

FORM 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

Riverside Resources Inc.
1110 – 1111 West Hastings Street
Vancouver, B.C.
V6E 4M3
(the “Company”)

Item 2. **Date of Material Change**

June 19, 2017

Item 3. **News Release**

A news release dated June 19, 2017 concerning the material change was forwarded to Marketwire News Publishing and Canada Stockwatch, for dissemination and was SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions and the TSX Venture Exchange.

Item 4. **Summary of Material Change**

The Company has completed an initial nine-hole diamond core drilling program at the 4 km² Pitaya Target within the 36 km² Glor Gold Project (the “Project”), which is being explored with funding by partner, Centerra Gold Inc. (“Centerra”). The Project hosts five key target areas and is located approximately 8 km west of Alamos Gold’s El Chanate Mine in Sonora, Mexico. The recently completed drill program focused on the Pitaya Target located in the north-eastern sector of the Project, which had been defined by soil geochemistry and induced polarization geophysical surveys and then further investigated with mechanical trenching and chip-channel sampling (see Company press releases issued on February 15 and April 17, 2017).

Item 5. **Full Description of Material Change**

The Company has completed an initial nine-hole diamond core drilling program at the 4 km² Pitaya Target within the 36 km² Glor Gold Project (the “Project”), which is being explored with funding by partner, Centerra Gold Inc. (“Centerra”). The Project hosts five target areas and is located approximately 8 km west of Alamos Gold’s El Chanate Mine in Sonora, Mexico. The recently completed drill program focused on the Pitaya Target located in the north-eastern sector of the Project, which had been defined by soil geochemistry and induced polarization geophysical surveys and then further investigated with mechanical trenching and chip-channel sampling (see Company press releases issued on February 15 and April 17, 2017).

Additional Drill Program Details:

The gold assay results for the 9-hole drilling campaign are in general weaker than the assay results that were obtained from the chip-channel samples collected from the trenches in the immediate area of the Pitaya drill-holes. A possible explanation for the discrepancy between the drilling and trench sampling results is that the extensive mineralization sampled on surface transect in trenches Tr-01 and Tr-02 occurs in a zone of altered andesite that is exposed along an easterly inclined dip-slope in the local topography. (Drill-hole G17-002D appears to have perpendicularly intersected the subsurface down-dip continuation of this zone of gold mineralization (see Figure 2) indicating a true thickness of approximately 11 meters.

