

WINSTON RESOURCES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “**Meeting**”) of shareholders of **WINSTON RESOURCES INC.** (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7, on August 1, 2017 at 11:00a m., Vancouver time, for the following purposes:

1. To receive and consider the audited annual financial statements of the Company for the financial year ended July 31, 2016, the report of the auditors thereon and the related management discussion and analysis;
2. To fix the number of directors for the ensuing year at four (4) and to elect directors of the Company for the ensuing year;
3. To appoint DMCL Chartered Professional Accountants as auditors of the Company for the ensuing year;
4. To re-approve the Company’s Stock Option Plan for continuation until the next annual general meeting; and
5. To transact such other or further business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice, which contains details of matters to be considered at the Meeting. A copy of the Company’s Audited Annual Financial Statements for its financial year ended July 31, 2016, report of the auditor thereon and related Management Discussion and Analysis are available on the internet at www.sedar.com.

Shareholders who are unable to attend the Meeting in person and who wish to ensure their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it to the Company’s transfer agent, Computershare Investor Services Inc., in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice.

Unregistered (“beneficial”) shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are an unregistered (“beneficial”) shareholder.

DATED at Vancouver, British Columbia this 30th day of June, 2017.

BY ORDER OF THE BOARD

“Quinn Field-Dyte”

**Quinn Field-Dyte
Chief Executive Officer**