WINSTON RESOURCES INC
(formerly Gorilla Resources Corp.)

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FORM 51-102F1

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) AS OF JUNE 28,2012 TO ACCOMPANY THE UNAUDITED COMBINED INTERIM FINANCIAL STATEMENTS OF WINSTON RESOURCES INC (THE "COMPANY") FOR THE THIRD QUARTER ENDED APRIL 30, 2012.

The following Management's Discussion and Analylsis ("MD&A") should be read in conjunction with the unaudited combined interim financial statements of the Company for the nine months ended April 30, 2012, and the audited financial statements of the Company for the year ended July 31, 2011, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and the notes thereto. All financial amounts are stated in Canadian currency unless stated otherwise.

This MD&A contains certain forward-looking statements based on the best beliefs, and reasonable assumptions of the management of the Company. There are many risks and uncertainties attached to the mineral exploration business. Given these risks and uncertainties, the reader should not place undo reliance on these forward-looking statements. (See "Risks and Uncertainties" in this MD&A for more information).

Overview of Third Quarter

The focus of the third quarter for the Company was the continued exploration of the Wels Property located in the Yukon Territory (see "Project Summaries and Activities" in this MD&A for more information).

During the quarter, the Company issued 100,000 common shares at a value of $5,000, pursuant to a debt conversion agreement and received a second payment from the Government of the Yukon in non-transferable contribution funds for financial assistance to carry out the Wels Property. Total funds of $25,000 were received and have been spent on exploration activities.

During the quarter, the Company borrowed an additional $40,000 from a director under the same terms as the existing promissory note agreement. As at April 30, 2012, the Company had an outstanding payable of $133, 000 to the director under the promissory note agreement.

Subsequent Events

Subsequent to the end of the quarter the Company entered into material agreements as a result of which the Company, among other things, agreed to and completed a reverse takeover transaction with CNRP Mining Inc, acquired new mining assets, replaced the directors and management of the Company, distributed the Wels property assets to the shareholders of the Company, and changed the name of the Company from Gorilla Resources Corp to Winston Resources Inc. Full details of these transactions are given in the Management Information Circular ("the Circular") dated May 25, 2012 available in the Company profile on SEDAR at www.sedar.com. All the transactions described in the Circular closed and became effective on June 22, 2012. The Company commenced trading on the CNSX on June 25, 2012 with a symbol WRW. The new Company website is at www.WinstonResourcesInc.com

On May 1, 2012, the Company announced that it had signed a definitive agreement to conclude a reverse takeover transaction with CNRP Mining Inc, ("CNRP") a private British Columbia company controlled by

Danny Wettreich. Prior to closing, the Company agreed to spin off to its present shareholders by way of a statutory arrangement under the Business Companys Act (British Columbia) two subsidiary companies comprising all its interest in the Wels mining exploration properties in the Yukon.

On May 7, 2012, the Company announced that it had completed the first part of its statutory arrangement with Noor Energy Company and Noor Resources Inc. Pursuant to the Plan of Arrangement, Noor Energy issued 1,499,996 shares in exchange for 1 common share of the Company. The Company dividended the 1,499,996 common shares as follows: (1) the existing three majority shareholders of the Company who each received 100,000 common shares and waived their rights to a distribution that would be proportionate to their registered shareholdings in the Company; and (2) a total of 1,199,996 common shares of Noor Energy at an issue price of $0.0001 were distributed to the remaining shareholders of the Company at a rate of 1 share to 0.436083 Noor Energy share with fractions rounded for holders of record on May 4, 2012. Further details concerning the Arrangement can be found in the Arrangement Agreement dated April 30, 2012 available on the Noor Energy SEDAR profile at www.sedar.com. The Company will not participate in the second part of the Arrangement, and has no further interest in Noor Energy.

Summary of Reverse Takeover by CNRP Mining Inc

The following is a summary of information relating to the reverse takeover of the Company by CNRP Mining Inc., and the related transactions. It should be read together with the more detailed information and financial data and statements contained in the Circular and the related filings on SEDAR.

On June 22, 2012, concurrently with the change of name from Gorilla Resources Corp. to Winston Resources Inc, the Company completed a reverse takeover transaction and acquired 100% of the issued and outstanding common shares (the "CNRP Shares") of 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.

Overall Performance and Description of Business

The Company is now a Toronto based mineral company primarily focused on developing it's 100% owned Elmtree Gold Project in New Brunswick, Canada, as well as the acquisition and development of other Canadian natural resource properties from joint ventures.

Information relating to the Company's previous activities under the name Gorilla Resources Corp

Orca Wind Power Corp. ("OWP" or the "Company") was incorporated under Business Companys Act (British Columbia) on November 2, 2010 as a wholly-owned subsidiary of Orca Power Corp. ("Orca"). On November 15, 2010, Orca entered into an arrangement agreement (the "Arrangement Agreement") with OWP, among others, for the purposes of divesting certain non-core assets (the "Arrangement"), specifically, an investment in Katabatic Power Corp. which includes convertible debentures ($490,000), promissory notes ($79,000), cash advances ($94,000), receivables ($110,869) and 9,652,337 common shares, or approximately 48% of Katabatic Power Corp, a private British Columbia wind development company, all of which have been written down to $1 on Orca's financial statements (the "Wind Assets"). The Arrangement received shareholder approval on December 29, 2010 and approval by the Supreme Court of British Columbia on January 10, 2011. The details of the Arrangement, pro-forma financial statements and all other relevant supporting documents are provided in an information circular which is available at www.sedar.com.

