



CODE OF BUSINESS CONDUCT AND ETHICS

March 16, 2023 (Updated)

This Code of Business Conduct and Ethics (the "**Code**") is adopted by **Riverside Resources Inc.** (the "**Corporation**", "**Company**"). This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, officers, directors, contractors, agents and consultants of the Corporation.

Obeying the law, both in letter and in spirit, is the foundation on which this Corporation's ethical standards are built. All of the Corporation's participants must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. All the company is expected to adhere to the principles contained in this Code. Consultants and contractors retained by the Corporation are also expected to conduct themselves in accordance with the principles of this Code in their activities relating to the Corporation. The employee or director retaining the services of a consultant or contractor should take all responsible steps to prevent the violation of this Code by such consultant or contractor.

Riverside is committed to:

- a) Honest and ethical conduct;
- b) Full, fair, accurate, timely and understandable disclosure in the Company's public records and communications;
- c) Being a stand for the communities and partnerships we work with and for all stake holders striving to conduct ourselves to a high professional standard;
- d) Comply with applicable governmental laws, rules and regulations.

CONFLICT OF INTEREST AND CORPORATE OPPORTUNITIES

In discharging their duties, the Company representatives must act honestly and in good faith having in view the best interest of the Corporation and for stakeholders. A "conflict of interest" exists when a person's private interests interfere with the interests of the Corporation. All employees and directors must avoid situations involving a conflict of

interest unless it has been approved by the Corporation. In particular, any activity which would allow an employee, a director, or a member of their immediate family, to enjoy personal gain or benefit as a result of their relationship with the Corporation would be considered a conflict of interest.

Employees and directors have a duty to advance the Corporation's legitimate interests when the opportunity to do so arises. Employees and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the expressed consent of the Board of Directors or Management. No employee or director may use corporate property, information, or position for improper personal gain, and no employee may compete with the Corporation directly or indirectly.

Unless specific permission has been provided or notification to the Board or Management of Riverside, no officer or employee shall:

- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that:
 - competes directly with Riverside; or
 - supplies products or services to Riverside other than consulting work
- have any financial interest, or have immediate relatives who have any financial interest, including significant share ownership, in any entity with which we do business that might create or give the appearance of a conflict of interest;
- seek or accept any personal loan or services from any entity with which we do business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- stake mineral claims or acquire mineral properties in their own interest or in the interest of any syndicate not owned, controlled or directed by Riverside within 15 kilometers of any of Riverside's mineral properties;
- use Riverside's property for any activities not associated with the discharge of official duties without prior authorization from their administrative superior or the Chair of the Riverside Committee;
- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would interfere with the officer's or employee's responsibilities to us;
- demand, accept or offer to accept from a person or company having dealings with Riverside, a commission, reward, advantage or benefit of any kind, directly or indirectly, except for casual benefits such as hospitality or small gift items within normal and reasonable expressions of business courtesy;

- accept any personal loan or guarantee of obligations from Riverside, except to the extent such arrangements are legally permissible and approved in advance by the Chair of the Riverside Committee; or
- in the performance of their duties, accord or influence others to accord preferential treatment to immediate family members, which includes spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives, or to organizations in which they or their family members have any interest.

Directors, officers, employees and any consultants engaged on an exclusive basis must notify the Chair of the Riverside Committee of the existence of any actual or potential conflict of interest for the purpose of developing a means for the ethical handling of that situation.

PROPER ACCOUNTING

Employees and directors must comply with prescribed accounting, internal accounting, and auditing procedures and controls at all times. All records must accurately reflect and properly describe the transactions they record. All assets, liabilities, revenues and expenses shall be properly recorded on a timely basis in the books of the Corporation. Each employee must be vigilant in preventing fraud and dishonesty, and report immediately any evidence of wrongdoing.

All financial and other transactions involving or affecting the Company must be properly authorized and approved and fully and accurately recorded in the financial books and records of the Company in accordance with applicable laws and regulations, the controls and procedures of the Company, generally accepted accounting principles, and the highest standards of integrity.

Employees must protect the financial books and records of the Company from destruction or tampering and must not conceal information relating to the Company from management, the auditors or the legal advisors of the Company.

Questions related to the financial books and records of the Company should be referred to the President / CEO of the Company or the Chair of the Riverside Committee.

