

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Westridge Resources Inc. (TSX-V: WST) (the “Company” or “Westridge”)
717 – 1030 West Georgia Street
Vancouver, BC V6E 2Y3
Phone:604-630-7494

Item 2 Date of Material Change

January 26, 2012

Item 3 News Release

News release dated January 27, 2012 was filed on SEDAR and disseminated via Stockwatch on January 27, 2012.

Item 4 Summary of Material Change

On January 27, 2012, the Company announced that it has received final approval from the TSX Venture Exchange (the “**Exchange**”) of the option agreement (the “**Option Agreement**”) entered into by its wholly-owned subsidiary, Minera Westridge S.A. de C.V. (“**Minera**”), with Musgrove Minerals Corp. (“**Musgrove**”) and its wholly-owned subsidiary, Minerales Jazz S.A. de C.V., pursuant to which Minera has been granted the option to acquire up to a 100% interest in an to certain mineral concessions in the United Mexican States known as the Charay Project (the “**Property**”).

Item 5 Full Description of Material Change

News Release dated January 27, 2012

The Option Agreement

Under the terms of the Option Agreement, Minera has the exclusive right and option (the “**Option**”) to earn an initial 80% interest in the Property by paying to Musgrove, an aggregate of \$450,000, with \$225,000 payable on the first anniversary date from the date of approval of the Option Agreement by the Exchange (the “**Effective Date**”) and an additional \$225,000 payable on the second anniversary date from the Effective Date. Minera has also agreed, during the term of the Option Agreement, to assume payments to certain underlying owners of the Charay Project and will pay an aggregate of \$2,367,500 over a two-period commencing on the Effective Date with \$1,185,000 payable during the first year of the Option. In addition, the Company will issue to Musgrove an aggregate of 1,200,000 common shares in the capital of the Company, with 400,000 common shares issuable on the Effective Date, an additional 400,000 common shares issuable on the first anniversary date from the Effective Date and an additional 400,000 common shares issuable on the second anniversary date from the Effective Date. Minera has also agreed

to fund a work program of not less than \$500,000 on or before February 28, 2012 and assume Musgrove's indebtedness to Fibercrown Manufacturing Ltd. in the principal amount of \$258,000 plus interest at a rate of \$1,720 per month from February 1, 2012.

After earning this 80% interest in the Property, Musgrove's 20% interest will be carried to the earlier of commercial production, or the exercise by Minera of an option to acquire the remaining 20% interest. Minera will have the right at any time up to 60 months from the Effective Date, to purchase the remaining 20% interest from Musgrove for a single \$5,000,000 lump sum payment. The Property is subject to a 2% net smelter return royalty payable to Tektite Financial Inc. upon commencement of commercial production.

At all times during the term of the Option, the Company will be the operator for all exploration and development activities on the Property.

Pursuant to a finder's fee agreement, the Company will issue 123,076 common shares (the "**Finder's Shares**") and 11,538 common share purchase warrants (the "**Finder's Warrants**") to Fibre-Crown Manufacturing Inc., an arm's length party to the Company, as a finder's fee in connection with the Option. Each Finder's Warrant will entitle the holder to acquire one additional common share of the Company at a price of \$0.85 until January 27, 2013. The Finder's Shares and any common shares issuable upon exercise of the Finder's Warrants, if any, are subject to a mandatory hold period expiring on May 28, 2012.

Filing of Technical Report on the Charay Project

The Company also announced it has filed a National Instrument 43-101 technical report dated January 31, 2011, as amended November 30, 2011, on SEDAR under the Company's profile. The technical report, entitled "Geological Assessment and Exploration Proposal (2011/12) for the Charay Project (La Mina El Padre)", was prepared by Phil van Angeren, P.Geol. and John E. Dreier, Ph.D., CPG.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Peter Schulhof
President, Chief Executive Officer and a Director
Phone: 604-630-7494
Fax: 604-687-3141

Item 9 Date of Report

January 27, 2012