GEOLOGICAL ASSESSMENT

and

EXPLORATION PROPOSAL (2011)

for the

CHARAY PROJECT

(La Mina El Padre)

San Blas Mining District
El Fuerte Area
Sinaloa State, Mexico

centered near
26° 06' North Latitude
108° 54' West Longitude
(UTM 2,888,500N - 710,400E)

for
Westridge Resources Corp.
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CHARAY PROPERTY

1.0 SUMMARY

The Charay property (pronounced “cha-**rye**”), also known as "La Mina El Padre", is located at the north end of the State of Sinaloa, Mexico, approximately 36 km northeast of the city of Los Mochis. The property consists of three mining concessions totalling 380 hectares, which are held by a Mr Luis Palafox of Hermosillo, Mexico, and which are under option to Musgrove Minerals Corp. (Musgrove, originally Journey Resources Corp., {Journey}) of Vancouver, B.C. The Palafox concession is surrounded by a 11,508 hectare concession 100%-controlled by Minerales Jazz S.A. de C.V. (Jazz), a subsidiary of Musgrove. Westridge Resources Corp. (Westridge) may have the right to earn an 80% interest in the Charay property, from Musgrove, subject to its due diligence period expiring June 30, 2011. Westridge would also have the right to purchase Musgrove’s remaining 20% interest in Charay at any time up to 5 years after signing a definite option agreement.

Geologically, Charay 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:

a. 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),
b. 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),
c. Existence of several mineralized and/or silicified structures indicated by workings and geology,
d. Potential for buried bonanza mineralization (indicated by drilling) as well as additional mineralization on strike and within parallel structures,
e. Little or no comprehensive historical exploration. Surprisingly under-explored given the high gold grades. No workings reach deeper than 35m, no drill intercepts below ~50m depths,
f. 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,
g. Location in an area with established mining logistics (eg, access to local mills, mining expertise, railway, powerline, and tidewater port),

It is recommended to continue with surface exploration and drilling of this property in 2011/12, with the goal of determining i) the extent of the high-grade “El Padre” bonanza, ii) the presence of additional mineralized bodies elsewhere along the El Padre vein, and iii) the presence of other potentially mineralized structures throughout the property.

A three-phase exploration program is envisaged: i) surface exploration to better qualify and quantify the known mineralized body, with property-wide geological exploration to identify additional potentially mineralized structures (common in low-sulphidation epithermal camps), ii) close-spaced drilling of the currently-defined “bonanza” portion of the El Padre vein, followed by iii) step-out drilling along the extensions of the El Padre vein and/or any attendant sub-parallel vein structures. This three-phase proposal is projected to cost approximately C$ 1,400,000.00.

Phase I exploration is broken into two tranches. The first tranche is recommended to consist of general geological work such as data compilation, interpretation, detailed mapping, core relogging, trenching/sampling along the length of the El Padre vein, and detailed modelling of the mineralization. The

in-depth modelling would provide Westridge with better positional control for the detailed and step-out drilling proposed in Phase II of the program. Tranche 1 is envisaged to cost C$ 200,000.00.

The second tranche of Phase I is projected to consist of property-wide prospecting, geological mapping, geochemical and geophysical surveying and possible trenching in order to identify other potentially mineralized vein systems adjacent the El Padre vein. Tranche 2 is expected to cost C$ 200,000.00; with Phase I totalling $400,000.00.

In Phase II, to be held concurrently with tranche two of Phase 1, fourteen (14) core holes are expected to be drilled on a 50m by 50m grid, to a depth of 100m, in conjunction with preliminary bulk sampling (for metallurgy), at a projected cost of C$ 456,000.00. Following this, a Phase III drilling campaign is proposed for the higher priority targets defined in Phases I and II. This can be completed at a cost of C$ 544,000.00.

This preliminary geological exploration and drilling program will initiate a longer-term exploration program directed at i) detailed in-fill drilling of the El Padre vein system, ii) detailed exploration of the extensions to the El Padre vein (if any) and of new mineralized vein systems (if any), and iii) initiation of feasibility studies (if warranted).

Respectfully Submitted,

Phil van Angeren P.Geol

July 24th, 2011

2.0 INTRODUCTION and TERMS of REFERENCE

The author has been retained by Westridge Resources Corp. (Westridge) of Vancouver, B.C., to complete this independent report, pursuant to National Instrument 43-101, outlining the history and technical merits of the **Charay** property located near the city of Los Mochis, Sinaloa, Mexico (Figure 1). An exploration program to further evaluate the gold-silver potential of this property is also provided.

The author is a Qualified Person, as defined in National Instrument 43-101. This study is drawn from a personal visit to the property from January 16th to 22nd, 2010, and again from April 11th to 16th, 2010, along with independent sampling of available core, and from an exhaustive review of data made available by the owner and lessor of the property (as cited in the "Reference" section). Data examination consisted of reviewing governmental publications, internal reports and drill log/assay sheets completed by previous operators dating back to 1996. This author does not have any reason to believe that there are any misrepresentations in the information provided by these documents.

All reference to currency in this report will be in Canadian dollars, unless otherwise noted.

3.0 RELIANCE ON OTHER EXPERTS

Government reports referenced herein were prepared by persons holding post-secondary geology or related university degrees, and the information in those reports is assumed to be accurate. Property reports written by other geologists are also assumed to be accurate based on a review conducted by the author. Note that previous reports do not form the sole basis for the main conclusions and recommendations presented in this report; such conclusions and recommendations result from the authors' independent examination of the data and his experience with the geology of epithermal ore deposits.

4.0 PROPERTY DESCRIPTION and LOCATION

4.1 Location:

The Charay property is located in the northern portion of Sinaloa State, near the coast of western mainland Mexico, approximately 36 km northeast of the city of Los Mochis (46 km by road; Figures 1, 2). The concession is centered at 26° 06' North Latitude and 108° 54' West Longitude (UTM 2,888,500N - 710,400E) on map sheet G12-B87, San Blas (1:50,000), in the San Blas Mining District. Los Mochis is on Federal Highway 15 (Panamerican highway) approximately 385km northwest of Mazatlán.

4.2 Tenure:

The property consists of four contiguous mineral concessions totalling 11,888 hectares in area: San Luis, Charay and Charay 2 totalling 380 ha, surrounded by the 11,508 ha Jazzy concession (Figures 3a and 3b, Appendix D). In Mexico, claims are based on a cement monument (the Primary Point, PP), and corners are paper-staked relative to the PP. The San Luis and Charay concessions are held 100% by a Mr.Luis Palafox Jáuregui residing at Dublin #21, Col. Raquet Club II, Hermosillo, Sonora, Mexico. The Charay 2 concession is held 100% by Minera Pafex S.A. de C.V. (Pafex), wholly-owned by Mr.Palafox. The Jazzy concession was filed by Jazz on June 3, 2010 at a cost of Mex$ 66,346 (Appendix D). All four claims are 50-year mining concessions expiring in 2041, 2053, 2054 and 2060 respectively (Table 1). All four claims are in good standing. Annual maintenance costs for the exploitation concessions amount to a minimum of Mex$ 30.00 (pesos) of work performance per hectare. Other fees include an annual "tax" of

~Mex$ 8,700.00 for the Charay 2 claim, Mex$ 4,700.00 for Charay, and Mex$ 6,050.00 for San Luis (receipts, Secretaría de Economía). One peso equals $0.08.

