UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended **February 29, 2008**

[ ] TRANSITION REPORT UNDER 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from ______________ to ______________

Commission File Number **333-126580**

KEEWATIN WINDPOWER CORP.

(Exact name of small Business Issuer as specified in its charter)

Nevada	**N/A**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

617-666 Burrard Street, Vancouver, BC, Canada V6C 2X8
(Address of principal executive offices)

Issuer's telephone number: **(604) 601-2070**

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

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

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

Check whether the registrant filed all documents and reports required to be filed by Section l2, 13 or

15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.
Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer s classes of common equity, as of the latest practicable date: **12,391,500** shares of common stock issued and outstanding as of April 1, 2008

Transitional Small Business Disclosure Format (Check one): Yes [ ] No [X]

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL INFORMATION

Keewatin Windpower Corp.
(A Development Stage Company)

February 29, 2008

Index

Keewatin Windpower Corp.
(A Development Stage Company)
Balance Sheets
(Expressed in US Dollars)
(unaudited)

	February 29, 2008 $	May 31, 2007 $
ASSETS		
Current Assets		
Cash and cash equivalents	177,356	449,185
Short term investment	1,362,500	
Prepaid expenses	10,000	
Total Current Assets	1,549,856	449,185
Property and equipment, net (Note 5)	15,856	15,936
Total Assets	1,565,712	465,121
LIABILITIES AND STOCKHOLDERS EQUITY		
Liabilities		
Accounts payable	13,474	3,040
Accrued liabilities	13,207	1,764
Management fees payable (Note 6)	45,100	45,100
Total Liabilities	71,781	49,904
Contingencies (Note 2)		
Stockholders Equity		
Preferred Stock:		
Authorized: 10,000,000 shares, $0.001 par value		
Issued and outstanding: None		
Common Stock: (Note 7)		
Authorized: 100,000,000 shares, $0.001 par value		
Issued and outstanding: 12,391,500 shares		
(May 31, 2007 10,530,000 shares)	12,391	10,530
Additional paid-in capital	2,071,366	409,478
Common stock subscribed (Note 7)		500,500

Deficit accumulated during the development stage	(589,826)	(505,291)
Total Stockholders Equity	1,493,931	415,217
Total Liabilities and Stockholders Equity	1,565,712	465,121

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

Keewatin Windpower Corp.
(A Development Stage Company)
Statements of Operations
(Expressed in US Dollars)
(unaudited)

	Accumulated from February 25, 2005 (Date of Inception) To February 29, 2008 $	Three Months Ended February 29, 2008 $	Three Months Ended February 28, 2007 $	Nine Months Ended February 29, 2008 $	Nine Months Ended February 28, 2007 $
Expenses					
Management fees	228,577	25,550	98,877	68,500	113,877
General and administrative	421,256	43,761	285,640	66,552	299,867
Operating loss	(649,833)	(69,311)	(384,517)	(135,052)	(413,744)
Other Income					
Interest income	60,007	16,461	5,166	50,517	5,166
Net loss	(589,826)	(52,850)	(379,351)	(84,535)	(408,578)
Net loss per common share					
basic and diluted		(0.00)	(0.04)	(0.01)	(0.04)
Weighted average number of					
common stock outstanding		12,392,000	10,530,000	12,062,000	10,530,000

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

F-2

Keewatin Windpower Corp.
(A Development Stage Company)
Statements of Cash Flows
(Expressed in US Dollars)
(unaudited)

