

**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 completed a Plan of Arrangement with CNRP and GreenBank and transferred certain assets to GreenBank and distributed 100% of the common shares of GreenBank to the shareholders of the Winston. Winston also distributed approximately 15% of the common shares of its subsidiary CNRP to the shareholders of Winston. GreenBank and CNRP became reporting issuers in the Provinces of British Columbia, Alberta and Ontario. As a result of the foregoing three publicly listed companies now exist, Winston, Greenbank and CNRP.

See attached news releases dated, 17 April, 2013 for further details of the transaction.

**Item 3 Effective Date of the Transaction**

The Transaction was effective on April 15, 2013.

**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 are now reporting issuers in Alberta, British Columbia and Ontario.

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

July 31, 2013

**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**

April 30, 2013; July 31, 2013:

**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 including Plan of Arrangement**

For additional information relating to the Arrangement, please refer to the Information Circular of Winston Resources Inc. issued on March 5, 2013, which is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com) or at: [www.winstonresourcesinc.com/filings](http://www.winstonresourcesinc.com/filings).

**Date of Report**

April 18, 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 SUBSIDIARY CNRP MINING LISTS ON THE CNSX

Toronto, Ontario, April 17, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that its 85% owned subsidiary CNRP Mining Inc ("CNRP") has listed on the CNSX under the trading symbol of "CND"

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 NI43-101 Technical Report on the property is available on CNRP's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and on CNRP's website at [www.CNRPmining.com](http://www.CNRPmining.com)

Additional details are available in documents filed under the Winston's SEDAR profile on [www.sedar.com](http://www.sedar.com).

This press release has been reviewed and approved by Alan Aubut, P.Geo, an independent geological consultant and a Qualified Person under National Instrument 43-101.

### About Winston Resources

Winston is a Toronto based mineral company whose majority owned subsidiary CNRP Mining Inc (CNSX: CND) is developing its' 100% owned Elmtree Gold Project in New Brunswick, Canada. Winston also owns an investment portfolio of publicly listed mineral stocks.

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

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208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5 Phone: (647) 931 9768

## **GREENBANK LISTS ON THE CNSX**

Toronto, Ontario, April 17, 2013 – GreenBank Capital Inc (CNSX: GBC) (“GreenBank”) is pleased to announce that the common shares of GreenBank are now listed on the Canadian National Stock Exchange (“CNSX”) under the trading symbol “GBC”.

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 British merchant bank, GreenBank takes equity positions in its clients and participates in client company decisions via board of directors positions. GreenBank facilitates mergers and acquisitions, and will often participate with equity in the transactions as appropriate.

GreenBank has special expertise and experience in creating and listing companies on the CNSX which it can do quickly and inexpensively. The CEO of GreenBank, Danny Wettreich has taken 5 companies public on the CNSX during the last nine months. See [www.GreenBankCapitalInc.com](http://www.GreenBankCapitalInc.com) for more information.

### **About GreenBank Capital**

Greenbank Capital is a corporate finance investment business with special expertise and experience in creating and listing companies on the Canadian National Stock Exchange (“CNSX”). Based on the model of a British merchant bank, GreenBank takes equity positions in its clients and participates in client company decisions via board of directors positions. GreenBank facilitates mergers and acquisitions, often participating with equity in the transactions as appropriate. GreenBank focuses primarily upon Canadian publicly listed small caps in the natural resource and mining, oil and gas, and technology sectors.

For more information please see [www.GreenBankCapitalInc.com](http://www.GreenBankCapitalInc.com) or contact Danny Wettreich at (647) 931 9768 or [dw@GreenBankCapitalInc.com](mailto:dw@GreenBankCapitalInc.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 GreenBank Capital 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**

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# **CNRP MINING INC.**

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

## **CNRP MINING LISTS ON THE CNSX**

Toronto, Ontario, April 17, 2013 – CNRP Mining Inc (CNSX: CND) (“CNRP”) is pleased to announce that the common shares of CNRP are now listed on the Canadian National Stock Exchange (“CNSX”) under the trading symbol “CND”.

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 NI43-101 Technical Report on the property is available on CNRP’s profile on SEDAR at [www.sedar.com](http://www.sedar.com), and on CNRP’s website at [www.CNRPmining.com](http://www.CNRPmining.com).

Danny Wettreich, the CEO of CNRP said “The listing of CNRP’s shares on the CNSX will give us opportunities to access capital that would otherwise not be available”.

This press release has been reviewed and approved by Alan Aubut, P.Geo, an independent geological consultant and a Qualified Person under National Instrument 43-101.

### **About CNRP Mining**

CNRP is a Toronto based mineral company primarily focused on developing the Elmtree Gold Project in New Brunswick, Canada. Elmtree has an indicated resource of 99,000 ounces of gold and an inferred resource of 195,000 ounces of gold.

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