



**QNB METALS INC.**

Management Discussion and Analysis

For the year ended April 30, 2025

This Management Discussion and Analysis (“MD&A”) provides a discussion and analysis of the financial condition and results of operations of QNB Metals Inc. (“QNB” or the “Corporation”) to enable a reader to assess material changes in the financial condition and results of operations of the Corporation as at and for the year ended April 30, 2025 and should be read in conjunction with the annual financial statements and notes thereto for the year ended April 30, 2025 and 2024. All amounts included in this MD&A are in Canadian Dollars, the Corporation’s functional currency.

The annual financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The Corporation operates in one segment defined as the cash generating unit which is Canada.

This MD&A has an effective date of July 4, 2025, the date this MD&A was reviewed by the Audit Committee and approved by the Board of Directors.

Additional information relating to the Corporation can be found on SEDAR at [www.sedarplus.com](http://www.sedarplus.com).

The MD&A is presented in the following sections:

Page 1	Forward-Looking/Safe Harbour Statement and Fair Disclosure Statement
Page 2	Outlook, Corporate Overview
Page 3	Exploration Highlights
Page 3	Financial Review
	Operating Results, Financial Position
	Liquidity and Capital Resources
Page 6	Off-Balance Arrangements, Transactions with Related Parties
Page 7	Disclosure Controls and Procedures and Internal Controls over Financial Reporting
Page 8	Critical Accounting Estimates
Page 9	Changes in Accounting Policies, Adoption of New Accounting Standards
Page 9	Recent Accounting Pronouncements
Page 10	Financial Instruments and Other Instruments
Page 11	Contingent Liabilities, Outstanding Share Data
Page 11	Subsequent Events

## **FORWARD-LOOKING/SAFE HARBOUR STATEMENT AND FAIR DISCLOSURE STATEMENT**

This MD&A may contain certain forward-looking statements concerning the future performance of QNB’s business, its operations and its financial performance and condition, as well as management’s objectives, strategies, beliefs and intentions. These forward-looking statements are based on information currently available to the Corporation and the Corporation provides no assurance that actual results will meet management’s expectations. Forward-looking statements include estimates and statements that describe the Corporation’s future plans, objectives or goals, its ability to access capital, the speculative nature of mineral exploration and development, fluctuating commodity prices, competitive risks and reliance on key personnel, and include words to the effect that the Corporation or management expects a stated condition or result to occur. This list is not exhaustive of the factors that may affect any of the Corporation’s forward-looking statements. Statements relating to estimates of resources are also forward-looking statements as they involve risks and assumptions, including but not limited to assumptions with respect to future commodity prices and production economics, that the reserves and resources described exist in the quantities and grades estimated and are capable of economic extraction. Forward-looking statements may be identified by such terms as “believes”, “anticipates”, “expects”, “estimates”, “may”, “could”, “would”, “will”, or “plan”. All forward-looking information is inherently uncertain and subject to risks, uncertainties, and a variety of assumptions to address future events and conditions. These and other factors should be considered carefully and readers should not place undue reliance on the Corporation’s forward-looking statements. The Corporation does not undertake to update any forward-looking statement that may be made from time to time by the Corporation or on its behalf, except in accordance with applicable securities laws.

The preliminary assessments contained in the Technical Report referenced in this MD&A, and the estimates contained therein to date are preliminary in nature and are based on a number of assumptions, any one of which, if incorrect, could materially change the projected outcome. Although the Corporation believes that the expectations conveyed by the forward-looking statements are based upon information available on the date that such statements were made, there can be no assurance that such expectations will prove to be correct. All subsequent forward-looking statements, whether written or orally attributable to the Corporation or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

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## OUTLOOK

QNB Metals Inc. is an exploration company committed to identifying and advancing opportunities in the natural resource and clean energy sectors and also holds mineral exploration claims on its *Kingsville Salt Project*.

