Crosswinds Holdings Inc. Management's Discussion and Analysis for the Three and Nine Months Ended September 30, 2016

Introduction

This interim management's discussion and analysis ("MD&A") for Crosswinds Holdings Inc. ("Crosswinds" or the "Company") includes information designed to help you understand management's perspective of our unaudited condensed interim consolidated financial statements and notes thereto for the three and nine months ended September 30, 2016 (the "Interim Statements"). The commentary in this MD&A is presented as at September 30, 2016 and updated based on information available up to November 10, 2016.

We encourage you to read our Interim Statements as you review this MD&A. You can find more information about Crosswinds, including our financial statements and our most recent annual information form dated as at March 28, 2016 (the "AIF"), on our website at www.crosswindsinc.com or on under our profile on The System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

The Company's common shares ("Shares") are listed and traded on the Toronto Stock Exchange ("TSX") under the symbol "CWI". Unless we have specified otherwise, all dollar amounts in this MD&A are in Canadian dollars. Certain amounts are shown in U.S. dollars ("USD"). The USD to Canadian dollar closing exchange rate on September 30, 2016 was USD $1.00 = CDN $1.3117 and averaged USD $1.00 = CDN $1.3213 for the first nine months of 2016 based in each case on the Bank of Canada closing exchange rates for the applicable period. The Company reports its Interim Statements using accounting policies consistent with International Financial Reporting Standards ("IFRS").

FINANCIAL HIGHLIGHTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016

- Revenues of $110,021 compared to $185,332 for the same period in 2015;
- Net gain from results of investments of $116,916 compared to $74,164 for the same period in 2015; and
- Net loss of $(282,230) or $(0.05) per Share attributable to Crosswinds' shareholders compared to net loss of $(397,100) or $(0.07) per Share attributable to Crosswinds' shareholders for the same period in 2015.

FINANCIAL HIGHLIGHTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016

- Revenues of $319,233 compared to $426,404 for the same period in 2015;
- Net gain from results of investments of $259,770 compared to $254,233 for the same period in 2015; and
- Net loss of $(994,502) or $(0.19) per Share attributable to Crosswinds' shareholders compared to net loss of $(1,028,793) or $(0.19) per Share attributable to Crosswinds' shareholders for the same period in 2015.

FINANCIAL POSITION AS AT SEPTEMBER 30, 2016

- Cash of $1,825,790 or $0.34 per Share;
- Investment in Monarch of $17,968,711 or $3.39 per Share;
- Investment in Salbro valued at $2,456,640 or $0.46 per Share; and
- Net book value of $22,324,270 or $4.21 per Share[1] of which $19,757,445 or $3.73 per Share[1] is attributable to the shareholders of Crosswinds.

[1]Net book value per share is a non-IFRS financial measure and is calculated as total shareholders' equity under IFRS divided by the number of Shares outstanding at period-end. The Company has reported two net book value measures: one reflecting net book value on a consolidated basis including non-controlling interests with respect to the Company's investment in the Monarch (as defined herein) and the other reflecting the net book value attributable solely to the Company's shareholders without non-controlling interests. See the cautionary statement regarding use of non-IFRS financial measures on page 3 of this MD&A.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains information that is forward-looking and is subject to risks and uncertainties. Forward-looking information includes information concerning the Company's possible or assumed future operations, financial performance, achievements, results, business strategy, plans, goals, and objectives. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "potential" or "continue", similar words or words with similar connotation or the negative thereof. These statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are not guarantees and there can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur.

Factors which could cause actual results to differ materially from those set forth in the forward-looking statements include (but are not limited to): risks associated with general economic conditions; the Company's dependence on management of portfolio companies and joint venture partners; the limited number and concentration of the Company's investments; the Company's dependence on key personnel and contractors; leverage of the businesses in which the Company invests; the market for the Company's Shares, limited liquidity and volatility of the Company's trading price; the trading price of the Company's Shares relative to the net book value (net asset value); risks affecting the Company's investments; the need for the Company to make follow-on investments in portfolio companies; use of investment proceeds; investments by the Company in illiquid securities including private issuers; joint investments with third parties; conflicts of interest; no guaranteed returns; risks associated with implementation of our business, growth and investment strategies; availability and available terms of any required capital to implement corporate objectives and those of portfolio companies; availability and terms of any required financing; availability and timing for receipt of any required regulatory, shareholder or other approvals; the potential loss of investment in Shares; management of the future prospects of the Company; the availability of suitable acquisition opportunities; competition for investments; the Company's limited operating history in certain segments where it invests; shifts in target exit dates and investment rates of return for investments; tax treatment; fluctuation of currency exchange; occurrence of catastrophic events with frequency or severity exceeding our estimates;

changes in market variables including foreign exchange rates, equity prices and credit spreads that could negatively impact the investment portfolio of our investee; remaining eligibility and continued qualification for exchange listing on the stock exchange on which the Company's Shares trade; heavy regulation of the insurance business and risk of changes in regulation which could reduce the profitability of investments and limit growth; concentration of credit risk; ability to maintain minimum capital and surplus requirements for insurance investments; performance of investments being impacted by business cycles in the property and casualty insurance industry; ratings received by investees by insurance rating agencies and ability of Monarch to maintain financial or claims paying ability ratings; cycles of insurance market and general economic conditions which can substantially influence Monarch and Monarch's competitors premium rates and capacity to write new business; exposure to credit risk in the event reinsurers fail to make payments under reinsurance agreements or insured or Monarch's managing general agent fail to remit to Monarch premiums owed; timing of claims payments being sooner, or receipt of reinsurance payments being later, than anticipated and other risks detailed from time to time in the Company's continuous disclosure documents.

The reader should not place undue reliance on forward-looking statements and information because they involve significant and diverse risks and uncertainties. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. Unless otherwise stated, all forward-looking statements speak only as of the date of this MD&A. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law. These cautionary statements expressly qualify all forward-looking information in this MD&A.

