RIVERSIDE RESOURCES INC.

1110-1111 West Georgia Street, Vancouver, BC, V6E 4M3 Tel: (778) 327-6671 Fax: (778) 327-6675

FORM 51–102F3
MATERIAL CHANGE REPORT

ITEM #1 NAME & ADDRESS OF COMPANY

Riverside Resources Inc.
1110-1111 West Georgia Street,
Vancouver, BC
V6E 4M3

(the "Company")

ITEM #2 DATE OF MATERIAL CHANGE

March 4, 2011

ITEM #3 NEWS RELEASE

News releases announcing the material change referred to in this report were disseminated on March 4, 2011 through Marketwire News Publishing and Canada Stockwatch, and were SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions and the TSX Venture Exchange.

ITEM #4 SUMMARY OF MATERIAL CHANGE

The Company has closed the private placement previously announced on February 4, 2011 (the "Offering"). A total of 5,800,000 units were issued at a price of $0.95 per unit for gross proceeds to the Company of $5,510,000.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company has closed the private placement previously announced on February 4, 2011 (the "Offering"). A total of 5,800,000 units were issued at a price of $0.95 per unit for gross proceeds to the Company of $5,510,000.

Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share for a period of two years at a price of $1.40 in the first year and $1.60 in the second year. The term of the warrants is subject to an accelerated exercise provision that triggers a 20 day exercise period in the event that the Company's shares trade at a volume weighted average trading price of $1.90 or higher for 15 consecutive trading days in the first year or $2.30 or higher for 15 consecutive trading days in the second year.

In connection with the private placement, finder's fees were paid by issuing an aggregate 275,323 units at $0.95 per unit and 189,474 brokers' warrants at a price of $1.20 per unit, and exercisable for a period of 24 months from the date of the closing of the Offering. All units and warrants issued under the Offering will be subject to a four month hold period.

The Units will be offered pursuant to prospectus and registration exemptions under applicable securities laws. The Units will not be registered under the United States Securities Act of 1933, as amended or the securities laws of any state. The Units will be subject to resale restrictions under applicable securities laws, including a four month hold period under applicable provincial securities laws in Canada and Exchange policies. Additional resale restrictions may apply to persons resident outside of Canada.

ITEM # 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51–102

N/A

ITEM #7 OMITTED INFORMATION

N/A

ITEM #8 EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

John-Mark Staude,
President & Chief Executive Officer
Tel: (778) 327-6671

ITEM #9 DATE OF REPORT

March 14, 2011