

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Top Strike Resources Corp.
2915 Park Lane SW
Calgary, Alberta T2S 2L6

2. Date of Material Change

September 29, 2016

3. News Release

A Press Release was disseminated on September 29, 2016 via Marketwired.

4. Summary of Material Change

Top Strike Resources Corp. Announces Proposed Transaction

5.1 Full Description of Material Change

Top Strike Resources Corp. (the “**Corporation**” or “**Top Strike**”) (TSXV- NEX: TSR.H), is pleased to announce that it has entered into a binding letter of intent dated September 24, 2016 (the “LOI”) with an Australia Stock Exchange listed company, MMJ PhytoTech Limited (ASX: MMJ) (“MMJ”), for the purchase of its core cannabis subsidiaries, United Greeneries Holdings Ltd. (“United Greeneries”) and Satipharm AG (“Satipharm”)(the “Transaction”). Pursuant to the LOI, the Corporation, subject to entering into a definitive agreement (the “Transaction Agreement”), will pay \$40,000,000 pursuant to the Transaction payable by way of a combination of: C\$2,500,000 in cash; and 300,000,000 common shares of Top Strike (“Top Strike Shares”) at C\$0.125 per Top Strike Share. Top Strike will undertake a concurrent equity financing of 100,000,000 Top Strike Shares for minimum gross proceeds of C\$12,500,000 through the issue of shares at a price not less than C\$0.125 each (the “Financing”). Upon completion of the Transaction and Financing, Top Strike shareholders will own approximately 3.9% equity of the pro forma entity.

The Transaction represents a strategic acquisition of MMJ’s Canadian subsidiary United Greeneries and Swiss subsidiary Satipharm to provide shareholders with direct exposure to the rapidly expanding Canadian cannabis market. United Greeneries is one of 34 Authorized Licensed Producers of dried marijuana for medical purposes in Canada. The concurrent \$12.5 mm equity offering will provide the necessary capital to increase United Greeneries production capacity with an outlook on the upcoming recreational cannabis market in Canada next year. Satipharm has a number of key international partnerships for the production and distribution of cannabinoid-based pharmaceutical, nutraceutical and wellness products, and has developed a unique oral delivery system for cannabinoids, the proprietary GelPell® Microgel Capsules, currently marketed in Europe.

MMJ is the control person (as defined under applicable securities laws) of United Greeneries and Satipharm. There are no control persons (as defined under applicable securities laws) of MMJ.

It is expected that the Resulting Issuer will be a Life Sciences Issuer, subject to Exchange approval. The resulting TSXV-listed entity will be positioned to become a large-scale cannabis producer targeting supply to the Canadian medical and recreational markets, estimated to be an \$8 billion per annum market by 2024.

The proposed Directors and Officers of the Resulting Issuer are still being established but it is expected that the Board of Directors will include: Andreas Gedeon, Jason Bednar and Peter Wall and that the CEO of the Resulting Issuer will be Andreas Gedeon (all of whom are Directors and Officers

of MMJ). When known, the identities and biographies of the additional Directors and Officers of the Resulting Issuer (including the CFO and Corporate Secretary) will be disclosed by news release.

Andreas Gedeon, Dipl.-Paed. - Proposed CEO and Director

Mr. Gedeon, a former Officer in the German Navy, holds a degree in Educational Science from the University of Federal Armed Forces Munich. He is an experienced businessman with proven expertise in large-scale and HR intensive projects. His previous areas of business include media production, horticulture and commercial construction. As the founder of MMJ, Mr. Gedeon currently oversees the global expansion strategy of the MMJ group.

Jason Bednar, B.Comm, CA - Proposed Director

Mr. Bednar is a Chartered Accountant with more than 18 years of direct professional experience in the financial and regulatory management of companies listed on the Toronto Stock Exchange, TSX Venture Exchange, American Stock Exchange and ASX.

He is currently the CFO and director of Canacol Energy Ltd., a Colombian focused oil and gas exploration and production company with an enterprise value of approximately US\$650 million. Mr. Bednar has been the past CFO of several international oil and gas E&P companies, most notably the founding Chief Financial Officer of Pan Orient Energy Corp., a South East Asia exploration company, which during his tenure grew organically to operate 15,000 barrels of oil per day and had a market capitalization of \$700 million. He previously sat on the board of directors of several internationally-focused exploration and production companies, including being the past Chairman of Gallic Energy Ltd.

Mr. Bednar holds a Bachelor of Commerce degree from the University of Saskatchewan.

Peter Wall, LLB, BComm, MAppFin, FFin - Proposed Director

Mr. Wall is a corporate lawyer and has been a Partner at Steinepreis Paganin (Perth based corporate law firm) since July 2005. Mr. Wall graduated from the University of Western Australia in 1998 with a Bachelor of Laws and Bachelor of Commerce (Finance). He has also completed a Masters of Applied Finance and Investment with FINSIA.

Mr. Wall has a wide range of experience in all forms of commercial and corporate law, with a particular focus on resources (hard rock and oil/gas), equity capital markets and mergers and acquisitions. He also has significant experience in dealing in cross border transactions.

Completion of the transaction is subject to receipt of all required regulatory and shareholder approvals and other certain conditions precedent (including due diligence, completion of the Financing and execution of the Transaction Agreement).

The Transaction is an arm's length transaction and, when completed, may be considered to be a reverse takeover for the purposes of the TSX Venture Exchange ("TSXV"). The Corporation has requested that Top Strike Shares be halted by the TSXV pending review of materials for the Transaction.

Trading in Top Strike Shares on the TSXV (NEX board) is halted and will remain so until the documentation required by the TSXV has been reviewed and accepted by the TSXV.

This is an initial announcement. The Corporation plans to issue a further announcement once it has entered into the Transaction Agreement to provide, among other things, selected financial information respecting United Greeneries and Satipharm and the Transaction.

Subject to satisfaction or waiver of the conditions precedent referred to herein, Top Strike anticipates the proposed Transaction will be completed prior to December 31, 2016.

Black Spruce Merchant Capital Corp. is acting as exclusive financial advisor to Top Strike in connection with the Transaction.

Completion of the Transaction is subject to a number of conditions, including TSXV acceptance and, if required, disinterested shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be entered into or be completed.

Investors are cautioned that, except as disclosed in the Management Information Circular and/or Filing Statement to be prepared in connection with the transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this document.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

7. Omitted Information

None.

8. Executive Officer

The name of the executive officer of Top Strike Resources Corp. who is knowledgeable about the material change and this report is:

Dale Styner
Chief Executive Officer
Tel: 403-351-1779

9. Date of Report

October 3, 2016