

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**Atlantic Power & Infrastructure Corp.**

4600 140th Ave N Ste 200, Clearwater, FL

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Company Telephone: (727) 723-3300

[www.apaicorp.com](http://www.apaicorp.com)

[kbagnall@apaicorp.com](mailto:kbagnall@apaicorp.com)

SIC Code: 4290

**Annual Report**

**For the period ending December 31, 2024 (the "Reporting Period")**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

361,644,530 as of March 3, 2025

361,144,530 as of December 31, 2024

353,555,245 as of December 31, 2023

**Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: X

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: X

**Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

Yes: ☐ No: ☒

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Atlantic Power & Infrastructure Corp.

4/22/2021 Name change: From Atlantic Wind & Solar, Inc. to Atlantic Power & Infrastructure Corp.

9/19/2008 Name change: From Environmental Technologies International, Inc to Atlantic Wind & Solar, Inc.

3/22/02 Name change: From Aquatek UK Ltd to Environmental Technologies International

10/26/1998 Change of name from Dragon Environmental (UK) Limited to Aquatek UK Ltd.

11/14/1997 Change of name from Aetna Operating Company, Inc. to Dragon Environmental (UK) Limited

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Atlantic Power & Infrastructure Corp. was incorporated in the State of West Virginia on December 31, 1976, under the name Aetna Operating Company, Inc. The issuer is currently active in the State of West Virginia.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

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

None

The address(es) of the issuer's principal executive office:

4600 140th Ave N Suite 200, Clearwater, Florida, USA

The address(es) of the issuer's principal place of business:

*X Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

**2) Security Information**

**Transfer Agent**

Name: Pacific Stock Transfer Company

Phone: (702) 361-3033

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Pkwy Suite 300, Las Vegas, NV 89119, United States

**Publicly Quoted or Traded Securities:**

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	AWSL
Exact title and class of securities outstanding:	Common
CUSIP:	049127103
Par or stated value:	\$0.001
Total shares authorized:	500,000,000 as of date: December 31, 2024
Total shares outstanding:	361,144,530 as of date: December 31, 2024
Total number of shareholders of record:	1,575 as of date: December 31, 2024

*All additional class(es) of publicly quoted or traded securities (if any):*

Trading symbol:	None
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Trading symbol:	N/A
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Special Series B Common Stock</u>
CUSIP (if applicable):	N/A
Par or stated value:	\$0.001
Total shares authorized:	as of date: December 31, 2024
Total shares outstanding (if applicable):	100,000 as of date: December 31, 2024
Total number of shareholders of record	16 as of date: December 31, 2024

Exact title and class of the security:	<u>Special Series A Preferred Stock</u>
CUSIP (if applicable):	N/A
Par or stated value:	\$1.00
Total shares authorized:	20,000,000 as of date: December 31, 2024
Total shares outstanding (if applicable):	100,000 as of date: December 31, 2024
Total number of shareholders of record	1 as of date: December 31, 2024

Exact title and class of the security:	<u>Special Series B Preferred Stock</u>
CUSIP (if applicable):	N/A

Par or stated value:	\$1.00
Total shares authorized:	<u>20,000,000 as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>0 as of date: December 31, 2024</u>
Total number of shareholders of record	<u>0 as of date: December 31, 2024</u>

### **Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

Common A - 1 vote per share

Common B - 100 vote per share

\_\_\_\_\_

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Preferred A 12% annual interest. In the case of wind up, liquidation Paid in priority to Common

Preferred B 12% annual interest. In the case of wind up, liquidation Paid in priority to Common . Converts into common at 30% discount to 5 trading day closing price average at the time of conversion notice.

