

RESOLVE VENTURES INC.
(the “Corporation”)
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Vancouver, BC V6C 0A6
Telephone: 604.644.6794

**ADDENDUM TO NOTICE AND INFORMATION CIRCULAR
DATED NOVEMBER 13, 2017**

This is an addendum (the “Addendum”) to the Corporation’s notice of meeting dated November 13, 2017 (the “Notice”) and information circular dated November 13, 2017 (the “Information Circular”) in respect of the annual general meeting of shareholders (the “Shareholders”) scheduled to be held on December 18, 2017 (the “Meeting”). **This Addendum is a supplement to, and forms an integral part, of the Notice and Information Circular and should be read in conjunction with the Notice and Information Circular.** Capitalized terms used but not defined herein have the meanings ascribed to them in the Notice and Information Circular.

This Addendum clarifies that the Meeting is now an annual general and special meeting and it will now be held at 10:00 a.m. on Friday, January 5, 2018 at the offices of Clark Wilson LLP at 900 – 885 West Georgia Street, Vancouver, B.C. The Record Date of November 13, 2017 shall remain unchanged.

An amended form of proxy referring to the new Meeting type, the new Meeting date and the ordinary and special resolutions as set forth below will be mailed with this Addendum. Any proxies received to date by Computershare Investor Services Inc. will not be counted and Shareholders are encouraged to send in the amended form of proxy. The persons named in the amended form of proxy filed in connection with this Addendum intend to vote FOR the election of the nominees for the Board of Directors named in this Addendum and for the special resolution adopting the advance notice provisions unless the Shareholder has specified in the form of proxy that the common shares represented by such form of proxy are to be withheld from or voted against these resolutions.

Amendments

I. Sections 2 and 3 of the Notice are deleted and new Sections 2 and 3 are inserted in the Notice as follows:

2. To determine the number of directors at three (3).
3. To elect as directors for the ensuing year:

Clive Massey Alexander Helm James Hyland

II. A new Section 7 is hereby added to the Notice as follows:

7. to consider, and if thought fit, to approve a special resolution to include certain advance notice provisions for the nomination of directors by shareholders in certain circumstances to the Articles of the Company, as described in the Addendum.

In the Notice and Information Circular, the Company nominated each of David Baker, Don Dybyk and J. Earl Terris for election as directors for the ensuing year. On November 24, 2017, Mr. Baker resigned from all of his positions with the Company and withdrew his name from consideration as a nominee for re-election. While each of Mr. Dybyk and Mr. Terris continue to serve as directors, each has withdrawn his name from consideration as a nominee for re-election at the annual meeting scheduled for January 5, 2018. Therefore:

III. The section of the Information Circular titled Election of Directors included in PARTICULARS OF MATTERS TO BE ACTED UPON is hereby amended to read in its entirety as follows:

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

| Name, Jurisdiction of Residence and Position | Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years | Previous Service as a Director | Number of Common Shares beneficially owned, controlled or directed, directly or indirectly ⁽¹⁾ |
|--|--|--------------------------------|---|
| Clive Massey British Columbia, Canada President, CEO and Director November 24, 2017 | President, CEO and Director of the Company since November 24, 2017. President and CEO of Tasca Resources Ltd. since May 31, 2017, Director of Tasca Resources Ltd. since September 29, 2016; President of Windfire Capital Corp. (2011 to June 2017) | Appointed November 24, 2017 | Nil |
| Alexander Helmel British Columbia, Canada Proposed Director | Management consultant having served as a director or officer of several early stage venture companies within the Canadian Capital Markets | Not applicable | Nil |
| James Hyland British Columbia, Canada Proposed Director | Corporate Founder and Manager of numerous early stage public and private businesses | Not applicable | Nil |

⁽¹⁾ The information as to ordinary residence, principal occupation and number of common shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the respective nominees.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the company acting solely in such capacity.

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of this Addendum to Notice and Information Circular, or has been, within 10 years before the date of the this Addendum to Notice and Information Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

- (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Each of the proposed directors has consented to being named as a nominee in this Addendum to Notice and Information Circular, and it is not contemplated that any of these proposed directors will be unable to stand for election to the Board or serve as a director.