	Accumulated from February 25, 2005 (Date of Inception) To February 29, 2008 $	Nine Months Ended February 29, 2008 $	Nine Months Ended February 28, 2007 $
Operating activities			
Net loss for the period	(589,826)	(84,535)	(408,578)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	9,011	4,134	3,120
Stock-based compensation	365,508		365,508
Changes in operating assets and liabilities:			
Prepaid expenses	(10,000)	(10,000)	1,338
Accrued interest	(12,500)	(12,500)	(432)
Accounts payable and accrued liabilities	26,681	21,877	4,701
Management fees payable	45,100		19,900
Net cash flows used in operating activities	(166,026)	(81,024)	(14,443)
Investing activities			
Purchase of equipment	(24,867)	(4,054)	
Purchase of short term investments	(1,350,000)	(1,350,000)	(50,000)
Net cash flows used in investing activities	(1,374,867)	(1,354,054)	(50,000)
Financing activities			
Proceeds from common stock issuances	1,718,249	1,163,249	
Proceeds from common stock subscriptions			500,500
Proceeds from loans payable to related party			(22,100)
Net cash flows provided by financing activities	1,718,249	1,163,249	478,400
Increase (decrease) in cash and cash equivalents	177,356	(271,829)	413,957
Cash and cash equivalents beginning of period		449,185	3,001
Cash and cash equivalents end of period	177,356	177,356	416,958
Cash and cash equivalents consist of:			
Cash in bank		16,935	416,958
Short term investments		150,421	
Trust account		10,000	
		177,356	416,958
Supplementary disclosures			
Interest paid			

Income taxes paid

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

Keewatin Windpower Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in US Dollars)
(unaudited)

1. Basis of Presentation

The unaudited financial information furnished herein reflects all adjustments, which in the opinion of management, are necessary to fairly state the Company s financial position and the results of its operations for the periods presented. This report on Form 10-QSB should be read in conjunction with the Company s financial statements and notes thereto included in the Company s Form 10-KSB for the fiscal year ended May 31, 2007. The Company assumes that the users of the interim financial information herein have read or have access to the audited financial statements for the preceding fiscal year and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. Accordingly, footnote disclosure, which would substantially duplicate the disclosure contained in the Company s Form 10-KSB for the fiscal year ended May 31, 2007, has been omitted. The results of operations for the nine-month period ended February 29, 2008 are not necessarily indicative of results that may be expected for the fiscal year ending May 31, 2008.

2. Nature of Operations and Continuance of Business

The Company was incorporated in the State of Nevada on February 25, 2005. The Company is a Development Stage Company, as defined by Statement of Financial Accounting Standard (SFAS) No.7 *Accounting and Reporting for Development Stage Companies* . Its activities to date have been limited to capital formation, organization, and development of its business plan for the exploration and development of wind power projects in Canada.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations the successful exploitation of economically recoverable electricity in its wind power projects, and the attainment of profitable operations. As at February 29, 2008, the Company has accumulated losses of $589,826 since inception. These factors raise substantial doubt regarding the Company s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. Recently Adopted Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R)* . This statement requires employers to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a not-for-profit organization. This statement also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. The provisions of SFAS No. 158 are effective for employers with publicly traded equity securities as of the end of the fiscal year ending after December 15, 2006. The Company currently has no such employee plans and does not expect to institute such plans. The adoption of this statement did not have a material effect on the Company's financial statements.

In September 2006, the SEC issued Staff Accounting Bulletin (SAB) No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*. SAB No. 108 addresses how the effects of prior year uncorrected misstatements should be considered when quantifying misstatements in current year financial statements. SAB No. 108 requires companies to quantify misstatements using a balance sheet and income statement approach and to evaluate whether either approach results in quantifying an error that is material in light of relevant quantitative and qualitative factors. SAB No. 108 is effective for fiscal years ending after November 15, 2006. The adoption of this statement did not have a material effect on the Company's financial statements.

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statements No. 109* . FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing a two-step method of first evaluating whether a tax position has met a more likely than not recognition threshold and second, measuring that tax position to determine the amount of benefit to be recognized in the financial statements. FIN 48 provides guidance on the presentation of such positions within a classified statement of financial position as well as on derecognition, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of this statement did not have a material effect on the Company's financial statements.

