WINSTON RESOURCES INC.
(the "Company")

Form 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS
(for financial years ended July 31, 2018 and July 31, 2017)

For the purposes of this Statement of Executive Compensation:

"**Company**" means Winston Resources Inc.;

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer ("CEO"), including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer ("CFO"), including an individual performing functions similar to a CFO;

(c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, for that financial year;

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

The authorized capital of the Company consists of an unlimited number of Common Shares, each carrying the right to one vote, and an unlimited number of non voting preferred shares without special rights and restrictions attached. A total of 671,844 preferred shares with a value of $671,844 are issued and outstanding as of July 31, 2018.

On January 31, 2017, the Company consolidated its issued and outstanding share capital on the basis of one pre-consolidated common share for each three pre-consolidation common shares. The shares began trading on a consolidated basis on February 1, 2017.

The Company's common shares are listed on the Canadian Securities Exchange (the "**CSE**") under stock symbol "WRW".

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and NEO Compensation Excluding Options and Compensation Securities

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the Board for the two completed financial years ended July 31, 2018 and July 31, 2017. Options and compensation securities are disclosed under the heading "**Stock Options and Other Compensation Securities**" below.

During the financial year ended July 31, 2018, based on the definition above, Quinn Field-Dyte, CEO and director was an NEO of the Company for the purposes of the following disclosure. The directors of the Company who were not NEOs during the financial year ended July 31, 2018 were: Michael Young and Suzette Ramcharan. Michael Young resigned as a director on September 16, 2017.

During the financial year ended July 31, 2017, based on the definition above: Quinn Field-Dyte, CEO and director, Daniel Wettreich, former Chairman, CEO and CFO and former director, and Sean Bromley, former CEO and former director, were NEOs of the Company for the purposes of the following disclosure. The directors of the Company who were not NEOs during the financial year ended July 31, 2017 were: Scott Fulton White, Mark David Wettreich, Peter David Wanner, Anthony Jackson and Suzette Ramcharan. Daniel Wettreich resigned as an officer and director of the Company on December 30, 2016, Sean Bromley resigned as an officer and director of the Company on March 30, 2017, and directors, Scott Fulton White resigned as a director on December 30, 2016, Mark David Wettreich resigned as a director on December 30, 2016, Peter David Wanner resigned as a director on December 30, 2016, and Anthony Jackson resigned as a director on February 27, 2017, , Quinn Field-Dyte was appointed a director of the Company on December 30, 2016 and was appointed CEO of the Company on August 1, 2017. Suzanne Ramcharan was appointed a director on February 27, 2017.

Table of Compensation, Excluding Compensation Securities in Financial Years ended July 31, 2018 and July 31, 2017

The compensation paid to the NEOs during the Company's two completed financial years of July 31, 2018 and July 31, 2017 is as set out below and expressed in Canadian dollars unless otherwise noted:

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Quinn Field-Dyte, CEO and Director(1)	2018 2017	33,500 4,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	33,500 4,000
Daniel Wettreich, former Chairman, CEO, and Director(2)	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Sean Bromley, former CEO and Director(3)	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Suzette Ramcharan, Director(4)	2018 2017	10,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	10,000 Nil
Michael Young, former Director(5)	2018 2017	8,000 12,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	8,000 12,000
Scott Fulton White former Director(6)	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Mark David Wettreich, former Director(7)	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Peter David Wanner, former Director(8)	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Anthony Jackson, former Director(9)	2018 2017	Nil 64,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 64,000

Notes:

(1) Quinn Field-Dyte was appointed a director of the Company on December 30, 2016 and was appointed CEO of the Company on August 1, 2017

(2) Daniel Wettreich served as Chairman and CEO and CFO and director of the Company from June 22, 2012 to December 30, 2016.
(3) Sean Bromley served as CEO and director of the Company from December 30, 2016 to March 30, 2017.
(4) Suzette Ramcharan was appointed a director of the Company on February 27, 2017.
(5) Michael Young served as director of the Company from March 3, 2017 to September 16, 2017. Fees were paid to Gold Medal Performance Corp., a private company owned by Michael Young.
(6) Scott Fulton White served as director of the Company from June 22, 2012 to December 30, 2016.
(7) Mark David Wettreich served as director of the Company from June 22, 2012 to December 30, 2016.
(8) Peter David Wanner served as director of the Company from January 18, 2013 to December 30, 2016.
(9) Anthony Jackson served as director of the Company from December 30, 2016 to February 27, 2017. Fees were paid to Bridgemark Financial, a private company owned by Anthony Jackson.

