

**EARLY WARNING REPORT  
PURSUANT TO NATIONAL INSTRUMENT 62-103**

**1. Name and address of the offeror:**

Greenbank Mining Capital Inc. (“Greenbank”) and Daniel Wettreich (“Wettreich” and together with Greenbank, the “Offeror”)

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

Greenbank is a private investment company controlled by Wettreich.

**2. Date of acquisition**

January 3, 2013

**3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstance:**

On January 3, 2013, Greenbank acquired 4,000,000 common shares (the “Shares”) in the capital of Winston Resources Inc. (the “Company”) from Wettreich, representing approximately 6.3% of the outstanding common shares of the Company.

**4. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report:**

As of January 3, 2013, Greenbank and Wettreich may be considered to be acting jointly or in concert, in respect of their respective holdings in the Company, as such phrase is defined under section 91 of the *Securities Act* (Ontario).

Immediately after the transaction indicated in paragraph 3, the Offeror, directly and indirectly, continues to hold an aggregate of 26,900,000 common shares of the Company, representing approximately 42.4% of the issued and outstanding common shares of the Company (based on 63,379,484 issued and outstanding common shares as at the date herof).

**5. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 4 over which:**

- (i) the offeror, either alone or together with any joint actors, has ownership and control;

Immediately after the transaction indicated in paragraph 3, the Offeror, directly and indirectly, holds an aggregate of 26,900,000 common shares of the Company, representing approximately 42.4% of the issued and outstanding common shares of the Company (based on 63,379,484 issued and outstanding common shares as at the date hereof).

- (ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and

Not applicable.

- (iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Pursuant to the terms of a voting trust agreement, Castle Resources Inc. ("Castle") assigned its voting rights with respect to 18,000,000 common shares of the Company that are owned by Castle to Wettreich for a specified period that will terminate on or before June 22, 2014. Accordingly, immediately after the transaction indicated in paragraph 3, the Offeror has voting control over approximately 66.5% of the issued and outstanding common shares of the Company.

- 6. Name of the market in which the transaction or occurrence that gave rise to the report took place:**

The Shares were acquired through a private transaction.

- 7. Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Offeror has acquired the above-noted securities of the Company for investment purposes and the Offeror may, depending on market and other conditions, increase or decrease its beneficial ownership, control or direction over the common shares or other securities of the Company, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

- 8. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

Not applicable.

- 9. Names of any joint actions in connection with the disclosure required by this report:**

Not applicable.

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.**

The consideration for the securities acquired by Greenbank consisted of common shares of Greenbank of equal value.

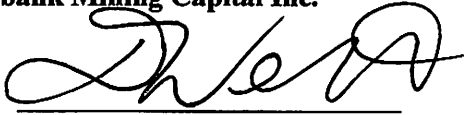
- 11. Where applicable, a description of any change in any material fact set out in a previous report filed under the early warning requirements of applicable Canadian securities legislation.**

Not applicable.

**DATED** this 4th day of January 2013.

**Greenbank Mining Capital Inc.**

Per:

A handwritten signature in black ink, appearing to read 'D. Wettreich', written over a horizontal line.

Daniel Wettreich, Chief Executive Officer