NI43-101 TECHNICAL REPORT
ON EXPLORATION AT THE
WINSTON DISTRICT GOLD PROJECT,
BROADWATER COUNTY, MONTANA, USA

Effective Date: 24 April 2015
Report Date: 27 April 2015

Report Prepared for

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1.0 SUMMARY

This technical report for the Winston District Gold Project ("Winston") was prepared by consulting geologist and Qualified Person (QP) Richard C. Capps at the request of a private company, Winston Gold Mining Corp. ("Winston Gold"), and Dr. Capps takes responsibility for all sections of this report. This technical report is written in compliance with disclosure and reporting requirements set forth in the Canadian Securities Administrator's National Instrument 43-101. This report presents the results of both historic and recent exploration.

The purpose of this technical report is to provide a summary of scientific and technical information concerning mineral exploration activities at the Winston Gold Project and to suggest additional gold exploration. All table and illustrations not otherwise dated are compiled for this report by the QP from data supplied by Winston Gold Mining, Inc. and are current as of the effective date of this report. Winston Gold intends to seek investment funds in the exploration at the Winston Gold Project and this current technical report establishes a summary of historic data and recommends a work program to develop a drilling program. No mineral resource or reserve estimates are disclosed in this report.

1.1 Introduction

The Winston District Gold Project claim block consists of 16 patent and 5 public claims and covers an area of about 205 acres. The Winston Gold Project is located in the northeastern Elkhorn Mountains, Broadwater County, Montana, USA in the historic Winston Mining District (Figure 1.1.1). The Winston Gold Project area is about 18 straight-line miles (30 kilometers) southeast of Helena, the capital city of Montana and about 2 miles (3.2 km) southwest of the small community of Winston, Montana. The center of the Winston Gold Project is located approximately at coordinates 446470 meters East, 5143825 meters North; NAD1983, UTM Zone 12N in the northeastern Elkhorn Mountains, Broadwater County, Montana, USA.

The property is accessed from the Helena Regional Airport by heading east on Skyway Drive for 0.4 miles (0.6 km), take first left onto Bompart Lane (0.2 mi; 0.3), turn right onto Canyon Ferry Road (2.0 mi; 3.2 km), right turn onto Wylie Drive (1.8 mi), continue onto 4th St N, turn left onto US-12 E/US-287 S for 15.9 miles (25.6 km) to Winston, Montana. Turn right onto Beaver Creek Road/Main St/Weasel Creek Road/Muffly Lane and drive for 1.78 miles (2.8 km) on well-maintained gravel road to the project.

The patent claims are owned by Winston Realty, LLC, a Montana limited liability company and the unpatented public (BLM) claims are owned and maintained by

Marcus P. Holmes, a Montana USA resident and citizen. Winston Gold has a mining lease with each Winston Realty, LLC and Marcus P. Homes to conduct gold exploration and mining at the Winston Gold Project. The patent claim lease agreement stipulates that the claims can be used by Winston Gold immediately and additional Winston District claims can be acquired by Winston Gold from Winston Realty, LLC under the same agreement and terms.

The patent claims are under mining lease for an initial term of 5 years from 15 July 2014. The unpatented (BLM) claims are under mining lease for 5 years from 14 May 2014. Both patent and BLM claim agreements are subject to renewal and advance royalty payments. The total initial lease advance for patent and BLM claims included $20,000 at signing and followed by payments of $2,000 per month for the first three months. After three months the payments increase to $3,500 per month for the remainder of the 5 years. This advance agreement further stipulates minimum expenditures on the property of $50,000 quarterly or $200,000 yearly. The claims can be leased for an additional five years for $40,000 on signing the renewal agreement and $7,000 per month for the remainder of the 5 year term.

The patent claims are subject to a 3% NSR Production Royalty agreement which increases to 4 % if the price of gold exceeds $2,000. The unpatented claims are subject to a 2% NSR Production Royalty agreement as part of the lease agreement.

1.2 Geology and mineralization

The regional geology is well represented at the Winston Gold Project. The primary rocks found in outcrop are Cretaceous in age and include the undifferentiated members of the Elkhorn Mountains Volcanic Rocks, which are overlain and grade into sedimentary and volcaniclastic rocks. These are intruded by felsic and intermediate rocks at the property. The historic gold deposits in the Winston area are quartz veins and zones of replacement which are most commonly high-angle and trend northeast, east-west and less commonly northwest. In general, the older veins are low-angle with southerly dips and strike east-west. The youngest and most productive veins such as the Custer vein are thoroughgoing and dip steeply to the southeast. Gold is generally associated with auriferous pyrite in both the base- and precious-metal dominant veins and within or in close proximity to discordant quartz monzonite intrusions. The gold values in vein drill intercepts are much higher below 100 feet (30 m) than near surface which suggests that even gold was depleted by leaching in the near surface environment. The drill sample data shows that the greatest continuity of gold mineralization is between 200 (60 m) and 400 feet (120 m) depth. Limonite-after-pyrite is common and only minor unoxidized pyrite encapsulated within clear quartz. The Custer Vein was mined continuously for over 2,400 feet. Reported vein widths vary widely between less than a foot and several tens of feet. The quartz monzonite intrusions in the Winston Gold Project area are closely associated in timing and composition to the rocks of the Boulder Batholith and associated regionally extensive base and precious metal mineralization.

In late Cretaceous and early Tertiary time the bedded rocks were folded into a broad northerly-trending syncline which is cut by numerous synkinematic faults. These structures are cut by numerous generally high-angle faults and bounded by very young range-front faults which are still locally active.

1.3 Exploration and mining history and historic drilling

The Winston district, also historically the Beaver Creek District, is about 20 miles southeast of Helena, and is located on the northeast slopes of the Elkhorn Mountains, southwest of Winston. Gold was first discovered in 1867 by George Brooks at what is now the East Pacific mine near the center of the district and about two miles (3.2 km) southwest of the current Winston Gold Project (Klepper and others, 1971; Herbort, 1986; Stone 1911; and Pardee and Schrader, 1933). Historic production was most active from 1889 to 1902, 1905 to 1908, and in 1911. Additional periods of historic production were from 1926 to 1928, and 1938 to 1946. The mines of the district have produced gold, silver, lead, and copper and the historically most productive mines were the East Pacific Mine, Iron Age camp, and Stray Horse mines. The name of each patent claim shown in Figure 4.2.1 is generally associated with the mine working. Klepper and others (1971) provide a complete list of mines and locations.

Historically most underground mines are associated with discordant quartz monzonite intrusive rocks which cut Cretaceous volcanic and sedimentary rocks at six primary locations within the Winston Mining District. Four of these are along Weasel Creek, one near the East Pacific mine, one on Beaver Creek and the largest area is at the head of Weasel Creek and contains the Little Olga mine (Klepper and others, 1971). The deposits were lodes and fissure quartz/sulfide veins which cut the volcanic and intrusive rocks in generally two distinctive sets. The north trending veins were generally more productive in gold than east-west trending veins.

The Iron Age lode was located in 1879 and operated until about 1906. The early mine used a 10 stamp mill, but the stamp mill was only useful for shallow ore. The deeper and more metallurgical complex ore was shipped to other locations for treatment.

Schell (1963) estimated total district production based on 150,000 short tons of ore to be about 100,000 ounces of gold, 1.4 M ounces of silver, and over 5,000 tons of combined copper, lead, and zinc.

The Edna Adit in the Edna patent claim is located on the south flank of the Edna knob and is developed to the northwest, into N30°E-striking generally low-grade gold mineralization. An evaluation study of the Edna Adit conducted by Anaconda (Hart, 1934) showed good continuity of mineralization and several high grade zones. Bulk line sampling along the main Edna tunnel showed a 40 foot section which assayed about 0.12 opt and the remainder of the 400 foot averaged about 0.04 opt. Samples from a 30 foot west-side cross cut into the 0.12 opt rock averaged about 0.1 opt but did not extend to the eastern side of the tunnel.

The most recent period of significant gold exploration and development work was between 1984 and 1996 and involved several mining companies. The work was done by Western Energy Company from 1984 to 1986, Western States Mining Company in 1988, Addwest Gold, Inc. from 1987 through 1988, jointly by Canyon Resources and Phelps Dodge from 1991 through 1992, and Valdus Operations, Inc. from 1994 through 1995.

According to a summary qualification report prepared for Valdus Operations in 1996, the entire exploration database consisted of 719 drill holes totaling 150,918 feet (46,000 meters) of drilling, rock chip surface sampling, trench sampling, and bulk sampling, local geophysical studies, and geologic mapping. Extensive metallurgical testing was completed on both oxidized and unoxidized bulk samples. The gold extraction tests utilized both agitation and column leaching methods. In addition, engineering studies were completed for a multiple pit bulk mineable operation and included the design of leach pads, waste dump, foundation studies, pit slope stability analyses, and design drawings for a final project feasibility study. In order to compare the actual in place ounces to those predicted by the geological reserve model, Addwest gold drilled very close spaced holes in three areas (areas A, B, and C; Figure 10.1.4) within silicified gold mineralization on the south flank of the Edna knob. Addwest concluded that the reserve model underestimated the resource. Computer Aided Geoscience, Australia completed an in situ polygonal resource study for Valdus in 1995.

The summary Valdus report is consistent with information in earlier summary reports by previous workers, but detailed data, key assumptions, parameters and methods are missing. The only significant data set available to the current author is the gold and silver database of composites to a 0.02 opt cutoff grade compiled and analyzed by Computer Aided Geoscience (CAG), Australia on behalf of Aldus Operations in 1995. The CAG database available to the author and QP is incomplete and includes complete locations and composited data for less than 600 of the original 719 drill holes. Out of a population of 1,821, the gold assay values in the current data base range from 0.02 to 2.62 opt, the average value is 0.08 opt, the median value is 0.05 opt (Table 1.3.1).

Population	1821
Minimum Value	0.02 opt
Maximum Value	2.62 opt
Range	2.6 opt
Mean	0.08 opt
Standard Deviation	0.13
Standard Error	0.003
Median	0.05
Sum	150.38
Sum of Squares	47.87
Variance	0.019
Skewness	8.54
Kurtosis	104.63
Coefficient of Variation	1.68

Table 1.3.1 Summary table of univariate statistics for the Winston Gold Project historic drill hole database. Values in ounces per short ton (opt)

1.4 Interpretation and conclusion

The Winston Gold Project is central to a historic precious and base metal mining district in which most ore was mined from tightly structurally controlled high angle fissure veins and lode/replacement zones and little from adjacent stock work veining. A resource of more than 100,000 ounces of gold was recovered from these underground mines in the late 19th to early 20th century from about 150,000 tons of ore (Earle, 1964; Schell, 1963). Subsequently, in the period of about 1984 through 1996, Winston Mining District was explored for surface bulk mineable potential by extensive exploration and development drilling. Most drill holes were oriented vertically to cut the high-angle vein systems and with very few angle drill holes crossing the mostly northeasterly trends of mineralization. True widths of vein mineralization and the structural orientation of the vein systems were largely ignored.

The current author and Qualified Person's opinion is that the prospect has little potential for large scale bulk mineable deposits and high potential for underground mining. Analysis of the drilling data showed a very poor match between even the most recent of the geological resource models and grades determined by close spaced drilling and bulk sampling.

Recent drilling by Winston Gold in 2014 (Porterfield, 2015) confirmed gold mineralization cut in earlier drill holes and discovered at least eight (8) previously unknown mineralized veins. This recent drilling shows that the mineralized zones are both narrower and of higher grade than suggested by the historic composite samples.

The gold mineralization cut in 2014 drilling is hosted by at least two generations of mineralized veins (Figure 17.1.1). The earliest veins trend east-west, and dips are seldom more than 40 degrees. These veins have southerly dips in the west Edna area (Figures 10.1.11, 10.1.12, and 17.1.1). The younger veins, such as the Custer vein, are high angle and cut the earlier veining. These veins trend northeast and generally follow the trend of the Edna intrusive. They are more sulfide-rich than the earlier veins.

Potential drill targets include:

- Deep Custer vein sulfide-rich gold mineralization,
- Gold mineralization in generally low-angle veins,
- Western Edna claim high-angle veins, and
- Deep intrusive and shallow Custer vein trend.

1.5 Recommendations

Diamond core and rotary percussion drilling is an effective measure of geological continuity, but studies in other similar districts (Dominey and others, 2000; 2003) have shown that grade distribution can only be reliably determined in high-grade fissure-vein type deposits by bulk sampling, close-spaced sampling, and trial mining. These techniques are recommended for determining grade distribution at the Winston Gold Project.

The QP recommends continuing a program designed to gain better understanding of the controls and tenor of mineralization by core drilling in areas that are also accessible underground. The program should include detailed geologic mapping which is critical to establishing orientation and continuity of vein and vein systems and allow correlation of underground samples to drill-hole assays and logs.

An exploration program in the amount of CAN$149,200 is recommended to sample the recently rehabilitated Edna and Hyantha adits, drill and confirm continuity of mineralization identified by the earlier drilling (Figure 10.1.5; Table 10.0.2), and to cut the Custer vein in deep unoxidized zones beneath the water table. Table 18.0.1 is a generalized budget for the exploration program. The length and orientation of these proposed drill holes would be resolved during exploration to best determine the true widths, tenor, and orientation of mineralization with the ultimate goal of underground bulk sampling and trial mining.

2.0 INTRODUCTION

2.1 Reason for technical report

This technical report has been prepared at the request of Winston Gold whose address is 201 – 919 Notre Dame Ave., Winnipeg, MB R3E 0M8, CANADA. Winston Gold intends to conduct gold exploration at the Winston District Gold Project and to use the current technical report to assess the scope of that exploration.

This report is to comply with disclosure and reporting requirements set forth in the National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101), Companion Policy 43-101CP to NI 43-101 and Form 43-101F1 of NI 43-101.

2.2 Sources of data used in report

Data used in this report are from a variety of sources including historic internal exploration reports provided by Winston Gold with data acquired from previous

Winston District claim holders as part of legacy exploration programs as well as publically available maps and reports on the Winston area and adjacent areas referenced in this report.

2.3 Qualifications of qualified person and site visit

The author and Qualified Person for the current report, Richard C. Capps, PhD, QP, and SME registered member geologist, visited the Winston Gold Project on 14 August 2014 prior to 2014 drilling by Winston Gold Mining Company and again on 24 April 2015 to examine core and underground workings. The author is familiar with the general geology of the area because he has worked in similar gold deposits and mining districts in Montana and elsewhere.

During the site visits the QP and author of the current report drove mine roads, studied abstracts of both mineralized historic core and core drilled by Winston Gold in 2014 at the onsite core shack, and visited several historic mine sites including the Edna portal, Char-Tam portal, and General Custer Shaft. As part of the 2015 site visit, the QP was given access to the underground workings at the Edna #2 portal and adit which was recently refurbished by Winston Gold. The mineralogy, style, and intensity of alteration in the core and in outcrop are consistent with those described in the both the publically available literature and the internal reports of predecessor companies.

2.4 Units used in report

Most of the historic information on the Property and surrounding areas are in English units. Currency is in United States Dollars. Geologic terms used are those of standard usage. The following units of measurement and conversion factors are provided for clarification.

1 troy ounce = 31.103 grams 1 ppm = 1 part per million
1 ppb = 1 part per billion
g Au/MT means grams gold per metric tonne
1 ounce gold per short ton (oz Au/ton) = 34.286 grams gold per short ton
100 hectares = 1 square kilometers
1 foot = 31.28 cm or 0.3128 meters
1 mile = 1.609 kilometer
1 m^3 = 1 cubic meter = 35.31 $feet^3$
1 ton (Imperial) = 2240 pounds
1 short ton = 2000 pounds
1 hectare = 10,000 m^2 = 2.471 acres 1 cubic foot = 0.028317 cubic meters
Ma = million years ago and Ga = billion years ago

3.0 RELIANCE ON OTHER EXPERTS

The author has reviewed the lease agreements and documents regarding the Winston Gold Project but is not a legal expert and thus relies on the information provided by Winston Gold. The author saw no obvious issues during his review for this report.

4.0 PROPERTY DESCRIPTION AND LOCATION

4.1 Area and Location

The five (5) public and 16 patented claims and cover an area of 205 acres (Figure 4.1.1) in the historic Winston Mining District and are located within Township 8 North and Ranges 1 West and 1 East of the United States Public Land Survey System. The center of the Winston Gold Project is approximately located at coordinates 446470 meters East, 5143825 meters North; NAD1983, UTM Zone 12N in the northeastern Elkhorn Mountains, Broadwater County, Montana, USA. The Winston area is about 18 straight-line miles (30 kilometers) southeast of Helena, the capital city of Montana and about 2 miles (3 kilometers) southwest of the small community of Winston, Montana.

