Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the Westridge Resources Inc ("Westridge" or the "Company") financial statements. The information provided herein should be read in conjunction with the Company's audited financial statements and notes for year ended July 31, 2010 and interim financial statements and notes for the nine month period ended April 30, 2011. The effective date of this report is June 29, 2011.

The Company's management is responsible for presentation and preparation of the financial statements and the Management's Discussion and Analysis ("MD&A"). The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP").

DESCRIPTION OF BUSINESS AND OVERVIEW

The Company was incorporated on April 30, 2007, to operate as a mineral exploration company focused on the acquisition, evaluation and exploration of mineral resource properties. During the previous fiscal year ended July 31, 2010, the Company filed its prospectus and completed its initial public offering ("IPO") of 5,600,000 common shares at $0.25 per share for gross proceeds of $1,400,000. On May 4, 2010, the Company commenced trading on the TSX Venture Exchange under the stock symbol WST.

The Company has focused its exploration activities in the Province of British Columbia and has generated no cash flow from operations. To date, the Company has focused its exploration activities in the Province of British Columbia, with its primary property being the Fortuna Property located in the Mount Sicker area of southeastern Vancouver Island, B.C. Detailed geological mapping has been carried on the Northeast Copper Zone and Jane Prospect areas of the Fortuna Property and preparation for a diamond drilling program in the Northeast Copper Zone has been initiated.

Subsequent to the quarter on May 19, 2011, the Company announced that it has entered into a letter of intent with Musgrove Minerals Corp. ("Musgrove", TSX-V: MGS) whereby the Company has been granted an option to acquire an 80% interest in and to certain mineral concessions in the United Mexican States known as the Charay Project (the "Charay Project"). The Option agreement and other terms are described in the "Mineral Properties" section below.

All direct costs related to the acquisition of mineral resource property interests have been capitalized and the Company's main source of funding has been by way of private placements of equity capital.

SELECTED ANNUAL INFORMATION

	Year Ended July 31, 2010	Year Ended July 31, 2009	Year Ended July 31, 2008
Total revenues	$ Nil	$ Nil	$ Nil
General and administrative expenses	295,999	50,435	38,103
Loss for the year	(293,469)	(50,435)	(38,103)
Loss per share – basic and diluted	(0.03)	(0.01)	(0.01)
Total assets	1,268,966	273,799	302,958
Total long-term financial liabilities	-	-	-
Total dividend paid	-	-	-

This financial information was prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and reported in Canadian dollars.

MINERAL PROPERTIES

Mt. Sticker project (British Columbia, Canada)
On November 22, 2007, the Company entered into an option agreement with 747080 BC Ltd. to acquire 100% interest in the Mt. Sicker Mineral Property located near Duncan, British Columbia. The option agreement calls for the issuance of 400,000 common shares (400,000 issued) and cash payments totaling $150,000 ($95,000 paid) over four years. The property is subject to a 2% net smelter return held by the vendor upon commencement of commercial production that is reducible to 1% by paying the vendor $1,000,000.

During the nine month period ending April 30, 2011, the Company issued the last instalment of 75,000 common shares valued at $29,250 and made a cash payment of $15,000 towards the option agreement. The Company also negotiated an extension on the remainder of option payments of $55,000 due and was able to obtain the required extension.

The property is located near Duncan, British Columbia. As of April 30, 2011, the Company had expended $294,215 (July 31, 2010 - $242,078) on its claims in the Mt. Sicker Mineral Property.

The Company's strategy is to implement the recommended Phase 1 work program to further explore and define the mineralization of the Mt. Sicker Mineral Property.

During the nine month period ended April 30, 2011, the Company announced that it had made significant progress with respect to the Company's summer work program which began in early June 2010. The Company engaged Discovery Consultants ("Discovery") to assist with its work program on the Company's Mount Sicker Property. Field work was focused in the immediate Northeast Copper Zone and Jane Prospect areas of the property. A number of mineral occurrences were sampled including a newly discovered copper-bearing volcanogenic sulphide (VMS) prospect.

Detailed geological mapping was carried out in both areas and preparation for a diamond drilling program in the Northeast Copper Zone was initiated. The Company is currently evaluating drill-sites, access and water supply sources in the immediate area of its prospective drilling locations and has begun the permitting process with the intention to begin drilling in the fall.

