

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

The news release related to the material change is August 3, 2016.

Item 3. News Release

The news release dated August 3, 2016 was disseminated through The Newswire on August 3, 2016 and was SEDAR filed on August 3, 2016.

Item 4. Summary of Material Change

Winston Gold Mining Corp. (the “Company”) announces the closing of its non-brokered private placement.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On August 3, 2016, the Company announced that further to its July 15, 2016 news release, the Company closed its non-brokered private placement of Units of the Company at \$0.10 per unit. The closing consisted of 1,000,000 Units for aggregate gross proceeds of \$100,000. Each Unit consisted of one Class A common share in the capital of the Company (the “Shares”) plus one Class A common share purchase warrant. Each warrant will entitle the holder to purchase one additional Share at a price of \$0.20 on or before August 3, 2018.

The Company has paid cash commission in the amount of \$3,200, being 8% of the aggregate proceeds from the sale of Units to purchasers introduced by the finders. The Company has also issued non-transferable warrants (the “Finder’s Warrants”) to acquire a total of 40,000 Shares, being 10% of the number of Units sold under the Offering to purchasers introduced by the finders. Each Finder’s Warrant entitles the holder to purchase one Share at a price of \$0.20 per Share on or before August 3, 2018.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on December 4, 2016.

The net proceeds received from the Offering will be used by the Company for general working capital.

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

None.

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material changes and this Material Change Report and may be contacted:

Murray Nye, Chief Executive Officer

Telephone: 204 989-2434

Item 9. Date of Report

August 4, 2016.