A large portion of the property lies within three parcels of private land owned respectively by a Mr David Fierro, a Ms Heriberta Vega, and a Mr Jesus Ibarra (Figure 4). Much of the remainder of the property lies within the "16 de Septiembre" ejido (Mexican communal-use land parcel). Surface work within the confines of the mineral concessions is subject to governance by the owners of these private lands. The San Luis and Charay claims are subject to ~Mex$ 13,750.00 (~C$ 1,100.00) in annual rental payments to Mr.Fierro and to the Ejido, until at least 2010. The author has spoken to Mr.Fierro and to Mr. Horatio Chavez (president of the comisariado ejidal for the "16 de Septiembre" ejido), and both expressed their willingness to assist in the continued effectuation of exploration on the mineral concessions. Additional or newer "ejido" agreements (if any) are not known to this author.

TABLE 1

Charay Property - List of Concessions

Claim Name	Hectares	Title Number	Concession Type	Record Date	Expiration Date
San Luis	30	190743	Mining	29/04/1991	28/04/2041
Charay	74	219738	Mining	08/04/2003	07/04/2053
Charay 2	276	222491	Mining	16/07/2004	15/07/2054
Jazzy	11508	in process	Mining	03/06/2010	02/06/2060
	11888				

In April 2008, Pafex signed a lease agreement with Tektite Financial Inc and Minera Bacoachi S.A. de C.V. (collectively Bacoachi) of Hermosillo, Sonora, Mexico. The agreement called for cash payments of U$ 2,700,000.00 (plus the required value-added tax, "IVA", in the amount of 15%) to Pafex, staggered over a period of 40 months, for Bacoachi to earn a 100% interest in the concessions. This author has reviewed the agreement and sees no detrimental issues.

In October 2008, Journey, through its wholly-owned Mexican subsidiary Minerales Jazz S.A. de C.V. (Jazz), entered into a mineral claim option agreement with Bacoachi for the Charay property (press release; October 17th, 2008). Under the terms of an amended agreement, Journey has the right to acquire a 100% interest in the Charay property from Pafex for US$2,525,000 (plus IVA), as follows:

$112,500 on or before June1, 2010 (paid by Journey on June 1st, 2010);
$160,000 on or before October 10, 2010 (paid by Journey on October 10th, 2010);
$425,000 on or before April 1, 2011 (renegotiated to monthly $25,000 payments);
$540,000 on or before October 1, 2011;
$950,000 on or before April 1, 2012
$337,500 on or before October 1, 2012.

In addition, under the terms of the original agreement, Journey has made payments totalling $250,000.00 (plus IVA) to Pafex, and $25,000.00 to Bacoachi. Furthermore, the Company has issued 1,000,000 common shares to Bacoachi, and incurred $75,000.00 in work expenditures on the property before April 15, 2009, as per the terms of the original agreement. Bacoachi is to retain a 2.0% net smelter royalty in the event of commercial production of the property.

On December 16th, 2010, Journey announced a share consolidation and name change to Musgrove Minerals Corp. (Musgrove).

On May 19th, 2011, Musgrove and Westridge announced that a Letter of Intent had been signed between the two companies, whereby Westridge can acquire an 80% interest in the Charay Property (press release; May 19th, 2011). Under the terms of the Letter of Intent, Westridge has the option to earn an 80% interest in the Charay Project by: (i) paying to Musgrove an aggregate of $708,000, in three payments over a period of 24 months after signing a definitive option agreement (DOA), and (ii) issuing to Musgrove an aggregate of 1,200,000 common shares of Westridge, in three lots over a period of 24 months after signing a DOA. Westridge 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. Westridge will also have the right at any time up to 60 months after signing a DOA to purchase Musgrove's 20% interest for $5,000,000. The DOA is subject to the execution of a satisfactory due diligence and to the approval by the TSX Venture Exchange.

4.3 Environmental and Permitting:

Jazz has been issued a blasting permit (October 19th, 2009, folio SM/1485), and is in the process of applying to the governmental authorities for additional permits required for a planned 35,000 tonne pilot-mining program. An Environmental Impact Study related to this application has already been submitted to the Mexican authorities (Cornejo, 2009). Westridge will require permits for surface drilling and for water consumption. Both of these are in the process of being procured, status unknown to this author at this time.

5.0 ACCESS, INFRASTRUCTURE and PHYSIOGRAPHY

5.1 Property Access:

The Charay property is accessible from Los Mochis on Federal Highway 15 northeast via the El Fuerte Highway for 27 km to the pueblo of Charay, thence north for19 km along an all-weather gravel road across Rio El Fuerte (Figure 2). Access to various portions of the claims, including old workings and drill pads, is provided by four-wheel-drive trails (Figures 3b, 4). It takes 45 minutes to reach the property from Los Mochis.

5.2 Infrastructure:

Los Mochis, with a population of more than 235,000, is located 35 km to the southwest of the property (46 km by road). El Fuerte, with a population of 30,000, is located 44 km to the northeast (52 km by road). Mazatlán, which is serviced by an international airport, is located 385 km south of Los Mochis.

Los Mochis can easily provide offices, housing, services and basic amenities to support any exploration or mining operation in the area. Some of the many small pueblos along the El Fuerte highway may provide room-and-board for exploration crews (eg; San Blas, Constancia, Mochicahui, etc). There is sufficient skilled and unskilled workers in and around the towns of Los Mochis and El Fuerte to supply the employment needs for the future. The deep-water port of Topolobampo is located 24 km southwest of Los Mochis. Six km northeast of the pueblo of Charay there is an important railway landing on the main FerroMex railway which connects the Union Pacific Railway at Nogales, Arizona, to Guadalajara, Mexico.

The Charay Powerline crosses the claim block less than 750m from the main exposures of the El Padre vein. Water is readily available from the old workings and from near-by canals. The extensive Jazzy concession provides ample space for potential future infrastructure (eg, tailings, mill installations).

5.3 Physiography:

The project is located on a small volcanic ridge within the Coastal Plain west of Mexico's Sierra Madre Occidental mountain range. The property is essentially flat-lying at an elevation of 50 to 80 metres above sea level, with a small, 150m high, dome-shaped hill at its northern boundary. Local peaks reach 270m in elevation, whereas Los Mochis is barely 15m above sea level. The Sierra Madre mountains attain more than 2,100 m in elevation, and are at the source of Rio El Fuerte and Rio Sinaloa, both of which supply year-round water for the extensive irrigation which makes the Coastal Plain so fertile. The property is devoid of outcrop except on the small hill. The flats are covered by a thin veneer of alluvial gravel no more than one or two metres thick.

The region has a semi-arid climate, being in the "rain shadow" of the Sierra Madre mountains. Summers are hot, typically reaching 40°C. Winters are milder at a more manageable 25°C. Light rains occur throughout the year, but are heaviest during mid-summer. Vegetation consists of sparse to dense shrub, mesquite, cactus and other deciduous trees, but the Coastal Plain is heavily cultivated where irrigated. Canals criss-cross the cultivated lands. Water table at the property is within 8m of surface, and canals are located 7.8km and 10.0km by road to the northwest and southeast respectively. Surface work can be carried out year-round, bearing in mind the high temperatures expected in mid-summer.

