



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Three Months Ended December 31, 2024 and 2023

(Unaudited – Expressed in Canadian Dollars)

RIVERSIDE RESOURCES INC.
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NOTICE OF NON-REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim consolidated financial statements, they must be accompanied by a notice indicating that these condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The attached condensed interim consolidated financial statements for the three months ended December 31, 2024 have not been reviewed by the Company's auditors.

RIVERSIDE RESOURCES INC.

Condensed Interim Consolidated Statements of Financial Position as at,
(Unaudited - Expressed in Canadian Dollars)

	Note	December 31, 2024	September 30, 2024
Assets			
Current assets:			
Cash and cash equivalents	15	\$ 5,123,134	\$ 5,502,507
Short-term investments	5	73,791	118,694
Subscription receivables		70,000	-
Receivables	6	478,314	326,178
Prepaid expenses	7	113,365	55,321
		5,858,604	6,002,700
Non-current assets:			
Receivables	6	399,821	451,492
Equipment	8	65,476	71,671
Exploration and evaluation assets	9	7,678,632	7,304,389
Total Assets		\$ 14,002,533	\$ 13,830,252

Liabilities and Shareholders' Equity

Current liabilities:			
Accounts payable and accrued liabilities	10	\$ 268,051	\$ 139,833
Provision liability	18	1,139,506	1,129,636
Exploration advances	11	241,149	686,094
		1,648,706	1,955,563
Shareholders' equity:			
Capital stock	12	26,057,995	26,057,995
Reserves	12	3,997,275	3,983,869
Accumulated deficit		(18,036,534)	(18,060,197)
Accumulated other comprehensive income (loss)		(87,724)	(106,978)
Equity attributable to the Company's shareholders		11,931,012	11,874,689
Non-controlling interest	4	422,815	-
Total Equity		12,353,827	11,874,689
Total Liabilities and Equity		\$ 14,002,533	\$ 13,830,252

Nature and continuance of operations (Note 1)

Subsequent event (Note 19)

On behalf of the Board on February 28, 2025

"Walter Henry" Director
Water Henry

"James Ladner" Director
James Ladner

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RIVERSIDE RESOURCES INC.

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

For the three months ended December 31,

(Unaudited - Expressed in Canadian Dollars)

	Note	2024	2023
Expenses			
Management and consulting fees	9, 13	\$ 119,005	\$ 121,117
Depreciation	8	6,831	10,397
Director fees	13	9,000	9,000
Foreign exchange (gain)		(220,669)	(355,309)
General and administration		27,376	25,719
Investor relations		117,254	54,543
Professional fees		32,762	3,859
Property investigation and evaluation		5,167	5,768
Rent		14,550	14,550
Share-based payments	12, 13	13,406	1,535
Interest income		(47,694)	(88,382)
Gain on sale of asset		-	(20,644)
Operational fee recovery	11	(21,369)	-
Other income		-	(179,403)
Unrealized loss on short-term investments	5	44,903	11,409
Realized loss on short-term investments	5	-	11,485
Write-down of E&E assets	9	-	761,256
Net loss for the period		(100,522)	(386,900)
Attributable to the Company		(98,817)	-
Attributable to non-controlling interest	4	(1,705)	-
Foreign exchange gain (loss) on translation of subsidiaries		19,254	30,860
Comprehensive income (loss) for the period		(81,268)	(356,040)
Loss per share – basic and diluted		\$ (0.001)	\$ (0.005)
Weighted average number of common shares outstanding			
– basic		74,783,464	74,448,464
– diluted		74,783,464	74,448,464

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RIVERSIDE RESOURCES INC.

Condensed Interim Consolidated Statements of Cash Flows

For the three months ended December 31,

(Unaudited - Expressed in Canadian Dollars)

	Note	2024	2023
OPERATING ACTIVITIES			
Loss for the period		\$ (100,522)	\$ (386,900)
Items not involving cash:			
Depreciation	8	6,831	10,397
Share-based payments	12, 13	13,406	1,535
Realized loss on short-term investments	5	-	11,485
Unrealized loss on short-term investments	5	44,903	11,409
Other income		-	(179,403)
Gain on asset disposal	8	-	(20,644)
Write-down of E&E assets	9	-	761,256
Change in non-cash working capital items:			
Prepaid expenses		(58,044)	17,529
Receivables		(100,465)	(34,904)
Accounts payable and accrued liabilities		132,578	(817,843)
		(61,313)	(626,083)
INVESTING ACTIVITIES			
Exploration advances		(444,945)	-
Exploration and evaluation assets		(349,769)	47,705
Sale of equipment	8	-	38,090
Sale of short-term investments	5	-	81,015
		(794,714)	166,810
FINANCING ACTIVITIES			
Issuance of shares for private placement		547,000	-
Subscription received		(70,000)	-
		477,000	-
Effect of foreign exchange on cash and cash equivalents		(346)	(33,220)
(Decrease) Increase in cash and cash equivalents		(379,373)	(492,493)
Cash and cash equivalents, beginning of the period		5,202,507	7,230,890
Cash and cash equivalents, end of the period		\$ 5,123,134	\$ 6,738,397

