FOR THE INTERIM THREE MONTHS ENDED OCTOBER 31, 2017

(Prepared by Management December 29, 2017)

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MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) AS OF OCTOBER 31, 2017 TO ACCOMPANY THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS OF WINSTON RESOURCES INC (THE "COMPANY" OR "WINSTON") FOR THE THREE MONTHS ENDED OCTOBER 31, 2017.

This MD&A is dated December 29, 2017

The following Management's Discussion and Analysis should be read in conjunction with the audited consolidated financial statements of the Company for the year ended July 31, 2017, and the unaudited condensed interim consolidated financial statements for the three months ended October 31, 2017, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and the notes thereto. All financial amounts are stated in Canadian currency unless stated otherwise.

This MD&A contains certain forward-looking statements based on the best beliefs, and reasonable assumptions of the management of the Company. There are many risks and uncertainties attached to the mineral exploration business. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. (See "Risks and Uncertainties" in this MD&A for more information).

DESCRIPTION OF THE BUSINESS

Overview

Winston owns a 25% interest in the Pigeon River nickel-copper mining claim located in Ontario.

The Qualified Person for the Pigeon River Technical Report is Alan Aubut and the Technical Report was prepared by Alan Aubut. Mr. Aubut is a "Qualified Person" and "independent" of the Company within the meaning of NI 43-101. While all geological information contained herein is derived from the Technical Report, the authors thereof have not reviewed or approved this MD&A.

As of October 31, 2017 the Company is changing its business from natural resources to the cannabis sector.

Investment Portfolio Distributed to Winston Shareholders on January 29, 2016

Winston no longer has any shareholding interest in its previous investment portfolio of equity interests in CNRP Mining Inc (CSE: CNRP) ("CNRP"), Zara Resources Inc. (CSE: ZRI) ("Zara"), Hadley Mining Inc. (CSE: HM) ("Hadley") and Leo Resources Inc. (CSE: LEO) ("Leo"). All these interests were distributed to Winston shareholders as a dividend on January 29, 2016.

CNRP was previously a majority owned (84.9%) subsidiary, and is a minerals company focusing its main efforts on developing its Elmtree Gold project in New Brunswick Canada. The NI43-101 Technical report for the Elmtree Gold project is available under Winston's profile on SEDAR at www.sedar.com.

Previously, Winston had a 40.7% interest in Hadley, a 20.68% interest in Zara, and a 16.76% interest in Leo.

Zara Resources Inc. ("Zara")

Winston no longer owns any interest in Zara.

Zara Resources is a minerals company incorporated October 9, 2012 focusing on exploring and evaluating its 100% owned Forge Lake gold property and its 75% owned Pigeon River nickel-copper property in Ontario. The NI43-101 Technical reports for Forge Lake and Pigeon River are available under Zara's profile on SEDAR at www.sedar.com .The Qualified Person for the Forge Lake Technical Report is Alan Aubut and the Technical Report was prepared by Alan Aubut. Mr. Aubut is a "Qualified Person" and "independent" of Zara within the meaning of NI 43-101. The Qualified Person for the Pigeon River Technical Report is Alan Aubut and the Technical Report was prepared by Alan Aubut. Mr. Aubut is a "Qualified Person" and "independent" of Zara within the meaning of NI 43-101. While all geological information contained herein is derived from the Technical Report, the authors thereof have not reviewed or approved this MD&A.

Zara Proposed Change of Business

On September 14, 2015 the Company announced that, conditional on completion of a dual listing on the London AIM Market, it intends to seek shareholder approval to change its business to a natural resources investment company. It proposes to change its management, raise GBP 4 Million (or approximately CAD$8.2 Million) in a private placement in London, and change its corporate name to SmallCap Resource Investments Inc. ("SRI") or a similar name. The Company intends to acquire minority interests in a number of publicly listed Canadian natural resource companies, utilizing a mixture of cash and newly issued shares in the Company. There is no guarantee that the dual listing on AIM will occur, or that the funding for the proposed private placement will be available, and if available will be on terms acceptable to the Company. Subject to the dual listing on AIM and to shareholder and regulatory approvals, the Company also proposes to transfer 100% ownership of its mineral exploration assets to Sonjo Assets Inc. ("Sonjo") a wholly owned subsidiary of Zara, and spin off 100% of Sonjo as a distribution to Zara shareholders. The spin-off will be transacted by way of a statutory plan of arrangement under the Business Corporations Act (British Columbia). Following the spin-off, Sonjo will apply for listing of its common shares on the CSE, although there is no guarantee that such listing application will be successful.

Zara Share Consolidation

On September 14, 2015 the Company announced that its directors approved a share consolidation of its common shares on the basis of one (1) "new" common share for ten (10) "old" common shares to be effective October 15, 2015. Following the consolidation the company has 4,332,666 common shares issued and outstanding as at December 21, 2015. Outstanding stock options and warrants were adjusted by the Consolidation ratio. All common shares and per common share amounts reported in the financial statements and on this MD&A have been retroactively restated to reflect the share Consolidation.

Zara Previous Activity

<u>Proposed Acquisition of Lux Aquatica Assets</u>

On May 30, 2014, and as amended on June 19, 2014 the Company, announced that it signed a Letter of Intent ("LOI") and proposed to enter into a definitive binding agreement (the "Agreement") to acquire certain recreational marine assets comprising two recreational submarines, a 10 year lease on a luxury yacht named Avery Claire, and the website www.LuxAquatica.com offering luxury yacht and diving services ("Lux Aquaticata") from Chivas Land Limited ("Chivas") for the sum of $500,000. Subject to numerous conditions, including shareholder and regulatory approvals and the closing of the acquisition of the Lux Aquatica assets, the Company proposed to distribute its Forge Lake and Pigeon River mineral exploration assets in Ontario to Company shareholders by way of a statutory plan of arrangement under the Business Corporations Act (British Columbia). The acquisition transaction was subject to, among other things, the completion of a private placement of no less than 700,000 new Company shares at $0.50 per share.

On October 17, 2014 the Company announced that it terminated the Letter of Intent due to Chivas not meeting its obligations in regard to completing the private placement.

