

# 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

April 20, 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))
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**Item 7.01 Regulation FD Disclosure.**

On April 20, 2016, Q2Power Technologies, Inc. (the "Company") furnished to the SEC a business presentation, which is included as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events.**

On April 20, 2016, the Company issued a letter updating its shareholders as to progress and future forecasted milestones for the Company. This letter is furnished as Exhibit 99.2 to the Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(b) Exhibits.

99.1	Company Presentation
99.2	Letter to Shareholders

**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: April 20, 2016

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



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Q2Power Technologies, Inc.  
Vision & Mission Statement  
April / May 2016

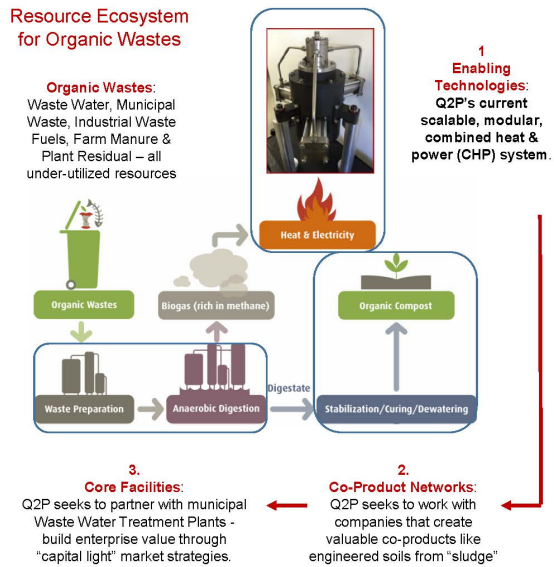
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*Certain statements in this presentation constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Any statements that refer to expectations or other characterizations of future events, circumstances or results are forward-looking statements. Such forward-looking statements include projections. Such projections were not prepared in accordance with public guidelines of the American Institute of Certified Public Accountants regarding projections and forecasts, nor have such projections been audited, examined or otherwise reviewed by independent auditors of Q2Power. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Q2Power to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.*

*The views expressed are those of Q2Power and are based on currently available information. Estimates and projections contained herein have been prepared by Q2Power and involve significant elements of subjective judgment and analysis and are based on certain assumptions. No representation nor warranty, expressed or implied, is made as to the accuracy or completeness of the information contained in this document, and nothing contained herein is, or shall be relied upon, as a promise or representation, whether as to the past or the future. The projections are not intended to follow generally accepted accounting principles. Neither our accountants nor our legal counsel have compiled, audited, prepared, or contributed to the projections or the underlying assumptions. None of these parties express an opinion with respect to the projections. You are cautioned not to place undue reliance on these forward-looking statements.*

*Except for ongoing obligations of Q2Power to disclose material information under the federal securities laws, Q2Power does not undertake any obligation to release any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.*

- Become the leader in providing **total waste management solutions** for small-scale:
  - Waste Water Treatment Plants
  - Commercial / Farm Anaerobic Digesters
  - Industrial Facilities generating waste fuels
- Build “Resource Ecosystems” -- critical steps towards the inevitable decentralization of \$75 BB waste management industry in the US.
- Become an agent of change and global leader in transformational shift from “wasteful” to “resourceful”.





**Kevin Bolin**  
Chairman of the Board

- Executive Chairman of the Board and interim CEO of Alter NRG (2009-2015)
- Former CEO, President and Director of EnerTech Environmental
- Industrial Advisor to EQT Infrastructure (2013-present)



**Scott Whitney**  
Director

- CEO of Liberty Tire Recycling
- Former CEO of Greenwood Energy
- 25 years at Covanta Energy (Nasdaq: CVA),
- President of Covanta Holding Corporation's European group



**Christopher Nelson**  
CEO, Director

- Led the spin-off of Q2P, secured \$3.6M in early stage funding
- Managing Director of GreenBlock Capital
- Former President and General Counsel of Cyclone Power
- Former M&A/SEC attorney with Greenberg Traurig



