RIVERSIDE RESOURCES INC.

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

November 20, 2013

ITEM #3 NEWS RELEASE

A news release announcing the material change referred to in this report was disseminated on November 20, 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., through its wholly owned subsidiary, Riverside Resources Mexico, S.A. de C.V., has signed an agreement with Paget Southern Resources S. de R.L. de C.V., a wholly owned subsidiary of Pembrook Mining Corp., granting Paget the option to earn up to a 100% interest in the Coatan Gold Project.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

Riverside Resources Inc., through its wholly owned subsidiary, Riverside Resources Mexico, S.A. de C.V., has signed an agreement with Paget Southern Resources S. de R.L. de C.V. ("Paget"), a wholly owned subsidiary of Pembrook Mining Corp., granting Paget the option to earn up to a 100% interest in the Coatan Gold Project (the "Project"). In order to earn an initial 70% interest, (the "Initial Option"), Paget will have to incur $1,800,000 in exploration expenditures over four (4) years and make $27,460 in cash payments to Riverside. Upon exercising the Initial Option, Paget will have the option to acquire the remaining 30% by paying $1,500,000 in cash to Riverside within one (1) year (the “Additional Option”). In the event that Paget acquires a 100% interest in the Project, Riverside would retain a 2% Net Smelter Return (NSR) royalty. If only the Initial Option is exercised and either party’s interest falls below 10% it will be converted to a 2% NSR.

The 131 km² Coatan Project is located in the state of Chiapas, Mexico. Riverside staked the property and completed initial reconnaissance exploration work in 2011. Mineralization on the Project displays vuggy quartz, alteration minerals, and trace elements that suggest high-sulfidation epithermal systems. There are three main zones of interest on the Project so far; Naranjo, Mirador and Vereda. These anomalous zones were identified by anomalous stream sediment samples, whose drainage basins are about 5 kilometres long by 3 kilometres wide. Initial field exploration on the Project has returned several noteworthy float samples of greater than 1 g/t and up to 5.2 g/t gold with textures indicative of high-sulfidation style mineralization in these samples.

Qualified Person and QA/QC:

The scientific and technical data contained in this news release pertaining to the Coatan Gold Project was reviewed and prepared under the supervision of Riverside’s Chief Geologist, David S. Smith, MS, MBA, CPG, 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

December 27, 2013