MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") is dated March 28, 2013 and should be read in conjunction with the unaudited condensed interim financial statements of Westridge Resources Inc. ("Westridge" of the "Company") for the six months ended January 31, 2013. The MD&A should also be read in conjunction with the audited annual financial statements and MD&A for the year ended July 31, 2012. The unaudited condensed interim financial statements do not include all the information required for annual financial statements. Westridge prepares its unaudited condensed interim financial statements in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting, under International Financial Reporting Standards ("IFRS"), as set out in Part 1 of the Handbook of the Canadian Institute of Chartered Accounts ("CICA Handbook").

BUSINESS DESCRIPTION AND READER GUIDANCE

Westridge Resources Inc. (the "Company") is an exploration stage company incorporated under the laws of the Province of British Columbia on April 30, 2007. The Company is focused on the acquisition, evaluation and exploration of mineral resource properties. In 2012, the Company has focused its exploration activities on the Mount Sicker property in the southeastern area of Vancouver Island, B.C. The Company also acquired an option to acquire certain concessions in the United Mexican States known as the Charay Project.

The Company's financial statements were prepared in accordance with IFRS that are applicable to a going concern, which contemplate the realization of assets and the settlement of liabilities and commitments in the normal course of business. At January 31, 2013, the Company had accumulated losses of $4,038,267 since inception (July 31, 2012 – $2,489,039), a working capital deficiency of $812,084 (July 31, 2012 –$519,986).

The Company's ability to continue as a going concern is dependent upon the ability to generate profitable operations and/or raise the necessary debt or equity financing to meet obligations and repay liabilities as they come due. The Company plans to explore all alternatives possible for securing its financial viability including joint ventures, debt and equity financings, merger opportunities and asset dispositions. There are no assurances that the Company will be successful with these initiatives and there is a material uncertainty related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern and, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

FORWARD-LOOKING INFORMATION

Certain information in this MD&A is forward-looking and is subject to important risks and uncertainties. The results or events predicted in this information may differ materially from actual results or events. Factors which could cause actual results or events to differ materially from current expectations include the ability of the Company to implement its strategic initiatives, the availability and price of energy commodities, government and regulatory decisions, plant availability, competitive factors in the oil and gas industry and prevailing economic conditions in the regions the Company operates. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "project", "predict", "potential", "could", "might", "should" and other similar expressions. The Corporation believes the expectations reflected in forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct. These forward-looking statements speak only to the date of this MD&A. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required pursuant to applicable securities laws.

OVERALL PERFORMANCE

Performance Highlights

	Three months ended January 31, 2013	Three months ended January 31, 2012	Six months ended January 31, 2013	Six months ended January 31, 2012
Revenue	$ -	$ -	$ -	$ -
Net comprehensive loss	$ (1,116,259)	$ (213,169)	$ (2,543,835)	$ (398,735)
Net loss per share – basic and diluted	$ (0.06)	$ (0.01)	$ (0.09)	$ (0.02)
Cash from (used) in operations	$ 89,640	$ (325,784)	$ (204,688)	$ (524,559)
Total assets	$ 106,673	$ 1,698,160	$ 106,673	$ 1,698,160
Capital expenditures	$ 84,217	$ 102,341	$ 166,603	$ 14,789

During the first half of fiscal 2013, Westridge re-position on future growth. The Company completed a private placement by the issuance of 1,589,600 common shares for gross proceeds of $397,400. The Company is the exploration stage and therefore does not have revenue. During the first half of fiscal 2013, Westridge's capital expenditures were $166,603 (2012 - $14,789) with the expenditures being primarily the analysis and the exploration of the Charay project in Mexico. Net loss was $1,116,259 and $2,543,835 for the three and six month period ended January 31, 2013 compared to $213,169 and $398,735 for the same periods in 2012. The decrease in net loss for the three month period is the result of the reduction of advertising and promotion expenses, investor relations, and management fees. The decrease in these costs is attributed to the reduced amount of individuals used to manage the company's operations and recovery of previously invoiced expenses. The Company has also recognized a loss of $994,607 on the write down of the exploration and evaluation assets as a result of the cancellation of its mining interest in the Charay project. Net loss for the six month period increased from $398,735 in 2012 to $2,543,835 as a result of an impairment on the Company's exploration and evaluation assets of $2,259,855. This was offset by a decrease in investor relations expenses as a result of the reduction of consulting services. During the period, the company reduced the services used by investor relation companies. Cash from operating activities was $89,640 for the three month period ending January 31, 2013 and cash used in operations of $204,688 for the six month period ended January 31, 2013 compared to cash used in operations of $325,784 and $524,559 for the three and six month period ended January 31, 2012. This is the result of the timing of cash flows from working capital activities.

