

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CUV Ventures Corp.

Suite 1610 – 777 Dunsmuir Street, Vancouver, BC, V7Y 1K4

Telephone: (604) 687-3376

Fax: (604) 687-3119

Item 2. Date of Material Change

August 13, 2018

Item 3. News Release

A news release was issued throughout Canada by wire service on **August 13, 2018** and filed on SEDAR on that same day.

Item 4. Summary of Material Change

**CUV Ventures Corp. RevoluCHARGE DA Signed With CY Talk
Geneva Switzerland.**

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

August 13, 2018

SCHEDULE A



VENTURES CORP

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NEWS RELEASE

August 13th, 2018

CUV Ventures Corp. RevoluCHARGE DA Signed With CY Talk Geneva Switzerland.

Vancouver, BC – CUV Ventures Corp. (TSX-V: CUV) (the “Company”) Vancouver, BC – (the “Company”) is pleased to announce that the wholly owned subsidiary, RevoluPAY® S.L, has entered into a definitive agreement (“DA”) with Geneva, Switzerland based CY Talk S.A, for the RevoluCHARGE worldwide mobile; pay-as-you-go top-ups, mobile plans and, mobile data credits, covering mobile phone users in 248 countries and territories. Studies reveal that, in order to remain in constant contact with loved ones back home, remittance senders also assist family members with telecom services, such as phone top-ups and data plans, thus rendering RevoluCHARGE a necessary addition to the Revolu suite of services. This additional, approximately [\\$8 Billion USD](#) global annual business, is a logical addition to RevoluPAY®, as this type of service is regularly utilized by our target remittance sender market.

RevoluCHARGE Business Model

As a result of the definitive agreement (“DA”), the company’s RevoluCHARGE division will allow anyone in the world to send; minute, sms and, data credits, to family or friends internationally, exclusively through the company’s proprietary payment app RevoluPAY® and, a forthcoming “Powered by RevoluPAY®” autonomous RevoluCHARGE App. The company considers the approximately [\\$8 Billion USD](#) annual mobile top-up market the perfect complimentary service, in combination with worldwide remittances and payments, through RevoluPAY®.

The Revolu Suite of Services

With the proprietary RevoluPAY® Digital Wallet as the hub, the company is in the process of rolling out other potentially revenue generating divisions to organically

grow users while, at the same time, offering attractive synergetic services that consumers consider collectively aligned to their everyday needs.

[RevoluVIP](#) – VIP Travel Club (Initial Launch Q3 2018)

[RevoluUTILITY](#) – Worldwide Utility Bill Payments (Planned Launch Q1 2019)

[RevoluPAY Merchant](#) – Empower Small Business Owners (App is live – Rollout Q4 2018)

The company will continue to increment the Revolu Suite in a progressive manner, adding divisions and services which empower its growing user base with appealing services they use on a daily basis but, are now available in the Revolu family, via the same RevoluPAY® user friendly app they love and, in real-time.

RevoluPAY® Wallet Linked Physical RevoluCARD Visa or Mastercard

The company is currently in negotiations to offer a RevoluPAY® branded, Wallet App Linked, physical Visa or Mastercard, to compliment the virtual card NFC empowered app. The plans are for the card to be directly linked to a users RevoluPAY® account, allowing immediate prepaid top-ups to/from the card, in real time. The rationale behind this addition to RevoluPAY® convenience is that NFC (Near Field Communication) POS devices are not entirely widespread in developing countries, with the older swipe machines being more prevalent. By adding an associated physical Visa or Mastercard, the app user would be able to utilize all types of POS devices plus, the abundant network of national ATMs to withdraw local currency. The company has submitted two card designs and, will provide an update on the RevoluCARD, once it has approved one of the contracts presently under analysis.

RevoluPAY® App Exits Sandbox After Android Live testing

On August 10th, the latest version 1.0.3 of the RevoluPAY® Consumer app successfully concluded live testing and, exited the Sandbox trials. During the trials, real worldwide users added money to their wallets and, enacted real transfers to other RevoluPAY® users in disparate locations, wallet-to-wallet. The company is now focusing upon wallet-to-bank account transfers and, hopes to have this facility live by month's end. Further upcoming developments will include; country licensees, cash-out collection points and, home remittance deliveries, in addition to specific banking partner cash-out (disbursement) synergies. Additionally, programmers have concluded the bilateral API between the RevoluPAY App and equity owned and, FINTRAC Licensed, Duales. Finalized integration and real-time operability is imminent.

Shareholders should note, the company has NOT yet marketed RevoluPAY® to its extensive client base, nor has it connected RevoluPAY® as a payment mechanism on its popular proprietary +30 million annual page view websites or subsidiary owned businesses. Full marketed rollout and, RevoluPAY® as a payment option on owned web properties, will occur when the upcoming IOS for Apple version is imminently released.

Plaintiff Submits Voluntary Dismissal on Spurious 2017 Trademark Claim

On August 3rd 2017, the company advised that it had received a notice concerning legal action regarding an alleged breach of the trademark from a Curacao based travel agency. Caribbean Travel Network, domiciled on the island of Curacao in the Caribbean, filed a complaint alleging; use of word mark violation in Canada. At the time, the board deemed the claim without merit and retained the Vancouver based law firm, Clark Wilson. On

August 7th 2018, the plaintiff submitted a voluntary dismissal to the court, ending the proceedings.

Mr. Mergen Chuluun And CUV Ventures End Advisory Role

On June 19th 2018 the company announced the addition of Mr Chuluun to its advisory board. Both parties have decided not to proceed further with this function and, the company wishes Mr. Chuluun well for the future.

CUV Ventures Grants & Amends Stocks Options

Further its news release dated January 18, 2018 and as permitted by TSXV Policy 4.4 and the Company's 10% rolling stock option plan, the Company has: (1) granted to certain Insiders options exercisable to purchase an aggregate of 1,250,000 common shares of the Company at an exercise price of \$0.10 per share for 5 years expiring August 13th, 2023; and (2) amended options granted January 18, 2018 to certain non-Insiders and exercisable to purchase an aggregate of 1,300,000 common shares of the Company, by reducing the exercise price to \$0.10 per share (from \$0.27 per share).

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, Blockchain Systems, and Cryptotoken sectors.

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

For further information on CUV Ventures Corp. (TSX-V: CUV) visit the Company's website at www.cuvventures.com. The Company has approximately 123,200,000 shares issued and outstanding.

CUV VENTURES CORP.

STEVE MARSHALL

Steve Marshall
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.