Amended Notice of Change in Corporate Structure

Pursuant to Section 4.9 of National Instrument 51-102

Item 1. Names of the Parties to the Transaction

Riverside Resources Inc. ("**Riverside**") and Capitan Mining Inc. ("**Capitan**")

Item 2. Description of the Transaction

On August 14, 2020 (the "**Effective Date**"), Riverside and Capitan completed a spin-out of the common shares of Capitan (each, a "**Capitan Share**"), which holds the Peñoles Project, located in Durango, Mexico, to the shareholders of Riverside (the "**Riverside Shareholders**") by way of a share capital reorganization effected through a statutory plan of arrangement pursuant to the arrangement provisions of the *Business Corporations Act* (British Columbia) (the "**Arrangement**").

As a result of the Arrangement, Riverside exchanged its interest in the Peñoles property for shares in Capitan, and the Riverside Shareholders at the Effective Date received Capitan Shares by way of a share exchange, pursuant to which each existing common share of Riverside held at the close of business the day before the Effective Date (each, a "**Riverside Share**") was exchanged for one new common share of Riverside (each, a **New Riverside Share**") and 0.259399 of a Capitan Share. Holders of Riverside options and warrants are entitled to receive the same number of New Riverside Shares and 0.259399 of that number of Capitan Shares.

The Arrangement was approved at the annual and special meeting of the Riverside Shareholders held on March 31, 2020 and by the Supreme Court of British Columbia on April 2, 2020. The share exchange/plan of arrangement became effective August 14, 2020.

The New Riverside Shares are listed on the TSX Venture Exchange (the "**TSXV**") under the same symbol as the Riverside Shares, "RRI". Subject to the final approval of the TSXV, the Capitan Shares will be listed on the TSXV under the symbol "CAPT".

Item 3. Effective Date of the Transaction

August 14, 2020.

Item 4. Name of Each Party that Ceased to be a Reporting Issuer Subsequent to the Transaction and the Name of Each Continuing Entity After the Completion of the Transaction

In connection with the Arrangement, Riverside continues to be a reporting issuer in British Columbia, Alberta and Ontario and Capitan became a reporting issuer in British Columbia, Alberta and Ontario. No party ceased to be a reporting issuer as a result of the Arrangement.

Item 5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

The first financial year-end for Capitan subsequent to the Arrangement will be September 30, 2020.

Item 6. The Periods, including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction

(a) unaudited interim financial statements of Capitan for the three and nine month periods ended June 30, 2020;

(b) unaudited carve-out financial statements of Riverside for the three and nine month periods ended June 30, 2020, with comparatives to the same periods for 2019; and

(c) audited financial statements of Capitan for the period from incorporation on October 30, 2019 to September 30, 2020.

Item 7. Documents Filed that Describe the Transaction

Further details of the Arrangement are set forth in the Information Circular dated February 25, 2020 filed under Riverside's profile on SEDAR at www.sedar.com and the Listing Application of Capitan dated July 31, 2020 filed under Capitan's profile on SEDAR at www.sedar.com.

DATED this 18th day of August, 2020