

# 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

February 29, 2016

Date of Report

### Q2POWER TECHNOLOGIES INC.

(Exact name of Registrant as specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

000-55148  
(Commission File Number)

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

1858 Cedar Hill Road  
Lancaster, OH 43130  
(Address of Principal Executive Offices)

(740) 415-2073  
(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))



**Item 5.02(d) Election of Director**

On February 29, 2016, Q2Power Technologies, Inc. (the “Company”) named Kevin M. Bolin to the Company’s Board of Directors to serve as non-executive Chairman. The appointment was approved by the Board on February 25, and formalized by written agreement on February 29.

Mr. Bolin is a senior executive with over 20 years’ experience in the renewable energy sector, including positions as Executive Chairman of the Board and interim CEO of Alter NRG (2009-2015); CEO, President and Director of EnerTech Environmental (1992-2010); and Industrial Advisor to EQT Infrastructure (2013-present), a global private equity firm with over 20 Billion Euros under management. Mr. Bolin is a certified public accountant who holds a BBA from the University of Notre Dame.

As compensation for his services on the Board, Mr. Bolin will receive options to purchase 400,000 shares of common stock, vesting half immediately and half in six months, terminating in five years and exercisable at the higher of \$.50 or the current market price at the time of grant. In addition, Mr. Bolin will receive additional performance-based options to purchase another 1.8 million shares of common stock, which only vest if certain specific milestones are met by the Company within the timeframe provided in his agreement, including recruitment of additional top tier directors, closing of key acquisitions and strategic partnerships, and securing long-term capital. Any options that are not earned by these milestone dates shall be forfeited, and vested options will terminate five years after vesting and be exercisable at the higher of \$.50 or the current market price at the time of grant.

Mr. Bolin has no family relationships with any other Board member, and is not party to any other related transaction. He has not been assigned membership in any Committee of the Board at this time.

**Item 9.01 Financial Statements and Exhibits.**

(b) Exhibits.

10.1	Letter Agreement between Company and Mr. Bolin
99.1	Press Release dated March 1, 2016

**SIGNATURES**

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

Q2POWER TECHNOLOGIES INC.

Date: March 1, 2016

By: /s/ Christopher Nelson  
Christopher Nelson  
Chief Executive Officer



**Q2POWER**  
Q2Power Technologies, Inc.  
1858 Cedar Hill Rd.  
Lancaster, Ohio 43130

February 29, 2016

Kevin Bolin  
1081 Rosedale Drive  
Atlanta, GA 30306

Dear Kevin:

On behalf of Q2Power Technologies, Inc., a Delaware corporation (the “Company”), I am pleased to invite you to join the Company’s Board of Directors (the “Board”) as our non-executive Chairman. You will serve as Chairman from the date that you accept this appointment (the “Effective Date”) until the date upon which you are not re-elected or your earlier removal or resignation.

You shall have all responsibilities of Chairman of the Board of Directors of the Company imposed by Delaware or applicable law (including such fiduciary obligations as are imposed thereunder), the Certificate of Incorporation and Bylaws of the Company, as may be amended from time to time. These responsibilities shall include, but shall not be limited to, the following:

- Regular telephonic meetings with the Board, investors, potential acquisition targets and customers, and in-person scheduled meetings of the Board of other parties. We estimate that this will require a minimum of one day each week in service dedicated to the Company (the “Minimum Commitment”);
- Material participation in the development and refinement of the Company’s strategic plan, business plan and long-term vision; and
- Assisting the Company in achieving the Milestones set forth below; in each case to the extent consistent with the fiduciary obligations imposed on you as a director of the Company by applicable law.

As compensation for your services as Chairman of the Company, you will receive an initial issuance of options to purchase 400,000 shares of the Company’s common stock for the first year of your service. These options will terminate in five (5) years from issuance, and vest and be exercisable one-half immediately and the balance in six (6) months. The exercise price for these options will be equal to the greater of fifty cents (\$0.50) and the current fair market value of the Company’s common stock on the date of grant. Additional annual stock option grants will be determined by the Board of Directors.

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You shall also receive reimbursement for pre-approved expenses in your service as Chairman, and when the Company is able to provide a quarterly cash stipend, you shall be eligible for such additional compensation, in the determination of the Board (with you abstaining from such a vote).

In addition to the initial issuance of annual stock options, you shall receive on the Effective Date an issuance of Performance Based Stock Options to purchase, in the aggregate, 1,800,000 shares of the Company's common stock. These Performance Based Stock Options shall have a five (5) year term from the Forfeiture Dates set forth below, and an exercise price equal to the greater of fifty cents (\$0.50) and the current fair market value of the Company's common stock on the date of grant.

<b><u>Action</u></b>	<b><u># of Stock Options</u></b>	<b><u>Forfeiture Date</u></b>
Recruitment of two additional Board members (as approved by current Directors)	150,000 (each)	July 31, 2016
Completion of short term funding (min. of \$500,000)	300,000	April 30, 2016
First major <sup>1</sup> acquisition under MOU	200,000	June 30, 2016
Securing of major <sup>2</sup> strategic partner / customer MOU	200,000	September 30, 2016
Closing of first major <sup>1</sup> acquisition	300,000	March 31, 2017
Completion of major funding round (\$10MM+)	500,000	March 31, 2017

All Performance Based Stock Option issuances described above will become vested and exercisable upon the achievement of the stated milestone if you have materially participated in achieving the stated milestone, as determined in good faith by the Board, on or before the Forfeiture Date. Material participation will be assumed if you have consistently provided the Minimum Commitment of time to the service of the Company leading up to such Milestone event. If a Milestone is not achieved by its respective Forfeiture Date, then the stock options related to such Milestone will be forfeited. None of the issuances are meant to be success fees for the raising of funding, if such fees would constitute an illegal broker/dealer compensation.

