RIVERSIDE RESOURCES INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2014

INTRODUCTION

The management's discussion and analysis of financial condition and results of operations ("MD&A") focuses upon the activities, results of operations, liquidity and capital resources of Riverside Resources Inc. (the "Company" or "Riverside") for the three months ended December 31, 2014. In order to better understand the MD&A it should be read in conjunction with the unaudited financial statements and related notes for the three months ended December 31, 2014 and the audited financial statements and related notes for the year ended September 30, 2014. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with appropriate regulatory authorities in Canada. This MD&A is current to February 27, 2015 and in Canadian dollars unless otherwise stated.

Additional information relating to the Company, including its Information Circular for the financial year ended September 30, 2014, is available under the Company's profile on SEDAR at www.sedar.com.

Forward-Looking Statements

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of our common share price and volume and other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com).

CORPORATE OVERVIEW

The Company is a mineral exploration and development company listed on the TSX Venture Exchange under the symbol "RRI" and is engaged in the acquisition, exploration and development of exploration and evaluation assets in the Americas including Canada, the United States and Mexico where the technical team collectively has more than 100 years of exploration experience and has been part of more than five discoveries that have found mineral resources and gone into production.

The Company combines the experience of mine discoverers John-Mark Staude (President, CEO, Director), Greg Myers (Vice President of Exploration) with the financing and business management expertise of Rob Scott (CFO), Brian Groves (Director), James Clare (Director), Michael Doggett (Director) and William Lee (Director). The management of the Company has experience developing significant shareholder value and has assembled a team that can build a valuable and successful organization.

SHARE CAPITAL

As at December 31, 2014, the Company had $20,916,978 in share capital and 37,051,778 common shares outstanding.

Options and Performance Bonus Shares

Stock option and performance bonus share activity for the period included the following:

(a) 40,000 bonus shares were issued at a value of $14,000 to an executive officer as a performance bonus declared in 2014.

(b) 200,000 options expired unexercised.

(c) 1,087,000 options, exercisable at a price of $0.27 per common share were granted for a period of 5 years.

Subsequent to the quarter-end:

(d) 37,500 options were terminated unexercised.

Warrants

There was no share purchase warrant activity for the period.

OPERATIONS

Mexico

The Company's exploration team is actively focused on generative exploration and acquisition in Mexico where it believes it can continue to cost effectively build, and progress toward discovery, a portfolio of exploration and evaluation assets that will sustain its operations and allow it to benefit from the current and future gold, silver and copper prices. The Company continues to focus on NW Mexico where it has multiple exploration partners funding programs focused on gold and copper.

<u>Tajitos Gold Project, Sonora, Mexico</u>

The Tajitos Gold Project consists of three blocks of concessions: Tajitos, El Tejo and Cortez. The Tajitos Project hosts an extensive and well mineralized gold system in northwestern Mexico. The project was identified using a combination of the Company's Mexico mineral databases, local geologic knowledge, historic production data, and extensive personal networks. Previous drilling by the Penmont Mining Company intersected gold quartz veins and found mineralization extending beyond the veins into the wall rock zones on ground currently optioned by the Company. This style of disseminated gold mineralization on the Tajitos Project can be compared to what Timmins Gold Corp. is mining at the San Francisco Mine and AuRico Mining (formerly Capital Gold) is mining at the Chanate Mine less than 150 km away from Tajitos.

The Company continues to take steps toward identifying a large orogenic gold body with similar geologic structures, surface mineralization, and age of host rocks to nearby open-pit mines like the ones at Chanate, Herradura, and Noche Buena.

The Company completed a ground magnetic survey which shows favourable indications that the prospective trend of gold-rich Mesozoic geology extends to the southeast under shallow post-mineralization cover. The Company has since completed further follow up on the more than 10 known small underground workings on the Tejo and Cortez concessions generating new and expanding existing target areas for future drill testing. In late 2014 a mapping and sampling program commenced in the old workings at Tajitos. On January 14, 2015, subsequent to the quarter-end, the Company announced results from the 180 underground rock-chip channel samples that ranged up to 17 g/t gold, with 27 samples returning more than a 1g/t gold. Management believes this recent work enhances the potential at Tajitos, and the Company will continue to use the shallow underground workings to trace gold mineralization from surface to depth along shears and veins to help refine drill targets.

