

WINSTON RESOURCES INC.
400 – 837 West Hastings Street
Vancouver, British Columbia Canada V6C 3N6
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of WINSTON RESOURCES INC. (the “**Company**”) will be held at Suite 400 - 837 West Hastings Street, Vancouver, British Columbia, Canada on Friday, May 29, 2020 at 11:00 a.m. Pacific Time. **In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others to not attend the Meeting in person.**

The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Guest code is 60339#	<u>Dial by your location</u> Canada/US Toll free <u>1-800-319-7310</u> Toronto: <u>416-915-3227</u> Vancouver: <u>604-638-5353</u> International: <u>1-604-638-5353</u>
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While as of the date of this Information Circular, we are intending to hold the Meeting in physical face to face format with a conference call for participation, we are continuously monitoring the current coronavirus outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically, by mail, or by phone as further described herein.** If voting in advance by proxy is difficult, please call the transfer agent as disclosed herein. We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release, which would be filed on SEDAR. Please monitor the Company’s press releases as well as the Company’s website for updated information up until the date of the Meeting. We do not intend to prepare or mail an amended management information circular in the event of changes to the Meeting format.

Meeting Business

The Meeting is to be held for the following purposes, more as described in the accompanying management information circular dated April 30, 2020 (the “**Information Circular**”):

1. to table the consolidated financial statements of the Company together with the auditor’s report for the fiscal year ended July 31, 2019 and for the fiscal year ended July 31, 2018, and the management’s discussion and analysis thereon;

2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year;
3. to fix the number of directors of the Company at four;
4. to consider and, if deemed advisable, to pass an ordinary resolution electing the directors of the Company for the ensuing year;
5. to consider and, if deemed advisable, to pass an ordinary resolution of the Shareholders to approve the exchange of: (i) on a post-consolidation basis, up to 61,072,220 and as otherwise contemplated in the Share Exchange Agreement (as defined herein) common shares (“**Resulting Issuer Shares**”) of the Resulting Issuer (as defined herein) in exchange for all of the issued and outstanding common shares (“**PlantX Shares**”) of PlantX Life Inc. (“**PlantX**”); and (ii) up to 1,500,000 stock options (on a post-consolidation basis) exercisable for Resulting Issuer Shares for all of the issued and outstanding stock options of PlantX exercisable for PlantX Shares, all in accordance with the terms and subject to the conditions of a share exchange agreement (the “**Share Exchange Agreement**”), dated March 27, 2020 between the Company, PlantX and the shareholders of PlantX, and the Company thereafter being the “**Resulting Issuer**” (the “**Transaction**”); and
6. to consider and, if deemed advisable, to pass an ordinary resolution authorizing, and approving the stock option plan of Winston, which will be the stock option plan of the Resulting Issuer upon completion of the Transaction.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The record date (the “**Record Date**”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is the close of business on April 27, 2020. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. Each Common Share entitled to be voted on each resolution will entitle the Shareholder to one vote on all matters to come before the Meeting.

Registered shareholders who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia on this 30th of April, 2020.

BY ORDER OF THE BOARD

“Quinn Field-Dyde”

**Quinn Field-Dyde
Chief Executive Officer**