

FORM 62-103F3

***REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR UNDER
PART 4***

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This report amends information disclosed in an earlier report dated July 3, 2019

Item 1 Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares (the “**Shares**”) of:

Riverside Resources Inc.. (the “**Issuer**”)
Suite 1110-1111 West Georgia Street
Vancouver, BC V6E 4M3 CANADA

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

TSX Venture Exchange

Item 2 Identity of the Eligible Institutional Investor

2.1 State the name and address of the eligible institutional investor.

Global Strategic Management, Inc. d/b/a Adrian Day Asset Management (“**Adrian Day**”)
801 Compass Way, Suite 207
Annapolis, Maryland
USA 21401

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The requirement to file this report was triggered as of November 30, 2019 as a result of the net decrease in the Eligible Institutional Investor’s holdings of Common Shares of the Issuer to less than 10% (as well as 12.5% and 15%) of the total Common Shares of the Issuer. See Item 3.1.

2.3 State the name of any joint actors.

Not applicable

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

Adrian Day is eligible to file reports under Part 4 of National Instrument 62-103 in respect of the Issuer.

Item 3 Interest in Securities of the Reporting Issuer

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's security holding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

Since the last report dated July 3, 2019, Adrian Day, on behalf of its asset management clients, acquired of an aggregate of 52,000 Shares. Additionally, the Shares held on behalf of asset management clients were decreased by 2,943,000 Shares pursuant to sales in the public market in the amount of 133,000 Shares, 10,000 shares due to the closure of an account, and 2,800,000 Shares were removed from management counts due to the change in structure of the firm. These latter holdings, held by the EuroPac Gold Fund, will be filed separately by Euro Pacific Asset Management, the advisor to the Fund. These transactions resulted in a net decrease in holdings from approximately 17.3% to 9.1% of the issued and outstanding Shares.

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's security holding percentage in the class of securities at the end of the month for which the report is made.

As of November 30, 2019, Adrian Day, on behalf of its asset management clients, exercised control over, but did not have ownership of 4,644,000 Shares, and Warrants to purchase up to 1,142,500 Shares, representing approximately 9.1% of the issued and outstanding Shares of the Issuer.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which:

(a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control:

None.

(b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor:

None.

(c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:

As of November 30, 2019, Adrian Day, on behalf of its asset management clients, exercised control over, but did not have ownership of, 4,644,000 Shares, and Warrants to purchase up to 1,142,500 Shares, representing approximately 9.1% of the issued and outstanding Shares of the Issuer.

3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's security holdings.

Not applicable.

3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 Purpose of the Transaction

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;

The Shares were acquired and disposed of by Adrian Day in the ordinary course of its business of investing for and on behalf of asset management clients. Adrian Day may acquire additional securities of the Issuer or dispose of securities of the Issuer from time to time.

(b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

Not applicable.

(c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

Not applicable.

(d) a material change in the present capitalization or dividend policy of the reporting issuer;

Not applicable.

(e) a material change in the reporting issuer's business or corporate structure;

Not applicable.

(f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;

Not applicable.

(g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

Not applicable.

(h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

Not applicable.

(i) a solicitation of proxies from securityholders;

Not applicable.

(j) an action similar to any of those enumerated above.

Not applicable.

Item 5 Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of

the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 6 Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Adrian Day Asset Management previously discussed a joint actor in Item 2.3 and Item 5: EuroPac Gold Fund, an investment fund for which Adrian Day Asset Management served as sub-advisor. That statement has been removed in order to reflect a change in the structure of the firm. While Adrian Day still manages this Fund, due to this change in structure, Adrian Day Asset Management will no longer be reporting holdings for the Fund as they instead will be reported by Euro Pacific Asset Management, the advisor to the EuroPac Gold Fund.

Item 7 Certification

The eligible institutional investor must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the eligible institutional investor, and as the agent on behalf of the joint actor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

December 9, 2019

Date

(Signed) "Adrian Day"

Signature

Adrian Day, President

Name/Title