4.2 Claims and title

The Winston Gold Project consists of 5 unpatented lode mining claims contiguous with 16 patented lode mining claims and totaling over 205 acres (Tables 4.2.1 and 4.2.2). Winston Gold qualifies to hold mining claims in accordance with Federal law (30USC 22, 24, 25; 43 CFR 3832.1, 3841.4-1) and Montana laws (82-2-103; 15-23-501). Location monuments are located and properly marked for identification and all claim corners have been erected in accordance with applicable regulations. Certificates of Location are on file at the Broadwater County Recorder’s Office in Townsend, Montana. Certificates of Location and claim maps are on file with the US Department of the Interior, Bureau of Land Management (BLM) Montana State Office (MSO) in Billings, Montana. The author checked claim plat maps and Certificates of Location on file at the Townsend County Recorder’s Office in Townsend, Montana and checked the claim status with the BLM using the online LR2000 system. The claims are recorded properly.

The patented claims are under mining lease agreements from the claim owners. The unpatented claims are subject to the laws stated in this section as they are owned by the citizens of the USA and administered by the Department of the Interior, Bureau of Land Management on behalf of those citizens.

4.3 Project payments, obligations, and agreements

The QP is not an attorney and does not perform legal title searches, but was provided claim names, locations, and title documents by Winston Gold. The patent claims are owned by Winston Realty, LLC, a Montana limited liability company and the unpatented public (BLM) claims are owned and maintained by Marcus P. Holmes, a resident of Montana, USA. Winston Gold has a mining lease with each company to conduct gold exploration and mining at the Winston Gold Project. The patent claim lease agreement stipulates that the claims can be used by Winston Gold immediately and additional Winston District claims can be acquired by Winston Gold from Winston Realty, LLC under the same agreement and terms.

The patent claims are under mining lease for an initial term of 5 years from 15 July 2014. The unpatented (BLM) claims are under mining lease for 5 years from 14 May 2014. Both patent and BLM claim agreements are subject to renewal and advance royalty payments. The total initial lease advance for patent and BLM claims included $20,000 at signing and followed by payments of $2,000 per month for the first three months. After three months the payments increase to $3,500 per month for the remainder of the 5 years. This advance agreement further stipulates minimum expenditures on the property of $50,000 quarterly or $200,000 yearly. The claims can be leased for an additional five years for $40,000 on signing the renewal agreement and $7,000 per month for the remainder of the 5 year term.

The patent claims are subject to a 3% NSR Production Royalty agreement which increases to 4 % if the price of gold exceeds $2,000. The unpatented claims are subject to a 2% NSR Production Royalty agreement as part of the lease agreement.

For public lode mining claims (BLM claims), the owner Marcus P. Holmes, a resident of Montana, USA, has the responsibility to pay an annual claim maintenance fee to the BLM in the amount of US$155 per public BLM claim (30 USC 28f; 43 CFR 3833.1-5). The required fees were last paid to the State Office of the Bureau of Land Management prior to September 1, 2014 and the claims are valid. The unpatented claims will expire on September 1, 2015. Patented claims do not have expiry dates, but taxes must be paid yearly.

4.4 Environmental/Cultural liabilities

There are no known cultural or environmental liabilities inherent to the claim block. Historic trenching and other excavations were remediated by previous owners.

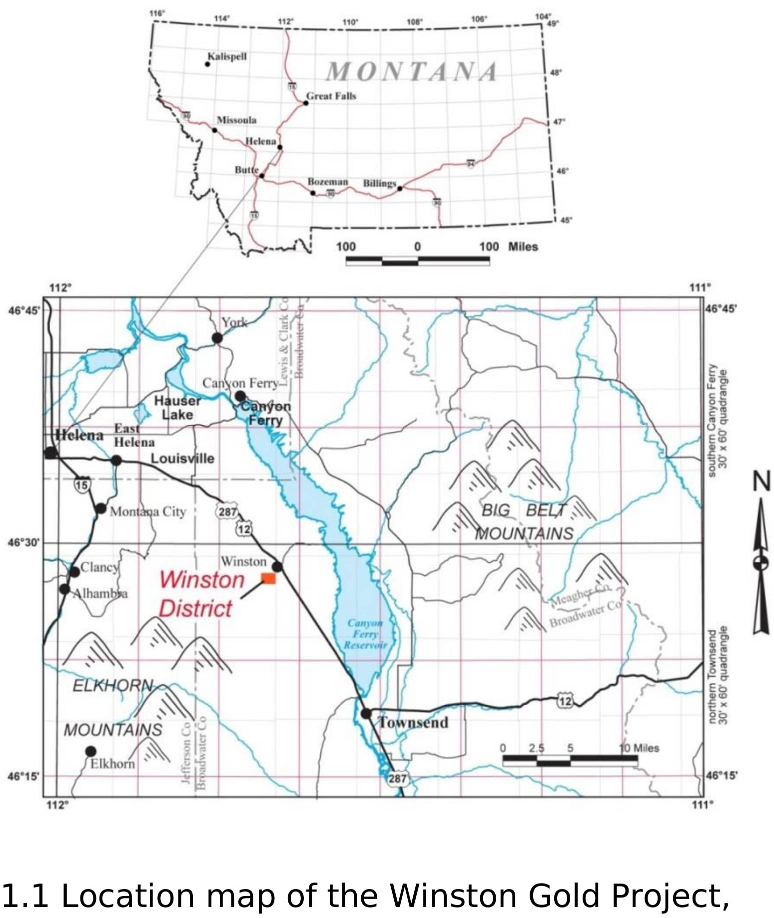
4.5 Permitting and exclusion statement (SMES)

Winston Gold will file a Small Miners Exclusion Statement (SMES) with the Montana

Department of Environmental Quality (DEQ) prior to beginning commercial mining operations. The SMES allows for a maximum surface disturbance of 5 acres, but with no upper limit on the amount of ore mined per year.

In addition, Winston Gold will apply for permits from the Montana Department of Environmental Quality (DEQ) which include a water discharge permit to dewater the Winston Mining District workings, a storm water discharge permit to properly collect runoff from the surface mine workings, and a permit and bond to reclaim disturbance due to exploration drill pads and rehabilitation of underground portals such as the Edna Mine portal.

Exploration proposed in the current technical report requires no additional permitting. Any future exploration on adjacent Bureau of Land Management (BLM) administered unpatented claims would require a notice level disturbance bond with the BLM if disturbance is limited to five acres. As of the effective date of this report, there are no other factors and risks that affect project access or ability to perform work on the property.



1.1.1 Location map of the Winston Gold Project,
Broadwater County, Montana (modified after Vuke, 2011).

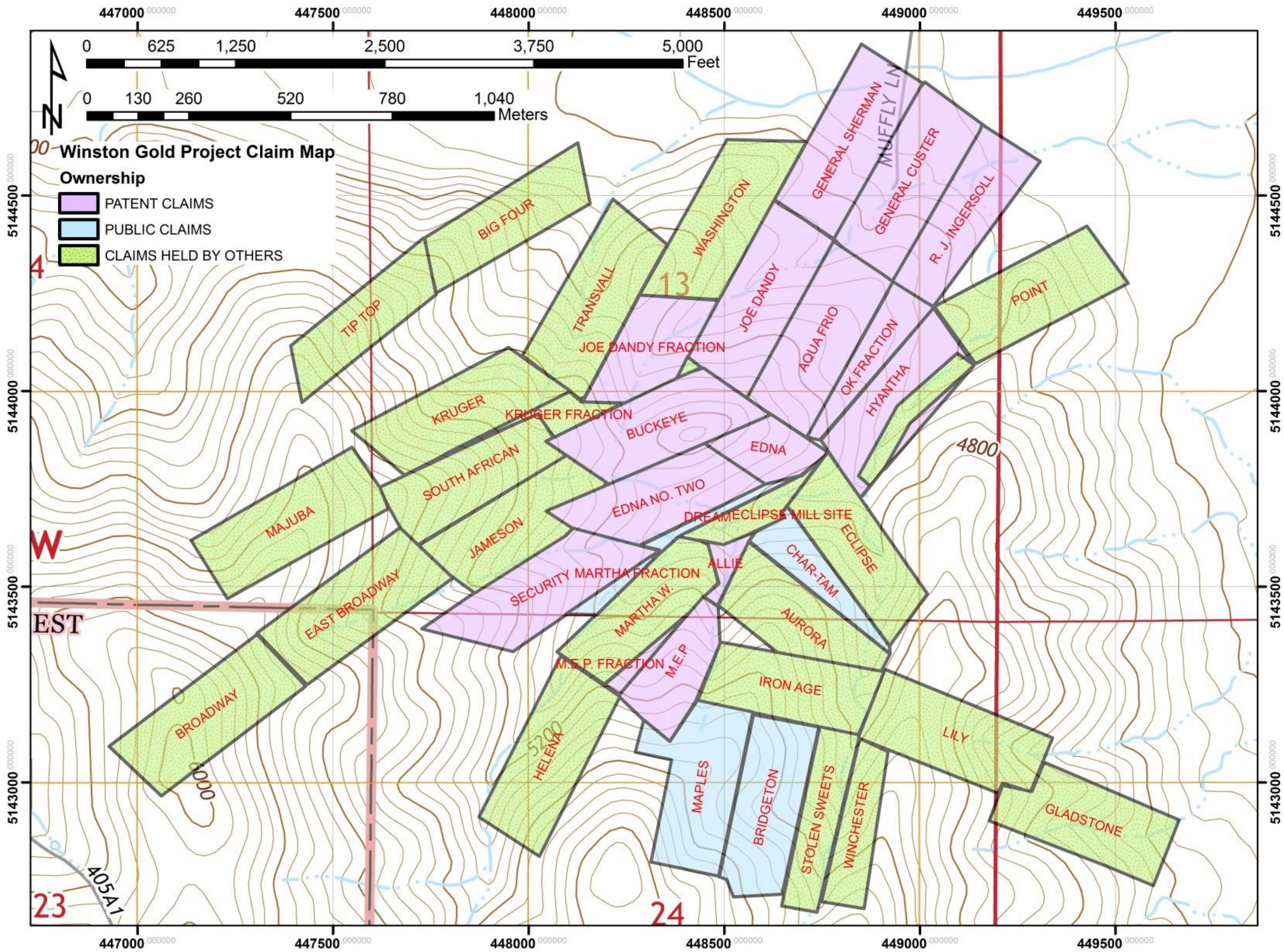


Figure 4.2.1 Claim map of Winston Gold Project (NAD1983, UTM Zone 12N).

Table 4.2.1 Public unpatented (BLM) Claims of the Winston Gold Project.

Claim Name	Location Date	Area (acres)	MMC #	Claimant	Latest Assessment	Subject to Royalty*
DREAM	12/12/86	2.5	130959	Marcus P. Holmes	2015	2%
MARTHA FRACTION	12/12/86	1.9	130960	Marcus P. Holmes	2015	2%
CHAR-TAM	12/12/86	7.8	130965	Marcus P. Holmes	2015	2%
BRIDGETON	12/12/86	18.6	130966	Marcus P. Holmes	2015	2%
MAPLES	12/12/86	20.0	130967	Marcus P. Holmes	2015	2%

***Note:** Lessee may purchase the NSR Production Royalty for a one-time payment of US$2.5M

Table 4.2.2 Patented Claims of the Winston District Gold Project.

NAME	**Mineral Survey Number**	**AREA (acres)**	**Royalty***
ALLIE	MS 5041	2.2	3%
AQUA FRIO	MS 1158	20.35	3%
BUCKEYE	MS 2745	19.26	3%
EDNA #1	MS 3799	7.43	3%
EDNA NO. TWO	MS 4215	17.82	3%
GENERAL CUSTER	MS 1159	20.36	3%
GENERAL SHERMAN	MS 2747	20.59	3%
HYANTHA	MS 3801	19.68	3%
JOE DANDY	MS 2746	20.59	3%
JOE DANDY FRACTION	MS 4221	13.1	3%
LAST FRACTION	MS 6617	0.17	3%
M.E.P. FRACTION	MS 8148	4.65	3%
M.E.P.	MS 5042	11.31	3%
OK FRACTION	MS 3800	7.98	3%
R. J. INGERSOLL	MS 2743	16.45	3%
SECURITY MILLSITE	MS 9406	18.56	3%

***Note:** Royalty increases to 4 % if gold exceeds US$2,000 per ounce

5.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE, AND PHYSIOGRAPHY

5.1 Accessibility

The property is accessible year round by well-maintained public roads. The Montana state capital is Helena, Montana and is the closest city to the Winston Gold Project. The property is accessed from the Helena Regional Airport by heading east on Skyway Drive for 0.4 miles (0.4 km), take first left onto Bompart Lane (0.2 mi; 0.32 km), turn right onto Canyon Ferry Road (2.0 miles; 3.2 km), right turn onto Wylie Drive (1.8 miles; (2.9 km), continue onto 4th St N, turn left onto US-12 E/US-287 S for 15.9 miles (25.5 km) the Winston, Montana. Turn right onto Beaver Creek Road/Main St/Weasel Creek Road/Muffly Lane and drive for 1.78 miles (2.9 km) on well-maintained gravel road to the project.

5.2 Climate

The climate of the project area is semi-arid and typical of moderate elevations in Montana. The area receives less than 15 inches of precipitation per year, much of this in the form of snow and as brief thunderstorms in summer months. The precipitation is generally well distributed at a little over 1 inch per month. Temperatures range from average daytime highs in summer of about 85° F to January lows of less than 30° F. Winter nights are well below 32° F, daytime average highs are often above 32° F and provide a year round operating season. Vegetation on the property is dominated by grasses, sagebrush, and buckbrush.

5.3 Local resources and infrastructure

Supplies and services, particularly mining and exploration services and personnel are available in Butte and Helena, with limited local resources about 2 miles from the property at Winston, Mt. The town of Winston (Latitude: 46° 28’N 36” N Longitude: 111°39’ 32”W, Elevation 4,360 feet or 1,329 meters) is currently a farming community with a 2000 census population of about 73. Power is available at the mine site and a major power line crosses the Property. A railroad crossing is located at Winston and adequate water is available for drilling.

5.4 Physiography and topography

The Winston Gold Project is located in the historic Winston Mining District on the northeast slopes of the Elkhorn Mountains. The physiography is dominated by rolling rounded hills and moderate elevations. Most of the slopes are grassy and underlain by talus and colluvium. Significant rock outcrops are along ridge tops, steep drainage banks, and surrounding historic workings. The elevations vary from about 4,400 feet (1,341 m) at the foot of the mountain slope to about 5,400 feet in the southern claims. To the south and west the Elkhorn Mountains (460 mi^2 or 1,200 km^2) rise to 9,414 feet (2,870 m) at Crow Peak.

5.5 Sufficiency of surface rights

The surface land position is sufficient to support underground mining operations including potential tailings storage and waste disposal areas, and potential processing plant sites.

6.0 HISTORY

6.1 Historic mining

The Winston district, also historically named the Beaver Creek District, is about 20 miles (32 km) southeast of Helena, and is located on the northeast slopes of the Elkhorn Mountains, southwest of Winston. Gold was first discovered in 1867 by George Brooks at what is now the East Pacific mine near the center of the district and about two miles (3.2 km) southwest of the current Winston Gold Project (Klepper and others, 1971; Herbort, 1986; Stone 1911; and Pardee and Schrader, 1933). Historic production was most active from 1889 to 1902, 1905 to 1908, and in 1911. Additional periods of historic production were from 1926 to 1928, and 1938 to 1946. The mines of the district have produced gold, silver, lead, and copper and the historically most productive mines were the East Pacific Mine, Iron Age camp, and Stray Horse mines. The name of each patent claim shown in Figure 4.2.1 is generally associated with the working. Klepper and others (1971) provide a complete list of mine locations

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Edna knob. The Edna adit is developed to northwest and crosses and is about perpendicular to almost continuous northeast trending (about N30°E) low grade gold mineralization. An evaluation study of the Edna Adit conducted by Anaconda (Hart, 1934) showed good continuity of mineralization and several high grade zones. Bulk line sampling along the main Edna tunnel showed a 40 foot section which assayed about 0.12 opt and the remainder of the 400 foot averaged about 0.04 opt. Samples from a 30 foot west side cross cut on the into the 0.12 opt rock averaged about 0.1 opt but did not extend to the eastern side of the tunnel.

6.2 Recent exploration

Between 1984 and 1996 several large mining companies conducted significant gold exploration and development. The work was done by Western Energy Company from 1984 to 1986, Western States Mining Company in 1988, Addwest Gold, Inc. from 1987 through 1988, jointly by Canyon Resources and Phelps Dodge from 1991 through 1992, and Valdus Operations, Inc. from 1994 through 1995.

According to a summary qualification report prepared for Valdus Operations, Incorporated in 1996, the entire exploration database consisted of 719 drill holes totaling 150,918 feet (46,000 meters) of drilling, rock chip surface sampling, trench sampling, and bulk sampling, local geophysical studies, and geologic mapping. Extensive metallurgical testing was completed on both oxidized and unoxidized bulk samples. Gold extraction tests on each sample used both agitation and column leaching methods. Engineering studies were completed for a multiple pit bulk mineable operation and included the design of leach pads, waste dump, foundation studies, pit slope stability analyses, and design drawings for a final project feasibility study. In order to compare the actual in place ounces to those predicted by the geological reserve model, Addwest Gold drilled very close spaced holes in three areas (areas A, B, and C; Figure 10.1.4) into silicified gold mineralization on the south flank of the Edna knob. The actual ounces in each of the three areas exceeded the amount predicted by the geological reserve model, and Addwest concluded that the reserve model underestimated the resource. In 1995 Computer Aided Geoscience, Australia completed an in situ polygonal resource study for Valdus utilizing all assay data and with composites to a 0.02 opt cutoff.

