

**RIVERSIDE RESOURCES INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED JUNE 30, 2018**

INTRODUCTION

The management's discussion and analysis of the financial condition and results of operations ("MD&A") focuses upon the activities, results of operations, liquidity and capital resources of Riverside Resources Inc. (the "Company" or "Riverside") for the nine months ended June 30, 2018. In order to better understand the MD&A it should be read in conjunction with the unaudited financial statements and related notes for the nine months ended June 30, 2018 and the audited financial statements and related notes for the year ended September 30, 2017. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with appropriate regulatory authorities in Canada. This MD&A is current to August 29, 2018 and in Canadian dollars unless otherwise stated.

Additional information relating to the Company, including its Information Circular for the financial year ended September 30, 2017, is available under the Company's profile on SEDAR at www.sedar.com.

Forward-Looking Statements

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of our common share price and volume and other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com).

CORPORATE OVERVIEW

The Company is a mineral exploration and development company listed on the TSX Venture Exchange under the symbol "RRI" and is engaged in the acquisition, exploration and development of exploration and evaluation assets in the Americas including Canada, the United States and Mexico where the technical team collectively has more than 100 years of exploration experience and has been part of more than five discoveries that have gone into production.

The Company combines the experience of mine discoverer John-Mark Staude (President, CEO, Director), and Ron Burk (Vice President Exploration) with the finance and business management expertise of Rob Scott (CFO), Brian Groves (Director), James Clare (Director), Walter Henry (Director) and Carol Ellis (Director). Management has experience in developing significant shareholder value and they have assembled a team that can build a valuable and successful organization.

CAPITAL STOCK

As at June 30, 2018, the Company had \$24,590,428 in capital stock and 44,609,313 common shares outstanding.

Options and Performance Bonus Shares

Stock option and performance bonus share activity for the nine months ended June 30, 2018 included the following:

- (a) 760,000 options were granted, exercisable at a price of \$0.28 per common share for a period of 5 years.
- (b) 525,000 options were forfeited.
- (c) 230,000 bonus shares were issued at a value of \$64,400 to certain executive officers and consultants of the Company.

Stock option and performance bonus share activity for the year ended September 30, 2017 included the following:

- (a) 1,070,000 options were granted, exercisable at a price of \$0.42 per common share for a period of 5 years.
- (b) 105,000 options were exercised for gross proceeds of \$22,100.
- (c) 160,000 options were forfeited.
- (d) 55,000 bonus shares were issued at a value of \$24,475 to certain executive officers and consultants of the Company.

Warrants

There were 3,204,767 share purchase warrants outstanding as June 30, 2018 (September 30, 2017 – 3,204,767).

OPERATIONS

The Company's exploration team remains active in Mexico and continues to cost-effectively build a strong asset portfolio of gold, silver and copper exploration projects. The Company continues to focus on northern and central Mexico where it has exploration partners funding programs currently focused on gold and silver.

Cecilia Gold Project, Sonora, Mexico

In April 24, 2017, the Company signed letter agreements with Gunpoint Exploration Ltd. ("Gunpoint") and Millrock Resources Inc. ("Millrock") to consolidate the former company's three Cecilia-Margarita concessions with the Violeta concession into a unified Cecilia Project. The Cecilia Project, located in northeastern Sonora, Mexico, is targeting epithermal gold-silver mineralization associated with a felsic flow-dome complex which is similar in age and composition to volcanic structures associated with the large La Pitarrilla and San Julian silver deposits found in the State of Durango, Mexico. The epithermal gold-silver mineralization at Cecilia is hosted by silicified breccias and quartz-fluorite veinlets hosted by massive, porphyritic and locally flow-banded rhyolite rocks. Mineralization is believed to be related to larger northwest trending structures which are the 'plumbing', or conduits for mineralizing fluids that have deposited gold at Cecilia and possibly other metals at depth. These northwestern structures are complemented by mineralized northeast and east-west striking faults/lineaments.

Riverside recently completed (July 2018) surface mapping and soil sampling exploration at Cecilia which has helped geologists discern the mineralizing events and has lead to more detailed target generation which now includes areas off the steeper slopes of the dome. Underground mapping has also helped with identifying the important structures in the dome as they relate to gold mineralization in the known hydrothermal breccias.

On April 24, 2018, the Company paid \$25,000 in cash and issued 200,000 common shares with a fair market value \$54,000 to Gunpoint in accordance with the letter agreements for the Cecilia property.

In October 2017, the mining agency of Mexico, the *Subdirección de Minas*, made available for claiming a large mineral concession that surrounds the four above-mentioned concessions which made up the Cecilia Project in 2017. In the following month, the Company submitted four title applications to claim the available ground and through a government-run lottery process ended up being awarded the Cecilia 1 concession of 5,041 hectares that partially surrounds the previously consolidated property. Including the Cecilia 1 claim the project area comprises approximately 5,840 hectares and covers a number of geological settings considered prospective for epithermal precious metal mineralization, including the rhyolite flow-dome complex that forms the prominent mount of *Cerro Magallanes*.

