

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**Item 1 Name and Address of Company**

Harrys Manufacturing Inc. formerly known as Westridge Resources Inc. (the “**Company**”)  
1518 - 800 West Pender St.  
Vancouver, BC  
V6C 2V6

**Item 2 Date of Material Change**

October 4, 2018

**Item 3 News Release**

A news release concerning the material changes described herein was disseminated on October 5, 2018

**Item 4 Summary of Material Change**

The Company announced that it completed its previously announced acquisition of Harrys International Manufacturing Inc. (“**HIMI**”) on October 4, 2018. In connection with the Transaction, the Company acquired all of the issued and outstanding shares of HIMI.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

**Vancouver, British Columbia – October 5, 2018** – Harrys Manufacturing Inc. (“**Harrys**” or the “**Company**”) is pleased to announce that further to its news release dated January 22, 2018 the Company has closed its previously announced acquisition (the “**Acquisition**”) of Harrys International Manufacturing Inc. (“**HIMI**”). The Company has acquired all of the issued and outstanding shares of HIMI (the “**HIMI Shares**”) from the shareholders of HIMI (the “**HIMI Shareholders**”). Immediately prior to closing the Company changed its name from Westridge Resources Inc. to Harrys Manufacturing Inc.

***Harrys International Manufacturing Inc.***

HIMI is focused on generating revenues from the sales and distribution of cigarettes to international customers. The management team of HIMI brings over 50 years of combined experience in the domestic and international tobacco industry. Harrys management team will leverage this experience and knowledge as it works towards obtaining the necessary federal and provincial license and permits to purchase, manufacture and sell tobacco products.

***The Acquisition***

Pursuant to a share exchange agreement dated January 22, 2018 (the “**Share Exchange Agreement**”) amongst the Company, HIMI and the HIMI Shareholders, the Company acquired the HIMI Shares. In consideration for the HIMI Shares the Company issued to the HIMI Shareholders an aggregate of 28,500,100 common shares in the Company (the “**Common Shares**”) at a deemed value of \$0.35 per Common Share.

### ***Board of Directors***

The board of directors of the Company on closing of the Acquisition consists of Kevin Kohanik, Michael Young, Harinder Dhesi, William Radvak and Henry Chow.

Kevin Kohanik has replaced former CEO of the Company, Michael Young, as CEO.

Christopher Cooper resigned from his role as CFO and Director of the Company. Michael Young has assumed the role of CFO of the Company.

### ***Escrowed Securities***

The 28,500,100 Common Shares issued to the HIMI Shareholders are subject to an escrow agreement pursuant to the policies of the Canadian Securities Exchange (the “**CSE**”).

### ***Listing Application***

The Acquisition constituted a “Fundamental Change” as that term is defined in the policies of the CSE. Upon successful completion of the Acquisition, the Company has submitted its re-listing application to the CSE and hopes to retain its listing on the Exchange as a producer of Tobacco products.

For further information on the Acquisition please see the Company’s Listing Statement, which will be made available under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

**For further information on Harrys Manufacturing Inc. please contact the Company at 604-565-5100**

## **ON BEHALF OF THE BOARD**

“Michael Young”

Michael Young

Director and CFO

*The CSE has neither approved nor disapproved the information contained herein.*

*This news release contains forward-looking statements. The Company has provided the forward-looking statements in reliance on assumptions that it believes are reasonable at this time including, without limitation, the Company’s ability to fulfill the conditional listing requirements of the Canadian Securities Exchange and its ability to procure the requisite licenses and permits to purchase, manufacture and sell tobacco. The reader is cautioned that the assumptions used in the preparation of the forward-looking statements may prove to be incorrect. All such forward-looking statements involve substantial known and unknown risks and uncertainties, certain of which are beyond the Company’s control. Such risks and uncertainties include, without limitation, delays resulting from or inability to obtain: final approval from the Canadian Securities Exchange of the Company’s re-listing application following its Fundamental Change; and the requisite licenses and permits from the applicable regulatory body to purchase, manufacture and sell tobacco products. required regulatory approval. The actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly,*

*no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits, including the amount of proceeds, the Company will derive therefrom. Readers are cautioned that the foregoing list of factors is not exhaustive.*

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Michael Young, Chief Financial Officer  
Phone: (604) 565 - 5100  
Email: michael@goldmedalcorp.com

**Item 9 Date of Report**

October 11, 2018