

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Westridge Resources Inc. (the “Company”)
1518-800 West Pender Street
Vancouver, B.C.
V6C 2V6

Item 2. Date of Material Change

June 5, 2017.

Item 3. News Release

News Releases issued through the services of Stockwatch and Market News and filed on SEDAR on May 8, 2017 and June 5, 2017.

Item 4. Summary of Material Change

The Company announced the closing of non-brokered private placement of 400,000 units for gross proceeds of \$100,000.

The Company received exchange regulatory acceptance of the option agreement between the Company and Intact Gold Corp. relating to the Company’s proposed acquisition of 100% interest in the Black Jack Property in consideration of \$155,000 and 150,000 common shares to Intact Gold Corp.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Private Placement of Units

The Company announced that it has completed its previously announced non-brokered private placement of 400,000 units at a price of \$0.25 per unit for gross proceeds of \$100,000. Each Unit will consist of one common share of the Company and one full share purchase warrant, each full warrant entitling the holder thereof to purchase, for a period of 12 months from the date of issuance, one additional common share of the Company at a price of \$0.35 per share. Proceeds of the offering will be used for general working capital.

All the securities issued under the Transaction and the Private Placement are subject to resale restrictions under applicable securities legislation.

Black Jack Gold Project

On June 6, 2017, the Company received exchange regulatory acceptance of the Company’s proposed acquisition of 100% interest in the Black Jack Property located in the townships of Kirkup and Manross in the Kenora mining division of Ontario in consideration of \$155,000 and 150,000 common shares payable/issuable by the Company to Intact Gold Corp. pursuant to the terms of an option agreement between the Company and Intact Gold Corp.

Further details of this transaction and the terms thereof are set out in the Company’s news release issued and filed on www.Sedar.com on May 8, 2017, a copy of which is attached hereto as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

Michael Young
President & CEO
Tel: (604) 565-5100.

Item 9. Date of Report

June 9, 2017

WESTRIDGE RESOURCES INC.
Suite 1518 - 800 West Pender Street
Vancouver, British Columbia, V6C 2V6

NEWS RELEASE

May 5, 2017

NEX: WST.H

**WESTRIDGE SIGNS OPTION AGREEMENT TO
ACQUIRE 100% OF BLACK JACK GOLD PROJECT**

VANCOUVER, B.C. – Westridge Resources Inc. (the “**Company**”) is pleased to announce that it has entered into an Option Agreement with Intact Gold Corp., a British Columbia Company, to acquire a 100% right, title and interest in and to those certain mineral claims comprising the Black Jack Gold Property (the “**Agreement**”), located in the townships of Kirkup and Manross in the Kenora mining division of Ontario, approximately 20 km south east of the city of Kenora, (the “**Property**”).

The Option

1. Under the terms of the Agreement, Intact irrevocably grants to Westridge the sole and exclusive right and option (the “**Option**”) to acquire a 100% right, title and interest in the Property, free of all Encumbrances, on the following terms:

- (a) Westridge will pay Intact up to \$155,000 in cash on the following schedule:
 - (i) \$50,000 upon the Effective Date of this Agreement;
 - (ii) \$5,000 after 12 months; and
 - (iii) \$50,000 every 12 months thereafter for 2 years.
- (b) Westridge will issue to Intact up to 150,000 common shares in the capital of Westridge (“**Common Shares**”) on the following schedule:
 - (a) 50,000 Common Shares 12 months after the Effective Date of this Agreement; and
 - (b) 50,000 Common Shares every 12 months thereafter for 2 years.
- (c) the Option will not be exercisable until Westridge has met all of the conditions set out in sections 2(a) and 2(b) (the “**Conditions**”); and
- (d) upon satisfaction of the Conditions, the Option shall be exercisable at any time by Westridge by providing notice in writing to Intact (the “**Exercise Notice**”).

2. The Option granted pursuant to Section 1 will be of no further force or effect and shall automatically terminate if Westridge has not met the Conditions.

3. Upon delivery of the Exercise Notice, Intact will transfer 100% of the legal title to the Property to Westridge (the “**Transfer Date**”).

Black Jack Gold Property

The Gold Hill – Blackjack Property is located in the Townships of Kirkup and Manross in the Kenora Mining Division of Ontario. The Property is approximately 20 kilometres southeast of the City of Kenora, Ontario and is accessible from Highway 17 east to the Storm Lake Road. The Property consists of one claim made up of 15 claim units, comprising a total of 600 acres.

The Property comprises the former Gold Hill gold property (4 shafts) and Blackjack property (1 shaft) property, both past producers, as well as the Golden Gate gold prospect (1 shaft), and the Combination Vein gold prospect (1 shaft). The Blackjack, Gold Hill, Golden Gate and Combination Vein properties were all mined in the late 1800's. Work ceased in 1899 when the mill at the Gold Hill mine burned down.

Gold Hill has a reported historical production of 220 tons, grading 4.95 oz Au/ton, for a total historical production of 1,089 oz Au, and Blackjack produced a historical bulk sample of fifty tons that produced 0.33 oz Au/ton. Historically, at Gold Hill, gold occurs mainly in the Pebble Vein, a system of quartz veins in a shear zone hosted by mafic volcanics within 1.6 kilometres of the western edge of the Dryberry batholith. This batholith appears to be similarly mineralized along its entire western contact.

At Blackjack, gold occurs within and adjacent to ribboned and vein quartz in a highly fissile, chloritized, cross-cutting and carbonatized, shear zone striking east-west and within a highly silicified fine-grained felsic intrusive rock unit, interpreted to be a possible offshoot of the batholith. The Pebble vein and shear zone system is reported to be continuous for at least 490 metres (or approximately 1,600 feet) (Kidd Creek). The shafts and numerous surface workings are believed to confirm this. It consists of an echelon quartz veins in a shear zone that pinch and swell, ranging from approximately eight inches to thirty inches wide.

The vein system has been developed by three shafts with a reported fourth shaft of now uncertain location. The Gold Hill Pebble Vein and Blackjack Veins provided most of the historically mined ore. The remains of two mills and two tailing ponds attest to the possibility of significant unreported historical production.

The occurrence of a cross-cutting shear zone at the Blackjack, and the carbonatized breccia zone at Gold Hill, have allowed for the concentration of significant mineralization, thus distinguishing these old prospects from many others in the area.

Concurrent Financing

The Company also announces that Westridge will complete an equity financing by way of private placement consisting of the sale of 400,000 units of the Company (the "Units"), each consisting of one Share and one Share purchase warrant exercisable at \$0.35 for a period of 12 months after issuance, to raise up to an aggregate of \$100,000 at a price of \$0.25 per Unit (the "Financing"). All securities issued in connection with the Financing will be subject to a statutory hold period of four months plus one day from the date of issuance in accordance with the applicable securities legislation. Proceeds from the Financing will be used by the Company for costs related to the Agreement and general working capital. Closing of the Financing is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals.

About Westridge Resources

Westridge Resources Inc. is a Canadian-based mineral exploration company focused on the acquisition, evaluation and exploration of mineral resource properties.

For further information on Westridge Resources Inc. call 604-565-5100.

ON BEHALF OF THE BOARD

“Michael Young”

President, Chief Executive Officer and a Director

Certain information regarding the Company including management's assessment of future plans and operations may constitute forward-looking statements under applicable securities laws. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements.

Neither TSX Venture Exchange nor its Regulations Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.