

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

**FORM 10-Q**

**QUARTERLY PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period: September 30, 2017

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period ended:

**Q2Earth, 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)

Q2Power Technologies, Inc.

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

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.0001

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  
(1) Yes  No  (2) Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Documents incorporated by reference: None.

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**Q2EARTH, INC.**  
**(F/K/A Q2POWER TECHNOLOGIES, INC.)**  
**FORM 10-Q**  
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## FORWARD LOOKING STATEMENTS

This Quarterly Report contains certain forward looking statements, as defined in the Private Securities Litigation Reform Act of 1995, including or related to our future results, events and performance (including certain projections, business trends and assumptions on future financings), and our expected future operations and actions. In some cases, you can identify forward-looking statements by the use of words such as “may,” “should,” “plan,” “future,” “intend,” “could,” “estimate,” “predict,” “hope,” “potential,” “continue,” “believe,” “expect” or “anticipate” or the negative of these terms or other similar expressions. These forward-looking statements generally relate to our plans and objectives for future operations and are based upon management’s reasonable estimates of future results or trends. In evaluating these statements, you should specifically consider the risks that the anticipated outcome is subject to, including the factors discussed under “RISK FACTORS” in previous filings and elsewhere. These factors may cause our actual results to differ materially from any forward-looking statement. Actual results may differ from projected results due, but not limited to, unforeseen developments, including those relating to the following:

- We fail to raise capital;
- We fail to implement our business plan;
- We fail to complete acquisitions or fail to integrate acquired companies successfully;
- We fail to compete at producing cost effective products;
- Market demand does not materialize for compost and manufactured soils;
- The availability of additional capital at reasonable terms to support our business plan;
- Economic, competitive, demographic, business and other conditions in our markets;
- Changes or developments in laws, regulations or taxes;
- Actions taken or not taken by third-parties, including our suppliers and competitors;
- The failure to acquire or the loss of any license or patent;
- The failure to obtain or loss of a permit or operating license;
- Changes in our business strategy or development plans;
- The availability and adequacy of our cash flow to meet our requirements; and
- Other factors discussed under the section entitled “RISK FACTORS” in previous filings or elsewhere herein.

You should read this Quarterly Report completely and with the understanding that actual future results may be materially different from what we expect. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, future financings, performance, or achievements. Moreover, we do not assume any responsibility for accuracy and completeness of such statements in the future. We do not plan to update any of the forward-looking statements after the date of this Quarterly Report to conform such statements to actual results.

## JUMPSTART OUR BUSINESS STARTUPS ACT DISCLOSURE

We qualify as an “emerging growth company,” as defined in Section 2(a)(19) of the Securities Act by the Jumpstart Our Business Startups Act (the “JOBS Act”). An issuer qualifies as an “emerging growth company” if it has total annual gross revenues of less than \$1.0 billion during its most recently completed fiscal year, and will continue to be deemed an emerging growth company until the earliest of:

- the last day of the fiscal year of the issuer during which it had total annual gross revenues of \$1.0 billion or more;
- the last day of the fiscal year of the issuer following the fifth anniversary of the date of the first sale of common equity securities of the issuer pursuant to an effective registration statement;
- the date on which the issuer has, during the previous three-year period, issued more than \$1.0 billion in non-convertible debt; or
- the date on which the issuer is deemed to be a “large accelerated filer,” as defined in Section 240.12b-2 of the Exchange Act.

As an emerging growth company, we are exempt from various reporting requirements. Specifically, we are exempt from the following provisions:

- Section 404(b) of the Sarbanes-Oxley Act of 2002, which requires evaluations and reporting related to an issuer’s internal controls;
- Section 14A(a) of the Exchange Act, which requires an issuer to seek shareholder approval of the compensation of its executives not less frequently than once every three years; and
- Section 14A(b) of the Exchange Act, which requires an issuer to seek shareholder approval of its so-called “golden parachute” compensation, or compensation upon termination of an employee’s employment.

Under the JOBS Act, emerging growth companies may delay adopting new or revised accounting standards that have different effective dates for public and private companies until such time as those standards apply to private companies.

### **Smaller Reporting Company**

We are subject to the reporting requirements of Section 13 of the Exchange Act, and subject to the disclosure requirements of Regulation S-K of the SEC, as a “smaller reporting company.” That designation will relieve us of some of the informational requirements of Regulation S-K.

### **Sarbanes/Oxley Act**

Except for the limitations excluded by the JOBS Act discussed under the preceding heading “Emerging Growth Company,” we are also subject to the Sarbanes-Oxley Act of 2002. The Sarbanes/Oxley Act created a strong and independent accounting oversight board to oversee the conduct of auditors of public companies and strengthens auditor independence. It also requires steps to enhance the direct responsibility of senior members of management for financial reporting and for the quality of financial disclosures made by public companies; establishes clear statutory rules to limit, and to expose to public view, possible conflicts of interest affecting securities analysts; creates guidelines for audit committee members’ appointment, compensation and oversight of the work of public companies’ auditors; management assessment of our internal controls; prohibits certain insider trading during pension fund blackout periods; requires companies and auditors to evaluate internal controls and procedures; and establishes a federal crime of securities fraud, among other provisions. Compliance with the requirements of the Sarbanes/Oxley Act will substantially increase our legal and accounting costs.

### **Exchange Act Reporting Requirements**

Section 14(a) of the Exchange Act requires all companies with securities registered pursuant to Section 12(g) of the Exchange Act like we are to comply with the rules and regulations of the SEC regarding proxy solicitations, as outlined in Regulation 14A. Matters submitted to shareholders at a special or annual meeting thereof or pursuant to a written consent will require us to provide our shareholders with the information outlined in Schedules 14A (where proxies are solicited) or 14C (where consents in writing to the action have already been received or anticipated to be received) of Regulation 14, as applicable; and preliminary copies of this information must be submitted to the SEC at least 10 days prior to the date that definitive copies of this information are forwarded to our shareholders. We are also required to file annual reports on Form 10-K and quarterly reports on Form 10-Q with the SEC on a regular basis, and will be required to timely disclose certain material events (e.g., changes in corporate control; acquisitions or dispositions of a significant amount of assets other than in the ordinary course of business; and bankruptcy) in a Current Report on Form 8-K.

### **Reports to Security Holders**

You may read and copy any materials that we file with the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also find all of the reports that we have filed electronically with the SEC at their Internet site [www.sec.gov](http://www.sec.gov).

**PART I – FINANCIAL INFORMATION****ITEM 1: FINANCIAL STATEMENTS****Q2EARTH, INC. (F/K/A Q2POWER TECHNOLOGIES, INC.)  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2017 <u>(unaudited)</u>	December 31, 2016
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 671,540	\$ 3,330
Notes receivable	100,000	-
Prepaid expenses	-	8,753
<b>TOTAL CURRENT ASSETS</b>	<u>771,540</u>	<u>12,083</u>
<b>PROPERTY AND EQUIPMENT, NET</b>	<u>620</u>	<u>6,732</u>
<b>OTHER ASSETS</b>		
Licensing rights in Cyclone, net	-	69,271
Total other assets	-	69,271
<b>TOTAL ASSETS</b>	<u>\$ 772,160</u>	<u>\$ 88,086</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 67,201	\$ 798,444
Debentures	165,000	165,000
Derivative liabilities	-	213,042
Notes payable	150,000	183,000
Notes payable - related party	-	107,567
Capitalized lease obligations	-	1,586
Deferred revenue and license deposits	10,064	310,064
<b>TOTAL CURRENT LIABILITIES</b>	<u>392,265</u>	<u>1,778,703</u>
Convertible bridge notes, at fair value	<u>2,360,000</u>	<u>-</u>
<b>TOTAL LIABILITIES</b>	<u>2,752,265</u>	<u>1,778,703</u>
Redeemable convertible preferred stock - Series A; \$0.0001 par value, 1,500 designated Series A, 600 shares issued and outstanding (liquidation preference of \$666,871)	<u>644,639</u>	<u>513,729</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$0.0001 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.0001 par value, 100,000,000 shares authorized, 48,422,386 and 29,684,191 shares issued and outstanding at September 30, 2017 and December 31, 2016, respectively	4,842	2,968
Additional paid-in capital	6,063,747	4,659,575
Subscription receivable	(3,787)	(3,787)
Accumulated deficit	(8,689,549)	(6,863,102)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<u>(2,624,748)</u>	<u>(2,204,346)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u>\$ 772,160</u>	<u>\$ 88,086</u>

See notes to the condensed consolidated financial statements.

**Q2EARTH INC. (F/K/A Q2POWER TECHNOLOGIES, INC.)**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	For the three months ended September 30,		For the nine months ended September 30,	
	2017	2016	2017	2016
REVENUES	\$ 17,953	\$ -	\$ 55,933	\$ 40,000
COST OF REVENUES	20,187	-	48,269	7,172
Gross profit (loss)	<u>(2,234)</u>	<u>-</u>	<u>7,664</u>	<u>32,828</u>
<b>EXPENSES</b>				
Payroll	72,355	70,393	187,117	512,561
Professional fees	217,352	176,771	770,480	692,416
Research and development	-	43,154	-	355,884
General and administrative	39,881	75,991	129,301	166,492
Total Expenses	<u>329,588</u>	<u>366,309</u>	<u>1,086,898</u>	<u>1,727,353</u>
LOSS FROM OPERATIONS	<u>(331,822)</u>	<u>(366,309)</u>	<u>(1,079,234)</u>	<u>(1,694,525)</u>
<b>OTHER INCOME (EXPENSE)</b>				
Financing costs, including interest	(109,220)	(69,172)	(245,779)	(181,425)
Gain (loss) on extinguishment of liabilities	98,575	-	456,720	(31,696)
Change in fair value of convertible bridge notes	205,793	-	(419,484)	-
Change in fair value of derivative liabilities	-	47,872	-	724,415
ETS transaction costs	(150,000)	-	(150,000)	-
Total Other Income (Expense)	<u>45,148</u>	<u>(21,300)</u>	<u>(358,543)</u>	<u>511,294</u>
LOSS BEFORE INCOME TAXES	<u>(286,674)</u>	<u>(387,609)</u>	<u>(1,437,777)</u>	<u>(1,183,231)</u>
INCOME TAXES	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
NET LOSS	<u>(286,674)</u>	<u>(387,609)</u>	<u>(1,437,777)</u>	<u>(1,183,231)</u>
<b>PREFERRED STOCK</b>				
Series A convertible contractual dividends	<u>(9,074)</u>	<u>(9,074)</u>	<u>(26,926)</u>	<u>(26,844)</u>
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	<u>\$ (295,748)</u>	<u>\$ (396,683)</u>	<u>\$ (1,464,703)</u>	<u>\$ (1,210,075)</u>
<b>NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS:</b>				
BASIC AND DILUTED	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.03)</u>	<u>\$ (0.04)</u>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:</b>				
BASIC AND DILUTED	<u>48,422,386</u>	<u>29,105,669</u>	<u>43,793,353</u>	<u>28,028,380</u>

See notes to the condensed consolidated financial statements.