The Corporation holds a 49.9% interest in *Resolve Hydrogen Inc.* which holds patent pending hydrogen detection and storage/production methodologies from geological sources and a highly prospective land package consisting of 119 mineral exploration claims, across 7 claim blocks, covering 6,613 hectares (66 km<sup>2</sup>) in Northern Quebec, Canada. The land package is eligible for Quebec super flow through exploration incentives. Fieldwork on these hydrogen claims, with technical support from *Resolve Energie Inc.*, is expected to commence in fiscal 2026.

In May 2025, the Corporation announced a non-binding letter of intent to acquire all the issued and outstanding shares of ReSolve Energie Inc. ("ReSolve"), a private company with leading hydrogen and biofuel technology. This transaction, if completed, would result in a 100% interest (from 49.9%) in the newly created ReSolve Hydrogen Inc. and a 100% interest in the biofuel technology including all related intellectual property and related patent pending filings.

ReSolve has developed an innovative suite of technology that includes the transformation of residual bark and other biomass (such as corn crop residual biomass) into high performance renewable fuels including second-generation ethanol and lignin pellets, and electricity through cogeneration.

QNB's name is expected to change to ReSolve Energy Inc. with an updated ticker, and the business of ReSolve Energie is expected to continue in two distinct business segments: biofuel and hydrogen. QNB common shares are expected to be consolidated at a rate of 1:5 concurrently with this transaction. QNB common shares issued to former ReSolve shareholders are expected to be subject to resale restrictions and released upon the achievement of key milestones. Trading in the common shares of QNB is expected to be halted once this letter of intent is made binding and the listing statement is filed and will remain halted pending the satisfaction of all applicable requirements of the CSE. There can be no assurance on when trading of common shares of QNB will resume but it is expected to resume upon approval by the CSE of the listing statement and other necessary filings.

## CORPORATE OVERVIEW

QNB Metals Inc. was incorporated under the Canada Business Corporations Act on October 19, 2020. The Company holds a 49.9% interest in *Resolve Hydrogen Inc.* which holds a highly prospective land package in Ontario and Quebec, using leading patent pending detection and storage technologies and proprietary methodologies, with its joint venture partner who provides technical support and direction, *ReSolve Energie Inc.*

The Corporation also holds the Kingsville Salt Reservoir Project in Nova Scotia. The address of its head office is 2700-1000 rue Sherbrooke West, Montréal Québec, H3A 3G4, Canada. The Corporation's shares trade on the Canadian Securities Exchange ("CSE") under the symbol "TIM".

The Corporation is engaged in the business of acquiring and exploring mineral projects in the hope of locating economic deposits of minerals. QNB holds the Kingsville Salt Project, an exploration project located in the area of Kingsville, on Nova Scotia's Cape Breton Island, approximately 20 km north of the Port Hawkesbury / Point Tupper industrial area in the Strait of Canso. The project is being explored for the presence of a natural reservoir and salt occurrences to capture and store carbon gas for industrial operations.

## EXPLORATION HIGHLIGHTS

Management has reviewed different scenarios and opportunities for its Kingsville Salt Project. A National Instrument 43-101 technical report was commissioned and completed during the year ended April 30, 2025 and is on hold pending further investigation. Certain non-essential claims along the southern edge of the property package were allowed to expire in April 2025.

The Corporation incurred exploration and evaluation expenditures of \$16,800 to renew the mining licenses for the Kingsville salt project during the year ended April 30, 2025. No other active exploration activities were undertaken during the period.

The Corporation also paid \$28,466 in exploration and evaluation expenditures related to the staking new land claims in Ontario related to hydrogen exploration.