Keewatin Windpower Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in US Dollars)
(unaudited)

4. Recently Issued Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141R, *Business Combinations*. This statement replaces SFAS 141 and defines the acquirer in a business combination as the entity that obtains control of one or more businesses in a business combination and establishes the acquisition date as the date that the acquirer achieves control. SFAS 141R requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. SFAS 141R also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements Liabilities an Amendment of ARB No. 51*. This statement amends ARB 51 to establish accounting and reporting standards for the Noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

5. Property and equipment

	Cost $	Accumulated depreciation $	February 29, 2008 Net carrying value $	May 31, 2007 Net carrying value $
Computer equipment	4,054	(1,014)	3,040	-
Wind tower equipment	20,813	(7,997)	12,816	15,936
	24,867	(9,011)	15,856	15,936

6. Related Party Transactions

a) The Company neither owns nor leases any real or personal property. A director provides office services without charge. Such costs are immaterial to the financial statements and accordingly, have not been reflected therein.

b) During the nine months ended February 29, 2008, a director and principal shareholder of the Company has incurred $30,000 (May 31, 2007 - $7,500) in management fees. As at February 29, 2008, the Company has prepaid management fees of $10,000. As at February 29, 2008, the Company owes this director $45,100 in management fees incurred prior to May 31, 2007. There are no specified terms of repayment on the accrued amount.

c) During the nine months ended February 29, 2008, other directors were paid $38,500 (May 31, 2007 - $NIL) in management fees.

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

Keewatin Windpower Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in US Dollars)
(unaudited)

7. Common Stock (continued)

c) On July 27, 2007 the Company completed a private placement consisting of 1,075,000 shares of common stock at $1.20 per share for cash proceeds of $1,290,000, and 1,000,000 share purchase warrants entitling the holder to acquire an additional share of common stock for $2.50. Finder s fees of $126,750 cash were paid related to this placement. The warrants were valued at $321,279 using the Black-Scholes option pricing model.

	Nine Months Ended February 29, 2008	
	Number of Options	Weighted Average Exercise Price
Balance, Beginning of period	1,000,000	$ 1.10
Granted		
Cancelled/Forfeited		
Exercised		
Balance, End of period	1,000,000	$ 1.10

As at February 29, 2008, all of the options were vested, and their intrinsic value was $450,000.

9. Potential Acquisition

The Company entered into a letter agreement dated March 26, 2007 to acquire 100% of the issued and outstanding common shares of Sky Harvest Windpower Corp. (Sky Harvest), a private Canadian company incorporated under the laws of British Columbia, in consideration for 17,343,516 restricted shares of the Company s common stock. The directors of the Company are also directors and principal shareholders of Sky Harvest. Sky Harvest holds the rights to construct a wind power facility on approximately 8,500 acres of land located in Southwestern Saskatchewan. The closing of this transaction is subject to shareholder approval.

ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as may , should , intends , expects , plans , anticipates , believes , estimates , predi continue or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled Risk and Uncertainties commencing on page 8 of this quarterly report, which may cause our or our industry's actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity or performance. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

In this report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to common shares refer to the common shares in our capital stock.

As used in this quarterly report, the terms we , us , our , the Company and Keewatin mean Keewatin Windpower C

Introduction

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

Corporate History

We were incorporated in the State of Nevada on February 25, 2005. Our resident agent is Empire Stock Transfer Inc., 2470 Saint Rose Parkway, Suite 304, Henderson, NV 89704.

Recent Corporate Developments

We experienced the following significant corporate developments since the end of our last fiscal quarter:

1. Effective January 29, 2008 Greg Yanke resigned as a director of Keewatin Windpower Corp. Mr. Yanke s resignation was not as a result of any disagreement on any matter relating to Keewatin s operations, policies or practices.

2. Effective January 10, 2008, Chris Craddock was appointed as our Chief Financial Officer. Mr. Craddock continues to serve as the Company s Chief Executive Officer, President, Secretary and Treasurer.

Plan of Operation

Our plan of operations for the next twelve months is to commence discussions with potential customers that may be interested in purchasing electricity that would be generated from our potential wind power project in southwest Saskatchewan, contact wind turbine suppliers regarding the planned purchase and delivery of equipment and seek potential sources of debt and equity financing.

We erected a meteorological tower on a property in southwest Saskatchewan for the purpose of determining whether the property possesses a wind resource sufficient to justify the erection of wind turbines. This 12 month study was completed during the quarter ended November 30, 2006. Data continues to be collected, additional resource assessment reduces uncertainty in long term yield projections.