During the year ended July 31, 2018, the Company incurred and paid consulting fees of $33,500 (2017 - $nil) and management fees of $nil (2017 - $4,000) to the CEO of the Company.

Dureing the year ended July 31, 2018, the Company incurred transfer agent fees of $nil (2017 - $29,824) to Reliable Stock Transfer Inc. ("Reliable") a company owned by a former officer and director of th4e Company for the provision of share transfer services.

The following transactions occurred between related parties during the years July 31, 2018 and July 31, 2017:

		2018	**2017**
	$		
Management fees paid to Quinn Field-Dyte, CEO and director		---	4,000
Consulting fees paid to Quinn Field-Dye, CEO and director		53,263	---
Consulting fees paid to former director Michael Young		8,000	72,000
Share issuance costs paid to a company controlled by Bridgemark, a private company owned by former director,		---	100,000
Professional fees paid to a company controlled by Jackson & Company, Chartered Professional Accountants (former director, Anthony Jackson)		---	18,742
	$	**61,263**	**194,742**

Loan Receivable

As at July 31, 2018, the Company had a loan receivable of $500 from Quinn Field-Dyte, CEO and director of the Company The loan has no set terms of repayment, is interest free, and is due on demand. .

Stock Options and Other Compensation Securities

10% "rolling" Stock Option Plan (Option Based Awards)

The Company has a 10% "rolling" stock option plan dated for reference May 27, 2016 in place ("Stock Option **Plan**"). which provides that the number of Common Shares issuable under the Stock Option Plan may not exceed 10% of the total number of issued and outstanding Common Shares. The Stock Option Plan was last approved by shareholders at the annual general meeting of the Company held on May 27, 2016 and was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board and provides that the terms of the options and the option price may be fixed by the directors subject to the price restrictions and other CSE Policy requirements. Pursuant to the Stock Option Plan, the Board may grant Options to acquire Common Shares of the Company to qualified directors, officers, employees and other service providers. The Options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of ten years. The Stock Option Plan allows for the issuance of up to 10% of the number of issued and outstanding Common Shares of the Company at any time on a non-diluted basis.

The following is a summary of material terms of the Stock Option Plan:

(a) The Board may at any time and from time to time designate those Optionees who are to be granted an Option pursuant to the Stock Option Plan and grant an Option to such Optionee. No Option will be granted to any person except upon recommendation of the Board. Subject to CSE policies, the Company will represent that the Optionee is a bona fide Employee, Consultant, or Management Company Employee in respect of Options granted to such Optionees.

(b) Participation in the Stock Option Plan is entirely voluntary and any decision not to participate will not affect an Optionee's relationship or employment with the Company.

(c) The number of Common Shares which may be made the subject of options cannot exceed 10% of the issued and outstanding Common Shares on a non-diluted basis at any time.

(d) The number of authorized but unissued Common Shares that may be issued upon the exercise of Options granted under the Stock Option Plan at any time plus the number of Common Shares reserved for issuance under outstanding incentive Options otherwise granted by the Company shall not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis at any time, and such aggregate number of Common Shares shall automatically increase or decrease as the number of issued and outstanding Common Shares changes.

(e) The Options granted under the Stock Option Plan together with all of the Company's other previously established plans or grants, shall not result at any time in:

   (i) the number of Common Shares reserved for issuance pursuant to Options granted to Insiders exceeding 10% of the issued and outstanding Common Shares;

   (ii) the grant to Insiders within a 12 month period, of a number of Options exceeding 10% of the outstanding Common Shares;

   (iii) the grant to any one Optionee within a 12-month period, of a number of Options exceeding 5% of the issued and outstanding Common Shares unless the Company obtains the requisite disinterested shareholder approval;

   (iv) the grant to all persons engaged by the Company to provide Investor Relations Activities, within any twelve-month period, of Options reserving for issuance a number of Common Shares exceeding in the aggregate 2% of the Company's issued and outstanding Common Shares; or

   (v) the grant to any one Consultant, in any twelve-month period, of Options reserving for issuance a number of Common Shares exceeding in the aggregate 2% of the Company's issued and outstanding Common Shares.

