Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE									
X New report Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-DD)									
ITEM 2 - PARTY CERTIFYING THE REPORT									
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. Investment fund issuer X Issuer (other than an investment fund) Underwriter									
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS									
Provide the following information about the issuer, or if the issuer is an	investment fund, about the fund.								
Full legal name WINSTON GOLD MININ	G CORP.								
Previous full legal name									
If the issuer's name changed in the last 12 months, provide m	ost recent previous legal name.								
Website	(if applicable)								
If the issuer has a legal entity identifier, provide below. Refer to Part B of	the Instructions for the definition of "legal entity identifier".								
Legal entity identifier									
ITEM 4 – UNDERWRITER INFORMATION									
	local name and firm National Designation Description (NDD) number								
If an underwriter is completing the report, provide the underwriter's full Full legal name	egat name ana ןנדוו National Registration Database (וארט) number.								
Firm NRD number (if applicable)									
If the underwriter does not have a firm NRD number, provide the head of	ffice contact information of the underwriter.								
Street address									
Municipality	Province/State Province/State								
Country	Postal code/Zip code								
Telephone number	Website (if applicable)								

Item 5 – Issuer Information							
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.							
a) Primary industry							
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool .							
NAICS industry code 2 1 2 2 0							
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. X Exploration Development Production							
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies							
b) Number of employees							
Number of employees: \boxed{X} 0 – 49 $$ 50 – 99 $$ 100 – 499 $$ 500 or more							
c) SEDAR profile number							
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 3 7 5 8 9 If the issuer does not have a SEDAR profile complete Item 5(d) – (h).							
d) Head office address							
Street address Province/State							
Municipality Postal code/Zip code							
Country Telephone number							
e) Date of formation and financial year-end							
Date of formation Financial year-end MM DD MM DD							
f) Reporting issuer status							
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes							
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.							
AII AB BC MB NB NL NT							
NS NU ON PE QC SK YT							
g) Public listing status							
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number							
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. Exchange names							
h) Size of issuer's assets							
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the							
size of the issuer's assets at the distribution end date. \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M							
\$100M to under \$500M \$500M to under \$1B \$1B or over							

ITEM 6 – INVESTMENT FUND ISSUER INFORMATION						
If the issuer is an investment fund, provide the following information.						
a) Investment fund manager information						
Full legal name						
Firm NRD Number (if applicable)						
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street Address						
Municipality Province/State						
Country Postal code/Zip code						
Telephone number Website (if applicable)						
b) Type of investment fund						
Type of investment fund that most accurately identifies the issuer (select only one). Monoy market Fixed income						
Money market Equity Fixed income Alternative etratories Other (describe)						
Balanced Alternative strategies Other (describe)						
Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers						
Is a UCITs Fund ¹						
¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow						
collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
c) Date of formation and financial year-end of the investment fund						
Date of formation Financial year-end MM DD MM DD						
d) Reporting issuer status of the investment fund						
Is the investment fund a reporting issuer in any jurisdiction of Canada? No						
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.						
All AB BC MB NB NL NT						
NS NU ON PE QC SK YT						
e) Public listing status of the investment fund						
If the investment fund has a CUSIP number, provide below (first 6 digits only).						
CUSIP number						
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchange names						
f) Net asset value (NAV) of the investment fund						
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M						
\$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:						
TYYY MM DD						

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

Select the currency or currencies in	which the distribution	n was made. All dolla	r amounts provided in	the report must be in Canadian dollars.
x Canadian dollar	US dollar	Euro	Other (describe)	

b) Distribution date(s)

a) Currency

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date	2016	09	23	End date	2016	09	23
	YYYY	MM	DD		YYYY	MM	DD

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadiai	1 \$	ı
Security code		,	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount	
С	М	S		Class A common share private placement at \$0.15 per Share	16,999,932	\$0.15	\$0.15	\$2,549,989.95	

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Se	ecurity of	code		nderlyi	•		se price dian \$)	Expiry date	Conversion	Describe other terms (if applicable)
	, , , , , , ,		sec	security code		Lowest	Highest	(YYYY-MM-DD)	ratio	, , , ,

