

WINSTON GOLD MINING CORP.

Management Discussion and Analysis

For the nine and three months ended September 30, 2016 and 2015

Dated November 25, 2016

(Form 51-102F1)

INTRODUCTION

The following Management Discussion and Analysis (“MD&A”) of Winston Gold Mining Corp. (the “Company” or “Winston”) has been prepared by management, in accordance with the requirements of National Instrument of 51-102 as of November 25, 2016 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine and three months ended September 30, 2016 and 2015 and the related notes contained therein which have been prepared under International Financial Reporting Standards (“IFRS”). The following should also be read in conjunction with the audited financial statements and the related MD&A for the year ended December 31, 2015 and all other disclosure documents of the Company. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is a “Venture Issuer” as defined in NI 51-102. Additional information relevant to the Company’s activities can be found on SEDAR at www.sedar.com and on the Canadian Securities Exchange at thecse.com/en/listings/mining/winston-gold-mining-corp.

All financial information in this MD&A related to 2016 and 2015 has been prepared in accordance with IFRS. All monetary amounts are expressed in Canadian dollars, the presentation and functional currency of the Company, unless otherwise indicated.

FORWARD LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management’s expectations regarding the Company’s future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company’s assumptions may include among other things: (i) assumptions about the price of base metals; (ii) that there are no material delays in the optimization of operations at the Winston, Holmes and Goldridge projects; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See “Risks and Uncertainties”) contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions,

events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

OVERVIEW

Description of the business

Winston Gold Mining Corp. (the "Company") was incorporated in the Province of Manitoba on January 31, 2013 under the name of 6649930 Manitoba Ltd. On September 19, 2014 the Company changed its name to Winston Gold Mining Corp. On September 25, 2014, Winston Gold Mining USA Corp. was incorporated in the State of Montana, USA. Winston Gold Mining USA Corp. is a wholly owned subsidiary of the Company. On March 23, 2016, the common shares of the Company were approved for listing on the Canadian Securities Exchange (CSE) under the symbol WGC. Trading commenced on March 29, 2016. On October 18, 2016, the Company was approved for listing on the OTCQB Marketplace under the symbol WGMCF. The Company is in the process of exploring mining claims which are under lease or owned and has not yet determined whether or not the owned and leased properties will contain economically recoverable reserves.

At September 30, 2016, the Company reported working capital of \$1,923,100 (December 31, 2015 – deficit of \$306,425) and may require financing from outside participation to continue exploration and subsequent development of its mining claims owned and under lease agreements and to be able to make payments required under the mining lease agreements. At September 30, 2016 the Company had not yet achieved profitable operations, has accumulated losses of \$1,999,149 (December 31, 2015 - \$1,099,298) since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on continued financial support from its shareholders, the ability of the Company to raise equity financing, the attainment of profitable operations and external financings.

SIGNIFICANT EVENTS

On January 31, 2013, the Incorporation date of the Company, Max Polinsky was the sole Director. On September 29, 2014, Murray Nye and Ben Porterfield were elected as Directors of the Company, Max Polinsky was elected President and Chief Financial Officer, Murray Nye was elected as Chief Executive Officer, Megan Francis was elected as Corporate Secretary and Collins Barrow Toronto LLP, Licensed Public Accountants of Toronto, Ontario were appointed as Auditors of the Company. On September 29, 2014, Murray Nye, Max Polinsky and Ben Porterfield were appointed to the Audit Committee.

Effective September 29, 2015, the Company adopted a Stock Option Plan. The maximum number of shares that may be issued will be a rolling number not to exceed 10% of the issued and outstanding shares of the Company at the time of the option grant. The options granted shall be exercisable over a period not exceeding five years. Options granted to any one individual in any 12 month period shall not exceed 5% of the issued shares of the Company. Options granted to any one consultant or investor relations employee in any 12 month period shall not exceed 2% of the issued shares of the Company. The Board may amend or terminate the Stock Option Plan.

On October 23, 2015, Al Fabbro was elected as a Director of the Company and Chairman of the Audit Committee. On October 23, 2015, Max Polinsky resigned from the Audit Committee.