The central 778.3-hectare Cecilia-Margarita concession covers four gold-silver target zones. Previous exploration programs focused within an area of less than one square kilometre where some thirty underground workings and twenty-three diamond drill-holes have tested predominantly gold-bearing quartz veinlet stockworks and hydrothermal breccias hosted by siliceous volcanic rocks. Previous work programs completed by, the predecessor to the Geologic Survey of Mexico, and Cambior Explorations consisted of geological mapping, extensive surface and underground rock-chip sampling and two diamond drilling campaigns, one comprising 19 holes (1995) and an earlier program of four diamond drill-holes. The best intersection of gold mineralization was obtained by Cambior drill-hole 138-95-08 which tested the North Breccia zone and returned an interval of 30.0 meters averaging 1.41 grams/tonne (g/t) Au, starting at 4.0 meters down the hole. A second drill-hole (138-95-19) intersection of the North Breccia zone averaged 0.39 g/t Au across 20.0 meters starting at 48.0 meters in the hole. A total of 1,370 half-core samples, 2.0 or 3.0 meters in length, were collected from the nineteen Cambior drill-holes and analyzed by Bondar-Clegg Laboratories for Au, Ag, Mo, As and Sb, with the analytical firm's quality assurance-quality control (QA-QC) protocols being relied upon to ensure the integrity of the drill core analyses. Riverside is not in possession of the sample rejects, pulps nor the original assay certificates that were issued to Cambior by Bondar-Clegg in 1995.

During the period that Chesapeake Gold Corp. controlled the concessions of the Cecilia Project a total of 811 rock-chip samples were collected by its geologists and then analyzed by the Vancouver analytical laboratory of ALS Chemex. Assay certificates for the Chesapeake samples are in Riverside's possession and they show that the samples were analyzed for gold using the method of atomic absorption spectroscopy, with samples assaying greater than 10 ppm Au being re-analyzed using the gravimetric fire assay method. Silver and 31 other elements were analyzed using the ICP-AES method, while mercury was analyzed for using a cold vapor-atomic absorption spectroscopy analytical technique. ALS Chemex followed its own quality assurance-quality control procedures. Highlights of the Chesapeake rock sampling results include:

- 141 of 811, approximately 17% of the surface rock-chip samples assayed greater than 0.5 g/t Au, with 76 of the 811 samples (9.4%) assaying greater than 1 g/t Au.
- A series of chip-channel rock samples across the north Breccia gold target returned 119 metres that averaged 0.86 g/t Au, including 25 m grading 2.19 g/t Au.

In 2017, Riverside completed the first phase of self-funded exploration at the Project. This work involved rock-chip sampling that was specifically done to confirm the existence of multiple zones of gold-bearing hydrothermal breccia and quartz stockwork veining that had been sampled decades ago by other groups, including Chesapeake Gold Corp., Cambior Explorations and the Consejo de Recursos Minerales, the predecessor to Mexico's geological survey, *Servicio Geológico Mexicano*. The Company accomplished this by collecting and analyzing a total of 406 rock samples from the Project's four main gold zones: The North Breccia, Central, West and East Zones. Bedrock exposures in areas surrounding the four prospects were also sampled with the objective of expanding the known zones of gold mineralization. In addition to its own rock sampling, Riverside's geologists compiled and reviewed geological and geochemical data sets that had been generated over the past 35-years at Cecilia.

Gold assaying and geochemical analysis of Riverside's rock-chip samples were performed by Bureau Veritas, an ISO-9001 certified international provider of analytical services to mining and exploration companies. Sample preparation and gold fire assaying was conducted at Bureau Veritas' facilities in Sonora, Mexico, while the firm's Vancouver laboratory performed *Inductively Coupled Plasma-Mass Spectroscopy*, or ICP-MS analyses on the samples for an additional 45 elements. The Bureau Veritas laboratories utilized by Riverside followed industry-standard quality assurance-quality control practices, including the insertion of standards, field duplicates and so-called 'blanks' into batches of field samples that were submitted for analysis.

Results of Riverside's sampling program show clusters of samples with gold concentrations greater than 0.3 g/t Au which clearly confirm the presence of the above-mentioned gold zones. Importantly, gold mineralization at Cecilia is

seen to be widespread, occurring over an area that is roughly 1,200 metres by 400 metres, and it is also found over an elevation range of more than 400 metres providing numerous exploration targets.

