

**WINSTON RESOURCES INC.**  
#800 – 1199 West Hastings Street  
Vancouver, British Columbia Canada V6E 3T5  
Tel: 604-283-1722 / Fax: 888-241-5996  
(the “Company”)

**NOTICE OF CHANGE OF AUDITOR**  
(the “Notice”)

**To: Abraham Chan LLP, Chartered Professional Accountants**

**And To: DMCL Chartered Professional Accountants**

Pursuant to Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”), the Company hereby advises that the board of directors of the Company has resolved not to propose to shareholders that Abraham Chan LLP, Chartered Professional Accountants, of Toronto, Ontario be reappointed auditors of the Company at the next Meeting of Shareholders and instead proposes that DMCL Chartered Professional Accountants, of Vancouver, British Columbia, be appointed as the successor auditor.

The decision to not propose the reappointment of the former auditor and to propose the successor auditor has also been approved by the audit committee of the Company

Pursuant to Section 4.11 of NI 51-102, Notice is hereby given that on August 1, 2017, the Board of Directors of the Company determined:

1. to accept the resignation at the request of the Company, dated August 1, 2017, of Abraham Chan LLP, Chartered Professional Accountants, of Toronto, Ontario (the “**Former Auditor**”), as auditor of the Company; and
2. to engage DMCL Chartered Professional Accountants, of 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1 (the “**Successor Auditor**”), as auditor of the Company, effective August 1, 2017, for the Company’s ensuing financial year.

There have been no reservations in the Former Auditor’s report on any of the Company’s financial statements commencing at the beginning of the two most recently completed financial years ending on July 31, 2016.

In the opinion of the Company, prior to the resignation, and as at the date hereof, there were no reportable events, including disagreements, consultations, or unresolved matters as defined in NI 51-102, Continuous Disclosure Obligations, between the Former Auditor and the Company.

Dated at Vancouver, British Columbia this 1st day of August, 2017.

**WINSTON RESOURCES INC.**

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Authorized Signatory