**Joel Mayersohn**  
Director

- Partner at Roetzell & Andress
- Experience securities attorney advising public many companies
- Led multiple IPOs, pipe financings, mergers, and other venture backed transactions



**Sudheer Pimputkar**  
Chief Technology Officer

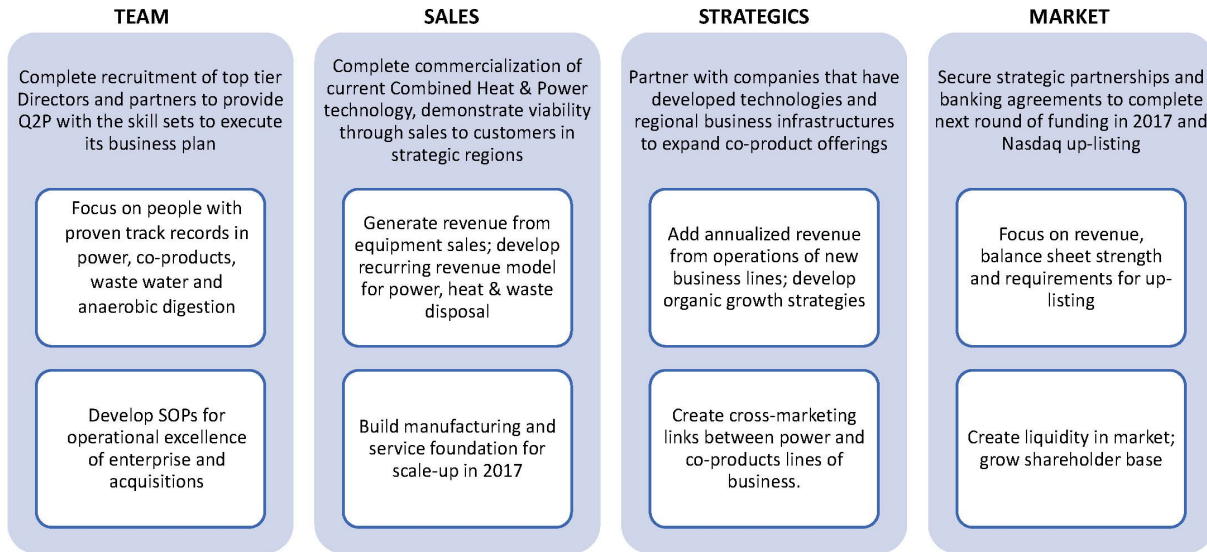
- Served at for 30+ years at Battelle Memorial Institute as Research Leader of Energy Systems Group
- Former Chief Technology Officer of Accent Energy
- Ph.D. and M.S., Mechanical Engineering from Cornell University



**Michelle Murcia**  
Chief Financial Officer

- Former CFO of TechColumbus, a technology incubator
- Former Director of Corporate Finance at Battelle Memorial Institute.

We believe efficient utilization of new funding can elevate Q2P to be a company with materially higher valuation over the following 12-18 months by achieving the following key milestones:



\* Projections for discussion purposes; actual results may vary materially based on risks provided in the Company's SEC filings.

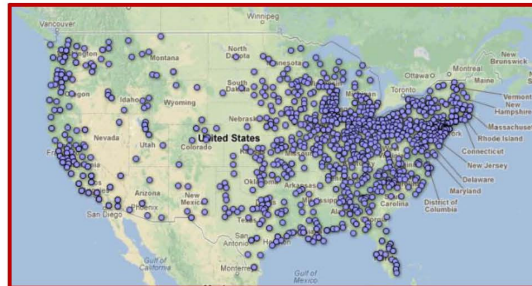
Q2P's prime target – small-scale **Waste Water Treatment Plants (WWTP)** that utilize **Anaerobic Digestion (AD)**.

- ✓ 400 prime targets - under 20 million gallons per day (MGD), do not currently utilize their waste methane for power or heat.
- ✓ Most send their bio-solids (sludge) to landfills (over 40% of WWTP ops costs).
- ✓ Over-looked by established waste management and waste-to-power companies -- too small for traditional, easy solutions.

