

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

### **PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102 - CONTINUOUS DISCLOSURE OBLIGATIONS**

This notice to the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission and the Canadian National Stock Exchange ("CNSX") of a change in corporate structure, is given in accordance with the provisions of section 4.9 of National Instrument 51-102 ("NI51-102").

**Item 1. Names of Parties to the Transaction:**

Winston Resources Inc. (the "Company") and Hadley Mining Inc. ("Hadley") and Zara Resources Inc ("Zara"), (collectively, the "Parties").

**Item 2. Description of the Transaction:**

See attached news release dated December 7, 2012.

**Item 3. Effective Date of the Transaction:**

The Transaction became effective on June 22, 2010.

**Item 4. Names of Each Party, if any that Ceased to be a Reporting Issuer Subsequent to the Transition and of each Continuing Entity:**

The Company continues to be a reporting issuer. Hadley and Zara were not reporting issuers and are now reporting issuers.

**Item 5. Date of reporting issuer's first year end after the Transaction;**

Not applicable

**Item 6. The periods, including comparative periods, if any of the interim and annual financial statements of the Reporting Issuer's first financial year following the Transaction:**

Not applicable

**Item 7. Documents filed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) that describe the transaction:**

Information Circular and Securities Holders Documents comprising Final Order and Plan of Arrangement

**Date of Report:**

December 12, 2012

This news release is not for distribution or dissemination in the United States of America

# WINSTON RESOURCES INC.

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## WINSTON SUBSIDIARIES LIST ON THE CNSX

Toronto, Ontario, December 10, 2012 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that its subsidiaries Hadley Mining Inc (CNSX: HM) ("Hadley"), and Zara Resources Inc (CNSX: ZRI) ("Zara") have listed their common shares on the Canadian National Stock Exchange ("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 Hadley's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and on Hadley's website at [www.HadleyMining.com](http://www.HadleyMining.com)

Zara is a newly formed minerals company focusing on developing its exploration property in the Ring of Fire in Ontario. It owns an option whereby Zara can obtain up to a 70% ownership position in a highly prospective Nickel-Copper-PGE mineralization project. The properties are adjacent to Noront's Eagle One and Eagle Two nickel-copper projects and to Cliff Resources Black Thor deposit which is the largest Chromite deposit in North America. The NI43-101 Technical Report on the property is available on Zara's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and on Zara's website at [www.ZaraResourcesInc.com](http://www.ZaraResourcesInc.com)

Danny Wettreich, the CEO of Winston said "Hadley and Zara will pursue the exploration of their properties, as well as seek other property acquisitions, and listing their shares on the CNSX will provide opportunities to access capital that would otherwise not be available".

### 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. Winston also owns a majority interest in Hadley Mining Inc (CNSX: HM) and Zara Resources Inc (CNSX: ZRI).

For more information please see [www.WinstonResourcesInc.com](http://www.WinstonResourcesInc.com) or contact Danny Wettreich at (416) 628 9879 or [dw@WinstonResourcesInc.com](mailto: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