WESTRIDGE RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED APRIL 30, 2018

The following Management's Discussion and Analysis ("MD&A") is dated June 22, 2018 and should be read in conjunction with the unaudited financial statements of Westridge Resources Inc. ("Westridge" or the "Company") for the nine months ended April 30, 2018.

BUSINESS DESCRIPTION AND READER GUIDANCE

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

On May 4, 2017, the Company entered into an option agreement with Intact Gold Corp. ("Intact") to acquire a 100% right, title and interest in and to those certain mineral claims comprising the Black Jack Gold Property (the "Agreement"), located in the townships of Kirkup and Manross in the Kenora mining division of Ontario, approximately 20 km south east of the city of Kenora, (the "Property"). Pursuant to the Agreement, the Company was granted the sole and exclusive right and option (the "Option") to acquire a 100% right, title and interest in the Property. The Option is not exercisable until Westridge has met all of the conditions set out in the agreement; and upon satisfaction of the Conditions, the Option shall be exercisable at any time by Westridge by providing notice in writing. The Option granted will automatically terminate if Westridge has not met the Conditions. In fiscal, 2018 Westridge decided not to exercise the Option and has abandoned the mineral property claim.

On December 22, 2017, the Company entered into a Letter of Intent ("LOI") with Harrys International Manufacturing Inc. ("HIMI") to acquire all of the issued and outstanding common shares of HIMI (the "HIMI Shares") in exchange for the common shares of the Company. HIMI's principal business is the sale and distribution of tobacco products to purchasers located outside of Canada and the United States.

On January 22, 2018, the Company entered into a Share Exchange Agreement with HIMI. Pursuant to the agreement, the Company agreed to acquire all of the issued and outstanding shares of HIMI in exchange for the issuance of 28,500,100 shares of common stock of the Company to the shareholders of HIMI. In addition, as a condition precedent to the closing of the Share Exchange Agreement (the "Closing"), the Company has loaned to HIMI an aggregate amount of $2,400,000. The loan bears interest at 5% per annum and matures on the earlier of January 4, 2019 or the termination of the Share Exchange Agreement. Completion of the acquisition resulted in a fundamental change under the policies of the CSE. The acquisition is subject to the approval of the CSE. The Company anticipates the acquisition will close on or before July 31, 2018.

The Company's financial statements were prepared in accordance with IFRS that are applicable to a going concern, which contemplate the realization of assets and the settlement of liabilities and commitments in the normal course of business. At April 30, 2018, the Company had an accumulated deficit of $7,238,920 since inception (July 31, 2017 - $6,576,587), and a net working capital of $1,669,111 (July 31, 2017 – $179,787).

The Company's continuation as a going concern is dependent upon 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 from working capital and if necessary from loans from directors and companies controlled by directors and/or private placement of common shares. Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company's capital resources should be adequate to continue operating and maintaining its business strategy. However, if more capital is required and 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 favorable terms and/or pursue other remedial measures. The financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

OVERALL PERFORMANCE

Selected Annual Information

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

	2017	2016	2015
Revenue	$ -	$ -	$ -
Net Loss from continuing operations	(754,514)	(68,149)	(110,728)
Income from discontinued operations	-	-	250,853
Net income (loss)	(754,514)	(68,149)	140,125
Net loss per share from continuing operations basic and diluted	(0.03)	(0.00)	0.00
Net Income (loss) per share – basic and diluted	(0.03)	(0.00)	0.01
Cash provided by (used) in operations	(212,954)	(27,026)	(93,279)
Total assets	$ 253,644	$ 2,050	$ 1,240
Capital expenditures	$ -	$ -	$ -

Westridge is re-positioning for future growth. The Company has had no capital expenditures in the past 2 years since it had no exploration properties during the period in which to invest. For the year ended July 31, 2017, loss from continuing operations was $754,514 (2016 - $68,149). The increase in net loss is primarily from share-based compensation expense of $628,059 in 2017 as compared to $0 in 2016.

SELECTED QUARTERLY FINANCIAL INFORMATION

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

	Three Months Ended April 30, 2018	Three Months Ended January 31, 2018	Three Months Ended October 31, 2017	Three Months Ended July 31, 2017
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss for the period	(94,434)	(370,292)	(197,607)	(149,835)
Loss per share – basic & diluted	(0.00)	(0.01)	(0.01)	(0.01)
Total assets	4,080,240	4,173,848	231,384	253,644

	Three Months Ended April 30, 2017	Three Months Ended January 31, 2017	Three Months Ended October 31, 2016	Three Months Ended July 31, 2016
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Income (loss) for the period	(294,519)	(292,097)	(18,063)	(33,147)
Loss per share – basic & diluted	(0.01)	(0.01)	(0.00)	(0.00)
Total assets	262,078	152,454	2,172	2,050

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

During the three months ended January 31, 2017, the Company had a general increase in operations which resulted in an increase in net loss and net loss per share as compared to previous quarters. This increase in operations coincided with an increase in funding which increased total assets, specifically cash.

During the three months ended January 31, 2018 and April 30, 2018, the Company again increased its operations. The increase in operations and services provided by consultants resulted in an increase in net loss and net loss per share as compared to the three months ended October 31, 2017 and previous quarters. This increase in operations again coincided with an increase in funding which increased total assets, specifically cash and loan receivable. Net loss increased during the three month period ended January 31, 2018, over the three months ended October 31, 2018 and April 30, 2018, as a result of increased stock-based compensation and consulting expenses during the period.

