

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

Winston Gold Mining Corp. (“**Winston**” or the “**Corporation**”)  
Suite 201 – 919 Notre Dame Avenue  
Winnipeg, Manitoba  
R4E 0M8

**Item 2 Date of Material Change**

September 7, 2016.

**Item 3 News Release**

A News Release dated September 7, 2016 was disseminated via Newswire.com and filed on SEDAR.

**Item 4 Summary of Material Change**

On September 7, 2016, the Corporation announced that it has entered into a share exchange agreement with shareholders of Goldridge Holdings Limited, a private company incorporated in the Province of British Columbia (“**Goldridge**”), pursuant to which the Corporation will acquire 100% of the issued and outstanding common shares of Goldridge which would constitute a “major acquisition” for Winston under the policies of the Canadian Securities Exchange.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Corporation announced on September 7, 2016 as follows:

The Corporation has entered into a share exchange agreement with the shareholders of Goldridge Holdings Limited, a private company incorporated in the Province of British Columbia (“**Goldridge**”), pursuant to which the Corporation will acquire 100% of the issued and outstanding common shares of Goldridge (the “**Transaction**”) which would constitute a “major acquisition” for Winston Gold under the policies of the Canadian Securities Exchange (the “**CSE**”).

In consideration for the Transaction, and on closing thereof, the Corporation will pay in cash US\$175,000 and shall issue an aggregate of 27,500,000 common shares in the capital of Winston Gold (the “**Payment Shares**”) pro rata to the Goldridge shareholders at a deemed price of \$0.15 per Payment Share.

In connection with the Transaction, Winston Gold intends to complete an offering (the “**Offering**”) by way of a non-brokered private placement of not less than 10,000,000 common shares at a price of \$0.15 per share for gross proceeds of not less than \$1,500,000. The Corporation intends to pay finder’s fees in cash, securities or a combination of both, up to the maximum permitted by the policies of the CSE.

The Corporation is offering an 8% cash finder’s fee to registered dealers for services rendered in introducing certain subscribers to the offering. In addition to the finder’s fee, brokers warrants equivalent to 10 % of the number of Units subscribed for in this non-brokered placement may be paid to registered dealers for services rendered in introducing certain subscribers to the offering. Each broker warrant can be exercised to purchase one common share upon payment \$0.15 for a period of 24 months following the date of issuance.

All securities issued in connection with the Offering will be subject to a four month hold period in accordance with applicable securities legislation. The Corporation intends to use the net proceeds of the Offering to fund the costs of the Transaction and to fund the general working capital expenses of the resulting issuer.

The completion of the Transaction is subject to a number of conditions, including but not limited to, completion of satisfactory due diligence by both Winston Gold and Goldridge, approval of the Transaction by the respective boards of directors, completion of the Offering and regulatory approvals. There can be no assurance that the Transaction will be completed as proposed or at all.

**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  
Telephone: 204-989-2434

**Item 9 Date of Report**

September 16, 2016.