CAUTIONARY STATEMENT REGARDING THE VALUATION OF INVESTMENT IN SALBRO

In the absence of an active market for its investment in Salbro, fair values for this investment are determined by management using the appropriate valuation methodologies after considering the history and nature of the business, operating results and financial condition, outlook and prospects, general economic, industry and market conditions, capital market and transaction market conditions, contractual rights relating to the investment, public market comparables, private market transaction multiples and, where applicable, other pertinent considerations. The process of valuing private investments for which no active market exists is inevitably based on inherent uncertainties and the resulting values may differ from values that would have been used had an active market existed. The amounts at which the Company's investments in Salbro could be disposed of may differ from the fair value assigned and the differences could be material.

CAUTIONARY STATEMENT REGARDING USE OF NON-IFRS FINANCIAL MEASURES

This MD&A makes reference to the net book value per Share, both on a consolidated basis including non-controlling interests with respect to the Company's investment in Monarch and on a non-consolidated basis attributable solely to the Company's shareholders without non-controlling interests. These measures are non-IFRS financial measures. The Company calculates the net book values per Share as it believes these to be important metrics that shareholders use and frequently request and refer to because shareholders often view the Company as a holding company of investments. These non-IFRS financial measures do not have any standardized meaning prescribed by IFRS and therefore are unlikely to be comparable to a similar measure presented by other issuers. This classification is not *an IFRS measure and should not be considered either in isolation of, or as a substitute for, a measure prepared in accordance with IFRS.*

The Company

For a more detailed review of the Company and its operations, please refer to the Company's most recent annual management's discussion and analysis and the Company's most recent AIF as updated by periodic news releases, all available under the Company's profile on SEDAR at www.sedar.com.

Operational Review

During the third quarter of 2016, the Company's joint venture investment in Monarch Delaware Holdings LLC and its subsidiaries (together, and each, as the context requires, "Monarch"), which has been operational since April 2015, recorded its third consecutive quarterly profit. Monarch received approval from the Florida Office of Insurance Regulation (the "OIR") during the second quarter of 2016 to decrease its premium rates on its homeowners' insurance program in Florida. This rate decrease has increased Monarch's market competitiveness and has resulted in increased premium writing.

The following table highlights the net assets of Monarch in USD and CDN dollars, translated at the period end USD to CDN dollar Bank of Canada closing exchange rate. This table illustrates the net asset growth Monarch has experienced in 2016 after its initial start-up losses incurred in 2015. While the net assets have increased in USD since December 31, 2015, the net assets in CDN dollars have decreased during the same period due to changes in the USD to CDN dollar exchange rates.

	December 31, 2015	**September 30, 2016**
Net assets of Monarch in USD	$13,198,964	$13,698,787
Period end USD to CDN dollar exchange rate	$1.3840	$1.3117
Net assets of Monarch in CDN dollars	$18,267,378	$17,968,711

Material and Significant Events in Q3 2016

The following is a summary of the Company's material and significant events in Q3 2016, updated for any subsequent events to the date hereof.

September 2016	***Crosswinds Re – Approval of Crosswinds Re as a Class B(iii) Reinsurer*** Crosswinds formed Crosswinds Re, a new specialty Cayman-domiciled reinsurance company. Crosswinds Re has been issued a license from the Cayman Islands Monetary Authority ("CIMA") to operate as a Class B(iii) reinsurer. Crosswinds Re will act as a specialty reinsurer as part of Crosswinds' integrated insurance, reinsurance and asset management structure with an initial focus on the Florida property and casualty market. Crosswinds Re was formed with an initial USD$200,000 regulatory capital contribution made by Crosswinds through a newly established fund structure, Crosswinds Private Equity Partners (C.I.), L.P. (the "Fund"). Crosswinds is the sole initial limited partner of the Fund. The Fund's general partner, Crosswinds Private Equity Partners (C.I.), G.P., is wholly-owned by Crosswinds. Crosswinds intends to use the Fund to raise additional capital for Crosswinds Re to execute its business plan. During the quarter, management has been working to identify and structure financing options for the Company to execute its reinsurance strategies.
Subsequent to Quarter End - October 2016	***Hurricane Matthew – Monarch*** Hurricane Matthew impacted Florida on Thursday October 6, and Friday October 7, 2016 as a Category 4 hurricane. The storm bands affected most of Florida, with the most extreme conditions being on the state's east coast. Monarch will be assessing its loss reserves for the fourth quarter but does not currently expect losses from Hurricane Matthew to be material to either Monarch or Crosswinds.

Summary of Investments

The following is a summary of the Company's investment in private entities (Salbro) including associates (Monarch) as at September 30, 2016 updated to the date hereof.

Investments in Private Entities– Current Portfolio

At September 30, 2016, the Company held one investment in a private entity and one investment in an associate. The investment details are as follows:

Company and Investment Overview

Monarch Joint Venture - Monarch National Insurance Company is a property and casualty insurer in the state of Florida. Monarch National Insurance Company, together with Monarch National Holding Company and Monarch Delaware Holdings LLC, "the Monarch Entities" are a significant equity investee of the Company. Unless otherwise specified, or as the context requires in this MD&A, references to "Monarch" mean any of the Monarch Entities. Monarch began active operations during the second quarter of 2015 following closing of the Monarch investment in March 2015.

Crosswinds' Investment: USD $12 million representing CDN $15.3 million at the date of investment. Crosswinds made its investment through Crosswinds Monarch Investor LP ("Crosswinds Invesor LP"), its majority owned limited partnership into which it invested USD $12 million with a third-party investor funding the remaining USD $2 million for a proportionate minority position in Crosswinds Investor LP. Crosswinds Investor LP is controlled by its general partner, Crosswinds Monarch GP LLC, of which Crosswinds is the sole owner. Crosswinds Investor LP made its investment in Monarch through Monarch Delaware Holdings LLC.

Rationale: To form a property and casualty insurance platform in the state of Florida with strategic partners. Monarch is expected to experience organic growth and provide asset management fees to Crosswinds while providing a platform opportunity for further acquisitive growth in the property and casualty space.