Supplemental disclosures with respect to cash flows (Note 15)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RIVERSIDE RESOURCES INC.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

		Capital Stock				Accumulated other comprehensive	Non- controlling	
	Note	Shares	Amount	Reserves	Accumulated Deficit	loss(income)	interest	Total
Balance at September 30, 2023		74,448,464	\$ 26,017,795	\$ 3,852,459	\$ (16,465,088)	\$ 159,086	\$ -	\$ 13,564,252
Share-based payments	12	-	-	1,535	-	-	-	1,535
Loss for the period		-	-	-	(386,900)	-	-	(386,900)
Foreign exchange translation of foreign subsidiaries		-	-	-	-	30,860	-	30,860
Balance at December 31, 2023		74,448,464	\$ 26,017,795	\$ 3,853,994	\$ (16,851,988)	\$ 189,946	\$ -	\$ 13,209,747
Balance at September 30, 2024		74,783,464	\$ 26,057,995	\$ 3,983,869	\$ (18,060,197)	\$ (106,978)	\$ -	\$ 11,874,689
Share-based payments	12	-	-	13,406	-	-	-	13,406
Non-controlling interest in Blue Jay		-	-	-	462,434	-	84,566	547,000
Adjustment to non-controlling interest		-	-	-	(339,954)	-	339,954	-
Loss for the period		-	-	-	(98,817)	-	(1,705)	(100,522)
Foreign exchange translation of foreign subsidiaries		-	-	-	-	19,254	-	19,254
Balance at December 31, 2024		74,783,464	\$ 26,057,995	\$ 3,997,275	\$ (18,036,534)	\$ (87,724)	\$ 422,815	\$ 12,353,827

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RIVERSIDE RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended December 31, 2024

(Unaudited - Expressed in Canadian Dollars)

1. Nature of operations

Riverside Resources Inc. (the “Company” or “Riverside”) is a mineral exploration and evaluation company operating as a prospect generator listed on the TSX Venture Exchange (the “Exchange”) under the symbol “RRI” and is engaged in the acquisition, exploration and evaluation of assets in the Americas including Canada, the United States and Mexico.

The Company’s head office address is 550 – 800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6.

The Company’s ability to continue operations is uncertain and is dependent upon the ability of the Company to obtain necessary financing to meet the Company’s liabilities and commitments as they become payable, acquiring assets or a business, and the ability to generate future profitable production or operations or sufficient proceeds from the disposition thereof. The outcome of these matters cannot be predicted at this time. The condensed interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Management believes that the Company has sufficient working capital to maintain its operations and activities for the next fiscal year.

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on February 28, 2025.

2. Basis of presentation and statement of compliance

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss or available for sale, which are stated at their fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS 34”), “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and International Financial Reporting Interpretations Committee (“IFRIC”). Therefore, these interim financial statements comply with International Accounting Standards (“IAS”) 34 “Interim Financial Reporting.”

3. Material accounting policies

These interim consolidated financial statements as at December 31, 2024 have been prepared following the same accounting policies as the annual consolidated financial statements as at September 30, 2024.

Name of subsidiary	Country of incorporation	Proportion of ownership interest	Principal activity
Riverside Resources Mexico, S.A. de C.V.	Mexico	100%	Mineral exploration
RRM Exploracion, S.A.P.I. de C.V.	Mexico	100%	Mineral exploration
RRM Minas S DE RL de C.V.	Mexico	100%	Mineral exploration
RRI Exploration Inc.	United States	100%	Mineral exploration
Riverside Resources (BC) Inc.	Canada	100%	Mineral exploration
Blue Jay Gold Corp. ⁽¹⁾	Canada	100%	Mineral exploration
RRI Holdings Limited	Canada	100%	Holding company
1412597 BC LTD.	Canada	100%	Holding company
1412601 BC LTD.	Canada	100%	Holding company

⁽¹⁾ Incorporated on October 27, 2023; name change as above on December 23, 2024.

RIVERSIDE RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended December 31, 2024

(Unaudited - Expressed in Canadian Dollars)

4. Non-controlling interest

During the period ended December 31, 2024, the following events took place:

- On November 1, 2023, the Company issued 14,956,693 common shares at \$0.115 to Riverside Resources Inc. ("Riverside") to acquire the Pichette-Clist Gold Project, Oakes Gold Project and the Duc Gold Project (the "Ontario Properties") (Note 5).
- On December 18, 2024, Blue Jay issued 2,735,000 shares at \$0.20 per share for gross proceeds of \$547,000. As a result, Riverside ownership of Blue Jay diluted from 100% to 84.5%.

As at December 31, 2024, the equity attributable to the 15.5% non-controlling interest in Blue Jay is \$422,815 (September 30, 2024 – n/a).