<u>Peñoles Project, Durango, Mexico</u>

On January 15, 2015, subsequent to the quarter-end, the Company extended the option agreement exercise date with Morro Bay Resources Ltd. ("Morro Bay") from December 31, 2014 to March 31, 2015. The final payment of $750,000 (payable in cash or shares at Morro Bay's election provided Morro Bay shares are valued at $0.05 or greater) was also extended from December 31, 2014 to March 31, 2015. The US$1,250,000 and $100,000 cash payments previously required to be paid by December 31, 2014 will now be applied as a credit for Riverside towards initial joint venture expenditures under the joint venture to be formed upon Morro Bay earning into the Peñoles Project. Morro Bay will be required to incur a minimum of $750,000 in joint venture expenditures for each of the first three years of the Joint Venture. In the event that Morro Bay fails to meet the minimum required joint venture expenditures, Riverside will have the right to take back 100% ownership of the Project, subject to returning 80% of the common shares issued by Morro Bay to Riverside under the option agreement, and granting Morro Bay a 0.75% NSR, which can be purchased by Riverside for $750,000 at any time.

Please visit the Company's website for further information on all of the previously completed exploration and drill programs at the Peñoles Property.

<u>Hochschild Exploration Alliance, Sonora, Mexico</u>

On April 9, 2013 the Company signed a three-year, US$2,250,000 strategic exploration alliance (the "Hochschild Alliance") with Hochschild Mining Holdings Limited ("Hochschild"), for generative exploration throughout the Mega-shear Gold Belt in western Sonora, Mexico. The Hochschild Alliance will focus on identifying potential new large precious metal deposits using the Company's technical knowledge and experience in Sonora.

Riverside acquired gold prospects from Argonaut Gold and acquired the Cajon Project from a private company in late 2013. The Company has completed a number of mapping and sampling programs and continues to define targets on existing Alliance projects while also evaluating new opportunities and prospects to enhance the portfolio. Riverside expects additional property acquisitions and exploration results in 2015 as the Company has identified a number of key targets for the Alliance to pursue.

Further information on the Hochschild Alliance and the properties being advanced can be found on the Company's website and by reviewing the Company's press releases.

<u>Antofagasta Exploration Alliance, Sonora, Mexico</u>

On July 18, 2013 the Company signed a three-year, US$1,800,000 strategic exploration alliance (the "Antofagasta Mexico Alliance") with Antofagasta Investment Company Limited ("AICL") for generative exploration throughout the southern extension of the Laramide Copper Belt in eastern Sonora, and western Chihuahua, Mexico. The

Antofagasta Mexico Alliance will focus on identifying potential new large porphyry-copper deposits using the Company's locally based technical knowledge and experience in Sonora.

On February 18, 2015, subsequent to the quarter-end, the Company announced the staking and acquisition of the Thor claims. Thor is a Laramide aged porphyry copper target that the Company identified during field evaluations, with initial rock chip sampling returning copper values up to 0.9%. The Company is now in discussions with Antofagasta for additional funding to carry out further exploration and target definition.

The Company is actively reviewing potential projects for acquisition and expects to add additional projects into the Antofagasta Mexico Alliance during 2015.

Coatan, Chiapas, Mexico

The Company has a 100% interest in the Huixtla concession which comprises the Coatan Property. On December 19, 2013, the Company signed an option agreement with Paget Southern Resources S. de R.L. de C.V. ("Paget") whereby Paget could acquire up to a 100% interest in the Coatan Property. To earn an initial 70% interest, Paget is required to pay to the Company a total of US$27,460 and incur exploration expenditures of US$1,800,000 on the property within four years of the agreement. Upon exercise of the initial option, Paget can earn the remaining 30% interest, subject to a 2% NSR, by paying US$1,500,000 to the Company on or before the first anniversary of the initial option exercise date.

By way of a third party transaction completed in 2014, the Company's new option partner for the Coatan Property is now Millrock Resources Inc.

