

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 CNRP Mining Inc. ("CNRP") and GreenBank Capital Inc ("GreenBank"), (collectively, the "**Parties**").

Item 2. Description of the Transaction:

See attached news release dated April 17, 2013.

Item 3. Effective Date of the Transaction:

The Transaction became effective on April 15, 2013

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. CNRP and GreenBank 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 that describe the transaction:

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

Date of Report:

April 17, 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 ANNOUNCES SHAREHOLDERS APPROVE SPIN OFF OF CNRP MINING AND GREENBANK CAPITAL

Toronto, Ontario, April 15, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that it has completed its previously announced spin off of approximately 15% of the issued and outstanding common shares of CNRP Mining Inc ("CNRP") and 100% of the issued and outstanding common shares of GreenBank Capital Inc ("GreenBank") by way of a plan of arrangement (the "Arrangement"). Shareholder and final court approval for the Arrangement were obtained on April 15, 2013, which is also the effective date of the Plan of Arrangement.

The Canadian National Stock Exchange ("CNSX") has conditionally approved the listing of the common shares of each of CNRP and GreenBank. Trading is expected to commence on April 17, 2013 subject to the fulfillment of certain conditions. The CNSX has reserved the trading symbol of "CND" for CNRP and the trading symbol of "GBC" for GreenBank..

Shareholders also approved the management resolution proposed in the Management Information Circular, creating Preferred Shares for Winston.

Additional details are available in documents currently filed or to be filed under the Winston's SEDAR profile on www.sedar.com.

About Winston Resources

Winston is a Toronto based mineral company whose subsidiary CNRP Mining Inc is primarily focused on developing it's 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