

FORM 51-102F3

**MATERIAL CHANGE REPORT
PURSUANT TO SECTION 7 OF NATIONAL INSTRUMENT 51-102**

ITEM 1 **REPORTING ISSUER**
MUSGROVE MINERALS CORP.
8338-120th Street
Surrey, BC V3W 3N4

ITEM 2 **DATE OF MATERIAL CHANGE**

September 28, 2012

ITEM 3 **NEWS RELEASE**

News Release was filed on SEDAR on October 3, 2012 and disseminated over Filing Service Canada Inc.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

An amendment to the Charay Project Joint Venture, (definitive agreement announced on Aug 11, 2011), with Minera Westridge S.A. de C.V., a wholly owned subsidiary of Westridge Resources Inc.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

The revised option agreement (the "Option Agreement") covering properties at Charay, Mexico, was made among Westridge Resources Inc. ("Westridge"), its wholly-owned subsidiary, Minera Westridge S.A. de C.V., Musgrove Minerals Corp. ("Musgrove"), Musgrove's wholly-owned subsidiary, Minerales Jazz S.A. de C.V., Tektite Financial Inc. ("Tektite") and Tektite's wholly-owned subsidiary, Jaznico Exploraciones S.A. de C.V.

Westridge has terminated the option on approximately 4% of the land holdings at Charay and will focus further exploration on the Jazzy mineral concession. The Jazzy mineral concession comprises approximately 96% (approximately 90km²) of the land position at Charay.

Under the revised terms of the Option Agreement, Westridge has the exclusive right and option (the "Option") to acquire a 100% interest in the Jazzy mineral concession by paying an aggregate of \$210,000 to Musgrove and Tektite over three years. In addition, the Westridge will issue to Musgrove and Tektite an aggregate of 450,000 common shares in the capital of the Company over a two-year period. Westridge has also agreed to fund an aggregate of \$1,300,000 in exploration expenditures on the Jazzy mineral concession by the fourth anniversary of the Option Agreement. Under the terms of the Option Agreement, the Jazzy mineral concession will be subject to an aggregate 2% net smelter returns royalty payable to Tektite and Musgrove upon commencement of commercial production on the property.

ITEM 6 **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

ITEM 7 **OMITTED INFORMATION**

N/A

ITEM 8 **EXECUTIVE OFFICER**

Rana Vig, President & CEO, Tel: 604 633 2442

ITEM 9 **DATE OF REPORT**

Dated at Surrey, B.C. this 5th day of October, 2012.