

CEO Steve Marshall Message to CUV Ventures Corp Shareholders

At this important juncture, in which I feel we are crossing into a psychological Phase 2 of CUV's future, I have decided to address frequent and, sometimes abundant, comments I have received and, read, during the recent past, in this single solemn statement to all shareholders.

First and foremost, it has become apparent to me that there appears to be an investor philosophy, on the junior or venture exchanges, in which, officers of a company should or even, must, hold significant equity positions in the companies they manage. For the record, I do not subscribe to this, in my view, anomalous philosophy for, what I consider, obvious reasons. Firstly, the entire premise of free-market economics and, the very emergence of publicly quoted companies, since the days of The Dutch East India Company, aligns itself to the concept and, upon the underlying premise, that the majority of a company's equity be in the possession of public shareholders. This junior exchange belief that, listed companies should be quasi-private in nature, hinting at massive insider holdings, appears to be contrary to macroeconomics, common logic and, the very underlying principles of public equity markets and/or free market economies. I also believe that the failure to adhere to these free market principals, places in peril certain aspects of transparency and, public shareholder control and, if the business happens to be retail in nature, unwelcome massive insider holdings, squarely place shareholders at a disadvantage. Due to the aforementioned, I cannot and, have never, subscribed to a philosophy or, notion that, for a public company to become efficacious or credible, the officers must be holding disproportionate volumes of publicly trading shares. Likewise, I see the espousal of this philosophy as an investing anomaly, due to its incompatibility with the stock market as a whole. The world's largest public companies, quoted on the most prestigious exchanges, do not adhere to this quasi-private shareholder concept, seemingly rampant on Venture or Junior exchanges and, while I am the CEO of CUV, I will not subscribe to, what I consider, an erroneous requisite. While my previous escrow restriction may have confused shareholders into assuming that I advocate this thinking, this forced adoption to which I was subjected, does not and, has never, coincided with my personal beliefs as the officer of a publicly quoted company.

Strength in Numbers

As stated in the previous paragraph, my beliefs extend beyond the simplistic view of low insider holdings which, I will candidly endeavor to explain to our shareholders. It is now obvious to CUV shareholders that our entire future depends upon the embracing, by the masses, of our retail verticals. Whether it be: RevoluPAY, RevoluVIP, RevoUTILITY, RevoluCHARGE, RevoluFIN or, RevoluREALTY, and, those verticals yet to come. In a nutshell, we will depend, almost entirely, upon the mass adoption, on a retail standpoint, of our corporate retail offers. It is, or should be, plain to see, that the majority of our current enthusiastic

supporters are actually our shareholders. Those very people who have given the company the ultimate vote of confidence by way of the acquisition of our publicly traded stock. It is and, will always be, firstly our shareholders who proudly carry the flag of CUV's commercial prowess. Furthermore, an often-overlooked reality is that, our shareholders are also consumers and, our verticals are consumer focused, therefore, the most ideal scenario for a publicly quoted company, which is retail focused, is to obtain a maximum quantity of public shareholders, who then become both advocates and, users, of the company's retail platforms. I must admit to having been very confused as to why certain external viewpoints have been unable to grasp this both logical and, economically favorable, corporate mantra. As we move forward, with the Phase 2 of CUV Ventures, our shareholders should expect a continuous intent by management, already started by myself, to cede our equities into the hands of those shareholders who are invariably: ardent supporters, consumers and, subsequently, in a collective manner, should impact the revenue projections of the company. This utopia of absolute shareholder participation, allied to true and, unadulterated shareholder value, is what shareholders should project and, expect, during my tenure. Although improbable, as an example, if a public company focused upon retail revenue had, say 130 million shares issued, the absolute utopia would invariably be, 1 share/1 shareholder, which could translate into 130 million shareholders/consumers, under the premise of retail vertical adoption and, subsequently, retail sales. Again, this example is merely to underline a corporate philosophy, rather than the realistic achievement of the said utopia.

