

Winston Gold Announces a Private Placement, Prepayment Financing and Strategic Partnership To Continue To Expand Production and Fund Additional Exploration and Development

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WINNIPEG, July 15, 2021 - [Winston Gold Corp.](#) ("Winston Gold" or the "Corporation") (CSE:WGC) (OTCQB:WGMCF) is pleased to announce a private placement (the "Private Placement"), prepayment financing (the "Prepayment Financing") and strategic partnership that will provide the financing to bring the Winston Gold project near Helena, Montana, into commercial production and to also develop additional toll milling solutions to fill the Paradine Mill to capacity. Highlights of the Private Placement are summarized below.

The Private Placement consists of a minimum of 6.67 million to a maximum of 40 million "Units" at C\$0.075 per Unit (the "Offering Price"). Each Unit consists of one common share (a "Share") and one purchase warrant (a "Warrant"). Each full Warrant will entitle the holder to purchase an additional common share of the Corporation at an exercise price of \$0.105 per share for a period of 2 years from the closing of the Private Placement. The minimum gross proceeds expected to be raised are C\$500,000, with maximum gross proceeds of C\$3,000,000.

All securities issued in connection with the Private Placement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation. Finder fees may be payable on a portion of the financing according to the policies of the CSE.

The net funds raised will be mainly used for bringing the Winston Gold project into full commercial production, for exploration to develop the expected high-grade gold resources and to further develop toll-milling operations.

Under the terms of the Private Placement, detailed within a non-binding term sheet and completion of its conditions, Ocean Partners USA, Inc. ("Ocean Partners") will subscribe for a minimum lead order of 6,666,667 Units of the Private Placement, for a subscription of C\$500,000, and to match the purchase of any additional Units on one to two basis up to a maximum of C\$1,000,000 (including the lead order) subscribed by Ocean Partners assuming an additional C\$1,000,000.00 raised from third parties and an aggregate of C\$2,000,000 raised. The Corporation will also welcome an additional C\$1,000,000 of financing to be raised from other third parties with no matching from Ocean Partners for an aggregate of C\$3,000,000.00.

For the commitment provided by Ocean Partners, it is expected Ocean Partners will receive fees of C\$50,000 as a commitment fee equivalent to 5.0% of C\$1,000,000 payable in cash or Units.

Other than Units sold to Ocean Partners, the Company may pay finder's fees up to 5.0% to other finders in cash or in Units.

Prepayment Financing

Subject to the completion of certain conditions precedent, Ocean Partners shall provide Winston Gold a revolving US\$2 million revolving prepayment (the "Prepayment") repayable against concentrate deliveries available for drawing until December 31, 2023.

The Prepayment shall be used for general working capital and to finance, ore and concentrate stockpiles

on-site and shall bear interest at LIBOR + 8.25%.

The Prepayment shall be secured by a fixed and floating charge over Winston Gold's assets and contractual arrangements.

On the closing date of the Prepayment, Ocean Partners shall receive 7,500,000 warrants exercisable into one common share at an exercise price of C\$0.105, with said warrants expiring on December 31, 2023.

Offtake Agreement

Winston Gold has executed a Definitive Offtake Agreement with Ocean Partners for the sale of gold/silver concentrate and the agreement (the "Agreement") is expected to be extended to a minimum total of 25,000 tonnes of concentrate deliveries and marketed at market rates.

The terms and conditions of the Agreement are confidential between the parties.

Strategic Partnership

With the market expertise and marketing ability of Ocean Partners, Winston Gold and Ocean Partners shall jointly develop opportunities to process third party ore through the Paradine Mill with Ocean Partners to provide working capital financing and purchase the resultant concentrate offtake.

It is expected that the Board of Winston Gold will appoint Mr. Brent Omland, as a Director, following regulatory approval. Mr. Omland is a Canadian Chartered Accountant with 15 years' experience in the mining, metals and trading sectors. He has held roles with Ivernia Inc., Enirgi Metals Group and Teck. He is currently Chief Financial Officer of Ocean Partners.

Murray Nye, Chief Executive and Director commented: "This Offtake Agreement for gold/silver concentrate from the Winston Gold Mine along with the Financing arrangement represents a milestone achievement for the Company and enhances our ability to transition from development to commercial operations".

Joseph Carrabba, Executive Chairman commented: "We are pleased to appoint Brent Omland to the Board of Winston Gold and look forward to a long term relationship with Ocean Partners in enhancing shareholder value"

The transactions contemplated by the Private Placement and the Prepayment Financing and are subject to approval by the Winston Gold Board of Directors, the Ocean Partners Board of Directors and the Canadian Stock Exchange, and may be subject to additional regulatory approvals.

The CSE has neither approved nor disapproved the information contained herein. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Ocean Partners

Ocean Partners specializes in the trading of precious metal concentrates, copper, zinc and lead, as well as related by-products and secondary materials. Ocean Partners also provides tolling solutions to central milling operations on a small to large scale and blending solutions for complex precious and base metal concentrates. The Ocean Partners team is mainly formed of ex. mining and smelting industry professionals and has spent over 25 years providing successful trading services to miners, smelters, and refiners, and has a strong global network of relationships and contacts in the base and precious metal mining and smelting sector.

About Winston Gold

Winston Gold is a junior mining company focused on advancing high-grade, low-cost mining opportunities into production. Towards that end, the Corporation has acquired the under-explored and under-exploited

Winston Gold project near Helena, Montana.

Forward-Looking Information

This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that Winston Gold Mining Corp. (the "Company") expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include regulatory actions, market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

For more information, please visit www.winstongoldmining.com; or contact:

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