

# Top Strike Announces 2022 First Quarter Financial Results ending July 31, 2021 and Corporate Update

CALGARY, AB, Sept. 28, 2021 /CNW/ - Top Strike Resources Corp. d.b.a. "Vencanna Ventures" (the "**Corporation**" or "**Vencanna**") (CSE:VENI) (OTCQB:TPPRF) is pleased to provide a summary of its financial results as of July 31, 2021. Selected financial information is outlined below and should be read in conjunction with the Corporation's financial statements and management's discussion and analysis for the three ended July 31, 2021, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## Financial Highlights

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

| Quarter ended              | Jul 30, 2021 | Apr 30, 2021 | Jan 31, 2021 | Oct 31, 2021 | Jul 31, 2020 | Apr 30, 2020 | Jan 31, 2020 | Oct 31, 2020 |
|----------------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| (000's)                    | (\$)         | (\$)         | (\$)         | (\$)         | (\$)         | (\$)         | (\$)         | (\$)         |
| Revenue                    | 510          | 1            | (412)        | 138          | (78)         | 950          | 308          | 282          |
| Gain (Loss) for the period | 281          | (301)        | (663)        | (135)        | (253)        | 713          | 59           | (61)         |
| Gain (Loss) per share      | 0.00         | (0.00)       | (0.00)       | (0.00)       | (0.00)       | 0.00         | 0.00         | (0.00)       |
| Total assets               | 10,130       | 10,009       | 10,464       | 10,790       | 10,873       | 9,294        | 8,671        | 8,439        |
| Total liabilities          | 1,718        | 2,088        | 2,240        | 1,901        | 1,871        | 76           | 66           | 37           |

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, 2021, 27% of the Company's assets and 100% of income was directly related to US cannabis activities.

The Company recorded a net income of \$280,657, \$0.00 per common share for the three months ended July 31, 2021 as compared to a net loss of \$253,263, \$0.00 per share for the three months ended July 31, 2020.

Revenues for the three months ended July 31, 2021, were \$509,528 (2020 - \$(77,816)). Interest income was \$237,351 (2020 - \$116,400). The following changes in fair market value occurred in the quarter; unrealized gain on convertible debt and derivative instruments \$184,334 (2020 - \$10,400), realized foreign exchange gain \$49,805 (2020 - \$NIL) unrealized gain (loss) on foreign exchange \$38,038 (2020 - \$(204,616)).

## Corporate Update and Recent Developments

During the month of July, the Company settled both of its GOH Notes. GOH Note 1 carrying a principal balance of US\$3.3 million was settled on July 7, 2021, for net proceeds of US\$4,189,993. GOH Note 2 carrying a principal balance of US\$1,300,000 was subsequently settled on July 30, 2021. The combined cash proceeds upon settlement of the GOH note series totalled \$6,838,699. Upon settlement of the GOH Note 1 and GOH Note 2, the Company had a cash balance of \$7.37 million.

On March 12, 2021 Vencanna announced that it had entered into a one-year loan agreement with the Cannavative Group LLC ("**Cannavative**") for US\$2.0 million (the "**Loan**"). Further, the Corporation announced that it had entered into an exclusive non-binding letter of intent with Cannavative (the "**LOI**"), pursuant to which Vencanna will acquire all of the common shares in the capital of Cannavative in an all-share exchange through the issuance of an aggregate of 360,000,000 common shares of Vencanna ("**Vencanna Shares**") at a deemed issuance price of US\$0.05 per Vencanna Share (~\$0.065 per Vencanna Share, the "**Transaction**").

The Transaction is subject to, among other things, the execution of a definitive agreement between Vencanna and Cannavative (the "**Definitive Agreement**") and customary closing conditions. As the Transaction will be deemed a "Fundamental Change" pursuant to the policies of the Canadian Securities Exchange (the "**CSE**"), the Transaction is also subject to the acceptance of the CSE, in addition to the shareholder approvals of Vencanna and Cannavative. The Transaction is expected to be completed in the fourth quarter of 2021. For more information on the Transaction and the Loan, see the Corporation's press release dated March 12, 2021.

## About Cannavative

Cannavative is a leading premium cannabis brand in the state of Nevada, producing a wide variety of flower and extracted products, including its award-winning infused pre-roll, the Motivator. Cannavative has deep penetration into the Nevada market as its products are sold in over 80% of the state's dispensaries and retail outlets. Cannavative is a multi-cup winner; a gold and silver medalist at the 2020 Las Vegas Cannabis Awards, in 2019 they won the Jack Herer Cup for their vape pen, and in 2018, Leafly named them the Best Flower Products brand. Based in Reno, Nevada, they have 14,500 square feet of canopy, with the ability to significantly expand to meet their growing demand. In addition, the facility houses a 10,000-sf state-of-the-art pharmaceutical-grade extraction lab and kitchen.

## About Vencanna

On September 24, 2018, the Corporation announced the completion of a recapitalization financing, the appointment of a new management team and board of directors and commencement of trading on the CSE. The transactions have transitioned the Corporation from an oil and gas issuer to a merchant capital firm, rebranded as "Vencanna Ventures". The recapitalized Corporation aims to be a go-to capital provider for early-stage global cannabis initiatives with an emphasis on strong management operating in state compliant jurisdictions with barriers to entry. The Corporation looks to provide investors with a diversified, high-growth, cannabis investment strategy through strategic investments focused through-out the value chain (cultivation, processing and distribution, and including ancillary businesses).

## Forward-Looking Statements

*This news release may include "forward-looking statements" which reflect the Corporation's current expectations regarding the future results of operations, performance and achievements of the Corporation, including but not limited to: the signing of a Definitive Agreement in respect of the Transaction, including the terms thereof; timing for completion of the Transaction; required approvals for the completion of the Transaction and the expected receipt thereof; the business plan of the Corporation and Cannavative, including the business plan of the go-forward entity after completion of the Transaction; the anticipated benefits of the Transaction; the market for medical cannabis in the United States; the state of the cannabis market and U.S. regulatory changes in respect thereof; the effects of COVID-19 on the operations of Cannavative and the Nevada cannabis industry, generally; and expectations regarding the business plans of such companies. When used in this news release, the words "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by the Corporation, including expectations and assumptions concerning: the Transaction, including CSE and shareholder approvals, the execution of the Definitive Agreement in respect thereof and the satisfaction of other closing conditions in accordance with the terms of the Definitive Agreement; the future operations of, and transactions contemplated by, the Corporation and Cannavative; the impact of increasing competition; timing and amount of capital expenditures; the legislative and regulatory environments of the jurisdictions where the Corporation will carry on business, have operations or plan to have operations; the ability of the Corporation to enter into contracts with companies to provide financing on acceptable terms; conditions in general economic and financial markets; the ability of the Corporation's investments to execute on their business plan; and the Corporation's ability to obtain additional financing on satisfactory terms or at all. Forward-looking statements are subject to a wide range of risks and uncertainties, and although the Corporation believes that the expectations represented by such forward-looking statements are reasonable, there can be no*

assurance that such expectations will be realized.

*Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, but not limited to, changes to global cannabis laws, how the developing U.S. legal regime will impact the cannabis industry, the ability of the Corporation to implement its corporate strategy, the state of domestic and international capital markets, the ability to obtain financing, changes in general market conditions and other factors more fully described from time to time in the reports and filings made by the Corporation with securities regulatory authorities. Except as required by applicable laws, the Corporation does not undertake any obligation to publicly update or revise any forward-looking statements.*

**Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.**

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