5 MDG WWTP utilizing AD



1200+ WWTPs in the US use AD – 25% are our target customers





**We seek to provide a total waste solution for our customers by:**

- ✓ Reducing operating costs from 10% to 20%
- ✓ Eliminating regulatory liabilities of flaring methane and landfilling bio-solids
- ✓ Allowing them to become a sustainable “green” facility

**This strategy is expected to build solid enterprise value for Q2P by:**

- ✓ Generating ≈\$600,000 in annualized recurring revenue\* from each WWTP customer
- ✓ Recognizing **gross profits > 40% \***
- ✓ Becoming integral to the sustainability of small WWTPs + capture a material portion of this underserved market
- ✓ Creating the economies of scale, infrastructure and networks for the growing commercial and farm AD markets
- ✓ Expanding into other profitable, horizontal markets

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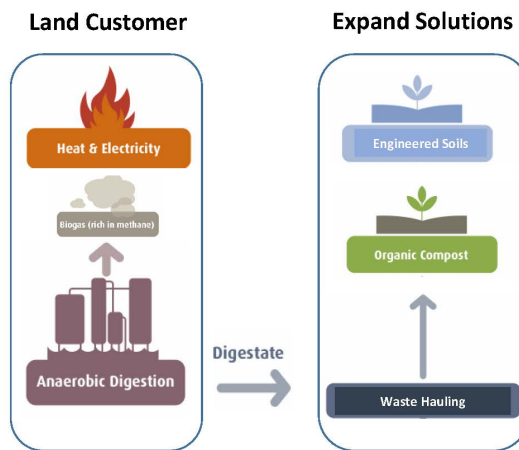
Q2P's Resource Ecosystem provides a "total waste solution" for small scale WWTPs. Ideally, this is deployed as a package; however, initial sales may be expedited through a "land and expand" approach:

## 1. Enabling Technology

a) Address immediate power and heat issues for WWTP's AD through the sale of Q2P's current CHP technology.

b) **Sales cycle can be shortened by utilizing PPA-type financing: charge the WWTP only for the electricity and heat created – Zero Capital Cost Option.**

c) Utilize the foothold established through sales of CHP technology to provide expanded "total solution" offerings.



## 2. Co-Product Network

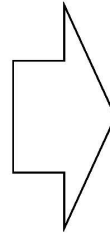
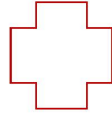
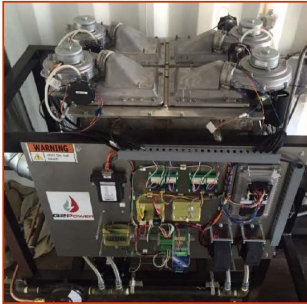
a) Contract with WWTP to handle their sludge disposal.

b) Contract with hauling companies to remove sludge and local composters to processes to our specs.

c) Partner with identified and established technology companies and regional business networks to increase value of sludge into Organic Compost and Engineered Soils

d) **Build local demand and generate sales – sell back to towns, cities and municipalities where sludge is created.**

Q2P's scalable, containerized system to convert waste fuels into heat and power:



Waste Fuel Destruction: clean and complete (99.9%) combustion of gas or liquid fuels.

Can handle: virtually any off-spec or waste fuel, and high variations in quality and quantity without pre-treatment.

Power Conversion: Q2P's core technology – an external heat engine using an efficient steam cycle converts thermal energy into mechanical power.

Can handle: wide variations in operating temps, fuel quality, and electrical loads.

Modular and Containerized: Assembled at Q2P's facility; reduces costs and time to installation; capable of 10kW to 50kW (now), scalable to 200kW (within 12 months) in modular units.