Charay project (Mexico)
Subsequent to the quarter on May 19, 2011, the Company announced that it has entered into a letter of intent with Musgrove Minerals Corp. whereby the Company has been granted an option to acquire an 80% interest in and to certain mineral concessions in the United Mexican States known as the Charay Project

Under the terms of the letter of intent, the Company has the exclusive right and option to earn an 80% interest in the Charay Project by: (i) paying to Musgrove an aggregate of $708,000, with $258,000 payable upon the date that the TSX Venture Exchange approves a definitive agreement with respect to the Option (the "Effective Date"), with $225,000 payable on or before the date which is 12 months from the Effective Date, and with $225,000 payable on or before the date which is 24 months from the Effective Date; and (ii) issuing to Musgrove an aggregate of 1,200,000 common shares in the capital of the Company, with 400,000 shares to be issued on the Effective Date, 400,000 common shares to be issued within 12 months of the Effective Date and 400,000 common shares to be issued within 24 months of the Effective Date.

After earning this 80% interest in the Charay Project, Musgrove's 20% interest will be carried to the earlier of commercial production or the exercise by the Company of an option to acquire the remaining 20% interest. The Company will have the right at any time up to 60 months from the Effective Date, to purchase the remaining 20% interest from Musgrove for a single $5,000,000 lump sum payment.

MINERAL PROPERTIES

Charay project (Mexico) (cont'd)

Under the terms of the letter of intent, the Company has also agreed to complete a work program of not less than USD$500,000 before December 31, 2011, and to assume all property payments to September 1, 2013. The Company retains the right to terminate the Option on 30 days notice at any time following completion of the USD$500,000 work program. At all times, the Company will be the operator for all exploration and development activities on the Charay Project.

The completion of the Option is subject to a number of conditions, including but not limited to the execution of a definitive agreement, satisfactory due diligence, the approval of the definitive agreement by the Board of Directors of the Company and the approval by the TSX Venture Exchange. There can be no assurance that the Option will be completed as proposed or at all.

A summary of exploration and development cost:

	Nine months Ended April 30, 2011	Year Ended July 31, 2010	Year Ended July 31, 2009
Balance, beginning	$242,078	$175,249	$145,211
Acquisition	44,250	49,500	16,000
Aviation	-	-	-
Mineral titles	-	11,005	-
Consulting	7,887	31,374	14,038
Refundable tax credits	-	(25,050)	-
Balance, ending	$294,215	$242,078	$175,249

SUMMARY OF QUARTERLY RESULTS

The following financial data is selected information for the Company for the seven most recently completed financial quarters:

	April 30, 2011	January 31, 2011	October 31, 2010	July 31, 2010
Total Revenue	$Nil	$ Nil	$ Nil	$ Nil
Loss for the period	(161,338)	(57,406)	(69,274)	(210,809)
Loss per Share (Basic & diluted)	(0.01)	(0.01)	(0.01)	(0.02)
Total Assets	1,159,959	1,167,045	1,225,993	1,268,966
Total Liabilities	13,895	-	33,038	8,983

	April 30, 2010	January 31, 2010	October 31, 2009
Total Revenue	$ Nil	$ Nil	$ Nil
Loss for the period	(43,886)	(16,472)	(22,302)
Loss per Share (Basic & diluted)	(0.01)	Nil	Nil
Total Assets	396,028	341,553	294,714
Total Liabilities	225,789	127,428	68,617

Information for the quarters ended prior to October 31, 2009 has not been prepared as the Company in the past was a non-reporting issuer.

RESULTS OF OPERATIONS

Overall, the Company recorded a net loss of $288,018 ($0.02 loss per common share) for the nine months ended April 30, 2011 as compared to a net loss of $82,660 ($0.01 loss per common share) for nine months ended April 30, 2010.

Operating Expenses:

The Company had no operating revenue for the nine month period ended April 30, 2011 and 2010. The operating expenses were $299,232 for the nine months ended April 30, 2011 as compared to $82,660 for the nine months ended April 30, 2010. The overall increase in operating expenses can be attributed to the following:

The advertising and promotion costs of $2,519 (2010 - $nil) were for website development and hosting as well as other promotional initiatives undertaken to establish presence on the internet and in the marketplace.

