
United States Securities and Exchange Commission
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15[d] of the Securities Exchange Act of 1934

July 10, 2017
Date of Report

Q2POWER TECHNOLOGIES INC.
(Exact name of Registrant as specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-55148
(Commission
File Number)

20-1602779
(I.R.S. Employer
Identification No.)

420 Royal Palm Way, #100
Palm beach, FL 33480
(Address of Principal Executive Offices)

(561) 693-1423
(Registrant's Telephone Number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see general instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14-a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Appointment of Certain Officers

On July 10, 2017, Q2Power Technologies, Inc. (the “Company”) appointed Kevin M. Bolin as Chief Executive Officer of the Company. Mr. Bolin, age 54, has served as the Company’s Chairman of the Board of Directors since March 2016, a position that he will retain.

Mr. Bolin’s recent industry positions include: CEO of Orège North America (2015 - May 2017), the US subsidiary of a publicly-held French biosolids solutions company; and Executive Chairman of the Board and CEO of Alter NRG (Interim CEO 2011-2012, Chairman 2011-2015), a publicly-traded (TSX) company in plasma gasification of waste feedstock technology. Prior to that, Mr. Bolin was CEO, President and Director of EnerTech Environmental (1992-2010), a renewable energy and biosolids technology company. He is also an Industrial Advisor to EQT Infrastructure (2013-present), a global private equity firm with over 20 Billion Euros under management. Mr. Bolin is a certified public accountant who holds a BBA from the University of Notre Dame.

Mr. Bolin has an Employment Agreement that provides for a two-year term with renewal options, a base salary of \$350,000 per year and performance based bonuses, a 12-month severance for termination without cause or for “good reason”, non-compete / non-solicitation covenants, and other standard features. Mr. Bolin will receive \$12,500 per month in lieu of his base salary until the Company completes its next round of funding of at least \$5 million.

In connection with Mr. Bolin’s appointment to the position of CEO, Christopher Nelson, the Company’s previous CEO (a position he held since July 2014 when he founded the Company), assumed the role of President and General Counsel. Mr. Nelson, age 47, will be in charge of mergers, acquisitions and funding transactions for the Company. He also serves on the Company’s Board of Directors.

In addition to his role with Q2Power, Mr. Nelson serves as Managing Director of GreenBlock Capital LLC in Palm Beach, Florida, a boutique merchant bank specializing in technology investments and growth capital. Until July 31, 2014, Mr. Nelson served as President and General Counsel of Cyclone Power Technologies, positions he held since March 2011. Mr. Nelson has practiced law in Florida for over 20 years, and since 2001 has represented many start-up, early stage and established businesses seeking financing, acquisitions and general growth management counseling. Between 1997 and 2000, Mr. Nelson was an associate with Greenberg Traurig PA, and between 1995 and 1997 an associate with Akerman Senterfitt PA, both in Miami, Florida. At both firms he served in their corporate and securities practice, representing NYSE and NASDAQ companies. Mr. Nelson was involved in the legal end of the 1995 – 2000 roll-up of both Republic Industries and AutoNation. Mr. Nelson received a BA from Princeton University, and JD from University of Miami School of Law.

Mr. Nelson has an Employment Agreement that provides for a two-year term with renewal options, a base salary of \$220,000 per year and performance based bonuses, a 12-month severance for termination without cause or for “good reason”, non-compete / non-solicitation covenants, and other standard features. Mr. Nelson will receive \$10,000 per month in lieu of his base salary until the Company completes its next round of funding of at least \$5 million.

Neither Mr. Bolin nor Mr. Nelson have any family relationships with any other Company executive or Board member. Mr. Bolin is not party to any related transaction. The Company leases office space from Greenblock Capital, a firm Mr. Nelson works for but does not hold any equity or ownership position.

Item 9.01 Financial Statements and Exhibits.

(b) Exhibits.