\_\_\_\_\_

**3. Describe any other material rights of common or preferred stockholders.**

None

\_\_\_\_\_

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

\_\_\_\_\_

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### **A. Changes to the Number of Outstanding Shares**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: X (If yes, you must complete the table below)

Shares Outstanding on:  Dec 31, 2022	Shares Outstanding as of Second Most Recent Fiscal Year End: Dec 31, 2022  <u>Opening Balance</u> Common A 333,638,579  <u>Common B: 100,000</u>  <u>Series A Preferred: 100,000</u>  <u>Series B Preferred: 0</u>								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/18/2023	New Issuance	250,000	Common Stock	\$0.06	No	Tommy Alfredo	\$15,000 investment	Restricted	Reg D
5/8/2023	New Issuance	2,500,000	Common Stock	\$0.06	No	Martin Driscoll	Payment for acquisition	Restricted	Rule 144
6/12/2023	New Issuance	833,333	Common Stock	\$0.06	No	Scott Seleska	\$50,000 investment	Restricted	Reg D
6/12/2023	New Issuance	4,333,333	Common Stock	\$0.0225	Yes	Andrew Baren	Conversion of convertible note	Restricted	Rule 144
7/12/2023	New Issuance	12,000,000	Common Stock	\$0.05	No	Tommy Alfredo	Payment for acquisition	Restricted	Reg D
6/17/2024	New Issuance	714,285	Common Stock	\$0.035	No	Neil Dawson	\$25,000 investment	Restricted	Reg D
10/29/2024	New Issuance	250,000	Common Stock	\$0.04	No	Thomas Alfredo Jr.	\$10,000 Investment	Restricted	Reg D

10/28/2024	New Issuance	125,000	Common Stock	\$0.04	No	Thomas Alfredo	\$5,000 Investment	Restricted	Reg D
11/15/2024	New Issuance	500,000	Common Stock	\$0.04	No	Ian Bagnall	\$20,000 Investment	Restricted	Reg D
12/5/2024	New Issuance	2,500,000	Common Stock	\$0.0301	No	Leo Van Dongen	\$75,250 Board services	Restricted	Rule 144
12/5/2024	New Issuance	1,500,000	Common Stock	\$0.0301	No	Stehpanie Williams	\$45,150 Consulting services	Restricted	Rule 144
12/5/2024	New Issuance	2,000,000	Common Stock	\$0.0301	No	Martin Driscoll	\$60,200 Board services	Restricted	Rule 144
1/13/2025	New Issuance	500,000	Common Stock	\$0.04	No	Ian Bagnall	\$20,000 Investment	Restricted	Reg D
Shares Outstanding on end of report:  March 3, 2025	<u>Ending Balance:</u> <u>Common A: 361,644,530</u> <u>Common B: 100,000</u> <u>Series A Preferred: 100,000</u> <u>Series B Preferred: 0</u>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

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#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

##### A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Atlantic Power & Infrastructure Corp. ("The Company"), through its wholly owned subsidiary, KB Industries, Inc., a Clearwater, Florida-based innovative infrastructure products company, produces and sells an innovative flexible porous paving product, Flexi®-Pave, and a suite of products and solutions designed to solve infrastructure challenges in water treatment and shoreline protection. KBI's products are installed in several North American locations, including the NASA Space Center on Cape Canaveral, the Indianapolis Motor Speedway, Walt Disney World, Yellowstone National Park, Arlington National Cemetery, Keeneland Race Track, the Smithsonian Institute and the City of Key West, Florida and in the United Kingdom, including Windsor Castle, St. Paul's Cathedral and the Royal Botanical Gardens at Kew. On August 9, 2021, we acquired 54% of KB Industries UK Ltd ("KBI UK"), a business with similar operations as KBI.

In May 2023, we acquired an 80% ownership interest in NGAG BIOTECH PVT LTD, a UK-based agricultural technology company that is expected to produce revenues from sales and services based on its line of products that improve agricultural production and yield through its proprietary technology. The acquisition is currently subject to regulatory approval.

On July 12, 2023, we acquired 100% of TOMA International, Inc., New York corporation and business that clears harmful algae from bodies of water. We have a pending application to change the TOMA International, Inc. name to NGWP Inc.