Cancellation of shares related to the acquisition of Forge Lake

On October 17, 2014 the Company announced that 190,526 common shares of Zara have been canceled pursuant to that certain Mining Claim Assignment Agreement dated April 16, 2013 between the Company and Hudson River Minerals Ltd ("Hudson") due to Hudson failing to distribute the 571,578 Zara shares to Hudson shareholders within the required time frame.

Debt Conversion

On November 27, 2014 Zara settled indebtedness owing to four different parties in the total amount of $483,808 by the issuance of a total of 967,616 common shares at $0.50 per common share. On January 7, 2015 Zara settled indebtedness due on its Preferred Shares Series B by the issuance of 94,090 common shares at $0.50 per common share. On January 26, 2015 Zara settled indebtedness due on its Preferred Shares Series A by the issuance of 9,100 common shares at $0.50 per common share.

Hadley Mining Inc. ("Hadley")

Winston no longer owns any interest in Hadley.

Hadley owns a 25% interest in the Pigeon River mining claim which it purchased on April 10, 2015 from Zara Resources Inc. for the sum of $9,000. The Pigeon River mining claim is located about 80 kilometers to the west of Thunder Bay in the Pigeon River area of Northwest Ontario, and covers an unexplored magnetic target with potential to host nickel, copper and platinum group elements mineralization.

Previously, Hadley had owned 100% of the Etamame Lake Nickel Project located in the Lingman Lake Greenstone belt area about 38 kilometres south-west of Sachigo Lake in Northwestern Ontario, Canada. On April 10, 2015, the Company allowed the Etamame claim to lapse, and has no further interest in Etamame.

The former parent company of Hadley, Winston Resources Inc ("Winston") completed a spin off to its shareholders of a portion of its holdings in Hadley. The spin-off was transacted by way of a statutory plan of arrangement (the "Plan of Arrangement") under the Business Corporations Act (British Columbia). Pursuant to the terms of the Plan of Arrangement, Winston distributed approximately 10% of the outstanding common shares of Hadley to holders of common shares of Winston such that each Winston shareholder of record on the effective date of the Plan of Arrangement received one common share in the capital of each of Hadley for every twenty-five common shares in the capital of Winston. As a result, Hadley Mining was listed as a public company on the CSE on December 10, 2012. Following a subsequent spin off by Winston of GreenBank Capital Inc ("GreenBank"), Winston as at October 31, 2015 owns 40.67% of Hadley and GreenBank own 49% of Hadley.

Leo Resources Inc. ("Leo")

Winston no longer owns any interest in Leo.

Leo Resources was formed on March 18, 2013 and is a minerals company focusing its main efforts on developing its Riverbank property in Ontario. The NI43-101 Technical reports for Riverbank is available under Leo's profile on SEDAR at www.sedar.com, and on the Company's website at www.LeoResourcesInc.com.

Leo was previously a subsidiary of Zara Resources Inc. ("Zara"). On March 20, 2013, Zara announced a proposal to spin-off to its shareholders 100% of Leo. On March 20, 2013 Leo entered into an agreement with Zara to acquire 100% of the Riverbank claims ("Riverbank") for $358,000 to be satisfied by the issuance of 2,747,500 post consolidation common shares of Leo. In addition Zara also subscribed for 100,000 Non-Voting Series A Preferred Shares for the sum of $100,000 cash. Riverbank is also subject to a pre-existing 2% NSR. The spin-off was transacted by way of a statutory plan of arrangement (the "Leo Plan") under the Business Corporations Act (British Columbia). Upon completion of the Leo Plan, Leo owned 100% of Riverbank. Pursuant to the terms of the Leo Plan, Zara distributed 2,747,500 post consolidation common shares of Leo. On August 2, 2013 the spin-off received all necessary court approvals and the plan of arrangement was subsequently completed. Leo listed on the CSE on August 16, 2013. On May 21, 2014 Leo completed a 1 for 5 consolidation of its common shares.

On August 1, 2014 Leo dual listed its common shares on the Frankfurt Exchange and on XETRA.

Riverbank is located in the Kasabonika-McFauld's Greenstone Belt about 540 km to the north east of Thunder Bay and 350 km north of Geraldton, Ontario. At August 1, 2014 the Riverbank property consisted of 7 unpatented mining claims and on June 19, 2015 the Company allowed 6 of the 7 claims to lapse. As at December 28, 2015, it consists of 1 unpatented mining claim. The property is believed to be underlain in part by mafic to ultramafic rocks that potentially could host nickel-copper mineralization.

The Qualified Person for the Riverbank Technical Report is Alan Aubut and the Technical Report was prepared by Alan Aubut. Mr. Aubut is a "Qualified Person" and "independent" of Zara within the meaning of NI 43-101.

While all geological information contained herein is derived from the Technical Report, the authors thereof have not reviewed or approved this MD&A. The Technical Report in its entirety can be found under Leo's profile at www.sedar.com.

CNRP Mining Inc ("CNRP")

Winston no longer owns any interest in CNRP.

CNRP is a Toronto based mineral company focused on developing its 100% owned Elmtree Gold Project in New Brunswick, Canada. CNRP became a public company on April 19, 2013 following a spin off from Winston and its common shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "CND". The Company was listed as on the CSE on April 19, 2013

CNRP owns 100% of the advanced Elmtree Gold Project in New Brunswick, Canada ("Elmtree"), which it acquired in June 2012 for approximately $7,700,000. During the period ended July 31, 2015 Elmtree was impaired in the CNRP financial statements to a $Nil value to reflect the fact that CNRP has not conducted any exploration work on the property and there is no exploration work planned on the property in the near future due to the lack of cash, however management of CNRP are of the opinion that, should sufficient financial resources be available to CNRP, Elmtree can be developed into a producing gold mine.

The Elmtree Property is located in the Bathurst Mining Camp approximately 25 km northwest of Bathurst, New Brunswick and comprises a total of 83 claims that cover a contiguous area of approximately 1,811 hectares. Elmtree has an indicated resource of 99,000 ounces of gold and an inferred resource of 195,000 ounces of gold.