Share Structure and Expenditures

I have been as frank as possible with shareholders during my tenure. However, today, for those who have not grasped my overall philosophy, I hope to clarify. Firstly, on a historical standpoint, I assumed the role as your CEO in March 2016. The company I took over had extensive shareholder debt, was previously involved in the mining and, the resource sector, essentially requiring a complete, we could say, colloquially speaking, "make-cover". First on my agenda and, something shareholders have seen as time has progressed, has been a gradual but, persistent, cropping away of superfluous expenditure. As my first foray into an executive role in the public markets, I was somewhat bemused, in the beginning, concerning how certain public companies flagrantly dispose of the corporate finances, at times, haphazardly. I have tried and, succeeded, in engendering a spirit of frugality across every division, with all management and, concerning every expenditure that crosses my desk. To a certain extent, I would hope that those who take time to read our financials, are able to see the dramatic improvement, meaning reduction in expenditures and, above all, increased profit margins on, what is admittedly, mediocre initial revenue. However, I am of the view that expenditures are the foundation on which revenue is built. A lithe and frugal expenditure foundation, makes for an impressive profit margin, once meaningful revenue flows. All too often,

expenditures are not reigned in at the outset and, invariably, revenue fights to sustain run-away expenditures. This will not be allowed to happen on my watch.

Similarly, management and I, have made a concerted effort, as was exemplified in the [11th Jan. 2019](#) News Release, to inform shareholders that, we do not subscribe to, what I consider, high risk public floats. With this I mean, a company having 10s of millions of low-priced options or, warrants outstanding that, subsequently continue to bloat annually, as more options/warrants are stacked onto those previously issued the year(s) before. I see this as a retail investor deterrent, more so with institutional investors and, therefore another anomaly and, as such, I have striven and, will continue to strive, to reduce outstanding warrants and, options, to the absolute minimum. In my view, only then can investors receive an accurate snapshot of their proposed investment and, make a qualified decision in a transparent, mitigated risk environment. Correspondingly, I am an advocate of a public company utilizing its management to procure the exercising of options and warrants, as a preferable means of raising capital. This strategy, in my view, provides the market with a clearer picture and, outlook. Today's news should underline my thinking in this regard.

Some background upon myself

Throughout my long career, I have been a CEO for longer than I can remember. I have conceived, founded, owned and, sold, businesses across 4 continents. I negotiate most things myself and, have learned numerous languages fluently, in order to aid my professional career. My career, professional achievements and, success for my shareholders, has always been my sole motivating factor. In some historic cases, I have been sole shareholder while, in others, I have been part of consortium, however, I have always been at the helm of companies, for over three decades. I therefore extend my gratitude to CUV shareholders for their support during my 3-year tenure. As we are all aware, the time taken to transform CUV from a defunct junior mining operation, into the current iteration we see today, has not been easy. However, as your CEO, I am pleased with how far we have come together and, more importantly, where we are going. My professional legacy is important to me, we must achieve success together, my job and dedication to our shareholders is unwavering and, I sincerely hope that this is clearer today than it has ever been. As I have stated above and, for the record, not only do I not subscribe to the erroneous premise that insider ownership somehow makes me a better CEO, or my fellow officers, better officers but, I flatly reject this ill-conceived notion for a public company focused upon a retail market and, retail revenue. Essentially, shareholders of CUV should embrace the premise that we are stronger as a huge group of corporate consumers than we are as a pseudo private business with 30-40-50% of our publicly traded shares in the hands of a few privileged shareholders. On a purely shareholder focused viewpoint, management should be in the roles they assumed, exclusively due to their talents and abilities,

not for some notion that aligns itself to merely holding the management position through some paper derived insider equity holding. I understand that my thoughts will not echo true with some, however, these are my views and, in order to evoke absolute clarity, I subscribe to a free-market, purely performance-based management and, public equity structure. Not just for CUV but, rather, in all public markets. My team and I have a lot to do, many milestones are yet to be achieved, however, I will be with you for the longer haul, our relentless pursuit of success will be unwavering, as has my focus always been the goal of shareholder value, for all shareholders, new or old.

Our Management Team

CUV has, in my view, assembled a stellar director and management team, including extremely talented advisors, each of which has or, will have, a defined function in our future. This team has been meticulously amassed to contain only those people who can ensure the success, along path we have projected. Likewise, along the way, those who were unable to bring value to our shareholders are no longer with us. This mantra will be a constant central premise of CUV Ventures. Essentially, we have no time to waste, it is shareholder capital we are using for our investments and, its our shareholders for whom we all work. This basic premise is sadly not displayed in certain public companies and, I feel that this is a grave mistake, that I will not allow myself, nor my fellow team members to commit.

Steve Marshall