

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

FORM 10-K

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

For the fiscal year ended August 31, 2018

Commission File No. 000-55383

FAIRWIND ENERGY INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

46-2876282
(I.R.S. Employer
Identification No.)

32932 Pacific Coast Highway, #14-254
Dana Point, California 92629
(Address of principal executive offices, zip code)

(949) 933-5411
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year,
if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to section 12(g) of the Act:
Common Stock, \$.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

(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

At February 28, 2018, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the voting common stock held by non-affiliates of the Registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) was \$3,062,206. At November 8, 2018, there were 20,570,406 shares of the Registrant's common stock, par value \$0.001 per share, outstanding.

**FAIRWIND ENERGY INC.
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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K of FairWind Energy Inc., a Nevada corporation, contains “forward-looking statements,” as defined in the United States Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terminology such as “may”, “will”, “should”, “could”, “expects”, “plans”, “intends”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of such terms and other comparable terminology. These forward-looking statements include, without limitation, statements about our market opportunity, our strategies, competition, expected activities and expenditures as we pursue our business plan, and the adequacy of our available cash resources. 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. Actual results may differ materially from the predictions discussed in these forward-looking statements. The economic environment within which we operate could materially affect our actual results.

Our management has included projections and estimates in this Form 10-K, which are based primarily on management’s experience in the industry, assessments of our results of operations, discussions and negotiations with third parties and a review of information filed by our competitors with the SEC or otherwise publicly available. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

All references in this Form 10-K to the “Company”, “FairWind Energy”, “we”, “us,” or “our” are to FairWind Energy Inc.

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PART I

ITEM 1. BUSINESS

ORGANIZATION WITHIN THE LAST FIVE YEARS

FairWind Energy was incorporated on April 18, 2013. Through its proprietary use of materials and manufacturing technique, FairWind Energy is developing power sources drawing from renewable energy supply. We also use our trade secrets and composite industry know-how to cross-market products into the oil & gas extraction industry. Providing a reliable power source based on renewable energies required us to address shortcomings of existing technologies ranging from availability of supply (e.g., solar power at night) to quality of componentry available (blades, stanchions, magnets). The hybridization of power sources (solar and wind) and manufacturing with next generation composite materials is our solution. Our fiscal year end is August 31, and we have no subsidiaries. Our business offices are currently located at 32932 Pacific Coast Highway, #14-254, Dana Point, California 92629.

We had revenues of \$0 and \$2,250 for the fiscal years ended August 31, 2018 and 2017, respectively. Such revenues were primarily from consulting services, but also nominal materials sales. At August 31, 2018, our total current assets were \$2,125, consisting solely of cash, and our total current liabilities were \$9,651. Our net loss for the fiscal year ended August 31, 2018 was \$42,788,953.

OVERVIEW

Through proprietary use of materials and manufacturing technique, FairWind Energy is developing power sources drawing from renewable energy supply. We also use trade secrets and composite industry know-how to cross-market products into the oil & gas extraction industry.

We are a development stage corporation and have not yet generated or realized any revenues from our business. We are involved in the design, engineering and manufacturing of composite products. The initial thrust of our business will be to supply products to the oil and gas industry. These products will include upstream production products such as sucker rods, fracking plugs, casings and other products where high temperature resistance, chemical resistance and a low weight to strength ratio products offer advantages to traditional materials (e.g., steel). If we are able to supply products to the oil and gas industry, then we plan to continue the development and sales of wind and solar hybrid energy systems. These systems also benefit from the use of higher performance materials (composites) and we will intend to incorporate them in product design and development.

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Providing a reliable power source based on renewable energies required us to address shortcomings of existing technologies ranging from availability of supply (i.e., solar at night) to quality of componentry available (blades, stanchions, magnets). The hybridization of power sources (solar and wind) and manufacturing with next generation composite materials was the obvious solution.

From years of experience in the composite industry, our principals have refined the use of toughened resin systems ideal for the manufacture of structural and exposed components. An example would be the turbine blade. A leading cause of failure in wind turbines is the damage caused to the blades (even atop 100 meter towers) from blowing debris and rocks. We use toughened resin systems and reinforcements to eliminate this problem. The stanchion that supports the turbine and solar panels is typically galvanized steel. Again, using composites materials, our composite pole is stronger, lighter and non-conductive. Equally important, the composite needs no galvanization to protect against corrosion, eliminating hazardous waste products spent to the land, water and air.

A by-product of the use of toughened high-strength composites was the development of high-tensile products for infrastructure. Our composite products can prove good alternatives to steel and lower strength fiberglass/resin parts used in down-well drilling and pumping. An investment in superior materials and manufacturing technology allows for cross-marketing of these energy related products and from a business strategy perspective provides some security against fluctuating markets or reliance on single product lines.

The importance of the use of high quality material in the construction of composite parts cannot be overstated. Of equal importance (with respect to wind power) is the quality and design of the generator itself. Currently China supplies 95% of rare earth magnets – the key component of turbine generators. We have already established relationships and have tested generator prototypes of high quality from China. We are positioned to benefit from superior supply lines of essential materials almost exclusively available offshore. This supply challenge is now a Company asset.

Our offices are located at 32932 Pacific Coast Highway, #14-254, Dana Point, California 92629.

Potential Customers

While the opportunity for our products is global in scope, the main initial thrust of the company will be towards sales in North America. Several reasons exist for this strategy.

We believe that of paramount importance is the manufacture and delivery of quality products in a consistent and businesslike manner. We will have management in place domestically to insure an efficient business model. Additionally, the primary designs and specifications for the turbine/solar power generation will come domestically from us. With regards to high tensile products for infrastructure, the design, chemistry and raw materials all have R&D history in the U.S. And with burgeoning opportunities existing for prototyping, field trials, testing and sales to domestic energy companies (i.e., oil & gas) the initial focus will be to North American customers.

For wind and solar power generation, the likely end users are the biggest promoters of green energy – the government. Obvious choices include municipalities, transit authorities and other government agencies. Private construction projects seeking LEED Certification (Leadership in Energy & Environmental Design) are also likely targets. The benefits of solar/wind powered LED (light emitting diodes) lights are beyond media green energy hype. The benefits to being off-grid include hundreds of dollars per light due to elimination of trenching, wiring and purchased electricity cost. Off-grid eliminates landscaping issues and the LED lights further save in yearly maintenance. Finally, and something surely government entities can understand, this green energy often qualifies for rebates and subsidies.

The requirement for toughened resin systems and high strength parts for wind & solar systems has uncovered extraordinary potential in US energy markets. Specifically, the high strength reinforcements combined with high temperature / high shear resin for use in oil and gas extraction is a tremendous opportunity. New technology in this industry has allowed for discovery of new and large fields of gas and oil. Much of these energy finds require deeper more sophisticated drilling and pumping and that is precisely where these new high temperature resistance, high strength and chemical resistant composites perform best (superior to existing technology).

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Hydraulic fracturing (fracking), which is a method of extraction that is not new, but is now pressing pumpers to extreme limits, is a technology that is in search of higher performing tooling and equipment. We believe that we could be well positioned to deal with the current and future high growth rates forecast for this high margin domestic industry. Forbes Magazine reports (Schlumberger Fattens Margins With Enhanced Fracking Technology – 09/26/2012) that the company is counting on new technology to drive growth – fracking capacity grew last year at 42% and is forecast to rise again by 28% this year.

We believe that we are in a unique position to make use of its know-how in composites to bring to market sought after high-technology composite products for oil & gas extraction and to service wind & solar power generation products.

Our Operations

We are an early stage company developing composite products for use in industries that require higher material properties than might be had from typical composite parts. Additionally, we are designing a small scale hybrid power source for low energy use.

In a priority project, we continue to work toward completion of a high strength, high Tg (high temperature use) composite designed and intended to be used in the oil & gas industry. Intended for use in the exploration and production sector, we have manufactured nearly 5,000 feet of “sucker rod” used to be use in connection with the extraction of oil and gas from underground. The employed design uses proprietary resin systems that exceed typical temperature use limits of competing thermosetting systems. Additionally, utilizing higher tensile strength reinforcements, our parts can achieve higher operating loads, allowing for superior performance. New designs for mechanical joints in the rod string have also been completed. Significant testing has been completed on the final design (and will be continuing). We believe that the testing marks we have achieved to date are a result of the high performance materials and architecture of the product.

Our intended business operations will be to make use of our proprietary resin systems and unique composite architecture and apply that to other areas. With proof of concept via physical and field trial testing in hand, we will proceed to apply the proven benefits (see above) in other infrastructure projects. Two examples that are currently in the examination stage, include pultruded power poles suitable for supporting high voltage electrical transmission lines. Another early stage endeavor is second generation composite strength members for cable and conductor. As a replacement to more typical construction materials(e.g., steel, aluminum, concrete and even lower performing FRP) – we believe that our composite parts mix the benefits of strength, weight, corrosion resistance, non-conductivity and high temperature operation.

