

**FORM 51-102F3**  
**Material Change Report**

**Item 1: Name and Address of Reporting Company**

Gorilla Minerals Corp. (the "Issuer")  
Suite 2000, 1177 West Hastings Street  
Vancouver, BC V6E 2K3

**Item 2: Date of Material Change**

June 22, 2012

**Item 3: News Release**

A news release was issued and disseminated by Winston Resources Inc. (formerly Gorilla Resources Corp.) on June 22, 2012 through Stockwatch and filed with the Canadian National Stock Exchange ("CNSX") and on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule A hereto.

**Item 4: Summary of Material Change**

On June 22, 2012, the Issuer completed the first part of its statutory arrangement (the "**Arrangement**") with Gorilla Resources Corp. ("**Gorilla**") and Defiant Minerals Corp. ("**Defiant**").

Pursuant to the Plan of Arrangement, Gorilla transferred the Gold Assets and Nickel Assets, as defined in the Plan of Arrangement, and issued 1 common share to the Issuer in exchange for 11,972,481 shares in the capital of the Issuer (the "**Gorilla Minerals Distribution Shares**"). Gorilla dividended the 11,972,481 Gorilla Minerals Distribution Shares on a one-for-one basis to the Gorilla holders on record as of April 30, 2012 (the "**Record Date**").

Further details concerning the Arrangement can be found in the Arrangement Agreement dated April 30, 2012 and the amending agreement dated May 16, 2012 filed under the Issuer's SEDAR profile at [www.sedar.com](http://www.sedar.com).

As a result of completing the arrangement, the Issuer is a reporting issuer in British Columbia and Alberta effective June 22, 2012, with its principal regulator being the British Columbia Securities Commission. The CUSIP of the Issuer is 38305R102.

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

*Summary of the Arrangement and Corporate Information*

On April 30, 2012, Gorilla entered into an Arrangement Agreement and Plan of Arrangement (the "**Agreement**"), which was amended on May 16, 2012. Completion of the Arrangement as set forth in the Agreement was approved by Gorilla's shareholders on June 21, 2012 and by the British Columbia Supreme Court on June 22, 2012 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Agreement, the following principal steps occurred and were deemed to occur in the following chronological order in order to complete the Arrangement:

- (1) Gorilla Resources transferred the Gold Assets and Nickel Assets to the Issuer and issued 1 share in the capital of Gorilla to the Issuer (“**Gorilla Share**”);
- (2) In exchange for the transfer of the Gold Assets and Nickel Assets, the Issuer issued 11,972,481 Gorilla Minerals Distribution Shares to Gorilla;
- (3) Gorilla dividended the 11,972,481 Gorilla Minerals Distribution Shares to its shareholders of record as of the Record Date;
- (4) The Issuer transferred the Nickel Assets to Defiant in exchange for option payments and commitments, as set out in section 2 of the option agreement dated April 30, 2012 between the Issuer and Defiant (the “**Option Agreement**”). A copy of the Option Agreement is filed on the Issuer’s SEDAR profile (www.sedar.com);
- (5) Gorilla issued 1 Gorilla Share to Defiant and Defiant issued 11,972,481 common shares in the capital of Defiant (the “**Defiant Distribution Shares**”) to Gorilla; and
- (6) Gorilla dividended the 11,972,481 Defiant Distribution Shares to its shareholders of record as of the Record Date.

Upon the Arrangement becoming effective on June 22, 2012, the Issuer and Defiant became reporting issuers in the jurisdictions of British Columbia and Alberta. The principle regulator is the British Columbia Securities Commission. The Issuer was incorporated on April 27, 2012 and has set its fiscal year end as July 31<sup>st</sup>.

The CUSIP of the Issuer is 38305R102.

#### Additional Components of the Transaction

Pursuant to the second part of the Arrangement, on June 22, 2012, Gorilla completed a reverse merger (the “**RTO**”) with CNRP Mining Inc., a privately held company incorporated under the laws of British Columbia (“**CNRP**”), whereby Gorilla acquired 100% of the issued and outstanding common shares of CNRP in exchange for a total of 51,800,000 common shares (the “**Shares**”) in the capital of Gorilla at a deemed price of \$0.25 per Share. Concurrently with the completion of the RTO, Gorilla effected a name change to “Winston Resources Corp.” (“**Winston**”). The Shares of Winston are listed for trading on the Canadian National Stock Exchange (“**CNSX**”) under the symbol “WRW”.

