

**WINSTON GOLD MINING CORP.**

Suite 201 - 919 Notre Dame Avenue  
Winnipeg, Manitoba R3E 0M8

**November 21, 2016**

Canadian Securities Exchange  
220 Bay Street  
9<sup>th</sup> Floor  
Toronto, Ontario  
M5J 2W4

Dear Sirs/Mesdames:

**Re: Private Placement of Class A Common Shares at \$0.40 per Share**

With respect to the private placement of Class A common shares in the capital of Winston Gold Mining Corp. (the “**Shares**”) at a price of 0.40 per Share (the “**Private Placement**”), we hereby confirm receipt of an aggregate subscription proceeds of \$2,387,500. The Private Placement consisting of 5,968,750 Shares closed on November 18, 2016.

Yours very truly,

**WINSTON GOLD MINING CORP.**

*(Signed)* Murray Nye

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Murray Nye  
Chief Executive Officer and Director