WESTRIDGE RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED JANUARY 31, 2017

The following Management's Discussion and Analysis ("MD&A") is dated April 3, 2017 and should be read in conjunction with the audited financial statements of Westridge Resources Inc. ("Westridge" or the "Company") for the six months ended January 31, 2017.

BUSINESS DESCRIPTION AND READER GUIDANCE

Westridge was 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 south eastern 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 January 31, 2017, the Company had an accumulated deficit of $6,132,233 since inception (July 31, 2016 - $5,822,073), and a net working capital of $93,839 (July 31, 2016 – deficiency of $578,827).

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. 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 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.

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:

		2016		**2015**		**2014**
Revenue	$	-	$	-	$	-
Net Loss from continuing operations		(68,149)		(110,728)		(565,983)
Income from discontinued operations		-		250,853		7,093
Net income (loss)		(68,149)		140,125		(558,890)
Net loss per share from continuing operations – basic and diluted		0.00		0.00		(0.06)
Net Income (loss) per share – basic and diluted		0.00		0.01		(0.06)
Cash provided by (used) in operations		(27,026)		(93,279)		(17,127)
Total assets	$	2,050	$	1,240	$	31,958
Capital expenditures	$	-.	$	-	$	-

Westridge is re-positioning for future growth. The Company has had no capital expenditures in the past 2 years since it had no exploration properties during the period in which to invest. For the six months ended January 31, 2017, loss from continuing operations was $310,160 (2016 - $27,023). The Company has taken major steps to reduce expenditures on accounting and audit expenditures, advertising and promotion, management fees and office costs.

SELECTED QUARTERLY FINANCIAL INFORMATION

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

		Three Months Ended January 31, 2017		Three Months Ended October 31, 2016		Three Months Ended July 31, 2016		Three Months Ended April 30, 2016
Revenue	$	Nil	$	Nil	$	Nil	$	Nil
Loss for the period		(292,097)		(18,063)		(33,147)		(7,979)
Loss per share – basic & diluted		(0.01)		(0.00)		(0.00)		(0.00)
Total assets		152,454		2,172		2,050		1,513

		Three Months Ended January 31, 2016		Three Months Ended October 31, 2015		Three Months Ended July 31, 2015		Three Months Ended April 30, 2015
Revenue	$	Nil	$	Nil	$	Nil	$	Nil
Income (loss) for the period		(23,445)		(3,578)		(38,876)		(26,590)
Loss per share – basic & diluted		(0.00)		(0.00)		(0.01)		(0.00)
Total assets		1,353		8,359		1,240		40,852

Fluctuations in the Company's expenditures reflect the variations in the timing of exploration activities and general operations, and the ability of the Company to raise capital for its projects, including share-based payments during certain quarters.

RESULTS OF OPERATIONS

General and administrative expenses of $310,160 increased for the six months ended January 31, 2017 as compared to $27,023 in 2016. Significant expenses during the six months ended January 31, 2017 were accounting and audit fees of $3,200 (2016 - $5,920), consulting fees of $22,500 (2016 - $7,900), management fees of $21,910 (2016 - $9,000), finance charges of $3,103 (2016 - $nil), transfer agent and filing fees of $3,312 (2016 - $3,466).

The General and administrative expenses increased due to a large increase in share based payments for the current period as compared to the same period in 2016.

LIQUIDITY AND CAPITAL RESOURCES

During the six months ended January 31, 2017, the Company's working capital increased from a working capital deficiency of $578,827 to a working capital of $93,839. Cash has increased from $11 on July 31, 2016 to $148,772 on January 31, 2017.

Net cash used in operations was $26,239 (2016 - $19,984) and net cash provided by financing activities was $175,000 (2016 - $20,200).

Financing activities was from proceeds on subscription advances of $155,000 (2016 - $nil) and from share issuance of $20,000 (2016 - $nil).

The entire Company's non-derivative financial liabilities are due within one year.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

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;

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of the Company's 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 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:

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.

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.

