

**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

August 15, 2012

Item 3 News Release

News release dated August 15, 2012 was filed on SEDAR and disseminated via Stockwatch and Market News on August 15, 2012.

Item 4 Summary of Material Change

The Company announced closing of a non-brokered private placement of 1,589,600 units for gross proceeds of \$397,400.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has closed the non-brokered private placement as previously announced in the Company’s news release dated August 8, 2012.

The private placement consisted of 1,589,600 units (the “**Units**”) at a price of \$0.25 per Unit for gross proceeds of \$397,400 (the “**Offering**”). Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to acquire one additional common share of the Company at a price of \$0.35 until August 15, 2014.

In connection with the offering, the Company paid arm’s length finders a total cash commission of \$23,750 and issued to the finders 95,000 common share purchase warrants (the “**Finders’ Warrants**”). Each Finders’ Warrant entitles the holder to purchase one common share of the Company at a price of \$0.35 until August 15, 2014.

All of the securities issued under the Offering are subject to a hold period expiring on December 16, 2012.

The net proceeds of the Offering will be used for the Company's Charay Project and for general working capital.

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

August 16, 2012