

WINSTON GOLD CORP.

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winstongoldmining.com

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the “Meeting”) of shareholders of Winston Gold Corp. (the “Company”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia Canada on Friday, February 7, 2020 at 10 o’clock a.m. Pacific Time for the following purposes:

1. To table the audited consolidated financial statements of the Company for the financial years ended December 31, 2018 and December 31, 2017, the report of the auditor thereon and the related management’s discussion and analysis;
2. to fix the number of directors at six;
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year; and
5. to ratify, confirm and approve the Company’s 10% “rolling” stock option plan, as amended, as more particularly set out in the Information Circular.

An Information Circular accompanies this Notice. The Information 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.

Shareholders of record on the Company’s books at the close of business on January 2, 2020 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

The consolidated audited financial statements of the Company for fiscal years December 31, 2018 and December 31, 2017, the auditor’s report thereon, and the related management’s discussion will be tabled at the Meeting. These financial statements will be made available at the Meeting and will be available on request to the Company, and may be viewed on the Company’s SEDAR website at www.sedar.com.

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 Information 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.

DATED at Winnipeg, Manitoba, January 2, 2020.

BY ORDER OF THE BOARD

(Signed) Murray Nye

**Murray Nye
Chief Executive Officer and Director**