Wind Works Power Corp.
Form 10-Q
November 21, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

(MARK ONE)

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2011

OR

[ ] **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM _____ TO _____
COMMISSION FILE NUMBER: 333-113296

WIND WORKS POWER CORP.
(Name of registrant as specified in its charter)

NEVADA	**98-0409895**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

346 Waverley Street Ottawa, Ontario, Canada **K2P OW5**
(Address of principal executive offices) (Zip Code)

(613)226-7883
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes__ No _____

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

Large accelerated Filer

[ ]

Accelerated Filer

[ ]

Non-accelerated Filer

[ ]

Small Reporting Company [X]

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act Yes [ ] No[X]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13, or 15 (d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes _____ No_____

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of Common Stock as of the latest practicable date: 55,498,594 shares of Common Stock as of November 18, 2011.

PART I. - FINANCIAL INFORMATION

Item 1.	Financial Statements
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PART II - OTHER INFORMATION

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this quarterly report on Form 10-Q contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Generally, the words believes , anticipates, may, will, should, expect, estimate, continue, and similar expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements which include, but are not limited to, statements concerning the Company s expectations regarding its working capital requirements, financing requirements, business prospects, and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this quarterly report in its entirety, including but not limited to our financial statements and the notes thereto. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. For any forward-looking statements contained in any document, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

PART 1 - FINANCIAL INFORMATION

Item 1.

Financial Statements.

WINDWORKS POWER

Wind Works Power Corp.

(A Continuation of Zero Emission People LLC)

Consolidated Financial Statements

Period ended September 30, 2011 and 2010

MANAGEMENT S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

To the shareholders of Wind Works Power Corp. (A Continuation of Zero Emission People LLC)

The consolidated financial statements and the notes thereto are the responsibility of the management of Wind Works Power Corp. (A Continuation of Zero Emission People LLC). These consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles.

Management has developed and maintained a system of internal controls to provide reasonable assurance that all assets are safeguarded and to facilitate the preparation of relevant, reliable and timely financial information.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control.

/s/Ingo Stuckmann

Ingo Stuckmann

President

Wind Works Power Corp.

(Formerly AmMex Gold Mining Corp. An Exploration Stage Company)

Consolidated Balance Sheets

As at September 30 (Unaudited) and June 30, 2011 (Audited)

(Expressed in United States dollars, unless otherwise stated)

Assets	**September 30, 2011**	**June 30, 2011**
Current Assets		
Cash and Cash Equivalents	$ 271,311	$ 180,173
Prepaid Expenses (Note 6)	15,020	112,033
Accounts Receivable	3,503	3,584
VAT receivable	44,166	83,739
Due from shareholder (Note 5)	1,850	1,850
Other Assets	109,515	115,380
WIP Inventory- contracts in progress	-	-
Cost in excess of billings on uncompleted contracts (Note 14)	86,299	77,862
	531,664	574,621
Long Term Assets		
Capitalized lease costs	28,450	27,868
Wind Projects (Note 13)	3,684,237	3,431,183
Wind Project Deposits (Note 15)	10,490,927	7,731,252
Fixed assets (Note 7)	4,587	4,830
Investment UW ZE Altenburg GmbH	16,804	18,149
Loans Receivable	26,924	2,904
	14,251,924	11,216,186
	$ 14,783,588	$ 11,790,807
Liabilities and Stockholders Equity		
Liabilities		
Current Liabilities		
Accounts Payable an Accrued Liabilities	$ 2, 668,887	$ 2,233,438
Convertible debentures (Notes 6, 8)	502,029	385,000
Short term loans (Notes 5, 9)	126,296	202,787
	3,297,212	2,821,225
Third party loans (Note 10)	12,337,264	8,827,589

Stockholders Equity				
	Common Stock (Note 11)	47,029		47,029
	Additional Paid-in Capital	7,400,520		7,419,568
	Capital of Limited Partners	634		-
	Contributed Surplus	244,925		244,925
Share subscription liability		71,318		71,318
Deficit Accumulated during the Development Stage		(8,562,571)		(7,610,653)
Cumulative translation adjustment		(52,744)		(30,194)
		(850,888)		141,993
		$ 14,783,588		$ 11,790,807

Going concern (Note 1), Contingencies (Note 16), Commitments (Note 17),

The accompanying notes are an integral part of the consolidated interim financial statements.

Wind Works Power Corp.
(Formerly AmMex Gold Mining Corp. An Exploration Stage Company)

Consolidated Statement of Operations (Unaudited)

For the Periods Ended September 30, 2011 and 2010

(Expressed in United States dollars, unless otherwise stated)

	Three Month Period Ended September 30, 2011	Three Month Period Ended September 30, 2010	Cumulative from May 2, 2008 (Inception) to September 30, 2011
Income			
Interest	-	362	529
Non-refundable deposit (Note 13xi)	-	97,290	97,290
Total income	-	97,652	97,819
Expenses			
Advertising and promotion	16,982	2,019	60,134
Accretion interest (Note 8)	12,000	498,061	1,587,748
Consulting fees	191,607	418,221	2,273,602
Depreciation	244	304	2,171
Office and miscellaneous	2,788	834	32,533
Professional fees (Notes 5, 6)	131,714	92,669	704,125
Rent	2,578	2,465	16,595
Interest and service charges	222,771	38,120	512,750
Travel and lodging	20,000	3,392	43,832
Insurance	1,968	-	5,350
Project development costs (Note 5)	333,620	177,443	2,552,700
Foreign exchange	(10,353)	(10,358)	101,259
Loss on extinguishment of debt (Note 8)	-	-	564,130
Lease expense	26,000	23,738	203,462
Total operating expenses	951,918	1,246,908	8,660,390
Net loss for the period	951,918	1,149,256	8,562,571
Comprehensive loss			
Foreign currency translation adjustment	22,550	5,687	52,744
Comprehensive loss for the period	974,468	1,154,943	8,615,315
Basic and Diluted Loss per share		(0.03)	
Weighted Average Number of Shares Outstanding		33,524,250	

The accompanying notes are an integral part of the consolidated interim financial statements.

Wind Works Power Corp.

(Formerly AmMex Gold Mining Corp.- an Exploration Stage Mining Company)

Consolidated Statement of Cash Flows (Unaudited)

For the Periods Ended September 30, 2011 and 2010

(Expressed in United States dollars, unless otherwise stated)

	Three Month Period ended September 30, 2011	Three Month Period Ended September 30, 2010	May 2, 2008 (Date of Inception) to September 30, 2011
Cash Flows from Operating Activities			
Net loss for the period	$	$	$
Add (deduct) non-cash items:			
Depreciation			
Lease amortization			
Loss on extinguishment of debt			
Accretion interest			
Interest on debt modification			
Shares issued for services			
Stock based compensation			
Changes in non-cash working capital items:			
Accounts receivable			
VAT receivable			
Prepaid expenses			
Cost in excess of billing on uncompleted contracts			
Other Assets			
Accounts payable and accrued liabilities			
	$	$	$
Cash Flows from Investing Activities			
Deposits on wind projects			
Cash acquired on reverse take-over			
Purchase of fixed assets			

Investment in wind projects (Note 13)			
Investments in Joint Ventures			
Leases			
	$	$	$
Cash Flows from Financing Activities			
Proceeds from private placements			
Issuance of convertible debentures			
Repayment of convertible debentures			
Proceeds from loan payable			
Subscriptions payable			
Advances from related parties			
	$	$	$
Increase (decrease) in cash from continuing operations			
Cash, beginning of the period			
Cash, end of the period	$	$	$

Supplemental disclosure of non-cash transactions (Note 6)

The accompanying notes are an integral part of the consolidated financial statements

Wind Works Power Corp.

(Formerly AmMex Gold Mining Corp. - an Exploration Stage Company)

Consolidated Statements of Stockholders Equity (Unaudited)

For the Period Ended September 30, 2011

(Stated in US Dollars)

	Common Shares Number	Amount	Additional Paid-in Capital	Contributed Surplus	Share Subscription Liability	Cumulative Translation Adjustment	Deficit Accumulated During the Exploration Stage	Total Stockholders Equity
Capital issued for financing	4,454,454	4,454	95,546	-	-	-	-	100,000
Net Loss	-	-	-	-	-	-	(1,150)	(1,150)
Balance June 30, 2008	4,454,454	4,454	95,546	-	-	-	(1,150)	98,850
Capital issued for financing	545,546	546	9,454	-	-	-	-	10,000
Net Loss	-	-	-	-	-	-	(53,184)	(53,184)
Balance June 30, 2009	5,000,000	5,000	105,000	-	-	-	(54,334)	55,666
Recapitalization (Note 1)	22,053,117	22,053	1,245,394	-	-	-	-	1,267,451
Capital issued for financing	1,080,000	1,080	538,920	-	-	-	-	540,000
Capital issued for services	1,501,500	1,502	902,849	-	-	-	-	904,350
Capital issued for wind projects	1,750,000	1,750	-	-	-	-	-	1,750
Stock based Compensation	-	-	-	88,085	-	-	-	88,085
Fair value of warrants	-	-	364,071	-	-	-	-	364,071
Beneficial conversion feature	-	-	842,650	-	-	-	-	842,650
Conversion of convertible debenture	62,500	63	24,937	-	-	-	-	25,000
Translation adjustment	-	-	-	-	-	(701)	-	(701)
Net Loss	-	-	-	-	-	-	(2,477,370)	(2,477,370)

Balance June 30, 2010	31,447,117	31,448	4,023,824	88,085	-	(701)	(2,531,704)	1,610,952

Wind Works Power Corp.