Another project in which we continue to work toward development is a hybrid power generating system, incorporating both solar and wind power. Initially, we have purchased wind turbines and are in the process of combining them with solar panels. The first planned demonstration project will be to power street/parking lot lighting. The potential to independently operate off battery stored power, or to back-feed into the grid is possible. After vetting the POC prototypes, we intend to combine already-established supply chain lines for componentry with in-house manufactured composite elements (e.g., see power poles above). This hybrid power project gives us some business diversity, as well as a secondary market for our composite metrics.

A streamlined operation will initially support R&D and final development of both product lines (hybrid solar/wind power generation products & oil and gas pumping products and tooling). It is anticipated a facility of less than 10,000 SF for initial years’ development, production and assembly will adequately suffice. Composite blade prototyping and production and then assembly with imported generators and solar panels would occupy approximately 4,000 SF of space. The method of manufacturing high strength lineal strength members (sucker rods and down-well tubes) is referred to as “pultrusion”. This automated continuous process requires relatively little manpower, produces little waste and is considered the most efficient process in composite manufacturing. The initial machinery requirement would occupy a similar 4,000 SF. Within 2 years and upon completion of prototyping and early sales of both product lines, it will be our goal to expand domestically, as well as to consider foreign markets and lower cost manufacturing sites.

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Marketing and Sales

We believe that consumer interest in green energy continues to grow. Finding viable uses that make sense on a sustainable business model will be a priority for FairWind Energy. Final development of hybrid wind/solar power supply will show a feasible low-cost, no direct subsidy product that can be taken to the consumer and light industrial market. “Becoming known” will be the marketing challenge. And to take this on will call for an aggressive presence at trade shows, well designed internet visibility and frequent participation in field trials. Equally important will be cultivating industry alliances and leveraging existing relationships.

The prove out for success in the oil and gas industry will be a combination of successful testing (lab and field trial) and strategically aligning with current successful and industry known operations. More focus on developing alliances and strategic partners will be the theme for growing the business. And more typical trade show, internet and media placement will also be utilized.

COMPETITION AND COMPETITIVE STRATEGY

Certainly competition exists in the market place for our product lines. The difference in our thrust will be that our products are technology driven and materially improved over earlier generation alternatives.

In the case of wind/solar lighting products, no domestic product has the established tie-in to direct sources of rare-earth magnets and quality low cost generators. The advanced blade design and high-tech material use will set the company apart from lesser quality poor designs. The package of low cost components / high-tech material and superior design is the bat to beat the competition with.

Specifically for down-hole pump products, such as, sucker rods, tubing, and fracking balls, we will have a strength, cost and survivability advantage over steel and first generation composite products. The depths that pumping equipment go to now almost preclude the use of steel (it does not have the strength to support its weight at these super long lengths). Capturing market share based on a superior product is the focus, but the capacity constraints of suppliers to the pumpers will enhance our position to a quicker entry and a larger presence.

PATENTS, TRADEMARKS, LICENSES, FRANCHISE RESTRICTIONS AND CONTRACTUAL OBLIGATIONS & CONCESSIONS

We rely on a combination of trademark laws, trade secrets, confidentiality provisions and other contractual provisions to protect our proprietary rights, which are primarily our brand names, product designs and marks. We own three patents issued by the State Intellectual Property Office in China. The first patent (CN 102345406), related to composite poles is titled, “Poles for Supporting Electric Transmission Lines and a Method for Forming Such Poles is Provided” and expires July 18, 2030. The second patent (CN 202209068), related to composite material pole towers, is titled, “The Utility Model Discloses a Composite Material Pole Tower” and expires July 18, 2020. The third patent (CN 202111438), related to electrical transmission hardware, is titled, “Termination Hardware for Overhead Conductors” and expires February 3, 2022.

COMPLIANCE WITH GOVERNMENT REGULATION

We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the construction and operation of any facility in any jurisdiction which we would conduct activities.

We do not believe that government regulation will have a material impact on the way we conduct our business, however, any government regulation imposing greater fees for Internet use or restricting information exchange over the Internet could result in a decline in the use of the Internet and the viability of Internet-based services, which could harm our business and operating results.

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RESEARCH AND DEVELOPMENT ACTIVITIES AND COSTS

We incurred \$0 in research and development costs for the fiscal years ended August 31, 2018 and 2017.

EMPLOYEES AND EMPLOYMENT AGREEMENTS

Michael Winterhalter and Eric Krogus (directors and officers), are our only 2 employees. Mr. Winterhalter currently works full time on Company matters.

FACILITIES

We currently do not rent any real property or offices. Our current business address is 32932 Pacific Coast Highway, #14-254, Dana Point, California 92629.

OUR EXECUTIVE OFFICES

Our executive offices are located at 32932 Pacific Coast Highway, #14-254, Dana Point, California 92629.

ITEM 1A. RISK FACTORS

As a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by this Item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our current business address is 32932 Pacific Coast Highway, #14-254, Dana Point, California 92629. We believe that this space is adequate for our current needs. Our telephone number is (949) 933-5411.

ITEM 3. LEGAL PROCEEDINGS

We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS MARKET INFORMATION

Since August 4, 2015, our shares of common stock have been quoted on the OTC Pink tier of the OTC Markets Group, Inc. under the stock symbol "FWDR". The following table shows the reported high and low closing bid prices per share for our common stock based on information provided by the OTC Markets Group, Inc. The over-the-counter market quotations set forth for our common stock reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Financial Quarter Ended	Common Stock Bid Price	
	High (\$)	Low (\$)
August 31, 2018	3.12	3.12
May 31, 2018	3.12	3.12
February 29, 2018	3.12	3.12
November 30, 2017	3.12	3.12
August 31, 2017	3.12	3.12
May 31, 2017	3.05	3.12
February 29, 2017	3.05	3.05
November 30, 2016	2.50	3.05

HOLDERS

As of August 31, 2018 the Company had 20,570,406 shares of common stock issued and outstanding held by approximately 53 holders of record.

DIVIDENDS

Historically, we have not paid any dividends to the holders of our common stock and we do not expect to pay any such dividends in the foreseeable future as we expect to retain our future earnings for use in the operation and expansion of our business.

TRANSFER AGENT

Our transfer agent is West Coast Stock Transfer, Inc. ("West Coast Stock Transfer"), whose address 721 N. Vulcan Ave, Encinitas, California 92024. West Coast Stock Transfer's telephone number is (619) 664-4780.

RECENT SALES OF UNREGISTERED SECURITIES

None.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

We have not established any compensation plans under which equity securities are authorized for issuance.

PURCHASES OF EQUITY SECURITIES BY THE REGISTRANT AND AFFILIATED PURCHASERS

We did not purchase any of our shares of common stock or other securities during the year ended August 31, 2018.

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ITEM 6. SELECTED FINANCIAL DATA

As a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by this Item.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

The Company was incorporated in the State of Nevada on April 18, 2013 and established a fiscal year end of August 31.

CRITICAL ACCOUNTING POLICIES

The discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We have identified the policies below as critical to our business operations and to the understanding of our financial results:

Basis of Accounting

The Company’s financial statements are prepared using the accrual method of accounting and are presented in United States Dollars.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with maturities of one year or less to be cash equivalents.

Property and Equipment

Property and equipment are stated at cost. Major repairs and betterments are capitalized and normal maintenance and repairs are charged to expense as incurred. Depreciation is computed by the straight-line method over the estimated useful lives of the related assets. Upon retirement or sale of an asset, the cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in operations.

Fair Value of Financial Instruments

The fair value of cash and cash equivalents and accounts payable approximates their carrying amount.

Recent Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on its results of operations, financial position or cash flow.

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RESULTS OF OPERATIONS

For the year ended August 31, 2018, we generated revenues of \$0. For the year ended August 31, 2017, we generated revenues of \$2,250.

For the year ended August 31, 2018, we incurred operating expenses of \$134,376, consisting of professional fees of \$45,593, salary and wages of \$80,000, and general and administrative expenses of \$8,783. By way of comparison, for the year ended August 31, 2017, we incurred operating expenses of \$334,883, consisting of professional fees of \$231,207, salary and wages of \$80,000, and general and administrative expenses of \$23,676.

We incurred net losses of \$42,788,953 and \$381,101 for the years ended August 31, 2018 and 2017, respectively. The following table provides selected financial data about our company at August 31, 2018 and 2017.

Balance Sheet Data	August 31, 2018	August 31, 2017
Cash and Cash Equivalents	\$ 2,125	\$ 3,688
Total Assets	\$ 2,265	\$ 7,092
Total Liabilities	\$ 55,398	\$ 72,173
Shareholders' Deficit	\$ (53,133)	\$ (65,081)

GOING CONCERN

To date the Company only generated nominal revenues and consequently has incurred recurring losses from operations. We do not have sufficient funds to support our daily operations for the next 12 months. The ability of the Company to continue as a going concern is dependent on raising capital to fund our business plan and ultimately to attain profitable operations. Accordingly, these factors raise substantial doubt as to the Company's ability to continue as a going concern.