The Qualified Person for the The Elmtree Technical Report is Charley Z. Murahwi, and the Technical Report was prepared by Charley Z. Murahwi, Alan J. San Martin, and Michael Godard of Micon. Messrs. Murahwi, San Martin and Godard are "Qualified Persons" and "independent" of CNRP within the meaning of NI 43-101.

While all geological information contained herein is derived from the Technical Report, the authors thereof have not reviewed nor approved the MD&A. The Technical Report in its entirety can be found under CNRP's SEDAR profile at www.sedar.com**.**

During the year ended July 31, 2017, the Company disposed it subsidiary, CNRP and recorded a gain of $256,228.

Discontinued Proposed Crypto Next Acquisition

Winston will not be proceeding with a proposed acquisition of Crypto Next PLC ("Crypto Next").

On September 11, 2015, the Company announced that it has signed a non-binding Letter of Intent (the "Letter of Intent") and intends to enter into a definitive binding agreement (the "Acquisition Agreement") for the acquisition of 100% of the issued and outstanding share capital of Crypto Next for CAD$9,000,000. The purchase price for Crypto Next will be payable by the issuance of 3,000,000 new Winston shares (the "Consideration Shares") at a deemed price of $3.00 per share. Crypto Next is a company incorporated in the Isle of Man and offers a white label crypto currency exchange. It has 14 affiliated exchanges in multiple languages, multiple currencies, and with secure policies in accordance with Isle of Man regulations. Subject to the closing of the Acquisition Agreement, Winston intends to distribute to its shareholders all its shareholdings in CNRP Mining Inc (CSE: CND), Zara Resources Inc. (CSE: ZRI), Hadley Mining Inc (CSE:HM), and Leo Resources Inc (CSE:LEO). The record date for the distribution is September 10, 2015. Conditional on closing of the Acquisition Agreement and continued listing of the Company on the CSE, it is intended that a group of private investors will purchase 1,166,667 new Winston shares at a deemed price of CAD$0.60 per share (the "Private Placement"). The $700,000 subscription funds will be deposited into an escrow account with Reliable Stock Transfer Inc. at a Toronto bank until closing. Upon closing of the Acquisition Agreement and the Private Placement the Company will have 7,454,112 common shares issued and outstanding. Conditional on closing of the Acquisition Agreement, Danny Wettreich, a current director of the Company, will subscribe for $1,000,000 of new Winston $1 Non-Voting Convertible Preference Shares ("Preferred") payable by 770,000 GreenCoinX ("XGC") at $1.30 per XGC. The Preferred will be convertible after 12 months at the option of the holder on the basis of one Preferred for one common share. Closing of the Acquisition Agreement will be subject to approval of Winston shareholders and regulatory authorities, and to compliance with any required governmental and securities regulations. There is no guarantee that the Acquisition Agreement will close.

On January 19, 2016 Winston announced that it will not proceed with the acquisition.

Winston Spin-Off of GreenBank in February 2013

On February 8, 2013, Winston announced that its board of directors has unanimously approved a proposal to spin off to its shareholders 100% of its holdings of its wholly-owned subsidiary, GreenBank, and that following the spin-off, GreenBank would apply for listing of its common shares on the CSE. GreenBank agreed to acquire an investment portfolio from Winston payable by the issuance of 8,570,000 common shares of GreenBank at a deemed price of $0.30 per GreenBank share. The investments comprise of 4,486,667 common shares being 49% of Zara Resources Inc (CSE: ZRI) ("Zara") and 4,083,333 common shares being 49% of Hadley Mining Inc (CSE: HM) ("Hadley"). A Special Meeting of Winston shareholders was held on April 15, 2013 at which the shareholders voted on and approved a special resolution approving the spin-off. The spin-off was transacted by way of a statutory plan of arrangement under the Business Corporations Act (British Columbia), and GreenBank began trading as a public company on the CSE under the symbol "GBC" on April 19, 2013.

Definitive Agreement with Green Tree Therapeutics Corp.

On May 31, 2017, the Company entered into a definitive agreement to acquire GTT through a reverse take-over. After the completion of this transaction, GTT will become the business of Winston. As at October 31, 2017 and the date of this MD&A, this transaction is not yet completed. Pursuant to the agreement, the Company will issue an aggregate of 5,500,000 common shares to the existing shareholders of GTT, on a pro rata basis, at a deemed price of $0.45 per share for total consideration of $2,475,000 plus $125,000 in cash (paid). The Company was required to complete a concurrent private placement. In connection with the same, on March 22, 2017, the Company announced the closing of a non-brokered private placement of 11,600,000 units. Completion of the transaction is subject to a number of conditions, including but not limited to satisfactory due diligence and acceptance of the Canadian Securities Exchange. The transaction cannot close until the required approvals are obtained and the other conditions to the transaction are satisfied.

Private Placements

On November 6, 2013, the Company completed a non-brokered private placement (the "Private Placement") with Mark Wettreich, a director of the Company, of 480,000 units (each a "Unit") of Winston at a price of $0.15 per Unit, for gross proceeds of $72,000. Each Unit consists of one common share in the capital of Winston and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one additional common share in the capital of Winston at an exercise price of $0.15, for 36 months after closing. On January 1, 2014, Mark Wettreich, exercised the warrants he owned and purchased 480,000 common shares of Winston at a price of $0.15 per share, for gross proceeds of $72,000.

On February 2, 2017, the Company closed the non-brokered private placement previously announced on January 30, 2017. The private placement was on a post-consolidated basis for 10 million units at a price of $0.06 per unit to raise total proceeds of $600,000. Each post-consolidated unit will comprise one common share of the issuer and one common share purchase warrant of the issuer. Each warrant will be exercisable into a common share of the company at an exercise price of $0.06 with a two-year expiry from issuance date.

On March 22, 2017, the Company closed and oversubscribed its previously announced non-brokered private placement on February 2, 2017, and March 22, 2017. The private placement consisted of 11.6 million units at a price of $0.25 per unit for gross proceeds of $2,900,000. Each unit will comprise one common share of the issuer and one common share purchase warrant of the issuer. Each warrant will be exercisable into a common share of the Company at an exercise price of $0.50 with a two-year expiry.