Other Mexico Properties

The Company has additional exploration projects in Mexico (including: Clemente and Sierra Salada) with brief summaries available on the Company's website. In an effort to minimize carrying costs, the Company has dropped or reduced claim sizes and will continue exploring opportunities to further upgrade the portfolio while market conditions challenge other companies with limited capital.

The scientific and technical data contained in the property descriptions pertaining to the Company's Mexico portfolio were reviewed by Riverside's VP Exploration, Greg Myers, PhD, P.Geo, a non-independent qualified person to Riverside Resources, who is responsible for ensuring that the geologic information provided in this section of the Management Discussion and Analysis is accurate and acts as a "qualified person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects.

USA

Sugarloaf Peak Project, Arizona, USA

The Sugarloaf Peak Project ("Sugarloaf") was advanced with approximately $3,000,000 in partner funded drilling and exploration over the past three years. Sugarloaf has the potential to host a large, low-grade, bulk-tonnage gold deposit with additional porphyry copper-gold targets recently discovered. The Company owns 100% of the Sugarloaf Peak Project subject to a 1.5% NSR, and is looking to advance Sugarloaf towards a compliant resource with a major partner funding the work. One percent (1%) of the underlying NSR can be repurchased for $1,000,000.

On December 17, 2014, Riverside signed an option agreement with a private company Croesus Gold Corp. ("Croesus") whereby Croesus can acquire a 100% interest in Sugarloaf. In order to exercise the option, Croesus must incur $5,000,000 in aggregate exploration expenditures, pay Riverside $3,000,000 in cash ($1,500,000 payable in Croesus shares at Croesus' election) and issue Riverside a minimum of 2,500,000 Croesus shares, with Riverside retaining a 2% NSR. Croesus can purchase half (1%) of the NSR for $3,000,000 if completed within six (6) years of the effective date of the agreement. Beyond the sixth anniversary, Croesus can purchase a quarter of the NSR (0.5%)

for $2,000,000 at any time pre-production. If Croesus is not publicly listed within 18 months from the effective date, penalty share payments are payable to Riverside. Share payments are also subject to a minimum target price of $0.30. In the event Croesus completes a public listing at a share price below $0.30, Riverside will be compensated with additional Croesus shares to make up the difference.

The Company anticipates initial partner funded exploration and drilling to commence in spring-summer 2015.

For additional information on the agreement and the Sugarloaf Peak Project please visit the Company's website.

The scientific and technical data contained in the property descriptions pertaining to the Company's Sugarloaf Peak Project were reviewed by Riverside's VP Exploration, Greg Myers, PhD, P.Geo, a non-independent qualified person to Riverside Resources, who is responsible for ensuring that the geologic information provided in this section of the Management Discussion and Analysis is accurate and acts as a "qualified person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects.

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Three-month period ended December 31, 2014

The Company incurred a net loss of $809,235, resulting in a loss per share of $0.02. The loss was attributable to operating expenses of $213,729 before considering the effect of the foreign exchange gain of $3,074, an unrealized loss on short-term investments of $418,278, and a write-down of short-term investments of $200,000, which were offset by finance income of $18,253 and other income of $1,445.

Three-month period ended December 31, 2013

The Company incurred a net loss of $287,021, resulting in a loss per share of $0.01. The loss was attributable to operating expenses of $235,161 before considering the effect of the foreign exchange gain of $3,600, and write-down of exploration and evaluation assets of $194,749, which were offset by finance income of $20,581, other income of $72,698, and an unrealized gain on short-term investments of $46,010.

Exploration

The Company capitalizes all exploration costs relating to its resource interests whereas pre-exploration costs are expensed as incurred. During the period ended December 31, 2014, the Company recorded $98,269 in acquisition and exploration of its properties as follows:

- US
  - Sugarloaf Peak $ 34,500
- Mexico
  - Penoles $ 15,445
  - Tajitos $ 37,075
  - Clemente $ 5,084
  - Sierra Salada $ 6,165

The Company recovered $250,000 of the acquisition and exploration expenditures through an option agreement with a partner on Sugarloaf Peak property during the period ended December 31, 2014, which reduced the cumulative exploration costs.