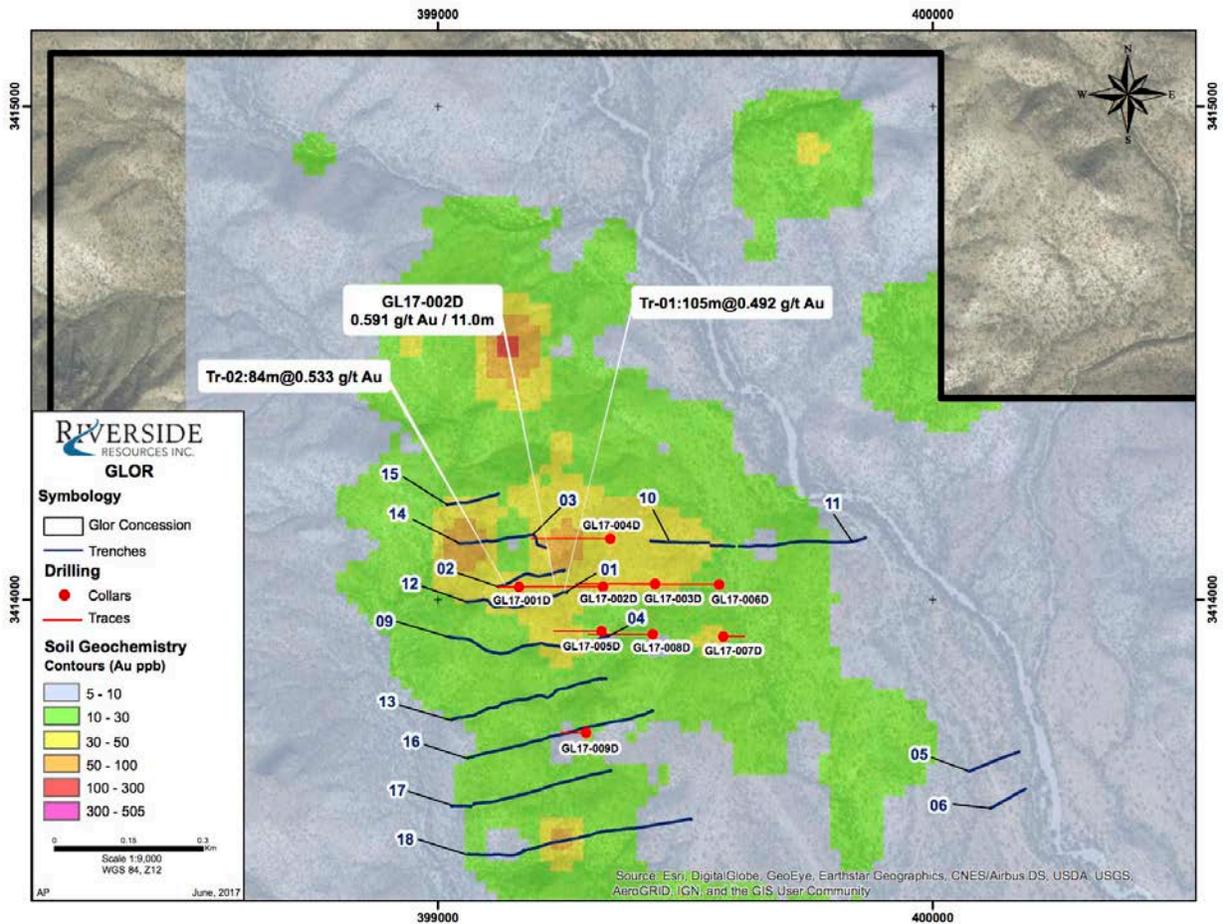


Figure 2: Compilation map of the north-eastern sector of the Glor Project showing Au-in-soil anomaly, drill holes and trenches completed at the Pitaya Target

There is a spatial relationship between gold and arsenic (As) at the Pitaya Target, where core samples having gold concentrations greater than 0.3 g/t Au are seen to have As contents of 5,000 ppm and greater. The drill-hole sample containing 1.415 g/t Au showed an As content of >10,000 ppm As. This feature is similar to

other orogenic gold systems in north-western, Sonora and indicates the district is the type of region that could be fertile for a new gold discovery.

Although the drilling of the Pitaya target area did not produce an economically significant discovery, much has been improved in the understanding of controls on gold mineralization, which are now being applied to the overall Glor Project. Particular attention will be given to the rock and soil geochemistry, structural geology, ground magnetic data and utilizing induced polarization as a tool to refine the targets. Fieldwork will continue to be funded by Centerra through the next quarter.

Qualified Person and QA/QC:
The scientific and technical data contained in this news release pertaining to the Glor Project was reviewed and prepared under the supervision of Locke Goldsmith, P. Eng., P. Geo., a non-independent qualified person to Riverside Resources who is responsible for ensuring that the geologic information provided in this news release is accurate and acts as a “qualified person” under National Instrument 43-101 Standards of Disclosure for Mineral Projects.

All drill cores were photographed, geologically logged and then sawed in half to provide samples for gold assaying and multi-element ICP mass spectrometry analysis, which was done by Bureau Veritas’ laboratories in Hermosillo, Mexico and Vancouver, Canada, respectively. A total of 1,246 core samples were analysed, with individual samples having core lengths of 1.0 m or 3.0 m, depending on the presence or absence of visible hydrothermal alteration. For quality assurance and control purposes 48 non-mineralized ‘blank’ samples and 83 standard samples were included with the batches of core samples that were analysed.

Item 6. **Reliance on Subsection 7.1(2) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

John-Mark Staude
Chief Executive Officer
Tel: (778) 327-6671

Item 9. **Date of Report**

June 28, 2017