

Resolve Ventures Inc.

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MANAGEMENT DISCUSSION & ANALYSIS

For the Quarter Ended May 31, 2009

Date of Report: July 30, 2009

Directors and Officers as at July 30, 2009

Directors: Martin Auyeung
David Baker
Harvey Lawson

Officers: David Baker, President
Vivian Gu, CFO

Contact Name: David Baker

Website: www.resolveventures.com

TSX Venture Exchange Symbol: RSV.V

Form 51-102F1

RESOLVE VENTURES INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Quarter Ended May 31, 2009

1.1 Date of This Report

July 30, 2009

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. Currently, the Company's planned principal operations include the ongoing exploration of its mineral properties in Northern Quebec and Yukon, and the potential acquisition of other mineral property interests.

1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

| | <u>August 31, 2008</u> | <u>August 31, 2007</u> | <u>August 31, 2006</u> |
|---------------------------------------|------------------------|------------------------|------------------------|
| (a) Net sales | - | - | - |
| (b) Loss before extraordinary items | | | |
| (i) Total loss | \$301,698 | \$310,078 | \$112,215 |
| (ii) Loss per share - basic | \$0.03 | \$0.05 | \$0.02 |
| (iii) Loss per share - diluted | \$0.03 | \$0.05 | \$0.02 |
| (c) Net loss | | | |
| (i) Total loss | \$301,698 | \$310,078 | \$112,215 |
| (ii) Loss per share - basic | \$0.03 | \$0.05 | \$0.02 |
| (iii) Loss per share - diluted | \$0.03 | \$0.05 | \$0.02 |
| (d) Total assets | \$1,679,538 | \$2,149,058 | \$2,375,758 |
| (e) Total long-term liabilities | \$ - | \$ - | \$ - |
| (f) Cash dividends declared per-share | N/A | N/A | N/A |

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

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

Mineral Properties Acquired

The Company had the following mineral property interests in Northern Quebec and Southwestern Yukon:

Raglan Property

The Company has 100% interest in 1,287 claims consisting of approximately 131,140 acres located in the Ungava area, Province of Quebec.

On 150 of these claims, the Company has the option to purchase up to 2 – ½% of the royalty, at a price of \$500,000 per one half percent, and is subject to a 3% net smelter return royalty.

On another 794 claims, the original vendors will retain a 1% net smelter return royalty on any future mineral production from the properties.

Exploration Results & Future Developments:

A 2008 exploration program completed on the Raglan property consisted of 1) remote sensing surveys of LiDAR, hyperspectral data and high resolution photography and 2) helicopter-supported reconnaissance exploration consisting geological mapping/rock sampling in three areas and traversing/rock sampling in two other parts of the claim block. Two of the rock samples returned anomalous nickel values. Further exploration is warranted for nickel-copper-PGE deposits including: evaluation and analysis of remote sensing data collected in 2008; re-evaluation and 3D inversion of existing AeroTEM geophysical data; collection of additional geophysical data (VTEM, ZTEM or gravity) over targets of significance; and prospecting and geological mapping, including geochemical rock chip sampling of areas returning anomalous analytical results from the 2008 sampling, specifically 2 anomalous samples from SE Resolve and Northern Resolve areas.

Klu Property:

On September 1, 2005, the Company entered into an agreement to acquire 100% of the Klu Property Mineral Claims located in Southwestern Yukon. The Company acquired the property from Inco Limited (“Inco”) for a cash payment of \$50,000 and \$50,000 worth of the Company’s shares. The property is subject to a 2% net smelter return held by FNX Mining Company Inc.

The Company made the cash payment of \$50,000 and issued 119,047 common shares to Inco at \$0.42 per share. The Company also paid a \$10,000 finder’s fee.

Exploration Results & Future Developments:

Work was not carried out in 2008. The 29 claims remain in good standing.