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The Company is attempting to commence operations and generate sufficient revenue; however, the Company's cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to commence operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

LIQUIDITY AND CAPITAL RESOURCES

At August 31, 2018, we had a cash balance of \$2,125, total current liabilities of approximately \$9,651. Total expenditures over the next 12 months are expected to be approximately \$350,000, in order to complete our 12-month plan of operation, more fully described in the paragraph below. If we experience a shortage of funds prior to generating revenues from operations we may utilize funds from our director, who has informally agreed to advance funds to allow us to pay for operating costs, however they have no formal commitment, arrangement or legal obligation to advance or loan funds to us. Management believes our current cash balance will not be sufficient to fund our operations for the next twelve months.

PLAN OF OPERATION

We have not yet generated or realized any revenues from our business. We are involved in the design, engineering and manufacturing of composite products. The initial thrust of our business will be to supply products to the oil and gas industry. These products will include upstream production products such as sucker rods, fracking plugs, casings and other products where high temperature resistance, chemical resistance and a low weight to strength ratio products offer advantages to traditional materials (e.g., steel). If we are able to supply products to the oil and gas industry, then we plan to continue the development and sales of wind and solar hybrid energy systems. These systems also benefit from the use of higher performance materials (composites) and we will intend to incorporate them in product design and development.

OFF-BALANCE SHEET ARRANGEMENTS

We have no off-balance sheet arrangements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company," as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by this Item.

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ITEM 8. FINANCIAL STATEMENTS

FairWind Energy, Inc.

August 31, 2018 and August 31, 2017

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
FairWind Energy, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of FairWind Energy, Inc. (the "Company") as of August 31, 2018 and 2017, and the related statements of operations, changes in stockholders' deficit, and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of August 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Going Concern Matter

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ MaloneBailey, LLP

www.malonebailey.com

We have served as the Company's auditor since 2015.

Houston, Texas

November 13, 2018

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FairWind Energy, Inc.
Balance Sheets

	<u>August 31,</u> <u>2018</u>	<u>August 31,</u> <u>2017</u>
Assets		
Current Assets		
Cash	\$ 2,125	\$ 3,688
Total current assets	<u>2,125</u>	<u>3,688</u>
Note and Accrued Interest Receivable		
Note and accrued interest receivable	-	10,226
Allowance for doubtful accounts	<u>-</u>	<u>(7,226)</u>
Note and accrued interest receivable, net	<u>-</u>	<u>3,000</u>
Computer Equipment		
Computer equipment	1,328	1,328
Accumulated depreciation	<u>(1,188)</u>	<u>(924)</u>
Computer equipment, net	<u>140</u>	<u>404</u>
Total assets	<u>\$ 2,265</u>	<u>\$ 7,092</u>
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable - related party	\$ 7,711	\$ 3,137
Accrued expenses	<u>1,940</u>	<u>1,606</u>
Total current liabilities	<u>9,651</u>	<u>4,743</u>
Long Term Liabilities		
Convertible note payable, net of unamortized discount	20,747	13,011
Convertible note payable, related-party, net of unamortized discount	<u>25,000</u>	<u>54,419</u>
Total long term liabilities	<u>45,747</u>	<u>67,430</u>
Total liabilities	<u>55,398</u>	<u>72,173</u>
Stockholders' Deficit		
Preferred stock par value \$0.001: 25,000,000 shares authorized; 0 shares issued or outstanding	-	-
Common stock par value \$0.001: 50,000,000 shares authorized; 20,570,406 and 6,017,406 shares issued and outstanding as of August 31, 2018 and August 31, 2017, respectively	20,570	6,017
Additional paid-in capital	43,824,238	1,037,890
Accumulated deficit	<u>(43,897,941)</u>	<u>(1,108,988)</u>
Total stockholders' deficit	<u>(53,133)</u>	<u>(65,081)</u>
Total liabilities and stockholders' deficit	<u>\$ 2,265</u>	<u>\$ 7,092</u>

See accompanying notes to the audited financial statements.

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**FairWind Energy, Inc.
Statements of Operations**

	For the Year Ended August 31, 2018	For the Year Ended August 31, 2017
Revenue		
Material sales	\$ -	\$ 2,250
Total revenue	-	2,250
Cost of Goods Sold	-	1,357
Gross Margin	-	893
Operating Expenses		
Professional fees	45,593	231,207
Salary and wages - officers	80,000	80,000
General and administrative expenses	8,783	23,676
Total operating expenses	134,376	334,883
Loss from Operations	(134,376)	(333,990)
Other Expense		
Loss on fair value of derivative instruments	-	33,770
Interest expense, net	24,824	13,341
Loss on extinguishment of debt	42,629,753	-
Other expense, net	42,654,577	47,111
Net Loss	\$ (42,788,953)	\$ (381,101)
Loss per share		
- Basic and Diluted	\$ (3.88)	\$ (0.06)
Weighted average common shares outstanding		
- Basic and Diluted	11,041,181	6,017,406

See accompanying notes to the audited financial statements.

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FairWind Energy, Inc.
Statements of Changes in Stockholders' Deficit
For the years ended August 31, 2018 and 2017

	Common stock par value \$0.001		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Number of Shares	Amount			
Balance, August 31, 2016	6,017,406	\$ 6,017	\$ 719,468	\$ (727,887)	\$ (2,402)
Warrant expense	-	-	173,462	-	173,462
Reclassification of tainted warrants to derivative liabilities	-	-	(163,718)	-	(163,718)
Resolution of warrant derivative liability	-	-	228,678	-	228,678
Contribution to capital	-	-	80,000	-	80,000
Net Loss	-	-	-	(381,101)	(381,101)
Balance, August 31, 2017	6,017,406	\$ 6,017	\$ 1,037,890	\$ (1,108,988)	\$ (65,081)
Conversion of debt	14,553,000	14,553	42,706,348	-	42,720,901
Contribution to capital	-	-	80,000	-	80,000
Net Loss	-	-	-	(42,788,953)	(42,788,953)
Balance, August 31, 2018	20,570,406	\$ 20,570	\$ 43,824,238	\$ (43,897,941)	\$ (53,133)

See accompanying notes to the audited financial statements.

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FairWind Energy, Inc.
Statements of Cash Flows

	For the Year Ended August 31, 2018	For the Year Ended August 31, 2017
Cash Flows from Operating Activities		
Net loss	\$ (42,788,953)	\$ (381,101)
Adjustments to reconcile net loss to net cash used in operating activities:		
Change in fair value of derivative liabilities	-	33,770
Depreciation expense	264	264
Bad debt expense	3,000	7,226
Amortization of discount on derivative liabilities	17,317	9,620
Warrant expense and common shares issued for compensation and services	-	173,462
Loss on extinguishment of debt – related party	42,629,753	-
Changes in operating assets and liabilities:		
Accrued interest receivable	-	(710)
Accounts payable and accounts payable - related party	4,574	339
Accrued expenses	82,482	80,715
Net Cash Used in Operating Activities	(51,563)	(76,415)
Cash Flows from Investing Activities		
Note receivable	-	(10,000)
Collections on notes receivable	-	484
Net Cash Used in Investing Activities	-	(9,516)
Cash Flows from Financing Activities		
Proceeds from convertible notes payable	-	25,000
Proceeds from convertible notes payable, related parties	50,000	64,000
Net Cash Provided by Financing Activities	50,000	89,000
Net Change in Cash	(1,563)	3,069
Cash - beginning of reporting period	3,688	619
Cash - end of reporting period	\$ 2,125	\$ 3,688
Supplemental disclosure of cash flow information:		
Interest paid	\$ 5,024	\$ 3,358

Non Cash Financing and Investing Activities

Resolution of warrant derivative liability	\$ -	\$ 228,678
Exercise of conversion of debt and accrued interest – related party	\$ 91,148	\$ -
Capital contribution related to salaries waived	\$ 80,000	\$ 80,000
Reclassification of tainted warrants to derivative liability	\$ -	\$ 163,718
Recognition of derivative discount	\$ -	\$ 31,190

See accompanying notes to the audited financial statements.

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**FairWind Energy, Inc.
August 31, 2018 and 2017
Notes to the Financial Statements**

Note 1 - Organization and Operations

FairWind Energy, Inc.

FairWind Energy, Inc. (the "Company", "Fairwind Energy") was incorporated on April 18, 2013 under the laws of the State of Nevada. The Company

engages in composite design, engineering and manufacturing to be used in solar/wind hybrid power systems, oil and gas industry pumping and civil engineering and infrastructure products.

