

**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")  
4168 Finch Avenue East, Suite 308  
Toronto, Ontario M1S 5H6

**Item 2. Date of Material Change**

A material change took place on December 21, 2016

**Item 3. News Release**

On December 21, 2016 a news release was released through the facilities of FSC Wire.

**Item 4. Summary of Material Change**

The Company announced that its CEO had signed a Letter of Intent to sell the majority of his shareholdings in the Company, and that new directors and officers will be appointed.

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

Daniel Wettreich a director and CEO of Winston, has signed a Letter of Intent ("LOI") to sell the majority of his shareholdings in Winston.

The LOI defines the essential terms under which the parties intend to enter into a definitive agreement (the "Share Acquisition Agreement") for the acquisition by Anthony Jackson and a number of investors (collectively "Purchasers"), from Sammiri Capital Inc, a private company owned by Daniel Wettreich, ("Wettreich") the total amount of 16,202,457 common shares (the "Shares") of Winston representing 64.81% of the issued and outstanding share capital of Winston, for the payment of CAD\$100,000 at a deemed price of CAD\$0.006172 per share. Wettreich has also granted Purchasers a 60 day option to acquire 3,478,340 \$0.05 warrants to Purchasers for \$34,783. Further, Purchasers' will, at closing, enter into a loan agreement with Winston ("Loan Agreement"), in the amount of CAD\$150,000 which amount will be used to repay the outstanding payables and indebtedness of Winston. Closing of the Share Acquisition Agreement and Loan Agreement are anticipated to be on or before 30 days from the date hereof, and will be subject to compliance with any required governmental and securities regulations. At closing, it is anticipated that new directors and officers will be appointed.

The material change is more fully described in the Company's news release 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 647-931-9768.

**Item 9. Date of Report**

This report is dated at Toronto this 21<sup>st</sup> day of December 2016

**WINSTON RESOURCES INC.**

*/s/ Danny Wettreich*

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

**SCHEDULE A**

## WINSTON RESOURCES INC.

4168 Finch Avenue East, Suite 308, Toronto, Ontario, M1S 5H6 Phone: (416) 628 9879

### WINSTON CEO TO SELL SHARES AND NEW DIRECTORS AND OFFICERS TO BE APPOINTED

Toronto, Ontario, December 21, 2016 – Winston Resources Inc (CSE: HM) (“Winston” or “the Company”) announces that, Daniel Wettreich a director and CEO of Winston, has signed a Letter of Intent (“LOI”) to sell the majority of his shareholdings in Winston.

The LOI defines the essential terms under which the parties intend to enter into a definitive agreement (the “Share Acquisition Agreement”) for the acquisition by Anthony Jackson and a number of investors (collectively “Purchasers”), from Sammiri Capital Inc, a private company owned by Daniel Wettreich, (“Wettreich”) the total amount of 6,410,518 common shares (the “Shares”) of Winston representing 65% of the issued and outstanding share capital of Winston, for the payment of CAD\$100,000 at a deemed price of CAD\$0.0156 per share. Wettreich has also granted Purchasers a 60 day option to acquire 3,478,340 \$0.05 warrants to Purchasers for \$34,783. Further, Purchasers’ will, at closing, enter into a loan agreement with Winston (“Loan Agreement”), in the amount of CAD\$150,000 which amount will be used to repay the outstanding payables and indebtedness of Winston. Closing of the Share Acquisition Agreement and Loan Agreement are anticipated to be on or before January 19, 2017, and will be subject to compliance with any required governmental and securities regulations. At closing, it is anticipated that new directors and officers will be appointed.

#### About Winston Resources

Winston is a Toronto based company listed on the Canadian Securities Exchange and owns a 25% interest in the Pigeon River exploration project in Ontario, Canada.

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