In exchange for a 49.9% interest in a newly created subsidiary named *Resolve Hydrogen Inc.*, which holds patent pending natural hydrogen detection and storage methodologies and a highly prospective land package consisting of 119 mineral exploration claims covering 6,613 hectares (66 km<sup>2</sup>) across 7 claim blocks in Northern Quebec, Canada, the Corporation completed the following:

1. In November 2024, the Corporation completed a private placement financing of \$510,000 in gross proceeds and issued 10,200,000 units at a price of \$0.05 per unit comprised of one common share and one purchase warrant exercisable at \$0.075 for eighteen months from closing.
2. In January 2025, the Corporation announced the issuance of four (4) million common shares at a deemed value of \$0.10 and \$50,000 in cash to *Resolve Energie Inc.*, under revised, considerably favorable, terms.

The mineral exploration claims are known to host elevated levels of hydrogen and are eligible for Quebec super flow through exploration incentives. Fieldwork on these *Resolve Hydrogen Inc.* claims, using *Resolve Energie Inc.* technical support, is expected to commence in calendar Q3 2025.

The fair value of the ReSolve Hydrogen Inc. was reported on the Statement of Financial Position at the share price on the date of issuance of \$340,000 less \$40,800, reflecting a Discount for Lack of Marketability (“DLOM”) for the four month exchange hold period. No indicators of impairment were identified as at year end.

## FINANCIAL REVIEW

The financial statements, including comparatives, have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future. The Corporation is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt as to the appropriateness of the going concern assumption. There is no assurance that the Corporation’s funding initiatives will continue to be successful and the Corporation’s financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Corporation will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

This section discusses significant changes in the Statements of Financial Position, Statements of Changes in Shareholders’ Equity, Statements of Loss, Comprehensive Loss and Deficit, and Statements of Cash Flows for the year ended April 30, 2025.

## SELECTED ANNUAL INFORMATION

For the year ended and as at April 30,	2025	2024	2023
Revenue	-	-	-
Loss and comprehensive loss	\$479,095	\$965,414	\$365,876
Loss per share	\$0.01	\$0.05	\$0.04
Total Assets	\$558,649	\$91,472	\$39,734
Total Long-term liabilities	Nil	Nil	Nil

## SUMMARY OF QUARTERLY RESULTS

In April 2025, the Corporation granted 200,000 incentive stock options to officers, directors, and consultants at an exercise price of \$0.05, with immediate vesting, and a five-year term. The estimated fair value, with a five-year term and immediate vesting, was \$9,875 using the Black Scholes valuation model. The weighted average grant date fair value was \$0.05 per stock option.

In March 2025, *ReSolve Energie Inc.* transferred patent-pending technology and a staked land claims package into a newly created joint venture entity named *ReSolve Hydrogen Inc.* The fair value of the *ReSolve Hydrogen Inc.* was reported on the Statement of Financial Position using the share price at the date of issuance which amounted to \$340,000 less \$40,800 reflecting a DLOM for the four month exchange hold period.

## SIGNIFICANT EVENTS DURING 2025

In January 2025, the Corporation issued consideration in the form of 4,000,000 common shares and \$50,000 in cash to *Resolve Energie Inc.* in exchange for a 49.9% interest into *Resolve Hydrogen Inc.*, as further described above under **EXPLORATION HIGHLIGHTS**.

In December 2024, the Corporation granted 500,000 incentive stock options to officers, directors, and consultants at an exercise price of \$0.08, with immediate vesting, and a five-year term. The estimated fair value, with a five year term and immediate vesting, was \$39,941 using the Black Scholes valuation model. The weighted average grant date fair value was \$0.08 per stock option.

In November 2024, the Corporation completed a private placement financing of \$510,000 in gross proceeds (the "Financing") and issued 10,200,000 units at a price of \$0.05 per unit ("Units") comprised of one common share and one purchase warrant exercisable at \$0.075 for eighteen months from closing ("Warrants"). The Warrants are subject to an accelerated expiry if the volume weighted average trading price of the common shares is equal to or greater than \$0.10 for a period of ten (10) consecutive trading days ("Accelerated Expiry"). There was a total of \$20,184 in cash finders' and other fees paid and a total of 310,000 Warrants subject to the Accelerated Expiry and 50,000 purchase warrants exercisable at \$0.14 for eighteen months from closing. Insiders subscribed for \$7,500 or 150,000 units of the Financing. Other issue costs were \$10,153.