INSIDER TRADING

Generally, Canadian securities laws prohibit trading in the securities of a company while in possession of material, non-public information regarding such company. The Corporation and its employees and directors are subject to such laws and regulations. As a result, employees and directors shall not buy or sell Corporation's stock or make recommendations regarding it based upon insider information. Insider information is material information that is not generally known by those outside the Corporation that could affect the value or market price of the Corporation's stock.

CONFIDENTIAL INFORMATION

Employees and directors may not directly or indirectly use or disclose any secret or confidential knowledge or data of the Corporation, except as authorized in their ordinary course of employment or as required by law. Any notes, memoranda, notebooks, drawings or other documents made, compiled or delivered to employees during the period of their employment are the exclusive property of the Corporation and must be turned over to it at the time of termination of their employment or at any other time upon the Corporation's request. Additionally, while it is appropriate to gather information about the Corporation's markets, including publicly available information regarding competitors, employees and officers should not seek to acquire proprietary and confidential information of competitors by unlawful or unethical means, including information resulting in the breach of nondisclosure obligations by competitors' employees or other third parties.

Our directors, officers, employees and consultants are entrusted with our confidential information and with the confidential information of our suppliers or other business partners. This information may include:

- technical or scientific information about current and future projects,
- business opportunities or projections,
- earnings and other internal financial data,
- personnel information, and
- other non-public information that, if disclosed, might have a material impact on the market value of Riverside's securities, be of use to our competitors, or harmful to our suppliers or other business partners.

This information is our property, or the property of our suppliers or other business partners and in many cases was developed at great expense. Our directors, officers, employees and consultants shall:

- not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends;
- use confidential information only for our legitimate business purposes and not for personal gain;
- not disclose confidential information to third parties; and
- continue to comply with the above obligations after leaving the Company.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, officers and directors should endeavor to protect the Corporation's assets and ensure their efficient use. The use of any funds or other assets of, or the providing of any services by, the Corporation for any purpose which is unlawful under

applicable laws is prohibited. Employees, officers and directors may not use employees, materials, equipment or other assets of the Corporation for any unauthorized purpose.

Employees ceasing employment with the Corporation shall return all documents, or data belonging to the Corporation such as computer hardware and software, database, cellular phones, credit card, books, etc.

ACCESSING LANDS

For Prior to accessing land:

The Company and representatives will ensure that consent is given freely, after being informed in the nature of the engagement.

The Company and representatives will work to confirm landownership and tenure from a legal and customary perspective, as well as any contestations about tenure within clan families as is common in the lands where we work and will engage in conversation.

The Company and representatives will seek to understand cultural heritage significance and association with particular sacred sites.

HARASSMENT OR DISCRIMINATION

The Corporation is committed to encouraging the respect of individuals, their integrity and their dignity by ensuring that the working environment and relations between employees shall be free of discrimination and harassment.

ENVIRONMENTAL RESPONSIBILITY

All employees and directors are required to comply with all applicable federal, state and local laws and regulations relating to the protection of the environment. Additionally, employees, officers and directors must comply with all environmental policies adopted by the Corporation.

COMPLIANCE AND REPORTING

The Corporation expects employees and directors to take all responsible steps to prevent a violation of this Code. Any employee or director who observes or otherwise becomes aware of any illegal, unethical behavior or any violation of the Code shall report the violation as soon as reasonably possible.

Employees who experience or observe any breach to this Code including work related discrimination, harassment or similar problems are urged to report them to the Chief Executive Officer or the Chief Financial Officer. If your concerns relate to the conduct of a senior executive or financial officer, you may also report your concerns to the Chair of the Audit Committee.

Riverside Resources has established a reporting line and a reporting website for the reporting of any concerns you may identify as potentially in violation of the Code. In order to access the Phone line:

Reporting line: Telephone: (778) 327-6671 (Canada)

Head Office – Vancouver
550 - 800 West Pender Street,
Vancouver BC,
V6C 2V6

Website: Email info@rivres.com

You can either identify yourself, or remain anonymous. What is important is that matters under the Code are reported. If you do not feel comfortable speaking to your supervisor or an executive within the Company, you are urged to utilize this Phone line or visit the reporting website. Riverside considers the Code and related policies to be of the utmost importance. The Phone line and the Website are ways to be sure we are all doing our job to make sure the Code is upheld and enforced.