(Formerly AmMex Gold Mining Corp. - an Exploration Stage Company)

Consolidated Statements of Stockholders Equity (Audited)

September 30, 2011

(Stated in US Dollars)

	Common Shares Number	Amount	Additional Paid-in Capital	Contributed Surplus	Share Subscription Liability	Cumulative Translation Adjustment	Deficit Accumulated During the Exploration Stage	Total Stockholders Equity
Balance June 30, 2010	31,447,117	31,448	4,023,824	88,085	-	(701)	(2,531,704)	1,610,952
Capital issued for financing	375,000	375	149,625	-	-	-	-	150,000
Capital issued for wind projects	550,000	550	235,950	-	-	-	-	236,500
Capital issued for settlement of acquisition agreement	9,000,000	9,000	(9,000)	-	-	-	-	-
Conversion of convertible debenture	1,889,298	1,890	691,298	-	-	-	-	693,188
Capital issued for services	2,366,250	2,366	948,590	-	-	-	-	950,956
Capital issued for debt settlement	1,400,000	1,400	1,314,600	-	-	-	-	1,316,000
Fair value of warrants	-	-	51,356					51,356
Warrant bifurcation	-	-	(61,440)	61,440	-	-	-	-
Beneficial conversion	-	-	63,750	-	-	-	-	63,750

feature								
Stock based compensation	-	-	-	67,400	-	-	-	67,400
Options revaluation	-	-	-	28,000	-	-	-	28,000
Modification of convertible debentures	-	-	10,350	-	-	-	-	10,350
Share subscription liability	-	-	-	-	71,318	-	-	71,318
Translation adjustment	-	-	-	-	-	(29,493)	-	11,712
Net Loss	-	-	-	-	-	-	(5,078,949)	(5,056,512)
Balance June 30, 2011	47,027,665	47,029	7,418,904	244,925	71,318	(30,194)	(7,610,653)	141,300

The accompanying notes are an integral part of the consolidated interim financial statements

Wind Works Power Corp.

(Formerly AmMex Gold Mining Corp. - an Exploration Stage Company)

Consolidated Statements of Stockholders Equity (Audited)

September 30, 2011

(Stated in US Dollars)

	Common Shares		**Additional Paid-in**		**Share**	**Cumulative**	**Deficit Accumulated During the**	**Total**
	Number	**Amount**	**Capital**	**Contributed Surplus**	**Subscription Liability**	**Translation Adjustment**	**Exploration Stage**	**Stockholders Equity**
Balance June 30, 2011	47,027,665	47,029	7,418,904	244,925	71,318	(30,194)	(7,610,653)	141,300
Capital issued Germany	-		(18,414)	-	-	-	-	(18,414)
Fair value of warrants	-	-	-					-
Warrant bifurcation	-	-	-	-	-	-	-	-

Beneficial conversion feature	-	-	-	-	-	-	-	-
Share subscription liability	-	-	-	-	-	-	-	-
Translation adjustment	-	-	-	-	-	(22,550)	-	(22,550)
Net Loss	-	-	-	-	-	-	(951,918)	(951,918)
Balance June 30, 2011	47,027,665	47,029	7,400,520	244,925	71,318	(52,744)	(8,562,571)	(850,888)

The accompanying notes are an integral part of the consolidated interim financial statements

1.

Nature of Organization and Business:

i) Organization

Wind Works Power Corp. formerly known as AmMex Gold Mining Corp. (WWPC or Wind Works) was incorporated under the laws of the State of Nevada, was primarily engaged in the acquisition and exploration of mining properties, but has since modified its business plan to focus on alternate energy.

ii) Business

The Company intends to develop wind parks. It will assemble land packages, secure requisite environmental permitting, provide wind testing by erecting towers to measure wind speed. Subject to favorable wind testing results, it will then apply for a power contract for the number of megawatts (MW) that the project will allow. Once it secures power contracts, management believes that it will be able to lease or sell the wind parks to operating utility companies or companies desiring to purchase wind turbines and erect the necessary power lines.

2. Basis of Presentation

Effective January 31, 2010, WWPC completed a share exchange whereby it acquired Zero Emissions People LLC (ZEP). Prior to its acquisition by WWPC, Zero Emissions People LLC, was a privately-held US company engaged in the development of wind energy projects. The acquisition by Wind Works of ZEP is deemed to be a reverse acquisition. Wind Works (the legal acquirer) is considered the accounting acquiree and ZEP (the legal acquiree) is considered the accounting acquirer. The combined financial statements of the combined entity are in substance be those of ZEP, with the assets and liabilities, and revenues and expenses of Wind Works being included effective from the date of consummation of Share Exchange Transaction. Wind Works is deemed to be a continuation of the business of ZEP. The outstanding common stock of Wind Works prior to the Share Exchange Transaction will be accounted for at their net book value and no goodwill will be recognized.

According to accounting principles generally accepted in the United States, the above noted acquisition is considered to be a capital transaction in substance, rather than a business combination. That is, the acquisition is equivalent to the issuance of stock by ZEP for the net monetary assets of WWPC accompanied by a recapitalization and is accounted

for as a change in capital structure. Accordingly, the accounting for the acquisition is identical to that resulting from a reverse acquisition, except that no goodwill or intangible asset is recorded. All material inter-company balances and transaction have been eliminated.

Refer to Note 13(ii) for further details regarding the shares issued pursuant to this acquisition and the projects acquired.

Consolidation

The consolidated financial statements include the accounts of Wind Works Power Corp. and its wholly-owned subsidiaries, Zero Emission People LLC, Wind Works Capital LLC, Zero Emission People Capital Inc., Wind Works Canada Inc., Zero Emission People Capital GmbH, Wind Works Development GmbH (collectively the Company). Significant inter-company accounts and transactions have been eliminated.

Going Concern

These accompanying consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenue and expenses and the balance sheet classifications used.

The operations of the Company have primarily been funded by the sale of common stock and the issuance of convertible debentures. Continued operations of the Company are dependent on the Company s ability to complete additional equity financings or generate profitable operations in the future. Management s plan in this regard is to secure additional funds through future equity financings. While the Company has been successful in the past at raising funds, there can be no assurance that it will be able to do so in the future.

	June 30 2011	June 30 2010
Deficit accumulated during the development stage	7,610,653	2,531,704
Working capital (deficiency)	(2,246,604)	(2,334,532)

Use of Estimates

Conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

3.

Significant Accounting Policies

Cash and cash equivalents

Cash and cash equivalents include cash and highly liquid investments with an original maturity of three months or less.

Wind Farm Developmental Properties

The Company expenses all costs related to the maintenance and exploration of developmental wind farms in which it has secured rights prior to establishment of commercial feasibility. Developmental wind farm acquisition costs are initially capitalized when incurred. The Company assesses the carrying cost for impairment under ASC 360-10 Accounting for Impairment or Disposal of Long Lived Assets . When it has been determined that a wind farm property can be economically developed, the costs then incurred to develop such property are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the project. If developmental wind farm properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, services have been rendered, the sales price is fixed or determinable, and collectability is reasonably assured.

Revenues from fixed-price construction contracts are recognized on the completed-contract method due to undependable estimates that cause forecasts to be doubtful. The completed-contract method recognizes revenue and

costs upon contract completion, and all project costs and revenues are reported as deferred items on the balance sheet until that time. A contract is considered complete when all costs except insignificant items have been incurred and the installation is operating according to specifications or has been accepted by the customer.

Contract costs include all direct material and labour costs and those indirect costs related to contract performance, such as indirect labour, supplies, tools, and repairs costs. General and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Claims are included in revenues when

received.

Costs in excess of amounts billed are classified as current assets under costs in excess of billings on uncompleted contracts. Billings in excess of costs are classified under current liabilities as billings in excess of costs on uncompleted contracts. Contract retentions are included in prepaid expenses and other current assets.

Equity Method Investments

The Company accounts for its ownership interest in UW ZE Altenburg GmbH under the equity method of accounting in accordance with ASC Topic No. 323 Investments-Equity Method and Joint Venture (ASC 323) as a result of the Company s ability to exercise significant influence over the operating and financial policies of UW ZE Altenburg GmbH. Under ASC 323, investments of this nature are recorded at original cost and adjusted periodically to recognize the Company s proportionate share of the entity s net income or losses after the date of investments. When net losses from an investment accounted for under the equity method exceed its carrying amount, the investment s carrying amount may be reduced to a negative value.

The Company reviews investments in non-consolidated subsidiaries accounted for under the equity method for impairment whenever events or changes in circumstances indicate that the carrying amount of the assetsmay not be fully recoverable. The evaluation of recoverability is performed using undiscounted estimated net cash flows generated by the related investment. If the investment is deemed to be impaired, the amount of impairment is determined as the amount by which the net carrying value exceeds discounted estimated cash flows. No impairment charge was recorded related to the Company s equity method investment in UW ZE Altenburg GmbH for the year ended June 30, 2011.

Capitalized Lease Cost

Capitalized lease cost represents the cost of taking over land leases located on the Company s Grey Highlands Wind Park. Capital lease cost is amortized over the term of the operating leases taken over. During the year ended June 30,

2011, the Company recognized amortization of $93,402 (2010 - $ 2,674).

Long-Lived Assets

Fixed Assets are capitalized at cost. Depreciation is recorded on a declining balance basis at a rate of 20% per annum.

In accordance with ASC 360, the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: Significant decreases in the market price of the assets; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating loses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life.

Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

2.

Income Taxes

The Company records income taxes in accordance with FASB ASC 740, using the asset and liability method. Pursuant to ASC 740 the company is required to compute tax asset benefits for net operating losses carried forward. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to the taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of deferred tax assets and liabilities for a change in tax rate is recognized in the period that includes the enactment date. In addition, a valuation allowance is established to reduce any deferred tax assets for which it is determined that it is more likely than not that some portion of the deferred tax asset will not be realized.

Potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future period and accordingly is offset by a valuation allowance. FIN NO. 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of tax positions taken into in tax returns.

To the extent interest and penalties may be assessed by taxing authorities on any underpayment of income tax, such amounts would have been accrued and are classified as a component of income tax expense in the consolidated statements of operations.

Foreign Currency Translation

The consolidated financial statements of the Company are translated to and presented in United States dollars in accordance with ASC 830.

The functional currency of the Company s North American operations is the U.S. Dollar. For foreign currency transactions, monetary assets and liabilities for the Company are re-measured to U.S. dollars at current rates at the balance sheet dates, income statement items are re-measured at the average monthly exchange rates for the dates those items were recognized, and certain assets (including long-lived assets and wind project acquisition costs) are re-measured at historical exchange rates. Foreign currency transaction gains and losses are included in the statement of operations as incurred along with gains and losses from currency re-measurement.

