



## Shear Wind to Acquire Vindt Resources Inc.

**December 22, 2006**  
**For Immediate Release**  
**TSXV – “SWX”**

**(Halifax, Nova Scotia and Calgary, Alberta)** Mr. Mike Magnus, President of Shear Wind Inc. (“Shear Wind”) announces that Shear Wind has entered into a Letter of Intent in connection with its proposed acquisition of Vindt Resources Inc. (“Vindt”). Vindt is an Alberta based energy resource development and management company with land holdings in Southern Alberta, whose core business is the exploration and development of wind energy resources. A formal agreement will be entered into on January 15, 2007 setting out the terms and conditions of the transaction (“Transaction”). It is expected that the Transaction will close on or about January 31, 2007. The proposed Transaction is subject to a number of conditions, including further due diligence, TSX Venture Exchange approval and shareholder approval by Vindt’s shareholders.

Pursuant to the terms of the Letter of Intent, Shear Wind will acquire 100% of the issued and outstanding securities of Vindt via a three cornered amalgamation between Vindt, Shear Wind, and Shear Wind’s wholly owned subsidiary. All outstanding securities of Vindt will be exchanged for Shear Wind securities on the following basis:

- (i) the issuance of two common shares of Shear Wind (“Shear Shares”) for each Vindt common share outstanding, or an aggregate of 6,810,000 Shear Shares at a deemed issue price of \$0.19 per Shear Share;
- (ii) the issuance of two warrants of Shear Wind (“Shear Warrants”) for each Vindt warrant outstanding, or an aggregate of 1,525,000 Shear Warrants exercisable at \$0.30 and expiring on June 20, 2008;
- (iii) the issuance of two broker warrants of Shear Wind (“Shear Broker Warrants”) for each Vindt broker warrant outstanding, or an aggregate of 426,000 Shear Broker Warrants exercisable at \$0.25 and expiring on June 20, 2009; and
- (iv) the issuance of two incentive stock options of Shear Wind (“Shear Options”) for each Vindt incentive stock option outstanding, or an aggregate of 600,000 Shear Options exercisable at \$0.30 and expiring on June 21, 2011.

In addition, pursuant to the terms of the Letter of Intent, certain directors and officers of Vindt will receive 800,000 Shear Shares as a signing bonus for entering into employment agreements with Shear Wind. Under the terms of the Letter of Intent, the Shear Shares will be issued at a deemed price of \$0.19 per share, for an aggregate deemed value of approximately \$1,445,900. After giving effect to the Transaction Shear Wind will have 41,951,000 common shares, 1,951,000 warrants and 3,010,000 options issued and outstanding. At the closing of the Transaction, 1,800,000 Shear Shares issued to current directors, officers, and founder of Vindt will be subject to a voluntary escrow, all of which will be released one year after the closing of the Transaction.

The proposed Transaction is arm's length and will not result in a change of control or management of Shear Wind. Tim Bergen, currently a director of Vindt, will become a director of Shear Wind and Jane MacKay, currently Vice President of Vindt, will become Vice President of Business Development of Shear Wind on the closing date.

Mr. Bergen has over 20 years of entrepreneurial experience in the mining and manufacturing industries. Mr. Bergen is also currently the Chief Executive Officer of Radar Acquisitions Corp, a publicly traded company on the TSX-V.

Ms. MacKay has over 15 years of International experience in the mineral resource industry. Ms. MacKay has extensive hands-on experience in company development and operations, and most recently she established Wind Works Energy Corp., a wind farm development company based in Calgary, Alberta.

Mr. Magnus, President of Shear states "by acquiring Vindt, Shear Wind will have access to Vindt's multiple Western Canadian wind energy developments. In addition it will enhance Shear Wind's strong Eastern Canadian portfolio of projects. The purchase represents a key milestone in Shear Wind's renewable energy mission to be among the leading developers of wind energy in North America." In addition to the benefits of combining our assets, Vindt brings an experienced wind resource network in Western Canada and the U.S. which will be a great complement to our project development here in Atlantic Canada."

After giving effect to the Transaction Shear Wind's potential wind farm development opportunities will encompass land resources of over 70,000 acres. Meteorological testing using multiple 80 meter and 60 meter test towers, monitored by Phoenix Engineering over 12 month periods, indicate the majority of wind resources having premium measured capacity factor performances of between 38% and 50%. Management believes that the electrical power generation potential of Shear Wind's land holdings is estimated to exceed 800 Megawatts.

Shear Wind's mission is to grow and extract value from its projects utilizing comprehensive feasibility assessments at each development stage.

Shear Wind's methodology is to establish value based domestic and export off-take alternatives and incorporate complementary co-generation support, to maximize input stability for transmission distribution.

"The Transaction with Vindt serves to strengthen our geographic presence across North America, increasing our portfolio of viable wind rich land resources" states Mr. Magnus.

In addition to the Vindt purchase, Shear Wind is also pleased to be a part of the renewable energy movement in Nova Scotia especially in light of the province's recent announcements to move to a 20% renewable energy goal. These recent announcements have created a favorable climate for development of wind energy, and have provided additional justification and incentive to Shear Wind for continued development in the province. Shear Wind is currently generating wind energy from its projects in Nova Scotia, with plans for portfolio expansion to be announced in January 2007. Major wind resource assessment studies by Phoenix Engineering are currently in progress for all Shear Wind projects, and future news releases will disclose results.

### **About Shear Wind Inc.**

Founded in 2005, Shear Wind Inc. is headquartered in Halifax, Nova Scotia. Shear Wind management encompasses an extensive background of domestic and global business expertise with a strong entrepreneurial acumen. Engaged in the exploration and development of renewable

energy in Canada, Shear Wind is focused on building a strong company based on a secure, clean and sustainable supply of clean energy.

### **About Vindt Resources Inc.**

Vindt Resources Inc. is an energy resource development and management company, whose core business is the exploration and development of wind energy resources. Vindt Resources is managed by professionals with a successful track record in the natural resources and wind energy industries, and has recognized wind power as the fastest growing sector in the energy industry.

### **Vindt Financial Statement Information**

Vindt is currently preparing its audited financial statements. Vindt's unaudited financial statements for the year ended September 30, 2006, which reflects its status as a development stage company, show a net loss of \$218,359, working capital of \$255,064, total assets of approximately \$616,418, shareholders equity of \$455,892, and no revenue.

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### *Forward-Looking Statements*

*This press release may include forward-looking statements including opinions, assumptions, estimates and expectations of future results, cash flow and earnings. Forward-looking statements are subject to a wide range of risks and uncertainties and although the Corporation believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized. We seek safe harbour.*

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.*