WESTRIDGE RESOURCES INC.

FORM 2A - LISTING STATEMENT

September 28, 2017

FORM 2A – LISTING STATEMENT

1. Table of Contents

2. Corporate Structure

2.1 Corporate Name

Westridge Resources Inc. (the "**Company**")
Suite 1518-800 West Pender Street
Vancouver, BC, V6C 2V6

2.2 Incorporation

The Company was incorporated on April 30, 2007 under the *Business Corporations Act* (British Columbia) under the name "Westridge Gold Corp." On January 15, 2008, the Company changed its name to "Westridge Resources Corp.". The Company is a reporting issuer in British Columbia, Alberta and Ontario.

2.3 Intercorporate Relationships

The Company does not have any subsidiaries.

2.4 Requalification

The Company is not requalifying following a fundamental change and is not proposing an acquisition, amalgamation, merger, reorganization or arrangement.

2.5 Incorporation outside Canada

The Company is not incorporated outside of Canada.

3. General Development of the Business

3.1 General Business

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. 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.

On May 5, 2017, the Company entered into an Option Agreement with Intact Gold Corp. to acquire 100% right, title and interest in and to those certain minerals claims comprising the Black Jack Gold Property, located in the townships of Kirkup and Manross in the Kenora mining division of Ontario, approximately 20km southeast of the city of Kenora (the "**Property**"). The Company will pay Intact up to $155,000 and issue to Intact up to 150,000 common shares of the Company as per the schedule set out in the agreement.

3.2 Significant Acquisitions and Dispositions

The Company has not completed any significant acquisitions or dispositions, other than discussed above.

3.3 Trends, Commitments, Events or Uncertainties

There are significant uncertainties regarding the prices of precious and base metals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of gold, silver and other minerals have fluctuated widely in recent years and wide fluctuations may continue. Refer to discussions set out in 4. *Narrative Description of the Business,* 6. *Management's Discussion and Analysis* and 17. *Risk Factors.*

4. Narrative Description of the Business

4.1 General

(1) Business of the Issuer

(a) Business Objectives

The Company has recently completed an initial Phase I work program on the Black Jack Property, consisting of a High Resolution Aerovision UAV-MAG survey at 20m line spacing for a total or 140 line kilometers, UAV orthophoto and DEM creation and compilation, digitization and interpretation of available historical data. The Company will continue to pursue other viable gold properties and investment opportunities.

Over the next 12-month period, the Company:

(i) The Company intends to complete further work programs on the Black Jack Property to determine viability going forward, including a trenching program and a detailed IP survey of targets identified in Phase I.

(b) Significant Events or Milestones

See 3.1 above.

(c) Total Funds Available

As at August 31, 2017, the Company had working capital in the amount of $226,601.89. The Company has historically relied upon equity financings and loans from directors to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities.

The Company had the following working capital at August 31, 2017.

		August 31, 2017
Working Capital Deficiency	$	226,601.89
Deficit		$ 0

The Company's ability to continue operations is dependent upon successfully raising the necessary financing to complete future exploration and development, and achieving future profitable production or selling its mineral properties for proceeds in excess of carrying amounts. These pursuits may be delayed given the current challenges faced by exploration stage companies seeking to raise exploration funds through the issuance of shares.

(d) Purpose of Funds

This is not applicable to the Issuer.

(e) Principal Products or Services

This is not applicable to the Issuer.

(f) Production and Sales

This is not applicable to the Issuer.

(g) Competitive Conditions and Position

See 17. *Risk Factors - Competition.*

(h) Lending and Investment Policies and Restrictions

This is not applicable to the Issuer.

(2) Bankruptcy and Receivership

The Company has not been the subject of any bankruptcy or any receivership or similar proceedings against the Issuer or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Company or any of its subsidiaries, within the three most recently completed financial years or the current financial year.

(3) Material Restructuring

The Company was incorporated on April 30, 2007 under the *Business Corporations Act* of British Columbia. The Company's common shares commenced trading under the new name on the TSX Venture Exchange ("**TSXV**") on May 4, 2010. On July 19, 2016, the Company's common shares transitioned to the NEX Board of the TSXV as the Company did not maintained the requirements for a Tier 2 Company as per the policies of the TSXV. The Company's common shares began trading on the NEX Board under the symbol "WST.H".

4.2 Asset Backed Securities

The Company does not have asset backed securities.

4.3 Companies with Mineral Projects

Additional disclosure concerning the Company's property is provided in the Company's Technical Report NI 43-101 on the Black Jack Gold Project ("**NI 43-101**") which is available on SEDAR at www.sedar.com.

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Table 4.0- Abbreviations and Units of Measurement

Abbreviation	Description	Abbreviation	Description
%	percent	li	limonite
AA	atomic absorption	m	metre
Ag	silver	m^2	square metre
AMSL	above mean sea level	m^3	cubic metre
as	arsenic	Ma	million years ago
Au	gold	mg	magnetite
AuEq	gold equivalent grade	mm	millimetre
Az	azimuth	mm^2	square millimetre
b.y.	billion years	mm^3	cubic millimetre
CAD$	Canadian dollar	mn	pyrolusite
cl	chlorite	Mo	Molybdenum
cm	centimetre	Moz	million troy ounces
cm^2	square centimetre	ms	sericite
cm^3	cubic centimetre	Mt	million tonnes
cc	chalcocite	mu	muscovite
cp	chalcopyrite	m.y.	million years
		NAD	North American Datum
Cu	copper	NI 43-101	National Instrument 43-101
cy	clay	opt	ounces per short ton
°C	degree Celsius	oz	troy ounce (31.1035 grams)
°F	degree Fahrenheit	Pb	lead
DDH	diamond drill hole	pf	plagioclase
ep	epidote	ppb	parts per billion
ft	feet	ppm	parts per million
ft^2	square feet	py	pyrite
ft^3	cubic feet	QA	Quality Assurance
g	gram	QC	Quality Control
gl	galena	qz	quartz
go	goethite	RC	reverse circulation drilling

Abbreviation	Description
GPS	Global Positioning System
gpt	grams per tonne
ha	hectare
hg	mercury
hm	hematite
ICP	induced coupled plasma
kf	potassic feldspar
kg	kilogram
km	kilometre
km^2	square kilometre
l	litre

Abbreviation	Description
RQD	rock quality description
sb	antimony
Sedar	System for Electronic Document Analysis and Retrieval
SG	specific gravity
sp	sphalerite
st	short ton (2,000 pounds)
t	tonne (1,000 kg or 2,204.6 lbs)
to	tourmaline
um	micron
US$	United States dollar
Zn	zinc

(1) Property Description and Location

(a) Location

The Black Jack Property is located near the western border of northwestern Ontario, Canada in the Kirkup Township within the Kenora Mining Division. Centered over 49.636296° Lat -94.288749° Long within National Topographic System (NTS) mapsheet 052E09 the property lies 19.5 km southeast of the city of Kenora, Ontario near the northeastern extent of Lake of the Woods (Figure 4-1 and 4-2). Kenora, population 15,500, is well equipped to support the mining industry with general service as well as an available skilled labour force, transportation (Canadian Pacific and Canadian National Railways, established highways, regional airport CYQK with 5,800 ft. runway) and abundant hydroelectric grid power. The property is located within the Grand Council Treaty #3 (GTC3) which is comprised of twenty-six First Nation Bands

(b) Mineral Titles

The Property consists of one unpatented mining claim located in the Kenora Mining Division totalling 240 hectares. The claim currently shows in the online registry as being owned 100% by Intact Gold Corp. (Table 4.1)

Table 4.1 Mineral tenure summary.

Claim	Township	District	Owner	Area	Staked	Due	Work

Number					Date	Date	Required
K 2471040	Kirkup	Kenora	Intact Gold Corp.	240 ha	2012-12-01	2017-12-03	$3,858

*note the recent survey amount of $58,065 is pending filing.

(c) Underlying Agreements

Westridge Resources Inc. has an option to acquire 100% of the Property from Intact Gold Corp. on the following terms:

Westridge will pay Intact up to $155,000 in cash and 150,000 common shares of Westridge on the following schedule:

- $50,000 upon the Effective Date of the Option (May 4, 2017)
- $5,000 and 50,000 shares May 4, 2018
- $50,000 and 50,000 shares May 4, 2019
- $50,000 and 50,000 shares May 4, 2020

The property is 100% owned by Intact subject to the Westridge option agreement and a two percent (2%) Net Smelter Return (NSR) in favour of the original owners of the property, of which the company may repurchase 1 per cent for $1-million.

The transactions leading up to the Black Jack Project's current status can be summarized as follows:

On May 4th, 2017, Westridge Resources Inc. entered into an option agreement with Intact Gold Corp. to acquire 100% of the Blackjack Property.

On February 10th, 2016, Intact Gold Corp. entered into an agreement to acquire 100% ownership of the Black Jack Project from King's Bay Gold Corp. in consideration of a cash payment of $10,000 and the issuance of 100,000 shares and 100,000 warrants exercisable at $0.345 for a period of two years. Only claim number K 2471040 was subject of this agreement. See Appendix A of NI 43-101 for the purchase agreement.

On January 20th, 2013 King's Bay Gold earned 100% interest in the Project from original stakers and property owners Luc Gagnon (50%) and David Clement (50%). At the time, the project was comprised of five claims, namely K4271040, K4271041, K4371042, K4271043 and K4273746. Ownership of all five claims was transferred in consideration of payments totaling $18,100 CDN and the issuance of 500,000 common shares in the company. The Vendors retain a two percent (2%) Net Smelter Return (NSR) interest in the Property. 1% of the NSR can be bought back at any time by paying the Luc Gagnon and David Clement a combined total of $1,000,000 CDN dollars.

Figure 4.1 Black Jack Project location map.

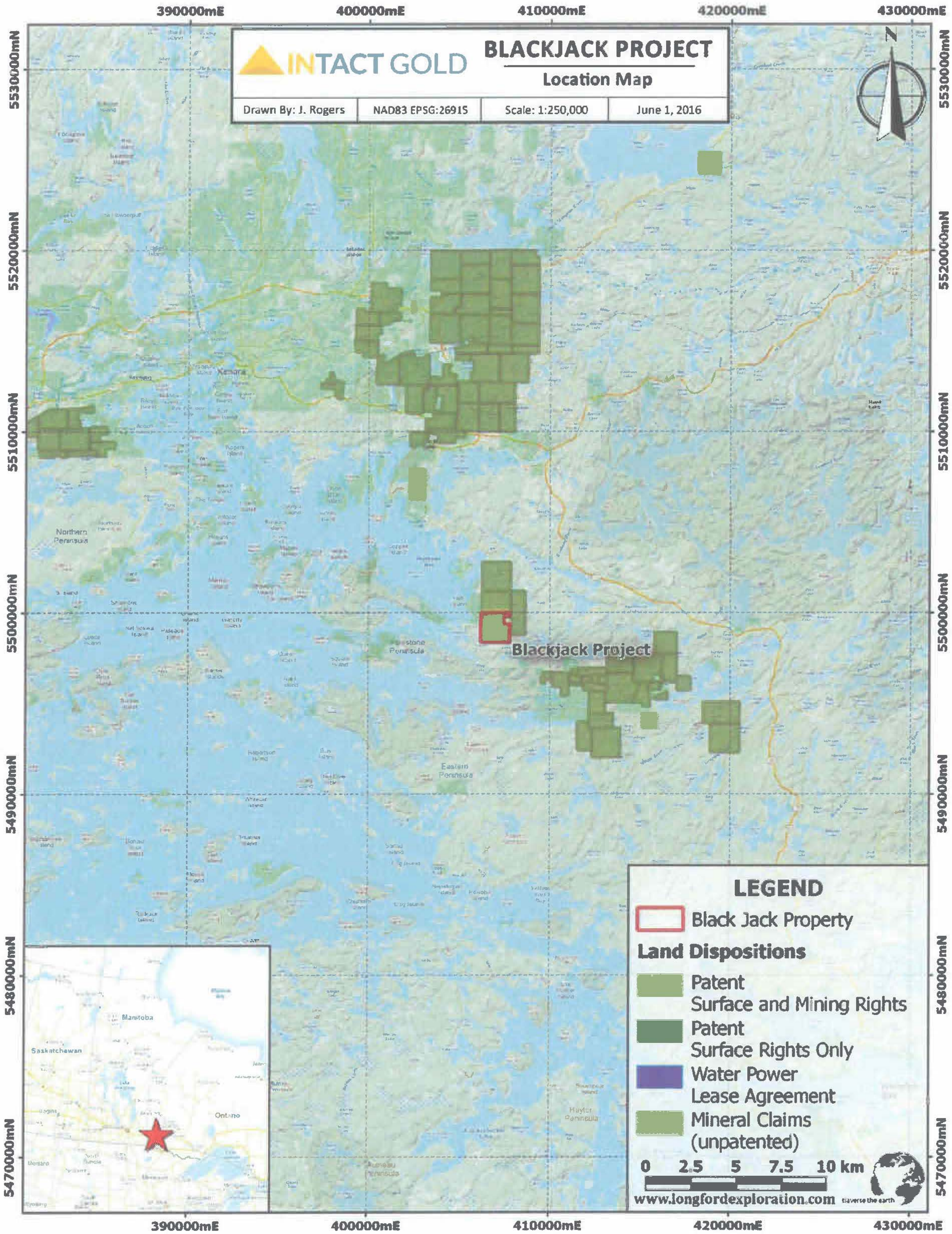
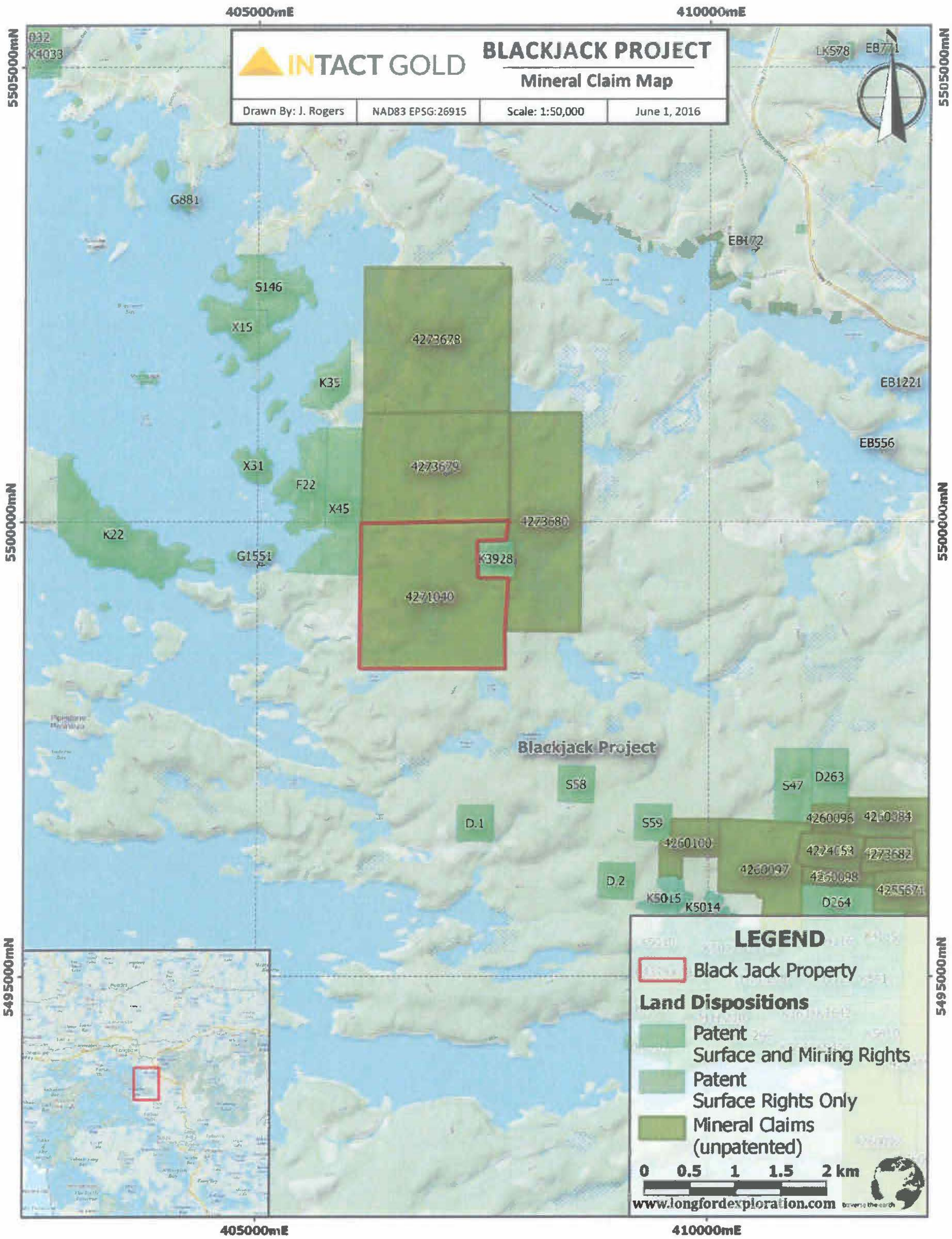


Figure 4.2 Black Jack Project mineral claim and land disposition map.



