

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares ("**Shares**"), common share purchase warrants ("**Warrants**"), insider common share purchase warrants ("**Insider Warrants**") and options to purchase Shares ("**Options**") of the Corporation (as defined below).

Top Strike Resources Corp. (the "**Corporation**")
Suite 310, 250 – 6th Avenue S.W.
Calgary, Alberta T2P 3H7

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction took place in connection with a non-brokered private placement of the Corporation that was completed in two tranches on September 24, 2018 and October 19, 2018 (the "**Private Placement**").*

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Jonathan Sharun (the "**Acquiror**")
Suite 310, 250 – 6th Avenue S.W.
Calgary, Alberta T2P 3H7

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On September 24, 2018, the Corporation announced, among other things, the completion of the first tranche of the Private Placement, the appointment of a new management team and board of directors, delisting of the Corporation from the NEX board of the TSX Venture Exchange and commencement of trading on the Canadian Securities Exchange (the "**CSE**"). Pursuant to the initial tranche of the Private Placement, the Corporation raised aggregate gross proceeds of \$7.2 million. On October 19, 2018, the Corporation raised further aggregate gross proceeds of \$2.4 million through a second tranche of the Private Placement, for aggregate gross proceeds of \$9.6 million.

The Private Placement involved the issuance of units of the Corporation ("**Units**") at a subscription price of \$0.06 per Unit, and insider units of the Corporation ("**Insider Units**") at a subscription price of \$0.05 per Insider Unit.

Each Unit issued in connection with the Private Placement is comprised of one Share and one-half of one Warrant. Each Warrant entitles the holder thereof to purchase one Share at a price of \$0.09 per Share until October 19, 2021. Provided that the average trading price of the Shares is equal to or exceeds \$0.14 for any consecutive 20-day trading period following October 19, 2019, the Corporation will be entitled to accelerate the expiry date of the Warrants.

Each Insider Unit issued in connection with the Private Placement is comprised of one Share and one Insider Warrant. Each Insider Warrant entitles the holder thereof to purchase one Share at a price of \$0.06 per Share until October 19, 2023, provided that if the 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 Shares at a price of \$0.06 per Share.

The acquisitions took place on October 19, 2018. The Shares, Warrants and Insider Warrants were acquired pursuant to the Private Placement for an aggregate purchase price of \$719,996. The Options were granted in connection with the Private Placement. Further details regarding the issuances are provided below.

2.3 State the names of any joint actors.

N/A

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

Acquisition of: (a) 14,066,600 Shares; (b) 12,400,000 Insider Warrants; (c) 833,300 Warrants; and (d) 3,490,687 Options (the "**Securities**") representing 15.19% of the issued and outstanding Securities.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Acquiror acquired control over the Securities. See item 3.5, below.

3.3 If the transaction involved a securities lending arrangement, state that fact.

N/A

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately before the acquisitions, the Acquiror did not own any securities in the Corporation. Immediately after the acquisitions, the Acquiror owned 30,790,587 Securities representing 15.19% of the issued and outstanding Securities.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Ownership and control over 28,290,687 Securities, representing 13.96% of the issued and outstanding Securities.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Nil

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Control over 2,499,900 Securities, representing 1.23% of the issued and outstanding Securities.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

N/A

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

N/A

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

N/A

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic

exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

N/A

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Acquiror purchased 12,400,000 Insider Units at price of \$0.05 per Insider Unit and 1,666,600 Units at a price of \$0.06 per Unit, for an aggregate purchase price of \$719,996.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See item 4.1, above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

The 3,490,687 Options received by the Acquiror were acquired pursuant to the Corporation's stock option plan. No monetary consideration was paid for such Options.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Acquiror acquired the Securities for investment purposes and may, depending on market and other conditions, increase his beneficial ownership, control or direction over Securities of the Corporation through market transactions, private agreements, treasury issuances, exercise of options, convertible securities or otherwise.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

N/A

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

N/A

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

N/A

Item 9 - Certification

Certificate

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

May 30, 2019

Date

(signed) "*Jonathan Sharun*"

Signature

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Jonathan Sharun

* This is a late filing.