

Resolve Ventures Inc.

700-838 W Hastings Street, Vancouver, BC Canada V6C 0A6
Telephone: (604)664-6794

MANAGEMENT DISCUSSION & ANALYSIS

For the Year Ended August 31, 2017

Date of Report: December 22, 2017

Directors and Officers as at December 22, 2017

Directors: Clive Massey, Earl Terris, Don Dybyk

Officers: Clive Massey – President & CEO, Alex Helmel - CFO

Contact Name: Clive Massey

Website: www.resolveventures.com

TSX Venture Exchange Symbol: RSV.V

Form 51-102F1

RESOLVE VENTURES INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Year Ended August 31, 2017

1.1 Date of This Report

December 22, 2017

1.2 Overall Performance

Description of Business

Resolve Ventures Inc. is a junior company listed on the TSX Venture Exchange. The Company is engaged in the acquisition, exploration and development of resource properties.

The Company is incorporated in British Columbia, Canada. The Company's principal place of business and registered records office is located at 700-838 W Hastings Street, Vancouver, BC, V6C 0A6.

1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	<u>August 31,</u> <u>2017</u>	<u>August 31,</u> <u>2016</u>	<u>August 31,</u> <u>2015</u>
(a) Net sales	-	-	-
(b) Loss from continuing operations			
(i) Total loss	\$239,838	\$259,807	\$236,593
(ii) Loss per share - basic	\$0.007	\$0.009	\$0.01
(iii) Loss per share - diluted	\$0.007	\$0.009	\$0.01
(c) Net loss			
(i) Total loss	\$239,838	\$259,807	\$236,593
(ii) Loss per share - basic	\$0.007	\$0.009	\$0.01
(iii) Loss per share - diluted	\$0.007	\$0.009	\$0.01
(d) Total assets	\$486,320	\$507,287	\$14,158
(e) Total long-term liabilities	\$ -	\$ -	\$ -
(f) Cash dividends declared per-share	N/A	N/A	N/A

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the financial statements of the Company and notes attached thereto.

Mineral Properties

Neptune Property:

On May 3, 2016, the Company executed an Option and Joint Venture Agreement (the “Agreement”) with Nevada Sunrise Gold Corp. (“Nevada Sunrise”) of Vancouver, BC, Canada, for the Company to earn an exclusive option to acquire up to a 50% undivided interest in the Neptune lithium property (“Neptune Property”). Neptune Property consists of a block of 316 unpatented placer claims totaling approximately 6,320 acres (2526 hectares) located in the Clayton Valley, Esmeralda County, Nevada, USA.

Nevada Sunrise holds an option to acquire a 100% interest in the Neptune Property pursuant to an option agreement with the property owners. Neptune Property is subject to a 3% gross overriding royalty (the “Royalty”) in favour of the current owners of the Neptune Property.

Option to Earn a 25% Interest

Under the terms of the Agreement, the Company can earn an initial 25% interest in Neptune Property by making cash and share payments to Nevada Sunrise, and funding exploration expenditures, on the following schedule:

- \$50,000 cash upon execution of a binding letter agreement dated March 2, 2016 (paid);
- \$50,000 cash upon filing a NI 43-101 compliant Technical Report (the “Report”) (paid);
- 200,000 shares of the Company issued to Nevada Sunrise on the effective date of the Agreement (issued); and
- \$300,000 cash in advance in respect of exploration expenditures to be incurred by Nevada Sunrise according to the recommendations in the Report, payable upon receipt of TSXV acceptance for the Agreement (paid).

Nevada Sunrise will act as operator and will charge a 10% operatorship fee on exploration expenditures. All property claim payments due by September 1, 2016 would be split 75-25 between the two parties.

In order to proceed with its second option, the Company must provide notice to Nevada Sunrise 60 days before the 1st anniversary of the effective date of the Agreement. If the Company does not elect to proceed with the second option, a standard dilution formula will apply to its 25% interest should additional expenditures be incurred.

Option to Earn a 50% Interest

Upon an election to proceed with the second option, the Company can earn an additional 25% interest in Neptune Property by making additional cash or share payments to Nevada Sunrise, and funding exploration expenditures, as follows:

- A payment to Nevada Sunrise of either \$100,000 cash or 300,000 shares of the Company, at the Company's option before the first anniversary of the effective date of the Agreement; and
- incurring \$700,000 in exploration expenditures on the Neptune Property on or before the second anniversary of the effective date of the Agreement (which the Company may satisfy by paying such amount in cash to Nevada Sunrise on or before the first anniversary of the effective date of the Agreement).

