# QNB METALS INC.

1000 Sherbrooke Street West, Suite 2700
Montreal, QC, H3A 3G4

## NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT the annual general and special meeting of the shareholders (the "Meeting") of QNB Metals Inc. (the "Corporation") taking place on July 30, 2025 at 11:00 am (Eastern time) at 1000 Sherbrooke Street West, 27th Floor, Montreal, Québec H3A 3G4 and shareholders will be able to join virtually via Webex at the following link: https://mcmillan.webex.com/mcmillan/j.php?MTID=mb0c6d1af03e89a36b3d41141b58a0c19. Shareholders of the Corporation (the "Shareholders") who join virtually will only be able to listen to the Meeting and will not be able to actively participate or vote at the Meeting.**

**THE CORPORATION ENCOURAGES THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY.**

**The Meeting is being held for the following purposes, more described in the accompanying management information circular dated July 4, 2025 (the "Circular"):**

1. to present the financial statements of the Corporation for the years ended April 30, 2025, and the report of the auditors thereon.

2. to consider and, if deemed advisable, to pass an ordinary resolution electing the directors of the Corporation for the ensuing year.

3. to appoint the auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration.

4. to consider, and if thought appropriate, to adopt, with or without variation, an ordinary resolution to approve the 10% rolling stock option plan of the Corporation and to ratify and approve all issued and outstanding stock options previously granted under the 10% rolling stock option plan of the Corporation.

5. to consider and, if deemed advisable, to pass an ordinary resolution to approve the Corporation's acquisition of 100% of the issued and outstanding shares of Resolve Energie Inc. ("**ReSolve**") pursuant to the terms and conditions of a definitive agreement dated July 4, 2025 (the "**Definitive Agreement**"), between ReSolve and the Corporation (the "**Proposed Transaction**"), as more particularly described in Circular, and all transactions contemplated thereby, as well as the Corporation's change of business from a mineral exploration to an energy resource/CleanTech company.

6. to consider and, if deemed advisable, to pass an ordinary resolution to fix the number of directors of the Corporation to five (5) and to consider and, if deemed advisable, to pass an ordinary resolution electing the directors of the issuer resulting from the Proposed Transaction, effective as of and subject to the completion of the Proposed Transaction.

7. to consider and, if deemed advisable, to pass a special resolution to approve the consolidation of the capital of the Corporation on the basis of five (5) pre-consolidation common shares to one (1) post-consolidation common share, effective as of and subject to the completion of the Proposed Transaction.

8. to consider, and if deemed advisable, to pass a special resolution, the full text of which is set forth in the accompanying Circular, authorizing the change in the name of the Corporation to “ReSolve Energie Inc. / ReSolve Energy Inc.”, or such other name as the board of directors of the Corporation may, in its sole discretion, determine to be appropriate, effective as of and subject to the completion of the Proposed Transaction.

9. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Circular accompanies this notice of Meeting (this “**Notice**”). The Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The record date (the “**Record Date**”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is the close of business on June 18, 2025. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. Each common share entitled to be voted on each resolution will entitle the Shareholder to one vote on all matters to come before the Meeting.

**Registered Shareholders who wish to ensure that their common shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Circular.**

**Non-registered Shareholders must follow the instructions set out in the form of proxy or voting instruction form to ensure their common shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered Shareholder.**

Montréal, July 4, 2025

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed Ian C. Peres)*
Ian C. Peres, President & Chief Executive Officer