

Amended Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

Resolve Ventures Inc. (the "Issuer")

www.resolveventures.com

4567 Holly Park Court

Delta, BC

Tel: 604-817-4211

Email: info@resolveventures.com

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia and Alberta.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or

promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution

Item 5: Distribution date

May 3, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
 - Units, common shares and finder's warrants of the Issuer.
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
 - 10,985,000 units ("**Units**") at a price of \$0.05 per Unit for gross proceeds of \$549,250. Each Unit consisted of one common share of the Issuer and one transferable share purchase warrant, with each warrant entitling the holder to acquire one share at a price of \$0.105 per share for a period of thirty-six (36) months.
 - 400,000 common shares ("**Shares**") of the Issuer at a deemed price of \$0.05 per Share.
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

- N/A.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	40	\$0.05	\$410,750*
Alberta	4	\$0.05	\$81,000
Ontario	1	\$0.05	\$22,500
Paraguay	1	\$0.05	\$20,000
United Kingdom	2	\$0.05	\$10,000
Thailand	1	\$0.05	\$25,000
Total number of Purchasers	49		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$569,250

*Including deemed value of Shares.

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers*Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
0978931 BC Ltd. 101 – 1621 Hamilton Ave. North Vancouver, BC V7P 0B6 Tel: (604) 781-7767 Contact: Michael Wilson, President	N/A	200,000 Units	\$10,000	S. 2.3. (1) of NI 45-106	2016-05-03
P.J.K. & Associates Inc. 514 – 4028 Knight Street Vancouver, BC V5N 5Y8 Tel: (778) 999-6251 Contact: Panagiotis (Peter) J. Kletas	N/A	100,000 Units	\$5,000	S. 2.3. (1) of NI 45-106	2016-05-03
496001 AB Ltd. 53 Ravine Drive Whitecourt, AB T7S 1H5 Tel: (780) 779-8688 Contact: Adrian Makowecki	N/A	100,000 Units	\$5,000	S. 2.3. (1) of NI 45-106	2016-05-03
0702232 BC Ltd. 4567 Holly Park Court Delta, BC V4K 4S7 Tel: (604) 970-8052 Contact: Camille Turner, President	N/A	600,000 Units	\$30,000	S. 2.3. (1) of NI 45-106	2016-05-03
Syndicated Capital Corp. 211 – 1275 Hamilton Street Vancouver, BC V6B 1E2 Tel: (604) 694-1994 Contact: Salman Jamal, President	N/A	100,000 Units	\$5,000	S. 2.3. (1) of NI 45-106	2016-05-03

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Cedar Point Capital Inc. 1725 – 25 Street SW Calgary, AB T3C 1J7	N/A	1,000,000 Units	\$50,000	S. 2.3. (1) of NI 45-106	2016-05-03
Sequoia Partners Inc. 910 – 510 Burrard Street Vancouver, BC V6C 3A5 Tel: (604) 682-4600 Contact: Ali Hakimzadeh	N/A	100,000 Units	\$5,000	S. 2.3. (1) of NI 45-106	2016-05-03
0932879 BC Ltd. 242 – 515 Pender St. Vancouver, BC V6B 6H5 Tel: (604) 922-4737 Contact: Arni Johansen, President	N/A	125,000 Units	\$6,250	S. 2.3. (1) of NI 45-106	2016-05-03
Siden Investments Inc. 4773 Belmont Ave. Vancouver, BC V6T 1A8 Tel: (604) 221-7039 Contact: David Sidoo, President	N/A	250,000 Units	\$12,500	S. 2.3. (1) of NI 45-106	2016-05-03
Nevada Sunrise Gold Corporation Suite 1100, 1111 Melville Street Vancouver, BC V6E 3V6 Contact: Warren Stanyer, Chief Executive Officer Tel: Not provided	N/A	200,000 Shares	\$10,000	S. 2.13 of NI 45-106	2016-05-03
Bertho Holdings Ltd. Suite 2601, 1277 Melville Street Vancouver, BC V6E 0A4 Contact: Bill Boswell Tel: Not Provided	N/A	200,000 Shares	\$10,000	S. 2.3. (1) of NI 45-106	2016-05-03

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued ¹	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Geoff Lee #305 – 3280 W. Broadway, Vancouver, BC, V6K 2H4	N/A	\$7,000	140,000 finder's warrants	\$0.05	S. 2.3 (1) of NI 45-106 2016-05-03	\$7,000
Haywood Securities Inc., 700-200 Burrard Street, Vancouver, BC, V6C 3L6	N/A	\$2,250	45,000 finder's warrants	\$0.05	S. 2.3 (1) of NI 45-106 2016-05-03	\$2,250
Canaccord Genuity Corp., 2200 – 609 Granville Street, Vancouver, BC, V7Y 1H2	N/A	\$45,175	903,500 finder's warrants	\$0.05	S. 2.3 (1) of NI 45-106 2016-05-03	\$45,175

¹ Each finder's warrant entitles the holder to acquire one common share at a price of \$0.105 per common share for a period of thirty-six (36) months from the date of issuance.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: May 19, 2016

RESOLVE VENTURES INC.

Name of issuer (please print)

David Baker, President and CEO, (604) 940-9208

Print name, title and telephone number of person signing

"David Baker"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581