

---

---

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

**FORM 8-K**

**CURRENT REPORT**

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

January 17, 2020  
Date of Report

**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)

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

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

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchanged on Which Registered</u>
Common Stock	QPWR	OTCQB

---

---

---

**Item 5.02 Election of Director; Departure of Certain Officers; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

On January 16, 2020, the Board of Directors of Q2Earth, Inc. (“**Q2Earth**” or the “**Company**”) appointed Douglas R. Baum as a director of Q2Earth, effective immediately. Mr. Baum currently serves as a consultant to several drug development companies. From 2011 to January 2017 he served as President and CEO at Xeris Pharmaceuticals overseeing production of approvals through the FDA and capital raising.

Other than his appointment to the Q2Earth board during the past 5 years, Mr. Baum has not served on the board of directors of any company that was required to file reports pursuant to the Securities Exchange Act of 1934, as amended, or was a registered investment company under the Investment Company Act of 1940, as amended. Mr. Baum was granted a 5-year option to purchase 200,000 shares of the Company’s common stock exercisable at \$0.02 per share. The options vest one-half in 12 months and the balance in 24 months.

The Company issued a Press Release announcing the appointment of Mr. Baum, copy of which is attached as Exhibit 99.1 and is incorporated by reference

**Item 9.01 Financial Statements Pro Forma Financial Information and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by Q2Earth on January 16, 2020.</a>

**SIGNATURES**

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

Q2EARTH INC.

Date: January 17, 2020

By: /s/ Kevin Bolin

*Kevin Bolin*  
*Chief Executive Officer*

---



**Q2Earth Appoints Douglas Baum, Senior Biosciences Executive,  
To Board of Directors**

Palm Beach, FL; January 16, 2020 – Q2Earth, Inc. (OTCQB: QPWR) (the “Company” or “Q2”) announced today that it has appointed Douglas R. Baum to its Board of Directors.

Mr. Baum brings to the Company over 28 years of experience in the bioscience and biotech industries, including development, commercialization and marketing of multiple drugs and medical devices. Over his long senior executive tenure, including as CEO of Xeris Pharmaceuticals, he has overseen 15 product approvals through the FDA and raised over \$80 million in capital to fund breakthrough technologies.

“We are pleased and honored to have Doug join our board. We have a great deal of faith that he can help us pursue a strategy that includes expanding our licensing portfolio and business lines into new areas of biotechnology.” stated Kevin Bolin, the Company’s Chairman and CEO.

Mr. Baum stated: “This is an exciting opportunity for me, and I look forward to working with the Q2 team. I feel confident that I can help the Company execute its vision and bring interesting opportunities to the table in the short term while building long-term shareholder value.”

The Board of Directors of Q2 has authorized a strategic plan for 2020 which is comprised of: (1) securing new technologies and business opportunities in the broader biosciences sector, including both human and soil health; and (2) significantly reducing debt and liabilities of the Company and eliminating under-performing assets and agreements. The successful results of these actions are intended to attract new capital to fund long term growth opportunities for the Company.

In connection with his appointment, Mr. Baum initially received 200,000 stock options, vesting over the following two years.

**About Q2Earth:** Q2Earth currently manages compost and soil manufacturing facilities, and holds a license for an all-natural soil health supplement called ABS. The Company is pursuing additional licensing opportunities in biotech and biosciences that will expand its intellectual property portfolio and create new business opportunities.

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

Contact

Christopher Nelson  
cnelson@q2earth.com

---

