

**Winston Gold Corp. (formerly Winston Gold Mining Corp.)**  
**919 Notre Dame Avenue, Suite 201**  
**Winnipeg, MB R3E 0M8**

## **NOTICE OF CHANGE OF AUDITOR**

**To: Collins Barrow Toronto LLP (“Collins Barrow LLP”)**

**And to: Davidson & Company LLP, Chartered Professional Accountants (“Davidson & Company LLP”)**

**And to: Alberta Securities Commission  
British Columbia Securities Commission  
Manitoba Securities Commission  
Ontario Securities Commission**

Collins Barrow Toronto LLP (“CBT”) resigned as the Company’s auditor effective November 6, 2017 (the “**Resignation**”). Pursuant to the *Business Corporations Act* (British Columbia), the directors have appointed Davidson & Company, Chartered Professional Accountants (“**Davidson**”), as the Company’s auditor in the place and stead of CBT until the close of the next annual general meeting of the Company.

In accordance with section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI51-102**”) the Audit Committee and the Board of Directors and Winston Gold Corp. (formerly Winston Gold Mining Corp.) (“**the Company**”), have considered and approved:

- 1) The resignation of CBT as the former auditor of the Company, effective November 6, 2017.
- 2) The appointment of Davidson as the Company’s successor auditor, effective November 6, 2017.

There were no reservations contained in the former auditor’s report on the financial statements of the Company for the fiscal years ended December 31, 2015 and 2016; and

There are no reportable events (as defined in section 7(e) of National Investment 51-102);

The Notice, Resignation of CBT and Consent of Davidson have been reviewed by the Audit Committee and the Board of Directors.

**DATED** at Winnipeg, Manitoba, this 8th day of November, 2017

**WINSTON GOLD CORP.**



**Max Polinsky**  
Chief Financial Officer, Director