Warrants Exercise

During the year ended July 31, 2017, the Company issued 50,000 common shares from exercise of warrants at $0.15 per share for gross proceeds of $7,500.

Share Consolidation

On January 31, 2017, the Company consolidated its issued and outstanding share capital on the basis of one post-consolidation share for each three pre-consolidation common shares. The shares began trading on a consolidated basis with a new Cusip number on February 1, 2017.

MINERAL PROPERTIES

The full capitalized cost of the mineral properties is reflected in the financial statements of the Company and of CNRP, Zara, Hadley and Leo. Prior to January 29, 2016 by way of its majority interest in CNRP and of its minority investments in Zara, Hadley and Leo, the Company was deemed to have an interest in the mineral properties owned by those companies.

Details of those mineral properties owned by CNRP, Zara, Hadley and Leo are as follows:

Zara and Leo - Riverbank Property

Through its former subsidiary Leo Resources Inc ("Leo") Zara also previously owned 100% of the Riverbank nickel-copper property in Ontario. On August 2, 2013, all the shares of Leo were distributed to shareholders of Zara by way of a plan of arrangement (see "Leo Resources Spin Off"). Zara no longer has an interest in Riverbank or Leo.

On October 12, 2012, Zara entered into a Purchase and Assignment Agreement (the "Agreement") with CNRP Mining Inc. ('CNRP"), a company that is under common control. Under the terms of the Agreement Zara agreed to purchase from CNRP all of CNRP's rights, interests, obligations and benefits in an Option Agreement dated August 10, 2011 with Melkior Resources Inc. ("Melkior").Under the terms of the Option Agreement dated August 10, 2011, the Company has the option to acquire from Melkior up to a 70% ownership interest in the Broke Back and Riverbank mining claims through the earning of two options. Under the first option Zara may earn a 51% interest by incurring $1.0 million in exploration expenditures by December 14, 2014. After earning and exercising its option for the 51% interest, the Company may earn a second option for a further 19% interest in the mining claims by incurring an additional $1.0 million in exploration expenditures within twenty-four months of exercising the first option. If the Company incurs exploration expenditures in excess of $1.0 million prior to December 14, 2014 then the amount in excess of $1.0 million shall be carried over and shall qualify and be accounted for as expenditures to effect the second option. In consideration for the assignment of the Agreement, The Company issued 2.5 million common shares to CNRP's parent company, Winston Resources Inc. ("Winston"). In exchange for these shares, Winston paid the Company $100,000 cash and CNRP assigned the Option Agreement to the Company. Under the terms of the Agreement, there was a contingent consideration whereby the Company was due to issue to CNRP a 10% Promissory Note if expenditures of $235,000 were made on the Riverbank property and Brokeback property prior to December 2012. Such expenditures were not completed, and in accordance with the agreement, the contingent consideration was not due or paid. On January 23, 2013, the Company acquired 100% of the Riverbank/Brokeback claims from Melkior, and accordingly the Option Agreement became null and void. The consideration was $68,000 payable by the issuance of 22,500 common shares of the Company at a fair value of $1.00 per share and 45,500 non-voting 5% convertible Series A preference shares of the Company at a fair value of $1.00 per share. The preference shares annual yield will be payable in common shares of the Company at the prevailing market price, and are convertible at the discretion of the Company into common shares of the Company at the market price at the time of conversion. Riverbank is also subject to a pre-existing 2% NSR. On January 31, 2013, management determined it would no longer pursue the Brokeback portion of the Riverbank/Brokeback property and the Brokeback claims were allowed to lapse. Accordingly, the cost of that property, which was estimated at $10,000, has been written off in the statement of loss in the period ended July 31, 2013.On August 2, 2013, the Company completed its Purchase Agreement (the "Agreement") with its subsidiary Leo Resources Inc. ("Leo") whereby Leo agreed to purchase from the Company, all of Company's rights, interests, obligations and benefits of the Riverbank property by way of a Plan of Arrangement for the amount of $358,000. (Note 12 of the Notes to the Financial Statement for the year ended July 31, 2015).

Zara and Hadley-Pigeon River

On January 7, 2013, the Company acquired 100% of 28 Pigeon River claims located in Ontario from Pele Mountain Resources ("Pele") for a purchase price of $700,000. The purchase price was paid by the issuance of 75,000 common shares of the Company at a fair value of $3.00 per share and 475,000 non-voting 5% convertible Series B preferred shares of the Company at a fair value of $1.00 per share. The preference shares annual yield is payable in common shares of the Company at the prevailing market price. The property is also subject to a 2% NSR of which 0.5% is granted to Pele and 1.5% is granted to 2212150 Ontario Inc. (operating as Vanex Exploration). The 75,000 common shares were valued at $225,000 and the non-voting convertible 5% preference shares were valued at $475,000 and were issued during the period ended July 31, 2013.During the year ended July 31, 2014, management made the decision to abandon 20 of the Pigeon River claims. As a result, the Company recognized an impairment of the exploration and evaluation assets of $501,439. During the year ended July 31, 2015, the Company allowed seven out of eight claims to lapse. As a result, the Company recognized a further impairment of $155,339 on the exploration and evaluation assets. On April 10, 2015, Zara sold a 25% interest in its Pigeon River mining claim to Hadley Mining Inc for the sum of $9,000. As a result of this transaction, a loss in amount of $2,541 was realized.

On January 19, 2016, Zara sold a 25% interest in its Pigeon River mining claim to Winston for the sum of $9,000. As a result of this transaction, a loss in amount of $2,541 was realized. During the year ended July 31, 2017, the Company written off Pigeon River Property.

