Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended July 31, 2020 and 2019

The following Management's Discussion & Analysis ("MD&A") as provided by the management of Top Strike Resources Corp. ("Top Strike" or the "Company") should be read in conjunction with the Company's unaudited condensed interim financial statements and accompanying notes for the three months ended July 31, 2020 and 2019 and audited financial statements and accompanying notes for the years ended April 30, 2020 and 2019. All financial measures are expressed in Canadian dollars unless otherwise indicated. Top Strike's MD&A and financial statements were prepared under International Financial Reporting Standards ("IFRS"). The reader should be aware that historical results are not necessarily indicative of future performance. The effective date of this MD&A is September 28, 2020.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management on a quarterly basis to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. See "Forward Looking Statements" on page 7 of this report.

The reader is encouraged to review the Company's statutory filings on www.sedar.com.

DESCRIPTION OF BUSINESS AND OVERVIEW

The Company trades under the symbol "VENI" on the Canadian Securities Exchange and "TPPRF" on the OTCQB Venture Market ("OTCQB"), a US trading platform operated by the OTC Markets Group in New York.

The Company's principal place of business is located in Calgary, Alberta. The address of the Company's head office is Suite 310, 250 6th Avenue SW, Calgary, Alberta, T2P 3H7.

Prior to September 24, 2018, Top Strike Resources Corp. (dba Vencanna Ventures, "**Vencanna**" or the "**Company**") had no activity and had not earned significant revenues and was listed on the TSX Venture Exchange. The Company had previously focused on international and domestic oil and gas projects, but has expanded its scope to consider other industries as well.

On September 24, 2018, the Company announced the completion of a recapitalization financing, the appointment of a new management team and board of directors and commencement of trading on the Canadian Securities Exchange. The transactions have transitioned the Company from an oil and gas issuer to a merchant capital firm, rebranded as "Vencanna Ventures", providing capital to early-stage global cannabis initiatives including state compliant opportunities in the United States.

The full impact of the Covid-19 pandemic and jurisdictional policies put into effect to counter the virus (including social distancing and the closure of certain non-essential services) are unknown at this time. While most US states have deemed access to medical cannabis an "essential" service, and many state jurisdictions have been working with their local cannabis associations in designing safe strategies to maintain the delivery of cannabis to their respective patients and customers, it is unknown if this will be continued or how future policies will impact US cannabis businesses.

DESCRIPTION OF BUSINESS AND OVERVIEW (continued)

The global cannabis industry continues to expand with demand increasing due to patient and customer growth, as well as new jurisdictions expanding their access to cannabis for both medical and recreational purposes. The Secure and Fair Enforcement (SAFE) of Banking Act (which was passed on September 25, 2019 by Congress), The Strengthening the Tenth Amendment Through Entrusting States (STATES) Act, and the Marijuana Opportunity Reinvestment and Expungement (MORE) Act, are three pieces of legislation seeking to reform cannabis laws in the United States. While these pieces of legislation has stalled, in part due to procedural timelines, lack of political support, and/or legislative disruption as politicians and policy makers focus on the impact of Covid-19, 2020 is an election year in the United States and the continued focus of the racial implications associated with cannabis laws as well as the potential positive economic impact from the legal cannabis business, cannabis legislation can be expected to be a major issue in this upcoming election. The Company derives 100% of its income from the cannabis industry in certain states in the United States which is illegal under the federal laws of the United States. However, the Company is not aware of any non-compliance by the Company or its investees that would be contrary, or illegal, under applicable state laws. While Management believes that the Company is on track to accomplish its stated business objectives, continued reform and global legalization of cannabis will create a more competitive environment for cannabis-based companies and its service providers thereby potentially affecting market conditions and hence affecting our foregoing milestones.

HIGHLIGHTS AND RECENT DEVELOPMENTS

On July 3, 2020, the Company acquired a second convertible note ("GOH Note 2") issued by Galenas LLC. The principal sum is $US1,300,000 and was acquired from a private investment fund. The GOH Note 2 carries an interest rate of 9.6% and $US10,400 is paid monthly with a maturity date of August 1, 2021. The holder can convert the note into 223 membership units of Galenas LLC which equates to an approximate 10.3% interest in Galenas LLC. Upon closing of the GOH Note 2 the Company has the option to convert its debentures into an approximate 45% interest in Galenas LLC.