The functional currency of the Company s German operations is the Euro. The gain or loss on currency translation from the local currency into the reporting currency (U.S. Dollar) is included as a separate component of stockholders equity. The assets and liabilities have been translated from Euros into U.S. Dollars using exchange rates in effect at the balance sheet dates. Results of operations have been translated using the average exchange rates during the year.

The Company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Comprehensive Income

ASC 220, Reporting Comprehensive Income establishes standards for the reporting and display of comprehensive income and its components in the financial statements. As at June 30, 2011 and 2010 the Company s only component of comprehensive income is foreign currency translation adjustments.

Asset Retirement Obligation

The Company has adopted ASC 410-20, Accounting for Asset Retirement Obligations , which requires that an asset retirement obligation (ARO) associated with the retirement of a tangible long-lived asset be recognized as a liability in the period in which it is incurred and becomes determinable, with an offsetting increase in the carrying amount of the associated asset. The cost of the tangible asset, including the initially recognized ARO, is depleted, such that the cost of the ARO is recognized over the useful life of the asset. The ARO is recorded at fair value, and accretion expense is recognizable over time as the discounted liability is accreted to its expected settlement value. The fair value of the ARO is measured using expected future cash flow, discounted at the Company s credit-adjusted-risk-free interest rate. To date, no material asset retirement obligation exists due to the early stage of the Company s wind development projects. Accordingly, no liability has been recorded.

Environmental Protection and Reclamation Costs

The operations of the Company have been, and may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for future removal and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company may vary from region to region and are not predictable.

Environmental expenditures that relate to ongoing environmental and reclamation programs are charged against statements of operations as incurred or capitalized and amortized depending upon their future economic benefits. The Company does not anticipate any material capital expenditures for environmental control facilities.

Basic and Diluted Net Loss Per Share

The Company computes net income (loss) per share in accordance with ASC 260, Earnings per Share . ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS give effect to all dilutive potential common shares outstanding during the period using the treasury stock method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Stock Issued in Exchange for Services

The valuation of the Company s common stock issued in exchange for services is valued at the trading prices of the Company s common stock on the date of the contract. The corresponding expense of the services rendered is recognized over the period that the services are performed.

Stock Based Compensation

The Company has adopted the provisions of ASC 718, Share-Based Payment which establishes accounting for equity instruments exchanged for employee services. Under the provisions of SFAS ASC 718, stock-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employees requisite service period (generally the vesting period of the equity grant).

Convertible Debentures

The Company accounts for convertible debentures in accordance with ASC 470-20. The allocation of proceeds on the issuance of debt with detachable warrants is allocated between the debt and the warrants based on the relative fair value of the two instruments at their time of issuance. Beneficial conversion features embedded in debt instruments are recognized separately according to ASC 470-20-25-5 and are measured at their intrinsic value.

Fair Value Measurements

On July 1, 2008, the Company adopted ASC 820 as it relates to financial assets and financial liabilities. In February 2008, the FASB staff issued ASC 845. ASC 845 delayed the effective date of ASC 820 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The provisions of ASC 845 are effective for the Company s fiscal year beginning July 1, 2009.

ASC 820 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in ASC 820. ASC 820 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

1.

Level 3	Inputs that are both significant to the fair value measurement and unobservable.

The following table sets forth the Company s financial assets and liabilities measured at fair value by level within the fair value hierarchy. As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

		Fair Value at June 30 2011			June 30, 2010
Assets	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	$	$	$	$
Cash equivalents	180,173	180,173	-	-	39,263
Accounts receivable	3,584	3,584	-	-	2,498
VAT receivable	83,739	93,739	-	-	57,545
Due from shareholder	1,850	1,850	-	-	1,850
Loan receivable	2,904	2,904	-	-	-
Accounts payable and accrued liabilities	2,233,438	2,233,438	-	-	2,476,433
Short term loan	202,787	202,787	-	-	100,000
Third party loans	8,827,589	8,827,589	-	-	8,827,589
Convertible debentures	385,000	-	-	385,000	385,216

The carrying value of accounts receivable, VAT receivable, due from shareholder, loan receivable, accounts payable and accrued liabilities, and short term loans approximates their fair value due to their short term nature. The Company s cash equivalents are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices.

The estimated fair value of the convertible debentures accounted for as liabilities was determined using the relative fair value basis of the convertible debentures and warrants issued. The fair value of the warrants was estimated using the Black-Scholes option-pricing model with the following inputs:

	June 30, 2011
Risk free interest rate	0.48 0.96%
Expected life of warrants	1 year
Expected stock price volatility	110.8%
Expected dividend yield	0%

Reclassification

Certain prior year amounts have been reclassified to conform with the current year presentation.

Recent Accounting Pronouncements

(i) ASU 2010-28

In December 2010, the FASB issued an Accounting Standards Update 2010-28 ("ASU 2010-28"), "Intangibles-Goodwill and Other (Topic 350)". ASU 2010-28 amends ASC Topic 350. ASU 2010-28 clarifies the requirement to test for impairment of goodwill. ASC Topic 350 requires that goodwill be tested for impairment if the carrying amount of a reporting unit exceeds its fair value. Under ASU 2010-28, when the carrying amount of a reporting unit is zero or negative an entity must assume that it is more likely than not that a goodwill impairment exists, perform an additional test to determine whether goodwill has been impaired and calculate the amount of that impairment. The modifications to ASC Topic 350 resulting from the issuance of ASU 2010-28 are effective for fiscal years beginning after December 15, 2010 and interim periods within those years. Early adoption is not permitted. The provisions of ASU 2010-28 are not expected to have a material effect on the financial position, results of operations or cash flows of the Company.

(ii) ASU 2010-29

In December 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-29 (ASU 2010-29), Business Combinations (Topic 805) - Disclosure of Supplementary Pro Forma Information for Business Combinations. This Accounting Standards Update requires a public entity to disclose pro forma information for business combinations that occurred in the current reporting period. The disclosures include pro forma revenue and earnings of the combined entity for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period. If comparative financial statements are presented, the pro forma revenue and earnings of the combined entity for the comparable prior reporting period should be reported as though the acquisition date for all that occurred during the current year had been as of the beginning of the comparable prior annual reporting period. The amendments in this Update affect any public entity as defined by Topic 805 that enters into business combinations that are material on an individual or aggregate basis. The amendments in this Update are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. The Company does not expect the provisions of ASU 2010-29 to have a material effect on its financial position, results of operations or cash flows.

4.

Accounting Standards Adopted

(i) ASC 860

In June 2009, the FASB issued ASC 860, Accounting for Transfers of Financial Assets an amendment of FASB Statement (ASC 860). ASC 860 is intended to establish standards of financial reporting for the transfer of assets to improve the relevance, representational faithfulness, and comparability. ASC 860 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2009. The Company adopted ASC 860 on July 1, 2010. The Company has determined that the adoption of ASC 860 has no impact on its consolidated financial statements.

(ii) ASC 810

In June 2009, the FASB issued ASC 810, Amendments to FASB Interpretation No. 46(R) (ASC 810). ASC 810 eliminates the exception to consolidate a qualifying special-purpose entity, changes the approach to determining the primary beneficiary of a variable interest entity, and requires companies to more frequently re-assess whether they must consolidate variable interest entities. Under the new guidance, the primary beneficiary of a variable interest entity is identified qualitatively as the enterprise that has both (a) the power to direct the activities of a variable interest entity that most significantly impact the entity s economic performance, and (b) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. The Company adopted ASC 810 on July 1, 2010. The Company has determined that the adoption of ASC 810 has no impact on its consolidated financial statements.

(iii) ASU 2010-20

In July 2010, the FASB issued guidance for the disclosures about the credit quality of financing receivables and the allowance for credit losses. This guidance amends existing disclosure guidance to require an entity to provide a greater level of disaggregated information about the credit quality of its financing receivables and its allowance for credit losses. This guidance is effective for fiscal and interim periods beginning after December 15, 2010. The Company s adoption of these requirements effective January 1, 2011 had no effect on the Company s consolidated financial statements.

(iii) ASC 605

In April 2010, the FASB issued accounting guidance for the milestone method of revenue recognition. This guidance allows entities to make a policy election to use the milestone method of revenue recognition and provides guidance on defining a milestone and the criteria that should be met for applying the milestone method. The scope of this guidance is limited to transactions involving milestones relating to research and development deliverables. The guidance includes enhanced disclosure requirements about each arrangement, individual milestones and related contingent consideration, information about substantive milestones and factors considered in the determination. The Company s adoption of this guidance effective July 1, 2010 had no effect on the Company s financial statements.

(iii) ASU 2010-09

In February 2010, FASB issued ASU 2010-09 Subsequent Events (Topic 855) Amendments to Certain Recognition and Disclosure Requirements. ASU 2010-09 removes the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised consolidated financial statements. Revised consolidated financial statements include consolidated financial statements revised as a result of either correction of an error or retrospective application of GAAP. All of the amendments in ASU 2010-09 are effective upon issuance of the final ASU, except for the use of the issued date for conduit debt obligors. That amendment is effective for interim or annual periods ending after June 15, 2010. The Company has adopted this standard and as a result did not disclose the date through which subsequent events have been evaluated.

(iv) ASC 605

The FASB issued new guidance relating to revenue recognition for contractual arrangements with multiple revenue-generating activities. The ASC Topic for revenue recognition includes identification of a unit of accounting and how arrangement consideration should be allocated to separate the units of accounting, when applicable. The Company s adoption of this guidance effective July 1, 2010 had no effect on the Company s financial statements.

5.

Related Party Transactions

At September 30, 2011, the Company had a balance owing from a shareholder of $1,850 (2010 $1,850) pertaining to funds held in trust. The amount is due on demand, unsecured, and bears no interest.

At September 30, 2011, the Company had a loan payable from an officer of $1,733 (2010 - nil). The amount is due on demand, unsecured, and bears a 5% interest rate and is included in short term loans. The company accrued $ nil (2010 nil) toward interest on this loan which is included in accounts payable and accrued liabilities.

