



ATLANTIC  
WIND & SOLAR INC

ATLANTIC WIND & SOLAR INC.

OTC Pink® Basic Disclosure

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# ATLANTIC WIND & SOLAR INC.

## OTC Pink® Basic Disclosure

30 March 2016

### Item 1. Name Of The Issuer And Its Predecessor (If Any)

ATLANTIC WIND & SOLAR INC.

(f/k/a Environmental Technologies International, Inc.), Aquatek UK Ltd., Dragon Environmental (UK) Ltd., GB Environmental Group, Inc. (predecessor)

### Item 2. Address Of The Issuer's Principal Executive Offices

#### Company Headquarters

2 Bloor Street East, Suite 3500

Toronto, Ontario

Canada M4W 1A8

Tel: +1 416-900-0380

Fax: +1 416-900-0381

IR Contact - Same as above.

### Item 3. Security Information

#### A. Trading Symbol

AWSL

#### B. Exact title and class of securities outstanding and Par or Stated Value

The company has (1) one Class of Common Stock and (1) Class of Preferred Stock.

Authorized Number of Common Stock: 500,000,000

Issued number of shares: 44,707,601

Common Par Value is \$0.00001 per share and shares carry one vote.

Authorized Number of Preferred B Stock: 20,000,000

Issued number of shares: 5,553,871

Preferred Par Value is \$1.00 per share and shares carry one vote.

Shares carry one vote, an interest rate of 0%, and are due December 31, 2018.

#### C. CUSIP

049127103

**D. Name and Address of Issuer's Transfer Agent**

PACIFIC STOCK TRANSFER COMPANY  
500 E. Warm Springs Road Suite 240  
Las Vegas NV 89119  
Phone: (702) 361-3033  
Fax: (702) 433-1979

Is the Transfer Agent registered under the Exchange Act? YES

PACIFIC STOCK TRANSFER COMPANY is appropriately registered with the Securities and Exchange Commission under the Securities and Exchange Act of 1934.

**E. Restrictions on the transfer of security**

On January 15th, 2010, for Pay Date January 25th, 2010, the Company enacted a 1 for 3 share dividend. These shares were issued under an exemption from registration and display the appropriate Rule 144 Legend on the certificate. Legend is as follows:

*The securities represented by this certificate have not been registered under the Securities Act Of 1933, as amended or applicable state securities laws. The securities have been acquired for investment and not with a view toward resale and may not be offered for sale, sold, sold, transferred, or assigned in the absence of an effective registration statement for the securities under the Securities Act Of 1933, as amended or applicable state securities laws, unless the company has received an opinion of counsel which is satisfactory to the company, to the effect that such registrations are not required.*

On July 6th, 2010, for Pay Date September 9th, 2010, the Company enacted a 1 for 4 non-transferrable share dividend. These shares were issued under an exemption from registration and display the appropriate Rule 144 Legend on the certificate. Additionally the shares also contain a 'Non Transferable Legend'. The legend is as follows:

*The securities represented by this certificate are non-transferable restricted shares. They are entitled to normal voting rights and despite being non-transferable, entitle the holder to potential future stock and cash dividends, spin-off's, and distributions of consideration in the event of a buy-out or merger. However unless the non transferrable restriction is lifted by the company in the future, under no circumstances can the shares be sold, transferred, pledged or hypothecated.*

On February 4th, 2015 the Board of directors voted to remove the "non-transferable" legend on the second dividend. The SEC '33 Act restrictive legend remains in effect.

**F. Trading suspension orders issued by the SEC in the past 12 months**

None.

**G. Stock split etc.**

Any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months.

None.

**Item 4. Issuance History**

There have been no share offerings within the past two years.

## **Item 5. Financial Statements**

Posted through the OTC Disclosure & News Service in document “AWSL 2015 Annual Report”.

## **Item 6. Issuer’s Business, Products And Services**

### **A. Description of Operations**

#### **Business Model**

Atlantic Wind and Solar, Inc. began as a solar project developer. With the launch of its new Sustainable Living Initiative Atlantic now also enters the field of construction.

While solar specific construction, in form of EPC (engineering, procurement, and construction), has been a key component of past projects, the company will now broaden this focus to encompass not just rooftops as they pertain to solar but to the full energy envelope of the structures themselves as well as the communities in which they are built.

