

WINSTON RESOURCES INC

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

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "**Meeting**") of Shareholders of Winston Resources Inc (the "**Corporation**") will be held at The Albany Club, 91 King Street East, Toronto, Ontario M5C 1G3 on June 21, 2012, at 10:00 am for the following purposes:

1. To receive the audited financial statements of the Corporation for the period from September 15, 2011 (date of incorporation) to the short period financial year ended July 31, 2012.
2. To elect directors of the Corporation for the ensuing year as identified in the Management Information Circular dated November 1, 2012
3. To appoint auditors and authorize the directors to fix the remuneration to be paid to the auditors
4. To re-approve the stock option plan of the Corporation
5. To approve as a Special Resolution of the Shareholders the entering into, execution and delivery of an Arrangement Agreement and Plan of Arrangement among the Corporation, Hadley Mining Inc and Zara Resources Inc
6. To approve as a Special Resolution of the Shareholders an amendment of the Articles to allow shareholder meetings to be held in Ontario.
7. To transact such other or further business as may properly come before the Meeting or any adjournment thereof

The full texts of the above-described resolutions are set forth in the Circular to which this Notice is annexed. The nature of the business to be transacted at the Meeting as well as information on the Corporation are described in the Circular and the Exhibits thereto.

The Board has determined that Shareholders registered on the books of the Corporation at the close of business on October 31, 2012 are entitled to notice of the Meeting and to vote at the Meeting. This Notice and accompanying Circular have been sent to each director of the Corporation and each Shareholder entitled to receive Notice of the Meeting.

Shareholders of the Corporation who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the enclosed envelope. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the Corporation's registrar and transfer agent, Capital Transfer Agency Inc., not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournment thereof, or must be given to the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

DATED at Toronto, Ontario this November 1, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Daniel Wettreich"

**Daniel Wettreich
Chairman & CEO**