Highlights of exploration results reported from the Company's first-phase exploration program include:

- Seventy-two (72) of the 406 rock samples collected by Riverside at Cecilia, approximately 18% of the total, yielded gold assays greater than 0.5 g/t gold, with 46 of the 406 samples assaying greater than 1.0 g/t Au.
- At the North Breccia Zone one 8.0 and one 9.7-metre-wide zones of gold mineralization averaged 3.90 g/t Au and 1.18 g/t Au, respectively (see news release dated July 25, 2017)
- A 3.0 m wide zone of altered fault breccia located 400 m southwest of the North Breccia averaged 5.45 g/t Au.
- High-grade mineralization was found in quartz vein boulders found at the entrances to underground workings in the Central Zone; two samples yielded assays of 133.7 g/t Au with 87.8 g/t Ag and 58 g/t Au with 288 g/t Ag confirming the presence of high grade material at Cecilia.
- Twenty-one (21) of the 406 Riverside rock samples yielded silver analyses greater than 100 g/t Ag; with the maximum silver value being 335 g/t Ag.
- The silver-to-gold ratio of the epithermal mineralization is seen to increase as mineralized structures are sampled at progressively lower elevations, which is characteristic of some of the major epithermal Au-Ag mineral systems of Mexico, suggesting the potential for significant silver mineralization below the current exploration work.

The Company's 2017 rock-chip sampling program was successful in confirming the presence of multiple zones of gold mineralization at the Cecilia project, and has enabled the definition of specific drilling targets. Moreover, the selection of Riverside's drill targets was guided by gold assay data from surface and underground rock samples that were viewed in the context of a geological and exploration model developed for the Cerro Magallanes volcanic flow-dome complex. This model is based on other flow-dome complexes in Mexico where economically important precious metal ore systems are found (eg. La Pitarrilla, San Julian).

A work permit application for a 20-borehole drilling program was submitted to Mexico's environmental agency, SEMARNAT and was approved by the agency in early October of 2017. Existing drill roads, with minor upgrading, will facilitate future drilling.

Glor Gold Project

The Company's Glor Project is located in western Sonora, Mexico, and was initially acquired through an exploration-focused strategic alliance that the Company's had with Hochschild Mining in 2014 and 2015. The Project is situated approximately 8 km west of Alamos Gold's El Chanate Mine and is considered to cover a geological setting similar to that hosting the El Chanate orogenic gold deposit.

On July 25, 2016, the Company announced that it had entered into an option agreement with Minera Centerra S.A. de C.V. ("Minera Centerra"). Minera Centerra will have the opportunity to earn a 70-per-cent interest in the Project by funding \$3.5-million (U.S.) in exploration work over a four-year period.

In June of 2017 the Company completed an initial nine-hole, 1,942 metres, diamond drilling program at the 4 km² Pitaya Target situated in the northeastern sector of the 36 km² Glor property. Prior to the drilling campaign, the Pitaya target area was systematically explored with geological mapping and rock sampling, induced polarization geophysical surveying and a program of mechanical trenching and channel sampling. Eighteen trenches with a combined length of 3,757 meters were excavated, from which 1,019 chip-channel rock samples were collected and analyzed. All of these work programs were entirely funded by Minera Centerra.

The best intersection of gold mineralization obtained at the Pitaya Target came from drill-hole GL17-002D; it consisted of 11.0 metres averaging 0.591 grams gold per tonne (g/t Au) starting at 122 metres down the inclined drill-hole and is hosted by andesite volcanic rock showing iron carbonate and white mica (sericite) alteration. The other eight drill-holes intersected sporadic, thin zones of gold mineralization that generally graded less than 0.4 g/t Au across 1.0 metre (see the Company's press release dated June 19, 2017).

Beginning in June of 2017, partner-funded exploration at the Glor project shifted west, to the Puerto El Alamo target area situated in the central part of the Glor mineral concession. As at Pitaya, programs of geological mapping, bedrock outcrop sampling and a detailed soil geochemistry survey were completed to define mineralized areas for specific drill targeting. The area of the 850-sample soil survey grid was also covered with a ground magnetometer survey comprising 45 line-kilometres in addition to an induced polarization survey comprising 14.1 line-kilometres.

Gold-in-soil anomalies and structural targets identified at the Puerto El Alamo Target were drill-tested late in 2017. By the end of the year, a campaign of seven diamond drill-holes totalling 1,212 meters was completed. All of the drill-holes passed through the targeted Mesozoic volcano-sedimentary stratigraphy and accompanying low-angle shear structures, however only narrow intervals (1.0 to 4.7 metres) of low-grade gold (0.25–0.345 g/t Au) mineralization were intersected (see the Company's news release, dated February 15, 2018).

In July 2017, the mining agency of Mexico, the *Subdirección de Minas*, made available for claiming mineral lands located between the Company's Glor concession and Alamos Gold's El Chanate gold mine. The Company submitted a number of title applications to claim the available ground and through a government-run lottery process ended up being awarded three non-contiguous concessions that cover a combined area of approximately 440 hectares. Together, the three concessions are referred to as the Canasta claims, and at the beginning of 2018 management of Riverside and Minera Centerra agreed to have the Canasta concessions included as part of the Glor Project, with Minera Centerra fully funding initial work programs on these claims. Exploration expenditures incurred by Minera Centerra on the Canasta group of concessions will count towards work obligations Minera Centerra is required to make under the original option agreement between the company and Riverside.