(d) Property Legal Status

The Ontario Mining Lands website (https://www.mci.mndm.gov.on.ca) confirms that all claims of the Property as described in Table 4.1 were in good standing at the date of this report and that no legal encumbrances were registered with the Ministry of Northern Development and Mines against the titles at that date. The author makes no assertion with regard to the legal status of the property. The property has not been legally surveyed to date and no requirement to do so has existed.

There are no other royalties, back-in rights, environmental liabilities, or other known risks to undertake exploration.

(e) Mining Claims in Ontario

The holder of an Ontario Prospector's License may prospect or stake a mining claim on crown land, or private property where the crown has mineral rights that is open for staking.

Mining claims in Ontario are being transitioned to an online staking system but are currently staked using posts and tags in the field. Each claim consists of at least one to a maximum of sixteen claim units. Each claim unit is a maximum of 16 hectares (400m x 400m) thus the maximum size of a claim is 256 ha. Each claim requires corner tags and line tags along the perimeter, a perfectly rectangular 16-unit claim will consist of 4 corner tags on posts and 12 line tags on posts at 400m intervals around the perimeter of the claim.

The licensee must make an application with accompanying diagram and payment to record the mining claim to a provincial mining recorder within 31 days after the day on which the staking was completed. If the recorder approves the application the claim will be recorded.

The government of Ontario requires expenditures of $400 per year per claim unit for staked claims, prior to expiry, to keep the claims in good standing for the following year. The report must be submitted by the expiry date.

The holder of a mining claim may obtain a mining lease for that claim though surface rights provisions under the Ontario Mining Act control the activity as work progresses. Surface rights may be sold or granted to a mining operation if they are necessary to carry out mining operations.

(f) Permitting

The Ontario Mining Act requires an Exploration Permit or Plans for exploration on Crown Lands. The permit and plans are obtained from the MNDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by MNDM and presented to the Aboriginal communities whose traditional lands will be impacted by the work. Westridge Resources does not have any permits or applications in place at the time of writing.

(2) Accessibility, Climate, Local Resources, Infrastructure and Physiography

(a) Accessibility

The Black Jack Project is accessed by 33.3km of road from Kenora by driving southeast on paved Highway 17 for approximately 21km, then south on paved Storm Bay Road for 12.3km, then east on the unmarked dirt 4x4 road locally known as Blindfold Road (Figures 5.1, 5.2, 5.3).

Road distances from the property to select cities and ports are summarized in the following table:

Table 4.2 Driving distances to the Property.

Location	Description	Road Distance
Kenora (pop. 15,500)	Nearest city with services	33.3 km
Winnipeg (pop. 663,000)	Nearest international airport	242.6
Thunder Bay (pop. 110,000)	Port, mining service center	522.5

(b) Climate

There is a local weather observation station located nearby in Kenora. The project area has a humid continental climate typical of the Canadian Shield region with cold, dry winters (45 days below -20°C, 158 cm snowfall). Summers are typically warm with highs of 24°C in July. Average annual precipitation is 662mm with June being the wettest month and February the driest.

(c) Local Resources

General and skilled labour is readily available in the City of Kenora (population 15,500). The city, 33.3km by road from the project area, offers year-round charter and schedule fixed wing service (to Thunderbay), Ontario Provincial Police detachment, hospital, ambulance, fuel, lodging, restaurants, and equipment. 3G cellular service covers higher elevation portions of the project area. The Territorial Planning Unit of Grand Council Treaty #3 (GCT3) is also located in Kenora

(d) Infrastructure

There are two power generation assets nearby the project north of Kenora, the 87 MW Caribou station and the 64 MW Whitedog hydro station. An east-west 350 MW capacity transmission line carries power from north eastern Ontario to Kenora where it splits to carry on to Manitoba to the West and Ft. Frances to the south. The property is approximately 6 km from the nearest power distribution lines carrying power south from Kenora. 20 km northwest of the project there are rail terminals for both Canadian National and Canadian Pacific Railways. Kenora regional airport has a 5800' runway.

(e) Topography and Vegetation

The project is near the northeast corner of Lake of the Woods, two kilometers east from the shore. Elevation on the property ranges from 340m to 380m above sea level and the topography is relatively uniform with low rolling hills amongst lakes and wetlands. Vegetation is moderately dense and is typical of the Boreal forest in this region with the main conifer species being black and white spruce, jack pine, balsam fir, tamarack and eastern white cedar. The predominant deciduous species are poplar and white birch. (Figures 5 & 6)

Figure 4.3 Photos showing the general condition of roads used to access the Black Jack Project area.

Figure 4.4 Black Jack Project area access map showing road network.

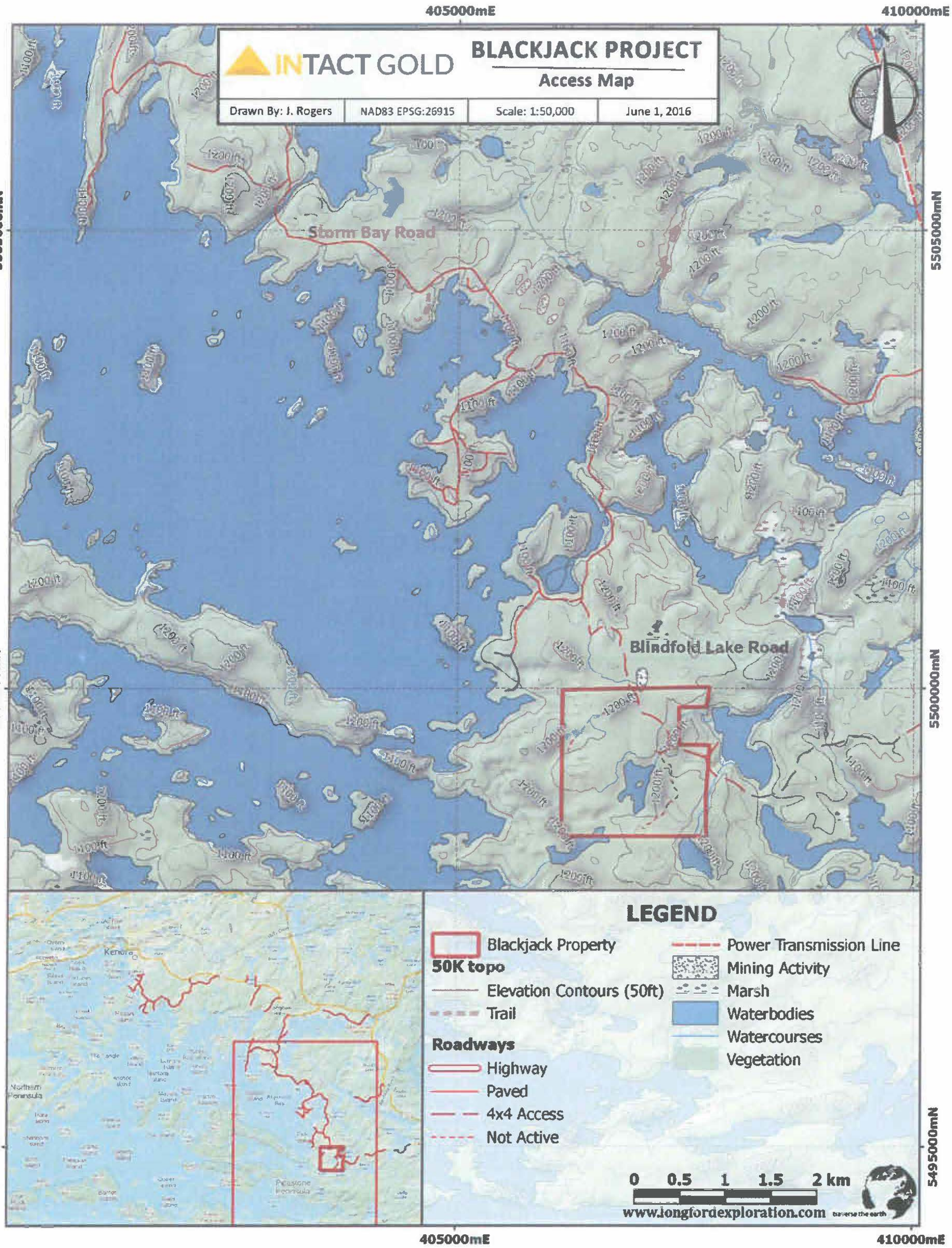


Figure 4.5 Map of Black Jack Project showing physiography, local road network and historic mine workings.

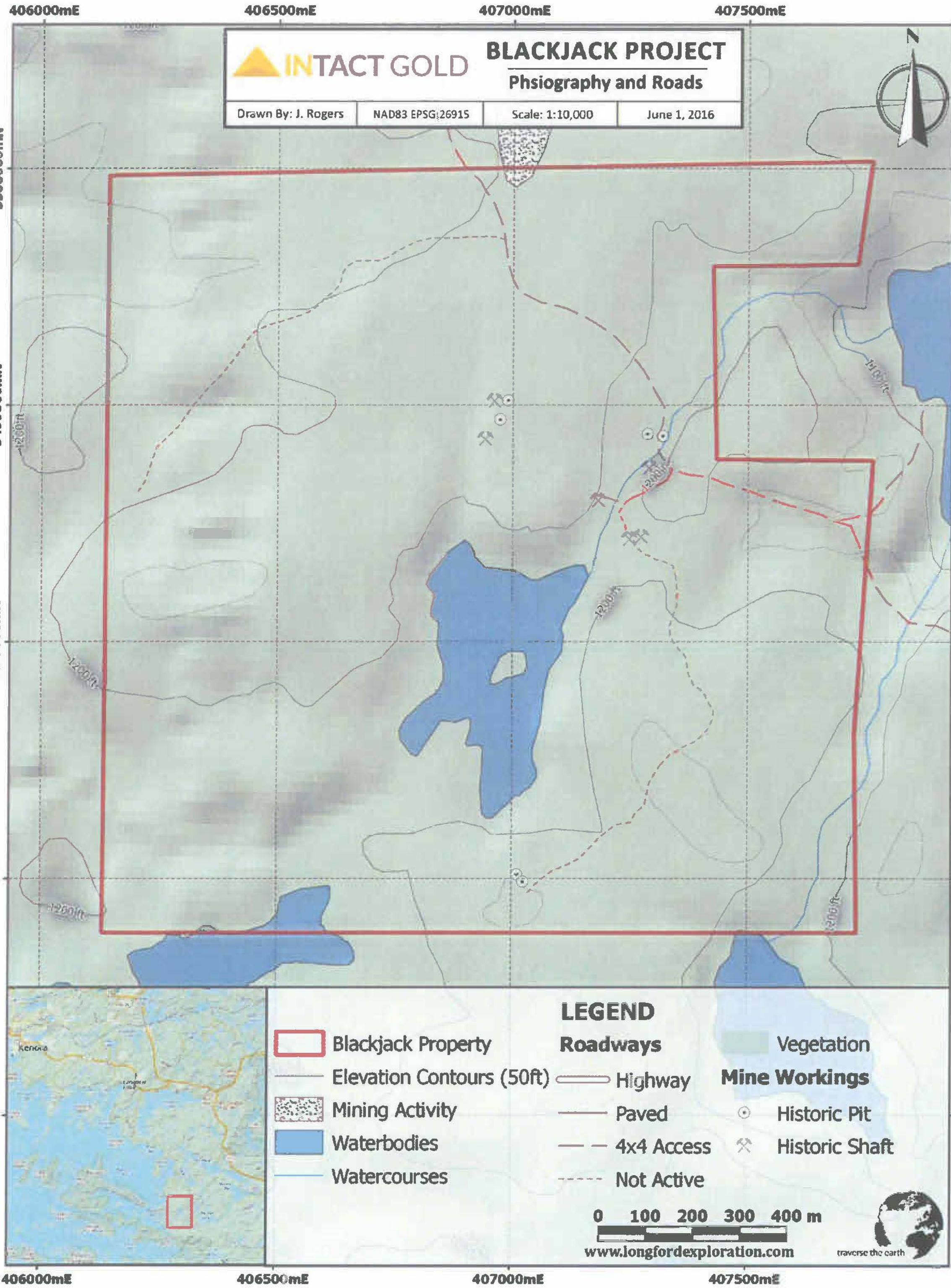
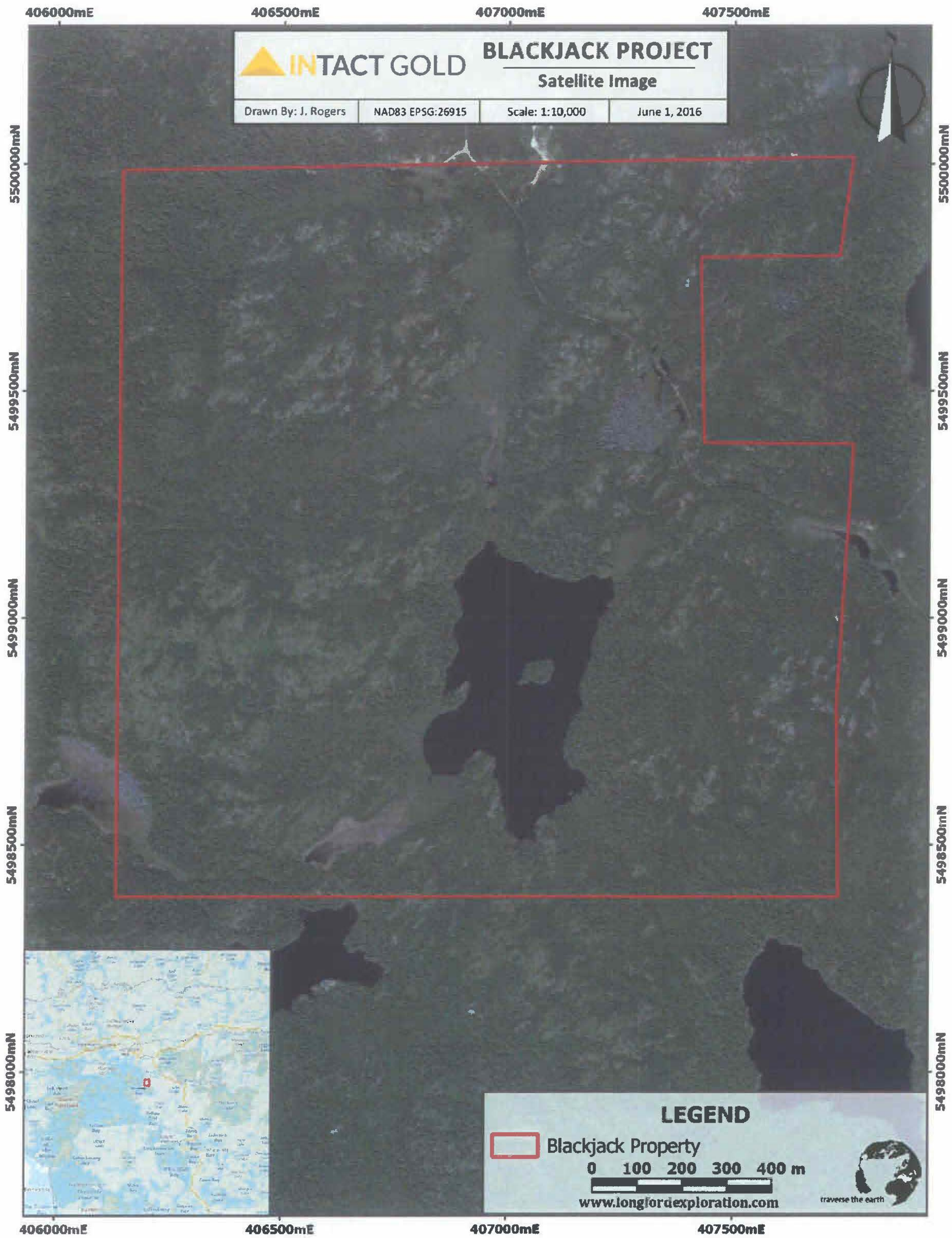


Figure 4.6 Satellite imagery from Blind Maps of the Black Jack Project area.



