

---

---

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 20, 2019

**EXACTUS, INC.**

(Exact name of the registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation)

000-55828  
(Commission File Number)

27-1085858  
(IRS Employer Identification No.)

80 NE 4th Avenue, Suite 28, Delray Beach, FL 33483  
(Address of principle executive offices) (Zip code)

Registrant's telephone number, including area code: (804) 205-5036

4870 Sadler Road, Suite 300, Glen Allen, Virginia 23060  
(Former name or 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 14a-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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

## SECTION 1 – REGISTRANT’S BUSINESS AND OPERATIONS

### Item 1.01 Entry into a Material Definitive Agreement.

On March 20, 2019 we entered into an LLC Membership Interest Purchase Agreement (the “Cannacare Purchase Agreement”), under which we will acquire 100% of the outstanding membership interests in CannacareMD, LLC, a Florida limited liability company doing business as Hemp Healthy®. Hemp Healthy® operates the [www.buyhempcbd.com](http://www.buyhempcbd.com) website, where consumers can purchase a wide range of products featuring hemp-derived Cannabidiol (CBD) products.

Under the terms of the Cannacare Purchase Agreement we agreed to issue at closing a total \$1.1 million worth of our common stock. As the initial payment, we will issue \$330,000 worth of our common stock, valued at the average market closing price for the twenty trading days following the closing date. On the 90<sup>th</sup>, 180<sup>th</sup>, 270<sup>th</sup>, and 365<sup>th</sup> days following the closing date, we will issue additional tranches of \$192,500 worth of our common stock, each to be valued at the average market closing price for our common stock for the twenty trading days immediately following the due date for each installment.

Also on March 20, 2019, we entered into an LLC Membership Interest Purchase Agreement (the “Tierra Purchase Agreement”), under which we will acquire 100% of the outstanding membership interests in Tierra Healthcare Concepts, LLC, a Florida limited liability company (“Tierra”) which operates a specialty medical practice focused on CBD and other treatments. To acquire Tierra, we will make a series of cash payments to the current owners of the company. At closing, we agreed to make an initial payment of \$600,000, with additional \$100,000 payments being due on the 90<sup>th</sup>, 180<sup>th</sup>, 270<sup>th</sup>, and 365<sup>th</sup> days following the closing date.

In connection with our acquisition of Hemp Healthy® and Tierra, we agreed to retain the founder of Hemp Healthy® and Tierra to serve as a consultant for two years under the terms of a Consulting Agreement, to provide advice, management and direction for the day-to-day operations of each of these subsidiaries. The consultant will be paid a base fee of \$150,000 per year, with performance-based bonuses to be awarded in the discretion of our compensation committee, and agreed to restrictions on engaging in competing businesses.

## SECTION 7 - REGULATION FD

### Item 7.01 Regulation FD Disclosure

On March 25, 2019, we released the press release furnished herewith as Exhibit 99.1

## Section 9 – FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	LLC Membership Interest Purchase Agreement – CannacareMD, LLC *
10.2	LLC Membership Interest Purchase Agreement – Tierra Healthcare Concepts, LLC*
10.3	Consulting Agreement *
<u>99.1</u>	Press Release

\* To be filed as an exhibit to the Company’s Quarterly Report on Form 10Q for the quarter ended March 31, 2019.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf of the undersigned hereunto duly authorized.

EXACTUS, INC.

Date: March 25, 2019

By: /s/ Philip J. Young  
Philip J. Young  
President and Chief Executive Officer

---



## Exactus Acquires Hemp Healthy® Online Consumer and Healthcare Practitioner Brand with Full Traceability

*Exactus Inc., to Introduce New CBD Products via [www.buyhempcbd.com](http://www.buyhempcbd.com) and Establish Platform as an Industry Leading Resource for Professionals and Consumers*

**Delray Beach, Florida, March 25, 2019/GLOBE NEWSWIRE - Exactus Inc. (OTCQB:EXDI / OTCQB:EXDID)**, a healthcare company pursuing opportunities in Hemp derived Cannabidiol (CBD) products announced today it has agreed to acquire Hemp Healthy®, including [www.buyhempcbd.com](http://www.buyhempcbd.com), where consumers can purchase a wide range of tinctures, topical lotions, creams and gel caps.