Zara-Forge Lake

On April 16, 2013, the Company completed the acquisition of 100% of the Forge Lake Gold Project located in Ontario from Hudson River Minerals Ltd ("HRM") for the sum of $583,010. The Company acquired the property by the purchase of all the rights, title and interest to that certain Mineral Exploration Agreement dated November 1, 2011 ('the License") between HRM and 3011650 Nova Scotia Ltd. ("Licensor'). The License is subject to an original 5 years with an extension for a further 5 years and the right to convert from a license into a lease with rights to enter commercial production. If the property goes into production, there is a 3.0% royalty, of which the first 1% can be purchased for $1 Million and the second 1% can be re-purchased for $1 Million for each 0.5%. As consideration, the Company issued HRM 571,578 common shares of the Company at a fair value of $1.00 per common share. The consideration is subject to an agreement whereby HRM distributes the shares to its shareholders within 18 months and until such time when the distribution takes place the shares cannot be sold and voting rights are to be exercised by Danny Wettreich, the CEO of Zara, under a voting rights agreement. In addition, the Company issued 2% of the $583,010 value to the Licensor or $11,432 payable through the issue of 11,432 common shares during the period ended July 31, 2013 and guaranteed three years of license and tax payments to the Licensor. As these shares were not distributed within the required time, they were cancelled.

During the year ended July 31, 2015, management determined that the Company did not have the financing to further the project and hence the carrying value of the Forge Lake property of $603,394 was impaired. Management is of the opinion that with sufficient funding to develop Forge Lake, the property has the potential for commercial production. Management is seeking additional funding to develop Forge Lake.

Hadley-Etamame Nickel Project

The Etamame Nickel Project is located in the Lingman Lake Greenstone belt area about 38 kilometres south-west of Sachigo Lake in Northwestern Ontario, Canada. It consisted of 10 claim blocks totaling 142 claim units that have not previously been drilled. On April 8, 2014, management determined that they would not renew nine of the ten claim blocks and accordingly recognized a write-off in the amount of $288,099 during the year ended July 31, 2014. On April 10, 2015, the Company allowed the Etamame claim to lapse, and has no further interest in Etamame.

Hadley- Pigeon River

On April 10, 2015, Zara sold a 25% interest in its Pigeon River mining claim to Hadley for the sum of $9,000 (see above Zara and Hadley-Pigeon River).

CNRP- Elmtree

CNRP owns 100% of the advanced Elmtree Gold Project in New Brunswick, Canada ("Elmtree"), which it acquired in June 2012 for approximately $7,700,000. During the period ended July 31, 2015 Elmtree was impaired in the CNRP financial statements to a $Nil value to reflect the fact that CNRP has not conducted any exploration work on the property and there is no exploration work planned on the property in the near future due to the lack of cash, however management of CNRP are of the opinion that, should sufficient financial resources be available to CNRP, Elmtree can be developed into a producing gold mine.

The Elmtree Property is located in the Bathurst Mining Camp approximately 25 km northwest of Bathurst, New Brunswick and comprises a total of 83 claims that cover a contiguous area of approximately 1,811 hectares. Elmtree has an indicated resource of 99,000 ounces of gold and an inferred resource of 195,000 ounces of gold. The Qualified Person for the The Elmtree Technical Report is Charley Z. Murahwi, and the Technical Report was prepared by Charley Z. Murahwi, Alan J. San Martin, and Michael Godard of Micon. Messrs. Murahwi, San Martin and Godard are "Qualified Persons" and "independent" of CNRP within the meaning of NI 43-101. While all geological information contained herein is derived from the Technical Report, the authors thereof have not reviewed nor approved the MD&A. The Technical Report in its entirety can be found under CNRP's SEDAR profile at www.sedar.com.

FINANCIAL STATEMENTS GOING CONCERN ASSUMPTION

The financial statements of the Company have been prepared on the basis of accounting principles applicable to a going concern under IFRS. The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company not commenced active exploration of its exploration and evaluation assets ("E&E"). It is unknown whether the E&E contain reserves that are economically recoverable. The Company incurs operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

The business of exploration involves a high degree of risk, as such there is no assurance that the Company's expected exploration programs will result in profitable mining operations. Until it is determined that the E&E contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation assets using the full cost method allowed under IFRS 6. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its E&E, and making the required payments pursuant to E&E purchase agreements. The Company has yet to generate income and cash flows from its operations.

There is no assurance that the Company will be able to obtain the external financing necessary to explore, develop if E&E are proven successful and bring to commercial production its E&E. The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital and capital expenditures. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

As at October 31, 2017, the Company has yet to generate revenues from operations and had a deficit of $12,169,123 (July 31, 2017 - $11,993,653). In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. These adjustments could be material.

RESULTS OF OPERATIONS

On May 31, 2017, the Company entered into a definitive agreement with GT Therapeutics Corporation, dba Green Tree Therapeutics ("GTT"), pursuant to which the Company will complete a reverse takeover and acquire from the shareholders of GTT, all of the issued and outstanding shares of GTT, causing GTT to become a wholly owned subsidiary of Winston (the "Transaction"). On completion of the Transaction, the business of GTT will become the business of Winston and the Company will abandon the Pigeon River property. GTT is a cannabis company focused on designing and selling branded cannabis products. GTT owns a brand of vaporizers used for both medicinal and legal recreational use of cannabis products and oils. GTT vaporizers provide therapeutic benefits in the delivery and absorption of Cannabidiol ("CBD") and tetrahydrocannabinol ("THC") extracts. GTT currently sells its products and accessories in over 130 retail stores across North America.

For the three months ended October 31, 2017, the Company incurred a net loss and comprehensive loss of $175,470 (2016 - $6,686) and loss per share of $0.01 (2016 - $0.00). The increase in net loss was mainly attributable to the increase in operating expenses by $168,784 from $6,686 in 2016 to $175,470 in 2017.

The loss for the current period was largely due to consulting of $137,524 (2016 - $Nil), bank service charges of $45 (2016 - $Nil), filing and listing fees of $1,650 (2016 - $1,500), office and rent expenses of $30,379 (2016 - $1,476), professional fees of $3,250 (2016 - $3,000), shareholder information of $2,115 (2016 - $Nil), transfer agent fees of $Nil (2016 - $710), and travel expenses of $507 (2016 - $Nil).

For the three months ended October 31, 2017, the net cash used in operating activities was $372,173 (2016 - generated $549). For the three months ended October 31, 2017, cash used in investing activity was $8,166 (2016 - $Nil). Depending on future events, the rate of expenditures and general and administrative costs could increase or decrease.