On October 4, 2016, the Company completed the acquisition of Goldridge Holdings Limited ("Goldridge"), a private company incorporated in the Province of British Columbia. Goldridge has become a wholly-owned subsidiary of the Company. In connection with the closing of the transaction, the Company issued 27,250,000 Class A common shares in the capital of the Company, on a pro rata basis, to the Goldridge shareholders at a deemed price of \$0.15 per share and made cash payments of \$229,425 (\$175,000US).

OVERALL PERFORMANCE

In summary, the Company's financial performance increased over the nine months ended September 30, 2016 compared to the year ended December 31, 2015. Working capital increased by \$2,229,525 from a working capital deficit of (\$306,425) at December 31, 2015 to working capital of \$1,923,100) at September 30, 2016. The increase over the period is mainly attributed to:

- Net proceeds from share issuances of \$2,890,564 (Jan-Sep, 2015 - \$142,300).
- Proceeds from share subscriptions due of \$22,500 (Jan-Sep, 2015 - \$Nil)
- Realization of deferred share issuance costs \$44,766 (Jan-Sep, 2015 - \$Nil).
- Proceeds from shareholder loans of \$Nil (Jan-Sep, 2015 - \$8,816).
- Proceeds from director loans of \$Nil (Jan-Sep, 2015 - \$128,768).
- Reclassification of long term director loans to short term \$37,716 (Jan-Sep, 2015 - \$Nil)
- Repayment of director loans \$38,043 (Jan-Sep, 2015 - \$Nil)
- Expending \$239,829 on purchase of exploration equipment (Jan-Sep, 2015 - \$Nil)
- Expending \$98,898 on exploration and evaluation (Jan-Sep, 2015 - \$54,296).
- Expending \$206,213 on legal, audit and accounting and professional fees (Jan-Sep, 2015 - \$106,787).
- Expending \$107,606 on administrative, office and travel expenses (Jan-Sep, 2015 - \$67,753).

EXPLORATION ACTIVITIES

Area and Location

The five (5) unpatented (Holmes Property) and 13 patented (Winston Property) claims cover an area of 205 acres in the historic Winston Mining District and are located within Township 8 North and Ranges 1 West and 1 East of the United States Public Land Survey System. The center of the Winston Gold Project is approximately located at coordinates 446470 meters East, 5143825 meters North; NAD1983, UTM Zone 12N in the northeastern Elkhorn Mountains, Broadwater County, Montana, USA. The Winston area is about 18 straight-line miles (30 kilometers) southeast of Helena, the capital city of Montana and about 2 miles (3 kilometers) southwest of the small community of Winston, Montana.

Claims and Title

Winston Gold properties location monuments are located and properly marked for identification and all claim corners have been erected in accordance with applicable regulations. Certificates of Location are on file at the Broadwater County Recorder's Office in Townsend, Montana. Certificates of Location and claim maps are on file with the US Department of the Interior, Bureau of Land Management (BLM) Montana State Office (MSO) in Billings, Montana. The claim plat maps and Certificates of Location on file at the Townsend County Recorder's Office in Townsend Montana along with the Claim status with the BLM using the online LR2000 system were checked by Capps Geoscience, LLC. The claims are recorded properly.

Winston Property, Montana, USA

On July 15, 2014, the Company entered into a five-year Mining Lease Agreement ("W Lease") with Winston Realty L.L.C. ("Winston", a limited liability company), an arm's length party, whereby Winston leased sixteen (16) patented lode mining claims located in Broadwater County, Montana U.S.A. to the Company for exploration. Per the terms of the agreement, the Company will keep the minerals extracted except oil and gas. To explore the property the Company paid Winston an advance royalty payment of \$10,729 (\$10,000US) and issued 2,000,000 common shares in the Company valued at \$200,000.

In addition to assuming all underlying payment obligations including governmental taxes, levies and fees, the Company will pay additional advance royalty payments of \$1,000US monthly from August to October 2014 [Paid \$3,300 (\$3,000US)] and \$2,500US monthly from November 2014 to July 2019 [Paid \$76,494 (\$60,000US) to September 30, 2016] based on minimum quarterly expenditures on the property of \$50,000US or \$200,000US annually [Paid \$480,030 (\$409,123US)].