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
BC	NI 45-106 2.3 [Accredited investor	107	\$1,269,949.95
BC	NI 45-106, 2.5 [Family, friends and business associates]	2	\$11,250.00
AB	NI 45-106 2.3 [Accredited investor	10	\$158,700.00
SK	NI 45-106 2.3 [Accredited investor	2	\$21,750.00
MB	NI 45-106 2.3 [Accredited investor	1	\$22,770.00
ON	NI 45-106 2.3 [Accredited investor]	10	\$257,570.00
USA	NI 45-106 2.3 [Accredited investor]	21	\$150,300.00
Mexico	NI 45-106 2.3 [Accredited investor]	4	\$46,650.00
Australia	NI 45-106 2.3 [Accredited investor]	2	\$9,000.00
New Zealand	NI 45-106 2.3 [Accredited investor]	4	\$24,000.00

United Kingdom	NI 45-106 2.3 [Accredited investor]	1	\$4,500.00
Ireland	NI 45-106 2.3 [Accredited investor]	3	\$17,100.00
Switzerland	NI 45-106 2.3 [Accredited investor]	6	\$243,750.00
Germany	NI 45-106 2.3 [Accredited investor]	2	\$50,250.00
Luxembourg	NI 45-106 2.3 [Accredited investor]	2	\$179,250.00
The Netherlands	NI 45-106 2.3 [Accredited investor]	1	\$7,500.00
Liechtenstein	NI 45-106 2.3 [Accredited investor]	1	\$15,000.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	2	\$9,000.00
Barbados	NI 45-106 2.3 [Accredited investor]	1	\$30,000.00
Bermuda	NI 45-106 2.3 [Accredited investor]	1	\$22,500.00
Israel	NI 45-106 2.3 [Accredited investor]	1	\$9,000.00
Jordan	NI 45-106 2.3 [Accredited investor]	3	\$5,700.00
Singapore	NI 45-106 2.3 [Accredited investor]	1	\$4,500.00
	Total dollar amount of sec	urities distributed	\$2,569,989.95
	Total number of unique purchasers ²	188	

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 - COMPENSATION INFORMATION								
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.								
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No X Yes If yes, indicate number of persons compensated.								
a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant. No X Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Family name First given name Secondary given names								
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual Canaccord Genuity Corp.								
Firm NRD number 9 0 0 0 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.								
x No Yes								
b) Business contact information								
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.	_							
Street address								
Municipality Province/State								
Country Postal code/Zip code	1							
Email address Telephone number	Ī							
c) Relationship to issuer or investment fund manager								
of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above	Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager							
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amou	ınts							
in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$8,004.00								
Value of all securities distributed O Security code 1 Security code 2 Security code 2 Security code 3								
as compensation]							
Describe terms of warrants, options or other rights 66,700 non transferable broker finder warrants at an exercise price of \$0.15 per warrant share expiring September 23, 2018								
Other compensation ⁵ Describe								
Total compensation paid \$8,004.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issues Indicate the securities of the issues Indicate the In	uer. vr.							

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Indicate whether any compensation was paid, or will be paid, in connection with the distribution.						
No X Yes If yes, indicate number of persons compensated.						
a) Name of person compensated and registration status						
Indicate whether the person compensated is a registrant. No X Yes						
If the person compensated is an individual, provide the name of the individual.						
Full legal name of individual						
Family name First given name Secondary given names If the person compensated is not an individual, provide the following information.						
Full legal name of non-individual Mackie Research Capital Corporation						
Firm NRD number 3 0 7 0 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.						
x No Yes						
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.						
Street address						
Municipality Province/State						
Country Postal code/Zip code						
Email address Telephone number						
c) Relationship to issuer or investment fund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager						
x None of the above						
d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$55,957.60						
Value of all securities distributed as compensation ⁴ 0 Security code 1 Security code 1 W N T C M S Security code 3 W N T C M S						
Describe terms of warrants, options or other rights 596,333 non transferable broker finder warrants at an exercise price of \$0.15 per warrant share expiring September 23, 2018						
Other compensation ⁵ 104,016 Shares Describe Describe 104,016 Class A common share finder shares at a deemed price of \$0.15 in lieu of \$15,602.40 cash commission						
Total compensation paid \$55,957.60						
Check box if the person will or may receive any deferred compensation (describe the terms below)						
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation						

ITEM 8 - COMPENSATION INFORMATION							
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.							
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.							
No X Yes If yes, indicate number of persons compensated.							
Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No X Yes							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual							
Family name First given name Secondary given names If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual PI Financial Corp.							
Firm NRD number 5 2 9 0 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
x No Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.							
Street address							
Municipality Province/State							
Country Postal code/Zip code							
Email address Telephone number							
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above							
d) Compensation details							
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$23,399.99							
Value of all securities distributed as compensation O Security code 1 Security code 2 Security code 3 W N T							
Describe terms of warrants, options or other rights 195,000 non transferable broker finder warrants at an exercise price of \$0.15 per warrant share expiring September 23, 2018							
Other compensation ⁵ Describe							
Total compensation paid \$23,399.99							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.							

