# TOP STRIKE RESOURCES CORP.

**Operating as "Vencanna Ventures"**
**Audited Financial Statements**
**Years ended April 30, 2023 and 2022**
(Expressed in Canadian Dollars)

# Independent Auditor's Report

To the Shareholders of Top Strike Resources Corp.:

## Opinion

We have audited the financial statements of Top Strike Resources Corp. (the "Company"), which comprise the statements of financial position as at April 30, 2023 and April 30, 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2023 and April 30, 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

## Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

## Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Scott Laluk.

Calgary, Alberta

August 28, 2023

MNP LLP

Chartered Professional Accountants

**TOP STRIKE RESOURCES CORP.**
Statements of Financial Position
(Expressed in Canadian dollars)

| As at | Notes | | April 30, 2023 | | April 30, 2022 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current Assets** | | | | | |
| Cash and cash equivalents | 5 | **$** | **5,179,361** | $ | 6,644,223 |
| Note receivable | 6 | | **3,756,213** | | 3,073,013 |
| Due from related parties | 15 | | **310,323** | | - |
| Other receivables | 7 | | **12,323** | | 11,078 |
| Prepaids | | | **1,838** | | 16,932 |
| | | | **9,260,058** | | 9,745,246 |
| **Non-Current Assets** | | | | | |
| Deposits | | | **2,500** | | 2,500 |
| Equipment | 8 | | **3,054** | | 3,997 |
| **TOTAL ASSETS** | | **$** | **9,265,612** | $ | 9,751,743 |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Accounts payable and accrued liabilities | | | **534,037** | | 333,100 |
| | | | **534,037** | | 333,100 |
| **Non-Current liabilities** | | | | | |
| Loan | 9 | | **27,986** | | 27,986 |
| Convertible debenture | 10 | | **2,252,204** | | 2,112,309 |
| **TOTAL LIABILITIES** | | | **2,814,227** | | 2,473,395 |
| **SHAREHOLDERS' EQUITY** | | | | | |
| Share capital | 11 | | **21,967,258** | | 21,968,258 |
| Warrants | 11 | | **4,556,922** | | 4,556,922 |
| Contributed surplus | | | **1,885,317** | | 1,885,317 |
| Deficit | | | **(21,958,112)** | | (21,131,149) |
| Treasury stock | | | **-** | | (1,000) |
| **TOTAL SHAREHOLDERS' EQUITY** | | | **6,451,385** | | 7,278,348 |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | | | **9,265,612** | $ | 9,751,743 |

**Subsequent Events (Note 18)**

**The accompanying notes are an integral part of these financial statements.**

**On behalf of the Board of Directors:**

*"W. S. McGregor"* Director *"J. Sharun"* Director

**TOP STRIKE RESOURCES CORP.**
Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

| For the years ended April 30 | Notes | | 2023 | | 2022 |
|---|---|---|---|---|---|
| **Revenues** | | | | | |
| Interest income | 6,5 | **$** | **494,822** | $ | 603,662 |
| Change in fair value of investments | | | | | |
| Unrealized change in fair value of due from related parties | 15 | | **(258,255)** | | - |
| Unrealized loss on investments and derivative instruments | 10,9 | | **(137,097)** | | (355,195) |
| Unrealized gain on foreign exchange | 6,10 | | **256,855** | | 208,525 |
| | | | **356,325** | | 456,992 |
| **Expenses** | | | | | |
| Office and miscellaneous | | | **14,380** | | 10,136 |
| Depreciation | 8 | | **943** | | 1,246 |
| Professional fees | | | **148,848** | | 164,101 |
| Consulting fees | | | **144,030** | | 95,384 |
| Corporate communication | | | **53,209** | | 62,918 |
| Rent and parking | | | **33,321** | | 28,887 |
| Travel | | | **24,885** | | 13,481 |
| Salaries and benefits | 14 | | **552,233** | | 559,410 |
| Meals and entertainment | | | **13,705** | | 12,272 |
| Interest and bank charges | | | **197,734** | | 148,781 |
| Share-based compensation | 12 | | **-** | | 6,105 |
| | | | **1,183,288** | | 1,102,721 |
| **Net Loss and comprehensive loss** | | **$** | **(826,963)** | $ | (645,729) |
| **Net Loss per common share:** | | | | | |
| Basic and diluted | 13 | | **$ (0.00)** | $ | (0.00) |
| **Weighted average number of common shares outstanding:** | | | | | |
| Basic and diluted | 13 | | **181,283,390** | | 181,454,343 |

The accompanying notes are an integral part of these financial statements.