Investment Risks Include: Cyclical nature of insurance and reinsurance businesses including protracted period of minimal hurricane events in Florida, adequacy of reserves and reinsurance, appropriate pricing, government regulation and approvals including of analytic models and rate changes, distribution and concentration of books of business, natural disasters, climate change, foreign exchange and currency fluctuations, newly established player and brand in market requiring acceptance, competition from current and potential new entrants into the market, reliance on related party service providers, market events such as assignment of benefits and direct to consumer distribution displacing traditional distribution channels.

Original Investment Date: March 2015

Investment Update: Monarch achieved a third quarter of profitability in Q3 2016. In Q2 2016, Monarch was notified that the OIR approved Monarch's requested rate decrease for its homeowners' insurance program with the State of Florida. The rate decrease became effective April 15, 2016 and resulted in an average premium decrease of approximately 11.9% statewide for new and renewal business. This rate decrease has made Monarch more competitive in the Florida market and resulted in an increase in gross premiums written which has accelerated as the year progressed. Since June 30, 2016, there has been a 110% increase in gross written premiums in the amount of approximately USD $4.5 million. There has been a 123% increase in the number of Florida homeowner policies written since June 30, 2016 with 2,310 policies written in Q3 2016. In June 2016, Monarch agreed upon the terms of its excess of loss catastrophe reinsurance treaty for the 2016-2017 hurricane season The Company currently expects that Monarch's gross written premiums will continue to increase for the remainder of 2016. Monarch's existing book of business is heavily concentrated in the tri-county areas of Florida. As Monarch works to redistribute its book, premium growth may slow. In addition, Florida homeowner insurance companies have been negatively impacted by assignment of benefits ("AOB"), an agreement that, when signed, transfers ("assigns") a homeowner's policy rights to a third party such as a contractor. Some contractors have been misusing these provisions to inflate claims. AOB has become an issue for primary insurance companies in Florida as those companies pay inflated claims and also for the insureds as inflated claims costs will eventually be passed on in the form of a rate increase to policyholders. As Monarch is a relatively new business, it has not yet seen a significant impact from AOB however this is an issue that can be expected to impact Monarch in the future, as it has other carriers in Florida, until a broader industry wide solution is found.

Salbro Bottle Inc. and Related Companies (Salbro) is an established designer, manufacturer and distributor of packaging components, specializing in glass and plastic bottles.

Crosswinds' Investment: Original $4,000,000 investment structured as debentures paying 12% per annum ("Debentures") and nominal cost common share warrants exercisable into common shares of Salbro ("Warrants"). In 2012, Salbro completed a refinancing resulting in a partial repayment to the Company of principal outstanding of $1,700,000 plus the interest then owing under the Salbro Debentures. At that time, interest payments on the Debentures were modified to be paid in kind rather than paid in cash. In December 2015, Salbro completed a debt repayment resulting in an additional repayment to the Company of principal and interest outstanding under the Debentures in the aggregate amount of $1,800,000. As at September 30, 2016, the aggregate amount outstanding under the Debentures was $2,456,640. In conjunction with the Q4 2015 repayment, the maturity dates for the Debentures were extended to December 2021 and the interest rate reduced to 6% cash payments, reverting to 12% in certain circumstances. In addition, modifications were made to the Warrants.

Rationale: Growth capital investment in a company with a diversified customer base, an experienced management team, and a combination of complementary manufacturing and distribution businesses to reduce volatility and risk.

Investment Risks Include: Long-term economic slowdown, use of leverage, commodity prices, customer concentration and management execution.

Original Investment Date: February 2008

Investment Update: During the quarter Salbro continued to work to implement strategic initiatives and efficiencies including a premises move and certain capital expenditures. Overall, management continues to be of the view that Salbro is performing well and is on track to achieve its budgeted objectives. Following the restructuring of its investment in December 2015, Crosswinds is continuously evaluating opportunities for a realization of its remaining investment in Salbro and during the quarter, Crosswinds instituted certain incentives at Salbro to facilitate such a realization in the near to medium term.

Financial Review

The following is a summary of (a) the Company's financial statements for the three and nine months ended September 30, 2016 and 2015 and (b) the Company's financial position as at September 30, 2016 compared to the year ended December 31, 2015.

Results from Operations for the Three Months Ended	September 30, 2016	September 30, 2015
Total revenues	$110,021	$ 185,332
Net results of investments	116,916	74,164
Expenses	(494,737)	(654,763)
Taxes	-	-
Net loss	$ (267,800)	$ (395,267)

Comprehensive Loss for the Three Months Ended	September 30, 2016	September 30, 2015
Net loss	$ (267,800)	$ (395,267)
Other comprehensive income (loss)		
Change in unrealized foreign currency translation losses on foreign operations	259,902	1,162,877
Share of other comprehensive income of associate	(7,662)	-
Other comprehensive loss	252,240	1,162,877
Comprehensive loss	$ (15,560)	$ 767,610
Earnings Per Share (EPS)		
Loss per share	$ (0.05)	$ (0.07)

Results from Operations for the Nine Months Ended	September 30, 2016	September 30, 2015
Total revenues	$319,233	$ 426,404
Net results of investments	259,770	254,233
Expenses	(1,525,615)	(1,808,470)
Taxes	-	-
Net loss	$ (946,612)	$ (1,127,833)

Comprehensive Loss for the Nine Months Ended	September 30, 2016	September 30, 2015
Net loss	$ (946,612)	$ (1,127,833)
Other comprehensive income (loss)		
Change in unrealized foreign currency translation losses on foreign operations	(917,030)	739,699
Share of other comprehensive income of associate	325,184	-
Other comprehensive income	(591,845)	739,699
Comprehensive loss	(1,538,457)	(388,134)

Earnings Per Share (EPS)		
Loss per share	$ (0.19)	$ (0.19)

Financial Position as at	Sept. 30, 2016	Dec 31, 2015
Cash	$1,825,790	$ 3,013,848
Total assets	22,475,822	23,970,024
Shareholders’ equity attributable to shareholders of Crosswinds	19,757,445	20,992,981
Number of shares outstanding	5,304,007	5,304,007

Net Book Value Per Share[1]

Net book value per Share[1]	$4.21	$ 4.45
Attributable to shareholders of Crosswinds	3.73	3.96
Non-controlling interests	0.48	0.49
Closing market price on TSX	$2.78	$ 5.44
Market price premium/(discount) to net book value attributable to shareholders of Crosswinds	(25.5) %	37.4%

[1]Net book value per Share is a non-IFRS financial measure and is calculated as total shareholders' equity under IFRS divided by the number of Shares outstanding at period-end. The Company has reported two net book value measures: one reflecting net book value on a consolidated basis including non-controlling interests with respect to the Company's investment in Monarch and the other reflecting the net book value attributable solely to the Company's shareholders without non-controlling interests. See the cautionary statement regarding use of non-IFRS financial measures on page 3 of this MD&A.

