

WINSTON RESOURCES INC.

THE FOLLOWING ARE RESOLUTIONS OF THE DIRECTORS OF WINSTON RESOURCES INC. (THE “COMPANY”) CONSENTED TO IN WRITING BY ALL OF THE DIRECTORS OF THE COMPANY TO BE EFFECTIVE JUNE 19, 2020.

Consolidation of Shares and Change of Name

Whereas:

- A. The directors of the Company consider it in the best interests of the Company to alter the authorized share structure of the Company by consolidating all of the issued and outstanding common shares without par value in the capital of the Company (the “**Shares**”) on the basis of ten pre-consolidation Shares without par value for one post-consolidation Share without par value (the “**Consolidation**”);
- B. The directors of the Company also consider it in the best interests of the Company to change its name to “Vegaste Technologies Corp.” upon the Consolidation (the “**Change of Name**”);
- C. In accordance with Parts 9.1(c) and 9.3 of the Company’s Articles, shareholder approval is not required to consolidate its shares nor to change its name; and
- D. The effective date of the Consolidation and the Change of Name shall be the date as determined by the directors of the Company upon receipt of the approval of the Canadian Securities Exchange (the “**CSE**”) of such Consolidation and Change of Name.

Consolidation of Shares

NOW THEREFORE BE IT RESOLVED THAT:

1. The Consolidation of all of its issued and outstanding Shares on the basis of ten pre-consolidation Shares for one post-consolidation Share be and is hereby approved.
2. Pursuant to section 83 of the British Columbia *Business Corporations Act*, each fractional Share remaining after conversion that is less than one-half of a Share shall be cancelled and each fractional Share that is at least one-half of a Share shall be changed to one whole Share.
3. Any one director or officer of the Company be authorized to approve and adopt a new form of share certificate for the Shares of the Company.
4. Upon receipt of formal regulatory approval for the Consolidation, Computershare Investor Services Inc, the transfer agent of the Company, is hereby authorized to destroy all unused share certificates representing the pre-consolidation Shares.
5. McMillan LLP, Barristers and Solicitors, legal counsel to the Company, be and are hereby authorized to file with the regulatory authorities all documentation necessary to obtain approval of the Consolidation.

6. Any one director or officer of the Company is authorized to execute a Form 12 - *Notice of Proposed Stock Consolidation or Reclassification* for filing with the CSE.

Change of Name

BE IT RESOLVED pursuant to Part 9.3 of the Articles for the Company, that:

1. The name of the Company be changed from “Winston Resources Inc.” to “Vegaste Technologies Corp.” or such other name as may be approved by the Board of Directors, provided that such name is acceptable by the British Columbia Registrar of Companies (the “**Registrar**”) and the CSE;
2. The Notice of Articles of the Company be altered accordingly;
3. Any one director or officer of the Company is authorized and directed to sign all documents and to do all things necessary or desirable to effect such alterations including the filing of Notice of Alteration with the Registrar and any filings which may be necessary with the CSE;
4. The alteration to the Articles of the Company referred to above does not take effect until the Notice of Alteration to the Notice of Articles of the Company has been filed with the Registrar and takes effect; and
5. McMillan LLP, Barristers and Solicitors, be and are hereby authorized to file with the regulatory authorities all documentation necessary to obtain approval of the Change of Name.

General Authority

RESOLVED that any one director or officer of the Company be authorized for and on behalf of the Company to do such things and to execute and deliver, whether under the common seal of the Company or otherwise, all such statements, forms, certificates and other documents as such director or officer may consider advisable in connection with the foregoing and to take all such action and do all such things to give effect to the transactions contemplated by the foregoing resolutions and the execution by any one director or officer shall be conclusive proof of his or her authority to execute the same for and on behalf of the Company.

Execution in Counterpart

RESOLVED that these resolutions may be signed by the directors in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original (and each signed copy sent by electronic transmission shall be deemed to be an original), and such counterparts together

shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date hereof.

“Quinn Field-Dyte”

QUINN FIELD-DYTE

“Richard Grieve”

RICHARD GRIEVE

“Von Torres”

VON TORRES

“David Michael Jenkins”

DAVID MICHAEL JENKINS