

**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

**Item 2. Date of Material Change**

August 24, 2011 and September 6, 2011

**Item 3. News Release**

News Release dated August 24, 2011 was filed on SEDAR and disseminated via Stockwatch on August 24, 2011 and News Release dated September 6, 2011 was filed on SEDAR and disseminated via Stockwatch on September 6, 2011.

**Item 4. Summary of Material Change**

Westridge Resources Inc. (“**Westridge**” or the “**Company**”) has appointed Peter Schulhof as the Chief Executive Officer and a director of the Company following the resignation of Chris Cooper as both President and director of the Company. The Company has also appointed Richard Barclay as a director of the Company following the resignation of Glen MacDonald as a director of the Company.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

August 24, 2011

The Company has appointed Peter Schulhof as Chief Executive Officer and director of the Company. Mr. Schulhof is an experienced businessman with over 30 years’ experience in both the public markets and private enterprise. For the past decade Mr. Schulhof has worked in the mining industry, including in junior resource exploration and is well qualified to lead the Company through its next stage of growth which will entail oversight of the development of the Company’s newly acquired Charay project in Mexico, and to pursue additional acquisitions and market expansion. A component of Mr. Schulhof’s prior experience included significant development projects in Mexico. This experience will greatly assist the Company as it shifts its focus to its Mexican project. Mr. Schulhof’s experience has been mostly in entrepreneurial activity at an executive management level, from early stage incubation to sales, mergers and other exit strategies. Formerly, he was the CEO of Delbrook Corporation for two years, which

became Argentex Mining Corp. (ATX.V). He was also the Executive Vice President of 2020 Group Inc. from 2001-2006, a Multifamily Syndication and Resort Development group.

"I am excited to be the CEO of Westridge at this juncture of the Company's development" comments Mr. Schulhof. "The Charay Project, which recently reported exceptional due diligence drill results is virtually unexplored and represents a great gold exploration opportunity for the Company. In addition, I am looking forward to increasing the depth and quality of the Westridge team. We are focused on increasing shareholder value, and I am confident that we will see that increase in the near future."

In order to make way for Mr. Schulhof, Mr. Chris Cooper has resigned as both President and director of the Company and will continue to provide certain transitional services to assist Mr. Schulhof in his new role. The Company and its Board of Directors would like to thank Mr. Cooper for his contributions over the past two years.

#### September 6, 2011

The Company appointed Richard Barclay as a director of the Company effective September 6, 2011. Mr. Barclay has more than 35 years' experience in the mining industry where he has a proven record of entrepreneurial success. Mr. Barclay was a co-founder and the chief financial officer and director of Adriana Resources Inc. from 2004 to 2010, a company listed on the TSX Venture Exchange with a development-stage iron ore port facility in Brazil, and developing a six-billion-tonne iron project in Northern Quebec, in joint venture with Wisco, China's 3rd largest steel corporation. From 2002 until 2005, Mr. Barclay was chief executive officer and director of Nevada Pacific Gold Ltd., formerly a TSX-V listed company which was acquired by U.S. Gold in April, 2007. He was the founding president and chief executive officer of Eldorado Gold Corp., a mid-tier international gold producer listed on the Toronto Stock Exchange and New York Stock Exchange, and served in that position and director from 1991 to 1999. He was also a co-founder of Bema Gold Corp., formerly an international gold producer listed on the TSX and NYSE, serving as chief financial officer and director from 1982 to 1992. Bema was acquired by Kinross Gold Corp. in April, 2007. Mr. Barclay is currently an executive vice president and director of China Minerals Mining Corporation, a company listed on the TSX-V. Mr. Barclay's entrepreneurial experience in the mining industry and the evaluation of advanced projects and mine development will be a welcome addition to the Company at this stage of its growth.

In order to make way for Mr. Barclay, Mr. Glen MacDonald has resigned as a director of the Company effective immediately. The Company and its Board of Directors would like to thank Mr. MacDonald for his contributions over the past two years.

#### **5.2 Disclosure for Restructuring Transactions**

Not Applicable.

#### **Item 6. Reliance on subsection 7.1(2) or (3) 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:

Peter Schulhof, Chief Executive Officer and Director, telephone: (604) 630-7494.

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of September, 2011.