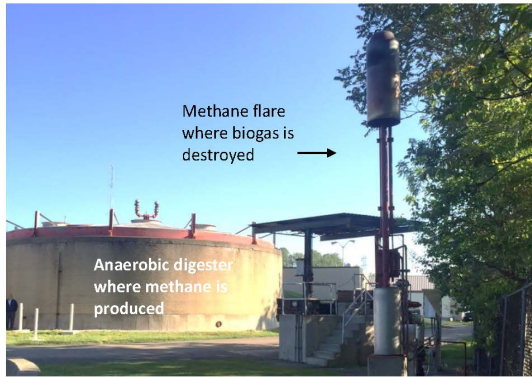
Heat recapture built into the systems' condensing and water recycling components.

## Q2P installed its first pilot site in mid-2015 at an Ohio WWTP

- Approx. 5-10 million gallons / day of sewage
- Uses inefficient boilers running on natural gas to maintain temperature in the AD tank.

## Q2P's Solution:

- Beta 10kW unit to produce power; plan to scale-up output.
- Second phase - heat recovery to replace facility's boilers.
- **Value to the WWTP can exceed \$40,000 per year in operational cost reductions**



### **Customer and Problems:**

Q2P's current customer produces industrial process gas.

Creates significant volume of used fuels which must be picked-up by a commercial waste hauler

EPA regulations limit volume and type of waste fuels they can use/produce

### **Q2P's Solution:**

Provide 10+kW of renewable power (to be delivered in Q2 2016)

**Eliminates Tens of \$1,000s/year in disposal costs with payback < 2 years**

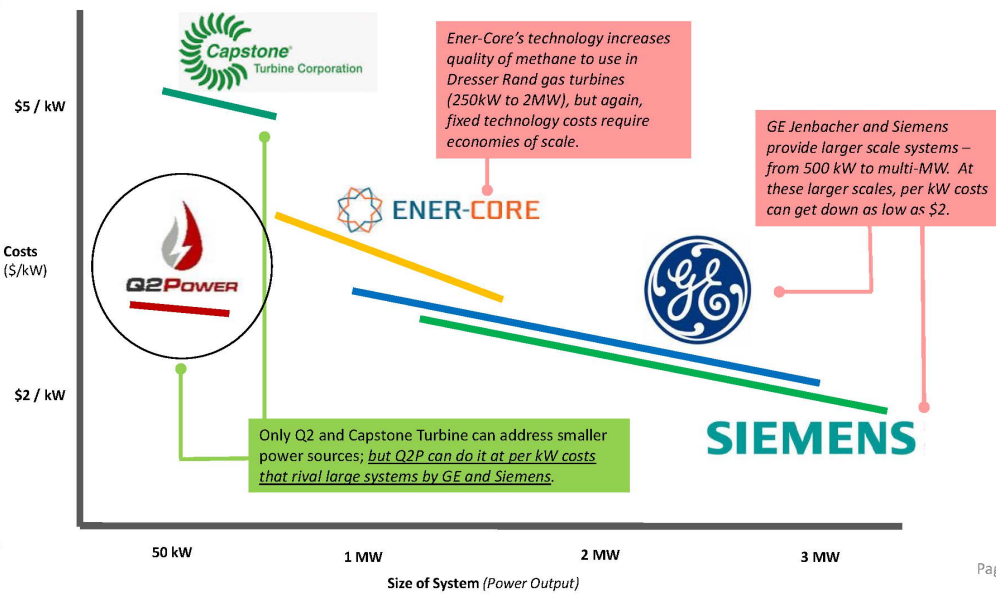
Reduce regulatory burdens and liabilities



Customer's Fuel Production System

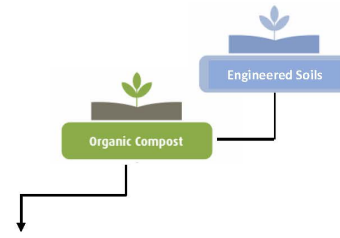
Through our unique technology, Q2P can provide distributed power to smaller customers at large-scale per-unit costs. We are “right-sizing” solutions to fit our customers’ problems.