The W Lease is renewable for additional 5 year terms at \$20,000US per renewal with an advanced royalty payment of \$5,000US monthly.

On May 18, 2016, the Company amended the W Lease. The amendment extends the W Lease for an additional 10 years until July 15, 2034 with \$20,000US due at the end of each 5 year period and the continuation of advanced royalty payments of \$5,000US monthly. For consideration of 1,500,000 common shares in the Company valued at \$150,000, the amendment superseded the number of contiguous patented lode mining claims to thirteen (13) and the Company acquired the option to purchase the thirteen (13) Leased claims and the subsurface rights in the Leased property as well as 100 acres of the Company's choice out of 400 acres of land held by Winston for a purchase price of \$2,000,000US. Winston has the right to buy back all rights and terminate the W Lease for \$1US where there is a cessation of all mining, mineral exploration and mineral processing activities for a period of five (5) consecutive years.

The Company will pay Winston a production royalty of 3% NSR if the price of gold is \$2,000US or less and 4% NSR if the price of gold exceeds \$2,000US. Advance royalty payments are credited towards the 3% or 4% NSR payable on production.

The Company has the option to terminate the W Lease at any time by providing 30 days written notice to Winston.

Holmes Property, Montana, USA

On May 14, 2014, the Company entered into a five-year Mining Lease Agreement (“H Lease”) with Marcus P. Holmes (“Holmes”), an arm’s length party, whereby Holmes leased five (5) unpatented mining claims located in Broadwater County, Montana, USA to the Company for exploration. Per the terms of the agreement, the Company will keep the minerals extracted except oil and gas. To explore the property, the Company paid Holmes an advance royalty payment of \$11,191 (\$10,000US) and issued 1,000,000 common shares valued at \$100,000.

In addition to assuming all underlying payment obligations including governmental taxes, levies and fees, the Company will pay additional advance royalty payments of \$1,000US monthly from June 2014 to May 2019 [Paid - \$35,926 (29,000US) to September 30, 2016]. The H Lease is renewable for additional 5 year terms at \$20,000US per renewal with an advanced royalty payment of \$2,000US monthly.

The Company will pay Holmes a production royalty of 2% of Net Smelter Returns (NSR). Advance royalty payments are credited towards the 2% NSR payable on production. The Company has the option to purchase the 2% NSR from Holmes for a payment of \$2,500,000US.

The Company has the option to terminate the H Lease at any time by providing 30 days written notice to Holmes.

The following are the Winston 2014 Drill Intercepts:

Drill #	From	To	Feet	Gold opt
W-1402	175	178.5	3.5	0.17
	212	213	1	0.852
	219.5	221.5	2	0.257
W 1403	112	117.5	5.5	0.163
	318	320	2	0.79
W 1404	119	119.5	0.5	2.53
	238	240	2	3.14
W 1405	226.2	227.5	1.3	0.207
W 1406	172	173.9	1.9	0.176
W 1407	71	76	5	0.105
	83	85.2	2.3	0.305
W 1408	85	89	4	0.336
	253	255	2	0.486
W 1409	168.2	170	1.8	0.44
	290	293	2	0.173
W 1410	168	175	7	0.193

On April 27, 2015 an NI43-101 Technical Report was completed by Capps Geoscience, LLC, signed by Richard C. Capps, Ph.D., a Qualified Person, on the Winston and Holmes properties under the title of “NI43-101 Technical Report on Exploration at the Winston District Gold Project, Broadwater County, Montana, USA.

On October 24, 2016, the Company commenced a Phase-1 drilling campaign on the Winston gold project. The Phase 1 program will consist of 15 to 20 holes (4,800 ft.) using two drill rigs that will target potential high-grade mineralization in the historic past-producing Custer Vein as well as along the Edna Vein Trend. The first four holes into the Edna Trend will provide data for planning the most effective route the future Hyantha decline will take from the end of the Historic Upper Hyantha adit. The Company plans to widen the adit to 10 by 10 feet to allow access for modern mining equipment. The new decline will be developed in waste rock to access the Edna Trend Vein system. The remaining holes will be designed to extend the Edna vein system along strike. A total of 2,500 feet of drilling have been budget for this target.

