

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Westridge Resources Inc.
Suite 717, 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3

Item 2. Date of Material Change

October 3, 2012.

Item 3. News Release

News Release dated October 3, 2012 was disseminated via Newswire on October 3, 2012 and filed on SEDAR on October 17, 2012.

Item 4. Summary of Material Change

Westridge Resources Inc.(the “**Company**”) has revised the terms of the option to acquire the Charay Gold Project in Mexico.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has revised the terms of the option to acquire the Charay Gold Project in Mexico.

The revised terms eliminate the high monthly cash payments for a small portion of the property package, while maintaining approximately 96% of the original property package, about 90 km². These changes will allow the Company to focus on discovery and definition of high grade, epithermal gold mineralization on the remainder of the large property position, which surrounds the relinquished mineral concessions covering only approximately 4% of the land holdings at the Charay Gold Project. Westridge also continues to maintain agreements that provide for surface rights and access over the entire Charay Gold Project, including the mineral concessions that have been relinquished under the revised terms of the Option Agreement.

The revised option agreement (the “**Option Agreement**”) covering properties at Charay, Mexico, was made among the Company, 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. The Company 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 Company's land position at Charay.

Under the revised terms of the Option Agreement, the Company 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 Company will issue to Musgrove and Tektite an aggregate of 450,000 common shares in the capital of the Company over a two-year period. The Company 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. The completion of the Option is subject to the approval of the TSX Venture Exchange.

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

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Peter Schulhof, President and CEO, telephone: (604) 630-7494.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 17th day of October, 2012.