Interim Financial Statements of

WESTRIDGE RESOURCES INC.

October 31, 2017

Expressed in Canadian Dollars

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements.

WESTRIDGE RESOURCES INC.
Statements of Financial Position
Expressed in Canadian dollars

	Note	October 31, 2017	July 31, 2017
		(Unaudited)	
		$	$
ASSETS			
Current			
Cash		108,883	197,126
Receivables	5	3,751	6,518
Prepaid expenses and deposits		68,750	-
Total current assets		181,384	203,644
Exploration and evaluation assets	6	50,000	50,000
Total assets		231,384	253,644
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	22,618	23,152
Due to related parties	8	-	705
Loans payable to shareholder	8	50,000	-
Total current liabilities		72,618	23,857
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	9	5,310,845	5,291,345
Reserves	9	1,622,115	1,515,029
Deficit		(6,774,194)	(6,576,587)
Total shareholders' equity (deficiency)		158,766	229,787
Total liabilities and shareholders' equity (deficiency)		231,384	253,644

Going concern (Note 2)
Subsequent events (Note 14)

On behalf of the Board of Directors:

"Chris Cooper" Director *"Michael Young"* Director

The accompanying notes are an integral part of these interim financial statements.

WESTRIDGE RESOURCES INC.
Statements of Loss and Comprehensive Loss
Expressed in Canadian dollars
(Unaudited)

	Note	Three months ended October 31, 2017	Three months ended October 31, 2016
		$	$
Expenses			
Accounting and audit		17,043	1,775
Consulting fees	8	25,487	6,000
Finance charges		-	3,103
Management fees	8	30,000	4,500
Office and miscellaneous		2,032	28
Share-based payments		107,086	-
Transfer agent and filing fees		15,959	2,657
Net loss for the period		(197,607)	(18,063)
Basic and diluted loss per common share		(0.01)	(0.00)
Weighted average number of common shares outstanding, basic and diluted		35,515,217	23,639,021

WESTRIDGE RESOURCES INC.
Statement of Changes in Deficiency
Expressed in Canadian dollars
(Unaudited)

	Number of Common shares	Amount	Reserves	Deficit	Deficiency
		$	$	$	$
July 31, 2016	23,639,021	4,363,325	879,921	(5,822,073)	(578,827)
Loss for the period	-	-	-	(18,063)	(18,063)
October 31, 2016	23,639,021	4,363,325	879,921	(5,840,136)	(596,890)

	Number of Common shares	Amount	Reserves	Deficit	Deficiency
		$	$	$	$
July 31, 2017	35,499,021	5,291,345	1,515,029	(6,576,587)	229,787
Shares issued for cash at $0.10 per share	25,000	2,500	-	-	2,500
Share issued for cash at $0.17 per share	100,000	17,000	-	-	17,000
Share-based payments	-	-	107,086	-	107,086
Loss for the period	-	-	-	(197,607)	(197,607)
October 31, 2017	35,624,021	5,310,845	1,622,115	(6,774,194)	158,766

The accompanying notes are an integral part of these interim financial statements.

WESTRIDGE RESOURCES INC.
Statement of Cash Flows
Expressed in Canadian dollars
(Unaudited)

	Note	October 31, 2017	October 31, 2016
		$	$
Cash flow provided by (used in)			
Operating activities			
Net loss for the period		(197,607)	(18,063)
Adjustment for non-cash items			
Accrued interest		-	3,103
Share-based payments		107,086	-
Changes in non-cash operating working capital items:			
Receivables		2,767	(133)
Prepaid expenses and deposits		(68,750)	-
Accounts payable and accrued liabilities – unrelated		(534)	3,753
Accounts payable and accrued liabilities – related		(705)	10,500
Net cash used in operations		(157,743)	(840)
Financing activities			
Proceeds from loans - related		50,000	812
Proceeds received from share issuances		19,500	-
Net cash provided in financing activities		69,500	812
Increase (decrease) in cash in the period		(88,243)	(28)
Cash, beginning of period		197,126	11
Cash, end of period		108,883	(17)

The accompanying notes are an integral part of these interim financial statements.

1. Nature and continuance of operations

Westridge Resources Inc. (the "Company") was incorporated under the laws of the Province of British Columbia on July 31, 2007. The Company is focused on the acquisition, evaluation and exploration of mineral resource properties. The Company formerly traded on the TSX Venture Exchange, but was relegated to the NEX Exchange. On October 17, 2017, the Company requested that its shares be voluntarily delisted from the NEX Exchange and commenced trading on the Canadian Securities Exchange under the stock symbol WST. The head office, principal and registered address and records office of the Company are located at Suite 1518 - 800 West Pender Street, Vancouver, B.C V6C 2V6.

