

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

November 6, 2013.

3. News Release.

A press release disclosing the material change was released on November 6, 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 6th day of November, 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 COMPLETES \$72,000 NON-BROKERED PRIVATE PLACEMENT

Toronto, Ontario, November 6, 2013 - Winston Resources Inc. (CNSX: WRW) ("Winston" or the "Company") announces that it has completed a non-brokered private placement (the "Private Placement") with Mark Wettreich, a director of the Company, of 1,440,000 units (each a "Unit") of Winston at a price of \$0.05 per Unit, for gross proceeds of \$72,000. Each Unit consists of one common share in the capital of Winston and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one additional common share in the capital of Winston at an exercise price of \$0.05, for 36 months after closing. 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) owns 100% of the 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