

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Alterna Core Capital Assets Fund II, L.P.</u> (Last) (First) (Middle) <u>C/O ALTERNA CAPITAL PARTNERS LLC</u> <u>10 CORPORATE DRIVE, SUITE 2204</u> (Street) <u>BEDFORD NH 03110</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Midwest Energy Emissions Corp. [MEEC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Call Option (obligation to sell)	\$0.5	10/28/2022		S		11,700,000		10/28/2022	(1)	Common Stock	11,700,000	\$0	11,700,000	I	By AC Midwest Energy LLC ⁽²⁾⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person *

Alterna Core Capital Assets Fund II, L.P.

(Last) (First) (Middle)

C/O ALTERNA CAPITAL PARTNERS LLC

10 CORPORATE DRIVE, SUITE 2204

(Street)

BEDFORD NH 03110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Alterna Capital Partners LLC

(Last) (First) (Middle)

C/O ALTERNA CAPITAL PARTNERS LLC

10 CORPORATE DRIVE, SUITE 2204

(Street)

BEDFORD NH 03110

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
Alterna General Partner II LLC		
(Last)	(First)	(Middle)
C/O ALTERNA CAPITAL PARTNERS LLC		
10 CORPORATE DRIVE, SUITE 2204		
(Street)		
BEDFORD	NH	03110
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
AC Midwest Energy LLC		
(Last)	(First)	(Middle)
C/O ALTERNA CAPITAL PARTNERS LLC		
10 CORPORATE DRIVE, SUITE 2204		
(Street)		
BEDFORD	NH	03110
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Press Eric M.		
(Last)	(First)	(Middle)
C/O ALTERNA CAPITAL PARTNERS LLC		
10 CORPORATE DRIVE, SUITE 2204		
(Street)		
BEDFORD	NH	03110
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Goldin Earle		
(Last)	(First)	(Middle)
C/O ALTERNA CAPITAL PARTNERS LLC		
10 CORPORATE DRIVE, SUITE 2204		
(Street)		
BEDFORD	NH	03110
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Miller Roger P.		
(Last)	(First)	(Middle)
C/O ALTERNA CAPITAL PARTNERS LLC		
10 CORPORATE DRIVE, SUITE 2204		
(Street)		
BEDFORD	NH	03110
(City) (State) (Zip)		

Explanation of Responses:

- On October 28, 2022, the Issuer and AC Midwest LLC ("AC Midwest") entered into a Repurchase Option Agreement pursuant to which AC Midwest granted the Issuer a call option (the "Call Option") to repurchase up to 11,700,000 shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock") at a repurchase price of \$0.50 per share. The Call Option is exercisable through the earlier of (i) the date on which AC Midwest no longer holds in excess of 5% of the Company's issued and outstanding shares of Common Stock, and (ii) August 25, 2025.
- This statement is jointly filed by and on behalf of each of Alterna Core Capital Assets Fund II, L.P. ("Fund II"), Alterna Capital Partners LLC ("Alterna"), Alterna General Partner II LLC ("Fund II General Partner"), AC Midwest, Eric M. Press, Roger P. Miller and Earle Goldin. AC Midwest is the record and direct beneficial owner of the securities covered by this statement. Fund II owns all of the outstanding equity interests of AC Midwest and may be deemed to beneficially own securities held by AC Midwest.
- Alterna, in its capacity as investment adviser to Fund II, has the ability to direct the investment decisions of the Fund II, including the power to vote and dispose of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest. Fund II General Partner, in its capacity as the general partner of Fund II, has the ability to direct the management of Fund II's business, including the power to direct the decisions of Fund II regarding the vote and disposition of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest.
- Each of Messrs. Press, Miller and Goldin, by virtue of their role as managing partners of Alterna, may be deemed to have shared power regarding the vote and disposition of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

Earle Goldin

10/28/2022

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.