

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following Management's Discussion and Analysis ("MD&A") is dated December 18, 2013 and should be read in conjunction with the unaudited condensed interim financial statements of Westridge Resources Inc. ("Westridge" or the "Company") for the three months ended October 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, 2013. 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 Accountants ("CICA Handbook").

### **BUSINESS DESCRIPTION AND READER GUIDANCE**

Westridge Resources Inc. ("the Company or Westridge") 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.

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 October 31, 2013, the Company had accumulated losses of \$5,382,201 since inception (July 31, 2013 – \$5,335,159) and a working capital deficiency of \$1,174,745 (July 31, 2013 – \$1,127,703).

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, , government and regulatory decisions, 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<br>October 31, |                |
|--|-----------------------------------|----------------|
|  | 2013                              | 2012           |
| Revenue                                | \$ -                              | \$ -           |
| Net comprehensive loss                 | \$ (47,042)                       | \$ (1,427,578) |
| Net loss per share – basic and diluted | \$ (0.00)                         | \$ (0.09)      |
| Cash from (used) in operations         | \$ (2,790)                        | \$ (294,328)   |
| Total assets                           | \$ 26,786                         | \$ 1,076,734   |
| Capital expenditures                   | \$ -                              | \$ 82,386      |

During the first three months of fiscal 2014, Westridge is in the process of reorganizing the Company for future growth. The Company has applied to the TSX-Venture to consolidate the Company's shares on a 2 to 1 basis. The Company is currently awaiting approval. The Company is currently evaluating specific projects to determine project viability and ensuring the acquisitions are accretive to the Company. As a result, the Company does not have revenue for the period. During the first quarter of fiscal 2014, Westridge's capital expenditures were nil (2012 - \$82,386) with the expenditures being primarily the analysis and the exploration of the Charay project in Mexico. Net loss was \$47,042 for the three month period ended October 31, 2013 compared to \$1,427,578 for the same period in 2012. The decrease in net loss for the three month period is the result of the reduction of the write off of the exploration and evaluation assets, investor relations, professional fees, advertising and promotion expenses, and management fees. The decrease in these costs is attributed to the reduced amount of individuals used to manage the company's operations and the abandonment of the Company's Charay project in Mexico. Cash used in operating activities was \$2,790 for the three month period ending October 31, 2013 compared to \$294,328 for the same period in 2012. This is the result of the timing of cash flows from working capital activities. Total assets has decreased from \$1,076,734 as at October 31, 2012 to \$26,786 as at October 31, 2013. This is the result of the write off of the Charay project in Mexico.

## RESULTS OF OPERATIONS

### Advertising and Promotion

|                           | Three months ended October 31, |           |
|---------------------------|--------------------------------|-----------|
|                           | 2013                           | 2012      |
| Advertising and promotion | \$ -                           | \$ 11,333 |

Advertising and promotion expense decreased by \$11,333 to nil for the three months ended October 31, 2013 compared to \$30,993 for the same period 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.

## Investor Relations

|                    | Three months ended October 31, |           |
|--------------------|--------------------------------|-----------|
|                    | 2013                           | 2012      |
| Investor relations | \$ -                           | \$ 24,108 |

Investor relations expense decreased by \$24,108 to nil for the three months ended October 31, 2013 compared to \$24,108 for the same period 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 October 31, |           |
|-----------------|--------------------------------|-----------|
|                 | 2013                           | 2012      |
| Management fees | \$ 28,500                      | \$ 98,200 |

Management fees decreased by \$69,700 to \$28,500 for the three months ended October 31, 2013 compared to \$98,200 for the same period in 2012. The decrease in management fees for the three month period is due to the resignation of the previous management team in the second quarter of 2013 and the engagement of a new management team with a lower cost.