The following table presents the changes in equity attributable to the 15.5% non-controlling interest in Blue Jay:

Balance at September 30, 2024	\$ -
Initial recognition of NCI on December 18, 2024	84,566
Adjustment to non-controlling interest	339,954
NCI share of income (loss)	(1,705)
Balance at December 31, 2024	\$ 422,815

The following table summarizes quarterly financial information about Blue Jay:

	December 31, 2024	September 30, 2024
Current assets	482,553	n/a
Non-current assets	2,311,042	n/a
Current liabilities	58,699	n/a
Net income (loss)	(11,031)	n/a

The loss allocated to non-controlling interest based on an interest of 15.5% (2023 – n/a) for the three months ended December 31, 2024 was \$1,705 (December 31, 2023 – n/a).

5. Short-term investments

Short-term investments include marketable securities received as a result of property option agreements. Marketable securities comprise common shares in publicly traded and private companies as follows:

	December 31, 2024			September 30, 2024		
	Number of shares	Cost	Fair market value	Number of shares	Cost	Fair market value
Arcus Development Group Inc.	29,000	\$ 11,020	\$ 290	29,000	\$ 11,020	\$ 290
Guerrero Exploration Inc.	1,926,000	343,049	-	1,926,000	343,049	-
Goldshore Resources Inc. (formerly Sierra Madre Developments Inc.)	104,194	1,103,791	26,049	104,194	1,103,791	38,552
Sinaloa Resources Corp.	1,000,000	100,000	-	1,000,000	100,000	-
First Helium Inc.	154,500	45,308	6,952	154,500	45,308	6,952
Upper Canada Mining Inc.	5,600,000	-	-	5,600,000	-	-
Southern Empire Resources ⁽¹⁾	1,620,000	135,324	40,500	1,620,000	135,324	72,900
	10,433,694	\$ 1,738,492	\$ 73,791	10,433,694	\$ 1,738,492	\$ 118,694

⁽¹⁾ On January 11, 2023, the Company received 550,000 shares of Southern Empire Resources Corp. with a fair market value of \$55,000 as per the option agreement for the Suaqui Verde property.

RIVERSIDE RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended December 31, 2024

(Unaudited - Expressed in Canadian Dollars)

On February 2, 2024, the Company received an additional 575,000 shares of Southern Empire Resources Corp. with a fair market value of \$25,875 as per the amended option agreement for the Suaqui Verde property and was fully recognized as other income.

On September 9, 2024, the Company sold 5,000 shares for net proceeds of \$255.

6. Receivables

Receivables mainly consist of tax refunds from the Federal Government of Canada and Mexico.

	December 31, 2024	September 30, 2024
Current		
GST recoverable amounts in Canada	\$ 31,412	\$ 27,160
IVA recoverable amounts in Mexico	446,902	299,018
	<u>478,314</u>	<u>326,178</u>
Non-current		
IVA recoverable amounts in Mexico	399,821	451,492
	<u>\$ 878,135</u>	<u>\$ 777,670</u>

7. Prepaid expenses

The breakdown of prepaid expenses is as follows:

	December 31, 2024	September 30, 2024
Expense advances	\$ 17,485	\$ 23,971
Insurance	29,323	20,471
Investor relations	55,674	-
Rent	10,883	10,879
	<u>\$ 113,365</u>	<u>\$ 55,321</u>

RIVERSIDE RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended December 31, 2024

(Unaudited - Expressed in Canadian Dollars)

8. Equipment

	Computer hardware	Exploration equipment	Furniture & fixtures	Vehicles	TOTAL
Cost					
Balance at September 30, 2023	\$ 96,851	\$ 260,769	\$ 37,058	\$ 261,994	\$ 656,672
Additions	-	-	-	-	-
Disposals	-	-	-	(37,824)	(37,824)
Foreign exchange movement	(2,812)	(28,415)	(2,934)	(30,291)	(64,452)
Balance at September 30, 2024	\$ 94,039	\$ 232,354	\$ 34,124	\$ 193,879	\$ 554,396
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Foreign exchange movement	188	1,900	196	1,694	3,978
Balance at December 31, 2024	\$ 94,227	\$ 234,254	\$ 34,320	\$ 195,573	\$ 558,374
Accumulated depreciation					
Balance at September 30, 2023	\$ (93,010)	\$ (193,167)	\$ (34,550)	\$ (200,741)	\$ (521,468)
Depreciation	(1,549)	(13,431)	(498)	(25,842)	(41,320)
Disposals	-	-	-	26,480	26,480
Foreign exchange movement	2,545	22,237	2,765	26,036	53,583
Balance at September 30, 2024	\$ (92,014)	\$ (184,361)	\$ (32,283)	\$ (174,067)	\$ (482,725)
Depreciation	(231)	(2,428)	(93)	(4,079)	(6,831)
Disposals	-	-	-	-	-
Foreign exchange movement	(170)	(1,482)	(185)	(1,505)	(3,342)
Balance at December 31, 2024	\$ (92,415)	\$ (188,271)	\$ (32,561)	\$ (179,651)	\$ (492,898)
Net book value					
Balance at September 30, 2024	\$ 2,025	\$ 47,993	\$ 1,841	\$ 19,812	\$ 71,671
Balance at December 31, 2024	\$ 1,812	\$ 45,983	\$ 1,759	\$ 15,922	\$ 65,476