**Q2EARTH INC. (F/K/A Q2POWER TECHNOLOGIES, INC.)**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	For the nine months ended September 30,	
	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (1,437,777)	\$ (1,183,231)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation and amortization	23,060	59,839
Restricted shares issued for outside services	209,600	47,667
Restricted shares issued for employee services	-	117,000
Amortization of stock option and restricted stock unit grants	248,187	415,746
Amortization of prepaid expenses via common stock	-	189,487
Change in fair value of derivative liabilities	-	(724,415)
Change in fair value of convertible bridge notes	419,484	-
Amortization of debt issuance costs	2,500	40,251
Amortization of preferred stock discount	103,984	102,923
(Gain) loss on extinguishment of liabilities	(456,720)	31,696
Changes in operating assets and liabilities		
Increase in prepaid expenses and other current assets	8,753	18,914
Increase (decrease) in accounts payable and accrued expenses	(5,361)	325,674
Increase in deferred revenue and license deposits	-	50,000
Net cash used in operating activities	(884,290)	(508,449)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property and equipment	-	(4,013)
Note receivable from ETS	(100,000)	-
Net cash used in investing activities	(100,000)	(4,013)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Payment of capitalized leases	(600)	(8,140)
Proceeds from note payable net of issuance costs	-	173,709
Proceeds from notes payable - related party	18,100	88,700
Proceeds from sale of common stock	-	157,500
Proceeds from sale of redeemable preferred stock and common stock warrant	-	100,000
Proceeds from convertible bridge notes, net of issuance costs	1,635,000	-
Net cash provided by financing activities	1,652,500	511,769
<b>NET CHANGE IN CASH</b>	668,210	(693)
CASH - Beginning of period	3,330	1,012
CASH - End of period	\$ 671,540	\$ 319
<b>SUPPLEMENTAL CASH FLOW DISCLOSURES:</b>		
Payment of interest in cash	\$ 45,646	\$ -
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Forgiveness of deferred salary by officer	\$ 112,797	\$ -
Conversion of payables, accrued interest, notes payable and notes payable - related parties to debentures	\$ 191,908	\$ -
Settlement of accounts payable and accrued expenses to 1,738,195 shares of common stock	\$ 260,679	\$ -
Reclassification of derivative liabilities to equity upon adoption of ASU 2017-11	\$ 213,042	\$ -
Settlement of accounts payable with property, equipment and licensing rights in Cyclone	\$ 147,500	\$ -
Accrual of contractual dividends on Series A convertible preferred stock	\$ 26,926	\$ 26,844
Conversion of debentures to 1,289,285 shares of common stock	\$ -	\$ 270,750
Reclassification of derivative liabilities to additional paid in capital at conversion of debentures	\$ -	\$ 125,975
Issuance of 100,000 shares of common stock for note payable issuance costs	\$ -	\$ 26,000
Settlement of accounts payable to 187,919 shares of common stock	\$ -	\$ 49,859
Settlement of accounts payable with software, property and equipment and 50,000 shares of stock	\$ -	\$ 49,299
Settlement of related party obligation - Cyclone	\$ -	\$ 150,000

See notes to the condensed consolidated financial statements.

**Q2EARTH INC.(F/K/A Q2POWER TECHNOLOGIES, INC.)**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS**

Q2Earth, Inc. (hereinafter the “Company”), incorporated in Delaware on August 26, 2004, is currently engaged in the business of compost and soil manufacturing, and is pursuing a plan of strategic acquisitions in this sector. The Company previously owned and licensed technology that converts waste fuels and heat to power, technology it sold to a licensee in August 2017. Formerly, the Company’s name was Q2Power Technologies, Inc., and before that, Anpath Group, Inc. (“Anpath”).

Q2Power Corp. (the “Subsidiary” or “Q2P”) operated as a renewable power R&D company focused on the conversion of waste to energy and other valuable “reuse” products since July 2014. The operations of the Company have from the time of the Merger (described below) until recently been essentially those of the Subsidiary. In 2017, the Company shifted its focus from technology R&D to the acquisition and operation of facilities that manufacture compost and sustainable soils from waste resources.

In May 2016, the Company began exploring other synergistic business lines such as compost and soil manufacturing from waste water biosolids. The Company began to phase out its R&D activities in mid 2016, and in August 2017, sold its waste-to-power technology to a licensee. The Company’s current focus is entirely on the business of compost and engineered soils manufacturing and sales.

On August 28, 2017, the Company signed a definitive Membership Purchase Agreement (the “Purchase Agreement”) with Environmental Turnkey Solutions LLC (“ETS”) of Naples, Florida, and its three members to acquire 100% of the membership interests of ETS, and all subsidiaries wholly-owned by ETS. Consideration under the Purchase Agreement includes \$2.5 million cash subject to adjustment based on net accounts receivable at closing, \$3.5 million in sellers’ notes which are payable to the sellers within nine months of closing, and \$4.5 million in Company common stock valued at \$0.15 per share. ETS also has a \$1.5 million earnout payable in common stock if ETS achieves greater than \$2.5 million in annual run rate adjusted EBITDA over a six-month period within 12 months after closing. The Company will assume approximately \$2.5 million in commercial equipment loans and \$1.5 million in a real property loan. Closing is conditioned on several factors including the Company securing financing required to close the transaction. The Company has paid ETS \$150,000 to secure exclusivity under the Purchase Agreement, which is reflected as transaction costs in the condensed consolidated statements of operations for the three and nine months ended September 30, 2017, and loaned to ETS an additional \$100,000 in the third quarter of 2017 which the Company forgave in the fourth quarter to extend the exclusivity term until January 15, 2018.

**NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN**

The unaudited condensed consolidated financial statements include all accounts of the Company. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to interim financial information. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. Interim results are not necessarily indicative of results for a full year. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial position and the results of operations and cash flows for the interim periods have been included. The December 31, 2016 condensed consolidated balance sheet information contained herein was derived from the audited consolidated financial statements as of that date included in the Annual Report on Form 10-K filed on May 25, 2017.

The Company has incurred a net loss of \$1,437,777 for the nine months ended September 30, 2017 and used cash in operating activities of \$884,290. The accumulated deficit since inception is \$8,689,549, which is comprised of operating losses and other expenses. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. There is no guarantee whether the Company will be able to generate sufficient revenue and/or raise capital sufficient to support its operations. The ability of the Company to continue as a going concern is dependent on management’s plans which include implementation of its business model to acquire cash-flowing businesses, grow revenue and earnings of those companies, and continue to raise funds through debt or equity offerings.

On March 31, 2017, the Company completed the first \$1,050,000 tranche of a \$1,500,000 convertible bridge note offering (the “Bridge Offering”). As of September 30, 2017, the Company closed an additional \$600,000 of follow-on investments in the Bridge Offering. The proceeds from this offering are expected to provide working capital for the Company through at least the first quarter of 2018.

The condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

U.S. Generally Accepted Accounting Principles (“GAAP”) requires the Company to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, the reported amounts of revenues and expenses, cash flows and the related footnote disclosures during the period. On an on-going basis, the Company reviews and evaluates its estimates and assumptions, including, but not limited to, those that relate to the realizable value of identifiable intangible assets and other long-lived assets, derivative liabilities, convertible bridge notes, income taxes and contingencies. Actual results could differ from these estimates.

### **NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Principles of Consolidation**

The condensed consolidated financial statements include the accounts of the Company and its Subsidiary. All significant inter-company transactions and balances have been eliminated in consolidation. References herein to the Company include the Company and its Subsidiary, unless the context otherwise requires.

#### **Cash**

The Company considers all unrestricted cash, short-term deposits, and other investments with original maturities of no more than ninety days when acquired to be cash and cash equivalents for the purposes of the statement of cash flows. The Company maintains cash balances at two financial institutions, and has experienced no losses with respect to amounts on deposit.

#### **Revenue Recognition**

Revenue for services from the Company’s compost and soil business includes contracts where the Company is paid to do feasibility studies, site assessment studies and other similar services in connection with a third party soil or compost manufacturing business. Revenue from such services is recognized at the date of delivery of deliverables to customers when a formal arrangement exists, the price is fixed or determinable, the delivery or milestone deliverable is completed, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as deferred revenue.

Revenue from the Company’s prior waste-to-power operations was recognized at the date of shipment of engines and systems, engine prototypes, engine designs or other deliverables to customers when a formal arrangement exists, the price is fixed or determinable, the delivery or milestone deliverable is completed, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied was recorded as deferred revenue. The Company did not allow its customers to return prototype products.

#### **Research and Development**

Research and development activities for product development are expensed as incurred and are primarily comprised of salaries. Costs for the three months ended September 30, 2017 and 2016 were \$0 and \$43,154, respectively. Costs for the nine months ended September 30, 2017 and 2016 were \$0 and \$355,884, respectively.

## **Stock Based Compensation**

The Company applies the fair value method of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 718, “*Share Based Payment*”, in accounting for its stock based compensation. This standard states that compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period, which is usually the vesting period. The Company values stock based compensation at the market price for the Company’s common stock and other pertinent factors at the grant date.

The Company accounts for transactions in which services are received from non-employees in exchange for equity instruments based on the fair value of the equity instruments exchanged, in accordance with ASC 505-50, “*Equity Based payments to Non-employees*”. The Company measures the fair value of the equity instruments issued based on the market price of the Company’s stock at the time services or goods are provided.

## **Common Stock Options**

The Black-Scholes option pricing valuation method is used to determine fair value of these options consistent with ASC 718, “*Share Based Payment*”. Use of this method requires that the Company make assumptions regarding stock volatility, dividend yields, expected term of the awards and risk-free interest rates.

## **Derivatives**

Derivatives are recognized initially at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes are therein generally recognized in profit or loss.

## **Property and Equipment**

Property and equipment are recorded at cost. Depreciation is computed on the straight-line method, based on the estimated useful lives of the assets as follows:

	Years
Furniture and equipment	7
Computers	5

Expenditures for maintenance and repairs are charged to operations as incurred.

## **Impairment of Long Lived Assets**

The Company continually evaluates the carrying value of intangible assets and other long lived assets to determine whether there are any impairment losses. If indicators of impairment are present and future cash flows are not expected to be sufficient to recover the assets’ carrying amount, an impairment loss would be charged to expense in the period identified. To date, the Company has not recognized any impairment charges.

