MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") is dated November 28, 2014 and should be read in conjunction with the audited annual consolidated financial statements of Westridge Resources Inc. ("Westridge" or the "Company" or the "Corporation") for the fiscal year ended July 31, 2014.

BUSINESS DESCRIPTION AND READER GUIDANCE

Westridge Resources Inc. (the "Company") is an exploration stage company incorporated under the laws of the Province of British Columbia on April 30, 2007. The Company is focused on the acquisition, evaluation and exploration of mineral resource properties. In 2012, the Company focused its exploration activities on the Mount Sicker property in the southeastern area of Vancouver Island, B.C. The Company also acquired an option to acquire certain concessions in the United Mexican States known as the Charay Project. However, in 2013, the Company allowed the leases on the properties to lapse. As a result, the Company is currently pursuing investment opportunities.

The Company's financial statements were prepared in accordance with IFRS that are applicable to a going concern, which contemplate the realization of assets and the settlement of liabilities and commitments in the normal course of business. At July 31, 2014, the Company had accumulated deficit of $5,894,049 since inception (July 31, 2013 – $5,335,159), and a net working capital deficiency of $750,803 (July 31, 2013 – $1,127,703).

The Company's continuation as a going concern is dependent upon the successful results from its exploration and evaluation activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and/or private placement of common shares. Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company's capital resources should be adequate to continue operating and maintaining its business strategy during the year ending July 31, 2015. However, if the Company is unable to raise additional capital, management expects that the Company may need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures. The consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

FORWARD-LOOKING INFORMATION

Certain information in this MD&A is forward-looking and is subject to important risks and uncertainties. The results or events predicted in this information may differ materially from actual results or events. Factors which could cause actual results or events to differ materially from current expectations include the ability of the Company to implement its strategic initiatives, the availability and price of energy commodities, government and regulatory decisions, plant availability, competitive factors in the oil and gas industry and prevailing economic conditions in the regions the Company operates. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "project", "predict", "potential", "could", "might", "should" and other similar expressions. The Corporation believes the expectations reflected in forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct. These forward-looking statements speak only to the date of this MD&A. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required pursuant to applicable securities laws.

OVERALL PERFORMANCE

Selected Annual Information

The following table sets forth selected annual information of the Company for the last three fiscal years. This financial information has been prepared using IFRS.

	2014	2013	2012
Revenue	$ -	$ -	$ -
Net income (loss) from continuing operations	(565,983)	(2,234,768)	(1,300,629)
Net loss	(558,890)	(2,846,120)	(1,326,212)
Net loss per share from continuing operations – basic and diluted	(0.06)	(0.25)	(0.18)
Net loss per share – basic and diluted	(0.06)	(0.32)	(0.18)
Cash provided by (used) in operations	(17,336)	(314,126)	(351,452)
Total assets	$ 31,958	$ 25,118	$2,439,271
Capital expenditures	$ -	$ 76,401	$1,514,949

During fiscal 2014, Westridge is re-positioning for future growth. The Company is in the exploration stage and therefore does not have revenue. In fiscal 2014, Westridge's had no capital expenditures (2013 - $76,401) as the Company had no exploration properties during the year in which to invest. Net loss was $558,890 for the year ended July 31, 2014 compared to $2,846,120 and $1,326,212 for the same periods in 2013 and 2012. Net loss for the year decreased from $2,846,120 in 2013 to $558,890 as a result of the Company having no real operations during the year. The Company took major steps during the year to reduce expenditures. The smaller loss for the year was a direct result of the Company decreasing expenditures on accounting and audit expenditures, advertising and promotion, management fees and office costs. Cash used in operating activities was significantly lower at $17,336 for the year ending July 31, 2014 compared to $314,126 for 2013 and $351,452 for 2012. This is the result of the Company not expending any money on exploration properties as a result of its discontinued operations.

On July 3, 2014, the Company issued 12,769,112 common shares of the Company at a price of $0.05 per share for settlement of CAD$638,456 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.