On July 3, 2020 in connection with the transaction of the GOH Note 2 the Company issued a $US1,300,000 convertible debenture to the above-mentioned private investment fund. The debenture carries an interest rate of 8% and is accrued and payable on January 31, April 30, July 31, and October 31 of each year; interest is paid in cash, common stock, or accrued. The Company also holds an option to extend the maturity of the debenture to July 3, 2024 at an interest rate of 9.6% and common share conversion rate of 29,900,000 common shares. The Company may elect to force conversion if the Company's VWAP equals or exceeds US$0.075 per common share.

On September 16, 2019, the Corporation was approved for and commenced its NCIB. As of September 16, 2020, the NCIB has expired. During the current period the Corporation purchased nil Shares under its NCIB. To date the Corporation has purchased a total of 6,197,000 Shares at an average price of $0.02.

SUMMARY OF QUARTERLY RESULTS

The following financial data is selected information for the Company for the eight most recently completed financial quarters:

($)	July 31, 2020	Apr 30, 2020	Jan 31, 2020	Oct 31, 2019	Jul 31, 2019	Apr 30, 2019	Jan 31, 2019	Oct 31, 2018
Revenue	127,166	950,424	307,630	281,650	113,548	222,857	900	95
Gain (Loss) for the period	(253,263)	712,761	59,196	(60,828)	(205,824)	(1,390,478)	(232,744)	(286,799)
Gain (Loss) per share - basic	0.00	0.00	0.00	(0.00)	(0.00)	(0.02)	(0.00)	(0.00)
Total assets	10,873,139	9,293,961	8,671,208	8,438,837	8,468,446	8,603,826	8,633,369	9,231,900
Total liabilities	1,870,846	76,132	66,268	37,109	58,138	58,370	14,829	449,524

As of the date hereof, a major portion of the Company's business was derived from material ancillary involvement in US cannabis-related activities. As at July 31, 2020, 64% of the Company's assets and 100% of other income was directly related to US cannabis activities.

RESULTS OF OPERATIONS

Financial results for the three months ended July 31, 2020 and 2019

Overall, the Company recorded a net loss of $253,263, $(0.00) per share for the three months ended July 31, 2020 as compared to a net loss of ($199,424), ($0.00) per share for the three months ended July 31, 2019.

Revenue for the three months ended July 31, 2020 was $127,166 (2019 – $113,548). Revenues consisted of interest income of $127,166 (2019 - $113,548), an unrealized gain on derivative instruments of $10,400 (2019 – Nil), and an unrealized gain on investments of $Nil (2019 -$14,339).

Expenses for the three months ended July 31, 2020 was $381,066 (2019 - $304,672). Expenses consisted of an unrealized loss on foreign exchange of $204,616 (2019 - $ Nil), general and administrative expense of $138,723 (2019 - $233,996), which included salaries and benefits of $84,091 (2019 - $117,427), interest and bank charges of $19,572 (2019 - $752), and professional fees (accounting, audit and legal) of $17,830 (2019 - $44,230), and share based compensation expense of $32,499 (2019 - $70,676).

The unrealized loss on foreign exchange is related to changes in fair value of the Company's convertible notes and debentures.

SUBSEQUENT EVENTS

NCIB

The Corporation has re-commenced its NCIB (the "**Bid**"). Under the Bid, the Corporation may purchase up to 5% of the Corporation's Shares. The Bid is expected to commence no sooner than October 5, 2020, and will terminate on the earlier of one year from commencement of the Bid or on the date on which the maximum number of Shares that can be acquired pursuant to the Bid have been purchased. The Corporation reserves the right to revoke the Bid earlier if it determines that it is appropriate to do so. The actual number

SUBSEQUENT EVENTS (continued)

of Shares that may be purchased under the Bid and the timing of any such purchases will be determined by the Corporation.

Vencanna is executing the Bid because it believes that, from time to time, the market price of its Shares does not reflect the underlying value of the Corporation and its prospects, and that depending on the trading price of its Shares and other relevant factors, purchasing its own Shares represents an attractive investment opportunity and is in the best interests of the Corporation and its shareholders.

All Shares will be purchased under the Bid on the open market and through the facilities of the CSE and payment for the Shares will be made in accordance with CSE policies. The timing and extent of repurchases will depend upon several factors, including market and business conditions, valuation of Shares, regulatory requirements and other corporate considerations. The price paid for Shares will be the prevailing market price at the time of purchase and all Shares acquired by the Corporation will be cancelled. The Corporation has 181,991,390 Shares issued and outstanding as of today's date. Purchases may be suspended at any time, and no purchases will be made other than by means of open market transactions during the term of the Bid. The Corporation has engaged Independent Trading Group (ITG) Inc. to act as the broker through which the Bid will be conducted.

