

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 11, 2015

3. News Release.

A press release disclosing the material change was released on September 11, 2015 disclosed through the facilities of Newsfile Corp.

4. Summary of Material Change.

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 (647) 931 9768

9. Date of Report

This report is dated at Toronto, this 11th day of September 11, 2015

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 SIGNS LETTER OF INTENT TO ACQUIRE CRYPTO NEXT

Toronto, Ontario, September 11, 2015 - Winston Resources Inc. (CSE: WRW) ("Winston" or the "Company") announces that it has signed a non-binding Letter of Intent (the "Letter of Intent") and intends to enter into a definitive binding agreement (the "Acquisition Agreement") for the acquisition by Winston of 100% of the issued and outstanding share capital of Crypto Next PLC ("Crypto Next") for CAD\$9,000,000.

Crypto Next is a company incorporated in the Isle of Man and offers a white label crypto currency exchange. It has 14 affiliated exchanges in multiple languages, multiple currencies, and with secure policies in accordance with Isle of Man regulations. More information about Crypto Next is available at www.cryptonext.net

Subject to the closing of the Acquisition Agreement, Winston intends to distribute to its shareholders all its shareholdings in CNRP Mining Inc (CSE: CND), Zara Resources Inc (CSE:ZRI), Hadley Mining Inc (CSE:HM), and Leo Resources Inc (CSE:LEO). The record date for the distribution is September 10, 2015.

Winston intends to change its name to CryptoNext Exchange Inc, and its business to a crypto currency exchange. Closing of the Acquisition Agreement will be subject to approval of Winston shareholders and regulatory authorities, and to compliance with any required governmental and securities regulations. There is no guarantee that the Acquisition Agreement will close.

The purchase price for Crypto Next will be payable by the issuance of 9,000,000 new Winston shares (the "Consideration Shares") at a deemed price of \$1.00 per share. The Consideration Shares will be held in an Escrow account with the Company's transfer agent, Reliable Stock Transfer Inc, and released over a 36 month period.

Conditional on closing of the Acquisition Agreement and continued listing of the Company on the CSE, it is intended that a group of private investors will purchase 3,500,000 new Winston shares at a deemed price of CAD\$0.20 per share (the "Private Placement"). The \$700,000 subscription funds will be deposited into an escrow account with Reliable Stock Transfer Inc. at a Toronto bank until closing. Upon closing of the Acquisition Agreement and the Private Placement the Company will have 22,362,335 common shares issued and outstanding.

Conditional on closing of the Acquisition Agreement, Danny Wettreich, a current director of the Company, will subscribe for \$1,000,000 of new Winston \$1 Non-Voting Convertible Preference Shares (“Preferred”) payable by 770,000 GreenCoinX (“XGC”) at \$1.30 per XGC. The Preferred will be convertible after 12 months at the option of the holder on the basis of one Preferred for one common share.

Upon closing, Winston will enter into a 12 month consultancy agreement with the founders of Crypto Next and will pay a total of \$10,000 per month for such consultancy services. Any and all indebtedness owed to such founders by Crypto Next will be written off and be null and void at closing.

Upon closing of the Acquisition Agreement, Sabrina Schmitz, a European investment consultant and former banker, will be appointed a director and President of Winston. Also to be appointed directors will be Alan Molloy and Nigel Stuart Little. David Lonsdale, a current director of the Company, will remain as a director and will be appointed Chairman. Danny Wettreich, Paul Cullingham, Peter Wanner and Mark Wettreich will retire as directors.

About Winston Resources

Winston is a Toronto based mineral company and owns 84.95% of CNRP Mining Inc (CSE: CND), 23.37% of Zara Resources Inc (CSE:ZRI), 40.0% of Hadley Mining Inc (CSE:HM), and 17.07% of Leo Resources Inc (CSE:LEO).

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 CSE has not reviewed, approved or disapproved the content of this press release