##### B. List any subsidiaries, parent company, or affiliated companies.

KBI Industries Inc. is a 100% subsidiary of Atlantic Power and Infrastructure Corp.  
KBI Industries UK Ltd. is a 54%-owned subsidiary of Atlantic Power and Infrastructure Corp.  
NGAG BIOTECH PVT LTD is an 80%-owned subsidiary of Atlantic Power and Infrastructure Corp.  
TOMA Environmental is a subsidiary of Atlantic Power and Infrastructure Corp.  
NGAG Inc. is a 100% subsidiary of Atlantic Power and Infrastructure Corp.  
NGTR Inc. is a 100% subsidiary of Atlantic Power and Infrastructure Corp.

##### C. Describe the issuers' principal products or services.

**Flexi®-Pave** is a highly porous and durable material widely used for storm water management, water treatment, shoreline protection, and ship docks.

**Solaris** is a technology that eliminates red algae blooms from rivers, ponds, lakes, and beaches. It possesses the capability to "see" and absorb algae, processing it into a 100% organic, pure paraffin by-product that is purchased by cosmetics makers.

**ASCOGEL** is a highly water absorbent and nutrient retaining bio stimulant and soil conditioner designed to substantially lower the cost of food production and build crop resiliency and adaptive capability.

**EMERALDGREEN** is an eco-friendly solar heat and fire-retardant application to agricultural crops.

#### 5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company rents space on a month-to-month basis located at the Meridian-HRCF Sunplex located at 4600 140th Avenue North, Suite 190, Clearwater, Florida 33762.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Total issued:	<u>361,144,530</u>	<u>As of 12/31/2024</u>				
Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Kevin Bagnall	President, Secretary, Treasurer, Director and Owner of more than 5%	Quitman, GA	91,471,860	Common Stock	25.30%	Issued in connection with the acquisition of KB Industries
Melissa G. Anderson	Owner of more than 5%	Safety Harbor, FL	84,371,859	Common Stock	23.34%	
John S. Wilkes	Director	Toronto, ON	7,070,001	Common Stock	2.00%	Acquired in private purchase in 2014



Thomas F. Alfredo	Director and EVP	Tampa, FL	20,215,462	Common Stock	5.59%	Issued in connection with the acquisition of KB Industries.
Kevin Bagnall	President, Secretary, Treasurer, Director and Owner of more than 5%	Quitman, GA	73,500	Special Series B Common Stock	73.00%	Issued in connection with the acquisition of KB Industries
David May	Owner of more than 5%	Tampa, FL	7,000	Special Series B Common Stock	7.00%	Issued in connection with the acquisition of KB Industries
Paul Wylie III	Owner of more than 5%	Tampa, FL	6,000	Special Series B Common Stock	6.00%	Issued in connection with the acquisition of KB Industries
Gilles Trahan	Owner of more than 5%	Nassau, Bahamas	100,000	Preferred A	100.00%	No Conversion privileges - Issued in exchange of 1,475,535 Preferred B Shares
Martin Driscoll	Director	United Kingdom	4,500,000	Common Stock	1.25%	Issued in connection with acquisition of NGAG BIOTECH PVT LTD

## 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. The entry of an order, judgment, 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;

N/A

3. A finding or judgment by a court of 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 judgment has not been reversed, suspended, or vacated; or

N/A

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.

N/A

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

## **8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Sharon D. Mitchell, Attorney at Law  
Firm: SD Mitchell & Associates, PLC  
Address 1: 829 Harcourt Rd.  
Address 2: Grosse Pointe Park, Michigan 48230  
Phone: (248) 515-6035  
Email: sharondmac2013@gmail.com

Accountant or Auditor

Name: Kurt Streams  
Firm: N/A  
Address 1: Box 24  
Address 2: S. Wellfleet, MA 02663  
Phone: 475.999.1289  
Email: kurtstreams@gmail.com

Investor Relations

N/A

Name:  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

*All other means of Investor Communication:*

Twitter:  
Discord:  
LinkedIn:  
Facebook: <https://www.facebook.com/atlanticpowerandinfrastructureAWSL>  
[Other ]

#### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

B/A

Name:

Firm:

Nature of Services:

Address 1:

Address 2:

Phone:

Email:

### 9) Financial Statements

A. The following financial statements were prepared in accordance with:

☐ IFRS

☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Kurt Streams

Title: Accountant

Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: Accountant

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

**ATLANTIC POWER & INFRASTRUCTURE CORP.**

Unaudited Condensed Consolidated Financial Statements  
December 31, 2024

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**ATLANTIC POWER & INFRASTRUCTURE CORP.**

December 31, 2024

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**ATLANTIC POWER & INFRASTRUCTURE CORP.**  
**Unaudited Consolidated Balance Sheets**

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 280,415	\$ 297,201
Accounts receivable, net	633,703	845,061
Inventory	—	—
<b>Total current assets</b>	914,118	1,142,262
<b>Long term assets</b>		
Intangible assets	750,000	750,000
Property and equipment, net	64,530	65,536
Goodwill	524,175	524,175
<b>Total assets</b>	<b>\$ 2,252,823</b>	<b>\$ 2,481,973</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 878,159	\$ 793,869
Dividends payable	71,211	59,112
Current portion of loans payable	14,089	14,089
Related party payables	2,091,087	2,128,799
<b>Total current liabilities</b>	<b>3,055,546</b>	<b>2,995,869</b>
Series A preferred stock liability	100,000	100,000
Loans payable, net of current portion	290,064	354,022
<b>Total liabilities</b>	<b>3,445,610</b>	<b>3,449,891</b>
<b>Stockholders' deficit</b>		
Series A Preferred stock, \$1.00 par value; 20,000,000 shares authorized; 100,000 shares issued and outstanding	—	—
Common stock – Series A, \$0.001 par value; 500,000,000 shares authorized; 361,144,530 issued and outstanding at December 31, 2024 and 353,555,245 issued and outstanding at December 31, 2023	361,645	353,556
Common stock - Series B, \$0.001 par value; 100,000 shares authorized; 100,000 shares authorized, issued and outstanding	100	100
Common stock subscribed	20,000	—
Noncontrolling interest	(385,046)	(385,046)
Other comprehensive loss	2,267	(233,984)
Additional paid in capital	3,777,032	3,524,521
Accumulated deficit	(4,968,785)	(4,227,065)
<b>Total stockholders' deficit</b>	<b>(1,192,787)</b>	<b>(967,918)</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 2,252,823</b>	<b>\$ 2,481,973</b>

See accompanying notes to unaudited condensed consolidated financial statements.

# Unaudited Consolidated Statements of Operations

	Year Ended December 31,			
	2024		2023	
<b>Revenue</b>				
Sales	\$	4,701,556	\$	4,801,010
<b>Service</b>		228,046		408,900
Total revenue		4,929,602		5,209,910
<b>Cost of revenue and operating expenses</b>				
Cost of revenue		3,695,896		3,593,551
Operating expenses		850,696		1,193,529
Services rendered in exchange for Series A Common shares		180,600		
<b>Total cost of revenue and operating expenses</b>		4,727,192		4,787,080
Income from operations		202,410		422,830
<b>Other (expense) income</b>				
Interest expense		(33,358)		(57,570)
Other income		8,536		5,864
<b>Total other expense</b>		(24,832)		(51,706)
<b>Net income</b>	\$	177,578	\$	371,123
Less net (income) attributable to noncontrolling interest		(53,106)		(4,462)
<b>Net income attributable to Atlantic Power and Infrastructure Corp</b>	\$	124,472	\$	366,661
<b>Basic earnings per common share</b>	\$	0.00	\$	0.00
<b>Diluted earnings per common share</b>	\$	0.00	\$	0.00
<b>Weighted average basic shares outstanding</b>		354,428,098		344,013,008
<b>Weighted average diluted shares outstanding</b>		354,428,098		344,013,008

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**ATLANTIC POWER AND INFRASTRUCTURE CORP.**  
**Unaudited Consolidated Statements of Changes in Stockholders' Deficit**