The summary Valdus report is consistent with information in earlier summary reports by previous workers, but detailed data, key assumptions, parameters and methods are lacking. The only significant data available to the current author is the gold and silver database of composites to a 0.02 opt cutoff grade compiled and analyzed by Computer Aided Geoscience (CAG), Australia on behalf of Aldus Operations in 1995. The CAG database available to the author and QP is incomplete and includes complete locations and composited data for less than 600 of the original 719 drill holes.

In 2014 Winston Mining Corp. began restoring the Edna Number 2 and Hyantha adits and conducted a 13 hole core hole program. The core holes were logged and assayed and the results described in Section 10 (Drilling) of this report.

7.0 GEOLOGIC SETTING AND MINERALIZATION

7.1 Regional geology

The regional geology and trends of mineralization are well represented in the Winston Mining District. Much of the following summary is after Woodward (1986) whose paper places Montana fissure-vein mineralization and skarn mineralization in a regional tectonostratigraphic framework.

7.1.1 Regional stratigraphy

The regional basement is formed by Precambrian crystalline and metasedimentary rocks ranging in age from about 1.6 to 3.27 billion years (Giletti, 1966). Middle Proterozoic Belt Supergroup rocks unconformably overlie the basement rocks (Lewis, 1998). The Belt Supergroup rocks are at least 23,000 feet thick in the region (Ross, 1963; Nelson, 1963), and the overlying Paleozoic rocks are mostly carbonates, orthoquartzites, and calcareous shales.

These rocks are cut by the Late Cretaceous Boulder Batholith and locally the batholith cuts all rocks from Precambrian to Late Cretaceous. More than 15 discrete plutons comprise the composite Boulder Batholith that range in composition from syenogabbro to alaskite, although most are quartz monzonite or granodiorite. Late Cretaceous dacite, rhyodacite, and quartz latite volcanic rocks are cogenetic with Boulder Batholith rocks and locally form roof pendants in the batholith. Tertiary (Eocene–Pliocene) volcanic rocks are mostly quartz latites and rhyolites. Tertiary and Quaternary sediments and volcanic are postorogenic and reach maximum thicknesses in local Cenozoic basins.

7.1.2 Metallogeny and regional tectonics

The Late Cretaceous Boulder Batholith and the rocks of the synorogenic thrust and fold belt of Montana host one of the United States major mining regions (Figure 7.1.2.1). Gold, silver, copper, and lead have been produced from over 30 mining districts, including the Winston Mining District. Most deposits are fissure veins, but skarns and disseminated deposits related to the intrusive rocks are locally important.

The origins of the fissure veins are important to exploration as most of the gold and silver mined in Montana are from these veins, and have been discussed since the earliest studies of this region. Early workers (Weed, 1903; Barrell, 1907; Billingsley and Grimes, 1917) studied vein-hosting fractures along the margin of the intrusive rocks and suggested that they were formed during cooling and contraction of the granitic rocks (Lund and others, 2002).

Woodward (1986) did an extensive compilation and study of regional tectonic data in the Boulder Batholith region, including fracture, cleavage, fault, and vein orientations, and concluded that fractures hosting most mineralized veins were formed by regional east-west compressive stress during the Late Cretaceous and Early Tertiary.

The longest and widest veins are east-west and are extensional fractures that parallel the principle compressive stress axis. Northwest- and northeast-trending vein sets formed as steeply-dipping conjugate shears. North-trending fractures and veins formed late as release fractures perpendicular to the applied stress and are not abundant or commonly mineralized.

Woodward (1986) found that the mechanical properties of the rocks were important to fissure vein formation. Brittle rocks, such as the Precambrian basement, intrusive, hornfels, and Cretaceous volcanic rocks, contain the longest, widest, and most productive veins. Ductile rocks, such as rocks of the Belt Supergroup and Mesozoic shales, seldom host major fissure veins. Woodward (1986) suggests that exploration traverses should be concentrated in competent, brittle rocks along north-south traverses in order to more likely intersect east-west, northwest, and northeast fissure vein systems.

7.1.3 Elkhorn Mountains

The Elkhorn Mountains are a mountain range in west-central Montana that is located between the city of Helena and the Jefferson River Valley. Precious and base metal mineralization is found throughout the Elkhorn Mountains and the Winston Mining District, located in the northeastern Elkhorn Mountains, is at the northern end of an almost continuous belt of mineralization over 26 miles (41 km) long and several miles wide (Klepper and others, 1971).

The stratified rocks include a thick generally conformable sequence of marine and nonmarine sedimentary rocks, which are overlain by a volcanic pile of Late Cretaceous age and by consolidated and unconsolidated sediments of Cenozoic age. The prevolcanic sedimentary rocks range in age from Middle Cambrian to Late Cretaceous and include a sequence about 4,000 feet thick of marine limestone, dolomite, and sub-ordinate clastic rocks of Paleozoic age and a sequence almost as thick of marine and nonmarine rocks of Mesozoic age that are dominantly shale, mudstone, siltstone, and fine-grained sand-stone, but that also includes limestone and some coarser grained clastic rocks. The youngest of these sedimentary and volcaniclastic rock units include the Slim Sam Formation, a sequence that is mainly marine sandstone in the lower part and nonmarine tuff in the upper part. Locally, the Slim Sam is interbedded with the clastic sedimentary rocks of the Eagle, and Telegraph Creek Formations (Tysdal, 2000).

The upper contact of the Slim Sam is a gradational contact with the overlying Elkhorn Mountains Volcanic rocks of Late Cretaceous age. In the Elkhorn Mountains, these rocks are mostly rhyodacitic and trachyandesitic pyroclastic rocks of the lower member of the formation and intercalated rhyolitic welded tuff, trachyandesitic and rhyodactic tuff, and tuff breccia of the lower part of the middle member. The upper part of the middle member and the upper member of the Elkhorn Mountains Volcanic rocks have been eroded (Klepper and others, 1971).

The sedimentary and volcanic rocks are intruded by generally fine-grained porphyritic rocks that are probably comagmatic with and about the same age as the Elkhorn Mountains Volcanic rocks that were emplaced before or at the beginning of folding, and by younger generally coarser grained intrusive rocks that were emplaced after volcanism and folding. The intrusive porphyry equivalents of the Elkhorn Mountains Volcanic rocks are small sills and dikes of rhyodacite, trachyandesite, and small locally concordant rocks that are generally syenodiorite to and granodiorite. An example is the Rattlesnake intrusive which forms a laccolith-like body with an outcrop area of about 20 square miles.

The younger intrusive rocks are generally small gabbroic to granitic discordant bodies such as stocks and dikes that are related to the Boulder Batholith to the west of the Elkhorn Mountains.

In late Cretaceous and early Tertiary time the bedded rocks were folded into a broad northerly-trending syncline which is cut by numerous synkinematic faults. These structures are cut by numerous generally high-angle faults and bounded by very young range-front faults which are locally still active.

The east flank of the Elkhorn Mountains is highly mineralized with numerous underground precious and base metal mines (Klepper and others, 1971). Lode gold districts include the Radersburg, Winston, Park, and Hassel mining districts. Placer deposits were mined at Radersburg, Indian Creek, and Weasel Creek. Weasel Creek contained about 75 percent of the total placer gold mined (Klepper and others, 1971. Most deposits are within auriferous pyrite veins that contain sparse quartz, quartz veins that contain auriferous pyrite, base- and precious-metal veins that typically have quartz gangue, silver-lead-zinc replacement deposits in carbonate rocks, and small skarn deposits at or near intrusive igneous contacts. In general deposits in the Radersburg and Hassel districts are auriferous pyrite veins, and the deposits in the Winston area are quartz veins with auriferous pyrite and base- and precious-metal veins.

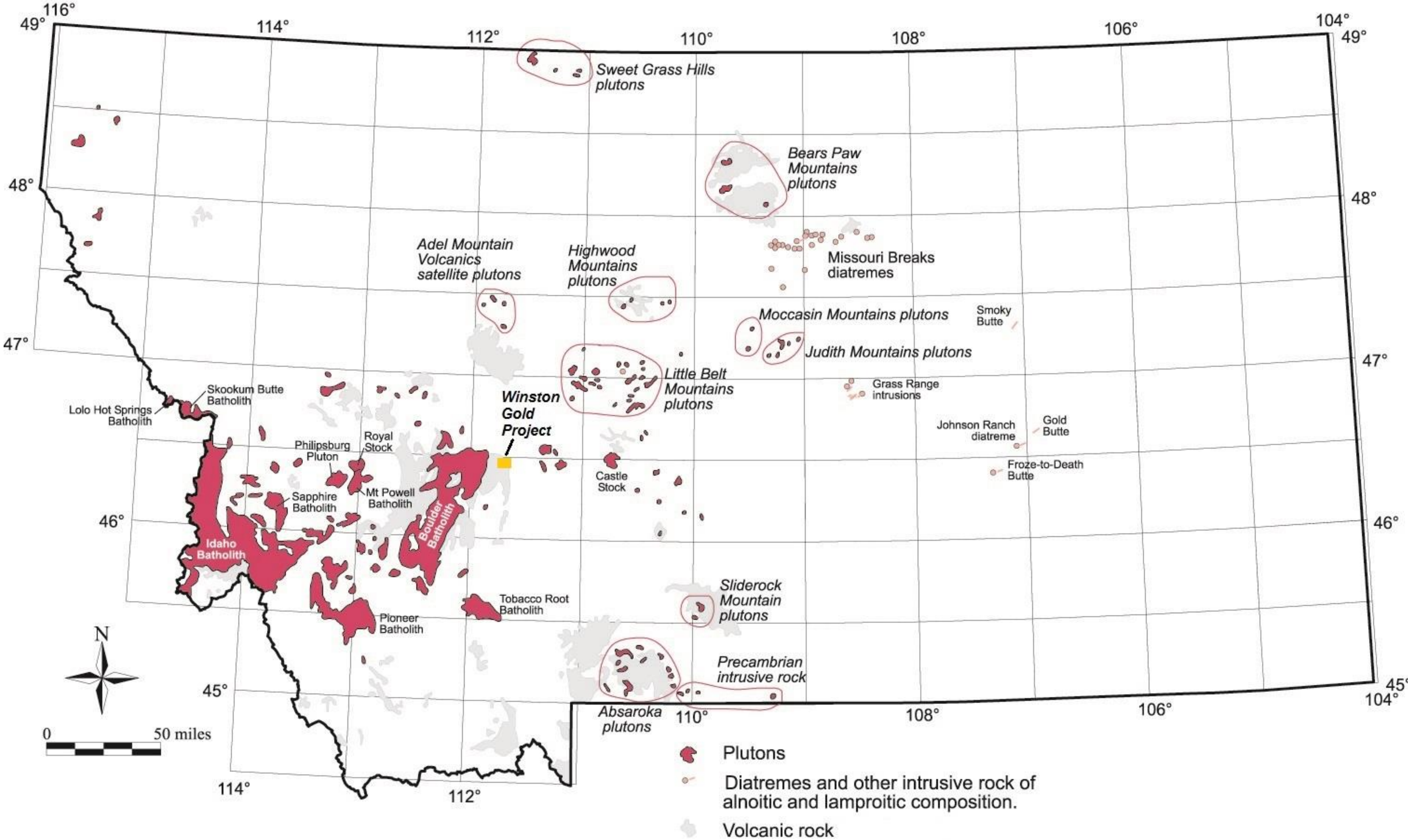


Figure 7.1.2.1. Map showing location of Winston Gold Project in relation to Montana plutons, diatremes, and other intrusive rock (modified after Vuke and others, 2007).

7.2 Property geology

7.2.1 General

The regional geology is well represented at the Winston Gold Project. The primary rocks found in outcrop are Cretaceous in age and include the undifferentiated members of the Elkhorn Mountains Volcanic Rocks, which are overlain and grade into sedimentary and volcaniclastic rocks. These are intruded by intrusive felsic and intermediate rocks at the property. The historic gold deposits in the Winston area are quartz veins and related replacement zones. Auriferous pyrite-bearing base-metal and precious-metal veins host most of the known gold mineralization. Unconsolidated and poorly consolidated Tertiary and younger sediments and sedimentary rocks overlie the older rocks in the eastern Winston Gold Project area and massive debris flows cover some areas in the central project area.

7.2.2 Lithostratigraphy

The following lithostratigraphic descriptions are little modified after those prepared for the “Geologic Map of the Canyon Ferry Lake Area, West-Central Montana” (Vuke, S. M., 2011). These rock units are shown on the Geologic map of the Winston Gold Project area (Figure 7.2.1) which is compiled after Klepper and others (1971) and Vuke (2011). The lower member of the Elkhorn Volcanic Rocks and the undifferentiated Slim Sam, Eagle, and Telegraph Formations are the most abundant rock types in outcrop in the Winston Gold Project area. These lithologies and Cretaceous intrusive quartz monzonite (currently monzogranite) are the primary hosts for fissure veins and base and precious metal mineralization in the Winston Gold Project area. Mostly sedimentary Mesozoic and Paleozoic rocks underlie these Cretaceous layered rocks in the northern Elkhorn Mountains and the Winston Gold Project area.

Slim Sam, Eagle, and Telegraph Creek Formations, undivided (Kset) – The Slim Sam Formation of Klepper and others, 1971 is revised to these three formations by Tysdal, 2000 (Late Cretaceous - *Elkhorn Mountains* (Tysdal, 2000). The Slim Sam Formation is described as a medium gray to grayish green volcanic and volcaniclastic rock with a few beds of pyroclastic tuff, but mainly volcanic debris reworked by sedimentary processes. Eagle Formation feldspar chert- quartz sandstone is overlain by silty sandstone and medium-grained magnetite bearing sandstone that also contains hornblende, chert, quartz, and feldspar. The latter intertongues with, and is overlain by, planar-bedded fine-grained sandstone devoid of trace fossils. Upward, this sandstone contains lenses of mudstone that display traces of plant rootlets. The Telegraph Creek Formation is mostly interbedded dark gray mudstone and shale and clayey and silty fine-grained sandstone. The sandstone content increases upward. Trace fossils are common on and within sandstone beds. Thickness of three formations undivided is 200-350 m (650-1,150 ft; Tysdal, 2000).

Elkhorn Mountains Volcanic Rocks, lower unit, undivided (Kel) – The Late Cretaceous E*lkhorn Mountains Volcanic Rocks* (Klepper and others, 1971; Smedes, 1966) consists mostly of rhyodacitic, trachyandesitic, and basaltic pyroclastic and volcaniclastic rocks, autobrecciated lavas, and related ash flows.

Quartz monzonites (Kqm) – The late Cretaceous quartz monzonites of the Elkhorn Mountains (Klepper and others, 1971) are likely intrusive apophyses of the Butte Quartz Monzonite of the Boulder Batholith which contains large phenocrysts of plagioclase, K-feldspar, and quartz in a fine-grained sucrosic groundmass. Phenocrysts and groundmass are about equally abundant in this rock and, at the Winston Gold Project, this map unit includes some granodiorite. Compositionally, using the current IUGS modal classification, the Butte pluton of the Boulder Batholith is a monzogranite (LeBas and Streckeisen, 1991).

Intrusive rock, undivided (Ki) - The late Cretaceous intrusive rocks of the Elkhorn Mountains (Klepper and others, 1971 are seriate syenodiorite porphyries that grade either into granodiorite porphyry or diorite porphyry.

Intrusive rock with augite phenocrysts (Kia) - This late Cretaceous intrusive rock of the Elkhorn Mountains (Klepper and others, 1971) is a seriate syenodiorite porphyry that grades either into granodiorite porphyry or diorite porphyry and contains augite phenocrysts.

Intrusive rock with hornblende phenocrysts (Kih) - This late Cretaceous Elkhorn Mountains intrusive rock (Klepper and others, 1971) is a seriate syenodiorite porphyry that grades into granodiorite porphyry or diorite porphyry with hornblende phenocrysts.

7.2.3 Structural geology

In general, the Elkhorn Mountains are located along a broad northerly striking Mesozoic syncline. In outcrop, the oldest structures in the Winston Gold Project area are high-angle faults that formed during this Mesozoic folding. During the late Cretaceous and early Tertiary, the orientation and nature of the faults varied with a changing stress field. In the project area, the most thoroughgoing faults are north-northeasterly and north-northwesterly faults and fewer nearly east-west high-angle faults. The high-angle faults in proximity to the quartz monzonite plugs are the primary structural controls on fissure vein formation and gold mineralization. Most of these veins dip at high angles to the southeast, east, and south. Shallower dips are less common and their dip directions more variable, but many have been described underground. The shallow structures likely vary in orientation along strike and may be layer parallel shears developed along bedding planes as part of Mesozoic deformation. Locally the orientation of bedding, joint, and fracture surfaces are important to forming mineralized low-angle veins and replacement zones adjacent to quartz-sulfide veins and quartz-rich replacement zones.