Selected Annual Financial Information

For the years ended July 31,	**2017**	**2016**
	$	**$**
Net loss and comprehensive loss	(1,040,927)	(154,786)
Interest in Exploration and Evaluation assets	-	9,000
Current Assets	1,923,046	5,250
Total Assets	2,048,046	14,250
Total Liabilities	84,330	143,695
Total Shareholder's Equity (Deficiency)	1,963,716	(129,445)

Selected Quarterly Financial Information

Quarters ended	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017	Jan. 31, 2017
	$	$	$	$
Net Income (Loss)	(175,470)	(76,020)	(553,827)	(404,394)
Interest in Exploration and Evaluation assets	-	-	9,000	9,000
Current Assets	1,716,549	1,923,046	2,121,598	825
Total Assets	1,841,549	2,048,046	2,130,598	9,825
Total Liabilities	53,303	84,330	37,991	550,350
Total Shareholder’s Equity (Deficiency)	1,788,246	1,963,716	2,092,607	(540,525)
Quarters ended	**Oct. 31, 2016**	**Jul. 31, 2016**	**Apr. 30, 2016**	**Jan. 31, 2016**
	$	$	$	$
Net Income (Loss)	(6,686)	(366,093)	181,033	359,707
Interest in Exploration and Evaluation assets	9,000	9,000	9,000	9,000
Current Assets	6,216	5,250	6,334	10,421
Total Assets	15,216	14,250	15,334	19,421
Total Liabilities	151,347	143,695	137,394	322,514
Total Shareholder’s Equity (Deficiency)	(136,131)	(129,445)	122,060	(303,093)

Liquidity and Solvency

The Company will need access to equity capital to pursue its business plan and there is no guarantee that equity may be available, and if available it may not be on terms that Management finds is in the interest of the Company. Some of the management fees have been accrued by management and as a result do not represent a cash requirement for the Company; however there is no assurance that management fees will be accrued in the future. The Company would need to raise additional equity capital in order to pursue other investment or business opportunities or to support special projects.

The following table summarizes the Company's cash on hand, working capital and cash flow:

For the three months ended October 31,	2017	2016
	$	$
Cash	1,065,422	633
Working Capital Equity	1,663,246	145,131
Cash Provided by (Used in) Operating Activities	(372,173)	549
Cash Used in Investing Activity	(8,166)	Nil
Net Change in Cash	(380,339)	549

The Company is dependent on the sale of newly issued shares to finance its operational activities and general and administrative costs. The Company may have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its business activities.

Capital Resources

With the close of the GTT Transaction the Company will focus on increasing revenues through the sale of GTT products in an effort to reach economies of scale and eventual cash flow. The Company's primary capital assets as at October 31, 2017 are cash and receivables and resource properties. The Company has no commitments for capital expenditure, and there are no known trends or expected fluctuations in the Company's capital resources.

Common Shares

The authorized capital of the issuer consists of an unlimited number of common shares without par value of which 25,133,840 are outstanding as of December 29, 2017. Holders of the issuer's common shares are entitled to vote at all meetings of shareholders declared by the directors, and subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate ratably in any distribution of property or assets upon the liquidation, winding up or dissolution of the Issuer.

The following is a summary of the Company's outstanding stock options and warrants data as of December 29, 2017.

Winston Stock Options

Options to purchase common shares in the capital of Winston are granted by Winston's Board of Directors to eligible persons pursuant to Winston's 2016 Stock Option Incentive Plan. During the three months ended October 31, 2017, Winston granted no stock options and Nil options are outstanding as at October 31, 2017 and December 29, 2017.

Winston Warrants

At December 29, 2017, the Company's subscribers and broker's warrants outstanding are as follows:

Date of Expiry	**Description**	**Number of Warrants**	**Weighted Average Exercise Price**	
February 2, 2019	Subscriber Warrants	10,000,000	$	0.06
March 22, 2019	Subscriber Warrants	11,600,000	$	0.50
March 22, 2019	Finder's Warrants	245,440	$	0.50
		21,845,440		

During the year ended July 31, 2017, the fair value of the warrants has been estimated using the Black- Scholes Option Pricing Model assuming a risk free rate of 0.74% to 0.77%, an expected life of 2 years, an expected volatility of 315.19% to 323.91%, and no expected dividends.

Outlook and Capital Requirements

There is no guarantee that market conditions will be conducive to raising additional equity capital. Depending on future events, the rate of Company expenditures and general and administrative costs could increase or decrease.

Related Party Transactions

Related party transactions were in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

During the three months ended October 31, 2017, the Company incurred transfer agent fees of $nil (2016 - $710) to Reliable Stock Transfer Inc., ("Reliable") a company owned by Daniel Wettreich for the provision of share transfer services.

The following transaction occurred between related parties during the three months ended October 31, 2017 and 2016:

		October 31, 2017		October 31, 2016
Consulting fees paid to the current CEO and director	$	7,500	$	-
	$	7,500	$	-

As at October 31, 2017, $1,000 (July 31, 2017 - $1,000) is payable to the current CEO and director and is included in accounts payable.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Subsequent Events

No subsequent events.

Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed in this MD&A.

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations, and may require management to make judgments or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available. These financial statements have been prepared by management in accordance with IFRS. Outlined below are those policies considered particularly significant:

Significant Estimates and Judgments

The preparation of these financial statements in accordance with IFRS requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses.

Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates.

The most significant estimates relate to impairment assessments of E&E, recoverability of government GST/HST recoverable and the valuation of share-based payments. Other major assumptions is the fair value of related party accounts payable and accounts receivable and the classification of current and non-current. The most significant judgements relate to the use of the going concern assumption in the preparation of the financial statements, the recognition of deferred income tax assets and liabilities, and the determination of the economic viability of exploration and evaluation assets.