(f) A written agreement will be entered into between the Company and each Optionee to whom an Option is granted, which agreement will set out the number of Common Shares subject to option, the exercise price, and any other terms and conditions approved by the Board, all in accordance with the provisions of the Stock Option Plan.

(g) Each Option and all rights will expire on the date set out in the stock option agreement, which will be the date of the expiry of the option period.

(h) The Board determines the price per Common Share and the number of Common Shares that may be allotted to each eligible person and all other terms and conditions of the options, subject to the rules of the CSE, provided however that price per share set by the Board must be at least equal to the Discounted Market Price of the Common Shares. **"Discounted Market Price"** means the last per share closing price for the Common Shares on the Exchange before the date of grant of an Option, less any applicable discount under Exchange Policies.

(i) In addition to any resale restrictions under Securities Laws, any Option granted under the Stock Option Plan and any Common Shares issued upon the due exercise of any such Option so granted will be subject to a four-month hold period commencing from the date of grant of the Option, if the exercise price of the Option is granted at less than the Market Price. **"Market Price"** means the closing price of the Common Snares on any Exchange (and if listed on more than one Exchange, then the highest of such closing prices) on the last business day prior to the date of grant. In the event that such Common Shares did not trade on such business day, the Market Price shall be the average of the bid and asked prices in respect of such Common Shares at the close of trading on such date.

(j) The term of an option shall be not more than 10 years from the date the Option is granted.

(k) If an Optionee ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries for any reason other than death, the Optionee may, but only within ninety (90) days after the Optionee's ceasing to be a director, officer, employee or consultant (or 30 days in the case of an Optionee engaged in investor relations activities) or prior to the expiry of the exercise period, whichever is earlier, exercise any Option held by the Optionee, but only to the extent that the Optionee was entitled to exercise the Option at the date of such cessation.

(l) In the event of the death of an Optionee, the Option previously granted to him shall be exercisable within one (1) year following the date of the death of the Optionee or prior to the expiry of the Option Period, whichever is earlier, and then only: (a) by the person or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or the laws of descent and distribution, or by the Optionee's legal personal representative; and (b) to the extent that the Optionee was entitled to exercise the Option at the date of the Optionee's death.

(m) In the event of (a) any disposition of all or substantially all of the assets of the Company, or the dissolution, merger, amalgamation or consolidation of the Company with or into any other corporation or of such corporation into the Company, or (b) any change in control of the Company, the Stock Option Plan gives the Company the power to make such arrangements as it shall deem appropriate for the exercise of outstanding Options or continuance of outstanding Options, including to amend any stock option agreement to permit the exercise of any or all of the remaining Options prior to the completion of any such transaction.

(n) Subject to any required approvals under applicable securities legislation or stock exchange rules, the Company may amend or modify the Stock Option Plan or the terms of any option as the Board deems necessary or advisable provided that no such amendment shall adversely affect any accrued and vested rights of an Optionee or alter or impair any option previously granted to that Optionee, without the consent of the Optionee (provided such a change would materially prejudice the Optionee's rights under the Stock Option Plan).

Stock Options and Other Compensation Securities

There were no incentive stock options (option-based awards) pursuant to the Company's Stock Option Plan granted to each director and named executive officer by the Company during financial year ended July 31, 2018. There were no share-based awards granted during financial years ended July 31, 2018 and July 31, 2017.

Exercise of Compensation Securities by NEOs and Directors

There were no stock options exercised by a NEO or a director of the Company during the financial years ended July 31, 2018 and July 31, 2017.

Employment, Consulting and Management Agreements

The Company entered into a consulting agreement dated May 1, 2017 (the "**Agreement**") with Gold Medal Performance Corp. ("**Gold Medal**"), pursuant to which Gold Medal will provide the services of Mr. Michael Young to perform certain corporate development and administrative functions to the Company. The term of the Agreement is for a period of three years until April 30, 2020. In consideration for the services, the Company will pay Gold Medal a consulting fee of $4,000 per month. Gold Medal is also eligible to receive stock options and/or incentive bonuses at any time during the term of the Agreement, as determined by the Board from time to time. Upon Board approval, the Company may increase the consulting fee by a minimum of 5% per annum with the first increase commencing on May 1, 2018. Mr. Young resigned as a director of the Company on September 16, 2017. The Agreement was terminated on September 16, 2017.