(3) History

(a) Historic Production

The following text is quoted from assessment report number 52E09NW0024 by Howard (1983):

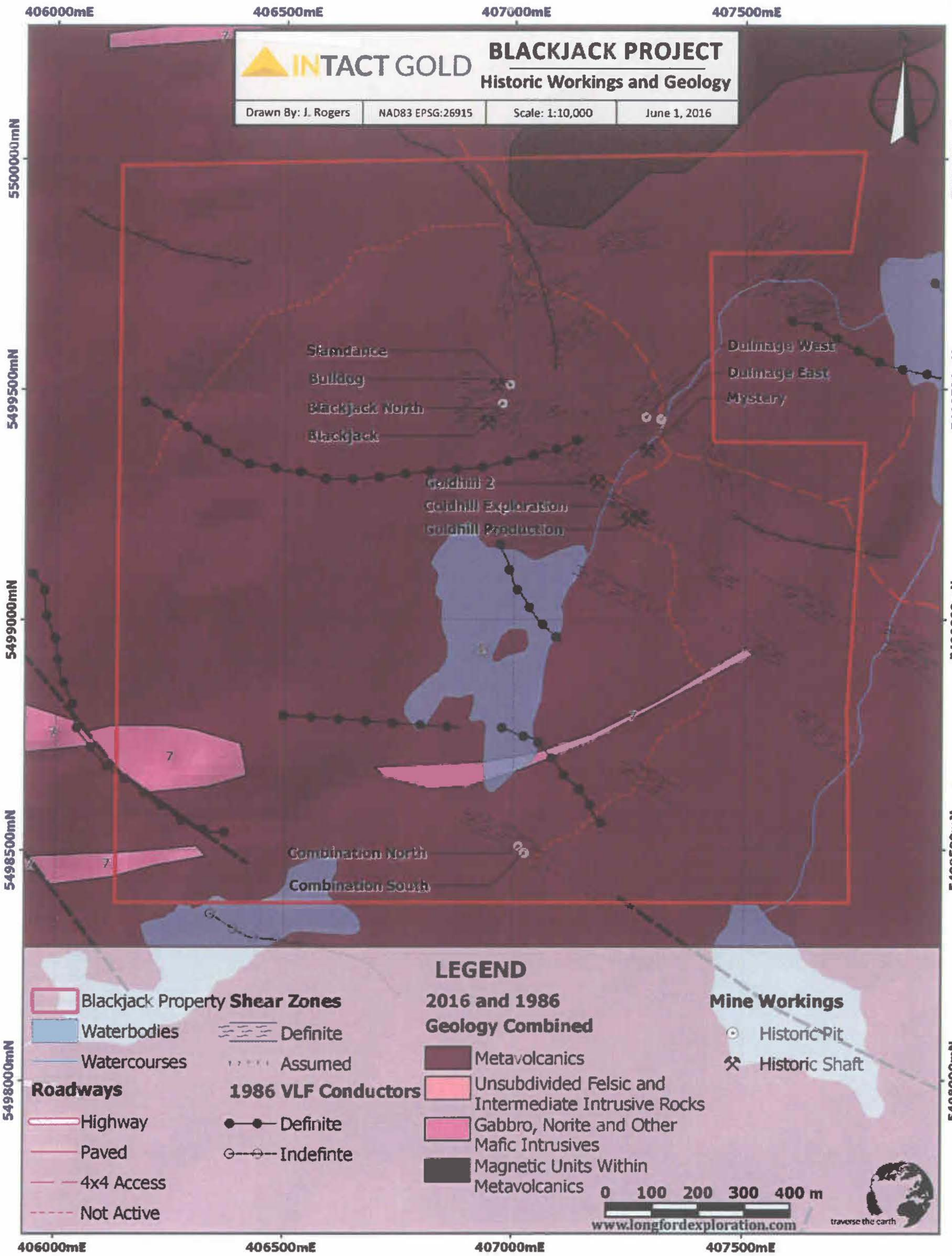
The Black Jack Prospect was staked in 1889 by a Toronto prospector, who between 1889 and 1892 sank an 18-foot test pit. In 1892 he sold the property to the Black Jack Mining Co., which sank an 80-foot shaft. Several other openings were made as well, including a shaft on what was called the "Bull Dog", reported as "a strong vein showing good ore".

In 1893 a crushing plant was installed, and a bulk sample of 50 tons was shipped producing 16.5 ounces of gold, for a grade of 0.33 oz Au/ton. In 1895 the property was purchased by Dominion Gold Mining and Reduction Ltd., and between 1895 to 1899 underground development continued. In 1899, the property was sold once again, to Brittania Consolidated Gold Mining Co. of Ontario Ltd., which renovated the old workings, and stoped a new pay streak. There is no report of work on the property after this date. The Gold Hill Mine was first discovered in 1884, and between 1885 and 1891 the discoverers, operating as the Gold Hill Co., prospected the area putting down several pits and shallow shafts, one to a depth of 56 feet. In 1891 the property was purchased by the Northern Gold Co. which in 1892, erected a ten-stamp mill and began underground development work. Northeast of the mill the "Combination and "Keystone" veins were sampled and eventually worked, the original 56-foot shaft reportedly occurring on the Keystone vein. Closer to the mill, shafts were sunk and underground work carried out on the "Ada G", the "D.B." and the "Pebble" veins. Total production from this period, reportedly between 1886 and 1893 was 220 tons, yielding 1089 oz Au for a grade of 4.95 oz Au/ton. In 1895 the mine was purchased by the Dominion Gold Mining and Reduction Co., which commenced to develop three shafts on the "Pebble" vein to 60 feet, 120 feet, and 22 feet, respectively, with accompanying drifting and crosscuts. Work also commenced on the "Jewel" vein to the south, at the east shore of Islet Lake, consisting of an open cut. Work continued at the Gold Hill Mine until 1899 when the mill burned down.

Figure 4.6 Reclamation of the historic Black Jack shaft.

[Figure 4.6 shows the reclaimed Black Jack shaft and Figure 4.7 shows the location of historic workings.]

Figure 4.7 Map showing the location of historic mine shafts and pits.



(b) Historic Exploration

From 1899 until 1983 no exploration work is reported on the project area. From 1983 through 1991 assessment work reports filed with the Ontario government show a history of nearly continuous exploration and development of the project area (Table 4.3).

Table 4.3 Historic exploration program summary.

Year	Company	Reports	Summary of Notable Work Preformed
1983 - 1984	Bonzano Exploration	52E09NW0019, 52E09NW0022, 52E09NW0023, 52E09NW0024	-38 rock samples, 8-week surveying and mapping program with a crew of two -200ft line spacing, with 25ft station spacing ground magnetometer survey
1985 - 1987	Kidd Creek Mining	52E09NW0017, 52E09NW0016	-Geophysics (line-cutting, aeromagnetic survey in two directions, ground VLF-EM-16 and ground magnetics, I.P) -Detailed mapping, prospecting and trenching -325 grab and channel samples from property and surrounding area
1988	Core Exploration	52E09NW0013	-116 grab samples collected
1988 - 1990	G. Zebruk and E. Hanson	52E09NW0014, 52E09NW0004, 52E09NW0007	-Two diamond drill holes GH-90-1 (100 ft.) and GH-90-2 (104 ft.) targeting the combination and pebble veins respectively.
1991	William Yeomans	52E09NW0015	-Ontario prospecting grant (OP91-643) -Relocation of grids, trenches and channel sample locations from 1985 program. -21 grab and chip samples taken for verification -prospecting of area

In particular, the most comprehensive and well documented exploration programs were conducted by Kidd Creek Mining from 1985 through 1987. A detailed mapping, geochemical, and geophysical program delineated several drill targets. The following conclusions and recommendations are an excerpt from the 1987 report authored by Daryl Hodges:

CONCLUSIONS

1) Gold occurs as free grains or with chalcopyrite within quartz veins which are hosted by narrow shear zones.

2) The free nature of the gold results in an erratic distribution.

3) Gold contents are not diluted in wider veins.

4) Associated metallic minerals are chalcopyrite, pyrrhotite, and pyrite. The presence of chalcopyrite may be a good indicator of potential gold mineralization.

5) The shear zones which host the gold-bearing veins trend northeast, southeast and east-west.

6) Both the shear zones and the veins are discontinuous along strike. Exposed veins range from 10 to 33 m long. The shear zones develop on structural "horizons" which may be hundreds of metres long but shearing is significant over shorter distances.

7) The amount of significant shearing along a given horizon is not known.

8) Regional geology and shear zone fabric indicate vertical movement has occurred, therefore the veins are expected to have greater vertical than horizontal extent.

9) No distinct mineralogical or chemical anomalies are associated with shear zones, regardless of whether or not the shear zone hosts a gold-bearing quartz vein. There is a hint that As may have a negative correlation, Ba and W a positive correlation with gold; in shears which host goldbearing veins. Gold appears to be its own pathfinder element.

10) A test humus sampling program has given background gold values of 1-2 ppb. Over known mineralized structures the content increases and is erratic, ranging from 8 to 20 ppb.

11) Results of the ground VLF geophysical survey showed no correlation to known structures. Results of the ground magnetometer survey were ambiguous and are presently not considered useful in pursuing gold mineralization.

12) IP geophysical surveys were conducted over the Black Jack-Slamdance area, the Goldhill (Pebble vein) structure and the Golden Gate structures. Subtle anomalies occur in association with some of the structures or along their strike extent.

RECOMMENDATIONS

1) It is recommended that the known gold-bearing structures be diamond drill-tested.

2) Choice of targets is based on 1) presence of economic gold mineralization on surface, 2) coincidence of IP anomaly with the known structure, 3) coincidence of IP anomaly with predicted structure, and 4) potential for gold mineralization based on historical record of development in a given structure.

3) The structures to be tested are the Golden Gate veins; Black Jack, Black Jack North shears and Slamdance vein; Pebble and related? veins at the Goldhill minesite.

4) The drilling must consist of several, short holes penetrating each structure as often as possible to determine vein continuity and to improve the chances of intersecting gold mineralization.

5) Follow-up work will be dictated by the results of drilling but may incorporate combined humus geochemical surveys and IP surveys to locate other potential gold-bearing structures. This work should initially be concentrated anywhere that gold in shear zones has returned values greater than 100 ppb.

(4) Geological Setting

(a) Regional geology

The following description of regional geology is summarized from Ontario Geologic Survey Open File Report 5638, Ayer et al. (1986).

Geology in the region of the property, generally the area southeast of Kenora, Ontario, on NTS map sheet 52E09, is dominated by three Archean aged units with only one other unit, Proterozoic dikes, in the region (Figure 4.8).

The Lower Mafic Unit consists of submarine tholeiitic basaltic flows up to 8km in thickness. It is mostly pillowed and massive flows with some mafic sills locally abundant in the upper part of the unit. Sitting conformably atop that is the Upper Felsic Unit found in the central parts of large synclinal structures which generally trend northeast. It consists of calc-alkaline andesite to rhyolite pyroclastics with minor flows. Sills and small intrusions can be found in this unit as well as rarely in the Lower Mafic Unit. Granitoid intrusions are the last dominant unit and are concentrated in the north and eastern parts of the region with the oldest ranging from diorites to granodiorites and the youngest being more felsic and potassic tonalities to granites. Minor northwest trending diabase dikes, Proterozoic in age, can also be found in the region.

Metamorphism is greenschist facies through the area except immediately adjacent to the granitoid intrusions where it is lower amphibolite. Deformation is related to two phases, the first large synclinal folds centred within the felsic units, the second associated with the emplacement of the Dryberry Batholith in the east. This second phase of deformation caused intense strain and resulted in folding, faulting, shearing and intense strain in the region.

Share or fault zones typically are several metres wide by several hundred metres long and are usually parallel or subparallel to stratigraphy. A major share zone, the Andrew Bay – Witch Bay Shear Zone, trends E-SE of the property area.

Regional airborne magnetics data is available from the Geological Survey of Canada (1987) and is used to present a regional total field magnetics map in Figure 4.9.

Figure 4.8 Regional geology map and property location after Ontario Geological Survey map # P2831.

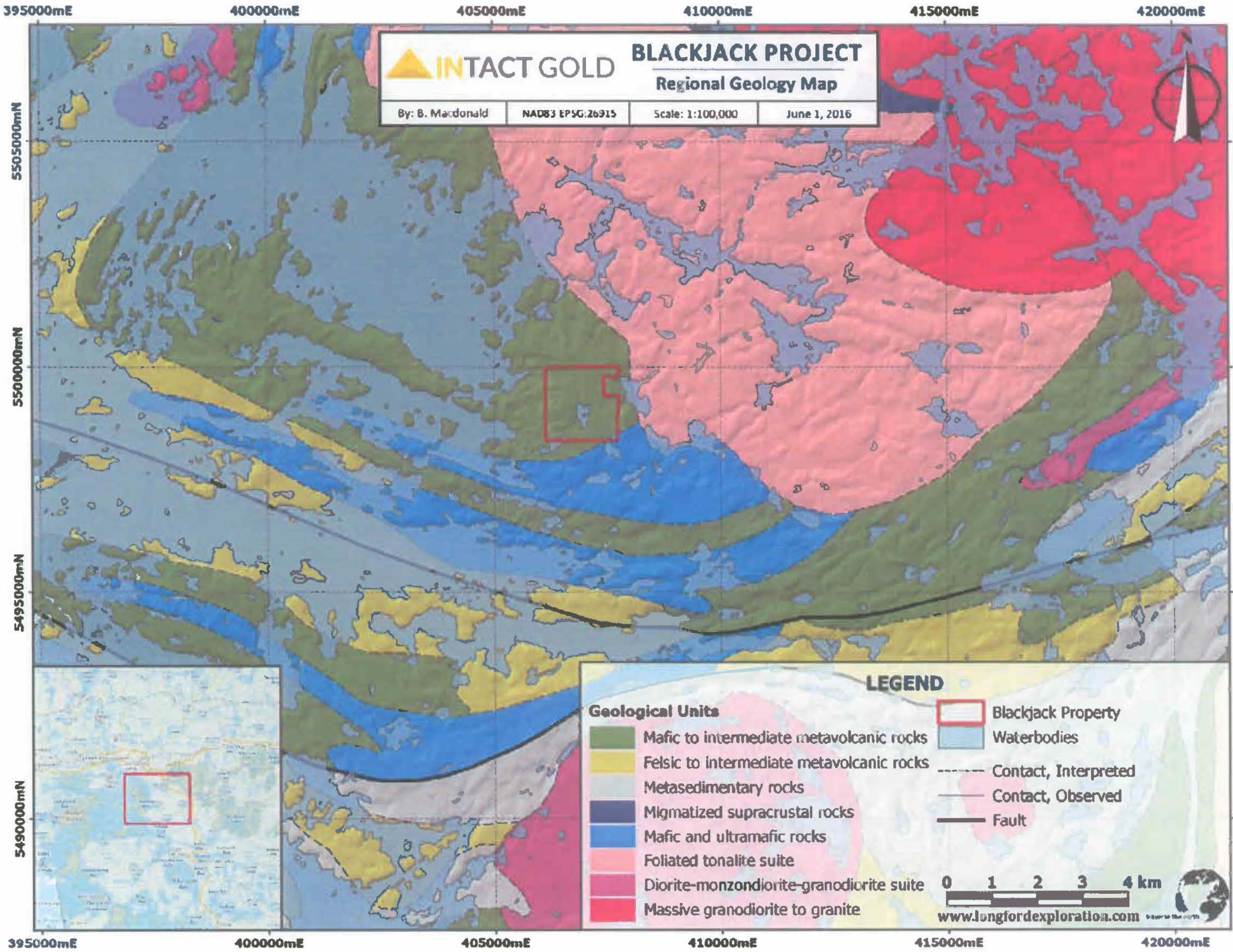
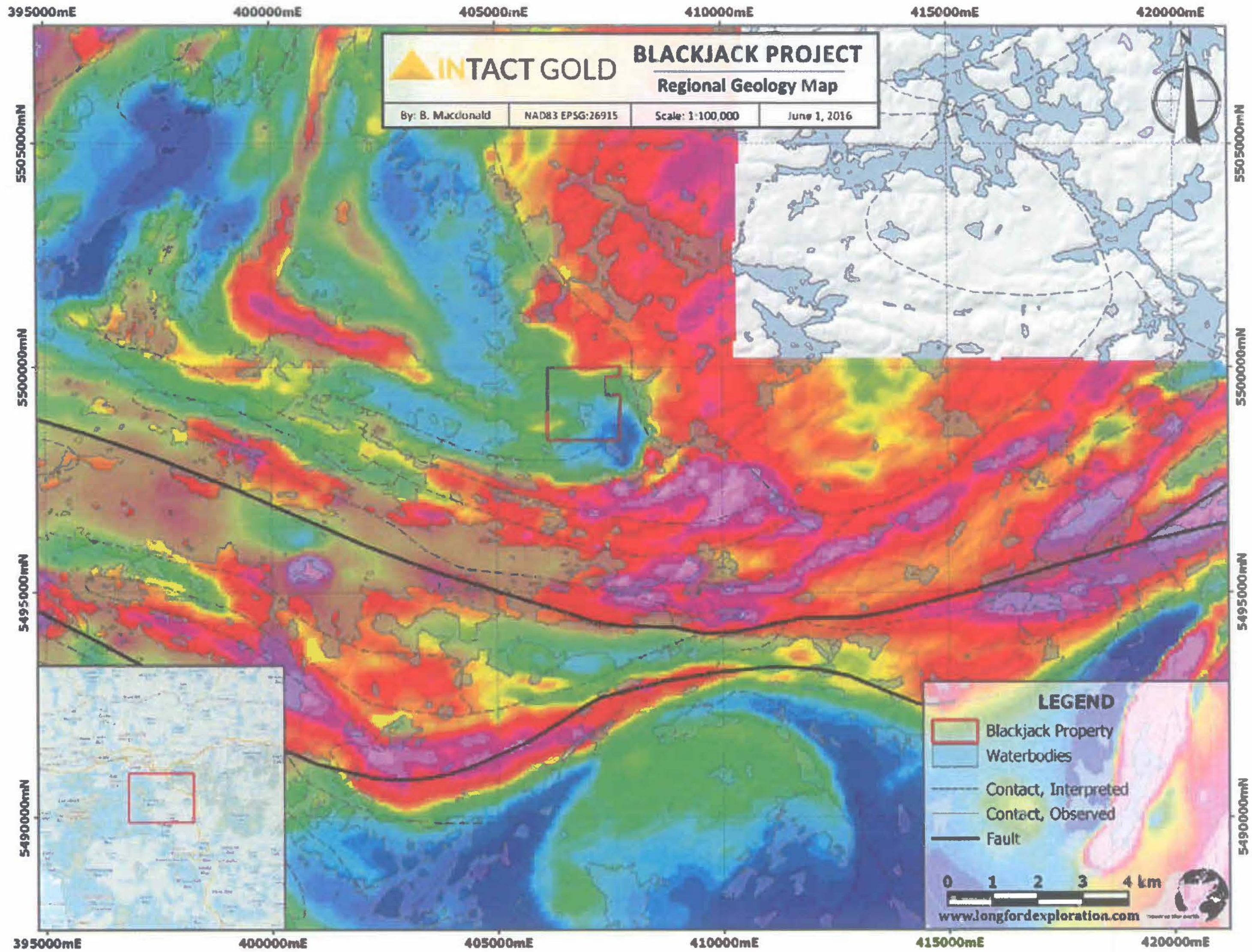


Figure 4.9 Regional total field magnetics map showing the Property location. Data from Geological Survey of Canada 1987.



