

# ATLANTIC WIND & SOLAR INC.

OTC Pink® Basic Disclosure

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## ATLANTIC WIND & SOLAR INC.

## OTC Pink® Basic Disclosure

May 15, 2019

## 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 (2) two Classes of Common Stock and (1) Class of Preferred Stock.

Authorized Number of Common Stock: 500,000,000
Issued number of shares: 244,707,601
Outstanding number of shares: 44,707,601

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

Class B Common Par Value is \$0.00001 per share and shares carry two hundred votes.

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

Issued number of shares: 0

Preferred Par Value is \$1.00 per share and are due December 31, 2021.

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

Issued number of shares: 5,452,500

Preferred Par Value is \$1.00 per share 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.

The Company Divested its 100% interest in Atlantic Solar Inc. on November 5, 2018 in consideraeration of debt forgiveness. See Dec 31, 2018 Financial; Statements filed with OTC Markets.

On November 13, 2018 a resolution was passed to issue 200,000,000 shares to the shareholders of Watson Energy Investments LLC for the proposed acquisition of Watson Energy Investments LLC.

On May 15, 2019, the Company and KB Industries Inc. ("KBI") entered into and closed an agreement to acquire 100% of the issued capital of KBI in exchange for 230,000,000 shares of common stock and 100,000 Class B super voting common shares. Each Class B share entitles the holder to 200 votes. (see subsequent Events)

On May 15, 2019, Atlantic and Watson formerly terminated and rescinded the agreement to acquire Watson and signed a mutual release. (see subsequent Events)

## **Item 4. Issuance History**

On November 13, 2018 a resolution was passed to issue 200,000,000 shares to the shareholders of Watson Energy Investments LLC for the proposed acquisition of Watson Energy Investments LLC. These Shares were rescinded on May 15, 2019.

On February 8, 2019 the Company issued 10,000,000 shares of common stock to a related party for the conversion of \$61,598 of principal.

On February 8, 2019 the Company issued 1,000,000 shares of common stock to a related party for the conversion of \$33,265 of principal.

On April 1, 2019, the Company accepted the conversion of \$41,118 of outstanding principal on convertible notes payable into 7,476,000 shares of common stock to an unrelated party. (see financial statements March 31, 2019) (see subsequent Events)

On May 15, 2019, the Company and KB Industries Inc. ("KBI") entered into and closed an agreement to acquire 100% of the issued capital of KBI in exchange for 230,000,000 shares of common stock and 100,000 Class B super voting common shares. Each Class B share entitles the holder to 200 votes. (see subsequent Events)

#### Item 5. Financial Statements

Posted through the OTC Disclosure & News Service in AWSL report.

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

#### A. Description of Operations

#### **Business Model**

Atlantic Wind and Solar began as a solar project developer. With the launch of its new Sustainable Living Initiative Atlantic entered 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 renewable but also traditional energy including Oil & Gas development.

#### **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 with Atlantic's past emphasis on greenfield projects in that they often 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 has 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 ongoing 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**

#### Consulting Support and Assistance

In 2016 Atlantic added a new revenue source to the above. Atlantic now offers guidance on wind and solar projects to other renewable energy companies and to consulting firms in the industry.

#### 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 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.

#### 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.

In November 2018 The Company settled its litigation with a former investor relations director through a settlement of \$40,000 to be paid to the Plaintiff. The Company paid the settlement via a loan from a related party. See Dec 31, 2018 Financial Statements.

## 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 U.S.A.

#### B. Accountant or Auditor

Christian L Carnell, CPA The Accurum Group, PLLC PO Box 711426 Salt Lake City, UT 84171 U.S.A.

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 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.

May 15 2019

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