In February 2018, Riverside field crews carried out geological mapping and a 95-sample stream sediment geochemical survey on the Canasta Claim. This work was followed by a grid-controlled soil geochemistry survey using 100 meters by 100-meter spaced sample sites. The partner-funded work programs produced a total of 112 rock-chip samples and 750 soil samples which were prepared and analyzed at the Hermosillo and Vancouver laboratories of Bureau Veritas, together with 85 quality assurance-quality control (QAQC) samples. Some assay results of the soil survey were still pending at the end of the first quarter.

In July 2018, Minera Centerra decided not to continue with further exploration at the Glor Gold Project. The drill campaigns successfully intercepted targeted zones at depth after positive surface exploration results, and the Company believes the best targets have been adequately tested. Therefore, the Company has also terminated the underlying option agreement with Argonaut and will focus its own efforts on advancing other more prospective project within the Company's portfolio.

Peñoles Project, Durango, Mexico

The Peñoles Project, 100% owned by the Company, comprises a large land package of approximately 6,862 hectares located in north-central Durango State within the globally important Central Mexico Silver Belt. Peñoles is an advanced project having been tested for economic gold and silver mineralization with 86 drill-holes (approx. 11,500 metres total). These drill-holes have delineated NI43-101-compliant Inferred Resources for the Capitan gold deposit and the nearby Jesus Maria silver deposit. The reader is referred to the Company's website and SEDAR filings for detailed information on the resource estimates and on the various exploration programs that have been completed on the Project.

During the second quarter of 2017, Company geologists re-examined the exploration potential at the core of the project area. A majority of the drill-holes that tested the Jesus Maria silver deposit were re-logged and a detailed analysis was made of existing drill core geochemical data which resulted in an improved understanding of the types of silver mineralization found at Jesus Maria. More importantly, the re-examination of the Jesus Maria database has given the Company a better idea of where the best potential lies to increase the Project's silver resource.

The Peñoles project has been presented to a number of mining companies as an opportunity for a joint venture or outright purchase. No agreements were completed with these parties, and consequently the project is currently available as an exploration and development opportunity for gold and/or silver.

Tajitos Gold Project, Sonora, Mexico

Located in north-western Sonora State, Mexico, the Tajitos Gold Project consists of two concession blocks, the core Tajitos claim group and the easterly lying El Tejo group of concessions. The Project is strategically situated in the *Caborca Orogenic Gold Province* which includes the major gold mines at La Herradura and San Francisco among other producers. The core claim at Tajitos covers a number of northwesterly striking gold-bearing quartz veins that were exploited by small underground mines, now abandoned. About two kilometers to the northeast the Mexican gold producer Fresnillo plc is advancing its Tajitos gold project where a 300,000-ounce gold deposit has been reported to exist.

In October of 2015, the Company signed an option to purchase agreement with Centerra Gold Inc. (“Centerra”) for the Tajitos Project (refer to the Company’s news release dated October 02, 2015). Early in 2016 Centerra funded a diamond drilling program which tested the prospective trend of gold-bearing Mesozoic volcano-sedimentary rocks that trend across the Tajitos claim group and presumably extend southeastwards onto the El Tejo concession beneath alluvial cover. On May 17, 2016, the Company announced results from eight (8) diamond core holes that have a combined length of 1,832 metres. Highlighted intercepts from this drilling program are noted below.

- T16-001D: 3.00 metres @ 1.14 g/t gold starting at 297.00 metres depth (hole ended in mineralization);
- T16-002D: 11.10 metres @ 0.78 g/t gold starting at 185.90 metres depth;
- T16-005D: 3.00 metres @ 6.12 g/t gold starting at 48.00 metres depth;
- T16-008D: 1.50 metres @ 6.03 g/t gold starting at 42.00 metres depth;

The gold mineralization intersected in the 2016 drill-holes generally occurs in fault zones and along lithologic contacts. Due to the wide spacing of the drill-holes a reliable definition of the strike and dip orientations of the mineralized zones could not be determined. Further drilling is required to better determine the extent and tenor of gold mineralization on the Tajitos property.

In addition to the eight boreholes drilled by Centerra on the Tajitos claim group, a program of reverse circulation drilling on the El Tejo claim group was also completed in 2016. Twelve RC holes, totaling 1,728 meters, were drilled at Tejo to probe the bedrock lying beneath an extensive and thick cover of alluvial gravels. While a few of the RC holes managed to penetrate through the gravel cover, and into the prospective Jurassic-age volcano-sedimentary rocks, most of the holes had to be abandoned because they could not drill through the excessively thick cover (>150m). The difficulty reaching bedrock at El Tejo prompted Centerra to terminate its option on the Tajitos/El Tejo property package following the completion of the 2016 drilling campaign.

The Tajitos Project is owned 100% by Riverside and is currently available for joint venture or an outright sale.

Clemente Silver-Gold Project

The Company’s Clemente Project is an early-stage exploration property located in western Sonora, Mexico. On August 23, 2016, the Company signed a Letter of Intent (“LOI”) with Silver Viper Minerals Corp. (“Silver Viper”) whereby Silver Viper would have the option to acquire a 100% interest in the Clemente property. On December 2, 2016, the Company entered into a Definitive Agreement with Silver Viper whereby Silver Viper will need to pay in cash a total of \$796,500 (\$86,500 received to date), issue a total of 2,000,000 common shares to the Company (1,000,000 common shares received), and incur \$4,000,000 in aggregate exploration expenditures within five years of signing the Definitive Agreement.