Results of Operations Highlights

The Company's operating results reflect (i) revenue recognized primarily from the income generated from the Company's investments in private entities including Monarch and related asset management activities; ii) changes in the value of the Company's assets; and (iii) the expenses required to deploy and manage the Company's invested capital.

Three Months Ended

September 30, 2016	September 30, 2015
Revenue $110,021: $82,717 from investment management fees and $27,304 from interest income.	Revenue $185,332: $100,804 from interest and investment income; $84,528 from management fees.

Changes quarter-over-quarter: The Company's interest income declined during Q3 2016 compared to the same period in 2015 as, effective December 2015, the Company's Salbro investment bears interest at 6% per annum compared to 12% payment-in-kind per annum in Q3 2015. In connection with the Salbro interest rate reduction, the Company now also receives current paying principal and interest payments on a monthly basis.

Net results of investments representing a gain of $116,916 consisting of $101,008 of income from Monarch and $15,908 net foreign exchange gain on the translation of USD denominated assets into CDN dollars.	Net results of investments representing a gain of $74,164 consisting of $12,840 of income from Monarch and net foreign exchange gain of $61,324 on the translation of USD denominated assets into CDN dollars.

September 30, 2016	September 30, 2015
Expenses of $494,737: consisting primarily of $170,104 salaries and benefits, $52,145 share-based payments related to deferred share unit ("DSU") grants, $40,443 directors' fees, $32,618 consulting fees, $82,091 audit and tax fees and $106,582 general and administration expenses including rent.	Expenses of $654,763: consisting of $237,086 share-based payments (DSU) expense, $171,983 salaries and benefits, $98,362 consulting fees, $47,175 general and administration expenses, $52,800 directors' fees, $29,476 audit and tax fees and $17,881 in legal fees.
Net loss of $(267,800) or $(0.05) per Share on a basic and fully diluted basis.	Net loss of $(395,267) or $(0.07) per Share on a basic and fully diluted basis.

Changes quarter-over-quarter: The smaller net loss in Q3 2016 compared to Q3 2015 of $127,467 was due primarily to a decrease in the share-based payments (DSU) expense of $184,941 (in line with the declining scale of this non-cash expense), a net increase in share of income from Monarch of $88,168 offset by an increase in general and administrative expenses of $59,407 due to higher travel and rent expenses associated with the build out of the Company's operations.

Nine Months Ended

September 30, 2016	September 30, 2015
Revenue $319,233: $234,787 from investment management fees and $84,446 from interest income.	Revenue $426,404: $305,225 from interest and investment income; $121,179 from investment management fees

Changes nine months-over-prior year nine months: The Company's interest income declined in the first nine months of 2016 compared to the same period in 2015 following the reduction in interest rate on the Salbro investment described elsewhere in this MD&A. The increase in investment management fees in 2016 reflects the fact that the Company began earning investment management fees in Q2 2015.

Net results of investments representing a gain of $259,770 consisting of $(75,462) net foreign exchange loss on the translation of USD denominated assets into CDN dollars offset by $335,232 of income from Monarch.	Net results of investments representing a gain of $254,233 consisting of $(692,903) of loss from Monarch and net foreign exchange gain of $947,136.
Expenses of $1,525,615: consisting primarily of $260,262 share-based compensation expense, $535,432 salaries and benefits, $63,586 consulting fees, $335,024 general and administration, $143,981 directors' fees, audit and tax fees $158,434 and legal fees $28,896.	Expense $1,808,470: consisting of $1,100,609 share-based compensation expense, $515,968 salaries and benefits, $215,102 consulting fees, $148,180 general and administration, $137,646 directors' fees and audit and tax fees $115,555. These expenses were offset by a recovery of legal fees of $(424,590) resulting from a payment of USD $462,500 from Monarch to reimburse the Company for legal fees incurred in 2014 and the first quarter of 2015 to establish the Monarch joint venture.

September 30, 2016	September 30, 2015
Net loss of $(946,612) or $(0.19) per Share on a basic and fully diluted basis.	Net loss of $(1,127,833) or $(0.19) per Share on a basic and fully diluted basis.

Changes nine months-over-prior year nine months: The decrease in net loss in 2016 compared to 2015 of $282,856 was due to primarily to the decrease in the share-based (DSU) payments expense of $840,347 in line with the declining scale of this non-cash expense, a decrease in consulting fees of $151,516, a net positive change in share of income of Monarch of $1,028,135 offset by a net negative change in net foreign exchange gains of $(1,022,598), a net negative change in legal fees of $(453,485) and an increase in general and administrative expenses of $186,844 due to higher travel and rent expenses associated with the build out of the Company's operations.

Balance Sheet Highlights

As at September 30, 2016, the Company's assets consisted primarily of cash and its investments in Monarch and Salbro. The Company had working capital of $1,873,768 for commitments and general working capital purposes.

In March 2015, the Company, through Crosswinds Investor LP, invested USD $14,000,000 (USD $2,000,000 of which was funded by a third-party investor) in Monarch. In this MD&A, references to equity attributable to Crosswinds refers to the portion of the Monarch investment attributable to Crosswinds, which excludes the third-party investor's minority interest. At the date of funding of the Monarch investment, the total commitment in CDN dollars was $17,876,600, $15,322,800 of which was funded by and attributable to the Company. The Company is subject to the risk of currency fluctuations. See "Risk Factors" below.

