

VEGASTE TECHNOLOGIES CORP.

Vegaste Technologies Corp. Announces Completion of the Acquisition of PlantX Life Inc.

Vancouver, British Columbia, August 5, 2020 – Vegaste Technologies Corp. (the “**Company**”) (CSE: VEGA), formerly Winston Resources Inc. (CSE: WRW), is pleased to announce that it completed its previously announced acquisition (the “**Transaction**”) of PlantX Life Inc. (“**PlantX**”). In connection with the Transaction, the Company consolidated its common shares on the basis of one post-consolidation share for each 10 pre-consolidation shares (the “**Consolidation**”) and changed its name to “Vegaste Technologies Corp.” on July 19, 2020. The Transaction constitutes a “fundamental change” pursuant to Policy 8 – *Fundamental Changes and Change of Business* of the Canadian Securities Exchange (the “**CSE**”) and the Company will carry on the business of PlantX, which is now a wholly owned subsidiary of the Company.

The CSE issued its conditional approval of the Transaction on July 27, 2020. The Company’s post-Consolidation common shares (the “**Common Shares**”) will resume trading on the CSE under the new ticker symbol “VEGA” after the CSE’s conditions for listing are satisfied and the CSE issues its final exchange bulletin confirming the completion of the Transaction. The Common Shares are anticipated to resume trading by next week.

PlantX is a digital based, one-stop-shop and distribution company with a fast-growing database with plan to offer customers across North America more than 3,000 products by the end of August, 2020. In addition to offering pre-made meals and indoor plant deliveries, PlantX currently has plans underway to expand its product lines to include cosmetics, vitamins, clothing, and its own water brand. In addition, PlantX will use its digital platform, www.Plantx.com, to build a community of like-minded consumers and most importantly, provide education. The Company’s business is not limited to an e-commerce platform, and also includes partnerships with top nutritionists, chefs, and brands.

The Company acquired all of the issued and outstanding shares of PlantX through an amended and restated share exchange agreement dated July 10, 2020, as amended on July 29, 2020, among the Company, PlantX and all of the shareholders of PlantX. Pursuant to the Transaction, the Company issued to the shareholders of PlantX an aggregate of 35,572,220 Common Shares. Outstanding stock options of PlantX by their terms became exercisable for an aggregate of 1,500,000 Common Shares.

In connection with the Transaction, the Company issued 3,557,222 Common Shares to an arm’s length finder at a deemed price of \$0.25 per Common Share as finder’s fees and such Common Shares are subject to a contractual hold period expiring on December 6, 2020.

With the completion of the Transaction, the Company has 54,462,036 Common Shares issued and outstanding (on an undiluted basis). The principals of the Company collectively hold 18,061,667 Common Shares, and 18,061,667 Common Shares are subject to an Escrow Agreement pursuant

to the policies of the CSE. In addition, 17,510,553 Common Shares are subject to a voluntary 18-month escrow, whereby 10% will be released on the listing date and 30% released every six months thereafter.

In connection with the completion of the Transaction, the Company is pleased to announce its board of directors as follows: Peter Simeon, Lorne Rapkin, Quinn Field-Dyte and Todd Shapiro. In addition, the Company is pleased to announce its executive management as follows:

- Julia Frank – Chief Executive Officer
- Lorne Rapkin – Chief Financial Officer
- Alex Hoffman – Chief Marketing Officer

Additional information in respect of the Company’s business is available in the Company’s listing statement dated August 5, 2020, available under the Company’s profile on www.sedar.com.

Early Warning Report filed pursuant to National Instrument 62-103 – The Early Warning System and Related-Take-Over Bid and Insider Reporting Issues

Lorne Rapkin and Alex Hoffman (collectively, the “**Reporting Insiders**”) have filed early warning reports as required under applicable Canadian securities laws as a result of the Reporting Insiders acquiring the Common Shares of the Company pursuant to the Transaction.

Immediately prior to the closing of the Transaction, both Mr. Rapkin and Ms. Hoffman beneficially owned nil Common Shares. Following the closing of the Transaction, Mr. Rapkin and Ms. Hoffman beneficially own or otherwise exercise control or direction over 7,000,000 Common Shares and 5,666,667 Common Shares, respectively, representing 12.85% and 10.40% of the Common Shares issued and outstanding as at August 5, 2020, respectively.

The Common Shares are held by the Reporting Insiders for investment purposes. The Reporting Insiders’ future holdings in securities of the Company may increase or decrease in accordance with applicable securities legislation and in consideration of various factors that they may deem appropriate, including, but not limited to, the Reporting Insiders’ investment criteria, market conditions and as circumstances warrant.

Additional information in respect of the foregoing matters is available in the early warning reports that have been filed under the Company’s profile on www.sedar.com.

Disclosure and Caution

For further information, please contact the Company, CEO – Julia Frank at julia@plantx.com.

ON BEHALF OF THE BOARD OF DIRECTORS

“Quinn Field-Dyte”

Quinn Field-Dyte
Director

The CSE does not accept responsibility for the adequacy or accuracy of this release.

None of the securities issued pursuant to the Transaction or the Amalgamation will be registered under the U.S. Securities Act, or any state securities laws, and any securities issued pursuant to the Transaction or the Amalgamation will be issued in reliance upon available exemptions from such registration under the U.S. Securities Act and applicable exemptions under state securities laws.

Forward Looking Statements

Certain statements contained in this news release may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as “anticipate”, “plan”, “estimate”, “expect”, “may”, “will”, “intend”, “should”, and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company’s actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Company. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company’s expectations as of the date hereof, and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.