The financial statements were authorized for issue on December 27, 2017, by the Board of Directors of the Company.

2. Basis of preparation

Going Concern

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at October 31, 2017, the Company had not advanced any exploration and evaluation assets to commercial production and was not able to finance day to day activities through operations. Further, management plans to explore and evaluate mineral properties it has an option own that will require significant financial resources. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company's continuation as a going concern is dependent upon the successful results from its exploration and evaluation activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and/or private placement of common shares.

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company's capital resources should be adequate to continue operating and maintaining its business strategy during the year ending July 31, 2018. However, if the Company is unable to raise additional capital, management expects that the Company may need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures. These financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

As at October 31, 2017, the Company had cash of $108,883, a net working capital of $108,766 and an accumulated deficit of $6,774,194 since inception and expects to incur further losses.

3. Significant accounting policies

Statement of compliance

These interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. The interim financial statements should be read in conjunction with the annual financial statements for the year ended July 31, 2017, which have been prepared in accordance with IFRS as issued by the IASB. The Company uses the same accounting policies and methods of computation as in the annual financial statements.

Basis of measurement

These interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

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

Share-based payments

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

Deferred taxes

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

(Expressed in Canadian dollars)

4. Adoption of new accounting pronouncements and recent developments

The following new standards, and amendments to standards and interpretations, are not yet effective for the current period and have not been applied in preparing these financial statements. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below:

i) *IFRS 9 – Financial Instruments: Classification and Measurement*

Applies to classification and measurement of financial assets and liabilities as well as derecognition of financial instruments. IFRS 9 will replace IAS 39. The effective date of IFRS 9 is January 1, 2018. The Company is assessing the impact of this new standard, if any, on the financial statements, but does not believe its adoption will have a material effect on these financial statements.

ii) *IFRS 16 - Leases*

Will replace IAS 17 *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard will be effective for annual periods beginning on or after January 1, 2019, but earlier application is permitted for entities that apply IFRS 15 *Revenue from Contracts with Customers* at or before the date of initial adoption of IFRS 16. The Company is assessing the impact of this new standard, if any, on the financial statements, but does not believe its adoption will have a material effect on these financial statements.

5. Receivables

	October 31, 2017	July 31, 2017
Recoverable sales taxes	$ 3,751	$ 6,518

6. Exploration and evaluation assets

On May 4, 2017, the Company entered into an option agreement (the “Agreement”) to acquire a 100% right, title and interest in and to those certain mineral claims comprising the Black Jack Gold Property (the “Property”), located in the Kenora mining division of Ontario. Pursuant to the Agreement, the Company must pay up to $155,000 in cash and issue up to 150,000 common shares in various stages as follows:

i. Cash of $50,000 upon the Effective Date of the Agreement (paid);
ii. Cash of $5,000 after 12 months; and
iii Cash of $50,000 every 12 months thereafter for 2 years.
iv. Issuance of 50,000 common shares 12 months after the Effective Date of the Agreement
v. Issuance of 50,000 common shares every 12 months thereafter for 2 years

The Property has a 2% Net Smelter Return (“NSR”) payable to the original vendors and the Company has the right to buy back one half or 1% of the NSR at any time by paying $1,000,000 to the original vendors.

(Expressed in Canadian dollars)

7. Accounts payable and accrued liabilities

	October 31, 2017	July 31, 2017
Accounts payable	$ 15,390	$ 16,152
Accrued liabilities	7,228	7,000
	$ 22,618	$ 23,152

8. Related party transactions and balances

The Company incurred key management compensation as follows:

Three months ended October 31,	2017	2016
Management fees accrued or paid to current CEO and director	$ 30,000	$ 4,500
Consulting fees paid to a director	-	6,000
Total management fees paid or accrued to related parties	$ 30,000	$ 10,500

As at October 31, 2017, trade payables due to officers and directors and companies controlled by them is $63 (July 31, 2017 – $705).

As at October 31, 2017, the Company owed a loan payable to a shareholder of $50,000 (July 31, 2017 – $nil). The loan was repaid on December 4, 2017.