September 30, 2016	December 31, 2015
Total assets of $ 22,475,822	Total assets of $ 23,970,024

Changes: *The decrease in assets from December 2015 to September 2016 is due primarily to the decrease in (i) the carrying value of the investment in Monarch of $298,667 which comprises an increase in Monarch's net assets of $655,618 offset by an unrealized foreign exchange loss of $954,296 and (ii) cash of $1,188,058 due to the funding of corporate expenses including annual short term incentive payments to senior executives paid in USD and annual filing and related fees which are typically incurred in Q1 of each year.*

Equity attributable to shareholders of Crosswinds $ 19,757,445	Equity attributable to shareholders of Crosswinds $20,992,981

Changes: *The decrease in equity attributable to shareholders of Crosswinds period to period of $1,235,536 is due to the comprehensive loss attributable to the shareholders of Crosswinds (which*

September 30, 2016	December 31, 2015

includes unrealized foreign currency translation loss on the Company's investment in Monarch) reported for the first nine months of 2016 of $1,495,798 offset by the increase in contributed surplus of $260,262 as a result of the share-based payments expense for Q1, Q2 and Q3 2016 related to the issuance of DSUs.

The Company had no debt during any of the periods noted in the table above.

Carrying Value Analysis

The following is an analysis of the carrying value including carrying value per Share of each of the Company's assets and liabilities as at September 30, 2016.

	September 30, 2016	
Asset/(Liability)	Total value	Value per Share
Liquid Net Assets (Working Capital)		
Cash	$1,825,790	$.34
Due from related parties	83,260	.02
Interest receivable and prepaid expenses	116,270	.02
Accounts payable and accrued liabilities	(151,552)	(.03)
Working Capital	***$1,873,768***	***$ 0.35***
Investments in Private Entities		
Investment in an associate (Monarch) [1]	$17,968,711	$3.40
Salbro *debentures*	1,602,640	0.30
Salbro *warrants*	854,000	0.16
	$20,425,351	***$3.86***
Capital assets, net of accumulated	***$25,151***	***$0.00***

Asset/(Liability)	September 30, 2016 Total value	Value per Share
depreciation		
GRAND TOTAL [2, 3]	***$22,324,270***	***$4.21***

[1] Includes the non-controlling interest in the amount of $2,566,825.
[2] Grand total equals the Company's shareholders' equity.
[3] Excludes the Company's tax loss carryforwards of $16,418,199 expected to be available to offset future taxable income.

Results of Operations for the Quarter Ended September 30, 2016

The following is an analysis of the Company's results of operations for the three months ended September 30, 2016 and 2015. This analysis should be read in conjunction with the applicable interim financial statements and the accompanying notes thereto.

Revenues

	Three Months Ended September 30		
	2016	2015	Inc / (Dec)
Interest and other income	$110,021	$ 185,332	$ (75,311)
Total	$110,021	$ 185,332	$ (75,311)

The Company's interest income declined during 2016 compared to the same period in 2015 as, effective December 2015, the Company's Salbro investment bears cash interest at 6% per annum compared to 12% payment-in-kind per annum in effect during Q3 2015. In addition, this interest is paid on a reduced principal balance as the Company received a principal repayment of $1,800,000 in December 2015 and since that time, the Company has received current paying principal and interest payments from Salbro on a monthly basis. In Q3 2016, the Company earned investment management fees from Monarch in the amount of $82,717, consistent with the amount of $84,528 earned in Q3 2015.

Net Results of Investments

	Three months ended September 30		
	2016	2015	Inc / (Dec)
Share of income of an associate (Monarch), net of tax	$101,008	$ 12,840	$88,168

	Three months ended September 30		
	2016	2015	Inc / (Dec)
Net foreign exchange gain	15,908	61,324	(45,416)
Total	$116,916	$ 74,164	$ 42,752

Net results of investments increased by $42,752 in Q3 2016 compared to Q3 2015. In Q3 2016, net results of investments included (i) income from Monarch of $101,008 compared to $12,840 in Q3 2015 and (ii) a net foreign exchange gain of $15,908 in Q3 2016 compared to a net foreign exchange gain of $61,324 in Q3 2015.

Expenses and Income Taxes

	Three months ended September 30		
	2016	2015	Inc / (Dec)
Share-based compensation	$52,145	$ 237,086	(184,941)
Salaries and benefits	170,104	171,983	(1,879)
Consulting fees	32,618	98,362	(65,744)
Directors' fees	40,443	52,800	(12,357)
Audit and tax fees	82,091	29,476	52,615
General and administration	106,582	47,175	59,407
Legal fees expense	10,754	17,881	(7,127)
	494,737	654,763	(160,026)
Provision for income taxes	-	-	-
Total	$ 494,737	$ 654,763	$ (160,026)

The primary reason for the decrease in expenses in Q3 2016 compared to Q2 2015 was due to the decrease in share-based compensation expense of $184,941 related to the DSU grant in April 2015 which more than offset the increase in general and administration expenses of $59,407 due to higher rent and travel expenses incurred as the Company continued to build out its operational activities. The increase in audit and tax fees in Q3 2016 compared to the prior period is primarily attributable to new U.S. tax filing costs incurred in 2016 related to the Monarch entities which were not applicable in 2015 as the Monarch entities began operations in April 2015.

Results of Operations for the Nine Months Ended September 30, 2016

The following is an analysis of the Company's results of operations for the nine months ended September 30, 2016 and 2015. This analysis should be read in conjunction with the applicable interim financial statements and the accompanying notes thereto.