On January 18, 2013, Peter Schulhof, Anthony Jackson, Dr. Robert W Barker and Dr. Gregory L Myers tendered their resignations as directors and officers of Westridge Resources Inc. effective immediately.

On January 21, 2013 at the company's annual general meeting a new Board of Directors was elected which consists of, Andrew Cheshire President, CEO and Director, Mike Veldhuis, Director and Chairman of the Board, Bradley Nichol, Director and Dennis Mee, Director. The mandate the new management team received from the shareholders at the annual general meeting was to restructure the debt that was left from the previous management team.

On January 28, 2013, the Company cancelled the Jazzy claims option agreement for its mining project in Sinaloa, Mexico that it originally announced on October 3, 2012.

On December 16, 2012, the Company issued 500,000 stock options to key consultants and directors of the Company, of which 200,000 have an exercise price of $0.40 and 300,000 have an exercise price of $0.65. These options have a vesting period of twelve months and expire 5 years from the date of issuance.

On October 3, 2012, the Company 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 per cent of the original property package, about 90 square kilometres. 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 per cent of the landholdings 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 covering properties at Charay, Mexico, was made among the company, its wholly owned subsidiary Minera Westridge SA de CV, Musgrove Minerals Corp., Musgrove's wholly owned subsidiary Minerales Jazz SA de CV, Tektite Financial Inc. and Tektite's wholly owned subsidiary Jaznico Exploraciones SA de CV.

The company has terminated the option on approximately 4 per cent of the landholdings at Charay and will focus further exploration on the Jazzy mineral concession. The Jazzy mineral concession comprises approximately 96 per cent (approximately 90 square kilometres) of the company's land position at Charay.

Under the revised terms of the option agreement, the company has the exclusive right and option to acquire a 100-per-cent 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 finance an aggregate of $1.3-million 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-per-cent net smelter returns royalty payable to Tektite and Musgrove upon commencement of commercial production on the property.

On August 15, 2012, the Company issued 1,589,600 units ("units") at a price of $0.25 per unit for total proceeds of $397,400. Each unit consists of one common share and one half common share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional common share at a price of $0.35 per share for a period of 12 months from the date of closing. The Company issued 95,000 agent compensation warrants with each share purchase warrant entitling the holder to purchase a common share at a price of $0.35 per share for a period of 12 months from the date of closing. In addition, the Company paid broker fees of $23,750.

RESULTS OF OPERATIONS

Accounting and Audit

	Three months ended January 31,		Six months ended January 31,	
	2013	2012	2013	2012
Accounting and audit	$ 10,384	$ -	$ 11,234	$ -

Accounting and audit costs were $10,384 and $11,234 for the three and six month periods ending January 31, 2013 compared to nil for both the three and six month periods ending January 31, 2012. The increase is the result of the additional individuals required for the preparation of the monthly records.

Advertising and Promotion

	Three months ended January 31,		Six months ended January 31,	
	2013	**2012**	**2013**	**2012**
Advertising and promotion	$ 6,974	$ 48,820	$ 18,307	$ 49,890

Advertising and promotion expense decreased by $41,846 to $6,974 for the three months ended January 31, 2013 compared to $48,820 for the same period in 2012. For the six months ended January 31, 2013, advertising and promotion decreased $31,583 to $18,307 in 2013 from $49,890 in 2012. The decrease in the advertising and promotion costs is the result in the reduction of travel for the purpose of investor relations for the purposes of financing and acquisition activities.

Bad Debts

	Three months ended January 31,		Six months ended January 31,	
	2013	**2012**	**2013**	**2012**
Bad debts	$ 27,618	$ -	$ 27,618	$ -

Bad debt expense increased by $27,618 to $27,618 for both the three and six months ended January 31, 2013 compared to nil for the same periods in 2012. The increase in the expense is related to the determination of the uncollectible amounts for the foreign value added income taxes.