**TOP STRIKE RESOURCES CORP.**
Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

| | Shares outstanding | Share capital | Warrants | Contributed surplus | Deficit | Treasury stock | Total shareholders' equity |
|---|---|---|---|---|---|---|---|
| **Balance at May 1, 2022** | **181,283,390** | **$21,968,258** | **$4,556,922** | **$1,885,317** | **$(21,131,149)** | **(1,000)** | **$7,278,348** |
| Shares held in treasury-NCIB | - | (1,000) | - | - | - | 1,000 | - |
| Net loss and comprehensive loss for the year | - | - | - | - | (826,963) | - | **(826,963)** |
| **Balance at April 30, 2023** | **181,283,390** | **21,967,258** | **4,556,922** | **1,885,317** | **(21,958,112)** | **-** | **6,451,385** |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Balance at May 1, 2021 | 181,411,390 | $21,976,797 | $4,556,922 | $1,879,212 | $(20,485,420) | (5,356) | $7,922,155 |
| Share base compensation | - | - | - | 6,105 | - | - | 6,105 |
| Shares cancelled-NCIB | (103,000) | (8,539) | - | - | | 5,356 | (3,183) |
| Shares held in treasury-NCIB | (25,000) | - | - | - | - | (1,000) | (1,000) |
| Net loss and comprehensive loss for the year | - | - | - | - | (645,729) | - | (645,729) |
| Balance at April 30, 2022 | 181,283,390 | 21,968,258 | 4,556,922 | 1,885,317 | (21,131,149) | (1,000) | 7,278,348 |

The accompanying notes are an integral part of these financial statements.

**TOP STRIKE RESOURCES CORP.**
Statements of Cash Flows
(Expressed in Canadian dollars)

| For the years ended April 30 | Notes | **2023** | 2022 |
|---|---|---|---|
| **Operating activities** | | | |
| Net loss for the year | | **$ (826,963)** | $ (645,729) |
| Adjustments for: | | | |
| Interest income | 6 | **(425,577)** | (603,662) |
| Depreciation | | **942** | 1,246 |
| Share-based compensation | 12 | **-** | 6,105 |
| Unrealized change in fair value | | **258,255** | - |
| Unrealized loss on investments and derivative instruments | 9,10 | **139,897** | 355,195 |
| Unrealized foreign exchange gain | 5,6,10 | **(256,857)** | (208,525) |
| Gain on CEBA loan | 9 | **(2,799)** | - |
| Loan accretion | 9 | **2,799** | 2,799 |
| Trade and other receivables | | **(1,245)** | (4,167) |
| Prepaids and deposits | | **15,094** | (315) |
| Unearned interest | | **-** | (12,787) |
| Due from related parties | | **(568,580)** | - |
| Accounts payable and accrued liabilities | | **182,572** | 147,096 |
| | | **(1,482,462)** | (962,744) |
| Settlement of convertible promissory notes | | | 6,760,495 |
| Issuance of notes receivable | 6 | **(75,000)** | - |
| Interest received | | **-** | 126,711 |
| Net cash (used in) provided by operating activities | | **(1,557,462)** | 5,924,463 |
| **Financing activities** | | | |
| Retirement of common shares | | **-** | (8,539) |
| Purchase of treasury stock | | **-** | 4,356 |
| Net cash provided by (used in) financing activities | | **-** | (4,183) |
| **Change in cash for the year** | | **(1,557,462)** | 5,920,280 |
| Exchange differences of cash and cash equivalents | | **92,600** | - |
| **Cash beginning of year** | | **6,644,223** | 723,943 |
| **Cash, end of year** | | **5,179,361** | 6,644,223 |

The accompanying notes are an integral part of these financial statements.

(Expressed in Canadian Dollars)

**1. Nature and continuance of operations**

Prior to September 24, 2018, Top Strike Resources Corp. ("Top Strike", the "Company") had no activity and had not earned significant revenues. The Company has evaluated several oil and gas as well as other opportunities. 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, operating as "Vencanna Ventures", and aims to provide capital to early-stage global cannabis initiatives, including state compliant opportunities in the United States.

The Company trades under the symbol "VENI" on the Canadian Securities Exchange and under the symbol TTPRF on the OTCQB Venture Market ("OTCQB"), a US trading platform operated by the OTC Market 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 6$^{th}$ Avenue SW, Calgary, Alberta, T2P 3H7.

**2. Basis of preparation**

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") an in effect on May 1, 2022.

These financial statements were approved and authorized for issuance by the Board of Directors on August 28, 2023.