Revenues

	Nine Months Ended September 30		
	2016	2015	Inc / (Dec)
Interest and other income	$319,233	$ 426,404	$ (107,171)
Total	$319,233	$ 426,404	$ (107,171)

The Company's interest income declined during the first nine months of 2016 compared to the same period in 2015 as, effective December 2015, the Company's Salbro investment bears cash interest at 6% per annum compared to 12% payment-in-kind per annum in effect during 2015. In addition, this interest is paid on a reduced principal balance as the Company received a principal repayment of $1,800,000 in December 2015 and since that time the Company has received current paying principal and interest payments from Salbro on a monthly basis. The Company started earning management fees in Q2 2015 following the closing of its investment in Monarch. For the first nine months of 2016, the Company earned investment management fees from Monarch in the amount of $234,787 compared to $121,179 in the same period in 2015. The increase in management fees of $113,608 is a result of an increase in assets under management (no management fees were earned in Q1 2015).

Net Results of Investments

	Nine Months ended September 30		
	2016	2015	Inc / (Dec)
Share of income (loss) of an associate (Monarch), net of tax	335,232	(692,903)	1,028,135
Net foreign exchange gain (loss)	(75,462)	947,136	(1,022,598)
Total	$259,770	$ 254,233	$5,537

Net results of investments increased by $5,537 in the first nine months of 2016 compared to the same period in 2015. In 2016, net results of investments included a net foreign exchange loss on the translation of USD denominated assets into CDN dollars of $75,462 offset by a $335,232 share of income in Monarch. In 2015, net results of investments included a net foreign exchange gain on the translation of USD denominated assets into CDN dollars of $947,136 offset by a $692,903 share of loss in Monarch.

Expenses and Income Taxes

	Nine Months ended September 30		
	2016	2015	Inc / (Dec)
Share-based compensation	$260,262	$ 1,100,609	$ (840,347)
Salaries and benefits	535,432	515,968	19,464
Consulting fees	63,586	215,102	(151,516)
Directors' fees	143,981	137,646	6,335
Audit and tax fees	158,434	115,555	42,879
General and administration	335,024	148,180	186,844
Legal fees expense (recovery)	28,896	(424,590)	453,486
	1,525,615	1,808,470	(282,855)
Provision for income taxes	-	-	-
Total	$ 1,525,615	$1,808,470	$(282,855)

The primary reason for the decrease in expenses for the nine months ended September 30, 2016 compared to the same period in 2015 was due to a decrease of $840,347 in non-cash share-based compensation expense related to the declining vesting schedule of the DSUs granted in April 2015. Consulting fees decreased $151,516 from 2015 to 2016 as fewer external contractors were engaged in 2016. The increase in general and administration expense of $186,844 in 2016 compared to 2015 was due to increased travel and rent expenses associated with the build out of the Company's operations. The legal fees expense of $28,896 for the nine months ended September 30, 2016 compares to a recovery of legal fees of $424,590 for the same period in 2015 which was the result of a reimbursement of legal fees of USD $462,500 relating to the establishment of the Monarch joint venture. The increase in audit and tax fees in 2016 compared to the 2015 is primarily attributable to new U.S. tax filing costs incurred in 2016 related to the Monarch entities which were not applicable in 2015 as the Monarch entities began operations in April 2015.

Summary of Quarterly Results

The following is a summary of the Company's financial results for the last eight quarters prepared under IFRS and presented in Canadian dollars.

	2016			2015				2014
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenue	110,021	102,634	106,578	168,671	185,332	136,793	104,279	126,738
Net results of investment	116,916	121,304	21,550	(235,047)	74,164	(163,767)	343,836	-
Expenses	(494,737)	(471,720)	(559,158)	(829,753)	(654,763)	(1,161,805)	8,097	(758,621)
Tax provision	-	-	-	-	-	-	-	
Net income (loss)	(267,800)	(247,782)	(431,030)	(896,129)	(395,267)	(1,188,779)	456,211	(631,883)
Weighted avg # of shares Basic and Diluted	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007
Net income (loss) per share	(0.05)	(0.05)	(0.08)	(0.17)	(0.07)	(0.21)	0.09	(0.12)
Net book value	22,324,270	22,287,686	22,461,351	23,602,465	23,914,041	22,909,344	23,636,895	20,647,767
Common shares o/s	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007	5,304,007
Net book value per common share[1]	4.21	4.20	4.23	4.45	4.51	4.32	4.46	3.89
Total assets	22,475,822	22,440,634	22,706,227	23,970,024	24,062,506	23,051,887	24,558,259	21,199,824

[1]Net book value per common share is a non-IFRS financial measure calculated by dividing net book value (shareholders' equity under IFRS) by the number of Shares outstanding at the period-end. See cautionary statement regarding the use of Non-IFRS financial measures on page 3 of this MD&A.

As described above, the Company's interest income declined in Q3 and Q2 2016 compared to the same quarters in 2015 due to the restructuring of its investment in Salbro in December 2015 which resulted in a repayment to the Company of $1,800,000 and a reduction in interest rate on the remaining debenture amount outstanding from 12% to 6%.

Revenues in 2016 and the last three quarters of 2015 increased from prior periods as Crosswinds AUM began earning asset management fees following the closing of the Monarch investment in Q1 2015.

Net results of investments vary on a quarter-to-quarter basis due to net foreign exchange gains related to USD denominated assets, realized gains or losses on investments and also due to unrealized gains or losses on investments being measured at fair value on the balance sheet. In Q2 2015, the Company recognized a start-up loss on its share of investment in Monarch while in Q3 2015 the Company recognized income on this investment. In Q4 2015, the Company recognized both a loss of $125,969 on its investment in Monarch and a decrease in the fair value of the warrants in Salbro in the amount of $136,000. In Q3 2016, the Company recognized its share of income in Monarch of $101,008.

A recovery of legal fees related to the establishment of Monarch, partially incurred in 2014, contributed to the Company's increased profitability in the first quarter of 2015. Since Q2 2015, the increase in non-cash compensation expense for the DSU grant contributed to the net loss for each of those periods. The DSU grant is expensed on a quarterly basis from the date of grant through to the end of 2016 on a declining basis and as such had a disproportionately greater effect on the net loss in 2015. The DSU expense related to the April 2015 grant will continue to appear in the Company's financial statements until the end of 2016.