On September 27, 2017 Silver Viper completed the process of its initial public offering (“IPO”) for listing on the TSX Venture Exchange and a few days later its shares were trading on this stock exchange. In early October of 2017 a planned 2,000-metre diamond drilling campaign was started to test the El Mundo and Nuevo Mundo silver targets which had been identified and partially outlined by outcrop rock sampling done by Riverside geologists under an exploration alliance the Company had in 2014-2015 with South American miner, Hochschild Mining. The two targeted silver prospects consist of northerly trending massive and brecciated quartz veins controlled by shear faults.

By the middle of November about half of the planned drilling program was completed. Nine HQ-size diamond boreholes were drilled for a total length of 1,062 meters, with two of the drill-holes intersecting old mine workings and consequently being abandoned. The best mineralized intersection was made by hole CL-17-006; a 0.7-metre-long interval that averaged 827 g/t silver, 0.23 g/t gold and a combined 2.09 per cent lead-zinc.

As of the end of the second quarter of 2018, Silver Viper had not yet resumed drilling at Clemente. In addition to the El Mundo and Nuevo Mundo vein prospects, a drill-ready target exists at the Santa Elena artisanal mine workings located in the south-eastern sector of the Clemente property, approximately 7 kilometres northwest of a former producing gold mine; Cerro Colorado.

On August 24, 2018, Silver Viper provided notice to Riverside that it had elected not to complete the \$4,000,000 in exploration expenditures required to earn 100% interest in the Clemente Project and as a result was terminating its option on the project.

La Silla Gold-Silver Project

On November 17, 2015, the Company announced that it had won the right to claim four concessions in the Ollitas gold and silver mining district in southern Sinaloa, Mexico. Two adjoining concessions totaling 1,031.5 hectares were claimed to cover an easterly trending vein structure, the Ciruela target, where historical rock-chip sampling yielded assays of 24.4 g/t and 16.6 g/t gold. Another two concessions totaling 1,039.3 hectares, but not contiguous with the other concessions, were claimed to cover the El Roble gold prospect. El Roble had been previously investigated with shallow trenching and the drilling of six boreholes totaling 451 meters. The best result obtained by this short drilling program came from borehole ER-001 which intersected 15.2 meters grading 6.59 g/t Au, starting at surface. A follow-up hole at this site, ER-004, intersected 9.1 meters averaging 2.06 g/t Au.

In April of 2016, prospecting work done by Riverside at the Ciruela and El Roble prospects produced four rock-chip samples from Ciruela and 20 samples from El Roble. The best assay results obtained for these samples included 9.43 g/t Au and 196 g/t Ag for a sample collected from an old working at Ciruela along with two samples collected at El Roble that returned gold values of 1.73 and 2.21 g/t Au.

The Company revisited the project in June of 2018 and completed a two-week reconnaissance mapping and sampling program. This work extended the two known veins along strike and was able to identify significant complementary, parallel, veins at both El Roble and Ciruela. At Ciruela a parallel, east-west striking vein suggests normal faulting has occurred to the north providing new targets in this area. In the El Roble area property scale structures show east-west strikes but also north-south and northeast. Higher grade gold was found in surface sampling where these structures intersect suggesting multiple new targets could be generated through detailed mapping. Riverside geologists collected 52 chip, channel and grab samples with assay results ranging from <0.05 up to 19.9 g/t gold and from <0.05 up to 200 g/t silver. Five of the samples returned greater than 1 g/t gold (see Company press release dated June 19th, 2018).

On May 30, 2018, the Company entered into a letter of intent (“LOI”) with Sinaloa Resources Corp. (“Sinaloa”) whereby Sinaloa could acquire a 70% interest in the La Silla Property, a silver-gold project, by paying \$60,000 in cash, issuing \$1,000,000 value of common shares, and incurring exploration expenditures of \$2,000,000 over three-year period. To earn an additional 30%, Sinaloa must incur a further exploration expenditure of \$1,000,000 and issue \$500,000 value of common shares. The Company will retain a 2.5% NSR on the project should Sinaloa complete 100% earn-in or the Company’s interest dilutes to less than 10%.