Office and general charges of $20,333 (2010 - $15,610) increased as result of monthly rent and other operating costs

Investor relations of $46,242 (2010 - $3,165) increased due to the monthly service agreement with a investor relations firm to provide investor relations and marketing services

Management fees of $65,855 (2010 - $28,800) and professional fees of $50,182 (2010 - $9,171) increased due to increased business activity related to business operations and development.

Stock based compensation of $99,849 (2010 - $nil) increased as a result of recognizing stock based compensation expense for the stock options vested during the nine month period ended April 30, 2011.

Interest income was $11,214 (2010 - $nil) as the Company had a large cash balance held in a Guaranteed Investment Certificates (GIC) resulting in the increased interest income earned as compared to the same period in the prior period when there was less cash available for investing.

LIQUIDITY, FINANCINGS AND CAPITAL RESOURCES

The Company is currently in the exploration stage and therefore has generated no cash flow from operations. The Company's principle source of funds since incorporation has been from the sale of Common Shares.

At April 30, 2011, the Company had a cash and cash equivalents balance of $827,145 (July 31, 2010 - $975,340) to settle current liabilities of $13,895 (July 31, 2010 - $8,983). These funds provide sufficient working capital for the Company to complete its operating and exploration and development program requirements for the coming year. The Company does not have any long-term debt. There are no known trends affecting the Company's liquidity or capital resources.

As at April 30, 2011, the Company had total assets of $1,159,959 (July 31, 2010 - $1,268,966). The principal assets of the Company are its one mineral exploration property interest in British Columbia known as the Mt. Sicker Mineral Property, with a carrying value of $294,215 (July 31, 2010 - $242,078). The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for resource properties and related deferred exploration cost are dependant upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of these reserves and upon future profitable production.

Financing

During the previous fiscal year, the Company completed its initial public offering by issuing 5,600,000 Common Shares at $0.25 per share for gross proceeds of $1,400,000 pursuant to its prospectus dated February, 8, 2010 filed with the British Columbia, Alberta, and Ontario Securities Commissions.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

a) Paid or accrued management fees of $32,518 (2010 - $9,000) to a company controlled by an officer of the Company;

b) Paid or accrued management fees of $26,087 (2010 - $nil) to a company controlled by an officer of the Company

c) Paid or accrued management fees of $7,250 (2010 - $nil) to a company controlled by the financial officer of the Company.

d) Paid or accrued consulting fees of $1,006 (2010 - $nil) to director of the Company.

e) Paid or accrued management fees of $nil (2010 - $19,800) to a former financial officer of the Company.

Included in accounts payable is $3,360 (July 31, 2010 - $6,885) due to related parties.

These transactions have been in the normal course of operations and are recorded at their exchange amounts, which is the consideration agreed upon by the related parties.

CAPITAL COMMITTMENTS

The Company has no commitments for property and equipment expenditures for 2011. The Company has forecasted that any property and equipment expenditures based on future needs, will be funded from working capital and/or from operating or capital leases.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The significant accounts requiring the use of management estimates are amortization of equipment, and valuation allowances for future income tax assets. Actual results could differ from these estimates.

SIGNIFICANT ACCOUNTING POLICIES

Recent accounting pronouncements not yet adopted

Business combinations, non-controlling interest and consolidated financial statements
In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial statements" and 1602 "Non-controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1582 is applicable for the Company's business combinations with acquisition dates on or after January 1, 2011. Early adoption of this Section is permitted. Section 1601 together with Section 1602 establishes standards for the preparation of financial statements. Section 1601 is applicable for the Company's interim and annual financial statements for its fiscal year beginning August 1, 2011. Early adoption of this Section is permitted and all three Sections must be adopted concurrently.

Conversion to International Financial Reporting Standards ("IFRS")

In 2006, the Accounting standards Board (AcSB) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly listed companies to use IFRS, replacing Canadian GAAP. The date is effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company's adoption date of September 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended July 31, 2011.

Management has developed a project plan for the conversion to IFRS based on the current nature of operations. The conversion plan is comprised of three phases:

1) Scoping phase which will assess the likely GAAP differences and overall effort required by the Company in order to transition to IFRS;

2) Planning phase which will include a detailed analysis of the conversion process and implementation plan required for disclosure for the Company's first quarter; and,

3) Transition phase which will include the preparation of an IFRS compliant opening balance sheet as at September 1, 2010, any necessary conversion adjustments and reconciliations, preparation of a fully compliant pro forma financial statements including all note disclosures and disclosures required for the MD&A.