6.0 HISTORY

The discovery of gold mineralization on the Charay property is undocumented, although reference is made by Buscamante (1991) that some of the earliest mining activities in the San Blas area occurred in the 1880's. Four shafts and numerous pits have been sunk on the El Padre vein system over a distance of at least 550m. The extent of these workings are unknown, but shafts are estimated at less than 25m in depth (Allen, 2008). The earliest workings were by a Catholic priest, hence the name "El Padre". Subsequently, a small mill was apparently established near the westernmost shaft by an independent miner known as Sirgo. No information is available for this work, and nothing remains of this mill. All shafts are filled with water to 8m or less from surface and there are no surviving records of production (if any).

Work carried out by independent engineer A. Barraza in 1987 consisted of rehabilitating the main El Padre shaft, and tunnelling a short 30m decline to the shaft to establish a level at 8m depths (Allen, 2008; L.Palafox, pers com.). Three small stockpiles of heavily oxidized and seemingly mineralized material totalling less than 100 Tonnes still reside adjacent Barrazas' workings. Several other piles of unoxidized material of apparently lower grade are also present. Based on the quantity of waste and stockpiles, it does not appear that much more than the decline was excavated by Barraza.

Two major companies completed minor surface exploration on the property in the late 1990's (Allen, 2008). In 1996, Empresa Cambior took 80 chip samples from a large silicified zone at the eastern end of the El Padre vein system, and in 1999, Empresa Northair collected 21 chip samples from the same area.

In 2005, Vane Minerals Group (Vane) focussed on the El Padre vein, drilling 20 shallow holes on the structure and 7 holes on a zone of intense brecciation northwest of the old workings (FJN, 2005). As with Cambior and Northair, Vane also sampled the silicified zone at the east end of the vein system.

In 2007, Minera Bacoachi S.A. de C.V. (Bacoachi) reviewed Vanes' data, re-sampled the core, and re-interpreted the results (Allen, 2008). No other work has been done on the property since 2007.

7.0 GEOLOGICAL SETTING

7.1 Regional Geology:

The regional geology of Sinaloa is described by Bustamante et als (1991), and more recently summarized in map-form by Castro, López and Espinoza (2008). The geology of the northern limits of Sinaloa is presented by Escamilla et als (2000), whereas Escamilla and McGrew (2006) provide detailed geology for the Charay area. The following text is a summary of their observations.

Northern Sinaloa is situated along the western margin of Mexico's Sierra Madre Occidentale metallogenic province, a 200 to 300 kilometre wide Tertiary-aged volcanic terrain which extends southeast from the U.S./Mexico border for 1300 km. The Sierra Madre Occidental province (SMp) is one of the largest epithermal precious metal provinces in the world and hosts the majority of Mexico's gold and silver deposits. Charay is located on a small volcanic ridge which projects westwards from the SMp into the Coastal Plain, a sedimentary erosional apron derived from, and lying west of, the SMp.

The oldest rocks in northern Sinaloa are amphibolite gneisses of the preCambrian-aged Sonobari complex. Metasediments (phyllite, schist and quartzite), belonging to the upper Paleozoic - lower Mesozoic San José de Gracia formation, overlie this metamorphic complex. These rocks are not exposed in the vicinity of the Charay property, but occur as roof pendants in the great Sonora-Sinaloa Batholith which forms the backbone of the SMp. The closest such pendant occurs 15km north of the project area. It is a band of gneiss more than 40km long and up to 5km wide, imbedded in granodiorite. Throughout most of northern Sinaloa, the San José de Gracia Fm is overlain by Cretaceous-aged clastic and carbonate sediments which are known to host skarn deposits in the SMp. These sediments have not yet been recognized in the Charay area.

The meta-sedimentary assemblage has been intruded by a series of dioritic to granitic plutons of Cretaceous to Tertiary age. Plutonism was widespread and episodic, being most active at the Cretaceous-Tertiary boundary (75 to 55My), producing the Sonora-Sinaloa Batholith which forms the core of the SMp. This intrusive complex now forms the basement for much of the SMp and Coastal Plain of Sinaloa. During the Tertiary period, several late magmatic pulses resulted in extensive extrusive activity which led to the accumulation of a large volcanic edifice upon the Sonora-Sinaloa Batholith. It is this volcanic edifice which forms the bulk of the SMp and which is of most commercial interest for mine developers.

During the lower to middle Tertiary period (Paleocene-Eocene), the first pulse of extrusive volcanic activity produced the Lower Volcanic Series (LVS). The LVS, also known as the San Blas Formation, consists of several hundred metres of andesite/dacite tuff, breccia and agglomerate with minor intercalated rhyolite ignimbrite. The main pulse of volcanism was followed by a short erosional cycle during which up to 350m of volcaniclastic debris was deposited in basins and valleys within the volcanics. Much of this volcano-sedimentary assemblage was intruded by its own feeder dikes and plutons. The LVS ranges in age from 67 to 36 Ma, and is widely distributed throughout the SMp. Significantly, it is an important host for epithermal precious-metal mineralization.

During the middle to upper Tertiary period (Oligocene-Miocene) the second pulse of volcanism produced the Upper Volcanic Series (UVS). It consists of three members. The first member comprises up to 200m of massive rhyolite tuff-ignimbrite and breccias known as the Fuerte Formation (Oligocene). The second member (lower Miocene) consists of ~300m of intercalated rhyolite tuff/ignimbrite and related volcaniclastic sediments, correlated to the Báucarit and Maune Formations respectively. The third member (upper Miocene) may be less than 100m thick. It comprises basalt flows and andesite agglomerate, and their related volcaniclastic sediments. It is capped by Quaternary sediments. The rhyolitic Fuerte and Báucarit formations typically form small resistive hills resting upon the LVS. All three UVS members are invaded by late-stage subvolcanic intrusions of "andesite" porphyry. These hypabyssal porphyries are often accompanied by brecciation, some of which may be related to hydrothermal venting. The UVS is considered to be a bimodal volcanic suite emplaced during extensional tectonism from 34 to 5 Ma ago. Most importantly, it is also the main repository of epithermal precious metal deposits in northern Sinaloa.

There is a strong NW-trending structural component to the SMp. This is represented by a pattern of NW-trending right-lateral slip faults which delineate a series of NW-trending horsts and grabens (basins and ranges) related to upper Tertiary extensional tectonism and the opening of the Gulf of California. This movement also caused the region to break into blocks bound by dilatant NE-trending normal faults.

UVS extrusive centres appear to have favoured these NE-trending dilatant fissures, as did the late-stage porphyritic intrusions and breccias. It is therefore no coincidence that, due to their close association with the UVS, the majority of the mineral deposits in the Charay region are also closely affiliated with NE-trending structures.

7.2 Property Area Geology:

No property-scale geological maps were provided to this author. This writer does not know if the Charay project area has been mapped in detail in the past. The bulk of the property is covered by a thin veneer of overburden, however, based on the authors personal examination of core, and on the federal 1:50,000 scale San Blas map sheet by Escamilla and McGrew (2006), the Charay property is underlain mostly by dark green andesite tuff of probable LVS derivation. Crude layering suggests a moderate northwest dip (-65°). Overburden is deemed to be less than a few metres at best. No geological investigation was done by the author outside the San Luis concession.