The Company received the following assay results from the Phase-1 drilling campaign:

- Hole W1630 intersected 18.27 g/t gold over 5 ft.
- Hole W1631 intersected 6.51 g/t over 8 ft. and 5.45 g/t over 3 ft.

To date, five holes on the Edna Trend and two on the Custer Vein have been completed. Assays are pending.

The following chart details exploration and evaluation expenses for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015:

Categories	2016 \$	2015 \$	Change \$
<u>Holmes, Montana, USA</u>			
Advance Royalties	12,990	10,104	2,886
Totals Holmes	12,990	10,104	2,886
<u>Winston, Montana, USA</u>			
Shares issued	150,000	-	150,000
Mapping	3,618	3,628	(10)
Geological	9,705	-	9,705
Excavation	4,137	2,504	1,633
Assays & Sampling	1,391	-	1,391
Camp and field costs	8,628	5,395	3,233
Advance Royalties	32,474	25,258	7,216
Consulting	25,955	7,407	18,548
Totals Winston	235,908	44,192	191,716
Total Expenditures	248,898	54,296	194,602

The following chart details exploration and evaluation expenses for the three months ended September 30, 2016 compared to the three months ended September 30, 2015:

Categories	2016 \$	2015 \$	Change \$
<u>Holmes, Montana, USA</u>			
Advance Royalties	3,932	2,623	1,309
Totals Holmes	3,932	2,623	1,309
<u>Winston, Montana, USA</u>			

Mapping	3,370	-	3,370
Geological	5,985	-	5,985
Camp and field costs	7,798	2,475	5,323
Advance Royalties	9,829	6,560	3,269
Consulting	15,741	-	15,741
Totals Winston	42,723	9,035	33,688
<hr/>			
Total Expenditures	46,655	11,658	34,997
<hr/>			

SELECTED ANNUAL INFORMATION

The following table represents selected financial information of the Company for the period from the date of incorporation (January 31, 2013) to December 31, 2013, the year ended December 31, 2014 and the year ended December 31, 2015 and should be read in conjunction with the Company's financial statements:

	December 31, 2015	December 31, 2014	December 31, 2013
	\$	\$	\$
Revenue	Nil	Nil	Nil
Income (loss) for the year	(283,886)	(809,653)	(5,759)
Net income (loss) for the year	(283,886)	(809,653)	(5,759)
Net income (loss) per share	\$(0.01)	\$(0.20)	\$(57.60)
Total assets	88,525	124,421	2
Long-term debt	Nil	Nil	Nil
Dividends per share	Nil	Nil	Nil

RESULTS OF OPERATIONS

For the nine months ended September 30, 2016 and 2015

Revenues

The Company did not earn revenues during the nine months ended September 30, 2016 (Jan-Sep, 2015 - \$Nil).

General and administrative expenses

During the nine months ended September 30, 2016 the Company recorded a loss of \$899,785 (\$0.034 per share) compared to a loss of \$228,836 (\$0.011 per share) for the nine months ended September 30, 2015.

Operating expenses were \$899,785 (including \$248,898 in exploration and evaluation expenses and \$339,212 in share based payments) for the nine months ended September 30, 2016 compared to \$228,836 (including \$54,296 in exploration and evaluation expenses and \$Nil in share based payments) for the nine months ended September 30, 2015.