In November 2024, the Corporation granted 650,000 incentive stock options to officers, directors, and consultants at an exercise price of \$0.08, with immediate vesting, and a five year term. The estimated fair value, with a five year term and immediate vesting, was \$51,924 using the Black Scholes valuation model. The weighted average grant date fair value was \$0.08 per stock option.

In November 2024, the Corporation issued 6,100,000 common shares ("Shares") to settle \$305,000 in debt. A total of 5,060,000 Shares were issued to the former President and CEO, 240,000 Shares to a former director, and 800,000 Shares to an arm's length contractor.

In September 2024, the Corporation granted 1,600,000 incentive stock options to officers, directors, and consultants to purchase common shares at an exercise price of \$0.075, with immediate vesting, and a five year term. The estimated fair value, with a five year term and immediate vesting, was \$79,995 using the Black Scholes valuation model. The weighted average grant date fair value was \$0.05 per stock option.

### **CONSOLIDATED OPERATING RESULTS**

This section should be read in conjunction with the Statements of Loss, Comprehensive Loss and Deficit for the year ended April 30, 2025 and the corresponding notes thereto.

The Corporation reported a loss and comprehensive loss of \$479,095 for the year ended April 30, 2025 as compared to \$965,414 for the year ended April 30, 2024. The variation primarily relates to a reduction of \$540,000 in exploration and evaluation expenses, \$181,736 in share-based compensation related to incentive stock options issued to new management and directors, offset by lower management fees and legal and audit fees during for the year ended April 30, 2025.

Exploration and evaluation expenditures were \$45,266 and relates to the staking of new Ontario mineral claims and for mining license renewals for the Kingsville Project for the year ended April 30, 2025 as compared to \$585,221 for the year ended April 30, 2024. Share based compensation charges related to stock options were \$181,736 for the year ended April 30, 2025 as compared to \$NIL for the year ended April 30, 2024. Management fees dropped to \$82,080 for the year ended April 30, 2025 as compared to \$195,167 for the year ended April 30, 2024. General & administration expenses were \$55,748 for the year ended April 30, 2025 down from \$32,040 for the year ended April 30, 2024. Legal and audit expenses were \$94,265 for the year ended April 30, 2025 down from \$152,986 for the year ended April 30, 2024.

### **FINANCIAL POSITION**

This section should be read in conjunction with the Statements of Financial Position and Statements of Changes in Shareholders' Equity as at April 30, 2025 and the corresponding notes thereto.

#### **Assets**

The current assets were \$209,449 at April 30, 2025 as compared to \$91,472 at April 30, 2024. Cash in bank was \$99,772 at April 30, 2025 as compared to \$19,621 at April 30, 2024 reflecting the net proceeds from the private placement completed in November 2024 less amounts paid to extinguish accounts payable. Receivables were \$5,810 at April 30, 2025 as compared to \$Nil as at April 30, 2024. Sales taxes recoverable was \$103,867 at April 30, 2025 as compared to \$71,851 at April 30, 2024. Exploration and evaluation expenditures are expensed to the Statements of Loss, Comprehensive Loss and Deficit.

#### **Liabilities**

Liabilities were \$240,662 at April 30, 2025 as compared to \$579,989 at April 30, 2024 and was comprised of accounts payable and accrued liabilities. Accounts payable of \$185,661 was payable in the normal course as was \$55,000 in accrued liabilities.

#### **Shareholders' equity (deficit)**

Shareholders' equity was \$317,987 at April 30, 2025 as compared to a deficit of \$488,517 at April 30, 2024. The change is primarily due to private placement financing completed in November 2024 for \$510,000 and related warrant reserve increase of \$338,439, the \$181,736 in share-based compensation related to incentive stock options issued to new management and directors, the 400,000 common shares issued for the Interest in ReSolve Hydrogen Inc., and the \$305,000 in share for debt settlement, all offset by the loss and comprehensive loss of \$479,095 for the year ended April 30, 2025.