Thor Copper Project, Sonora, Mexico

In June 2017, Riverside regained 100% interest in the Thor Copper Project, as the Company’s joint-venture partner, a subsidiary of Antofagasta plc (“Antofagasta”), elected not to complete the C\$5 million in exploration expenditure required for it to earn a 65% interest in the Project. The Thor project is located in south-central Sonora, Mexico and covers a geological setting that is prospective for a ‘blind’ porphyry copper deposit of the same geologic age as the other major copper deposits being mined in Sonora, including at Cananea and La Caridad. Riverside and Antofagasta completed an initial proof-of-concept drilling program that tested for a Laramide-age porphyry system. The four drill holes, the only ones ever drilled at Thor, confirmed the presence of porphyry-style alteration and quartz-sulphide veining, with three of the drill-holes intersecting a well-developed quartz-sericite-pyrite stockwork system. While the Antofagasta drill-holes did not return significant copper assays, they did provide valuable sub-surface geological information that has enabled the Company to define additional high-potential drill targets which can quickly be tested since the required work permit remains in effect. Recently, the Company has been presenting the Thor project along with other copper projects it is acquiring in Sonora to a number of copper miners who are interested in investing in exploration projects in ‘mining-friendly’ Mexico.

The scientific and technical data contained in the property descriptions pertaining to the Company’s Mexico portfolio were reviewed by Freeman Smith, P.Ge. who is responsible for ensuring that the geologic information provided in this section of the Management Discussion and Analysis is accurate and acts as a "qualified person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects.

SELECTED ANNUAL INFORMATION

The following table sets forth selected consolidated information of the Company at September 30, 2017 and for each of the prior two fiscal years prepared in accordance with IFRS. The selected consolidated financial information should be read in conjunction with the audited consolidated financial statements of the Company.

Canadian Dollars	2017	2016	2015
Finance, property and other income	\$ 90,770	\$ 20,529	\$ 60,934
Net income (loss)	(684,191)	762,558	(2,861,752)
Net earnings (loss) per share, basic and fully diluted	(0.02)	0.02	(0.08)
Cash and short-term investments	5,024,291	5,061,198	4,259,230
Total assets	10,069,859	7,952,816	7,416,756

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Three-month period ended June 30, 2018

For the three months ended June 30, 2018, the Company had a net loss of \$341,242, resulting in a loss per share of \$0.01. The gain was related to finance income of \$6,295, other income of \$9,437, a foreign exchange gain of \$46,668, and recovery on exploration and evaluation assets of \$67,839, which were offset by operating expenses of \$247,194, a realized loss on short-term investments of \$178,171 and write-down of exploration and evaluation assets \$46,116.

Nine-month period ended June 30, 2018

For the nine months ended June 30, 2018, the Company had a net loss of \$751,919, resulting in a loss per share of \$0.02. The gain was related to finance income of \$20,082, other income of \$25,618, a foreign exchange gain of \$107,017, and recovery on exploration and evaluation assets of \$124,833 which were offset by operating expenses of \$914,504, a realized loss on short-term investments of \$52,913 and write-down of exploration and evaluation assets \$62,052.

Three-month period ended June 30, 2017

The Company incurred a net loss of \$336,878, resulting in a loss per share of \$0.01. The loss was attributable to operating expenses of \$415,905, which were supplemented by a realized gain on short-term investments of \$59,655, finance income of \$343 and other income of \$19,029.

Nine-month period ended June 30, 2017

The Company incurred a net loss of \$877,858, resulting in a loss per share of \$0.02. The loss was attributable to operating expenses of \$1,049,268, which were supplemented by a realized gain on short-term investments of \$97,768, finance income of \$3757 and other income of \$69,885.

*Marketable securities included in short-term investments consist of shares received as property option payments from the Company's farm-out partners. The realized gain or loss on short-term investments changed significantly when compared to the prior years due to the volatile market conditions.

Exploration

The Company capitalizes all exploration costs relating to its resource interests whereas pre-exploration costs are expensed as incurred. During the nine months ended June 30, 2018, the Company recorded \$1,169,736 in acquisition and exploration of its properties as follows:

- Mexico
 - Peñoles \$ 333,204
 - Tajitos \$ 129,390
 - Clemente \$ 40,841
 - La Silla \$ 181,915
 - Glor \$ 84,203
 - Australia \$ 835
 - Thor \$ 40,323
 - Ariel \$ 52,832
 - Cecilia \$ 257,200
 - Teco \$ 48,493

The Company recovered \$298,026 of the acquisition and exploration expenditures through an option agreement with Silver Viper on the Clemente property, through an option agreement with Sinaloa on La Silla property during the nine months ended June 30, 2018, which reduced the cumulative exploration costs.

During the nine months ended June 30, 2018, the Company terminated the option with the underlying concession holder and has not further obligation with respect to Flute and Lennac projects. There were \$15,963 historical capitalized costs associated with these projects have been wrote off.

In May 2018, the company terminated the option with the underly concession holder and has not further obligation with respect to the Bacoachi project. There were \$62,052 historical capitalized costs associated with this project have been wrote off.

The Company capitalizes all exploration costs relating to its resource interests whereas pre-exploration costs are expensed as incurred. During the period ended June 30, 2017, the Company recorded \$1,599,321 in acquisition and exploration of its properties as follows:

- Mexico
 - Peñoles \$ 524,545
 - Tajitos \$ 302,677
 - Clemente \$ 98,712
 - La Silla \$ 80,855
 - Glor \$ 137,070
 - Bacoachi \$ 1,061
 - Cecilia \$ 397,821
 - Teco \$ 47,376
- Canada
 - Flute \$ 3,852
 - Lennac \$ 5,352

The Company recovered \$337,322 of the acquisition and exploration expenditures through an option agreement with Silver Viper on the Clemente property during the period ended June 30, 2017, which reduced the cumulative exploration costs.