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis, except for share-based payment transactions, investments and convertible debentures which have been measured at fair market value.

(c) Functional and presentation currency

The Company's presentation currency is Canadian dollars. The functional currency of the Company is Canadian dollars.

**3. Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by the Company.

(a) Cash and cash equivalents

Cash and cash equivalents include cash on hand, bank and demand deposits, and treasury bills with an initial maturity of less than 90 days from the date of initial acquisition.

(b) Equipment

Equipment is recorded at cost and is depreciated over its estimated useful lives as follows:

| | |
|---|---|
| • Computer equipment | 30% declining balance |
| • Equipment | 20% declining balance |
| • Furniture | 20% declining balance |

**3. Significant accounting policies (continued)**

(c) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its long-lived assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). A cash generating unit ("CGU") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets.

Recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value less costs of disposal is determined to be the amount for which the asset could be sold in an arm's length transaction. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statements of Loss and Comprehensive Loss.

Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in the Statements of Loss and Comprehensive Loss.

(d) Financial instruments

Recognition and measurement

Financial instruments are required to be classified into one of the following categories: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expensed as incurred.

Financial assets and liabilities are recognized initially on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and/or interest of the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is both to hold assets to collect contractual cash flows and to potentially sell financial assets, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and/or interest of the principal amount outstanding.

All financial assets not classified as and measured at amortized costs or FVOCI as described above are measured at FVTPL when doing so eliminates or significantly reduces a measurement of recognition inconsistency.

**3. Significant accounting policies (continued)**

A financial liability is generally measured at amortized cost, with exceptions that may allow for classification as FVTPL. The Company may also, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so eliminates or significantly reduces a measurement of recognition inconsistency.

*Amortized Cost*
The Company classifies its note receivable, other receivables, due from related parties and accounts payable and accrued liabilities. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows. These financial assets and financial liabilities are subsequently measured at amortized cost using the effective interest method.

*FVTPL*
The Company classifies its cash and cash equivalents, investments including its convertible debenture at FVTPL. Financial assets and liabilities classified as FVTPL are subsequently measured at fair value with changes in fair value charged immediately to the statements of income and comprehensive income.

*Fair value*
The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the valuation date. For financial instruments that have no active market, fair value is determined using valuation techniques including the use of recent arm's length market transactions, reference to the current market value of equivalent financial instruments and discounted cash flow analysis.

*Share capital*
Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

(e) Investments in associates and subsidiaries

The Company meets the criteria required to be considered an "investment entity" under IFRS 10. In cases where the Company has control or significant influence over a Company, the Company values such investments as financial assets at FVTPL.

(f) 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.

(g) Share-based compensation

The Company accounts for share-based compensation granted to directors, officers, employees and consultants using the Black-Scholes option-pricing model to determine the fair value of the plan at grant date. An estimated forfeiture rate is incorporated into the fair value calculated and adjusted to reflect the actual number of options that vest. Share-based compensation expense is recorded and reflected as share-based compensation expense over the vesting period with a corresponding amount reflected in contributed surplus. At exercise, the associated amounts previously recorded as contributed surplus are reclassified to share capital.

## 3. Significant accounting policies (continued)

(h) Revenue recognition

Interest income is recognized on an accrual basis and is shown on the Statement of Loss and Comprehensive Loss and consists of interest earned on the note receivable and convertible note balances.

(i) Per share amounts

Basic per share amounts are computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted per share amounts are calculated giving effect to the potential dilution that would occur if stock options or other dilutive instruments were exercised into common shares. The treasury stock method assumes that any proceeds upon the exercise of dilutive instruments, including remaining unamortized compensation costs, would be used to purchase common shares at the average market price of the common shares during the period.

(j) Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustments to tax payable in respect of previous years.

Deferred tax is recognized providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(k) Interest income

Interest income is recognized on an accrual basis and is classified as revenue on the Statement of Loss and Comprehensive Loss.

(l) Determination of fair value

A number of the Company’s accounting policies and disclosures required the determination of fair value, both for financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

**3. Significant accounting policies (continued)**

*Fair Value Hierarchy*
Financial instruments that are measured subsequent to initial recognition at fair value are grouped into three categories based on the degree to which fair value is observable:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis;
Level 2 – Valuations are based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; including forward prices for commodities, time value and volatility factors which can be substantially observed or corroborated in the marketplace; and
Level 3 – Inputs that are not based on observable data for the asset or liability.