Other than as set out above, there are presently no management contracts with the Company.

Oversight and Description of Director and Named Executive Officer Compensation

The Board is responsible for approving compensation, including long-term incentives in the form of stock options, to be granted to the CEO, the CFO and the directors.

The Company's executive compensation program is comprised of the following components: base salary, discretionary annual incentive and long-term incentives. Together, these components support the Company's long-term growth strategy and the following objectives:

- to align executive compensation with shareholders' interests;
- to attract and retain highly qualified management; and
- to focus performance by linking incentive compensation to the achievement of business objectives and financial results.

The compensation program is designed to reward for performance. Employees, including senior executives, are rewarded for the achievement of annual operating and financial goals, progress in executing the Company's long-term growth strategy and delivering strong total shareholder return performance.

The Company reviews industry compensation information and compares its level of overall compensation with those of comparable sized resource companies involved in the business of resource exploration and business development. Generally, the Company targets base salaries at levels approximating those holding similar positions in comparably sized companies in the mining and oil and gas industry and hopes to achieve comparable total compensation levels through the fixed and variable components.

The Company's total compensation mix places a significant portion of the executive's compensation at risk. The design takes into account individual and corporate performance. Compensation practices, including the mix of base salary, short-term incentives and long-term incentives, are regularly assessed to ensure they are competitive, take account of the external market trends, and support the Company's long-term growth strategies.

Base salary is compensation for discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive. Annual salary adjustments take into account the market value of the role and the executive's demonstration of capability during the year.

Annual incentives, in the form of cash bonus payments, are designed to add a variable component of compensation based on overall corporate performance and the executive's individual performance.

Compensation Review Process

The Company does not have a Compensation Committee.

The Board is responsible for the compensation policies and guidelines for the Company and for implementing and overseeing compensation policies.

The Board reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer, including the NEOs. The Board makes decisions with respect to basic salary and participation in share compensation arrangements for each executive officer. In considering executive officers other than the CEO, this Board takes into account the recommendation of the CEO.

The Company does not have a formal compensation program with set benchmarks, however, the Company does have a compensation program which seeks to reward an executive officer's current and future expected performance. Individual performance in connection with the achievement of corporate milestones and objectives is also reviewed for all executive officers.

This Board has not proceeded to a formal evaluation of the implications of risks associated with the Company's compensation policies and practices. The Board intends to review the risks at least once annually, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of short-term compensation in the form of a base salary and long-term ownership through the Company's Stock Option Plan. This structure ensures that a significant portion of executive compensation (Options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, the short-term component of the executive compensation (base salary) represents a relatively small part of the total compensation. As a result, it is unlikely that an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Company's shareholders.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

(a) Base salary or consulting fees;

(b) Bonus payments; and

(c) Equity participation through the Company's Stock Option Plan.

Base Salary or Consulting Fees

Base salary ranges for executive officers were initially determined upon a review of companies, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

(a) the particular responsibilities related to the position;

(b) salaries paid by other companies in the mining and oil and gas industry which were similar in size as the Company;

(c) the experience level of the executive officer;

(d) the amount of time and commitment which the executive officer devotes to the Company; and

(e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Payments

Each of the executive officers, as well as all employees, is eligible for an annual bonus, payable in cash or through stock-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash flow and share price performance) and operational criteria (such as significant mineral property acquisitions, resource growth and the attainment of corporate milestones).

The Company did not award any bonuses for the last two financial years financial year ended July 31, 2018 and July 31, 2017.

Director Compensation

Other than incentive stock options, directors of the Company do not receive any compensation for attending meetings of the Board or a committee of the Board.

Equity Participation

Equity participation is accomplished through the Company's Stock Option Plan. The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the compensation committee based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasizes the provisions of option grants to maintain executive motivation.

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Base Salary or Consulting Fees

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Base salary ranges for the executive officers were initially determined upon a review of companies within the technology industry, which were of the same size as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

(a) the particular responsibilities related to the position;

(b) salaries paid by other companies in the technology industry which were similar in size as the Company;

(c) the experience level of the executive officer;

(d) the amount of time and commitment which the executive officer devotes to the Company; and

(e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Benefits and Perquisites

The Company does not, as of the date of this Form, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.