The following chart details the operating expenses comparatives for the nine months ended September 30, 2016 and September 30, 2015:

	2016	2015	Change
Expenses	\$	\$	\$
Accounting and audit	21,369	24,426	(3,057)

Legal	65,429	67,179	(1,750)
Travel	19,480	2,263	17,217
Office and general	50,530	13,770	36,760
Filing and transfer fees	74,265	15,181	59,084
Marketing	64,459	-	64,459
Investor relations	3,961	13,229	(9,268)
Postage and delivery	744	414	330
Rent	9,000	9,000	-
Bank service charges	4,034	4,004	30
Insurance	540	562	(22)
FX translation	(2,070)	24,512	(26,582)
Total operating expenses	311,741	174,540	137,201
Share based payments	339,212	-	339,212
Exploration and evaluation	248,898	54,296	194,602
Total Loss	899,851	228,836	671,015

- The Company incurred accounting and audit expenditures in the amount of \$21,369 in the current period compared to \$24,426 in the previous period. The Company incurred filing and transfer fees expenses in the amount of \$74,265 in the current period compared to \$15,181 in the previous period. The Company incurred marketing expenses in the amount of \$64,459 in the current period compared to \$Nil in the previous period. The Company incurred office and general expenditures in the amount of \$50,530 in the current period compared to \$13,770 in the previous period.

For the three months ended September 30, 2016 and 2015

Revenues

The Company did not earn revenues during the three months ended September 30, 2016 (Jul-Sep, 2015 - \$Nil).

General and administrative expenses

During the three months ended September 30, 2016 the Company recorded a loss of \$293,501 (\$0.011 per share) compared to a loss of \$89,881 (\$0.004 per share) for the three months ended September 30, 2015.

Operating expenses were \$522,701 (including \$46,656 in exploration and evaluation expenses and \$339,212 in share based payments) for the three months ended September 30, 2016 compared to \$89,881 (including \$11,658 in exploration and evaluation expenses and \$Nil in share based payments) for the three months ended September 30, 2015.

The following chart details the operating expenses comparatives for the three months ended September 30, 2016 and September 30, 2015:

Expenses	2016 \$	2015 \$	Change \$
Accounting and audit	9,433	4,419	5,014
Legal	64,373	44,941	19,432
Travel	9,102	69	9,033
Office and general	20,764	849	19,915
Filing and transfer fees	12,713	12,556	157
Marketing	11,959	-	11,959
Investor relations	48	41	7

Postage and delivery	404	54	350
Rent	2,700	2,700	-
Bank service charges	1,583	1,567	16
Insurance	540	562	(22)
FX translation	3,279	10,465	(7,186)
Total operating expenses	136,899	78,223	58,676
Share based payments	339,212	-	339,212
Exploration and evaluation	46,656	11,658	34,998
Total Loss	522,767	89,881	432,886

- The Company incurred accounting and audit expenditures in the amount of \$9,433 in the current period compared to \$4,419 in the previous period. The Company incurred filing and transfer fees expenses in the amount of \$12,713 in the current period compared to \$12,556 in the previous period. The Company incurred marketing expenses in the amount of \$11,959 in the current period compared to \$Nil in the previous period. The Company incurred office and general expenditures in the amount of \$20,764 in the current period compared to \$849 in the previous period.

SUMMARY OF QUARTERLY RESULTS

	September 30,		June 30,		March 31,		December 31,	
	2016		2016		2016		2015	
Revenue	\$	Nil	\$	Nil	\$	Nil	\$	Nil
Earnings (loss) for the period		(522,767)		(293,501)		(83,583)		(55,050)
EPS (Basic & Diluted)		(0.017)		(0.011)		(0.004)		(0.003)
Fixed assets		239,829		-		-		-
Total assets		2,510,426		46,288		395,617		88,525

	September 30,		June 30,		March 31,		December 31,	
	2015		2015		2015		2014	
Revenue	\$	Nil	\$	Nil	\$	Nil	\$	Nil
Earnings (loss) for the period		(89,881)		(54,710)		(84,245)		(705,242)
EPS (Basic & Diluted)		(0.011)		(0.003)		(0.004)		(0.04)
Fixed assets		-		-		-		-
Total assets		119,811		120,132		136,153		124,421

As at September 30, 2016 the Company had 46,059,348 shares (\$3,241,889) issued and outstanding.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2016, the Company had working capital of \$1,923,100 (December 31, 2015 – deficit of \$306,425) and an accumulated deficit of \$1,999,149 (December 31, 2015 - \$1,099,298). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) on an ongoing basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Company is dependent upon the financial support of creditors and stockholders, refinancing debts payable, obtaining additional long term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Company believes it will require additional working capital to meet operating and exploration costs for the upcoming year.