We have determined that the Saskatchewan property has a wind resource that warrants the erection of wind turbines. We must now negotiate a lease, purchase or further land access agreement with the landowners and/or surrounding land owners of the Saskatchewan property. Currently, all land owners in the area have indicated their preference to retain ownership of their lands and enter into a lease arrangement with us, although we have not reached any formal agreement in this regard. Accordingly, we do not expect to incur any expenses in connection with acquiring a property interest until the wind towers have been erected. Annual land lease costs are estimated to be $60,000.

In 2007, we entered into a letter of intent with Sky Harvest Windpower Corp. (Sky Harvest), a private Canadian company, whereby Keewatin intends to acquire all of Sky Harvest s issued and outstanding share capital.

Sky Harvest holds the rights to construct a wind power facility on approximately 8,500 acres of land located in southwestern Saskatchewan. The company has completed a wind resource assessment on the property that demonstrates that the potential wind resource greatly exceeds the minimum capacity factor necessary to justify the planning and construction of a 150 megawatt wind power project. The company is now in the process of completing the necessary environmental assessment and permitting of the property. Sky Harvest has also commenced initial discussions regarding the potential sale of electricity that would be generated by a wind power facility.

In order to acquire a 100% interest in Sky Harvest, we have agreed to issue a total of up to 17,343,516 restricted shares of common stock to the shareholders of Sky Harvest, equating to 1.5 shares of common stock in our capital for every currently issued common share of Sky Harvest.

Over the next twelve months, we anticipate spending $300,000 on administrative costs, including management fees payable to our president, professional fees and general business expenses, including costs related to complying will our filing obligations as a reporting company. As our operations become more complex, it is anticipated that these costs will increase. We intend to cover these costs from current cash on hand.

To erect wind turbines on the Keewatin property, at an anticipated cost of $67,250,000, we expect to raise up to 75%, or approximately $50,000,000 by way of debt financing and 25%, or approximately $17,000,000 through the sale of our common stock. Additional funds will be required to develop the Sky Harvest property following the completion of our acquisition of the company.

The chartered banks in Canada, as well as many United States financial institutions, each have departments that are familiar with financing wind power projects and assessing the ability of companies with proposed projects to generate profit through operations. These institutions may be approached for debt financing following completion of our wind study and once we have entered into an agreement in principal to sell the power to be generated from the project. The factors that the banks consider in

providing the debt financing include wind study data, the size and number of wind turbines to be erected and the price the purchaser has agreed to pay for the power produced.

We have not had any specific communications with any representative of a debt financing institution regarding our proposed wind power project. Accordingly, we cannot guarantee that we will be able to raise 75% of our required funds through debt financing. The following table discloses the number of shares of common stock that we would have to issue in order to raise the $25,000,000 in equity financing at various prices, resulting in dilution to existing shareholders:

Price Per Share	**No. of Shares Issuable**
$2.00	12,500,000
$3.00	8,333,333

Wind power generation companies typically make marginal profit based upon the price they receive for each kilowatt hour of power they sell. Government subsidies and credits add to the profit margin that such companies realize.

We will intend to execute a power purchase agreement with a utility in Saskatchewan or a neighboring jurisdiction. The agreement will include the price to be paid for the electricity we produce in cents per kilowatt hour and the term of the agreement. It will also be subject to us obtaining the necessary financing to proceed with the wind power project.

Debt financiers will only provide us with the financing that we require if our project will be economically viable based on the terms of the power purchase agreement.

Cash Requirements

Over the next 12 months, we have estimated the following operating expenses:

Operating Expenses		
Administrative expenses	$	200,000
Land Leases		60,000
Compliance costs		40,000
Total	**$**	**300,000**

Over the next 12 months, we anticipate spending $300,000 on administrative costs, including management fees payable to its President and Directors, professional fees and general business expenses, including costs related to complying with filing obligations as a reporting company.

