

WINSTON RESOURCES INC.
NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to Section 4.9 of National Instrument 51-102 Continuous
Disclosure Obligations

Item 1 Name of the Parties to the Transaction

Winston Resources Inc. (“Winston”), CNRP Mining Inc. (“CNRP”), and GreenBank Capital Inc. (“Greenbank”).

Item 2 Description of the Transaction

Winston has entered into a Plan of Arrangement with CNRP and GreenBank subject to shareholder and regulatory approvals. Winston will transfer certain assets to its wholly-owned subsidiary GreenBank and distribute 100% of the common shares of GreenBank to the shareholders of the Winston. Winston will also distribute approximately 15% of the common shares of its wholly-owned subsidiary CNRP to the shareholders of Winston. GreenBank and CNRP will thereby become reporting issuers in the Provinces of British Columbia, Alberta and Ontario. As a result of the foregoing, on the completion of the plan of arrangement three companies will exist, Winston, Greenbank and CNRP.

See attached news releases dated February 8, 2013, February 19, 2013 and February 26, 2013 for further details of the transaction.

Item 3 Effective Date of the Transaction

The Transaction will be effective on April 15, 2013, subject to shareholder and regulatory approvals.

Item 4 Name of Each Party, if any, that Ceased to be a Reporting Issuer After the Transaction and of Each Continuing Entity

Winston continues to be a reporting issuer. GreenBank and CNRP will also be reporting issuers in Alberta, British Columbia and Ontario.

Item 5 Date of the Reporting Issuers First Financial Year-End Subsequent to the Transaction

Not applicable

Item 6 Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuers First Financial Year subsequent to the Transaction

Not applicable

Item 7 Documents Filed on the Company's SEDAR profile at www.sedar.com that describe the transaction

Information Circular and Securities Holders Documents including Plan of Arrangement

Date of Report

April 8, 2013

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

WINSTON RESOURCES INC.

208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5
Phone: (416) 628 9879

WINSTON TO SPIN OFF GREENBANK CAPITAL

Toronto, Ontario, February 8, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that its board of directors has unanimously approved a proposal to spin off to its shareholders 100% of its holdings of its wholly-owned subsidiary, GreenBank Capital Inc ("GreenBank"). Following the spin-off, GreenBank will apply for listing of its common shares on the CNSX.

GreenBank is a newly formed corporate finance investment business focusing on investing in Canadian small cap publicly listed companies. Based on the model of a London merchant bank, GreenBank will take equity positions in its clients and will participate in client company decisions via board of directors positions. GreenBank will facilitate mergers and acquisitions, often participating with equity in the transactions as appropriate.

On February 8, 2013 GreenBank agreed to acquire an investment portfolio from Winston payable by the issuance of 25,710,000 common shares of GreenBank at a deemed price of \$0.10 per GreenBank share. The investments comprise of 13,460,000 common shares being 49% of Zara Resources Inc (CNSX: ZRI) ("Zara") and 12,250,000 common shares being 49% of Hadley Mining Inc (CNSX: HM) ("Hadley"). Zara is a Toronto based mineral company developing its Pigeon River and Riverbank nickel-copper projects, in Ontario, Canada. On February 1, 2013 Zara signed a Letter of Intent to acquire the Forge Lake Gold Project in Ontario for \$583,010. For more information please see Zara's website at www.ZaraResourcesInc.com. Hadley is a Toronto based mineral company primarily focused on developing its 100% owned Etamame Nickel project, in Northwestern Ontario, Canada. For more information please see www.HadleyMining.com. As a result of the spin-off, GreenBank, Zara and Hadley will cease to be subsidiaries of Winston.

The spin-off will be transacted by way of a statutory plan of arrangement (the "Plan of Arrangement") under the Business Corporations Act (British Columbia). Pursuant to the terms of the Plan of Arrangement, Winston will distribute 100% of the outstanding 25,710,000 common shares of GreenBank to holders of common shares of Winston such that each Winston shareholder of record on the effective date of the Plan of Arrangement will receive 1 common share in the capital of GreenBank for every 2.562 common shares in the capital of Winston.