During the year ended July 31, 2014, the Company entered into agreements to extend the maturity date of its outstanding $258,000 principal amount convertible debenture (the "**Convertible Debenture**"), which was issued on February 22, 2012. In the prior year, the Corporation and the lender under the Convertible Debenture agreed to extend the term of the Convertible Debenture from the initial maturity date of February 1, 2013 (the "**Initial Maturity Date**") to February 1, 2014 (the "**Amended Maturity Date"**) for an extension fee of $7,740. On February 1, 2014, the Amended Maturity Date was extended to December 31, 2014. On April 24, 2014, the maturity date of December 31, 2014 was extended to April 24, 2015. The Company incurred an extension fee of $20,000. On April 30, 2014, the initial conversion price of $1.30 per common share was amended to $0.05 per common share. The interest rate on the debenture remains at 8% per annum.

On March 3, 2014, the Company consolidated its common shares on the basis of one (1) post-consolidated common share for two (2) pre-consolidated Shares held (the "**Consolidation**"). The new CUSIP number is 96144Y209 and the new ISIN number is CA 96144Y2096. The Consolidation was approved by the directors of the Company. After the consolidation the Company had 8,869,908 common shares issued and outstanding.

On January 18, 2013, Peter Schulhof, Anthony Jackson, Dr. Robert W Barker and Dr. Gregory L Myers tendered their resignations as directors and officers of Westridge Resources Inc. effective immediately.

On January 21, 2013 at the company's annual general meeting a new Board of Directors was elected which consists of, Andrew Cheshire President, CEO and Director, Mike Veldhuis, Director and Chairman of the Board, Bradley Nichol, Director and Dennis Mee, Director. The mandate the new management team received from the shareholders at the annual general meeting was to restructure the debt that was left from the previous management team.

On January 28, 2013, the Company cancelled the Jazzy claims option agreement for its mining project in Sinaloa, Mexico that it originally announced on October 3, 2012.

On August 15, 2012, the Company issued 794,800 units ("units") at a price of $0.50 per unit for total proceeds of $397,400. Each unit consists of one common share and one half common share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional common share at a price of $0.70 per share for a period of 24 months from the date of closing. The Company issued 47,500 agent compensation warrants with each share purchase warrant entitling the holder to purchase a common share at a price of $0.70 per share for a period of 24 months from the date of closing. In addition, the Company paid broker fees of $23,750.

RESULTS OF OPERATIONS

Accounting and Audit

	2014	2013
Accounting and audit from continuing operations	$ 32,413	$ 43,734

Accounting and audit costs were $32,413 for the year ending July 31, 2014 compared to $43,734 for the same period ending 2013. The decrease is the result of fewer individuals required for the preparation of the monthly records.

Advertising and Promotion

	2014	2013
Advertising and promotion from continuing operations	$ -	$ 18,307

Advertising and promotion expense decreased to $Nil for the year ended July 31, 2014 compared to $18,307 for the same period in 2013. The decrease in the advertising and promotion costs is the result in the reduction of travel for the purpose of investor relations for the purposes of financing and acquisition activities.

Bad Debts

	2014	2013
Bad debts from continuing operations	$ -	$ 27,618

Bad debt expense decreased to $nil for the period ended July 31, 2014 compared to $27,618 for the same period in 2013. The decrease in the expense is related to the determination of the uncollectible amounts for the foreign value added income taxes.

Investor Relations

	2014	2013
Investor relations from continuing operations	$ -	$ 94,108

Investor relations expense decreased to $Nil for the year ended July 31, 2014 compared to $94,108 for the same period in 2013. The decrease in the investor relations is due to the cancellation of the investor relation contracts in order to reduce costs incurred by the Company.

Management and Consulting Fees

	2014	2013
Management and Consulting fees from continuing operations	$123,125	$ 205,850

Management and consulting fees decreased by $82,725 to $123,125 for the year ended July 31, 2014 compared to $205,850 for the same period in 2013. The decrease in management fees is due to the resignation of the management team in the second quarter of 2013.

Professional Fees

	2014	2013
Professional Fees from continuing operations	$ 16,891	$ 68,427

Professional fees decreased by $51,536 to $16,891 for the year ended July 31, 2014 compared to $68,427 for the same period in 2013. The decrease in the professional fees is due to the reduction in legal work done throughout the year as the Company is no longer operating in Mexico.

