

**FORM 51-102F3**  
***MATERIAL CHANGE REPORT***

**Item 1            Name and Address of Company**

Top Strike Resources Corp. d.b.a. Vencanna Ventures Inc. (the "**Company**")  
Suite 310, 250 – 6th Avenue S.W.  
Calgary, AB T2P 3H7

**Item 2            Date of Material Change**

July 22, 2019

**Item 3            News Release**

Press release relating to the material change described herein was issued on July 22, 2019 and disseminated through the facilities of a recognized newswire service.

**Item 4            Summary of Material Change**

On July 22, 2019, the Company announced that it has entered into a loan agreement with Vertical Companies ("**Vertical**").

**Item 5            Full Description of Material Change**

**5.1      Full Description of Material Change**

The Company has entered into a strategic partnership with Vertical. As part of this partnership, the Company has entered into an agreement whereby the Company will loan Vertical up to \$4,000,000 for inventory expansion and general working capital purposes (the "**Loan**"). The Loan bears interest at commercial rates and includes an undisclosed number of warrants to acquire common shares in the capital of Vertical.

As part of the strategic partnership, the Company appointed J. Smoke Wallin as the newest member of the board of directors of the Company. Mr. Wallin is the President of Vertical and the CEO of Vertical Wellness, a vertically-integrated brand company in the hemp-based CBD industry.

Vertical is a vertically-integrated multi-state operator and brand and distribution company in the medical and adult-use cannabis industry. Vertical has operations in Arizona and California, combined with strategic partnerships in Ohio and additional markets.

**5.2      Disclosure for Restructuring Transactions**

Not applicable.

**Item 6            Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

David McGorman  
Chief Executive Officer  
Telephone: (403) 470-9528

**Item 9            Date of Report**

July 29, 2019