During the period ended September 30, 2011, officers and directors received payments of $10,000 (2010 24,080) for services rendered which was included in professional fees.

At September 30, 2011, the Company had payables to officers and directors of $247,000 (2010 79,750) for services rendered which was included in accounts payable.

All transactions with related parties are made in the normal course of business and measured at carrying value.

6.

Non-Cash Transactions

There were no income taxes paid during 2011 or 2010. During the year ended June 30, 2011, the company entered into certain non-cash operating activities as follows:

7.

Fixed Assets

Cost Opening Balance	Additions During the Year	Accumulated Depreciation	Net Book Value at June 30, 2011	Net Book Value at June 30, 2011
6,038	$ -	$ 1,451	$ 4,587	$ 4,830

During the period ended September 30, 2011, total additions to property, plant and equipment were $ nil (2010- $ nil). During the period ended September 30, 2011 the Company recorded depreciation of $244 (2010 - $305).

8.

Convertible Debentures

On November 25, 2009 the Company issued $992,300 of convertible debt in a subscription agreement between the Company and a group of investors. The debt carries an interest rate of 10% annually, due upon the maturity date, November 30, 2010. The debt may be converted into shares of common stock at a conversion price of $0.70 per share. In conjunction with the debt, the Company also issued warrants to purchase 1,000,000 warrants with an exercise price of $1.00 per share that expire on November 30, 2011. The fair value of the warrants is $0.53 per share as calculated using the Black-Scholes method. Assumptions include the stock price at $1.14 with a maturity date of 1 year and an interest rate of 0.48%. The debt carries a beneficial conversion feature, which along with the relative fair value of the warrants, resulted in a debt discount of $967,076 which was recorded against the convertible debt and offset in additional paid in capital.

On April 29, 2010, the Company agreed to modify the terms of the convertible debentures listed above. Under the modified debentures, the conversion price of the debentures was reduced to $0.40 per share. In addition, the warrant exercise price was reduced to $0.50 per share and the expiry date of the warrants was extended to November 30, 2012.

As a result of the above modification, during the year ended June 30, 2010, the Company reported a loss of $564,130 for the extinguishment of debt relative to the original beneficial conversion feature and debt discount. At April 29, 2010, a new debt discount of $992,300 was recorded against the convertible debt and will be amortized as interest expense over the life of the debt. During the year ended June 30, 2011, the Company recognized $708,786 (2010 525,283) of accretion interest on the debt. The discount on this debt was fully accreted at June 30, 2011. The maturity date of this convertible debt was November 30, 2010 and therefore the $300,000 of debt outstanding at June 30, 2011 was in default. The Company had accrued $47,836 of interest on this debt at June 30, 2011 and included this balance in accrued liabilities.

During the year ended June 30, 2011, the Company received notice of conversion for $492,300 in principle of convertible debentures resulting in the issuance of 1,250,000 shares of common stock. An additional 95,548 common shares valued at $38,219 were issued for interest owing on these converted debentures.

On March 31, 2010 the Company issued $275,000 of convertible debt in a subscription agreement between the Company and a group of investors. The debt carries an interest rate of 10% annually, due upon the maturity date, March 31, 2011. The debt may be converted into shares of common stock at a conversion price of $0.40 per share. In conjunction with the debt, the Company also issued warrants to purchase 575,000 common shares with an exercise price of $0.75 per share that expire on March 31, 2012. The fair value of the warrants is $0.21 per share as calculated using the Black-Scholes method. Assumptions include the stock price at $0.59 with a maturity date of 1 year and effective interest rate of 0.96%. The debt carries a beneficial conversion feature, which along with the relative fair value of the warrants, resulted in a debt discount of $214,421 which was recorded against the convertible debt and offset in additional paid in capital. During the year ended June 30, 2011 the Company recognized $160,816 (2010 - $65,796) of accretion interest on the debt. . The discount on this debt was fully accreted at June 30, 2011. The maturity date of this convertible debt was March 31, 2011 and therefore the $85,000 of debt outstanding at June 30, 2011 was in default. The Company had accrued $10,759 of interest on this debt at June 30, 2011 and included this balance in accrued liabilities.

During the year ended June 30, 2011, the Company received notice of conversion for $125,000 in principal of convertible debentures resulting in the issuance of 500,000 restricted shares of common stock. An additional 43,750 common shares valued at $13,125 were issued for interest owing on these converted debentures.

On August 31, 2010 the Company issued $150,000 of convertible debt in a subscription agreement between the Company and a group of investors. The debt carries an interest rate of 10% annually, due upon the maturity date, February 28, 2011. The debt may be converted into shares of common stock at a conversion price of $0.40 per share. In conjunction with the debt, the Company also issued warrants to purchase 300,000 common shares with an exercise price of $0.50 per share that expire on August 31, 2012. The fair value of the warrants is $0.26 per share as calculated using the Black-Scholes method. Assumptions include the stock price at $0.57 with a maturity date of 1 year and effective interest rate of 0.25%. The debt carries a beneficial conversion feature, which along with the relative fair value of the warrants, resulted in a debt discount of $115,105 which was recorded against the convertible debt and offset in additional paid in capital. During the year ended June 30, 2011 the Company recognized $115,105 of accretion interest on the debt. . The discount on this debt was fully accreted at June 30, 2011.

On February 14, 2011, the Company agreed to modify the terms of the convertible debentures listed above. Under the modified debentures, the conversion price of the debentures was reduced to $0.30 per share. As a result of the modification, during the year ended June 30, 2011, the Company recognized interest expense of $10,350 on the debt because The modification was not substantial enough to be result in an extinguishment of the debt.

During the year ended June 30, 2011, the Company repaid $390,000 of convertible debentures.

At June 30, 2011 a total of $59,154 of interest was accrued on the outstanding debt and included in accrued liabilities.

The above three convertible debenture liabilities are as follows:

	June 30, 2011	June 30, 2010
March 31, 2010 convertible debentures payable	$ 275,000	$ 275,000
April 29, 2010 convertible debentures payable	992,300	992,300
August 31, 2010 convertible debentures payable	150,000	-
Conversion of April 29, 2010 convertible debentures	(492,300)	-
Conversion of March 31, 2010 convertible debentures	(150,000)	(25,000)
Repayment of April 29 2010 convertible debentures		(200,000)

Repayment of March 31, 2010 convertible debentures		(40,000)
Repayment of August 31, 2010 convertible debentures		(150,000)
Total convertible debentures payable	385,000	1,242,300
Less: unamortized discount on March 31, 2010 convertible debentures payable	-	(148,298)
Less: unamortized discount on April 29, 2010 convertible debentures payable	-	(708,786)
Less: unamortized discount on August 31, 2010 convertible debentures payable	-	-
Net convertible debentures payable	$ 385,000	$ 385,216

9.

Short Term Loan

Short term loans of $202,787 are unsecured, non-interest bearing and are due on demand except for $102,787 which bears interest at 5% per annum.

10.

Long Term Debt

Wind Works Power Corp has received a 6.64% simple interest loan from a third party (the lender). The Company has borrowed $8,535,640 in Canadian funds ($8,849,752 in US funds) as of June 30, 2011. The maturity date of the loan is the earliest of (i) an event of default or (ii) January 31, 2013 at which time the company is required to repay all principal and accrued interest. The loan is senior to all indebtedness of the company and is secured by any existing registered security on the assets of the company up to an aggregate amount of $1,500,000 for each bridge loan provided that any indebtedness relating to the registered security may not be re-financed, re-borrowed or increased in any way. There were 6 bridge loans outstanding at year-end secured by an aggregate amount of $9,000,000. Until the loan is repaid in full the company may not, without the prior consent of the lender, (1) incur any indebtedness or grant any security that would rank prior to the loan, other than: (i) normal trade payables; and (ii) secured debts and obligations owed to secured lenders providing financing for the construction of the Wind Projects. or (2) incur or commit to any single expense over CAD $20,000 or any series of related expense over a cumulative amount of CAD $30,000. The Company has signed promissory notes guaranteeing the amount of the loan.

Four parties entered into a convertible debenture agreement first and then entered into bridge loan agreements prior to the Closing date. The cumulative amount of financing available under the convertible debenture agreement is $8,500,000 in Canadian funds. Closing shall occur on such date as may be agreed to by the Company and the lender

and upon closing the promissory notes shall be returned to the Company and a debenture shall be issued by the Company in an amount equal to the value of the notes then outstanding. The debentures shall carry a yield equal to 6.64% per annum, with interest calculated quarterly. At the lender s sole option, and at a date of its choosing, all principal and accrued interest under the debentures may be converted into an equity interest in any of the projects that were funded using this financing. In such a case the lender would earn up to a 49% interest in those specific wind projects. Following conversion the Company would have the option to repurchase the project equity upon thirty days notice.

Under the terms of the loan agreement the Company commits to purchasing all wind turbines for the wind projects from the lender.

At June 30, 2011 $99,331 of interest was accrued on the outstanding principal and included in accrued liabilities.

Continuity		**2011**		2010
Balance, July 1, 2010	$	-		-
Add: Borrowings on loan		8,535,640		-
Less: Payments on loan		-		-
Effect of exchange rate		314,112		-
Deferred financing costs		(22,163)		-
Balance, June 30, 2011	$	8,827,589	$	-

Outstanding balance at:		**2011**		2010
Long term Debt	$	8,827,589	$	-
Long-term Debt	$	8,827,589	$	-
Less: current portion		-		-
	$	8,827,589	$	-

Subsequent to June 30, 2011 the company borrowed an additional $3,710,658 under the loan agreement.

11.

