



RESOLVE VENTURES INC.

MANAGEMENT DISCUSSION & ANALYSIS

Form 51-102F1

Nine months ended May 31, 2020

The following management discussion and analysis (“MD&A”) of the financial position and results of operations for Resolve Ventures Inc. (the “Company” or “Resolve”) should be read in conjunction with the unaudited condensed interim financial statements and the notes thereto for the nine months ended May 31, 2020. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars. Additional information relevant to the Company’s activities can be found on SEDAR at www.sedar.com.

1.1 Date of This Report

July 24, 2020

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 830-1100 Melville Street, Vancouver, BC, V6E 4A6.

Mineral Properties

Windfall Lake Property:

On March 31, 2017, the Company entered into an agreement to acquire a 100% interest in the Windfall Lake Property, Quebec, in consideration for 333,333 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. On November 1, 2017, the Company issued 333,333 shares to complete the acquisition.

During the year ended August 31, 2019, the Company decided not to pursue the Windfall Lake Property and as a result, recorded an impairment of \$150,000.

Private Placements and Share Capital Issued

On November 13, 2019, the Company closed a non-brokered private placement financing for total gross proceeds of \$14,250. The Company issued 190,000 Units at a price of \$0.075 per Unit. Each Unit consists of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at \$0.09 per common share for a five-year period. The Company issued 80,000 finders warrants exercisable at \$0.09 per common share for a period of five years and paid \$6,000 cash as finder’s fees.

On October 24, 2019, the Company closed a non-brokered private placement financing for total gross proceeds of \$182,500. The Company issued 2,433,333 Units at a price of \$0.075 per Unit. Each Unit consists of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at \$0.09 per common share for a five-year period.

On April 17, 2019 the Company settled \$78,750 of debt by issuing 1,049,999 shares at a deemed price of \$0.075 per share.

On March 22, 2019, pursuant to a private placement, the Company issued 2,666,664 common shares and 2,666,664 share purchase warrants at a price of \$0.075 per unit for gross proceeds totalling \$200,000. Each share purchase warrant entitles the holder to purchase one additional common share at \$0.10 per common share until March 22, 2024.

On December 14, 2018 the Company settled \$347,661 of debt by issuing 1,349,998 shares at a price of \$0.07 per share, and 3,616,585 units (each unit being one share and one share purchase warrant) at a price of \$0.07 per share. Each warrant entitles the holder to purchase one additional common share at \$0.09 per common share until December 14, 2023.

On October 26, 2018, pursuant to a private placement, the Company issued 6,600,000 common shares at a price of \$0.055 per common share for gross proceeds totalling \$363,000. The Company paid a cash finder's fee of \$12,320 and issued 119,000 common shares to finders.

1.3 Selected Annual Information

n/a – annual requirement

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

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

The Company is in the development stage and does not generate any revenues. To date, the Company has not earned any significant revenues.

General and Administrative Expenses

Nine months ended May 31, 2020

The Company's operating costs during the nine months ended May 31, 2020 (the "Current Period") were less than those of the nine months ended May 31, 2019 (the "Comparative Period"). Loss from operations decreased by \$345,887 to \$306,817 (2019 - \$652,704). Key contributors to the change in operating costs in addition to those outlined above are as follows:

- Consulting fees decreased by \$63,860 to \$90,240 (2019: \$154,100) and management fees increased by \$32,000 to \$113,000 (2019: \$81,000) as management undertook roles of previous consultants whose services have been terminated.
- Property investigation increased from \$Nil to \$62,128 in relation to costs (travel, consulting, and technical) attributed to potential acquisition candidates.
- Share based compensation reduced by \$259,900 to \$Nil as there were no costs incurred in 2020 in this category.

Three months ended May 31, 2020

The Company's operating costs during the three months ended May 31, 2020 (the "Current Period") were less than those of the three months ended May 31, 2019 (the "Comparative Period"). Loss from

operations decreased by \$161,810 to \$71,003 (2019 - \$232,813). The primary contributors to the difference in costs are share based compensation and property investigation costs described above as they both were recorded in the Current Period.

There are no trends, commitments, events or uncertainties presently known to management that are reasonably expected to have a material effect on the Company's business, financial condition or results of operation other than uncertainty as to the speculative nature of the business, the uncertainty of commodity prices, and the uncertainty of fundraising activities.

