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**Winston Capital Group Inc.
Announces Proposed Qualifying Transaction**

Calgary, Alberta--(Newsfile Corp. - June 24 2019) - Winston Capital Group Inc. (the "**Corporation**") (TSX Venture: WNST.P) is pleased to announce details concerning its proposed arm's length qualifying transaction (the "**Transaction**") involving a proposed business combination with 2695389 Ontario Corp. ("**Ontario**"), a private company incorporated under the laws of the Province of Ontario on May 9, 2019.

Ontario plans to enter into an agreement to acquire Patton Associated Trading Limited, Northside Property Management Limited and Ocean Healthcare Limited, each a corporation incorporated under the laws of Ireland (collectively, "**Lake Health**"). Lake Health is a pharmaceutical products wholesale distribution company with an experienced leadership team. Lake Health has medical wholesale distribution authorization (WDA) from the Irish Health Products Regulatory Authority ("**HPRA**"). This authorization allows Lake Health to import and distribute prescribed medicines; over the counter medicinal products; unauthorized medical products; exempt medical products; and psychoactive products within Ireland and to export the same product categories across the EU/EEA region, subject to local regulation. Lake Health's logistics solution, including access to a state of the art distribution facility which is approved by the HPRA and is ISO 2001:2008 certified, enables same day delivery to 1,800 pharmacies in Ireland and 48 to 72 hour distribution across mainland Europe.

After the completion of the acquisition of Lake Health, Ontario will have approximately 96,180,000 common shares ("**Ontario Common Shares**") issued and outstanding. Prior to the completion of the Transaction, Ontario plans to complete a private placement of up to 8,000,000 units at \$0.50 per unit, each unit consisting of one Ontario Common Share and one-half warrant to purchase an Ontario Common Share for gross proceeds of up to CDN\$4,000,000. Each whole warrant (an "**Ontario Warrant**") will entitle the holder thereof to purchase one Ontario Common Share for \$0.65 per share for a period of two years from closing.

The Corporation has entered into a non-binding letter of intent with Ontario dated June 21, 2019 (the "**LOI**") pursuant to which the Corporation and Ontario intend to complete a share purchase, plan of arrangement, amalgamation, three-cornered amalgamation or alternate structure to be determined, having regard to relevant tax, securities and other factors and potentially including a pre-closing reorganization of Ontario, to form a new company ("**Newco**") called "Verrian Corp.". Pursuant to the proposed Transaction, each issued and outstanding Ontario Common Share will be exchanged into one common share of Newco ("**Newco Common Share**") on a 1:1 basis so that all of the issued and outstanding Ontario Common Shares will be exchanged for approximately 96,180,000 Newco Common Shares (not including Ontario Common Shares issued pursuant to the Private Placement), and each unexercised Ontario Warrant shall be exchanged for a replacement warrant issued by Newco with the same terms as the respective warrant.

It is intended that the Transaction, when completed, will constitute the Corporation's "Qualifying Transaction" in accordance with Policy 2.4 of the TSX Venture Exchange (the "**Exchange**"). A more comprehensive news release will be issued by the Corporation disclosing details of the Transaction, including financial information respecting Ontario, the names and backgrounds of all persons who will constitute insiders of Newco, and information respecting sponsorship, once an agreement has been finalized and certain conditions have been met, including:

- i) approval of the Transaction by the board of directors of the Corporation;

- ii) satisfactory completion of due diligence; and
- iii) execution of the definitive agreement.

Shareholder approval is not required with respect to the Transaction under the rules of the Exchange. However, the structure of the Transaction has not yet been finalized so shareholder approval under corporate law may be required. In the event a final agreement is not reached, the Corporation will notify shareholders. Trading in the common shares of the Corporation has been halted and is not expected to resume trading until the Transaction is completed or until the Exchange receives the requisite documentation to resume trading. Upon closing of the Transaction, the Corporation expects to list as a Tier 2 Life Sciences Issuer.

ABOUT THE CORPORATION

The Corporation is a capital pool company (a "CPC") that has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the TSX Venture Exchange Inc.'s CPC policy, until the completion of its qualifying transaction, the Corporation will not carry on business, other than the identification and evaluation of businesses or assets with a view to completing a proposed qualifying transaction.

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Forward-Looking Information Cautionary Statement

Statements in this press release regarding the Corporation's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties, such as terms and completion of the proposed transaction. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.

Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of a binding definitive agreement relating to the Transaction, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.