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

On January 10, 2017, the Company entered into a consulting agreement with the President and CEO of the Company. Pursuant to the agreement, the Company will pay $120,000 per year for consulting services. The term of the agreement is for an initial period of one year and renews automatically for additional one-year periods unless either the Company or the CEO provide notice of non-renewal 30 days prior to the expiry of the term of the agreement.

On October 20, 2017, the Company granted 175,000 stock options exercisable at $0.35 per share for five years after the date of grant to the President and CEO of the Company.

On October 20, 2017, the Company granted 100,000 stock options exercisable at $0.35 per share for five years after the date of grant to a director of the Company.

(Expressed in Canadian dollars)

9. Share capital and reserves

(a) Authorized:

Unlimited number of common shares without nominal or par value.

(b) Issued

As at October 31, 2017, there are 35,624,021 (2016 - 23,639,021) issued and outstanding common shares.

(c) Share transactions

On September 7, 2017, the Company issued 25,000 shares of common stock upon the exercise of 25,000 stock options at $0.10 per share for proceeds of $2,500.

On October 17, 2017, the Company issued 100,000 shares of common stock upon the exercise of 100,000 stock options at $0.17 per share for proceeds of $17,000.

(d) Share purchase warrants

The changes in warrants during the three months ended October 31, 2017 and year ended July 31, 2017 were as follows:

	October 31, 2017		July 31, 2017	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of the period	2,304,000	$ 0.31	-	$ -
Warrants issued	-	-	2,304,000	0.31
Warrants expired	-	-	-	-
Warrants outstanding, end of the period	2,304,000	$ 0.31	2,304,000	$ 0.31

A summary of the Company's outstanding warrants as at October 31, 2017 is as follows:

Number of warrants	Exercise price	Expiry date
400,000	$ 0.10	January 13, 2018
1,504,000	0.35	February 3, 2018
400,000	0.35	June 5, 2018
2,304,000	$ 0.31	

(Expressed in Canadian dollars)

9. Share capital and reserves (continued)

(e) Stock options

The Company has a stock option plan under which it is authorized to grant options to executive officers, directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock, less applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of 5 years with vesting determined by the board of directors.

On October 17, 2017, the Company granted 375,000 stock options exercisable at $0.35 per share for five years after the date of grant. The options vested upon grant.

A summary of stock option transactions during the three months ended October 31, 2017 and year ended July 31, 2017 were as follows:

	October 31, 2017		July 31, 2017	
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Outstanding, beginning of the period	2,790,000	$ 0.23	-	$ -
Granted	375,000	0.35	2,950,000	0.23
Exercised	(125,000)	0.16	(160,000)	0.10
Outstanding, end of the period	3,040,000	$ 0.25	2,790,000	$ 0.23

The following stock options were outstanding and exercisable as at October 31, 2017:

Number of options	Exercise price	Expiry date
325,000	$ 0.10	January 16, 2022
840,000	0.17	January 17, 2022
500,000	0.25	January 18, 2022
200,000	0.25	January 27, 2022
300,000	0.30	February 3, 2022
500,000	0.37	February 6, 2022
375,000	0.35	October 20, 2022
3,040,000	$ 0.25	

(Expressed in Canadian dollars)

9. Share capital and reserves (continued)

(f) Reserves

Reserves relates to stock options, agent's unit options, and compensatory warrants that have been issued by the Company. The Company uses the Black-Scholes valuation model to value stock options.

Share-based payments recognized and expensed during the three months ending October 31, 2017 was $107,086 (2016 - $nil).

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted or vested during the three months ending October 31, 2017 and 2016:

	October 31, 2017	October 31, 2016
Risk-free interest rate	1.70%	-
Expected life of options	5 years	-
Annualized volatility	219%	-
Dividend rate	-	-

(g) Loss per share

The calculation of basic and diluted loss per share for the quarter ended October 31, 2017 was based on the weighted average number of common shares outstanding of 35,515,217 (2016 – 23,639,021).

10. Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Audit and Risk Management Committee, which is responsible for developing and monitoring the Company's compliance with risk management policies and procedures. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

(a) Credit risk

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

(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.

10. Financial risk management (continued)

As at October 31, 2017, the Company's liabilities consisted of accounts payable and accrued liabilities of $22,618 and loans payable to shareholders of $50,000. The Company's cash was $108,883 at October 31, 2017 and was 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.

(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.

(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 hold any financial instruments that have direct exposure to other price risks.

