



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

June 21, 2012

ITEM #3 NEWS RELEASE

News releases announcing the material change referred to in this report were disseminated on June 21, 2012 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 reports that Mexigold Corp. ("Mexigold") has elected to terminate its option on the Katrina, Pedernal, and Escondida projects (the "Durango Properties"). The Company will retain 100% interest in the projects.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company reports that Mexigold Corp. ("Mexigold") has elected to terminate its option on the Katrina, Pedernal, and Escondida projects (the "Durango Properties"). The Company will retain 100% interest in the projects. While the option was in effect, Mexigold incurred an aggregate of \$1.84 million in exploration expenditures on the Durango Properties.

The scientific and technical data contained in this news release relating to the Durango Properties was prepared and reviewed by the Company's VP of Exploration, Howard Davies, MAIG, a non-independent qualified person to the Company, who is responsible for ensuring that the geologic information provided in this news release is accurate and acts as a "qualified person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects.

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

June 29, 2012