Write off Exploration and Evaluation Assets

	2014	2013
Write off Exploration and Evaluation Assets from continued and discontinued operations	$ -	$ 2,326,764

In 2013, the Company determined there was impairment in the Charay Exploration Project and Jazzy Mineral Concession and as a result the project was written down by $2,326,764 for the year ended 2013 as a result of the cancellation of the projects. There was not a write down in 2014 as a result of the 2013 write down.

Discontinued Operations

	2014	2013
Income (loss) from discontinued operations	$ 7,093	$ (611,352)

The Company no longer holds any mining claims, mining concessions or joint ventures, nor does it's Mexican wholly owned subsidiary Minera Westridge, S.A. de C.V.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Westridge utilizes existing cash and the issuance of equity instruments to provide liquidity to the Company and finance development projects. The Company plans for major capital programs and preserves cash and plans equity issuances to finance these programs.

The following table shows how the activities of the Company were financed:

		2014		2013
Cash on hand, August 1	$	6,993	$	248,869
Cash flow from operations:				
Funds used in operations, excluding changes in working capital		(260,503)		(528,492)
Changes in working capital		243,167		214,366
Cash flow from financing		14,000		148,651
Available for investments		3,657		83,394
Cash flow used in investing		-		(76,401)
Cash on hand, July 31	$	3,657	$	6,993

The 2014 decrease in funds used in operations of $260,503 is a result of the discontinued operations of the Company resulting from the Company and its subsidiary no longer holding interest in any mining concessions. Fluctuations in working capital represented a cash inflow of $243,167 at July 31, 2014 compared to a cash inflow of $214,366 at July 31, 2013, resulting in a decrease in accounts payable.

During 2014, the Company spent $Nil on investing activities compared to $76,401 during 2013. The $Nil expenditures on investing activities is a result of the Company's discontinued mining operations. The following table shows the capital of the Company:

		July 31, 2014		July 31, 2013
Cash	$	(3,657)	$	(6,993)
Convertible debenture		-		258,000
Shareholder loan		86,263		76,798
Shareholders' equity		(750,803)		(1,127,703)
Net capital	$	668,197	$	799,898

Working Capital

Working capital decreased from a net working capital deficiency of $1,127,703 at July 31, 2013 to $750,803 at July 31, 2014. An increase of $6,840 in current assets was offset by a decrease of $370,060 in current liabilities and retirement of the convertible debenture.

Cash and cash equivalents decreased $3,336 from $6,993 at July 31, 2013 to $3,657 at July 31, 2014 resulting from the operating and investing activities of the Company. Accounts receivable increased $10,176 to $28,301 at July 31, 2014 from $18,125 at July 31, 2013, primarily due to the collection and write off of the government and foreign taxes.

The decrease in current liabilities is due to the reduction in accounts payable and accrued liabilities, and the settlement of the convertible debenture.

Contractual Obligations

In the normal course of operations, the Company assumes various contractual obligations and commitments. The Company considers these obligations and commitments in its assessment of liquidity.

July 31, 2014	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	2015 – 2016
Accounts payable and accrued liabilities	$ 696,498	$ 696,498	$ 696,498	$ -	$ -
Shareholder loan	86,263	86,263	86,263	-	-
				-	-
Total	$ 782,761	$ 782,761	$ 782,761	$ -	$ -

SELECTED QUARTERLY FINANCIAL INFORMATION

Financial Quarter Ended (Unaudited)

The following information is derived from the Company's quarterly financial statements for the past eight quarters and has been prepared using IFRS:

	2014			2013
	July	Apr 30	Jan 31	Oct 31
Revenue	$ -	$ -	$ -	$ -
Net loss from continuing operations	$ (393,916)	$ (78,984)	$ (46,041)	$ (47,042)
Net loss	$ (386,823)	$ (78,984)	$ (46,041)	$ (47,042)
Basic and diluted loss per share from continuing operations	$ (0.04)	$ (0.00)	$ (0.00)	$ (0.00)
Basic and diluted loss per share	$ (0.04)	$ (0.00)	$ (0.00)	$ (0.00)
Total assets	$ 31,958	$ 28,747	$ 25,181	$ 26,786