#### Change in Corporate Structure

Pursuant to section 4.9 of National Instrument 51-102, please be advised of the following additional information:

*The names of each party, if any, that ceased to be a reporting issuer subsequent to the Transaction and of each continuing entity.*

No party ceased to be a reporting issuer. The Issuer and Defiant became reporting issuers.

#### *The Names of Each Continuing Entity*

Winston Resources Corp., formerly Gorilla Resources Corp. (a reporting issuer), Gorilla Minerals Corp. (a reporting issuer) and Defiant Minerals Corp. (a reporting issuer).

*The date of the Reporting Issuer's first financial year end subsequent to the Transaction:*

The Issuer's first financial year end subsequent to completion of the Arrangement will be July 31, 2012.

*The periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the Transaction:*

The reporting periods for the Issuer are as follows:

<b>Financial Statement Period</b>	<b>Filing Due Date</b>	<b>Comparatives</b>
Annual financial statements for the year ended July 31, 2012	November 28, 2012	None

*Documents Filed under National Instrument 51-102 describing the Transaction and Filing Location of Same:*

<b>Documents</b>	<b>Location of Filing</b>
News release dated June 22, 2012 (attached as Schedule A)	Attached herein and filed under the SEDAR profile of Winston
Material Change Report and Notice of Change in Corporate Structure	SEDAR profile of the Issuer
Arrangement Agreement dated April 30, 2012 and the May 16, 2012 amendment thereto	SEDAR profiles of the Issuer, Defiant and Winston
Final Order of the British Columbia Supreme Court	SEDAR profiles of the Issuer and Defiant

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

For further information, please contact:

Scott Sheldon, Director  
604.725.1857

**Item 9: Date of Report**

June 26, 2012

## 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 RESOURCES LISTS ON THE CNSX**

Toronto, Ontario, June 22, 2012 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that concurrently with the change of name from "Gorilla Resources Corp.", it has completed a reverse takeover transaction and acquired 100% of the issued and outstanding common shares (the "CNRP Shares") of CNRP Mining Inc. ("CNRP"), a private company incorporated in British Columbia. The common shares of Winston (the "Winston Shares") are now listed on the Canadian National Stock Exchange ("CNSX") under the trading symbol "WRW".

The controlling shareholder of CNRP was Danny Wettreich, who has been appointed Chairman and CEO of Winston. The other members of the board of directors of Winston are Brian Crawford, Mark Wettreich and Scott White. The board has appointed James Lavigne M.Sc, P.Geo., who has over 20 years experience in all phases of mineral exploration and development, as Vice President of Exploration.

Following the acquisition of CNRP, Winston now owns 100% of the advanced Elmtree Gold Project in New Brunswick, Canada ("Elmtree"). The Elmtree Property is located in the Bathurst Mining Camp approximately 25 km northwest of Bathurst, New Brunswick and comprises a total of 83 claims that cover a contiguous area of approximately 1,811 hectares. Elmtree has an indicated resource of 99,000 ounces of gold and an inferred resource of 195,000 ounces of gold.

There are three gold-bearing zones within the property: the West Gabbro Zone, Discovery Zone and the South Gold Zone. Micon International Limited completed a NI 43-101 compliant technical report on May 25, 2012 (the "Technical Report") which shows 1,611,000 indicated tonnes grading 1.91 g/t gold (99,000 ounces gold) and 2,053,000 inferred tonnes grading 1.67 g/t of gold (110,000 ounces of gold) in the West Gabbro Zone, with 2,367,000 inferred tonnes grading 0.74 g/t in the South Gold Zone (56,000 ounces of gold), 700,000 inferred tonnes grading 1.25 g/t in the Discovery Zone (29,000 ounces of gold). The cut-off grade used for the West Gabbro Zone and the Discovery Zone is 0.5 g/t Au and that for the South Gold Zone is 0.3 g/t Au.

According to the February 2012 Mining Policy Potential Index by the independent research group Fraser Institute, New Brunswick is the most attractive mining jurisdiction in the world, with excellent local milling and processing infrastructure, including power, roads and a skilled work force. Winston intends to explore and expand the known Elmtree resource.

Winston now also owns an option on two properties in the Ring of Fire in Ontario whereby Winston can obtain up to a 70% ownership position in a highly prospective Nickel-Copper-PGE mineralization project. The Broke Back and Riverbank properties are adjacent to Noront's Eagle One and Eagle Two nickel-copper projects and to Cliff Resources Black Thor deposit which is the largest Chromite deposit in North America. Winston will review the data to plan the next stage of exploration.

