FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

RIA Resources Corp. ("RIA" or the "Corporation")
200, 816 - 7th Avenue SW
Calgary, AB T2P 1A1

Item 2. Date of Material Change

October 18, 2011

Item 3. News Release

A press release reporting the material change, a copy of which is attached, was issued by the Corporation at Calgary, Alberta through the services of Canada NewsWire on October 18, 2011.

Item 4. Summary of Material Change

RIA is pleased to announce a non-brokered private placement for aggregate gross proceeds of up to $1,500,000 comprised of up to $250,000 in common shares issued on a flow-through basis ("Flow-Through Shares") at a price of $0.20 per Flow-Through Share and $1,250,000 common shares ("Common Shares") at a price of $0.10 per Common Share (together referred to as the "Offering").

The proceeds of the Offering will be used for corporate overhead and working capital to fund the continued work program on the properties held by RIA.

The Offering is subject to the receipt of all necessary regulatory approvals. The Flow-Through Shares and Common Shares will be offered in Alberta by way of a private placement. There will be no minimum to the Offering. Although insiders may participate in the Common Share portion of the Offering, it is not anticipated that participation of insiders, if any, will exceed in aggregate 25% of the Offering. The securities issued pursuant to the Offering will be subject to a four (4) month hold period in Canada from the date of the closing of the Offering. The Offering is expected to close on or about November 30, 2011.

Item 5. Full Description of Material Change

Details of the material change are more fully described in the attached press release.

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

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Glenn Hamilton, Chief Financial Officer
Telephone: (403) 510-0844

Item 9. Date of Report

October 24, 2011

RIA RESOURCES CORP.

FOR IMMEDIATE RELEASE
OCTOBER 18, 2011

RIA RESOURCES CORP. ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

Ria Resources Corp. ("RIA" or the "Corporation") is pleased to announce a non-brokered private placement for aggregate gross proceeds of up to $1,500,000 comprised of up to $250,000 in common shares issued on a flow-through basis ("Flow-Through Shares") at a price of $0.20 per Flow-Through Share and $1,250,000 common shares ("Common Shares") at a price of $0.10 per Common Share (together referred to as the "Offering").

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RIA is a company listed and trading on the TSX Venture Exchange, symbol: RIA.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The offered securities mentioned in this news release will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons except in certain transactions exempt from the registration requirements of the U.S. Securities Act.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

FOR FURTHER INFORMATION PLEASE CONTACT:

Glenn Hamilton
Chief Financial Officer
Ria Resources Corp.
Telephone No. (403) 510-0844

Forward Looking Statements

This press release contains forward looking statements. More particularly, this press release contains statements concerning the anticipated use of the proceeds of the Offering and date of prospective closing. Although RIA believes that the expectations reflected in these forward looking statements are reasonable, undue reliance should not be placed on them because RIA can give no assurance that they will prove to be correct. Since forward looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. The intended use of the proceeds of the Offering by RIA might change if the board of directors of RIA determines that it would be in the best interests of RIA to deploy the proceeds for some other purpose. The forward looking statements contained in this press release are made as of the date hereof and RIA undertakes no obligations to update publicly or revise any forward looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.