Results of Operations

We are still in the development stage and did not earn any revenue during the quarter ended February 29, 2008. We do not anticipate earning any revenue until the completion of an environmental assessment on the property, securing a power purchase agreement and erecting turbines on the land, of which there is no guarantee.

Three and Nine Months Summary

	Three Months Ended Feb 29, 2008	Three Months Ended Feb 28, 2007	Percentage Increase/ Decrease	Nine Months Ended Feb 29, 2008	Nine Months Ended Feb 28, 2007	Percentage Increase/ Decrease
Revenue	-	-	N/A	-	-	N/A
Expenses	$(69,311)	$(384,517)	(82%)	$(135,052)	$(413,744)	(67.3%)
Interest and Dividend Income	$16,461	$5,166	219%	$50,517	$5,166	877.9%
Net Loss	$(52,850)	$(379,351)	(86.1%)	$(84,535)	$(408,578)	(79.3%)

We recorded a net operating loss of $(52,850) for the three months ended February 29, 2008 and have an accumulated deficit of $(589,826) since inception. As at February 29, 2008 we had cash of $177,356 and for the next 12 months, management anticipates that the minimum cash requirements to fund our proposed exploration program and our continued operations will be $300,000 excluding costs of constructing the proposed wind turbine. Accordingly we do not have sufficient funds to meet our planned expenditures over the next 12 months, and will need further financing in order to meet our anticipated expenses for the construction of the wind turbine. See Future Financings , below.

Revenue

We have not earned any revenues since our inception and we do not anticipate earning revenues until such time as we have entered into commercial production of our wind power projects. We do not anticipate earning any revenue until the completion of an environmental assessment on our properties, secure a power purchase agreement and erecting wind turbines on our properties of which there is no guarantee.

Expenses

Our expenses for the second quarter and six months ended February 29, 2008 and 2007 are outlined in the table below:

	Three Months Ended Feb 29, 2008	Three Months Ended Feb 28, 2007	Percentage Increase/ Decrease	Nine Months Ended Feb 29, 2008	Nine Months Ended Feb 28, 2007	Percentage Increase/ Decrease
Management fees	$25,550	$98,877	(74.2%)	68,500	113,877	(39.8%)
General and administrative	$43,761	$285,640	(84.6%)	66,552	299,867	(77.8%)
Total Expenses	$69,311	$384,517	(81.9%)	$135,052	$413,744	(67.3%)

Operating expenses for the six months ended February 29, 2008 decreased by $315,206 as compared to the comparative period in 2007 primarily as a result of stock based compensation being reduced from $365,508 in the period ending February 28, 2007 to Nil in the period ending February 29, 2008.

Liquidity and Capital Resources

<u>Working Capital</u>

	February 29, 2008	May 31, 2007	Percentage Increase/Decrease

Current Assets	$	1,549,856	$	449,185	245%
Current Liabilities	$	13,474	$	3,040	343.2%
Working Capital	$	1,536,382	$	446,145	244.4%

As at February 29, 2008, we had total assets of $1,565,712, comprised principally of cash on hand of $177,356, and total liabilities of $71,781, comprised primarily of management fees payable of $45,100. The increase in assets during the period ended February 29, 2008 over the year ended May 31, 2007 is attributed to financing activities that resulted in net proceeds of $1,163,249.

Cash Flows

		Nine Months Ended February 29 2008		Nine Months Ended February 28 2007	Percentage Increase/ Decrease
Cash Flows from (used in) Operating Activities	$	(81,024)	$	(14,443)	460.9%
Cash Flows from (used in) Financing Activities	$	1,163,249	$	478,400	143.1%
Cash Flows provided by Investing Activities	$	(1,354,054)	$	(50,000)	2608.1%
Net Increase in Cash During Period	**$**	**(271,829)**	**$**	**413,957**	**(165.6%)**

Our current operating funds are not sufficient to complete our intended business objectives. To erect wind turbines on the property, it is anticipated that we will require financing of approximately $115,000,000. We do not have any arrangements for financing and may not be able to find such financing if required. The most likely sources of future funds that will be available to us are through debt financing and through the issuance of equity.