On August 19, 2011, the Company incorporated a wholly-owned subsidiary NU2U Resources Corp. ("NU2U") to facilitate the spin-off of the Wind Assets. On August 24, 2011, the Company and NU2U entered into an arrangement agreement ("NU2U Arrangement"). Pursuant to the NU2U Arrangement, immediately prior to the completion of the Company merger, the Company will transfer to NU2U all of the Company's interest in and to the Wind Assets in exchange for 23,849,615 shares of NU2U, which shares shall be distributed to the Company's shareholders. On August 24, 2011, the Company entered into an Amalgamation Agreement with Gorilla Resources Corp. ("Company"). On October 13, 2011, NU2U completed all outstanding obligations under the NU2U Arrangement by issuing a total of 23,849,615 common shares to the Company's shareholders of record as at September 29, 2011, as consideration for the transfer of certain investments in Katabatic Power Corp. On October 14, 2011, OWP and Company completed a statutory amalgamation under the provisions of the Business Companys Act (British Columbia) (the "BCA") pursuant to which the continuing entity is the Company ("Amalco"). Pursuant thereto, Amalco issued a total of 11,722,480 common shares in its capital to the former shareholders of the Company and Company. The share capital of the Company was converted on the basis of approximately one Amalco share for every 20 issued and outstanding common shares of the Company, and the share capital of Company was converted on the basis of one Amalco share for each issued and outstanding common share of Company.

On May 7, 2012, the Company announced that it had completed the first part of its statutory arrangement with Noor Energy Company and Noor Resources Inc. Pursuant to the Plan of Arrangement, Noor Energy issued 1,499,996 shares in exchange for 1 common share of the Company. The Company dividended the 1,499,996 common shares as follows: (1) the existing three majority shareholders of the Company who each received 100,000 common shares and waived their rights to a distribution that would be proportionate to their registered shareholdings in the Company; and (2) a total of 1,199,996 common shares of Noor Energy at an issue price of $0.0001 were distributed to the remaining shareholders of the Company at a rate of 1 share to 0.436083 Noor Energy share with fractions rounded for holders of record on May 4, 2012. Further details concerning the Arrangement can be found in the Arrangement Agreement dated April 30, 2012 available on the Noor Energy SEDAR profile at www.sedar.com. The Company will not participate in the second part of the Arrangement, and has no further interest in Noor Energy.

Prior to the reverse takeover transaction by CNRP, the Company completed an arrangement under Division 5 of Part 9 of the Business Corporations Act (British Columbia) which divested the Companyof 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 the Company (Gorilla Minerals Corp. and Defiant Minerals Corp.) and distributed the shares of the subsidiaries to the shareholders of the Company as a dividend.

Current Activities of Winston Resources Inc

Winston Resources Inc, through its 100% owned operating subsidiary CNRP Mining Inc, is a Toronto based newly formed minerals company listed on the Canadian National Stock Exchange (CNSX) with a trading symbol of WRW. It is focusing its main efforts on developing the Elmtree Gold Project located in the Bathurst Mining Camp of Northern New Brunswick, Canada.

According to the annual survey of mining companies made by the Fraser Institute, New Brunswick is the world's most attractive jurisdiction for mineral exploration and development in the view of the international mining industry. New Brunswick was lauded for its fair, transparent, and efficient legal system and consistency in the enforcement and interpretation of existing environmental regulations, as well as a competitive taxation regime and minimal uncertainty around disputed land claims.

In April 2012, Winston agreed to acquire 60% of Elmtree from Castle Resources and 40% from Stratabound Minerals with the transaction closing in June 2012. Elmtree has an indicated and inferred gold resource of 294,000 ounces, and the management of Winston will seek to expand the resource with additional drilling and subsequently complete an open pit mine development feasibility study.

Winston also agreed to acquire from Green Swan Capital an option with Melkior Resources 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 subsequently complete an open pit mine development feasibility study.

On June 27, 2012 the Company acquired 100% of the Etamame Lake Nickel Project ("Etamame") located in the Lingman Lake Greenstone belt area about 38 kilometres south-west of Sachigo Lake in Northwestern Ontario, Canada, together with a geophysical airborne survey (the "Airborne Survey") carried out over Etamame, in two separate transactions. The total acquisition price was $372,500 payable in a combination of cash and newly issued shares of Winston. Etamame consists of 10 claim blocks totalling 142 claim units that have not previously been drilled. Geotech Ltd. carried out a VTEM AEM survey over Etamame in March 2011, which identified numerous prospective targets associated with strong magnetic anomalies. Winston believes that Etamame represents a highly prospective potential nickel deposit that justifies a drilling program. In accordance with the terms of a share purchase agreement dated June 27, 2012 and finalized on June 28, 2012 as required under CNSX rules, between Winston and Stephen Shefsky and Pele Mountain Resources Inc. (collectively, the Vendors), Winston purchased 100% of the issued and outstanding shares of 2238484 Ontario Inc., which holds a 100% interest in the mineral claims at Etamame, in consideration for the issuance of 650,000 common shares in the capital of Winston, at a deemed price of $0.25 per share. As additional consideration for the Purchased Shares, Winston agreed to pay a royalty to the Vendors equal to 2% of net smelter returns from the sale of mineral products from Etamame. Winston also acquired the Airborne Survey from Largo Resources Ltd. ("Largo"), in consideration for which it issued 320,000 common shares in the capital of Winston at a deemed price of $0.25 per share, and paid $50,000 in cash to Largo. A further payment of $30,000 is also payable by Winston to Largo on the six month anniversary of closing.

Further, the Company acquired from 2212150 Ontario Inc operating as Vanex Exploration a 1.5% NSR in consideration for the issuance of 200,000 shares at a deemed price of $0.25 per share and 100,000 warrants to acquire 100,000 common shares at a price of $0.25 exercisable for a period of 24 months commencing from June 27,2012.

Results of Operations

For the nine months ended April 30, 2012, the Company incurred a loss of $330,859 ($0.03 loss per share). Significant expenses included exploration expenses of $80,813 (2011: $nil), legal expenses of $89,430 (2011: $nil), share based compensation of $37,854 (2011: $nil), regulatory and shareholder service expenses of $40,323 (2011: $nil) and audit and accounting of $27,543 (2011: $nil).