1. Major acquisition is defined as a company or business with at least \$1 million in gross revenues.

2. Major strategic partner is a sector-leading company, NYSE or NASDAQ company, or other company or party with a widely recognized name and reputation.



All stock options granted to you shall be subject to customary terms and conditions reasonably agreeable to you and the Company and shall be memorialized in a stock option award agreement.

If you are ever terminated from your position as Director of the Company for reasons constituting removal for cause under applicable law, all unvested stock options will be immediately terminated, and you must exercise for cash or lose all vested stock options within 30 days. If you are not re-elected to the Board of Directors or otherwise removed for any reason, all unvested stock options will be immediately terminated, and you must exercise or lose all vested stock options within 12 months.

You will receive indemnification as a Director of the Company to the maximum extent extended to directors of the Company generally, as set forth in the Company's certificate of incorporation, bylaws, and its Directors and Officers insurance the Company maintains.

In accepting this offer, you are representing to us that (i) you do not know of any conflict that would restrict your service on the Board and (ii) you will not provide the Company with any documents, records, or other confidential information belonging to other parties.

This letter sets forth the entire compensation you will receive for your service on the Board. Nothing in this letter should be construed as an offer of employment and, for the avoidance of doubt, your service as a director and as Chairman of the Board shall not constitute employment by the Company.

I trust that this offer is satisfactory to you and look forward to you joining the Company as our Chairman of the Board. Please indicate your acceptance of this offer by signing below and returning one copy of this offer to me as soon as possible. By signing below you acknowledge that you have read this agreement and fully understand the nature and effect of it and the terms contained herein and that the said terms are fair and reasonable and correctly set out your understanding and intention.

Kevin, I very much look forward to having you on the Board of Q2Power, and working with you to achieve great things for this company.

Very truly yours,

/s/ Christopher Nelson  
Christopher Nelson  
Director & CEO

I accept the position of Chairman of the Board of Directors of Q2Power Technologies, Inc., under the terms and conditions set forth herein.

/s/ Kevin Bolin

February 29, 2016

\_\_\_\_\_  
Kevin Bolin

\_\_\_\_\_  
Date

**Kevin M. Bolin, Experienced Renewable Energy Executive,  
Named Chairman of the Board of Directors of Q2Power**

Lancaster, Ohio; March 1, 2016 - **Q2Power Technologies** (OTCQB: QPWR) announced today that **Kevin M. Bolin**, a renewable energy senior executive with over 20 years' experience in the sector, has joined the Company's Board of Directors as its Chairman. Mr. Bolin's current and previous industry positions include:

- Executive Chairman of the Board and interim CEO of Alter NRG (2009-2015), a publicly-traded (Toronto Stock Exchange) leader in plasma gasification technology acquired from Westinghouse. At Alter NRG, he oversaw the corporate restructuring, operational turnaround, capital raising of over \$35 million, and eventual sale of the company in July 2015 at a 160% premium to market which represented a 7x return to investors during his tenure as Chairman.
- CEO, President and Director of EnerTech Environmental (1992-2010), a renewable energy and biosolids technology company, which he grew to \$20 million in annual sales anchored by long-term contracts valued at \$390 million, and raised over \$200 million in funding.
- Industrial Advisor to EQT Infrastructure (2013-present), a global private equity firm with over 20 Billion Euros under management.

In addition to these accomplishments, Mr. Bolin has won awards, been issued patents, and published numerous articles in the waste and renewable energy sectors. He is a certified public accountant with his BBA from the University of Notre Dame.

"We are honored to welcome Kevin to Q2Power and are confident he will add tremendous value in terms of strategic direction, access to capital, and formation of important alliances with leaders in the waste management and renewable power sectors," stated Christopher Nelson, Q2Power's CEO. "Kevin has already proven to be a very hands-on addition to our team who will provide the support, contacts and validation we need to take Q2Power to the next level."

"I'm excited to work with the solid team at Q2Power on this very interesting opportunity -- developing sustainable waste management ecosystems that help customers reduce operational costs and regulatory burdens," stated Mr. Bolin. "I believe there is great upside for Q2Power's shareholders moving forward, and I look forward to providing the same dedication to making Q2Power a success as Chris and his team have already shown."

Mr. Bolin's compensation as director is comprised solely of stock options, a majority of which vest only as the Company meets critical milestones over the next year, such as recruitment of additional top tier directors, closing of key acquisitions and strategic partnerships and securing long-term capital.

**About Q2Power Technologies**

Q2Power's technology provides a new, cost-effective solution to dispose of waste by converting it to electricity and useful heat. Because of its containerized, modular design, the system can be deployed with minimal time and expense at thousands of small-scale facilities that must dispose of waste such as used fuels, methane and biogas, at increasingly greater costs. Q2Power installed its first system this summer at

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an Ohio wastewater treatment plant and is on track to deploy commercial units to meet customer demand for both liquid and gaseous fuels systems early in 2016.

**For more information about Q2Power, please visit: [www.q2p.com](http://www.q2p.com)**

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

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Q2Power Contact:

Christopher Nelson, CEO

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