Management has completed phase one, including completing a preliminary assessment of the significant differences between Canadian GAAP and IFRS. Management is currently proceeding through phase two, which involves performing a detailed assessment of those IFRS standards relevant to the Company's financial statements.

The Company's IFRS conversion plan addresses matters including changes in accounting policies, IT and data systems, restatement of comparative periods, organizational and internal controls and any required changes to business processes. To facilitate this process and ensure the full impact of the conversion is understood and managed reasonably, the Company has retained an IFRS conversion consultant. Through in-depth training and detailed analysis of IFRS standards, the Company's accounting personnel has obtained a thorough understanding of IFRS and possesses sufficient financial reporting expertise to support the Company's future needs. The Company has also reviewed its internal and disclosure control processes and believes they will not need significant modification as a result of the conversion to IFRS. Further, the Company has assessed the impact on IT and data systems and has concluded there will be no significant impact to applications arising from the transition to IFRS.

Conversion to International Financial Reporting Standards ("IFRS") (cont'd)

Set out below are the most significant areas, management has identified on a preliminary basis to date, where changes to IFRS accounting policies may have a significant impact on the Company's consolidated financial statements:

IFRS 2: -Share Based Payments
The Company has treated awards with graded vesting under Canadian GAAP as one composite award and recognized related stock based compensation expense for the overall award on straight line basis. IFRS 2, on the other hand, requires that each vesting tranche of a graded vesting award be accounted for as a separate award and amortized over their individual vesting term.

Under Canadian GAAP, the effect of forfeitures has been recognized as they occur. Under IFRS, estimate of forfeitures must be made when determining the number of equity instruments expected to vest.

Upon adoption of IFRS, the Company will change both the method of accounted for graded vesting awards and forfeitures.

Management has not yet determined the measurement adjustment arising from the application of IFRS 2 on transition to IFRS.

IFRS 6: -Exploration and Evaluation Assets
Under the Company's current accounting policy, acquisition costs of mineral properties, together with direct exploration and development expenses incurred thereon are capitalized.

Upon adoption of IFRS, the Company could continue to apply this policy or change its policy to expense exploration and evaluation costs. The Company's current accounting policy of capitalizing costs incurred for exploration, and evaluation costs will likely be maintained through transition with no significant differences anticipated.

IAS 16: - Property, plant & equipment
IFRS 1 provides a choice between measuring property, plant and equipment at its fair value at the date of transition and using those amounts as deemed cost or using the historical cost basis under Canadian GAAP.

The Company has made a preliminary decision to use the historical cost carrying values as determined under Canadian GAAP for transitional purposes.

IAS 21: - Effects of changes in foreign exchange rates
Under Canadian GAAP, the functional currency (referred to as measurement currency) of the Company and all its subsidiaries is the Canadian dollar.

Management has preliminarily concluded that the functional currency of all Company entities is the Canadian dollar under IFRS. There will therefore be no measurement arising from the application of IAS 21 on transition to IFRS.

Conversion to International Financial Reporting Standards ("IFRS") (cont'd)

IAS 12: - Future Income Taxes
Like Canadian GAAP, deferred income taxes under IFRS are determined using the liability method for temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, and by generally applying tax rates applicable to the Company to such temporary differences. Deferred income taxes relating to temporary differences that are in equity are recognized in equity and under IFRS subsequent adjustments thereto are backward traced to equity.

IFRS prohibits recognition where deferred income taxes arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable net earnings.

Management has not yet determined the measurement adjustment arising from the application of IAS 12 on transition to IFRS.

IAS 1: - Presentation of Financial Statements
One of the more significant impacts identified to date of adopting IFRS is the expanded presentation and disclosures required. Disclosure requirements under IFRS generally contain more breadth and depth than those required under Canadian GAAP and, therefore, will result in more extensive note references. The Company is continuing to assess the level of presentation and disclosures required in its consolidated financial statements.

IFRS 1 First-Time Adoption of International Financial Reporting Standards
Adoption of IFRS requires the application of IFRS 1 First-time Adoption of International Financial Reporting Standards, which provides guidance for an entity's initial adoption of IFRS. IFRS 1 gives entities adopting IFRS for the first time a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRS. The following are the optional exemptions available under IFRS 1 that the Company currently intends to elect on transition to IFRS. The Company continues to review all IFRS 1 exemptions and will implement those determined to be most appropriate in our circumstances on transition to IFRS. The list below should not be regarded as a complete list of IFRS 1 that are available to the Company as a result from the transition to IFRS.