After capitalization, E&E assets are reviewed for indicators of impairment at each reporting period under IFRS 6. Determining if there are any facts and circumstances indicating impairment loss is a subjective process involving judgment and a number of estimates and interpretations in many cases. When an indication of impairment loss exists, the recoverable amount of the cash generating unit (“CGU”) must be estimated. Identifying the CGUs requires management judgment. In testing CGUs for impairment, management estimates the recoverable amount of the CGUs. This requires management to make several assumptions as to future events or circumstances.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company’s title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

The Company records all share-based compensation using the fair value method. The Company uses the Black-Scholes option pricing model to determine the fair value of share-based compensation. The main factor affecting the estimates of the fair value of stock options is the stock price, expected volatility used and the expected duration of the instrument. The Company currently estimates the expected volatility of its common shares based on comparable information derived from the trading history of guideline public companies which are in a similar situation to the Company taking into consideration the expected life of the options.

Prior to January 29, 2016, had minority interests in Leo, Hadley and Zara. The Company had less than 50% voting rights in Leo, Hadley and Zara, and management assessed the involvement of the Company in accordance with IFRS 10 and has concluded that while it has significant influence over those companies it does not have control (actual or de facto control) of those companies. In making its judgment, management considered the Company's voting rights, the relative size and dispersion of the voting rights held by other shareholders and other relevant facts and circumstances.

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements.

Principles of consolidation

These financial statements include the accounts of the Company and, through January 29, 2016, its former subsidiaries, 84.9% owned CNRP Mining Inc. ("CNRP"), a Canadian based mineral exploration company, and its 100% owned CNRP Dallas Inc. ("CNRP Dallas"), a Dallas, Texas based management services company. Control is achieved when the Company has the power over the investees; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns.

On consolidation, all intercompany transactions, balances, income and expenses are eliminated in full.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company losses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

During the year ended July 31, 2017, the Company disposed it subsidiary, CNRP and recorded a gain of $256,228 in the current period.

Investments in associates

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies and it is presumed to exist when the Company holds between 20 percent and 50 percent of the voting power of another entity.

Investment in associates is accounted for using the equity method from the date on which the investee becomes an associate.

Prior to January 29, 2016, the Company's investment in common shares of Zara was 20.68%, the Company's investment in the common shares of Leo was 16.76%, and the Company's investment in common shares of Hadley was 40.7%. Accordingly each investee is accounted for using the equity method. Subsequent to January 29, 2016 the Company has no interest in these companies.

Related party transactions and disclosures

Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be Individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions are in the normal course of business and have commercial substance and are measured at the fair value.

Deferred income taxes

Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

- Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- Taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing in the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position. Deferred income taxes relating to items recognized directly in equity are recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Impairment of non-financial assets

At each reporting date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that these assets suffer any impairment in value, except for E&E which is first assessed against the indicators of IFRS 6. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent, if any, of the impairment loss.

If the recoverable amount of an asset is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount with a corresponding impairment loss recognized in the statement of comprehensive income in the period of impairment.

If an impairment loss reverses in a subsequent period then the carrying amount of the asset is increased to its revised value to the extent that the increased carrying amount does not exceed its original carrying amount at the initial date of acquisition.

Functional currency

The Company's presentation and functional currency is the Canadian dollar.

Exploration and evaluations assets ("E&E")

E&E assets consist of exploration and mining concessions, options and contracts. Acquisition costs, lease costs and exploration costs are capitalized and deferred until such time as the asset is moved to a mining asset (if meets the economic and feasible stage) or the properties are disposed of either through sale or abandonment.

E&E costs consist of such items as:

- Acquisition of exploration properties;
- Gathering exploration data through topographical and geological studies;
- Exploratory drilling, trenching and sampling;
- Determining the volume and grade of the resource;
- Test work on geology, metallurgy, mining, geotechnical and environmental; and
- Conducting engineering, marketing and financial studies.

E&E shall be assessed for impairment when one or more of the following facts and circumstances indicate that a specific CGU should be tested for impairment:

1. The period for which the entity has the right to explore in the specific area has expired during the financial statement period or will expire in the near future and is not expected to be renewed.
2. Substantive expenditures on further exploration for, and evaluation of, mineral resources in the specific area is neither budgeted nor planned.
3. Exploration for and evaluation of mineral resources in the specific area has not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
4. Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or sale.

The Company estimates the recoverable amount of each CGU, on the basis of areas of interest. Management groups mineral claims that are contiguous and specific to an area that encompasses the same prospective minerals, into one area of interest and assigns a name to this mineral property.

Recoverable amount is the higher of fair value less disposal costs and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. E&E are also tested for impairment before the assets are transferred to development properties.

Equity settled transactions

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that reporting period and the corresponding amount is represented in share based compensation reserve.

When the share-based payment arrangement has been cancelled or the terms have expired the fair value assigned to the share-based payment arrangement is transferred to contributed surplus.

Share capital

Financial instruments issued by the Company are treated as equity only to the extent that they do not meet the definition of a financial liability. The Company's common shares are classified as equity instruments Incremental costs directly attributable to the issue of new shares are recognized in equity as a reduction from the gross proceeds received from the issued shares.

Financial instruments

<u>Fair value through profit or loss (FVTPL)</u>

Financial assets that are held with the intention of generating profits in the near term are classified as held for trading within FVTPL. In addition, any other financial assets can be designated by the Company upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized as gain or loss in the statement of loss and comprehensive loss during the period.

<u>Available-for-sale financial assets</u>

Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive income. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statements of loss and comprehensive loss.

<u>Loans and receivables</u>

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method ("EIR"), less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of comprehensive loss. The losses arising from impairment are recognized in the statement of loss and comprehensive loss. The Company has classified GST/HST recoverable and due from related companies as loans and receivable.

Other financial liabilities:

Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost. The effective interest rate (or amortized cost method) is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition. Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash is considered Level 1 in the hierarchy.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the assets carrying amount and the present value of the estimated future cash flows, discounted at the financial assets original effective interest rate.

Loss per share

Loss per share is calculated based on the weighted average number of common shares issued and outstanding during the period. In the years when the Company reports a net loss, the effect of potential issuances of common shares are anti-dilutive, therefore, basic and fully diluted loss per common share is the same. The diluted loss per share reflects the potential dilution of common share equivalents, such as the conversion of outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The treasury stock method is used for the assumed proceeds upon exercise of the options and warrants.