Since 2015, the Company's results reflect a number of one-time expenses including start-up and other one-time costs related to Monarch which have caused variability in the Company's performance. Foreign exchange fluctuations have also caused significant variation in reported performance for the Company as described herein. The non-cash DSU grant also had an impact on the Company's expenses in the last three quarters of 2015 and the first three quarters of 2016. This impact is on a declining scale and will continue for the balance of 2016.

Liquidity, Capital Resources and Off-Balance Sheet Arrangements

The following is an analysis of the liquidity, capital resources and off-balance sheet arrangements of the Company and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2016 and 2015 and the corresponding notes thereto.

Liquidity

The Company had working capital of $1,873,768 at September 30, 2016 (December 31, 2015 - $2,837,878). The Company's cash consists of deposits with chartered banks in Canada and the U.S.

The Company calculates its working capital as follows:

Working Capital	September 30, 2016	December 31, 2015
Cash	$1,825,790	$ 3,013,848
Due from related parties	83,260	77,578
Interest receivable and prepaid expenses	116,270	114,011
Accounts payable and accrued liabilities	(151,552)	(367,559)
Working capital	$1,873,768	$ 2,837,878
Total per Share	$ 0.35	$ 0.54

The Company has been developing a strategy to generate liquidity but continues to believe it has sufficient working capital to support its near-term needs having monetized a portion of its Salbro investment in the amount of $1,800,000 at the end of 2015. The Company is expending cash in excess of its revenues as it continues to build out its infrastructure. As the Company works to implement its planned growth activities, management expects it will need to raise new capital and continues to explore options to do so through private and/or public fund raising. The Company established Crosswinds Re during the quarter and made a regulatory capital contribution through a newly established fund structure, Crosswinds Private Equity Partners (C.I.), L.P. (the "Fund"). Crosswinds is the sole initial limited partner of the Fund. The Fund's general partner, Crosswinds Private Equity

Partners (C.I.). G.P. is wholly-owned by Crosswinds. Crosswinds currently intends to use the Fund as a vehicle to raise additional capital for Crosswinds Re to execute its business plan of acting as a specialty reinsurer as part of Crosswinds' integrated insurance, reinsurance and asset management structure with an initial focus on the Florida property and casualty insurance market. There can be no assurance that such funds will be available or if they are available that they will be available on commercially favorable terms. There are contractual and legal restrictions on the ability of Monarch to transfer funds to its owners including Crosswinds. As Crosswinds regards Monarch as a long-term investment, this is not expected to have an impact on the Company's short term liquidity. Our reinsurance subsidiary, Crosswinds Re, which is domiciled in Cayman Islands, is required by CIMA to maintain minimum capital levels. As of September 30, 2016, the capital maintained by Crosswinds Re was in excess of the regulatory capital requirement in Cayman Islands. $200,000 of the amount shown as cash in the table above is required to meet Crosswinds Re's minimum capital requirements and as such is not accessible cash to Crosswinds for such time as Crosswinds' desires to maintain its licensed reinsurance entity.

Capital Resources

At September 30, 2016, the Company had no long-term debt or capital lease obligations. The Company entered into a premises lease agreement in Q3 of 2015 for approximately 3,000 square feet of office space located at 14 Wall Street, New York, New York. The Company's payment commitments under the premises lease are set out below:

	Payments due by period				
At September 30, 2016	**TOTAL**	**< 1 year**	**1-2 years**	**3-5 years**	**after 5 years**
Operating lease	$ 815,092	$ 191,332	$ 196,628	$ 427,133	$ -

Share Capital

As at the date hereof and as at September 30, 2016, 5,304,007 (December 31, 2015 – 5,304,007) Shares were outstanding. The Company reported a net book value at September 30, 2016 of $22,324,270 (December 31, 2015 – $23,602,465) or $4.21 per Share of which $19,757,445 or $3.73 per Share is attributable to shareholders of the Company[1]. See the cautionary statement regarding the use of non-IFRS financial measures on page 3 of this MD&A.

[1] Net book value per share is a non-IFRS financial measure and is calculated as total shareholders' equity under IFRS divided by the number of Shares outstanding at period-end. The Company has reported two net book value measures: one reflecting net book value on a consolidated basis including non-controlling interests with respect to the Company's investment in the Monarch Joint Venture and the other reflecting the net book value attributable solely to the Company's shareholders without non-controlling interests.

The Company has adopted an Option Plan which was approved by the Company's shareholders on June 24, 2016. No options are outstanding under the Stock Option Plan as at September 30, 2016.

The Company also has a DSU Plan. On April 15, 2015 the Company issued an aggregate of 260,000 DSUs to certain of its directors and officers pursuant to the terms of the DSU Plan. As at September 30, 2016, an aggregate of 227,500 DSUs had vested under the DSU Plan with the remaining 32,500 units vesting in the last quarter of 2016.

The maximum number of Shares that can be issued on exercise of options granted under the Option Plan may not exceed 10% of the issued and outstanding Shares of the Company from time to time, less the number of Shares issued under all other security based compensation arrangements of the Company including the DSU Plan.

Off-Balance Sheet Arrangements

Except as otherwise described herein, the Company currently has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed asset or business acquisitions or dispositions that it has determined to proceed with at this time.

Transactions with Related Parties

Investment Management Services Agreement

In conjunction with the closing of the Monarch Joint Venture, Crosswinds AUM, a wholly-owned subsidiary of the Company, entered into an investment management services agreement with Monarch. Under the agreement, Crosswinds AUM has agreed to act as investment advisor and to manage the assets of the Monarch entities for a management fee paid quarterly in arrears.

For the three months and nine months ended September 30, 2016, AUM earned investment management fee income in the amount of $82,717 (2015 - $ 84,528) and $234,787 (2015 - $121,179), respectively. As at September 30, 2016, $83,260 (December 31, 2015 - $77,578) was still owed to the Company and was included in due from related parties on the condensed interim consolidated statements of financial position.