RIVERSIDE RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended December 31, 2024

(Unaudited - Expressed in Canadian Dollars)

9. Exploration and evaluation assets

For the period ended December 31, 2024

	La Silla Mexico	Australia Mexico	Ariel Mexico	Cecilia Mexico	Teco Mexico	Suaqui Verde Mexico	Los Cuarentas Mexico	La Union Mexico	El Valle, Llano del Nogalo & El Pima Mexico	Northwestern Ontario, Canada	British Columbia, Canada	Total
Acquisition costs	\$ -	\$ -	\$ -	\$ 8,029	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 420	\$ -	\$ 8,449
Exploration costs:												
Access	-	-	-	-	-	-	-	-	-	-	-	-
Assaying	-	-	-	-	-	-	-	-	-	5,615	8,449	14,064
Drilling	-	-	-	-	-	-	-	-	-	-	-	-
Field & camp costs	-	217	2,050	5	-	-	6,412	3,582	124	45,409	246	58,045
Geological consulting	-	383	1,800	-	-	-	22,963	10,583	1,068	108,050	20,750	165,597
Surveys & geophysics	-	-	-	-	-	-	-	-	3,826	9,776	-	13,602
Transport & support	-	1,229	422	-	-	-	4,565	4,332	2,792	34,721	3,851	51,912
Total current exploration costs	-	1,829	4,272	5	-	-	33,940	18,497	7,810	203,571	33,296	303,220
Professional & other fees:												
Professional consulting	-	-	6,750	-	-	-	-	3,900	3,000	1,000	6,000	20,650
Legal fees	-	-	849	-	170	170	1,122	1,367	340	-	-	4,018
Others	-	-	526	-	-	-	167	3,667	80	3,080	1,552	9,072
Total current professional & other fees	-	-	8,125	-	170	170	1,289	8,934	3,420	4,080	7,552	33,740
Total costs incurred during the period	-	1,829	12,397	8,034	170	170	35,229	27,431	11,230	208,071	40,848	345,409
Balance, Opening	17,516	71,148	816,071	1,384,955	330,785	6,070	386,672	1,480,736	101,343	2,339,341	369,752	7,304,389
Asset write-off	-	-	-	-	-	-	-	-	-	-	-	-
Recoveries	-	-	-	-	-	-	-	-	-	-	-	-
Foreign exchange movements	153	591	4,438	6,265	2,458	51	2,795	11,891	192	-	-	28,834
Balance, End of the period	\$ 17,669	\$ 73,568	\$ 832,906	\$ 1,399,254	\$ 333,413	\$ 6,291	\$ 424,696	\$ 1,520,058	\$ 112,765	\$ 2,547,412	\$ 410,600	\$ 7,678,632
Cumulative costs:												
Acquisition	\$ 101,562	\$ 13,872	\$ 374,986	\$ 727,508	\$ 129,817	\$ 12,128	\$ 342,830	\$ 727,380	\$ 22,317	\$ 104,873	\$ 79,737	\$ 2,637,010
Exploration	621,303	45,182	388,412	1,063,294	141,584	31,214	166,843	827,706	60,358	2,336,010	526,315	6,208,221
Professional & other fees	160,287	14,046	115,403	167,766	33,914	1,364	24,485	119,340	42,961	241,729	56,406	977,701
Recoveries	-	-	-	(696,001)	-	(43,097)	(122,519)	(128,290)	-	(125,000)	-	(1,114,907)
Asset write-off	(912,466)	-	-	-	-	-	-	-	(12,790)	(10,200)	(251,858)	(1,187,314)
Foreign exchange movements	46,983	468	(45,895)	136,687	28,098	4,682	13,057	(26,078)	(81)	-	-	157,921
	\$ 17,669	\$ 73,568	\$ 832,906	\$ 1,399,254	\$ 333,413	\$ 6,291	\$ 424,696	\$ 1,520,058	\$ 112,765	\$ 2,547,412	\$ 410,600	\$ 7,678,632

RIVERSIDE RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended December 31, 2024

(Unaudited - Expressed in Canadian Dollars)