Investor Relations

	Three months ended January 31,		Six months ended January 31,	
	2013	**2012**	**2013**	**2012**
Investor relations	$ (23,558)	$ 65,446	$ 550	$ 111,131

Investor relations expense decreased by $89,004 to a recovery of $23,558 for the three months ended January 31, 2013 compared to an expense of $65,446 for the same period in 2012. For the six months ended January 31, 2013, investor relations decreased $110,581 to $550 in 2013 from $111,131 in 2012. The decrease in the investor relations is due to the cancellation of the investor relation contracts in order to reduce costs incurred by the Company.

Management Fees

	Three months ended January 31,		Six months ended January 31,	
	2013	**2012**	**2013**	**2012**
Management fees	$ 46,450	$ 76,725	$ 144,650	$ 129,966

Management fees decreased by $30,275 to $46,450 for the three months ended January 31, 2013 compared to $76,725 for the same period in 2012. For the six months ended January 31, 2013, management fees increased $14,684 to $144,650 in 2013 from $129,966 in 2012. The decrease in management fees for the three month period is due to the resignation of the management team in the second quarter of 2013. The increase in the management fees for the six month period is due to increase in the management team during the end of the 2012 fiscal year and in the first quarter of 2013.

Professional Fees

	Three months ended January 31,				Six months ended January 31,			
		2013		2012		2013		2012
Professional fees	$	33,732	$	8,118	$	44,283	$	68,066

Professional fees increased by $25,614 to $33,732 for the three months ended January 31, 2013 compared to $8,118 for the same period in 2012. For the six months ended January 31, 2013, professional fees decreased $23,783 to $44,283 in 2013 from $68,066 in 2012. The increase in the professional fees is due to the increase of legal fees in regards to the amendment of the agreement in respect to the Charay project in Mexico. The decrease in professional fees for the six months is due to the reduction in the timing of accounting fees in regard to the Company's audited financial statements.

Write off of Exploration and Evaluation Assets

	Three months ended January 31,				Six months ended January 31,			
		2013		2012		2013		2012
Write off of exploration and evaluation assets	$	994,607	$	-	$	2,543,835	$	-

In the first six months of the period, the Company determined there was an impairment in the Charay Exploration Project and as a result the project was written down by $2,543,835 and $994,607 for the three month period as a result of the cancellation of the Charay Gold Project Option Agreement.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Westridge utilizes existing cash and the issuance of equity instruments to provide liquidity to the Company and finance development projects. The Company plans for major capital programs and preserves cash and plans equity issuances to finance these programs.

The following table shows how the activities of the Company were financed:

		January 31, 2013		July 31, 2012
Cash on hand, beginning of period	$	248,869	$	582,252
Cash flow from operations:				
Funds from operations		(268,160)		(768,798)
Changes in working capital		63,472		417,346
Cash flow from financing		148,651		1,533,018
Available for investments		192,832		1,763,818
Cash flow used in investing		(166,603)		(1,514,949)
Cash on hand, end of period	$	26,229	$	248,869

The increase in funds used in operations of $500,638 from $768,798 as at July 31, 2012 compared to $268,160 in January 31, 2013 is a result of the decrease in net loss for the period. Fluctuations in working capital represented a cash inflow of $63,472 at January 31, 2013 compared to a cash inflow of $417,346 at July 31, 2012, resulting in an increase in accounts payable from the timing of the payments.

Cash flow from financing arose from the proceeds of $148,651 from the issuance of common shares in the first half of 2013. At July 31, 2012, the Company had cash from financing of $1,533,018 which resulted from the proceeds on the issuance of common shares, the exercising of warrants, and the exercising of stock options.

During first half of fiscal 2013, the Company spent $166,603 on investing activities. These activities include the analysis and evaluation of the mineral properties. For the year ended July 31, 2012, the Company spent $1,514,949 on exploration and evaluation activities on the Charay property.

The following table shows the capital of the Company:

		January 31, 2013		**July 31, 2012**
Cash	$	(26,229)	$	(248,869)
Convertible debenture		257,574		255,088
Shareholders' equity		(812,084)		1,569,766
Net capital	$	(580,739)	$	1,575,985

The decrease in the shareholders' equity in the year is primarily the result of the issuance of equity instruments resulting from the issuance of common and flow-through units offset by the increase in the accumulated deficit due to operations as a result of the impairment on the Charay property.

Working Capital

Working capital decreased from a working capital deficiency of $523,486 at July 31, 2012 to $812,084 at January 31, 2013. A decrease of $239,346 in current assets was offset by an increase of $49,252 in current liabilities as a result of operating activities.