Financial instruments comprising of cash, trade and other receivables, and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying amounts due to their short term to maturity. The Company's policy is to recognize transfers in and out of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfer. There were no such transfers during the period. For more complex instruments including Level 3 investments the Company uses recognized valuation models.

**4. Management judgements and estimates**

The timely preparation of the financial statements requires management to make judgements, 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. Significant estimates and judgements made by management in the preparation of these financial statements are out-lined below.

(a) Critical judgements in applying accounting policies

The following are the critical judgements, 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.

Investment entity status

Significant Judgement was required when determining whether the Company meets the definition of an investment entity under IFRS 10.

Recognition of deferred income tax assets

The recognition of deferred income tax assets requires judgements regarding the likelihood and applicability of future income tax deductions. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and ability to apply income tax deductions.

**4. Management judgements and estimates (continued)**

(a) Fair value of financial instruments

For Level 3 investments and complex instruments such as convertible notes 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 judgement 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.

(b) Other key sources of estimation uncertainty

The following are the key assumptions concerning the sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing adjustments to the carrying amounts of the assets and liabilities.

Income taxes

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period which the change occurs.

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.

(Expressed in Canadian Dollars)

## 5. Cash and cash equivalents

Cash and cash equivalents at the end of the reporting period as shown in the statement of financial position are comprised of:

| | April 30, 2023 | April 30, 2022 |
|---|---|---|
| Bank and demand deposits | $ 5,179,361 | $ 6,644,223 |
| | **$ 5,179,361** | **$ 6,644,223** |

The Company periodically purchases short-term treasury bills with an initial maturity of less than 90 days. They are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value. Bank and demand deposits include $937,275 (April 30, 2022 - $1,489,287) held in US denominated accounts.

## 6. Note receivable

*Can-x note*

On November 14, 2022, the Company entered into a $75,000 facility loan agreement with CanX CBD processing Corp. (“Can-x”). The interest rate is an annual non-compounded interest rate of 18%. The principal and interest of the note are payable upon demand.

During the year, the Company accrued $6,177 in interest. As at April 30, 2023, the principal and interest balance of the CAN-X note is $81,177.

*Cannavative note*

On March 11, 2021, the Company entered into a US$2,000,000 facility loan agreement with the Cannavative Group LLC (“Cannavative”) to facilitate planned capital expansion initiatives or other uses as agreed by the Company (the “Cannavative Note”). On March 31, 2023, the parties signed an Amended Restated Letter Loan Agreement, where the Cannavative Note is due within 90 days upon demand with interest payable monthly. The commencement date of the Cannavative Note was March 19, 2021.

During the year, the Company accrued $421,238 (2022 - $476,491) in interest. As at April 30, 2023, the principal and interest balance of the Cannavative Note is $3,675,036 (2022 - $3,073,013).

On April 25, 2022, the Company entered into a definitive unit exchange agreement (“Definitive Agreement”) with Cannavative, pursuant to which the Company will require all the issued and outstanding membership units of Cannavative in an all-share exchange (the “Transaction”). The Transaction is expected to constitute a “Fundamental Change” pursuant to the policies of the Canadian Securities Exchange (the “CSE”) and will be subject to acceptance of the CSE and shareholder approval; the loan is expected to be settled upon closing of the Transaction. Interest on the Cannavative Note is 12.5% per annum. Prior to the execution of the Definitive Agreement, the interest rate was 17.5% per annum.

## 7. Trade and other receivables

The Company’s trade and other receivables are exposed to the risk of financial loss if a counterparty to a financial instrument fails to meet its contractual obligations. Top Strike’s trade and other receivables consist of:

| As at | **April 30, 2023** | April 30, 2022 |
|---|---|---|
| GST receivable | 12,323 | 11,078 |
| | $ 12,323 | $ 11,078 |

(Expressed in Canadian Dollars)

## 8. Equipment

| **Cost** | Furniture | Computer equipment | Equipment | Total |
|---|---|---|---|---|
| Balance at May 1, 2021 | $ 2,227 | $ 6,482 | $ 442 | $ 9,151 |
| Additions | - | - | - | - |
| Balance at April 30, 2022 | $ 2,227 | $ 6,482 | $ 442 | $ 9,151 |
| Additions | - | - | - | - |
| Balance at April 30, 2023 | $ 2,227 | $ 6,482 | $ 442 | $ 9,151 |