When visiting [buyhempcbd.com](http://buyhempcbd.com), consumers can view the independent laboratory test results detailing the purity, cannabinoid, and terpene content of each product allowing for full traceability of all products. This data provides valuable information for patients, medical practitioners, and consumers about transparency and the quality of ingredients in Hemp Healthy products they consume.

Philip J. Young, CEO of Exactus, stated: “The Hemp Healthy brand was built off of transparency and quality which was paramount in our decision to acquire them as we continue our mission to become the most trusted name in the CBD marketplace.”

With the acquisition of Hemp Healthy, Exactus plans to introduce and launch additional CBD products in 2019. Hemp Healthy will continue to serve as an information resource and leader in the CBD market place by setting the industry standards on transparency and quality with every product. Additionally, the Hemp Healthy platform also offers a sales affiliate program for medical professionals and social influencers with more information available at [buyhempcbd.com/affiliate](http://buyhempcbd.com/affiliate).

“We believe that medical practitioners play an important role in educating patients on CBD.” added Philip J. Young, CEO of Exactus. “While we await more information from scientific studies and potential FDA regulation, we encourage those interested in learning about CBD to visit [buyhempcbd.com](http://buyhempcbd.com) and educate themselves with our resources.”

Exactus recently announced that it had placed its first million-dollar product request from its partner and largest shareholder Ceed2Med. The availability of the tinctures, gel caps and topical lotions puts the company in a strong position to supply the demand generated from the Hemp Healthy platform. In addition, the availability of the remaining amount of the annual 2,500-kilogram product guarantee combined with the recently announced Exactus One World, 200 acre, Oregon farm ensures Exactus the quantity, quality controls and capabilities sufficient to ensure product availability through 2020.

For information about Exactus, their products and availability, please call 804-205-5036 or email [cbd@exactusinc.com](mailto:cbd@exactusinc.com). For more information about Hemp Healthy, or to purchase products, visit [www.buycbd.com](http://www.buycbd.com).

### **About Exactus:**

Exactus, Inc., is a healthcare company pursuing opportunities in two distinct business segments. The company is engaged in producing industrial hemp from farms in Oregon and plans to extract and manufacture directly through cGMP facilities. Industrial hemp is a type of cannabis, defined by the federal government as having THC (tetrahydrocannabinol) content of 0.3% or less. That amount has not been shown to make a person feel "high." THC is the psychoactive compound found in cannabis. The Company also has been pursuing businesses in point of care diagnostics.

---

**Investor Notice**

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risks, uncertainties and forward-looking statements described under "Risk Factors" in Item 1A of our most recent Form 10-K for the fiscal year ended December 31, 2017 filed with the Securities and Exchange Commission (the "SEC") on April 2, 2018 and under the heading "Risk Factors" in our subsequently filed Current Reports on Form 8-K filed with the SEC, and in our other filings and reports with the SEC. If any of these risks were to occur, our business, financial condition or results of operations would likely suffer. In that event, the value of our securities could decline, and you could lose part or all of your investment. The risks and uncertainties we describe are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. In addition, our past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results in the future. See "Safe Harbor" below.

**Safe Harbor - Forward Looking Statements**

The information provided in this press release may include forward-looking statements relating to future events or the future financial performance of the Company. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words such as "anticipates," "plans," "expects," "intends," "will," "potential," "hope" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon current expectations of the Company and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties. Detailed information regarding factors that may cause actual results to differ materially from the results expressed or implied by statements in this press release relating to the Company may be found in the Company's periodic and current filings with the SEC, including the factors described in the sections entitled "Risk Factors", copies of which may be obtained from the SEC's website at [www.sec.gov](http://www.sec.gov). The Company does not undertake any obligation to update forward-looking statements contained in this press release.

**For more information:**

Company Contact:

Andrew Johnson

509.999.9696

[ir@exactusinc.com](mailto:ir@exactusinc.com)

**SOURCE:** Exactus Inc.

---