

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

Item 1 Names of the Parties to the Transaction

Winston Gold Corp. (formerly Winston Gold Mining Corp.) (the “**Company**”).

Item 2 Description of the Transactions

At the Company’s December 12, 2016 Annual General and Special Meeting, shareholders approved a continuation of the Company out of the Province of Manitoba into the jurisdiction of the Province of British Columbia, including a reclassification of the share structure of the Company by renaming the Company’s Class A Common shares as “Common Shares”, cancelling the Company’s Class B Common Shares, Class A Preference Shares, Class B Preference Shares and Class C Preference Shares and creating an unlimited number of Preferred Shares with special rights and restrictions.

The Company continued out of the Province of Manitoba into the jurisdiction of the Province of British Columbia effective August 24, 2017. The Company is now governed by the *Business Corporations Act* (British Columbia).

Effective at the opening of Friday, September 1, 2017, the Common Shares of Winston Gold Corp. commenced trading on the Canadian Securities Exchange under same stock symbol “WGC”. The Company’s new CUSIP number is 97562T102 and the new ISIN number is CA97562T1021.

There was no change to the Company’s financial year end or interim and annual reporting periods.

Item 3 Effective Dates of the Transaction

August 24, 2017 and September 1, 2017.

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Not Applicable.

Item 5 Date of the Reporting Issuer's First Financial Year-End after the Transaction, if applicable

Not Applicable.

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction, if applicable

Not Applicable.

Item 7. Documents filed under NI 51-102 that describe the Transaction

The Company disseminated and filed on SEDAR on August 24, 2017, the Certificate of Continuation, the new *Business Corporations Act* (British Columbia) Articles and a news release announcing the Continuation and the reclassification of its corporate share structure.

On August 29, 2017, the Company disseminated and filed on SEDAR a news release announcing the effective date of trading on the Canadian Securities Exchange of Winston Gold Corp. and a description of the new CUSIP and ISIN numbers of the Company's Common Shares.