

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Westridge Resources Inc.
Suite 1100-888 Dunsmuir Street
Vancouver, BC V6C 3K4

Item 2. Date of Material Change

June 30, 2014.

Item 3. News Release

News Release dated July 7, 2014 was disseminated via Stockwatch and Market News and filed on SEDAR on July 7, 2014.

Item 4. Summary of Material Change

Westridge Resources Inc. (the “**Company**”) has issued 12,769,112 common shares of the Company at a deemed price of \$0.05 per share for settlement of CAD\$638,455.59 of debts.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has completed the shares for debt settlement originally announced on May 16, 2014. The Company has issued 12,769,112 common shares of the Company at a deemed price of \$0.05 per share for settlement of CAD\$638,455.59 of debts. As a result of the shares for debt settlement, Fibre-Crown Manufacturing Inc. will control 30.50% of the outstanding shares of the Company and will become a new control person as defined by the rules of the TSX Venture Exchange.

The shares issued under the shares for debt transaction are subject to a hold period expiring on October 31, 2014.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) 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:

Andrew Cheshire, President and Chief Executive Officer, telephone: (604) 304-4087.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 10th day of July, 2014.