

Form 51-102F3
Material Change Report

1. Name and Address of Company

Resolve Ventures Inc.
700-838 W Hastings Street
Vancouver, BC, V6C 0A6

(the “Company”)

2. Dates of Material Change(s)

December 14, 2018

3. News Release(s)

A news release was issued on December 17, 2018 and disseminated via Stockwatch News and Baystreet News pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company has received TSX Venture Exchange approval on its debt settlement transaction.

5. Full Description of Material Changes

News Releases dated December 17, 2018– See Schedule “A”.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Clive Massey, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 644-6794.

9. Date of Report

This report is dated December 17, 2018.

SCHEDULE “A”
to the Material Change Report dated December 17, 2018

RESOLVE VENTURES CLOSES DEBT SETTLEMENT TRANSACTION

VANCOUVER, BRITISH COLUMBIA – DECEMBER 17, 2018 – Resolve Ventures Inc. (TSX-V: RSV) (the “**Company**”) is pleased to announce that, pursuant to its news release issued September 27, 2018, the Company has received TSX Venture Exchange (“Exchange”) approval on its debt settlement transaction.

The Company has allotted and issued an aggregate of 3,616,585 units (each a “**Unit**”) and 1,349,998 common shares (each, a “**Share**”), both at a deemed price of \$0.07 per Unit or Share, to settle a total indebtedness of \$347,661.15 (the “**Transaction**”).

Each Unit consists of one common share of the Company and one non-transferable share purchase warrant (a “**Warrant**”). Each Warrant shall be exercisable to acquire one additional common share of the Company (a “**Warrant Share**”) for a period of five years at a price of \$0.09 per Warrant Share.

The Company determined to satisfy this outstanding indebtedness with Units and Shares to preserve its cash for operations.

4,016,585 common shares are subject to Surplus Escrow over a three year term, pursuant to Exchange policies. All securities issued pursuant to the Transaction are subject to four-month and one-day hold period.

About the Company

Resolve is a Vancouver based publicly listed exploration company trading on the TSX Venture Exchange. The company is led by a highly skilled management and technical team with numerous previous successes in the junior mining sector.

For further information on the Company, visit www.resolveventures.com or call (604) 644-6794.

ON BEHALF OF THE BOARD

Clive Massey, President
(604) 644-6794