#### **Solar Project Development**

For solar projects the term “developer” generally means an entity that takes a potential project from any one stage of development to another stage closer to Commercial Operation - the point at which a project begins to sell electricity.

The profitability in developing a project depends, simplistically, on two factors. The first is the potential profitability of the project itself based on cost of construction, the amount of power to be produced, and the price to be received for electricity. The second factor is the amount of value added by the developer after taking responsibility and control.

Atlantic began focused entirely on in-house, greenfield, development - i.e. starting projects from scratch. Turning an idea into the framework of a deal and carrying this through the documentation phase to the point of viability can be challenging. The work to a Power Purchase Agreement (PPA) can also be arduous and time consuming. Time, funding, and frustration are barriers to entry and therefore it is in this phase that a company willing to tackle an idea tirelessly for an indeterminable period of time can add significant value.

Atlantic also evaluates projects where external development work has been done to a point where potential synergies exist with existing in-house projects. In such cases the Company may take control of an external project and complete the work required to reach Commercial Operation.

#### **Sustainable Living Initiative Project Development**

Building on its success in solar project development, and progressing on its long stated goal of increasing its involvement in the EPC phase of projects, Atlantic will now partner on construction projects under its new Sustainable Living Initiative.

Simplistically this represents expanding the focus from the rooftop utilizing solar down to ground level incorporating energy efficient technology all along the way. In practical terms the focus is much broader as the plan is to build communities of such homes rather than individual buildings. This fits nicely with Atlantic's past emphasis on greenfield projects in that they often now begin, literally, with a field.

The Bahamas is a key area of focus in that the cost of government supplied electricity is already higher than the tariff rate of many government PPAs today. Off-grid communities can take advantage of this long term savings. But more importantly in the many cases there exists vast tracks of beautifully appointed land at reasonable prices based on a lack of immediate accessibility to the grid. The Bahamas also a strong demand for resort properties thus combining the demands for primary housing, resort housing, and vacation home ownership with cost efficient land, construction, and on-going sustainability.

Atlantic has prided itself on its ability to adapt to changing climates. The Sustainable Living Initiative represents a natural progression for the company.

### **Sources of Revenue**

#### *Developer Fee*

Atlantic earns a fee for developing a project. The more development value that is added to a project the higher the fee earned subject, of course, to the project's overall potential value. Atlantic's core business has been to develop projects from the very beginning to the very end. Once the Company has control of a project it prefers to see it through to Commercial Operation to maximize value added. This applies even more so the Sustainable Living Initiative as Atlantic can now participate from the very ground up.

#### *EPC Margin*

Atlantic's model is to remain involved in all projects through the EPC process. This helps to ensure that projects stay on track toward completion. There is also a margin to be earned as EPC. The Sustainable Living Initiative increases Atlantic's participation in the EPC phase.

#### *Ownership Retention*

When developing projects to and through Commercial Operation there sometimes exists the option to exchange some or all of the developer fee for long term ownership in the project. Atlantic's ultimate goal is to assemble a portfolio of long term assets. The Sustainable Living Initiative would allow Atlantic retain ownership in properties as long term corporate assets.

### **Social Impact and the Triple Bottom Line**

Atlantic has always focused on the idea of the Triple Bottom Line - the idea that a company should focus on three types of results - social, environmental (or ecological), and financial. The Sustainable Living Initiative is a continuation of this philosophy.

**B. State and date (or Jurisdiction) of Incorporation**

Incorporated in the State of West Virginia on January 13, 1977

**C. The issuer's primary and secondary SIC Codes**

Primary SIC - Industry Classification 4911 - Electric services

Secondary SIC Code: 3612: Power, Distribution & Specialty Transformers

**D. The issuer's fiscal year end date**

The company's fiscal year ends on December 31st.

**E. Principal products or services, and their markets**

The principle product is renewable power generation. Its application is global in that the service can be provided wherever sun and wind exists and electricity is demanded. The product/service is distributed through multiple renewable power generation facilities to be built where feasible and marketed through and to energy funds and energy production asset holders plus brokers for the above.

**Item 7. Issuer's Facilities**

The company rents administrative and corporate offices and services for approximately \$500.00 per month on a month to month basis. The premises comprise approximately 3,000 square feet of executive shared office space and meeting rooms. The space is scaleable on an as needed basis.