## Professional Fees

|                   | Three months ended October 31, |           |
|-------------------|--------------------------------|-----------|
|                   | 2013                           | 2012      |
| Professional fees | \$ -                           | \$ 10,553 |

Professional fees decreased by \$10,553 to nil for the three months ended October 31, 2013 compared to \$10,553 for the same period in 2012. The decrease in the professional fees is due to the decrease of legal fees in regards to the amendment of the agreement in respect to the Charay project in Mexico which occurred in 2012.

## Interest on Debt

|                  | Three months ended October 31, |      |
|------------------|--------------------------------|------|
|                  | 2013                           | 2012 |
| Interest on debt | \$ 7,663                       | \$ - |

Interest on debt increased by \$7,663 to \$7,663 for the three months ended October 31, 2013 compared to nil for the same period in 2012. The increase in the interest is due to the capitalization of interest in the prior year to the Charay project. In the current year, all interest on both the shareholder loan and the convertible debenture have been expensed.

## Write off of Exploration and Evaluation Assets

|  | Three months ended October 31, |                |
|--|--------------------------------|----------------|
|  | 2013                           | 2012           |
| Write off of exploration and evaluation assets | \$                             | - \$ 1,265,248 |

In the first three months of 2012, the Company determined there was an impairment in the Charay Exploration Project and as a result the project was written down by \$1,265,248. During the remainder of the 2013 fiscal year, the Charay project was abandoned and was subsequently expensed. The Company does not have any amounts in exploration and evaluation assets for the Charay project for the 2014 fiscal year.

## 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 was financed:

|                                   | October 31, 2013 |          | October 31, 2012 |           |
|-----------------------------------|------------------|----------|------------------|-----------|
| Cash on hand, beginning of period | \$               | 6,993    | \$               | 248,869   |
| Cash flow from operations:        |                  |          |                  |           |
| Funds from operations             |                  | (47,042) |                  | (157,542) |
| Changes in working capital        |                  | 44,252   |                  | (136,786) |
| Cash flow from financing          |                  | 2,503    |                  | 148,651   |
| Available for investments         |                  | 6,706    |                  | 103,192   |
| Cash flow used in investing       |                  | -        |                  | (82,386)  |
| Cash on hand, end of period       | \$               | 6,706    | \$               | 20,806    |

The increase in funds used in operations of \$110,500 from \$157,542 as at October 31, 2012 compared to \$47,042 in October 31, 2013 is a result of the decrease in net loss for the period. Fluctuations in working capital represented a cash inflow of \$44,252 at October 31, 2013 compared to a cash outflow of \$136,786 at October 31, 2012, resulting in an increase in accounts payable from the timing of the payments and the prepaid expenses which were paid in 2012 of which similar payments did not occur in 2013.

Cash flow from financing arose from the proceeds of \$148,651 from the issuance of common shares in the first three months of fiscal 2013. In the first quarter of fiscal 2014, the Company had financing activities of \$2,503 resulting from the accrual of interest on the shareholder loan.

During first three months of fiscal 2013, the Company did not have investing activities. During the same period of fiscal 2013, the Company spent \$82,386 on investing activities. These activities include the analysis and evaluation of the mineral properties.

The following table shows the capital of the Company:

|                       | October 31, 2013 |             | July 31, 2013 |             |
|-----------------------|------------------|-------------|---------------|-------------|
| Cash                  | \$               | (6,706)     | \$            | (6,993)     |
| Convertible debenture |                  | 258,000     |               | 258,000     |
| Shareholders' equity  |                  | (1,174,745) |               | (1,127,703) |
| Net capital           | \$               | (923,451)   | \$            | (876,696)   |

The decrease in the shareholders' equity in the year is primarily the result of the increase in the accumulated deficit due to operations.

### Working Capital

Working capital decreased from a working capital deficiency of \$1,127,703 at July 31, 2013 to \$1,174,745 at October 31, 2013. An increase of \$1,668 in current assets was offset by an increase of \$48,710 in current liabilities as a result of operating activities.