## **Income Taxes**

Income taxes are accounted for under the asset and liability method as stipulated by FASB ASC 740, “Income Taxes” (“ASC 740”). Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities or a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized by the use of a valuation allowance. A valuation allowance is applied when in management’s view it is more likely than not (50%) that such deferred tax will not be utilized.

In the event that an uncertain tax position exists in which the Company could incur income taxes, the Company would evaluate whether there is a probability that the uncertain tax position taken would be sustained upon examination by the taxing authorities. Reserves for uncertain tax positions would be recorded if the Company determined it is probable that a position would not be sustained upon examination or if payment would have to be made to a taxing authority and the amount is reasonably estimated. As of September 30, 2017, the Company does not believe it has any uncertain tax positions that would result in the Company having a liability to the taxing authorities. Interest and penalties related to any unrecognized tax benefits is recognized in the condensed consolidated financial statements as a component of income taxes.

## **Basic and Diluted (Loss) Per Share**

Net loss per share is computed by dividing the net loss less preferred dividends by the weighted average number of common shares outstanding during the period. Diluted net loss per share is calculated by dividing the net loss less preferred dividends by the weighted average number of common shares outstanding during the period plus any potentially dilutive shares related to the issuance of stock options, shares from the issuance of stock warrants, shares issued from the conversion of redeemable convertible preferred stock and shares issued for the conversion of convertible debt. There were no potentially dilutive shares as of September 30, 2017 and 2016.

At September 30, 2017, there were the following potentially dilutive securities that were excluded from diluted net loss per share because their effect would be anti-dilutive: 6,915,480 shares from common stock options, 3,568,845 shares from common stock warrants, 1,100,000 shares from the conversion of debentures (not inclusive of shares that may be converted from the Bridge Round, as the valuation and corresponding share price will not be determined until the closing of the next financing by the Company in an amount of at least \$5,000,000 or December 31, 2017, whichever is sooner), and 4,000,000 shares from the conversion of redeemable convertible preferred stock. At September 30, 2016, there were the following potentially dilutive securities that were excluded from diluted net loss per share because their effect would be anti-dilutive: 5,315,480 shares from common stock options, 1,568,845 shares from common stock warrants, 785,714 shares from the conversion of debentures, and 2,857,142 shares from the conversion of redeemable convertible preferred stock.

Effective January 1, 2016, the number of shares issued and outstanding was adjusted by 32,760 shares to align the Company's records with its independent transfer agent. The shares previously reported in the consolidated balance sheet at December 31, 2016 were 29,651,431 and are now reported at 29,684,191. The impact to the condensed consolidated financial statements of this adjustment was not material.

## **Recent Accounting Pronouncements**

In May 2014, the FASB issued Accounting Standards Update ("ASU"), No. 2014-09, "*Revenue from Contracts with Customers*", to replace the existing revenue recognition criteria for contracts with customers and to establish the disclosure requirements for revenue from contracts with customers. The ASU is effective for interim and annual periods beginning after December 15, 2017. Adoption of the ASU is either retrospective to each prior period presented or retrospective with a cumulative adjustment to retained earnings or accumulated deficit as of the adoption date. The Company has completed a preliminary assessment of the historical and future impact of the ASU on its consolidated financial statements, and at this time does not believe adoption of ASC 606 will have a material effect on either past or currently anticipated future operations. However, the Company has retained an expert to assist in assessing the impact of ASC 606 and prepare for implementation as of January 1, 2018, which will include the method of adoption and evaluation of additional disclosure that will be required in 2018.

In January 2016, the FASB issued ASU No. 2016-01, "*Recognition and Measurement of Financial Assets and Financial Liabilities*", requiring management to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. This ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently assessing the impact of the ASU on its financial position, results of operations and cash flows, and has retained an expert to assist in this regard, including implementation if management determines that such action is required.

In February 2016, the FASB issued ASU No. 2016-02, "*Leases (Topic 842) (the Update)*", requiring management to recognize any right-to-use-asset and lease liability on the statement of financial position for those leases previously classified as operating leases. The criteria used to determine such classification is essentially the same as under the previous guidance, but it is more subjective. The lessee would classify the lease as a finance lease if certain criteria at lease commencement are met. This ASU is effective for fiscal years beginning after December 15, 2018. The Company is currently assessing the impact of the ASU on its financial position, results of operations and cash flows.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments. This standard amends and adjusts how cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years and will require adoption on a retrospective basis unless impracticable. If impracticable the Company would be required to apply the amendments prospectively as of the earliest date possible. The Company is currently evaluating the impact that ASU 2016-15 will have on its financial position, results of operations and cash flows, and has retained an expert to assist in this regard, including implementation if management determines that such action is required.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718) Scope of Modification Accounting. The amendments in ASU 2017-09 provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The adoption of ASU 2017-09 will become effective for annual periods beginning after December 15, 2017; and the Company is currently evaluating the impact that it will have on its financial position, results of operations and cash flows and has retained an expert to assist in this regard, including implementation if management determines that such action is required .

In July 2017, the FASB issued ASU 2017-11, *Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815)*. The amendment changes the classification of certain equity-linked financial instruments (or embedded features) with down round features. The amendments also clarify existing disclosure requirements for equity-classified instruments. When determining whether certain financial instruments (or embedded features) should be classified as liabilities or equity instruments, under ASU 2017-11, a down round feature no longer precludes equity classification when assessing whether the instrument (or embedded feature) is indexed to an entity's own stock. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value solely as a result of the existence of a down round feature. The adoption of ASU 2017-11 is effective for annual periods beginning after December 15, 2018 . The Company has early adopted this standard for this interim period, applying the standard retrospectively by means of a cumulative-effect adjustment to the opening balance of accumulated deficit in the amount of \$388,667 as of January 1, 2017 (see Note 8).

### **Concentration of Risk**

The Company does not have any off-balance sheet concentrations of credit risk. The Company expects cash and accounts receivable to be the two assets most likely to subject the Company to concentrations of credit risk. The Company's policy is to maintain its cash with high credit quality financial institutions to limit its risk of loss exposure.

The Company historically purchased much of its machined parts through Precision CNC, a related party company that sublet office space to Q2P through June 27, 2016, and owns a non-controlling interest in the Company. See Note 6.

### **NOTE 4 –PROPERTY AND EQUIPMENT, NET**

Property and equipment, net consists of the following:

	<b>September 30, 2017</b>	<b>December 31, 2016</b>
Furniture and Computers	\$ 1,328	\$ 1,328
Shop Equipment	-	9,540
Total	1,328	10,868
Accumulated depreciation	(708)	(4,136)
Net property and equipment	<u>\$ 620</u>	<u>\$ 6,732</u>

Depreciation expense for the three months ended September 30, 2017 and 2016 was \$209 and \$493, respectively, and for the nine months ended September 30, 2017 and 2016 was \$1,196 and \$27,026, respectively.

The Company disposed of \$4,927 of net property and equipment as part of the transfer of its licensing rights with Cyclone during the nine months ended September 30, 2017 (see Note 5).

## **NOTE 5 – CYCLONE SEPARATION, LICENSE RIGHTS AND DEFERRED REVENUE**

In 2014, Q2P purchased for \$175,000 certain licensing rights to use Cyclone Power Technologies' ("Cyclone") patented technology on a worldwide, exclusive basis for 20 years with two 10-year renewal terms for Q2P's waste heat and waste-to-power business. This agreement contained a royalty provision equal to 5% of gross sales payable to Cyclone on sales of engines derived from technology licensed from Cyclone. Also, as part of a separation agreement with Cyclone, Q2P assumed a license agreement between Cyclone and Phoenix Power Group ("Phoenix"), which included deferred revenue of \$250,000 from payments previously made to Cyclone for undelivered products. The net balances as of September 30, 2017 and December 31, 2016 for the Cyclone licensing rights were \$0 and \$69,271, respectively; and the net balances as of September 30, 2017 and December 31, 2016 for the Phoenix deferred revenue were \$0 and \$250,000, respectively, which are included as a component of deferred revenue on the condensed consolidated balance sheets. The licensing rights were amortized over its estimated useful life of 4 years. Amortization expense for the three months ended September 30, 2017 and 2016 was \$0 and \$10,938, respectively, and for the nine months ended September 30, 2017 and 2016 was \$21,875 and \$32,813 respectively.

On January 9, 2017, the Company transferred and assigned to Phoenix its Technology Sales Agreement with MagneGas Corporation (the "MagneGas Agreement") to deliver a waste-to-power system to this customer. Under the MagneGas Agreement, the Company had been paid \$90,000 as of the date of transfer, and \$68,000 was still due from the customer based on milestones set forth in the MagneGas Agreement. Phoenix assumed the MagneGas Agreement with all rights to receive the future payments thereunder, and responsibility to perform the services and provide the products to the customer. The Company has no further responsibility under the MagneGas Agreement. In consideration for this transfer, Phoenix agreed that the Company had completed and satisfied all financial obligations associated with all past agreements between Phoenix and the Company, specifically: (1) \$150,000 previously paid by Phoenix for durability testing of the Q2P engine, and (2) delivery by the Company of the first ten (10) Q2P engines at the rate of \$10,000 per delivered Engine for \$100,000 in total. This deferred revenue in the total amount of \$250,000 was recorded as gain from the extinguishment of liabilities in the condensed consolidated statement of operations for the nine months ended September 30, 2017.

On August 14, 2017, the Company closed a Technology Transfer and Assignment Agreement (the "Transfer Agreement") with Phoenix to transfer to Phoenix all of the Company's technology and materials associated with Q2P's external combustion engine, controls and auxiliary systems (the "Q2P Technology"), developed both in conjunction with its license agreement with Cyclone and such other Q2P Technology developed independently from the license agreement. Pursuant to a consent from Cyclone, the Company also transferred and assigned the license agreement to Phoenix. In consideration for the transfer and assignment, which included net property and equipment of \$4,927, unamortized license fees to Cyclone of \$47,396 and a payment to Cyclone of \$15,000 to consent to the license transfer, Phoenix satisfied and provided releases for \$162,500 in past liabilities of Q2P associated with the development of the Q2P Technology, made certain other payments to the Company's prior engine manufacturer, and provided full releases from liability from both Phoenix and Cyclone. The Company recorded a net gain from the extinguishment of liabilities of \$95,178 in the condensed consolidated statement of operations for the three and nine months ended September 30, 2017.

In connection with the separation agreement with Cyclone, the Company also assumed a contract with Clean Carbon of Australia and a corresponding \$10,064 prepayment for services or other value to be provided in the future. This deposit has been presented as deferred revenue on the September 30, 2017 and December 31, 2016 condensed consolidated balance sheets.

