

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Winston Resources Inc. (the "Issuer")

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

Item 2 Date of Material Change

April 30, 2013

Item 3 News Release

A news release disclosing the material change was issued and disseminated on April 30, 2013 through fscwire and filed with the CNSX and SEDAR, and which is attached as Schedule A and incorporated herein

Item 4 Summary of Material Change(s)

The Issuer completed a non-brokered private placement of 4,000,000 common shares to raise aggregate gross proceeds of \$200,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Daniel Wettreich, Chairman, CEO and CFO

(416) 628-9879 or dw@WinstonResourcesInc.com

Item 9 Date of Report May 1, 2013

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 COMPLETES \$200,000 NON-BROKERED PRIVATE PLACEMENT

Toronto, Ontario, April 30, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston" or the "Company") is pleased to announce that it has completed a non-brokered private placement (the "Private Placement") of 4,000,000 pre-consolidation common shares (the "Shares") of Winston at a price of \$0.05 per Share, for gross proceeds of \$200,000. The securities will be issued pursuant to appropriate exemptions under the United States Securities Act of 1933, as amended, and will be subject to a hold period in Canada of four months and a day. The proceeds of the Private Placement will be used for working capital purposes.

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