Changes in Accounting Policies and Critical Accounting Judgments and Estimates

Critical Accounting Judgments and Estimates

The Company’s management makes judgments in its process of applying the Company’s accounting policies in the preparation of its condensed interim consolidated financial statements. In addition, the preparation of financial data requires that the Company’s management make assumptions and estimates of effects of uncertain future events on the carrying amounts of the Company’s assets and liabilities at the end of the reporting period and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The critical judgments and estimates applied in the preparation of the Company's condensed interim consolidated financial statements for the three and nine months ended September 30, 2016 are reflected in note 4 of the Company's audited annual consolidated financial statements for the year ended December 31, 2015, a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

Recent Accounting Pronouncements

There have been no new accounting pronouncements issued in the third quarter of 2016 that are expected to impact the Company. For a summary of accounting pronouncements, see the accounting pronouncements note (note 5) in the Company's audited consolidated financial statements for the year ended December 31, 2015.

Factors that May Affect Future Results

Future results of the Company will depend on the strategies it implements from time to time including the Company's ability to execute on its intentions with respect to growth of its complementary business lines and the success of any capital raising activities. The Company will require additional capital to complete some of its initiatives including capitalizing on investment opportunities as they arise and its ability to raise that capital will depend among other things on general economic conditions. As the Company is working to develop additional lines of business, past performance should not generally be viewed as indicative of future results.

The Company continues to seek investment opportunities meeting the criteria set out elsewhere in this MD&A and in its AIF. There can be no guarantee that any prospective initiatives or transactions described herein will be successfully executed and, if executed, yield satisfactory risk-adjusted returns. While seeking new investment opportunities and as existing investments mature, the Company's revenues will be constrained.

Controls and Procedures

Disclosure Controls and Procedures

The Company's controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in its corporate filings is recorded, processed, summarized and reported within the time periods specified under securities laws and include controls and procedures that are designed to ensure that information is accumulated and communicated to management including the Chief Executive Officer and Interim Chief Financial Officer (collectively, the Certifying Officers) to allow timely decisions regarding disclosure.

Consistent with the concept of reasonable assurance, the Company recognizes that the relative cost of maintaining these controls should not exceed their expected benefits. In addition, a control system, no matter how well conceived and operated can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluations of controls can provide absolute assurance that all control issues, if any, within a company have been detected. As such, the Company's disclosure controls and procedures can only provide reasonable, and not absolute, assurance that the objectives of such controls and procedures are met.

Internal Controls over Financial Reporting

The Company's internal controls over financial reporting are a process designed under the supervision of the Certifying Officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements on a timely basis.

As at September 30, 2016, the Company's Certifying Officers have certified that the disclosure controls and procedures are effective and that during the quarter ended September 30, 2016, the Company did not make any material changes in the internal controls over financial reporting that materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

Consistent with the concept of reasonable assurance, the Company recognizes that the relative cost of maintaining these controls should not exceed their expected benefits. In addition, a control system, no matter how well conceived and operated can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluations of controls can provide absolute assurance that all control issues, if any, within a company have been detected. As such, the Company's internal controls over financial reporting can only provide reasonable, and not absolute, assurance that the objectives of such controls are met.

Outlook

The Company has a number of initiatives it is targeting for advancement for the remainder of 2016 and management views (i) Monarch's growth and earnings, (ii) increasing asset management fees by increasing assets under management and (iii) fees (if any) earned in association with any future financing activities, as all being key to the Company's near term future results.

Monarch's performance is an important component of the implementation of Crosswinds' broader strategy integrating insurance, reinsurance and asset management and the related revenue to be generated by each component of that strategy. Monarch's success also ties to asset management fees for Crosswinds. Increased market acceptance and premium growth in Monarch will be key to Crosswinds' overall performance in the short term. As noted in Q1 2016, the rate decrease approved by the OIR for Monarch has continued to be well received by the market in Q3 2016 and has benefitted premium growth and is expected to continue to do so in the near term. Premium growth may be negatively impacted by redistribution of the Monarch book as described herein and by the industry wide issue of AOB.

In order to fully execute its acquisition strategy and support the funding of its reinsurance entity, the Company will need to raise significant amounts of additional capital. The Company is continuing to explore options for the Company to raise that capital including by creating one or more private equity funds and has set up some infrastructure to do so during Q3. Without such additional capital, the Company's ability to expand its business and capitalize on identified opportunities will be constrained.

Management believes that Crosswinds is positioned for further growth into 2017 provided it secures additional capital to execute its growth plans and build upon the Monarch platform.

Following completion of the Monarch Joint Venture, as the majority of the Company's assets are valued in USD, the overall value of the Company expressed in Canadian dollars will fluctuate based on the relative value of the Canadian dollar to the USD.

Results may vary substantially from year to year and quarter to quarter due to the stage of development of the Company's business and its new investment activities.

Risk Factors

The Company manages a number of risks to achieve an acceptable level of risk without appreciably hindering its ability to maximize returns. Management has procedures in place to identify and manage significant operational and financial risks. A discussion of risk factors relating to the Company is found under the heading "Risk Factors" in the Company's Annual Information Form dated as at March 28, 2016 and its annual MD&A for the year ended December 31, 2015. Each of the discussions referred to above is incorporated by reference herein. The documents referred to above are available under the Company's profile on SEDAR at www.sedar.com.

Foreign Exchange Risk

The Company has significant exposure to foreign exchange risk as it has a substantial amount of its capital in USD in the Monarch joint venture. Its investee companies may also have exposure to sudden changes in foreign exchange rates.

CORPORATE DIRECTORY

Board of Directors:

J. Roy Pottle[,2,] Chairman
Thomas Cholnoky[2,6]
J. Mark Gardhouse[4,6]
Bradd Gold[3,4,6]
Colin King
Gaetano Muzio[,4,5,6]
Robert Wolf[1,2,]

Officers:

Colin King, Chief Executive Officer
Susan McCormick, Interim Chief Financial Officer
Helen Martin, Chief Operating Officer and Corporate Secretary

[1]Audit Committee Chairman
[2]Audit Committee Member
[3]Corporate Governance, Compensation and Nominating Committee Chairman
[4] Corporate Governance, Compensation and Nominating Committee Member
[5]Risk Policy Committee Chairman
[6]Risk Policy Committee Member

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