(b) Property Geology

Modified after Hodges (1987) and field observations.

(c) Lithology, Structure and Alteration

The Black Jack Property is underlain by heavily fractured greenschist grade tholeiitic basalt flows which are locally pillowed or massive and intruded by east trending sill-like medium grained gabbroic bodies. The eastern property border is approximately 600 meters west of the Dryberry Batholith, a homogenous granitoid (Figure 4.11).

Deformation occurs in narrow, well defined, northeast, east and most commonly southeast trending shear zones not bound by stratigraphy. The zones vary in width from centimeters to ten meters and show dominantly vertical displacement with local dextral movement (Figure 4.10). Calcite occurs as pods and lenses within the foliation plane of shear zones and as stringer veinlets with quartz.

Chlorite is observed as an alteration throughout the country rock and is present in shear zones as veinlets, bands, and in vein selvedges. No penetrative alteration from the shear zones is noted in the country rock, making it difficult to locate shear zones through mapping. However, Hodges (1986) suggests that randomly oriented hairline fractures containing clinozoisite may be indicative of proximity to a shear zone and notes they occur up to 5 m away from some of the shear zones.

Property geology maps are shown in Figures 4.11 & 4.12.

Figure 4.10 Tension gashes showing a dextral sense of shear in a shear zone trending northeast in an area north of the Black Jack shaft.

Figure 4.11 1:25,000 scale property geology map.

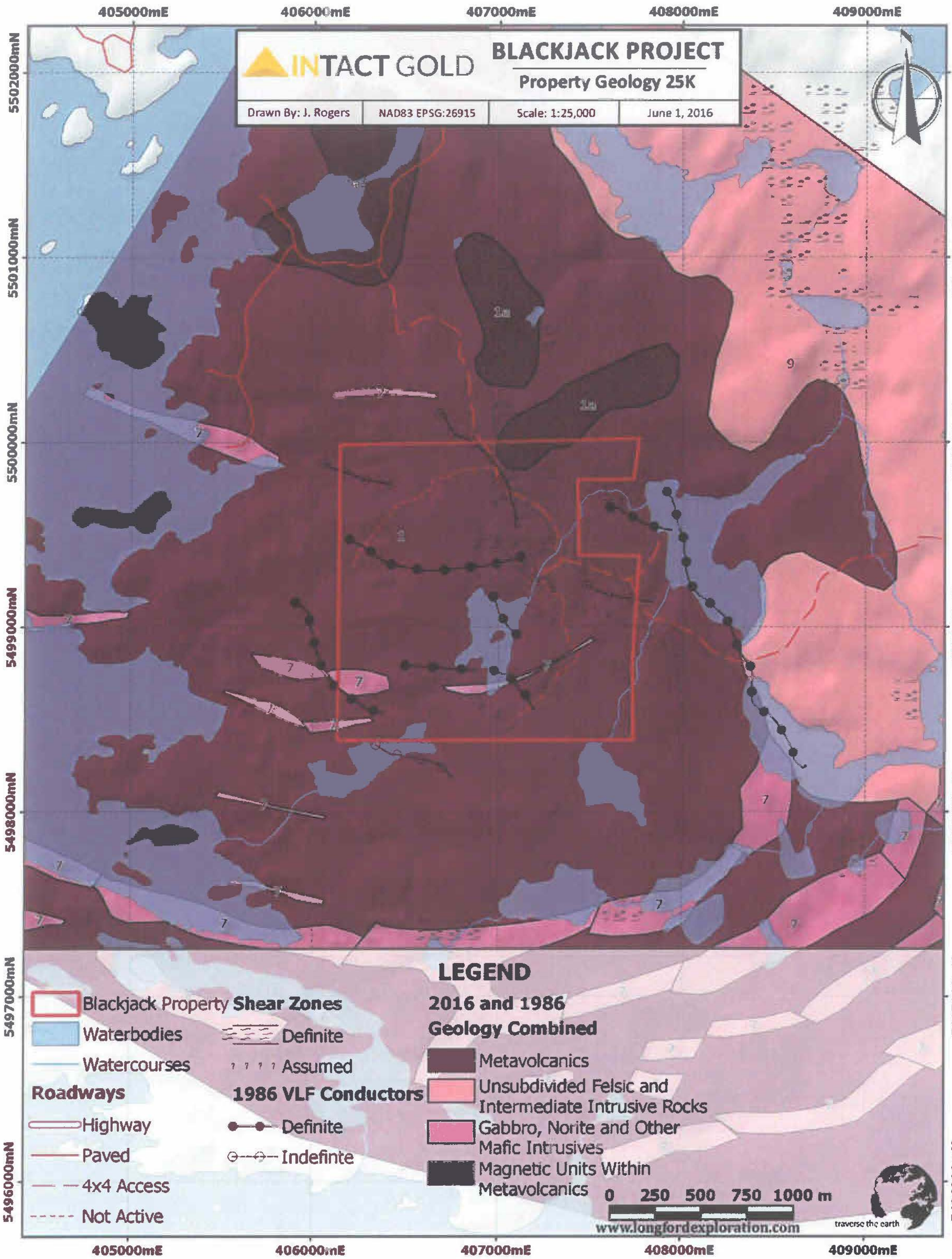
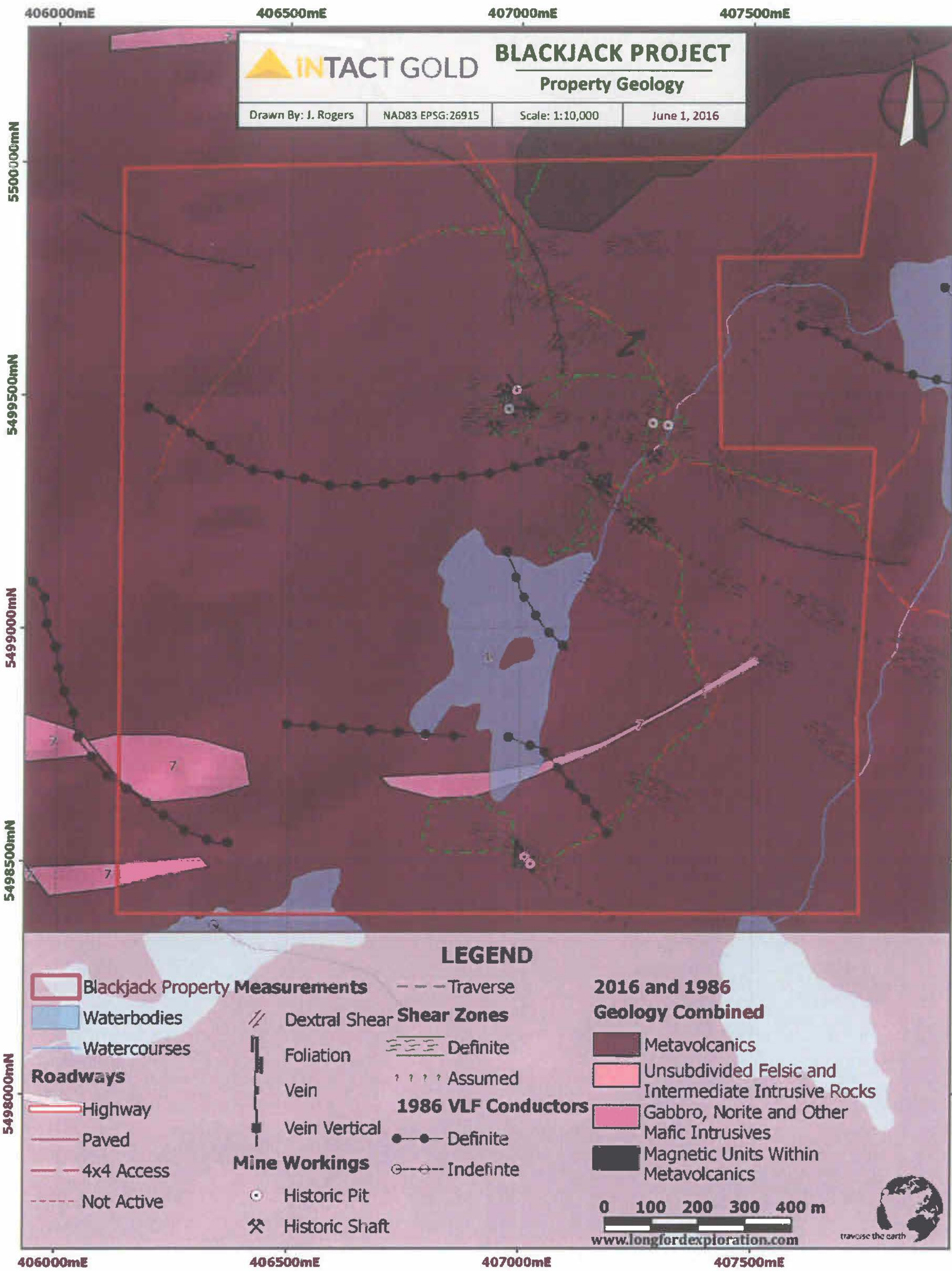


Figure 4.12 1:10,000 scale property geology map showing 2016 mapping traverses and historic workings.



(5) Exploration Information

(a) Exploration

Recent expenditures on the Blackjack Project are summarized as follows:

2017 UAV-MAG^{TM} survey and orthophoto $58,065.00

2016 Compilation mapping and prospecting $20,141.75

TOTAL **$78,206.75**

(b) 2017 Exploration Program

Pioneer Aerial Surveys Ltd. was contracted by Longford Exploration Services to complete a high-resolution UAV-MAG^{TM} survey and orthophoto over the entire Blackjack Property.

UAV-MAG^{TM} Survey

The UAV-MAG^{TM} survey was performed from May 20th - 24th and consisted of 135-line kilometers. The survey measures the total magnetic intensity (TMI) with GPS readings at every 0.1 second (1 m) using an unmanned aerial vehicle (UAV). The plotted total magnetic values were corrected for diurnal variations using readings taken every 6 seconds by a synchronized local base station.

The following is an excerpt from the geophysical interpretation performed by Abitibi Geophysics, 2017:

Recorded total magnetic field values over the Blackjack property range from 56 475 to 57 650 nT (average 56 620 nT). Analysis of the total magnetic field map presented in [Figure 9.1], reveals that the entire area under consideration can be broadly divided into three zones:

Zone I covers most of the central part of the grid; this zone corresponds to metavolcanic rocks which are characterized by low magnetic intensities. Four (4) prominent magnetic features (**A, B, C & D**) were highlighted in this zone. Amplitudes of these anomalies vary from 20 to 40 nT above a magnetic background of about 56 600 nT (figure 2). Historic mining shafts and pits (Blackjack, Blackjack North, Bulldog and Slamdance) seem associated to magnetic feature **B**. A few other scattered short-wavelength magnetic anomalies were also identified in this zone.

Zone II covers the northern portion of the survey grid. From a regional magnetic point of view, this zone corresponds to the southern flank of a broad magnetic feature (lineament) of 1.25 km in length trending NE-SW.

Moderate to high magnetic responses reaching 400 nT in amplitude were recorded in this zone.

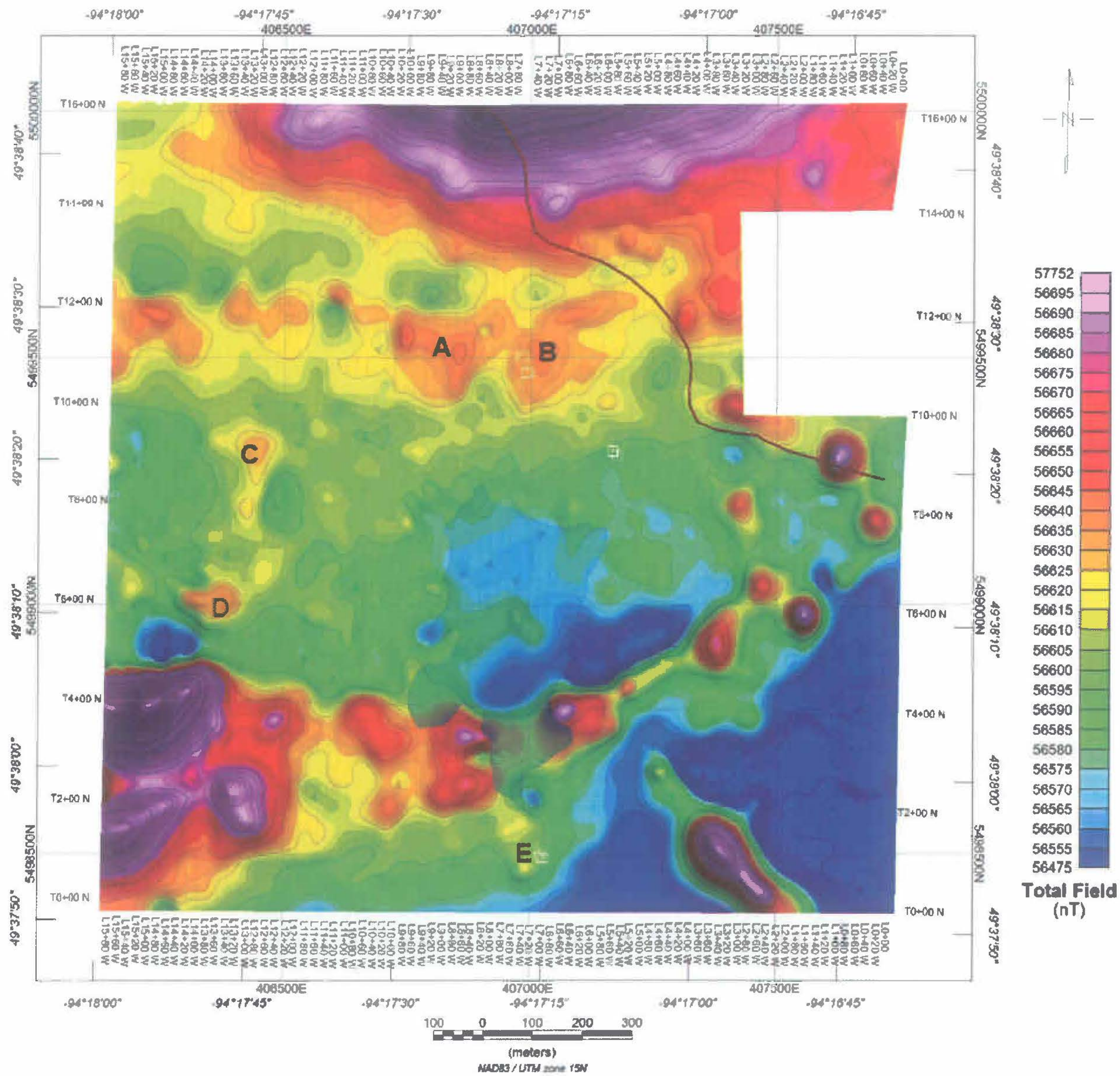
Zone III covers the southern part of the study grid. Two distinctive magnetic lineaments were detected in this zone. The first lineament is in the SSE section of the grid and seems trending NW-SE. Residual amplitude of this structure reaches 385 nT above a local magnetic background of 56 525 nT. Quantitative interpretation of this anomaly reveals that the causative source is very close to the surface (outcropping source). Its width is between 40m - 50 m, dipping to the NE and its magnetic susceptibility is likely to be in the 0.035 - 0.04 SI range.

As regards the second identified magnetic lineament, this dike-like shaped structure appears trending E-W to NE-SW (forming semi-arc) and shows a discontinued character caused probably by the past tectonic events. Residual amplitudes of this lineament vary from 50 to 900 nT above a background of 56 600 nT. According to the geological map of the Blackjack property, this magnetic feature corresponds to mafic intrusive rocks (gabbro, norite, etc.).