## **NOTE 6 – RELATED PARTY TRANSACTIONS**

Through June 2016, the Company sublet approximately 2,500 square feet of assembly, warehouse and office space within the Precision CNC facility located at 1858 Cedar Hill Road in Lancaster, Ohio. The sublease provided for the Company to pay rent monthly in the amount of \$2,500, which covered space and some utilities. Occupancy costs for the three months ended September 30, 2017 and 2016 were \$0 and \$0, respectively, and for the nine months ended September 30, 2017 and 2016 were \$0 and \$15,000, respectively. The sublease was terminated as of June 27, 2016.

The Company also purchased much of its machined parts through Precision CNC up until June 2016. Precision CNC owns a non-controlling interest in the Company. For the three months ended September 30, 2017 and 2016, the amounts invoiced from Precision CNC totaled \$0 and \$0, respectively, and for the nine months ended September 30, 2017 and 2016, the amounts invoiced totaled \$0 and \$17,119, respectively, and consisted of rent and research and development expenses for machined parts.

On June 27, 2016, the Company and Precision CNC entered into an agreement to eliminate \$49,299 in payables owed to Precision CNC in return for the transfer of certain net assets of the Company with a remaining book value of \$70,495, which included office furniture, software and computer systems, and 50,000 shares of restricted common stock valued at \$10,500. The Company recorded a loss on this transaction in the amount of \$31,696. There were no accounts payable and accrued expenses at September 30, 2017 and December 31, 2016 to Precision CNC.

The Company also maintains an executive office in Florida, which is leased by GreenBlock Capital LLC, an investment firm that the Company's President serves as a Managing Director, but holds no equity or voting rights. The Company has no formal agreement for this space and pays no rent.

In March 2017, all outstanding Director accounts payable, accrued expenses and notes payable – related parties with an aggregate amount of \$156,368 were converted into the Company's Bridge Offering (see Note 7).

In April 2017, the Company's President forgave \$112,797 of deferred salary. This amount was reclassified from accrued expenses to additional paid in capital during the nine months ended September 30, 2017.

#### **NOTE 7 – NOTES PAYABLE AND DEBENTURES**

In March 2017, the Company entered into a Modification and Extension Agreement with two holders of its Original Issue Discount Senior Secured Convertible Debentures (the "Debentures") to extend the maturity date to July 31, 2017, reset the conversion price from \$0.21 to \$0.15, and waive any defaults under the Debentures from the expiration of the maturity date or otherwise. The exercise price of the Warrants that were issued with the Debentures' exercise price, which had been reset to \$0.50 per verbal agreement of the parties in the third quarter of 2016, was formally documented under this March 2017 modification agreement. The Debentures do not bear interest, but contained an Original Issue Discount of \$20,750. All assets of the Company are secured under the Debentures, including our Subsidiary and its assets. The Debentures and warrants contain certain anti-dilutive protection provisions in the instance that the Company issues stock at a price below the stated conversion price of the Debentures, as well as other standard protections for the holder. As of September 30, 2017 and December 31, 2016, the aggregate outstanding principal amount of the two Debentures was \$165,000. As of the date of this Quarterly Report, the Debentures were in default based on the July 31, 2017 maturity date. The Company has been in discussions with the holders to extend the maturity date or amend the terms of the Debentures.

On March 15, 2016, the Company entered into a 120-day term loan agreement with one accredited investor in the principal amount of \$150,000. The loan bears 20% interest with interest payments due monthly. The Company incurred loan issuance costs of 100,000 shares of common stock valued at \$26,000, \$3,000 cash and provided a second security interest in the assets of the Company to the holders. The issuance costs were fully expensed in 2016. As of September 30, 2017, the loan balance was \$150,000, and accrued interest related to the loan was \$2,500. This loan matured on July 15, 2016, and a 10% late penalty was assessed on July 15, 2016.

On March 22, 2017, the Company and the term loan holder entered into an Addendum to the loan agreement which extended the maturity date to December 31, 2017, allowed for conversion of the principal amount and accrued interest at the discretion of the holder to common stock at a price of \$0.15 per share, and waived all defaults in return for payment of \$30,000 which included a \$15,000 late penalty and \$15,000 of accrued but unpaid interest. This payment was made in April 2017 and the loan is now current. The Company determined that the new conversion feature has no intrinsic value and that the amended terms did not result in a significantly different instrument, and, accordingly, accounted for the addendum as a modification of debt.

On March 31, 2017, the Company closed the initial \$1,050,000 tranche in a Convertible Promissory Note (the Bridge Offering). In addition, as part of that initial closing, three of the Company's directors and one shareholder converted \$168,152 of prior notes and cash advances, including interest thereon, into the Bridge Offering. As of September 30, 2017, an additional \$600,000 was raised under the Bridge Offering and \$23,756 of additional prior notes were converted into this round.

The Convertible Promissory Notes (the “Notes”) from the Bridge Offering convert at a 50% discount to the post-funding valuation of the Company at the closing of its next offering in the minimum amount of \$5,000,000 (the “Equity Offering”). The conversion valuation has a ceiling of \$12,000,000, and a “floor” company value of \$6,000,000 in the event there is no Equity Offering before the Notes are able to be converted.

Pursuant to ASC 825-10-25-1, Fair Value Option, the Company made an irrevocable election at the time of issuance to report the Notes at fair value, with changes in fair value recorded through the Company’s condensed consolidated statements of operations as other income (expense) in each reporting period. The fair value recorded as of September 30, 2017 was \$2,360,000 (see Note 8) and the principal amount due was \$1,841,908. The change in fair value resulted in income and a (charge) to earnings in the three and nine months ended September 30, 2017 of \$205,793 and (\$419,484), respectively.

The Notes convert into common stock, or preferred stock if received by investors in the Equity Offering, commencing on the earliest of the Equity Offering closing or December 31, 2017, at the discretion of each holder. Maturity is 36 months from issuance with 15% annual interest which will be capitalized each year into the principal of the Notes and paid in kind. There are no warrants issued in connection with the Offering.

**NOTE 8 – FAIR VALUE MEASUREMENT AND DERIVATIVES**

The Company measures fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

All derivatives recognized by the Company are reported as derivative liabilities on the condensed consolidated balance sheets and are adjusted to their fair value at each reporting date. Unrealized gains and losses on derivative instruments are included in change in value of derivative liabilities on the condensed consolidated statement of operations.

The following tables set forth the Company’s condensed consolidated financial assets and liabilities measured at fair value by level within the fair value hierarchy at September 30, 2017 and December 31, 2016. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	<b>Fair value at September 30, 2017</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Convertible bridge notes	\$ 2,360,000	\$ -	\$ -	\$ 2,360,000
Total	\$ 2,360,000	\$ -	\$ -	\$ 2,360,000

	<b>Fair value at</b>			
	<b>December 31, 2016</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Preferred stock embedded conversion feature	\$ 123,266	\$ -	\$ -	\$ 123,266
Anti-dilution provision in common stock warrants included with preferred stock	52,904	-	-	52,904
Debenture embedded conversion feature	25,884	-	-	25,884
Anti-dilution provision in common stock warrants included with debentures	10,988	-	-	10,988
<b>Total</b>	<b>\$ 213,042</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 213,042</b>

There were no transfers between levels during the nine months ended September 30, 2017. However, in accordance with ASU 2017-11 *Earnings Per Share (Topic 260)*; *Distinguishing Liabilities from Equity (Topic 480)*; *Derivatives and Hedging (Topic 815)*, the financial instruments previously classified and fair valued as derivative liabilities due to down round features, have been retrospectively adjusted by means of a cumulative-effect to the condensed consolidated balance sheet as January 1, 2017. The cumulative change effect of \$388,667 is recognized as an adjustment of the opening balance of accumulated deficit for the year.

On March 31, 2017, the Company issued \$1,218,152 of Convertible Promissory Notes (the “Notes”), closed an additional \$423,756 of Notes by May 31, 2017, and closed another \$200,000 in follow-on Notes as of August 28, 2017. The Notes convert at a 50% discount to the post-funding valuation of the Company at the closing of its next offering in the minimum amount of \$5,000,000 (the “Equity Offering”). The conversion valuation has a ceiling of \$12,000,000, and a “floor” company value of \$6,000,000 in the event there is no Equity Offering before the Notes are able to be converted. The fair value of the Bridge Notes was determined using various Monte Carlo simulations.

The following table presents a reconciliation of the beginning and ending balances of items measured at fair value on a recurring basis that use significant unobservable inputs (Level 3) and the related realized and unrealized gains (losses) recorded in the condensed consolidated statement of operations during the period. The table also shows the cumulative change effect of the derivative liabilities that were recorded as an adjustment of the opening balance of accumulated deficit for the year:

	<b>Preferred stock embedded conversion feature</b>	<b>Anti-dilution provision in common stock warrants included with preferred stock</b>	<b>Debenture embedded conversion feature</b>	<b>Anti-dilution provision in common stock warrants included with debentures</b>	<b>Convertible Bridge Notes</b>	<b>Total</b>
Fair value, December 31, 2016	\$ 123,266	\$ 52,904	\$ 25,884	\$ 10,988	\$ -	\$ 213,042
Reclassification of derivatives to equity upon adoption of ASU 2017-11	(123,266)	(52,904)	(25,884)	(10,988)	-	(213,042)
Issuances of debt	-	-	-	-	1,841,908	1,841,908
Accrued interest	-	-	-	-	111,108	111,108
Unamortized debt issuance costs	-	-	-	-	(12,500)	(12,500)
Net unrealized loss on convertible bridge notes	-	-	-	-	419,484	419,484
<b>Fair value, September 30, 2017</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,360,000</b>	<b>\$ 2,360,000</b>

The Company's convertible bridge notes are valued by using Monte Carlo Simulation methods and discounted future cash flow models. Where possible, the Company verifies the values produced by its pricing models to market prices. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measures of volatility and correlations of such inputs. These convertible bridge notes do not trade in liquid markets, and as such, model inputs cannot generally be verified and do involve significant management judgment. Such instruments are typically classified within Level 3 of the fair value hierarchy. The following assumptions were used to value the Company's convertible bridge notes at September 30, 2017: dividend yield of -0%, volatility of 90 – 95%, risk free rate of 1.55% and an expected term of 2.5 years.

## **NOTE 9 – COMMON STOCK, PREFERRED STOCK AND WARRANTS**

### **Common Stock**

During the nine months ended September 30, 2017, the Company issued 18,738,195 shares of common stock valued at \$470,279. Details of these issuances are provided below.