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## LIQUIDITY AND CAPITAL RESOURCES

This section should be read in conjunction with the Statements of Financial Position as at April 30, 2025 and the corresponding notes thereto.

The working capital ratio at April 30, 2025 was 0.87 : 1 as compared to working capital ratio of 0.16 : 1 at April 30, 2024. At April 30, 2025, the Corporation held cash and equivalents of \$99,772 (April 30, 2024: \$19,621), receivables of \$5,810 (April 30, 2024: \$Nil), and sales taxes recoverable of \$103,867 (April 30, 2024: \$71,851).

In November 2024, QNB completed a private placement for gross proceeds of \$510,000 through the issuance of 10,200,000 units at a price of \$0.05 per unit, comprised of one common share and one purchase warrant exercisable at \$0.075 for eighteen months from closing.

Current liabilities at April 30, 2025 included accounts payable and accrued liabilities of \$240,662 (April 30, 2024: \$579,989) and related to operating expenses incurred during the year and payable in the normal course and other accruals.

In November 2024, QNB completed a share for debt settlement for \$305,000 of the accounts payable and accrued liabilities through the issuance of 6,100,000 common shares. Creditors included directors, officers and consultants.

The Corporation manages capital, based on its cash and equivalents and ongoing working capital, with an objective of safeguarding the Corporation's ability to continue as a going concern, maximizing the funds invested into exploration activities, exploring its projects, and considering additional financings which minimize shareholder dilution. There were no changes in the Corporation's approach to capital management during the year ended April 30, 2025.

The Corporation's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

The Corporation manages capital in proportion to risk and manages its mineral projects and capital structure based on economic conditions and prevailing commodity pricing and trends. The Corporation relies on equity financings to maintain adequate liquidity to support its ongoing exploration and development activities and ongoing working capital commitments. QNB has not earned significant revenues to date. As a result, the most meaningful information concerning the Corporation's financial position relates to its liquidity and solvency position. The Corporation raises funds for its operations primarily through the issuance of common shares.

The Corporation believes that it has sufficient working capital to meet its current obligations and currently planned operating costs and expenditures on its mineral projects. The Corporation intends to strategically advance its mineral projects by way of additional exploration programs. QNB intends to seek additional capital resources, when required, from equity financings, including flow-through, as market conditions permit. Although the Corporation has been successful in the past in raising funds, there can be no assurance that any funding required by the Corporation in the future will be available to it and, if such funding is available, that it will be offered on reasonable terms. In the event the Corporation is unsuccessful at raising such funds, it may not be able to continue as a going concern. QNB has no material commitments or contractual obligations with respect to the development of any mineral projects beyond those that would be considered as part of normal business.

## OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

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## **TRANSACTIONS WITH RELATED PARTIES**

The Corporation paid fees of \$82,080 for the year ended April 30, 2025 (April 30, 2024: \$Nil) to a current officer for President and CEO services provided to the Corporation under an ongoing consulting agreement. The Corporation paid fees of \$90,000 for the year ended April 30, 2025 (April 30, 2024: \$195,167) to a former officer for President and CEO services provided to the Corporation under a consulting agreement which ended in fiscal Q2 2025.

A total of 2,050,000 stock options were issued to current and former officers and directors during the year ended April 30, 2025 with an estimated fair value of \$136,738, using the Black Scholes valuation model.

In November 2024, the Corporation issued 6,100,000 common shares ("Shares") to settle \$305,000 in debt. A total of 5,060,000 Shares were issued to the former President and CEO and 240,000 Shares to a former director. A former director subscribed for \$7,500 or 150,000 units of the private placement financing completed in November 2024.