To note, the presence of a moderate to weak magnetic anomaly (**E**) in zone III, at coordinates (406 990 mE; 5 498 535). This anomaly shows the same magnetic amplitude as the previous anomalies **A**, **B** and **C** outlined in zone I. Apparently, rock samples with high gold contents were collected within this zone and the Combination North & South mineralized zones appears associated with this magnetic anomaly.

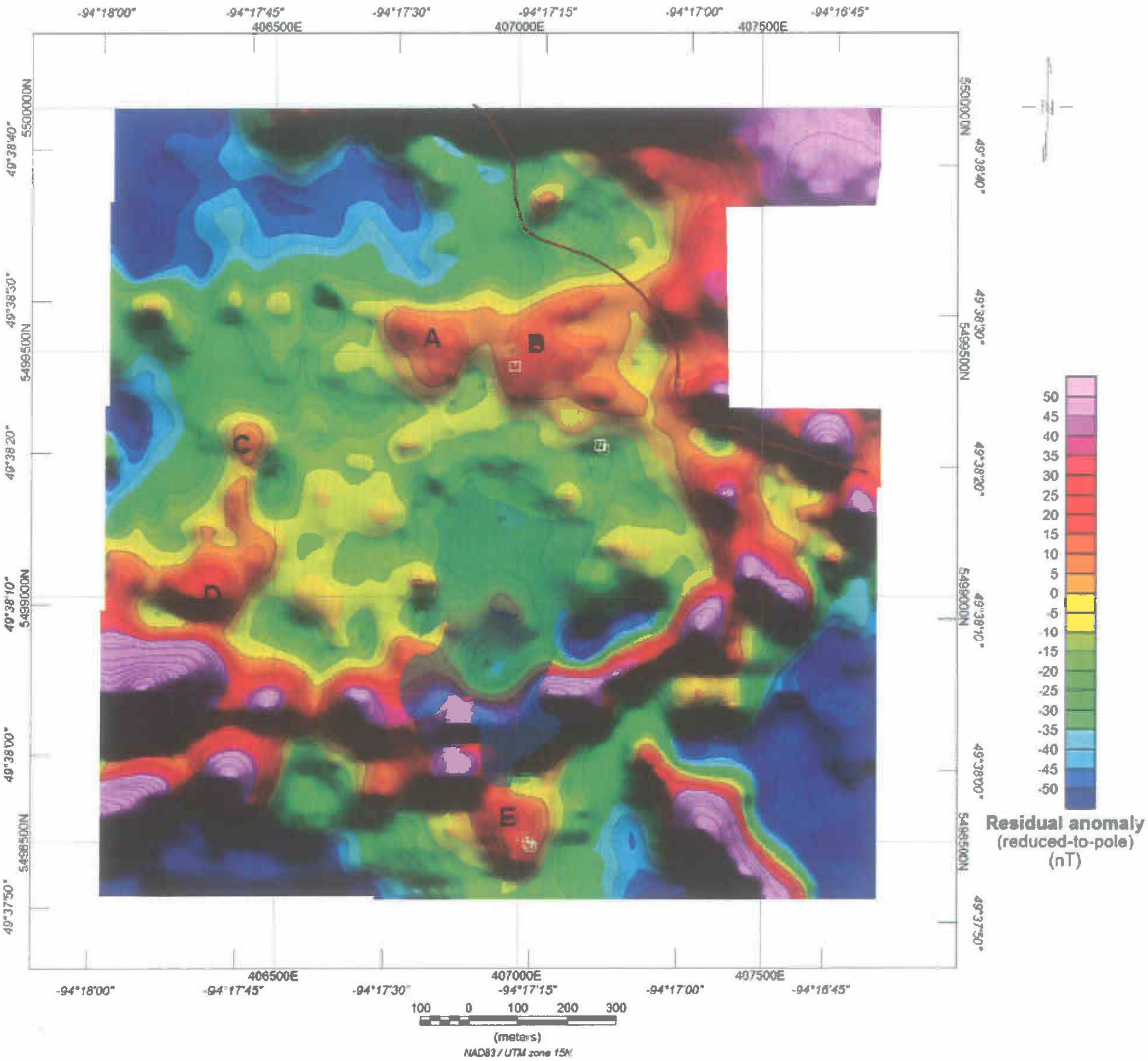
To further characterize the magnetic anomalies within the Blackjack project, enhancement techniques consisting of residual anomaly reduced to the pole, vertical gradient and tilt derivative were calculated to clarify the expected signatures, and to accentuate shallow magnetic features (enhance detail and sharpen sources) at the expense of deep features (figures 2 and 3). All the major lineations that are indicative of faults/shears have been interpreted and reported on the Geophysical Interpretation map (#10) with the residual amplitude contours.

Figure 4.13



A
B
C
D
E
T16+00 N
T14+00 N
T12+00 N
T10+00 N
T8+00 N
T6+00 N
T4+00 N
T2+00 N
T0+00 N
5500000N
5499500N
5499000N
5498500N
406500E
407000E
407500E
-94°18'00"
-94°17'45"
-94°17'30"
-94°17'15"
-94°17'00"
-94°16'45"
49°38'40"
49°38'30"
49°38'20"
49°38'10"
49°38'00"
49°37'50"
57752
56695
56690
56685
56680
56675
56670
56665
56660
56655
56650
56645
56640
56635
56630
56625
56620
56615
56610
56605
56600
56595
56590
56585
56580
56575
56570
56565
56560
56555
56475
Total Field
(nT)
100 0 100 200 300
(meters)
NAD83 / UTM zone 15N

Figure 4.14 Residual magnetic anomaly reduced to the pole.



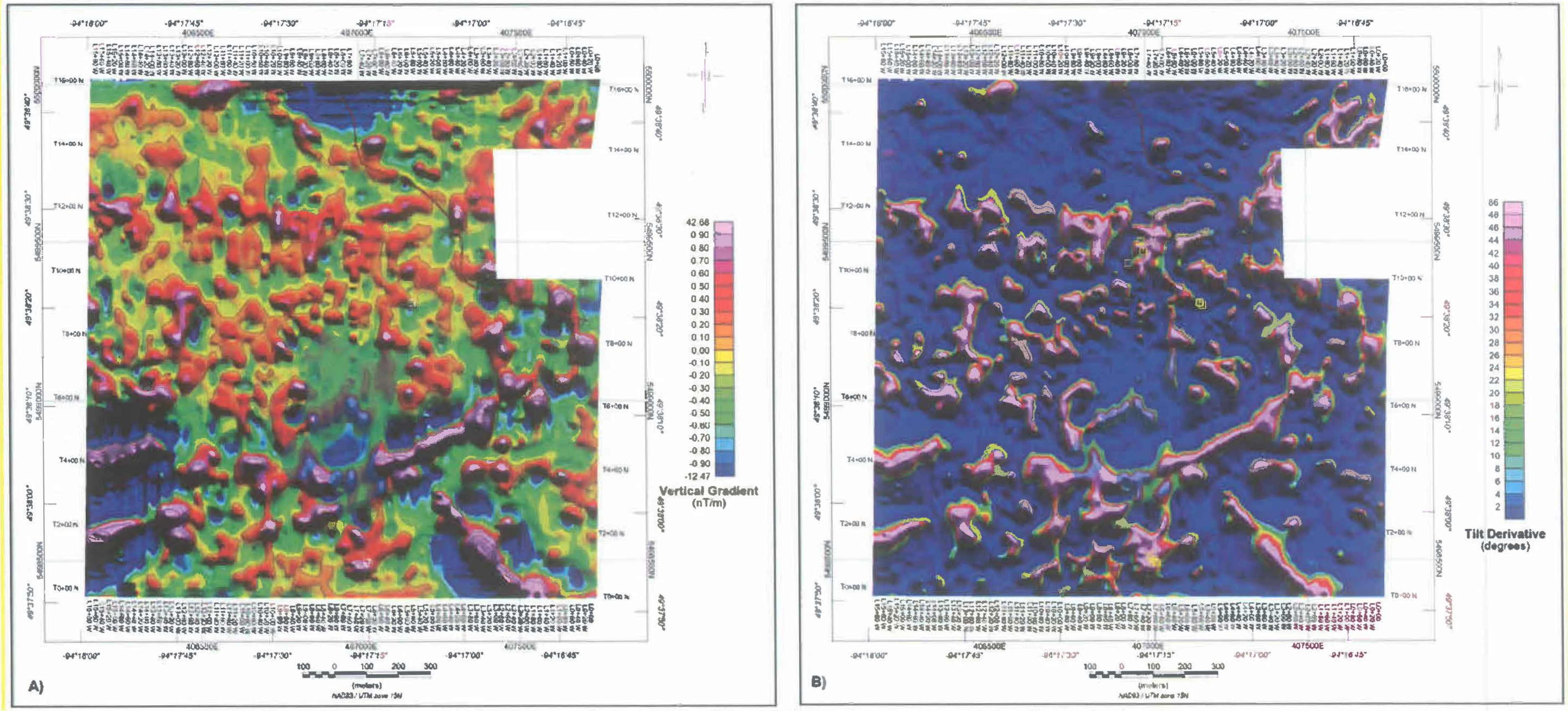


Figure 4.15 Calculated vertical magnetic gradient anomaly (A); calculated Tilt Derivative anomaly (B), of the Blackjack Project.

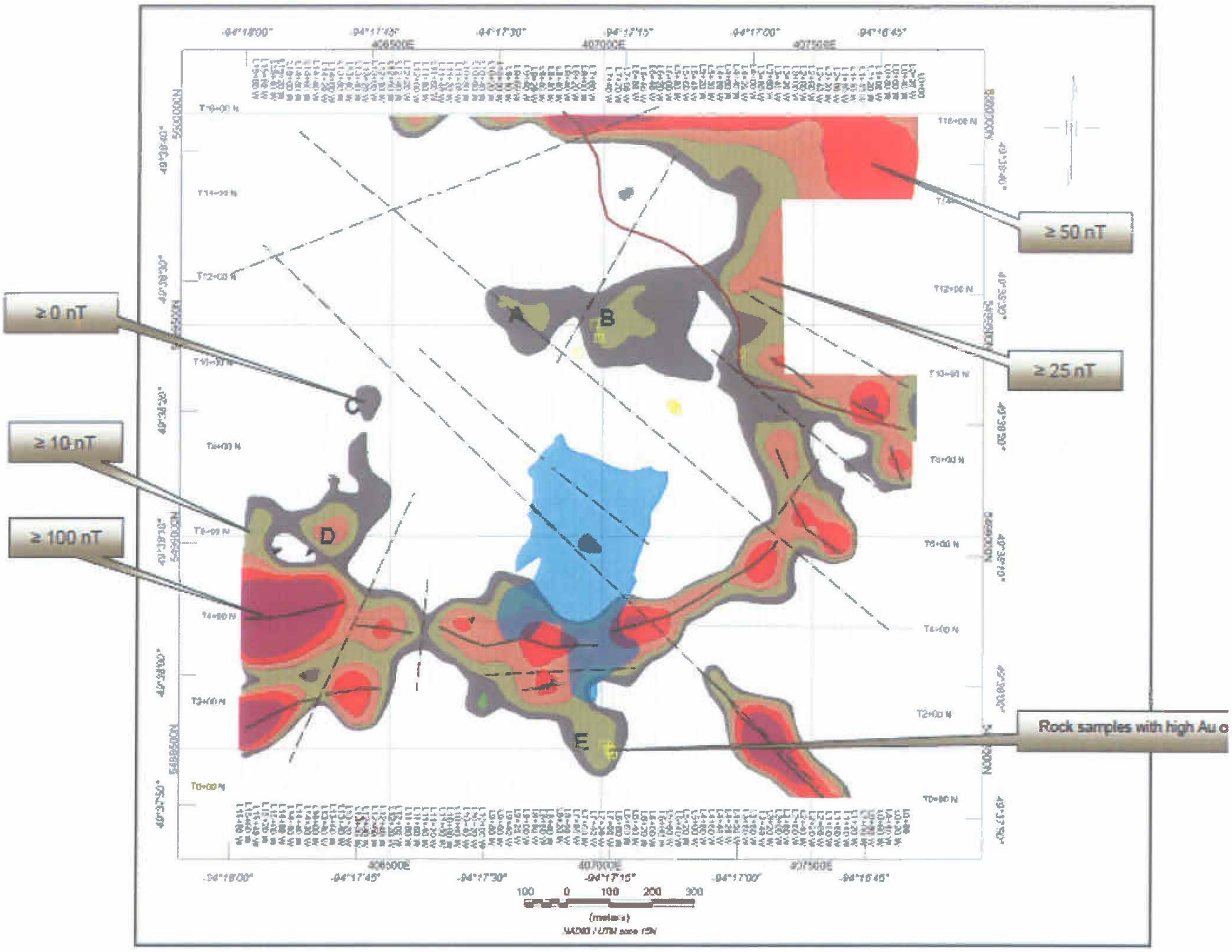


Figure 4.16 Simplified geophysical interpretation map of the Blackjack project.

(c) Orthophoto Survey

A photogrammetry survey was complete on June 22-23, 2017 using a fixed wing UAV. The survey was flown in two flights at 400 feet above ground level with a Sony NEX1 camera with 70 percent image overlap. The data was processed in Agisoft Photoscan Professional to produce an orthorectified photo with approximately 10cm resolution (Figure 4.17).

Figure 4.17 High resolution orthorectified image of the Blackjack Property.

(d) 2016 Exploration Program

At the request of Intact Gold Corporation, Longford Exploration Services Ltd. mobilized a field crew consisting of Brandon MacDonald and James Rogers from Vancouver, BC on May 26th, 2016. The field program ran from May 26th through May 31st, 2016 and consisted of geologic mapping and locating historic workings to georeference exploration data from previous exploration programs. Report writing was completed on June 2nd, 2016.

Geological Mapping
A geologic mapping and prospecting program was conducted by Brandon MacDonald and James Rogers. A total of 14 representative samples were collected and further described (Appendix B of NI 43-101). Mapping was focused on locating and obtaining orientation data from veins and shear zones, mineralogy, lithology and sense-of-shear indicators while describing alteration and mineralization characteristics. Mapping was intended to replicate and verify historic work and compile an updated Property Geology Map (Figure 4.12). A summary of the property geology is presented in the Geological Setting section above.

Georeferencing
Historic workings and samples were located using handheld Garmin 60CSX GPS units in NAD83 Zone 15N GRS80. From maps published in historic exploration program reports, approximate locations were established, ground-truthed, and entered into field notebooks and GPS Units (Figures 4.13 and 4.14).

Table 4.4 GPS coordinates of historic workings.

NAD83 Zone 15N		Description
Easting	Northing	
407288	5499366	"Mystery Shaft" un-named reclaimed shaft
406962	5499474	1986 Grid Location L244W 170N
406978	5499473	Black Jack North Shear centre of west pit
406944	5499427	Black Jack Shaft centre
406945	5499509	Bulldog Shear east end of trench
406965	5499512	Bulldog Shear shaft
407011	5498507	Combination Vein SW corner of westernmost pit, 1986 Sample #4703
407317	5499432	Dulmage Vein center of eastern pit of east side of road
407287	5499443	Dulmage Vein eastern point of western trench
407170	5499296	Goldhill #2 main shaft-filled
407168	5499308	Goldhill #2 Shaft area 1986 sample #1778 approximate
407272	5499223	Goldhill #3 test shaft
407244	5499225	Goldhill main production shaft
406990	5499501	Slamdance Vein pit

Figure 4.18 Author Brandon MacDonald recording the location of the Black Jack shaft.

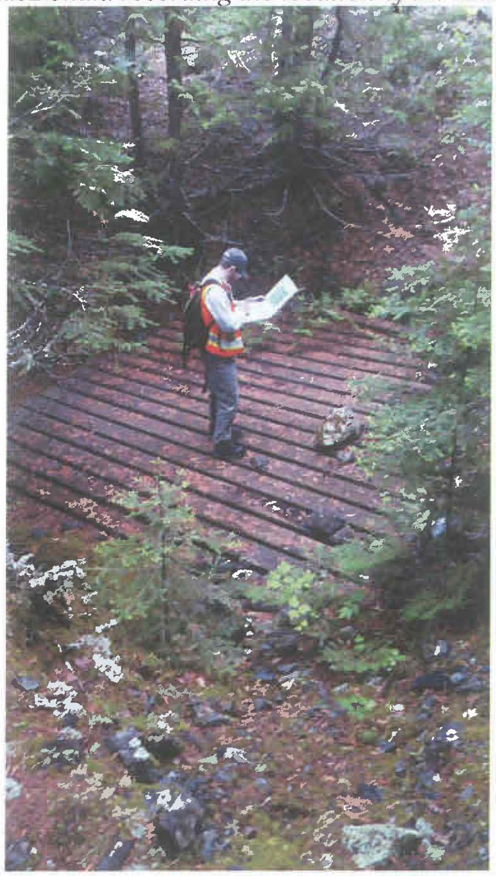


Figure 4.19 Locating and taking a representative sample of 1986 channel sample number 4703 of the Combination Vein.