Results of Operations – For the quarter ended April 30, 2012

For the quarter ended April 30, 2012, the Company incurred a loss of $22,689 (2011: $nil). Significant expenses included exploration expenses of $12,329, (2011: $nil); management fees of $9,000 (2011: $nil) and office expenses of $8,589 (2011: $nil). Legal expenses were ($13,026) after a debt settlement agreement was concluded during the quarter.

Summary of Quarterly Results:

2012/11 Quarterly Results:	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Revenue	$ -	$	$ -	$ -
Loss and comprehensive loss	-	(22,689)	(85,866)	(222,304)
Basic and diluted loss per share	-	(0.00)	(0.01)	(0.02)
Total assets	-	62,343	66,651	52,509
Working capital	-	(14,957)	(36,718)	11,148

2011/10 Quarterly Results:	4th Quarter	3rd Quarter	2nd Quarter
Revenue	$ -	$ -	$ -
Loss and comprehensive loss	(36,652)	-	-
Basic and diluted loss per share	(0.04)	-	-
Total assets	112,283	-	-
Working capital	62,498	-	-

* No exercise or conversion is assumed during the years in which a net loss is incurred, as the effect is anti-dilutive.

Project Summaries and Activities

Information relating to the Company's previous activities under the name Gorilla Resources Corp

Wels Property

Pursuant to an option agreement dated June 6, 2011, the Company was granted an option to acquire a 100% interest in the Wels property located in Whitehorse Mining District of the Yukon Territory, Canada. The Property covers an area of 3,520 hectares in three separate claim blocks; Wels West, Wels East and Wels South. The Property is located around Wellesley Lake in southwestern Yukon west of the community of Beaver Creek and close to the Alaska Highway and is part of the Tintina Gold Belt. The property consists of 110 quartz mineral claims and is subject to a 3% Net Smelter Returns ("NSR") in favour of the optionor. The Company has the right to buy back the NSR for a cash payment of $750,000 for each 1%, to a maximum of $1,500,000, at any time. To maintain and exercise the option, the Company must:

- Make cash payments of $15,900 upon signing (paid);
- Make cash payments of $15,450 upon the completion of a National Instrument 43-101 technical report (paid);
- Issue 150,000 common shares on the sixth month anniversary (issued);
- Make cash payments of $25,000 and issue 100,000 common shares on or before September 30, 2012;
- Make payments of $40,000 on or before September 30, 2013, payable in cash, common shares, or a combination of cash and common shares;
- Make payments of $80,000 on or before September 30, 2014, payable in cash, common shares, or a combination of cash and common shares.

The Company acquired the services of All-In Exploration to conduct a soil sample program with the support of Capital Helicopters. The grid program was intended to follow up on the Mineral Assessment after the Yukon Geological Survey in 2002.The results of the Mineral Assessment indicated that the Wels claims are located within tracts of relative highest mineral potential. The tracts were assessed for potential of Volcanogenic Massive Sulfide (Besshi/Cyprus Type), Gabbroic Nickel-Copper, Gold Quartz vein, Podiform Chromite and Eptithermal Gold (high-sulfidation Type) deposits.The summer sample program recovered approximately 800 samples over 2 weeks of field time. The samples were prepped in Whitehorse then sent to be assayed at ACME labs in Vancouver. The results were plotted into figures by Terracad GeoSciences in Vancouver and analyzed by Robert Stroshein P.Geo., of Protore Geological Services. The analysis indicated anomalous gold-in-soil samples occur in two distinct anomalous trends and as isolated and scattered anomalies. The strongest anomaly is 1,250 metres long and from 50 to 200 metres wide. The anomaly is located near the center of the claim block and reflects a dispersion zone with values ranging from 34.6 to 3,082 ppb gold. The second anomaly occurs as discrete clusters near the crest of the ridge 500 metres south of the strongest anomaly gold-in-soil anomalous values range from 38.8 ppb to 625.8 ppb. A moderate to strong nickel anomaly has been outlined on the Wels East claim block. An anomaly of greater than 200 ppm nickel with peak values of greater than 500 ppm trends east to east northeast for 1200 metres and is greater than 200 metres wide. Within the anomaly chromium values range up to 395 ppm, cobalt values range up to 63 ppm, iron values range up to 6.2%, strontium values range up to 286 ppm and magnesium values range up to 10.5%. The potential exploration target in this area is of the podiform nickel-chromite type mineralization. Based on the results of the summer program the Company contracted All-In Exploration to stake an additional 52 claims on Wels West and 14 claims on Wels East in early March, 2012.

The Wels Property was transferred to two subsidiaries of the Company and the shares of the subsidiaries were distributed as a dividend to the Company's shareholders on June 22,2012, and thereafter the Company has no further interest in this property.

Current Activities of Winston Resources Inc

Elmtree Gold Property

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 ha. Micon International completed a NI 43-101 compliant technical report on May 25, 2012 which increased the resource estimate by 30% to a combined indicated and inferred 294,000 ounces of gold.

There are three gold-bearing zones within the property: the West Gabbro Zone (WGZ), Discovery Zone (DZ) and the South Gold Zone (SGZ). The mineral resource estimate presented in the Elmtree Technical Report takes account of drilling conducted since Micon's previous technical report on the property that was prepared for Castle Resources Inc., entitled "Technical Report on Preliminary Assessment of the Elmtree Gold Property, Gloucester County, New Brunswick, Canada" with an effective date of March 5, 2010.

The Micon resource estimate 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.

The following information regarding the Elmtree Property has been excerpted from the Elmtree Technical Report prepared by Micon International. The full report is available on the Company's website under Filings.