Future Financings

We recorded a net operating loss of $84,535 for the third quarter and nine months ended February 29, 2008 and have an accumulated deficit of $589,826 since inception. As at February 29, 2008 we had cash of $177,356 and for the next 12 months, management anticipates that the minimum cash requirements to fund our proposed exploration program and our continued operations will be $300,000 excluding costs of constructing the wind turbine. Accordingly we have sufficient funds to meet our planned expenditures over the next12 months, however, we will need further financing in order to meet our anticipated expenses for the construction of the wind turbine.

We have begun sourcing equity financing to cover the balance of the anticipated costs for the next 12 months and anticipated costs relating to the erection of wind turbines. Until such financing is arranged, we intend to rely on the proceeds of a recent financing concluded in July, 2007 for net proceeds of approximately $1,163,000 to cover the cost of operations before the erection of wind turbines. We have not had any specific communications with any representative of a debt financing institution regarding our proposed wind power project. Accordingly, we cannot guarantee that it will be able to raise 75% of required funds through debt financing.

We do not currently have any arrangements for financing and may not be able to find such financing if required. The most likely sources of future funds that will be available to us are through debt financing and through the issuance of equity capital. We will only be able to secure debt financing for wind turbines if it is able to prove that an economic wind resource exists on a property that is acquired and that we have negotiated a power purchase agreement with a credit worthy counter-party. We do not have any arrangements in place for debt financing nor for the sale of our securities.

Off-Balance Sheet Arrangements

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

RISKS AND UNCERTAINTIES

If we do not obtain additional financing our business will fail.

Over the next12 months, we anticipate spending $300,000 on administrative costs, including management fees payable to our President and Directors, professional fees and general business expenses, including costs related to complying with filing obligations as a reporting company. As our operations become more complex, it is anticipated that these costs will increase. To erect wind turbines on the property, at an anticipated cost of $115,000,000, we expect to raise up to 75%, or approximately $86,000,000 by way of debt financing and 25%, or approximately $29,000,000 through the sale of common stock. It is unlikely that we will be able to make arrangements for debt financing until our environmental assessment is completed, which is not expected to occur until 2009 subject to the negotiation of a power purchase agreement with a credit worthy counter-party. Cash on hand will not cover these costs. We will need to acquire additional financing in order to cover remaining business costs. We do not currently have any arrangements for financing and may not be able to find such financing if required. The most likely sources of future funds that will be available to us are through debt financing and through the issuance of equity capital. We will only be able to secure debt financing for wind turbines if it is able to prove that an economic wind resource exists on a property that is acquired and that we have negotiated a power purchase agreement with a credit worthy counter-party. We do not have any arrangements in place for debt financing nor for the sale of our securities.

Because we have not commenced business operations, we face a high risk of business failure.

We have not yet commenced business operations as an independent power producer; accordingly, we have no way to evaluate the likelihood that our business will be successful. We were incorporated on February 25, 2005 and to date have been involved primarily in organizational activities and wind assessment of the Saskatchewan property on which we have erected a meteorological tower.

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

Because our continuation as a going concern is in doubt, we will be forced to cease business operations unless we can generate profitable operations in the future.

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

If we are not able to obtain an interest in a suitable property with a potential wind resource, our business will fail.

We have entered into an agreement to erect a meteorological tower on a property in southwestern Saskatchewan to determine whether it possesses a sufficient wind resource to justify the erection of wind turbines. However, we do not have an arrangement where it may erect turbines on the property if it contains an economic wind resource. Even if we are able to reach an agreement to acquire an interest in this property, we may not be able to obtain the financing necessary to complete the lease or purchase. If we are unable to acquire a suitable property interest, our business will fail.

Future changes in weather patterns could negatively impact our business, reducing potential profitability or causing our business to fail.

Changes in weather patterns may affect our ability to operate a wind power project on any property we acquires. Wind data that we collect from a meteorological tower may vary from results actually achieved when a wind turbine is installed. Changing global environmental and weather conditions may also affect the reliability of the data relating to a property.