The Company believes that, if elected, James Hyland and Alexander Helm will be “independent directors within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.”

None of the proposed directors is or has been indebted at any time since the beginning of the Company’s most recently completed financial year to the Company or any of its subsidiaries or had indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding by the Company or any of its subsidiaries.

Proposed Director Profiles:

Further background information with respect to each of the proposed directors is set forth below:

Clive Massey

Mr. Massey is currently the President and CEO of Tasca Resources Ltd. He has held directorships and senior management positions with various TSX Venture Exchange listed companies, including CEO of Redhill Resources, Windfire Capital, Aldever Resources, Prescient Mining and Universal Uranium and has coordinated the marketing programs for many successful public companies.

Alexander Helm

Alexander (“Alex”) Helm has been the Chief Financial Officer of Tasca Resources Ltd. since May 16, 2017 and serves as its Secretary. Mr. Helm is President, Chief Executive Officer, Director of Network Exploration Ltd. Mr. Helm has been President and a director of Network Exploration Ltd. since March 1, 2006 and also its Chief Executive Officer since August 27, 2007. He brings over 15 years of experience working with private and publicly traded companies; and has specific expertise working with resource-based companies in the Canadian Capital Markets. Mr. Helm is focused on developing exploration and managing the assets of mining corporations, while simultaneously building senior management teams and corporate growth strategies. Mr. Helm has been involved with multiple exploration companies including Rara Terra Minerals Corp. and Giyani Gold Corp. Mr. Helm obtained his Bachelor of Science degree from the University of British Columbia in 1994.

James (“Jamie”) Hyland

James brings more than 25 years of experience in the public markets as a financial and marketing consultant, a corporate founder and manager of numerous early stage public and private businesses. His industry expertise includes mining, publishing, financial services, oil & gas, hospitality, technology, alternative energy and healthcare appliances. He is currently a Director of Tasca Resources Corp. (TSX:V: TAC) and Aida Minerals Corp. (CSE: AMC). Mr. Hyland has an extensive network of contacts within the financial community including brokers, fund managers, industry analysts and media, throughout North America, the United Kingdom and continental Europe. Mr. Hyland earned a Bachelor of Commerce in Entrepreneurial Management from Royal Roads University of Victoria, BC. Canada.

The following nominees for election hold directorships in other reporting issuers as set out below:

| Name of Director | Names of Other Reporting Issuers |
|------------------|--|
| Clive Massey | Tasca Resources Ltd |
| Alexander Helm | Tasca Resources Ltd; Windfire Capital Corp; Global Cannabis Applications Corp; Network Exploration Ltd |
| James Hyland | Tasca Resources Ltd; Aida Minerals Corp |

IV. The following section is hereby added to the Information Circular:

Adoption of Advance Notice Provision

The Board proposes to add an advance notice provision, the full text of which is set out on Schedule “A” attached hereto (the “**Advance Notice Provision**”), to the Company’s Articles. The Board has determined that it is in the best interests of the Company to adopt and include the Advance Notice Provision in the Company’s articles as it: (i) facilitates orderly and efficient annual general or, where the need arises, special,

meetings; (ii) ensures that all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees; and (iii) allows shareholders to make an informed vote.

At the Meeting, shareholders will be asked to consider, and if thought advisable, to pass a special resolution, the full text of which is set out below, to adopt the Advance Notice Provision and to amend the Company's articles to include the text of the Advance Notice Provision.

Purpose of the Advance Notice Provision

The purpose of the Advance Notice Provision is to provide shareholders, directors and management of the Company with direction on the procedure for shareholder nomination of directors. The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which shareholders of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

Effect of the Advance Notice Provision

Subject only to the *Business Corporations Act* (British Columbia) (the "**BCBCA**") and the Company's articles, only persons who are nominated in accordance with the procedures set out in the Advance Notice Provision shall be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders (if one of the purposes for which the special meeting was called was the election of directors): (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the BCBCA, or a requisition of the shareholders made in accordance with the provisions of the BCBCA; or (c) by any person (a "**Nominating Shareholder**"): (A) who, at the close of business on the date of the giving of the notice provided for in the Advance Notice Provision and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth in the Advance Notice Provision.