On February 27, 2017, the Company issued an aggregate of 15,000,000 shares of restricted common stock subject to forfeiture to its CEO and President. The expense of these shares is not recorded until the terms of forfeiture have been satisfied by the respective employees. Those terms of the stock issuances and forfeitures are materially as follows:

To fully earn 10,000,000 shares, the Company's CEO must continue to serve with the Company for a period of at least 12 months, during which 12 month or extended period: (1) the Company must complete at least \$3 million in funding and (2) complete its first strategic acquisition. To fully earn 5,000,000 shares, the Company's President must continue to serve the Company as a senior executive on a full-time basis for a period of at least 18 months from December 2016, during which 18 month or extended period: (1) the Company must complete at least \$3 million in funding and (2) complete its first strategic acquisition. If these conditions are not met, the executives may forfeit all of their shares at the discretion of the Board.

In April 2017, the Company issued 1,738,195 shares of common stock valued at \$260,679 as consideration for the payment of accounts payable and accrued expenses to former employees and vendors.

On May 1, 2017, the Company issued 2,000,000 shares of common stock valued at \$209,600 to a consultant for investor relations services.

### **Redeemable Convertible Preferred Stock**

The Company has 600 shares of Preferred Stock issued and outstanding, which currently are convertible at \$0.15 per share of the Company's common stock (the "Conversion Price"), as per the terms of the March 2017 Modification and Extension Agreement. The Preferred Stock bears a 6% dividend per annum, calculable and payable per quarter in cash or additional shares of common stock as determined in the Certificate of Designation. The Preferred Stock has no voting rights until converted to common stock, and has a liquidation preference equal to the Purchase Price. On the second anniversary of the Original Issue Dates (the "Two Year Redemption Date"), which occur in December 2017 and January 2018, the Company is obligated to redeem all of the then outstanding Preferred Stock, for an amount in cash equal to the Two Year Redemption Amount (such redemption, the "Two Year Redemption"). Each share of Preferred Stock received warrants (the "Warrants") equal to one-half of the Purchase Price to purchase common stock in the Company exercisable for five (5) years following closing at a price of \$0.50 per share.

The Preferred Stock has price protection provisions in the case that the Company issues any shares of stock not pursuant to an "Exempt Issuance" at a price below the Conversion Price. Exempt Issuances include: (i) shares of Common Stock or common stock equivalents issued pursuant to the Merger or any funding contemplated by the Merger; (ii) any common stock or convertible securities outstanding as of the date of closing; (iii) common stock or common stock equivalents issued in connection with strategic acquisitions; (iv) shares of common stock or equivalents issued to employees, directors or consultants pursuant to a plan, subject to limitations in amount and price; and (v) other similar transactions. The Certificate of Designation contains restrictive covenants not to incur certain debt, repurchase shares of common stock, pay dividends or enter into certain transactions with affiliates without consent of holders of 67% of the Preferred Stock. The unconverted shares of Preferred Stock must be redeemed in two years from issuance.

Management has determined that the Preferred Stock is more akin to a debt security than equity primarily because it contains a mandatory 2-year redemption at the option of the holder, which only occurs if the Preferred Stock is not converted to common stock. Therefore, management has presented the Preferred Stock outside of permanent equity as mezzanine equity, which does not factor in to the totals of either liabilities or equity. In 2016, the proceeds were allocated between the three features of the stock offering: the embedded conversion feature in the Preferred Stock, the warrants, and the Preferred Stock itself. The fair values of the embedded conversion feature and warrants were recorded as a discount against the stated value of the Preferred Stock on the date of issuance. This discount was amortized to interest expense over the term of the redemption period (2 years), which would result in the accretion of the Preferred Stock to its full redemption value. Unamortized discount as of September 30, 2017 and December 31, 2016 was \$22,232 and \$126,217, respectively. Interest expense related to the preferred stock discount for the nine months ended September 30, 2017 and 2016 was \$103,985 and \$102,923, respectively.

In accordance with ASU 2017-11, the embedded conversion feature of the Preferred Stock previously classified and fair valued as a derivative liability has been retrospectively adjusted by means of a cumulative-effect to the consolidated balance sheet as January 1, 2017. The cumulative change effect of \$42,925 is recognized as an adjustment of the opening balance of accumulated deficit for the year. The agreement setting forth the terms of the common stock warrants issued to the holders of the Preferred Stock also includes an anti-dilution provision that requires a reduction in the warrant's exercise price, currently \$0.50, should the conversion ratio of the Preferred Stock be adjusted due to anti-dilution provisions. In accordance with ASU 2017-11, these warrants previously classified and fair valued as a derivative liability have been retrospectively adjusted by means of a cumulative-effect to the consolidated balance sheet as January 1, 2017. The cumulative change effect of \$69,957 is recognized as an adjustment of the opening balance of accumulated deficit for the year.

The Preferred Stock also carries a 6% per annum dividend calculated on the stated value of the stock and is cumulative and payable quarterly beginning July 1, 2016. These dividends are accrued at each reporting period. They add to the redemption value of the stock; however, as the Company shows an accumulated deficit, the charge has been recognized in additional paid-in capital.

### **Warrants**

The following is a summary of all outstanding common stock warrants as of September 30, 2017:

	Number of Warrants	Exercise price per share	Average remaining term in years
Warrants issued in connection with issuance of Debentures	415,000	\$ 0.50	1.75
Warrants issued in connection with issuance of Preferred Stock	1,153,845	\$ 0.50	3.10
Warrants issued in connection with a services contract	1,000,000	\$ 0.20	2.58
Warrants issued in connection with a services contract	1,000,000	\$ 0.35	2.58

### **NOTE 10 – STOCK OPTIONS AND RESTRICTED STOCK UNITS**

On July 31, 2014, the Board of Directors of Q2P approved the Founders Stock Option Plan (“Founders Plan”) and the 2014 Employee Stock Option Plan (the “2014 Plan”), collectively the “Option Plans”. The Option Plans were developed to provide a means whereby directors and selected employees, officers, consultants, and advisors of the Company may be granted incentive or non-qualified stock options to purchase restricted common stock of the Company. On February 25, 2016, to accommodate the appointment of new Board members and additional incentive stock options and stock grants to key employees of the Company, the Board approved the 2016 Omnibus Equity Incentive Plan (“2016 Plan”), which allowed for an additional 4 million shares of common stock, stock options, stock rights (restricted stock units), or stock appreciation rights to be granted by the Board in its discretion.

In May 2017, the Company issued 400,000 common stock options under the 2016 Plan to one new Board member and 400,000 common stock options under the 2016 Plan to one new Board of Advisor Member. The options vest one-half immediately and the balance in 6 months, with a 10-year term and exercisable at \$0.21 per share. The options were valued at \$96,800 (pursuant to the Black Scholes valuation model, and as shown in the table detailing the calculation of fair value below), based on an exercise price of \$0.21 per share and with a maturity life of 5.25 years.

For the nine months ended September 30, 2017, the charge to the condensed consolidated statement of operations for the amortization of stock option grants awarded under the Option Plans and 2016 Plan was \$248,187.

A summary of the common stock options issued under the Option Plans and the 2016 Plan for the period from December 31, 2016 through September 30, 2017 follows:

	Number Outstanding	Weighted Avg. Exercise Price	Weighted Avg. Remaining Contractual Life (Years)
Balance, December 31, 2016	6,115,480	\$ 0.21	6.1
Options issued	800,000	\$ 0.21	9.4
Options exercised	—	—	—
Options cancelled	—	—	—
Balance, September 30, 2017	6,915,480	\$ 0.21	5.9

The vested and exercisable options at period end follows:

	Exercisable/ Vested Options Outstanding	Weighted Avg. Exercise Price	Weighted Avg. Remaining Contractual Life (Years)
Balance, September 30, 2017	5,985,480	\$ 0.21	5.7

The fair value of new stock options granted using the Black-Scholes option pricing model was calculated using the following assumptions:

	Nine Months Ended September 30, 2017
Risk free interest rate	1.09%
Expected volatility	101.2%
Expected dividend yield	0%
Expected term in years	5.25
Average value per options	\$ 0.12

Expected volatility is based on historical volatility of the Company's own common stock. Short Term U.S. Treasury rates were utilized as the risk free interest rate. The expected term of the options was calculated using the alternative simplified method codified as ASC 718 "Accounting for Stock Based Compensation," which defined the expected life as the average of the contractual term of the options and the weighted average vesting period for all issuances.

#### NOTE 11 – COMMITMENTS AND CONTINGENCIES

On April 1, 2017, the Company entered into two new Employment Agreements, the first with its Chairman and, as of July 2017, CEO; and the second with its previous CEO and, as of July 2017, President and General Counsel. The Chairman receives a \$12,500 per month fee starting April 1 and continuing until the Company raises its next round of funding in the minimum amount of \$5,000,000, at which time, his base salary will be increased to \$350,000 per year. The President and General Counsel receives a \$10,000 per month fee starting on April 1, and at such time that the Company raises its next round of funding in the minimum amount of \$5,000,000, he will receive a base salary of \$220,000 per year. Both agreements have provisions for a 12-month severance in the instance either executive is terminated without cause or after a change in control.

#### NOTE 12 - SUBSEQUENT EVENTS

On October 30, 2017, the Company extended the termination date of its Membership Interest Purchase Agreement (the "Purchase Agreement") with Environmental Turnkey Solutions LLC ("ETS") until January 2018 by cancelling \$100,000 in notes receivable from ETS (See Note 1)

## **ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATIONS**

### **Overview**

The following discussion contains forward-looking statements that reflect the Company's plans, estimates and beliefs, and actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Quarterly Report.

The Company's operating subsidiary, Q2P, was originally formed in April 2010 in the state of Florida as a limited liability company called "Cyclone-WHE LLC." The purpose of the Company at such time was essentially the same as it was through most of 2016: to complete research and development on its waste-to-power technology with the goal of pursuing business opportunities in the renewable power sector. The Company re-domiciled to Delaware as a corporation in April 2014, formally split from its former parent in July 2014, and changed its name to "Q2Power Corp." in February 2015. It is licensed to do business in Florida, where it maintains an office.

On November 12, 2015, Q2P consummated its Agreement and Plan of Merger (the "Merger Agreement") with the Company (then called Anpath Group, Inc.) and the Company's newly formed and wholly-owned subsidiary, AnPath Acquisition Sub, Inc., a Delaware corporation ("Merger Subsidiary"), resulting in the Merger Subsidiary merging with and into Q2P. As a result, Q2P was the surviving company and a wholly-owned subsidiary of AnPath (the "Merger"). As a result of the Merger, all outstanding shares of Q2P were exchanged for 24,034,475 shares of the Company's common stock, representing approximately 93% of the total issued and outstanding common stock of the Company, excluding stock options, warrants and convertible notes outstanding at such time. In addition, the Company assumed both the Q2P 2014 Founders Stock Option Plan and the 2014 Employees Stock Option Plan (the "Option Plans"), and 1,095,480 options outstanding thereunder. As of the date of the Merger, the officers and directors of Q2P took over the management and Board of Directors of the Company.