Share-Based payments
IFRS 1 permits the application of IFRS 2 Share-Based Payments only to equity instruments granted after November 7, 2002 that had not vested by the date of transition to IFRS. The Company expects to elect this exemption and to apply IFRS 2 for equity instruments granted after November 7, 2002 that had not vested by September 1, 2010.

The discussion above on potential significant impacts on transition to IFRS is provided to allow readers to obtain a better understanding of the Company's IFRS changeover plan and the resulting potential effects on the Company's consolidated financial statements. Readers are cautioned, however, that it may not be appropriate to use such information for any other purpose. This discussion reflects the Company's most recent assumptions and expectations; circumstances may arise, such as changes in IFRS, regulations or economic conditions, which could change these assumptions or expectations. The Company is still in the process of completing the selection of IFRS accounting policies and the quantification of identified differences. Accordingly, the discussion above is subject to change.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial risk factors

Fair value

Cash and cash equivalents are carried at fair value using a level 1 fair value measurement.

The carrying value of receivables, refundable tax credits receivable and accounts payable and accrued liabilities approximate their fair value due to the short-term nature of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. Management believes that the credit risk concentration with respect to financial instruments included in cash is remote. Receivables are due primarily from government agencies.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at April 30, 2011, the Company had a cash and cash equivalents balance of $827,145 (July 31, 2010 - $975,340) to settle current liabilities of $13,895 (July 31, 2010 - $8,983). All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, and commodity and equity prices. These fluctuations may be significant and the Company, as all other companies in its industry, has exposure to these risks.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to maintain cash in its banking institutions and does not believe interest rate risk to be significant.

(b) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

SHARE CAPITAL

The Company has the following common shares, stock options, and stock warrants outstanding:

Common shares

	Number of Shares		Capital Stock		Contributed Surplus
Authorized					
Unlimited common shares, without par value					
Issued					
Balance, July 31, 2009	6,999,994	$	420,000	$	-
Private placement	5,896,000		1,474,000		-
Shares issued for mineral properties	75,000		4,500		-
Issuance costs	-		(272,706)		-
Agent's warrants	-		(73,812)		73,812
Stock-based compensation	-		-		99,259
Balance, July 31, 2010	12,970,994		1,551,982		173,071
Shares issued for mineral properties	75,000		29,250		-
Shares issued for warrants exercised	180,000		45,000		-
Stock-based compensation	-		-		99,849
Balance, April 30, 2011 and June 29, 2011	**13,225,994**	**$**	**1,626,232**	**$**	**272,920**

During the period, the Company issued 75,000 shares valued at $29,250 pursuant to the mineral property option agreement (described in Note 4) and 180,000 warrants for gross proceeds of $45,000.

During the previous fiscal year ended July 31, 2010, the Company completed an initial public offering of 5,600,000 common shares at $0.25 per share for gross proceeds of $1,400,000. The Company also issued 296,000 common shares for finder fees and granted 560,000 warrants in connection with this offering. In addition, 75,000 shares were issued pursuant to the mineral property option agreement. The Company intends to use the proceeds of the offering for further exploration of the Mt. Sicker Mineral Property and unallocated working capital.

Escrow shares

At June 29, 2011, included in issued share capital are 1,835,598 common shares (April 30, 2011 – 2,294,498) which are subject to an escrow agreement. On May 4, 2010, when the Company completed the Initial Public Offering (IPO), 10% was released from escrow and an additional 15% will be released every six months thereafter.

Stock Options and Warrants

On May 11, 2011, 150,000 options that were vested expired. As at April 30, 2011 and June 29, 2011 (date of the report), the following is the stock options and warrants are outstanding and exercisable.

	Number of Shares	Exercise Price	Expiry Date
Stock options	500,000	0.25	May 4, 2015
	400,000	0.30	February 22, 2016
Balance, as at July 31, 2010 and April 30, 2011 and June 29, 2011	900,000		
Warrants	380,000	0.25	May 4, 2012

OFF-SHEET BALANCE ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

FORWARD LOOKING STATEMENTS

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, which address reserve potential, exploration drilling and related activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

Other information

Additional information relating to the Company can be found on our website at www.westridgeresources.com and on SEDAR at www.sedar.com.