For the year ended September 30, 2024

	La Silla Mexico	Australia Mexico	Ariel Mexico	Cecilia Mexico	Teco Mexico	Suaqui Verde* Mexico	Los Cuarentas Mexico	La Union Mexico	El Valle, Llano del Nogalo & El Pima Mexico	Northwestern Ontario, Canada	British Columbia, Canada	Total
Acquisition costs	\$ -	\$ 5,522	\$ 235,204	\$ -	\$ 18,451	\$ 5,918	\$ 85,054	\$ 327,891	\$ 4,743	\$ 25,000	\$ 24,107	\$ 731,890
Exploration costs:												
Access	-	-	59,058	-	-	-	-	-	-	-	2,441	61,499
Assaying	-	-	-	-	-	-	-	-	-	1,632	11,380	13,012
Drilling	-	-	-	-	-	-	-	-	-	149	-	149
Field & camp costs	166	358	2,012	8,142	-	-	254	38,501	-	19,377	4,616	73,426
Geological consulting	9,370	752	38,145	30,945	1,529	629	5,307	237,754	3,057	213,327	188,278	729,093
Surveys & geophysics	-	-	-	-	-	-	-	-	-	77,242	333	77,575
Transport & support	-	5,367	20,612	16,543	-	-	11,635	71,018	6,852	49,606	80,405	262,038
Total current exploration costs	9,536	6,477	119,827	55,630	1,529	629	17,196	347,273	9,909	361,333	287,453	1,216,792
Professional & other fees:												
Professional consulting	-	-	18,875	9,184	-	-	-	19,425	12,000	6,479	25,250	91,213
Legal fees	9,136	-	6,138	316	167	167	335	27,662	568	-	1,897	46,386
Others	-	-	1,876	510	-	-	137	6,242	415	6,434	10,919	26,533
Total current professional & other fees	9,136	-	26,889	10,010	167	167	472	53,329	12,983	12,913	38,066	164,132
Total costs incurred during the period	18,672	11,999	381,920	65,640	20,147	6,714	102,722	728,493	27,635	399,246	349,626	2,112,814
Balance, Opening	748,326	67,943	503,153	1,446,976	346,961	(179,387)	326,990	910,673	89,600	1,950,295	271,984	6,483,514
Asset write-off	(912,466)	-	-	-	-	-	-	-	(12,790)	(10,200)	(251,858)	(1,187,314)
Recoveries	164,000	-	-	(33,501)	-	179,403	-	-	-	-	-	309,902
Foreign exchange movements	(1,016)	(8,794)	(69,002)	(94,160)	(36,323)	(660)	(43,040)	(158,430)	(3,102)	-	-	(414,527)
Balance, End of the year	\$ 17,516	\$ 71,148	\$ 816,071	\$ 1,384,955	\$ 330,785	\$ 6,070	\$ 386,672	\$ 1,480,736	\$ 101,343	\$ 2,339,341	\$ 369,752	\$ 7,304,389

* At December 31, 2023, the Company recognized cumulative recoveries on Suaqui Verde project of \$179,403 to other income.

Cumulative costs:												
Acquisition	\$ 101,562	\$ 13,872	\$ 374,986	\$ 719,479	\$ 129,817	\$ 12,128	\$ 342,830	\$ 727,380	\$ 22,317	\$ 104,453	\$ 79,737	\$ 2,628,561
Exploration	621,303	43,353	384,140	1,063,289	141,584	31,214	132,903	809,209	52,548	2,132,439	493,019	5,905,001
Professional & other fees	160,287	14,046	107,278	167,766	33,744	1,194	23,196	110,406	39,541	237,649	48,854	943,961
Recoveries	-	-	-	(696,001)	-	(43,097)	(122,519)	(128,290)	-	(125,000)	-	(1,114,907)
Asset write-off	(912,466)	-	-	-	-	-	-	-	(12,790)	(10,200)	(251,858)	(1,187,314)
Foreign exchange movements	46,830	(123)	(50,333)	130,422	25,640	4,631	10,262	(37,969)	(273)	-	-	129,087
	\$ 17,516	\$ 71,148	\$ 816,071	\$ 1,384,955	\$ 330,785	\$ 6,070	\$ 386,672	\$ 1,480,736	\$ 101,343	\$ 2,339,341	\$ 369,752	\$ 7,304,389

RIVERSIDE RESOURCES INC.

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Title to exploration and evaluation asset interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its exploration and evaluation asset interests and, to the best of its knowledge, title to all of its interests is in good standing. The exploration and evaluation asset interests in which the Company has committed to earn an interest are in Mexico and Canada.

The terms and commitments of the Company with respect to its exploration and evaluation assets are subject to change if and when the Company and its partners mutually agree to new terms and conditions.

(a) La Silla, Sinaloa, Mexico

In October 2015, the Company acquired two mining concessions in the La Silla gold-silver district in Sinaloa through a lottery process. The Company has a 100% exploration concession interest in the La Silla Property.

In December 2023, the Company decided to focus on other projects of higher prospectivity and the related investment amounting to \$761,255 was fully written off. However, the Company still maintained its rights to these concessions.

In July 2024, the Company signed an agreement to assign and transfer all its rights and concessions of La Silla project with payment terms subject to certain conditions. Upon execution of the agreement, the Company received US\$100,000. While the remaining payments of US\$150,000 and US\$350,000, respectively, will only be received upon fulfillment of certain government regulatory approvals.

(b) Ariel, Sonora, Mexico

The Company acquired a 100% exploration concession interest in Ariel Property on June 1, 2017.

(c) Cecilia, Sonora, Mexico

The Company acquired 100% interest in the La Cecilia Margarita concessions from Gunpoint in January 2020.

On March 14, 2024, the Company entered into an Exploration Earn-In Option Agreement (the “Agreement”) with Compania Minera Cuzcatlan (“Fortuna”), a wholly owned subsidiary of Fortuna Silver Mines Inc. for the Company’s Cecilia Gold Silver Project (the “Project”) in Sonora, Mexico.