Cash and cash equivalents decreased $222,640 from $248,869 at July 31, 2012 to $26,229 at January 31, 2013 resulting from the operating and investing activities of the Company. Accounts receivable decreased $84,206 to $12,944 at January 31, 2013 from $97,150 at July 31, 2012, primarily due to the collection and write off of the government and foreign taxes. Prepaid expenses increased $67,500 from nil at July 31, 2012 to $67,500 at January 31, 2013, due to the Company advancing cash for future services.

The increase in current liabilities is due to the increase in accounts payable and accrued liabilities, resulting from the timing of payments from operating and general and administrative activities.

Contractual Obligations

The company does not have any contractual obligations.

SELECTED QUARTERLY FINANCIAL INFORMATION

Financial Quarter Ended (Unaudited)

		2013				2012		
		Jan 31		Oct 31		July 31		Apr 30
Revenue	$	-	$	-	$	-	$	-
Net loss	$	(1,116,259)	$	(1,427,578)	$	(462,678)	$	(480,823)
Basic loss per share	$	(0.06)	$	(0.09)	$	(0.03)	$	(0.02)
Dilute loss per share	$	(0.06)	$	(0.09)	$	(0.03)	$	(0.02)
Total assets	$	106,673	$	1,076,734	$	2,439,271	$	1,946,537

	2012	2011		
	Jan 31	Oct 31	July 31	Apr 30
Revenue	$ -	$ -	$ -	$ -
Net loss	$ (213,169)	$ (169,542)	$ (219,673)	$ (161,338)
Basic loss per share	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
Dilute loss per share	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
Total assets	$ 1,698,160	$ 1,035,010	$ 1,090,356	$ 1,159,959

In the second quarter of fiscal 2013, net loss for the period has increased as a result of the recovery of certain expenses, reduction in management fees, professional fees, and advertising and promotions. This was offset by a write off of the exploration and evaluation assets of $994,607 due to the cancellation of the Charay mineral properties. Net loss has increased from the first quarter of fiscal 2013 due to the write off of the exploration and evaluation properties as a result of the adjustment to the exploration agreement on the Charay properties. Net loss has increased in the fourth quarter of 2012, resulting from the increase management fees and investor relation services. In the third quarter of 2012, net loss increased from the prior four quarters as a result of the increase in management fees, advertising and promotion costs, and investor relations. There was also an increase in the stock based compensation costs as a result of the granting of stock options with immediate vesting periods compared to twelve month periods in the prior quarters.

OFF-BALANCE SHEET ARRANGEMENTS

Disclosure is required of all off-balance sheet arrangements that are reasonably likely to have a current or future effect on the results of operations or financial condition of the Company. Westridge does not have such off-balance sheet arrangements.

BUSINESS RISKS

In the normal course of business the Company is exposed to a variety of risks and uncertainties. In addition to the risks associated with liquidity and capital resources, critical accounting estimates, financial instruments, credit risk and market risk described in this MD&A, the Company is exposed to various operational, technical, financial and regulatory risks and uncertainties, many of which are beyond its control and may significantly affect future results. Operations may be unsuccessful or delayed as a result of competition for services, supplies and equipment, mechanical and technical difficulties, the ability to attract and retain employees and contractors on a cost-effective basis, commodity and marketing risk and seasonality.

The Company is exposed to considerable risks and uncertainties including, but not limited to;

- finding mineral reserves on an economical basis;
- uncertainties related to estimating the Company's reserves;
- financial risks including access to debt or equity markets which the Company is dependent upon in order to meet obligations and liabilities as they fall due;
- technical problems which could lead to unsuccessful drilling programs and environmental damage;
- obtaining timely regulatory approvals;
- third party related operational risks including the ability to obtain access to certain properties, access to third party processing facilities, railway and other transportation infrastructure;

- fluctuations in commodity prices;
- adverse factors including climate, geographical and weather conditions and labour disputes;
- timing of future debt and other obligations;
- regulatory legislation and policies, including the fulfilment of contractual minimum work programs, the compliance with which may require significant expenditures and non-compliance with which may result in fines, penalties, production restrictions, suspensions or revocations of contracts;
- changes to taxation policies, laws and interpretations thereof; and,
- obtaining comprehensive and appropriate insurance coverage at reasonable rates;

CHANGES IN ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions, based on its experience, concerning the future in applying accounting policies and practices involving the use of estimates that are critical in determining the financial results of the Company.