**Year Ended December 31, 2024**

	Common stock		Common Stock	Noncontrolling	Other	Additional	Accumulated	Total
	Series A	Series B	Subscribed	interest	comprehensive income	paid-in capital	deficit	stockholders' deficit
<b>Balance at January 1, 2024</b>	<b>\$ 353,556</b>	<b>\$ 100</b>	<b>\$ —</b>	<b>\$(385,046 )</b>	<b>\$ (233,984)</b>	<b>\$ 3,524,521</b>	<b>\$ (4,227,065 )</b>	<b>\$ (967,918 )</b>
Sales of shares for cash	2,089	—	20,000	—	—	77,911	—	100,000
Accrued dividend – Preferred Stock Series A	—	—	—	—	—	—	(12,099)	(12,099)
Issuance of shares for services	6,000	—	—	—	—	174,600	—	180,600
Foreign translation adjustment	—	—	—	—	236,251	—	(854,093)	(617,842)
Net income	—	—	—	—	—	—	124,472	124,472
<b>Balance at December 31, 2024</b>	<b>\$ 361,645</b>	<b>\$ 100</b>	<b>\$ 20,000</b>	<b>\$(385,046 )</b>	<b>\$ 2,267</b>	<b>\$ 3,777,032</b>	<b>\$ (4,968,785 )</b>	<b>\$ (1,192,787 )</b>

See accompanying notes to unaudited condensed consolidated financial statements.

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**ATLANTIC POWER AND INFRASTRUCTURE CORP.**  
**Unaudited Condensed Consolidated Statements of Cash Flows**

	<b>Year Ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 177,578	\$ 371,123
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization expense	3,000	30,842
Forgiveness of PPP loans	—	—
Services rendered in exchange for shares of Common Series A stock	180,600	—
Changes in operating assets and liabilities:		
Related party payables	(37,712 )	16,077
Accounts receivable	(10,538 )	183,141
Inventory	—	16,754
Accounts payable and accrued liabilities	85,291	67,141
<b>Net cash provided by operating activities</b>	<b>30,834</b>	<b>685,080</b>
<b>Cash flows used in investing activities</b>		
Purchases of property and equipment	(1,994 )	(29,425 )
<b>Net cash used in investing activities</b>	<b>—</b>	<b>(28,729 )</b>
<b>Cash flows from financing activities</b>		
Proceeds from sales of common stock	80,000	65,000
Repayments of long-term notes payable, net	63,958	(377,998 )
Change in noncontrolling interest	—	(333,556 )
Proceeds from (repayments of) related party payables	—	144,254
<b>Net cash (used in) provided by financing activities</b>	<b>16,042</b>	<b>(502,643 )</b>
<b>Net change in cash</b>	<b>(16,786 )</b>	<b>153,011</b>
<b>Effect of exchange rate on cash</b>	<b>—</b>	<b>—</b>
<b>Cash at beginning of period</b>	<b>297,201</b>	<b>144,190</b>
<b>Cash at end of period</b>	<b>\$ 280,415</b>	<b>\$ 297,201</b>
<b>Supplemental cash flow information</b>		
Cash paid for interest	\$ —	\$ —
Cash paid for income taxes	\$ —	\$ —
<b>Non-cash operating and financing activities</b>		
Dividend payable – Preferred Stock Series A	\$ 12,099	\$ 12,099

See accompanying notes to unaudited condensed consolidated financial statements.



**ATLANTIC POWER AND INFRASTRUCTURE CORP.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 1 – Organization and Significant Accounting Policies**

Atlantic Power and Infrastructure Corp. (the “Company” or “Atlantic”) changed its name in April 2021 from Atlantic Wind and Solar, Inc. Atlantic, located in Clearwater, Florida, was organized on January 13, 1977 under the laws of the state of West Virginia as Aetna Operating Company Inc. The Company changed its name to Atlantic Wind and Solar, Inc. in October 2008.

