



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" or "Riverside")

ITEM #2 DATE OF MATERIAL CHANGE

June 10, 2013

ITEM #3 NEWS RELEASE

A news release announcing the material change referred to in this report was disseminated on June 10, 2013 through Marketwire News Publishing and Canada Stockwatch, and was SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions and the TSX Venture Exchange.

ITEM #4 SUMMARY OF MATERIAL CHANGE

Riverside Resources Inc. ("Riverside" or the "Company") and its partner, Sierra Madre Developments Inc. ("Sierra Madre"), are pleased to provide new results from a series of four trenches and eight shallow drill holes that were completed during the most recent campaign to test the new exploration area east of the old workings along the Jesus Maria vein system at the Peñoles Project in Durango, Mexico.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

Riverside and its partner, Sierra Madre, are pleased to provide new results from a series of four trenches and eight shallow drill holes that were completed during the most recent campaign by Sierra Madre to test the new exploration

area east of the old workings along the Jesus Maria vein system at the Peñoles Project in Durango, Mexico.

Trenching on the Jesus Maria zone discovered a wider zone of mineralization than previously recognized, and revealed there are two vein types. The first vein type is silver-gold-zinc-lead, silica-rich Jesus Maria vein. The second, newly recognized, lies structurally above the Jesus Maria vein exhibiting silver values with carbonate in a wide vein zone. Drilling intercepted this wider semi-parallel sequence of upper silver-carbonate veining as well as the main quartz-rich Ag-Zu-Pb-Zn Jesus Maria vein zone. Underground exploration and sampling of the old workings also found silver bearing carbonate veins, which prior to this recent work was not known to Riverside.

2013 Trench Program Details:

The Jesus Maria mineralized zone is not well exposed on surface and the historic underground mine workings have only recently been made accessible. The objectives of the trenching program were to assess the grade and continuity of mineralization around the old Jesus Maria shaft.

The new program undertaken in March and April 2013, consisted of four trenches, which have extended the Jesus Maria mineralized zone approximately 100 metres to the east of the previously reported Trench SMG No.1.

Table 1: Trench Results

Trench	Length (m)	Au (g/t)	Ag (g/t)	Pb (%)	Zn (%)
8	15.8	0.16	129.8	0.07	0.18
9	8	0.31	294.6	0.19	0.29
10	6	0.13	152.9	0.24	0.29
	2	0.49	288.6	0.08	0.07
11	15.4	0.15	420.8	0.42	0.29

2013 Drill Program Details:

A total of eight drill holes were completed at inclinations between -45 and -90 degrees at approximately 50-meter intervals over a strike length of 330 metres.

Table 2: Drill Results

Drill Hole	Inclination	From / To (m)	Interval (m)	Au (g/t)	Ag (g/t)	Pb (%)	Zn (%)
JM_DDH_13_02	-45	79.00-91.25	12.25	0.16	70.1	0.25	0.41
JM_DDH_13_03	-89	152.95-172.40	13.9	0.04	121.2	0.59	1.09
	Including	164.55-172.40	7.85	0.04	184.9	0.95	1.73
	Including	168.40-170.15	1.75	0.01	364.8	1.87	4.16
JM_DDH_13_04	-45	29.65-30.60	0.95	0.73	260.5	0.14	0.13
		49.20-51.10	1.90	0.20	120.9	0.04	0.08
		71.90-79.00	7.10	0.11	47.6	0.38	0.62
JM_DDH_13_05	-45	26.70-30.95	4.25	0.14	131.9	0.14	0.20
		62.60-68.30	5.70	0.37	75.1	0.98	1.10
JM_DDH_13_06	-65	20.35-30.80	10.45	0.14	85.3	0.05	0.21
		68.45-80.30	11.85	0.17	320.3	1.30	2.26
	Including	79.40-80.30	0.90	0.36	3409.1	3.42	7.12
JM_DDH_13_07	-89	100.70-102.80	2.10	0.21	279.5	4.09	7.57
		114.70-118.70	4.00	0.16	533.0	0.25	0.36
JM_DDH_13_08	-90	22.30-28.30	6.00	0.39	74.4	0.06	0.10
		42.30-43.40	1.10	0.05	138.7	0.02	0.05
		62.45-68.65	6.20	0.06	50.8	0.07	0.10
		70.20-79.70	9.50	0.79	40.5	0.70	1.35
JM_DDH_13_09	-90	10.25-19.60	9.35	0.16	144.0	0.07	0.14
	Including	10.25-12.45	2.20	0.44	516.1	0.07	0.09
		40.63-60.15	19.52	0.38	68.4	0.11	0.27
		63.90-69.80	5.90	0.25	84.9	0.75	0.79
		71.90-88.60	16.70	0.49	65.5	1.71	2.53

True width of the mineralized zones have not yet been determined. Reported core lengths of mineralization represent approximately 70 to 95% of the true widths depending on the inclination of each hole. A map showing the location of each of the 2013 trenches and drill holes will be available on the Company's website, www.rivres.com.

About the Peñoles Project:

Riverside's Peñoles Project is currently under option to Sierra Madre Developments Inc. Sierra Madre can earn an initial 51% (and up to 65%) interest in the Project by completing further exploration work expenditures and cash and share payments as outlined in a press release dated March 4, 2013.

Qualified Person and QA/QC:

The scientific and technical data contained in this news release pertaining to the Peñoles Project was reviewed by Riverside's Chief Geologist, David S. Smith, MS, MBA, CPG, a non-independent qualified person to Riverside Resources 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.

According to Sierra Madre, all trench and drill samples were sealed in numbered plastic bags and transported to Inspectorate Assay labs facility in Durango City, a laboratory certified for the provision of assays and geochemical analysis (ISO:9001-2008). All drill cores were placed in numbered boxes and transported to Sierra Madre's 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 with half of the core kept on site in the original core boxes. 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 or 100 g/t silver were additionally tested by fire assay with a gravimetric finish. Sierra Madre has included appropriate industry certified standards and blanks within the drill core sample stream, in addition to standards and duplicates as part of the Inspectorate QA/QC program.

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 19, 2013