7.2.4 Mineralization

The veins are largely inaccessible and have been for many decades and so underground descriptions are sparse and may not be fully representative. Most of the deposits in Winston Gold Project area are fissure veins adjacent to or within stocks of quartz-rich felsic intrusive rocks and most strike N30°-60°E and dip steeply to the east and southeast. Steeply dipping east-west striking veins and shallowly dipping veins which dip westward were locally important. The longest vein mined is the Custer Mine vein which was mined continuously for over 2,400 feet (731 m). Reported vein widths vary widely between less than a foot (0.3 m) and several tens of feet. Most mines were developed to the regional water table and few were developed below 400 feet (122 m) due to the static water table and less oxidized ore. Several mines are adjacent to the Edna stock and contained economic mineralization in steeply and moderately dipping base and precious-metal veins and replacement zones (lodes). The original sulfide mineralogy of the veins is oxidized to secondary minerals, and there is intense leaching of most veins from the surface to about 100 feet (30 m) depth. The gold values in vein drill intercepts are much higher below 100 feet (30 m) than near surface which suggests that even gold was depleted in the near surface environment. The drill sample data shows that the greatest continuity of gold mineralization is between 200 (60 m) and 400 feet (120 m) depth (Appendix A; Custer drill hole profile). Limonite-after-pyrite is common and only minor unoxidized pyrite encapsulated within clear quartz. The mineralogy of deeper less oxidized portions of high-angle veins includes pyrite, argentiferous galena, sphalerite, chalcopyrite, arsenopyrite, and tetrahedrite in a gangue of quartz and locally carbonate minerals including ankerite. Gold is hosted within pyrite and along the margins of pyrite grains. Historically most of the ore mined was oxidized and more easily extracted from the host rock than the deeper unoxidized sulfides.

The Edna adit in the Edna patent claim is located on the south flank of the Edna knob. The Edna adit is developed to northwest and cuts almost continuous northeast trending (about N30°E) low grade gold mineralization approximately perpendicular to the N63°E trend. An evaluation study of the Edna Adit conducted by Anaconda (Hart, 1934) showed good continuity of mineralization and several high grade zones. Bulk line sampling along the main Edna tunnel showed a 40 foot (12.2 m) section which assayed about 0.12 opt and the remainder of the 400 foot (122 m) averaged about 0.04 opt. Samples from a 30 foot (9.1 m) west side cross cut into the 0.12 opt rock averaged about 0.1 opt but did not extend to the eastern side of the tunnel.

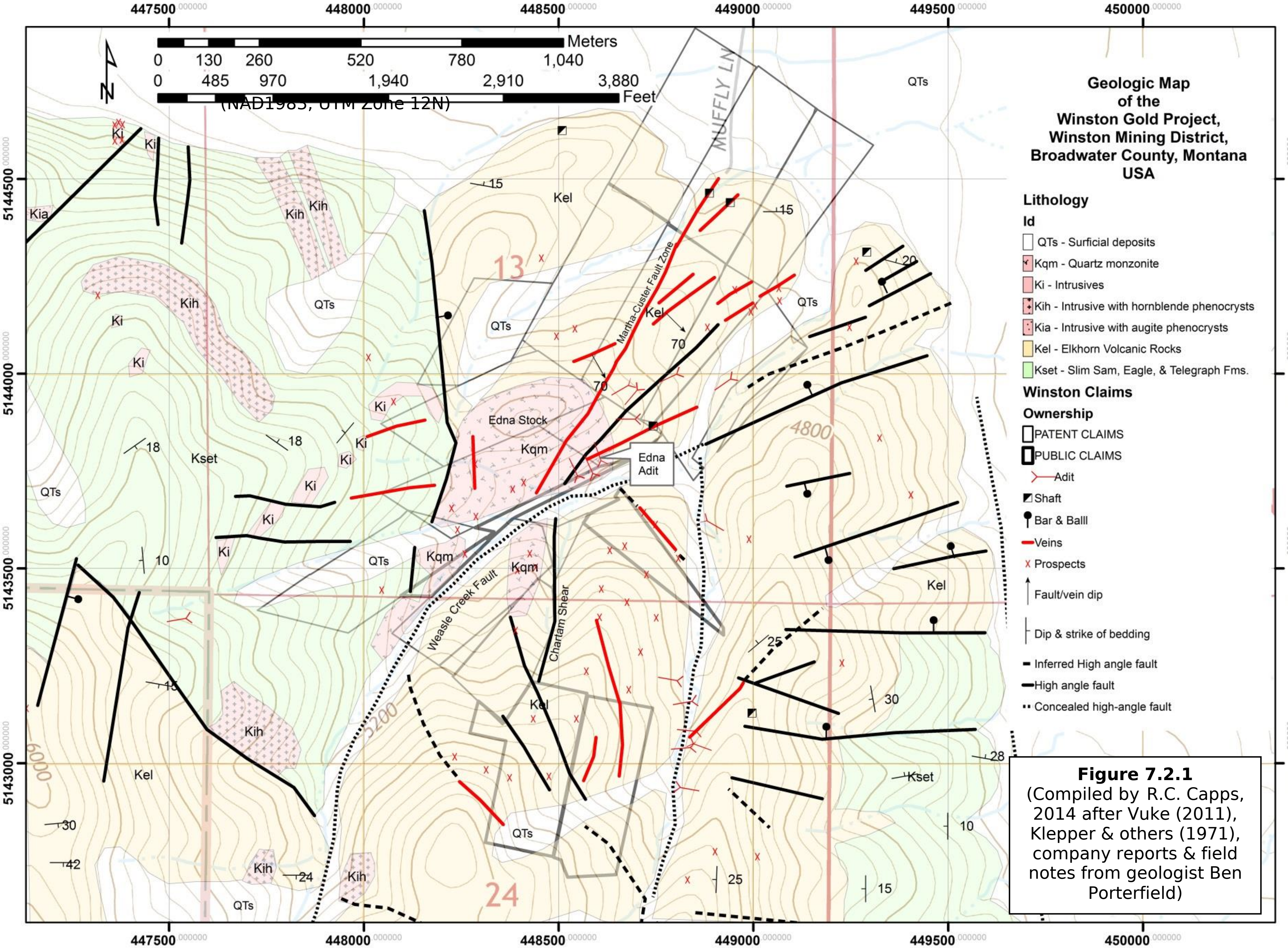


Figure 7.2.1
(Compiled by R.C. Capps, 2014 after Vuke (2011), Klepper & others (1971), company reports & field notes from geologist Ben Porterfield)

8.0 DEPOSIT TYPES

8.1 Lode gold deposit types

8.1.1 Fissure-vein deposits

The principle historic deposits of the Winston District Gold Project are steeply-dipping syn-tectonic fissure quartz-sulfide vein systems (Klepper, 1971). Both epithermal (gold-silver-quartz) and mesothermal (lead-zinc-silver-gold) base metal assemblages are common in the overall district and base metal sulfides are more abundant with depth in the workings. The sulfides are generally oxidized above the 4,180 foot elevation in the Winston Gold project area. Generally thin zones of hanging-wall stockwork veining and wall rock alteration and replacement are common and low-angle veins follow sheared bedding and fold structures. The low-angle veins formed early because the high-angle veins are thoroughgoing and cut the low angle veins. Historic stopes are widest at high-angle structural intersections containing subvertical zones of discordant and locally intrusive hydrothermal brecciation enclosed by a zone of mosaic wall rock fracturing or thin stockwork veins.

8.1.2 Other deposits

Regionally, the formation of calcsilicate skarns form major precious and base-metal ore deposits in Montana and such skarns could underlie the Winston Gold Project. There are many skarn subtypes including the Nevada skarns Fortitude, McCoy, and Tomboy-Minnie as well as the Montana skarns of New World district and Butte Highlands. The skarns generally form in environments where felsic water-rich granitic melts intrude carbonate host rocks such as the Madison Limestone. These rock types likely underlie the Winston Mining District and Winston Gold Project area. Skarns commonly surround granitic intrusions such as the Edna quartz monzonite intrusive. The skarn formation is the result of the variability in hydrothermal mobility of elements inherit to both the intrusive (endoskarn) and the surrounding wall rock (exoskarn). Most of the gold and copper mineralization is typically within the exoskarn and zoned away from the intrusion. An example of a skarn with similar geologic setting to that of the Winston Gold Project is the currently active Madison gold and copper mine, Silver star Mining District, Madison County, Montana and about 60 miles (96.5 km) southwest of the Winston Gold Project (Gammons and others, 2010).

9.0 EXPLORATION

Winston Gold Mining Corp. began exploration at the Winston Gold Project in 2014. Exploration consisted of restoring the Edna # 2 and Hyantha mine adits in preparation for detailed underground mapping and geochemical sampling. There was a significant amount of historic gold exploration conducted by several predecessor companies between 1984 and 1996 but none of the surface and underground work was available to the author. A summary of this work is described in History, Section 6.1 of the current technical report.

10.0 DRILLING

10.1 General

Extensive drilling was carried out by predecessor companies between 1984 and 1996 and Winston Gold Mining Corp. has entered this data into a secure mining database to aid current exploration (Figures 10.1.1 through 10.1.8; Table 10.0.2). Winston Gold drilled 13 angle core holes in late 2014 totaling 3,862 feet of HQ core drilling (Figures 10.1.9 through 10.1.12; Table 10.0.2). The purpose for the drilling was to confirm significant intercepts from historic drilling, consider geologic controls, and confirm continuity of the gold mineralization.

10.2 Historic drilling, 1984 to 1996

Composite assays to a 0.02 opt cutoff value are available to the author for about 600 exploration drill holes. These composites were prepared by Computer Aided Geoscience for Aldus Operations in 1995 and consist of drill-hole assays from multiple companies beginning in 1984. The author has no reason to doubt these composite values but the original assay sheets are not available, and there is no record of the laboratory used for the assays or assay quality assurance, quality control or sample security procedures. The QP suggests twinning the historic drill holes with core drilling in a zone of gold mineralization where the geology and controls are well constrained before relying on these composite values as a general exploration guide.

According to a summary qualification report prepared for Valdus Operations, Incorporated in 1996, the entire original exploration database consisted of 719 drill holes totaling about 150,918 feet (46,000 m) of drilling. In order to compare the actual in place ounces to those predicted by the geological reserve model, Addwest Gold drilled very closely spaced holes in three areas (areas A, B, and C) within silicified gold mineralization on the south flank of the Edna knob. Addwest concluded that the reserve model underestimated the resource. Computer Aided Geoscience, Australia completed an *in situ* polygonal resource study for Valdus in 1995.

The summary Valdus report is consistent with information in earlier summary reports by previous workers, but detailed data, key assumptions, parameters and methods are lacking. The only significant data available to the author are gold and silver database composites to a 0.02 opt cutoff value produced by Computer Aided Geoscience for Aldus in 1995. The database includes complete locations and composite data for less than 600 of the original 719 drill holes.

The Valdus drill hole locations and assay values were entered into a secure Rockworks/Microsoft Access database by the author and the collar locations are illustrated on Figure 10.1.1 through Figure 10.1.5. Figures 10.1.6 through 10.1.8 are contoured Rockworks 15 software statistical maps of the assay values to illustrate the general scope, trend, and shape of the anomalous gold mineralization. Table 10.0.1 is a summary of the overall univariate statistics for this database.

It is important to note that the contoured statistics maps (Figures 10.1.6 – 10.1.8) are drawn to show general trends and anomalous zones which will generally not correspond to the precise location of the anomalous drill holes related to those anomalous values. These maps are drawn by first calculating a regular grid (nodes) to cover the entire area of drilling prior to contouring and these nodes are contoured, and not hole locations such as depicted in a summary assay post map. Figure 10.1.6 is a contour map using a grid which posts the highest assay in each drill hole to the closest nodal point of the grid. Figure 10.1.7 also uses the highest assay but the actual values posted to the grid are determined by the inverse distance technique where values closest to a node have greater influence than those further away. Figure 10.1.8 calculates the average value for each hole before posting to the grid and contouring using the inverse distance technique. All three maps suggest similar northeast and northwest trends of mineralization.

Overall, as seen in profile (Appendix A), significant intercepts are sparse between the surface and about 100 feet depth, but are far more abundant between 100 feet and 400 feet depth.

Table 10.0.2 shows representative gold assay composites for 15 of the historic drill holes which were drilled along the southern flank of the Edna knob and Figure 10.1.5 illustrates the location of these drill holes relative to the Edna adit.

10.3 Core drilling in 2014 by Winston Gold

Winston Gold drilled thirteen (13) angle core holes in late 2014 totaling 3,862 feet (1,177 m) of HQ core drilling (Figures 10.1.9 through 10.1.12; Table 10.0.2). Geochemical sampling of the core was restricted to veins and highly altered core. Nine (9) of these core holes cut significant intercepts within and along the contact zone of the Edna intrusive.

In the southwestern Edna claim area core hole W1409 confirmed a mineralized zone originally identified in historic core hole C171C. Winston Gold core hole W1409 assayed 0.44 opt over 1.8 feet and historic core hole C171C assayed 0.38 opt over a 9 foot composite sample. Eight (8) Winston Gold core holes, including W1402 through W1409, cut significant gold intercepts (Table 10.0.2) with values up to 3.14 opt as a result of this drilling and at least two southerly dipping low-angle veins were discovered in that area.

11.0 SAMPLE PREPARATION, ANALYSES, AND SECURITY

All samples, historic and recent, were collected and described by professional geologists. Winston Gold geologists supervised 2014 drilling and sampling of all HQ core holes. When drilling and underground sampling QA/QC procedures include replicates, duplicates, and appropriate assay standards. The QP, Richard C. Capps, is confident that sample preparation, security, and analytical procedures are adequate. All samples were prepared and analyzed by Contact Labs, Contact Mill and Mining Company (Philipsburg Mill), 77 Red Mill Road, Philipsburg, Montana 59858. Contact Labs maintains a library of certified laboratory analytical standards.

The Winston Gold 2014 samples were analyzed by standard gravimetric procedures and used a standard gold assay ton. About 11 percent of samples were duplicates and standards, 10 percent of samples were reruns, and about 10 percent were submitted for check assay with results pending. The values of duplicates and standards showed a 2 percent difference and pulp reruns varied by about 2.5 percent from original assay.

12.0 DATA VERIFICATION

Winston Gold's policy is that all logs sheets from auger samples, panning, grab samples and trench samples are entered into secure access databases. In addition to Winston Gold's geologist, other experienced geologists and database personnel will examine the data for errors. Field data sheets will have a number of descriptive fields to be filled and recorded that can add useful information.

The basic data of sample locations and assay data will be verified and maintained in a secure database with backup.

13.0 MINERAL PROCESSING AND METALLURGICAL TESTING

Winston Gold has conducted no mineral processing or metallurgical testing at the Winston Gold Project. However, predecessor companies completed extensive metallurgical testing using large bulk samples and with gold extraction tests utilizing both agitation and column leaching methods. These studies are not presented here because key assumptions, parameters, and methods used to conduct the studies are unavailable to the author.

14.0 MINERAL RESOURCE ESTIMATES

Winston Gold is in an early exploration stage at the Winston Gold Project and has made no mineral resource estimates at the Winston Gold Project.

Table 10.0.1 Summary table of univariate statistics for the Winston Gold Project historic drill hole gold assay database composites with values in ounces per short ton (opt).