KBI is a Clearwater, Florida-based innovative infrastructure products company that developed and sells an innovative flexible porous paving product, Flexi®-Pave, and a suite of products and solutions designed to solve infrastructure challenges in water treatment and shoreline protection. KBI’s products are installed in several North American locations, including the NASA Space Center on Cape Canaveral, the Indianapolis Motor Speedway, Walt Disney World, Yellowstone National Park, Arlington National Cemetery, Keeneland Race Track, the Smithsonian Institute and the City of Key West, Florida and in the United Kingdom, including Windsor Castle, St. Paul’s Cathedral and the Royal Botanical Gardens at Kew. On August 9, 2021, we acquired 54% of KB Industries UK Ltd (“KBI UK”), a business with similar operations as KBI. In May 2023, we acquired an 80% ownership interest in NGAG BIOTECH PVT LTD, a UK-based agricultural technology company that is expected to produce revenues from sales and services based on its line of products that improve agricultural production and yield through its proprietary technology. The acquisition is currently subject to regulatory approval. On July 12, 2023, we acquired 100% of TOMA International, Inc., New York corporation and business that clears harmful algae from bodies of water. We have a pending application to change the TOMA International, Inc. name to NGWP Inc.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

All highly liquid investments with maturities of three months or less at the date of purchase are classified as cash equivalents.

Allowance for Doubtful Accounts

We make judgments related to our ability to collect outstanding accounts receivable and unbilled work-in-progress. We provide allowances for receivables when their collection becomes doubtful by recording an expense. We determine the allowance based on our assessment of the realization of receivables using historical information and current economic trends, including assessing the probability of collection from customers. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments owed to us, an increase in the allowance for doubtful accounts would be required. We evaluate the adequacy of the allowance regularly and make adjustments accordingly. Adjustments to the allowance for doubtful accounts could materially affect our results of operations.

Property and Equipment

Property and equipment are stated at cost or estimated fair value if acquired in an acquisition, less accumulated depreciation, and are depreciated over their estimated useful lives, or the lease term, if shorter, using the straight-line method. Leasehold improvements are stated at cost, less accumulated amortization, and are amortized over the shorter of the lease term or estimated useful life of the asset. Maintenance and repair costs are expensed as incurred.

We review our long-lived assets, such as property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. We evaluate the recoverability of an asset or asset group by comparing its carrying amount to the estimated undiscounted future cash flows expected to be generated by the asset or asset group. If the carrying amount of an asset or asset group exceeds its estimated future cash flows, we recognize an impairment charge as the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset.

### Income taxes

We record deferred tax assets and liabilities for the estimated future tax effects of temporary differences between the tax bases of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating losses and tax credit carry-forwards. We measure deferred tax assets and liabilities using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to be recovered or settled.

We reduce deferred tax assets by a valuation allowance if, based on available evidence, it is more likely than not that these benefits will not be realized.

We use a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities.

### Revenue Recognition

The Company's financial statements are prepared under the accrual method of accounting. Revenues will be recognized in the period the services are performed and costs are recorded in the period incurred. Revenue is recognized when (1) the evidence of the agreement exists, (2) services have been rendered, (3) the price is fixed or determinable, and (4) collectability is reasonably assured.

### Concentration of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of accounts receivables. We perform on-going evaluations of customers' financial condition and, generally, require no collateral from customers.

A substantial portion of our revenue is from a limited number of customers, all in the infrastructure construction industry.

For the year ended December 31, 2024 and 2023, zero and two customers each accounted for more than 10% of revenue from operations, respectively. The customers are primarily infrastructure construction businesses in the U.S.

As of December 31, 2024 and December 31, 2023, two and two customers accounted for more than 10% of accounts receivable, respectively.

### Fair Value of Financial Instruments

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

*Level 1* — Quoted prices in active markets for identical assets or liabilities.

*Level 2* — Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* — Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

### Recent Accounting Pronouncements

Management has evaluated recently issued accounting pronouncements and does not believe that any of these pronouncements will have a significant impact on our consolidated financial statements and related disclosures.

