

WINSTON CAPITAL GROUP INC.
(the "Corporation")

FORM OF PROXY ("PROXY")

Annual General and Special Meeting
February 10, 2021 at 11:00 a.m. (EST)
6040 Progress Street, Niagara Falls, Ontario, L2G 0C4,
Canada: +1 (647) 497-9391 or (United States) +1 (571) 317-3129
Access Code: 391-740-693, and/or logging on to:
<https://www.gotomeet.me/BurstallLLP/winstoncapitalagm>
(the "Meeting")

RECORD DATE: December 30, 2020
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: February 8, 2021 at 11:00 a.m. (EST)

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **John Gamble, Director** of the Corporation, whom failing **Dave Woolford, Director** of the Corporation (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Number of Directors	FOR	AGAINST	6. Approval of Stock Option Plan	FOR	AGAINST
To set the number of directors at four (4).	<input type="checkbox"/>	<input type="checkbox"/>	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.	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors	FOR	WITHHOLD	7. Approval of Resulting Issuer Option Plan	FOR	AGAINST
a) John Gamble	<input type="checkbox"/>	<input type="checkbox"/>	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.	<input type="checkbox"/>	<input type="checkbox"/>
b) Bruce Bent	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
c) Michael White	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
d) Dave Woolford	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditor	FOR	WITHHOLD	8. Approval of Resolution to Avoid Transfer to NEX	FOR	AGAINST
Appointment of MNP LLP as Auditor of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	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.	<input type="checkbox"/>	<input type="checkbox"/>
4. Change of the Name of the Corporation	FOR	AGAINST	9. Escrow Amendment Resolution	FOR	AGAINST
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.	<input type="checkbox"/>	<input type="checkbox"/>	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 Corporation 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.	<input type="checkbox"/>	<input type="checkbox"/>
5. The Continuance	FOR	AGAINST			
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.	<input type="checkbox"/>	<input type="checkbox"/>			

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit www.tsxtrust.com/investorinsite

Click on, “*Register*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am currently a security holder of the Corporation and as such request the following:

- Annual Financial Statements with MD&A
(Mark this box to NOT receive Annual Financial Statements and related MD&A)
- Interim Financial Statements with MD&A
(Mark this box to receive Interim Financial Statements and related MD&A)

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

WINSTON CAPITAL GROUP INC.
2021