Complaints via the Phone line or reporting website will be directed initially to the Chairman of the Board of Directors of Riverside Resources or if the aforementioned person be a (potential) party to the complaint, the complaint will be directed to the President / CEO of Riverside Resources for review and investigation. Reports concerning Code violations will be made to the Riverside Committee by the President / CEO, no less frequently than at the quarterly Riverside Committee meeting. More frequent reporting can be given at the specific request of the Riverside Committee or should special circumstances require more frequent reporting. The Chair of the Compensation & Governance Committee will be responsible for making a summary update to the Board of Directors on a quarterly basis.

CONTRACT WORKERS AND THIRD PARTY MANAGEMENT

The Corporation considers that the compliance obligations arising out of this Policy apply not only to employees of the Corporation, but also to independent contract workers to the extent that they conduct activities on the Corporation's behalf. The Corporation therefore expects all such contractor personnel to familiarize themselves with this Policy, and to comply with it, in the same manner as is expected of Corporation employees.

Third Party Management and activities with third parties will adhere to the Company's codes laid out here.

PERSONAL INFORMATION

All workers with the Company who collect or have access to personal information from other employees or third parties on behalf of the Company must do so in a lawful, ethical and non-intrusive manner and must inform the individual involved in advance of the purpose for which information is being collected.

Employees must maintain the confidentiality of all personal information held by the Company. Employees must not disclose such personal information to other employees unless it is reasonably required by them to perform their jobs. Employees must not disclose such personal information to third parties unless required by applicable law or regulation (and then only to the extent required) or unless the informed consent of the relevant individual has been obtained.

TRAINING AND EXPERTISE

The Company is a learning organization and believes Knowledge is Golden which includes a focus toward on-going training. The Company throughout the organization is committed to expertise in all we do and although a small company currently its vision of doing things right, training staff and working with expert contractors.

ANTI-CORRUPTION LAWS and FOREIGN CORRUPT PRACTICES ACT (“FCPA”)

The Company and each Director, Officer or employee will comply with all anti-corruption laws, including the Canadian Corruption of Foreign Public Officials Act , the U.S. Foreign Corrupt Practices Act and similar legislation applicable to the jurisdiction where the Company may be operating. This law can be complicated and result in serious and adverse enforcement proceedings, including criminal charges, against the Company and individuals directly involved if violated. If you are in doubt about whether a particular practice may violate such law, you should contact the CFO or directly through the Company Whistleblower Hotline which can be located on the Company’s website or referred to in the Whistleblower Policy of the Company for guidance on proper conduct.

These laws generally forbid bribes, which is very broadly defined, to government officials or their representatives. While the law allows exceptions for “facilitating payments”, to expedite routine government approvals, and modest business entertainment, such as business lunches, most payments and gifts are not allowed. Please consult with the Company’s CFO or a member of senior management before you make or authorize a payment to a government official, including an employee of a national company beyond due course of business work. Please consult the Company’s CFO if you are concerned that the Company’s books do not accurately reflect its transactions.

GOVERNMENT RELATIONS

The Company’s financial support to political organizations or government requires the express approval of the Country Manager, Senior Management or Board of Directors of the Company. A Director, Officer or Employee of the Company engaging in personal

political activities must do so in their own right and not on behalf of the Company. Lobbying on behalf of the interests of the Company is permissible but highly regulated by law. Please ensure the CFO is aware of communications with government officials (which includes elected officials and their bureaucratic staff) on the Company's matters that are beyond the normal business interactions. This does not extend to dealing with regulators on ordinary course matters.

FINANCIAL CRIMES PREVENTION and TRADE SANCTIONS

The Company will strive and maintain free of money laundering, fraud including financial and all other types of fraud. The Company will abide by trade sanctions. If an employee or other person becomes aware of the Company having issues in this regard it is to be brought to the CFO and senior management immediately.

WAIVERS OF THE CODE

Every effort will be made to resolve potential conflicts of interest or other ethics code situations when these are disclosed promptly to management, and the parties involved have acted in good faith. In the unlikely event potential conflicts cannot be resolved, waivers will only be given for matters where appropriate. Any waivers for executive officers and directors must be approved, in advance, by the Board of Directors, and will be promptly disclosed if required by law or stock exchange regulation.

AMMENDMENTS TO THIS CODE

The Company reserves the right to interpret and amend the Code and these policies in its sole discretion as it deems appropriate. The Directors of the Company may from time to time add items or review as the business environment and Company develops. Any amendments to this Code will be disclosed and reported as required by law.

Approved by: Riverside Resource Inc. CEO, President, John-Mark Staude

16 March 2023