Terms of Reference and Property Details

Micon was retained by CNRP and the Corporation to provide a mineral resource estimate for the Elmtree Property in Gloucester County, New Brunswick, Canada, and to prepare an independent Technical Report in accordance with the reporting requirements of NI 43-101.CNRP has agreed to acquire from Castle all rights, title and interest to an option agreement (the Castle Option Agreement) executed between Castle and Stratabound whereby Castle has the right to acquire up to a 70% interest in the Elmtree Property. Castle presently owns a 60% interest in the Elmtree Property. CNRP has also agreed to acquire from Stratabound all of Stratabound's rights, title and interest in the Elmtree Property, including all of Stratabound's interest in the Castle Option Agreement. Stratabound presently owns 40% of the Elmtree Property. As a result of these transactions, CNRP will own 100% of the Elmtree Property.

The Elmtree Property is located approximately 25 km northwest of Bathurst, New Brunswick and comprises a total of 83 claims that cover a contiguous area of approximately 1,811 ha. There are three gold-bearing zones within the property: the West Gabbro Zone (WGZ), Discovery Zone (DZ) and the South Gold Zone (SGZ).
The mineral resource estimate presented in the Elmtree Technical Report takes account of drilling conducted since Micon's previous technical report on the property that was prepared for Castle Resources Inc., entitled "Technical Report on Preliminary Assessment of the Elmtree Gold Property, Gloucester County, New Brunswick, Canada" with an effective date of March 5, 2010

Geology And Mineralization

Overview of Geology The Elmtree Property is situated within the Elmtree Inlier which constitutes a tectonic sliver considered to be a remnant of Dunnage Terrain oceanic crust, located adjacent to the north margin of the terrain's Exploits Sub-Zone. The Elmtree Inlier consists of strata of the Fournier Group and Belledune River Melange (formerly Elmtree Group). The first consists of an Ordovician volcanic-sedimentary sequence comprised of ophiolitic volcanics, deformed mafic intrusions, minor plagiogranite and dark grey slate, greywacke and melange, and the second contains later Ordovician lithic and quartz wacke and interbedded grey slate, locally with thinly interbedded limestone and conglomerate. Minor amounts of mafic volcanics are also present.

The most important structural aspects of the property are the Elmtree Fault system and its anastamosing subsidiary shears that trend generally east-west to east-northeast across the property and show steep to vertical dips where defined by drilling and mapping. The main Elmtree Fault structure is a splay of the crustally significant Rocky Brook-Millstream Fault that occurs approximately 8 km to the south, where it forms the tectonic boundary with adjacent rocks of the Mirimichi Terrain. Within the property area, the Elmtree Fault manifests itself as a broad zone of shearing, fracturing and deformation separating graphitic argillites of the Elmtree Formation from calcareous siltstones of the Chaleurs Group. The structure is thought to have controlled emplacement of the gabbroic intrusion that hosts the West Gabbro Zone gold mineralization on the property, while subsidiary structures on the Elmtree Property have controlled emplacement of felsite and feldspar porphyry dykes as well as mineralized quartz vein arrays and hydrothermal alteration zones in the nearby South Zone and Discovery Zone areas.

Mineralization

Overview

Gold, base metal and silver mineralization have been identified on the Elmtree Property and are considered to have been developed under mesothermal conditions conducive to ductile and brittle-ductile shearing and alteration. Pervasive alteration associated with such mineralization suggests control of associated hydrothermal alteration systems on the property by the Elmtree Fault and its related splays. Intensity of alteration development appears to reflect both original rock type and degree of deformation, since strongly sheared or fractured lithologies often show the greatest degrees of both hydrothermal alteration and associated gold and sulphide mineralization. Other factors, such as original grain size in mafic gabbroic intrusions, also appear to control alteration intensity, as seen in the West Gabbro Zone's central core.
Three separate gold deposits have been discovered on the property to date. These are the West Gabbro Zone (WGZ), the Discovery Zone (DZ) and the South Gold Zone (SGZ).

WGZ
Gold occurs in sulphide bearing vein arrays and also within the intensely altered host gabbro in association with finely disseminated to locally massive arsenopyrite and other sulphides such as pyrrhotite and pyrite. Lesser amounts of chalcopyrite, sphalerite and stibnite are also present. The highest gold grades are found in areas showing most intense alteration of the intrusion, with a direct association being seen between gold and presence of arsenopyrite.

DZ
This zone consists of multiple quartz-sulphide vein assemblages hosted by variably sheared and altered argillites and siltstones (Elmtree Formation), as well as variably sheared and altered calcareous siltsones of the Silurian Chaleurs Group. One of these assemblages carries significant silver, zinc, lead and antimony levels with relatively low gold and shows close association with specific felsic dyke contact intervals. Sphalerite, galena, chalcopyrite, pyrite, stibnite and silver bearing sulphosalts are present.

The other assemblage is more comparable to that seen in some parts of the SGZ and WGZ, where finely disseminated to locally massive arsenopyrite occurs in association with pyrrhotite, pyrite and minor amounts of sphalerite, chalcopyrite and stibnite in either highly altered host sections or within quartz vein and stringer arrays.

SGZ
Gold mineralization in the SGZ occurs in Silurian siltstones and fine grained interbedded sandstones that frequently show calcareous matrix materials. The mineralized zone is characterized by cross shears and brittle

fractures associated with the Elmtree Fault system and shows hydrothermal alteration represented by bleaching, sericitic alteration and silicification of the sedimentary section. Fine grained and generally acicular arsenopyrite is broadly present in the altered and locally sheared sections and often is associated with quartz vein arrays showing well developed sulphide assemblages consisting of arsenopyrite, pyrrhotite, pyrite and trace to minor amounts of base metal sulphides

Exploration

The east-west striking shears typically show vertical or very steep dips and are considered brittle-ductile elements of the Elmtree Fault system. The history of modern mineral exploration on the Elmtree Property began with Amax Exploration Ltd. (1958) which completed ground geophysics on two grids located in the Alcida area and completed two diamond drill holes that failed to return significant gold, silver or base metals.Lacana Mining Corp. (Lacana) prospectors are credited with the discovery of the Elmtree gold deposits in 1994. These prospectors observed several boulders and bedrock showings of quartz and sulphides in vein style settings on the property. Thereafter, Lacana established the extents of the discovery using a multi-disciplinary approach involving ground and airborne geophysics (magnetics and VLF-EM), soil geochemistry, trenching and geological mapping followed by drilling. Stratabound and Castle's exploration programs (2004 – 2010) have involved detailed delineation drilling of the deposits with special emphasis on the WGZ which was identified as offering the best potential.

