

Atlantic Power & Infrastructure Corp.

4600 140th Ave N Ste 200, Clearwater, FL
(727) 723-3300
www.apaicorp.com
kbagnall@apaicorp.com

Quarterly Report

For the period ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

354,269,530 as of August 13, 2024 (Current Reporting Period Date or More Recent Date)

353,555,245 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

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:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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;
- (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.

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

In answering this item, provide the current name of the issuer and 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

Current State and Date of Incorporation or Registration: State of West Virginia on December 31, 1976

Standing in this jurisdiction: (e.g. active, default, inactive): active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

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

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

None

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

None

Address of the issuer's principal executive office:

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

Address of the issuer's principal place of business:

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

Yes, same.

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:

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: June 30, 2024
Total shares outstanding: 354,269,530 as of date: June 30, 2024
Total number of shareholders of record: 1,572 as of date: June 30, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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: Special Series B Common Stock
Par or stated value: \$0.001
Total shares authorized: 100,000 as of date: June 30, 2024
Total shares outstanding: 100,000 as of date: June 30, 2024
Total number of shareholders of record: 16 as of date: June 30, 2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Exact title and class of the security: Special Series A Common Stock
Par or stated value: \$1.00
Total shares authorized: 20,000,000 as of date: June 30, 2024
Total shares outstanding: 100,000 as of date: June 30, 2024
Total number of shareholders of record: 1 as of date: June 30, 2024

Exact title and class of the security: Special Series B Preferred Stock
Par or stated value: \$1.00
Total shares authorized: 20,000,000 as of date: June 30, 2024
Total shares outstanding: 0 as of date: June 30, 2024
Total number of shareholders of record: 0 as of date: June 30, 2024

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 for the two most recently completed fiscal years and any subsequent period.

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 <u>Opening Balance:</u> Date <u>12/31/2021</u> Common A: <u>333,638,579</u> Common B: <u>100,000</u> Preferred A: <u>100,000</u> Preferred B: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
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. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	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	Rule 144
6/17/2024	New Issuance	714,285	Common Stock	\$0.035	No	Neil Dawson	\$25,000 investment	Restricted	Reg D

Shares Outstanding on Date of This Report:

Ending Balance:

Date 08/13/2024

Common A: 354,269,530

Common B: 100,000

Series A Preferred: 100,000

Series B Preferred: 0

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Atlantic Wind and Solar ("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 Dyacare Biotech LLC, 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.

Dyacare Biotech LLC is an 80%-owned subsidiary of Atlantic Power and Infrastructure Corp.

TOMA Environmental is a 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 investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

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) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. 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. 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 investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Kevin Bagnall	President, Secretary, Treasurer, Director and Owner of more than 5%	Quitman, GA	175,843,719	Common Stock	49.7%	Issued in connection with the acquisition of KB Industries
John S. Wilkes	Director	Toronto, ON	7,070,001	Common Stock	2.0%	Acquired in private purchase in 2014
Thomas F. Alfredo	Director and EVP	Tampa, FL	20,672,794	Common Stock	5.8%	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 Bay 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 Bay 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	2,500,000	Common Stock	0.7%	Issued in connection with acquisition of Dyacare Biotech LLC

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

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 to 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.

None

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

Name: Kurt Streams
Firm: None
Address 1: Box 24
Address 2: S. Wellfleet, MA 02663
Phone: (475) 999-1289
Email: kurtstreams@gmail.com

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (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.

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Kurt Streams
Title: Accountant
Relationship to Issuer: Accountant

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

IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Kurt Streams
Title: Accountant
Relationship to Issuer: Accountant
Describe the qualifications of the person or persons who prepared the financial statements:⁵ Accountant

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ 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 AND INFRASTRUCTURE CORP.

Unaudited Condensed Consolidated Financial Statements
June 30, 2024

ATLANTIC POWER AND INFRASTRUCTURE CORP.

