

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Catch the Wind Ltd. (the "Company")
10781 James Payne Court
Manassas, VA 20110

2. Date of Material Change:

June 13, 2011

3. News Release:

A press release disclosing the material change was issued on June 13, 2011 through the facilities of CNW and was filed with the applicable securities regulatory authorities via SEDAR on such date.

4. Summary of Material Change:

On June 13, 2011, the Company announced that it had signed an exclusive worldwide licensing agreement with AXYS Technologies, Inc. ("AXYS") to integrate the Company's Vindicator® laser wind sensor unit into an AXYS system for land-based wind resource assessment applications.

5. Full Description of the Material Change:

On June 13, 2011, the Company announced that it had signed an exclusive worldwide licensing agreement with AXYS to integrate the Company's Vindicator® laser wind sensor unit into an AXYS system for land-based wind resource assessment applications.

Under the terms of the five-year licensing agreement, AXYS has agreed to purchase a minimum of 58 Vindicator® laser wind sensor units from the Company over the next five years. With the collaboration of the Company, AXYS will design, construct, commission and market a land-based wind resource assessment system under the name of WindSentinel™ Land Station.

Financial terms of the licensing agreement were not disclosed.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. **Executive Officer:**

For further information, please contact Claudia Jaques, Vice-President, General Counsel, at (703) 393-0754, extension 112.

9. **Date of Report:**

June 14, 2011.