Note 2 - Significant and Critical Accounting Policies and Practices

The management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation

The accompanying financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), and with the rules and regulations of the United States Securities and Exchange Commission ("SEC") to Form 10-K and Article 8 of Regulation S-X. These financial statements should be read in conjunction with the notes herein.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), aimed at making leasing activities more transparent and comparable. Topic 842 requires substantially all leases, including leases currently classified as operating leases, to be recognized by lessees on their balance sheet as a right-of-use asset and corresponding lease liability. This update is effective for financial statements issued for annual periods beginning after December 15, 2018, with transition requiring lessees to recognize and measure leases existing at, or entered into after, the beginning of the earliest period presented using a modified retrospective approach. Early adoption is permitted. The Company is currently evaluating the impact of this accounting standard on its financial statements and related disclosures.

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606), which outlines a single, comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. This accounting standard was originally effective for reporting periods beginning after December 15, 2017, with early adoption permitted for reporting periods beginning after December 15, 2016. ASU No. 2015-14 simply defers the effective date of ASU No. 2014-09 to reporting periods beginning after December 15, 2017 for public entities and beginning after December 15, 2018 for all other entities, with early adoption permitted for reporting periods after December 15, 2016. The Company is currently evaluating the impact of this accounting standard on its financial statements and related disclosures.

Fiscal Year-End

The Company elected August 31st as its fiscal year ending date.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

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Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company's critical accounting estimates and assumptions affecting the financial statements were:

- (i) *Assumption as a going concern:* Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.
- (ii) *Fair value of long-lived assets:* Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives. The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.
- (iii) *Valuation allowance for deferred tax assets:* Management assumes that the realization of the Company's net deferred tax assets resulting from its net operating loss ("NOL") carry-forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3)

broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

- Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

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The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts payable, accrued expenses, and payroll liabilities approximate their fair values because of the short maturity of these instruments. The long-term borrowings approximate fair value since the related rates of interest approximate current market rates.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company has adopted Section 360-10-35 of the FASB Accounting Standards Codification for its long-lived assets. Pursuant to ASC Paragraph 360-10-35-17 an impairment loss shall be recognized only if the carrying amount of a long-lived asset (asset group) is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset (asset group) is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset (asset group). That assessment shall be based on the carrying amount of the asset (asset group) at the date it is tested for recoverability. An impairment loss shall be measured as the amount by which the carrying amount of a long-lived asset (asset group) exceeds its fair value. Pursuant to ASC Paragraph 360-10-35-20 if an impairment loss is recognized, the adjusted carrying amount of a long-lived asset shall be its new cost basis. For a depreciable long-lived asset, the new cost basis shall be depreciated (amortized) over the remaining useful life of that asset. Restoration of a previously recognized impairment loss is prohibited.

Pursuant to ASC Paragraph 360-10-35-21 the Company's long-lived asset (asset group) is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. The Company considers the following to be some examples of such events or changes in circumstances that may trigger an impairment review: (a) significant decrease in the market price of a long-lived asset (asset group); (b) A significant adverse change in the extent or manner in which a long-lived asset (asset group) is being used or in its physical condition; (c) A significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset (asset group), including an adverse action or assessment by a regulator; (d) An accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset (asset group); (e) A current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset (asset group); and (f) A current expectation that, more likely than not, a long-lived asset (asset group) will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. The Company tests its long-lived assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

Pursuant to ASC Paragraphs 360-10-45-4 and 360-10-45-5 an impairment loss recognized for a long-lived asset (asset group) to be held and used shall be included in income from continuing operations before income taxes in the income statement of a business entity. If a subtotal such as income from operations is presented, it shall include the amount of that loss. A gain or loss recognized on the sale of a long-lived asset (disposal group) that is not a component of an entity shall be included in income from continuing operations before income taxes in the income statement of a business entity. If a subtotal such as income from operations is presented, it shall include the amounts of those gains or losses.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

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Computer Equipment

Computer equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of five (5) years.

Upon sale or retirement, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Patents

The Company follows the guidelines as set out in paragraph 350-30-25-3 and paragraph 350-30-35-6 of the FASB Accounting Standards Codification for patents. For acquired patents the Company records the costs to acquire patents as patents and amortizes the patent acquisition costs over their remaining legal lives, or estimated useful lives, or the term of the contracts, whichever is shorter. For internally developed patents, all costs incurred to the point when a patent application is to be filed are expensed as incurred as research and development expense; patent application costs, generally legal costs, thereafter incurred are capitalized, which are to be amortized once the patents are granted or expensed if the patent application is rejected. The Company amortizes the internally developed patents over the shorter of the expected useful lives or the legal lives of the patents, which are generally 17 to 20 years for domestic patents and 5 to 20 years for foreign patents from the date when the patents are granted. The costs of defending and maintaining patents are expensed as incurred.

Upon becoming fully amortized, the related cost and accumulated amortization are removed from the accounts.

Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates ("Affiliate" means, with respect to any specified Person, any other Person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such Person, as such terms are used in and construed under Rule 405 under the Securities Act) of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the

investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitment and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

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If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

[Revenue Recognition](#)

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

[Deferred Tax Assets and Income Tax Provision](#)

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the

determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act makes broad and complex changes to the U.S. tax code, including, but not limited to, (1) reducing the U.S. federal corporate tax rate from 35 percent to 21 percent; (2) requiring companies to pay a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries; (3) generally eliminating U.S. federal income taxes on dividends from foreign subsidiaries; (4) requiring a current inclusion in U.S. federal taxable income of certain earnings of controlled foreign corporations; (5) eliminating the corporate alternative minimum tax ("AMT") and changing how existing AMT credits can be realized; (6) creating a base erosion anti-abuse tax, a new minimum tax; (7) creating a new limitation on deductible interest expense; and (8) changing rules related to uses and limitations of net operating loss carryforwards created in tax years beginning after December 31, 2017.

The Act reduces the corporate tax rate to 21 percent, effective January 1, 2018.

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[Earnings per Share](#)

Earnings per share ("EPS") are the amount of earnings attributable to each share of common stock. For convenience, the term is used to refer to either earnings or loss per share. EPS is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Pursuant to ASC Paragraphs 260-10-45-10 through 260-10-45-16, basic EPS shall be computed by dividing income available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Income available to common stockholders shall be computed by deducting both the dividends declared in the period on preferred stock (whether or not paid) and the dividends accumulated for the period on cumulative preferred stock (whether or not earned) from income from continuing operations (if that amount appears in the income statement) and also from net income. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

Pursuant to ASC Paragraphs 260-10-45-21 through 260-10-45-23 diluted EPS shall be based on the most advantageous conversion rate or exercise price from the standpoint of the security holder. The dilutive effect of outstanding call options and warrants (and their equivalents) issued by the reporting entity shall be reflected in diluted EPS by application of the treasury stock method unless the provisions of paragraphs 260-10-45-35 through 45-36 and 260-10-55-8 through 55-11 require that another method be applied. Equivalents of options and warrants include non-vested stock granted to employees, stock purchase contracts, and partially paid stock subscriptions (see paragraph 260-10-55-23). Anti-dilutive contracts, such as purchased put options and purchased call options, shall be excluded from diluted EPS. Under the treasury stock method: a. Exercise of options and warrants shall be assumed at the beginning of the period (or at time of issuance, if later) and common shares shall be assumed to be issued. b. The proceeds from exercise shall be assumed to be used to purchase common stock at the average market price during the period. (See paragraphs 260-10-45-29 and 260-10-55-4 through 55-5.) c. The incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) shall be included in the denominator of the diluted EPS computation.

There were potentially dilutive common shares in the form of outstanding warrants and shares of common stock issuable pursuant to outstanding debt for the year ended August 31, 2017 and shares issued on convertible debt for the year ended August 31, 2018. These shares were non-dilutive for the years

ended August 31, 2017 and 2018 owing to net losses incurred by the Company.

Cash Flows Reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net loss that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Stock-Based Payments

The Company recognizes all employee stock-based payments as a cost in the financial statements. Equity classified awards are measured at the grant date fair value of the award. The Company estimates grant date fair value for stock options using the Black-Scholes option-pricing model.

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To determine the fair value of stock warrants granted during the year ended 2017, the Company used the Black-Scholes option-pricing model and the following weighted average assumptions. No warrants were issued or outstanding for the year ended 2018.

Assumptions	August 31, 2017
Risk-free interest rate	0.71% - 1.49%
Expected Dividend yield	0%
Expected lives (years)	2.27 – 3.00
Volatility	93.80%

The risk-free interest rate used is based on the implied yield on Treasury Constant Maturities with a remaining term equal to the expected term of the stock warrant. The expected dividend yield is zero as the Company has not paid cash dividends in the past and has no expectation of paying dividends in the foreseeable future. The expected volatility is calculated based on historical pattern of fluctuations in the common stock price. The Company determined the initial expected life based on the simplified method. The simplified method was used because the Company does not yet have enough history to

establish an expected term based on actual forfeitures to date.

Derivative Liabilities

The Company evaluates its financial instruments and other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 815. The result of this accounting treatment is that the fair value of the embedded derivative is marked- to-market at each balance sheet date and recorded as a liability and the change in fair value is recorded in the statements of operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Derivative instruments that become subject to reclassification are reclassified at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not settlement of the derivative instrument is expected within 12 months of the balance sheet date.

