FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Winston Gold Corp. (the "Issuer").

Trading Symbol: WGC

Date: May 28, 2021

1. New Options Granted:

Date of Grant: May 26, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Joseph Carrabba	Director	Yes	1,000,000	$0.10	May 26, 2026	1,000,000
Murray Nye	Director	Yes	1,000,000	$0.10	May 26, 2026	1,000,000
Stan Stewin	Director	Yes	500,000	$0.10	May 26, 2026	1,150,000
Allan Fabbro	Director	Yes	500,000	$0.10	May 26, 2026	150,000
Ben Porterfield	Director	Yes	500,000	$0.10	May 26, 2026	150,000
Tim Trevino	Consultant	No	750,000	$0.10	May 26, 2026	Nil
Eric Mortensen	Officer	No	500,000	$0.10	May 26, 2026	150,000
Lee Monteith	Consultant	No	500,000	$0.10	May 26, 2026	150,000

Total Number of optioned shares proposed for acceptance: 5,250,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares[(1)]	Exercise Price	Original Date of Grant	Expiry Date
David Duggan	150,000	$0.20	Aug 24, 2016	Aug 24, 2021
Daniel Southan-Dwyer	100,000	$0.40	Dec 15, 2016	Dec 15, 2021
V Baron Global Financial Canada Ltd.	300,000	$0.40	Dec 15, 2016	Dec 15, 2021
727 Capital Inc.	500,000	$0.40	Dec 15, 2016	Dec 15, 2021
Murray Nye	1,500,000	$0.05	Nov 27, 2017	Nov 27, 2022
Allan Fabbro	400,000	$0.05	Nov 27, 2017	Nov 27, 2022
Ben Porterfield	750,000	$0.05	Nov 27, 2017	Nov 27, 2022
Frederich Voelker	280,000	$0.10	Nov 27, 2017	Nov 27, 2022
David Whiteley	250,000	$0.05	Nov 27, 2017	Nov 27, 2022
Brooks Hintze	250,000	$0.05	Nov 27, 2017	Nov 27, 2022
Thomas Schuster	100,000	$0.05	Nov 27, 2017	Nov 27, 2022
Murray Nye	500,000	$0.05	Mar 26, 2019	Mar 26, 2024
Allan Fabbro	100,000	$0.05	Mar 26, 2019	Mar 26, 2024
Ben Porterfield	100,000	$0.05	Mar 26, 2019	Mar 26, 2024
Brooks HIntze	250,000	$0.05	Mar 26, 2019	Mar 26, 2024
David Whiteley	250,000	$0.05	Mar 26, 2019	Mar 26, 2024
Tim Hunter	500,000	$0.07	Aug 28, 2019	Aug 28, 2024
David Carr	100,000	$0.07	Aug 28, 2019	Aug 28, 2024
Eric Mortensen	50,000	$0.07	Aug 28, 2019	Aug 28, 2024
Joseph Carrabba	750,000	$0.10	Apr 28, 2020	Apr 28, 2025
Max Polinsky	500,000	$0.10	Apr 28, 2020	Apr 28, 2025
Murray Nye	500,000	$0.10	Apr 28, 2020	Apr 28, 2025
Allan Fabbro	100,000	$0.10	Apr 28, 2020	Apr 28, 2025
Ben Porterfiield	100,000	$0.10	Apr 28, 2020	Apr 28, 2025
Dave Whiteley	500,000	$0.10	Apr 28, 2020	Apr 28, 2025
Tim Hunter	500,000	$0.10	Apr 28, 2020	Apr 28, 2025
Brooks Hintze	500,000	$0.10	Apr 28, 2020	Apr 28, 2025
Eric Mortensen	200,000	$0.10	Apr 28, 2020	Apr 28, 2025
Richard Lyons	150,000	$0.10	Apr 28, 2020	Apr 28, 2025
Pete Strazdas	100,000	$0.10	Apr 28, 2020	Apr 28, 2025

Terrence Mulvihill	150,000	$0.10	Apr 28, 2020	Apr 28, 2025
Lee Monteith	100,000	$0.10	Apr 28, 2020	Apr 28, 2025
Rockhead Consulting	1,500,000	$0.12	July 31, 2020	July 31, 2025
Adrian Balle	1,500,000	$0.12	July 31, 2020	July 31, 2025
Joseph Carrabba	1,000,000	$0.18	October 27, 2020	October 27, 2025
Murray Nye	1,000,000	$0.18	October 27, 2020	October 27, 2025
Max Polinsky	1,000,000	$0.18	October 27, 2020	October 27, 2025
Al Fabbro	150,000	$0.18	October 27, 2020	October 27, 2025
Stan Stewin	150,000	$0.18	October 27, 2020	October 27, 2025
Ben Porterfield	150,000	$0.18	October 27, 2020	October 27, 2025
Eric Mortensen	150,000	$0.18	October 27, 2020	October 27, 2025
Lee Monteith	150,000	$0.18	October 27, 2020	October 27, 2025
David Whiteley	500,000	$0.18	October 27, 2020	October 27, 2025
Tim Hunter	500,000	$0.18	October 27, 2020	October 27, 2025
Brooks Hintze	500,000	$0.18	October 27, 2020	October 27, 2025
Richard Lyons	150,000	$0.18	October 27, 2020	October 27, 2025
Terrance Mulvihill	150,000	$0.18	October 27, 2020	October 27, 2025
David Carr	200,000	$0.18	October 27, 2020	October 27, 2025
Ethan Coppage	150,000	$0.18	October 27, 2020	October 27, 2025
Christopher Greb	200,000	$0.18	October 27, 2020	October 27, 2025
Stan Stewin	1,000,000	$0.125	January 21, 2021	January 21, 2026

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. The Stock Option plan was approved by shareholders at the Company's Annual General and Special meeting on February 7, 2020.

(b) State the date of the news release announcing the grant of options. **May 27, 2021**

(c) State the total issued and outstanding share capital at the date of grant or amendment. **389,673,860**

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock

options, including new options, amended options and other presently outstanding options. **6.65%**

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. **13,037,386**

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer. **None**

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: May 28, 2021

Stan Stewin
Name of Director or Senior Officer

"Stan Stewin"
Signature

Chief Financial Officer
Official Capacity