Share Capital

Total authorized share capital of the Company is as follows:

200,000,000 Common shares with a par value of $0.001

The following share purchase warrants were outstanding at June 30, 2010:

	Weighted Average Exercise price	Number of warrants	Weighted Average Remaining contractual life (years)
Balance beginning of year	-	-	-
Warrants	0.50	1,000,000	2.42
Warrants	0.85	250,000	2.51
Warrants	0.85	150,000	4.38
Warrants	0.75	575,500	1.75
Outstanding and exercisable at June 30, 2010	0.64	1,975,000	2.39

The following share purchase warrants were outstanding at June 30, 2011:

	Weighted Average Exercise price	Number of warrants	Weighted Average Remaining contractual life (years)
Balance beginning of year	0.64	1,975,000	2.39
Warrants issued from convertible debentures	0.50	300,000	1.17
Warrants issued from private placement	0.50	375,000	1.17
Outstanding and exercisable at June 30, 2011	0.60	2,650,000	1.33

The Company uses the Black-Scholes option valuation model to value warrants granted. The Black-Scholes model was developed for use in estimating the fair value of traded warrants. The model requires management to make estimates, which are subjective and may not be a representative of actual results. Changes in assumptions can materially affect estimates of fair values. For purposes of the calculation, the following assumptions were used:

	June 30, 2011	June 30, 2010
Risk free interest rate	0.23%	0.48% - 0.96%
Expected life of warrants	1.5 year	1 year
Expected stock price volatility	151.95%	110.8%
Expected dividend yield	0%	0%

The weighted average fair value of warrants granted in the year ended June 30, 2011 was $0.30 (2010 - $0.44).

12.

Employee Stock Option Plan

On July 12, 2007, the board and shareholders approved the 2007/2008 Stock Incentive & Compensation Plan thereby reserving 6,000,000 common shares for issuance to employees, directors and consultants. The significant details of the plan are as follows:

.

All employees and consultants of the company are eligible to be granted stock options;

.

May issue up to 6,000,000 common shares;

.

Options shall not be priced at less than 100% of the FMV of common stock at the date of grant;

.

Maximum life of option is 10 periods;

.

Options are non-transferable, may only be exercised;

.

Options expire on termination of employment.

On October 19, 2009, the board granted 1,000,000 stock options expiring December 31, 2012 to officers and directors of the company vesting immediately at an exercise price of $0.85. During the year ended June 30, 2011, the Company approved the reduction of exercise price from $0.85 to $0.50 for the remaining options resulting in a stock based compensation expense of $28,000 as calculated using the Black Scholes model.

On December 6, 2010, the board granted 200,000 stock options expiring December 31, 2012 to officers and directors of the company vesting immediately at an exercise price of $0.50.

Changes in the Company s stock options for the year ended June 30, 2010 are summarized below:

	Number	Weighted Avg. Exercise Price	Weighted Avg. Years to Expiry
Balance, beginning of Year	-	$ -	-
Cancelled	-	-	-
Issued	1,000,000	$0.85	2.5
Balance, June 30, 2010	1,000,000	$ 0.85	2.5

Changes in the Company s stock options for the year ended June 30, 2011 are summarized below:

	Number	Weighted Avg. Exercise Price	Weighted Avg. Years to Expiry
Balance, beginning of Year	1,000,000	$ 0.85	2.5
Cancelled	(200,000)	-	-
Issued	200,000	$0.50	1.5
Balance June 30, 2011	1,000,000	$ 0.50	1.5

The weighted average fair value of options granted in the year ended June 30, 2011 was $0.34 (2010 - $0.50).

Stock Based Compensation

The Company uses the Black-Scholes option valuation model to value stock options granted. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values. For purposes of the calculation, the following assumptions were used:

	June 30, 2011	June 30, 2010
Risk free interest rate	0.26%	0.60%
Expected dividend yield	0%	0%
Expected stock price volatility	157%	110%
Expected life of options	2 years	1 year

During the year ended June 30, 2011 the Company recognized stock based compensation expense in the amount of $ 1,566,526 (2010: $nil).

13. Wind Projects and Option Agreements

As at June 30, 2011, the Company had capitalized wind development project costs as follows:

	June 30, 2011	June 30, 2010
Skyway 126 (Note 13i)	1,997,468	1,997,468
Zero Emissions People (Note 13ii)	-	-
Developer C (Note 13iii)	286,650	286,650
Settlers Landing (Note 13iv)	450,000	450,000
Burg I (Note 13v)	403,637	263,357
Burg II (Note 13vi)	236,500	-
Raberg (Note 13vii)	54,905	-
EFI Joint Venture (Note 13viii)	-	-
5MW Ontario project (Note 13ix)	1,023	-
Thunder Spirit (Note 13x)	1,000	-
	3,431,183	2,997,475

(i)

Skyway 126

On October 23, 2009 the Company signed an agreement to acquire a 70% controlling interest in Skyway 126 Wind Energy Inc. in exchange for two million restricted shares of Wind Works common stock valued at $1,897,468. During the year ended June 30, 2010 the Company capitalized an additional $100,000 related to acquisition costs payable to the previous project owner upon signing a Feed-in Tariff contract with the Ontario Power Authority. Skyway 126 is a 10 megawatt (MW) project located in Grey-Highlands Township, Ontario, Canada.

(ii)

Zero Emission People

On October 28, 2009 the Company announced it had signed a share exchange agreement whereby it will acquire all of the outstanding equity interests in Zero Emission People (ZEP), which includes 10 wind energy development projects totaling 375 megawatts (MW). As consideration, the Company will issue thirty-one million shares of its common stock pursuant to the following schedule:

-

5,000,000 shares of common stock on January 15, 2010 (issued)

-

9,000,000 shares of common stock on August 15, 2010 (issued)

-

9,000,000 shares of common stock on August 15, 2011

-

8,000,000 shares of common stock on August 15, 2012

The acquisition by Wind Works of Zero Emissions People is deemed to be a reverse acquisition. Wind Works (the legal acquirer) is considered the accounting acquiree and Zero Emissions People (the legal acquiree) is considered the accounting acquirer. The combined financial statements of the combined entity are in substance be those of Zero Emissions People, with the assets and liabilities, and revenues and expenses of Wind Works being included effective from the date of consummation of Share Exchange Transaction. Wind Works is deemed to be a continuation of the business of Zero Emissions People. The outstanding common stock of Wind Works prior to the Share Exchange Transaction will be accounted for at their net book value and no goodwill will be recognized.

On January 31, 2010, the Company closed the acquisition of Zero Emissions People. In an addendum to the share exchange agreement between the Company and Zero Emission People LLC, it was agreed that any provisions in regards to considerations in shares made in the joint venture agreement and option agreements entered into on September 18, 2009 will be superseded by the share exchange agreement of October 28, 2009. Both parties further acknowledged that any amount of shares issued by the Company as consideration as per provisions contained in any of the previous agreements shall be subtracted from the overall amount of shares due under the share exchange agreement if such a previous issuance does concern a project that is part of both the agreement under which the shares were issued previously and the share exchange agreement.

The Company has capitalized $570,670 in Feed-In Tariff contract security deposits with the Ontario Power Authority related to these projects (Note 15).

(i)

Developer C

On November 27, 2009 the Company signed an agreement whereby it acquired a 50% interest in another 6 wind energy projects totaling 80 megawatts (MW) located in Ontario, with an option to increase its interests to 100%, from Developer C, a company subject to significant influence by a relative of an officer of the Company. The agreement calls for the issuance of 1,200,000 restricted common shares of the Company s stock, and payment in cash of $286,650 ($300,000CDN) on April 30, 2010. The Company issued 1,200,000 common shares during the year ended June 30, 2010 related to the acquisition of these projects. As this was a transfer of assets between related parties, and because the projects acquired had a carrying value of $nil on the acquirees financial statements, these shares were recorded at their par value of $1,200.

On June 5, 2010 the cash payment portion of the agreement was amended to defer the due date to within 30 days upon written request by the selling party but no earlier than September 30, 2010. During the year ended June 30, 2011, the Company has paid $205,000 of the cash payments and accrued an account payable of $81,650 related to the remaining balance.

Subsequent to the acquisition of a 50% interest in this joint venture, all of the development costs for the projects have been incurred by the Company.

The Company has capitalized $285,000 of Feed-In Tariff contract security deposits with the Ontario Power Authority related to these projects (Note 15).

(ii)

Settlers Landing

As part of the acquisition of Zero Emission People (Note 11ii), the Company acquired a 50% interest in Settlers Landing, a 10 megawatt wind energy project located near Pontypool, in Ontario, Canada, . On November 6, 2009 the Company announced it had signed an agreement to acquire the remaining 50% interest in the Settlers Landing Wind Park from Developer C, a company subject to significant influence by a relative of an officer of the Company. The agreement called for the issuance of 300,000 restricted common shares of the Company s stock, and a payment in cash of $450,000, the latter subject to milestones. As this was a transfer of assets between related parties, and because the projects acquired had a carrying value of $nil on the acquirees financial statements, these shares were recorded at their par value of $300.

The milestone cash payments are as follows:

Milestone 1:

Payment of $225,000 upon the earlier of: within 30 days of award of FIT/power contract or latest July 30, 2010.

Milestone 2:

Payment of $225,000 within 90 days of award of FIT/power contract.

During the year ended June 30, 2010 the Company issued 300,000 common shares related to the acquisition of this project.

On July 5, 2010 the cash payment portion of the agreement was amended to defer the due date to within 30 days upon written request by the selling party but no earlier than September 30, 2010. As at June 30, 2011, the Company has accrued an account payable of $450,000 related to the remaining cash payments.

The Company has capitalized $47,500 of Feed-In Tariff contract security deposits with the Ontario Power Authority related to these projects (Note 15).

(iii)

Burg I

On June 8, 2010 the Company signed an agreement with Developer A to purchase a 100% interest in the 4 MW project Burg 1 located near Magdeburg for a total cash payment of 900,000 Euros. The agreement called for an initial payment of 450,000 Euros by June 15, 2010, a second payment of 225,000 Euros no later than Jan. 15, 2011 and a final payment of 225,000 Euros no later than April 30, 2011. On July 9, 2010 an amendment to the original agreement was executed whereby 300,000 Euros were to be paid by July 9, 2010, 94,000 Euros were paid by September 15, 2010 and 56,000 Euros are to be paid by November 15, 2010.

In April 2011 the Company and Developer A agreed to defer any further acquisition payments until cabling rights are secured by Developer A. At June 30, 2011, the Company has paid 556,000 Euros ($807,274) towards this acquisition.

