

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)

April 5, 2019

3. News Release(s)

A news release was issued on April 5, 2019 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 announces that it has entered into debt settlement agreements with an arm's length third party and officers of the Company, pursuant to which the Company has agreed to issue an aggregate of 1,049,999 common shares at a deemed price of \$0.075 per Share, to settle a total indebtedness of \$78,750.

5. Full Description of Material Changes

News Releases dated April 5, 2019– 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 April 5, 2019.

SCHEDULE "A"
to the Material Change Report dated April 5, 2019

RESOLVE VENTURES PROCEEDS WITH DEBT SETTLEMENT TRANSACTION

VANCOUVER, BRITISH COLUMBIA – APRIL 5, 2019 – Resolve Ventures Inc. (TSX-V: RSV) (the "**Company**") announces that it has entered into debt settlement agreements with an arm's length third party and officers of the Company, pursuant to which the Company has agreed to issue an aggregate of 1,049,999 common shares (each, a "**Share**") at a deemed price of \$0.075 per Share, to settle a total indebtedness of \$78,750 (the "**Transaction**").

The Company determined to satisfy this outstanding indebtedness with Shares to preserve its cash for operations. The Transaction is subject to TSX Venture Exchange approval. All Shares 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