

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 M5J2Y5

2. Date of Material Change

September 13, 2013.

3. News Release.

A press release disclosing the material change was released on September 13, 2013 disclosed through the facilities of Newsfile Corp.

4. Summary of Material Change.

The material change is fully described in the 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 13th day of September, 2013.

WINSTON RESOURCES INC.

Per: "Daniel Wettreich" (signed)
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 NOT TO PROCEED WITH RIGHTS OFFERING

Toronto, Ontario, September 13, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston" or "the Company") announces that the Company will not proceed with the rights offering announced on May 28, 2013. The Company will seek to raise additional working capital by way of private placement and/or borrowing.

About Winston Resources

Winston is a Toronto based mineral company whose 85% subsidiary CNRP Mining Inc (CNSX:CND) is developing its 100% owned Elmtree Gold Project in New Brunswick, Canada. Winston also has 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