Small hills at the northern and eastern extremities of the “Charay" concession are shown by Escamilla and McGrew to be UVS rhyolite tuffs and flows, which are at the western edge of an 8km by 3km, N-trending body of Fuerte rhyolite. This mass of rhyolite lies at the centre of a crudely circular belt of porphyritic andesite intrusions, each of which may represent an individual extrusive centre. The largest porphyritic body (Aquincuari complex) lies 9km east of Charay, and forms an arcuate mass about 8km long by 2km wide. The “ring” of intrusions appears to exceed 12km in diameter, and may define a caldera. Calderas are often the locus of hydrothermal activity and related epithermal mineralization. The Charay property lies mostly within the “caldera”, but straddles its southwestern edge.

Escamilla and McGrew show several large zones of oxidized silicification and propylitization (chlorite/calcite) within the porphyritic bodies. One occurs in a small porphyry complex 5km south of Charay, three others occur in the Aquincuari complex. Each of these alteration zones ranges from 400m to 1km long by 300m to 400m wide. The significance of these alteration zones is that they are all host to epithermal mineralization (see “Deposit Types” below). Two other silicified zones have been recognized in the immediate area of the Charay property; the first lies 7km SE within andesite tuff of the LVS outside the “caldera”, the second lies squarely on the small outlier of Fuerte rhyolite in the northern portion of the “Charay” concession. A brief examination of a small portion of this zone reveals it to be a rusty, pale grey/white, highly siliceous, fragment-supported breccia, emplaced in mixed volcanics. Fragments are angular, bleached, totally silicified and multi-centimetre sized. The matrix comprises drusy vein quartz and finely crushed and silica-replaced protolith. Insufficient mapping has been carried out to verify the protolith (rhyolite vs andesite) and nature (volcanic vs hydrothermal) of this breccia, however, the zone is thought to represent hydrothermal brecciation of the type that frequently accompanies epithermal events. At Charay, the silicified zone (“Charay breccia”) is shown to reach ~500m in length by ~200m in width. Numerous old pits and shafts, as well as rock sampling in the 1990's, shows that historical workers had an undeniable expectancy about this zone (see “Exploration” below).

Another possible hydrothermal breccia lies buried immediately NW of the Sirgo shaft. Vane geologists mapped this as 15m to 35m thick, fault-bound band of highly brecciated, limonitized and quartz-veined “rhyolite” (altered andesite agglomerate?), termed “Red Breccia”. This horizon was encountered only in Vanes’ drilling.

Escamilla and McGrew also show a swarm of NE-trending, NW-dipping, normal faults crossing the Fuerte rhyolite at the centre of the “caldera”. Fissures are also present in the ring of porphyry intrusions, suggesting that the postulated “caldera” is itself centred on the NE-trending fissure swarm. It is important to note that all of the silicified zones and mineral occurrences displayed by Escamilla and McGrew, including the Charay breccia, are located on NE-trending structures.

At least one of the NE-trending faults is known to cross the Charay concession, and it is the feature of most economic interest on the property. The fault is exposed as a simple quartz-vein / silica-breccia structure, known as the El Padre Vein, traversing the San Luis concession at a bearing of 243° and dipping at -83° NW. Fault-related veining, brecciation and alteration does not appear to exceed a few metres in width except at the NE end of the property where the fault disappears into the Charay breccia. The breccia may have formed as a result of near-surface injection and dispersal of hydrothermal solutions into poorly consolidated volcanics, or venting via a breccia pipe. The fault structure acted as the conduit for both the El Padre vein and the Charay breccia. Mineralization associated with this fault system is discussed under “Mineralization” below.

8.0 DEPOSIT TYPES

The Sierra Madre Occidental metallogenic province is one of the largest epithermal precious metal provinces in the world and hosts a majority of Mexico’s gold and silver deposits. In northern Sinaloa, the San Blas Mining District is characterized by volcanic-hosted, hot-spring type, epithermal precious metal deposits. Most occur as veins and breccias; occasionally as replacements. Much of the mineralization is of the high grade Au-Ag bonanza style; deposits are characterized by quartz, sericite, carbonate and chlorite alteration, indicating that they are of the low-sulphidation epithermal sub-type.

Buchanan (1981) and Taylor (2007) present synopses of this type of deposit. Most low-sulphidation deposits occur as veins, breccias and replacements in felsic to intermediate volcanics, and most are spatially associated with caldera-related eruptive centres, fault swarms and ring-fractures. These types of deposits are typically zoned from near-barren siliceous sinters or vents at surface, through Au-Ag bonanzas at medium depths, to base metals at greater depth. Deposits often occur as multiple ore shoots disposed laterally along the same vein system, or as stockwork and replacement zones within porous formations or breccia pipes. Low-sulphidation deposits typically represent the high-end member (in tonnage and grade) of the three classes of epithermal gold deposits. Low-sulphidation deposits include Round Mountain, USA (gold), Comstock, USA (gold+silver), San Dimas, Mexico (silver+gold), and Creede, USA (silver).

Most of the epithermal deposits of the San Blas district are located in faults at the base of the LVS and in the rhyolites of the UVS (Bustamante, 1991). In the Charay area several deposits are also located in the UVS andesitic porphyry intrusions which form the postulated caldera ring. Deposits are believed to have been formed soon after emplacement of the porphyry complexes (12 to 5 Ma?).

The most important mine camp in the San Blas district is the Aquincuari camp, located at the inner edge of the Aquincuari complex, 9km east of the Charay project. Ten mines and prospects are known from this 2km by 2.5km camp (Bustamante, 1991, Escamilla and McGrew, 2006). All are encased within large silicified zones, and all are controlled by NE-trending faults. The deposits are epithermal Au-Cu calcite veins ranging in width from 0.5 to 2.0m, and in length from 100 to 570m. The two most important mines in the camp, Aquincuari and Santo Niño, graded 6.8 and 16.0 gm/T Au over widths of 1.4 and 2.0m respectively. Mining was apparently carried out to depths exceeding 100m. Aquincuari also carried 1% to 3% Cu. There are no production records from these mines.

The Jecacahui camp, located 6km SE of the Charay property, has more similarities to Charay than to Aquincuari. At Jecacahui, three prospects, including one past-producer, are found along a 1km long NNE-trending fault system in rhyolite tuff (Fuerte Fm). The deposits consist of 1.0m wide, sulphide-poor quartz-veins traced for 100 to 230m. They all contain gold, silver and copper with grades reported to reach 4.0 gm/T Au, 12 gm/T Ag and 1% Cu, but there are no production records. Unlike the Aquincuari camp however, these deposits are apparently not encased within a large oxide-silica alteration zone.

9.0 PROPERTY MINERALIZATION

The Charay property is host to two different mineralized structures: first is the El Padre vein, second is the Charay breccia (Figure 5).

9.1 El Padre Vein:

The El Padre vein is a typical example of low-sulphidation bonanza-style epithermal mineralization. Vane's 2005 drill program encountered mineralization in the near-vertical vein over a strike length of 240 metres, true thicknesses of 0.8m to 2.2m, and a depth of more than 50m (Allen, 2008). Vane determined a weighed average grade of 18.75 gm/T gold and 120.15 gm/T silver across an average true width of 1.14m. Work by both Allen (2008) and this author (2010) corroborate these figures ("Exploration" below). Mineralization is open in all directions.