Furthermore, in April 2011, the Company entered into an agreement for the sale and construction of 50% of the Burg I project (Note 14). Pursuant to this sale, 50% of the acquisition costs paid to June 30, 2011 have been reclassified as construction contract costs and the 50% related to the portion of the project retained by the Company remains capitalized as wind project acquisition costs.

(iv)

Burg II

On September 7, 2010, the Company entered into two option agreements to purchase the Burg II wind project, a 6MW project located near Magdeburg, Germany:

a)

A 90 day option to acquire a 50% interest in the project from Developer A. To obtain this option, the Company issued 150,000 shares valued at $64,500.

b)

A 90 day option to acquire a 50% interest in the project from EFI Energy Farming International GmbH (EFI). No shares were issued as consideration for this option.

Each option permitted the Company to acquire 50% of the project for 750,000 Euros, subject to the following milestones:

Milestone 1:	100,000 Euros	Due upon signing of a definitive agreement
Milestone 2:	100,000 Euros	Due upon confirmation from permitting agencies that all permitting documents have been obtained
Milestone 3:	300,000 Euros	Due upon the project obtaining a construction permit
Milestone 4:	250,000 Euros	Due upon pouring of the first turbine foundation

As both options expired prior to the signing of definitive agreements, the Company issued a further 200,000 shares to each vendor to extend the option period to July 2011. These additional 400,000 shares were valued at $172,000.

In July 2011, subsequent to year end, the Company signed definitive agreements with both vendors to acquire each respective half of the project for 750,000 Euros, subject to the same milestones outlined in the option agreements. In the event that a BIMSCH permit cannot be obtained for the project within 18 months, the vendors shall deliver similar projects as replacements to the Company, or, at the Company`s sole discretion, the Company may request reimbursement of any instalments paid by the Company to the vendors.

(i)

Raberg

In April 2011, the Company entered into a joint venture option agreement with Developer B. For a refundable deposit of $54,905 (37,815 Euros), the Company obtained a 120 day option to enter into a joint venture on the Raberg wind project being developed by Developer B.

Subsequent to June 30, 2011, the Company exercised this option and entered into a definitive joint venture agreement with Developer B, against which the initial deposit of $54,905 was applied.

(ii)

Joint venture with EFI

In September 2010, the Company entered into a joint venture agreement with EFI Energy Farming International GmbH (EFI), intending to develop a 20 megawatt wind energy project in Wassertruedingen, Germany. The joint venture was owned 50/50 with EFI and the Company made an investment of 100,000 Euros ($136,120).

On December 13, 2010, EFI and Wind Works entered into an agreement to sell the entire project to a third party. Wind Works expected proceeds for this sale are 190,000 Euros, of which 100,000 ($136,120) Euros has been collected and recorded as a recovery of the Company s initial investment. The Company has not recognized revenue related to the remaining 90,000 Euros due to uncertainty surrounding the collectability of this balance.

(iii)

5MW Ontario Project

In April 2011, the Company entered into an agreement to acquire a 50% interest in a 5MW wind energy project located in Ontario, Canada. Wind Works is required to fund all development costs, which includes interconnection to the HONI powergrid, to finance the project after Renewable Energy Approval by securing the necessary debt financing for the project, and to organize construction of the project.

The acquisition price for the 50% interest is $501,000CDN, of which $1,000 ($1,023USD) was due upon signing and capitalized, with the balance due within 30 days of the project receiving Renewable Energy Approval from the Ontario provincial government.

(iv)

Thunder Spirit

In April 2011, the Company acquired a 75% interest in Thunder Spirit, a 150MW project located in North Dakota. The acquisition agreement stipulates a $1,000 acquisition price, which has been capitalized, and obligates Wind Works to perform the following:

a)

Fund all project-related costs;

b)

Assume any related expense associated with a letter or credit which may be required to secure project interconnection; and

c)

Reimburse the vendor for $260,000 of Midwest ISO deposits, $120,000 of which was due within 45 days of closing, and $140,000 of which was due within 90 days of closing. Both payments are subject to prior invoicing by the vendor.

The Company has not paid, nor accrued, these reimbursements at June 30, 2011, as they had not been invoiced by the vendor.

(i)

Purchase and sale agreement with Premier Renewable Energy

In February 2011, the Company entered into an agreement to sell 5 Ontario wind projects to Premier Renewable Energy Ltd. (PRE). The 5 projects, each totaling 10MW, were: Clean Breeze, Cloudy Ridge, Settlers Landing, Snowy Ridge, and Grey Highlands. Under this agreement, PRE made a non-refundable deposit of $97,290 and refundable deposits of $961,000.

The terms of the agreement required PRE to pay the connection cost deposits owed by the projects to HONI before April 30, 2011. Upon receiving notice that PRE was unable to pay these deposits, Wind Works notified PRE that the Company intended to terminate the agreement. On June 20, 2011, PRE and Wind Works signed a termination agreement. In connection with the termination of this sale, the Company has recognized income of $97,290 related to the non-refundable deposit received for this agreement, and has returned the refundable deposits to PRE.

14.

Cost in excess of billings on uncompleted contracts

In April 2011, the Company entered into an agreement for the sale of 50% of its interest in the Burg I project. Pursuant to this sale, the Company entered into a turn-key agreement for the construction of a wind turbine, in accordance with specifications outlined in the contract.

The Company is obligated to erect and transfer ownership of an operational wind turbine, including all project rights, by December 31, 2011. Should the construction not be completed prior to this date, the Company is subject to compensate the buyer for interest lost for funding of the project, up to a maximum of 40,000 Euros. Failure to complete the project by April 30, 2012 will subject the Company to further monthly penalties of up to 15,625 Euros.

The agreed sale price for the turn-key construction contract is fixed, as specified in the construction contract. For the year ended June 30, 2011, the costs incurred and billings received are summarized as follows:

Total billings related to turn-key construction agreement	(1,011,376.58)
Project acq. costs reclassified as construction costs (Note 13(v))	373,712.62
Construction costs	723,962.75
Cost in excess of billings on uncompleted contracts	86,298.79

15.

Wind Project Deposits

As at June 30, 2011, the Company had capitalized wind project deposits as follows:

	June 30, 2011	June 30, 2010
OPA Feed-In Tariff Contract Deposits:		
Zero Emissions People	570,760	570,760
Developer C	285,000	285,000
Settlers Landing	47,500	47,500
	903,260	903,260

Hydro One Networks Inc. (HONI) Connection Cost Deposits:		
Whispering Woods Wind Farm	823,624	-
5MW Ontario Project	823,624	-
Cloudy Ridge / Skyway 126	836,511	-
Settlers Landing Wind Park	810,736	-
Clean Breeze Wind Park Grafton	823,624	-
Grey Highlands ZEP	2,709,873	-
	6,827,992	-
Total Wind Project Deposits	7,731,252	903,260

The OPA Feed-In Tariff Contract deposits represent refundable deposits with the Ontario Power Authority for the projects listed above.

The HONI Connection Cost deposits represent deposits for the work required to connect the Company s projects to HONI s distribution system. If the Company gives HONI notice to proceed with connection, the deposits will be applied against HONI s costs.

16.Contingencies

At June 30, 2010, the Company had accrued a contingent liability of $100,000CAD pertaining to its Grey-Highlands project, which was due thirty days upon signing a Feed-In Tariff contract with the Ontario Power Authority. The amount is payable to a company that originally owned the Grey-Highlands property operating lease agreement. During the year ended June 30, 2011, the Company issued a payment of $25,000CAD, leaving an accrued liability of $75,000CAD at June 30, 2011.

The Company may be required to make additional lease payments based on (a) the number of meteorological towers and/or (b) megawatt of turbine installed on its land leases. The contingent payments are not determinable at this time.

The Company has royalty payments contingent on gross revenue from the sale of units of electricity sold pertaining to its land leases. Total contingent payments required to be made under this agreement are not determinable at this time.

17.

Commitments

On January 27, 2011, the Company signed a financing, marketing and construction organization agreement with EFI Energy Farming International GmbH for Project Burg 1, with payments of 220,000 Euros according to development milestones.

For the wind projects being developed under the Developer C joint venture (Note 13iii) and all other Canadian projects jointly held with resident partners, the Company has agreed to share all income in accordance with the respective partnership agreements.

Under the terms of the loan agreement (Note 10) the Company commits to purchasing all wind turbines for the wind projects from the lender.

The following are expected lease payments regarding the Company s operating land leases:

2012	$ 35,247
2013	$ 9,062
2014	$ 5,961
Thereafter	$ 118,720
Total	$ 168,990

18.

Segment Disclosures

The Company operates in one segment the development and sale of wind turbine projects.

Information as to geographic areas is summarized below:

	2011	2010
Interest and non-fundable deposit revenues:		
Germany	529	-
Canada	97,290	-
United States	-	-
	97,819	-

	2011	2010
Total wind projects and fixed assets		
Germany	695,042	263,357
Canada	2,739,971	2,740,156
United States	1,000	-
	3,436,013	3,003,513

19.

Subsequent Events

Item 1A.

Risk Factors

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the period ended June 30, 2011.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operation

THE FOLLOWING DISCUSSION OF THE RESULTS OF OUR OPERATIONS AND FINANCIAL CONDITION SHOULD BE READ IN CONJUNCTION WITH OUR FINANCIAL STATEMENTS AND THE NOTES THERETO INCLUDED ELSEWHERE IN THIS REPORT.

Background:

Our business strategy is to pursue opportunities in wind energy. We intend to develop wind farms We assemble land packages (Wind Farms), secure requisite environmental permitting, provide wind testing for a one year period by erecting towers to measure wind speed. Subject to favorable wind testing results, we then apply for power contracts for the number of megawatts (MW) that our land position will allow. Once we secure power contracts, we believe that we will be able to lease or sell the Wind Farms to operating utility companies or companies desiring to purchase

wind turbines and erect the necessary power lines.

