



QNB METALS INC.

Management Discussion and Analysis

For the three months ended July 31, 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 three months ended July 31, 2025 and should be read in conjunction with the interim financial statements and notes thereto for the three months ended July 31, 2025 and 2024. All amounts included in this MD&A are in Canadian Dollars, the Corporation’s functional currency.

The interim 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 September 24, 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.

The MD&A is presented in the following sections:

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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.

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 km²) 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.

On July 31, 2025, the Corporation announced the approval of each of the matters set out in the Corporation's Management Information Circular dated July 4, 2025 at the 2025 Annual and Special Meeting of Shareholders held via webcast on July 30, 2025. All items of business were approved including the Proposed Transaction and Change of Business, share consolidation and name change.

On September 4, 2025, the Corporation announced conditional approval of the corporation's Form 2A Listing Statement from the Canadian Securities Exchange. The Canadian Securities Exchange ("CSE") has approved the Corporation. Fundamental Change (Resulting Issuer anticipated to be named ReSolve Energy Inc.) for listing subject to various normal course conditions. A restart of trading is expected upon closing of the transaction.

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.X".

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

The Corporation did not undertake any exploration activities during the three months ended July 31, 2025.

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 three months ended July 31, 2025.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes the Corporation's key consolidated financial information for the last eight quarters:

	2026	2025				2024		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Statements of comprehensive loss (for the three month periods ended)								
Operating expenses	134,209	144,277	125,927	144,215	64,676	169,941	76,840	274,684
Loss and comprehensive loss	134,209	144,277	125,927	144,215	64,676	169,941	76,840	274,684
Loss per share Basic and diluted	0.00	0.00	0.00	0.00	0.00	0.01	0.02	0.02
Statements of financial position (at end of quarter)								
Cash	664	99,772	258,621	176	27,340	19,621	22,316	38,913
Receivables & Prepaid expenses	159,110	109,677	44,645	32,515	33,872	71,851	57,216	53,094
Interest in ReSolve Hydrogen Inc.	349,200	349,200	-	-	-			0
Total assets	508,974	558,649	303,266	32,691	61,211	91,742	79,531	92,007
Total liabilities	325,196	240,662	219,999	650,105	614,404	579,989	395,217	330,852
Equity	183,778	317,987	533,267	(617,414)	(553,193)	(488,517)	(315,685)	(238,845)

SIGNIFICANT EVENTS DURING Q1 2026

The Corporation did not undertake any exploration activities during the three months ended July 31, 2025.

CONSOLIDATED OPERATING RESULTS

This section should be read in conjunction with the Statements of Loss, Comprehensive Loss and Deficit for the three months ended July 31, 2025 and the corresponding notes thereto.

The Corporation reported a loss and comprehensive loss of \$134,209 for the three months ended July 31, 2025 as compared to \$64,676 for the three months ended July 31, 2024. The variation primarily relates to an increase in legal and audit fees of \$46,421 during the three months ended July 31, 2025.

Management fees were \$58,333 for the three months ended July 31, 2025 as compared to \$49,500 for the three months ended July 31, 2024. General & administration expenses were \$29,455 for the three months ended July 31, 2025 up from \$15,176 for the three months ended July 31, 2024. Legal and audit expenses were \$49,421 for the three months ended July 31, 2025 as compared to \$Nil for the three months ended July 31, 2024.

FINANCIAL POSITION

This section should be read in conjunction with the Statements of Financial Position and Statements of Changes in Shareholders' Equity at July 31, 2025 and the corresponding notes thereto.

Assets

The current assets were \$159,774 at July 31, 2025 as compared to \$209,449 at April 30, 2025. Cash in bank was \$664 at July 31, 2025 as compared to \$99,772 at April 30, 2025. Prepaid expenses were \$22,447 at July 31, 2025 as compared to \$Nil at April 30, 2025. Receivables were \$5,810 at July 31, 2025 as compared to \$5,810 as at April 30, 2025. Sales taxes recoverable was \$130,853 at July 31, 2025 as compared to \$103,867 at April 30, 2025.

Liabilities

Liabilities were \$325,196 at July 31, 2025 (April 30, 2025: \$240,662) and included accounts payable due in the normal course of \$286,148 (April 30, 2025: \$185,662), accrued liabilities of \$20,385 (April 30, 2025: \$55,000) and payable to related party of \$18,663 (April 30, 2025: \$Nil).

Shareholders' equity (deficit)

Shareholders' equity was \$183,778 at July 31, 2025 as compared to a deficit of \$317,987 at April 30, 2025. The change is primarily due to the loss and comprehensive loss of \$134,209 for the three months ended July 31, 2025.

LIQUIDITY AND CAPITAL RESOURCES

This section should be read in conjunction with the Statements of Financial Position at July 31, 2025 and the corresponding notes thereto.