CHANGE IN ACCOUNTING POLICY AND NEW ACCOUNTING STANDARDS

Please refer to Note 4 of the Company's financial statements for changes in accounting policy and new accounting standards.

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.

The Company'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.

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

RISKS

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 a major bank in Canada. 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.

(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 January 31, 2017, the Company's liabilities consisted of accounts payable and accrued liabilities of $52,233 (July 31, 2016 - $400,155), due to related parties of $6,382 (July 31, 2016 - $52,597) and loans payable of $nil (July 31, 2016 - $128,125). As at January 31, 2017,the Company's cash was $148,772 (July 31, 2016 – $11) and are sufficient to pay these liabilities.

(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 risk to foreign exchange is limited since it holds only Canadian dollars and has dissolved its Mexican subsidiary.

(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.

(iii) Commodity price risk

The Company does not have exposure to commodity price risks.

(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 January 31, 2017. 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.

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.

TRANSACTIONS WITH RELATED PARTIES

The Company incurred key management compensation as follows:

Six months ended January 31		2017		2016
Management fees accrued or paid to current CEO, CFO and director	$	20,000	$	9,000
Consulting fees accrued or paid to a director		22,500		-
Total	$	42,500	$	9,000

As at January 31, 2017, trade payables due to officers and directors and companies controlled by them is $6,382 which includes $950 owed to Chris Cooper CFO and $5,433 to Gold Medal Performance Corp. a company controlled by the President & CEO Michael Young.

As at July 31, 2016, trade payables due to officers and directors and companies controlled by them is $45,773, which includes $13,853 to Cheshire Consulting Corp a company controlled by the former President & CEO Andrew Cheshire, $3,675 to Gordon and Company a company controlled by the former CFO Daryn Gordon, $22,470 to Number 2 Capital a company controlled by the current CFO Chris Cooper and $5,775 to Part Time CFO a company controlled by Dennis Mee.

As at January 31, 2017, loans payable to officers and directors and companies controlled by them is $nil and at July 31, 2016 $6,824 was owed, which includes $200 owed to Chris Cooper, CFO and $6,624 to Bill Radvak, Director.

The amounts are unsecured and do not bear interest. The loans are payable on demand.

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OUTSTANDING SHARE DATA

Common shares

The following table sets forth the Company's outstanding share data as at January 31, 2017:

Total common shares	33,539,021
Total outstanding warrants	400,000
Total outstanding stock options	2,150,000
Total diluted common shares	36,089,021

As of the date of this report, there are 34,939,021 common shares outstanding as on February 6, 2017, the Company announced the closing of a non-brokered private placement of 1,400,000 units at a price of $0.25 per unit for gross proceeds of $350,000. 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.

Share purchase warrants

As at January 31, 2017, there are 400,000 warrants outstanding.

As of the date of this report, there are 1,800,000 common shares outstanding due to the private placement described in common shares above.

Stock options

As at January 31, 2017, the Company had 2,150,000 stock options outstanding at a weighted average of $0.18.

As at the date of this report, the Company had 2,950,000 stock options outstanding at a weighted average of $0.23.

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.

FORWARD-LOOKING INFORMATION

Statements herein that are not historical facts are forward-looking statements that are subject to risks and uncertainties. Words such as "expects", "intends", "may", "could", "should", "anticipates", "likely", "believes" and words of similar import also identify forward-looking statements. Forward-looking statements are based on current facts and analyses and other information that are based on forecasts of future results, estimates of amounts not yet determined and assumptions of management, including, but not limited to, the Company's ability to raise additional debt and/or equity financing to fund operations and working capital requirements and the Company's oil and gas reserves. Actual results may differ materially from those currently anticipated due to a number of factors including, but not limited to, general economic conditions, the geology of oil and gas properties, oil and gas industry conditions, the Company's ability to generate sufficient cash flows from operations and financing to support general operating activities and capital expansion plans, and laws and regulations and changes thereto that may affect operations, and other factors beyond the reasonable control of the Company.

Management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its Management Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.

Historical results of operations and trends that may be inferred from the above discussions and analysis may not necessarily indicate future results from operations.

Additional Information

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com.