From time to time, certain of the Company's embedded conversion features on debt and outstanding warrants are treated as derivative liabilities for accounting purposes under ASC 815 due to insufficient authorized shares to fully settle conversion features of the instruments if exercised. These contracts were recognized at fair value with changes in fair value recognized in earnings until such time as the conditions giving rise to such derivative liability classification were settled.

These derivative instruments did not trade in an active securities market. The Company used Black Scholes option pricing model to value derivative liabilities. This model used Level 3 inputs in the fair value hierarchy established by ASC 820 Fair Value Measurement.

Note 3 – Going Concern

The Company's financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company had an accumulated deficit at August 31, 2018, a net loss, and net cash used in operating activities for the year then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to commence operations and generate sufficient revenue; however, the Company's cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to commence operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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Note 4 – Related Party Transactions and Balances

Accounts Payable

The Company has a balance of \$7,711 and \$3,137 as of August 31, 2018 and 2017, respectively due to Michael Winterhalter, Chief Executive Officer, for expenses paid on behalf of the Company.

Free Office Space

The Company has been provided office space by Michael Winterhalter, Chief Executive Officer, at no cost. Management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

Convertible Notes Payable

The Company issued a convertible promissory note on September 23, 2016 to William C. Winterhalter, Michael Winterhalter's father, in the amount of \$20,000. The interest rate is 8% and the maturity date is September 23, 2019 in which all outstanding principal together with interest on this note shall be due. The outstanding note and accrued interest convert at the option of the holder or the Company at the volume weighted average price of the common stock for the preceding 10 days (10-day VWAP). On March 1, 2017 this note was amended to introduce a conversion floor of \$0.10 on the 10-day VWAP. This amendment extinguished the conditions that generated derivative liabilities related to this note. The debt under this agreement remains as the agreement did not qualify for debt extinguishment.

A derivative liability related to the embedded conversion option of \$13,932 was recognized as a debt discount at the date of issuance of the note. As discussed in the preceding paragraph and in Note 6, the conditions that generated the derivative liability related to the related party note was extinguished on March 1, 2017 and \$12,160 was transferred to "Loss on fair value of derivative instruments". The decrease in fair value of the derivative liability of the related party convertible note payable for the years ended August 31, 2018 and August 31, 2017 was \$0 and \$13,932, respectively, and is included in "Loss on fair value of derivative instruments" on the accompanying statements of operations. Amortization of the discount on related party convertible note payable was \$9,581 and \$4,351 for the year ended August 31, 2018 and August 31, 2017, respectively, and is included in "interest expense" in the accompanying statements of operations.

The Company also issued convertible promissory notes on March 3, 2017, April 28, 2017, July 10, 2017 and August 31, 2017 in amounts of \$20,000, \$10,000, \$4,000 and \$10,000 respectively, to Michael Winterhalter. All four notes mature on their third anniversary with interest payable at 8% per annum. The outstanding notes and accrued interest convert at the option of the holder or the Company at the volume weighted average price of the common stock for the preceding 10 days, with a conversion floor of \$0.10 on the 10-day VWAP. The Company evaluated the conversion options of the convertible promissory notes for embedded derivatives and beneficial conversion features determining the conversion options to contain neither.

The Company issued a convertible promissory note on November 1, 2017 for \$10,000 to Michael Winterhalter. The note matures on its third anniversary with interest payable at 8% per annum. The outstanding note and accrued interest convert at the option of the holder or the Company at the volume weighted average price of the common stock for the preceding 10 days, with a conversion floor of \$0.10 on the 10-day Volume Weighted Average Price

("VWAP"). The Company evaluated the conversion option of the convertible promissory note for embedded derivatives and beneficial conversion features determining the conversion option to contain neither.

The Company issued a convertible promissory note on February 13, 2018 for \$15,000 to Michael Winterhalter. The note matures on its third anniversary with interest payable at 8% per annum. The outstanding note and accrued interest convert at the option of the holder or the Company at the volume weighted average price of the common stock for the preceding 10 days, with a conversion floor of \$0.10 on the 10-day Volume Weighted Average Price ("VWAP"). The Company evaluated the conversion option of the convertible promissory note for embedded derivatives and beneficial conversion features determining the conversion option to contain neither.

Effective April 27, 2018, the Company converted all of Michael Winterhalter's and William Winterhalter's outstanding debt, which was an aggregate amount of \$89,000. Prior to the conversion, all debt was assigned to Michael Winterhalter. Accrued interest expense through the date of conversion amounted to \$2,148 and the unamortized discount amounted to \$4,925. The debt was converted into 14,553,000 shares at approximately \$0.006 per share. Per the agreement, the shares should have been converted at the floor price of \$0.10 per share. Excess shares received amounted to 13,641,520. The NASDAQ price per share as of the conversion date was \$3.125 and therefore, the related expense amounted to \$42,629,753, which is included in the financial statements as a loss on extinguishment of debt.

The Company issued a convertible promissory note on June 12, 2018 for \$25,000 to Michael Winterhalter. The note matures on its third anniversary with interest payable at 8% per annum. The outstanding note and accrued interest convert at the option of the holder or the Company at the volume weighted average price of the common stock for the preceding 10 days, with a conversion floor of \$0.10 on the 10-day Volume Weighted Average Price ("VWAP"). The Company evaluated the conversion option of the convertible promissory note for embedded derivatives and beneficial conversion features determining the conversion option to contain neither.

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Note 5 – Equity

Shares Authorized

Upon formation the total number of shares of all classes of stock which the Company is authorized to issue is Seventy-Five Million (75,000,000) shares of which Twenty Five Million (25,000,000) shares shall be Preferred Stock, par value \$0.001 per share, and Fifty Million (50,000,000) shares shall be Common Stock, par value \$0.001 per share.

Stock Options Plan

In February 2016, the Board of Directors approved the 2016 Stock Options Plan ("Plan") that provides for the granting of stock options to certain key employees. The Plan reserves 2,000,000 shares of common stock for this purpose. There is no provision for shares to be specifically granted to the CEO under his employment arrangement, either in the stock option plan or the employment agreement.

Options under the Plan are to be granted at no less than fair market value of the shares at the date of grant. As of August 31, 2018 and 2017 no options under this plan have been granted.

Consulting Agreement

On March 14, 2016, the Company entered into a consulting agreement with Steve Moore for consulting services related to develop business and advise management of technology, products and services used in the oil and gas exploration and production. This agreement combines commissions payable on

gross profit, as well as a warrant of company stock. The cost of these benefits is estimated at \$250,000 over 2 years. As of August 31, 2018, there were no warrants of company stock outstanding under this agreement. Costs associated with the warrant issuances are included in "Professional fees" in the accompanying statements of operations in the amount of \$0 and \$173,462 for the years ended August 31, 2018 and 2017, respectively.

Effective February 15, 2018, the Company and consultant mutually agreed to cancel all warrants related to this consulting agreement as a result of unsatisfactory performance. There was no cost to the Company associated with the warrant cancellation due to the nonperformance. The weighted average exercise price of the warrants at cancellation was \$0.001.

Following is a summary of warrant activity during 2018 and 2017:

Options Outstanding	Options	Weighted average exercise price	Weighted average remaining contractual life (in years)
Balance, August 31, 2016	125,000	\$ 0.001	-
Granted	-	-	-
Exercised	-	-	-
Cancelled	-	-	-
Balance, August 31, 2017	125,000	0.001	2.30
Granted	-	-	-
Exercised	-	-	-
Cancelled	(125,000)	0.001	-
Balance, August 31, 2018	-	\$ -	-

Following is a summary of non-vested warrant activity during 2018 and 2017:

	Options	Weighted average grant date fair value
Non-vested at August 31, 2016	75,000	\$ -
Granted	-	-
Vested	(75,000)	-
Forfeited	-	-
Non-vested at August 31, 2017	-	-
Granted	-	-
Vested	-	-
Forfeited	-	-
Non-vested at August 31, 2018	-	\$ -

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The fair market value of stock warrants is determined using the Black-Scholes valuation model, and the company uses the following methods to determine its underlying assumptions: expected volatilities are based on the historical volatility of the Company's common stock; the expected term of warrants granted are based on the simplified method; and the risk-free interest rate is based on the U.S. Treasury implied yield on zero-coupon issues (with a remaining term equal to the expected term of the warrant).

As of August 31, 2017, there was no unrecognized stock warrant cost related to unvested stock warrant awards as all awards have fully vested.

During the year ended August 31, 2017, \$163,718 of previously recognized expense was reclassified from equity to a derivative liability related to outstanding fully-vested common stock warrants. As discussed in Notes 4 and 6, the conditions that generated the derivative liabilities related to the warrants were extinguished on March 1, 2017 and \$228,678 was transferred to paid-in capital. The increase in the fair value of the derivative liabilities generated by tainted warrants for the year ended August 31, 2017 was \$64,959 and is included in "Loss on fair value of derivative instruments" in the accompanying statements of operations.

