

WINSTON CAPITAL GROUP INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 10, 2021

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Winston Capital Group Inc. ("**Winston**" or the "**Corporation**") will be held at 6040 Progress Street, Niagara Falls, Ontario, L2G 0C4, Canada, at 11:00 a.m. (EST) on February 10, 2021, for the following purposes:

1. to fix the number of directors to be elected at the Meeting at four (4);
2. to elect the board of directors of the Corporation (the "**Board**") to serve until the next annual meeting of Shareholders or until their successors are elected or appointed;
3. to appoint MNP LLP as the auditor of the Corporation until the next annual meeting of Shareholders and to authorize the directors to fix the remuneration thereof;
4. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular dated January 4, 2021 (the "**Information Circular**"), authorizing the change of name of the Corporation to "Merida Minerals Inc." or such other name as the Board, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate;
5. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, approving the continuance of the Corporation from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (Ontario) and the adoption of a new general by-law;
6. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the option plan of the Corporation;
7. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the adoption of a new option plan of the Corporation, to be effective upon completion of the arm's length qualifying transaction with Merida Minerals Inc., as described in the Information Circular under the heading Approval of Resulting Issuer Option Plan;
8. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set forth in this Information Circular, authorizing the Corporation to remain on the TSX Venture Exchange in the event a Qualifying Transaction is not completed within the original twenty-four (24) month time limit;
9. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set forth in this Information Circular, to authorize the Company to enter into an amending agreement to amend the escrow release terms under the escrow agreement dated January 31, 2019 among the Corporation, TSX Trust Company and each of the underlying security holders of the Corporation, to reflect the new escrow release terms set in the TSX Venture Exchange's amended CPC policy; and
10. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Annual and Special Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is December 30, 2020 (the "**Record Date**").

If you are unable to attend the Meeting in person we request that you date, sign and return the enclosed form of proxy to the Corporation's transfer agent, TSX Trust Company, by mail at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department; by facsimile to 1-416-595-9593; or online with your 12-digit control number at www.voteproxyonline.com, not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment of the Meeting.

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

DATED as of the 4th day of January, 2021.

BY ORDER OF THE BOARD OF DIRECTORS
OF WINSTON CAPITAL GROUP INC.

Per: (signed) "Bruce Bent"
Bruce Bent
President, Chief Executive Officer, Chief
Financial Officer and Director

IMPORTANT

In order to protect the health and safety of Shareholders and the broader community, only registered Shareholders or their duly appointed proxy holders will be permitted to attend the Meeting. The Corporation strongly encourages Shareholders to vote by proxy in advance of the Meeting and to not attend the Meeting in person. Shareholders and others who might otherwise attend the Meeting in person may instead listen to the Meeting in real-time by calling +1 (647) 497-9391 (Canada) or +1 (571) 317-3129 (United States), Access Code: 391-740-693, and/or logging on to <https://www.gotomeet.me/BurstallLLP/winstoncapitalagm>.

Shareholders who have questions they would like to pose at the Meeting may send those questions to the Corporation in advance of the meeting at jg@jgamble.ca. Please include your name and return email address when you convey your questions.

If any Shareholder does wish to attend the Meeting in person, please contact the Corporation at jg@jgamble.ca in order for arrangements to be made that comply with all Provincial and Federal recommendations, directives, regulations and orders related to the COVID-19 pandemic. Physical distancing will be enforced at the Meeting and

no shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing, will be permitted to attend the Meeting in person. Furthermore, all Meeting participants will be asked to wear a suitable facemask and anyone who is not a registered Shareholder or duly appointed proxy holder will not be permitted entry. Please note that there will be strict limitations on the number of persons permitted entry to the Meeting and the Corporation cannot guarantee that all registered Shareholders or duly appointed proxy holders wishing to attend the Meeting in person will be accommodated.

The Corporation may take additional precautionary measures in relation to the Meeting as necessary. As the COVID-19 pandemic is a rapidly evolving situation, the Corporation will continue to monitor and review Provincial and Federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning, postponing or changing the format of the Meeting. The Corporation will provide updates to any arrangements in respect of the Meeting by way of news release. Shareholders are encouraged to monitor the Corporation's SEDAR profile at www.sedar.com, where copies of such news releases, if any, will be posted.

If you are a registered Shareholder, please complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received by TSX Trust Company, by mail at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department; by facsimile to 1-416-595-9593; or online with your 12-digit control number at www.voteproxyonline.com, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or any adjournment or postponement thereof.

If you are not a registered Shareholder, please complete the voting instruction form from your intermediary/broker and follow the instructions set out under "Advice to Beneficial Holders of Common Shares" in the management information circular accompanying this Notice of Annual General and Special Meeting.