During the quarter ended December 31, 2013, the Company recorded $217,237 in acquisition and exploration of its properties as follows:

- US
  - Sugarloaf Peak $ 14,810

- Mexico
  - Penoles $ 87,929
  - El Pedernal $ 5,568
  - Tajitos $ 54,093
  - Clemente $ 17,500
  - La Catrina $ 3,112
  - La Escondida $ 5,053
  - Coatan $ 20,338
  - Sierra Salada $ 8,834

The Company recovered $26,301 of the acquisition and exploration expenditures through option and alliance agreements with partners on various properties during the quarter ended December 31, 2013, which reduced the cumulative exploration costs. In addition, $194,749 was written off to operations in regards to the La Escondida property.

Full particulars of the deferred exploration costs are shown in Note 9 to the Financial Statements.

Recoveries and Other Income

During the three month period ended December 31, 2014, the Company received 2,000,000 Croesus Gold Corp. ("Croesus Gold") shares valued at $200,000 and $50,000 cash with respect to an option agreement on the Sugarloaf Peak Property, which were recorded as a reduction to the capitalized cost of exploration and evaluation assets.

During the three month period ended December 31, 2013, the Company received $18,244 with respect to an option agreement on the Coatan Property and $8,057 with respect to the reimbursement of concession fees on the Clemente Property, which were recorded as a reduction to the capitalized cost of exploration and evaluation assets.

Finance income and other income for the quarter ended December 31, 2014 were $18,253 and $1,445. Finance income and other income for the quarter ended December 31, 2013 were $20,581 and $72,698. Other income consists of revenue from exploration equipment rentals to the alliance programs and from administration fees while acting as the operator on various exploration programs.

Expenses

Compared to the previous year, property investigation and evaluation was lower due to focus on explorations in alliance programs. Consulting fees were higher as a result of less recovery from various alliance operator fees.

General and administrative expenses consist of filing fees, directors fees, general office expenses and administrative services related to maintaining the Company's exchange listing and complying with securities regulations. General and administrative expenses also include other office expenses for our subsidiaries in Mexico and the United States.

RISKS AND UNCERTAINTIES

In conducting its business the Company faces a number of risks and uncertainties related to the mineral exploration industry. Some of these risk factors include risks associated with land titles, exploration and development, government and environmental regulations, permits and licenses, competition, dependence on key personnel, fluctuating mineral and metal prices, the requirement and ability to raise additional capital through future financings and price volatility of publicly traded securities. Please refer to the MD&A for the year ended September 30, 2014 for more detailed discussion of such risk factors.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly consolidated financial information for each of the last eight quarters with the figures for each quarter in Canadian dollars.

Quarter ended	Finance income	Property and other income	Unrealized gain/(loss) on short-term investments	Realized loss on short-term investments	Net loss	Loss per share (basic & fully diluted)
31-Dec-14	18,253	1,445	(418,278)	-	(809,235)	(0.02)
30-Sep-14	21,246	97,452	(316,311)	-	(1,082,711)	(0.03)
30-Jun-14	19,459	43,095	92,069	-	(271,536)	(0.01)
31-Mar-14	18,062	39,264	(190,775)	-	(600,549)	(0.02)
31-Dec-13	20,581	72,698	46,010	-	(287,021)	(0.01)
30-Sep-13	12,364	60,855	(290,757)	(46,627)	(549,388)	(0.02)
30-Jun-13	25,619	26,748	23,498	(58,489)	(619,983)	(0.02)
31-Mar-13	20,331	111,857	(45,322)	-	(380,926)	(0.01)

The net loss for the quarter ended December 31, 2014 was due to the ongoing costs of the business and it was higher compared to other quarters because of the unrealized loss on short-term investments and a write-down of the carrying value of private shares in short-term investments. Other than the ongoing costs of the business, the net loss for the quarter ended September 30, 2014 was mainly due to the write-down of El Pedernal and La Catrina projects, write-down of other receivables as the collection is uncertain, and write-down of the carrying value of shares in short-term investments for those companies that are currently cease traded on TSX Venture Exchange.