| **Accumulated depreciation** | Furniture | Computer equipment | Equipment | Total |
|---|---|---|---|---|
| Balance at May 1, 2021 | $ 882 | $ 2,851 | $ 175 | $ 3,908 |
| Depreciation | 246 | 951 | 49 | 1,246 |
| Balance at April 30, 2022 | $ 1,128 | $ 3,802 | $ 224 | $ 5,154 |
| Depreciation | 201 | 702 | 40 | 943 |
| Balance at April 30, 2023 | $ 1,329 | $ 4,504 | $ 264 | $ 6,097 |

| **Net book value** | Furniture | Computer equipment | Equipment | Total |
|---|---|---|---|---|
| Balance at April 30, 2022 | $ 1,099 | $ 2,680 | $ 218 | $ 3,997 |
| Balance at April 30, 2023 | $ 898 | $ 1,978 | $ 178 | $ 3,054 |

## 9. Loan

On June 6, 2020, the Company received a $40,000 Canada Emergency Response interest free loan to cover operating costs. The loan was offered by the Government of Canada through the Company's bank and is related to the Covid-19 pandemic. The balance of the loan was originally due December 31, 2022, and was extended by one year. The loan maturity date is currently December 31, 2023. Full payment of the loan by the deadline will result in a loan forgiveness benefit of $10,000.

On December 31, 2023, the Corporation has the option to extend the loan for an additional 2 years at in annual interest rate of 5%. In determining the fair value of the loan, the Company used an effective interest rate of 10% and considered the interest free and forgiveness features of the loan.

The fair value of this loan on the initial recognition date of June 6, 2020 was $22,915. The fair value of this loan as at April 30, 2023 is $27,986 (2022 - $27,986). During the period, the Company recorded loan accretion of $2,799 (2022 - 2,799) on the Statement of Loss and Comprehensive Loss.

## 10. Convertible debenture

On July 3, 2020, the Company issued a US$1,300,000 convertible debenture maturing July 3, 2022 (the "Debenture"). The Debenture is convertible at the holder's option at a conversion rate of US$0.05 per common share totaling 26,000,000 common shares of the Company (the "Conversion Right"). The Debenture carries an interest rate of 8.0% 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, a combination thereof, or accrued. On June 24, 2022, the Company extended the Debenture to July 3, 2024 at an interest rate of 9.2% and common share conversion rate of 29,900,000 common shares (the "Conversion Right"). The Company may elect to force Conversion Right if the Company's 10-day weighted average closing price of its common shares traded through the facilities of the Canadian Stock Exchange prior to that date equals or exceeds US$0.075 per common share or upon the event of a Change of Control.

(Expressed in Canadian Dollars)

## 10. Convertible debenture (continued)

The conversion and debt feature of the Debenture is presented separately on the statement of financial position due to the variability of foreign currency of the settlement feature. The Black Sholes option pricing model is used to value the derivative component up to a maximum value of the Company's forced conversion option. The derivative component is valued upon the initial issuance date July 3, 2020 and at each period end date. The Debenture carries an implied interest rate of 15.6%.

| Convertible debenture | **April 30, 2023** | April 30, 2022 | July 3, 2021 |
|---|---|---|---|
| Debt component (US) | **$1,245,117** | $ 1,248,448 | $ 1,263,614 |
| Foreign exchange rate | **~1.35** | ~1.26 | ~1.23 |
| Debt component | **1,686,287** | 1,573,045 | 1,552,350 |
| Derivative component | **565,917** | 539,263 | 323,664 |
| | **$ 2,252,204** | $ 2,112,308 | $ 1,876,014 |

## 11. Share capital

(a) Authorized:

Unlimited number of common shares with no par value.

(b) Issued

| | **Number of shares** | **Amount** |
|---|---|---|
| Balance May 1, 2021 | 181,491,390 | $ 21,976,797 |
| Cancelled | (183,000) | (8,539) |
| Balance at April 30, 2022 | 181,308,390 | 21,968,258 |
| Cancelled | (25,000) | (1,000) |
| **Balance at April 30, 2023** | **181,283,390** | **21,967,258** |

Shares held in escrow as at April 30, 2023: 50,000 (2022 – Nil).

(c) Warrants

| | **Number of warrants** | **Amount** |
|---|---|---|
| Balance May 1, 2021 | 117,711,059 | $ 4,556,922 |
| Expired | (64,148,482) | - |
| Balance at April 30, 2022 | 53,562,577 | 4,556,922 |
| Granted, exercised, expired | - | - |
| **Balance at April 30, 2023** | **53,562,577** | **$ 4,556,922** |

Each whole Warrant entitled the holder to acquire one Common Share as follows:

| **Number of warrants** | **Purchase price** | **Expiry date** |
|---|---|---|
| 31,497,766 | $0.06 | September 24,2023 |
| 22,054,811 | $0.06 | October 19, 2023 |
| 53,552,577 | | |

As at April 30, 2023, 53,552,577 (2022 – 53,552,577) warrants are exercisable at $0.06 (2022 – $0.06) with a weighted average life remaining of .43 years (2022 – 1.43 years).