Full particulars of the deferred exploration costs are shown in Note 9 to the Financial Statements.

Recoveries and Other Income

During the period ended June 30, 2018, the Company received \$298,026 in cash with respect to the option agreement on the Clemente, La Silla and Peñoles property. Finance income and other income for the nine months ended June 30, 2018 were \$20,082 and \$25,618 respectively.

During the period ended June 30, 2017, the Company received \$87,322 in cash and 1,000,000 Silver Viper shares valued at \$250,000 with respect to the option agreement on the Clemente property. Finance income and other income for the period ended June 30, 2017 were \$3,757 and \$69,885 respectively.

Other income consists of revenue from exploration equipment and vehicle rentals to the alliance and work programs.

Expenses

During the nine months ended June 30, 2018, the Company incurred \$33,740 in depreciation, \$230,306 in consulting fees, \$36,000 in directors' fees, \$143,005 in investor relations fees, \$89,066 in professional fees, \$30,210 in property investigation and evaluation expenses, \$158,325 in share-based compensation, \$82,657 in general and administrative expenses and \$62,052 in write-down of exploration and evaluation. In addition, the Company incurred \$106,320 in rent. The Company earned \$20,082 in finance income, \$25,618 in other income, and \$52,913 in a realized loss on short-term investments, and \$124,833 in recovery on exploration and evaluation assets.

During the nine months ended June 30, 2017, the Company being the operator of the exploration programs earned \$54,773 and \$95,380 of management fees respectively in relation to the Thor Project and Centerra-Glor Project. These fees were recorded as a reduction in consulting fees per the Company's accounting policy. Compared to the previous year, property investigation and evaluation was higher as the Company sought for property acquisition opportunities in Latin America.

Compared to the previous year, a decrease in net loss was primarily due to an increase in recovery on exploration and evaluation assets. There were no significant variations in other operating expenses over the comparative years.

General and administrative expenses consist of filing fees, director's fees, rent, general office expenses and administrative services related to maintaining the Company's exchange listing and complying with securities regulations. Rent and general office expenses increased compared to the same period in the prior year as the Company spent additional funds on promotional and marketing activities, financial advisory and investor relations services.

Share-based compensation expenses increased as a result of the new share option grants. During the nine months ended June 30, 2018, the Company recorded share-based compensation expense of \$158,325 (2017 - \$234,177) for the vested portion of the options granted and during the period. Share-based compensation expense recorded in the comparative period of the previous fiscal year was higher as there were more options granted during that period.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties related to the mineral exploration industry. Some of these risk factors include risks associated with land titles, exploration and development, government and environmental regulations, permits and licenses, competition, dependence on key personnel, fluctuating mineral and metal prices, the requirement and ability to raise additional capital through future financings and price volatility of publicly traded securities.

Property Risks

Title to exploration and evaluation asset interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mineral claims. The Company has investigated title to all of its exploration and evaluation asset interests and, to the best of its knowledge, title to all of its interests are in good standing. The exploration and evaluation asset interests in which the Company has committed to earn an interest are located in Canada, Mexico and the United States.

Title Risks

Although the Company has exercised due diligence with respect to determining title to the properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests, and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

Exploration and Development

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Substantial expenses are required to establish reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on the Company.

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 that would result in environmental pollution. A breach of such legislation may result in the 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 that means standards are stricter, and enforcement, fines and penalties for noncompliance 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. We intend to comply fully with all environmental regulations.

The current or future operations of the Company, including development activities and commencement of production on our properties, require permits from various federal, state 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 applicable laws by governmental agencies that may require that we obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for the operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will 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.

Competition

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial and technical resources. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Dependence on Key Personnel

The success of the Company is currently largely dependent on the performance of the directors and officers. There is no assurance that the Company will be able to maintain the services of the directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and the prospects.

Fluctuating Mineral and Metal Prices

Factors beyond our control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the exploration activities cannot be predicted. For example, gold prices are affected by numerous factors beyond the Company's control, including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. In addition, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

Future Financings

The Company's continued operation will be dependent upon the ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained on acceptable terms. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of the operations.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of securities distributed hereunder will be affected by market volatility.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly consolidated financial information for each of the last eight quarters with the figures for each quarter in Canadian dollars.