In connection with the Merger, the Company sold the former operating entity of Anpath, ESI, to three former officers and shareholders of Anpath in exchange for the return of 470,560 shares of common stock of the Company and ESI retaining all of the old liabilities of ESI including a litigation judgment. In December 2015, the Company officially changed its name to Q2Power Technologies, Inc. to reflect the new business direction of the Company – that of Q2P – after the Merger. In February 2016, the Company changed its fiscal year end from March 31 to December 31 to reflect the year-end of its operating Subsidiary, and up-listed its common stock to the OTCQB. The financial statements and footnotes to the financial statements reflect this change of fiscal year end. On August 18, 2017, the Company changed its name to Q2Earth, Inc.

Since May 2016, the Company began to pursue opportunities in business of manufacturing of compost and soils from biosolids and other waste streams. In the second quarter of 2017, the Company received and fulfilled its first paid services contract to provide a feasibility study for the manufacturing of soils from a large-scale development project; signed two letters of intent providing for an exclusivity period to acquire two separate compost manufacturing companies in the southeastern United States, and executed a definitive purchase agreement with one of those companies (described below).

**Purchase Agreement.** On August 28, 2017, the Company signed a definitive Membership Purchase Agreement (the "Purchase Agreement") with Environmental Turnkey Solutions LLC ("ETS") of Naples, Florida, and its three members to acquire 100% of the membership interests of ETS, and all subsidiaries wholly-owned by ETS.

ETS is a compost and soil manufacturing company founded in 2011 that operates in an area from the Florida Keys to Sarasota, Florida. ETS is currently generating approximately \$8 million revenue and \$1.8 million EBITDA on an annualized basis, not including forecasted growth from recently signed contracts and a facility acquisition that could substantially increase their operating revenue and earnings over the following 12 months. The company's assets include land and improvements, equipment, proprietary know-how and tradenames, long-term contracts and extensive customer lists. ETS' principals have collectively over 90 years experience in waste management, organics recycling, compost manufacturing, and logistics. ETS' CEO, Anthony Cialone, will become Executive Vice President of the Company upon closing, under a two-year agreement with renewal options.

Consideration under the Purchase Agreement includes \$2.5 million cash subject to adjustment based on net accounts receivable at closing, \$3.5 million in sellers' notes which are payable to the sellers within nine months of closing, and \$4.5 million in Q2Earth common stock valued at \$0.15 per share, which is at or above current market prices. ETS also has a \$1.5 million earnout payable in common stock if ETS achieves greater than \$2.5 million in annual run rate adjusted EBITDA over a six-month period within 12 months after closing. Approximately \$725,000 of the purchase price will be held in escrow to assure performance under certain representations and warranties in the Purchase Agreement, in addition to other indemnification obligations of the sellers. The Company will assume approximately \$2.5 million in commercial equipment loans and \$1.5 million in a real property loan.

Closing is conditioned on delivery of the purchase price to the sellers, signing of two-year Employment Agreements and 18-month stock Lock-Up Agreements with ETS' principal manager, completion of ETS' two-year audited financial statements and September 30 financial GAAP review, consents from ETS' lenders and landlord to the change in control, and the Company securing financing required to close the transaction.

The Purchase Agreement contains standard representations and warranties from both parties, as well as pre-closing covenants including three-year non-compete agreements with all the principals. Indemnification is subject to a \$100,000 basket and a \$2.4 million cap, except for certain specified indemnities. There were no brokers involved with the transaction. The parties anticipate closing the Purchase Agreement in the fourth quarter of 2017.

***Sale of Engine Technology.*** On August 14, 2017, the Company closed a Technology Transfer and Assignment Agreement (the "Transfer Agreement") with Phoenix Power Group LLC ("Phoenix") to transfer to Phoenix all of the Company's technology and materials associated with Q2P's external combustion engine, controls and auxiliary systems (the "Q2P Technology"), developed both in conjunction with its license agreement with Cyclone Power Technologies, Inc. ("Cyclone") and such other Q2P Technology developed independently from the license agreement. Pursuant to a consent from Cyclone, the Company also transferred and assigned the license agreement to Phoenix. In consideration for the transfer and assignment, which included net property and equipment of \$4,927, unamortized license fees to Cyclone of \$47,396 and a payment to Cyclone of \$15,000 to consent to the transfer, Phoenix satisfied and provided releases for \$162,500 in past liabilities of Q2P associated with the development of the Q2P Technology, made certain other payments to the Company's prior engine manufacturer, and provided full releases from liability from both Phoenix and Cyclone. The Company recorded a net gain from the extinguishment of liabilities of \$95,178 in the condensed consolidated statement of operations for the three and nine months ended September 30, 2017.

Moving forward, the Company intends focus entirely on the business of compost and engineered soils manufacturing and sales.

***Bridge Offering.*** In May 2017, the Company completed its Convertible Promissory Note "Bridge" offering (the "Bridge Offering") with \$1,450,000 of new cash raised and an additional \$191,908 in old debt converted into the round. The Company raised an additional \$200,000 in a follow-on Bridge Offering on the same terms in September 2017. Discussion of the Bridge Offering is provided in "Financial Condition, Liquidity and Capital Resources". Funds from the Bridge Offering are sufficient to provide for operations for the Company through the first quarter of 2018, including advancing its strategy to acquire cash-flowing composting businesses.

#### **A. Plan of Operation**

In the second half of 2016, the Company announced that it had taken several important steps to expand its business model into the commercial composting and sustainable soils sector. This included starting an alliance with a leading company in this space based in Georgia, and adding a key advisor with over 40 years of experience in this industry to our team. Two of the Company's independent Directors also have significant experience and contacts in waste water, biosolids, waste management and other areas that are synergistic and overlapping with composting.

In 2016, the Company, EARTH Products LLC and Exceptional Products Inc. (the "ERTH Companies"), entered into a letter of intent (the "LOI") contemplating the acquisition of the EARTH Companies by the Company. The EARTH Companies, based in Georgia, manufacture agricultural compost and engineered soils for the construction industry from waste water biosolids. The Company also added Wayne King Sr., the founder of the EARTH Companies, to the Company's Board of Advisors. The exclusivity period of this LOI has been extended from September 30, 2017 until September 30, 2018 by agreement of the parties.

In August 2017, the Company and ETS signed a definitive Purchase Agreement to acquire all of the membership interests in ETS. Consideration under the Purchase Agreement includes \$2.5 million cash subject to adjustment based on net accounts receivable at closing, \$3.5 million in sellers' notes which are payable to the sellers within nine months of closing, \$4.5 million in Q2Earth common stock valued at \$0.15 per share, and a \$1.5 million stock earnout. The Company will assume approximately \$2.5 million in commercial equipment loans and \$1.5 million in a real property loan. A more detail description of this transaction is provided above in *Overview – Purchase Agreement*.

During the second half of 2017, the Company expects to advance its plans to consolidate companies in the compost and soil manufacturing business by completing these or other acquisitions. Management believes these plans have a greater likelihood of success since the completion of its Bridge Offering earlier in the year, as the Company now has funding to staff diligence operations and advance contract negotiations, and to set up at least one of these acquisitions for a possible closing in the fourth quarter of 2017.

The Company's strategy in composting and sustainable soils is supported by a Research & Markets report published May 2016 stating that the global market for these products — specifically engineered soils, of which composting is a major component — is projected to reach \$7.8 billion by 2021, at a CAGR of 6.7% from 2016 to 2021. The growth of this market is being driven by soil productivity, water conservation and pollution concerns in the United States and worldwide. According to these and other reports, 99 million acres (28% of all cropland) in the U.S. are eroding above soil tolerance rates, meaning the long-term productivity of the soil cannot be maintained and new soil is not adequately replacing the lost soil. This erosion reduces the ability of the soil to support plant growth and hold water, adding significant pressure on this critical depleting resource. Further, soils produced with compost are being used with more frequency in construction, infrastructure and land reclamation projects to reduce costs, accelerate permitting, and create more sustainable landscapes. Management sees an opportunity in the composting and engineered soils markets to build a strong, cash flowing company, while also benefitting the environment.

In connection with these new plans the Company began to phase out its R&D overhead in 2016, including scaling back all of its engineering and technical personnel in order to dedicate more resources to pursuing partnerships and acquisitions in the compost industry.

In January 2017, the Company transferred its sales agreement with MagneGas to Phoenix Power Group ("Phoenix"), a licensee of the Company's technology. Under this agreement, Phoenix assumed all responsibility and liabilities associated with delivering a waste-to-power system to the customer utilizing the Company's technology, and will receive any additional fees paid by the customer for successful performance. Phoenix released the Company of approximately \$250,000 in deferred revenue liabilities in connection with this contract assignment, and agreed to certain royalty fees payable to the Company for sales of the engine and system. This release from performance was recorded as a component of gain from extinguishment of liabilities in the nine months ended September 30, 2017.

In August 2017, the Company closed its Transfer Agreement which transferred to Phoenix all of the Company's technology and materials associated with the old Q2P Technology, including transferring and assigning its License Agreement with Cyclone to Phoenix. In consideration for the transfer and assignment, which included net property and equipment of \$4,927, unamortized license fees to Cyclone of \$47,396 and a payment to Cyclone of \$15,000 to consent to the transfer, Phoenix satisfied and provided releases for \$162,500 in past liabilities of Q2P associated with the development of the Q2P Technology, made certain other payments to the Company's prior engine manufacturer, and provided full releases from liability from both Phoenix and Cyclone. The Company recorded a net gain from the extinguishment of liabilities of \$95,178 in the condensed consolidated statement of operations for the three and nine months ended September 30, 2017. Management reviewed the accounting treatment for discontinued operations in connection with this transaction and determined that such treatment would not be appropriate due to the Company's gradual re-focusing of its business away from technology development over an 18 month period, which resulted in a minimal financial impact on the Company's operations and financial results upon the consummation of this transaction.

From October 1 through December 31, 2017, management expects to spend approximately \$250,000 on operations, not including funds required to close the previously discussed or future acquisitions, which may require as much as \$10 million in capital to complete if all potential targets are included. Our average monthly burn-rate through the end of the year, not including acquisition costs, is approximately \$75,000 per month. Additional amounts will be spent on signing LOI's containing exclusivity periods with potential acquisition targets.