- 10.1 Employment Agreement with Kevin Bolin, filed previously with the Company's Form 10-K for the year ended December 31, 2016
 - 10.2 Employment Agreement with Christopher Nelson, filed previously with the Company's Form 10-K for the year ended December 31, 2016
 - 99.1 Press Release dated July 11, 2017
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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Q2POWER TECHNOLOGIES INC.

Date: July 12, 2017

By: /s/ Christopher Nelson

Christopher Nelson

President and General Counsel

**Q2Power Appoints Kevin M. Bolin as CEO;
Experienced Executive to Lead Compost and Soil Business**

Palm Beach, FL; July 11, 2017 - Q2Power Technologies Inc., d/b/a Q2Earth or Q2 (OTCQB: QPWR) announced today that Kevin M. Bolin, Q2's current Chairman of the Board and an executive with over 25 years of experience in the waste and renewables sectors, has been appointed Chief Executive Officer of the Company. He will also retain the position of Chairman.

The appointment was a planned transition for Mr. Bolin who has been tasked with leading the Company's compost and sustainable soil manufacturing business going forward. Christopher Nelson, Q2's previous CEO, will assume the executive role of President and General Counsel focused on mergers, acquisitions and finance transactions.

"As someone who has worked closely with Kevin for the last 18 months, and as a shareholder of Q2, I cannot be more pleased to pass the CEO baton to such a talented executive," stated Mr. Nelson. "Kevin is a strong leader and consummate team manager who has the skills, experience and contacts to guide our Company through the next level of significant growth and beyond. He has done it before successfully, and I am fully confident he can do it again at the helm of Q2 by executing on the exciting opportunities we have in front of us."

Mr. Bolin's recent industry positions include: CEO of Orège North America (2015-2017), the US subsidiary of a publicly-held French biosolids solutions company; and Executive Chairman of the Board and CEO of Alter NRG (Interim CEO 2011-2012, Chairman 2011-2015), a publicly-traded (TSX) leader in plasma gasification of waste feedstock technology acquired from Westinghouse. At Alter NRG, he oversaw the corporate restructuring, operational turnaround, capital raising of over \$35 million, and eventual sale of the company in July 2015 at a 160% premium to market which represented a 7x return to investors during his tenure as Chairman. Prior to that, Mr. Bolin was CEO, President and Director of EnerTech Environmental (1992-2010), a renewable energy and biosolids technology company, which he grew to \$20 million in annual sales anchored by long-term contracts, and raised over \$225 million in funding.

"I would like to thank the Board members for their confidence in me, and especially Chris Nelson for his leadership, vision and commitment to the shareholders of Q2 over the last three years," stated Mr. Bolin. "Q2Earth is in an excellent position to become a leading force in the compost and sustainable soil manufacturing industry. We have the right strategy, are compiling a top management team, developing alliances with leading operational and financing groups in the sector, and building a pipeline of strong acquisitions. The mission ahead of us is one of efficient and effective plan execution, which I am confident in our ability to complete."

About Q2Power: Q2Power, through its Q2Earth division, seeks to become a leading manufacturer of compost and engineered soils from recycled waste for the agriculture, horticulture, construction and infrastructure sectors. Through a plan of acquisitions, strategic alliances, and organic growth focused on creating and marketing quality beneficial reuse end products, Q2 seeks to build the preeminent compost and soil company in North America. The Company recently completed the first phase of a bridge financing that will expedite this business plan and operational transition, and has wound-down its previous waste-to-energy R&D operations.

Legal Notice Regarding Forward-Looking Statements: This news release contains "Forward-looking Statements". These statements relate to future events or our future financial performance. These statements are only predictions and may differ materially from actual future results or events. We disclaim any intention or obligation to revise any forward-looking statements whether as a result of new information, future developments or otherwise. There are important risk factors that could cause actual results to differ from those contained in forward-looking statements, including, but not limited to our ability to fully commercialize our technology, risks associated with changes in general economic and business conditions, actions of our competitors, the extent to which we are able to develop new products and markets, the time and expense involved in such development activities, the ability to secure additional financing, the level of demand and market acceptance of our products, and changes in our business strategies.

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