The working capital ratio at July 31, 2025 was 0.49 : 1 as compared to working capital ratio of 0.87 : 1 at April 30, 2025. At July 31, 2025, the Corporation held cash and equivalents of \$664 (April 30, 2025: \$99,772), prepaid expenses of \$22,447 (April 30, 2025: \$Nil), receivables of \$5,810 (April 30, 2025: \$5,810), and sales taxes recoverable of \$130,853 (April 30, 2025: \$103,867).

Current liabilities at July 31, 2025 included accounts payable due in the normal course of \$286,148 (April 30, 2025: \$185,662), accrued liabilities of \$20,385 (April 30, 2025: \$55,000) and payable to related party of \$18,663 (April 30, 2025: \$Nil).

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 three months ended July 31, 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.

TRANSACTIONS WITH RELATED PARTIES

The Corporation paid fees of \$37,500 for the three months ended July 31, 2025 (July 31, 2024: \$Nil) to a current officer for President and Chief Executive Officer (“CEO”) services provided to the Corporation under an ongoing consulting agreement. The Corporation paid fees of \$49,000 for the three months ended July 31, 2024 to a former officer for President and CEO services provided to the Corporation under a consulting agreement which ended in fiscal Q2 2025.

The President and CEO advanced a loan bearing an annual interest rate of ten percent in the amount of \$18,663 (April 30, 2025 – \$Nil) during the period to settle certain payables incurred in the normal course of operations. The full amount, including principal and interest, was fully repaid subsequent to the period.

In November 2024, the Corporation issued 5,300,000 common shares (“Shares”) to settle \$265,000 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 in 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 July 31, 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 July 31, 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 July 31, 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 material accounting policies are summarized in note 3 to the financial statements for the three months ended July 31, 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 period.

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 July 31, 2025 was \$6,474 (April 30, 2025: \$105,582), and was comprised of \$664 (April 30, 2025: \$99,772) in cash held with Canadian financial institutions with a "AA-" credit rating, and \$5,810 (April 30, 2025: \$5,810) 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 July 31, 2025, the Corporation had a total of 46,749,961 (April 30, 2025: 46,749,961) common shares outstanding, 2,550,000 (April 30, 2025: 2,550,000) stock options outstanding at an average exercise price of \$0.08 per share (April 30, 2025: \$0.08), and 11,050,000 purchase warrants and 360,000 broker warrants exercisable between \$0.075 - \$0.40 and expiring June 2025, October 2025 and May 2026 (April 30, 2025: 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). Additional details are available in note 6 to the interim financial statements for the three months ended July 31, 2025.

SUBSEQUENT EVENTS

On July 8, 2025, the Corporation announced that it has entered into an agreement on to acquire ReSolve Energie Inc. / ReSolve Energy Inc., (“ReSolve”) a privately held company specializing in advanced biofuel technologies. The Corporation executed a share exchange agreement (“Definitive Agreement”) whereby it will acquire all the issued and outstanding common shares of ReSolve in exchange for common shares in the capital of the Corporation (the “Common Shares”) on a post-Consolidated basis at a deemed price of \$0.25 Common Share (the “Proposed Transaction”).

Upon completion of the Proposed Transaction, QNB intends to change its name to “RéSolve Energie Inc. / ReSolve Energy Inc.” and a new trading symbol is expected to be assigned by The Canadian Securities Exchange (“CSE”) for the Resulting Issuer.

As a condition to the completion of the Proposed Transaction, the Corporation or ReSolve will complete a non-brokered private placement financing via the issuance of subscription receipts (the “Subscription Receipts”) at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds of a minimum of \$2,500,000 and up to a maximum of \$3,000,000 (the “Financing”). Upon the satisfaction of the escrow release conditions, each Subscription Receipt will automatically convert into one post-Consolidated Common Share.

Concurrent with the Proposed Transaction, the Corporation will complete a consolidation of its Common Shares on the basis of five (5) pre-consolidation Common Shares for one (1) post-Consolidation Common Share (the “Consolidation”). The Joint Venture will be terminated pursuant to the terms of the Definitive Agreement. The post-Consolidation Common Shares to be issued pursuant to the Proposed Transaction and Financing will be issued pursuant to exemptions from the prospectus requirements of applicable securities legislation.

On July 31, 2025, the Corporation announced the approval of each of the matters set out in the Corporation’s Management Information Circular dated July 4, 2025 at the 2025 Annual and Special Meeting of Shareholders held via webcast on July 30, 2025. All items of business were approved including the Proposed Transaction and Change of Business, share consolidation and name change.

On September 4, 2025, the Corporation announced conditional approval of the corporation’s Form 2A Listing Statement from the Canadian Securities Exchange. The Canadian Securities Exchange (“CSE”) has approved the Corporation. Fundamental Change (Resulting Issuer anticipated to be named ReSolve Energy Inc.) for listing subject to various normal course conditions. A restart of trading is expected upon closing of the transaction.