In May 2017, the Company completed its Bridge Offering with \$1,450,000 of new cash raised and an additional \$191,908 in old debt converted into the round. In September 2017, the Company raised an additional \$200,000 in a follow-on Bridge Offering on the same terms. Discussion of the Bridge Offering is provided in “Financial Condition, Liquidity and Capital Resources”. Funds from the Bridge Offering are sufficient to provide for operations for the Company through the first quarter of 2018, which includes advancing its strategy to acquire cash-flowing composting businesses, but not enough for closing the ETS acquisition expected to be closed in Q4 2017. Consummation of these acquisitions would require up to \$10 million in additional capital, which management is in the process of securing.

## **B. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

### ***Statement of Operations for the three months ended September 30, 2017 vs. 2016***

During the quarter ended September 30, 2017, the Company recorded revenue of \$17,953 from the completion of a service agreement in the soil business. The Company had no revenue in the quarter ended September 30, 2016.

The Company recorded loss from operations of \$331,822 in the quarter ended September 30, 2017, a decrease of \$34,487 (9%) from our loss from operations of \$366,309 in the same period in 2016. Additionally, the Company recognized additional interest expense in the 2017 period, which was offset by a gain on the change in fair value of the convertible bridge notes of \$205,793 and a gain on extinguishment of liabilities of \$98,575, that resulted in a net loss of \$286,674 for the three months ended September 30, 2017, a decrease of \$100,935 (26%) from our net loss of \$387,609 for the same period in 2016. Some of the principal factors behind these results included, higher professional fees, higher interest as well as the change in fair value of the convertible bridge notes.

As noted above, included in the expenses for the quarter ended September 30, 2017 and 2016 were the following material items: professional fees increased to \$217,352 in 2017, from \$176,771 in the prior year period (23%) due to the Company’s acquisition strategy and the fact that its CEO and President received their pay in the form of consulting fees in 2017; and research and development decreased to \$0 in 2017 from \$43,154 in the previous year period (100%) due to the termination of R&D activities at the end of 2016.

### ***Statement of Operations for the nine months ended September 30, 2017 vs. 2016***

During the nine months ended September 30, 2017, the Company recorded \$55,933 in revenue from the completion of a service agreement in the soil business. The Company recorded \$40,000 in revenue in the same period in 2016.

The Company recorded loss from operations of \$1,079,234 in the nine months ended September 30, 2017, a decrease of \$615,291 (36%) from our loss from operations of \$1,694,525 in the same period in 2016. Additionally, the Company recognized additional interest expense in the 2017 period, and a net loss on the change in fair value of the convertible bridge notes of \$419,484, which were offset by a gain on extinguishment of liabilities of \$456,720, that resulted in a net loss of \$1,437,777 for the nine months ended September 30, 2017, an increase of \$254,546 (22%) from our net loss of \$1,183,231 for the same period in 2016. Some of the principal factors behind these results included, lower payroll, higher professional fees and no R&D expenses, as well as the settlement of liabilities and change in fair value of the convertible bridge notes in 2017.

As noted above, included in the expenses for the nine months ended September 30, 2017 and 2016 were the following material items: payroll decreased to \$187,117 in 2017 from \$512,561 in the prior year (63%), which was principally due to the reduction of staff and management in 2017. Professional fees increased to \$770,480 in 2017, from \$692,416 in the prior year period (11%) due primarily to the Company’s increased investment and acquisition related activities in the 2017 period; and research and development decreased to \$0 in 2017 from \$355,884 in the previous year period (100%) due to the termination of R&D activities at the end of 2016.

### ***Balance Sheet***

Material changes in the Company’s balance sheet at September 30, 2017 over December 31, 2016 included: closing of \$1,650,000 in the Company’s Bridge Offering through in September 2017 (not inclusive of an additional conversion of \$191,908 in previously recorded notes, advances and payables from three board members and three investors for a total issuance of Bridge Offering debentures of \$1,841,908); a decrease of \$731,243 in accounts payable and accrued expenses (including the sale of the Q2P Technology in exchange for a release on \$162,500 in liabilities) which includes settlements and conversions of accounts payable and accrued expenses with property and equipment, licensing rights in Cyclone and common stock, ; a decrease of \$300,000 in deferred revenue from the transfer of the MagneGas Agreement and release from the Phoenix agreement; and \$100,000 in loans to ETS, not including an additional \$150,000 in deposits paid under the Purchase Agreement. Total liabilities as of September 30, 2017 were \$2,752,265, as compared to \$1,778,703 as of December 31, 2016.

Primarily as a result of the \$1,437,777 net loss for the nine months ended September 30, 2017, accumulated deficit was \$8,689,549, at September 30, 2017, resulting in total stockholders' deficit at the period end of \$2,624,748.

### ***Results of Operations***

Between July 2014 and mid-2016, the Company through Q2P primarily devoted its efforts to commercializing the Q2P engine and CHP system, developing its waste-to-power business model, and recruiting executive management and key employees. Starting in the second half of 2016, the Company began to phase out its R&D operations, and in August 2017, sold its old engine technology. The Company is now entirely focused on promoting its compost manufacturing business model, including providing soil management services to one customer and acquiring other compost manufacturing companies. As a new entity, the Company has limited current business operations and nominal assets. The Company currently operates at a loss with minimal to no revenue.

Since the change in business direction to focus on strategic partnerships and acquisitions in the compost and soil manufacturing space, the Company has reduced its operating expenses from approximately \$150,000 per month to approximately \$75,000 per month by laying-off engineering employees and terminating our R&D budget, which is off-set in part by added expenses in connection with our acquisition plans. As of the date of this Report, our CEO and President are receiving fees as consultants, even though they spend virtually all of their time on Company operations. We also have one additional financial consultant, who serves as the Principal Accounting Officer. Other expenses include legal and accounting, payment of fees for exclusivity and LOIs with acquisition targets, and other general expenses. We have also used equity, including common stock and stock options, to pay some expenses over the last year; and we reduced \$423,179 in payables with settlements of stock and assets over the past year.

The net loss for the nine months ended September 30, 2017 of \$1,434,777 was off-set primarily by non-cash operating expenses of: \$248,187 in stock option grants and related amortization expense, \$419,484 from the net change in fair value of the bridge subscriptions, \$456,720 in gain from extinguishment of liabilities, \$209,600 in restricted shares used for outside services, \$23,060 of depreciation and amortization, and a \$5,361 net decrease in accounts payable and accrued expenses. As a result, net cash used in operating activities amounted to \$884,289 in the first three quarters of 2017.

With respect to our technology, in January 2017, the Company transferred its sales agreement with MagneGas to Phoenix Power Group, a licensee of the Company's technology. Under this agreement, Phoenix assumed all responsibility and liabilities associated with delivering a waste-to-power system to the customer, and will receive any additional fees paid by the customer for successful performance. Phoenix released the Company of approximately \$250,000 in deferred revenue liabilities in connection with this contract assignment, and agreed to certain royalty fees payable to the Company for sales of the engine and system. In August 2017, the Company closed its Transfer Agreement which transferred to Phoenix all of the Company's technology and materials associated with the old Q2P Technology, including transferring and assigning its License Agreement with Cyclone to Phoenix.

### **Financial Condition, Liquidity and Capital Resources**

The Company believes its funds as of the date of this filing are sufficient to support operations through at least the first quarter of 2018, and possibly into the second quarter of 2018. However, the Company will need to raise additional capital to close its initial acquisitions and support operations through the end of 2018; therefore, management believes there is currently substantial doubt about its ability to operate as a going concern. See "Note 2 – Basis of Presentation and Going Concern" in the Company's condensed consolidated financial statements.

Since July 2014, Q2P has raised in excess of \$6 million in capital over several financings, inclusive of cash invested and some debt and payables converted to stock. With these funds, the Company has been able to complete the prototype stage of its original technology, place our first operating pilot unit in the field, recruit a solid engineering and business team, and secure strong Directors with significant industry experience. Specifically with the closing of our Bridge Offering, described below, we have also been able to pivot our business model to the compost and soil manufacturing business, and secure letters of intent to acquire operating compost companies.

**Bridge Financing.** In May 2017, the Company completed its Bridge Offering with \$1,450,000 of new cash raised and an additional \$191,908 in old debt converted into the round. In September 2017, the Company completed an additional \$200,000 follow-up Bridge Offering on the same terms.

The Convertible Promissory Notes (the “Notes”) convert at a 50% discount to the post-funding valuation of the Company at the closing of its next offering in the minimum amount of \$5,000,000 (the “Equity Offering”). The conversion valuation has a ceiling of \$12,000,000, and a “floor” company value of \$6,000,000 in the event there is no Equity Offering before the Notes are able to be converted.

The Notes convert into common stock, or preferred stock if received by investors in the Equity Offering, commencing on the earliest of the Equity Offering closing or December 31, 2017, at the discretion of the holder. Maturity is 36 months from issuance with 15% annual interest which will be capitalized each year into the principal of the Notes and paid in kind. There are no warrants issued in connection with the Bridge Offering.

Funds from the Bridge Offering will be used to secure acquisitions of compost and soil companies with closings expected to occur concurrently with the closing of the Equity Offering, and operating capital through the first quarter of 2018. A limited portion of the funds have also been used to eliminate liabilities on the Company’s balance sheet.

The Bridge Offering was led by two accredited investors, and joined by approximately 25 additional accredited investors which included the Company’s Directors. Management conducted the Bridge Offering and no broker fees were paid in connection with the initial closing. All securities issued in the Bridge Offering and debt settlements were issued pursuant to an exemption from registration under Section 4(a)(2) under the Securities Act of 1933.

### ***Company's Prior Financings.***

Subsequent to the Merger into the public company, the Company raised \$600,000 in its Series A 6% Convertible Preferred Stock (the "Preferred Stock") from two separate accredited investors in November 2015 and January 2016, respectively. The Preferred Stock was originally convertible at \$0.26 per share at the discretion of the holders, and contains price protection provisions in the instance that the Company issues shares at a lower price, subject to certain exemptions. As a result of the July 2016 common stock offering described below, the conversion price for these Preferred Shares automatically reduced to \$0.21 per share, and as a result of the Bridge Offering, the conversion price was reset to \$0.15 per share. Preferred Stock holders also received other rights and protections including piggy-back registration rights, rights of first refusal to invest in subsequent offerings, security over the Company's assets (secondary to the Company's debt holders), and certain negative covenant guaranties that the Company will not incur non-ordinary debt, enter into variable pricing security sales, redeem or repurchase stock or make distributions, and other similar warranties. The Preferred Stock is redeemable after two years if not converted, and has no voting rights until converted to common stock. The Preferred Stock holders also received 50% warrant coverage at an exercise price of \$0.50, with a five-year term and similar price protections as in the Preferred Stock. Pursuant to agreements with the warrant holders, this conversion price remains at \$0.50 as of September 30, 2017.