Discussion of Operations and Financial Condition

Results of Operations

The net loss for the nine months ended May 31, 2009 was \$107,959 as compared with a net loss of \$206,078 for the nine months ended May 31, 2008. During the nine months ended May 31, 2009, legal fees, regulatory and filing fees, transfer agent fees, and shareholder's communication expenses all increased comparing to the nine months ended May 31, 2008 due to the financing activities during the period. Interest on convertible notes decreased by \$2,745 as the Company paid off the promissory notes during the year ended August 31, 2008. During the nine months ended May 31, 2009, the Company recognized \$112,000 future income tax recovery income as a result of the renunciation of the exploration expenses to flow-through shares subscribers.

Investor Relations Activities

Currently, the Company has no formal arrangements in place with respect to investor relations. The directors and two consultants act as the spokespersons responding to any shareholder or investor calls. During the period, the Company issued press releases, responded to investor inquiries and conducted shareholder and investor mail outs. The shareholder communication expenses were all related to mail-outs and website maintenance, and various attendances in conferences and trade shows.

Financings, Principal Purposes & Milestones

On September 26, 2008, the Company completed a non-brokered private placement of 7,000,000 flow-through shares and 3,010,000 non-flow-through shares at a price of \$0.05 per share for gross proceeds of \$500,500. The shares were subject to a four-month hold period expired on January 13, 2009. Finders' fees of \$8,225 were paid in connection with this private placement.

On April 15, 2009, the Company announced that it had arranged a non-brokered private placement of 10,000,000 units at a price of \$0.075 per unit for gross proceeds of \$750,000. Each unit will consist of one post-Consolidation common share, and one transferable warrant, exercisable to acquire an additional common share of the Company at an exercise price of \$0.10 for a period of two years following the closing. The net proceeds will be used for general working capital purposes and future business opportunities.

The private placement was completed subsequently.

1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

| | <u>Q2</u> <u>31-May-</u> <u>09</u> | <u>Q2</u> <u>28-Feb-</u> <u>09</u> | <u>Q1</u> <u>30-Nov-</u> <u>08</u> | <u>Q4</u> <u>31-Aug-</u> <u>08</u> | <u>Q3</u> <u>31-May-</u> <u>08</u> | <u>Q2</u> <u>29-Feb-</u> <u>08</u> | <u>Q1</u> <u>30-Nov-</u> <u>07</u> | <u>Q4</u> <u>31-Aug-</u> <u>07</u> |
|---------------------------------------|---|---|---|---|---|---|---|---|
| Net sales | | - | - | - | - | - | - | - |
| Net income (loss) | 39,172 | (\$73,800) | (\$73,331) | (\$95,620) | (\$63,293) | (\$78,977) | (\$63,808) | (\$88,069) |
| Income(loss) per share | 0.02 | (\$0.08) | (\$0.04) | (\$0.10) | (\$0.07) | \$0.08 | (\$0.07) | (\$0.10) |
| Income(loss) Per share diluted | 0.02 | (\$0.04) | (\$0.04) | (\$0.10) | (\$0.07) | (\$0.08) | (\$0.07) | (\$0.10) |

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, 2009, the Company's working capital was \$88,814 compared to a working capital deficit of \$31,648 at August 31, 2008.

The Company will require additional financing to fund any new acquisitions, exploration programs as well as its holding costs on all of its properties. The ability of the Company to successfully fund the Ungava and Klu properties and to acquire additional projects is conditional on its ability to secure financing when required. The Company proposes to meet any additional financing requirements through the exercise of outstanding warrants, or arranging other forms of equity financing. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or desired by the Company.

1.7 Capital Resources

The only capital resources of the Company are its mineral properties, with a historical cost of \$2,060,112. The Company is committed to further expenditures on its properties, as detailed in Section 1.4 Results of Operations.

1.8 Off Balance Sheet Arrangements

There are 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.

During the nine months ended May 31, 2009 and 2008, the Company entered into the following transactions with directors and officers of the Company, or companies controlled by directors, officers, and related parties:

| | 2009 | | 2008 | |
|---|------|--------|------|--------|
| Management fees | \$ | 36,000 | \$ | 37,250 |
| Consulting fees | \$ | 35,225 | \$ | 37,575 |
| Accounting fees | \$ | 14,775 | \$ | 16,925 |
| Shareholder's communication – website maintenance | \$ | 4,900 | \$ | 5,175 |

Prepaid expense includes \$Nil (2008 - \$4,000) paid to a company controlled by a director for future management fee.