Population	1821
Minimum Value	0.02 opt
Maximum Value	2.62 opt
Range	2.6 opt
Mean	0.08 opt
Standard Deviation	0.13
Standard Error	0.003
Median	0.05
Sum	150.38
Sum of Squares	47.87
Variance	0.019
Skewness	8.54
Kurtosis	104.63
Coefficient of Variation	1.68

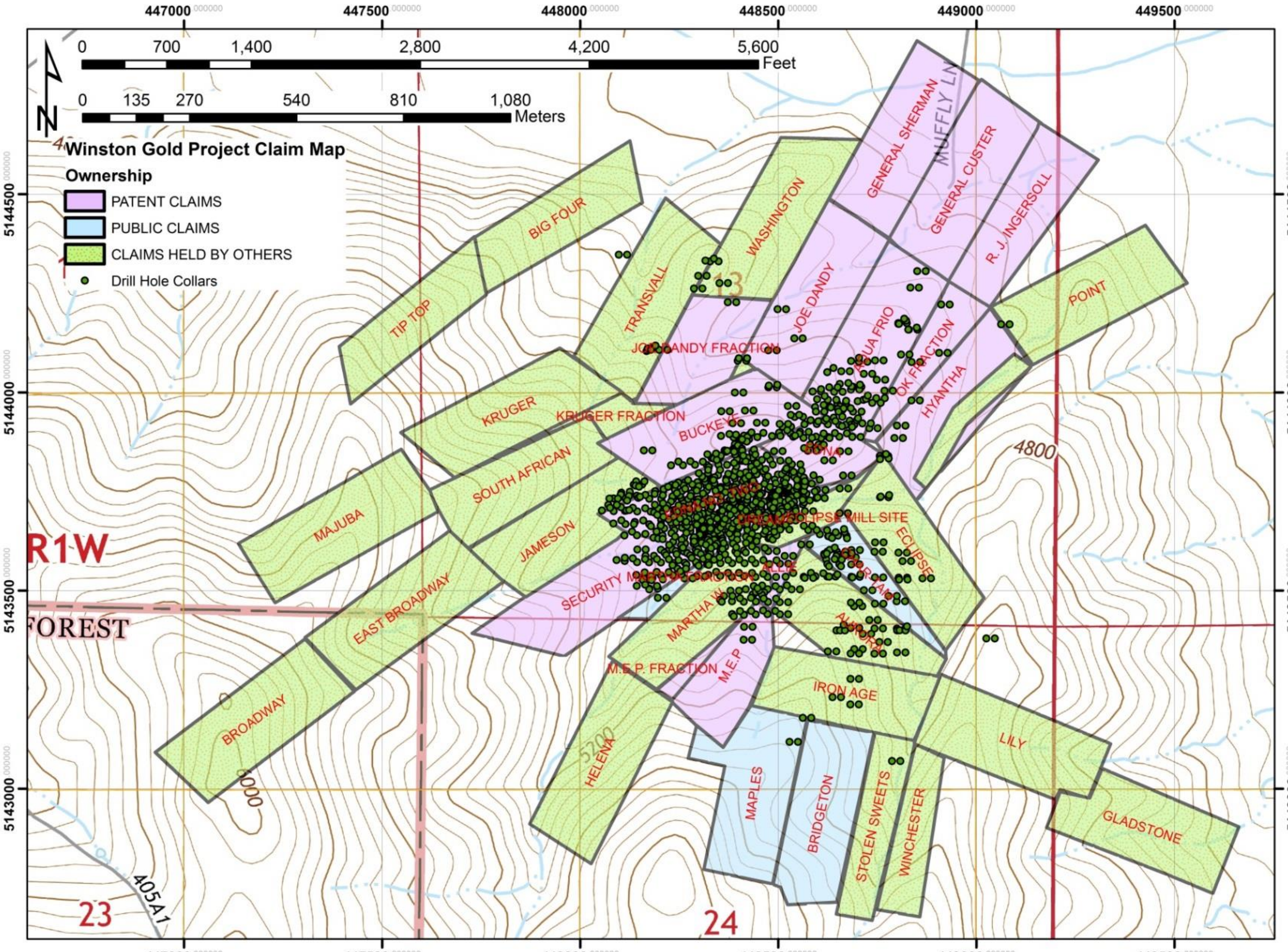


Figure 10.1.1 Map illustrating drill hole collar locations relatively to the mining claims (NAD1983, UTM Zone 12N).

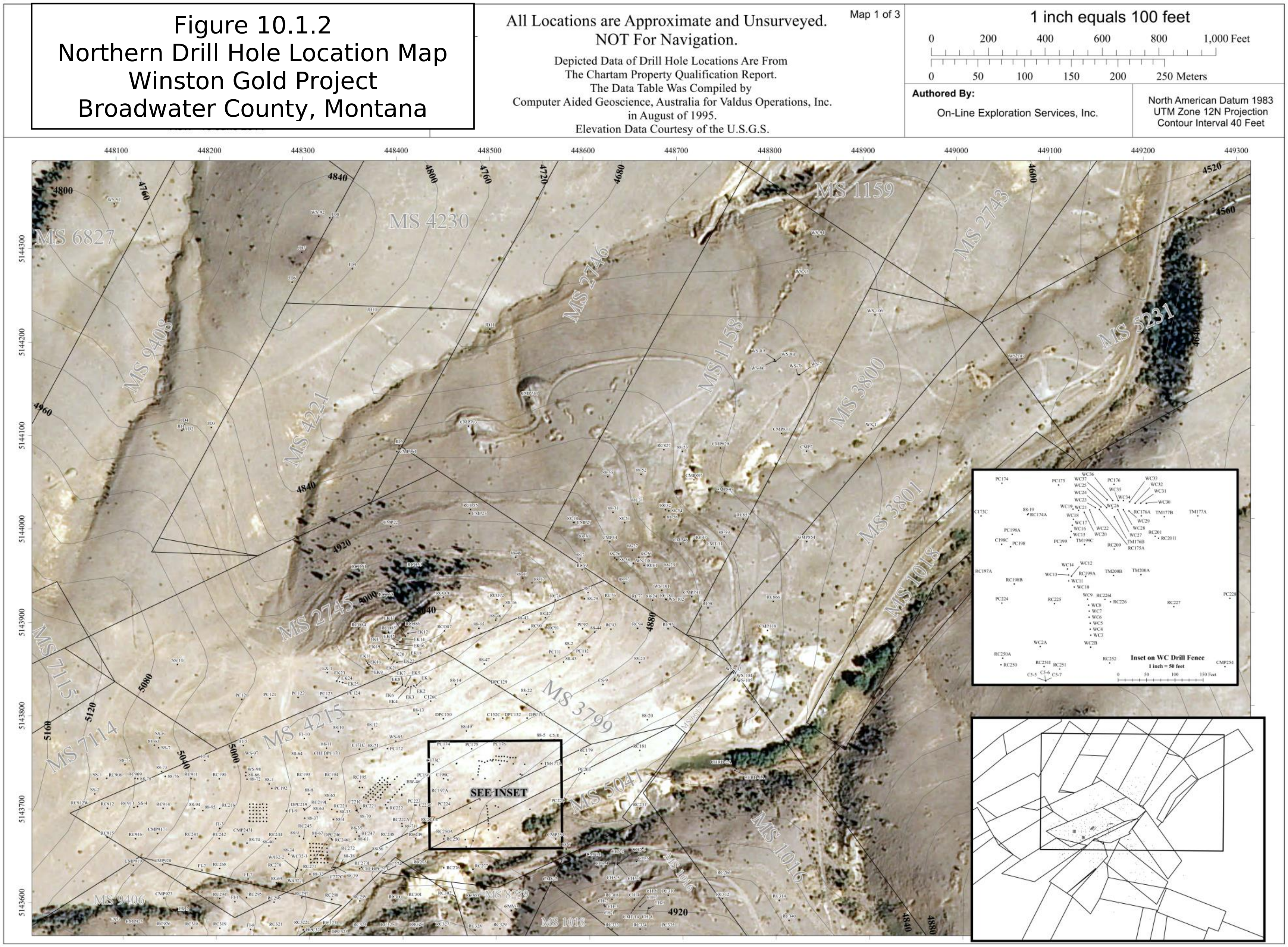


Figure 10.1.2
Northern Drill Hole Location Map
Winston Gold Project
Broadwater County, Montana
All Locations are Approximate and Unsurveyed.
NOT For Navigation.
Depicted Data of Drill Hole Locations Are From
The Chartam Property Qualification Report.
The Data Table Was Compiled by
Computer Aided Geoscience, Australia for Valdus Operations, Inc.
in August of 1995.
Elevation Data Courtesy of the U.S.G.S.
Map 1 of 3
1 inch equals 100 feet
0 200 400 600 800 1,000 Feet
0 50 100 150 200 250 Meters
Authored By:
On-Line Exploration Services, Inc.
North American Datum 1983
UTM Zone 12N Projection
Contour Interval 40 Feet
SEE INSET
Inset on WC Drill Fence
1 inch = 50 feet

Figure 10.1.3
Southern Drill Hole Location Map
Winston Gold Project
Broadwater County, Montana

All Locations are Approximate and Unsurveyed.
NOT For Navigation.

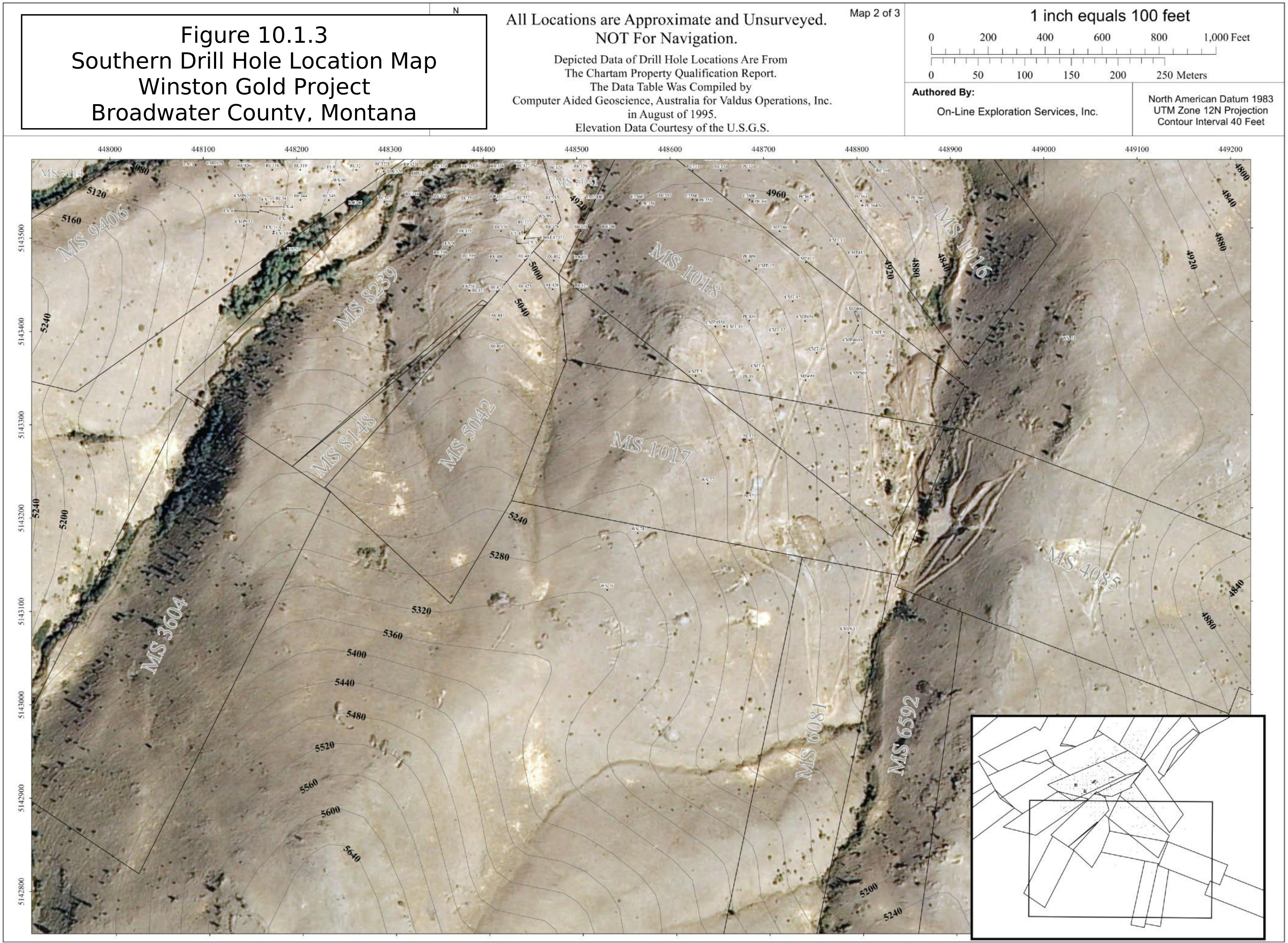
Depicted Data of Drill Hole Locations Are From
The Chartam Property Qualification Report.
The Data Table Was Compiled by
Computer Aided Geoscience, Australia for Valdus Operations, Inc.
in August of 1995.
Elevation Data Courtesy of the U.S.G.S.

Map 2 of 3

1 inch equals 100 feet

Authored By:
On-Line Exploration Services, Inc.

North American Datum 1983
UTM Zone 12N Projection
Contour Interval 40 Feet



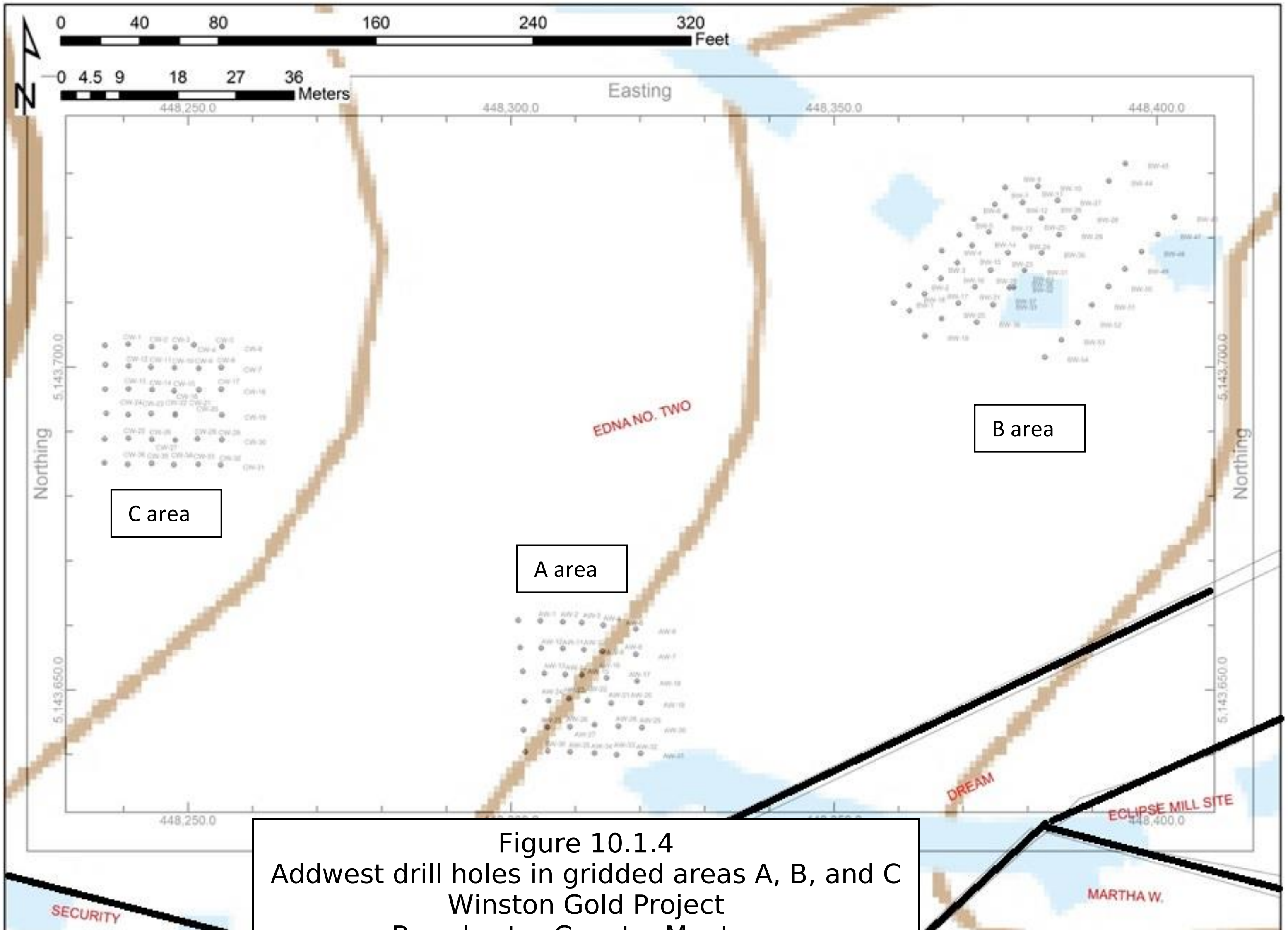


Figure 10.1.4
Addwest drill holes in gridded areas A, B, and C
Winston Gold Project
Broadwater County, Montana
NAD1983, UTM Zone 12N