There were no warrants as of August 31, 2018.

Waived Compensation

The Company and Michael Winterhalter collectively waived payment in the amount of \$60,000 and \$60,000 for the years ended August 31, 2018 and 2017, respectively. Waived compensation expense is included in payroll expense in the accompanying Statements of Operations.

The Company and Eric Krogus collectively waived payment in the amount of \$20,000 and \$20,000 for the years ended August 31, 2018 and 2017, respectively. Waived compensation expense is included in payroll expense in the accompanying Statements of Operations. These amounts are treated as non-cash capital contributions in the accompanying consolidated Statements of changes in Stockholder's Deficit.

Note 6 – Notes Receivable and Convertible Notes Payable

The Company issued a note receivable on September 28, 2016 in the amount of \$10,000 to Black Diamond Bits, LLC. The interest rate is 8% and the principal and interest will be due in its entirety on January 1, 2017 for a total amount of \$10,710. As of August 31, 2017 Black Diamond has not consummated the sale of their business, which had been the trigger for Black Diamond Bits, LLC to fully pay their obligation. Two interest payments have been made to date of \$291 and \$193 in April and June 2017, respectively. During the year ended August 31, 2017, Fairwind Energy has sent this note to collections and has reserved against credit losses on the note in the amount of \$7,226. This is based on the collection agency's historically collects rate, average of 85% collections, weighted against management's estimate. During the year ended August 31, 2018, FairWind Energy considers the note uncollectible and the note of \$3,000 has been written off to bad debt expense.

The Company issued a convertible promissory note on October 1, 2016 to Julie Cameron Down Revocable Trust in the amount of \$25,000. The interest rate is 8% and the maturity date is September 30, 2019 in which all outstanding principal together with interest on this note shall be due. The outstanding note and accrued interest convert at the option of the holder or the Company at the volume weighted average price of the common stock for the preceding 10 days (10-day VWAP). On March 1, 2017 this note was amended to introduce a conversion floor of \$0.10 on the 10-day VWAP. This amendment extinguished the conditions that generated derivative liabilities related to this note.

A derivative liability related to the embedded conversion option of \$17,258 was recognized as a debt discount at the date of issuance of the note. As

discussed in the preceding paragraph and in Note 4, the conditions that generated the derivative liability related to the related party note were extinguished on March 1, 2017 and \$15,245 was transferred to "Loss on fair value of derivative instruments". The decrease in fair value of the derivative liability of the convertible note payable for the year ended August 31, 2017 was \$17,258 and is included in "Loss on fair value of derivative instruments" on the accompanying statements of operations. Amortization of the discount on convertible note payable was \$7,736 and \$5,269 for the years ended August 31, 2018 and 2017, respectively, and is included in "interest expense" in the accompanying statements of operations. The debt under this agreement remains as the agreement did not qualify for debt extinguishment.

Convertible Notes Payable consist of the following as of August 31, 2018 and 2017:

	August 31, 2018
Julie Cameron Down Revocable Trust	\$ 25,000
Related Party Notes:	
Mike Winterhalter	25,000
Less current maturities	-
Long-term maturities	50,000
Unamortized Discount	(4,253)
	<u>\$ 45,747</u>

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	August 31, 2017
Julie Cameron Down Revocable Trust	\$ 25,000
Related Party Notes:	
William Winterhalter	20,000
Mike Winterhalter	20,000
Mike Winterhalter	10,000
Mike Winterhalter	4,000
Mike Winterhalter	10,000
Less current maturities	-
Long-term maturities	89,000
Unamortized Discount	(21,570)
	<u>\$ 67,430</u>

The Company's amortization expense related to the unamortized discount for year ended August 31, 2018 was \$17,317.

Maturities of convertible notes payable for each of the fiscal years subsequent to August 31, 2018 are as follows:

2019	\$ 25,000
2020	-
2021	25,000
	<u>\$ 50,000</u>

Note 7 – Derivative Liabilities

Derivative liabilities consist of derivative convertible notes and tainted warrants. When initially valued, using a Black Scholes valuation method, the derivative convertible notes were valued at \$31,190, and tainted warrants valued at \$163,718.

To determine the fair value of notes/warrants granted during each year under the Black Scholes model using the following range of assumptions:

Risk-free interest rate	0.90% – 1.45%
Expected dividend yield	-%
Expected lives (years)	2.5 – 3.0 years
Volatility	105% - 118%

As discussed in Notes 4 and 6, the conditions generating the derivative liabilities were extinguished as of August 31, 2017, therefore there were no derivative liabilities as of August 31, 2017.

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Company's Level 3 derivative liabilities for the year ended August 31, 2017:

Balance, beginning of period	\$ -
Realized gains (losses)	-
Unrealized (gains) losses relating to derivative liabilities	33,770
Reclassification of warrant expense from equity	163,718
Derivative liability incurred on related party convertible note payable issuance	13,932
Derivative liability incurred on convertible note issuance	17,258
Extinguishment of derivative liabilities	<u>(228,678)</u>
Balance, end of period	<u>\$ -</u>

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Note 8 – Commitments and contingent liabilities

Employment Agreements

Employment Agreement – Michael Winterhalter, CEO

On April 30, 2014, the Company entered into an employment agreement with Michael Winterhalter ("the Employee"). Key terms of the agreement are as follows:

Term

The employment of the Employee shall commence on and continue for an indefinite term until terminated in accordance with the provisions of the agreement.

Compensation

In consideration of the services to be provided, the Employee, during the term of his employment, shall be paid a base salary of \$60,000 per year in equal monthly installments, in arrears, less applicable statutory deductions. In addition, the Employee is entitled to receive benefits in accordance with the Employer's standard benefit package, as amended from time to time. During the fiscal year ended August 31, 2018, no payments have been made. The Company and the Employee collectively waived payment above in the amount of \$60,000 and 60,000 for the years ended August 31, 2018 and 2017, respectively. Waived compensation expense (see Note 5) is included in payroll expense in the accompanying Statements of Operations.

Termination

Subsequent to completion of the probationary term of employment, the Employer may terminate the employment of the Employee at any time:

- a. for just cause at common law, in which case the Employee is not entitled to any advance notice of termination or compensation in lieu of notice;
- b. without just cause, in which case the Employer shall provide the Employee with advance notice of termination or compensation in lieu of notice equal to: 1 month plus 2 weeks per year of completed service with the Employer, to a maximum of fifteen (15) months.

The Employee may terminate his employment at any time by providing the Employer with at least eight (8) weeks advance notice of his intention to resign.

Employment Agreement – Eric Krogius, Director

On April 30, 2014, the Company entered into an employment agreement with Eric Krogius ("the Director") with the same terms and conditions of the Employment Agreement with Michael Winterhalter except the following:

Compensation

In consideration of the services to be provided, the Director, during the term of his employment, shall be paid a base salary of \$20,000 per year in equal monthly installments, in arrears, less applicable statutory deductions. In addition, the Director is entitled to receive benefits in accordance with the Employer's standard benefit package, as amended from time to time. During the fiscal year ended August 31, 2018, no payments have been made. The Company and the Director collectively waived payment above in the amount of \$20,000 and \$20,000 for the years ended August 31, 2018 and 2017, respectively. Waived compensation expense (see Note 5) is included in payroll expense in the accompanying Statements of Operations.

Note 9 – Concentrations and Credit Risk

Customers and Credit Concentrations

One customer accounted for all of the total revenue during the year ended August 31, 2017. There was no revenue for the year ended August 31, 2018. A reduction in sales from or loss of such customer would have a material adverse effect on the Company's results of operations and financial condition.

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Note 10 – Deferred Tax Assets and Income Tax Provision

Deferred Tax Assets

At August 31, 2018, the Company had net operating loss ("NOL") carry-forwards for Federal income tax purposes of \$662,043 that may be offset against future taxable income through 2037. No tax benefit has been recorded with respect to these net operating loss carry-forwards in the accompanying financial statements as the management of the Company believes that the realization of the Company's net deferred tax assets of approximately \$139,000 was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by the full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realization. The valuation allowance decreased by \$77,200 and \$31,281 for the year ended August 31, 2018 and 2017, respectively.

Components of deferred tax assets are as follows:

	<u>August 31,</u> <u>2018</u>	<u>August 31,</u> <u>2017</u>
Net deferred tax assets – Non-current:		
Expected income tax benefit from NOL carry-forwards	\$ 139,000	\$ 216,200

Less valuation allowance	(139,000)	(216,200)
Deferred tax assets, net of valuation allowance	<u>\$ -</u>	<u>\$ -</u>

Income Tax Provision in the Statements of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of loss before income taxes is as follows:

	For the year ended August 31, 2018	For the year ended August 31, 2017
Blended federal statutory income tax rate	25.33%	34.0%
Increase (reduction) in income tax provision resulting from:		
Net operating loss ("NOL") carry-forwards	<u>(25.33)</u>	<u>(34.0)</u>
Effective income tax rate	<u>0.0%</u>	<u>0.0%</u>

The Company's income tax filings are subject to audit by various taxing authorities. The Company's open audit periods are August 31, 2016 to the current tax year.