Sampling

A total of 14 samples which were collected as representative samples and were submitted for analysis (Table 4.4). Multiple methods were performed on the samples as detailed in Appendix F. Four samples with gold amounts above 1 g/t by standard fire assay were resubmitted for a Metallic Screening process (Table 4.5).

Table 4.5 - Sample coordinates and gold assay results.

Sample ID	NAD83 ZONE 15N		Standard Fire Assay	Metallic Screen
	Easting	Northing	Au g/t	Au g/t
K934651	407237	5499610	0.031	
K934652	407237	5499610	0.0025	
K934653	407000	5499471	0.256	
K934654	406993	5499460	0.009	
K934655	406989	5499507	0.006	
K934656	406989	5499507	0.005	
K934657	406982	5499504	1.31	1.45
K934658	406979	5499504	3.57	1.66
K934659	406957	5499513	0.005	
K934660	406949	5499519	0.0025	
K934661	407291	5499442	2.86	2.75
K934662	407011	5498507	14.92	15.42
K934663	407011	5498507	0.024	
K934664	407168	5499308	0.384	

Table 4.6 Metallic screen results on four samples showing a coarse gold component.

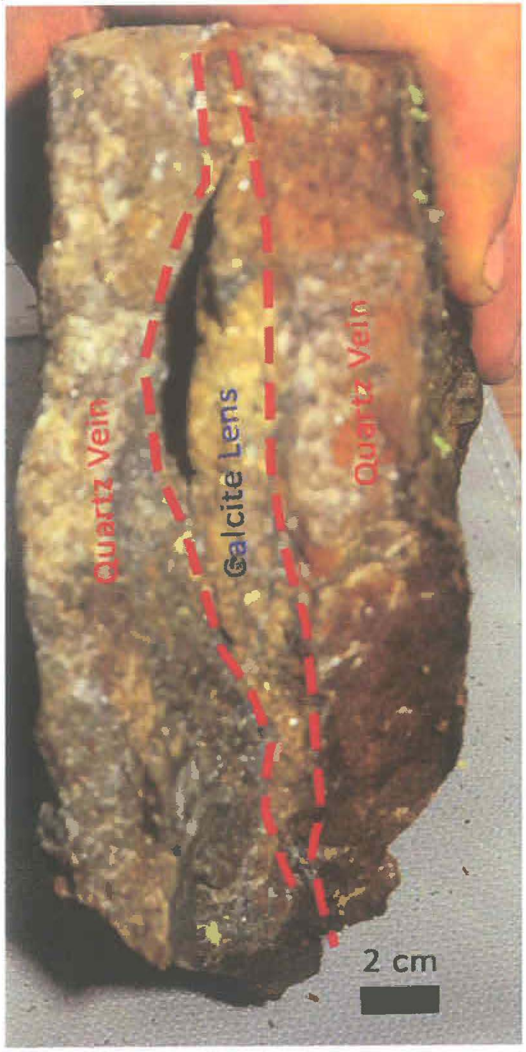
ANALYTE	Total Weight	Au +150 Weight	Au MET	Au -150 A	Au -150 B	Au -150 Avg.	Au +150
METHOD	GO_FAS31K	GO_FAS31K	GO_FAS31K	GO_FAS31K	GO_FAS31K	GO_FAS31K	GO_FAS31K
DETECTION	0	0.01	0.5	0.01	0.01	0.01	0.5
UNITS	g	g	g/t	g/t	g/t	g/t	g/t
K934657	559	38.9	1.45	1.09	1.35	1.22	4.4
K934658	697	48.3	1.66	1.22	1.32	1.27	6.9
K934661	539	16	2.75	2	2.11	2.05	25.4
K934662	567	11.3	15.42	15.1	15.7	15.4	18.6

(6) Mineralization

Gold mineralization occurs in high concentrations sporadically within recrystallized quartz veins associated with pyrite, pyrrhotite and lesser chalcopyrite (Slamdance Vein). The mineralized quartz veins pinch and swell along strike within the central portions of confining shear zones in altered mafic volcanics (Figure 4.20). The mineralizing event is thought to be syn to pre-kinetic based on the observation of recrystallized quartz. There is no favoured structural orientation for mineralization as gold is historically shown to occur in all orientations of shear zones. Mineralization does not appear to be related to calcite which is found in most of the shear zones as pods and in vugs with well-formed quartz crystals (Figure 4.21). Boundaries between the calcite and quartz are well defined and sharp. Ankerite occurs in some veins with angular inclusions of mafic volcanic rock.

Figure 4.20 - Picture of sample at the Ontario Geologic Survey's Kenora office of a cut and polished sample taken from the Black Jack shaft area of quartz veining in altered basalt.

Figure 4.21 - Sample ID K934654 from Black Jack North showing a carbonate lens with vuggy contact bound by quartz vein material.



(a) Deposit Types

The principal deposit type outlined to date on the Black Jack property is that of Orogenic Lode Gold (± silver, ± copper). These deposits are epigenetic with gold mineralization related to quartz veining and silicification in volcanic rocks. They occur predominantly in ductile-share zones which are parallel or sub-parallel to regional structures, although there are also some cross-cutting fissure-type veins present in the region which are gold-bearing. These quartz veins are irregularly distributed with lenticular and boudinaged features from post-depositional deformation.

Gold occurs freely in quartz or associated with sulphides in the vein and/or the wall rock. Most common associated sulphides are pyrite and pyrrhotite, but there is also a strong association with chalcopyrite, sphalerite and galena.

(7) Drilling

No drilling has been carried out by the current operator, historic diamond drilling is summarized in the History section above.

(a) 1990 Drilling Program

Two diamond drill holes are reported to have been completed within the Black Jack project area in 1990, namely GH-90-1 and GH-90-2. There is limited drill log information available in assessment file numbers 52E09NW0004 and 52ENW0007.

DDH GH-90-1 was drilled at an azimuth of 50° and dip of 45° for a total depth of 100 feet. The hole was targeting the Combination Vein and intercepted 10% - 15% quartz-carbonate vein material from 72.25' – 73.25'. A total of six samples were taken for assay but results are not reported. The drill log is available in Appendix D of NI 43-101.

DDH GH-90-2 was drilled at an azimuth of 50° and dip of 45° for a total depth of 104 feet. The hole was targeting the Pebble Vein and intercepted 1. A total of ten samples were taken for assay and results are reported in the filed drill logs. Only one sample returned a gold values above the minimum detection limit. Interval 93.5' – 95.5' of 25% - 30% quartz-carbonate vein with 2% - 3% pyrrhotite and pyrite ran 0.009 Oz. / t Au. The drill log is available in Appendix D of NI 43-101.

Despite attempts in the 2016 field program, the drill collars were not located.

(8) Sampling and Analysis

(a) 2016 Sampling Procedure

During the 2016 mapping program a total of 14 representative samples were collected of various veins and lithologies. These samples were collected to enable detailed description out of the field and were collected and secured in a manor where sample integrity and provenance is maintained for future analytical procedures.

Samples collected were located by GPS in NAD83 UTM Zone 15N, the sample location was recorded in field notebooks, an Assay sample tag book and as a waypoint on a Garmin 60CSX GPS unit. Each sample was collected into its own 18" x 12" poly bag labeled with the locale (ie. "Blackjack North") and a unique 7-character sample ID (ie. K934651) assigned from a barcoded Tyvek sample book. A tear-out tag with the barcode and unique sample ID was inserted in the bag with the sample and the bag sealed with a cable tie in the field (Figure 4.22). The sample locations are marked in the field with orange flagging type and the unique sample ID number written on the flagging tape.

Figure 4.22 Representative field samples collected for further description from the Black Jack North area.

(b) Sampling Preparation and Analysis

The 14 samples collected during the 2016 mapping program were submitted for analysis at SGS Canada Inc in Burnaby, BC. The samples were first submitted on Jun 10, 2016 for the following processes:

No. of Samples	SGS Method Code	Description
14	G_LOG02	Pre-Preparation processing, sorting, logging, boxing
14	G-PRP89	Weigh, dry (up to 3.0kg) crush to 75% passing 2mm, split 250g, pulverize to 85% passing 75 microns
14	G_WGH79	Weighting of samples and reporting of weights
14	GE_IC14A	Aqua Regia digestion/ICP-AES finish
14	GE_IC14M	Aqua Regia digestion/ICP-MS finish
14	GE_IMS90A	Sodium Peroxide fusion/ICP-MS Package
14	GE_FAA313	Au, FAS, AAS, 30g-5ml (Final Mode)
1	GO_FAG303	30 g, Fire Assay, gravimetric finish (Au) (Final Mode)

Four samples which returned greater than 1 g/t Au by fire assay were resubmitted for a metallic screening process on August 19, 2016:

No. of Samples	SGS Method Code	Description
4	G_LOG02	Pre-Preparation processing, sorting, logging, boxing
4	G-PUL46	Pulverize 500g, Cr Steel, 85% passing 75 microns
4	GO_FAS31_K	Pulp metallic plus fraction Grav/AAS/ICP (with 4 portions possible)

The metallic screening process can be used to better represent the gold concentration in a sample when there is coarse gold present which may not pulverize and pass through a screen. This is accomplished by screening 500g of the sample to 75 microns, weighing the plus and minus fractions, assaying the entire plus fractions, assaying 2 aliquots of the fine fraction, and finally calculating an average of the minus fraction assays and a weighted average of the minus and plus fractions.

Certificates of analysis are available in Appendix F of NI 43-101.

(9) Security of Samples

(a) Data Verification

The author's site visit during the 2016 program was done with intent to visit known mineralized zones and, if Possible, take samples to verify the existence of gold mineralization. A total of fourteen samples were collected from outcrop in several areas of the property. The samples confirm the presence of mineralization. Best efforts were made to collect representative samples. For location information and results please refer to the Exploration section above.

Table 4.7 - 2016 Sample locations and gold results.

Sample ID	NAD83 ZONE 15N		Standard Fire Assay	Metallic Screen
	Easting	Northing	Au g/t	Au g/t
K934651	407237	5499610	0.031	
K934652	407237	5499610	0.0025	
K934653	407000	5499471	0.256	
K934654	406993	5499460	0.009	
K934655	406989	5499507	0.006	
K934656	406989	5499507	0.005	
K934657	406982	5499504	1.31	1.45
K934658	406979	5499504	3.57	1.66
K934659	406957	5499513	0.005	
K934660	406949	5499519	0.0025	
K934661	407291	5499442	2.86	2.75
K934662	407011	5498507	14.92	15.42
K934663	407011	5498507	0.024	
K934664	407168	5499308	0.384	

(10) Mineral Resources and Mineral Reserves

There are no currently no NI 43-101 compliant Mineral Resource Estimates for this Property.

There are currently no mineral processing or metallurgical studies concerning this Property to the Authors' knowledge.

(11) Exploration and Development

(a) Proposed Exploration Budget

The recommended exploration and work programs for the Blackjack Project are as follows:

Phase I - $325,000

- Compilation, digitization, and interpretation of all available historic data $30,000
- Structural mapping and prospecting $30,000
  Detailed structural mapping and sampling to identify additional shear zones and investigate the potential for gold bearing disseminated sulfides throughout the property.

- Geophysics, detailed IP survey $180,000
  Detailed Induced Polarization survey to identify additional shear and vein systems.
- Trenching program $85,000
  Surface trenching to check geophysical anomalies.

The Phase II program is contingent on positive results from the Phase I program and following a thorough compilation and review by a qualified person the following Phase II program is recommended.

Phase II - $450,000

- 1500m Diamond drill program $450,000
  - Diamond core drilling to verify the down dip extensions of known veins and geophysical and geochemical anomalies.

4.4 Companies with Oil and Gas Operations

The Company does not have any oil and gas operations.

5. Selected Financial Information

5.1 Annual Information

The following table summarizes financial information of the Company for the last three completed financial years ended July 31, 2016, 2015 and 2014 and the subsequent second quarter ended January 31, 2017. This summary financial information should only be read in conjunction with the Company's audited and interim financial statements, including the notes thereto, included elsewhere in this document.

SELECTED ANNUAL INFORMATION

	For the three month period Ended	For the Year Ended July 31,		
Operating Data:	**April 30, 2017**	**2016**	**2015**	**2014**
Total revenues	$ Nil Nil	$ Nil	$ Nil	$ Nil
Total G&A expenses	294,519	68,149	110,728	565,983
Net loss for the period	(294,519)	(68,149)	(140,125)	(565,983)
Basic and diluted loss per share (1)	(0.01)	(0.00)	(0.00)	(0.06)
Dividends	Nil	Nil	Nil	Nil
Balance Sheet Data:				
Total assets	262,078	2,050	1,240	31,958
Total long-term liabilities	Nil	Nil	Nil	Nil

(1) Basic and diluted loss per share has been calculated using the weighted average number of shares outstanding.

SELECTED QUARTERLY INFORMATION (UNAUDITED)

5.2 Quarterly Information

The summary of quarterly results for each of the eight most recently completed quarters ending at the end of the most recently completed financial year has been prepared in accordance with IFRS:

Summary of quarterly results	Q3 2017 $	Q2 2017 $	Q1 2017 $	Q4 2016 $	Q3 2016 $	Q2 2016 $	Q1 2016 $	Q4 2015 $	Q3 2015 $
Total assets	262,078	152,454	2,172	2,050	1,513	1,353	8,359	1,240	**40,8**
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Net loss and comprehensive loss	(294,519)	(292,097)	(18,063)	(33,147)	(7,979)	(23,445)	(3,578)	(38,876)	**(26,5**
Loss per share	**(0.01)**	**(0.01)**	**(0.00)**	**(0.00)**	**(0.00)**	**(0.00)**	**(0.00)**	**(0.01)**	**(0.**

5.3 Dividends

Subject to the *Securities Act* (British Columbia) (the "**Act**"), the directors may in their discretion from time to time declare and pay dividends wholly or partly by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company, or a combination of these.

The Company paid no dividends since its inception on April 30, 2007. The Company intends to retain any earnings to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

5.4 Foreign GAAP

The Company is not presenting financial information on the basis of foreign GAAP.

6. Management's Discussion and Analysis

6.1, 6.14 & 6.17 Annual MD&A for the Financial Year Ended July 31, 2016

This management discussion and analysis ("**MD&A**"), excerpted from the annual MD&A for the financial year ended July 31, 2016, includes a review of activities, results of options, financial condition and outlook for the Company for the year ended July 31, 2016, with comparisons to the year ended July 31, 2015. This MD&A is presented as of November 30, 2016 and should be read in conjunction with the Company's audited annual financial statements for the years ended July 31, 2016 and 2015 and the related notes thereto. The Company's audited financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All monetary amounts are in Canadian dollars unless otherwise stated. Additional information on the Company is available on SEDAR at www.sedar.com.

Forward-looking Statements

Certain information included in this discussion may constitute forward-looking statements. Forward- looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward- looking statement, whether as a result of new information, future events, or otherwise.

OVERALL PERFORMANCE

The Company 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 year ended July 31, 2016, loss from continuing operations was $68,149 (2015 - $110,738) and income from discontinued operations of $nil (2015 - $250,863). The Company has taken major steps to reduce expenditures on accounting and audit expenditures, advertising and promotion, management fees and office costs.

RESULTS OF OPERATIONS

General and administrative expenses of $68,149 decreased for the year ended July 31, 2016 as compared to $110,738 in 2015. Significant expenses during the year ended July 31, 2016 were accounting and audit fees of $11,420 (2015 - $31,967), management fees of $21,400 (2015 - $23,600), professional fees of $12,000 (2015 - $19,492), transfer agent and filing fees of $10,272 (2015 - $18,160).

The general and administrative expenses decreased due to less corporate activity during the current period as compared to the same period in 2015.

FOURTH QUARTER RESULTS

For the three months ended July 31, 2016, the Company recorded a net loss of $33,147 ($nil loss per share) compared to a net loss of $38,876 ($nil loss per share) for the three months ended July 31, 2015. The loss is comprised of general and administrative expenses of $33,147 (2015 - $38,876) and income from discontinued operations of $nil (2015 - $250,863).

The general and administrative expenses for the three months ended July 31, 2016 decreased due to changes in corporate activity and as a result of various cost-cutting measures implemented by the Company as compared to the same period in 2015.

LIQUIDITY AND CAPITAL RESOURCES

During the year ended July 31, 2016, the Company's working capital deficit increased from $510,678 to $578,827. Cash has decreased from $213 to $11.

Net cash used in operations was $27,026 (2015 - $93,279) and net cash provided by financing activities was $26,824 (2015 - $100,000).

Net cash used in operations was primarily general operating expenses of $56,337(2015 - $100,678) and net change in non-operating working capital items of $29,311 (2015 - $7,399)

Financing activities was from proceeds on loans of $26,824 (2015 - $nil) and proceeds from share issuance of $nil (2015 - $100,000 from issuance of 2,000,000 common shares).

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.

RELATED PARTY TRANSACTIONS

All related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. All amounts either due from or due to related parties other than specifically disclosed are non-interest bearing, unsecured and have no fixed terms of repayments.

During the year ended July 31, 2016, the Company incurred $21,400 (2015 - $23,600) for management fees to its directors.

As at July 31, 2016, trade payables due to officers and directors and companies controlled by them is $45,773 (2015 - $23,303).