Subsequent to the nine months ended September 30, 2016, the Company completed the following transactions:

- a) On October 4, 2016, the Company completed the acquisition of Goldridge Holdings Limited (“Goldridge”), a private company incorporated in the Province of British Columbia. Goldridge has become a wholly-owned subsidiary of the Company. In connection with the closing of the transaction, the Company issued 27,250,000 Class A common shares in the capital of the Company, on a pro rata basis, to the Goldridge shareholders at a deemed price of \$0.15 per share and made cash payments of \$229,425 (\$175,000US).
- b) On October 18, 2016, the Company was approved for listing on the OTCQB Marketplace under the symbol WGMCF.
- c) On October 27, 2016, the Company entered into a non-binding letter agreement with a related party, The Gunsinger Group (“Gunsinger”) pursuant to which Gunsinger intends to assign to the Company all rights related to 22 unpatented mining claims located in Granite County, Montana (the “Golden Jubilee Property”), along with all equipment and assets situated on or used in connection with the exploration of such mining claims (“Assignment”). As consideration for the Assignment, the Company intends to pay \$500,000 US and issue 11,000,000 common shares in the capital of the Company to Gunsinger. Completion of the Assignment is subject to obtaining all required regulatory approvals and written consent from the registered owner of the Golden Jubilee Property.
- d) On November 4, 2016, 250,000 stock options were exercised into Class A common shares at an exercise price of \$0.20 per share for gross proceeds of \$50,000.
- e) On November 4, 2016, the Company repaid a director loan (B. Porterfield) in the amount of \$27,816 (\$20,753US).
- f) On November 15, 2016, 7,920 warrants were exercised into Class A commons shares at an exercise price of \$0.10 per share for gross proceeds of \$792.
- g) On November 18, 2016, the Company issued 5,968,750 Class A common shares at \$0.40 per share for gross proceeds of \$2,387,500. 56,250 of these shares were in settlement of subscriptions received as of September 30, 2016 (Note 9). The Company paid 8% of the aggregate proceeds from the sale of shares to purchasers introduced by finders in the amount of \$80,480 and issued 201,200 finders warrants, being 8% of the number of shares to purchasers introduced by the finders. Each warrant entitles the holder to purchase one additional share in the Company at an exercise price of \$0.40, exercisable on or before November 18, 2018.

RELATED PARTY TRANSACTIONS

Transactions with related parties are incurred in the normal course of business. Related party transactions have been listed below, unless they have been disclosed elsewhere in the consolidated financial statements. During the nine months ended September 30, 2016, the Company incurred the following charges with related parties that include officers, directors or companies with common directors of the Company:

Included in exploration and evaluation expenses is \$1,953 [\$1,503US] (Jan-Sep, 2015 \$Nil) (Jan-Dec, 2015 - \$7,467 [\$5,395 US]) of amounts paid or payable to a director of the Company (B. Porterfield).

Included in accounts payable and accrued liabilities is \$65,59 [\$50US] (December 31, 2015 - \$10,373 [\$7,495 US]) due to directors of the Company (B. Porterfield- \$50 (December 31, 2015 - \$7,467 [\$5,395 US]); CEO \$Nil [US] (December 31, 2015 - \$692 [\$500 US]); CFO \$Nil [US] (December 31, 2015 - \$2,214 [\$1,600 US]).

Included in accounts payable and accrued liabilities is \$713 (December 31, 2015 - \$74,988) due to directors of the Company (CEO - \$486 [December 31, 2015 - \$29,477]; CFO - \$227 [December 31, 2015 - \$45,511]).

During the nine months ended September 30, 2016, the Company granted 1,600,000 stock options to directors and officers of the Company resulting in share based payments of \$235,974 (CEO, 450,000 options with a fair value of \$66,368 [Jan-Sep, 2015 – Nil]); (CFO, 450,000 options with a fair value of \$66,368 [Jan-Sep, 2015 – Nil]); (B. Porterfield, 350,000 options with a fair value of \$51,619 [Jan-Sep, 2015 – Nil]); (A. Fabbro, 350,000 options with a fair value of \$51,619 [Jan-Sep, 2015 – Nil]).