1.10 Third Quarter

The third quarter results do not differ significantly from other quarters except for the recognition of \$112,000 future income tax recovery income as a result of the renunciation of exploration expenses to flow-through share investors.

1.11 Proposed Transactions

None.

1.12 Critical Accounting Estimates

N/A

1.13 Changes in Accounting Policies

Financial Instruments – Change in Accounting Policies

Effective September 1, 2007, the Company has adopted three new accounting standards related to financial instruments that were issued by the Canadian Institute of Chartered Accountants (“CICA”) in 2005. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

- *Financial Instruments – Recognition and Measurement (CICA Handbook Section 3855)*

In accordance with this new standard the Company is required to classify all financial instruments as either held-to-maturity, available-for-sale, held for trading or loans and receivables. Financial assets held to maturity, loans and receivables and financial liabilities other than those held for trading, are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held for trading are measured at fair value with unrealized gains and losses recognized on the statement of loss.

- *Comprehensive Income (CICA Handbook Section 1530)*

The standard introduces the concept of comprehensive loss, which consists of net loss and other comprehensive income. Other comprehensive income (“OCI”) is comprised of the unrealized gains on available-for-sale financial assets arising during the year.

Cumulated changes in OCI are included in Accumulated Other Comprehensive Income (“AOCI”), which is presented as a new category within shareholders’ equity on the balance sheet.

- *Hedges (CICA Handbook Section 3865)*

The new standard specifies the criteria under which hedge accounting can be applied and how hedge accounting can be executed. The Company has not designated any hedging relationships.

The adoption of the above CICA Handbook section does not have a significant impact on the Company’s financial statements.

Going Concern

Effective September 1, 2008, the Company implemented the amended CICA Handbook Section 1400, to include requirements for management to assess and disclose an entity’s ability to continue as a going concern.

Financial Instruments

Effective September 1, 2008, the Company implemented the new CICA Handbook Sections: 3862, Financial Instruments – Disclosure, and 3863, Financial Instruments – Presentation, which replace Section 3861, Financial Instruments – Disclosures and Presentation. These new standards revise and enhance the disclosure requirements, and carry forward, substantially unchanged, the presentation requirements. Sections 3862 and 3863 emphasize the significance of financial instruments for the entity’s financial position and performance, the nature and extent of the risks arising from financial instruments, and how these risks are managed.

Capital Disclosures

The CICA issued a new accounting standard, Section 1535, Capital Disclosures, which requires the disclosure of both qualitative and quantitative information that provides users of financial statements with information to evaluate the entity’s objectives, policies and processes for managing capital. This new section is effective for the Company beginning September 1, 2008.

1.14 Financial and Other Instruments

The carrying value of cash and cash equivalents and accounts payable approximate their fair values due to the short maturity of those instruments.

1.15 Other

Disclosure of Outstanding Share Capital

| | Number | Book Value |
|---------------|-----------|-------------|
| Common Shares | 1,939,931 | \$8,777,514 |

Pursuant to the shareholders’ approval at the annual and special general meeting of shareholders held on November 19, 2008, the Company has consolidated its capital on a 10 old for 1 new basis. Effective at the opening April 23, 2009, the shares of the Company commenced trading on TSX Venture Exchange on a consolidated basis.

The numbers of shares and issue prices per share in this report have been restated to reflect the share consolidation.

