

WINSTON RESOURCES INC.
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NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL MEETING OF SHAREHOLDERS

Take notice that the annual general and special meeting (the “Meeting”) of Shareholders of **Winston Resources Inc.** (the “**Company**”) will be held at 11 o’clock a.m. Pacific Time, on Friday, May 10, 2019 at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia Canada for the following purposes:

1. to receive the Company consolidated audited financial statements for financial years ended July 31, 2018 and July 31, 2017, the report of the auditor thereon and the management’s discussion and analysis for financial year ended July 31, 2018;
2. to fix the number of directors at five;
3. to elect directors of the Company for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year;
5. to pass an ordinary resolution to ratify and approve the Company’s 10% “rolling” stock option plan, as described in the accompanying Information Circular; and
6. to pass an ordinary resolution to ratify and approve the adoption of new form of Company *Business Corporations Act* (British Columbia) Articles, amongst other updates, including advance notice provisions, all as more particularly described in the accompanying 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.

The consolidated audited financial statements for financial years ended July 31, 2018 and July 31, 2017, the reports of the auditors for the two financial years, and the management’s discussion and analysis for these two financial years will be made available at the Meeting and are available 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 asked 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 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 Vancouver, British Columbia, April 10, 2019.

ON BEHALF OF THE BOARD

s/Quinn Field-Dyte

Quinn Field-Dyte
Chief Executive Officer