Quarter end	Finance income (expense)	Property and other income (expense)	Realized gain/(loss) on short-term investments	Net income (loss)	Earnings (Loss) per share (basic & fully diluted)
30-Jun-18	6,295	9,437	(178,171)	(341,242)	(0.01)
31-Mar-18	7,573	8,591	81	(261,579)	(0.00)
31-Dec-17	6,214	7,590	56,913	(149,098)	(0.00)
30-Sep-17	3,925	13,023	37,039	193,667	0.00
30-Jun-17	343	19,029	59,655	(336,878)	(0.01)
31-Mar-17	2,373	13,027	52,827	(367,946)	(0.00)
31-Dec-16	1,041	37,829	(14,714)	(173,034)	(0.00)
30-Sep-16	1,162	175	875,906	998,726	0.03

During the nine months ended June 30, 2018, the Company sold all 242,350 common shares of Viridium Pacific Group Ltd. (formerly Morro Bay Resources Ltd.) for net proceed \$242,750. The increased in net loss was mainly due to a \$178,171 realized loss on short-term investments from the original cost \$763,030.

Other than the ongoing costs of the business, the net income for the quarter ended September 30, 2016 was mainly due to a realized gain on short-term investments.

LIQUIDITY AND CAPITAL RESOURCES

The Company relies on equity financings and exploration alliances for its working capital requirements and to fund its planned exploration and development activities. Management ensures the Company has sufficient cash in its treasury to maintain underlying option payments and keep claims in good standing. Decrease in cash and cash equivalents for the nine months ended June 30, 2018 was \$2,668,799. Working capital as at June 30, 2018 was \$3,946,895. The Company has sufficient funds to meet ongoing corporate activities and planned exploration programs for the ensuing year.

Increase in cash and cash equivalents for the period ended June 30, 2017 was \$1,268,208. Working capital as at June 30, 2017 was \$5,763,849.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements or off-balance sheet financing structures in place.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are in the normal course of operations and are recorded at their exchange amount which is the price agreed to between the Company and the directors and officers.

The Company entered into the following transactions with related parties:

Payee	Nature of transactions	Period ending June 30	Fees (\$)	Shares (\$)	Amount payable at June 30 (\$)
Arriva Management Inc.	Management and consulting fees (i)	2018	166,770	Nil	\$7,220
		2017	193,800	Nil	Nil
GSBC Financial Management Inc.	Management and consulting fees (i)	2018	72,000	Nil	Nil
		2017	147,503	Nil	Nil
Ronald Burk	Consulting fees (i)	2018	90,892	Nil	Nil
		2017	149,374	Nil	Nil
English Bay Capital	Consulting fees (i)	2018	22,750	Nil	Nil
		2017	121,500	Nil	Nil
Michael Doggett*	Director fees	2018	Nil	Nil	Nil
		2017	5,000	Nil	Nil
Brian Groves	Director fees	2018	9,000	Nil	Nil
		2017	9,000	Nil	Nil
James Clare	Director fees	2018	9,000	Nil	Nil
		2017	9,000	Nil	Nil
Carol Ellis	Director fees	2018	9,000	Nil	Nil
		2017	9,000	Nil	Nil
Walter Henry	Director fees	2018	9,000	Nil	Nil
		2017	9,000	Nil	Nil

*Michael Doggett did not stand for re-election at the Company's AGM on March 2, 2017.

At June 30, 2018, the amount payable to a company controlled by an officer of the Company was \$nil (September 31, 2017 - \$541) for expense reimbursements.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the nine months ended June 30, 2018 and 2017 are as follows:

	2018	2017
Directors' fees	\$ 36,000	\$ 41,000
Management and consulting fees (i)	352,412	620,427
Performance bonus shares	63,000	20,025
Share-based payments	<u>257,300</u>	<u>169,826</u>
	<u>\$ 708,712</u>	<u>\$ 851,278</u>

(i) Management and consulting fees of the key management personnel for the period were allocated as follows: \$81,000 (2017 - \$123,500) expensed to consulting fees, \$22,750 (2017 - \$20,000) expensed to investor relations, \$248,662 (2017 - \$417,288) capitalized to exploration and evaluation assets, \$nil (2017 - \$45,239) expensed to property investigation and evaluation, and \$nil (2017 - \$14,400) capitalized to exploration work performed for alliances that will be reimbursed.

PROPOSED TRANSACTIONS

At the present time, there are no proposed transactions that should be disclosed.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are described in Note 4 to the consolidated financial statements for the year ended September 30, 2017. Management considers the following to be the most critical in understanding the judgments that are involved in preparing the Company's financial statements and the uncertainties that could impact its results of operations, financial condition and future cash flow.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 16, Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. No preferred shares have been issued to date. An aggregate of 44,609,313 common shares were issued and outstanding as of the date of this MD&A.

The Company has 3,204,767 share purchase warrants outstanding as of the date of this MD&A.

The following summarizes information about the stock options outstanding as of the date of this MD&A:

Expiry date (mm/dd/yyyy)	Number of options outstanding	Weighted average remaining life in years	Exercise price	Number of options exercisable
11/14/2019	761,000	1.38	\$ 0.27	761,000
01/07/2021	725,000	2.53	\$ 0.15	725,000
12/16/2021	985,000	3.47	\$ 0.42	885,000
11/03/2022	760,000	4.35	\$ 0.28	395,000
	<u>3,231,000</u>	<u>2.97</u>		<u>2,766,000</u>