

WINSTON GOLD MINING CORP.

Suite 201 - 919 Notre Dame Avenue
Winnipeg, Manitoba Canada R3E 0M8
Tel: 204 989-2434 Fax: 204 989-2433

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “Meeting”) of shareholders of Winston Gold Mining Corp. (the “Corporation”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia Canada on Monday, December 12, 2016 at 10 o’clock a.m. Pacific Time for the following purposes:

1. to receive and table the audited financial statements of the Corporation for financial year ended December 31, 2015, the report of the auditor thereon and the related management’s discussion and analysis;
2. to determine the number of directors at five;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint Collins Barrow Toronto LLP, Licensed Public Accountants, as auditors of the Corporation for the ensuing year and authorizing the directors to fix their remuneration;
5. to approve by special resolution the continuation of the Corporation from the *Corporations Act* (Manitoba) to the *Business Corporations Act* (British Columbia) and in the process adopt new Articles for the Corporation, to include i) advance notice provisions, ii) a reclassification of the Corporation’s share structure to two classes of shares (unlimited voting Common Shares and unlimited non-voting Preferred Shares), along with other provisions, as more particularly described in the accompanying Management Proxy Circular;
6. conditional on the completion of the Continuation, to pass an ordinary resolution to ratify and approve the Corporation’s new 10% “rolling” stock option plan and if the Continuation is not approved, to ratify and approve the Corporation’s existing 2015 Plan, all as more particularly described in the accompanying Management Proxy Circular.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Take notice pursuant to the *Corporations Act* (Manitoba) (the “Manitoba Act”) that you may, at or prior to the meeting at which the special resolution for continuation of the Corporation from the Province of Manitoba to the Province of British Columbia pursuant to Section 182 of the Manitoba Act is to be passed, give to the Corporation a notice of dissent by registered mail addressed to the Corporation at its office located at Suite 201 - 919 Notre Dame Avenue, Winnipeg, Manitoba R3E 0M8, Attention: Chief Executive Officer, with respect to the said special resolution for continuation. As a result of giving a notice of dissent you may, on receiving from the Corporation a notice of intention to act under Section 184 of the Manitoba Act, require the Corporation to purchase all your shares in respect of which the notice of dissent was given. If the Corporation does not proceed with the proposed continuation, it will not be obliged to purchase any shares in respect of which a notice of

dissent has been given. Dissenting shareholders should note that the exercise of dissent rights can be complex, time-sensitive and an expensive procedure and may result in the Corporation abandoning the continuance. Dissenting shareholders should consult their legal advisors with respect to the legal rights available to them in relation to the proposed continuation.

DATED at Winnipeg, Manitoba, November 8, 2016.

BY ORDER OF THE BOARD

"Murray Nye"

Murray Nye
Chief Executive Officer and Director