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

July 7, 2014

ITEM #3 NEWS RELEASE

A news release announcing the material change referred to in this report was disseminated on July 7, 2014 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

The Company announced that it has agreed to extend the option with Morro Bay Resources Ltd. to earn an initial 51% interest in the Company’s Peñoles Project in Durango, Mexico.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has agreed to extend the option (the “Option”) with Morro Bay Resources Ltd. (“Morro Bay”) to earn an initial 51% interest in the Company’s Peñoles Project in Durango, Mexico (the “Project”). To extend the option, Morro Bay has agreed to incur additional exploration expenditures of $500,000 on the Project by October 31, 2014 (the “Additional Work Program”), with the program managed by Riverside, and pay to Riverside one-half of the $1,500,000 payment, originally due on June 30, 2014, (the “Advanced Payment”) on or before July 15, 2014, which is payable in cash or Morro Bay common shares as outlined in the

Amended and Restated Option Agreement (see press releases dated October 22, 2013 and January 23, 2014).

Seventy percent (70%) of the Morro Bay shares issued to Riverside as part of the Advanced Payment shall be subject to an Escrow Agreement previously entered into between Morro Bay and Riverside. The Escrowed shares will become free trading on December 31, 2014. The balance of the $1,500,000 payment, USD$1,250,000 and $100,000 cash will now be due on or before the Option extension date as referred to hereafter.

The Option extension date will be the later of November 30, 2014 and the date which is 75 days after the completion of the Additional Work Program but in any event not later than December 31, 2014. The Additional Work Program will be jointly agreed upon by Riverside and Morro Bay and commence in July.

About the Peñoles Project:
The Peñoles Project is located in the Durango silver-gold belt in north-central Mexico and is currently owned 100% by Riverside. The recently completed drill program was conducted pursuant to exploration work commitments, with Morro Bay having spent $750,000 so far in 2014. Under the amendment referred to in the foregoing, Morro Bay will invest another $500,000 in exploration work. After the completion of the upcoming program, should Morro Bay choose to exercise its option to earn a 51% interest in the Project, Morro Bay must pay Riverside USD$1.25-million and $100,000 in cash and pay $750,000 worth of Morro Bay shares or cash at Morro Bay's election (if the market value of the Morro Bay shares is less than five cents based on a 30-day volume-weighted average price, such payment must be made in cash) no later than December 31, 2014. Once the option is exercised, Riverside would retain a 49% property interest.

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 15, 2014