Shareholder Approval

Under the BCBCA and the Company's Articles, the adoption of the Advance Notice Provision requires approval by special resolution of the shareholders and, as such, an affirmative vote of not less than two-thirds of the votes cast at the Meeting.

At the Meeting, shareholders will be asked to pass the following special resolution to adopt the Advance Notice Provision and include the Advance Notice Provision in the Company's articles (the "**Advance Notice Resolution**"):

"BE IT RESOLVED, as a special resolution of the shareholders of the Company, that:

1. The Advance Notice Provision, as defined and more particularly described in the Company's Addendum to Notice and Information Circular dated December 11th, 2017, be and is hereby authorized,

approved and adopted, subject to, if required, the approval of the TSX Venture Exchange;

2. The amendment of the articles of the Company to include the Advance Notice Provision be and is hereby authorized and approved;
3. The board of directors of the Company is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the foregoing resolutions, without further approval, ratification or confirmation by the shareholders of the Company; and
4. Any director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver for and on behalf of the Company, under the corporate seal of the Company or otherwise, all such certificates, instruments, agreements, notices and other documents as in their opinion may be necessary or desirable for the purpose of giving effect to these resolutions.”

The Advance Notice Resolution must be approved by at least two-thirds of the votes cast by shareholders who, being entitled to do so, vote in person or by proxy at the Meeting in respect of the Advance Notice Resolution.

The form of the Advance Notice Resolution set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Advance Notice Resolution.

Management of the Company recommends that shareholders vote in favour of the Advance Notice Resolution. It is the intention of the Designated Persons named in the enclosed amended form of proxy, if not expressly directed otherwise in such amended form of proxy, to vote such proxy FOR the Advance Notice Resolution.

DATED at Vancouver, British Columbia this 11th day of December, 2017.

RESOLVE VENTURES INC.

Per: “Clive Massey”
Clive Massey
Chief Executive Officer

Schedule "A"

ADVANCE NOTICE PROVISION

RESOLVE VENTURES INC. (the "Company")

Advance Notice Policy for Nomination of Directors.

- (1) Subject only to the *Business Corporations Act* (British Columbia) and the Company's Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board of directors at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors as set forth in the Company's notice of such special meeting, may be made (i) by or at the direction of the board of directors, including pursuant to a notice of meeting, (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia), or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or, (iii) by any shareholder of the Company (a "**Nominating Shareholder**") (x) who, at the close of business on the date of the giving of the notice provided for below in this Policy and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting, and (y) who complies with the notice procedures set forth in this Policy.
 - (a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the secretary at the principal executive offices of the Company in accordance with this Policy.
 - (b) To be timely, a Nominating Shareholder's notice must be received by the secretary of the Company (i) in the case of an annual meeting, not less than 30 days or more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Meeting Notice Date**"), the Nominating Shareholder's notice must be so received not later than the close of business on the 10th day following the Meeting Notice Date; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which public announcement of the date of the special meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting or special meeting commence a new time period for the giving of a Nominating Shareholder's notice as described in this Policy.
 - (c) To be in proper written form, a Nominating Shareholder's notice must set forth: (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares of the Company that are owned beneficially or of record by the person and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* (British Columbia) and Applicable Securities Laws; and (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company

and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* (British Columbia) and Applicable Securities Laws. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee. The Nominating Shareholder's notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

- (d) No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth in this Policy; provided, however, that nothing in this Policy shall be deemed to preclude a shareholder from discussing (as distinct from nominating directors) at a meeting of shareholders any matter in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act* (British Columbia). The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- (e) For purposes of this Policy, (i) "**public announcement**" shall mean disclosure in a press release disseminated by a nationally recognized news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (ii) "**Applicable Securities Laws**" means the applicable securities legislation in each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (f) Notice given to the secretary of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address aforesaid) or sent by facsimile transmission (provided the receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been on the subsequent day that is a business day.
- (g) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Policy.