

**Form 51-102F3
MATERIAL CHANGE REPORT**

1. Name and address of the Company.

Winston Resources Inc. (the "Company")
208 Queens Quay West, Suite 2506
Toronto, Ontario
M5J 2Y5

2. Date of Material Change.

April 15, 2013.

3. News Release.

A press release disclosing the material change was released on April 17, 2013 through the facilities of FSCwire.

4. Summary of Material Change.

The Company completed a Plan Of Arrangement and listed its subsidiary CNRP Mining Inc on the CNSX.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. Full Description of Material Change.

A full description of the material change is contained under Item 4.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

The report is not being filed on a confidential basis.

7. Omitted Information.

No significant facts have been omitted from this Material Change Report.

8. Executive Officer.

For further information, contact Daniel Wettreich, CEO at 416-628-9879.

9. Date of Report.

This report is dated at Toronto, this 18th day of April, 2013.

WINSTON RESOURCES INC.

/s/ Daniel Wettreich

Per: _____
Daniel Wettreich, Chief Executive Officer

SCHEDULE A

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, and on CNRP's website at www.CNRPmining.com

Additional details are available in documents filed under the Winston's SEDAR profile on 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 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