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**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

February 8, 2017

ITEM #3 NEWS RELEASE

A news release announcing the material changes referred to in this report was disseminated on February 8, 2017 through Marketwired 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 provided an update on the partner funded exploration work and initial drill testing at the Company's Thor Project in Sonora, Mexico. The Thor Project is 128 km² and located approximately 80km east of the capital city of Sonora, Hermosillo. Riverside and its partner, Antofagasta Minerals S.A. ("Antofagasta"), a wholly-owned subsidiary of Antofagasta Plc, recently completed the first four (4) drill holes ever drilled on this large property package that indicate at least three separate porphyry hydrothermal centre areas over a strike length of > 8 kilometres in total distance.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company provided an update on the partner funded exploration work and initial drill testing at the Company's Thor Project in Sonora, Mexico. The Thor Project is 128 km² and located approximately 80km east of the capital city of Sonora, Hermosillo. Riverside and its partner, Antofagasta Minerals S.A. ("Antofagasta"), a wholly-owned subsidiary of Antofagasta Plc, recently completed the first four (4) drill holes ever drilled on this large property package that indicate at least three separate porphyry hydrothermal centre areas over a strike length of > 8 kilometres in total distance.

The four diamond core holes totalled 1,335 metres, with all four holes intersecting fault structures which appear to intersect upper and lower structural blocks of a porphyry-intrusive system. There were no significant copper or gold mineralized intercepts over material widths in these initial four holes; however, the program successfully found a porphyry system, with drilling encountering a large Laramide aged porphyry style quartz-sericite-pyrite stockwork zone, which can now be followed up with further work. The positive indications from the current program justify additional exploration work that will initially include a detailed remote sensing study and follow up field mapping, and targeted alteration and geochemical sampling to focus on identification of further drill targeting and to help understand the structural make up of this porphyry district. Riverside and Antofagasta have reviewed the results last week and now plan to progress the project with Riverside continuing as operator and moving the discovery process forward.

Drilling included three initial holes into the North Target area and one hole drilled at the South Target area. The recently completed program did not include any drilling at the Central area or other target zones on the >100km² property. The drilling so far is interpreted to have cut an upper block of porphyry style quartz sericite veining and a lower plate of intrusions with varying levels of porphyry-intrusion style alteration. The porphyry system at Thor has multiple square kilometres of strong hydrothermal acid leaching and alteration.

For more information on the Project, please visit the Thor Project page on the Company's website: <https://goo.gl/nGw88q>

Qualified Person & QA/QC:

The scientific and technical data contained in this news release pertaining to the Thor Project was reviewed and approved by Locke Goldsmith, P.Geo, P. Eng, 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 who acts as a "qualified person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects.

Reported core samples were taken to Hermosillo, Mexico where Bureau Veritas Laboratory Group's (BV) mineral division crushed and pulverized each sample. Gold fire assays with AA finish were analysed in BV Hermosillo laboratory. The rejects remained with BV in Hermosillo while the pulps were transported to BV ISO 9001-2008 certified laboratory in Vancouver, BC, Canada for multi-element ICP analysis. A QA/QC program was implemented as part of the sampling procedures for the exploration program. Standard and blank samples were randomly inserted into the sample stream prior to being sent to the laboratory.

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

February 16, 2017