June 30, 2024

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ATLANTIC POWER AND INFRASTRUCTURE CORP.
Unaudited Condensed Consolidated Balance Sheets

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
ASSETS		
Current assets		
Cash	\$ 521,778	\$ 297,201
Accounts receivable, net	789,683	845,061
Total current assets	<u>1,311,461</u>	<u>1,142,262</u>
Long term assets		
Intangible assets	750,000	750,000
Property and equipment, net	69,161	65,536
Goodwill	524,175	524,175
Total assets	<u>\$ 2,654,797</u>	<u>\$ 2,481,973</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	\$ 929,868	\$ 793,869
Dividends payable	65,162	59,112
Current portion of loans payable	14,089	14,089
Related party payables	2,121,323	2,128,799
Total current liabilities	<u>3,130,442</u>	<u>2,995,869</u>
Series A preferred stock liability	100,000	100,000
Loans payable, net of current portion	306,026	354,022
Total liabilities	<u>3,536,468</u>	<u>3,449,891</u>
Stockholders' deficit		
Series A Preferred stock	—	—
Common stock – Series A	354,270	353,556
Common stock - Series B	100	100
Noncontrolling interest	(385,046)	(385,046)
Other comprehensive loss	342	(233,984)
Additional paid in capital	3,548,807	3,524,521

Accumulated deficit	(4,400,144)	(4,227,065)
Total stockholders' deficit	(881,671)	(967,918)
Total liabilities and stockholders' deficit	\$ 2,654,797	\$ 2,481,973

See accompanying notes to unaudited condensed consolidated financial statements.

ATLANTIC POWER AND INFRASTRUCTURE CORP.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months ended June 30,		Six Months ended June 30,	
	2024	2023	2024	2023
Revenue				
Sales	\$ 1,357,295	\$ 1,399,860	\$ 2,319,214	\$ 2,709,392
Service	28,537	138,666	90,673	275,679
Total revenue	1,385,832	1,538,526	2,409,887	2,985,071
Operating expenses				
Cost of revenue	892,537	1,057,721	1,686,820	1,950,954
Selling, general and administrative expense	286,530	339,432	624,847	601,506
Total operating expenses	1,179,067	1,397,153	2,311,667	2,552,460
Income from operations	206,765	141,373	98,220	432,611
Other (expense) income				
Interest expense	(8,647)	(17,263)	(17,299)	(35,005)
Other income	3,036	174,535	3,533	18,039
Total other (expense) income	(5,611)	157,272	(13,766)	(16,966)
Net income	\$ 201,154	\$ 298,645	\$ 84,454	\$ 415,645
Less net income attributable to noncontrolling interest	(41,119)	(61,984)	(55,195)	(76,913)
Net income attributable to Atlantic Power and Infrastructure Corp	\$ 160,035	\$ 236,661	\$ 29,259	\$ 338,732
Basic and diluted earnings per common share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Weighted average basic and diluted shares outstanding	353,371,571	336,366,601	353,320,550	334,677,253

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

Six Months Ended June 30, 2024

	Common stock		Noncontrolling interest	Other comprehensive income	Additional paid-in capital	Accumulated deficit	Total stockholders' deficit
	Series A	Series B					
Balance at January 1, 2024	\$ 353,556	\$ 100	\$(385,046)	\$ (233,984)	\$ 3,524,521	\$ (4,227,065)	\$ (967,918)
Accrued dividend	—	—	—	—	—	(6,050)	(6,050)
Foreign translation adjustment	—	—	—	234,326	—	(327,064)	(92,738)
Sales of shares	714	—	—	—	24,286	—	25,000
Net income	—	—	—	—	—	160,035	160,035
 Balance at June 30, 2024	 \$ 354,270	 \$ 100	 \$(385,046)	 \$ 342	 \$ 3,548,807	 \$ (4,400,144)	 \$ (881,671)

See accompanying notes to unaudited condensed consolidated financial statements.