(Expressed in Canadian Dollars)

**11. Share capital (continued)**

The fair value of the Warrants was determined using a Black-Scholes option pricing model using the following assumptions:

| | |
|---|---|
| Risk-free rate (%) | 1.91 – 2.40 % |
| Expected life (years) | 3 – 5 years |
| Contractual life (years) | 3 – 5 years |
| Expected volatility (%) | 100% |
| Expected dividend yield | - |

**12. Share-based compensation**

The Company has a share option plan for directors, officers, employees and consultants of the Company whereby share options representing up to 10% of the issued and outstanding common shares can be granted by the Board of Directors. Commencing September 2018 and August 2019, the Company granted 12,466,740 and 5,000,000 share options for a term of five years which 1/3 vest immediately, 1/3 vest on the first anniversary and 1/3 on the second anniversary. The exercise price of each option equals no less than the market price of the Company's common shares on the date of grant.

The Company accounts for share-based compensation granted to directors, officers, employees and consultants using the Black-Scholes option-pricing model to determine the fair value of the plan at grant date. Share-based compensation expense is recorded and reflected as share-based compensation expense over the vesting period with a corresponding amount reflected in contributed surplus.

A summary of stock options outstanding as at April 30, 2023 and 2022 is as follows:

| | **Number of options** | **Weighted average exercise price** |
|---|---|---|
| Balance, May 1, 2021 | 17,466,740 | $ 0.05 |
| Exercised, expired, granted | - | - |
| Balance, April 30, 2022 | 17,466,740 | 0.05 |
| Exercised, expired, granted | - | - |
| **Balance, April 30, 2023** | 17,466,740 | $0.05 |

As at April 30, 2023, 17,466,740 (2022 – 17,466,740) options are exercisable at $0.05 with a weighted average life remaining of 0.7 years (2022 – 1.7 years).

Total share-based compensation recorded during the year ended April 30, 2023 was $Nil (2022 - $6,105). The Company values share-based compensation by using the Black-Scholes option pricing model.

| | **2020** | 2019 |
|---|---|---|
| Volatility | **149.5%** | 100% |
| Life | **5 years** | 5 years |
| Risk-free interest rate | **1.75%** | 2.2% |
| Exercise price | **$0.03** | $0.06 |
| Dividend yield | **nil** | nil |

(Expressed in Canadian Dollars)

## 13. Per share amounts

Basic loss per share is calculated based on net loss and the weighted-average number of common shares outstanding. The Company has recorded a loss in each of the years presented and therefore any addition to basic shares is anti-dilutive.

| Year ended April 30 | 2023 | 2022 |
|---|---|---|
| Loss for the period | $ (826,963) | $ (645,729) |
| Weighted average number of common shares: | | |
| Basic and diluted | 181,283,390 | 181,454,343 |
| Earnings per share: | | |
| Basic and diluted | $ (0.00) | $ (0.00) |

As at April 30, 2023, there were 17,466,740 (2022 – 17,466,740) stock options considered anti-dilutive.

## 14. Compensation of key management personnel

The Company considers its directors and executives to be key management personnel. The key management personnel compensation is comprised of the following:

| Year ended April 30 | 2023 | 2022 |
|---|---|---|
| Share-based compensation | $ - | $ 5,922 |
| Salaries, consulting and professional fees | 450,423 | 462,168 |
| | $ 450,423 | $ 468,090 |

As at April 30, 2023 and 2022, amounts payable to directors and executives was $Nil.

## 15. Related party transactions

During the year ended April 30, 2023, the Company paid a law firm $72,490 (2022 - $76,165) of which the corporate secretary of the Company is a partner. As at April 30, 2023, accounts payable and accrued liabilities included amounts payable to the law firm of $Nil (2022 - $12,145).

*Convertible Debenture*

On July 3, 2020, the Company issued a debenture for US$1,300,000 to Jon Sharun, a director of the Company. During the year, the Company elected to accrue US$193,339 in interest related to the debenture (Note 10). As April 30, 2023, the Company has accrued $472,109 (US$347,702) to accounts payable and accrued liabilities on the Condensed Interim Statement of Financial Position.

