

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Winston Gold Mining Corp. (the “**Company**”)
Suite 201 - 919 Notre Dame Avenue
Winnipeg, Manitoba R3E 0M8

Item 2. Date of Material Change

October 4, 2016

Item 3. News Release

News Release dated October 6, 2016 was disseminated via Newswire and filed on SEDAR on October 6, 2016.

Item 4. Summary of Material Change

The Company has completed the acquisition of past-producing Goldridge project in Arizona.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, pursuant to the terms of a share exchange agreement dated September 2, 2016 (the “**Agreement**”) with Goldridge Holdings Limited, a private company incorporated in the Province of British Columbia (“**Goldridge**”) and the shareholders thereof, as previously announced on September 7, 2016, the Corporation has completed the acquisition of 100% of the issued and outstanding common shares of Goldridge (the “**Transaction**”). As a result of the completion of the Transaction, Goldridge has become a wholly-owned subsidiary of the Corporation.

In connection with the closing of the Transaction, the Corporation issued an aggregate of 27,250,000 common shares in the capital of Winston Gold, on a pro rata basis, to the Goldridge shareholders at a deemed price of \$0.15 per share and made cash payments of US\$175,000 as provided in the Agreement.

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 Officers

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

Murray Nye, Chief Executive Officer
Telephone: 204-989-2434.

Item 9. Date of Report

October 14, 2016.