

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Winston Gold Mining Corp. (“**Winston Gold**” or the “**Company**”)
Suite 201-919 Notre Dame Avenue
Winnipeg, Manitoba, R3E 0M8
Canada

Item 2 Date of Material Change

May 18, 2016

Item 3 News Release

The Company disseminated a news release on May 24, 2016 and subsequently filed a copy on www.sedar.com.

Item 4 Summary of Material Change

The Company entered into amendment agreement to the mining lease agreement dated July 15, 2014 between Winston Gold and Winston Realty LLC (the “**Lessor**”), which was subsequently assigned to Winston Gold’s wholly owned subsidiary Winston Gold Mining USA Corporation.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

In consideration of US\$40,000 and an advanced royalty payment of US\$5,000 monthly, payable to the Lessor, the term of the Lease has been extended until July 15, 2034. Winston Gold has also acquired five additional claims in the region to form part of the Property, in consideration of the payment of 1,500,000 common shares in the capital of the Company to the Lessor. Additionally, Winston Gold acquired an option to purchase all subsurface rights made the subject of the Lease as well as 100 acres of land held by the Lessor for a purchase price of US\$2,000,000, exclusive of applicable sales and transfer taxes or other registration fees and charges. The Lessor has retained a right to buy back all rights and terminate the Lease for US\$1 in the circumstance where there is a cessation of all mining, mineral exploration, and mineral processing activities for a consecutive period of five years.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Murray Nye
Chief Executive Officer

Item 9 Date of Report

May 26, 2016