Note 11 – Subsequent Events

The Company issued a convertible promissory note on September 12, 2018 for \$20,000 to Michael Winterhalter. The note matures on its third anniversary with interest payable at 8% per annum. The outstanding note and accrued interest convert at the option of the holder or the Company at the volume weighted average price of the common stock for the preceding 10 days, with a conversion floor of \$0.10 on the 10-day Volume Weighted Average Price ("VWAP"). The Company evaluated the conversion option of the convertible promissory note for embedded derivatives and beneficial conversion features determining the conversion option to contain neither.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our principal executive officer and the principal financial officer, we are responsible for conducting an evaluation of the effectiveness of the design and operation of our internal controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of the end of the fiscal year covered by this report. Disclosure controls and procedures means that the material information required to be included in our Securities and Exchange Commission (“SEC”) reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to our company, including any consolidating subsidiaries, and was made known to us by others within those entities, particularly during the period when this report was being prepared. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were not effective as of August 31, 2018.

MANAGEMENT’S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

As of August 31, 2018, management assessed the effectiveness of our internal control over financial reporting. The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Company’s President and Chief Financial Officer and effected by the Company’s Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of our assets;
- Provide reasonable assurance our transactions are recorded as necessary to permit preparation of our financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statement.

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In evaluating the effectiveness of our internal control over financial reporting, our management used the criteria set forth by the 2013 version of Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control – Integrated Framework. Based on that evaluation,

completed only by Michael Winterhalter, our President and Chief Executive Officer, and a director, who also serves as our principal financial officer and principal accounting officer, Mr. Winterhalter concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below.

This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that were considered to be material weaknesses. The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (i) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (ii) inadequate segregation of duties consistent with control objectives; and (iii) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by Mr. Winterhalter, our President, Secretary, Treasurer and Director, who also serves as our principal financial officer and principal accounting officer, in connection with the review of our financial statements as of August 31, 2018.

Management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING.

There were no changes in the Company's internal control over financial reporting that occurred during the fourth quarter of the year ended August 31, 2018 that have materially affected, or that are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Our executive officers and directors and their respective ages as of August 31, 2018 are as follows:

<u>Name</u>	<u>Age</u>	<u>Positions</u>
Michael Winterhalter	58	President and Chief Executive Officer, Treasurer and Chairman of the Board of Directors
Scott Thomas	56	Vice President, Secretary, and Director
Eric Krogius	58	Director
Robert Drust	58	Director

The directors named above will serve until the next annual meeting of the stockholders or until their respective resignation or removal from office. Thereafter, directors are anticipated to be elected for one-year terms at the annual stockholders' meeting. Officers will hold their positions at the pleasure of the Board of Directors, absent any employment agreement, of which none currently exists or is contemplated.

Set forth below is a brief description of the background and business experience of our executive officers and directors for the past five years.

Michael Winterhalter

Michael Winterhalter, has served as our President, Chief Executive Officer, Treasurer and Chairman of the Board of Directors since April 18, 2013. He also served as our Secretary from April 18, 2013 until June 2, 2013. Mr. Winterhalter has over 25 years' experience in the composites industry with notable tenures that include President of AmpStar, LLC (Harbor City, California), from November 2008 until July 2014. From June 2001 until January 2004, Mr. Winterhalter was employed at W. Brandt Goldsworthy & Associates in Los Angeles, where he became Vice President of Business Development in

January 2002. Since August 2008, he has been a member of Winter Composites, LLC. He holds 2 patents (with an additional 1 in pending status); one for design of high voltage overhead transmission conductors utilizing a high strength composite central strength member and another for a novel manufacturing method for composite power poles. Mr. Winterhalter graduated from the University of California, Santa Barbara and also served as a Congressional Intern in the US House of Representatives. Mr. Winterhalter's entrepreneurial desire evidenced by his ideas which led to the establishment of our business, and his experience in the composites industry, led to our conclusion that Mr. Winterhalter should be serving as a member of our Board of Directors in light of our business and structure.

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Scott Thomas

Mr. Thomas has served as our Vice President, Secretary and a Director since June 2, 2013. Mr. Thomas has over 25 years' experience in industrial/technical sales and product development. Since August 1994, Mr. Thomas has been a Regional Director of Donaldson Company Inc., an S&P Midcap-400 corporation that specializes in engineered filtration products and 'green' solutions for industry. Mr. Thomas graduated from California Polytechnic State University (Cal Poly) San Luis Obispo. Mr. Thomas's sales experience led to our conclusion that Mr. Thomas should be serving as a

member of our Board of Directors in light of our business and structure.

Eric Krogius

Mr. Krogius has served as a Director since June 2, 2013. Mr. Krogius has over 18 years' experience in the equity investment and securities industry. Since November 2016, Mr. Krogius has been a Senior Institutional Sales Trader at Roth Capital Partners. From July 2013 to October 2016, Mr. Krogius was Senior Vice President at Seaport Global Securities. In the mid-1990s, he was Managing Director, Director of Trading for Roth Capital Partners. Most recently, he was a partner for Los Angeles-based Crowell Weedon and Company from January 2001 until May 2013. Prior to his securities career he owned and operated a string of retail stores in the Los Angeles area. Mr. Krogius graduated from the University of California Los Angeles. Mr. Krogius' background in the broker-dealer industry led to our conclusion that Mr. Krogius should be serving as a member of our Board of Directors in light of our business and structure.

Robert Drust

Mr. Drust has served as a Director since June 2, 2013. Mr. Drust has over 20 years' experience in the equity investment and trading industry. Mr. Drust is presently Executive Director at MKM Partners, a position which he has held since April 2017. From August 2013 until March 2016, Mr. Drust was a Senior Equity Trader at B. Riley & Co. Starting in the early 1990s, he worked at Wertheim Schroder, Prudential Securities and later at Wellington Management. Most recently, Mr. Drust was a partner at Crowell Weedon, where he was in charge of the Institutional Equity Trading Department and dealt with some of the largest Mutual funds and Hedge funds in the country, from November 2005 until June 2013. Mr. Drust graduated from Rider University and holds a MBA from Pepperdine.

TERM OF OFFICE

All directors hold office until the next annual meeting of the stockholders of the Company and until their successors have been duly elected and qualified. The Company's Bylaws provide that the Board of Directors will consist of no less than three members. Officers are elected by and serve at the discretion of the Board of Directors.

DIRECTOR INDEPENDENCE

Our board of directors is currently composed of four members, none of whom qualify as independent directors in accordance with the published listing requirements of the NASDAQ Global Market (the Company has no plans to list on the NASDAQ Global Market). The NASDAQ independence definition includes a series of objective tests, such as that the director is not, and has not been for at least three years, one of our employees and that neither the director, nor any of his family members has engaged in various types of business dealings with us. In addition, our board of directors has not made a subjective determination as to our director that no relationships exist which, in the opinion of our board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, though such subjective determination is required by the NASDAQ rules. Had our board of directors made these determinations, our board of directors would have reviewed and discussed information provided by our director and us with regard to our director's business and personal activities and relationships as they may relate to us and our management.

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CERTAIN LEGAL PROCEEDINGS

No director, person nominated to become a director, executive officer, promoter or control person of our company has, during the last ten years: (i) been convicted in or is currently subject to a pending a criminal proceeding (excluding traffic violations and other minor offenses); (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to any federal or state securities or banking or commodities laws including, without limitation, in any way limiting involvement in any business activity, or finding any violation with respect to such law, nor (iii) any bankruptcy petition been filed by or against the business of which such person was an executive officer or a general partner, whether at the time of the bankruptcy or for the two years prior thereto.

SIGNIFICANT EMPLOYEES AND CONSULTANTS

Other than our officers and directors, we currently have no other significant employees.

AUDIT COMMITTEE AND CONFLICTS OF INTEREST

Since we do not have an audit or compensation committee comprised of independent directors, the functions that would have been performed by such committees are performed by our directors. The Board of Directors has not established an audit committee and does not have an audit committee financial expert, nor has the Board of Directors established a nominating committee. The Board is of the opinion that such committees are not necessary since the Company is an early development stage company and has only two directors, and to date, such directors have been performing the functions of such committees. Thus, there is a potential conflict of interest in that our directors and officers have the authority to determine issues concerning management compensation, nominations, and audit issues that may affect management decisions.