All of the mineralized intercepts are in brecciated, silicified and quartz-veined andesite (FJN, 2005). Veining consists of banded grey-white quartz commonly refractured and annealed by ribbon-textured colloform chalcedonitic quartz. Hematite and limonite abound in fractures, veinlets and earthy segregations. Andesite breccia often forms a significant component of the vein. Fragments have been silicified, sericitized, chloritized and calcified, in line with the low-sulphidation character of the deposits in the district. Allen (2008) recognized three separate hydrothermal events:

a) a first phase of brecciation and alteration of the andesite along the El Padre fault, with silica flooding in the breccia matrix and associated disseminated and clotty pyrite and chalcopyrite mineralization,

b) a second phase of colloform ribbon-textured microcrystalline quartz veining and cementing with some copper mineralization. In some areas, the colloform texture is due to thinly interbanded quartz and blue-green mica (fuschite?). In other parts the banding is quartz and specular hematite. This specularite is typically strongly altered to limonite and earthy hematite,

c) a third phase of cross-cutting crystalline quartz veinlets and pyrite stringers. A late stage set of hairline chrysocolla, malachite, and earthy hematite stringers are rarely observed crosscutting all other veins. These are probably diagenetic features associated with oxidation of the El Padre vein.

Wallrock alteration consists of weak propylization to several metres from the vein. Chlorite, calcite and epidote occur as fine disseminations and as veinlets within 5 metres of the vein/breccia. The andesite becomes progressively de-magnetized and more pyritized as one approaches the El Padre vein.

The mineralization intersected by Vane is oxidized, but a significant sulphide component (pyrite) makes its appearance at ~50m depths. The mineralogy of the gold is unknown at this time, although sub-millimetre sized flecks of native gold have been observed in core (Allen, 2008, and this author). Gold occurs in micro-crystalline quartz and in bands of earthy hematite, and is probably related to specular hematite which was introduced during the second hydrothermal phase (Allen, 2008).

Vane determined that grades were notably higher in the deeper intercepts; near-surface, highly oxidized material averages less than 10 gm/T, whereas the deeper, less oxidized veining grades 25 gm/T or higher (AVEN Associates, 2005, Allen, 2008 and Ramshaw, 2008; summarized in Appendices A & B). Silver values remain the same throughout. This is a typical epithermal vein wherein vertical and lateral metal zonation is to be expected. A parallel vein, with traces of copper oxide, is reported to exist 200 metres southeast of the El Padre vein, but it has not been investigated in detail (Allen, 2008).

9.2 Charay Breccia:

The strongly silicified Charay breccia has not been examined in sufficient detail by this author to determine wether it represents an altered flow-brecciated rhyolite or an altered hydrothermal breccia pipe. In either case, it could be classified as a near-surface epithermal hydrothermal "event" since much of the breccia silica is vein-like and chalcedonitic in nature. This alone makes the Charay breccia of interest for further exploration.

The Charay breccia has seen some surface sampling by Cambior, Northair, Vane and Bacoachi (FJN, 2005, and Allen, 2008), with results reportedly from nil to 5 gm/T and 7.5 gm/T Au. Bacoachis' five chip samples range from 0.094 to 2.36 gm/T gold (average 0.66 gm/T), and average 88.9 gm/T silver with a high of 252 gm/T (Ramshaw, 2008). Documentation pertaining to the character and style of the sampled mineralization, as well as sample size, type and density, has not been presented to this author. Although information is lacking, it is this author's opinion that the Charay breccia remains a prospective, large-tonnage, low-grade epithermal gold/silver exploration target.

The "Red Breccia" located immediately NW of the Sirgo shaft was extensively sampled by Vane, but was found to contain only traces of silver (Allen, 2008).

10.0 EXPLORATION

10.1 1996/97; Cambior/Northair:

The 101 rock samples reportedly collected by Cambior and Northair are reputed to contain up to 5 gm/T gold (Allen, 2008). The author has not been presented with verifiable documentation regarding this work, and can make no comment about sample locations, types, descriptions and assays. There are no indications that either company carried out other types of exploration on the property (eg, soil geochemistry, geophysics, drilling, etc).

10.2 2005; Vane:

In 2005, Vane collected dozens of surface samples from the Charay breccia with results from 0.03 to 7.5 gm/T Au (FJN, 2005). The author has not been presented with verifiable documentation regarding this work, and can make no comment about sample locations, types, descriptions and assays. The company did not carry out soil geochemistry or geophysical studies; its focus was on drilling the El Padre vein (see "Drilling" below).

10.3 2007; Bacoachi:

Bacoachi reviewed Vanes' data, re-sampled the core (photographed and quartered), and re-interpreted the results (Allen, 2008). A total of 155 pulps from Vanes first 15 holes were also re-analysed for verification purposes. Allen found that they were a close match to those of 2005.

Bacoachi also collected thirteen representative rock samples from the dumps and shafts on the property. Five of these were from the Charay breccia (see 9.2 above). Five shaft samples ranged from

1.0m to 3.0m in true width, with a low of 0.03 gm/T Au, 1.0 gm/T Ag across 1.0m to a high of 8.9 gm/T Au, 45.9 gm/T Ag over 1.5m. The three dump samples consisted of 10kg to 16kg of heavily oxidized material collected from each of three small "ore" stockpiles located adjacent the El Padre shaft and Barraza decline. These rated 6.4, 6.1 and 3.3 gm/T Au, and 107, 33 and 102 gm/T Ag respectively (average 5.3 gm/T Au and 80.6 gm/T Ag). Bacoachi's rock, pulp and core geochemistry is tabulated in Ramshaw, 2008 and discussed in Allen, 2008.

10.4 2010; Musgrove:

Musgrove (this author) reviewed Bacoachis' data, collected the remaining core for metallurgical purposes, and fine-tuned Vanes' and Bacoachis' grade calculations by applying the -83° dip of the vein to the calculations (see "Drilling" below).

Musgrove also co-mingled samples of oxidized material from two of the "ore" stockpiles and from the El Padre shaft into one large bulk specimen. This was collected for metallurgical purposes (see "Metallurgical Testing" below).

11.0 DRILLING

No drilling has yet been performed by, or on behalf of, Westridge on the Charay property at this time. This heading relates to Vanes' core drilling in 2005. Vane drilled 27 shallow NQ-sized (4.75cm diameter core) holes totalling 1,576 metres on the property (Figure 5). Seven drill holes targeted the "Red Breccia" located northwest of the old Sirgo shaft (holes MCDDH-009, 010, 010A, 011, 012, 013, 019). One hole targeted the El Padre vein near its entry point into the Charay breccia, but did not reach its mark (MCDDH-005). The remaining 19 drill holes targeted and intersected mineralized quartz veining on eleven fences along a 240 metre strike length of the El Padre vein to a depth of more than 50m. Holes average more than 20m separation laterally, and commonly average more than 30m separation vertically. Thirteen of these holes were drilled southwards from the hangingwall side of the vein, whereas five were drilled northwards from the footwall of the vein. The vein lies under a thin veneer of outwash gravels no more than 2m thick.

Vane's core geochemistry is tabulated and discussed in Allen, 2008. Allen states that Vane determined a weighed average grade of 18.75 gm/T gold and 120.15 gm/T silver across an average true width of 1.14m, based on 98 core samples. Bacoachi, on the other hand, obtained a weighed average of 13.82 gm/T Au across a true width of 1.41m from their 159 core samples. Bacoachi's core assay results are itemized in Ramshaw, 2008. Both Vane and Bacoachi included smaller parallel vein structures in their calculations.