Mineral Resource Estimation

The resources in the Elmtree Technical Report were estimated in accordance with the definitions contained in the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Standards on Mineral Resources and Reserves Definitions and Guidelines that were prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council on November 27, 2010. The effective date of the mineral resource estimate is 4 March, 2011.Resources have been estimated using a three-dimensional block modelling approach.For each mineralized zone, wireframe models have been built up from intersected geologic limits. Grade interpolation for the WGZ was conducted using the inverse distance cubed (ID3) technique while interpolations for the DZ and SGZ were conducted using the nearest neighbour (NN) technique due to limited drill hole information.

The total estimated resources for the Elmtree Property are shown in Table 1.1 at a cut-off grade of 0.5 g/t gold.

Table 1.1

Elmtree Deposits Mineral Resource Estimate

Deposit/Zone	Category	Tonnes	Au (g/t)	Au oz	Ag (g/t)	Pb%	Zn%
WGZ	Indicated	1,611,000	1.91	99,000	-	-	-
WGZ	Inferred	2,053,000	1.67	110,000	-	-	-
SGZ	Inferred	2,367,000	0.74	56,000	-	-	-
DZ Au Only Zone	Inferred	583,000	1.15	22,000	-	-	-
DZ Au/Ag/Pb/Zn Zone	Inferred	117,000	1.77	7,000	44.36	0.78	2.17
DZ Ag/Pb/Zn Zone	Inferred	41,000	-	-	25.80	0.43	1.53
Sub-Total DZ Inferred	Inferred	741,000	1.18	-	8.43	0.15	0.43

Notes:

(1) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.

(2) There has been insufficient exploration to define the inferred resources as an indicated or measured mineral

resource. It is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.

At present there are no known environmental, permitting, legal, title, taxation, socio-economic, marketing or political issues which would adversely affect the mineral resources estimated above. However, mineral resources which are not mineral reserves, do not have demonstrated economic viability. There is no assurance that CNRP or the Corporation will be successful in obtaining any or all of the requisite consents, permits or approvals, regulatory or otherwise, for the project.

Interpretation and Conclusions

Geology and Mineralization

Presently, two types of deposits are known to occur on the Elmtree Property; these are the gold only WGZ and SGZ deposits and the multi-metal DZ deposit with gold, silver, lead and zinc. The best explored is the WGZ which appears to offer more potential in terms of quality, quantity and continuity. Currently, all deposits have not been defined to their limits.However, there is no guarantee that further exploration work will expand these deposits nor is there any guarantee of other new deposits being discovered.The resource block model sections and plans demonstrate that, although the mineralization occurs within a broad zone of disseminated sulphide, the high grade zones occur sporadically throughout the deposit.No drilling, sampling or recovery factors have been identified that could result in sampling bias or otherwise materially impact the accuracy and reliability of the assays and, hence, the resource database and estimate.

Metallurgy

As detailed in Section 13 of the Elmtree Technical Report, Micon has reviewed the preliminary metallurgical work previously carried out on the Elmtree Property and concludes that a flowsheet comprising grinding to 80% passing (P80) 137 microns, followed by regrinding of a rougher flotation concentrate to a P80 of 27 microns yields a gold recovery to a cleaner concentrate of approximately 90%. The concentrate produced contains approximately 31.5 g/t gold, 20.9% sulphur and 7.7% arsenic.The Rod Mill Work Index (RWi) was determined to be 19.1 kWh/t (metric). This result classifies the sample as a 'hard' ore. The Abrasion Index (Ai) was determined to be 0.114. Additional core samples collected from Elmtree Property in the first quarter of 2011 provided the basis for additional grinding and flotation testwork aimed at determining the response of the Elmtree resource to potential toll milling opportunities. Included in the metallurgical scope were concentrate self-heating tests due to the high sulphur content in the concentrate. These tests indicate that the concentrate sulphur content is manageable between 20% and 30%.Results of the 2011 tests are shown in Table 1.2.

Table 1.2

Concentrate Produced in a One Cleaner Flowsheet

SGS Test No.	Mass		Grade		Recovery (%)		
	(wt%)	Au (g/t)	S (wt%)	As (wt%)	Au	S	As
F6	10.1	31.5	20.9	7.7	93.2	87.6	95.0
F7	7.4	39.6	23.7	9.2	86.0	79.2	85.6
F8	8.5	36.5	23.2	8.4	87.7	81.9	88.7
Average	8.7	35.9	22.6	8.5	89.0	82.9	89.8

Recommendations

Micon considers the deposit size and metallurgical characteristics to be critical to the success of the project and accordingly, makes the following recommendations.

Geology and Resources

In Micon's opinion, the deposit limits should be established prior to embarking on detailed economic studies. Thus, in the short term, defining the overall size of the deposit and its characteristics should be prioritized. The following program of work is recommended.Prospecting and detailed mapping to define the strike extensions of the three known deposits and to search for other deposits that may occur on the property. Upgrading and expanding the known resources by infill drilling and testing the strike extensions by systematic drilling.

Metallurgy

Further metallurgical testwork should be undertaken to increase confidence in the capital and operating estimates and for on-site environmental controls, water management along with other project infrastructure design.

Project Economics

Preliminary economic studies should be undertaken to determine the minimum deposit size that is likely to bring an acceptable return on investment.

Budget

In line with these recommendations, CNRP and the Corporation have proposed a budget of US$8.0 million for further work to be undertaken in two phases as shown in Tables 1.3 and 1.4.

