

**FORM 51-102F3
Material Change Report**

ITEM 1. NAME AND ADDRESS OF COMPANY

Winshear Gold Corp.
Suite 580 – 625 Howe Street
Vancouver, British Columbia
V6C 2T6

ITEM 2. DATE OF MATERIAL CHANGE

March 2, 2021

ITEM 3. NEWS RELEASE

Issued on March 2, 2021 and disseminated through Globe News Wire and Market News Publishing

ITEM 4. SUMMARY OF MATERIAL CHANGE

Ms. Krysta Chapman is appointed as new CFO of Winshear

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached News Release dated March 2, 2021

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51- 102

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Richard Williams, CEO and Director
Telephone: (604) 210 8753

ITEM 9. DATE OF REPORT

March 2, 2021



WINSHEAR APPOINTS NEW CFO

Vancouver, March 2, 2021

Winshear Gold Corp. (TSX-V: WINS) (“Winshear” or the “Company”) is pleased to announce the appointment of Ms. Krysta Chapman as Chief Financial Officer (“CFO”) of the Company, effective immediately.

Ms. Chapman is a Chartered Professional Accountant (CA) and a Chartered Financial Analyst. She holds a B.Sc. (Hons) in Mathematics and a Masters degree in Accounting from the University of Waterloo. Ms. Chapman worked with Pathway Capital Ltd., a private venture capital investment firm, as Chief Financial Officer, managing several private and public mining companies, and as Corporate Treasurer at Sandstorm Gold Ltd.

The team at Winshear would very much like to thank Andrew MacRitchie for his great contributions to the company, both as team member and CFO. We wish him the very best in his new endeavours.

About Winshear Gold Corp

Winshear Gold Corp. is a Canadian-based minerals exploration company that is currently advancing the Gaban Gold Project in the Puno region of Peru. Gaban is a possible hard-rock source for the modern-day alluvial gold rush underway in the Madre de Dios basin downstream; Winshear is investigating the project for potential to host significant volumes of potentially minable gold resource.

The Company is also conducting fully funded arbitration proceedings against the Tanzanian Government to recover its investment and damages for the expropriated SMP gold project in Tanzania.

For more information, please contact Irene Dorsman at (604) 210-8751 or by e-mail at irene@winshear.com.

ON BEHALF OF THE BOARD OF DIRECTORS

“Mark V. Sander

”Mark V. Sander, President

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