

NOV 09 2012



In the Supreme Court of British Columbia

WINSTON RESOURCES INC.

Petitioner

IN THE MATTER OF SECTIONS 288 TO 299 OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, CHAPTER 57, AS AMENDED

INTERIM ORDER

BEFORE) MASTER TAYLOR)
))
)) 9/Nov/2012
))
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ON THE APPLICATION of the Petitioner, Winston Resources Inc. without notice coming on for hearing at Vancouver, British Columbia on 9/Nov/2012 and on hearing Chilwin Cheng, counsel for the Petitioner, and upon reading the Petition herein dated 6/Nov/2012 and the Affidavit of Danny Wettreich made on 6/Nov/2012;

THIS COURT ORDERS that:

1. The Petitioner, Winston Resources Inc. ("Winston"), be permitted to convene, hold and conduct a Special Meeting (the "Winston Meeting") of the registered holders (the "Winston Shareholders") of Common shares of the Petitioner (the "Winston Shares") to, *inter alia*, consider and, if deemed advisable, pass with or without amendment, a special resolution (the "Arrangement Resolution") authorizing, approving and agreeing to the arrangement (the "Arrangement") involving the Petitioner, the Winston Shareholders, Hadley Mining Inc. and Zara Resources Inc., as described in the plan of arrangement (the "Plan of Arrangement") attached as Schedule "A" to the arrangement agreement (the "Arrangement Agreement") attached as Exhibit "A" to the Affidavit of Danny Wettreich and incorporated by reference to the Information Circular, and to transact such other business as may properly come before the Winston Meeting.
2. The Winston Meeting shall be held on December 5, 2012, at 10:00 ET at the Albany Club, 91 King Street East, Toronto, Ontario and conducted in accordance with the

provisions of the BCBCA, applicable securities legislation and the Articles of the Petitioner, subject to the terms of this Order.

3. The following information:

- (a) the Notice of Special Meeting for the Winston Meeting; and
- (b) the Information Circular and the notice of hearing to this Honourable Court for a final order approving the Arrangement attached as Schedule B to the Petition (the "Notice of Hearing"),

(collectively with the form of Proxy and the letter of transmittal, the "Winston Meeting Materials"),

in substantially the form referred to in the Affidavit of Danny Wettreich with such amendments, insertions and deletions as counsel for the Petitioner may deem necessary or desirable, provided that such amendments, insertions and deletions are not inconsistent with the terms of this Order, shall be sent to the Winston Shareholders at their respective registered addresses as they appear on the books of the Petitioner at the close of business on October 31, 2012, being the record date fixed by the Board of Directors of the Petitioner for the determination of Winston Shareholders entitled to notice of the Winston Meeting (the "Record Date") at least twenty-one (21) days prior to the date of the Winston Meeting, excluding the date of mailing or delivery and excluding the date of the Winston Meeting, by one of the following methods:

- (a) by prepaid ordinary mail, addressed to the Winston Shareholder at his, her or its address as it appears on the share register of Winston as at the Record Date; or
- (b) by delivery to any Winston Shareholder at his, her or its address as it appears on the share register of Winston as at the Record Date,

or in the case of beneficial owners of Winston Shares that are non-registered holders of Winston Shares, by Winston complying with its obligations under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, and that service of the Notice of Hearing substantially as herein described shall constitute good and sufficient service of such Notice of Hearing upon all who may wish to appear to these proceedings, and no other

service need be made, and such service shall be effective on the fifth day after the Winston Meeting Materials are mailed.

4. Delivery of the Winston Meeting Materials as ordered herein shall constitute compliance with the requirements of Section 290(1)(a) of the BCBCA.
5. The accidental omission to give notice of the Winston Meeting or Notice of Hearing to, or the non-receipt of such notices by, one or more of the persons specified herein shall not invalidate any resolution passed or proceedings taken at the Winston Meeting.
6. The Chair of the Winston Meeting shall be the person specified for that purpose in the Articles of the Petitioner or such other person as may be appointed by the Winston Shareholders for that purpose.
7. The Chair of the Winston Meeting shall be at liberty to call on the assistance of legal counsel to the Petitioner at any time and from time to time, as the Chair of the Winston Meeting may deem necessary or appropriate, during the Winston Meeting.
8. The Winston Meeting shall otherwise be conducted in accordance with the provisions of the BCBCA and the Articles of Winston, subject to the terms of this Interim Order.
9. Notwithstanding the provisions of the BCBCA, Winston, if it deems advisable, is specifically authorized to adjourn or postpone the Winston Meeting on one or more occasions, without the necessity of first convening the Winston Meeting or first obtaining any vote of the Winston Shareholders respecting the adjournment or postponement and without the need for approval of the Court. Notice of any such adjournments or postponements shall be given by press release, or newspaper advertisement, or by notice sent to the Winston Shareholders by one of the methods specified in paragraph 3 of this Interim Order.
10. The Record Date (as defined in paragraph 3 herein) shall not change in respect of adjournments or postponements of the Winston Meeting.
11. The Winston Meeting may be adjourned for any reason upon the approval of the Chair of the Winston Meeting and, if the Winston Meeting is adjourned, it shall be reconvened at a place and time to be designated by the Chair of the Winston Meeting to a date which is not more than 30 days thereafter except for the reason of lack of quorum.