After completion of the exploration expenditures for Year 1 and Year 2 totaling \$1,000,000 and the payment of cash and shares as listed above, the Company would earn a 50% working interest in Neptune Property, and a joint venture would be formed.

In the event a joint venture is formed, Nevada Sunrise would be the operator of the joint venture and would be responsible for administering all exploration activities, including drilling, geophysical surveys, geological consulting, and claims fees according to usual business practice for a joint venture.

Nevada Sunrise has the right, under the terms of the Royalty, to purchase 1.0% of the Royalty at any time before September 2018 by paying the Royalty holders US\$1 million (the "Buydown"). Under the terms of the Agreement, the parties have agreed that if the joint venture exercises the Buydown, it will be paid by both parties according to their respective participating interests.

The Company issued 200,000 common shares to a finder in consideration for the finder identifying the property and facilitating negotiations between the parties. All shares issued by the Company in connection with the property option were subject to a four month hold period that expired on September 4, 2016.

On June 20, 2016, Nevada Sunrise has granted Advantage Lithium Corp. ("Advantage") the right to earn a 50% interest in the Neptune Property should the Company choose to waive its right to earn a further 25% interest in the Neptune Property. subject to, among other things:

- The Company waiving its right to earn a further 25% interest in the Neptune Property;
- Nevada Sunrise, the Company and Advantage entering into an amending agreement to the existing Neptune Option Agreement between the Company and Nevada Sunrise, on terms acceptable to all three parties;
- Advantage incurring exploration expenditures of \$700,000 on the Neptune Property; and
- Advantage exercising its option.

If these conditions are met, a joint venture would be formed between Advantage (50%), Nevada Sunrise (25%) and the Company (25%), on substantially the same terms as are set out in the current agreement between Nevada Sunrise and the Company.

Pursuant to an Amendment to Option and Joint Venture Agreement with Nevada Sunrise and Advantage, the Company agreed to terminate its right to a second-stage earn-in where it could have increased its interest to 50%.

On April 6, 2017, the Company announced that Nevada Sunrise and Advantage have commenced a lithium brine drilling program at the Neptune Lithium Project. One borehole to a depth of 610 metres (approximately 2,000 feet) is planned to follow up on encouraging results from a 2016 lithium brine drilling program carried out by Nevada Sunrise.

Windfall Lake Property:

On March 31, 2017, the Company entered into an agreement to acquire a 100% interest in the Windfall Lake area, Quebec, in consideration for 3 million shares of the Company, subject to TSX-V approval. The acquisition consists of 29 map designated cells measuring 1,638 hectares. The majority of the acquisition lies in one block totaling 1,128 hectares.

Private Placement and Share Capital Issued

On May 3, 2016, the Company closed a non-brokered private placement of 10,985,000 units at a price of \$0.05 per unit raising gross proceeds of \$549,250. Each unit consisted of one common share of the Company and one transferable share purchase warrant, with each warrant entitling the holder to acquire one share of the Company at a price of \$0.105 per share for a period of 36 months. The Company intends to use the net proceeds of the private placement to fund exploration on the Neptune Property and for working capital purposes. The Company paid to finders in the private placement a total of \$54,725 in cash and issued 1,088,500 finders' warrants. Each finder's warrant entitles the holder to purchase one share of the Company at a price of \$0.105 for a period of 36 months. All of the securities issued in the private placement are subject to a four month hold period that expired on September 4, 2016.

Also on May 3, 2016, the Company issued 200,000 common shares to Nevada Sunrise pursuant to the Definitive Agreement of Neptune Property, and the Company issued 200,000 common shares to a finder in consideration for the finder identifying the Neptune.

Results of Operations

The net loss for the twelve months ended August 31, 2017 was \$239,838 as compared with a net loss of \$259,807 for the twelve months ended August 31, 2016.

Investor Relations Activities

Currently, the Company has no formal arrangements in place with respect to investor relations. The directors and a consultant act as the spokespersons responding to any shareholder or investor calls. During the period, the Company responded to investor inquiries and conducted shareholder and investor mail outs. The shareholder communication expenses were all related to mail-outs and website maintenance, and various attendances in conferences and trade shows.

