

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CUV Ventures Corp.

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Item 2. Date of Material Change

May 4th, 2018

Item 3. News Release

A news release was issued throughout Canada by wire service on **May 4th, 2018** and filed on SEDAR the same day.

Item 4. Summary of Material Change

CUV Ventures Corp. signs MOU with CryptoLiquidity to License Their Patent Pending Global Blockchain Platform

Item 5. Full Description of Material Change

See “Schedule A”

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

N/A

Item 7. Omitted Information

None.

Item 8. Executive Officer

Steve Marshall, CEO

Phone: (604) 687-3376

Item 9. Date of Report

May 4th, 2018

Schedule A



VENTURES CORP

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NEWS RELEASE

May 4th, 2018

**CUV Ventures Corp. signs MOU with CryptoLiquidity to License Their Patent
Pending Global Blockchain Platform**

Vancouver, BC – CUV Ventures Corp. (TSX-V: [CUV](#)) (the “Company”) Vancouver, BC – (the “Company”) is pleased to announce that, subsequent to meetings at the Miami North American BlockChain conference between January 18th and 19th 2018, CEO, Steve Marshall and senior management of **CRYPTO LIQUIDITY HOLDINGS INC**, Canada, have signed a Memorandum of Understanding (“**MOU**”) to investigate the deployment of Crypto Liquidity’s patent pending blockchain platform to unite the ensemble of CUV’s Fintech and travel applications; RevoluPAY®, RevoluVIP, RevoluFIN, RevoluCHARGE and, future CUV FinTech platforms into a single global marketplace and unified ledger.

About CRYPTO LIQUIDITY

CryptoLiquidity has developed a patent pending platform (the “Liquidity Platform”), which provides a global, federated reserve structure which would enable a distributed repository of; CCU Coin, crypto currencies, and fiat currencies, by nation and region. Currencies can be imported into the reserve by CUV’s Fintech and travel applications; RevoluPAY®, RevoluVIP, RevoluFIN, RevoluCHARGE and future CUV Revolu Fintech platforms, into a unified global marketplace and tiered centralized ledger.

Each CUV Fintech application would work in synergy to grow the asset value of the reserves, and each contribution can be mapped by application and geography, guaranteeing a global treasury capability.

In the systems administrative back-end console, CryptoLiquidity's distributed platform provides very granular control over currency trades on global markets, maximizing the overall value to the platform, while increasing the speed of transactions in local markets for all CUV's Fintech Revolu applications.

CryptoLiquidity deploys secure, standalone wallets that allow the user to seamlessly store their overall assets, whether crypto, CCU Coins or fiat currencies, coupled with a method to authenticate participants in accordance with KYC, AML, and GDPR regulations. Users do not need to worry about the loss or theft of their keys, as keys are managed by a distributed enterprise key management system (EKMS).

To improve the performance of the platform, CryptoLiquidity uses an artificial intelligence engine (SAM) to enable the platform and, the platform administrators, to make the right decision at the right time to minimize cost and risk and maximize the value and security of every transaction.

MOU Scope - Develop, Integrate and Deploy

As the company's Revolu apps grow into multiple revenue streams, the Liquidity Platform will form the core treasury and distributed ledger functions for all Revolu applications and, therefore, the scope of the MOU is focused on CryptoLiquidity developing their core federated reserve structure and tailoring it to manage and direct all transactions into and out of the reserve.

The key development, integration, and deployment functions that CryptoLiquidity will have complete control over include:

Roll-out Reserve

Global Reserve

- Instantiate the Global Reserve
- Spawn the National Reserve(s)
- Load the Global Reserve
- Transfer / Receive Assets to / from the National Reserve(s)
- Monitor Assets in the National Reserve(s)

National Reserve

- Receive / Transfer Assets from / to the Global Reserve(s)
- Spawn Regional Reserve(s)
- Transfer / Receive Assets to / from the Regional Reserve(s)
- Monitor Assets in the Regional Reserve(s)
- Optimize ForEx

Regional Reserve

- Receive / Transfer Assets from / to the National Reserve(s)
- Transfer / Receive Assets to / from the National Reserve(s)
- Transfer / Receive / Monitor Assets to / from the Attached Escrow Reserve(s)

AI Engine

- Instantiate AI for Security
- Register all services and DLT's
- Monitor the Private Reserve DLTs by Nation
- Establish Reserve Beacon

- Manage offline reserves
- Monitor all transactions optimize transfers to/from and between Reserves

Roll Out and Integrate RevoluPAY® and RevoluCHARGE

- Reserve Broker
- Instantiate & register with SAM
- Establish batches of Reserve Brokers by Nation and Region
- Register Floats and Escrows
- Transfer funds to/from Market Floats
- Manage Market Float Balances

Market Float Wallet

- Instantiate Market Floats by Nation/Region
- Register Floats with SAM & Reserve Broker
- Tie Floats to National & Regional Reserves
- Ensure Market Floats have adequate currency mix by Nation
- Monitor Currency Exchanges & Remittance Transactions Requirements

Currency Exchange

- Establish Currency Exchange Function
- Register Currency Exchange with SAM, Market Floats, and Reserve Broker
- Monitor Remittance Transactions
- Select optimal currency source (Reserve or Market Float)

International Remittance

- Establish International Remittance Function
- Register with SAM, Currency Exchange & Market Floats
- Register all user wallets (corporate & consumer) as required
- Create intelligent Contracts to enable consumers to store funds for future remittances while gaining interest from being available to RevoluFIN.