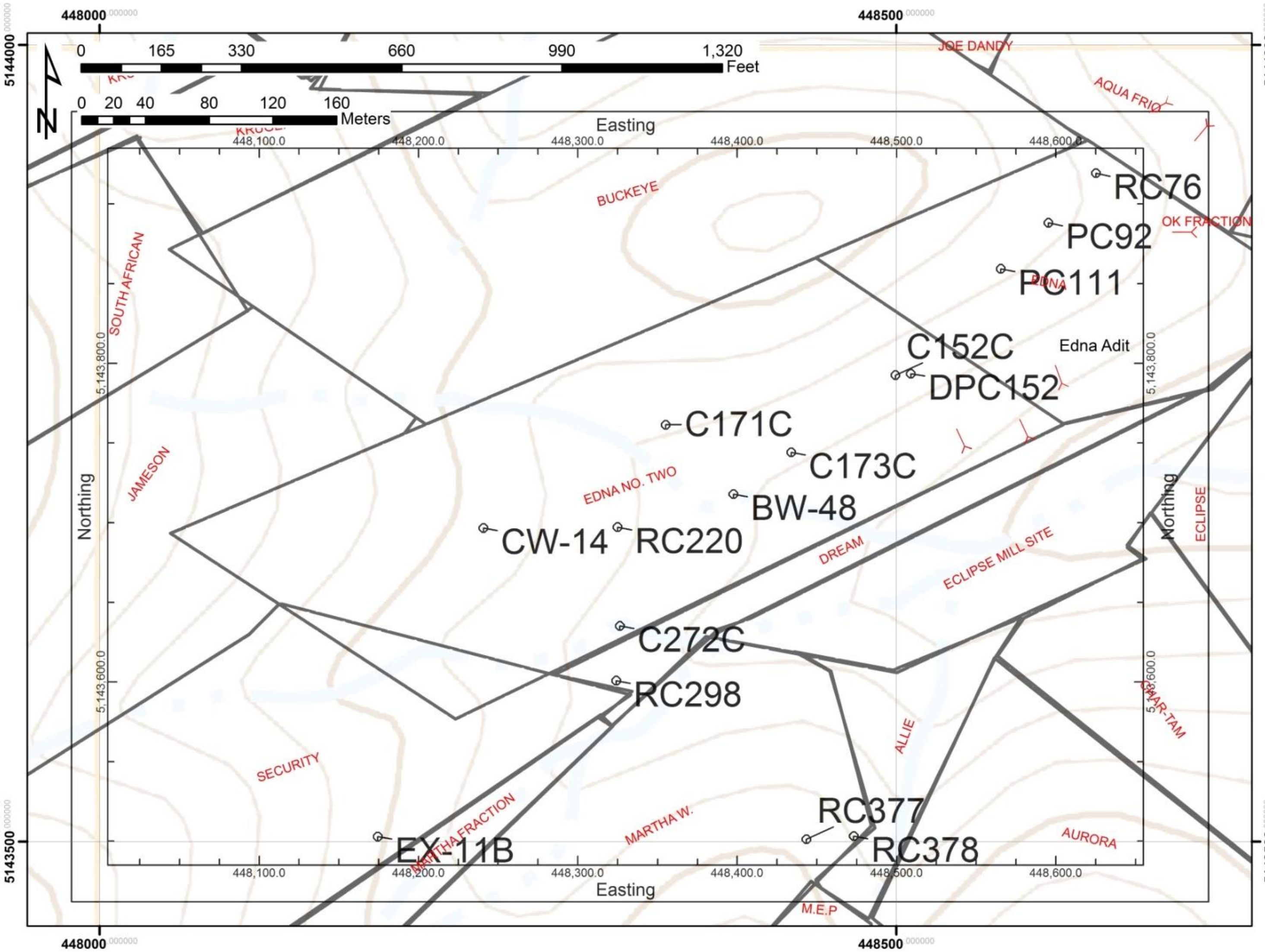


Figure 10.1.5 Map of the locations of historic drill holes along the southern flank of the Edna knob with significant intercepts shown in Table 10.0.2. Recent 2014 drilling by Winston Gold cut the high gold values of historic hole C171C (NAD1983, UTM Zone 12N).

Table 10.0.2 Significant gold assay values and intercepts, Edna knob area, Winston Gold Project.

Historic Drilling											
Hole	**UTM East (m)**	**UTM North (m)**	**Elev. (ft)**	**Az°**	**Dip**	**Depth (ft)**	**From (ft)**	**To (ft)**	**Interval (ft)**	**Gold (opt)**	**Gold (g/t)**
BW-48	448397.6	5143717.9	4899.8	0	-90	85	80	85	5	0.86	29.4
C-152-C	448499.3	5143792.6	4904	0	-90	365	139	151	12	0.19	6.5
C-171-C	448355.0	5143761.4	4940	0	-90	400	213	222	9	0.38	13
C173-C	448433.9	5143744.1	4899	0	-90	365	221	223	2	2.62	89.7
C-272-C	448326.4	5143635.2	4918	0	-90	372	103	118	15	0.25	8.5
C-272-C							286.5	290.3	3.8	0.75	25.6
CW-14	448240.8	5143696.6	4951.6	0	-90	100	15	35	20	1.63	55.8
DPC 152	448508.9	5143793.4	4904	0	-90	365	187.5	197.5	10	0.41	14
EX 11B	448174.4	5143502.9	4992.4	270	60	300	285	290	5	0.61	20.9
PC92	448595.3	5143888.2	4931	0	-90	385	375	385	10	0.89	30.4
PC 111	448565.4	5143859.3	4936	0	-90	395	387.5	392.5	5	0.8	27.4
RC 220	448325.0	5143697.1	4916	0	-90	320	80	100	20	0.41	14
RC 298	448324.1	5143600.8	4895	0	-90	400	195	210	15	0.27	9.2
RC 76	448625.2	5143919.3	4904	0	-90	395	305	325	20	0.37	12.6

2014 Core Drilling by Winston Gold Mining Corp.											
Hole	**UTM East (m)**	**UTM North (m)**	**Elev. (ft)**	**Az°**	**Dip**	**Depth (ft)**	**From (ft)**	**To (ft)**	**Interval (ft)**	**Gold (opt)**	**Gold (g/t)**
W 1401	448608	5143678	4795	100	-45	205	NSI	NSI	NSI	NSI	NSI
W 1402	448331	5143667	4921	90	-45	300	175	178.5	3.5	0.17	5.9
							212	213	1	0.852	29.7
							219.5	221.5	2	0.257	9.0
W 1403	448335	5143684	4917	360	-45	320	112	117.5	5.5	0.163	5.7
							318	320	2	0.79	27.6
W 1404	448353	5143737	4895	360	-60	310	119	119.5	0.5	2.53	88.3
							238	240	2	3.14	109.5
W 1405	448399	5143687	4885	360	-45	300	226.2	227.5	1.3	0.207	7.2
W 1406	448395	5143680	4886	245	-45	325	172	173.9	1.9	0.176	6.1
W 1407	44354	5143730	4880	270	-45	337	71	76	5	0.105	3.7
							83	85.2	2.3	0.305	10.6
W 1408	448354	5143735	4879	20	-55	310	85	89	4	0.336	11.7
							253	255	2	0.486	17.0
W 1409	448353	5143738	4881	340	-55	330	168.2	170	1.8	0.44	15.3
							290	293	2	0.173	6.0
W 1410	448527	5143759	4822	325	-45	350	168	175	7	0.193	6.7
W 1411	448528	5143761	4822	348	-60	310	NSI	NSI	NSI	NSI	NSI
W 1412	448525	5143759	4822	305	-45	196	NSI	NSI	NSI	NSI	NSI
W 1413	448652	5143889	4890	315	-60	269	NSI	NSI	NSI	NSI	NSI

NSI = No significant intercepts

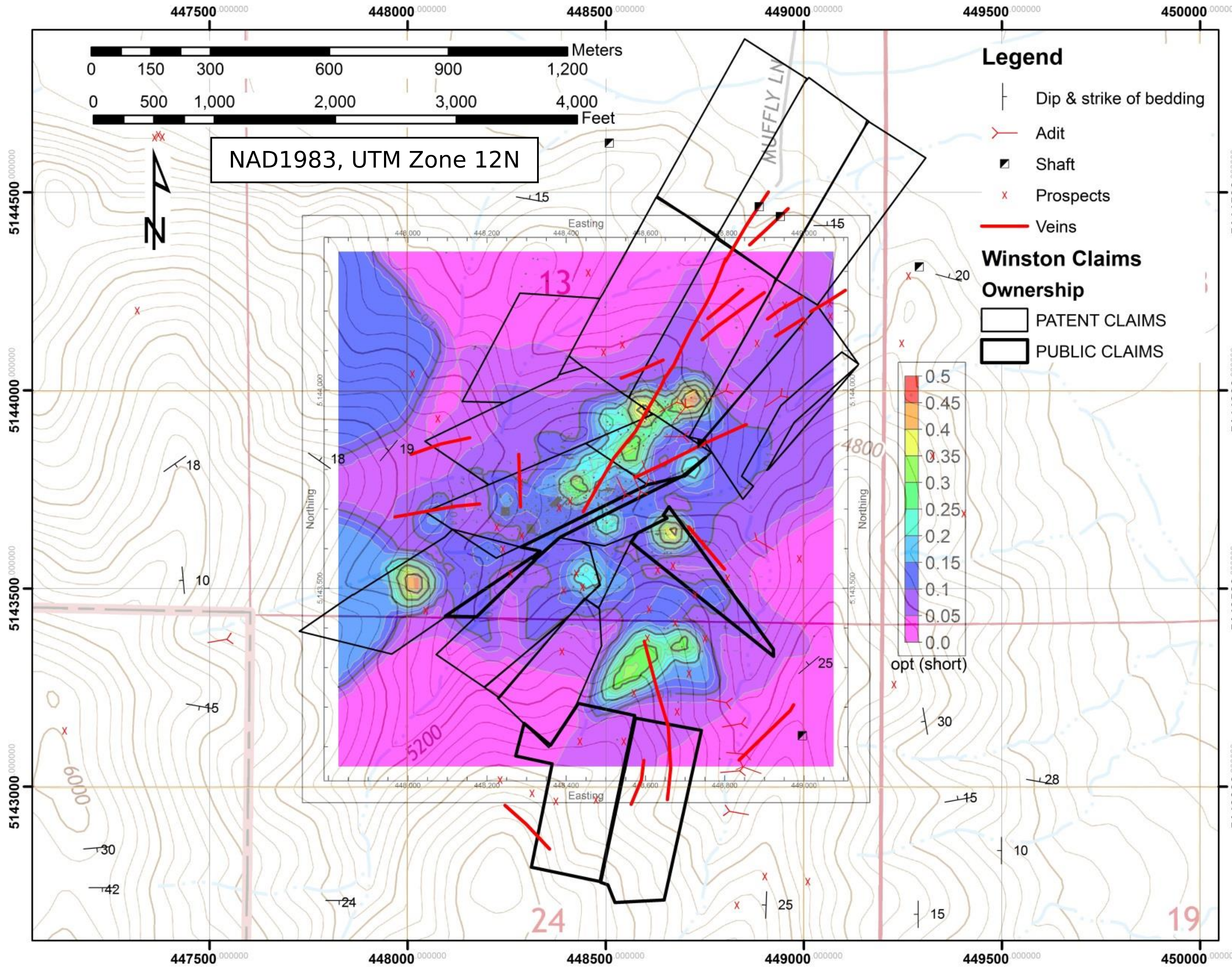


Figure 10.1.6 Trend map of average of highest assays in historic drill holes with gridding to closest nodal point - Note: these maps (Figures 10.1.6 – 10.1.8) are drawn by first calculating a regular grid (nodes) to cover the entire area of drilling prior to contouring and the grid is contoured and NOT drill hole locations.

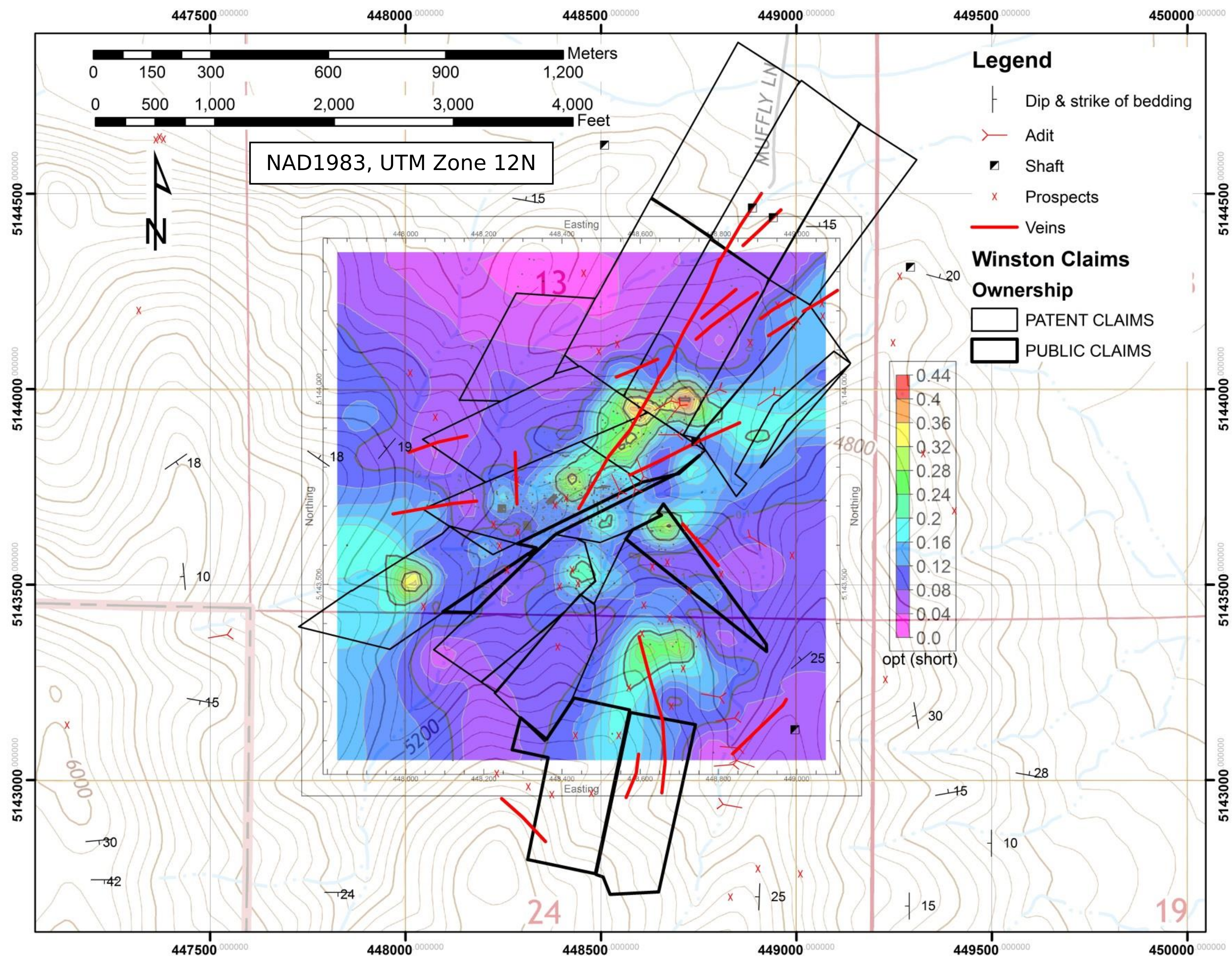


Figure 10.1.7 Trend map of average of highest assays in historic drill holes with gridding by inverse distance.

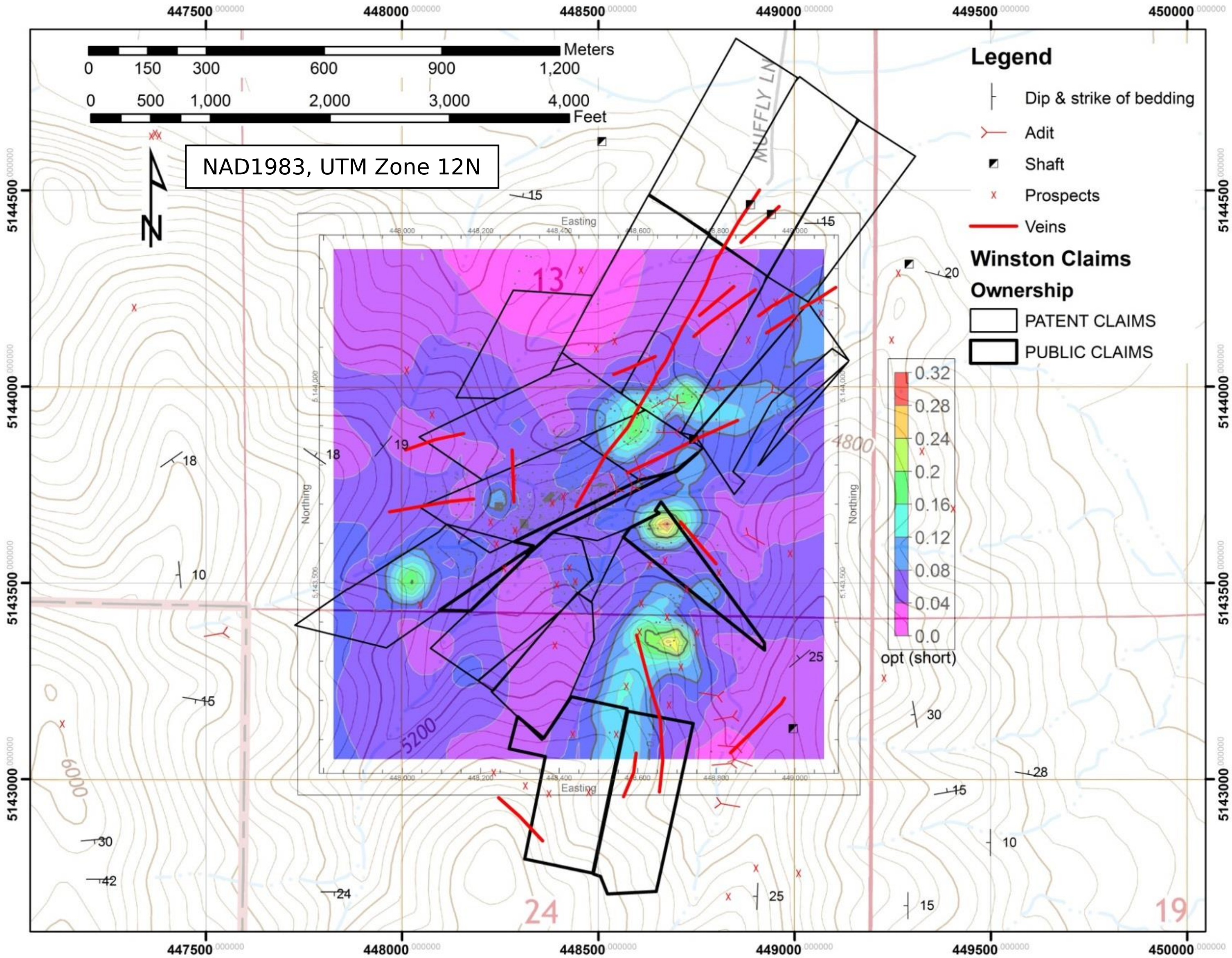


Figure 10.1.8 Trend map illustrating the average of all assays in historic drill holes with gridding by inverse distance.