- Our technology is cost effective at smaller scale because of these elements:**
1. Simple Engine Design
  2. Broad Fuel Quality Capability w/o Pre-Treatment
  3. Fuel Quantity and Pressure Robustness
  4. Clean Emission External Combustion
  5. On-site, mobile construction



To provide our WWTP customers with a **total waste solution**, Q2P will deploy technologies and proprietary processes that convert sludge from ADs into valuable co-products to be sold through regional networks.

In doing so, we can help our customers further reduce operating costs, create value from their problematic waste, and provide major public benefits.



### Identified Expertise and Strategic Alliance Opportunity:

Q2P has identified companies that convert AD sludge into high-end compost and engineered soils for water and nutrient retention.

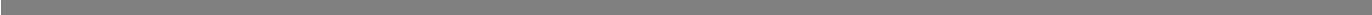
- **Expertise** – seasoned business run by respected leaders and pioneers in the industry.
- **Composting Assets** – ownership and affiliations with compost and soil blending facilities throughout the US.
- **Replicable, Scalable Model:** over 1000 composting facilities in the US and several major distribution partners, which represents a significant opportunity for expanding sales networks for high-end compost and engineered soils

- ✓ **Co-Product** solutions include composting, engineered soils and nutrient separation, all of which convert residual sludge from AD and other waste streams into higher-value products.
- ✓ **Cut Costs:** Co-product production can lower waste processing costs by up to 20% for the customer, and greatly enhance the economics of AD operation.
- ✓ **No Waste:** Virtually all of the input waste stream into a composting or engineered soils facility will be converted into a valuable, marketable product (vs. being landfilled).
- ✓ **Reduce Liability:** Co-product production can convert sludge from a WWTP to Class A material (land application and food production) as defined by the U.S. EPA.



Engineered soils from solid waste can be developed for nutrient and water retention, lightweight rooftop uses, urban traffic conditions, and many other specific requirements.

**Margins on sales of engineered soils can be 30% to 40% - sold through landscape engineers and back to the municipalities.**





Based on: 10 MGD WWTP / 30kW CHP Unit / 25 ton-day sludge	Est. Annual Revenue to Q2P
Electrical Production	\$18,000
Heat Generation	\$30,000
Bio-Solids Tipping Fees (net of contracted services)	\$30,000
Co-Products Sale	\$605,000
<b>TOTAL ANNUAL REVENUE FROM WWTP ECOSYSTEM:</b>	<b>\$683,000</b>
Cost of Equipment per Year (w/ maintenance – 7 years)	\$22,000
Cost of Co-Product Production	\$360,000
<b>TOTAL GROSS PROFIT PER WWTP ECOSYSTEM PER YEAR:</b>	<b>\$301,000 (44%)</b>

Total estimated annual cost savings for WWTP: \$30,000 - \$50,000, plus:

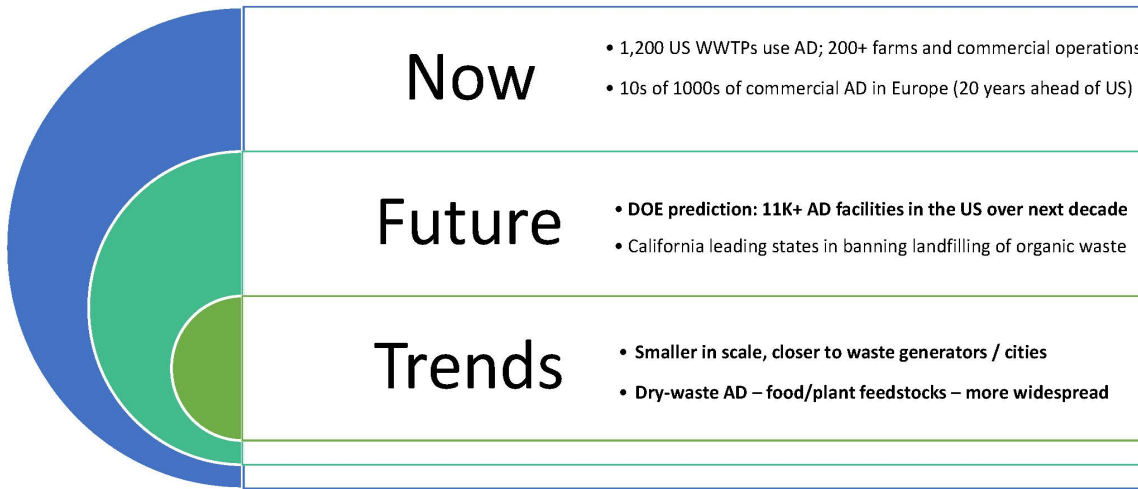
- ✓ Regulatory compliance
- ✓ Reduced carbon footprint
- ✓ Energy efficiency
- ✓ Beneficial reuse of waste
- ✓ Enhanced facility capacity
- ✓ Positive public relations