*New Jersey Entities*

On April 20, 2022, the Company announced that it was assisting community groups in New Jersey in joint submissions of cannabis business applications. The applications were submitted by the New Jersey Entities. The New Jersey Entities include TGC New Jersey LLC (“TGC”), CGT New Jersey LLC (“CGT”), and October Gold (“October Gold”, collectively with TGC and CGT, the “NJ Entities”).

(Expressed in Canadian Dollars)

## 15. Related party transactions (continued)

The New Jersey Cannabis Regulatory Commission ("CRC") awarded TGC a Conditional Class 3 Cultivation and Manufacturing License, and each of CGT and October Gold a Conditional Retail License. A Conditional cannabis license allows the holder 165 days, subject to extension, to secure a site for operations, obtain municipal approval for the cannabis business, and for the license holder to submit its Conversion application to the CRC for their review and final approval for an Annual license. Upon securing the site and municipal approval, the applicant must submit a detailed Conversion Application to the CRC for their review and final approval for an Annual license. It is the Company's intent, but not its obligation, to assist in the development and the operations of the NJ Entities. Amounts spent by the Company to support the NJ Entities will be under financial arrangements typical for businesses of this nature, such terms subject to CRC regulations.

Insiders of the Company, including the CEO; VP Originations; and an independent director, are equity holders of TGC, CGT, and October Gold respectively. Due to the combination of insider ownership interest, the occurrence of transaction activity during the year, and the signing of an operating agreement with the NJ Entities the insiders of the Company are deemed to exert significant influence over the NJ Entities.

During November 2022, the NJ Entities signed their respective shareholder operating agreements. At this time the Company also executed purchase options, at the option of the Company, with the shareholders of the NJ Entities, subject to regulatory approvals and final issuance of a license.

During the year, the Company incurred costs on behalf of the NJ entities for deposits, consulting fees, professional fees, and license application milestone bonus awards and option agreements. Below is the breakdown of incurred costs by each NJ Entity.

| | TGC | CGT | October Gold | Total |
|---|---|---|---|---|
| Consulting fees | $ 115,607 | $ 12,942 | 15,481 | $ 144,030 |
| Professional fees and other | 15,227 | 2,036 | 25 | 17,288 |
| Due from related parties | 366,844 | 100,868 | 100,868 | 568,580 |
| | **$ 497,678** | **$ 115,846** | **$ 116,374** | **$ 729,898** |

As at April 30, 2023, the due from related parties balance was $310,323; comprised of a $277,948 receivable from TGC, $32,375 from CGT, and $Nil from October Gold. The due from related parties balance included a fair value write-down of $258,255 to account for the probability of recovery.

## 16. Management of capital

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its activities as a merchant capital firm. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible optimized capital structure in order to pursue state compliant cannabis investments focused throughout the value chain. In the management of capital, the Company includes its cash balances and components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or adjust the amount of cash and cash equivalents and investments.

## 16. Management of capital (continued)

At this stage of the Company's development, in order to maximize on-going development efforts, the Company does not pay out dividends. Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended April 30, 2023. The Company is not subject to externally imposed capital requirements.

## Financial risk management

As at April 30, 2023, the carrying values of cash and cash equivalents, deposits, prepaid expense, trade and other receivables and accounts payable and accrued liabilities approximate their fair values due to their short terms to maturity.

### Financial risks

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk, liquidity risk, market risk

*Credit risk*

Credit risk represents the risk associated with the inability of a counterparty to fulfill its financial obligations. The Company's credit risk consists of cash, trade and other receivables including amounts due from related parties, investments and notes receivable.

The cash balance is primarily held in a chequing accounts at reputable financial institutions. Trade and other receivables consist of amounts due from government agencies and secured related party loans. The Company's has no significant concentration of credit risk from cash and trade and other receivables.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company endeavors to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holding of cash.

As at April 30, 2023, the Company had cash and cash equivalents of $5,179,361 (2022 - $6,644,223) to settle current liabilities of $534,037 (2022 - $333,100).

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related and other parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices.

(a) Interest risk

The Company is exposed to interest rate risk to the extent that the cash maintained at its banking institution is subject to floating rates of interest. The interest rate risk on cash is not considered significant.

(Expressed in Canadian Dollars)

## 16. Management of capital (continued)

(b) Foreign currency risk

As of April 30, 2023, the Company holds cash, a note receivable and a convertible debenture denominated in American Dollars. The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting with third parties in the functional currency when possible. The Company is exposed to currency rate risk from fluctuations in the value of cash and notes receivable and convertible debentures which are denominated in $US. The Company does not currently use foreign exchange contracts to hedge its exposure to foreign currency risk.

