

NOTICE OF ANNUAL GENERAL and SPECIAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **Resolve Ventures Inc.** (the “**Company**”) will be held on Wednesday, March 11, 2020 at the Company’s head office, Suite 830 – 1100 Melville Street, Vancouver, BC, V6E 4A6 at the hour of 11:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for its financial years ended August 31, 2019 and 2018;
2. To fix the number of directors of the Company at three (3);
3. To elect the directors of the Company for the ensuing year;
4. To re-appoint Morgan & Company LLP, Chartered Accountants, as the Company’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration;
5. To approve and ratify the Company’s 2018 Stock Option Plan; and
6. To approve the transaction of such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting is an Information Circular and Instrument of Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. A Registered Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524 within the time set out in the notes, as set out below.

The Instrument of Proxy must be signed by the Registered Shareholder or by his or her attorney authorized in writing, or, if the Registered Shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of Computershare Investor Services Inc. at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 10th day of February, 2020.

BY ORDER OF THE BOARD

“Clive Massey”, President & CEO