



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

December 20, 2011

ITEM #3 NEWS RELEASE

News releases announcing the material change referred to in this report were disseminated on December 20, 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

New Vice President of Exploration:

Howard Davies has been promoted to Vice President of Exploration for the Company. Mr. Davies previously held the position of Exploration Manager for Riverside where he managed various exploration initiatives throughout North America. Howard Davies brings to Riverside a strong 15 year history in international project exploration and development, with a focus on gold, base metals, diamonds and tantalum. He has managed exploration projects for several junior mining companies, in the Arctic, Asia, Middle East and Africa, in addition to major companies such as Teck Cominco and, more recently, AngloGold Ashanti. Mr. Davies is a Qualified Person under National Instrument 43-101, as well as a member of AIG.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

New Vice President of Exploration:

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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

December 30, 2011