	2013			2012
	July 31	Apr 30	Jan 31	Oct 31
Revenue	$ -	$ -	$ -	$ -
Net loss from continuing operations	$ 381,617	$ (72,548)	$ (1,116,259)	$ (1,427,578)
Net loss	$ (229,735)	$ (72,548)	$ (1,116,259)	$ (1,427,578)
Basic and diluted loss per share from continuing operations	$ 0.04	$ (0.01)	$ (0.13)	$ (0.17)
Basic and diluted loss per share	$ (0.03)	$ (0.01)	$ (0.13)	$ (0.17)
Total assets	$ 25,118	$ 97,665	$ 106,673	$ 1,076,734

In the fourth quarter of fiscal 2014, net loss for the period increased as a result of expenses associated with restructuring the Company and the discontinued operations and losses associated with restructuring the Company coupled with its conversion of debt to equity. In the third quarter of fiscal 2014, net loss for the period increased as a result of ongoing operations of the Company. In the second quarter of fiscal 2014, net loss for the period has decreased as a result of the reduction in management fees, professional fees, and elimination of advertising and promotion costs. Net loss has decreased once again from the first quarter of fiscal 2013 as cost cutting measure took fold with the replacement of new management into the Company. Cost reductions were realized in most expense categories. Overall net loss increased in the fourth quarter of 2013, resulting from bad debt expense and the write off of the exploration and evaluation properties as a result of the adjustment to the exploration agreement on the Charay properties. In the third quarter of 2013, net loss continued to decrease from the prior four quarters as a result of the decrease in management fees, advertising and promotion costs, and investor relations.

OFF-BALANCE SHEET ARRANGEMENTS

Disclosure is required of all off-balance sheet arrangements that are reasonably likely to have a current or future effect on the results of operations or financial condition of the Company. Westridge does not have such off-balance sheet arrangements.

BUSINESS RISKS

In the normal course of business the Company is exposed to a variety of risks and uncertainties. In addition to the risks associated with liquidity and capital resources, critical accounting estimates, financial instruments, credit risk and market risk described in this MD&A, the Company is exposed to various operational, technical, financial and regulatory risks and uncertainties, many of which are beyond its control and may significantly affect future results. Operations may be unsuccessful or delayed as a result of competition for services, supplies and equipment, mechanical and technical difficulties, the ability to attract and retain employees and contractors on a cost-effective basis, commodity and marketing risk and seasonality.

The Company is exposed to considerable risks and uncertainties including, but not limited to;

- finding mineral reserves on an economical basis;
- uncertainties related to estimating the Company's reserves;
- financial risks including access to debt or equity markets which the Company is dependent upon in order to meet obligations and liabilities as they fall due;
- technical problems which could lead to unsuccessful drilling programs and environmental damage;
- obtaining timely regulatory approvals;
- third party related operational risks including the ability to obtain access to certain properties, access to third party processing facilities, railway and other transportation infrastructure;
- fluctuations in commodity prices;
- adverse factors including climate, geographical and weather conditions and labour disputes;
- timing of future debt and other obligations;
- regulatory legislation and policies, including the fulfilment of contractual minimum work programs, the compliance with which may require significant expenditures and non-compliance with which may result in fines, penalties, production restrictions, suspensions or revocations of contracts;
- changes to taxation policies, laws and interpretations thereof; and,
- obtaining comprehensive and appropriate insurance coverage at reasonable rates;

CHANGES IN ACCOUNTING POLICIES

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates by a material amount. Matters that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Mineral reserves

Proven and probable mineral reserves are the economically mineable parts of the Company's measured and indicated mineral resources demonstrated by at least a preliminary feasibility study. The Company estimates its proven and probable mineral reserves and measured and indicated and inferred mineral resources based on information compiled by appropriately qualified persons. The estimation of future cash flows related to proven and probable mineral reserves is based upon factors such as assumptions related to foreign exchange rates, commodity prices, future capital requirements, metal recovery factors and production costs along with geological assumptions and judgments made in estimating the size and grade of ore bodies. Changes in proven and probable mineral reserves or measured and indicated and inferred mineral resource estimates may impact the carrying value of mineral properties, plant and equipment, asset retirement obligations, recognition of deferred tax amounts and amortization.

Share-based payments

Share-based payments are determined using the Black-Scholes Option Pricing Model based on estimated fair values of all share-based awards at the date of grant. The Black-Scholes Option Pricing Model utilizes assumptions such as expected price volatility, the expected life of the option and the number of options that may be forfeited. Changes in these input assumptions may affect the fair value estimate.

