

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: WINSTON RESOURCES INC. (the "Issuer").

Trading Symbol: WRW

Number of Outstanding Listed Securities: 25,133,840

Date: February 7, 2020

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

On Jan 23, Winston Resources Inc. has entered into a letter of intent dated Jan. 22, 2020, 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 Vegaste Technologies Corp., including its wholly owned subsidiaries (including

PlantX Life Inc.), in exchange for common shares in the capital of the company. The acquisition is expected to be structured as a reverse takeover and will constitute a fundamental change for the company pursuant to the rules and policies of the Canadian Securities Exchange. The acquisition is an arm's-length transaction. Upon successful completion of the acquisition, the company will continue the business of Vegaste as further detailed herein.

About Vegaste Technologies Corp.

Vegaste is an on-line source for high-quality plant-based food and beverages, distributing products throughout North America. Vegaste also intends to create a vibrant on-line community with a collaborative forum and blog to help like-minded consumers connect with each other. Vegaste will also partner with chefs to create unique dishes and will curate a list of approved vegan restaurants, as well as local and regional food delivery services. As a one-stop shop for fans of plant-based products, customers can come to Vegaste to learn about the benefits of a plant-based diet, peruse recipes and order products from the marketplace.

As of the date hereof, no meaningful financial information has been prepared by Vegaste. Vegaste will prepare audited financial statements in the near future, and the company will provide a summary of significant financial information in due course.

Proposed acquisition

The company and Vegaste have entered into the letter on intent, which sets out certain terms and conditions pursuant to which the proposed acquisition will be completed. The transaction terms outlined in the LOI are subject to the parties entering into a definitive agreement in respect of the acquisition on or before Feb. 28, 2020, or such other date as the company and Vegaste may mutually agree.

The LOI also contemplates other material conditions precedent to the closing of the acquisition, including the completion of a concurrent financing to raise aggregate gross proceeds of at least \$1.5-million, customary due diligence, compliance with all applicable regulatory requirements, and receipt of all necessary regulatory, corporate, third party, board and shareholder approvals being obtained, including the approval of the exchange. There can be no assurance that the acquisition will be completed as proposed or at all.

It is anticipated that the closing will involve, among other things, the following steps, which may be amended if the parties mutually agree that such form would better satisfy their objective (including, but not limited to, tax efficiency to the parties):

Prior to the closing of the proposed acquisition, the company will consolidate its share capital on a one-new-share-for-10-old-share basis.

The shareholders of Vegaste will receive postconsolidation Winston shares in exchange for their common shares in the capital of Vegaste on the basis of 2-2/3rds (2.6667) Winston shares for each Vegaste share, for up to a total of 60 million Winston shares.

A concurrent financing of Winston shares that are currently expected to be offered at a price of 25 cents per Winston share or such other price determined in the context of the market will be completed.

All director, shareholder and regulatory approvals relating to the acquisition and the concurrent financing, including, without limitation, the approval of the exchange, will be received.

Each of the parties shall have executed, delivered and performed its respective covenants as outlined in the definitive agreement, and all representations and warranties of each party contained in the definitive agreement shall be true and correct at the time of closing.

Certain of the Winston shares issuable pursuant to the acquisition may be subject to the escrow requirements of the exchange and to hold periods as required by applicable securities laws.

The company may pay a finder's fee in connection with the acquisition up to the maximum permitted under the policies of the exchange.

The resulting issuer -- summary of proposed directors

It is currently anticipated that all of the current officers and directors of the company will resign from their respective positions with the company. Following the closing, the board of directors of the company is expected to consist of four directors, three of whom will be nominees of Vegaste. Further details concerning the management and directors of the company will be provided in a comprehensive press release when the parties enter into the definitive agreement and in the disclosure document to be prepared and filed in respect of the acquisition.

Trading in Winston shares

Trading in the company's shares has been halted in compliance with the policies of the exchange. Trading in the company's shares will remain halted pending the review of the proposed acquisition by the exchange and satisfaction of the conditions of the exchange for resumption of trading. It is likely that trading in the shares of the company will not resume prior to closing.

Disclosure and caution

Further details about the proposed acquisition, the concurrent financing and the resulting issuer will be provided in a comprehensive press release when the parties enter into the definitive agreement and in the disclosure document to be prepared and filed in respect of the acquisition. Investors are cautioned that, except as disclosed in the disclosure document, any information released or

received with respect to the acquisition may not be accurate or complete and should not be relied upon.

All information provided in this press release relating to Vegaste has been provided by management of Vegaste and has not been independently verified by management of the company.

As of the date of this press release, the company has not completed a definitive agreement with Vegaste, and readers are cautioned that there can be no assurances that a definitive agreement will be executed or that the acquisition will be completed.

2. Provide a general overview and discussion of the activities of management.

None.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

See #1 for more details

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how

the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

Not applicable.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

There were no new developments.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

Not applicable.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

Winston Resources Inc. has commenced prelegal action against David Schmidt, claiming failure to pay for a non-brokered private placement of \$40,000. Shares were issued to Mr. Schmidt's holding company, and Mr. Schmidt has refused to pay for the shares he received from the company.

The company has delivered this information to Mr. Schmidt by e-mail and mail, and it is unclear to the company whether Mr. Schmidt refuses to pay or does not have the financial capacity to pay.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

14. Provide details of any securities issued and options or warrants granted.

| Security | Number Issued | Details of Issuance | Use of Proceeds ⁽¹⁾ |
|----------|---------------|---------------------|--------------------------------|
| | | | |

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to or by Related Persons.

None.

16. Provide details of any changes in directors, officers or committee members.

None.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

There are no trends specific to the Issuer at this time.

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 were 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 7 Monthly Progress Report is true.

Dated: February 7, 2020

Name of Director or Senior Officer

Quinn Field-Dyte

"Quinn Field-Dyte"

CEO, Director

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| Issuer Details Name of Issuer WINSTON RESOURCES INC. | For Month End Jan 2020 | Date of Report YY/MM/D 20/02/07 |
| Issuer Address #400 – 837 W. Hastings Street | | |
| City/Province/Postal Code Vancouver, BC V6C 3N6 | Issuer Fax No. (888)241-5996 | Issuer Telephone No. (604)283.1722 |
| Contact Name Quinn Field-Dyte | Contact Position Director | Contact Telephone No. (604)283.1722 |
| Contact Email Address qpdf.is@gmail.com | Web Site Address NA | |