

**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

October 16, 2012

Item 3 News Release

A news release was issued and disseminated on October 16, 2012 through fscwire and filed with the CNSX and SEDAR

Item 4 Summary of Material Change(s)

The Issuer announced that its directors have unanimously approved a proposal to spin off to its shareholders a portion of its wholly-owned subsidiaries, Hadley Mining Inc ("Hadley") and Zara Resources Inc. ("Zara"). It is expected that following the spin-off, Winston would retain approximately 90% of the issued and outstanding shares of Hadley and Zara.

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 October 16, 2012

WINSTON RESOURCES INC.

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

WINSTON TO SPIN OFF

HADLEY MINING AND ZARA RESOURCES

Toronto, Ontario, October 16, 2012 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that its board of directors has unanimously approved a proposal to spin off to its shareholders a portion of its holdings of its wholly-owned subsidiaries, Hadley Mining Inc ("Hadley") and Zara Resources Inc ("Zara"). It is expected that following the spin-off, Winston would retain approximately 90% of the issued and outstanding shares of Hadley and Zara. Hadley and Zara will apply for listing of their common shares on the CNSX.

Hadley owns 100% of the Etamame Lake Nickel Project located in the Lingman Lake Greenstone belt area about 38 kilometres south-west of Sachigo Lake in Northwestern Ontario, Canada. This is a highly prospective potential nickel deposit, and a geophysical airborne survey has identified numerous prospective targets associated with strong magnetic anomalies. The NI43-101 Technical Report on the property is available on Winston's profile on SEDAR at www.sedar.com, and on Hadley's website at www.HadleyMining.com

Zara owns an option with Melkior Resources on two properties in the Ring of Fire in Ontario whereby Zara 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 Resources Ltd.'s Eagle One and Eagle Two nickel-copper projects and to Cliffs Natural Resources Inc.'s Black Thor deposit. The NI43-101 Technical Report on the property is available on Winston's profile on SEDAR at www.sedar.com, and on Zara's website at www.ZaraResourcesInc.com

The spin-off will be transacted by way of a statutory plan of arrangement (the "Plan of Arrangement") under the Business Corporations Act (British Columbia). Pursuant to the terms of the Plan of Arrangement, Winston will distribute approximately 10% of the outstanding common shares of each of Hadley and Zara to holders of common shares of Winston such that each Winston shareholder of record on the effective date of the Plan of Arrangement will receive one common share in the capital of each of Hadley and Zara for every twenty-five common shares in the capital of Winston.

A special meeting (“Meeting”) of Winston shareholders will be held on December 5, 2012 at which the shareholders will be asked to vote on a special resolution approving the Plan of Arrangement. The record date for determining shareholders entitled to receive notice of and vote at the Meeting, is October 31, 2012. If approved, the spin-off would be completed shortly thereafter, subject to the receipt of all necessary approvals. A further press release will be issued by the Company when the exact effective date is known.

The spin-off is subject to numerous conditions including shareholder and court approval, approval by, and listing of the common shares of Hadley and Zara on the CNSX and completion of all regulatory filings.

Danny Wettreich, the CEO of Winston and also the CEO of Hadley and Zara, said “ This spin-off will enable Winston to focus on developing its Elmtree Gold Project, while giving the shareholders of Winston the opportunity to have a direct interest in two new public companies which will explore their own unrelated projects”.

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.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