

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company:**

Top Strike Resources Corp. ("**Top Strike**") or (the "**Company**")  
Suite 300, 407 – 3<sup>rd</sup> Street S.W.  
Calgary, AB T2P 4Z2

**2. Date of Material Change(s):** September 24, 2018

**3. News Release:** Press release relating to the material change described herein was issued on September 24, 2018 and disseminated through the facilities of a recognized newswire service.

**4. Summary of Material Change(s):**

On September 24, 2018, Top Strike announced, among other things: (i) the completion of an initial tranche of its previously announced non-brokered private placement of units ("**Units**") of the Company for gross proceeds of \$5.6 million (the "**Private Placement**"); (ii) the completion of an initial tranche of its previously announced non-brokered private placement of insider units ("**Insider Units**") of the Company for additional gross proceeds of \$1.6 million (the "**Insider Private Placement**", and together with the Private Placement, the "**Private Placements**"); (iii) the resignation of the current board of directors and management team of the Company and the concurrent appointment of a new management team (the "**New Management Team**") and board of directors (the "**New Board**"); and (iv) the delisting of the common shares of the Company ("**Common Shares**") from the NEX Board of the TSX Venture Exchange and the concurrent listing of the Common Shares on the facilities of the Canadian Securities Exchange (the "**CSE**") (collectively, the "**Transactions**").

**5. Full Description of Material Change:**

***5.1 Full Description of Material Change***

Pursuant to the initial tranches of the Private Placements, the Company raised aggregate gross proceeds of \$7.2 million.

Pursuant to the Private Placement, the Company issued to subscribers an aggregate of 93,169,642 Units at a price of \$0.06 per Unit for aggregate gross proceeds of \$5.6 million. Each Unit is comprised of one Common Share and one-half of one Common Share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.09 per Common Share until September 24, 2021. Provided that the average trading price of the Common Shares is equal to or exceeds \$0.14 for any consecutive 20-day trading period following September 24, 2019, the Company will be entitled to accelerate the expiry date of the Warrants.

Pursuant to the Insider Private Placement, the Company issued to the New Management Team, together with additional subscribers identified by the New Management Team, an aggregate of 31,497,766 Insider Units at a price of \$0.05 per Insider Unit for aggregate gross proceeds of \$1.6 million, representing an upsize of \$0.1 million from the previous announcement. Each Insider Unit is comprised of one Common Share and one Common Share purchase warrant (an "**Insider Warrant**"). Each Insider Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.06 per Common Share until September 24, 2023, provided that if the Common Shares are either: (i) listed on the facilities of a stock exchange other than the CSE; or (ii) acquired for cash or for the securities of a public company not listed on the facilities of the CSE, then each Insider Warrant shall be exercisable for two Common Shares at a price of \$0.06 per Common Share.

Pursuant to applicable securities laws, all securities issued pursuant to the Private Placements are subject to a hold period until January 25, 2019.

Following completion of the Transactions, and after taking into account transaction and financing costs, the recapitalized Company has a net cash position of approximately \$6.5 million. The New Management Team intends to use the net proceeds from the Private Placements to execute on an international cannabis-focused investment strategy with an emphasis on state compliant opportunities in the United States.

The Transactions have transitioned the Company from an oil and gas issuer to a merchant capital firm, rebranded as "Vencanna Ventures Inc.". The recapitalized Company aims to be a go-to capital provider for early-stage global cannabis initiatives with an emphasis on state compliant opportunities in limited licensed jurisdictions in the United States. On September 24, 2018, the Common Shares commenced trading under the ticker symbol "VENI" on the CSE.

Contemporaneous with the closing of the Private Placement, the previously announced appointment of the New Management Team and New Board was completed and the former board of directors and management team of the Company resigned. The New Management Team is led by David McGorman as Chief Executive Officer and a director, Jon Sharun, as Executive Director and a director, Jason Ewasuik as Vice President, Originations and Mike Tanasichuk as Chief Financial Officer, with Sony Gill serving as Corporate Secretary. Joining Messrs. McGorman and Sharun on the New Board are Matt Christopherson, Alan Gertner, Dr. Inbar Maymon-Pomeranchik and W. Scott McGregor. Trent Woloveck will serve on the advisory board of the Company.

#### **Forward-Looking and Cautionary Statements**

*This material change report may include forward-looking statements including opinions, assumptions, estimates, the New Management Team's assessment of future plans and investment strategy, and more particularly, statements concerning the completion of Private Placements, the business plan of the Company, the anticipated benefits thereof and the value expected to be provided by the New Management Team to investors in the Company, the proposed change of name of the Company and use of proceeds of the Private Placements, including future global cannabis investments. When used in this document, the words "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by Top Strike which include, but are not limited to, the timing of the receipt of the required regulatory and third party approvals, the future operations of, and transactions completed by Top Strike as well as the satisfaction of other conditions pertaining to the completion of the Private Placements. Forward-looking statements are subject to a wide range of risks and uncertainties, and although Top Strike believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized.*

*Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, but not limited to, regulatory and third party approvals not being obtained in the manner or timing anticipated by Top Strike, changes to global cannabis laws, how the developing U.S. legal regime will impact the cannabis industry, the ability to implement corporate strategies and the Company's investment strategy, the state of domestic capital markets, the ability to obtain financing, changes in general market conditions and other factors more fully described from time to time in the reports and filings made by Top Strike with securities regulatory authorities. Except as required by applicable laws, Top Strike does not undertake any obligation to publicly update or revise any forward-looking statements.*

**5.2      *Disclosure for Restructuring Transactions***

Not applicable.

**6.      *Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 Continuous Disclosure Obligations:***

Not Applicable

**7.      *Omitted Information:***

Not Applicable

**8.      *Executive Officer Knowledgeable of Material Change:***

David McGorman  
Chief Executive Officer  
Telephone: (403) 351-1779

**9.      *Date of Report:*    October 4, 2018**