

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

**Item 1      Name and Address of Company**

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

**Item 2      Date of Material Change**

March 15, 2012

**Item 3      News Release**

News release dated March 23, 2012 was filed on SEDAR and disseminated via Stockwatch on March 23, 2012.

**Item 4      Summary of Material Change**

The Company announced the issuance of a convertible debenture in the principal amount of \$258,000 pursuant to a convertible loan agreement between the Company and Fibre-Crown Manufacturing Inc.

**Item 5      Full Description of Material Change**

**5.1          Full Description of Material Change**

The Company announced it has received final approval from the TSX Venture Exchange with respect to the issuance of a convertible debenture pursuant to a convertible loan agreement (the “**Loan Agreement**”) between the Company and Fibre-Crown Manufacturing Inc. (“**Fibre-Crown**”), as previously disclosed in the Company’s news release dated February 24, 2012.

Under the terms of the Loan Agreement, the Company has issued a convertible debenture (the “**Convertible Debenture**”) in the principal amount of \$258,000 bearing interest at a rate of 8% per annum, calculated and payable monthly. Pursuant to the Loan Agreement, Fibre-Crown may convert the Convertible Debenture, by providing notice to Westridge (the “**Conversion Notice**”), into common shares of the Company at a price of \$0.65 per common share until February 1, 2013 (the “**Maturity Date**”). Within 14 days following the receipt by Westridge of the Conversion Notice, Westridge has agreed to either: (i) issue that number of common shares to Fibre-Crown as set out in the Conversion Notice; (ii) direct Fibre-Crown to transfer the Convertible Debenture to a third party by paying to Fibre-Crown 5% of the principal amount then outstanding; or (iii) redeem the principal amount by paying that portion of the principal amount being redeemed. Westridge may, at its option, extend the Maturity Date for an additional 12 months by payment of 3% of the principal amount then outstanding.

The Convertible Debenture is subject to a hold period expiring on July 16, 2012. The Company did not pay any finder's fees in connection with the Loan Agreement.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**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**

March 23, 2012