

**FORM 51-102F3  
NATIONAL INSTRUMENT 51-102**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

**FILED VIA SEDAR**

**Item 1. Name and Address of Company**

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

**Item 2. Date of Material Change**

A material change took place on January 1, 2014

**Item 3. News Release**

On January 1, 2014 a news release was released through the facilities of Newsfile Corp.

**Item 4. Summary of Material Change**

The Company announced the exercise of warrants and the issuance of 1,440,000 shares of the Company to an officer and director of the Company for gross proceeds of \$72,000 .

**Item 5. Full Description of Material Change**

The material change is fully described in the Company's news release of January 1, 2014 which is attached hereto as Schedule "A" and is incorporated herein.

**Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis in reliance on section 7.1(2) of National Instrument 51-102.

**Item 7. Omitted Information**

No significant information has been omitted from this Material Change Report.

**Item 8. Executive Officer**

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

**Item 9. Date of Report**

This report is dated at Toronto this 1<sup>st</sup> day of January, 2014.

**WINSTON RESOURCES INC.**

*/s/ Danny Wettreich*

Per: \_\_\_\_\_  
Danny Wettreich, CEO

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 ANNOUNCES WARRANT EXERCISE**

Toronto, Ontario, January 1, 2014 - Winston Resources Inc. (CNSX: WRW) ("Winston" or the "Company") announces that Mark Wettreich, a director of the Company, has exercised warrants he owns and has purchased 1,440,000 common shares of Winston at a price of \$0.05 per share, for gross proceeds of \$72,000. Mark Wettreich directly and indirectly beneficially now owns 2,880,000 common shares of Winston, representing 45.1% of the Company. There are now 6,383,995 common shares of Winston issued and outstanding.

**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](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