Asset retirement obligation

The Company assesses its provision for reclamation and remediation on an annual basis or when new information or circumstances merit a re-assessment. Significant estimates and assumptions are made in determining the provision for reclamation and remediation, including estimates of the extent and costs of the activities, technological changes, regulatory changes, foreign exchange rates, inflation rates and discount rates. The provision for asset retirement obligations represents management's best estimate of the present value of the future reclamation and remediation obligation. Actual expenditures may differ from the recorded amount. Changes to the provision for reclamation and remediation are recorded with a corresponding change to the carrying value of the related asset. If the increase in the asset results in the asset exceeding the recoverable value, that portion of the increase in charged to expense.

Convertible debenture

The convertible debenture is initially recorded at fair value and subsequently measured at amortized cost. The convertible debenture is allocated between the debt and equity components using the residual method at the date of issuance and is recorded net of transaction costs. The debt component is accreted to the face value using the effective interest method, with the resulting charge recorded as accretion on convertible debenture, which is included in interest on convertible loan in the consolidated statement of operations.

In instances where the Company issues equity instruments to settle all or a part of the outstanding debt, the equity instruments are treated as consideration paid and are measured initially at fair value of the equity instruments issued, or when not reliably measurable, at the fair value of the financial liability extinguished. Any difference between the carrying amount of the financial liability extinguished and the consideration paid is recognized in profit or loss. If the financial liability is not fully extinguished, and terms related to the remaining portion have been modified, the Company allocates the consideration paid between the extinguished portion and the modified portion.

Deferred taxes

The Company recognizes the deferred tax benefit of deferred tax assets to the extent their recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred tax assets.

Impairment of long-lived assets

Annually, or more frequently as circumstances require (such as a substantive decrease in metal prices, an increase in operating costs, a decrease in mineable resources or a change in foreign taxes or exchange rates), reviews are undertaken to evaluate the carrying value of the mining properties, mineral properties and plant and equipment considering, among other factors: the carrying value of each type of asset; the economic feasibility of continued operations; the use, value or condition of assets when not in operation; and changes in circumstances that affect decisions to reinstall or dispose of assets.

Impairment is considered to exist if the recoverable amount is less than the carrying amount of the assets.

Future cash flows used to assess recoverability are estimated based on expected future production, recoverability of resources, commodity prices, foreign exchange rates, operating costs, reclamation costs and capital costs. Management's estimate of future cash flows is subject to risks and uncertainties, including the discount rate assumption. It is possible that changes in estimates may occur, that affect management's estimate of the recoverability of the investments in long-lived assets. To the extent that the carrying amount of assets exceeds the recoverable amount, the excess is charged to expense.

Fair value is determined with reference to estimates of future discounted cash flow or to recent transactions involving dispositions of similar properties. Management believes that the estimates applied in the impairment assessment are reasonable; however, such estimates are subject to significant uncertainties and judgments. Although management has made its best estimate of these factors based on current and expected conditions, it is possible that the underlying assumptions could change significantly and impairment charges may be required in future periods. Such charges could be material.

CHANGE IN ACCOUNTING POLICY

The Company adopted the following new standards and amendments effective August 1, 2013:

IFRS 10 *'Consolidated Financial Statements'* is a new standard effective for annual periods beginning on or after January 1, 2013 that replaces consolidation requirements in IAS 27 (as amended in 2008) and SIC-12.

IFRS 11 *'Joint Arrangements'* is a new standard effective for annual periods beginning on or after January 1, 2013 that replaces IAS 31 and SIC-13.

IAS 19 (Amendment) *'Employee Benefits'* is effective for annual periods beginning on or after January 1, 2013 and revises recognition and measurement of post-employment benefits.

IFRS 13 *'Fair Value Measurement'* is a new standard effective for annual periods beginning on or after January 1, 2013 that replaces fair value measurement guidance in other IFRSs.

IFRS 12 *'Disclosures of Interest in Other Entities'* is a new standard effective for annual periods beginning on or after January 1, 2013 and applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity.

