

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 28, 2012

Item 3 News Release

A news release was issued and disseminated on June 28, 2012 through fscwire and filed with the CNSX and SEDAR

Item 4 Summary of Material Change(s)

The Issuer announced that it has acquired 100% of the Etamame Lake Nickel Project in Northwestern Ontario, Canada, together with a geophysical 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.

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 28, 2012

WINSTON RESOURCES INC.

208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5
Phone: (416) 628 9879

WINSTON RESOURCES ACQUIRES ETAMAME NICKEL PROJECT

Toronto, Ontario, June 28, 2012 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that it has 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. Further, Winston 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 25 cents exercisable for a period of 24 months commencing from June 27, 2012.

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.

“Acquiring Etamame from this de facto joint venture is a further affirmation of our business model. We will continue to seek other acquisitions of joint venture properties that will benefit from our ownership position, as well as pursuing our plans for developing our Elmtree Gold Project in New Brunswick” said Danny Wettreich, Chairman and CEO of Winston.

About Winston Resources

Winston is a Toronto based mineral company primarily focused on developing its 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.

For more information please see www.WinstonMiningInc.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