GOVERNMENT SUBSIDIES

In May and June the Company reviewed, applied and was approved for the following government subsidies related to COVID-19:

- Temporary Wage Subsidy for Employers (TWSE)
- Canadian Emergency Wage Subsidy (CEWS)

LIQUIDITY, FINANCINGS AND CAPITAL RESOURCES

In addition to the above subsidies the Company also applied for the $40,000 Canada Emergency Response interest fee loan and was subsequently approved on June 6, 2020. The loan is interest free until the maturity date December 31, 2022. $10,000 will also be forgiven if the loan is paid in full on or before the maturity date of the loan. The Corporation also has the option to extend the loan upon maturity for an additional 3 year term at an interest rate of 5%.

On July 3, 2020 in connection with the acquisition of the GOH Note 2 the Company issued a $US1,300,000 convertible debenture. The debenture carries an interest rate of 8% and is accrued and payable on January 31, April 30, July 31, and October 31 of each year; interest is paid in cash, common stock, or accrued. The Company also holds an option to extend the maturity of the debenture to July 3, 2024 at an interest rate of 9.6% and common share conversion rate of 29,900,000 common shares. The Company may elect to force conversion if the Company's VWAP equals or exceeds US$0.075 per common share.

At July 31, 2020, the Company had a cash balance of $3,659,036 (April 30, 2020 - $3,745,922) to settle current liabilities of $85,560 (April 30, 2020 - $76,132). As at July 31, 2020, the Company's cash decreased by $86,886 from April 30, 2020, primarily related to operating activities during the year.

LIQUIDITY, FINANCINGS AND CAPITAL RESOURCES (continued)

The Company has no commitments for property and equipment expenditures for fiscal 2021. The Company anticipates that any property and equipment expenditures based on future needs, will be funded from cash on hand and the issuance of equity securities.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The timely preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities and income and expenses. Accordingly, actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in these financial statements.

Fair value of financial instruments

For Level 3 investments and complex instruments where quoted prices are not readily available the Company values its investments using recognized valuation models. Some or all of the significant inputs into these models may not be observable in the market, and are derived from market prices or rates or are estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgment and estimation in the determination of fair value.
In determining fair value for these types of instruments: the history and nature of the business; operating results and financial conditions; the general economic, industry and market conditions; capital market and transaction market conditions; contractual rights relating to the investment; comparable trading and transaction multiples, where applicable; and other pertinent considerations are taken into consideration. Adjustments to the carrying value of the investments may also be determined when there is pervasive and objective evidence of a decline in the value of the investment, as indicated by an assessment of the financial condition of the investment based on operational results, forecasts and other developments since acquisition.

Although the Company believes that its estimates of fair value for Level 3 investments are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value.

Share-based payments

The Company measures the cost of its share-based payments to directors, officers, employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The assumptions used in determining fair value include share price, expected lives of the options, risk-free rates of return, share price volatility and the estimated forfeiture rate. Changes to assumptions may have a material impact on the amounts presented.

ACCOUNTING POLICIES

The accounting policies used are consistent with those of the previous financial year as described in Note 3 of the Company's financial statements for the year ended April 30, 2020. With the exception of the following policy.

ACCOUNTING POLICIES (continued)

Government grants

The Company receives grants periodically from different governmental incentive programs. Grants are recognized initially when there is reasonable assurance the grant or subsidy will be received and when the Company believes it is in compliance with the related conditions of the grant or subsidy. The financial aid received for expenditures incurred is recognized against the expenditure in the same accounting period in which the expenditures were incurred.

OFF- BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at the date of this MD&A, there are no proposed transactions that the board of directors or senior management have decided to proceed with and that have not been publicly disclosed.

RELATED PARTY TRANSACTIONS

The Company paid or accrued accounting fees of $Nil (July 31, 2019 - $6,269) to a company controlled by a former officer of the Company. In addition, during the period ended July 31, 2020, $7,485 (2019 - $46,261) in legal fees were incurred from a law firm at which the Corporate Secretary of the Company is a Partner. As at July 31, 2020, accounts payable and accrued liabilities included amounts payable to related parties totaling $25,290 (2019 - $31,912) for the above professional fees.

The Company loaned its directors, executives and employees cash restricted to the sole purpose of purchasing Company shares on the open market. The related party loans are payable upon demand by the Company, are secured by the underlying stock purchased and bear zero interest. During the period ended July 31, 2020 no activity has occurred and the combined loan balance outstanding is $146,618.