DUE TO DIRECTORS

Amounts due to directors are non-interest bearing and unsecured. These loans were reclassified as current liabilities as at April 1, 2016 during the period ended September 30, 2016.

During the nine months ended September 30, 2016, the Company repaid \$38,402 in director loans (CEO - \$17,500 [Jan-Sep, 2015 - \$Nil repaid]); (CFO - \$20,542 [Jan-Sep, 2015 - \$Nil repaid]). The balance of the Company's director loans were revalued to \$37,716 (a reduction of \$2,079) reflecting the change in US exchange on director loans in US funds (B. Porterfield). No additional funds were received.

During the year ended December 31, 2015, the Company received \$77,837 [B. Porterfield - \$39,795 (\$28,753 US); CEO - \$17,500; CFO - \$20,542] in director loans. The directors did not intend to require repayment within the next 12 months subsequent to December 31, 2015.

FINANCIAL INSTRUMENTS AND RISKS

Capital risk management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes shareholders' equity, comprised of issued share capital and deficit, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to further exploration on its properties. To secure the additional capital necessary to pursue these plans, the Company will attempt to raise additional funds through the issuance of equity, debt or by securing strategic partners.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the nine months ended September 30, 2016.

The Company's financial instruments and risk exposures are summarized below.

Currency risk

Foreign exchange risk arises from purchase transactions as well as recognized financial assets and liabilities denominated in foreign currencies. The Company's functional and presentation currency is the Canadian dollar.

As at September 30, 2016 the Company is exposed to currency risk through the following financial assets and liabilities denoted in United States dollars:

	September 30,	December 31,
	2016	2015
Cash	\$ 14,769	\$ 102
Prepaid expenses and deposits	\$ 62,000	\$ 10,000
Accounts payable and accrued liabilities	\$ 102,235	\$ 77,537
Due to directors	\$ 28,753	\$ 28,753

The above balances were translated into US dollars at the period-end rate of \$1.3117 (December 31, 2015 - \$1.3840) Canadian dollars to every US dollar.

Based on the above net exposures as at September 30, 2016, assuming that all other variables remain constant, a +/- 5% change in the Canadian dollar against the United States dollar would result in an increase/decrease in net loss of approximately \$3,880 (2015 - \$6,650).

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk with respect to its cash and reclamation bonds. The Company reduces its credit risk by maintaining its primary bank accounts at large financial institutions and its reclamation bonds with government agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at September 30, 2016, the Company had working capital of \$1,923,100 (December 31, 2015 – deficit of \$306,425). As at September 30, 2016, the Company had cash of \$2,165,340 (December 31, 2015 - \$1,909) to settle current liabilities of \$323,565 (December 31, 2015 - \$336,199) that are considered short term and are expected to be settled within 30 to 90 days.

As a result, the Company has minimal liquidity risk at this time. Since the Company does not yet earn revenue, it may be required to raise additional capital to fund exploration and operations.

Fair Value risk

Fair value represents the amounts at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on quoted market values and other valuation methods.

The carrying values of cash, reclamation bonds, bank overdraft and accounts payable and accrued liabilities approximate fair values due to the relatively short term maturities of these instruments.

Fair value hierarchy

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
and

Level 3 – Inputs that are not based on observable market data.

The fair values of cash are measured based on level 1 inputs of the fair value hierarchy.

RISKS AND UNCERTAINTIES

The Company is engaged in the acquisition and exploration of mining claims. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases eliminate the risk involved. The commercial viability of any material deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Annual losses are expected to continue until the Company has an interest in a mineral property that produces revenues. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Company's accompanying financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its

assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the consolidated financial statements.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Company and other factors.

OUTSTANDING SHARES, STOCK OPTIONS, AND WARRANTS

<u>Common Shares:</u>		
Issued and outstanding:	September 30, 2016	46,059,348
Issued and outstanding:	November 25, 2016	79,556,018
<u>Warrants:</u>		
Issued and outstanding:	September 30, 2016	2,472,803
Issued and outstanding:	November 25, 2016	2,666,083
<u>Stock Options:</u>		
Outstanding:	September 30, 2016	2,300,000
Outstanding:	November 25, 2016	2,050,000

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has no proposed transactions.