As at April 30, 2023, a 1% foreign exchange differential in the American Dollar, with all other factors remaining constant, would result in $35,000 change in income (loss).

## 17. Income taxes

(a) Income tax reconciliation

The Company's income tax provision differs from that which would be expected from applying the combined effective Canadian federal and provincial income tax rate 23% (2022– 23%) to the net loss before income taxes as follows:

| | | **2023** | | 2022 |
|---|---|---|---|---|
| Income (Loss) before taxes | **$** | (826,963) | $ | (645,729) |
| Tax rate | | 23% | | 23% |
| Expected income tax (recovery) expense | | (190,201) | | (148,518) |
| Share-based compensation | | - | | 1,404 |
| Non-deductible expenses | | 1,576 | | 1,411 |
| Impact of foreign exchange gain/loss | | - | | (7,310) |
| Change in unrecognized deferred tax asset | | 188,625 | | 153,013 |
| Income tax expense (recovery) | **$** | **-** | $ | - |

(b) Deferred tax assets (liabilities)

The components of the Company's deferred tax assets and (liabilities) are as follows:

| | | **2023** | | 2022 |
|---|---|---|---|---|
| Convertible debenture – debt component | | (187,014) | | (380,718) |
| Non-capital losses carried forward | | 187,014 | | 380,718 |
| Net deferred tax asset (liability) | **$** | **-** | $ | - |

(Expressed in Canadian Dollars)

## 17. Income taxes (continued)

(c) Unrecognized deductible temporary differences

The following provides the details of unrecognized deductible temporary differences and unused losses for which no deferred tax asset has been recognized:

| | **2023** | 2022 |
|---|---:|---:|
| Exploration and development expenditures and PPE | $3,247,743 | $3,365,475 |
| Investments | - | 345,900 |
| Due from related parties | 258,255 | - |
| Share issue expense | - | 133,278 |
| Derivative | 565,917 | 2,002,142 |
| Non-capital losses carried forward | 3,882,910 | 2,301,788 |
| Capital losses carried forward | 2,139,014 | 2,139,014 |

The Company has not recognized a deferred tax asset in respect of these temporary differences as management does not consider it probable that the tax benefits will be utilized.

(d) Non-capital losses

The Company has not recognized a deferred tax asset in respect of non-capital losses of $3,882,910 which, if unused, will expire between 2027 and 2043.

(e) Capital losses

The Company has capital losses which can be carried forward indefinitely to offset future capital gains. As of April 30, 2023, the Company has $2,139,014 (2022 - $2,139,014) capital loss carried forward.

## 18. Subsequent Events

On July 28, 2023, the Company signed a contingent guarantee for an operating lease on a premises on behalf of TGC. The Commencement date of the guarantee is August 1, 2023. The agreement includes an early cancelation clause in the event TGC is unsuccessful in obtaining its annual cultivation, manufacturing, and retail license from the New Jersey Cannabis Regulatory Commission.

On August 16, 2023, the Company amended and restated its definitive agreement with Cannavative (the “A&R Definitive Agreement” or the “Transaction”). Under the A&R Definitive Agreement, the Company will acquire all the membership units of Cannavative through the issuance of 29.4 million common shares, and the issuance of 14.7 million purchase warrants, with each warrant being exercisable for one common share at an exercise price of US$0.10 for a period of 18 months (“B Warrants”). Cannavative’s approximate $US6.8 million in debt is to convert into 90.4 million common shares, 18.1 million warrants with an exercise price of US$0.075 per common share exercisable for a period of 18 months from the date of issuance (“A Warrants”), and 18.1 B Warrants. Subject to the achievement of certain 2024 financial milestones and receipt of certain receivables, holders of Cannavative membership units will also receive up to 75 Earn-Out Units per membership unit; each Earn-Out Unit will consist of one common share and one-half purchase warrant. Additionally, the Company’s unsecured convertible debenture (Note 10) with a principal balance of US$1.3 million plus accrued interest will convert into approximately 38.1 million common shares.

## 18. Subsequent Events (continued)

Upon closing of the Transaction, the Company is expected to have approximately 345 million common shares, 107.3 million purchase warrants, 17.3 million options, no debt, and over $5 million in cash. The Transaction is expected to constitute a “Change in Control” and a “Fundamental Change” pursuant to the policies of the CSE and is subject to the customary regulatory and shareholder approvals. It is anticipated the transaction will close on or before October 31, 2023.