

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

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

2. Date of Material Change:

July 15, 2016

3. News Release:

The news release with respect to the material change was disseminated through The Newswire on July 15, 2016 and filed on the SEDAR website at www.sedar.com.

4. Summary of Material Change:

Winston Gold Mining Corp. announced non-brokered private placement.

5. Full Description of Material Change:

Winston Gold Mining Corp. announces that it will hold a non-brokered private placement of up to 1,000,000 units (the “**Financing Units**”), consisting of one common share and one common share purchase warrant, at a price of \$0.10 per Financing Unit to raise gross proceeds of up to \$100,000 (the “**Financing**”). Each whole warrant will have a purchase price of \$0.20 per common share for a period of twenty four months.

The Company may pay finder's fees in accordance with the policies of the Canadian Securities Exchange.

Proceeds from the Financing will be used for general working capital

5.2 Disclosure of Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

Murray Nye
Suite 201-919 Notre Dame Avenue
Winnipeg, Manitoba, R3E 0M8
Telephone: (204) 989-2434

9. Date of Report:

July 18, 2016