The Agreement is divided into three phases Earn-in Option, wherein Fortuna can earn-in an undivided 51% by paying a total of US\$150,000 in cash and incurring US\$3,750,000 in exploration expenditures over five (5) years.

- Phase I: Fortuna is to incur expenditures as listed in the table below totaling at least US\$3,750,000 of qualifying exploration expenditures before the fifth anniversary of the effective date of the executed Agreement.
- Phase II: Upon completion of Phase I obligations, Fortuna can elect to form a 51:49 joint venture or can elect to earn an additional 29% by incurring a further US\$2,250,000 in qualifying exploration expenditures and delivering a completed feasibility study.

Phase	Due date	Cash (in USD)	Exploration expenditures (in USD)	Cumulative exploration expenditures (in USD)
Phase I	March 14, 2024	\$50,000 (partially received)*	-	-
Phase I	March 14, 2025	-	\$500,000	\$500,000
Phase I	March 14, 2026	\$25,000	\$500,000	\$1,000,000
Phase I	March 14, 2027	\$25,000	\$500,000	\$1,500,000
Phase I	March 14, 2028	\$25,000	\$500,000	\$2,000,000
Phase I	March 14, 2029	\$25,000	\$1,750,000	\$3,750,000
Phase II	March 14, 2030	-	\$750,000	\$4,500,000
Phase II	March 14, 2031	-	\$750,000	\$5,250,000

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Phase II	March 14, 2032	-	\$750,000	\$6,000,000
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* During the year ended September 30, 2024, the Company received a partial payment of US\$25,000 (CAD\$33,501) upon execution of the agreement and recorded the full amount as a recovery. The remaining US\$25,000 will be collected upon the submission to registration at the Mining Registry of the Mexican agreement.

Upon completion of Phase II Earn-In obligation, the Company will have the option to sell its interest in the project to Fortuna for US\$5,000,000, while retaining a 2% Net Smelter Royalty (NSR) where 1% NSR may be purchased before commercial production for US\$3,000,000 thereby Fortuna earning 100% interest in the project.

During the year ended September 30, 2024, the Company received US\$613,705 and US\$837,061, respectively, as exploration advances from Fortuna for the exploration activities of Cecilia project.

During the three months ended December 31, 2024, the Company received US\$152,977 as exploration advances from Fortuna for the exploration activities of Cecilia project.

(d) Teco, Sonora, Mexico

The Company has a 100% ownership interest in the Teco Project which is made up of two concessions: Teco and Suaqui Grande.

(e) Australia, Sonora, Mexico

The Company has a 100% interest ownership interest in the Australia Project which is made up of two concessions: Sandy and Sandy 2.

(f) Suaqui Verde, Mexico

The Company has a 100% interest in Suaqui Verde Property.

On December 24, 2021, the Company entered into a Definitive Option Agreement with Southern Empire Resource Corp. ("Southern Empire") whereby Southern Empire could acquire a 100% interest in the Suaqui Verde Property, by paying \$112,500 in cash, issuing 1,625,000 common shares while retaining a 2.5% NSR on precious metal products and 1.75% NSR on base metal products. The transaction details as below:

Due date	Cash	Common shares
Upon the closing date (December 24, 2021)	\$25,000 (received)	500,000 (received)
On or before the first anniversary of the closing date (December 24, 2022)	\$37,500 (received)	550,000 (received)
On or before the second anniversary of the closing date (March 31, 2024 amended)	\$50,000	575,000 (received)

On October 1, 2021, the Company received the payment of \$50,000 for granting an exclusivity period of 60 days from October 1, 2021, to complete its due diligence on the Suaqui Verde property.

On January 11, 2023, the Company received \$37,500 cash and 550,000 shares of Southern Empire Resources Corp. with a fair market value of \$55,000 as per the option agreement for the Suaqui Verde property.

On January 11, 2024, the Company amended the Option Agreement with Southern Empire Resources Corp. to revise the terms of the original agreement for the Suaqui Verde property, whereby the \$50,000 cash originally due on December 24, 2023 was changed to March 31, 2024, and the common shares were due on or before February 2, 2024.

On February 2, 2024, the Company received an additional 575,000 shares of Southern Empire Resources Corp. with a fair market value of \$25,875 as per the amended option agreement for the Suaqui Verde property and was fully recognized as other income.

RIVERSIDE RESOURCES INC.

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During the three months ended December 31, 2024, the Company did not receive the cash payment of \$50,000.

(g) Los Cuarentas, Sonora, Mexico

On June 24, 2019, the Company entered into a binding letter agreement ("Letter Agreement") with Millrock to acquire a 100% undivided right, title, and interest in five projects, including Los Cuarentas, La Union, El Valle, Llano del Nogalo and El Pima, at a purchase price of \$35,000 cash (paid) and 150,000 common shares (issued at a fair market value of \$24,000). During the year ended September 30, 2021, the Company obtained ownership of the properties of Llano del Nogalo and El Valle. In 2022, the El Pima property was sold to an unrelated party for \$50,000.