These transactions, entered into the normal course of operations, are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties. Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

## **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING**

### ***Disclosure Controls and Procedures***

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), as appropriate, to permit timely decisions regarding public disclosure. The CEO and CFO have, as at April 30, 2025, designed Disclosure Controls and Procedures as defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings of the Canadian Securities Administrators, or caused them to be designed under their supervision, to provide reasonable assurance that material information relating to the Corporation, disclosed in its annual and interim filings, is reported within the respective time periods specified under securities legislation. The Corporation's CEO and CFO have each evaluated the design and effectiveness of the Corporation's disclosure controls and procedures and have concluded that they are operating effectively as at April 30, 2025.

### ***Internal Control over Financial Reporting***

The CEO and CFO are responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of the CEO and CFO, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Based on a review of its internal control procedures at the end of the year covered by this MD&A, the CEO and CFO have concluded that the internal controls and procedures are appropriately designed and effective, in all material respects, as at April 30, 2025.

Management works to mitigate the risk of a material misstatement in financial reporting; however, a control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, including the possibility of human error and the circumvention or overriding of the controls and procedures by an individual or groups of individuals acting in collusion, they cannot provide absolute assurance that all control issues and instances of fraud, if any, have been prevented or detected. Due to inherent limitations, internal controls over financial reporting and disclosure may not prevent or detect all misstatements. Management will continue to monitor the

effectiveness of its internal control over financial reporting and disclosure controls and procedures and may make modifications from time to time as considered necessary.

There were no changes to the Corporation's internal controls during 2025 that have materially affected, or are likely to materially affect, the internal controls over financial reporting or disclosure controls and procedures. The CEO and CFO will continue to monitor the effectiveness of the internal controls over financial reporting and disclosure controls and procedures and will make changes to the controls as and when appropriate.

### **CRITICAL ACCOUNTING ESTIMATES**

QNB's significant accounting policies are summarized in note 4 to the financial statements for the year ended April 30, 2025. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions about future events that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Significant areas requiring the use of management estimates include, but are not limited to, the determination of carrying value of exploration and evaluation assets, the valuation of share-based compensation transactions, the valuation of purchase warrants issued on financings, deferred income tax assets and liabilities, and accrued liabilities and contingencies. Estimates and assumptions are regularly evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ from these estimates.

The following are the areas involving estimates made in the process of applying the Corporation's accounting policies that have a significant effect on the amounts recognized in the financial statements.

#### **Share based payments**

Management measures the fair value of granted stock options using the Black-Scholes option valuation model. The fair value of stock options using valuation models is only an estimate of their potential value and requires the use of estimates and assumptions.

#### **Exploration and evaluation expenditures**

The application of the Corporation's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale of the property, or where exploration activities are not adequately advanced to support a resource assessment. The determination is an estimation process that requires varying degrees of uncertainty and these estimates directly impact the deferral of exploration and evaluation expenditures.

#### **Impairment of long-lived assets**

The carrying amounts of exploration and evaluation assets are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. If there are indicators of impairment, an exercise is undertaken to determine whether the carrying values are in excess of their recoverable amount. Such review is undertaken on a property by property basis. The assessment requires the use of estimates and assumptions such as, but not limited to, long-term commodity prices, future capital requirements, resource estimates, and exploration potential. It is possible that the actual fair value could be significantly different from those assumptions, and changes in these assumptions will affect the recoverable amount of the exploration and evaluation assets.

#### **Decommissioning and restoration provision**

The Corporation records the fair value of estimated costs of legal and constructive obligations required to restore operating locations in the year in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation, and re-vegetation of affected areas.

The estimated fair value of a liability, and corresponding increase in the related property, is reported in the year in which it is incurred and when a reasonable estimate of fair value can be made. The fair value is the amount at which that liability could be settled in a current transaction between willing parties, that is, other than in a forced or liquidation transaction and, in the absence of observable market transactions, is determined as the present value of expected cash flows. The Corporation subsequently allocates the cost to expense using a systematic and rational method over its useful life, and records the accretion of the liability as a charge to the Statement of Loss, Comprehensive Loss and Deficit.

