

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES¹⁾ **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of Listed Issuer: Top Strike Resources Corp. (the "Issuer").

Trading Symbol: VENI.

Date: September 24, 2018.

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 16,431,428.

Date of News Release Announcing Private Placement: July 3, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: N/A.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

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(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$7,165,066.82 .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. To make investments in strategic cannabis investment opportunities and for general corporate purposes. .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class Units consisting of one Common Share and one half of one common share purchase Warrant and Insider Units consisted of one Common Share and one insider common share purchase warrant.
 - (b) Number 93,169,642 Units and 31,497,766 Insider Units.
 - (c) Price per security \$0.06 per Unit and \$0.05 per Insider Unit .
 - (d) Voting rights Each common share entitles the holder thereof to one vote.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 46,584,821 Warrants, 31,497,766 Insider Warrants and 12,466,740 Options.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 90,549,327.
 - (c) Exercise price
Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.09 per Common Share and each Insider Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.06 per Common Share. Each Option will entitle the holder thereof to purchase one Common Share at a price of \$0.06.

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(d) Expiry date Warrants: September 24, 2021; Insider Warrants: September 24, 2023; Options: September 24, 2023.

7. Provide the following information if debt securities are to be issued:

N/A.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

i. Mackie Research Capital Corporation: Vancouver, BC.

ii. Haywood Securities Inc.: Vancouver, BC.

iii. Canaccord Genuity Corp.: Vancouver, BC.

iv. Leede Jones Gable Inc.: Vancouver, BC.

v. Industrial Alliance Securities Inc. : Calgary, AB.

vi. Others (TBD)

(b) Cash \$203,910.40 and an amount TBD to other finders.

(c) Securities 3,416,506 Warrants and an amount TBD to other finders.

(d) Other N/A .

(e) Expiry date of any options, warrants etc. September 24, 2021 .

(f) Exercise price of any options, warrants etc. \$0.09 .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

N/A.

11. State whether the private placement will result in a change of control.
Yes.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. No controlling shareholders. The private placement includes the issuance of greater than 100% of the number of equity securities of the Issuer prior to the private placement.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

N/A.

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Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated September 24, 2018.

David McGorman
Name of Director or Senior
Officer

(signed) "David McGorman"
Signature

Chief Executive Officer
Official Capacity