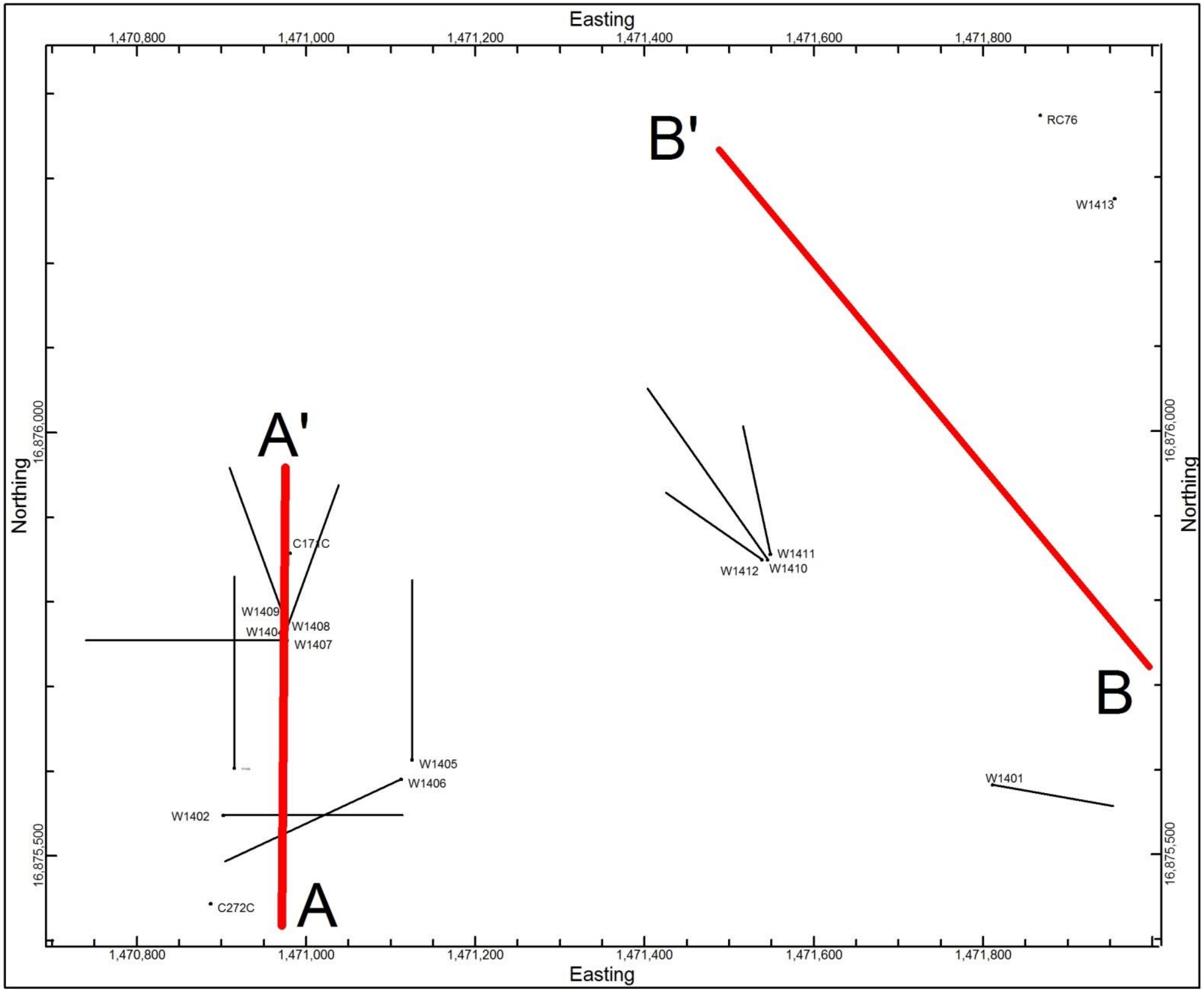


Figure 10.1.9 Locations and traces of 2014 Winston Gold core holes and profile sections A-A' and B-B'.

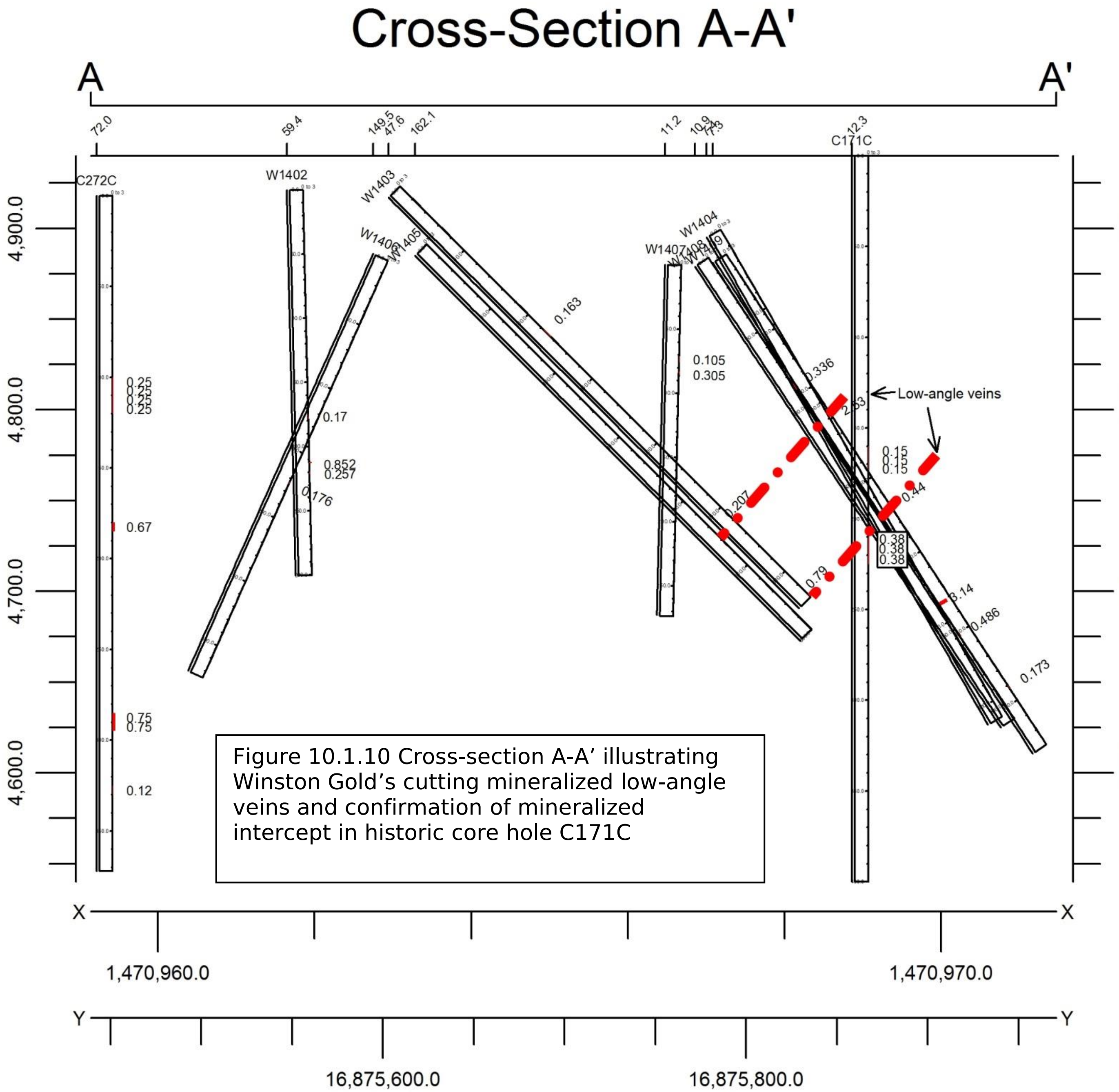


Figure 10.1.10 Cross-section A-A' illustrating Winston Gold's cutting mineralized low-angle veins and confirmation of mineralized intercept in historic core hole C171C

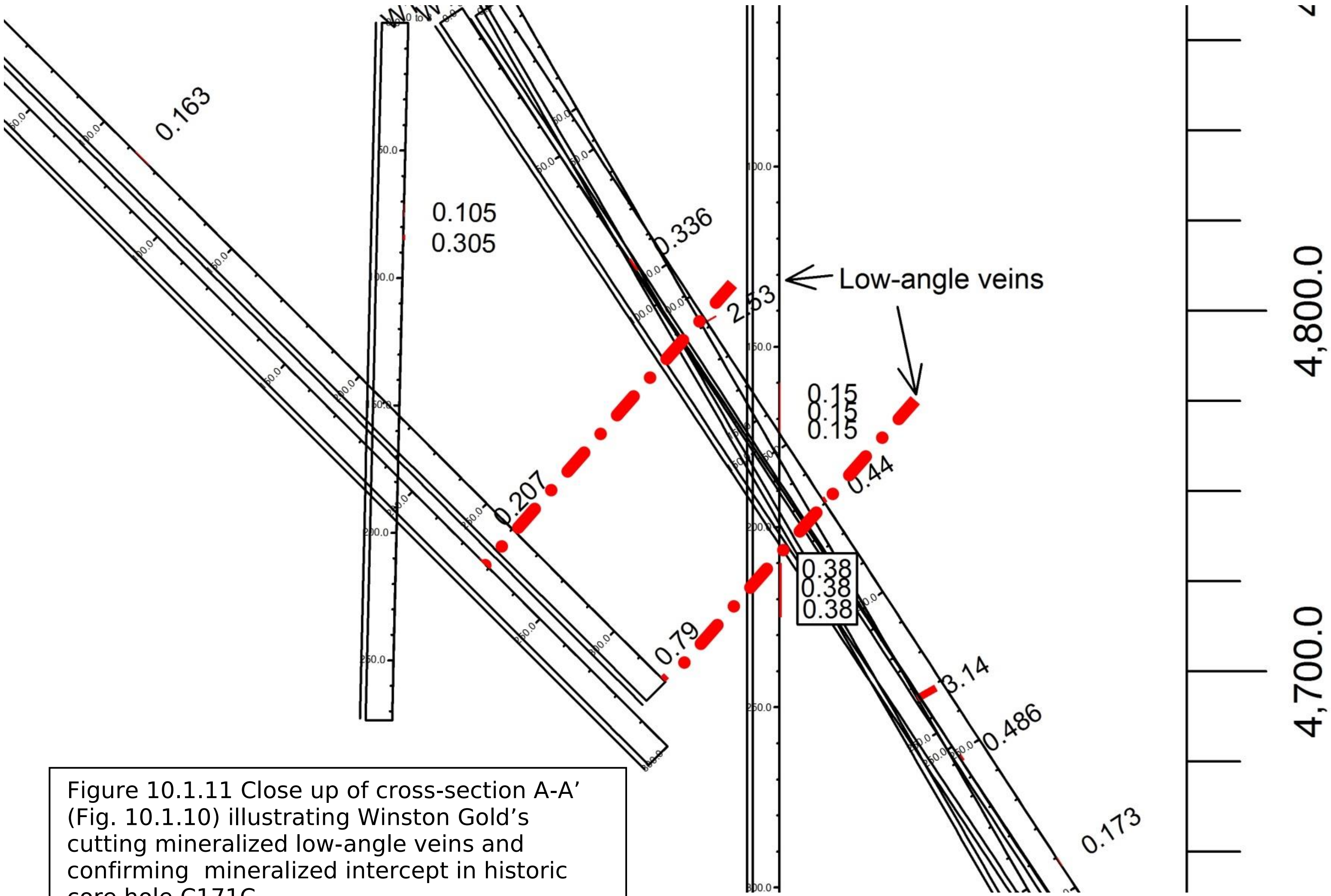


Figure 10.1.11 Close up of cross-section A-A' (Fig. 10.1.10) illustrating Winston Gold's cutting mineralized low-angle veins and confirming mineralized intercept in historic core hole C171C

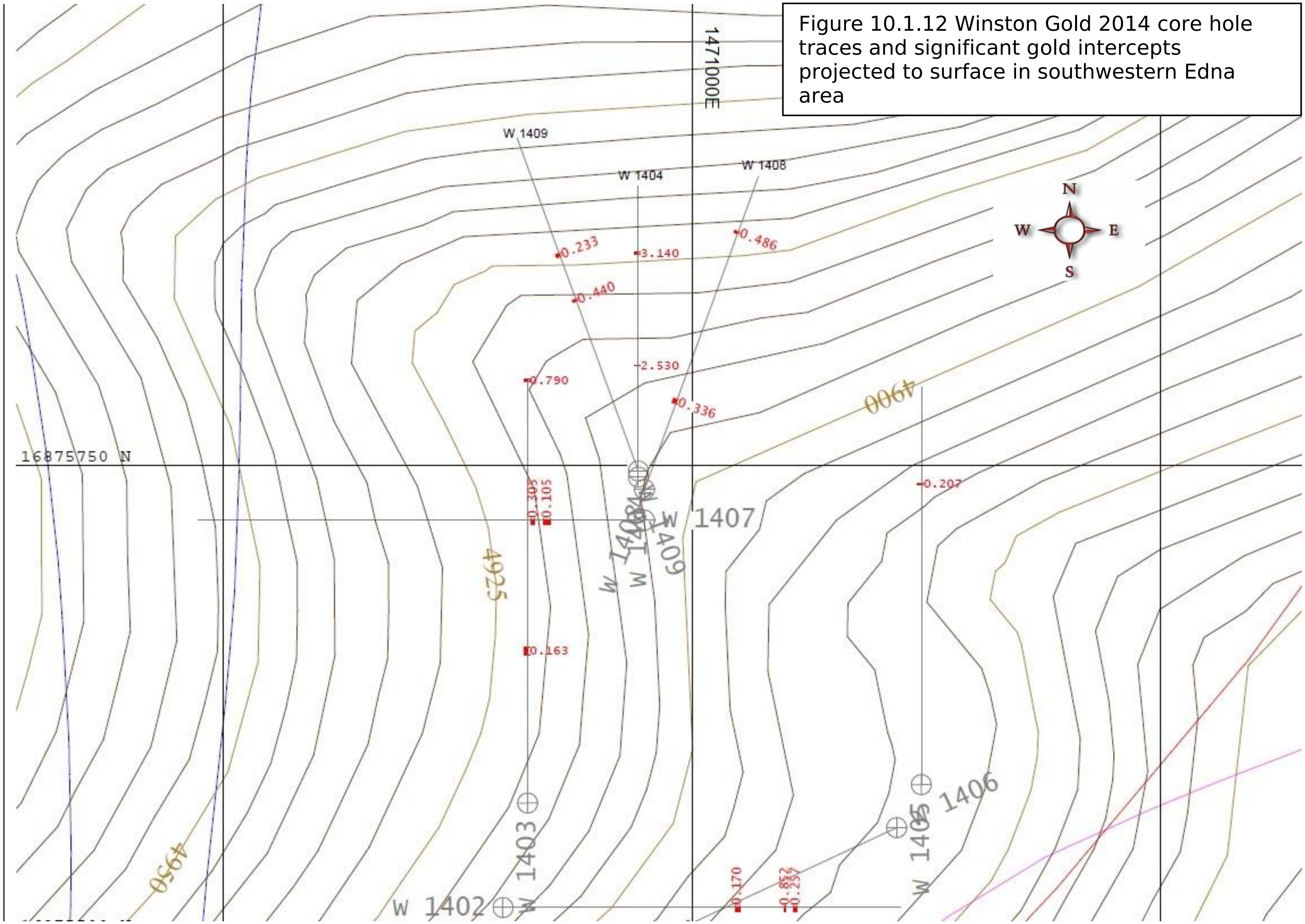


Figure 10.1.12 Winston Gold 2014 core hole traces and significant gold intercepts projected to surface in southwestern Edna area

15.0 ADJACENT PROPERTIES

The qualified person (QP) and author of the current technical report is aware that there is gold mineralization on properties surrounding the current claim block. The gold mineralization is described by Klepper and others, (1971) as similar to the mineralization present at the Winston Gold Project. However, the QP has been unable to verify the information and the information is not necessarily indicative of the mineralization at the Winston Gold Project.