This author culled the parallel structures from the database and applied the true dip of the vein to the computations, obtaining 20.26 gm/T Au and 123.7 gm/T Ag across 1.29m true for Vanes' data (Appendix A), and 18.79 gm/T Au and 96.5 gm/T Ag across 1.34m true for Bacoachis' data (Appendix B). This averages out to roughly 19.5 gm/T Au and 110.1 gm/T Ag across 1.32m true. These numbers are believed to be more representative of the El Padre vein. Bacoachis' Au / Ag numbers are respectively 91% and 77% of Vanes'.

12.0 SAMPLING METHOD AND APPROACH

Bacoachi (Allen, 2008) states that Vane split and sampled only the vein intercepts and not the wallrocks in the 19 holes which intercepted the El Padre vein. This writer has examined the core, and confirms that wallrocks were generally not sampled. Vanes sampling was nonetheless predicated on breaks in geology, structure and obvious visual mineralization (eg, presence of sulphide), as is dictated by normal industry practices. Samples ranged from 0.3m to 2.5m in length, averaging 1.4m. A total of 213 core samples were collected by Vane, 98 of which were from vein intercepts in the 19 holes which pierced the El Padre structure, and the remaining 115 from unmineralized breccia in holes 5, 9, 10, 10A, 11, 12, 13 and 19. All core was split by rocksaw.

Bacoachi subsequently split (quartered) the remaining core, according to Vanes sampling intercepts, but predicated the sampling on geological and mineralized breaks. Bacoachis' samples ranged from 0.1m to 2.6m in length, averaging 1.0m. Several satellite vein structures were also sampled. A total of 159 core samples were shipped for analysis by Bacoachi. All core was cut by rocksaw.

After examination of core in storage, this author sees no flaws in Vane's and Bacoachi's sampling methods. Core recovery was excellent, core was clean, sampling followed industry practices (predicated on geological breaks), and this author saw no factors that could materially impact the accuracy and reliability of the results, or create some form of sampling bias.

With Musgroves' approval, this author subsequently co-mingled all of the remaining quarter core from the El Padre vein (~30kg) for use as a bulk sample in a preliminary metallurgical test (see below). Although all of the core from the vein intercepts has been consumed by the metallurgical test, ample useful records remain in the form of drill logs (Vane and Bacoachi) and photographs (Bacoachi).

13.0 SAMPLE PREPARATION, ANALYSES and SECURITY

The author was not present during the collection and preparation of the rock and core samples gathered during the 1996, 1997, 2005 and 2007 exploration campaigns. The assay laboratories used by Cambior and Northair are unknown to this writer.

Vane sent their core samples to Jacobs Assay Office of Tucson, Arizona. Assay sheets have fire assay gold and silver analyses available. Jacob's assay procedures were not catalogued.

Bacoachi used ALS Laboratory Group (ALS) of Hermosillo, Sonora for their geochemical work. ALS is an ISO 17025 / 9001:2000 accredited laboratory. All samples received by ALS were pulverized and sieved to -200 mesh (-75µm), and were first analysed via their "35-element aqua-regia (AR) - ICP-AES" procedure. Elements determined to exceed the ICP's upper detection limits (eg, 100ppm for silver), were further analysed by AR digestion and atomic absorption (AAS) analysis. For gold, an "AR - AAS" technique was used in addition to the ICP. High-grade assays (>10ppm) were checked by "fire assay (FA) - gravimetric finish". Review of available documents indicates that normal industry practices were utilized in collecting and processing the samples.

Musgrove is using Laboratorio Tecnologico de Metalurgia (LTM) for its metallurgical test work (bottle-roll tests, detailed below). Prior to implementing the metallurgy, LTM carried out basic head grade analyses on five 500gm cuts from each bulk sample. This consisted of standard "FA - AAS" for gold and silver as well as "AR - AAS" tests for copper, lead and zinc. LTM dries the samples, crushes them to 1cm in a jaw crusher and then to –10 mesh in a roll crusher. The sample is split with a Jones riffle, and 350gm of material is taken for analysis; the remainder (the reject) is placed in a numbered plastic bag and stored. The 350 g sample is then pulverized (85-95% -200 mesh), homogenized, and cupelled for assay. LTM also completed "metallics" gold assays in order to ascertain the presence or not of coarse gold. The reasoning is that, if "nugget" gold is present, gold particles may be flattened during pulverization, and may not pass through the sieves to the assay cup. This would effectively "screen" the gold out of the analysis. The "metallics" procedure involves the added steps of assaying the rejects from the screens by standard "FA - AAS" analysis, and combining that assay with the regular assay to give the total value.

LTM's procedures for bottle-roll test work is outlined in Appendix D - Metallurgical Report. Two separate samples were run (see below). Both were crushed to 100% ¾", homogenized and split for bottle roll, granulometric, gravimetric, and fire assays. Six separate 1kg representative samples were pulverized to -10, -60 and -100 mesh for the bottle roll tests on the two samples. Three 10kg samples were separated from the bigger bulk sample (CH-Bulk-1, see below) for three grinding/gravimetric tests at -60, -100 and -140 mesh through an Outotec riffle concentrator table.

It is this author's opinion that sample preparation and analytical procedures undertaken on the Charay project by Bacoachi, Musgrove and LTM conform to industry standards. Furthermore, there appear to be no procedural/protocol deficiencies in the early drilling programs' sample/analytical procedures, nor in LTM's metallurgical test work procedures.

14.0 DATA VERIFICATION

The quality control measures and data verification procedures used by Cambior, Northair, Vane, and their respective assay laboratories are unknown to this author. Core splits were in storage on site, but have now been consumed for metallurgical purposes. Bacoachi introduced 28 duplicates, standards and blanks in their core sample shipment to ALS (Ramshaw, 2008). This author has seen no obvious discrepancy between the blanks, and between the duplicates. For his own verification purposes, this writer has had access to drill-logs, assay sheets and databases, in conjunction with sample-numbered core. Original assay certificates were neither sought nor provided. All of the samples taken by Musgrove in 2010 (bulk and core) were collected by this author and catalogued.

This author has not verified the earlier data by a separate laboratory. Bacoachis' re-analysis of pulps, and re-sampling of core is deemed sufficient for check-assay purposes. Original assay certificates from Jacobs are scanned into Allen's 2008 report, as are Bacoachis' 155 pulp re-assays. Scans of Bacoachis' core assays have been provided to this author under separate cover (Ramshaw, 2008). Original assay certificates are held by Mr.Palafox and by Bacoachi. This writer sees no detrimental issues relating to data verification, historical or current.

The author visited LTM's facilities and reviewed LTM's procedures with its laboratory chief (Ing. Ramon Herrera), and sees no detrimental issues relating to metallurgical procedures or related data verification. All metallurgical samples were collected, numbered, described, zip-tied and shipped by private courier by the author.

15.0 ADJACENT PROPERTIES

Westridge and the author are not using adjacent properties to support the exploration and mining potential of the Charay property.

16.0 METALLURGICAL TESTING

Musgrove has conducted preliminary metallurgical test work on two small bulk samples from the Charay property. The samples were shipped to Laboratorio Tecnologico de Metalurgia in Hermosillo, Sonora for preliminary gravity, leach and flotation metallurgy. Test results are presented in Appendix C (Bulk Sample Head Grades) and Appendix D (Metallurgical Report).

