

For Immediate Release

February 27, 2017

**WINSTON RESOURCES INC. ANNOUNCES LOI FOR ACQUISITION OF GREEN
TREE THERAPEUTICS**

Winston Resources Inc. (“**Winston**” or the “**Company**”) (CSE: **WRW**; FSE: **WNT**) is pleased to announce that it has signed a letter of intent dated February 24, 2017 (the “**LOI**”) with GT Therapeutics Corporation, dba Green Tree Therapeutics, an arm’s length private British Columbia company (the “**Target**” or “**GTT**”), pursuant to which the Company will complete a reverse takeover and acquire from the shareholders of the Target, 100% of the shares of GTT, causing GTT to become a wholly owned subsidiary of Winston (the “**Transaction**”). On completion of the Transaction, the business of the Target will become the business of Winston and the Company will abandon the Pigeon River property.

About Green Tree Therapeutics

GTT owns a brand of vaporizers currently in 130 stores, including medical and adult use dispensaries across North America, and is actively engaged in the expansion of its product offerings for alternate cannabis products, including capsules, oils, and lotions. GTT’s vaporizers provide therapeutic benefits in the delivery of beneficial CBD and THC extracts, and a system for rapid absorption for the quick delivery of cannabinoids. Further information can be found on the Company’s website at www.greentreetherapeutics.com.

The Transaction

Prior to the completion of the Transaction, the Target will complete a financing (the “**Bridge Financing**”) pursuant to which the Target will raise up to \$200,000 by way of private placement consisting of the sale of common shares.

In consideration of the Transaction, the Company will issue to the shareholders of the Target, a total of 10,000,000 common shares in the capital of the Company (the “**Shares**”) at a deemed price of \$0.25 per Share and a cash payment of \$125,000. The 10,000,000 Shares will be issued on a pro rata basis to all shareholders, after the completion of the Bridge Financing.

The Transaction remains subject to certain closing conditions, including, completion of due diligence, the negotiation and signing of a definitive agreement and obtaining all necessary approvals, including, approval of the respective boards, the approval of the Canadian Securities Exchange (the “**CSE**”), and if applicable, shareholders of the Company. There can be no guarantees that the Transaction will be completed as proposed or at all.

Concurrent Financing

The Company also announces that concurrently with the Transaction and pursuant to a price reservation filed February 8, 2017, Winston will complete an equity financing by way of private placement consisting of the sale up to 10,000,000 units of the Company (the “Units”), each consisting of one Share and one Share purchase warrant exercisable at \$0.50 for a period of 24 months after issuance, to raise up to an aggregate of \$2.5 million at a price of \$0.25 per Unit (the “Concurrent Financing”). All securities issued in connection with the Concurrent Financing will be subject to a statutory hold period of four months plus one day from the date of issuance in accordance with applicable securities legislation. The Concurrent Financing may be offered pursuant to exemptions available under BC Instrument 45-536. The net proceeds from the Concurrent Financing will be used by the Company for costs relating to the Transaction and for general working capital and to funds expenses related to the proposed Transaction. The Company may pay finders fees on the Concurrent Financing and on the Transaction within the amount permitted by applicable securities laws and CSE policies. Closing of the Concurrent Financing is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals.

Management of Winston is not aware of any material facts or material changes with respect to the Company that have not been generally disclosed.

Changes to Board of Directors

The Company also has appointed Suzette Ramcharan to the board who will replace Anthony Jackson who has resigned. The Company thanks Mr. Jackson and wishes him well in his future endeavours.

Effective on closing of the Transaction, the board of directors and management of the Company are anticipated to be as follows:

Shawn Bromley – Director and CEO

A former investment advisor with years of experience working with public companies. Currently a director of White Gold Resources (WGO.V) and Inform Resources Corp. (IRR.V). Former president of Centennial Acquisitions Corp. (now StartMonday Technologies CSE:JOB)

Quinn Field-Dyte – Director

Mr. Field-Dyte has over Nine years of experience in the financial services industry having served from 1996 to 2004 as an investment adviser and later as a consultant to Raytec Development Corp. From 2004 to 2010, he was involved in the interactive entertainment industry, working at Electronic Arts Inc. (EA Games) and co-founding Embassy Interactive Games before returning to the financial industry in 2010. Mr. Field-Dyte currently sits on the board of multiple publicly traded companies.

Suzette Ramcharan – Director

A seasoned investor relations professional with over sixteen years of experience in the mining industry. Held IR roles with publicly traded companies including Kirkland Lake Gold Inc, Gold Eagle Mines Ltd. (acquired by Goldcorp Inc.) and European Goldfields Ltd. (acquired by Eldorado Gold Inc.).

ON BEHALF OF THE BOARD OF DIRECTORS

“Shawn Bromley”

Shawn Bromley,
Chief Executive Officer

Cautionary Statement Regarding “Forward-Looking” Information

The forward-looking information contained in this press release is made as of the date of this press release and, except as required by applicable law, the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether as a result of new information, future events or otherwise, except as may be required by law. By its very nature, such forward-looking information requires the Company to make assumptions that may not materialize or that may not be accurate. This forward-looking information is subject to known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such information.