

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### Item 1 Name and Address of Company

Westridge Resources Inc.  
Suite 1910, 1055 West Hastings Street  
Vancouver, British Columbia V6E 2E9  
(the “**Company**”)

#### Item 2 Date of Material Change

August 11, 2011

#### Item 3 News Release

A news release was issued by the Company through Canada Stockwatch and Market News on August 11, 2011.

#### Item 4 Summary of Material Change

The Company’s wholly-owned subsidiary, Minera Westridge S.A. de C.V. (“**Minera**”) has entered into an option agreement (the “**Option Agreement**”) with Musgrove Minerals Corp. and its wholly-owned subsidiary, Minerales Jazz S.A. de C.V., (collectively “**Musgrove**”) to acquire up to a 100% interest in and to certain mineral concessions in the United Mexican States known as the Charay Project (the “**Property**”).

#### Item 5 Full Description of Material Change

##### 5.1 Full Description of Material Change

##### The Option:

The Company entered into the Option Agreement with Musgrove to acquire the Property on August 8, 2011. Under the terms of the Option Agreement, Minera has the exclusive right and option (the “**Option**”) to earn an initial 80% interest in the Charay Project by paying to Musgrove, an aggregate of \$450,000, with \$225,000 payable on the first anniversary date from the date of approval of the Option Agreement by the TSX Venture Exchange (the “**Effective Date**”) and an additional \$225,000 payable on the second anniversary date from the Effective Date. Minera has also agreed, during the term of the Option Agreement, to assume payments to certain underlying owners of the Charay Project and will pay an aggregate of \$2,367,500 over a two-period commencing on the Effective Date. In addition, the Company will issue to Musgrove an aggregate of 1,200,000 common shares in the capital of the Company, with 400,000 common shares issuable on the Effective Date, an additional 400,000 common shares issuable on the first

anniversary date from the Effective Date and an additional 400,000 common shares issuable on the second anniversary date from the Effective Date. Minera has also agreed to fund a work program of not less than \$500,000 on or before December 31, 2011 and assume Musgrove's indebtedness to Fibercrown Manufacturing Ltd. in the principal amount of \$258,000 plus interest at a rate of \$1,720 per month from May 1, 2011 on 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. The Charay Project is subject to a 2% net smelter return royalty payable to Tektite Financial Inc. upon commencement of commercial production.

At all times during the term of the Option, the Company will be the operator for all exploration and development activities on the Charay Project.

### **The Charay Project:**

The Charay property (pronounced "cha-rye"), also known as "La Mina El Padre", is comprised of four mineral concessions covering approximately 11,000 hectares, and is located at the north end of the State of Sinaloa, Mexico, approximately 36 km northeast of the city of Los Mochis. The qualified person for the Charay Project, Phil Van Angeren, P.Geol, has prepared a 43-101 compliant report for Musgrove.

Geologically, the Property is classified as a low sulphidation, epithermal, gold-silver quartz vein with low base metal content. The pertinent points regarding this property are as follows:

- High-grade, near-vertical, epithermal gold/silver vein system within an andesitic volcanic complex (El Padre vein): oxidized, hematitic, low-sulphide, banded quartz-vein and silicified breccia with a prominent silica cap (typical low-sulphidation epithermal features);
- Vein width in the order of 1.0 to 2.0m; length in excess of 400m, extending to 50m depths, and open in all directions (indicated by drilling);
- Existence of several mineralized and/or silicified structures indicated by workings and geology;
- Potential for buried bonanza mineralization (indicated by drilling) as well as additional mineralization on strike;
- Little or no comprehensive historical exploration. Under-explored given the high gold grades. No workings reach deeper than 35m, no drill intercepts below ~50m depths;
- A 27-hole drill program in 2005 intersected a 250 m long mineralized section within 50m of surface on the El Padre vein, at a weighted average of 18.75 gm/T Au and 120.2 gm/T Ag over a true width of 1.14m, recalculated in 2010 at 20.3 gm/T Au and 123.7 gm/T Ag across 1.29m; and

- Location in an area with established mining logistics (eg, access to local mills, mining expertise, railway, powerline, and tidewater port).

**Completion of the Option is Subject to TSX Venture Exchange Approval:**

The completion of the Option is subject to the approval by the TSX Venture Exchange. There can be no assurance that the Option will be completed as proposed or at all.

**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**

Not applicable

**Item 8 Executive Officer**

Peter Schulhof  
Chief Executive Officer  
Telephone: 604-630-7494

**Item 9 Date of Report**

September 7, 2011