There are no family relationships among our directors or officers. Other than as described above, we are not aware of any other conflicts of interest with any of our executive officers or directors.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities, file reports of ownership and changes in ownership with the SEC. Executive officers, directors and greater-than-ten percent stockholders are required by SEC regulations to furnish us with all Section 16(a) forms they file. Based on our review of filings made on the SEC website, and the fact of us not receiving certain forms or written representations from certain reporting persons that they have complied with the relevant filing requirements, we believe that, during the year ended August 31, 2018, our executive officers, directors and greater-than-ten percent stockholders complied with all Section 16(a) filing requirements.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

We have not implemented a formal policy or procedure by which our stockholders can communicate directly with our Board of Directors. Nevertheless, every effort has been made to ensure that the views of stockholders are heard by the Board of Directors or individual directors, as applicable, and that appropriate responses are provided to stockholders in a timely manner. We believe that we are responsive to stockholder communications, and therefore have not considered it necessary to adopt a formal process for stockholder communications with our Board. During the upcoming year, our Board will continue to monitor whether it would be appropriate to adopt such a process.

CODE OF ETHICS

The Company has not adopted a code of ethics that applies to its principal executive officers, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

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ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The table below summarizes all compensation awarded to, earned by, or paid to our officers for all services rendered in all capacities to us as of the fiscal years ended as indicated.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation (\$)	All Other Compensation (\$)	Total (\$)
Michael Winterhalter (1)	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Scott Thomas (2)	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

- (1) Appointed President and Chief Executive Officer, Treasurer and Chairman of the Board of Directors, on April 18, 2013. Appointed Secretary on April 18, 2013 and resigned as Secretary on June 2, 2013.
- (2) Appointed Vice President, Secretary and Director on June 2, 2013.

STOCK OPTION GRANTS

The following table sets forth certain information concerning outstanding stock awards held by our officers and our directors as of the fiscal year ended August 31, 2018:

Name	Year	Option Awards				Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Exercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
Michael Winterhalter (1)	2018	-0-	-0-	-0-	-0-	N/A	-0-	-0-	-0-	-0-
Scott Thomas (2)	2018	-0-	-0-	-0-	-0-	N/A	-0-	-0-	-0-	-0-

- (1) Appointed President and Chief Executive Officer, Treasurer and Chairman of the Board of Directors, on April 18, 2013. Appointed Secretary on April 18, 2013 and resigned as Secretary on June 2, 2013.
- (2) Appointed Vice President, Secretary and Director on June 2, 2013.

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EMPLOYMENT AGREEMENTS

Pursuant to a letter agreement dated April 30, 2014, by and between Michael Winterhalter and us, we pay Mr. Winterhalter \$5,000 per month for serving as President of the Company until October 9, 2015. Under the terms of the Agreement, we paid Mr. Winterhalter retroactively for the performance of his duties as President beginning April 18, 2013, and we may unilaterally decide to not pay Winterhalter at any time without any liability or debt accruing to the Company.

Pursuant to a letter agreement dated April 30, 2014, by and between Eric Krogius and us, we pay Mr. Krogius \$5,000 every three months for serving as a non-employee director of the Company until April 18, 2015. Under the terms of the Agreement, we paid Mr. Krogius retroactively for the performance of his duties as President beginning January 18, 2014, and we may unilaterally decide to not pay Krogius at any time without any liability or debt accruing to the Company.

DIRECTOR COMPENSATION

The following table sets forth director compensation as of August 31, 2018:

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards (\$)</u>	<u>Option Awards (\$)</u>	<u>Non-Equity Incentive Plan Compensation (\$)</u>	<u>Nonqualified Deferred Compensation Earnings (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Michael Winterhalter (1)	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Scott Thomas (2)	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Eric Krogius (3)	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Robert Drust (4)	-0-	-0-	-0-	-0-	-0-	-0-	-0-

- (1) Appointed President and Chief Executive Officer, Treasurer and Chairman of the Board of Directors, on April 18, 2013. Appointed Secretary on April 18, 2013 and resigned as Secretary on June 2, 2013.
- (2) Appointed Vice President, Secretary and Director on June 2, 2013.
- (3) Appointed Director on June 2, 2013.
- (4) Appointed Director on June 2, 2013.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table lists, as of the date of this Form 10-K, the number of shares of common stock of our Company that are beneficially owned by (i) each person or entity known to our Company to be the beneficial owner of more than 5% of the outstanding common stock; (ii) each officer and director of our Company; and (iii) all officers and directors as a group. Information relating to beneficial ownership of common stock by our principal shareholders and management is based upon information furnished by each person using “beneficial ownership” concepts under the rules of the Securities and Exchange Commission. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to vote or direct the voting of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Under the Securities and Exchange Commission rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may not have any pecuniary beneficial interest. Except as noted below, each person has sole voting and investment power.

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The percentages below are calculated based on 20,570,406 shares of our common stock issued and outstanding as of the date of this Form 10-K. We do not have any outstanding warrant, options or other securities exercisable for or convertible into shares of our common stock.

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner (2)</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Common Stock (1)</u>
Common Stock	Michael Winterhalter (3)	18,468,000	89.8%
Common Stock	Eric Krogus (4)	925,000	4.4%
Common Stock	Robert Drust (5)	192,500	*
Common Stock	Scott Thomas (6)	5,500	*
All directors and executive officers as a group (4 persons)		5,000	*

(1) The percentages below are based on 20,570,406 shares of our common stock issued and outstanding as of the date of this Form 10-K.

(2) c/o FairWind Energy Inc., 32932 Pacific Coast Highway, #14-254, Dana Point, California 92629.

(3) Appointed President and Chief Executive Officer, Treasurer and Chairman of the Board of Directors, on April 18, 2013. Appointed Secretary on April 18, 2013 and resigned as Secretary on June 2, 2013.

(4) Appointed Director on June 2, 2013.

(5) Appointed Director on June 2, 2013.

(6) Appointed Vice President, Secretary and Director on June 2, 2013.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

For the years ended August 31, 2018 and 2017, the total fees charged to the company for audit services, including quarterly reviews were \$23,000 and \$24,000, total fees charged for tax services and other services were \$0 and \$0, respectively.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

(a) The following Exhibits, as required by Item 601 of Regulation SK, are attached or incorporated by reference, as stated below.

Number	Description
3.1.1	Articles of Incorporation (1)
3.1.2	Articles of Association for Xingcheng SK Composite Co., Ltd. (1)
3.2	Bylaws (1)
3.1.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
3.1.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
3.2.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS *	XBRL Instance Document
101.SCH *	XBRL Taxonomy Extension Schema Document
101.CAL *	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF *	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB *	XBRL Taxonomy Extension Label Linkbase Document
101.PRE *	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Registrant's Form S-1 (File No. 333-194975), filed with the SEC on April 1, 2014.

* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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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.

FAIRWIND ENERGY INC.

(Name of Registrant)

Date: November 13, 2018

By: /s/ Michael Winterhalter
Name: Michael Winterhalter
Title: President, Chief Executive Officer,
Treasurer, and Director
(principal executive officer, principal accounting officer and principal financial officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Winterhalter as his true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Annual Report on Form 10-K of FairWind Energy Inc. for the fiscal year ended August 31, 2018, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, grant unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Power of Attorney has been signed by the following persons in the capacities and on the dates stated.

Date: November 13, 2018

By: /s/ Michael Winterhalter
Name: Michael Winterhalter
Title: President, Chief Executive Officer,
Treasurer, and Director (principal executive officer, principal accounting officer and principal financial officer)

Dated: November 13, 2018

By: /s/ Scott Thomas
Name: Scott Thomas
Title: Vice President, Secretary, and Director

Dated: November 13, 2018

By: /s/ Eric Krogius
Name: Eric Krogius
Title: Director

Dated: November 13, 2018

By: /s/ Robert Drust
Name: Robert Drust
Title: Director

**SECTION 302 CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF FAIRWIND ENERGY INC.**

I, Michael Winterhalter, certify that:

1. I have reviewed this report on Form 10-K of FairWind Energy Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the 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 report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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: November 13, 2018

/s/ Michael Winterhalter

Michael Winterhalter
President, Secretary, Treasurer and Director (and
principal executive officer, principal financial officer
and principal accounting officer)

**SECTION 302 CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF FAIRWIND ENERGY INC.**

I, Michael Winterhalter, certify that:

1. I have reviewed this report on Form 10-K of FairWind Energy Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the 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 report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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: November 13, 2018

/s/ Michael Winterhalter

Michael Winterhalter
President, Secretary, Treasurer and Director (and
principal executive officer, principal financial officer
and principal accounting officer)

**SECTION 906 CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
OF FAIRWIND ENERGY INC.**

In connection with the accompanying Annual Report on Form 10-K of FairWind Energy Inc. for the year ended August 31, 2018, the undersigned, Michael Winterhalter, President of FairWind Energy Inc., does hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) such Annual Report on Form 10-K for the year ended August 31, 2018 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in such Annual Report on Form 10-K for the year ended August 31, 2018 fairly presents, in all material respects, the financial condition and results of operations of FairWind Energy Inc.

Date: November 13, 2018

/s/ Michael Winterhalter

Michael Winterhalter
President, Secretary, Treasurer and Director (and
principal executive officer, principal financial officer
and principal accounting officer)