As at July 31, 2016 loans payable to officers and directors and companies controlled by them $6,824 (2015 - $Nil).

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

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's Statement of Operations and Deficit included in its Audited Financial Statements for the years ended July 31, 2016 and 2015, and which are available on SEDAR at www.sedar.com.

OUTSTANDING SHARE DATA AS AT APRIL 30, 2017

	Number issued and outstanding	Exercise Price $	Expiry Date
Common shares	[34,939,021]	N/A	N/A
Common shares issuable on exercise:			
Warrants	400,000	0.10	January 13, 2018
Warrants	1,400,000	0.35	February 6, 2018
Warrants	400,000	0.35	June 5, 2018
Options	350,000	0.10	January 16, 2022
Options	840,000	0.17	January 17, 2022
Options	600,000	0.25	January 18, 2022
Options	200,000	0.25	January 27, 2022
Options	300,000	0.30	February 3, 2017
Options	500,000	0.37	February 3, 2017

Private Placements

The Company closed a non-brokered private placement of 400,000 units at a price of $0.05 per unit for gross proceeds of $20,000 on January 13, 2017. Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to acquire one additional common share at a price of $0.10 per share until January 13, 2018.

The Company closed a non-brokered private placement of 1,400,000 units at a price of $0.25 per unit for gross proceeds of $350,000 on February 6, 2017. Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to acquire one additional common share at a price of $0.35 per share until February 6, 2018.

The Company closed a non-brokered private placement of 400,000 units at a price of $0.25 per unit for gross proceeds of $100,000 on June 5, 2017. Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to acquire one additional common share at a price of $0.35 per share until June 5, 2018.

INVESTOR RELATIONS

The Issuer did not engage investor relations activities during the years ended July 31, 2016 and 2015.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure 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.

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the audited financial statements for the year ended July 31, 2016.

FINANCIAL INSTRUMENTS

The Company classifies all financial instruments as either financial assets at fair value through profit or loss ("FVTPL"), held to maturity, loans and receivables, available-for-sale or other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss. Instruments classified as FVTPL are measured at fair value, and changes are recognized in profit or loss.

The Company has designated its cash as FVTPL, which is measured at fair value. Accounts receivable are classified as loans and receivables, which is measured at fair value. Accounts payable and accrued liabilities, due to related parties and loan payable are classified as other financial liabilities, which are measured at amortized cost.

Credit risk

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 solely of refundable sales taxes.

Liquidity risk

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 April 30, 2017, the Company's liabilities consisted of accounts payable and accrued liabilities of $46,872 (July 31, 2016 - $400,155), due to related parties of $950 (July 31, 2016 - $52,597) and loans payable of $nil (July 31, 2016 - $128,125). The Company's cash was $259,482 at April 30, 2017, (July 31, 2016 – $11) and are 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 and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant funding.

Interest rate risk

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.

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.

Commodity price risk

The Company does not hold any financial instruments that have direct exposure to other price risks.

OUTLOOK

The Company currently has a working capital deficiency of $254,998 as at July 31, 2017 and will need to obtain additional equity financing to fund any further investment.

6.15 & 6.17 Interim MD&A for the 3rd Quarter Ended April 30, 2017

See Section 6.1 – 6.14 above, for a discussion of the Company's fourth quarter ended January 31, 2017.

The interim MD&A for the 3rd quarter ended April 30, 2017 is incorporated by reference herein and can be found by accessing the Company's public documents filed on SEDAR at www.sedar.com.

7. **Market for Securities**

The common shares of the Company are listed and posted for trading on the NEX Exchange under symbol "WST.H".

8. **Capitalization**

The Company's common shares are consolidated on a two-old-for-one-new share basis on March 3, 2014. There are no other material changes in the share capital of the Company. There are no other material changes in the share and loan capital of the Company that have not been previously disclosed.

9. **Options to Purchase Securities**

The following table summarizes the options, granted under the Company's stock option plan, outstanding as of July 31, 2017:

Group	No. of Options	Securities under Option	Grant Date	Expiry Date	Exercise Price per Common Share $	Market Value of the Common Shares on the Date of Grant
Director	350,000	350,000	January 16, 2017	January 16, 2022	0.10	0.10
Directors	200,000	200,000	January 27, 2017	January 27, 2022	0.25	0.25
Consultants	840,000	840,000	January 17, 2017	January 17, 2022	0.17	0.17
Consultants	600,000	600,000	January 18, 2017	January 18, 2017	0.25	0.25
Consultants	300,000	300,000	February 3, 2017	February 3, 2017	0.30	0.30
Consultants	500,000	500,000	February 6, 2017	February 6, 2017	0.37	0.37
TOTAL	**2,790,000**	**2,790,000**				

Description of the Stock Option Plan

Stock Option Plan

The Board is responsible for administering compensation policies related to the Company's executive management, including with respect to option-based awards. The

Company has in place, a 10% rolling share option plan dated for reference September 7, 2011 (the "**Plan**") pursuant to which the Board can grant stock options to directors, officers, employees, management and others who provide services to the Company. The Plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

The Board has not proceeded with a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board does not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Plan is subject to the following restrictions:

(a) The Company must not grant an option to a director, employee, consultant, or consultant company (the "Service Provider") in any 12 month period that exceeds 5% of the outstanding Common Shares, unless the Company has obtained approval to do so by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders' meeting, excluding votes attaching to Common Shares beneficially owned by Insiders and their Associates ("Disinterested Shareholder Approval");

(b) The aggregate number of options granted to a Service Provider conducting Investor Relations Activities in any 12 month period must not exceed 2% of the outstanding Common Shares calculated at the date of the grant, without the prior consent of the TSXV;

(c) The Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding Common Shares calculated at the date of grant of the option;

(d) The aggregate number of Common Shares reserved for issuance under options granted to Insiders must not exceed 10% of the outstanding Common Shares (in the event that the Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;

(e) The number of Optioned Shares issued to Insiders in any 12 month period must not exceed 10% of the outstanding shares (in the event that the Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;

(f) The issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding Common Shares unless the Company has obtained Disinterested Shareholder Approval to do so; and

(g) The exercise price of an option previously granted to an Insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

The following is a summary of the material terms of the Plan:

(a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;

(b) Options granted under the Plan are non-assignable and non-transferable and are issuable for a period of up to 10 year;

(c) For options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;

(d) An Option granted to any Service Provider will expire within one year (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;

(e) If an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;

(f) In the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;

(g) The exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);

(h) Vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period; and

(i) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

10. Description of the Securities

10.1 General

There are no special rights or restrictions attached to the Company's common shares. The holders of the common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each common share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the common shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding- up of the Company, whether voluntary or involuntary, the holders of the common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

The Company is also authorized to issue an unlimited number of preferred shares. There were no preferred shares issued and outstanding as at the date hereof.

10.2 Debt Securities

- 10.6

Not applicable.

10.7 Prior Sales

For the 12-month period prior to the date of this document, the following securities of the Company were sold:

Non-brokered private placement of 400,000 units at a price of $0.25 per unit for gross proceeds of $100,000 on June 5, 2017. Each unit consists of one common share of the Company and one common share purchase warrant of the Company with each warrant entitling the holder to acquire one additional common share at a price of $0.35 per share until June 5, 2018.

Non-brokered private placement of 400,000 units at a price of $0.05 per unit for gross proceeds of $20,000 on January 13, 2017. Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to acquire one additional common share at a price of $0.10 per share until January 13, 2018.

Non-brokered private placement of 1,400,000 units at a price of $0.25 per unit for gross proceeds of $350,000 on February 3, 2017. Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to acquire one additional common share at a price of $0.35 per share until February 6, 2018.

On July 19, 2016, the Company's common shares transition to the NEX Board of the TSX Venture Exchange because the Company has not maintained the requirements for a Tier 2 Company under the policies of the TSX Venture Exchange. The Company's common shares are listed for trading under symbol "WST.H" on the NEX Board.

The following table sets out the price ranges and volume traded or quoted on the NEX Exchange and the TSX Venture Exchange for the common shares of the Company for the 12-month period prior to the date of this Listing Application:

NEX Exchange	High	Low	Volume
July, 2017	0.25	0.12	4,001,427
June, 2017	0.33	.000	1,499,525
May 2017	0.35	0.215	3,794,859
April 2017	0.28	0.18	1,875,920
March 2017	0.295	0.19	2,304,378
February 2017	0.385	0.225	5,140,467
January 2017	0.28	0.025	9,223,218
December 2016	0.025	0.01	68,850
November 2016	0.01	0.01	1,500
October 2016	0.01	0.01	8,000
September 2016	0.01	0.005	2,500
August 2016	N/A	N/A	Nil
July 19 – 31, 2016	0.01	0.005	25,000

TSX Venture Exchange	High	Low	Volume
July 1 - 18, 2016	0.015	0.015	39,000

June 2016	**0.015**	**0.01**	**34,601**

11. Escrowed and Pooled Securities

11.1 Escrowed Securities

No common shares of the Company are subject to an Escrow Agreement.

12. Principal Shareholders

The Company is not aware of any person who beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to common shares.

13. Directors and Officers

13.1 - 13.2

The Articles of the Company provide that the number of directors should not be fewer than three directors. Each director holds office until the close of the next annual general meeting of the Company, or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated. The Company's Board currently consists of four directors, of whom two can be defined as "unrelated director" or directors who are independent of management and are free from any interests and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the directors' ability to act with a view to the best interests of the Issuer, other than interests and relationships arising from shareholders, and do not have interests in or relationships with the Issuer.

The following table provides the names of the directors and officers, municipalities of residence province and country, respective positions and offices held with the Company, their principal occupations for the past five years and the number and percentage of common shares owned, directly or indirectly, or over which control or direction is exercised, of voting securities of the Company, as of the date hereof:

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled(1)
Michael L. Young(2)(5)(6)(7) President, Chief Executive Officer and Director British Columbia, Canada	Chief Executive Officer of Westridge and Chief Financial Officer of Green 2 Blue Energy Corp. From 2011 to 2015, he was President, CFO & Director of DraftTeam Fantasy Sports Inc.	Director and Officer since January 16, 2017	[40,000]
Henry Chow Director	Chartered Professional Accountant and Partner at Saturna Group Chartered	Director since Sept 19, 2017	0

British Columbia, Canada	Professional Accountants LLP		
Christopher Cooper(3)(5)(6)(7) Chief Financial Officer and Director British Columbia, Canada	Chief Executive Officer and founder of Aroway Energy Inc.	Director since November 3, 2015 Officer since September 14, 2014	[2,253,340]
William Joseph Radvak(4)(5)(6)(7) Chairman, Director British Columbia	Mining Engineer, President, CEO and a director of both American Vanadium Corp. and Regency Gold Corp.	Since December 10, 2014	[698,500]

Notes:

(1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.

(2) Mr. Young currently holds 500,000 stock options exercisable until January 16, 2022, at an exercise price of $0.10. Mr. Young also currently holds 40,000 warrants exercisable until February 3, 2018 at a warrant exercise price of $0.35.

(3) Mr. Cooper currently holds 100,000 stock options exercisable until January 27, 2022, at an exercise price of $0.25.

(4) Mr. Radvak currently holds 100,000 stock options exercisable until January 27, 2022, at an exercise price of $0.25.

(5) Member of Audit Committee.

(6) Member of the Compensation Committee.

(7) Member of the Corporate Governance Committee

As of the date of this document, the directors and executive officers of the Company beneficially owned, directly or indirectly, as a group, 2,991,840 common shares of the Company representing approximately 8.4% of all outstanding voting securities of the Company.

13.2 Board Committees

The Company has three committees: the Audit Committee, the Compensation Committee and the Corporate Governance Committee.

The Audit Committee of the Company consists of the following members are:

Henry Chow	Independent Member
Michael Young	Non-Independent Member
William J. Radvak	Independent Member

The Compensation Committee and the Corporate Governance Committee of the Company consists of the following members:

Christopher Cooper

Michael Young

William J. Radvak

See table above.

13.3 Cease Trade Orders or Bankruptcies

Other than set out below, no current or proposed director is, or has been within the past 10 years, a director or executive officer of any other company that, while such person was acting in that capacity: (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; (b) was subject to an event that resulted, after the current or proposed director ceased to be a director or executive officer of such company, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (c) within a year of the current or proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

In September 2001, while William J. Radvak was a director of Response Biomedical Corp., a TSX/OTCQB publicly listed medical device company ("**Response**"), Response experienced difficulty in raising funds as the result of (1) an unexpected delay in the receipt of market clearance from the FDA for its RAMP Reader and Myoglobin Test, and (2) unfavorable financial market conditions. On September 17, 2001, Response applied for creditor protection under the Bankruptcy and Insolvency Act (Canada). Following positive discussions with the FDA, Response arranged bridge financing in the form of secured loans from three of its directors, of which Mr. Radvak was one, and one of Response's shareholders. On October 23, 2001, a proposal to settle outstanding debts was made to its creditors. The proposal was voted on and accepted unanimously by voting creditors on November 5, 2001 and subsequently approved by the British Columbia Supreme Court. Following the receipt of FDA clearance in January 2002 and having made a final settlement payment to creditors on March 13, 2002, Response was discharged from creditor protection.

In August 2008, while Chris Cooper was a director of Northern Sun Exploration Company Inc. ("**Northern Sun**"), Northern Sun entered into insolvency protection under the bankruptcy and insolvency act. Northern Sun had $2.65 million owing to Quest Capital in the form of a secured loan and approximately $2 million owing to its trade creditors from its failed exploration program. Northern Sun made a proposal to settle its outstanding debts with its creditors, which was accepted by the creditors. Northern Sun has now received a "Certificate of Full Performance of Proposal" and did not go bankrupt. Chris Cooper remains a director of Northern Sun.

13.4 Penalties or Sanctions

To the knowledge of the Company, no director, officer or promoter of the Company, or a security holder anticipated to hold sufficient securities of the Company to affect materially the control of the Company is, or within 10 years before the date of this document, has been, a director or officer of any other Issuer that, while that person was acting in that capacity, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.5 Personal Bankruptcies

No director or officer of the Issuer is, or has, within the 10 years prior to the date of this document, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

13.6 Conflicts of Interest

Certain of the directors and officers of the Issuer are also directors and officers of other natural resource companies. The directors of the Company are bound by the provisions of the *Business Corporations Act* (British Columbia) to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

13.7 Management

Michael L. Young – President, Chief Executive Officer and Director, Age 54

Mr. Young has over 20 years of extensive business experience in all facets of corporate development, senior management, sales, marketing, finance and operations, in both the private and public sectors. His experience includes spearheading growth strategies, financial reporting, quarterly and annual budgets, overseeing corporate administration, while achieving company objectives and maintaining internal cost controls. Mr. Young is a Graduate of the Certified Financial Planning (CFP) Program and has been Chief Financial Officer and a director of Green 2 Blue Energy Corp. since August 2015, a renewable energy company focused on low-cost wood pellet production through the integration of biomass gasification technology. From 2011 to 2015, he was President, CFO & Director of DraftTeam Fantasy Sports Inc. a digital entertainment company focused on daily fantasy sports and social gaming. The Company was acquired by Fantasy Aces Daily Fantasy Sports Corp. in 2015 a TSX.V listed company.

Mr. Young commits **65%** of his time based on a 50 hour work week to the business of the Company. Mr. Young entered into an employment agreement and non-competition agreement with the Corporation and is considered to be an employee of the Corporation as at the date of this Listing Statement. My company Gold Medal Performance Corp. entered into a consulting agreement with the Company on January 16, 2017 for $10,000 plus GST per month.

Christopher Cooper – Chief Financial Officer and Director, Age 47

Mr. Cooper has over 17 years' experience in both domestic and international oil and gas management and finance. Currently, Mr. Cooper is the President, Chief Executive Officer and founder of Aroway Energy Inc., a junior oil and gas issuer. Mr. Cooper received or of Business Administration from Hofstra University and his Master's in Business Administration from Dowling College, both in New York State. Our Board has determined that Mr. Cooper should serve on the Board as director of our company based on his extensive career in operating publicly traded companies and raising capital as well as his academic accreditations.

Mr. Cooper commits **50%** of his time to the business of the Company.

14. Capitalization

14.1 Issued Capital

As at ●	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued	% of Issued
Public Float				
Total outstanding (A)	35,499,021	40,489,021	100.00%	100.00%

Held by Related Persons or employees of the Company or Related Person of the Company, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Company (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held) (B)	2,991,840	3,811,840	8.4%	9.4%
Total Public Float (A-B)	32,607,181	36,677,181	92%	91%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	0	0	0	0
Total Tradable Float (A-C)	35,499,021	40,489,021	100%	100%

Public Security holders (Registered)

The persons enumerated in (B) of the *Issued Capital* table above are not included in the following table.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 - 99 securities	1	50
100 – 499 securities	3	869
500 – 999 securities	5	3,150
1,000 – 1,999 securities	16	20,500
2,000 – 2,999 securities	19	44,000
3,000 – 3,999 securities	10	32,950
4,000 – 4,999 securities	3	16,250
5,000 or more securities	164	16,517,634
Total	223	16,635,403

Non-Public Security holders (Registered)

For the purposes of this report, “non-public security holders” are persons enumerated in under (B) in the

Issued Capital table above.

