

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Winston Resources Inc. (the “Company”)  
400 - 837 West Hastings Street  
Vancouver, BC V6C3N6

**Item 2. Date of Material Change**

April 3, 2020.

**Item 3. News Release**

News Release dated April 3, 2020 was disseminated via Stockwatch and filed on SEDAR on April 8, 2020.

**Item 4. Summary of Material Change**

The Company has entered into a share exchange agreement for the acquisition by the Company of all of the issued and outstanding common shares in the capital of PlantX Life Inc.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced further to its press release of January 24, 2020, it has entered into a share exchange agreement dated March 27, 2020 (the “**Share Exchange Agreement**”), which sets out the basic terms and conditions for the acquisition by the Company of all of the issued and outstanding common shares in the capital of PlantX Life Inc. (“**PlantX**”) in exchange for common shares in the capital of the Company (the “**Acquisition**”). The Acquisition will constitute a “fundamental change” for the Company pursuant to the rules and policies of the Canadian Securities Exchange (the “**CSE**”). The Acquisition is an arm’s length transaction. Upon successful completion of the Acquisition, the Company will change its name to “Vegaste Technologies Corp.” and will continue the business of Plant X as further detailed below.

Pursuant to the terms of the Share Exchange Agreement and in consideration for the Acquisition, on closing thereof (“**Closing**”), the Company will issue an aggregate of 61,072,220 common shares in the capital of Winston (the “**Payment Shares**”) to the holders of PlantX common shares at a deemed price of \$0.25 per Payment Share on a post-consolidated basis.

At Closing, all outstanding unexercised options to acquire PlantX common shares pursuant to outstanding PlantX options (“**PlantX Options**”) will be cancelled. In consideration for such disposition, the holders of PlantX Options will receive the right (a “**Replacement Option**”) to acquire one common share in the capital of the Company (a “**Common Share**”). The exercise price under each Replacement Option will be equal to the exercise price at the time of Closing under the particular PlantX Option that was cancelled in consideration for such Replacement Option.

Prior to the Closing, the Company will consolidate its share capital on a ten (10) old shares for one (1) new share basis.

The Payment Shares will be subject to escrow conditions and/or resale restrictions as required by applicable securities laws and the policies of the CSE.

In connection with the Acquisition, the Company will also issue 6,000,000 Common Shares on a post-consolidated basis to an arm’s length third party at a deemed price of \$0.25 per Common Share as a finder’s fee.

Closing of the Acquisition remains subject to certain closing conditions, including, completion of the Offering (as defined below), obtaining all necessary approvals, including, approval of the CSE, and if applicable, shareholders of the Company. There can be no assurance that the Transaction will be completed as proposed or at all. It is expected that trading in the Company’s securities will remain halted pending completion of the Acquisition.

### **Private Placement**

The Company also announced that it intends to complete a non-brokered private placement offering of not less than 6,000,000 Common Shares on a post-consolidated basis at a price of \$0.25 per Common Share for gross proceeds of not less than \$1,500,000 (the “**Offering**”).

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE.

All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

The Offering is not subject to a minimum aggregate amount of subscriptions. A finder’s fee may be paid to eligible arms length finders in accordance with CSE policies.

The net proceeds from the Offering will be used to fund the Acquisition and to provide working capital to the resulting issuer.

None of the securities to be issued pursuant to the Acquisition or the Offering have been or will be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and any securities issued pursuant to the Acquisition or Offering are anticipated to be issued in reliance upon available exemptions from

such registration requirements pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and applicable exemptions under state securities laws. In addition, the securities issued under an exemption from the registration requirements of the U.S. Securities Act will be “restricted securities” as defined under Rule 144(a)(3) of the U.S. Securities Act and will contain the appropriate restrictive legend as required under the U.S. Securities Act.

### **About PlantX**

PlantX is an online platform serving as a resource for consumers interested in or living a plant-based lifestyle.

Distributing products throughout North America, PlantX offers high-quality plant-based food and beverages for home delivery along with plant-based meal delivery services available through local and regional food delivery services. The website also serves as a directory to help users find approved vegan/plant-based restaurants in any location around the world.

Offering a collaborative online forum and various resources including blogs, podcasts and recipes from well-known chefs and contributions from members of the community, PlantX is redefining the plant-based experience.

PlantX is the only all-encompassing online platform to offer plant-based meal delivery, products, recipes, discussions, and local restaurant suggestions for any location.

The e-commerce website has a mission to plant awareness in a hyper-palatable world as a way of simplifying vegan living and all the stigmas surrounding it. The goal is to deliver the best products with the best service in the most convenient manner. Since PlantX.com is supposed to serve as a community for vegans and plant-based individuals, the company obsesses over meeting and exceeding their customers’ needs.

Innovation truly drives the PlantX operations. The team is always coming up with new ways to collaborate with local entrepreneurs and restaurateurs to bring PlantX to the world.

### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7. Omitted Information**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Quinn Field-Dyte, Chief Executive Officer  
Telephone: 604-630-3838

**Item 9. Date of Report**

DATED at Vancouver, BC, this 30th day of April, 2020.