



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 17, 2012

ITEM #3 NEWS RELEASE

News releases announcing the material change referred to in this report were disseminated on December 17, 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

Pursuant to the Company's stock option plan, and subject to the TSX-V approval, Riverside has granted 875,000 options at a price of CDN\$0.65, for a five year period to certain Directors, Officers and Consultants of the Company.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

Pursuant to the Company's stock option plan, and subject to the TSX-V approval, Riverside has granted 875,000 options at a price of CDN\$0.65, for a five year period to certain Directors, Officers and Consultants of the Company.

Stock Options are granted subject to the terms and conditions of the Company's stock option plan (filed on SEDAR). Options granted to Officers and Consultants will vest over a 12 month period with one quarter vesting every 3 months. Options granted to Directors will vest over an 18 month period with one third vesting

every 6 months. Options shall expire 90 days after the date the optionee ceases to be employed by or provide services to the Company.

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 18, 2012