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

	Six Months Ended June 30,	
	2024	2023
Cash flows from operating activities		
Net income	\$ 84,454	\$ 415,645
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization expense	12,424	38,724
Changes in operating assets and liabilities:		
Related party payables	7,476	1,387
Accounts receivable	55,378	14,973
Inventory	—	16,754
Accounts payable and accrued liabilities	136,001	75,501
Net cash (used in) provided by operating activities	295,733	562,984
Cash flows used in investing activities		
Purchases of property and equipment	(7,479)	(27,851)
Net cash used in investing activities	(7,479)	(27,851)
Cash flows from financing activities		
Proceeds from sales of common stock	25,000	65,000
Proceeds from (repayments of) long-term notes payable, net	(47,996)	(156,029)
Change in noncontrolling interest	(40,681)	(338,860)
Proceeds from (repayments of) related party payables	—	335,907
Net cash (used in) provided by financing activities	(63,677)	(93,982)
Net change in cash	224,577	441,150
Effect of exchange rate on cash	—	—
Cash at beginning of period	297,201	144,190
Cash at end of period	\$ 521,778	\$ 585,340
Supplemental cash flow information		
Cash paid for interest	\$ —	\$ —

Cash paid for income taxes	\$	—	\$	—
Non-cash operating and financing activities				
Dividend payable – Preferred Stock Series A	\$	6,050	\$	6,050

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 Dyacare Biotech LLC, 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 six months ended June 30, 2024 and 2023, zero and two customers accounted for more than 10% of revenue from operations, respectively. The customers are primarily infrastructure construction businesses in the U.S. and U.K.

As of June 30, 2024 and December 31, 2023, 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:

	June 30, 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	1,779,780	1,786,380
Related Party 5	59,009	59,009
	<u>\$ 2,055,822</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 \$9,132 outstanding balance is included in the Assumed Liabilities.

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.

We had interest and other amounts payable to related parties totaling \$65,501 and \$66,377 and of June 30, 2024 and December 31, 2023, respectively.

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 Dyacare Biotech LLC, 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., a 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 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 June 30, 2024, 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 June 30, 2024 and December 31, 2023, the loan principal balance is \$32,509 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 June 30 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 June 30, 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 June 30, 2024 and December 31, 2023, KBI UK had outstanding borrowings \$43,542 and \$40,694, respectively.

During the year ended December 31, 2023, KBI UK borrowed \$60,511 from a UK government program on a long-term basis, of which \$22,539 remains outstanding as of June 30, 2024.

Note 5 - Stockholders' Equity

Common Stock – Series A

Common stock – Series A, \$0.001 par value, has 500,000,000 shares authorized, 353,983,815 and 353,555,245 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively. On June 17, 2024, we sold 714,285 newly issued shares of restricted Series A Common Stock to an individual in exchanges for \$25,000 in cash. 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 June 30, 2024. The shares are owned by an individual who was appointed to our board of directors in May 2023.

Common Stock – Series B

Common stock - Series B, \$0.001 par value, has 100,000 shares authorized, issued and outstanding at June 30, 2024 and December 31, 2023

Series A Preferred Stock

Series A Preferred stock, \$1.00 par value, has 20,000,000 shares authorized and 100,000 shares issued and outstanding at June 30, 2024 and December 31, 2023. 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 June 30, 2024 and December 31, 2023, the Company has \$65,162 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 for the six months ended June 30:

	<u>2024</u>	<u>2023</u>
Basic income per common share:		
Net income	\$ 29,259	\$ 371,123
Basic weighted average shares outstanding	353,320,550	340,797,309
Basic income per common share	\$ 0.00	\$ 0.00
Diluted income per common share:		
Net income	\$ 29,259	\$ 371,123
Weighted average shares outstanding	353,320,550	340,797,309
Effect of dilutive securities	—	—
Diluted weighted average shares outstanding	353,320,550	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 Disclosure Statement for 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.

08/13/2024 [Date]

/s/ Kevin Bagnall [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Kevin Bagnall certify that:

1. I have reviewed this Disclosure Statement for 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.

08/13/2024 [Date]

/s/ Kevin Bagnall [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")