IAS 28 *'Investments in Associated Joint Ventures'* is effective for annual periods beginning January 1, 2013 and outlines the accounting for investments in associates.

The adoption of the above standards did not result in a significant impact on the Company's consolidated financial statements.

NEW AND PENDING ACCOUNTING STANDARDS

At the date of authorization of these consolidated financial statements, the IASB and IFRIC has issued the following new and revised standards, amendments and interpretations which are not yet effective during the year ended July 31, 2014.

The IASB has undertaken a three-phase project to replace IAS 39 'Financial Instruments: Recognition and Measurement' with IFRS 9 'Financial Instruments'. In November 2009, the IASB issued the first phase of IFRS 9, which details the classification and measurement requirements for financial assets. Requirements for financial liabilities were added to the standard in October 2010. The new standard addresses classification and measurement of financial assets and liabilities, and introduces a new hedge accounting model. The amendments are effective for annual periods beginning on or after January 1, 2018. The Company has not yet assessed the impact of adoption of IFRS 9 and does not intend to early adopt IFRS 9 in its financial statements.

IFRS 2 'Share-based Payments' is an amendment that clarifies the definition of vesting conditions and separately defines a performance condition and a service condition. The amendments are effective for a share-based payment transaction for which the grant date is on or after July 1, 2014.

IFRS 3 'Business Combinations' is an amendment to clarify the definition of contingent consideration. The amendments are effective for business combinations for which the acquisition date is on or after July 1, 2014.

IFRS 8 'Operating Segments' is an amendment to clarify aggregation criteria. The amendments are effective for annual periods beginning on or after July 1, 2014.

IAS 16 'Property, Plant and Equipment' is an amendment to clarify acceptable methods of depreciation and amortization. The amendment is effective for annual periods beginning on or after January 1, 2016.

IAS 24 'Related Party Disclosures' amendments clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, and is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014.

IAS 32 (Amendment) 'Financial Instruments: Presentation' establishes principles for presenting financial instruments as liabilities or equity and for offsetting financial assets and financial liabilities. The amendments are effective for annual periods beginning on or after January 1, 2014.

IAS 36 'Impairment of Assets' was amended to require disclosure of the recoverable amount of impaired assets and requires additional disclosures about the measurement of the recoverable amount when the recoverable amount is based on fair value less costs of disposal, including the discount rate, when a present value technique is used to measure the recoverable amount. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.

IFRIC 21 'Levies' provides guidance on the accounting for levies within the scope of IAS 37 provisions, contingent liabilities and contingent assets. The main feature of IFRIC 21 is that the obligating event that gives rise to a liability to pay a levy is the activity that triggers the payment of the levy, as identified by the legislation, and the liability to pay a levy is recognized progressively if the obligation event occurs over a period of time. The standard is effective for annual periods beginning on or after January 1, 2014.

The Company has not early adopted these standards, amendments and interpretations and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

FINANCIAL INSTRUMENTS

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework, which involves the developing and monitoring compliance with risk management policies and procedures.

Westridge's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Aroway's activities.

Westridge may utilize derivative financial instruments to manage market risk arising from volatile commodity prices. Derivative financial instruments are not used for speculative purposes.

Westridge is exposed to the following risks:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Mexico. As most of the Company's cash is held by two banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to this risk is on its other receivables. This risk is minimal as receivables consist primarily of refundable sales tax, value-added taxes and tax credit receivable.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

As at July 31, 2014, the Company's liabilities consisted of accounts payable and accrued liabilities of $696,498, and a shareholder loan of $86,263. The Company's cash and cash equivalents of $3,657 at July 31, 2014, are not sufficient to pay these liabilities. Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

As at July 31, 2014, the entire Company's non-derivative financial liabilities are due within one year.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market price risk is comprised of three types of market price changes: foreign currency exchange rates, interest rates and commodity prices.

(i) Foreign currency exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's Mexican subsidiary is exposed to currency risk as it incurs expenditures that are denominated in Mexican Pesos and US dollars while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in Mexican Pesos and US dollars:

	2014	2013
Cash and cash equivalents	$1,717	$1,926
Accounts payable and accrued liabilities	$261,018	$268,320

As at July 31, 2014, with other variables unchanged, a +/- 10% change in the foreign currency to Canadian dollar exchange rate would impact the Company's net loss by $25,930 (2013 - $26,639).