Future Accounting Policies

At the date of authorization of these Financial Statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period.

- IFRS 9 Financial Instruments ("IFRS 9")
  In November 2013, the IASB issued IFRS 9, Financial Instruments, (Hedge Accounting and amendments to IFRS 9, IFRS 7 and IAS 39). IFRS 9 (2009) establishes the measurement and classification of financial assets. Financial assets are measured either at fair value through earnings or at amortized cost if certain conditions are met. IFRS 9 (2010) includes guidance on the classification and measurement of financial liabilities.

  The most recent amendment, IFRS 9 (2013) includes a new general hedge accounting model, which will align hedge accounting more closely with risk management. Additionally, the new standard removes the January 1, 2015 effective date. The new mandatory effective date of this standard is January 1, 2018. The Company is currently evaluating the impact of IFRS 9 on its financial statements and expects to apply the standard in accordance with its future mandatory effective date.

- Revenue from Contracts with Customers ("IFRS 15")
  On May 28, 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. The new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The new standard is effective for fiscal years beginning on or after January 1, 2018 and is available for early adoption. The Company is currently evaluating the impact of IFRS 15 on its financial statements and expects to apply the standard in accordance with its future mandatory effective date.

  Other recent accounting pronouncements that have no material impact to the Company are not included above.

Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

Financial risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the statement of financial position. The Company's assets most susceptible to credit risk is its cash, which is held at a Canadian chartered bank in a non-interest bearing account and government HST recoverable, which is due from the Canadian government. As such, the risk of loss on these assets is minimal.

Market risk

Market risk is the risk of uncertainty arising primarily from possible commodity market price movements and their impact on the future economic viability of the Company's projects and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and exploration budgets accordingly.

Liquidity risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Liquidity needs are monitored in various time bands, including 30-day, 180-day and 360-day lookout periods. As at October 31, 2017, the Company had $1,065,422 in cash. Currently, the Company does have sufficient funds and will require financing to carry out an exploration and acquisition program, fund the property purchase obligations, and meet general and administration expenses for the next twelve months.

Foreign currency risk

The Company is exposed to currency risks on its United States dollar denominated working capital balances due to changes in the US dollar/Canadian dollar exchange rate.

Commodity risk

The value of the Company's exploration and evaluation assets are related to the price of gold and other mineral commodities, and the outlook for this mineral. Adverse changes in the price of gold can also significantly impair the economic viability of the Company's projects, along with the ability to obtain future financing.

The Company has designated its cash at FVTPL. The government GST/HST recoverable and due from related companies are classified as loans and receivables whereby they are initially recognized at fair value and then subsequently carried at amortized cost. Accounts payables and accrued liabilities, due to related company and due to officer are classified as other financial liabilities whereby they are initially recognized at fair value and then measured at amortized cost.

The carrying values, which approximate fair values, of the Company's financial instruments are as follows:

As At		**October 31, 2017**		**July 31, 2017**
Financial Assets				
Fair value through profit and loss				
Cash	$	1,065,422	$	1,445,761
Loans and receivables				
Government GST/HST recoverable	$	39,053	$	33,377
Loan receivable	$	379,574	$	371,408
Financial Liabilities				
Other financial liabilities				
Amounts payables and accrued liabilities	$	53,303	$	84,330

Capital Management

The Company's objective in managing capital is to ensure continuity as a going-concern and to safeguard its ability to continue its acquisition and exploration programs. The Company manages its capital structure and makes adjustment to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares and acquire or sell mining properties to improve its financial performance and flexibility.

The Company defines its capital as its shareholder's equity. As at October 31, 2017, the Company's capital resources amounted to an equity of $1,788,246 (July 31, 2017 - $1,963,716).

The Company defines its capital as its shareholder's equity. To effectively manage the Company's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives. As needed, the Company raises funds through private placements or other equity financings. The Company does not utilize long term debt as the Company does not currently generate operating revenues. There is no dividend policy.

Risks and Uncertainties

The Company's principal activity is mineral exploration and evaluation, and investment in securities. Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, metal prices, political and economic. The mineral exploration business is risky and most exploration projects will not become mines. The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether any mineral contains mineral reserves are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company. There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the exploration and exploitation of any required permits, and may fail to meet exploration commitments. Mineral exploration involves a high degree of risk and few properties, that are explored, are ultimately developed into producing mines. Exploration of mineral properties by the Company may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company may cease operations. The Company and is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company has limited financial resources.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as directors and officers of other companies involved in gold and precious metal or other natural resource exploration and development and consequently the possibility of conflict exists. Any decisions made by such directors or officers involving the Company will be made in accordance with the duties and obligations of directors and officers to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare their interest and refrain from voting on any matters in which such directors may have a conflict of interest.

Management's Responsibility for Financial Statements

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Trends

Trends in the industry can materially affect how well any junior minerals company is performing. The price of precious metals has undergone a recent retracement, although worldwide exploration is being maintained. Company management believes that the retracement is a short-term anomaly and that the general trend will show precious metals prices to be higher over time. However, the Company's investments are in the mineral exploration sector and the presently depressed market for mining companies and their valuations can adversely affect the Company's ability to successfully complete transactions.

Outlook

The outlook for precious metals is uncertain and has seen a recent decline on prices. As of October 31, 2017 the Company is changing its business from natural resources to the cannabis sector.

Cautionary Statement

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding the Company's expectation of future trends in the mineral exploration sector, its development plans and the Company's future plans and objectives are forward-looking statements that involve various risks and uncertainties. The material factors and assumptions that management has used to determine such forward-looking statements include, without limitation, (1) estimates of stock-based compensation expense (2) expectations of industry trends (3) expectations of future funding (4) expectation of exploration activities and (5) expectation of successful negotiation with First Nations. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statement Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavors to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other actors, including risks associated with corporate finance and mergers and acquisitions activities, investment portfolio risk, and operational and political risks.

Other

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.WinstonResources.com and its profile at www.sedar.com.