Summary of warrants outstanding:

| Number of warrants | Exercise price | Expiry date |
|-----------------------|-------------------|--------------|
| 313,747 | \$ 2.40 | July 9, 2009 |

Additional Disclosure

The Company is a venture issuer that has not had any revenue from operations in either of its last two financial years. The Company has capitalized all expenditures relating to the exploration of its mineral property. Details of deferred expenditures for the property are as follows:

Raglan Property:

| | BALANCE AUGUST 31 2008 | ADDITIONS | BALANCE MAY 31 2009 |
|--|------------------------------|-------------------|---------------------------|
| Acquisition costs | | | |
| Shares | \$ 179,125 | \$ | \$ 179,125 |
| Cash | 198,788 | | 198,788 |
| | <u>377,913</u> | | <u>377,913</u> |
| Deferred exploration expenses | | | |
| Camp site | 126,472 | | 126,472 |
| Claim staking and maintenance | 254,832 | 125,211 | 380,043 |
| Consulting | 37,318 | - | 37,318 |
| Equipment rental | 4,304 | - | 4,304 |
| Field work, supplies and mobilization | 5,025 | - | 5,025 |
| Fuel and storage | 73,920 | - | 73,920 |
| General and administration | 41,789 | - | 41,789 |
| Geophysical survey | 622,360 | 254,155 | 876,515 |
| Management fee | 48,598 | 33,816 | 82,414 |
| Reports and maps | 18,755 | 13,000 | 31,755 |
| Sampling and assays | 776 | 72,625 | 73,401 |
| Salaries and wages | 7,368 | - | 7,368 |
| | <u>1,241,517</u> | 498,807 | <u>1,740,324</u> |
| Refundable tax credits and mining duties | <u>(279,218)</u> | - | <u>(279,218)</u> |
| Total mineral property deferred costs | <u>\$ 1,340,212</u> | <u>\$ 498,807</u> | <u>\$ 1,839,019</u> |

In July 2008, the Company's commenced its 2008 nickel-copper PGE sulphide exploration project on its Raglan property.

Klu Property:

| | BALANCE AUGUST 31 2008 | ADDITIONS | BALANCE MAY 31 2009 |
|---------------------------------------|------------------------------|-----------------|---------------------------|
| Acquisition costs | | | |
| Shares (119,047 at \$0.42) | \$ 50,000 | \$ - | \$ 50,000 |
| Cash | 50,000 | - | 50,000 |
| Finder's fee | 10,000 | - | 10,000 |
| | <u>110,000</u> | <u>-</u> | <u>110,000</u> |
| Deferred exploration expenses | | | |
| Airborne | 18,185 | - | 18,185 |
| Assays | 1,823 | - | 1,823 |
| Camp and fieldwork | 11,328 | - | 11,328 |
| Claim staking and maintenance | 8,303 | 1,785 | 10,088 |
| Consulting | 46,640 | - | 46,640 |
| General and administration | 22,411 | - | 22,411 |
| Equipment | 340 | - | 340 |
| Site visits | 278 | - | 278 |
| | <u>109,308</u> | <u>1,785</u> | <u>111,093</u> |
| Total mineral property deferred costs | <u>\$ 219,308</u> | <u>\$ 1,785</u> | <u>\$ 221,093</u> |

Summary of Mineral Properties

| | BALANCE AUGUST 31 2008 | ADDITIONS | BALANCE MAY 31 2009 |
|---|------------------------------|-------------------|---------------------------|
| Acquisition costs | \$ 487,913 | \$ - | \$ 487,913 |
| Deferred exploration costs and advances | 1,350,825 | 500,592 | 1,851,417 |
| Mineral property tax credits and incentives | (279,218) | - | (279,218) |
| | <u>\$ 1,559,520</u> | <u>\$ 500,592</u> | <u>\$ 2,060,112</u> |
| Total mineral property deferred costs | <u>\$ 1,559,520</u> | <u>\$ 500,592</u> | <u>\$ 2,060,112</u> |

Subsequent Events

On June 5, 2009, the Company completed its previously announced non-brokered private placement of 10 million units at a price of \$0.075 per unit for gross proceeds of \$750,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase an additional common share of the Company for a period of two years at a price of \$0.10. All of the securities issued pursuant to the private placement are subject to a four month hold period expiring on October 6, 2009. No finder's fees were paid in conjunction with the private placement.

On July 9, 2009, 313,747 share purchase warrants with an exercise price at \$2.40 per share expired unexercised.

Additional information

Additional information relating to the company is on SEDAR at www.sedar.com.