(h) La Union, Sonora, Mexico

The Company has a 100% exploration concession interest in the La Union Property.

(i) Northwestern Ontario, Canada

In April 2019, the Company acquired a 100% interest in the Oakes, Longrose, Pichette and Vincent projects in Northwestern Ontario, Canada. In July 2020, the Company expanded and acquired a 100% interest in the High Lake (Kenora) project in Western Ontario, Canada.

On August 29, 2024, the Company signed an option agreement wherein the Company may acquire up to 100% interest in the Clist Lake property located in Ontario, Canada. Under the agreement, the Company is granted a sole and exclusive right and option to acquire up to 100% interest in the said property by making the following cash payments and incurring the following exploration expenditures as follows:

Due date	Cash	Exploration expenditures
Upon signing of Agreement (August 29, 2024)	\$25,000 (paid)	-
On or before the 1st anniversary (August 29, 2025)	\$25,000	\$50,000
On or before the 2nd anniversary (August 29, 2026)	\$25,000	\$50,000
On or before the 3rd anniversary (August 29, 2027)	\$50,000	\$150,000
On or before the 4th anniversary (August 29, 2028)	\$75,000	\$150,000
On or before the final anniversary (August 29, 2029)	\$300,000	-

Except for the first payment upon signing of the agreement, the above cash payments are optional, and the Company maintains the right to accelerate payments at any time.

(j) Southern British Columbia, Canada

On May 3, 2023, the Company signed a Letter Agreement (LA) wherein the Company may acquire up to 100% interest in the Elly-Anika and Chilco projects located in British Columbia, Canada. Under the LA, the Company is granted a sole and exclusive right and option to acquire up to 100% interest in the said property by making the following cash payments and incurring the following exploration expenditures as follows:

Due date	Cash	Exploration expenditures
Upon the date of LA (May 3, 2023)	\$10,000 (paid)	-
On the first anniversary of the LA date (May 3, 2024)	\$15,000 (cancelled)	\$20,000
On the second anniversary of the LA date (May 3, 2025)	\$30,000	\$20,000

During the year ended September 30, 2024, the Company decided not to continue with further exploration of the project and chose to cancel the agreement and write off all costs incurred related to this project in the amount of \$251,858.

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On September 29, 2023, the Company signed a LA wherein the Company may acquire up to 100% interest in the Deer Park and Sunrise projects located in British Columbia, Canada. Under the LA, the Company is granted a sole and exclusive right and option to acquire up to 100% interest in the said property by making the following cash payments and incurring the following exploration expenditures as follows:

Due date	Cash	Exploration expenditures
Upon the date of LA (September 29, 2023)	\$25,000 (paid)	-
On the first anniversary of the LA date (September 29, 2024)	\$20,000 (paid)	\$20,000
On the second anniversary of the LA date (September 29, 2025)	\$35,000	\$20,000

The Company also has a 100% ownership interest in Revel project which was acquired through staking.

On August 7, 2024, the Company signed an option agreement wherein the Company may acquire up to 100% interest in the Taft property located in British Columbia, Canada. Under the agreement, the Company is granted a sole and exclusive right and option to acquire up to 100% interest in the said property by making the following cash payments and incurring the following exploration expenditures as follows:

Due date	Cash	Exploration expenditures
Upon signing of Agreement (August 7, 2024)	\$15,000 (paid)	-
On or before the 1st anniversary (August 7, 2025)	\$15,000	\$60,000
On or before the 2nd anniversary (August 7, 2026)	\$20,000	\$60,000
On or before the 3rd anniversary (August 7, 2027)	\$20,000	\$60,000
On or before the 4th anniversary (August 7, 2028)	\$25,000	\$60,000
On or before the final anniversary (August 7, 2029)	\$30,000	\$80,000

10. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consist of payables to vendors. The breakdowns of accounts payable and accrued liabilities are as follows:

	December 31, 2024	September 30, 2024
Payables to vendors	\$ 268,051	\$ 139,833

11. Exploration advances

Exploration advances are related to the Fortuna projects. Refer to Note 9 for further details.

	December 31, 2024	September 30, 2024
Exploration advances	\$ 241,149	\$ 686,094

Exploration Earn-In Option Agreement (the "Agreement") with Fortuna

On April 24, 2024, the Company received US\$613,705 as exploration advances from Fortuna for the exploration activities of Cecilia project. Subsequently, on August 9, 2024, the Company received another US\$837,061 for the continuation of the exploration activities of this project.

On November 15, 2024, the Company received US\$152,977 for the continuation of the exploration activities of this project.

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During the three months ended December 31, 2024, the Company recognized \$21,369 (\$156,126 – September 30, 2024) as operational fee recovery relating to activities of the Agreement.

12. Capital stock and reserves

The authorized capital stock of the Company consists of an unlimited number of common and preferred voting shares without nominal or par value.

Issued and outstanding

Shares issued for the three months ended December 31, 2024

There were no shares issued for the three months ended December 31, 2024.