A special meeting (“Meeting”) of Winston shareholders will be held on April 5, 2013 at which the shareholders will be asked to vote on a special resolution approving the Plan of Arrangement. The record date for determining shareholders entitled to receive notice of and vote at the Meeting, is March 5, 2013. If approved, the spin-off would be completed shortly thereafter, subject to the receipt of all necessary approvals. A further press release will be issued by the Company when the exact effective date is known. The spin-off is subject to numerous conditions including shareholder and court approval, and completion of all regulatory filings.

Danny Wettreich, the CEO of Winston and also the CEO of GreenBank, said “This spin-off will provide our shareholders with the opportunity of participating in an exciting new venture, while at the same time simplifying the corporate structure of Winston.”

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.

For more information please see www.WinstonResourcesInc.com or contact Danny Wettreich at (416) 628 9879 or 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

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

WINSTON RESOURCES INC.

208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5
Phone: (416) 628 9879

WINSTON TO SPIN OFF CNRP MINING

Toronto, Ontario, February 19, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that its board of directors has unanimously approved a proposal to spin off to its shareholders approximately 15% of its wholly-owned subsidiary, CNRP Mining Inc ("CNRP"). Following the spin-off, CNRP will apply for listing of its common shares on the CNSX.

CNRP owns 100% of the advanced Elmtree Gold Project in New Brunswick, Canada ("Elmtree"). The Elmtree Property is located in the Bathurst Mining Camp approximately 25 km northwest of Bathurst, New Brunswick and comprises a total of 83 claims that cover a contiguous area of approximately 1,811 hectares. Elmtree has an indicated resource of 99,000 ounces of gold and an inferred resource of 195,000 ounces of gold.

The spin-off will be transacted by way of a statutory plan of arrangement (the "Plan of Arrangement") under the Business Corporations Act (British Columbia). Pursuant to the terms of the Plan of Arrangement, Winston will distribute 2,064,982 of the outstanding 14,000,000 common shares of CNRP to holders of common shares of Winston such that each Winston shareholder of record on the effective date of the Plan of Arrangement will receive 1 common share in the capital of CNRP for every 32 common shares in the capital of Winston.

A special meeting ("Meeting") of Winston shareholders will be held on April 5, 2013 at which the shareholders will be asked to vote on a special resolution approving the Plan of Arrangement. The record date for determining shareholders entitled to receive notice of and vote at the Meeting, is March 5, 2013. If approved, the spin-off would be completed shortly thereafter, subject to the receipt of all necessary approvals. A further press release will be issued by the Company when the exact effective date is known. The spin-off is subject to numerous conditions including shareholder and court approval, and completion of all regulatory filings.

About Winston Resources

Winston is a Toronto based mineral company whose subsidiary CNRP Mining Inc is developing its 100% owned Elmtree Gold Project in New Brunswick, Canada.

For more information please see www.WinstonResourcesInc.com or contact Danny Wettreich at (416) 628 9879 or 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

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

WINSTON RESOURCES INC.

208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5
Phone: (416) 628 9879

WINSTON RESCHEDULES SHAREHOLDERS MEETING

Toronto, Ontario, February 26, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston") announces that it will be using the new Notice and Access system to provide meeting materials to its shareholders for its forthcoming Special Meeting. Notice and Access enables shareholders to access meeting materials electronically.

In order to comply with the Notice and Access requirements, the previously announced Special Meeting at which shareholders will be asked to vote on a special resolution approving the Plan of Arrangement distributing to Winston shareholders common shares of GreenBank Capital Inc and CNRP Mining Inc, will now be rescheduled to April 15, 2013.

About Winston Resources

Winston is a Toronto based mineral company whose subsidiary CNRP Mining Inc is developing its 100% owned Elmtree Gold Project in New Brunswick, Canada.

For more information please see www.WinstonResourcesInc.com or contact Danny Wettreich at (416) 628 9879 or 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