

ReSolve Energy (formerly QNB Metals Inc.) announces closing of reverse takeover transaction

22.10.2025 | [The Newswire](#)

ReSolve Energy Inc. (CSE: RESO) (the "Corporation") announces that it has completed the reverse takeover transaction of [QNB Metals Inc.](#) (the "Transaction").

Ian C. Peres, President & CEO of the Corporation commented, "The closing of our reverse takeover transaction and financing positions us to continue with the final step towards full commercialization of our green energy, patent pending technologies and also provides access to government grant programs and other funding alternatives. We anticipate the restart of trading in short order upon final acceptance from the CSE."

On October 21, 2025, the Corporation completed its previously announced non-brokered private placement financing via the issuance of 10,000,000 subscription receipts (the "Subscription Receipts") at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds of \$2,500,000 (the "Financing"). Each Subscription Receipt automatically converted, upon satisfaction of certain escrow release conditions, into one post consolidation common share (the "Post-Consolidation Shares"). There were no purchase warrants or finder's fees associated with the Financing. The proceeds from the Financing will be used to advance ReSolve's renewable energy project portfolio, including the advancement of its patent pending technology and for general working capital purposes.

Pursuant to the previously announced share exchange agreement dated July 4, 2025 (the "Definitive Agreement"), the Corporation acquired all the common shares of ReSolve Energy Holding Inc. (formerly, ReSolve Energy Inc.), a private company, in consideration for the issuance of 18,000,000 common shares in the capital of the Corporation (the "Common Shares") on a post-Consolidation (as defined herein) basis at a deemed price of \$0.25 per Post-Consolidation Share.

As contemplated by and required under the Definitive Agreement, the Corporation has changed its name from "QNB Metals Inc." to "ReSolve Energy Inc." and completed a consolidation of its common shares on the basis of five (5) pre-consolidation Common Shares for one (1) Post-Consolidation Share (the "Consolidation"). As of the date hereof, the Corporation has a total of 36,549,992 issued and outstanding common shares.

All the Corporation's board of directors and senior management will remain in place with the addition of Andre Proulx, the previous President of ReSolve, being named as Executive Chairman to the Corporation's board of directors (the "Board of Directors"). As disclosed in its press release issued on July 31, 2025, concurrent with the closing of the Transaction, Byron D'Silva has also been appointed as Chief Financial Officer of the Corporation.

Trading in the common shares of the Corporation, is expected to resume shortly on the CSE under the new symbol "RESO" following satisfaction of all CSE listing conditions.

The Corporation's shareholders approved the Transaction at its annual and special meeting of shareholders held on July 30, 2025 including the name change to ReSolve, new ticker symbol, share consolidation on basis of five (5) pre-consolidation Common Shares for one (1) Post-Consolidation Share and \$2,500,000 Financing. Further, the CSE provided conditional approval of the Transaction on September 4, 2025 with the Financing being one of the final conditions for CSE final approval. Completion of the Transaction remains subject to customary conditions, including CSE final acceptance and regulatory approvals. As a condition pursuant to the Definitive Agreement, the joint venture previously entered into between the Corporation and ReSolve Energy Holding Inc. (formerly, ReSolve Energy Inc.) has been terminated. See press releases of the Corporation issued on January 16, 2025, November 29, 2024, September 19, 2024 and July 8, 2025. Further details will be provided in a listing statement to be filed on SEDAR+ at www.sedarplus.ca.

The Transaction is not a "related party transaction" as such term is defined by Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions. The Post-Consolidation Shares issued pursuant to the Transaction and Financing were issued pursuant to exemptions from the prospectus

requirements of applicable securities legislation. Common Shares issued pursuant to the Financing are subject to restrictions on resale under applicable securities legislation and certain Common Shares issued pursuant to the Transaction are subject to escrow under the policies of the CSE.

About the Corporation

The Corporation is focused on the development and commercialization of advanced biofuel and renewable energy technologies, as well as the exploration of natural hydrogen resources. The Corporation has engineered a proprietary, patent pending acid hydrolysis platform capable of converting residual biomass-including bark, demolition wood, and paper sludge-into three complementary renewable energy products: second-generation ethanol, industrial-grade lignin pellets, and electricity generated via integrated biomass cogeneration. The Corporation also owns a patent pending intellectual property portfolio related to the hydrogen detection and extraction methods in addition to 119 mineral exploration claims covering 6,613 hectares (66 km²) in Québec.

On behalf of the Board of Directors and for further information, please contact:

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The Corporation's public documents may be accessed at www.sedarplus.com

Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements are necessarily based upon several estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to, general business, economic, competitive, political, and social uncertainties, and uncertain capital markets. Readers are cautioned that actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

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