Class of Security		
1 - 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	3	2,991,840
Total	3	2,991,840

14.2 Convertible/Exchangeable Securities

Description of Security	Date of Expiry	Exercise Price $	Number of convertible/ exchangeable securities outstanding	Number of listed securities issuable upon conversion/ exercise
Options	January 16, 2022	$0.10	350,000	350,000
	January 17, 2022	$0.17	850,000	850,000
	January 18, 2022	$0.25	600,000	600,000
	January 27, 2022	$0.25	200,000	200,000
Warrants	January 13, 2018	$0.10	400,000	400,000
	February 6, 2018	$0.35	1,400,000	1,400,000
	June 5, 2018	$0.35	400,000	400,000

14.3 Other Listed Securities

There are no other listed securities reserved for issuance that are not included in section 14.2.

15. Executive Compensation

15.1 Statement of Executive Compensation

In this section "**Named Executive Officer**" means (a) the Chief Executive Officer (or an individual who acted in a similar capacity) (the "**CEO**"), (b) the Chief Financial Officer (or an individual who acted in a similar capacity) (the "**CFO**"), (c) each of the Company's three other most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (except those whose total salary and bonus does not exceed $150,000), and (d) each individual who would be an Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year.

The Named Executive Officers (the "**NEOs**") of the Company for the purposes of the below information are: Michael L. Young, President and Chief Executive Officer, Christopher Cooper, Chief Financial Officer and director and former President and Chief Executive Officer, Andrew R. Cheshire, former President and Chief Executive Officer, Daryn Gordon, former Chief Financial Officer and Corporate Secretary and Mike K. Veldhuis, former Corporate Secretary and director.

The NEOs during financial year ended July 31, 2015 were: Christopher Cooper, President, CEO and director, Andrew R. Cheshire, President and Chief Executive Officer and director and Daryn Gordon, Chief Financial Officer and Mike K. Velduis, Corporate Secretary and director.

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

Compensation Discussion and Analysis

The current members of the Company's Compensation Committee are: Michael L. Young (Chair), William Radvak and Christopher Cooper.

The Company's compensation policies and programs are designed to be competitive with similar mining companies and to recognize and reward executive performance consistent with the success of the Company's business. These policies and programs are intended to attract and retain capable and experienced people. The Compensation Committee's role and philosophy is to ensure that the Company's compensation goals and objectives, as applied to the actual compensation paid to the Company's CEO and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

In addition to industry comparables, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company and the Compensation Committee's assessment of each executive's individual performance and contribution toward meeting corporate objectives.

The function of the Compensation Committee is to assist the Board in fulfilling its responsibilities relating to the compensation practices of the executive officers of the Compensation Committee. The Committee has been empowered to review the compensation levels of the executive officers of the Company and to report thereon to the Board to review the strategic objectives of the share option plan and other stock-based compensation plans of the Company and to set stock based compensation; and to consider any other matters which, in the Committee's judgment, should be taken into account in reaching the recommendation to the Board concerning the compensation levels of the Company's executive officers.

The Compensation Committee has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Compensation Committee considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Base Salary or Consulting Fees

Base salary ranges for executive officers were initially determined upon a review of companies within the mining industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

(a) The particular responsibilities related to the position;

(b) Salaries paid by other companies in the mining industry which were similar in size as the Company;

(c) The experience level of the executive officer;

(d) The amount of time and commitment which the executive officer devotes to the Company; and

(e) The executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the Chief Executive Officer. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's share option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasises the provisions of option grants to maintain executive motivation.

Actions, Decisions or Policy Changes
Given the evolving nature of the Company's business, the Board continues to review the overall compensation plan for senior management so as to continue to address the objectives identified above.

Risks Associated with the Company's Compensation Practices

At the time of preparation of this Information Circular, the Company's directors had not considered the implications of any risks to the Company associated with decisions regarding the Company's compensation program. The Company intends to formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company's compensation program and how it might mitigate those risks.

Benefits and Perquisites
The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors
The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Information Circular, entitlement to grants of incentive stock options under the Company's Stock Option Plan is the only equity security element awarded by the Company to its executive officers and directors (see – "Particulars of Matters to Be Acted Upon – Continuation of 10% rolling share option plan" for a description of the Company's share option plan).

Option-Based Awards

The Company has a share option plan in place dated for reference September 7, 2011, wherein an aggregate of 10% of the issued and outstanding Common Shares at the time an option is granted, less any outstanding options, are available for issuance to eligible optionees. The share option plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the board of directors based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the board of directors. The stock option plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. Refer to PARTICULARS OF MATTERS TO BE ACTED UPON – Continuation of 10% rolling share option plan" below).

Summary Compensation Table

The compensation paid to the NEOs during the Company's three most recently completed financial years of July 31, 2016, July 31, 2015 and July 31, 2014 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary ($)	Option-based awards ($)	Non-equity incentive plan compensation: Annual incentive plans ($)	Non-equity incentive plan compensation: Long-term incentive plans ($)	Pension value ($)	All other compensation ($)	Total compensation ($)
Michael L. Young[(1)] President, CEO and director	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Cooper[(2)] CFO and director /former President and CEO	2016	28,900	Nil	Nil	Nil	Nil	Nil	28,900
	2015	14,600	Nil	Nil	Nil	Nil	Nil	14,600
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew R. Cheshire[(3)] former President and CEO and former director and CFO	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	26,500	Nil	Nil	Nil	Nil	Nil	26,500
Daryn Gordon[(4)] former CFO and Corporate Secretary	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	11,000	Nil	Nil	Nil	Nil	Nil	11,000
Mike K. Veldhuis[(5)] former Corporate Secretary and former director	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Young was appointed a director, and the President and Chief Executive Officer of the Company on January 20, 2017.

(2) Mr. Cheshire served as President and CEO from January 21, 2013 to November 3, 2015 and resigned as officer and director on November 3, 2015. Mr. Cheshire's salary consisted of consulting fees paid to Cheshire Consulting Corp., a private company owned and controlled by Mr. Cheshire.

(3) Mr. Cooper served as President from June 14, 2007 to August 23, 2011 and served as CEO from August 12, 2008 to September 27, 2011. Mr. Cooper was appointed Chief Financial Officer of the Company on September 14, 2014. Mr. Cooper also served as President and Chief Executive Officer from November 3, 2015 to January 20, 2017.

(4) Daryn Gordon served as Chief Financial Officer from January 21, 2013 to September 19, 2014 and served as Corporate Secretary from December 6, 2013 to September 19, 2014.

(5) Mike K. Veldhuis served as Corporate Secretary of the Company from September 14, 2014 to December 20, 2014. Mr. Veldhuis resigned as a director of the Company on December 10, 2014.

Incentive Plan Awards

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards Year Ended July 31, 2016

There were no NEO outstanding option-based awards during the year ended July 31, 2016. The Company did not grant any share-based awards during financial year ended July 31, 2016.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards Year Ended July 31, 2015

There were no NEO outstanding option-based awards during the year ended July 31, 2015. The Company did not grant any share-based awards during financial year ended July 31, 2015.

Incentive Plan Awards - Value Vested Or Earned During the Year Ended July 31, 2016

There were no NEO value vested or earned options or share-based awards under incentive plans during the year ended July 31, 2016. The Company did not grant any share-based awards during financial year ended July 31, 2016.

Incentive Plan Awards - Value Vested Or Earned During the Year Ended July 31, 2015

here were no NEO value vested or earned options or share-based awards under incentive plans during the year ended July 31, 2015. The Company did not grant any share-based awards during financial year ended July 31, 2015.

Termination and Change of Control Benefits

As of July 31, 2016, the Company had no agreements with any of its NEOs concerning severance payments of cash or equity compensation as a result of termination of their arrangement with the Company or as a result of a change of control of the Company.

Director Compensation

No directors receive monthly compensation and no director receives compensation for attending Board meetings or committee meetings.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards Year Ended July 31, 2016

There were no option-based or share-based awards outstanding to a director who was not an NEO of the Company during financial year ended July 31, 2016. The Company did not grant share-based awards during financial year ended July 31, 2016.

Outstanding Share-Based Awards and Option-Based Awards Year Ended July 31, 2015

There were no option-based or share-based awards outstanding to a director who was not an NEO of the Company during financial year ended July 31, 2015. The Company did not grant share-based awards during financial year ended July 31, 2015.

Incentive Plan Awards – Value Vested or Earned During the Year Ended July 31, 2016

There were no option based awards vested or earned during financial year ended July 31, 2016 to any director who was not an NEO during financial year ended July 31, 2016.

Incentive Plan Awards – Value Vested or Earned During the Year Ended July 31, 2015

There were no option based awards vested or earned during financial year ended July 31, 2015 to any director who was not an NEO during financial year ended July 31, 2015.

Securities Authorized for Issuance

See heading "**PARTICULARS OF MATTERS TO BE ACTED UPON** – Continuation of the Share Option Plan" below for disclosure on the only equity compensation plan which the Company has in place at the date hereof.

The following table sets out equity compensation plan information as at the end of the financial year ended July 31, 2016.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	**Weighted-average exercise price of outstanding options**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**
Plan Category	**(a)**	**(b)**	**(c)**
Equity compensation plans approved by securityholders - (the Share Plan)	N/A	N/A	2,363,902
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	N/A		2,363,902

The following table sets out equity compensation plan information as at the end of the financial year ended July 31, 2015.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	**Weighted-average exercise price of outstanding options**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**
Plan Category	**(a)**	**(b)**	**(c)**
Equity compensation plans approved by securityholders - (the Share Plan)	N/A	N/A	2,363,902
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	N/A		2,363,902

16. Indebtedness of Directors and Executive Officers

16.1 Aggregate Indebtedness

No existing or proposed director, executive officer or senior officer of the Company or any associate of any of them, was indebted to the Company as at the financial year ended July 31, 2016, or is currently indebted to the Company.

16.2 Indebtedness under Securities Purchase and Other Programs

Not applicable.

17. Risk Factors

17.1 Business 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 April 30, 2017, the Company's liabilities consisted of accounts payable and accrued liabilities of $46,872 (July 31, 2016 - $400,155), due to related parties of $950 (July 31, 2016 - $52,597) and loans payable $nil (July 31, 2016 - $128,125). The Company's cash was $259,482 at April 30, 2017, (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

17.2 Resource Exploration Risk Factors

As resource exploration is a speculative business, which is characterized by a number of significant risks including, among other things, unprofitable efforts resulting from the failure to discover mineral deposits. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. To date, the Company's property is currently at the exploration stage and is without a known body of commercial ore. As such prospective purchasers of the Company's common shares should consider carefully, among other things, that the Company's exploration of its property involves significant risks.

(i) *Exploration Risks*

Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of mineralization. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling, metallurgical processes to extract the metal from the ore and, in the case of new properties, to build the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that the funds required for further expansion can be obtained on a timely basis. The Company's project is currently in exploration stages. Estimates and mineral projects can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors and unforeseen technical difficulties, as well as unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results.

(ii) *Lack of Cash Flow and Non-Availability of Additional Funds*

The Company's property and mineral interest are currently being explored or assessed for commercial production and as a result, the Company has no source of operating cash flow. The Company has limited financial resources and there is no assurance that if additional funding were needed, that it would be available to the Company on terms and conditions acceptable to it. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and the possible, partial or total loss of the Company's interest in its current property.

The exploration of any ore deposits found on the Company's resource properties, depends upon the Company's ability to obtain financing through debt financing, equity financing or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to obtain additional financing on a timely basis could cause the Company to forfeit all or parts of its interests in some or all of its properties or joint ventures and reduce or terminate its operations.

The Company has no history of earnings or cash flow from its operations. As a result there can be no assurance that the Company will be able to develop its property profitably or that its activities will generate positive cash flow. The Company has not declared or paid dividends on its common shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its common shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on any property.

(iii) *Operating Hazards and Risks*

Resource exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration of metals, such as unusual or unexpected formations, cave-ins, pollution, all of which could result in work stoppages, damage to property, and possible environmental damage.

(iv) *Title Risks*

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's resource property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of the Company's mineral property, therefore, in accordance with the laws of the jurisdiction in which such properties are situated their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands. There is a risk and no guarantee the Company will acquire the property.

(v) *Conflicts of Interest*

Certain of the directors of the Company are directors of other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict, will abstain from voting for or against the approval of such a participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participating in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interest of the Company. In determining whether the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest. The Company is not aware of the existence of any conflict of interest as described herein.

(vi) *Competition and Agreements with Other Parties*

The mineral resources industry is intensely competitive and the Company competes with many companies that have greater financial resources and technical facilities than itself. Significant competition exists for the limited number of mineral acquisition opportunities available in the Company's sphere of operations. As a result of this competition, the Company's ability to acquire additional attractive mining properties on terms it considers acceptable may be adversely affected.

(vii) *Fluctuating Mineral Prices*

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any minerals discovered. There is no assurance that commodity prices will remain at current levels; significant price movements over short periods of time may be affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates and global or regional consumption patterns, and speculative activities. The effect of these factors on the price of minerals and therefore the economic viability of any of the Company's exploration projects cannot accurately be predicted. As the Company is in the exploration stage, the above factors have had no material impact on operations or income.

(viii) *Environmental Regulations, Permits and Licenses*

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

(ix) *Compliance with Applicable Laws and Regulations*

The current or future operations of the Company, including development activities and commencement of production on its property, require permits from various, federal, provincial or territorial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and may require that the Company obtain permits from various governmental agencies. There can be no assurance, however, that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations.

17.3 General Risk Factors

- *Dilution:* Since the Company does not generate any revenues, it may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Operations, acquisitions and investments will continue to be financed primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, which may result in dilution to existing shareholders.

- 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;
- 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;

18. Promoters

18.1 Promoters

Not Applicable

18.2 Corporate Cease Trade Orders or Bankruptcies

(1) Except as set forth below in 18.2(3) below, no promoter, while acting in the capacity as director, chief executive officer or chief financial officer of any person or company, within 10 years before the date of this document, was:

(a) subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer, or

(b) subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer.

(2) For the purposes of 18.2(1) above, "order" means:

(a) a cease trade order,

(b) an order similar to a cease trade order, or

(c) an order that denied the relevant person or company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days;

(3) (a) – (b)

No promoter referred to in 18.1(1) above, within 10 years before the date of this document, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter.

(4) Not applicable Legal Proceedings

19. Legal Proceedings

The Company is not a party to any legal proceedings and is not aware of any such proceedings known to be contemplated.

19.1 Regulatory Actions

Not applicable.

20. Interest of Management and Others in Material Transactions

20.1 Interest of Management and Others in Material Transactions

No director or executive officer of the Company or any person or company that is the director or indirect beneficial owners of, or who exercises control or direction over, more than 10 percent of any class of the Company's outstanding voting securities, or an associate or affiliate of any persons or companies referred to in this paragraph, has any material interest, direct or indirect, in any proposed transaction, that has materially affected or will materially affect the Company or a subsidiary of Company within the three years preceding the date of this document.

21. Auditors, Transfer Agents and Registrars

21.0 Auditor

K.R. Margetson Ltd.

210-905 West Pender Street

Vancouver, British Columbia V6C 1L6

21.1 Transfer Agent and Registrar

Computershare Investor Services Inc.

510 Burrard Street, 3rd Floor

Vancouver, British Columbia, Canada V6C 3B9

22. Material Contracts

Except for contracts made in the ordinary course of business, the following are the material contracts entered into by the Company within two years prior to the date hereof and which are currently in effect:

Contract	Details	Date
Option Agreement with Intact Gold	**Option Agreement to acquire 100% right, title and interest in and to hose certain mineral claims comprising the Black Jack Gold Property. As detailed above in section 4.3(1)(c).**	**May 5, 2017**

23. Interest of Experts

No person or company named in this document as having prepared or certified a part of the document or a report described in this document and no responsible solicitor or any partner of a responsible solicitor's firm, holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an associate or affiliate of the Issuer.

24. Other Material Facts

There are no other material facts that are not elsewhere disclosed herein and which are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to the Company.

25. Financial Statements

The following financial statements are available on SEDAR at www.sedar.com and are incorporated herein by reference:

(i) Annual audited financial statements of the Company including the auditor's report from K.R. Margetson Ltd., Chartered Professional Accountants, for the financial year ended July 31, 2016, for the financial year ended July 31, 2015 and for the financial year ended July 31, 2014; and

(ii) Interim unaudited financial statements of the Company for the three and six months ended January 31, 2017 (prepared by management).

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **WESTRIDGE RESOURCES INC.,** hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to **WESTRIDGE RESOURCES INC.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 28th day of September, 2017.

Michael L. Young Chief Executive Officer and Director	Henry Chow Director
Christopher Cooper Chief Financial Officer Director	William J. Radvak Director

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **WESTRIDGE RESOURCES INC.,** hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to **WESTRIDGE RESOURCES INC.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 28th day of September, 2017.

Michael L. Young Chief Executive Officer and Director	Henry Chow Director
Christopher Cooper Chief Financial Officer Director	William J. Radvak Director