Margin supports growth

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**Anaerobic Digestion** is expected to play a bigger part in sustainable waste management strategies in the future in the US

The foundation Q2P can establish with “low hanging fruit” WWTPs expected to expand dramatically in the future:



### With Q2P's solutions, economics for Anaerobic Digestion (AD) proliferation become much stronger.

- Partnering with or acquiring AD facilities and technologies
- Expand CHP and co-products offerings
- Create another strong revenue stream

#### Identified Expertise and Strategic Alliance Opportunity:

- Multiple state-of-art AD facilities – “dry” feedstocks such as food and plant waste.
- Possible license or acquisition of underlying technology or right to purchase operating, cash-flowing facilities.
- 1000's more like this expected to be developed over following decade – a major growth opportunity.



Major step towards waste decentralization: Small-scale dry-waste ADs like these are expected to become widespread in the US over the next decade.



Q2P vision of producing scalable, technology based Ecosystems to manage waste and produce value reuse products for the vast majority of customers -- "right sizing solutions" -- is different from other leading companies in the sector.

Sector Type	Leading Companies	Distinctions
Waste Management Companies	Waste Management, Browning Ferris, Republic	<ul style="list-style-type: none"> <li>• Focused on capturing large waste streams to deliver to landfills.</li> <li>• Focused on economies of scale which requires large facilities far away from the generators of the waste.</li> <li>• Lower emphasis on new technologies.</li> <li>• Q2P focused on smaller-scale, distributed applications, deploying new tech.</li> </ul>
Waste Transformation Companies	Covanta, Veolia	<ul style="list-style-type: none"> <li>• Focused on capturing large waste streams and converting into mostly energy through waste to power technologies.</li> <li>• Focused on economies of scale and require large volumes of waste and very high capital costs.</li> <li>• Technology focus is on improving their combustion facility's performance.</li> </ul>
Technology-Centric Waste to Energy Companies	Harvest Power, Cambi, Bioferm	<ul style="list-style-type: none"> <li>• Focus on a dedicated customer's facility, one technology, and typically do not integrate multiple waste streams.</li> <li>• Customers tend to be large host facilities generating large waste streams to be economic – capital intensive.</li> <li>• These companies would be Q2P's biggest competitors – but almost all are privately-held companies.</li> </ul>

April 20, 2016

Dear Shareholders,

Last week Q2Power filed its first Annual Report as a public company. You are encouraged to read that document and the business presentation subsequently furnished to the SEC. This letter is meant to provide our current and prospective shareholders with more detail about our mission and strategy moving forward, progress made over the last year, and general milestones we expect to achieve in the coming year.

### **Mission**

Q2Power seeks to convert waste resources into renewable power, process heat, and other valuable products. Our current technology based on our proprietary, scalable and modular external combustion engine is just one facet of this greater vision. For our customers we want to build “Resource Ecosystems” – small-scale, localized and networked solutions that give businesses and communities the power to manage and monetize waste in a financially and environmentally sustainable manner.

We see the development of these Resource Ecosystems as critical steps towards the inevitable decentralization (reducing transportation and increasing resource utilization) of the \$75 Billion waste management industry in the United States. Our vision is to become an agent of change and leader in this transformational shift from “wasteful” to “resourceful” attitudes and practices. In this way, we will work to contribute to the long-term sustainability of our customers and our planet.