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of three months or less and are therefore exposed to interest rate fluctuations on renewal. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subjected to interest rate risk. As at July 31, 2014, with other variables unchanged, a +/-1% change in interest rates would impact the fair value of convertible debenture by $nil (2013 - $1,077).

(iii) Commodity price risk

The Company does not hold any financial instruments that have direct exposure to other price risks at July 31, 2014 and 2013.

(d) Fair value of financial instruments

Financial instruments included in the statements of financial position are measured at fair value upon initial recognition and are adjusted to their fair value at July 31, 2014. The carrying amount of financial instruments classified as current approximates fair value due to their short-term to maturity. Long-term debt was initially measured at fair value and subsequently recorded at amortized cost using the effective interest rate method.

		2014		2013
Financial assets				
FVTPL, at fair value				
Cash and cash equivalents	$	3,657	$	6,993
Total financial assets	$	3,657	$	6,993

		2014		2013
Financial liabilities				
Other liabilities, at amortized cost				
Accounts payable	$	674,498	$	793,023
Shareholder loan		86,263		76,798
Convertible debenture		-		258,000
Total financial liabilities	$	760,761	$	1,127,821

CONTROLS AND PROCEDURES

Disclosure controls and procedures ('DC&P') are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ('ICFR') are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

TSX Venture listed companies are not required to provide representations in filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI- 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding absence of misrepresentations and fair disclosures of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

TRANSACTIONS WITH RELATED PARTIES

The following amounts due to related parties are included in accounts payable and accrued liabilities:

		2014		**2013**
Companies controlled by executives of the Company	$	117,783	$	136,960

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

During the year ended July 31, 2014, the Company settled certain amounts payable to related parties in the amount of $127,530 by issuing 2,550,600 common shares.

The Company incurred the following transactions with companies that are controlled by directors and officers of the Company:

		2014		**2013**
Short-term employee benefits – accounting, management, and consulting fees	$	76,625	$	205,850

The following amount due to a related party is included in current liabilities:

		2014		**2013**
Shareholder loan	$	86,263	$	76,798

The amount is unsecured, bears interest at 15% per annum and is repayable on July 31, 2014. During the year ended July 31, 2014, the Company accrued interest expense of $9,465 (2013 - $10,050). As at July 31, 2014, the Company is in default related to certain terms of the loan.

OUTSTANDING SHARE DATA

Common shares

The following table sets forth the Company's outstanding share data:

Total common shares July 31, 2014	21,639,020
Total outstanding warrants	444,900
Total outstanding stock options	-
Total diluted common shares at July 31, 2014	22,083,920
Total diluted common shares at November 27, 2014	23,639,020

COMMITMENTS AND CONTINGENCIES

Included in accounts payable and accrued liabilities as at July 31, 2014 is $80,000 (2013 - $65,000) related to a commitment to make payments to Tektite pursuant to the terms of the Amended Agreement. As at July 31, 2014, the Company is in default related to certain terms of the Amended Agreement.

As at July 31, 2014, the Company is in default related to certain terms of the shareholder loan. The Company is in the process of renegotiating the terms with the creditor.

During the year ended July 31, 2013, the Company had commenced a claim against a third party regarding an acquisition of certain mineral rights. The pleadings have closed and the parties are in the process of conducting document discovery. The Company had claimed return of a deposit paid during the year ended July 31, 2013 as well as general punitive damages for, among other causes, fraudulent misrepresentation and breach of contract. During the year ended July 31, 2014, the Company received $12,000 for settlement.

During the year ended July 31, 2014, the Company wrote off accounts payable in the amount of $nil (2013 - $31,558) related to amounts that had remained unpaid for over a year without any claims being made by these creditors against the Company. Management does not consider that these amounts are payable although there is no assurance that a formal claim will not be made against the Company for some or all of these balances in the future. This write down has been recorded as a recovery of expenses and a decrease in accounts payable.

The Company is in the process of completing certain of its income tax filings and has accrued $6,549 (2013 - $5,771) as at July 31, 2014 related to the subsidiary for potential tax, interest and penalties associated with these filings. However, there is no assurance that additional tax, interest and penalties will not be assessed.