As the Corporation has not commenced construction and development of any mining operations, it does not have any provisions for decommissioning or restoration costs.

#### **Contingent Liabilities**

Contingent liabilities are not recognized in the financial statements unless estimable and probable and are disclosed in notes to the financial statements unless their occurrence is remote. By their nature, contingent liabilities will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

### **CHANGES IN ACCOUNTING POLICIES / ADOPTION OF NEW ACCOUNTING STANDARDS**

There were changes in accounting policies during the year.

#### ***New Accounting Policies Not Yet Adopted***

The Corporation has not yet adopted certain new standards, amendments and interpretations to existing standards effective for accounting periods beginning on or after October 1, 2024 or later periods. The new and amended standards are not expected to have a material impact on the Corporation except for the below standards.

IFRS 9: *Financial Instruments* requires entities to recognize financial assets and liabilities when they become party to the contractual terms and to measure them initially at fair value, adjusted for directly attributable transaction costs where applicable. The standard also provides guidance on the derecognition of financial liabilities, which can impact bank reconciliation processes, especially during debt restructuring.

Amendments to IFRS 9 and IFRS 7: *Financial Instruments, Disclosures*, effective for reporting periods beginning on or after January 1, 2026, address classification and measurement of financial instruments. The Corporation is assessing the impact of these amendments on its financial statements.

IFRS 18: *Presentation and Disclosure in Financial Statements* aims to improve the consistency and clarity of financial statement presentation and disclosure by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The Corporation is currently assessing the impact on its financial statements.

### **RECENT ACCOUNTING PRONOUNCEMENTS**

#### ***IAS 21: The Effects of Changes in Foreign Exchange Rates***

IAS 21 outlines how to account for transactions in foreign currencies and how to translate financial statements of foreign operations into a presentation currency and is effective for annual reporting periods beginning on or after January 1, 2025, with earlier application permitted. The amendment addresses situations where a foreign currency is not exchangeable into another currency (e.g., due to government restrictions or illiquidity in the market). It provides a definition of exchangeability, guidance on determining the exchange rate to use when exchangeability is temporarily or permanently

lacking and required disclosures to enhance transparency. The Corporation is currently evaluating the impact of this amendment which is not expected to have a material impact on the financial statements.

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective and have not been adopted early by the Corporation. Management anticipates that all of the pronouncements will be adopted in the Corporation's accounting policy for the first period beginning after the effective date of each pronouncement.

Information on new standards, amendments and interpretations have been issued but are not expected to have a material impact on the financial statements.

### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Corporation's financial risk management goals are to ensure that the outcome of activities involving elements of risk are consistent with the Corporation's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Corporation's statement of financial position from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through identifying risk appropriately, aligning risk with overall exploration and development strategy, diversifying risk, mitigation through preventive controls, and transferring risk to third parties.

#### **Fair value**

The fair value of a financial instrument on initial recognition is the transaction price, which is the fair value of the consideration given or received. Subsequent to initial recognition, fair value is determined by management using available market information or other valuation methodologies.

The fair value of cash and equivalents, receivables, and accounts payable and accrued liabilities, approximate their carrying amounts due to their short-term maturities.

There have been no major or significant changes that have had an impact on the overall risk assessment of the Corporation during the period. The objectives and strategy for the exploration and evaluation assets remains unchanged.

The Corporation's exploration and development activities expose it to the following financial risks:

#### **Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's exposure to credit risk is concentrated in three specific areas: the credit risk on operating balances including other receivables and cash and equivalents held with Canadian financial institutions. The maximum exposure to credit risk is equal to the carrying values of these financial assets.

