

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

### **PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102 - CONTINUOUS DISCLOSURE OBLIGATIONS**

This notice to the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission and the Canadian National Stock Exchange ("CNSX") of a change in corporate structure, is given in accordance with the provisions of section 4.9 of National Instrument 51-102 ("NI51-102").

**Item 1. Names of Parties to the Transaction:**

Winston Resources Inc. (the "**Company**") and Hadley Mining Inc. ("Hadley") and Zara Resources Inc ("Zara"), (collectively, the "**Parties**").

**Item 2. Description of the Transaction:**

See attached news release dated December 7, 2012.

**Item 3. Effective Date of the Transaction:**

The Transaction became effective on December 6, 2012.

**Item 4. Names of Each Party, if any that Ceased to be a Reporting Issuer Subsequent to the Transition and of each Continuing Entity:**

The Company continues to be a reporting issuer. Hadley and Zara were not reporting issuers and are now reporting issuers.

**Item 5. Date of reporting issuer's first year end after the Transaction;**

Not applicable

**Item 6. The periods, including comparative periods, if any of the interim and annual financial statements of the Reporting Issuer's first financial year following the Transaction:**

Not applicable

**Item 7. Documents filed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) that describe the transaction:**

Final Court Order and Plan of Arrangement

**Date of Report:**

January 2, 2013

This news release is not for distribution or dissemination in the United States of America

# WINSTON RESOURCES INC.

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## WINSTON SHAREHOLDERS APPROVE SPIN OFF

Toronto, Ontario, December 7, 2012 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that it has completed its previously announced spin-out of Hadley Mining Inc ( "Hadley") and Zara Resources Inc ("Zara") by way of a plan of arrangement (the "Arrangement"). Shareholder and final court approval for the Arrangement were obtained on December 5, 2012 and December 6, 2012, respectively, and the effective date of the Arrangement is December 7, 2012.

In accordance with the terms of the Arrangement, each Winston shareholder will receive one common share in the capital of each of Hadley and Zara for every twenty-five common shares in the capital of Winston held by such shareholder as of October 31, 2012.

The Canadian National Stock Exchange has conditionally approved the listing of the common shares of Hadley and Zara. Trading is expected to commence on Monday, December 10, 2012, subject to the fulfillment of certain conditions.

### **About Winston Resources**

Winston is a Toronto based mineral company primarily focused on developing its 100% owned Elmtree Gold Project in New Brunswick, Canada, as well as the acquisition and development of other Canadian natural resource properties. Winston also owns a majority interest in Hadley Mining Inc (CNSX: HM) and Zara Resources Inc (CNSX: ZRI).

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