The first bulk sample (CH-Bulk-1) represents material from two mineral stockpiles located near the Barraza decline, and from material derived from the El Padre shaft (Figure 5). This sample consists of 340kg of heavily weathered, oxidized and silicified vein/breccia mineral typical of the near-surface portion of the El Padre vein. The second sample (Core-Composite) comprises 30kg of less weathered and oxidized vein material collected from Vanes' core.

Head assays confirm the high gold-silver grades of the Charay property. Five cuts from CH-Bulk-1 range from 7.90 to 9.50 gm/T Au and 120 to 127 gm/T Ag (Appendix C). Five cuts from the Core-Composite sample range from 18.90 to 21.40 gm/T Au and 110 to 125 gm/T Ag. These results are in line with previous near-surface and core results (Vane / Bacoachi). Metallics assays (SFA30) are very similar to regular fire assays (FA30), indicating that it is unlikely that the El Padre vein contains appreciable amounts of coarse, nugget gold.

LTM determined that gravimetric recoveries in CH-Bulk-1 were poor, with the majority of the gold passing to the tails (see test #T057; highest gold grades in the -200/-325 mesh tails). On the other hand, leach recoveries from both samples were excellent, particularly in the finer -100 mesh grind: up to 94.4% and 92.0% for CH-Bulk-1 and Core-Composite respectively. Silver extraction reached 71.4% and 71.0% respectively. It is concluded from these preliminary tests that the gold is mostly free and very fine grained. Charay mineralization may therefore be amenable to leaching, but would require substantive crushing and grinding (eg, vat leaching). More detailed metallurgical tests are required.

17.0 MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

There are no mineral resources or mineral reserves estimated for the property, in accordance to sections 1.3 and 1.4 of National Instrument 43-101.

18.0 OTHER RELEVANT DATA and INFORMATION

No additional information or explanation is known by the author to be necessary to make this technical report understandable and not misleading.

19.0 INTERPRETATION and CONCLUSIONS

The Charay property is located within the highly prospective Sierra Madre Occidental metallogenic province of Mexico (SMp). This metallogenic province is renown worldwide for its large and high-grade epithermal precious-metal deposits, such as the San Dimas camp. Many of the SMp deposits, including San Dimas, are of the low-sulphidation, epithermal gold-silver type. Most are hosted by a Tertiary volcanic assemblage, and are associated with NE-trending faulting and related hydrothermal alteration within caldera complexes.

Geological and drill hole information indicate that the Charay concessions cover a low-sulphidation, bonanza-style, gold-silver-copper bearing epithermal quartz vein, known as the El Padre vein, located along a NE-trending fault, within a Tertiary volcanic assemblage, and at the centre of what appears to be a caldera complex. El Padre has many of the characteristics that are typical of the epithermal deposits of the SMp.

Results from nineteen drill holes along 240m of veining averages roughly 18.5 gm/T Au and 103.3 gm/T Ag across a width of 1.33m and to a depth of 50m (2010 compilation). This mineralized body could be classified as part of a single bonanza. Epithermal vein systems typically contain multiple bonanzas. Hole density averages one hole per 650m^2 of vein “face”, which for high-grade gold vein systems is far insufficient for resource studies. Drill density requires tightening in order to confirm and quantify the El Padre vein mineralization. The easternmost drill hole on the vein (DDH25) intersected 37.9 gm/T Au across 0.8m true, whereas the westernmost hole (DDH18) cut 32.4 gm/T Au across 1.3m true. Mineralization is open along strike and at depth. There is a real possibility that the mineralization extends beyond the limits of the drilled block.

Epithermal deposits usually occur in clusters. It is therefore not beyond reason that the Charay concession could host other mineralized structures similar to the El Padre vein. As well, a large body of silicified breccia covering the eastern exposures of the vein may represent additional exploration potential, in this case for epithermal low-grade, bulk-tonnage mineralization. Large bodies of low-grade, bulk-tonnage mineralization often represent a significant economic component of epithermal mineral camps.

Work carried out to date on the project (including that by this author) has met its objective of proving the presence of epithermal mineralization on the property. The author concludes that potential exists on the property to add to the current near-surface mineralization, and to discover additional precious-metal mineralization both along the El Padre structure and in satellite structures. The ultimate goal is to determine the presence of economically significant mineralization on the property. This author proposes a mapping and drilling program intended to test for these possibilities. The author concludes that this proposal is appropriate given the current metal prices and the geological and geochemical characteristics of this project.

20.0 RECOMMENDATIONS

In order to better qualify and quantify the vein mineralization at Charay, this author recommends additional surface exploration (Phase I), as well as continuing the drill program that was initiated by Vane in 2005 (Phase II).

The first Phase would consist of two parts: i) work focused largely on the area immediately around the known mineralization in the El Padre vein and Charay breccia, and ii) implementation of a program of property-wide prospecting, trenching, geochemical/geophysical surveying, and geological mapping in a effort to identify new vein systems separate from the main vein already identified.

All of the existing data, particularly the drill data, should first be digitized for sectional and modelling purposes. The project requires precise longitudinal and cross-sectional diagrams to assist in further work, particularly the drill-grid layout.

Detailed exploration along the projected extensions of the El Padre vein is also highly recommended because epithermal deposits typically contain multiple bonanzas along the same structure. It is therefore recommended to carry out detailed ground EM surveying across the projected trend of the El Padre structure, followed by meticulous trenching along the interpreted extensions of the vein, including those places where it crosses the planned drill fences (to provide “0-depth” data for each fence). Trenching would be a relatively cheap way of tracing the western projection of the vein due to the flat terrain and relatively thin overburden in the area (500m of shallow trenching in 20 cuts). Subject to the results of this work, step-out drilling would be considered as follow-up work. Detailed geological mapping of the four concessions and of the surrounding area is required to learn more about the possible existence of other mineralized structures.

1: in-depth data compilation and interpretation
2: geological mapping and relogging all the available core
3: trenching along the vein trace; extending up to 1000m along strike (EM survey/trenching)
4: in-depth modelling of the El Padre structure, including detailed sections
5: define exactly the locations of the drillholes for the detailed drilling stage
6: evaluate the mineral potential of the Charay breccia
7: property-wide search for sub-parallel vein systems (prospecting/EM survey)
8: define additional drill targets along the El Padre vein and any attendant vein systems

Estimated cost for this program, including geologists and helpers, travel and accommodations, backhoe and workers, assays, and other miscellaneous activities, will be C$ 400,000.00. Much of the second tranche of Phase I can be done in conjunction with the drilling program included in Phase II.

Phase II consists of drilling on a fence/grid pattern at 50m centres to a depth of 100m or more below surface. This would entail approximately fourteen (14) core holes on 7 fences to block out a zone 300m long by 100m deep. If mineralization proves to have extent and continuity over these intervals, it will likely be necessary to continue the drilling to determine the lateral and downdip limits of mineralization. The amount of drilling needed to fully qualify and quantify the “bonanza” mineralization cannot be predicted at this time. Phase II calls for 1300m of HQ drilling and collection of up to 50kg of vein material for metallurgical purposes. Preliminary metallurgical work will consist of multiple flotation and leach bench tests on at least two composites of 25kg each from two different parts of the vein. This, in conjunction with Vanes’ drill intercepts, will provide Westridge with an idea of the continuity and quality of the El Padre vein mineralization. Phase II is projected at a cost of $456,000.00 (Table 2).

