

MINUTES OF FIRST MEETING OF THE BOARD OF DIRECTORS
ZQ Energy & Digital Assets Foundation

1. The first meeting of the Board of Directors was held at 9.00 – 11.00 a.m. on January 4, 2026 at 1050 17th St Lobby, Denver, CO 80202, United States.

Present were:
ALLAH DITTA

Constituting a quorum of the Board.

2. ALLAH DITTA acted as Chairman and appointed Secretary of the meeting.
3. The minutes of the organization meeting of incorporators were read and approved.
4. The following persons were nominated to the offices set opposite their respective names, to serve for three years and until their successors are chosen and qualify:
 - ALLAH DITTA – President (CEO)
 - ALLAH DITTA – Treasurer (CFO)
 - ALLAH DITTA – Secretary
 - ALLAH DITTA – Director
5. All the Directors present having voted, the Chairman announced that the aforesaid had been unanimously chosen as said officers, respectively.
6. The Chairman thereupon took the chair and the Secretary thereupon entered upon the discharge of his duties.
7. **Upon motion,duly made,seconded and carried,it was RESOLVED:**
That the stock certificates of this corporation shall be in the form submitted at this meeting.
8. **Upon motion,duly made,seconded and carried,it was RESOLVED:**
That the seal, an impression of which is herewith affixed, be adopted as the corporate seal of this corporation.
9. The Secretary was authorized and directed to procure the proper corporate books.
10. **Upon motion,duly made,seconded and carried,the following preambles and resolutions were unanimously adopted:**
WHEREAS, the following offer has been made to the corporation in consideration of the issuance of full paid and non-assessable shares of the corporation:
Price = 1.00 per share
10000
shares issued to ALLAH DITTA (Shareholder) 10000 (100%)

WHEREAS, In the judgment of this Board of Directors of this corporation, said offer is good and sufficient consideration for the shares demanded therefore and necessary for thier business of this corporation,

Now, therefore, be it RESOLVED:

That the aforesaid offer be and is hereby accepted and the President and Secretary of this corporation be and they hereby are authoritied and directed to execute in the name and on behalf of this corporation, and under its corporate seal, such agreement or agreements as may be necessary in accordance with said offer.

FURTHER RESOLVED:

That the President and Secretary be and they hereby are authorized and directed to issue and deliver in accordance with said offer certificates of full paid and non-assessable shares of this corporation to the said Offerors.

11. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That in compliance with the laws of Colorado, this corporation have and continuously maintain a registered office with the State of Colorado and have an agent at all times in charge thereof, upon which agent process against this corporation may be served, and that the books and records of the corporation shall be available for examination by any stockholder for any proper purpose as provided by law.

12. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That the proper officers of the corporation be and they hereby are authorized and directed on behalf of the corporation, and under its corporate seal, to make and file such certificate, report or other instrument as may be required by law to be filed in any state, territory, or dependency of Colorado or in any foreign county, in which said officers shall find it necessary or expedient to file the same to authorize the corporation to transact business in such state, territory, dependency or foreign county.

13. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That the Treasurer be and hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the corporation.

There being no further business, the meeting upon motion adjourned.

Dated: January 4, 2026.

ALLAH DITTA, Secretary

ALLAH DITTA, Chairman