Cash and cash equivalents decreased \$287 from \$6,993 at July 31, 2013 to \$6,706 at October 31, 2013 resulting from the operating and investing activities of the Company. Accounts receivable increased \$1,955 to \$20,080 at October 31, 2013 from \$18,125 at July 31, 2013, primarily due to increase in GST receivable for the period.

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   |          |         |           |        |          |        |             |
|-----------------------|--------|----------|---------|-----------|--------|----------|--------|-------------|
|                       | Oct 31 |          | July 31 |           | Apr 30 |          | Jan 31 |             |
| Revenue               | \$     | -        | \$      | -         | \$     | -        | \$     | -           |
| Net loss              | \$     | (47,042) | \$      | (229,735) | \$     | (72,548) | \$     | (1,116,259) |
| Basic loss per share  | \$     | (0.00)   | \$      | (0.01)    | \$     | (0.00)   | \$     | (0.06)      |
| Dilute loss per share | \$     | (0.00)   | \$      | (0.01)    | \$     | (0.00)   | \$     | (0.06)      |
| Total assets          | \$     | 26,786   | \$      | 25,118    | \$     | 97,665   | \$     | 106,673     |

  

|                       | 2012   |             |         |           |        |           |        |           |
|-----------------------|--------|-------------|---------|-----------|--------|-----------|--------|-----------|
|                       | Oct 31 |             | July 31 |           | Apr 30 |           | Jan 31 |           |
| Revenue               | \$     | -           | \$      | -         | \$     | -         | \$     | -         |
| Net loss              | \$     | (1,427,578) | \$      | (462,678) | \$     | (480,823) | \$     | (213,169) |
| Basic loss per share  | \$     | (0.09)      | \$      | (0.03)    | \$     | (0.02)    | \$     | (0.01)    |
| Dilute loss per share | \$     | (0.09)      | \$      | (0.03)    | \$     | (0.02)    | \$     | (0.01)    |
| Total assets          | \$     | 1,076,734   | \$      | 2,439,271 | \$     | 1,946,537 | \$     | 1,698,160 |

In the first quarter of fiscal 2014, the Company incurred a net loss of \$47,042. This is the result of the decrease in the write off of exploration and evaluation assets along with the decrease in operating costs

associated with the day to day activities of the Company. In the fourth quarter of fiscal 2013, net loss for the period decreased as a result of lower consulting fees, management fees, and advertising and promotion costs used to manage the company's operations. In the third quarter of fiscal 2013, net for the period decreased as a result of lower advertising and promotion, investor relation and management fees attributed to the reduced amount of individuals used to manage the company's operations. Professional fees decreased in the period resulting from the decrease in legal services related to the exploration property. Stock based compensation decreased in the period as a result of the extended vesting period on the options granted in 2013. 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.

### **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 12 ‘Disclosure of Interest in Other Entities’ is a new standard effective for annual periods beginning on or after January 1, 2013 and applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity.

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.

AS 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.

IAS 28 ‘Investments in Associate and Joint Ventures’ is effective for annual periods beginning January 1, 2013 and outlines the accounting for investments in associates.

IAS 32 (Amendment) ‘Financial Instruments: Presentation’ is effective for annual periods beginning on or after January 1, 2014 and revises certain aspects of the requirements on offsetting.

## CONTROLS AND PROCEDURES

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

TSX Venture listed companies are not required to provide representations in filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI- 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding absence of misrepresentations and fair disclosures of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## TRANSACTIONS WITH RELATED PARTIES

During the three month period ended October 31, 2013, the Company expensed \$31,000 (2012 - \$67,040) to directors, officers, former officers or companies controlled by directors or officers for management, administrative, and accounting services.

As at October 31, 2013, the balance due to related parties consists of \$88,515 (July 31, 2013 - \$136,960) 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 October 31, 2013             | 17,739,815 |
| Total outstanding warrants                       | 889,800    |
| Total outstanding stock options                  | -          |
| Total diluted common shares at December 18, 2013 | 18,629,615 |