

**EARLY WARNING REPORT FILED PURSUANT TO PART 3 OF NATIONAL
INSTRUMENT 62-103 (THE “INSTRUMENT”)**

1. Security and Reporting Issuer

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of Resolve Ventures Inc. (the “Company”), 700-838 West Hastings Street, Vancouver, BC, V6C 0A6. The transaction did not take place through the facilities of any stock market.

2. Identity of Acquirer

The transaction described in item 1 above took place on December 14, 2018, and involved the following joint actors of Blair Naughty (“Naughty”):

- Canal Front Investments Inc., 301-220 Brew Street, Port Moody, BC V3H 0E5
- Naughty Capital Ltd., 301-220 Brew Street, Port Moody, BC V3H 0E5

- (collectively, the “Joint Actors”)

3. Interest in Securities of the Reporting Issuer

On December 14, 2018, the Joint Actors acquired ownership and control of an aggregate of 1,310,714 common shares (the “Subject Shares”) and 910,714 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of the Company. The Subject Units represented approximately 8% of all issued and outstanding common shares of the Company as of December 14, 2018 immediately following the transaction described above (or approximately 13.6% on a partially diluted basis, assuming exercise of the Subject Warrants only), resulting in a corresponding increase in the percentage of shares held by the Joint Actors as a result of the transaction.

Immediately before the transaction described above, Naughty and the Joint Actors held an aggregate of 950,000 common shares of the Company (the “Pre-Shares”) representing approximately 8.3% of the issued and outstanding common shares of the Company.

Immediately following the transaction described above, Naughty and the Joint Actors held an aggregate of 2,260,714 common shares (the “Post-Shares”) and convertible securities entitling Naughty and the Joint Actors to acquire an additional 910,714 common shares of the Company (the “Post-Convertible Securities”), representing approximately 13.8% of the issued and outstanding common shares of the Company (or approximately 19.4% assuming exercise of such Post-Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Units was \$91,749.98, or \$0.07 per Subject Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by Naughty and the Joint Actors are managed

for investment purposes. Naughty and the Joint Actors may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

The Subject Units were acquired in a debt settlement transaction pursuant to a debt settlement agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

7. Change in Material Fact.

Not Applicable.

8. Exemption.

Section 2.14 of National Instrument 45-106.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 6th day of February, 2019.

“Blair Naughty”

Blair Naughty