

WINSTON RESOURCES INC.
400 – 837 West Hastings Street
Vancouver, British Columbia Canada V6C 3N6
Tel: 604.630.3838 /Fax: 888.241.5996

May 5, 2020

Re: Annual General and Special Meeting of Shareholders of Winston Resources Inc. to be held on May 29, 2020 (the “Meeting”)

I, Quinn Field-Dyte, Chief Executive Officer of Winston Resources Inc. (the “**Company**”), hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the “Instrument”), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
- (c) the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.1(b), 2.2(1) and 2.5(1) of the Instrument.

WINSTON RESOURCES INC.

Per:

s/Quinn Field-Dyte

Quinn Field-Dyte
Chief Executive Officer