Table 1.3

Proposed Budget for Work on the Elmtree Property – Phase One

Item	Cost (US$)
Prospecting and mapping	220,000
Diamond drilling	1,112,000
Assaying	160,000
Metallurgy	30,000
SGS mineralogical and metallurgical	24,000
Total	**1,546,000**

Table 1.4

Proposed Budget for Work on the Elmtree Property - Phase Two

Item	Cost (US$)
Diamond drilling	5,238,000
Assaying	640,000
Metallurgy	120,000
SGS mineralogical and metallurgical	170,000
Preliminary economic studies	100,000
Total	**6,454,000**

Phase 1 is mainly to define extensions of the mineralization while Phase 2 is mainly for delineation drilling. Advancing to Phase 2 is contingent on positive results from Phase 1. Micon considers that the proposed budget is reasonable and recommends that CNRP and the Corporation proceed with the proposed work programs.

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) and has reviewed and approved the content of this Management Discussion and Analysis.

Ring of Fire project

Winston also acquired from Green Swan Capital an option with Melkior Resources 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.

The Properties are located in the James Bay Lowlands, Ontario in the highly prospective Ring of Fire. They consist of 69 unpatented claims covering approximately 14,784 hectares (36,532 acres). Broke Back is located approximately 10 kilometers north of Noront Resources Ltd.'s "Eagle's Nest", and is contiguous with some of Noront's claims. Claims belonging to Cliffs Natural Resources Inc. are located approximately 10 kilometers southeast of Winston can acquire an initial 51% undivided interest in the Properties by incurring a minimum of $1,600,000 in work expenditures on the Properties by no later than December 31, 2014. Following that, it will have the option to acquire an additional 19% interest (for a total 70% undivided interest in the Properties) by incurring an additional $1,000,000 in work expenditures on the Properties within twenty-four (24) months.

The following information regarding the Riverbank and Broke Back Claims has been excerpted from the Riverbank-Broke Back Technical Report. The full report is available on the Company's website.

The Riverbank-Broke Back Technical Report provides a summary of scientific data on and around the Riverbank and Broke Back Claims, including the historic exploration work and makes recommendations concerning future exploration on the Riverbank and Broke Back Claims. The Riverbank-Broke Back Technical Report is based on exploration and property information from the public domain and from information obtained through field visits to the Riverbank and Broke Back Claims between August 29 and September 1st, 2008, includes results from a 1659.5 line kilometres helicopter borne magnetic and Versatile Time Domain EM

(VTEM) survey flown over the Riverbank and Broke Back Claims between May 18th and May 27th, 2010 and reported by Geotech Ltd. in August 2010.

In August, 2011, Melkior drilled two holes, each 100 metres in length on the Broke Back property and one hole totaling 216 metres at the Riverbank property (Hebert, 2011).The Qualified Person for the work on the Riverbank-Broke Back Technical Report is Mr. J. Ian Lawyer, P. Geo. The diamond drilling work was managed by Dr. Eric Hebert, P.Geo, under the supervision of Ian Lawyer.

The Riverbank and Broke Back Claims were staked because they are underlain by anomalous gravity highs, as shown in regional data. These anomalous gravity highs are postulated to be due to mafic or ultramafic intrusions or to be layered mafic-ultramafic Igneous Complexes. (Other anomalous gravity highs in the general area are associated with layered mafic-ultramafic Igneous Complexes and include: Big Trout Lake Igneous Complex, Lansdowne House Igneous Complex, and Fishtrap Lake Igneous Complex). These anomalous gravity highs and their postulated large intrusions are proximal to known nickel-copper sulphide mineralization in ultramafic rocks at the Double Eagle discovery of Noront Resources Ltd. Mafic or ultramafic intrusions on the Riverbank and Broke Back Claims, if present, would thus be expected to have significant potential to host magmatic nickel-copper sulphide mineralization. The situation could be analogous to Sudbury and the Voisey's Bay deposit, with the Riverbank and Broke Back Claims possibly covering a large mafic/ultramafic intrusion or intrusions, possibly with associated mineralization. Although the potential for nickel-copper PGE deposits is considered excellent, the Riverbank and Broke Back Claims also have potential to host massive chromite, Volcanic Massive Sulfide deposits and diamond bearing kimberlite.

Green Swan optioned an initial 51% legal and beneficial interest, and a subsequent 19% legal and beneficial interest from Melkior, subject to a 2.5% Net Smelter Return royalty in and to the Riverbank and Broke Back Claims, in consideration for the issuance to Melkior of 2,000,000 Common Shares, each Common Share having a half warrant attached, a cash payment of $25,000 and by incurring a gross amount of $1,600,000 in eligible exploration expenditures on the Riverbank and Broke Back Claims before December 31, 2014.The GeoTech V-TEM and magnetic survey has not defined obvious conductors for follow up on the Broke Back block, however the eastern edge of the lower third of the block has higher magnetization and isolated gravity responses, and regional geochemical sampling (Section 20) has shown the area to be anomalous in some elements. The presence of elevated magnetic responses along with coincident gravity highs may be an indication of mafic intrusives with possible massive chromitite mineralization similar to the Black Bird chromitite discovery. Diamond drilling has shown the area to be underlain by magnetite rich intrusions.Geophysical surveying of the Riverbank block has identified three conductors that warrant follow up ground electromagnetic surveying and diamond drilling. Drill hole RB-02-2011 intersected massive to near massive pyrrhotite units and a 10 m zone of ankerite and pyrite mineralization.

Given the scarcity of outcrop and the effectiveness of geophysical surveying as an exploration tool, the following exploration programs are recommended as a follow-up to the VTEM and airborne magnetic surveying over the Broke Back and Riverbank properties.

Riverbank Property

Airborne VTEM targets A and C (Hogg, 2010) will be surveyed via Crone ground electromagnetic to identify the exact location of the drill targets.