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Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.						
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.						
No X Yes If yes, indicate number of persons compensated.						
a) Name of person compensated and registration status						
Indicate whether the person compensated is a registrant. No X Yes						
If the person compensated is an individual, provide the name of the individual.						
Full legal name of individual Family name First given name Secondary given names						
If the person compensated is not an individual, provide the following information.						
Full legal name of non-individual Raymond James Ltd.						
Firm NRD number 8 2 4 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No						
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.						
Street address						
Municipality Province/State						
Country Postal code/Zip code						
Email address Telephone number						
c) Relationship to issuer or investment fund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above						
d) Compensation details						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$1,596.00						
Value of all securities distributed as compensation 4 0 Security codes Security code 1 Security code 2 Security code 3 W N T						
13,300 non transferable broker finder warrants at an						
Describe terms of warrants, options or other rights Exercise price of \$0.15 per warrant share expiring September 23, 2018						
Other compensation ⁵ Describe						
Total compensation paid \$1,596.00						
Check box if the person will or may receive any deferred compensation (describe the terms below) 4 Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.						
⁵ Do not include deferred compensation.						

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Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.						
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No X Yes If yes, indicate number of persons compensated.						
a) Name of person compensated and registration status						
Indicate whether the person compensated is a registrant. No X Yes						
If the person compensated is an individual, provide the name of the individual. Full legal name of individual						
Family name First given name Secondary given names						
If the person compensated is not an individual, provide the following information. Full legal name of non-individual Richardson GMP						
Firm NRD number 2 1 9 7 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes						
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address						
Municipality Province/State						
Country Postal code/Zip code						
Email address Telephone number						
c) Relationship to issuer or investment fund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager						
Employee of the issuer or investment fund manager						
x None of the above						
d) Compensation details						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$2,016.00						
Value of all securities distributed as compensation ⁴ 0 Security code 1 Security code 2 Security code 3 W N T						
Describe terms of warrants, options or other rights 2,520 non transferable broker finder warrants at an exercise price of \$0.15 per warrant share expiring September 23, 2018.						
Other compensation ⁵ Describe						
Total compensation paid \$2,016.00						
Check box if the person will or may receive any deferred compensation (describe the terms below)						
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.						

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER									
If the issuer is an investment fund,	If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.								
Indicate whether the issuer is any of the following (select all that apply).									
X Reporting issuer in any jurisdiction of Canada									
Foreign public issuer									
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶									
Provide name of reporting issuer									
Wholly owned subsidiary of a foreign public issuer ⁶									
Provide name of foreign public issuer									
Issuer distributing eligible foreign securities only to permitted clients ⁷									
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.									
⁷ Check this box if it applies to the current distr of "eligible foreign security" and "permitted cli			stributions of othe	er types oi	f securities to	non-permitted cli	ients. R	Refer to the	e definitions
If the issuer is none of the a			e Itam 9/a) - 1	(c)					
a) Directors, executive office				ιτ).					
Provide the following information for e territory, otherwise state the country. F	each director, executi	ive officer and pr	romoter of the				la, sta	te the pr	ovince or
Organization or company name	Family name	First given name	Secondary given names		n residential issued (selection of		issuer	ct all that	
					Province	vince or country D		0	Р
b) Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.									
Organization or company name	n or company name Family name First given given	Residential jurisdiction of individual		Relationship to promoter (select one or both if applicable					
			names	Province country		1)		0	
c) Residential address of e	ach individual								

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and

attach to the completed report. Schedule 2 also requires information to be provided about control persons.

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ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Nye	Murray						
	Family name	First given nam	е	iven names				
Title	Chief Executive Officer							
Name of issuer/underwriter/ investment fund manager	WINSTON GOLD MINING CO	DRP.						
Telephone number	204-989-2434	Email address	muri	murray@winstongold.com				
Signature	(s) Murray Nye	Date	2016 10 (03			
			YYYY	MM	DD			

ITEM 11 - CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

stions regarding the contents of this report, if different than the thatviadal certifying the report in item 10.							
X Same as individual certifying the report							
Full legal name				Title			
·	Family name	First given name	Secondary given names				
Name of company							
Telephone number		En	nail address				

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.