SIGNIFICANT ACCOUNTING POLICIES

A summary of the Company's significant accounting policies under IFRS are consistent with those of the Company's consolidated financial statements for the year ended December 31, 2015. Refer to those consolidated financial statements for significant accounting policies and recent accounting pronouncements. These policies have been consistently applied to all periods presented.

RECENT ACCOUNTING POLICIES

Equipment

Equipment is recorded at historical cost less accumulated amortization and impairment charges. Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment.

Expenditures incurred to replace a component of an item of equipment that is accounted for separately are capitalized. Amortization of equipment is recorded using the straight-line method, with management reviewing the useful lives of property and equipment at each statement of financial position reporting date to verify the asset is being amortized over a period equivalent to the useful life of the asset.

Equipment is recorded at cost and amortized as follows:

Exploration equipment	Straight line over 7 years
Vehicles	Straight line over 5 years
Computer equipment	Straight line over 4 years

The costs of the day-to-day servicing of the equipment are recognized in profit or loss as incurred.

Impairment

At the end of each reporting period, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Impairment is determined for an individual asset unless the asset does not generate cash inflows that are independent of those generated from other assets or group of assets, in which case, the individual assets are grouped together into cash generating units ("CGU's") for impairment purposes. The recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit and loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate mineral properties. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement, the Warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the agreement.

For private placements of units consisting of common shares and Warrants, the Company uses the relative fair value approach in determining the value assigned to the common shares and Warrants, calculated in accordance with the Black Scholes option-pricing model.

The relative fair value of the Warrant component of a unit is credited to share purchase warrants and the relative fair value of the common shares that were concurrently issued is credited to share capital. Warrants that are issued as payment for broker or agency fees are assigned a fair value based on the Black-Scholes option pricing mode, accounted for as share issue costs and credited to share purchase warrants.

When broker Warrants expire, the fair value is debited to share purchase warrants and credited to contributed surplus. When Warrants issued as a component of a unit expire, the relative fair value is debited to share purchase warrants and credited to share capital.

CHANGE IN ACCOUNTING POLICY

During the period ended September 30, 2016, the Company retroactively changed its accounting policy for acquisition, exploration and evaluation expenditures. Under the previous accounting policy, the Company capitalized all costs relating to the acquisition of its interest in mineral properties excluding mining lease agreements.

Under the new policy, exploration and evaluation expenditures incurred prior to the establishment of technical feasibility and commercial viability will be charged to operations as incurred.

For all accounting periods up to and including the period ended June 30, 2016, all exploration activities were related to properties under lease and no amounts were capitalized as acquisition, exploration and evaluation assets; therefore, the condensed interim consolidated statements of financial position do not require restatement as required by IAS8- Accounting Policies, Changes in Accounting Estimates and Errors.

Management considers this accounting policy change will provide more reliable and relevant information and more clearly represent the Company's activities.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from management's estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information regarding significant areas of estimation, uncertainty and critical judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are the following:

Share-based payments

Judgment is applied in determining the share price to be assigned to shares issued to enter into mining lease agreements.

Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the probability that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

Determination of functional currency

In accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*, management determined that the functional currency of the Company and its subsidiary is the Canadian dollar.

Other significant accounting estimates include the amounts accrued for restoration liabilities.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of consolidated financial statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the consolidated financial statements.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com and on the Canadian Securities Exchange at thecse.com/en/listings/mining/winston-gold-mining-corp.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Collins Barrow Toronto, LLP Licensed Public Accountants of Toronto, Ontario. The Transfer Agent and Registrar for the Common Shares of the Company is Computershare Trust Company of Canada of Vancouver, British Columbia.

DIRECTORS AND OFFICERS

Max Polinsky, *President, Chief Financial Officer and Director*

Murray Nye, *Chief Executive Officer and Director*

Ben Porterfield, *Director*

Al Fabbro, *Director*

Megan Francis, *Corporate Secretary*