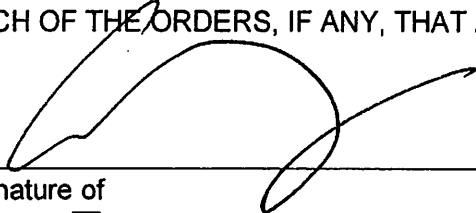
12. The quorum required at the Winston Meeting shall be the quorum required by the Articles of the Petitioner.
13. If a quorum of Winston Shareholders is not present within one-half hour from the time set for the holding of the Winston Meeting, the Winston Meeting shall stand adjourned to the same day in the next week if such day is a business day and, if such day is not a business day, the Winston Meeting shall be adjourned to the next business day following one week after the day appointed for the Winston Meeting at the same time and place and, if at such adjourned Winston Meeting a quorum is not present within one-half hour of the time set for the Winston Meeting, the Winston Shareholders present, and being, or representing by proxy, one or more Winston Shareholders entitled to attend and vote at the Winston Meeting shall constitute a quorum.
14. At the Winston Meeting, each Winston Shareholder shall be entitled to one vote on the Arrangement Resolution for each Winston Share held by him, her or it.
15. Winston is authorized to use the form of Proxy for the Winston Shareholders substantially in the form attached as Exhibit "C" to the Affidavit of Danny Wettreich, and Winston is authorized at its expense to solicit proxies directly through its directors, officers and employees and through such agents or representatives as it may retain for that purpose and by mail, telephone or such other form of personal or electronic communication as it may determine.
16. The vote of Winston Shareholders required to adopt the Arrangement Resolution at the Winston Meeting shall be the affirmative vote of not less than 66 $\frac{2}{3}$ % of the votes cast by Winston Shareholders who vote on the Arrangement Resolution in person or by proxy at the Winston Meeting.
17. The Chair, Secretary, or other director or officer of Winston present at the Winston Meeting shall, in due course, file with the Court an affidavit verifying the actions taken and the decisions reached by the Winston Shareholders with respect to the Arrangement.
18. Pursuant to the Plan of Arrangement, a Winston Shareholder may dissent from the Arrangement Resolution (a "Dissenting Shareholder") and each Winston Share held by a Dissenting Shareholder who dissents in compliance with Division 2 of Part 8 of the BCBCA (as set out in the Plan of Arrangement and described in the Information Circular)

will be purchased for cancellation by Winston in consideration for an amount to be determined under the Plan of Arrangement.

19. The only persons entitled to receive notice of and to attend the Winston Meeting or any adjournment(s) thereof either in person or by proxy shall be the registered holders of the Winston Shares as at the close of business of the Record Date (and, under applicable securities legislation and policies, the beneficial owners of the Winston Shares registered in the name of intermediaries) and the directors, auditors and counsel of the Petitioner.
20. The Petitioner shall be at liberty to give notice of this application to persons outside the jurisdiction of this Honourable Court in the manner specified herein.
21. Unless the directors of the Petitioner by resolution determine to abandon the Arrangement, the Application for the Final Order ("Final Application") be set down for hearing before the presiding Judge in Chambers at the Courthouse at 800 Smithe Street, Vancouver, British Columbia, on or about December 6, 2012 at 9:45 a.m., or so soon thereafter as counsel may be heard, and that, upon approval by the Winston Shareholders at the Winston Meeting of the Arrangement Resolution, all in the manner required by Section 289 of the BCBCA, the Petitioner be at liberty to proceed with the Final Application on that date.
22. The form of Notice of Hearing of Petition, attached as Schedule "C" to the Petition, is hereby approved as the form of Notice of Proceedings for such approval.
23. Any Winston Shareholder or other interested party may appear and make submissions at the Final Application provided that such person shall file a Response, in the form prescribed by the Rules of Court of the Supreme Court of British Columbia, with this Court and deliver a copy of the filed Response, together with a copy of all material on which such person intends to rely at the Final Application, including an outline of such person's proposed submissions, to the solicitors for the Petitioner at its address for delivery as set out in the Petition, on or before 4:00 p.m. on November 30, 2012, or as this Court may otherwise direct.
24. Subject to other provisions in this Order, no material other than that contained in the Information Circular need be served on any persons in respect of these proceedings.

- 25. The Information Circular is deemed to represent sufficient and adequate disclosure, including for the purpose of section 290(1)(a) of the BCBCA, and Winston shall not be required to send the Winston Shareholders any other or additional statement pursuant to section 290(1)(a) of the BCBCA.
- 26. If the Final Application is adjourned, only those persons who have filed and delivered a Response in accordance with this Interim Order need to be served and provided with notice of the adjourned date.
- 27. The provisions of Rule 8-1 and Rule 16-1 be hereby dispensed with for the purpose of any further application to be made pursuant to this Petition.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of
 party lawyer for Petitioner

Chilwin Cheng



By the Court

Registrar