Broke Back Property

Two elevated gradient gravity responses are coincident with elevated first vertical derivative of the Total Magnetic Intensity anomalies. This is important because these coincident anomalies potentially may be an indication of mafic intrusives with possible massive chromitite mineralization similar to the Black Bird chromitite discovery. The targets warrant ground gravity and Crone ground geophysics to determine whether they should be drilled.

Phase I exploration would be ground geophysics. The cost is estimated to be $210,000. Phase II would be drilling to follow up the geophysical results. Two 200 m long holes are proposed for each property for a total of 800 m. It is recommended that a contingency amount of $70,000 be in place in order to follow up positive drill intersections with an additional hole. The cost of this drilling would be $480,000.

Drilling at Riverbank is not contingent on Phase I results-valid drill targets exist at present. Drilling at Broke Back is contingent on obtaining positive results from ground geophysics (isolated linear gravity high with a coincident EM low, flanked by elevated magnetics). The total recommended expenditures on these properties are $690,000.

Etamame Nickel Project

On June 27, 2012 the Company acquired 100% of the Etamame Lake Nickel Project ("Etamame") located in the Lingman Lake Greenstone belt area about 38 kilometres south-west of Sachigo Lake in Northwestern Ontario, Canada, together with a geophysical airborne survey (the "Airborne Survey") carried out over Etamame, in two separate transactions. The total acquisition price was $372,500 payable in a combination of cash and newly issued shares of Winston.

Etamame consists of 10 claim blocks totalling 142 claim units that have not previously been drilled. Geotech Ltd. carried out a VTEM AEM survey over Etamame in March 2011, which identified numerous prospective targets associated with strong magnetic anomalies. Winston believes that Etamame represents a highly prospective potential nickel deposit that justifies a drilling program.

In accordance with the terms of a share purchase agreement dated June 27, 2012 and finalized on June 28, 2012 as required under CNSX rules, between Winston and Stephen Shefsky and Pele Mountain Resources Inc. (collectively, the Vendors), Winston purchased 100% of the issued and outstanding shares of 2238484 Ontario Inc., which holds a 100% interest in the mineral claims at Etamame, in consideration for the issuance of 650,000 common shares in the capital of Winston, at a deemed price of $0.25 per share. As additional consideration for the Purchased Shares, Winston agreed to pay a royalty ("NSR") to the Vendors equal to 2% of net smelter returns from the sale of mineral products from Etamame.

Winston also acquired the Airborne Survey from Largo Resources Ltd. ("Largo"), in consideration for which it issued 320,000 common shares in the capital of Winston at a deemed price of $0.25 per share, and paid $50,000 in cash to Largo. A further payment of $30,000 is also payable by Winston to Largo on the six month anniversary of closing.

Further, the Company acquired from 2212150 Ontario Inc operating as Vanex Exploration a 1.5% NSR in consideration for the issuance of 200,000 shares at a deemed price of $0.25 per share and 100,000 warrants to acquire 100,000 common shares at a price of $0.25 exercisable for a period of 24 months commencing from June 27,2012.

New Opportunities

The Company seeks to acquire Canadian mineral properties from joint ventures, and develop such properties by drilling to establish, define and expand the natural resources located on the properties.

Outstanding Share Data

The Company has an authorized share capital of an unlimited number of common shares, of which 62,774,484 were issued and outstanding as at the date of this report.

The Company has outstanding a total of 400,000 warrants with an exercise price of $0.50 per share, and 34,000 warrants with an exercise price of $0.25 per share.

The Company has outstanding incentive stock options of 3,600,000 with an exercise price on $0.25 per share that expire on June 22, 2017, and 600,000 incentive stock options with an exercise price of $0.25 per share that expire on June 22, 2013.

Related Party Transactions

During the nine months ended April 30, 2012 the Company paid or accrued management fees of $18,000 (2011 - $nil) to a company owned by the President of the Company, administrative fees of $1,800 (2011 - $nil) and rent of $9,000 (2011 - $nil) to a company owned by a director of the Company. The rent is, in turn, paid to the head landlord.

The remuneration of directors during the nine months ended August 31, 2011 included share based compensation of $37,854 (2011: $nil). As at April 30, 2012, the Company owed $10,574 to various directors and their companies and owed $132,596 to a director for a loan borrowed by promissory note agreement.

Liquidity and Solvency

The following table summarizes the Company's cash on hand, working capital and cash flow:

As at	**April 30, 2012**	**July 31, 2011**
Cash	$ 4,522	$ 80,933
Working capital	(14,957)	62,498

Period Ended	**April 30, 2012**	**July 31, 2011**
Cash used in operating activities	$ (286,961)	$ (18,217)
Cash used in investing activities	(550)	(31,350)
Cash provided by financing activities	211,100	130,500
Change in cash	$ (76,411)	$ 80,933

On November 2, 2010, OWP issued one common share at $1.00 per share for proceeds of $1. This amount is included in share subscriptions receivable at July 31, 2011.On May 13, 2011, Company issued 2,500,000 shares at $0.005 per share for proceeds of $12,500. On July 26, 2011, Company issued 7,500,000 shares at $0.02 per share for proceeds of $150,000, of which $32,000 is included in share subscriptions receivable as of July 31, 2011. On August 8, 2011, $32,000 was received from the shareholder as full payment for the shares subscribed for. On July 15, 2011, OWP entered into a debt settlement for settlement of the $6,000 debt by the issuance of 6,000,000 common shares. On August 10, 2011, OWP issued the 6,000,000 common shares as full settlement of the debt. On August 10, 2011, OWP issued 17,849,615 common shares and effectively completed all outstanding obligations under the Arrangement (Note 7). During the current period, and prior to the amalgamation on October 14, 2011, Company issued 530,000 shares between $0.05 per share and $0.12 per share for total proceeds of $40,100. On October 14, 2011, OWP and Company entered into an amalgamation agreement. Under the terms of the agreement, the common shares of OWP and the common shares of Company were exchanged for the common shares of the amalgamated company, Company Resources Corp. ("AMALCO") with each shareholder of OWP receiving one share of AMALCO for every twenty (20) shares of OWP and each shareholder of Company will receiving one share of AMALCO for every one (1) share of Company. In total, the Company issued 11,722,480 shares to former shareholders of OWP and Company. On February 15, 2012, the Company entered into a debt settlement arrangement by the issuance of 100,000 common shares with a value of $5,000 as settlement of debt with Bacchus Law Company. On September 29, 2011, the Company borrowed $50,000 from a director by promissory note agreement. The loan is subject to an interest rate of 10% per annum, payable annually and due in full on September 29, 2013. The Company has since borrowed an additional $78,000 under the same terms and incurred interest expenses of $4,596 During the period ending April 30, 2012, the Company received $25,000 in non-transferable contribution funds from the government of Yukon for financial assistance to carry out work on the Wels Property.