On July 3, 2020, the Company announced the purchase of the $US1,300,000 GOH Note 2 and the issue of a debenture. Jon Sharun, a director of the Company, is a partner of the seller and purchaser off the $US1,300,000 note and debenture respectively. Mr. Sharun has abstained from voting at the director's meeting of the Company regarding the issue of the Debenture and the purchase of the $1,300,000 note (collectively, the "Transaction"). Due to the involvement of Mr. Sharun, who is a related party of the Company pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (M"MI 61-101"), the Transaction constitutes a "related party transaction" with in the meaning of MI 61-101. In its consideration and approval of the Transaction, the board of directors of the Company determined that the transaction was exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Transaction, as it relates to related parties, did not exceed 25% of the market capitalization of the Company, in accordance with Sections 5.5 and 5.7 of MI 61-101.

SHARE CAPITAL

The Company has an unlimited number of common shares authorized for issuance. At July 31, 2020, there were 181,991,390 common shares issued and outstanding. There are also 117,701,059 warrants and 17,466,740 stock options outstanding.

SHARE CAPITAL (continued)

The Company is authorized to purchase up to 9,298,308 shares under its NCIB program until Sep 16, 2020. The Company has purchased 6,197,000 shares, representing approximately 67% of the authorized purchases.

RISKS AND UNCERTAINTIES

The Company's financial success will be dependent upon the Company's ability to raise equity. There is no assurance that the Company will be able to raise the equity required to meet the obligations of the Company and the Company has no source of financing other than those identified in the previous section. Additionally, given the illegality of cannabis under U.S. federal law (discussed below), the Company's ability to raise equity in the U.S. may be limited. However, these barriers to participation in U.S. capital markets also serve as the Company's competitive advantage when supplying alternative sources of capital to state compliant U.S. cannabis businesses.

Marijuana is illegal under U.S. federal law and the enforcement of such laws poses significant risk to the Company. As at the date hereof, 33 states of the United States plus the District of Columbia, Puerto Rico and Guam have laws and/or regulations that recognize, in one form or another, legitimate medical uses for cannabis and consumer use of cannabis in connection with medical treatment and eleven states of the United States have legalized recreational cannabis. Many other states are considering similar legislation. However, the position of the federal government and its agencies is that cannabis has no medical benefit and, accordingly, a range of activities including cultivation and the personal use of cannabis are prohibited. Unless and until Congress amends the U.S. Controlled Substances Act of 1970 with respect to medical and recreational cannabis, there is a risk that federal authorities may enforce current federal law and the

Company may be deemed to be producing, cultivating or dispensing cannabis in violation of federal law or facilitating the selling or distribution of drug paraphernalia in violation of federal law. Active enforcement of the current federal regulatory position on cannabis may thus indirectly and adversely affect the Company's future cash flows, earnings, results of operations and financial condition. As of the date hereof, the Company has not obtained legal advice, either in the form of a legal opinion or otherwise, regarding compliance with applicable state regulatory frameworks and potential exposure and implications arising from U.S. federal law. See the AIF for more information, including a discussion of U.S. federal cannabis laws, guidance given by federal authorities or prosecutors regarding the risk of enforcement action and risks associated with providing financing to U.S. state compliant cannabis businesses.

Impacts of the COVID-19 coronavirus outbreak

The Company cautions that current global uncertainty with respect to the spread of the COVID-19 virus and its effect on the broader global economy may have a significant negative effect on the Company. While the precise impact of the COVID-19 virus on the Company and its US cannabis related investments remain unknown, rapid spread of the COVID-19 virus may have a material adverse effect on global economic activity, and can result in volatility and disruption to global supply chains, operations, mobility of people, consumer spending and the financial markets, which could in turn affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations for the Company's current and future investments and other factors relevant to the Company.

FORWARD-LOOKING STATEMENTS

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, conclusions of economic assessments of projects, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect", "budget", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability, uncertainty related to the resolution of legal disputes and lawsuits; actual results of current exploration activities, unanticipated reclamation expenses; fluctuations in prices of oil and gas; fluctuations in foreign currency exchange rates, increases in market prices of mining consumables, possible variations in reserves, recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the oil and gas industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, changes in national and local government regulation of oil and gas operations, tax rules and regulations, and political and economic developments in countries in which the Company operates.

The Company's management reviews periodically information reflected in forward-looking statements. The Company has and continues to disclose in its Management Discussion & Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur. Historical results of operations and trends that may be inferred from the above discussions and analysis may not necessarily indicate future results from operations.

Additional information relating to the Company can be found on SEDAR at www.sedar.com.