Industry Overview:

In today s society, wind power and alternative energy are becoming a fast growing force along with the Go Green attitude. Renewable energy is produced using resources that are naturally replenished, such as wind, sunlight, geothermal heat, tides and biofuels. Technologies that produce energy from these renewable sources (other than biofuels) are often referred to as clean or green as they produce few, if any, pollutants that negatively impact the environment. Comparatively, fossil fuels such as coal, natural gas and oil are exhaustible and release greenhouse gases such as carbon dioxide or other pollutants into the atmosphere during energy production. As a result of increased environmental awareness, the deployment of renewable energy technologies has grown rapidly during the past several years. According to the Energy Information Administration, 37% of new U.S. power generation capacity in 2007 consisted of renewable technologies, compared with only 2% in 2003. This increase is expected to continue in both the United States and Canada. It is anticipated that renewable energy capacity in North America is expected to grow by a compounded annual growth rate between 9% and 11% through 2025. At this rate, the United States and Canada could supply 25% of its electrical energy requirements with renewable energy by 2025.

Wind energy is the fastest-growing renewable energy generation technology worldwide due to its cost efficiency, technological maturity and the wide availability of wind resources. It has been suggested that wind power has the greatest potential among all renewable energy technologies for further growth in North America. Although the United States and Canada have hydroelectric and geothermal resources, many potential hydroelectric sites have already been developed and geothermal production is confined by geographical limitations to only certain areas. In contrast, the available untapped wind resources across North America remain vast. Additionally, other renewable energy technologies, such as solar power, are currently less economically attractive than wind energy, and others, such as biofuels, emit particulates which have a greater negative impact on the environment than wind energy.

Wind Energy Fundamentals:

The term wind energy refers to the process used to generate electricity through wind turbines. The turbines convert wind s kinetic energy into electrical power by capturing it with a three blade rotor mounted on a nacelle that houses a gearbox and generator. When the wind blows, the combination of the lift and drag of the air pressure on the blades spins the blades and rotor, which turns a shaft through the gearbox and generator to create electricity.

Wind turbines are typically grouped together in what are often referred to as wind parks. Electricity from each wind turbine travels down a cable inside its tower to a collection point in the wind park and is then transmitted to a substation for voltage step-up and delivery into the electric utility transmission network, or grid. Today s wind turbines can efficiently generate electricity when the wind speed is between 11 and 55 miles per hour.

A key factor in the success of any wind park is the profile and predictability of the wind resources at the site. Extensive studies of historical weather and wind patterns have been performed across North America and many resources, in the forms of charts, graphs and maps, are available to wind energy developers. The most attractive wind park sites offer a combination of land accessibility, power transmission, proximity to construction resources and strong and dependable winds.

When wind energy developers identify promising sites, they perform detailed studies to provide greater certainty with respect to the long-term wind characteristics at the site and to identify the most effective turbine strategy. The long-term annual output of a wind park is assessed through the use of on-site wind data, publicly available reference data and sophisticated software. Wind speeds are estimated in great detail for specific months, days or even hours, and are then correlated to turbine manufacturers specifications to identify the most efficient turbine for the site. Additional calculations and adjustments for turbine availability (which is principally affected by planned and unplanned maintenance events), wake effects (wind depletion caused by turbines sited upwind), blade soiling and icing and other factors are made to arrive at an estimate of net expected annual kilowatt hour electricity production at the site.

Wind development determines the MW capacity of a project. Generally, MW for projects are decided as follows: Generally, the location (land) where the wind farm is located allows for a certain number of turbines to be fitted on to the projects land due to setbacks from houses roads and other buildings or infrastructure items. Also turbines create a noise parameter which circles out a portion of the land and which parameter has to be fitted in with the setbacks towards any structure. (Generally, in Ontario at least 550m from a house. Most ordinances prohibit more than 45 decibel in an inhabited structure at any time). Wind turbines have a nameplate capacity of generally 1.5-2.5 MW. By using the land and the turbine model you create a layout which is used to determine whether these turbines fit within the layout and how many turbine sites must be secured under an easement agreement.

Wind Farm Development:

The development of a wind farm involves many steps and can take years before coming to fruition. Development in this context means the securing and maintenance of land sites for the proposed turbine locations by ways and according to the terms of the respective land lease or easement agreements, planning and conducting of all necessary environmental studies such as environmental screenings, noise assessments, visual assessments and avian and floral assessments assemblance which is required for the Environmental approval. Environmental approval is necessary to obtain building permit for the wind farms. Further development encompasses liaison with various Aboriginal and First Nations groups as well as consultations with provincial and federal agencies in order to obtain any permits that may be required for any such project.

In addition to environmental approval and consultations we have to engage in the planning and commissioning of all technical reports and engineering drawings and layouts of the planned projects in regards to the construction of the actual wind farm and any auxiliary structures such as transmission lines that are necessary to operate the wind farm. Wind energy engineers must prepare a three stage site implementation program

The first stage of the program involves locating the ideal placement for the wind turbines and determining which type of wind turbine can provide the optimal results for the wind farms. The second stage of the program involves building access roads to the property and constructing transmission lines which can be connected to the power grid. The final stage of the site implementation program is determining the final yield assessment which occurs after a power purchase agreement is signed with a local utility.

After we have secured the required licensing, and paid any required fees we intend to secure power contracts with local utilities. At this time, we do not intend to become a wind energy producer. Rather, we will develop the wind park for sale to wind energy producers. Our business model is to assemble a land package, secure regulatory approval, provide engineering studies, build the required infrastructure and finally enter into power purchase agreements with local utilities. When we sell our wind farms, we will be offering buyers a complete turnkey package. Purchasers will be required to purchase the wind turbines. Following the installation of the wind turbines, purchasers will then be able to sell wind power electricity pursuant to the terms and conditions of the power purchase agreements.

The Company s Wind Farms:

The following is a brief description of additional wind projects and options that we have acquired :

1.

Ganaraska Wind Park: As of June 30, 2011 the Company held a 50% equity interest in this wind park (The remaining 50% equity interest was subsequently acquired from Sunbeam on September 1, 2011. Pursuant to the terms and conditions of the agreement, 50% of any procedes received on the sale of the **Ganaraska Project will be allocated to Sunbeam.** The Ganaraska Wind Park project is a 20MW project located north of Oshawa, Ontario, Canada. Annual mean wind speeds are modeled at over 6.5 meters per second at an 80 m hub height. The project area has been secured by the execution of options for wind park easement agreements with various landowners. Environmental studies are near completion. On November 29, 2009 the Company submitted an application for a FIT Power Purchase Contract fixed at a basic rate of C$135.00/MWh, that can potentially be increased to C$145.00/MW under certain conditions (community or aboriginal price adder), over a 20-year term. The Company was notified on April 8, 2010 that the Ganaraska project has been awarded a FIT contract by the Ontario Power Authority. The contract was executed May 3, 2010.

In order to develop this Project, we obtained independent financing. . In addition to guaranteeing the obligation, we pledged our equity interest as colateral for the repayment of the debt.

2.

Stonetown Wind Park: The Company holds a 50% equity interest in the **Stonetown Wind Project**. The Stonetown Wind Park project is a 10MW project located near St. Mary, Ontario. Annual mean wind speeds are modeled at over 6.7 meters per second at an 80 m hub height. The project area has been secured by the execution of options for wind park easement agreements with various landowners. Environmental studies are near completion. On November 29, 2009 the Company submitted an application for a FIT Power Purchase Contract fixed at a basic rate of C$135.00/MWh, that can potentially be increased to C$145.00/MW under certain conditions (community or aboriginal price adder), over a 20-year term. The Company was notified on April 8, 2010 that the Stonetown project will be undergoing Economic Connection Testing before a further decision on a FIT contract award can be made by the Ontario Power Authority.

3.

Lakeside Breezes Wind Park: The Company holds a 50% equity interest (with an option to increase to 100%) in the **Lakeside Breezes Wind Park**. The Lakeside Breezes Wind Park is a 10MW project located south of London, Ontario, Canada. This project has been developed in an area of high elevation. Annual mean wind speeds are modeled at over 6.5 meters per second at an 80 m hub height. The project area has been secured by the execution of option and surface lease agreements with various landowners. Environmental studies are near completion. On November 29, 2009 the Company submitted an application for a FIT Power Purchase Contract fixed at a basic rate of C$135.00/MWh, that can potentially be increased to ditions (community or aboriginal price adder), over a 20-year term. The Company was notified on April 8, 2010 that the Lakeside Breezes project will be undergoing Economic Connection Testing before a further decision in a FIT contract award can be made by the Ontario Power Authority.

4.

Pioneer Wind Park: The Company holds a 50% equity interest (with an option to increase to 100%) in the **Pioneer Wind Park**. The Pioneer Wind Park is a 10MW project located near St. Thomas, Ontario, Canada. Annual mean wind speeds are modeled at over 6.5 meters per second at an 80 m hub height. The project area has been secured by the execution of option and surface lease agreements with various landowners. Environmental studies are near completion. On November 29, 2009 the Company submitted an application for a FIT Power Purchase Contract fixed at a basic rate of C$135.00/MWh, that can potentially be increased to C$145.00/MW under certain conditions (community or aboriginal price adder), over a 20-year term. The Company was notified on April 8th, 2010 that the Pioneer project will be undergoing Economic Connection Testing before a further decision in a FIT contract award can be made by the Ontario Power Authority.

5.

Beaconsfield Wind Park: The Company holds a 50% equity interest (with an option to increase to 100%) in the **Beaconsfield Wind Park**. The Beaconsfield Wind Park is a 10MW project located east of London, Ontario, Canada. Annual mean wind speeds are measured at over 6.7 meters per second at an 80 m hub height. The project area has been secured by the execution of options for wind park easement agreements with various landowners. Environmental studies are near completion. On November 29, 2009 the Company submitted an

application for a FIT Power Purchase Contract fixed at a basic rate of C$135.00/MWh, that can potentially be increased to C$145.00/MW under certain conditions (community or aboriginal price adder), over a 20-year term. The Company was notified on April 8, 2010 that the Beaconsfield project will be undergoing Economic Connection Testing before a further decision in a FIT contract award can be made by the Ontario Power Authority.

6.

