

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common Shares (the "Common Shares")

Winston Gold Mining Corp.
Suite 201 – 919 Notre Dame Avenue
Winnipeg, Manitoba Canada
R3E 0M8

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2- Identity of the Acquiror

2.1 State the name and address of the acquirer.

Winston Realty L.L.C.
522 Jetway Drive
Belgrade, Montana U.S.A. 59714

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

As part consideration pursuant to an amended mining lease agreement entered into on May 18, 2016 among Winston Realty LLC, Winston Gold Mining Corp. ("the Issuer"), and the Issuer's wholly owned subsidiary, Winston Gold Mining USA Corporation, over mineral claims constituting the Winston District Gold Project in Broadwater County, Montana USA, the Issuer issued a total of 1,500,000 common shares in its share capital to the acquirer at a deemed price of \$0.10 per Share.

Prior to the issuance of the 1,500,000 common shares, and prior to the Issuer becoming a reporting issuer, Winston Realty was issued 2,000,000 common shares under the original lease agreement dated July 15, 2014 representing approximately 7.5% of the Issuer's issued and outstanding common shares. Subsequent to the issuance of 1,500,000 common shares by the Issuer, Winston Realty beneficially owns or controls a total of 3,500,000 common

shares of the Issuer, representing approximately 12.5% of the Issuer's issued and outstanding common shares.

2.3 State the names of any joint actors.

Not applicable.

Item 3 Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

Winston Realty acquired ownership of 1,500,000 Common Shares. Prior to the issuance of the 1,500,000 common shares, and prior to the Issuer becoming a reporting issuer, Winston Realty was issued 2,000,000 common shares under the original lease agreement dated July 15, 2014. Subsequent to the issuance of 1,500,000 common shares by the Issuer to Winston Realty under the amended agreement dated May 18, 2016, Winston Realty beneficially owns or controls a total of 3,500,000 common shares of the Issuer, representing approximately 12.5 % of the Issuer's issued and outstanding common shares.

3.2 State whether the acquirer acquired or disposed ownership of, or acquired or created to have control over, the securities that triggered the requirement to file the report.

Winston Realty acquired ownership of 1,500,000 Common Shares.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See section 2.2 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which:

(a) the acquirer, either alone or together with any joint actors, has ownership and control,

Not applicable.

(b) the acquirer, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquirer or any joint actor, and

Not applicable.

(c) the acquirer, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Winston Realty acquired the Common Shares from the Issuer at a deemed price of \$0.10 per share, for a deemed aggregate price of Cdn.\$150,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Acquiror acquired the Common Shares of the Issuer as part consideration of an amended mining lease agreement entered into on May 18, 2016 among Winston Realty LLC, Winston Gold Mining Corp. ("the Issuer") , and the Issuer's wholly owned subsidiary, Winston Gold Mining USA Corporation, over mineral claims constituting the Winston District Gold Project in Broadwater County, Montana USA. Depending upon the circumstances, the Acquiror may, from time to time, acquire additional securities or related financial instruments of the Issuer or dispose of all or a portion of the securities or related financial instruments of the Issuer.

Other than as noted herein, the Acquiror does not have any plans or future intentions relating to any of the above.

Item 6 Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer.

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 Certification

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 1st day of June, 2016.

WINSTON REALTY L.L.C.
Per: (Signed) "*Darko Smilovic* "

Name: Darko Smilovic
Title: Principal