

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 \$100,000 NON-BROKERED PRIVATE PLACEMENT

Toronto, Ontario, July 25, 2012 - Winston Resources Inc. (CNSX: WRW) ("Winston") is pleased to announce that it intends to complete a non-brokered private placement (the "Private Placement") of 500,000 units (each a "Unit") of Winston at a price of \$0.20 per Unit, for gross proceeds of \$100,000. Each Unit consists of one common share in the capital of Winston and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one additional common share in the capital of Winston at an exercise price of \$0.30, for 24 months after closing; provided, however, that in the event that the common shares trade on the CNSX at a closing price of greater than \$0.40 per share for a period of 10 consecutive trading days Winston may, in its sole discretion, accelerate the expiration date of the warrants.

The securities will be issued pursuant to appropriate exemptions under the United States Securities Act of 1933, as amended, and will be subject to a hold period in Canada of four months and a day. The proceeds of the Private Placement will be used for working capital purposes.

### 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 from joint ventures.

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