On January 11, 2016, the Company issued 100 shares of Preferred Stock to an accredited investor (the "Preferred Stock") for \$100,000. The Preferred Stock is currently convertible at \$0.15 per share of the Company's common stock (the "Conversion Price"). In total, we have 600 shares of Preferred Stock outstanding to two investors. The Preferred Stock bears a 6% dividend per annum, calculable and payable per quarter in cash or additional shares of common stock as determined in the Certificate of Designation. The Preferred Stock has no voting rights until converted to common stock, and has a liquidation preference equal to the Purchase Price.

On March 15, 2016, the Company entered into a 120-day term loan agreement with one accredited investor in the principal amount of \$150,000. The loan bears 20% interest with interest payments due monthly. The holders received loan issuance costs of a 100,000 share equity kicker valued at \$26,000, \$3,000 cash and a second security interest in the assets of the Company. This loan matured on July 15, 2016, and a 10% late penalty was assessed on July 15, 2016. On March 22, 2017, the Company and the lenders entered into an Addendum to the loan agreement which extended the maturity date to December 31, 2017, allowed for conversion at the discretion of the holders to common stock at a price of \$0.15 per share, and waived all defaults in return for payment of \$30,000 which included the late fee and accrued but unpaid interest. These fees and interest payments were paid in April 2017, and the loan is now current.

On April 29, 2016, the Company's three independent Directors loaned to the Company a total of \$60,200 pursuant to three Convertible Notes which are automatically convertible into the equity securities issued in the Company's next financing of at least \$1,000,000 at the same price and same terms. The Convertible Notes bear 8% interest and have a 10% Original Issuance Discount. The total principal amount of all three Notes was \$66,000. The Notes mature in six months, and can be converted to common stock at \$0.26 per share if a qualified financing event has not occurred by such time. In June 2016, three other shareholders of the Company provided an additional \$30,000 to the Company on the same loan terms.

In July and August 2016, the Company received subscription agreements from six accredited investors (four of whom were previous shareholders) to purchase 750,000 shares of restricted common at a price of \$.21 per share for an aggregate of \$157,500, less \$610 in financing costs.

In September 2016, the Company's three independent Board members advanced the Company \$3,000 for payment of insurance premiums. In the fourth quarter of 2016 and first quarter of 2017, the three Board members advanced an additional \$29,500 to cover expenses. All of these advances were converted into the Company's recent Bridge Offering.

All promissory notes and shares in these offerings were sold pursuant to an exemption from the registration requirements of the Securities Exchange Commission under Regulation D to accredited or sophisticated investors who completed questionnaires confirming their status. Unless otherwise described in this Current Report, reference to "restricted" common stock means that the shares have not been registered and are restricted from resale pursuant to Rule 144 of the Securities Act of 1933, as amended.

### ***Separation from Cyclone and Related License Agreement***

On July 28, 2014, Q2P (which at such time was called WHE Generation Corp., and renamed Q2Power Corp. on January 26, 2015) commenced operations as an independent company after receiving its initial round of seed funding and signing a formal separation agreement (the "Separation Agreement") from Cyclone. The Separation Agreement between Q2P and Cyclone provided for a formal division of certain assets, liabilities and contracts related to Q2P's business, as well as establishing procedures for exchange of information, indemnification of liability, and releases and waivers for the principals moving forward. As part of the separation from Cyclone, Q2P also purchased for \$175,000 certain licensing rights to use Cyclone's patented technology on a worldwide, exclusive basis for 20 years with two 10-year renewal terms for Q2P's waste heat and waste-to-power business (the "License Agreement"). The License Agreement contains a royalty provision equal to 5% of gross sales payable to Cyclone on sales of engines derived from technology licensed from Cyclone.

Also, as part of the separation from Cyclone, Q2P assumed a license agreement between Cyclone and Phoenix Power Group, which included deferred revenue of \$250,000 from payments previously made to Cyclone for undelivered products. The net balances as of September 30, 2017 and December 31, 2016 for the Cyclone licensing rights were \$0 and \$69,271, respectively. The licensing rights were amortized over its estimated useful life of 4 years.

Accumulated amortization for the periods ended September 30, 2017 and December 31, 2016 was \$127,604 and \$105,729, respectively. The net balances as of September 30, 2017 and December 31, 2016 for the Phoenix deferred revenue were \$0 and \$250,000, respectively, due to the release of this contract liability item with the transfer of the Magnegas contract to Phoenix in January 2017.

In August 2017, the Company closed its Transfer Agreement which transferred to Phoenix all of the Company's technology and materials associated with the old Q2P Technology, including transferring and assigning its License Agreement with Cyclone to Phoenix.

The Company also assumed a contract with Clean Carbon of Australia and a corresponding \$10,064 prepayment for services or other value to be provided in the future. This deposit has been presented as deferred revenue on the September 30, 2017 and December 31, 2016 condensed consolidated balance sheets.

#### **Cash and Working Capital**

We have incurred negative cash flows from operations since inception. As of September 30, 2017, the Company had an accumulated deficit of \$8,689,549. Details of this are discussed above in the Balance Sheet disclosure.

#### **Critical Accounting Policies**

Our financial statements are prepared in conformity with U.S. generally accepted accounting principles (GAAP). Disclosures regarding our Critical Accounting Policies are provided in Note 3 – Summary of Significant Accounting Policies of the footnotes to our condensed consolidated financial statements.

#### **Off-Balance Sheet Arrangements**

The Company did not engage in any “off-balance sheet arrangements” (as that term is defined in Item 303(a)(4)(ii) of Regulation S-K) as of September 30, 2017.

#### **ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required for smaller reporting companies.

#### **ITEM 4: CONTROLS AND PROCEDURES**

In connection with the preparation of this Quarterly Report, management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this Quarterly Report. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. Management concluded that, as of September 30, 2017, the Company's disclosure controls and procedure were not effective based on the criteria in *Internal Control – Integrated Framework* issued by the COSO, version 2013.

## Management's Quarterly Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process, under the supervision of the Chief Executive Officer, the President and the Principal Accounting Officer, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles in the United States (GAAP). Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the Company's assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the Board of Directors; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of September 30, 2017, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013 ("COSO"). As a result of this assessment, management identified certain material weaknesses in internal control over financial reporting. A material weakness is a control deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. The identified material weakness is disclosed below:

- Management is understaffed to perform the necessary period-end accounting and financial reporting, including preparation of the required financial statements and related disclosures, in a timely manner.

As a result of the material weakness in internal control over financial reporting described above, management concluded that, as of September 30, 2017, the Company's internal control over financial reporting was not effective based on the criteria in *Internal Control – Integrated Framework* issued by the COSO.

The Company is in the process of addressing and correcting this material weakness. Management will be diligent in its efforts to continue to improve the reporting processes of the Company, including the addition of accounting resources and the continued development of proper accounting policies and procedures.

This quarterly report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. We were not required to have, nor have we, engaged our independent registered public accounting firm to perform an audit of internal control over financial reporting pursuant to the rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

## **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting, other than described below, in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

In July 2017, the Company created an Audit Committee by resolution of the full Board of Directors and implemented an Audit Committee Charter to provide written guidance for the Committee. Joel Mayersohn was named Chairman of the Audit Committee. Messrs. Scott Whitney and Tristan Peitz were named Committee members. All of these individuals are independent Board members. Management believes that the establishment of this independent Audit Committee will help strengthen our internal control over financial reporting in future periods.

## **PART II – OTHER INFORMATION**

### **ITEM 1: LEGAL PROCEEDINGS**

We are not a party to any pending legal proceeding and, to the knowledge of our management, no federal, state or local governmental agency is presently contemplating any proceeding against us. No director, executive officer, affiliate of ours, or owner of record or beneficially of more than five percent of our common stock is a party adverse to the Company or has a material interest adverse to us in any proceeding.

When the Company sold the ESI subsidiary to three former shareholders following the Merger, that company had a judgment against it from a litigation brought in the Superior Court of the County of Iredell, North Carolina, seeking payment of wages of approximately \$25,000, together with vacation pay, the value of health insurance benefits and medical expenses. On April 10, 2015, the Court entered judgment against ESI in favor of the plaintiff. Claims made by the plaintiff against AnPath (the Company at that time) and certain of the officers and directors of Anpath at that time were dismissed by the Court. The Company does not believe it has any liability in this matter, and that the judgment was properly retained by ESI in the sale; however, the judgment is still outstanding and management cannot guaranty that it will not be brought back into the litigation or collection efforts in the future.

### **ITEM 1A: RISK FACTORS**

Not required for smaller reporting companies.

### **ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

There were no sales of unregistered securities by the Company in the third fiscal quarter of 2017 and up to the date of filing that have not been previously reported.

### **ITEM 3: DEFAULTS UPON SENIOR SECURITIES**

As of the date of filing this Report, the Company was in default under its convertible debentures in the principal amount of \$165,000. The Company is in discussions with this lender to amend the terms of this debt.

### **ITEM 4: MINE SAFETY DISCLOSURES**

Not applicable.

### **ITEM 5: OTHER INFORMATION**

- (a) There was no information required to be disclosed in a report on Form 8-K during the period that the Company failed to report.
- (b) None, not applicable.

**ITEM 6: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) Financial Statements.

Condensed Consolidated Balance Sheets of the Company as of September 30, 2017 (unaudited) and December 31, 2016

Condensed Consolidated Statements of Operations of the Company for the three and nine months ended September 30, 2017 and 2016 (unaudited)

Condensed Consolidated Statements of Cash Flows of the Company for the nine months ended September 30, 2017 and 2016 (unaudited)

Notes to Condensed Consolidated Financial Statements (unaudited)

(b) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
31.1	<a href="#">302 Certification of Kevin M. Bolin, CEO</a>
31.2	<a href="#">302 Certification of Peter Dunleavy, Principal Accounting Officer</a>
32	<a href="#">906 Certification</a>

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Q2EARTH INC.

Date: 11/14/17

By: /s/ Kevin M. Bolin  
Kevin M. Bolin  
Chief Executive Officer and Chairman

Date: 11/14/17

By: /s/ Peter Dunleavy  
Peter Dunleavy  
Principal Accounting Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Kevin M. Bolin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Q2Earth, Inc. for the period ending September 30, 2017;
2. Based on my knowledge, this report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 14, 2017

By: /s/ Kevin M. Bolin

Kevin M. Bolin  
Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Peter Dunleavy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Q2Earth, Inc. for the period ending September 30, 2017;
2. Based on my knowledge, this report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 14, 2017

By: */s/ Peter Dunleavy*

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Peter Dunleavy  
Principal Accounting Officer

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