

# ATLANTIC WIND & SOLAR INC.

# OTC Pink® Basic Disclosure

October 2015

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# ATLANTIC WIND & SOLAR INC.

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## 30 October 2015

## 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: Issued number of shares: Common Par Value is \$0.00001 per share and shares carry one vote.	500,000,000 44,707,601		
Authorized Number of Preferred B Stock: Issued number of shares:	20,000,000 5,494,004		
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 Q3 Report".

# Item 6. Issuer's Business, Products And Services

#### A. Description of Operations Business Model

Atlantic Wind and Solar, Inc. is a solar project developer with a focus on speed. Its goal is to swiftly enter countries with new or growing solar appetites. Atlantic successfully implemented this model in Canada and Ecuador resulting in over 60 megawatts of power purchase agreements to date. Atlantic has since expanded into new markets in Asia and the Caribbean,.

#### **Project Development**

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 from the time of taking control to ceding 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 onward to a Power Purchase Agreement 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.

#### 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 is 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. In a case where Atlantic gets involved in a later stage project it does so either for a smaller than usual fee when there is less value to add or for a larger than usual fee when an excessive amount of work is required - i.e. a rescue mission.

## EPC Margin

Atlantic's model is to remain involved in all projects through the Engineering, Procurement, and Construction (EPC) process. This helps to ensure that projects stay on track toward completion. There is also a margin to be earned as EPC. For future projects Atlantic anticipates increasing its participation in this part of the process.

#### **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 power and revenue producing assets.

#### Plan of Operations and Key Points of Focus for 2015 and Beyond

#### Solar and Wind

Atlantic's projects to date have been solar plants and solar will continue to be the core focus. The Company had an early interest in wind energy but focused more on solar for a number of reasons. With the opening of new geographical markets comes opportunities to again explore wind projects.

#### Existing Markets - Ontario and Ecuador

When Ontario introduced a FIT Program in 2009 Atlantic zoomed in on the Greater Toronto Area ultimately receiving 20 FIT Contracts/Power Purchase Agreements (PPA) totalling 2.712 Megawatts (MW) AC.

In 2011 Atlantic, following the new FIT program set by the electricity authority of Ecuador, Consejo Nacional de Electricidad ("Conelec"), set up operations in South America. The Ecuador Feed-in-Tariff includes a 20 year "take-if-delivered" off-take agreement with a fixed price of \$400.30/mWh for the first 15 years. Atlantic's new Ecuadorian division focused on the development of large scale, greenfield, ground mount solar projects. The result was the approval of fifty megawatts of PPAs. An Enabling Title, as the PPA is known, for 20 MW AC of nominal power, represents Phase 1 of the company's 60 MW DC of power plant projects in the province of Esmeraldas, Ecuador. Under a corporate social responsibility plan Atlantic will improve the area's utility infrastructure in partnership with the local distribution company plus build two local playgrounds.

#### New Markets

Atlantic initial new-market focus is on solar projects in Thailand and India. As part of the due diligence on the new markets the Company began looking into wind opportunities once again.

Atlantic has watched Asia with interest over the past few years. While many projects have been presented there was never the feeling that the timing, or that any one project itself, was right. But this past year seemed, to Atlantic, to mark a change in the quality of opportunities in the far east. After much research and triage, management took steps to solidify relationships in the markets it saw as most interesting. With the experience of having previously spent 4 years in Asia and the Middle East management zoomed in on Thailand and India.

In Thailand Atlantic is currently structuring an agreement in regards to 230 MW of solar projects. In addition the Company is evaluating 90 MW of wind projects.

In India Atlantic is structuring agreements around 210 MW of solar projects.

Management recently returned from an extended business trip throughout south Asia which served to solidify relationships with local developers, broaden our Asian networks, generate crossover interest between Asia and the Americas, and, of course, open up these additional 500+ MW of projects for Atlantic 2015 and beyond.

## Atlantic's Social Impact and the Triple Bottom Line

Atlantic explores solar power plants in markets in true need of electricity. This provides the Company with the opportunity to make social and environmental improvements in areas where there is an immediate and direct impact. Atlantic is committed to the concept of the triple bottom line ("TBL" or "3BL"). A company has to be profitable but should also strive to improve its ecological and social bottom lines in tandem with its economic one.

#### 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. (53) 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.

# 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 Quarterly 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.

30 October 2015

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