1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results, under IFRS, for the eight most recently completed quarters:

	<u>Q4</u> <u>31-Aug-</u> <u>17</u>	<u>Q3</u> <u>31-May-</u> <u>17</u>	<u>Q2</u> <u>28-Feb-</u> <u>17</u>	<u>Q1</u> <u>30-Nov-</u> <u>16</u>	<u>Q4</u> <u>31-Aug-</u> <u>16</u>	<u>Q3</u> <u>31-May-</u> <u>16</u>	<u>Q2</u> <u>29-Feb-</u> <u>16</u>	<u>Q1</u> <u>30-Nov-</u> <u>15</u>
Net sales	-	-	-	-	-	-	-	-
Net loss	(\$55,568)	(\$46,017)	(\$46,914)	(\$91,339)	(\$75,491)	(\$80,130)	(\$62,360)	(\$41,826)
Loss per share	(\$0.002)	(\$0.001)	(\$0.001)	(\$0.003)	(\$0.003)	(\$0.003)	(\$0.003)	(\$0.002)
Loss Per share diluted	(\$0.002)	(\$0.001)	(\$0.001)	(\$0.003)	(\$0.003)	(\$0.003)	(\$0.003)	(\$0.002)

1.6 Liquidity

As the Company has no revenue generating projects at this time, the ability of the Company to carry out its business plan rests with its ability to secure equity and other financings. At August 31, 2017, the Company's working capital deficit was \$449,400 compared to a working capital deficit of \$209,866 at August 31, 2016. The Company's current liabilities as of August 31, 2017 included approximately \$394,452 accrued for fees deferred by executives and contractors, fees owed to the Board, and advances from the former President in the Company's efforts to conserve cash. These fees accrued and advances will not be paid until the financial position of the Company improves.

The Company will require additional financing to fund any new acquisitions and exploration programs. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations. The ability of the Company to acquire additional projects is conditional on its ability to secure financing when required. There is material uncertainty that may cast significant doubt upon the ability of the Company to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and or private placement of common shares.

1.7 Capital Resources

Currently the Company is not holding any capital resources.

1.8 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

- a) Transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Transactions With Key Management Personnel

	YEARS ENDED AUGUST 31	
	2017	2016
Management and consulting fees	\$ 90,000	\$ 90,000

Payments and accruals to key management personnel including the former President, former Chief Financial Officer, a director, and companies directly controlled by key management personnel are for consulting fees or management fees and are directly related to their position in the organization.

- b) The Company also entered into the following transactions with directors and officers of the Company, or companies controlled by directors, officers, and related parties:

	YEARS ENDED AUGUST 31	
	2017	2016
Fees for consulting services	\$ 24,000	\$ 24,000
Rent	-	2,857
Equipment rental	5,813	5,813

As at August 31, 2017, \$265,115 (2016 - \$139,612) of fees and expenses to related parties were accruals and included in accounts payable. As of August 31, 2017, \$54,874 (2016 - \$43,664) advance from the former President is also included in accounts payable.

1.10 Fourth Quarter

The fourth quarter results do not differ significantly from other quarters. In the quarter ended August 31, 2017, there was a decrease in legal fees as a result of the Neptune property agreement the Company entered and the private placement closed during the quarter ended August 31, 2016.

1.11 Proposed Transactions

None.

1.12 Critical Accounting Estimates

N/A

1.13 Changes in Accounting Policies

None

1.14 Financial and Other Instruments

The carrying value of cash and cash equivalents and accounts payable approximate their fair values due to the short maturity of those instruments.

1.15 Other

Disclosure of Outstanding Share Capital (as at December 22, 2017):

	Number	Book Value
Common Shares	38,324,927	\$11,324,039

Summary of warrants outstanding (as at December 22, 2017):

	Number	Exercise Price	Expiry Date
Issued through private placement	10,985,000	\$0.105	May 2, 2019
Issued as finders' fees	<u>1,088,500</u>	\$0.105	May 2, 2019
Outstanding	12,073,500		

Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may

result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Subsequent Events

- In November 2017, the Company issued 3,000,000 common shares at a deemed price of \$0.05 pursuant to the acquisition of the Windfall Lake Property.
- In November 2017, the Company entered into an option agreement to acquire 100% interest in the Mary Property located southeast of Houston, BC. The Company can earn a 100% interest by issuing 5,000,000 common shares and incurring a minimum of \$100,000 in exploration expenditures within the first year. There is a 2% net smelter royalty, half of which may be purchased for \$1,500,000.
- In December 2017, the Company entered into an option agreement to acquire 100% interest in the Son Property located southeast of Houston, BC. The Company can earn a 100% interest by paying \$15,000 cash upon TSX-V approval and incurring a minimum of \$100,000 in exploration expenditures within the first year. There is a 2% net smelter royalty, half of which may be purchased for \$1,500,000.

Additional information

Additional information relating to the company is on SEDAR at www.sedar.com.