Northern Lights Wind Park: The Company holds a 50% interest in the **Northern Lights Wind Park**. The Northern Lights Wind Park is a 10MW project located south of Georgian Bay in Ontario, Canada. The project area has been secured by the execution of options for wind park easement agreements with various landowners. Environmental studies are near completion. On November 29, 2009 the Company submitted an application for a FIT Power Purchase Contract fixed at a basic rate of C$135.00/MWh, that can potentially be increased to C$145.00/MW under certain conditions (community or aboriginal price adder), over a 20-year term. The Company was notified on April 8, 2010 that the Northern Lights project will be undergoing Economic Connection Testing before a further decision in a FIT contract award can be made by the Ontario Power Authority.

7.

Project Burg I:

On June 8, 2010 the Company signed an agreement with Aquavent Gesellschaft für regenerierbare Energien GmbH (Aquavent) to purchase a 100% interest in the 4 MW project Burg 1 located near Magdeburg for a total cash payment of 900,000 Euros. The agreement called for an initial payment of 450,000 Euros by June 15, 2010, a second payment of 225,000 Euros no later than Jan. 15, 2011 and a final payment of 225,000 Euros no later than April 30, 2011. On July 9, 2010 an amendment to the original agreement was executed whereby 300,000 Euros were to be paid by July 9, 2010, 94,000 Euros were paid by September 15, 2010 and 56,000 Euros are to be paid by November 15, 2010.

In April 2011 the Company and Aquavent agreed to defer any further acquisition payments until cabling rights are secured by Aquavent. At June 30, 2011, the Company has paid 556,000 Euros ($807,274) towards this acquisition. Furthermore, in April 2011, the Company entered into an agreement for the sale and construction of 50% of the Burg I project (Note 14). Pursuant to this sale, 50% of the acquisition costs paid to June 30, 2011 have been reclassified as construction contract costs and the 50% related to the portion of the project retained by the Company remains capitalized as wind project acquisition costs.

8

Burg II

On September 7, 2010, the Company entered into two option agreements to purchase the Burg II wind project, a 6MW project located near Magdeburg, Germany:

a)

A 90 day option to acquire a 50% interest in the project from Aquavent Gesellschaft für regenerierbare Energien GmbH (Aquavent). To obtain this option, the Company issued 150,000 shares valued at $64,500.

b)

A 90 day option to acquire a 50% interest in the project from EFI Energy Farming International GmbH (EFI). No shares were issued as consideration for this option.

As both options expired prior to the signing of definitive agreements, the Company issued a further 200,000

shares to each vendor to extend the option period to July 2011.

In July 2011, subsequent to year end, the Company signed definitive agreements with both vendors to acquire

each respective half of the project for 750,000 Euros. , In the event that a BIMSCH permit cannot be obtained for the project within 18 months, the vendors shall deliver similar projects as replacements to the Company, or, at the Company`s sole discretion, the Company may request reimbursement of any instalments paid by the Company to the vendors.

9.

Raberg

In April 2011, the Company entered into a joint venture option agreement with Naturwerk GmbH. For a refundable deposit of $54,905 (37,815 Euros), the Company obtained a 120 day option to enter into a joint venture on the Raberg wind project being developed by Naturwerk. Subsequent to June 30, 2011, the Company exercised this option and entered into a definitive joint venture agreement with Naturwerk, against which the initial deposit of $54,905 was applied

10. **Thunder Spirit:**

On April 11, 2011, the Company purchased a75% interest in a 150MW North Dakota wind farm project, Thunder Spirit. **The Project will connect into the Midwest Independent System Operator`s (Midwest ISO) power market, subject to completion of the facilities study. Wind resource in North Dakota is one of the largest**

resources in the Midwest ISO power market, which includes States such as North Dakota, Minnesota, Wisconsin, Iowa, and Illinois. A $260,000 deposit was submitted to the Midwest ISO in March 2010 and we entered the Definitive Planning Phase with the grid operator.

In order to develop this Project, we have obtained independent financing. In addition to guaranteeing the obligation, we pledged our equity interest as colateral for the repayment of the debt.

11. Ontario 5MW Project

On June 14, 2011 the Company announced it has signed an Agreement to acquire a 50% interest in a 5MW wind energy project located in Ontario, Canada. The Project was awarded a Feed-in Tariff (FIT) power contract by the Ontario Power Authority in April 2010. Wind Works is required to fund all development costs of approximately $1 Million which includes interconnection to the HONI powergrid. The purchase price is subject to the final economic parameters and is not due until the project has received Renewable Energy Approval by the Provincial Government of Ontario. Wind Works will be required to finance the project after Renewable Energy Approval by securing the necessary debt financing for the project. Wind Works will organize construction of the project

Comparison of Operating Results for the Three Months ended September 30, 2011 and 2010 and from May 2, 2008 (Inception) to September 30, 2011.

Revenue

For the three months ended September 30, 2011 we did not generate any revenues as compared to $97,652 for the three months ended September 30, 2010. Of this total, $97,290 represents revenues attributable to a non-refundable security deposit. The non-refundable deposit resulted from the termination of an agreement with Premier Renewable Energy Ltd. (See footnote 13xi). Total revenues since Inception were $97,819.

Operating Expenses

For the three months ended September 30, 2011 our operating expenses totaled $ 951,918 as compared to $1,246,908 for the three months ended September 30, 2010. Operating expenses since Inception totaled $8,660,390.

The principal reasons for the decline in our operating expenses are attributable to the significant reduction of accretion expense from $498,061 to $12,000 and the decline of consulting fees from $418,221. Professional fees increased from $82,669 to $131,714. This increase is primarily attributable to legal fees attributable to our funding activities. Interest and service charges increased from $38,120 to $222,771. The significant increase in this expense is attributable to financing activities incurred in connection with the funding of our wind farms. These costs are directly related to an increase in our project development costs from $177,443 to $333,620 for the three months ended September 30, 2010 as compared to the comparable period in 2011. Project development costs since Inception totaled $2,552,700. We expect project development costs will continue to increase as we have secured funding for several of our wind farms.

Except for a lease expense of $26,000, all other line item expenses that we incurred for the quarter ended September 30, 2011 represented less than 1% of our total expenses for the year.

Net Income (loss)

Our Net Loss for the three months ended September 30, 2011and 2010 totaled $(951,918) and $(1,246,908). Since Inception our Net Loss totaled $(8,562,571).

We will require additional capital to fully implement our business plan. There can be no assurance that we will be able to secure additional capital or if available, on commercially acceptable terms. Until such time as we can fully implement our business plan, it is unlikely that we will be able to reverse our continuing losses in which case you may lose your entire investment.

Liquidity and Capital Resources

Assets and Liabilities

At September 30, 2011 we had cash and cash equivalents totaling $271,311, $86,299 in costs in excess of billings on uncompleted contracts, $44,166 in value added tax receivables and $109,515 in other assets. All other current assets represent less than 1% of our current assets. Total current assets were $531,664.

At June 30, 2011 total current assets were $574,621 consisting primarily of cash and cash equivalents totaling $180,173, prepaid expenses totaling $112,033, VAT receivable of $83,739 and other assets totaling $115,380. Total current assets were $574,621.

Prepaid assets consist primarily of common stock issued for services to be rendered.

The significant increase in our cash holdings is primarily attributable to funds received from project financings.

Our long term assets at September 30, 2011 totaled $14,251,924. These assets are primarily attributable to wind project deposits of $10,490,927 and wind projects valued at of $3,684,237. We have no other material long term assets.

At June 30, 2011 long term assets totaled $11,216,186, consisting primarily of wind project deposits of $7,731,252 and wind projects valued at $3,431,183. The increase in our long term assets is primarily attributable to an increase in our wind project deposits.

Total assets at September 30, 2011 were $12,039,913 as compared to $11,790,807 at June 30, 2011.

Our current liabilities at September 30, 2011 totaled $3,297,212 consisting of accounts payable totaling $2,668,887, convertible debentures totaling $502,029 and short term loans totaling $126,296. Current liabilities at June 30, 2011 totaled $2,821,225 consisting of $2,233,438 in accounts payable, $385,000 in convertible debentures and $202,787 in short term loans.

We have a working capital deficit at September 30, 2010 (current assets less current liabilities) of $2,765,548 as compared to a working capital deficit of $2,246.604 at June 30, 2011. We require additional funding to meet our short term capital requirements. If we are unable to pay our liabilities as they become due, and our creditors are not willing to defer payments, we may be required to seek protection from creditor claims.

Off-Balance Sheet Arrangements

We are not currently a party to, or otherwise involved with, any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 3.

Quantitative and Qualitative Disclosure About Market Risk

Not applicable.

Item 4.

Controls and Procedures

(a)

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) and determined that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q. The evaluation considered the procedures designed to ensure that the information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

(b)

Changes in Internal Control over Financial Reporting

During the period covered by this Quarterly Report on Form 10-Q, there was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(d) and 13d-15(d) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(c)

Inherent Limitations of Disclosure Controls and Internal Controls over Financial Reporting

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Projections of any evaluation or effectiveness to future periods are subject to risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART II. OTHER INFORMATION

Item 1.

Legal Proceedings.

The Company has been named as a defendant in a civil action filed against a shareholder of the Company. (District Court Clark County, Nevada Case No. A-11-646 22C). The suit alleges that the Plaintiff purchased the shareholder s common stock at a sheriff sale and is demanding that the Company issue those shares to the Plaintiff. We do not believe that this case is material. The Company has retained counsel and will wait for adjudication of the matter.

Item 2.

Unregistered Sales of Equity Securities.

None.

Item 3.

Defaults upon senior securities.

None

Item 4.

Removed and Reserved.

Item 5.

Other information

None.

Item 6.

Exhibits

Exhibit No.	Description
31.1	Section 302 Certification of the Principal Executive Officer *
31.2	Section 302 Certification of the Principal Financial Officer *
32.1	Section 906 Certification of Principal Executive Officer *
32.2	Section 906 Certification of Principal Financial and Accounting Officer *
101*	XBRL data files of Financial Statements and Notes contained in this Quarterly Report

*

To be filed by amendment

SIGNATURES

Pursuant to the requirements 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.

Wind Works Power Corp.

Date: November 21, 2011

By: /s/ Ingo Stuckmann

Ingo Stuckmann

Chief Executive Officer

Date: November 21, 2011

By:/s/ W. Campbell Birge

Chief Financial Officer