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

Our ability to erect turbines on a property in Saskatchewan will be contingent upon it obtaining environmental and municipal permits. If it cannot acquire these permits, our business will fail.

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

If we cannot find a party from which we can purchase electricity on acceptable terms, we will not be able to establish a wind power project and our business will fail.

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

Because all of our assets and a majority of our directors and officers are located in Canada, U.S. residents' enforcement of legal process may be difficult.

All of our officers and a majority of our directors reside in Canada. As well, all of our assets are located in Canada. Accordingly, service of process upon our company, or upon individuals related to Keewatin, may be difficult or impossible to obtain within the United States. As well, any judgment obtained in the United States against us may not be collectible within the United States.

A decline in the price of our common stock could affect our ability to raise further working capital, it may adversely impact our ability to continue operations and we may go out of business.

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

If we issue additional shares in the future, it will result in the dilution of our existing shareholders.

Our certificate of incorporation authorizes the issuance of up to 100,000,000 shares of common stock with a par value of $0.001. Our board of directors may choose to issue some or all of such shares to acquire one or more businesses or to provide additional financing in the future. The issuance of any such shares will result in a reduction of the book value and market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will cause a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of our corporation.

Trading on the OTC Bulletin Board may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.

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

Our stock is a penny stock. Trading of our stock may be restricted by the SEC s penny stock regulations and FINRA s sales practice requirements, which may limit a stockholder s ability to buy and sell our stock.

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

FINRA sales practice requirements may also limit a stockholder s ability to buy and sell our stock.

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

ITEM 3. CONTROLS AND PROCEDURES.

As required by Rule 13a-15 under the Exchange Act, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures at February 29, 2008, which is the end of the period covered by this report. This evaluation was carried out by our principal executive officer and our principal financial officer. Based on this evaluation, our principal executive officer and our principal financial officer have concluded that the design and operation of our disclosure controls and procedures are effective as at the end of the period covered by this report.

There were no changes in our internal control over financial reporting during the three months ended February 29, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We know of no material, active or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

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

None.

ITEM 3. DEFAULT UPON SENIOR SECURITIES.

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6 EXHIBITS.

The following exhibits, required by Item 601 of Regulation S-B, are being filed as part of this quarterly report, or are incorporated by reference where indicated:

Exhibit No.	**Description**
3.1	Articles of Incorporation (incorporated by reference from our Registration Statement on Form SB-2, filed on July 14, 2005)
3.2	Bylaws (incorporated by reference from our Registration Statement on Form SB-2, filed on July 14, 2005)
4.1	Form of Warrant Certificate for July 13, 2007 Private Placement (filed as an exhibit to our November 30, 2007 Quarterly Report, filed on January 14, 2008)
10.1	Management Agreement (filed as an exhibit to registration statement on Form SB-2 dated July 14, 2005).
10.2	Consent to Entry/Right of Access Agreement (filed as an exhibit to registration statement on Form SB-2 dated September 29, 2005).
10.3	Letter of Intent dated March 27, 2007 between Keewatin Windpower Corp. and Sky Harvest Windpower Corp. (filed as an exhibit to our November 30, 2007 Quarterly Report, filed on January 14, 2008)
10.4	Form of Subscription Agreement for July 13, 2007 Private Placement for US Subscribers (filed as an exhibit to our November 30, 2007 Quarterly Report, filed on January 14, 2008)
10.5	Form of Subscription Agreement for July 13, 2007 Private Placement for Non-US Subscribers (filed as an exhibit to our November 30, 2007 Quarterly Report, filed on January 14, 2008)
31.1	Certification Statement of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002
32.1	Certification Statement of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

SIGNATURES

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

April 14, 2008 **KEEWATIN WINDPOWER CORP.**

By: /s/ *Chris Craddock*

Chris Craddock
President, CEO, CFO, Treasurer, Secretary, Director
Principal Executive Officer and Principal Financial Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

April 14, 2008 **KEEWATIN WINDPOWER CORP.**

By: /s/ Chris Craddock

Chris Craddock
President, CEO, CFO, Treasurer, Secretary, Director
Principal Executive Officer and Principal Financial Officer