11. Capital disclosures

The Company manages its capital in a manner consistent with the risk characteristics of the assets it holds. All financing, including equity and debt, are analyzed by management and approved by the Board of Directors.

The Company's objectives when managing capital are:

(a) to safeguard the Company's ability to continue as a going concern and provide returns for shareholders; and

(b) to facilitate the acquisition or development of projects in Canada consistent with the growth strategy of the Company.

11. Capital disclosures (continued)

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity and monthly review of financial results. The Company considers cash, shareholder loans and shareholders' equity (deficiency) to be capital. The Company does not have any externally imposed requirements on its capital.

There have been no changes in the Company's approach to capital management from the previous years.

12. Commitment

On October 17, 2017, the Company entered into a consulting agreement with a term of one year. Pursuant to the agreement the consultant will provide consulting services in exchange for $150,000. At October 31, 2017, the Company had paid the consultant $75,000.

13. Segmented information

At October 31, 2017, the Company operates in only one reporting segment, Canada.

14. Subsequent events

a) On December 4, 2017, the Company completed a non-brokered private placement of 3,082,165 units at a price of $0.35 per unit for gross proceeds of $1,078,758. Each Unit consists of one common share of the Company and one full share purchase warrant, each warrant entitling the holder thereof to purchase, for a period of 24 months from the date of issuance, one additional common share of the Company at a price of $0.50 per share. The Company paid cash finder's fees of $86,301 and issued 246,573 warrants with the same terms as the private placement as a finder's fee.

b) On December 4, 2017, the Company granted 100,000 stock options to a consultant of the Company. The stock options are exercisable at $0.43 per share for five years after the date of grant.

c) On December 6, 2017, the Company issued 40,000 shares of common stock to the Company's CFO upon the exercise of 40,000 warrants at $0.35 per share for proceeds of $14,000.

d) On December 8, 2017, the Company issued 50,000 shares of common stock upon the exercise of 50,000 warrants at $0.35 per share for proceeds of $17,500.

e) On December 11, 2017, the Company issued 50,000 shares of common stock upon the exercise of 50,000 warrants at $0.35 per share for proceeds of $17,500.

f) On December 18, 2017, the Company issued 100,000 shares of common stock upon the exercise of 100,000 warrants at $0.35 per share for proceeds of $35,000.

g) On December 19, 2017, the Company issued 50,000 shares of common stock upon the exercise of 50,000 warrants at $0.35 per share for proceeds of $17,500.

14. Subsequent events (continued)

h) On December 19, 2017, the Company completed a non-brokered private placement of 6,289,072 units at a price of $0.35 per unit for gross proceeds of $2,201,175. Each Unit consists of one common share of the Company and one full share purchase warrant, each warrant entitling the holder thereof to purchase, for a period of 24 months from the date of issuance, one additional common share of the Company at a price of $0.50 per share. The Company issued 375,125 warrants with the same terms as the private placement as a finder's fee.

i) On December 21, 2017, the Company issued 5,000 shares of common stock upon the exercise of 5,000 warrants at $0.35 per share for proceeds of $1,750.

j) Subsequent to October 31, 2017, the Company issued 450,000 common shares upon the exercise of 450,000 stock options.

k) On December 22, 2017, the Company entered into a Letter of Intent ("LOI") with Harrys International Manufacturing Inc. ("HIMI"). The LOI contemplates a business combination transaction (the "Acquisition") pursuant to which the Company will acquire all of the issued and outstanding common shares of HIMI (the "HIMI Shares") in exchange for the common shares of the Company (the "Westridge Shares") one a 1:1exchange ratio.

The LOI sets out certain terms and conditions pursuant to which the proposed Acquisition will be completed. The Acquisition is subject to the parties successfully entering into a definitive business combination agreement (the "Definitive Agreement") in respect of the Acquisition on or before February 28, 2018, or such other date as the parties may mutually agree.

The LOI also contemplates other material conditions precedent to the closing of the Acquisition (the "Closing"), including, the Company having a minimum working capital of $2,200,000, customary due diligence, receipt of all necessary regulatory, corporate and third party approvals, compliance with all applicable regulatory requirements, and all requisite board and shareholder approvals being obtained. In particular, it is a condition of Closing that Westridge receive approval from the CSE.

Pursuant the LOI the Company has loaned HIMI $300,000 as an interest bearing loan repayable within 30 days of termination of the LOI. The loan will bear interest at an annualized rate of 5% and is to be paid upon termination of the LOI.