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:

Three months ended	Total Revenues	Net Loss	Loss Per Share (basic and diluted)
May 31, 2020	\$Nil	\$71,003	\$0.01
February 29, 2020	\$Nil	\$145,331	\$0.01
November 30, 2019	\$Nil	\$90,483	\$0.004
August 31, 2019	\$Nil	\$156,681	\$0.01
May 31, 2019	\$Nil	\$232,813	\$0.01
February 28, 2019	\$Nil	\$324,338	\$0.02
November 30, 2018	\$Nil	\$95,552	\$0.01
August 31, 2018	\$Nil	\$400,196	\$0.10

Losses across the quarters are reasonably consistent with a rise in loss over recent quarters (August 31, 2018 – November 30, 2018) due to an overall increase of activity within the Company. In the quarter ended August 31, 2018, the Company incurred an impairment of \$325,000 in relation to the Mary property. In the quarters ended May 31, 2018 and August 31, 2018, the Company incurred additional expenses in relation to the consolidation and re-organization of the Company. During the quarter ended May 31, 2019, the Company recorded a gain from debt settlement of \$29,962 and a mineral impairment charge of \$150,000. During the quarters ended August 31, 2019 and November 30, 2019, the Company continued to assess acquisition opportunities. During the quarter ended February 29, 2020, the Company recorded \$62,128 in property investigation costs.

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 May 31, 2020, the Company's working capital deficit was \$95,353 compared to a working capital deficit of \$20,486 at August 31, 2019. The Company's current liabilities as of May 31, 2020 were \$160,472 (August 31, 2019: \$91,715).

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



At May 31, 2020 the capital of the Company consisted of cash in the bank, and GST recoverable totaling \$63,917. The Company will have to generate additional cash from equity and/or debt raised through the Canadian public markets to meet its commitments.

1.8 Off Balance Sheet Arrangements

At May 31, 2020, there were no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

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.

a) Transactions with Key Management Personnel

	Nine months Ended	
	May 31, 2020	May 31, 2019
Clive Massey (CEO)	86,000	54,000
a company controlled by Alexander Helmel (CFO)	27,000	27,000
Penilla Klomp (Secretary)	27,000	-
a company controlled by Kelly Young (former Secretary)	-	27,000
a company controlled by a director (Jamie Hyland)	7,500	-
Management and consulting fees	\$ 147,500	\$ 108,000

As at May 31, 2020 \$38,600 (2019 - \$67,680) of fees and expenses was due to related parties.

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

1.10 Third Quarter

The Company’s focus during the third quarter was to continue to explore opportunities to acquire mineral exploration projects, assess its existing projects, and raise capital for the Company.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company.

1.12 Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

1.13 Changes in Accounting Policies

No new accounting policies were adopted during the nine months ended May 31, 2020 other than those disclosed in the accompanying financial statements.

1.14 Financial Instruments and Risks

As at May 31, 2020, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and loans due to related parties. The carrying value of these financial instruments approximate their fair values.

Fair Value

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 Inputs other than quoted prices that are observable for the assets or liabilities either directly or indirectly, and
- Level 3 Inputs that are not based on observable market data

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of receivables and accounts payable approximate their fair value because of the short-term nature of these instruments.

Financial Risks

The Company has analyzed the following risks:

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. Cash deposits and term deposits are maintained with a financial institution of reputable credit and are redeemable on demand. Amounts receivable consists primarily of GST returns due from Revenue Canada. The Company's opinion is that credit risk is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At May 31, 2020, the Company had cash and cash equivalents of \$42,110 to settle accounts payable and accrued liabilities of \$160,472. Readers' attention is drawn to Note 1 of the financial statements regarding going concern issue of the Company and section 1.6 of this MD&A.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices, marketing prices and/or stock market movements (price risk). The Company is subject to Market Risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash and cash equivalents bear interest at market rates. Other current financial assets and liabilities are not exposed to interest rate risk because of their short-term nature or being non-interest bearing. The Company is not subject to significant interest rate risk.



Foreign Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The foreign currency risk for the Company is low.

Commodity Risk

Commodity risk is the risk provided by uncertainties of future market values and of the size of the future income, caused by the fluctuation in the prices of commodities. The commodity risk for the Company is significant.

COVID-19 Pandemic

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, customers, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses, including ours. This outbreak could decrease spending, adversely affect demand for natural resources and harm our business and results of operations. It is not possible for us to predict the duration or magnitude of the adverse results of the outbreak and its effects on our business or results of operations at this time.

1.15 Other MD&A Requirements

Share Capital as at the date of this report:

	<i>Number Issued and outstanding</i>
Common Shares	22,839,434
Warrants	8,986,582
Stock Options	-
Fully Diluted	31,826,016

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.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by securities regulations, the Company undertakes no obligation to publicly release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to the future metal prices, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price of metals; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Subsequent Events

No subsequent events.