### **Markets**

Our prime target market for development of our Resource Ecosystems is comprised of small-scale Waste Water Treatment Plants (“WWTPs”). This also includes farms and commercial operations that utilize Anaerobic Digestion – a proven process that reduces bio-solid volume, treats pathogens, and produces methane as a by-product. We are seeking to become a leading supplier of total waste management solutions for these customers by deploying our proprietary methane-fueled power systems combined with conversion processes and distribution channels to be secured by Q2Power for products produced from bio-solids. In doing so, we endeavor to reduce operating costs and increase “green” credentials by creating value from all wastes generated at these customers’ sites.

Commercial and smaller industrial customers that produce waste fuels in their primary manufacturing processes are also target customers for building Resource Ecosystems. To the extent that we can combust these fuels on site while meeting EPA air quality guidelines, we can utilize our proprietary technology to generate electric power and process heat with resources that previously constituted a disposal cost and environmental liability for the facility owners.



## **Traction**

Over the last year we have:

- Deployed our first operating pilot system at a local WWTP (a beta unit designed to prove operating concept, and test and improve individual components of our system, i.e., this was not meant to be a revenue-producing or long-running project);
- Secured our first early generation product sale – a system that runs on waste liquid fuels -- for delivery this quarter, with milestone payments totaling \$160,000 from our customer commencing in the first quarter;
- Recruited a solid engineering and business team to execute our plan, and top-tier Directors with significant industry experience: Kevin Bolin, the former Chairman and CEO of Alter NRG, and Scott Whitney, the former President of NYSE-traded Covanta Energy's European business;
- Renegotiated certain legacy agreements to provide broader market growth opportunities, and settled all contingent liabilities to complete the separation from our former parent company; and
- Completed our going-public transaction and up-listed our stock on the OTCQB.

## **Milestones**

For the next 12 months we have set an aggressive plan of growth, which is described in further detail in our presentation. In short, the milestones we will attempt to accomplish are:

- Achieve critical operating and performance benchmarks for our base engine technology to allow us to enter a more efficient manufacturing stage – we are focused on increasing operating times between maintenance, and have an engineering roadmap to accomplish this goal;
  - Generate additional sales of our core combined heat and power (CHP) systems with customers for whom we can create value not only by providing renewable energy, but also through the on-site, clean disposal of waste fuels;
  - Deploy additional CHP systems at WWTP's in the United States with commercial contracts for the sale of power and heat to the facility owners – i.e., shifting from pilot to revenue producing operations;
  - Secure strategic partners, technology and business networks to expand our offerings to include solutions for bio-solid disposal and other valuable reuse products – a critical step towards offering the total waste solutions described in this letter, and being able to generate greater revenue opportunities from each customer;
  - Secure technology rights, expertise and/or possibly acquire next generation anaerobic digesters that will further expand our target customer base to include generators and processors of solid organic waste such as food scraps and plant residue; and
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- Raise additional funds that will provide us with 12+ months of operating runway.

With respect to raising capital, our goal is to do so efficiently with investors who share our long-term vision and can provide additional value to the growth of the company. In this respect, our new Directors have committed to leading these funding efforts, including investing their own money. It is important for our shareholders to understand, however, that our ability to achieve our milestones in the timeframes allotted is contingent on raising sufficient capital.

We are confident that we can accomplish our goals and place Q2Power in a solid position for the future. We are becoming a company that has more to offer than a single technology solution; rather, we are taking a holistic approach to solving critical energy and waste management issues for specific sectors of under-served customers. Additionally, we are working to build business processes and structures that can support the future of waste-to-energy and waste management in the United States.

We thank you for your support of Q2Power and look forward to our success together.

Sincerely,

/s/ Christopher Nelson

Christopher Nelson, CEO

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

**Legal Notice Regarding Forward-Looking Statements:** This 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.

Q2P Investor Contact:

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Art Batson  
407-478-1120

Q2Power Contact:

Christopher Nelson, CEO  
Chris@q2p.com