

WINSTON RESOURCES CORP.

Capital Transfer Agency
1101-105 Adelaide Street West
Toronto, Ontario M5H 1P9

Security Class

Holder Account Number

Form of Proxy-Annual & Special Meeting to be held on December 5, 2012 at 10:00 AM

This Form of Proxy is solicited by and on behalf of Management

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein (except when voting by telephone), please strike out the names of those persons in this proxy and, insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter or where both choices have been specified, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 AM on December 3, 2012.

If you vote by fax, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.
Voting by mail or by fax are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.
Instead of mailing this proxy, you may fax to (416) 350-5008

Appointment of Proxyholder

I/We, being holder(s) of Winston Resources Inc (the "Corporation") hereby appoint Daniel Wettreich or failing him, Mark Wettreich (collectively, "Management's Nominees")

OR

Print the name of the person you are appointing if this person is someone other than Management's Nominees as set out herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, or where both choices have been specified, in favour of all matters described hereint) and all other matters that may properly come before the Annual and Special Meeting of shareholders of Winston Resources Inc to be held at The Albany Club, 91 King Street East, Toronto, Ontario M5C 1G3 on December 5, 2012 at 10:00 AM and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY BOLD TEXT OVER THE BOXES.

1. Audited financial statements of the Corporation

FOR Against

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. Election of Directors

To elect the following as directors:

FOR Withhold

1. D. Wettreich

2. B. Crawford

3. S. White

4. M.Wettreich

3. Appointment of Auditors

FOR Withhold

To appoint parker simone LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

4. Approval of Stock Option Plan

To re-approve the Corporation's stock option plan

5. Approval of Arrangement Agreement & Plan of Arrangement

To approve as a Special Resolution 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. Approval of Amendment of the Articles

To approve as a Special Resolution an amendment of the Articles to allow shareholder meetings to be held in Ontario

7. Other Business

To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.