## Note 2 – Related Party Payables

The Company has relied on advances from and expenses paid by Company shareholders, officers and directors (“Related Parties”). Principal amounts due to Related Parties consisted of the following at December 31:

	December 31, 2024	December 31, 2023
Related Party 1	\$ 9,133	\$ 9,133
Related Party 2	148,371	148,371
Related Party 3	59,529	59,529
Related Party 4	1,752,980	1,786,380
Related Party 5	59,009	59,009
	<u>\$ 2,029,022</u>	<u>\$ 2,062,422</u>

The balance due to related party 1 is a demand note payable consisting of a principal amount for expenses paid on behalf of the Company and accrued wages and bears interest at 9% per annum, compounded monthly, until repaid in full.

The \$148,371 balance due to related party 2 was a demand note payable consisting of a settlement with one of our former officers and interest at 1.17% per annum.

The balance due to Related Party 3 consists of expenses paid on our behalf that are repayable on demand and do not bear interest.

The balances due to related party 4, who is our CEO, consist of expenses paid on our behalf that are repayable on demand and do not bear interest and for funds advanced to KBI that were used to fully repay a Small Business Administration loan in June 2023 and partially pay KBI’s obligation to a KBI stockholder.

The balance due to related party 5, who is a member of our board of directors, is for services performed, of which \$59,000 was forgiven in 2020 and \$59,009 remains outstanding.

As of December 31, 2024 and December 31, 2023, we had a total of \$57,949 and \$28,521 in interest payable to the related parties.

We agreed to purchase 5 shares of KBI common stock from a KBI stockholder for a total cost of \$225,977 that we fully paid off in July 2023.

## Note 2 – Intangible Assets

On May 8, 2023, we issued 2,500,000 shares of restricted Series A Common Stock to acquire an 80% interest in NGAG BIOTECH PVT LTD, a UK-based agricultural technology company. We valued the shares at \$150,000 based on the closing price of our stock on that date and have assigned their value to an intangible asset that represents technology owned by Dyacare Biotech LLP. The closing of the purchase is subject to regulatory approvals, which had not been received as of December 31, 2023. Following the purchase closing, we plan to obtain a third-party valuation to more specifically allocate the \$150,000 to components of the technology, assign asset lives and recognize any amortization expense.

On July 12, 2023, we issued 12,000,000 shares of restricted Series A Common Stock to acquire 100% of TOMA International, Inc., New York corporation and business that clears harmful algae from bodies of water. We valued the shares at \$600,000 based on the closing price of our stock on that date and have assigned their value to an intangible asset that represents technology owned by TOMA International, Inc.

## Note 3 – Convertible Note Payable

The Company issued a convertible demand note payable to a third-party investor that may be converted at the option of the holder into Company Common Stock. The \$97,332 in note principal was fully converted into 4,333,333 shares of Common Stock in June 2023.

## Note 4 – Loans Payable

In June 2020, KBI borrowed \$61,481 to purchase a construction vehicle. The loan bears interest at 11.9% per annum and requires 48 monthly payments of \$1,531 starting July 2020.

In 2023, KBI borrowed \$20,000 from an individual. The loan is unsecured and bears no interest. As of December 31, 2023, the \$20,000 balance was outstanding.

In October 2019, KBI entered into a bank loan through a Small Business Administration (“SBA”) lending program that replaces a previous bank loan through a SBA lending program. The original principal is \$552,879 and requires monthly payments of \$10,029 through July 2025. In June 2023, the Company repaid the loan in full.

In June 2019, KBI borrowed \$100,000 from a third-party lender, of which KBI received \$90,000 in proceeds and paid \$10,000 in closing and financing costs. The loan bears interest at 12.0% per annum and requires monthly payments of \$1,101 through April 2039. As of December 31, 2024 and December 31, 2023, the loan principal balance is \$14,354 and \$45,424, respectively.

In 2017, KBI borrowed \$35,294 from a third-party lender. The loan is subject to administrative, maintenance and other fees. As of December 31, 2024 and December 31, 2023, the outstanding balance is \$3,465.

In August 2019, KBI borrowed \$200,000 from an individual. The loan is unsecured and bears no interest. As of December 31, 2024 and December 31, 2023, the \$200,000 balance was outstanding.