RESULTS OF OPERATIONS

Operating expenses of $645,785 increased for the nine months ended April 30, 2018 as compared to $604,679 in 2017. Significant expenses during the nine months ended April 30, 2018 were accounting and audit fees of $71,179 (2017 - $5,418), consulting fees of $232,987 (2017 - $29,270), share based payments of $149,488 (2017 - $579,393), management fees of $121,000 (2017 - $51,910), office and miscellaneous of $34,734 (2017 - $7,532), finance charges of $3,130 (2017 - $3,103), and transfer agent and filing fees of $32,017 (2017 - $6,928).

During the nine months ended April 30, 2018, the Company had a general increase in operations which resulted in an increase in most operating expenses, particularly accounting and audit fees, consulting fees and management fees. This was offset by a decrease in share-based payments. An increase in the number of consultants providing services to the Company resulted in increases in consulting expenses. The Company also recovered $82,702 of expenses during the nine months ended April 30, 2017 compared to $Nil in 2018.

Operating expenses of $123,694 increased for the three months ended April 30, 2018 as compared to $294,519 in 2017. Significant expenses during the three months ended April 30, 2018 were accounting and audit fees of $39,582 (2017 - $2,218), consulting fees of $41,000 (2017 - $6,770), share based payments of $Nil (2017 - $246,567), management fees of $31,000 (2017 - $30,000), office and miscellaneous of $6,531 (2017 - $4,021), and transfer agent and filing fees of $5,554 (2017 - $3,616).

During the three months ended April 30, 2018, the Company had a general increase in operations which resulted in an increase in most operating expenses, particularly accounting and audit fees, consulting fees and management fees. This was offset by a decrease in share-based payments. An increase in the number of consultants providing services to the Company resulted in increases in both consulting expenses.

LIQUIDITY AND CAPITAL RESOURCES

During the nine months ended April 30, 2018, the Company's working capital increased from $179,787 at July 31, 2017 to working capital of $1,699,111 at April 30, 2018. Cash has increased from $197,126 on July 31, 2017 to $1,642,784 on April 30, 2018.

Net cash used in operations was $506,511 (2017 - $83,898), net cash used in investing activities was $2,400,000 (2017 - $nil), and net cash provided by financing activities was $4,352,169 (2017 - $343,369).

Investing activities during the nine months ended April 30, 2018, was the result of a loan agreement with Harrys International Manufacturing Inc. pursuant to which the Company had advanced $2,400,000.

Financing activities during the nine months ended April 30, 2018, was from share issuances of $4,599,283 (2017 - $370,000), less share issuance costs of $247,114 (2017 - $26,631), proceeds from related party loans $50,000 (2017 - $nil), and repayment of related party loans $50,000 (2017 - $nil).

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

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

BUSINESS RISKS

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

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

- 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;
- obtaining timely regulatory approvals;
- fluctuations in commodity prices;
- adverse factors including climate, geographical and weather conditions and labour disputes;
- timing of future debt and other obligations;
- regulatory legislation and policies, including the fulfilment of contractual minimum work programs, the compliance with which may require significant expenditures and non-compliance with which may result in fines, penalties, production restrictions, suspensions or revocations of contracts;
- changes to taxation policies, laws and interpretations thereof; and,
- obtaining comprehensive and appropriate insurance coverage at reasonable rates;

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

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

Share-based payments

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

Deferred taxes

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

CHANGE IN ACCOUNTING POLICY AND NEW ACCOUNTING STANDARDS

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

FINANCIAL INSTRUMENTS

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.

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 major banks in Canada. As most of the Company's cash is held by one 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 receivables. The Company is also exposed to credit risk relating to the loan receivable to HIMI. The Company believes this risk is mitigated by having entered into the Share Exchange Agreement with HIMI. The Company also has minimal risk relating to a small amount 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.

As at April 30, 2018, the Company's liabilities consisted of accounts payable and accrued liabilities of $11,066 and due to related parties of $63. The Company's cash was $1,642,784 at April 30, 2018 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 six 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.

(d) Fair value of financial instruments

Financial instruments included in the statements of financial position are measured at fair value upon initial recognition and are adjusted to their fair value at April 30, 2018. The carrying amount of financial instruments classified as current approximates fair value due to their short-term to maturity.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

The Company incurred key management compensation as follows:

Nine months ended April 30,	2018	2017
Management fees accrued or paid to current CEO and director	$ 121,000	$ 51,910
Consulting fees paid to a director	-	22,500
Total management fees paid or accrued to related parties	$ 121,000	$ 74,410

As at April 30, 2018, trade payables due to officers and directors and companies controlled by them is $63 (July 31, 2017 – $705).

During the nine month period ended April 30, 2018, the Company received a loan payable from a shareholder of $50,000 (2017 – $nil). The loan was repaid on December 4, 2017. The advance was unsecured non-interest bearing and 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.

OUTSTANDING SHARE DATA

Common shares

The following table sets forth the Company's outstanding share data as June 19, 2018:

Total common shares	49,316,258
Total outstanding warrants	11,926,715
Total outstanding stock options	2,490,000
Total diluted common shares	63,732,973

CONTROLS AND PROCEDURES

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

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

FORWARD-LOOKING INFORMATION

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

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

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

Additional Information

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