A Phase III of in-fill and/or step-out drilling is proposed to follow on the heels of Phases I and II, should they prove successful in confirming and expanding the mineralization. A total of 1700m of HQ drilling in 15 to 17 holes is proposed. Phase III is projected to cost $544,000.00 (Table 2). Phase III drill targets will be contingent and prioritized on results from Phase I and II results.

Exploration at Charay is still in its infancy. This three-phase preliminary exploration & drill program is meant to lay the groundwork for a longer-term exploration program directed at i) detailed in-fill drilling of the El Padre vein system for potential resource studies, ii) detailed exploration of the extensions to the El Padre vein (if any) and of new mineralized vein systems (if any), and iii) initiation of resource-potential studies (if warranted).

TABLE 2

CHARAY -- BUDGET PROPOSAL; 2011

Particulars	Phase I	Phase II	Phase III	Total
Data Modelling, Program Preparation	$45,000.00	-	-	$45,000.00
Supervision (150/30/40md @ $500)	$75,000.00	$15,000.00	$20,000.00	$110,000.00
Technicians (300/30/40md @ $100)	$30,000.00	$3,000.00	$4,000.00	$37,000.00
Field Costs (Management & Crew)	$66,000.00	$9,000.00	$12,000.00	$87,000.00
Drill Program: Drilling (@ $100/m)	-	$130,000.00	$170,000.00	$300,000.00
Drill Program: Mobilization, Supplies	-	$166,000.00	$214,000.00	$380,000.00
Drill Program: Fuels	-	$19,500.00	$25,500.00	$45,000.00
Assays: ($30/sample)	$24,000.00	$4,500.00	$6,500.00	$35,000.00
Metallurgy (2 grind/flot/leach tests)	-	$33,000.00	-	$33,000.00
Trenching (@ $150/hr all in)	$15,000.00	-	$3,000.00	$18,000.00
Geophysics (ground EM, $450/d)	$9,000.00	-	-	$9,000.00
Admin, Travel, Sundry	$60,000.00	$12,000.00	$16,000.00	$88,000.00
Results Analysis and Presentation	$34,000.00	$15,000.00	$15,000.00	$64,000.00
Contingencies	$42,000.00	$49,000.00	$58,000.00	$149,000.00
Total Projected Costs	**$400,000.00**	**$456,000.00**	**$544,000.00**	**$1,400,000.00**

Respectfully submitted,

Signed

Phil van Angeren P.Geol — January 31, 2011
(Amended July 24, 2011)

21.0 REFERENCES

Allen G., 2008; "Review of the Charay Low Sulphidation Project, Sinaloa, Mexico", report for Minera Bacoachi S.A. de C.V., dated April 21, 2008.

AVEN Associates LLC, 2005; Drill hole assay sheets for Vane Minerals Group, dated January 2005 to July 2005.

Buchanan L.J., 1981; "Precious Metal Deposits Associated with Volcanic Environments in the Southwest", in Dickinson, W.R., and Payne, W.D., eds., Relations of Tectonics to Ore Deposits in the Southern Cordillera: Arizona Geological Society Digest, v. 14, p. 237-262.

Bustamante M., Enríquez V., Macedo R., and Rodríguez J., 1991; "Monografia Geológico-Minera del Estado de Sinaloa", Geological monograph prepared for the Consejo de Recursos Mineros, 1991.

Castro J., López J., and Espinoza C., 2008; "Carta Geológico-Minera, Sinaloa", 1:500,000 scale map and geological comments prepared for the Servicio Geológico Mexicano, dated November 2008.

Cornejo D., 2009; "Manifestacion de Impacto Ambiental", Environmental Impact Study prepared for Minerales Jazz S.A. de C.V., dated October 2009.

Escamilla T., and McGrew A., 2006; "Carta Geológico-Minera, San Blas G12-B87", 1:50,000 scale map and geological comments prepared for the Servicio Geológico Mexicano, dated September 2006.

Escamilla T., Saladaña G., Polanco A., Quevedo A., and Moreno M., 2000; "Carta Geológico-Minera, Huatabampo, G12-6", 1:250,000 scale map and geological comments prepared for the Servicio Geológico Mexicano, dated September 2000.

FJN, 2005; Drill hole geological logs and surface sample map for Vane Minerals Group, dated January 2005 to June 2005.

Ramshaw C., 2008; ALS Chemex Assay Certificates prepared for Compania Minera Bacoachi S.A. de C.V., dated March 6th to May 28th, 2010.

Taylor B.E., 2007; "Epithermal Gold Deposits", in Goodfellow, W.D., ed., Mineral Deposits of Canada: A Synthesis of Major Deposit-Types, District Metallogeny, the Evolution of Geological Provinces, and Exploration Methods: Geological Association of Canada, Mineral Deposits Division, Special Publication No. 5, p. 113-139.

QUALIFICATIONS

I, ***Phil van Angeren***, residing at 2123 Deerside Dr. S.E., Calgary, Alberta hereby certify that:

i) I am a graduate of McGill University, Montreal, having graduated with a B.Sc. in Geology with Honours, in 1977, and I have been a member in good standing of the Association of Professional Engineers, Geologists and Geophysicists of Alberta since 1985;

ii) I have worked as a geologist for a total of 29 years since my graduation from university and have been involved in the management, exploration, and evaluation of mineral properties for gold, silver, copper, lead, zinc, oil and industrial minerals in the United States, Canada, Mexico, Chile, and Malaysia. I have experience in conducting exploration programs in similar geological environments as encountered at Charay, including, but not restricted to: Skukum, YT; Caramelia, BC; Alamo, Mex; San Ignacio, Az; Cruce, Az;

iii) I have read the definition of "Qualified Person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association and past relevant work experience, I fulfill the requirements to be a "Qualified Person" for the purposes of NI 43-101;

iv) I visited the Charay property from January 16th to 22nd, 2010, and from April 11th to 16th, 2010. I am the author of the report titled "Geological Assessment and Exploration Proposal (2011) for the Charay Property", dated January 31st, 2011, and amended on July 24th, 2011 (the "Technical Report"). I have prepared all sections of the Technical Report, including General Information (sections 4-6), Geology (sections 7-9) and Exploration (sections 10-16). The Technical Report is based on personal review of surface geology, core and project technical data, and I take responsibility for the overall Technical Report;

v) I have had no prior involvement with the property that is the subject of the Technical Report nor with Westridge Resources Corp.;

vi) I have no interest direct or indirect in the securities and properties of Westridge Resources Corp. nor do I expect any. I hold directly 200,00 shares of Musgrove, acquired through a shares-for-debt settlement with the company;

vii) I have reviewed NI 43-101 and Form 43-101F1, and this report has been prepared in compliance with both;

viii) I am independent of the issuer using the definition in Section 1.4 of NI 43-101;

ix) I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading, and

x) I consent to the filing of the Technical Report, or any part thereof, with any stock exchange or any other regulatory authority and to any publication of the report by them, including electronic publication on their websites accessible by the public.

Signed and dated at Calgary, Alberta, on the 24th day of July, 2011.

signed

Phil van Angeren P.Geol.

July 24th, 2011