The Company is dependent on the sale of treasury shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

Capital Resources

The Company has no operations that generate cash flow and its long term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable. The Company's primary capital asset as at April 30, 2012 is a resource property. Exploration expenditures are expensed as incurred.

As at April 30,2012, the Company's resource property agreement is an option agreement and the exercise thereof is at the discretion of the Company. To earn its interest in the properties, the Company must incur certain expenditures in accordance with the agreements (see "Project Summaries and Activities" in this MD&A for more information).

The Company depends on equity sales to finance its exploration programs and to cover administrative expenses.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed in this MD&A.

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations, and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

Critical Accounting Estimates

The Company prepares its financial statements in accordance with IFRS, which require management to estimate various matters that are inherently uncertain as of the date of the financial statements. Accounting estimates are deemed critical when a different estimate could have reasonably been used or where changes in the estimate are reasonably likely to occur from period to period, and would materially impact the Company's financial statements. The Company's significant accounting policies are discussed in the unaudited combined interim financial statements. Critical estimates in these accounting policies are discussed below.

Environmental Rehabilitation Provision

The Company recognizes the fair value of a liability for environmental rehabilitation in the period in which the Company is legally or constructively required to remediate, if a reasonable estimate of fair value can be made, based on an estimated future cash settlement of the environmental rehabilitation obligation, discounted at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. The environmental rehabilitation obligation is capitalized as part of the carrying amount of the associated long-lived asset and a liability is recorded. The environmental rehabilitation cost is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgments and estimates are involved in forming expectations of the amounts and timing of environmental rehabilitation cash flows.

Share-based Payments

The Company has a share option plan which is described in Note 7 (c) of the unaudited combined interim financial statements for the nine months ended April 30, 2012. The fair value of all share-based awards is estimated using the Black-Scholes Option-Pricing Model at the grant date and amortized over the vesting periods. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. Share-based payments to non-employees are measured at the fair value of the goods or services received, or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest.

None of the Company's awards call for settlement in cash or other assets. Upon the exercise of the share purchase options, consideration paid together with the amount previously recognized in contributed surplus is recorded as an increase in share capital. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of share purchase options is recorded as share capital and the related share-based payments reserve is transferred to share capital. Charges for share purchase options that are forfeited before vesting are reversed from share-based payments reserve. For those share purchase options that expire or are forfeited after vesting, the recorded value is transferred to retained earnings (deficit).

Future Changes in Accounting Standards

"IFRS 9 Financial Instruments" is part of the IASB's wider project to replace "IAS 39 Financial Instruments: Recognition and Measurement". IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2013. The Company is in the process of evaluating the impact of the new standard and the amendments to the new standard.

The following new standards, amendments and interpretations will not have an effect on the Company's future results and financial position:

- IFRS 1: Severe Hyperinflation (Effective for periods beginning on or after July 1, 2011)

- IFRS 7 (Amendment): Financial Instruments: Disclosures: Transfers of Financial Assets (Effective for annual periods beginning on or after July 1, 2011 with early application permitted)
- IAS 12 (Amendment): Deferred Tax: Recovery of Underlying Assets (Effective for annual periods beginning on or after January 1, 2012, with early application permitted)

Financial Instruments

Designation and Valuation of Financial Instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and due to/from related parties. Cash is designated as held for trading and carried at fair value, with any unrealized gain or loss recorded in the statement of operations. Interest income is recorded in the statement of operations. Receivables are classified as loans and receivables, and accounts payable and accrued liabilities are classified as other financial liabilities, and recorded at amortized cost using the effective interest rate method. The Company does not hold any derivative financial instruments.

The carrying value of receivables, accounts payable, accrued liabilities and due to/from related parties approximated their fair value because of the relatively short-term nature of these instruments. Cash, which is classified as held for trading and carried at fair value, has been determined using Level 1 inputs.

Risks

Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company's receivables consist of GST/HST receivable due from the Federal Government of Canada. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, metal prices, political and economical.

The mineral exploration business is risky and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issue of shares from the treasury to investors. These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether its mineral property contains mineral reserves that are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.

There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the exploration and exploitation of its permits, and may fail to meet its exploration commitments.

As at April 30, 2012, the property that the Company has an option to earn an interest in is in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, that are explored, are ultimately developed into producing mines.

Exploration of the Company's mineral property may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

Other

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.WinstonResourcesInc.com and www.sedar.com.

Trends

Trends in the industry can materially affect how well any junior exploration company is performing. The price of precious metals remains high and as a result worldwide exploration is being maintained. Company management believes that the general trend will continue and that prices will be higher at the end of 2012.

Outlook

The outlook for precious metals continues to be positive and this is reflected in the Company's ongoing activity. The prospect for financing the Company's projects is good and this will enable the Company to continue as a viable entity.

<u>Cautionary Statement</u>

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans and our other future plans and objectives are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statement. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavours to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other actors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks.