

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

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 October 31, 2023 and 2022 and audited financial statements and accompanying notes for the years ended April 30, 2023 and 2022. 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 December 29, 2023.

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 9 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 (the "CSE") 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 200, 622 5th Avenue SW, Calgary, Alberta, T2P 0M6.

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.

Since the World Health Organization (the "WHO") declared COVID-19 as a pandemic in March of 2020, the impact of the COVID-19 pandemic and jurisdictional policies put into effect to counter the virus has for the most part dissipated (on May 5, 2023 the WHO ended Covid-19 as a public health emergency). It is important to point out, that while restrictions were in place, all U.S. states deemed access to medical cannabis an "essential" service, and most U.S. states deemed access to recreational cannabis an "essential" service. Government stimuluses and supply chain bottle necks due to pent up demand and world economies

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

staggard re-openings led to global inflation, which in turn led the world's reserves banks to raise their base interest rates, though the last U.S. Federal Reserve interest rate hike was July 2023. While inflation appears to have tamed, recessionary fears and other economic impacts are very much a concern and the full economic impact from the pandemic, and associated government responses, continues to be unknown at this time.

The U.S. 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. According to cannabis researcher Brightfield Group, seven new U.S. states began sales in 2022 (six adult use, one medical), with total U.S. sales in 2022 reaching US\$27 billion. The Brightfield Group expects 2023 sales to exceed US\$31 billion, and are forecasting over US\$50 billion by 2028 with the overall economic impact being two to three times actual sales. There are currently 38 states, four of five USA territories, and the District of Columbia, that have legalized medical cannabis, and 23 of those states, including the District of Columbia, allow for recreational use.

The Secure and Fair Enforcement (SAFE) of Banking Act was initially passed by Congress on September 25, 2019 and has since passed 6 additional times. On September 27, 2023 the Senate Banking Committee held a "mark up" to the SAFE Banking Act., passing the measure on a bipartisan vote of 14 to 9 (the title of the measure is now being called the Secure and Fair Enforcement Regulation (SAFER) Banking Act). While this was a positive, and a critical path to a senate vote, Majority Senate Leader Chuck Schumer has yet to bring it to the Senate floor for a vote.

On October 6, 2022, President Biden pardoned all Federal offences of simple possession of cannabis. In addition, the President instructed the Attorney General along with the US Department of Health and Human Services (HHS) to initiate an administrative process to review the scheduling of cannabis, which is currently classified as a Schedule I of the Controlled Substance Act. Scheduled I is reserved for the most dangerous of substances. On August 29, 2023 the HHS sent a letter to the U.S. Drug Enforcement Agency (DEA) recommending moving cannabis from a Schedule I to a Schedule III controlled substance. A Schedule III classification would eliminate the application of IRC 280E, which applies to only Schedule I & II substances. The elimination of 280E would significantly reduce the tax burden and increase cash flows for U.S. state compliant cannabis businesses. Senior officials have been quoted as stating they do not recall the DEA to have ever deviated from a scheduling recommendation from the HHS. While the aforementioned SAFER Banking Act and the re-scheduling of cannabis are near term material cannabis reforms currently being considered, the timing of either being ratified is unknown at this time.

The Company derives the majority 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 both greater opportunities, and potentially a more competitive environment for cannabis-based companies and its service providers thereby potentially affecting market conditions and hence affecting our foregoing milestones.

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

HIGHLIGHTS AND RECENT DEVELOPMENTS

On August 16, 2023, the Company and Cannavative Group LLC (“**Cannavative**”) amended and restated the definitive unit exchange agreement (the “**A&R Definitive Agreement**” or the “**Transaction**”). The transaction was originally announced on April 25, 2022 and, as the transaction was characterized as a "fundamental change" pursuant to the CSE's policies, the Company's shares had been halted pending completion or termination of the transaction. The parties continue to work with the regulators and auditors in order to finalize the Transaction.

The Company is strategically positioned within the fast-growing New Jersey cannabis market. It continues to advance its community partnerships with TGC NJ LLC (“TGC”), CGT NJ LLC (“CGT”), and October Gold LLC (“October Gold”) (collectively the “NJ Entities”). Insiders of the Company have an equity interest in the NJ Entities. TGC has secured its site and has received municipal approval from the township of Cinnaminson for cultivation, manufacturing and retail. TGC was recently awarded its annual cultivation and manufacturing license from the NJ cannabis regulatory commission (the “CRC”) and is currently awaiting their retail license. The 15,500 s.f. Cinnaminson facility will be a single site vertical, creating a unique on-site customer experience. TGC expects to complete its build out and become operational later in 2024. Each of CGT and October Gold have been awarded a conditional retail license by the CRC. The Company and its community partners continue to review sites within accepting municipalities for CGT and October Gold. During the period the NJ Entities incurred \$179,965 in consulting, professional, and development fees used to advance their respective licenses.

New Jersey has experienced significant sales growth, with sales increasing by 27% from January to October of this year (and grams sold increasing by 40%). According the CRC, in the three months ending September 31, 2023, New Jersey statewide sales hit \$206 million, with 86% attributed to adult sales. The Cannabis Business Times state that the projected annualized sales of \$825 million would position the state as the 12 largest retail market in the U.S. As of December 2023, there were only 64 adult licensed dispensaries. Challenges continue for new entrants given local zoning restrictions, limited capital for the industry, and that less than 25% of the state’s municipalities have opted-in.

During the period 12,466,740 stock options with a term of 5 years and an exercise price of \$0.06 per share expired. The Company currently has 5,000,000 stock options outstanding exercisable at \$0.03 with a remaining life of 0.80 years.

Also, during the period 53,552 577 of the Company’s warrants expired. The Company does not have any warrants outstanding as at October 31, 2023.

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

SUMMARY OF QUARTERLY RESULTS

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

Quarter ended	Oct 31, 2023	Jul 31, 2023	Apr 30, 2023	Jan 31, 2023	Oct 31, 2022	Jul 31, 2022	Apr 30, 2022	Jan 31, 2022
(000's)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Revenue	298	41	(366)	178	373	181	151	294
Income (Loss) for the period	39	(196)	(629)	(98)	(3)	(97)	(124)	3
Income (Loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	0.00
Total assets	9,256	9,056	9,266	9,490	9,680	9,572	9,801	9,957
Total liabilities	2,961	2,801	2,814	2,409	2,497	2,391	1,712	1,741

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 October 31, 2023, 52% of the Company's assets were directly related to US cannabis activities.

RESULTS OF OPERATIONS

Financial results for the three months ended October 31, 2023 and 2022

The Company recorded net income of \$39,485, \$0.00 per common share for the three months ended October 31, 2023 as compared to a net loss of \$3,171, \$0.00 per share for the three months ended October 31, 2022.

Revenues for the three months ended October 31, 2023, were \$298,063 (2022 - \$372,857). The Company generated \$145,171 (2022 - \$120,346) in interest income from its short-term treasury deposits and two receivable notes. Changes in fair value included; an unrealized gain of \$60,592 (2022 - Nil) related to a fair value adjustment of the due from related parties balance, an unrealized loss on investments and derivative instruments of \$113,582 (2022 - \$57,819) related to the change in fair value of the Company's convertible debenture, and an unrealized foreign exchange gain of \$205,882 (2022 - \$290,922) related to currency fluctuations on the Company's US denominated balances.

Expenses for the three months ended October 31, 2023, were \$258,578 (2022 - \$376,028). General and administrative expense included, salaries and benefits of \$129,676 (2022 - \$130,429), professional fees of \$31,376 (2022 - \$28,961), consulting fees of Nil (2022 - \$124,617), interest and bank charges of \$55,684 (2022 - \$50,441), and other expenses of \$41,842 (2022 - \$41,580).

LIQUIDITY, FINANCINGS AND CAPITAL RESOURCES

As at October 31, 2023, the Company had a cash balance of \$4,319,469 (2022 - \$5,179,361) to settle current liabilities of \$621,591 (2022 - \$534,037). As at October 31, 2023, the Company's cash decreased by \$355,304 from April 30, 2023 primarily related to operating activities.

The Company has no commitments for property and equipment expenditures for the period. 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.

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

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 as described in Note 3 of the Company's financial statements for the year ended April 30, 2023.

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

OFF-BALANCE SHEET ARRANGEMENTS

The Company has signed as guarantor for TGCs operating lease on premises. TGCs lease commenced on August 1, 2023, to which TGC forwarded a security deposit of US\$245,832. Base rent from August 1st to November 30th was nil, lease payments from December 1, 2023 to May 31, 2024 amount to US\$92,187, and if TGC has not received its annual cultivation, manufacturing and retail licenses prior to May 31, 2024, may exit the lease and all future lease obligations will cease, subject to the payment of six months rent. The full lease term is for 12 years and 7 months. The end of the lease term is February 29, 2036. Annual base rent for 2024 is approximately US\$250,000.

PROPOSED TRANSACTION – CANNAVATIVE

Amended and Restated Definitive Agreement

On March 12, 2021, the Company announced that it had entered into an exclusive non-binding letter of intent with Cannavative. On April 25, 2022, the Company entered into a definitive unit exchange agreement with, pursuant to which the Company would acquire all the issued and outstanding membership units of Cannavative in an all-share exchange (the “**Transaction**”). On August 16, 2023, the Company amended and restated the definitive agreement. Details of the A&R Definitive Agreement are as follows:

The Company will acquire all the membership units of Cannavative through:

- The issuance of 29.4 million common shares.
- The issuance of 14.7 million B Warrants with each warrant being exercisable for one common share at an exercise price of US\$0.10 for a period of 18 months following the date of issuance.
- Subject to the achievement of certain 2024 financial milestones and receipt of certain receivables, holders of Cannavative membership units will also receive up to 75.0 million Earn-Out Units per membership unit. Each Earn-Out Unit will consist of:
 - One (1) common share.
 - A half (1/2) B Warrant
- Cannavative’s approximate US\$6.8 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 9 months from the date of issuance (“A Warrants”).
 - 18.1 million B Warrants, with an exercise price of US\$0.10 per common share exercisable for a period of 18 months from the date of issuance.
- Additionally, the Company’s unsecured convertible debenture with a principal balance of US\$1.3 million plus accrued interest will convert into approximately 38.1 million common shares.

Post-Transaction

The post-transition management team will consist of David McGorman, CEO & Director and Jason Crum, Chief Revenue Officer. The post-transition board of directors will consist of David McGorman, Jon Sharun, Executive Chairman and Interim CFO, Scott McGregor, Independent Director from Vencanna and two members from Cannavative including Scott Wrye, an Independent Director, and Jason Crum.

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

Upon closing the Company is expected to have approximately 345.0 million common shares and 107.3 million purchase warrants, up to 75.0 earn out units, 5.0 million options, no debt, and over \$5 million in cash. Closing of the Transaction is subject to certain auditing standards and final regulatory review.

RELATED PARTY TRANSACTIONS

During the period ended October 31, 2023, the Company incurred legal expenses from a law firm for \$26,818 (2022 - \$63,444) of which the corporate secretary of the Company is a partner. As at October 31, 2023, accounts payable and accrued liabilities included amounts payable to the law firm of \$7,886 (2022 - \$15,023).

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 period, the Company elected to accrue US\$38,969 in interest related to the debenture (Note 5). As at October 31, 2023, the Company has accrued \$581,813 (US\$419,446) 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").

The New Jersey Cannabis Regulatory Commission ("CRC") awarded TGC a Conditional Class 3 Cultivation and a Class 2 Manufacturing License, and each of CGT and October Gold a Conditional Retail License. A Conditional cannabis license holder must still secure a site for operations, and obtain municipal approval for the cannabis business, before submitting their Conversion application for its respective annual license. During the period TGC has received its annual cultivation and manufacturing licenses. It has also submitted its conditional retail application during the period. TGC has until Oct 25, 2024, subject to extensions, to request a final onsite assessment. An annual license will be issued 30 days after the onsite assessment provided all conditions have been satisfied. 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, and the insiders being a party to their respective operating agreement, 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 which time the Company executed its purchase options, at the option of the Company, with the shareholders of the NJ Entities, subject to regulatory approvals and operating license issuances.

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

During the period, the Company incurred costs on behalf of the NJ entities for development initiatives and other expenditures including consulting, and professional fees. Below is the breakdown of incurred costs advanced to related parties during the period:

	TGC	CGT	October Gold	Total
Development initiatives	\$ 116,273	\$ 1,823	\$ -	\$ 116,273
Consulting	36,151	-	-	36,151
Professional fees and other	5,701	20,880	960	27,541
	\$ 156,302	\$ 22,703	\$ 960	\$ 179,965

As at October 31, 2023, the due from related parties balance is \$927,298; comprised of a \$862,876 receivable from TGC, \$64,422 from CGT, and \$Nil from October Gold. The due from related parties balance included a fair value adjustment of \$60,592 to account for the probability of recovery.

During the period the Company signed as Guarantor for TGC's lease related to its site for operations. The lease is dependent upon TGC obtaining its annual licenses for cultivation, manufacturing and retail by May 31, 2024. TGC may exit the lease if the operating licenses are not obtained by May 31, 2024, subject to the payment of six months rent of US\$92,187 which will be charged against TGCs security deposit and the remaining security deposit shall be returned to TGC, and the lease will be discharged. If TGC receives its annual licenses prior to May 31, 2024, the Company's guarantee will extend to the end of the lease February 29, 2036. Annual base rent for 2024 is ~US\$250,000 and increasing to ~US\$350,000 by 2036.

SHARE CAPITAL

Warrants

During the quarter all 53,552,577 of the Company's outstanding warrants expired; 31,497,766 warrants expired on September 24, 2023, and 22,054,811 warrants expired on Oct 19, 2023. As at October 31, 2023, the Company does not have any warrants outstanding.

Stock options

In September 2018 the Company granted 12,466,740 stock options with a term of 5 years at an exercise price of \$0.06 per share. During the period 12,446,740 stock options expired. As at October 31, 2023, the Company has 5,000,000 options outstanding with a weighted average strike price of \$0.03 per common share and expected remaining life of 0.80 years.

RISKS AND UNCERTAINTIES

The Company's financial success could be dependent upon the Company's ability to raise additional capital, which could be through an equity issuance or debt securities. There is no assurance that the Company will be able to raise additional capital that may be 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 additional capital 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.

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

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, 39 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 nineteen states of the United States have legalized recreational cannabis. 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, a rapid re-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: regulatory and third party approvals being obtained in the manner or timing anticipated by the Company; enforcement of U.S. federal law governing cannabis; changes in how the developing U.S. legal regime will impact the cannabis industry; changes in the global cannabis market, potential negative impacts from the global

Top Strike Resources Corp.
Management's Discussion & Analysis
Three Months Ended October 31, 2023 and 2022

COVID-19 outbreak; increases in competition from industry participants; the ability to implement the corporate strategy of the Company; the Company's investment strategy; the success and timely payment of current and future investments; the state of United States and Canadian 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 Company with securities regulatory authorities.

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.sedarplus.ca.