NEW AND PENDING ACCOUNTING STANDARDS

The International Accounting Standards Board ("IASB) and IFRS Interpretations Committee ("IFRIC") have issued the following new standards to March 28, 2013. These standards have not been applied in preparing the Company's second quarter of fiscal 2013 condensed interim financial statements as their effective date fall in subsequent periods.

There are no other standards that have been issued, but are not yet effective, that the Company anticipates will have a material effect on the financial statements once adopted. The Company does not anticipate that it will early adopt any of the revised standards.

IFRS 9 *'Financial Instruments: Classification and Measurement'* is a new financial instruments standard effective for annual periods beginning on or after January 1, 2015 that replaces IAS 39 and IFRIC 9 for classification and measurement of financial assets and financial liabilities.

IFRS 10 *'Consolidated Financial Statements'* is a new standard effective for annual periods beginning on or after January 1, 2013 that replaces consolidation requirements in IAS 27 (as amended in 2008) and SIC-12.

IFRS 11 *'Joint Arrangements'* is a new standard effective for annual periods beginning on or after January 1, 2013 that replaces IAS 31 and SIC-13.

IFRS 13 *'Fair Value Measurement'* is a new standard effective for annual periods beginning on or after January 1, 2013 that replaces fair value measurement guidance in other IFRSs.

IAS 1 (Amendment) *'Presentation of Financial Statements'* is effective for annual periods beginning on or after July 1, 2012 and includes amendments regarding presentation of items of other comprehensive income.

IAS 19 (Amendment) *'Employee Benefits'* is effective for annual periods beginning on or after January 1, 2013 and revises recognition and measurement of post-employment benefits.

CONTROLS AND PROCEDURES

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), together have designed and maintained disclosure controls and procedures to provide reasonable assurance that: (1) material information relating to the Company is made known to the CEO and the CFO by others, particularly during the period in which the annual and interim filings are being prepared; and (2) information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time period specified in securities legislation. Such officers have evaluated the effectiveness of the Companies disclosure controls and procedures as of July 31, 2012, and based on that evaluation have concluded that the Company's disclosure controls and procedures were not effective as of January 31, 2013.

The CEO and CFO are also responsible for designing and maintaining internal control over financial reporting, as defined under rules adopted by the Canadian Securities Administrators, within the Company which are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles ("GAAP"). Westridge has adopted the Internal Control – Integrated Framework published by the Committee of Sponsoring Organizations ("COSO Framework") for the design of its internal controls over financial reporting.

The CEO and CFO have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company's internal control over financial reporting and have identified the following material weakness in the operation of the Company's internal control over financial reporting as of July 31, 2012. The Company does not have a sufficient number of finance personnel with the required technical knowledge to address all complex accounting and tax issues that may arise and this may result in inaccuracies in financial reporting. Management mitigates this weakness by periodically utilizing outside consultants for assistance as required to the fullest extent reasonable or by developing in-house expertise or recruiting personnel with the necessary expertise; however, such mitigating procedures do not constitute a compensating control for the purposes of National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings. The Corporation has determined that it is not cost effective to fully remediate this weakness and accordingly a weakness will continue in the foreseeable future. No impact on amounts reported for 2012 or 2011 is anticipated.

The Company is required to disclose herein any change in the Company's internal control over financial reporting that occurred during the year that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting. No material changes in the Company's internal controls over financial reporting were identified during 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

TRANSACTIONS WITH RELATED PARTIES

During the three and six month period ended January 31, 2013, the Company paid $46,650 and $109,650 (2012 - $122,355 and $154,230) to directors, officers, former officers or companies controlled by directors or officers for management, administrative, and accounting services.

As at January 31, 2013, the balance due to related parties consists of $104,080 (July 31, 2012 - $172,003) payable to a director and officer of the Company. This balance is non-interest bearing, unsecured and has no fixed terms of repayment.

These transactions are in the normal course of operations and are measured at the exchange amount established and agreed to by the related parties.

OUTSTANDING SHARE DATA

Common shares

The following table sets forth the Company's outstanding share data:

Total common shares January 31, 2013	17,739,815
Total outstanding warrants	1,918,564
Total outstanding stock options	1,490,000
Total diluted common shares at March 28, 2013	21,148,379