The aggregate gross credit risk exposure at April 30, 2025 was \$105,582 (April 30, 2024: \$91,472), and was comprised of \$99,772 (April 30, 2024: \$19,621) in cash held with Canadian financial institutions with a "AA-" credit rating, and \$5,810 (April 30, 2024: \$71,851) in receivables.

#### **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign currency exchange rates, commodity prices, interest rates and liquidity. A discussion of the Corporation's primary market risk exposures, and how those exposures are currently managed, follows:

##### ***Currency risk***

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Corporation's financial assets and liabilities and operating costs are principally denominated in Canadian dollars. The Corporation has historically had insignificant operations in United States ("US") dollars. The Corporation has no US dollar hedging program due to its minimal exposure to financial gain or loss as a result of foreign exchange movements against the Canadian dollar.

***Commodity price risk***

Commodity prices, and in particular commodity spot prices, fluctuate and are affected by factors outside of the Corporation's control. This risk is not applicable as the Corporation is not currently in commercial production. The current and expected future spot prices have a significant impact on the market sentiment for investment in mineral exploration companies and may impact the Corporation's ability to raise equity financing for its ongoing working capital requirements.

***Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's interest rate risk is minimal as there are no outstanding loans or interest-bearing debts. The Corporation has not entered into any interest rate swaps or other active interest rate management programs at this time.

***Liquidity risk***

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The purpose of liquidity management is to ensure that there will be sufficient cash to meet all financial commitments and working capital obligations as they become due. To manage cash flow requirements, the Corporation maintains principally all its assets in cash and equivalents.

The Corporation believes that its cash position provides adequate liquidity to meet the Corporation's near-term obligations, subject to unforeseen circumstances.

**CONTINGENT LIABILITIES**

Governmental laws and regulations regarding environmental protection regulate the Corporation's operations. The environmental consequences are not easily identifiable, either in terms of results, the impacts or the expiration date. Currently, and to the best knowledge of its management, the Corporation is in conformity with current laws and regulations.

**OUTSTANDING SHARE DATA**

As at April 30, 2025, the Corporation had a total of 46,749,961 (April 30, 2024: 26,449,961) common shares outstanding, 2,550,000 (April 30, 2024: 1,000,000) stock options outstanding at an average exercise price of \$0.08 per share (April 30, 2024: \$0.10), and 12,350,000 purchase warrants and 360,000 broker warrants exercisable between \$0.075 - \$0.40 and expiring June 2025, October 2025 and May 2026 (April 30, 2024: 2,150,000 purchase warrants, \$0.16 - \$0.40, June 2025, October 2025). Additional details are available in note 5 to the annual financial statements for the year ended April 30, 2025.

**SUBSEQUENT EVENTS**

In May 2025, the Corporation announced a non-binding letter of intent to acquire all the issued and outstanding shares of ReSolve Energie Inc. ("ReSolve"), a private company with leading hydrogen and biofuel technology. This transaction, if completed, would result in a 100% interest (from 50.1%) in the newly created ReSolve Hydrogen Inc. and a 100% interest in the biofuel technology including all related intellectual property and related patent pending filings.

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ReSolve has developed an innovative suite of technology including the transformation of residual bark and other biomass (such as corn crop residual biomass) into high performance renewable fuels including second-generation ethanol and lignin pellets, and electricity.

QNB's name is expected to change to ReSolve Energy Inc. with an updated ticker, and the business of ReSolve Energie is expected to continue in two distinct business segments: biofuel and hydrogen. QNB common shares are expected to be consolidated at a rate of 1:5 concurrently with this transaction. QNB common shares issued to former ReSolve shareholders are expected to be subject to resale restrictions and released upon the achievement of key milestones. Trading in the common shares of QNB is expected to be halted once this letter of intent is made binding and the listing statement is filed and will remain halted pending the satisfaction of all applicable requirements of the CSE. There can be no assurance on when trading of common shares of QNB will resume but it is expected to resume upon approval by the CSE of the listing statement and other necessary filings.