All the CNRP shares were exchanged for Winston shares on a one-for-one basis at a deemed price of \$0.25 per share. Concurrently with the reverse takeover transaction, CNRP completed a brokered private placement of 640,000 CNRP Shares at \$0.25 per share conducted by Euro Pacific Canada Ltd. ("Euro Pacific") to raise \$160,000. A cash commission of \$8,500 was paid by CNRP to Euro Pacific and share purchase warrants to purchase up to 34,000 CNRP Shares at \$0.25 per share were issued to Euro Pacific. A corporate finance fee payable in 80,000 CNRP Shares were also issued to Euro Pacific. (The warrants of CNRP issued to Euro Pacific were exchanged into share purchase warrants, under the same terms as the original warrants, to purchase up to 34,000 Winston Shares, and the 80,000 CNRP shares issued as a corporate finance fee were also exchanged into 80,000 Winston Shares, on a one-for-one basis). The CNRP Shares issued pursuant to the private placement, together with the 1,200,000 CNRP Shares issued to Green Swan Capital Corp. ("Green Swan"), (optionor of the Broke Back and Riverbank property), the 18,000,000 CNRP Shares issued to Castle Resources Inc. ("Castle") and the 10,000,000 CNRP Shares issued to Stratabound Minerals Corp. ("Stratabound") (vendors of the Elmtree property), as well as the 19,600,000 CNRP Shares held by seed shareholders of CNRP, were exchanged into 49,520,000 Winston Shares. Castle and Stratabound have agreed to dividend their Winston Shares to their respective shareholders. There are now 61,604,482 Winston Shares issued and outstanding.

Share purchase warrants to purchase up to 400,000 CNRP Shares at \$0.50 per share issued pursuant to an option agreement with Green Swan were also exchanged into share purchase warrants to purchase up to 400,000 Winston Shares on a one-for-one basis under the same terms as the original warrants.

Incentive stock options granted to a director, an officer and a consultant of CNRP to purchase up to 4,200,000 CNRP Shares were additionally exchanged into stock options to purchase the same number of Winston Shares on a one-for-one basis at an exercise price of \$0.25 per share expiring from 12 to 60 months from the date of grant.

The Winston Shares and the Winston incentive stock options issued to the directors of Winston, are subject to a 36- month escrow period and shall be released on a pro rata basis as follows: 10% on the date of listing of the Winston Shares on the CNSX and 15% upon each of the dates which are 6, 12, 18, 24, 30 and 36 months after the date of listing of the Winston Shares.

Prior to the reverse takeover transaction, Winston completed an arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) which divested Winston of its interest in the Wels properties located in the Whitehorse Mining District of the Yukon Territory, Canada, and transferred ownership of said properties to two wholly-owned subsidiaries of Winston (Gorilla Minerals Corp. and Defiant Minerals Corp.) and distributed the shares of the subsidiaries to the shareholders of Winston as a dividend.

Lastly, at Winston's request, Lancaster & David, Chartered Accountants ("Lancaster") of Suite 510, 701 West Georgia St., P.O. Box 10133, Pacific Centre, Vancouver, B.C. V7Y 1C6, has resigned as auditor of the Company effective June 22, 2012. Upon the recommendation of the Audit Committee of Winston, the Board of Directors appointed simone parker LLP, Chartered Accountants ("simone parker") of 129 Lakeshore Rd E, Mississauga, ON L5G 1E5, as successor auditors in their place effective June 22, 2012. There have been no reservations contained in the auditor's reports rendered by Lancaster for the two most recent fiscal years and in the opinion of Winston, no reportable events within the meaning of National Instrument 51-102 of the Canadian Securities Administrators ("NI 51-102") have occurred prior to the date hereof. The Company will file the required Notice of Change of Auditor reporting package in accordance with NI 51-102.

"I am excited to head up Winston's efforts to create value for our shareholders, and in particular to take our Elmtree gold project to another level" said Danny Wettreich, CEO of Winston Resources.

Charley Z. Murahwi, P. Geo., FAusIMM, one of the authors of the Technical Report, is the Qualified Person responsible for the scientific and technical work (as defined under National Instrument 43-101) discussed in this press release, and has reviewed and approved the content of this press release. Mr. Murahwi is independent of all parties to this transaction.

#### About Winston Resources

Winston is a Toronto based mineral property development company primarily focused on developing its 100% owned Elmtree Gold Project in New Brunswick, Canada. It is listed on the CNSX with a trading symbol WRW.

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.