due to acquisition</u>	0	0	30,986
<u>Stock issuance for finders fee</u>	\$ 0	\$ 0	\$ 8,250

NOTE PAYABLE

**6 Months Ended
Nov. 30, 2012**

NOTE PAYABLE
NOTE PAYABLE

5. NOTE PAYABLE

During the year ended May 31, 2011, the Company received advances from third parties in the amount of \$60,324. During the year ended May 31, 2012, the Company repaid \$10,324. At November 30, 2012, advances of \$50,000 remain outstanding. The amount is unsecured, non-interest bearing and due on demand.

Related Party Transactions Payments (Details) (USD \$)	6 Months Ended		12 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012
Repayment of loan (CDN\$40000)			\$ 40,256
Amount paid to company controlled by the President and principal shareholder towards management services	\$ 30,023	\$ 30,657	

**Stock Based Compensation
(Tables)**

**6 Months Ended
Nov. 30, 2012**

**Stock Based Compensation
(Tables)**

**Summary of continuity of
stock options**

The following table summarizes the continuity of the Company's stock options:

	Number of Options	Weighted Average Exercise Price	Weighted-Average Contractual Term (years)	Aggregate Remaining Intrinsic Value
	-----	-----	-----	-----
		\$		\$
Outstanding: May 31, 2011	3,183,334	0.23		
Granted	990,000	0.10		
	-----	----		
Outstanding: May 31, 2012 and November 30, 2012	4,173,334	0.20	3.34	--
	=====	====	====	====
Exercisable: November 30, 2012	4,173,334	0.20	3.34	--
	=====	====	====	====