

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Winston Resources Inc. (the “**Issuer**”)

208 Queens Quay West, Suite 2506, Toronto, ON M5J 2Y5

Item 2 Date of Material Change

June 22, 2012

Item 3 News Release

A news release was issued and disseminated on June 22, 2012 through fscwire and filed with the CNSX and SEDAR

Item 4 Summary of Material Change(s)

The Issuer announced that concurrently with the change of name from “Gorilla Resources Corp.”, it has completed a reverse takeover transaction and acquired 100% of the issued and outstanding common shares of CNRP Mining Inc., a private company incorporated in British Columbia. The common shares of Winston are now listed on the Canadian National Stock Exchange under the trading symbol “WRW”.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Daniel Wettreich, Chairman, CEO and CFO
(416) 628-9879 or dw@WinstonResourcesInc.com

Item 9 Date of Report

June 22, 2012

This news release is not for distribution or dissemination in the United States of America

WINSTON RESOURCES INC.

208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5

Phone: (416) 628 9879

WINSTON RESOURCES LISTS ON THE CNSX

Toronto, Ontario, June 22, 2012 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that concurrently with the change of name from "Gorilla Resources Corp.," it has completed a reverse takeover transaction and acquired 100% of the issued and outstanding common shares (the "CNRP Shares") of CNRP Mining Inc. ("CNRP"), a private company incorporated in British Columbia. The common shares of Winston (the "Winston Shares") are now listed on the Canadian National Stock Exchange ("CNSX") under the trading symbol "WRW".

The controlling shareholder of CNRP was Danny Wettreich, who has been appointed Chairman and CEO of Winston. The other members of the board of directors of Winston are Brian Crawford, Mark Wettreich and Scott White. The board has appointed James Lavigne M.Sc, P.Geo., who has over 20 years experience in all phases of mineral exploration and development, as Vice President of Exploration.

Following the acquisition of CNRP, Winston now owns 100% of the advanced Elmtree Gold Project in New Brunswick, Canada ("Elmtree"). The Elmtree Property is located in the Bathurst Mining Camp approximately 25 km northwest of Bathurst, New Brunswick and comprises a total of 83 claims that cover a contiguous area of approximately 1,811 hectares. Elmtree has an indicated resource of 99,000 ounces of gold and an inferred resource of 195,000 ounces of gold.

There are three gold-bearing zones within the property: the West Gabbro Zone, Discovery Zone and the South Gold Zone. Micon International Limited completed a NI 43-101 compliant technical report on May 25, 2012 (the "Technical Report") which shows 1,611,000 indicated tonnes grading 1.91 g/t gold (99,000 ounces gold) and 2,053,000 inferred tonnes grading 1.67 g/t of gold (110,000 ounces of gold) in the West Gabbro Zone, with 2,367,000 inferred tonnes grading 0.74 g/t in the South Gold Zone (56,000 ounces of gold), 700,000 inferred tonnes grading 1.25 g/t in the Discovery Zone (29,000 ounces of gold). The cut-off grade used for the West Gabbro Zone and the Discovery Zone is 0.5 g/t Au and that for the South Gold Zone is 0.3 g/t Au.

According to the February 2012 Mining Policy Potential Index by the independent research group Fraser Institute, New Brunswick is the most attractive mining jurisdiction in the world, with excellent local milling and processing infrastructure, including power, roads and a skilled work force. Winston intends to explore and expand the known Elmtree resource.

Winston now also owns an option on two properties in the Ring of Fire in Ontario whereby Winston can obtain up to a 70% ownership position in a highly prospective Nickel-Copper-PGE mineralization project. The Broke Back and Riverbank properties are adjacent to Noront's Eagle One and Eagle Two nickel-copper projects and to Cliff Resources Black Thor deposit which is the largest Chromite deposit in North America. Winston will review the data to plan the next stage of exploration.

