

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Resolve Ventures Inc. (the “**Company**” or “**Resolve**”)
Suite 830 – 1100 Melville Street
Vancouver, BC, V6E 4A6

Item 2 Date of Material Change

June 29, 2021

Item 3 News Release

The news release dated June 30, 2021 was disseminated through AccessWire.

Item 4 Summary of Material Change

The Company announced that the TSX Venture stock exchange has approved, and Resolve has begun taking steps to earn a 100% interest in the combined 10,050.4 Ha contiguous Gravity Property and the Jack White Property (collectively the “**Gravity Jack Property**”) pursuant to an option agreement dated March 24, 2021 (the “**Option Agreement**”) with Island Time Exploration Ltd, Calderan Ventures Ltd., and Raymond Wladichuk (collectively the “**Vendors**”). The Gravity Jack Property is located in the New Westminster Mining Division, near Boston Bar British Columbia, Canada.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that the TSX Venture stock exchange has approved, and Resolve has begun taking steps to earn a 100% interest in Gravity Jack Property pursuant to an Option Agreement with the Vendors. The Gravity Jack Property is located in the New Westminster Mining Division, near Boston Bar British Columbia, Canada.

Under the terms of the Option Agreement, Resolve has issued an aggregate of 1,600,000 common shares in the capital of the Company (each, a “**Share**”) to the Vendors at a deemed price of \$0.075 per Share. These shares are subject to a statutory hold period of 4 months and 1 day from the date of issuance.

In order to finish earning the Option, RSV must (i) complete a National Instrument 43-101 compliant technical report on the Gravity Jack Property, (ii) incur exploration expenditures of \$200,000 on or before August 21, 2021, (iii) issue an additional 500,000 Shares to Island Time Exploration Ltd. and incur an additional \$500,000 of exploration expenditures on or before March 24, 2022, (iv) issue an additional 1,000,000 Shares to Island Time Exploration Ltd. and incur an additional \$750,000 of exploration expenditures on or before March 24, 2023, and (v) issue an additional 1,000,000 Shares to Island Time Exploration Ltd. and incur an additional \$1,000,000 of exploration expenditures on or before March 24, 2024. Once the Option is earned, RSV has agreed to grant a 2% net smelter return royalty to each of Island Time Exploration Ltd. and Raymond Wladichuk (for an aggregate NSR of 4%).

A full description of the material change is described in Item 4 above and in the attached news release (Schedule "A" to this report) which was filed on SEDAR.

5.2 *Disclosure for Restructuring Transactions*

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Alex Helmelt, Chief Financial Officer, Telephone: 604.537.8198

Item 9 Date of Report

June 30, 2021



For Immediate Release

PRESS RELEASE

June 30, 2021

Symbol: TSX-V: RSV

Resolve Ventures Inc. Announces Exchange Approval of Property Option Agreement

Vancouver, British Columbia, June 30, 2021 – Resolve Ventures Inc. ("Resolve" or the "Company") (TSX.V: RSV) is pleased to announce that the TSX Venture stock exchange has approved, and Resolve has begun taking steps to earn a 100% interest in the combined 10,050.4 Ha contiguous Gravity Property and the Jack White Property (collectively the "**Gravity Jack Property**") pursuant to an option agreement dated March 24, 2021 (the "**Option Agreement**") with Island Time Exploration Ltd, Calderan Ventures Ltd., and Raymond Wladichuk (collectively the "**Vendors**"). The Gravity Jack Property is located in the New Westminster Mining Division, near Boston Bar British Columbia, Canada.

Under the terms of the Option Agreement, Resolve has issued an aggregate of 1,600,000 common shares in the capital of the Company (each, a "**Share**") to the Vendors at a deemed price of \$0.075 per Share. These shares are subject to a statutory hold period of 4 months and 1 day from the date of issuance.

In order to finish earning the Option, RSV must (i) complete a National Instrument 43-101 compliant technical report on the Gravity Jack Property, (ii) incur exploration expenditures of \$200,000 on or before August 21, 2021, (iii) issue an additional 500,000 Shares to Island Time Exploration Ltd. and incur an additional \$500,000 of exploration expenditures on or before March 24, 2022, (iv) issue an additional 1,000,000 Shares to Island Time Exploration Ltd. and incur an additional \$750,000 of exploration expenditures on or before March 24, 2023, and (v) issue an additional 1,000,000 Shares to Island Time Exploration Ltd. and incur an additional \$1,000,000 of exploration expenditures on or before March 24, 2024. Once the Option is earned, RSV has agreed to grant a 2% net smelter return royalty to each of Island Time Exploration Ltd. and Raymond Wladichuk (for an aggregate NSR of 4%).

For more information on the Gravity Jack Property, please see the Company's new release filed on [SEDAR](#) dated March 24, 2021.

About the Gravity Jack Property

Gravity Jack Property is located in the New Westminster Mining Division, and is approximately 13km northeast of Boston Bar, British Columbia, Canada. The property surface area totals 10,050.4 hectares (Ha). The property is prospective for Scandium, Copper, Gold, Silver, and Tungsten. Historically, minimal work has been done on the property with the exception of high-grade mineral occurrences reported in the 1960's.

About the Company

Resolve is a Vancouver based publicly listed exploration company trading on the TSXV. 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.

Qualified Persons

Mr. R. Tim Henneberry, P.Geo., a member of the Company's Advisory Board and registered in the Provinces of British Columbia is the "Qualified Person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and is responsible for the technical contents of this news release and has approved the disclosure of the technical information contained herein

ON BEHALF OF THE BOARD OF DIRECTORS

"Clive H. Massey"

President & CEO

Office (604) 341-6870

Neither the TSX Venture Exchange nor their Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements:

Certain statements included in this news release are forward-looking statements. These statements reflect management's current estimates, beliefs, intentions, and expectations and they are based on assumptions; they are not guarantees of future performance. Forward-looking statements in this news release include statements that reflect the Company's expectation that it will take the steps to earn the Option on the Gravity Jack Property. The Company cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among other things: risks and uncertainties relating to the Company's ability to earn the Option, including the Company's ability to raise capital in order to incur exploration expenditures; and other risks and uncertainties,

including those described in the Company's filings on SEDAR.com. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions, and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information.

NONE OF THE SECURITIES REFERRED TO HEREIN HAVE BEEN OR WILL BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "1933 ACT"), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO A U.S. PERSON IN THE ABSENCE OF SUCH REGISTRATION OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT AND ANY APPLICABLE STATE LAWS.