LIQUIDITY AND CAPITAL RESOURCES

The Company relies on equity financings and exploration alliances for its working capital requirements and to fund its planned exploration and development activities. Management ensures the Company has sufficient cash in its treasury to maintain underlying option payments and keep claims in good standing. Decrease in cash for the period ended December 31, 2014 was $508,022 and short-term investments decreased by $411,720. Working capital as at December 31, 2014 was $4,942,722. The Company has sufficient funds to meet ongoing corporate activities and planned exploration programs for the ensuing year.

Decrease in cash for the period ended December 31, 2013 was $243,851 and short-term investments increased by $59,329. Working capital as at December 31, 2013 was $6,324,150.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements or off-balance sheet financing structures in place.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are in the normal course of operations and are recorded at their exchange amount which is the price agreed upon between the Company and the related parties.

The Company entered into the following transactions with related parties:

Payee	Nature of transactions	Period ending December 31	Fees ($)	Shares ($)	Amount payable ($)
Arriva Management Inc.	Management and consulting fees	2014 2013	42,800 92,792	nil 16,750	12/31/2014: 4,425 09/30/2014: 54,829
GSBC Financial Management Inc.	Management and consulting fees	2014 2013	42,501 82,501	14,000 13,400	12/31/2014: 490 09/30/2014: nil
Dorado Minerals	Consulting fees	2014 2013	37,500 -	nil nil	12/31/2014: nil 09/30/2014: 16,472
English Bay Capital	Consulting fees	2014 2013	25,500 -	nil nil	12/31/2014: 1,498 09/30/2014: 2,294
Michael Doggett	Director fees	2014 2013	3,000 3,000	nil nil	12/31/2014: 1,521 09/30/2014: nil
William Lee	Director fees	2014 2013	3,000 3,000	nil nil	12/31/2014: 1,521 09/30/2014: nil
Brian Groves	Director fees	2014 2013	3,000 3,000	nil nil	12/31/2014: 1,521 09/30/2014: nil
James Clare	Director fees	2014 2013	3,000 3,000	nil nil	12/31/2014: 1,521 09/30/2014: nil

The Company has a loan outstanding to a private company with a related officer/director. At December 31, 2014, the amount outstanding including interest and fees was $150,000 (September 30, 2014 - $150,000).

The Company paid or accrued expense reimbursement of $16,328 (2013 - $30,991) to Corex Management Inc. ("Corex"), a private management company controlled by an officer of the Company. At December 31, 2014, the amount payable to Corex was $3,107 (September 30, 2014 - $6,737).

CONTRACTUAL AND OTHER OBLIGATIONS

The Company entered into an office lease agreement with a third party for the office in Vancouver, Canada for a 5-year term from March 1, 2013 to February 28, 2018. Total office lease commitments are as follows: $166,377 in 2015; $172,001 in 2016; $177,625 in 2017; and $74,987 in 2018.

PROPOSED TRANSACTIONS

At the present time, there are no proposed transactions that should be disclosed.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are described in Note 4 to the consolidated financial statements for the year ended September 30, 2014.

Accounting standards adopted during the period

Effective October 1, 2014, the following standard was adopted but did not have a material impact on the consolidated financial statements.

- IAS 32 (Amendment): Standard amended to clarify requirements for offsetting financial assets and financial liabilities, effective for annual periods beginning on or after January 1, 2014.
- IFRS 10 Investment Entities – Amendment: effective for periods beginning on or after January 1, 2014.

- IFRIC 21 Levies: effective for periods beginning on or after January 1, 2014.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IAS 32 (Amendment): Standard amended to clarify requirements for offsetting financial assets and financial liabilities, effective for annual periods beginning on or after January 1, 2015.
- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015.
- IFRS 9: New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018.

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. No preferred shares have been issued to date. An aggregate of 37,051,778 common shares were issued and outstanding as of the date of this MD&A.

The Company has no share purchase warrants outstanding as of the date of this MD&A. The following summarizes information about the stock options outstanding as of the date of this MD&A:

Number of Options	Option Exercise Price	Expiry Date
860,000	$0.50	06-Jan-2016
605,000	$0.50	08-Sep-2016
650,000	$0.65	14-Dec-2017
1,087,000	$0.27	14-Nov-2019
3,202,000		