

REPORT PURSUANT TO NATIONAL INSTRUMENT 62-103

Section 102.1 of the *Securities Act* (Ontario)

1. Name and address of Offeror

Castle Resources Inc. (the “Offeror”)
20 Victoria Street, 8th Floor
Toronto, Ontario M5C 2N8

2. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

The Offeror has acquired ownership of 18,000,000 common shares of Winston Resources Inc. (CNSX: WRW) (“Winston Resources” or the “Company”) representing approximately 29% of the issued and outstanding common shares of the Company.

3. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

As a result of the common share issuance, the Offeror now owns a total of 18,000,000 common shares of Winston Resources representing approximately 29% of the Company's outstanding shares.

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

(a) the Offeror, either alone or together with any joint actors, has ownership and control;

See paragraph 3 above.

(b) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and

Not applicable.

(c) the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

5. The name of the market where the transaction or occurrence that gave rise to the news release took place.

The 18,000,000 common shares were issued to the Offeror pursuant to a reverse takeover as further described in Item 7 below.

6. The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.

The 18,000,000 common shares of the Company were issued to the Offeror from treasury pursuant to a reverse takeover wherein CNRP Shares (as defined below) were acquired by Gorilla Resources Corp. in exchange for Winston Shares (as defined below) at a deemed price of \$0.25 per Winston Share.

7. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

The Offeror acquired control over 18,000,000 common shares (the “**Winston Shares**”) of Winston Resources Inc. (“**Winston Resources**”), representing approximately 29% of the issued and outstanding common shares of Winston Resources. The Winston Shares were issued to the Offeror from treasury upon completion of a reverse takeover (the “**RTO**”) of Gorilla Resources Corp. (“**Gorilla**”) by CNRP Mining Inc. (“**CNRP**”) following which Gorilla changed its name to Winston Resources Inc, all as further described in a news release dated June 22, 2012 (the “**Winston Press Release**”). CNRP has become a 100% subsidiary of Winston Resources.

Pursuant to a purchase and assignment agreement (the “**Purchase Agreement**”) entered into on April 30, 2012 between the Offeror and CNRP, immediately prior to the RTO the Offeror received 18,000,000 common shares of CNRP (the “**CNRP Shares**”) as part of the sale by the Offeror to CNRP of the Castle Interest (as defined below) and the Underlying Option Agreement (as defined below). The CNRP Shares were exchanged for common shares of Winston Resources on a one-for-one basis under the RTO.

The Offeror was the registered and beneficial owner of a 60% right, title and interest (the “**Castle Interest**”) in certain mining claims and mining patents commonly known as the Elmtree Gold Property located in New Brunswick (the “**Property**”). Pursuant to an option agreement dated June 1, 2009 (the “**Underlying Option Agreement**”), Stratabound Minerals Corp. granted the Offeror the exclusive right, title and option to acquire an additional 10% right, title and interest in the Property (the “**Underlying Option**”), which Underlying Option may be exercised on or before June 26, 2012.

Under the terms of the Purchase Agreement between the Offeror and CNRP, the Offeror sold the Castle Interest to CNRP, and assigned all of the Offeror's rights, obligations and interests under the Underlying Option Agreement to CNRP, all in exchange for the following consideration:

- (a) payment to the Offeror by CNRP of the following cash payments:
 - (i) \$250,000 on or before the six month anniversary of the completion of the RTO; and
 - (ii) \$250,000 on or before the 12 month anniversary of the completion of the RTO; and
- (b) the issuance of the CNRP Shares to the Offeror; and
- (c) the grant by CNRP to the Offeror of a 3% net smelter return royalty on the Castle Interest to be calculated and payable in accordance with the Purchase Agreement.

Pursuant to the RTO, the CNRP Shares held by the Company were acquired by Gorilla in exchange for the Winston Shares, at a deemed price of \$0.25 per Winston Share, as further described in the Winston Press Release.

As a condition to acquiring the CNRP Shares and, subsequently, the Winston Shares, the Offeror entered into a voting trust agreement dated June 22, 2012, pursuant to which the Offeror assigned all of its voting rights in and to the Winston Shares to Daniel Wettreich, the CEO of Winston Resources, and agreed not sell any of the Winston Shares to any third party without the prior written consent of Winston Resources until the earlier of the date on which the Offeror dividends or distributes the Winston Shares to the shareholders of the Offeror or the date that is 24 months from the completion of the RTO.

The Offeror intends to monitor the business and affairs of the Company, including its financial performance, and depending upon these factors, market conditions and other factors, the Offeror may increase or decrease its beneficial ownership in the Company as it deems appropriate.

- 8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

See paragraph 7 above.

9. Names of joint actors in connection with the disclosure required by this Report.

Not applicable.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the Offeror.

See paragraphs 6 and 7 above.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements of Part 4 in respect of the reporting issuer's securities.

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied upon by the entity and the facts supporting that reliance.

The common shares were issued in reliance upon Section 2.13 of National Instrument 45-106 – *Prospectus and Registration Exemptions*.

Dated the 25th day of June, 2012.

CASTLE RESOURCES INC.

"Michel Sylvestre"

Per: _____

Michel Sylvestre
President