On April 22, 2020 and on February 3, 2021, KBI received loan proceeds in the amounts of \$107,500 under the Paycheck Protection Program (“PPP”). The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”), provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses of the qualifying business. The loans and accrued interest were forgiven in March 2022.

KBI UK has a financing agreement with a UK financial institution that is collateralized by its accounts receivable. As of December 31, 2024 and December 31, 2023, KBI UK had outstanding borrowings \$0 and \$40,694, respectively.

During the year ended December 31, 2023, KBI UK borrowed \$68,2741 from a UK government program on a long-term basis and remains outstanding.

## **Note 5 - Stockholders' Equity**

### **Common Stock – Series A**

On January 18, 2023, we sold a member of our board of directors 250,000 restricted Series A Common shares for gross proceeds of \$15,000.

On May 8, 2023, we issued 2,500,000 shares of restricted Series A Common Stock to acquire an 80% interest in Dyacare Biotech LLP, a UK-based agricultural technology company. The shares are held in escrow pending the closing of the purchase, which had not yet occurred as of December 31, 2023. The shares are owned by an individual who was appointed to our board of directors in May 2023.

On June 12, 2023, we sold 833,333 shares of our restricted Series A Common Stock to an accredited investor for \$50,000.

On June 12, 2023, we issued 4,333,333 shares of our restricted Series A Common Stock to fully repay a convertible note that had a \$97,332 outstanding balance at the time.

In the year ended December 31, 2024, we sold a total of 1,589,285 restricted Series A Common shares for gross proceeds of \$80,000.

In December 2024, we received \$20,000 as a stock subscription for 500,000 restricted Series A Common shares that we issued in January 2025.

### **Series A Preferred Stock**

In February 2019, we issued 100,000 shares of Series A Preferred Stock, par value \$1.00 per share, that became mandatorily redeemable on December 31, 2019, accrues cumulative dividends at a rate of 12% per annum on the outstanding par value. Because the Series A Preferred Stock is mandatorily redeemable and accrues a guaranteed dividend, the Company has determined it contains characteristics of a note payable more so than equity and has classified the \$100,000 value of the Series A Preferred Stock as a liability on its balance

sheet. As of December 31, 2024 and December 31, 2023, the Company has \$71,211 and \$59,112 in accrued dividends payable on the Series A Preferred Stock.

## Note 7 – Income Per Share

Basic and diluted loss per share is computed by dividing loss or income available to Series A Common stockholders by the weighted average number of shares of Series A Common Stock outstanding during the period, including Series A Common Stock issuable under participating securities. The following is the reconciliation of the numerators and denominators of the basic and diluted income per share computations the year ended December 31:

	2024	2023
Basic income per common share:		
Net income	\$ 177,578	\$ 371,123
Basic weighted average shares outstanding	354,428,098	340,797,309
Basic income per common share	\$ 0.00	\$ 0.00
Diluted income per common share:		
Net income	\$ 177,578	\$ 371,123
Weighted average shares outstanding	354,428,098	340,797,309
Effect of dilutive securities	—	—
Diluted weighted average shares outstanding	354,428,098	340,797,309
Diluted income per common share	\$ 0.00	\$ 0.00

## Note 6 – Commitments and Contingencies

### Litigation

From time to time, we are involved in various legal matters arising in the normal course of business. We do not expect the outcome of such proceedings, either individually or in the aggregate, to have a material effect on our financial position, cash flows or results of operations.

## 10) Issuer Certification

### Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Kevin Bagnall certify that:

1. I have reviewed this 2024 Annual Report & Disclosure Statement and financial statements of Atlantic Power & Infrastructure Corp.

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.

March 3, 2025

/s/ Kevin Bagnall  
CEO and CFO

*Principal Financial Officer:*

I, Kevin Bagnall certify that:

1. I have reviewed this 2024 Annual Report & Disclosure Statement and financial statements of Atlantic Power & Infrastructure Corp.

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.

March 3, 2025

/s/ Kevin Bagnall  
CEO and CFO