All the CNRP shares were exchanged for Winston shares on a one-for-one basis at a deemed price of \$0.25 per share. Concurrently with the reverse takeover transaction, CNRP completed a brokered private placement of 640,000 CNRP Shares at \$0.25 per share conducted by Euro Pacific Canada Ltd. ("Euro

Pacific”) to raise \$160,000. A cash commission of \$8,500 was paid by CNRP to Euro Pacific and share purchase warrants to purchase up to 34,000 CNRP Shares at \$0.25 per share were issued to Euro Pacific. A corporate finance fee payable in 80,000 CNRP Shares were also issued to Euro Pacific. (The warrants of CNRP issued to Euro Pacific were exchanged into share purchase warrants, under the same terms as the original warrants, to purchase up to 34,000 Winston Shares, and the 80,000 CNRP shares issued as a corporate finance fee were also exchanged into 80,000 Winston Shares, on a one-for-one basis). The CNRP Shares issued pursuant to the private placement, together with the 1,200,000 CNRP Shares issued to Green Swan Capital Corp. (“Green Swan”), (optionor of the Broke Back and Riverbank property), the 18,000,000 CNRP Shares issued to Castle Resources Inc. (“Castle”) and the 10,000,000 CNRP Shares issued to Stratabound Minerals Corp.(“Stratabound”) (vendors of the Elmtree property), as well as the 19,600,000 CNRP Shares held by seed shareholders of CNRP, were exchanged into 49,520,000 Winston Shares. Castle and Stratabound have agreed to dividend their Winston Shares to their respective shareholders. There are now 61,604,482 Winston Shares issued and outstanding.

Share purchase warrants to purchase up to 400,000 CNRP Shares at \$0.50 per share issued pursuant to an option agreement with Green Swan were also exchanged into share purchase warrants to purchase up to 400,000 Winston Shares on a one-for-one basis under the same terms as the original warrants.

Incentive stock options granted to a director, an officer and a consultant of CNRP to purchase up to 4,200,000 CNRP Shares were additionally exchanged into stock options to purchase the same number of Winston Shares on a one-for-one basis at an exercise price of \$0.25 per share expiring from 12 to 60 months from the date of grant.

The Winston Shares and the Winston incentive stock options issued to the directors of Winston, are subject to a 36- month escrow period and shall be released on a pro rata basis as follows: 10% on the date of listing of the Winston Shares on the CNSX and 15% upon each of the dates which are 6, 12, 18, 24, 30 and 36 months after the date of listing of the Winston Shares.

Prior to the reverse takeover transaction, Winston completed an arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) which divested Winston of its interest in the Wels properties located in the Whitehorse Mining District of the Yukon Territory, Canada, and transferred ownership of said properties to two wholly-owned subsidiaries of Winston (Gorilla Minerals Corp. and Defiant Minerals Corp.) and distributed the shares of the subsidiaries to the shareholders of Winston as a dividend.

Lastly, at Winston’s request, Lancaster & David, Chartered Accountants (“Lancaster”) of Suite 510, 701 West Georgia St., P.O. Box 10133, Pacific Centre, Vancouver, B.C. V7Y 1C6, has resigned as auditor of the Company effective June 22, 2012. Upon the recommendation of the Audit Committee of Winston, the Board of Directors appointed simone parker LLP, Chartered Accountants (“simone parker”) of 129 Lakeshore Rd E, Mississauga, ON L5G 1E5, as successor auditors in their place effective June 22, 2012. There have been no reservations contained in the auditor’s reports rendered by Lancaster for the two most recent fiscal years and in the opinion of Winston, no reportable events within the meaning of National Instrument 51-102 of the Canadian Securities Administrators (“NI 51-102”) have occurred prior to the date hereof. The Company will file the required Notice of Change of Auditor reporting package in accordance with NI 51-102.

"I am excited to head up Winston's efforts to create value for our shareholders, and in particular to take our Elmtree gold project to another level" said Danny Wettreich, CEO of Winston Resources.

Charley Z. Murahwi, P. Geo., FAusIMM, one of the authors of the Technical Report, is the Qualified Person responsible for the scientific and technical work (as defined under National Instrument 43-101)

discussed in this press release, and has reviewed and approved the content of this press release. Mr. Murahwi is independent of all parties to this transaction.

About Winston Resources

Winston is a Toronto based mineral property development company primarily focused on developing its 100% owned Elmtree Gold Project in New Brunswick, Canada. It is listed on the CNSX with a trading symbol WRW.

For more information please see www.WinstonResourcesInc.com or contact Danny Wettreich at (416) 628-9879 or dw@WinstonResourcesInc.com

Forward-Looking Information:

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of Winston Resources Inc. The forward-looking information is based on certain key expectations and assumptions made by the company's management. Although the company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the company can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and the company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

The CNSX has not reviewed, approved or disapproved the content of this press release.