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**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

July 12, 2012

ITEM #3 NEWS RELEASE

News releases announcing the material change referred to in this report were disseminated on July 12, 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 and its partner, Sierra Madre Developments Inc. ("Sierra Madre"), announced additional drill results from the 2012 drill program at the El Capitan Target, which forms part of the Company's Peñoles Project in Durango, Mexico. The current program consists of an additional 20 holes designed to test the down-dip extent of mineralization and provide sufficient drill-hole density for an initial resource calculation.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company and its partner, Sierra Madre Developments Inc. ("Sierra Madre"), announced additional drill results from the 2012 drill program at the El Capitan Target, which forms part of the Company's Peñoles Project in Durango, Mexico. The current program consists of an additional 20

holes designed to test the down-dip extent of mineralization and provide sufficient drill-hole density for an initial resource calculation.

Table 1: Assay Results for Recently Completed Drill-holes (CDDH 12-05 – CDDH 12-11)

Drill Hole	Inclination	From (m)	To (m)	Interval (m)	Au (g/t)
CDDH 12 – 05*	-75	124.10	190.85	66.75	0.319
Including		128.10	147.30	19.20	0.589
CDDH 12 – 06	90	68.75	127.05	58.30	0.360
Including		88.00	98.80	10.80	0.556
Including		107.05	127.05	20.00	0.366
CDDH 12 – 07*	-65	110.20	190.69	80.49	0.377
Including		117.50	138.83	21.33	0.551
Including		142.83	154.83	12.00	0.634
CDDH 12 – 08*	-75	41.55	165.85	124.30	0.606
Including		117.15	165.85	48.70	1.013
Including		131.99	146.85	14.86	1.556
CDDH 12 – 09*	-70	18.20	51.90	33.70	0.413
Including		40.20	51.90	11.70	0.983
also		111.90	179.35	67.45	0.575
Including		133.90	171.90	38.00	0.749
CDDH 12 – 10	-60	54.05	96.87	42.82	0.406
Including		76.87	94.87	18.00	0.596
Including		76.87	84.87	8.00	0.816
CDDH 12 – 11	-85	32.97	187.40	154.43	0.452
Including		54.97	153.65	98.68	0.566
Including		54.97	83.60	28.63	1.119

(Note: holes completed from existing pads at azimuth of 210 degrees are marked with an asterisk)

Assaying and Qualified Person:

According to Sierra Madre, all drill-core was placed in numbered boxes and transported to secure core facilities by the drill contractor. Following detailed core logging all core was split using a diamond bladed core saw under the direct supervision of Sierra Madre's geologic staff. Half of the core was kept on site in the original core boxes, the second half was placed in labeled and sealed sample bags which were transported directly to the custody of Inspectorate, a laboratory certified for the provision of assays and geochemical analysis (ISO:9001-2008). Samples were transported to

Inspectorate's facilities in Durango, Mexico for prep work and analyzed at their facilities in Reno, Nevada. All samples were prepared using standard industry prep methods followed by fire assay analysis and aqua regia digest for trace elements. All samples with greater than 10 g/t Au were additionally tested by fire assay with a gravimetric finish. Sierra Madre has included 10% industry certified Au standards and blanks within the sample stream in addition to field duplicates as part of the QA/QC program. All quality-control sample results were within acceptable control limits.

The scientific and technical data contained in this news release pertaining to the Peñoles Project were prepared under the supervision of Carl Von Einsiedel, PGeo, a qualified person to Sierra Madre, and reviewed by David S. Smith, MS, MBA, CPG, a 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

July 19, 2012