RevoluVIP

- Establish VIP Travel Function
- Register with AI (SAM), Reserve Broker & Market Floats and GDS
- Pull GDS Data and post in CCU Coin
- Register all user wallets (corporate & consumer) as required
- Create intelligent Contracts between consumer, VIP Travel, and suppliers for each purchase
- Post Purchase Contracts onto the DLT, including annual renewal contracts.

Supplier Remittance

- Supplier(s) confirms acceptance and Contract are posted to the DLT.
- Remittance can be immediate, at time of use.
- Remittance may have a cancellation function with all or a portion returned to the consumer.

Escrow

- Instantiate and register with SAM, Market Float, & Currency Exchange
- Establish batches of Escrow Wallets by Nation and Region
- Manage funds from the Lending Engine & Market Float
- Intelligent Contracts to Manage Value Transferred between Wallets and Services

Lending Engine

- Establish Lending Engine Function and Integrate with RevoluFIN
- Register with SAM, Reserve Broker, and Escrow Wallet
- Create Intelligent Lending Contracts to perform due diligence with KYC/AML databases and provide a variety of other lender/debtor services
- Enable Lending Contracts to flow from the Reserve Broker or the Lending Auction to the Escrow Wallet (where the Reserve is the source of the funds)

Lending Auction

- Establish Lending Auction Function
- Register with SAM & Lending Auction
- Manage Peer-to-Peer loan requests and loan package proposals
- Store Loan Contracts in Escrow Wallet
- Enable recipient to choose a lender or contract to expire

About CUV Ventures Corp.:

CUV Ventures Corp. is a multi-asset, multidivisional publicly traded Canadian company deploying advanced technologies in the; Online Travel, Vacation Resort, Mobile Apps, Money Remittance, Invoice factoring, Crypto Mining, Blockchain Systems, and Cryptotoken sectors.

Our flagship technology is RevoluPAY[®], the Apple and Android multinational remittance app, powered by blockchain protocols, and aimed at the worldwide + [\\$595 billion](#) family remittance market.

The \$CU Coin Cryptotoken, allied to RevoluPAY[®], promises to be the coin of choice for remittance senders, travelers, and the hospitality industry. Its increasing adoption across several spheres exemplifies its international perspective and future value amongst users.

The company's FinTech division continues to expand into this rapidly emerging segment, in which it; manages, operates and develops end-to-end digital platforms to monetize the blockchain ecosystem across a broad spectrum of leisure related industries, remittances, and finance.

A diverse division of the company, named [Cuba Ventures](#), is involved in Caribbean Basin strategic investments. Similar to the United States NASDAQ listed [Herzfeld Fund](#), the focus is to control noteworthy assets related to the Caribbean Basin (including Cuba). The

division is comprised of numerous assets. A wholly owned subsidiary [Travelucion Media](#) is a duly licensed and bonded online travel company, [Amadeus GDS](#) affiliated, digital and print media powerhouse that specializes in travel marketing, electronic reservations, and online booking solutions. [Travelucion](#) owns a vast portfolio of web assets consisting of 432 Cuba-centric websites in up to 5 languages which generate over 35 million page-views per year and direct traffic to Travelucion's online booking and e-commerce sites and proprietary online booking systems, also customized for white label deployment on third party booking websites for; Cayman Islands, Dominican republic, Aruba, Bahamas, BVI, Belize, Antigua, Jamaica and Cuba, offering bookings for hotels, private residences, car rentals, tours, flights and a variety of other types of specialized travel services.

In 2017, the company acquired equity in the Florida, USA based, licensed and bonded travel agency; International Business & Travel Opportunities, LLC (*IBTO*), a Caribbean Basin focused travel facilitator operating trips in the region (including licensed Cuba trips for Americans).

In 2018, the company acquired equity in the Florida, USA based, Third Circle Publishing LLC, publisher of the esteemed and U.S circulated print and digital magazine [Cuba Trade Magazine](#). CUV Ventures Corp owns an interest in some important print and digital media assets, reaching 10s of millions of consumers globally.

In 2018, the company acquired equity in the Toronto; Canada based, FINTRAC licensed, remittance company, [Duales Inc.](#) as part of the RevoluPAY® remittance app partner network.

In 2018, the company acquired equity in the Miami, USA based, Business advisory/consultant think-tank [Havana Consulting Group](#), as part of the progressive acquisition of key Cuba related but, non domiciled, businesses.

The Cuba Ventures division consulting team harnesses over 80 years of combined advisor experience in submitting and, obtaining approval, for joint ventures, joint production agreements, and import/export permits for foreign enterprises. More recently the company has taken a royalty approach for future agreements between third parties anxious to begin commercial operations with Cuba and, the company's Cuba Consulting Unit.

Through this methodology, the Company is gradually building a potentially valuable "future-ready", non Caribbean (Cuba) domiciled asset base while, in the interim, securing revenue, growth and unique opportunities present in the Caribbean Basin, with an emphasis on the [\\$4 billion](#) dollar and rapidly growing Cuban travel and tourism industry, [\\$3 billion factoring](#) and [FinTech](#) sector, [\\$18.6 billion](#) Caribbean remittance industry and international corporate consulting for Cuba's estimated [\\$86 Billion annual economy](#), which remains an interesting opportunity and, one that this division strives to dominate

at every opportunity by acquiring assets that are neither physically domiciled nor associated with entities located in the Republic of Cuba but, that have unparalleled future takeover prospects, should the political climate improve.

For further information on CUV Ventures Corp. (TSX-V: CUV) visit the Company's website at www.cuvventures.com. The Company has approximately 123,000,000 shares issued and outstanding.

CUV VENTURES CORP.

STEVE MARSHALL

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CEO

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This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedar.com for further information.