**Item 8. Officers, Directors, And Control Persons****A. Names of Officers, Directors, and Control Persons****Mr. John S. Wilkes, M.B.A., C.P.A., C.A. (54)**

Chairman, President, CEO

Mr. Wilkes earned his C.A. designation with Price Waterhouse (now PWC) in Toronto, Canada. Upon obtaining his designation Mr Wilkes worked in finance in Private Industry for a period of time before joining Coopers & Lybrand (PWC) in Toronto, Canada. While there Mr. Wilkes focused on mergers and acquisitions. In the early '90's Mr. Wilkes joined a junior investment bank where he spent most of his time evaluating environmental technologies. In the mid '90's he founded and ran a composite profile extrusion company that made construction materials from 100% recycled materials. As well as being responsible for business development in North American markets, Mr. Wilkes established technology transfer with Asia by selling turn-key extrusion systems to the region. He sold his interest in the company in the late '90's to focus his attention on financing emerging technology companies.

Since that time, Mr. Wilkes has been an Independent Investment Management Professional making private investments in both private and public companies that, for the most part, have their core business in the environmental space.

Mr. Wilkes has lived and worked in Asia and, over the years, has created a vast network in this region. He is a strong advocate for the deployment of renewable energy in the region and will aggressively pursue new business opportunities for AWSL.

**Mr. Gunnar Helgason, B.A., M.I.M.**

Executive Director

Mr. Helgason brings acumen and experience from a career already spanning over 20 years in management. He has lived and worked in Hong Kong and many countries throughout Asia and Europe. Prior to joining Atlantic Wind and Solar, he managed trading companies involved in consumer goods. He has a broad based education including a Bachelor's degree in Marketing and Master's degree in International Management majoring in Finance and Insurance from the venerable Thunderbird School of Management.

Mr. Helgason was a developer of real estate in Hong Kong and Thailand which included the development of commercial resort properties and residential homes and condominium developments.

**Dr. Luc C. Duchesne**

Director

Dr. Duchesne brings senior level experience, with a thorough understanding of the interface between regulatory bodies, businesses, and science. From 1991 to 2003 he worked as a senior research scientist for Natural Resources Canada, enjoying a substantive career leading to the publication of 85 peer-reviewed scientific articles, book chapters, or books. From 2003 he has worked in various private and public companies dealing with various aspects of the Bioeconomy, a new economic trend to which Atlantic Wind and Solar subscribes in its business initiatives.

Dr. Duchesne has consulted on a broad spectrum of renewable energy projects such as in 2008-2010 when he was hired as a consultant to assist in the development of a feedstock strategy for St. Mary's Renewable Energy Corporation. The strategy was used in the business planning for a 35 MW Combined Heat and Power Purchase Agreement with the Ontario Power Authority - total project value of \$175 M was announced in Q4 2010. In 2006, he was retained by the Ontario Ministry of Energy to assess renewable feedstock solutions for the displacement of coal at Atikokan Generating Station (210 MW).

Dr. Duchesne received a Ph.D. from the University of Guelph, a M.Sc. from the University of Toronto, and a B.Sc. in Forest Engineering from Laval University in Quebec City.

## **B. Legal and Disciplinary History**

In the past five years, to the best of the Company's knowledge, none of the above referenced persons have been the subject of any of the following:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offences);
2. The entry of an order, judgement, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgement by a court or competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgement has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Recently an ex-Director of Investor Relations filed a Statement of Claim in regards to his past association with the company. The company considers this frivolous and has filed a defence.

## **C. Beneficial Owners (directly or indirectly) of More than 10%**

John S. Wilkes - 14,570,001 shares - 32.6%  
2 Bloor St . E. Suite 3500  
Toronto ON Canada

## **Item 9. Third Party Providers**

### **A. Legal Counsel**

SD Mitchell and Associates  
1410 Washington Dr  
Stafford, VA, 22554  
United States

### **B. Accountant or Auditor**

Christian L Carnell, CPA  
The Accurum Group, PLLC  
PO Box 711426  
Salt Lake City, UT 84171  
801.573.4719  
California CPA License Number 109174

### **C. Investor Relations Consultant and Other Advisor(s)**

None.

## **Item 10. Issuer's Certification**

I, John Wilkes certify that:

1. I have reviewed this Annual Report of Atlantic Wind and Solar Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

30th March 2016

By:/s/ John S. Wilkes  
CEO, Director