16.0 OTHER RELEVANT DATA AND INFORMATION

No other additional information or explanation is considered necessary to make the technical report understandable and not misleading.

17.0 INTERPRETATION AND CONCLUSION

17.1 General

The Winston Gold Project is central to a historic precious and base metal mining district in which most ore was mined from tightly structurally controlled high-angle fissure veins and lode/replacement zones and little from adjacent stock work veining. A resource of more than 100,000 ounces of gold was recovered from these underground mines in the late 19th to early 20th century from about 150,000 tons of ore (Earle, 1964; Schell, 1963).

Subsequently, in the period of about 1984 through 1996, the Winston Mining District was explored for surface bulk mineable potential by extensive exploration and development drilling. True widths of vein mineralization and the structural orientation of the vein systems were not considered in these programs. Geological continuity of gold mineralization was not considered. Most drill holes were oriented vertically and the drill holes were not logged for lithology or structural information. The drill samples were composited in the field and prior to assay and so the high-grade vein systems were strongly diluted.

The current author and Qualified Person’s opinion is that the Winston Mining

District mineralization has little potential for large scale bulk mineable deposits and high potential for underground mining. Analysis of the drilling data shows a very poor match between even the most recent of the geological resource models and grades determined by close spaced drilling and bulk sampling.

Recent drilling by Winston Gold in 2014 (Porterfield, 2015) confirmed gold mineralization cut in earlier drill holes and discovered at least eight (8) previously unknown mineralized veins. This recent drilling shows that the mineralized zones are both narrower and of higher grade than suggested by the historic composite samples.

The gold mineralization cut in 2014 drilling is hosted by at least two generations of mineralized veins (Figure 17.1.1). The earliest veins trend east-west, and dips are seldom more than 40 degrees. These veins have southerly dips in the west Edna area (Figures 10.1.11, 10.1.12, and 17.1.1). The younger veins, such as the Custer vein, are high angle and cut the earlier veining. These veins trend northeast and generally follow the trend of the Edna intrusive. They are more sulfide-rich than the earlier veins.

17.2 Potential Exploration Targets

17.2.1 Deep Custer vein sulfide-rich gold mineralization

The Custer Mine was developed for 2,400 feet along the Custer vein which averages about 4 feet wide (Klepper and others, 1971). Appendix A includes a cross-section, and two topographic plan maps which locate the cross-section with respect to geology (Porterfield, 2015). The cross-section is a longitudinal profile from the Custer shaft in the northeast to the Edna intrusive in the southwestern Edna claim area. The longitudinal Custer Mine plan is after Earl (1964) who in part compiled the section after Reed (1951). Historic exploration drill holes are projected into this line of section. The profile shows the Custer vein and historic mine workings hosted by the Elkhorn Volcanic on the northeast and by the Edna intrusive on the southwest.

The outcrop patterns and historic workings of the Custer Vein are consistent with a steep southeast dip to the northeast striking vein, but additional drilling will be needed to determine true dip. In order to determine true widths, exploration drill holes should be drilled on the southeast side of the vein with northwest azimuths and relatively low angles of inclination. Unfortunately many of the historic drill holes did not intercept the Custer vein because they were vertical or high angle and were drilled on the northwest side of the vein.

There was very little mining of unoxidized sulfide-rich ore beneath the water table which is about 4,180 feet elevation or 400 foot level of the Custer mine. It is important to note in reviewing the Custer mine section (Appendix A) that the Custer mine stope levels are based on an early adit, and the 0 foot level is actually about 60 feet (18 m) below the top of the Custer shaft.

However a few miles to the south a similar sulfide-rich Winston District vein was mined at the East Pacific Mine for 1,400 vertical feet (426 m). The Custer vein was mined from the 400 level to the surface, a distance of 900 feet.

Based on historic drilling, current intercepts, and historic mine plans such as the East Pacific Mine, the Custer vein may continue for at least another 500 feet below the 400 level in unoxided quartz-sulfide vein (Figure 17.1.1). The deep Custer vein mineralization has the potential for a resource 2,400 feet long, 500 feet in depth and averaging 4 feet wide.

17.2.2 Gold mineralization in generally low-angle veins

There is good potential for shallow gold mineralization on the west side of the Edna intrusive. An area of about 400 by 600 feet (122 by 183 m) has numerous drill intercepts in low angle veins. Old drill intercepts include 3.8 feet (1.1 m) of 0.75, 20 feet (7.2 m) of 0.41, 15 feet (11.8 m) of 0.15, and 15 feet (11.9 m) of 0.27 opt gold. Intercepts from 2014 drilling include 5.7 feet (1.7 m) of 0.163, 1 foot (0.3 m) of 0.85, 2 feet (0.6 m)of 0.25, and 1.9 feet (0.55 m) of 0.17 opt.

17.2.3 Western Edna claim high-angle veins

At least 2 high angle veins have been identified on the western side of the Edna intrusive. Old drill intercepts in this area include 9 feet (2.7 m) of 0.38, 10 (3 m) feet of 0.41, 25 feet (7.6 m) of 0.10, and 12 feet (3.6 m) of 0.19 opt. Six holes were drilled on this target in 2014. Intercepts include 7 feet (2.1 m) of 0.193, 2 feet (0.6 m) of 3.14, 2 feet (0.6 m) of 0.48, 0.5 feet (0.15 m) of 2.53, 4 feet (1.2 m)of 0.33, and 1.8 feet (0.55 m) of 0.44 opt. An intercept of 2 feet (0.6 m) of 0.79 opt in volcanic rocks just west of these intercepts is significant. The width and grade of these veins could increase substantially when they enter the volcanic rocks. This vein trend is 500 feet long and could increase both east and west. There is a very great potential at depth because this target is 700 feet (213 m) above the Custer 600' level.

17.2.4 Deep intrusive and shallow Custer vein trend

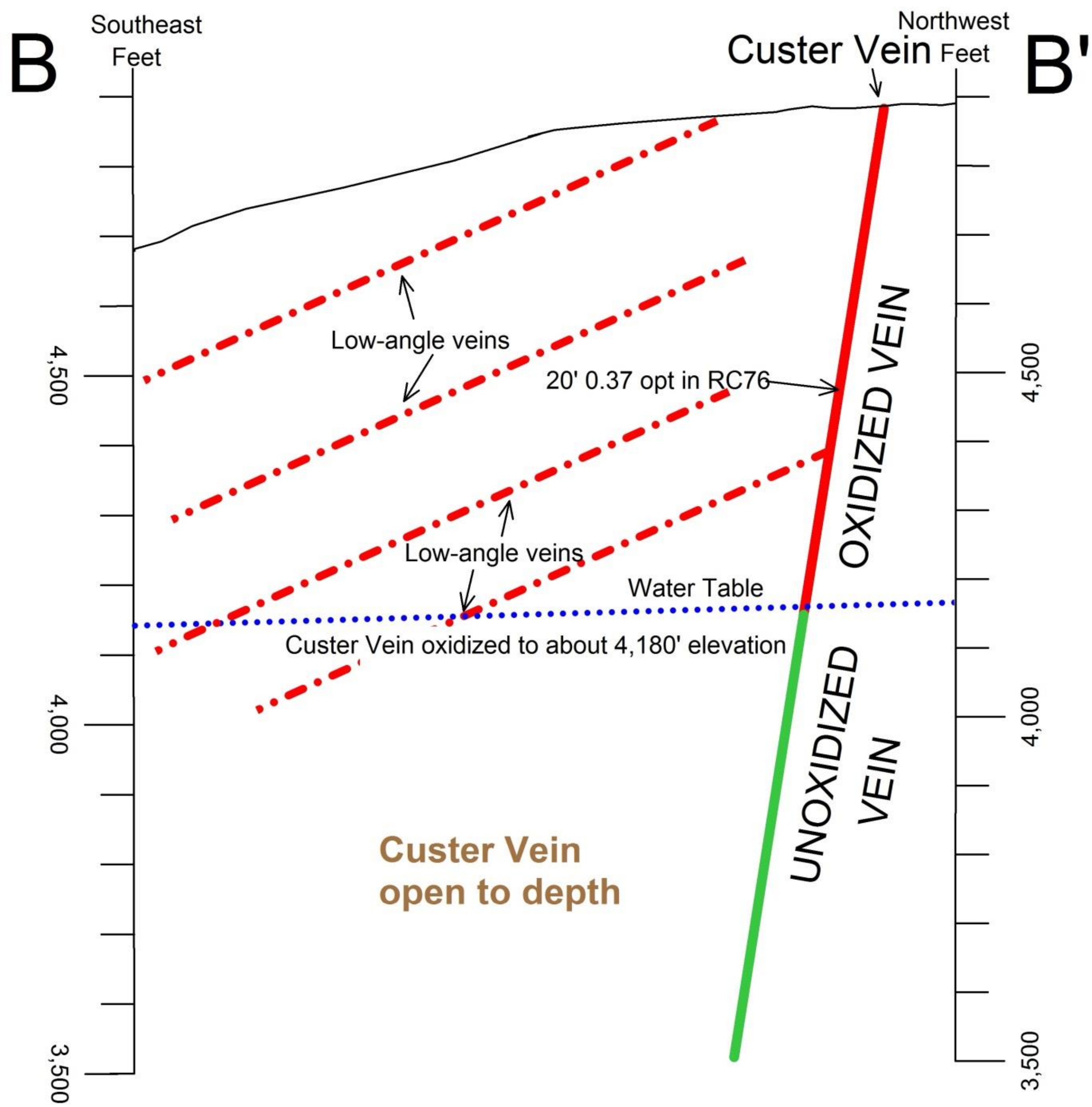
Four old drill holes had intercepts in granitic rocks at 300 feet (91.5 m) below the surface on the trend of the Custer vein. The Custer stopes ended where the vein went into the granite as the structure widened and the grade dropped. However these holes had intercepts of 20 feet (6 m) of 0.37, 10 feet (3 m) of 0.89, 5 feet (1.5 m) of 0.8, and 15 feet (4.5 m) of 0.11 opt mineralization. Possibly the structure narrows in this area and the grade picks up. This target is still 500 feet (152 m) above the Custer 600' level.

18.0 RECOMMENDATIONS

Diamond core and rotary percussion drilling is an effective measure of geological continuity, but studies in other similar districts (Dominey and others, 2000; 2003) have shown that grade distribution can only be reliably determined in high-grade fissure-vein type deposits by bulk sampling, close-spaced sampling, and trial mining. These techniques are recommended for determining grade distribution at the Winston Gold Project.

The QP recommends continuing a program designed to gain better understanding of the controls and tenor of mineralization by core drilling in areas that are also accessible underground. The program should include detailed geologic mapping which is critical to establishing orientation and continuity of vein and vein systems and allow correlation of underground samples to drill-hole assays and logs.

An exploration program in the amount of CAN$149,200 is recommended to sample the recently rehabilitated Edna and Hyantha adits, drill and confirm continuity of mineralization identified by the earlier drilling (Figure 10.1.5; Table 10.0.2), and to cut the Custer vein in deep unoxidized zones beneath the water table. Table 18.0.1 is a generalized budget for the exploration program. The length and orientation of these proposed drill holes would be resolved during exploration to best determine the true widths, tenor, and orientation of mineralization with the ultimate goal of underground bulk sampling and trial mining.



17.1.1 Schematic cross-section in Edna area showing proposed exploration model (See location map, Figure 10.1.9).

18.0.1 Proposed generalized budget for the Winston Gold Project exploration program

Description	**Unit**	**Quantity**	**Unit Cost (CAN$)**	**Amount (rounded)**
Core holes	foot	3,000	$37	$111,000
Assays	sample	200	$31	$6,200
Sampling of Edna & Hyantha adits	-	1	$7,000	$7,000
Drill permitting & related	-	1	$25,000	$25,000
			TOTAL=	CAN$149,200

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20.0 CERTIFICATE OF AUTHOR

I, Richard Crissman Capps, PhD, a Professional Geoscientist of Evans, Georgia, USA, hereby certify that:

1. I am a geologist and president of Capps Geoscience, LLC, with physical address at 457 Columbia Industrial Blvd., Suite 7, Evans, Georgia USA 30809-5603 and receive mail at P.O. Box 2235, Evans, GA 30809-5603 and provide geological consulting services. I am responsible for the preparation of the technical report entitled: **NI43-101 TECHNICAL REPORT ON EXPLORATION AT THE WINSTON DISTRICT GOLD PROJECT, BROADWATER COUNTY, MONTANA, USA** (the "Technical Report") with an effective date of April 24, 2015, relating to the Winston District gold property.
2. I am a graduate of the University of Georgia, Athens, Georgia with a PhD in Economic Geology awarded in August, 1996, an MS in Geology in 1981, and a BS in Geology in 1974 and have practiced my profession continuously since graduating with an MS in Geology in 1981.
3. I was a consulting geologist from 1987 until June 2006, an employee of Gold Reef International Inc. from 2006 until 2008, and am currently a consulting geologist.
4. I was an Associate Professor of Geology at Augusta State University from 1999 until June 2006 and taught geology at Augusta State since 1999. I am a Registered Professional Member of SME and a Registered Professional Geologist in Georgia, USA (License number 000814) and Alabama, USA (Lic.# 1347). I am a member of the Geological Society of Nevada, Society of Economic Geologists, and I am an SME registered member.
5. Since 1978 I have been involved in mineral exploration for precious metals, base metals, and uranium. I have worked extensively on projects in Montana, Nevada, Arizona, and California in the western USA; on exploration projects in North and South Carolina in the eastern USA and international projects including the Nassau Project of Suralco in Suriname and on projects in Mexico.
6. I have read published documents relevant to the Winston District Gold Project.
7. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101. I have read the National Instrument 43-101 and Form 43-101F1 and this report has been prepared in compliance with National Instrument 43-101.
8. As of the effective date of the Technical Report, to the best of my knowledge, information and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.
9. I have had no prior financial involvement with the property that is the subject of the Technical Report.
10. I am independent of Winston Gold applying all of the tests in Section 1.5 of NI 43-101. I hereby grant Winston Gold the use of this Technical Report in support of documents submitted to any applicable stock exchange and other regulatory authority and any publication by Winston Gold including electronic publication.

Richard C. Capps, PhD, SME Registered Geologist
Dated at Evans, Georgia, USA, this 24th day of April 2015.

Appendix A

Plan maps and section of the Custer Mine and southwestern Edna claim areas
(Porterfield, 2015)


A
A'
A"
Custer Shaft
Hyantha Adit
Hyantha Shaft
Hyantha Adit
Proposed Adit
Elkhorn Volcanic Rocks
Granitic intrusive
Granitic intrusive
Intercepts in New Holes
2' - 0.48 W1408
2' - 3.14 W1404
4' - 0.33 W1408
1.8' - 0.44 W1409
W-1403
2' - 0.79
Old Holes
9' - 0.38 C171C
20' - 0.41 RC220
15' - 0.15 C272C
15' - 0.27 RC298
Old Holes
5' - 0.66
20' - 0.12
15' - 0.25
5' - 0.41
10' - 0.17
16878000 N
16877500 N
16877000 N
16876500 N
16876000 N
16875500 N
16875000 N
1470000 E
1470500 E
1471000 E
1471500 E
1472000 E
1472500 E
1473000 E
1473500 E
1474000 E
MINE DEVELOPMENT ASSOCIATES
Winston Project
Plan Map with Edna Workings
A-A'-A" Section
Plotted:
Jan 06, 2015
1" = 100'
DRAWN
REVISED
CHECKED
SURPAC - Mine Development Associates

Hyantha Adit
Elkhorn Volcanic Rocks
Hyantha Adit
Granitic intrusive
Edna adit
W 1409
W 1404
W 1408
W 1407
W 1406
W 1405
W 1403
W 1402
W 1401
W 1410
W 1411
16876750 N
16876500 N
16876250 N
16876000 N
16875750 N
16875500 N
16875250 N
1470750 E
1471000 E
1471250 E
1471500 E
1471750 E
1472000 E
1472250 E
1472500 E
1472750 E
SURPAC - Mine Development Associates
MINE DEVELOPMENT ASSOCIATES
Winston Project
Plan Map
New Drillholes and Intercepts
Plotted:
Dec 24, 2014
0 30 60 90 120 150
1" = 50'
DRAWN ATB
REVISED
CHECKED

6200Z
6000Z
5800Z
5600Z
5400Z
5200Z
5000Z
4800Z
4600Z
4400Z
4200Z
4000Z
3800Z
3600Z
3400Z
3200Z
3000Z
A
A'
A''
Granitic Intrusive
Elkhorn Volcanic Rocks
Custer Shaft
100 level
200 level
300 level
400 level
600 level
SURPAC - Mine Development Associates
MINE DEVELOPMENT ASSOCIATES
Winston Project
Section A-A'-A"
Historic Custer Workings
Plotted:
Jan 07, 2015
0 60 120 180 240 300
1" = 100'
DRAWN ATB
REVISED
CHECKED