Shares issued for the year ended September 30, 2024

On January 17, 2024, the Company issued 335,000 bonus shares at a fair value of \$40,200 to certain executive officers and consultants of the Company in accordance with the Company's shareholder approved bonus share plan.

Share purchase and finders' warrants

There were no activities that occurred during the three months ended December 31, 2024 and 2023.

Bonus share plan

The Company has a bonus share plan ("Bonus Plan") that enables the directors to approve the issuance of bonus shares to employees, officers, directors, and consultants of the Company. The Bonus Plan puts the number of bonus shares that may be issued under the Bonus Plan to be 400,000 common shares per year. During the three months ended December 31, 2024, nil bonus shares (September 30, 2024 – 335,000) were issued under this plan. The share-based expense associated with bonus shares granted during the year ending September 30, 2024, amounted to \$40,200, calculated based on the fair market value at the grant date.

Stock options

The Company has established a rolling stock option plan ("Option Plan") enabling the directors to grant options to employees, officers, directors, and consultants of the Company. From time to time, shares may be reserved by the Board, in its discretion, for options under the Option Plan, provided that the total number of shares reserved for issuance by the Board shall not exceed 10% of the issued and outstanding listed shares (on a non-diluted basis) less that portion of the 400,000 that may be issued as bonus shares that have not been so issued as at the date of grant. Options are non-assignable and may be granted for a term not exceeding that permitted by the Exchange, currently ten years. All stock options issued are subject to vesting terms. Options issued to directors, vest in the amount of 33% every six months from the date of grant; and options issued to officers and/or consultants vest between 12 and 24 months depending on date of grant and nature of service. The exercise price of each option equals the market price, minimum price, or discounted market price of the Company's shares as calculated on the date of grant.

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Share-based payments relating to options vested during the three months ended December 31, 2024, using the Black-Scholes option pricing model was \$13,406 (September 30, 2024 – \$131,410), of which \$nil was associated with the incremental fair value of stock options repriced as a result of the Arrangement. The associated share-based payment expense for the options granted was calculated based on the following weighted average assumptions:

	December 31, 2024	September 30, 2024
Forfeiture rate	n/a	0.00%
Estimated risk-free rate	n/a	3.51%
Expected volatility	n/a	90.10%
Estimated annual dividend yield	n/a	0.00%
Expected life of options	n/a	5 years
Fair value per option granted	n/a	\$ 0.12

The number and weighted average exercise prices of the stock options are as follows:

	Number of options	Weighted average exercise price
Outstanding options, September 30, 2023	4,060,000	\$ 0.19
Expired	(415,000)	\$ 0.13
Granted	1,725,000	\$ 0.12
Forfeited	(940,000)	\$ 0.14
Cancelled	(640,000)	\$ 0.30
Outstanding options, September 30, 2024	3,790,000	\$ 0.14
Expired	(665,000)	\$ 0.11
Cancelled	(15,000)	\$ 0.16
Outstanding options, December 31, 2024	3,110,000	\$ 0.15

On January 17, 2024, the Company granted 1,725,000 incentive stock options (the “Options”) to certain directors, officers, and consultants of the Company. The Options are exercisable at \$0.12 per share for a period of five years from the date of grant. Options granted to individuals in their capacity as a director vest in three equal instalments over 18 months and Options granted to officers and consultants vest in four equal instalments over 12 months.

During the three months ended December 31, 2024, 665,000 stock options (September 30, 2024 – 415,000) expired unexercised.

During the three months ended December 31, 2024, 15,000 stock options were cancelled (September 30, 2024 – 640,000) and nil stock options (September 30, 2024 – 940,000) were forfeited.

As at December 31, 2024, the Company has outstanding stock options exercisable as follows:

Expiry date	Number of options outstanding	Weighted average remaining life in years	Exercise price	Number of options exercisable
October 19, 2025	360,000	0.80	\$ 0.30	360,000
November 17, 2026	635,000	1.88	\$ 0.16	635,000
September 2, 2027	660,000	2.67	\$ 0.13	660,000
January 17, 2029	1,455,000	4.05	\$ 0.12	966,250
	3,110,000			2,621,250

RIVERSIDE RESOURCES INC.

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13. Related party transactions

The Company had the following transactions with related parties:

Payee / Payer	Nature of transactions	Period ending December 31,	Fees (\$)	Amount payable at period end (\$)
Arriva Management Inc.	Management and consulting fees (i)	2024	57,300	Nil
		2023	58,200	\$14,154
GSBC Financial Management Inc.	Management and consulting fees (i)	2024	24,000	Nil
		2023	24,000	Nil
FT Management Inc.	Management and consulting fees (i) and Rent (ii)	2024	44,400	Nil
		2023	44,400	Nil
Omni Resource Consulting Ltd.	Consulting fees (i)	2024	40,000	Nil
		2023	30,000	\$5,250
Bryan Wilson*	Director fees	2024	3,000	Nil
		2023	n/a	n/a
James Ladner	Director fees	2024	3,000	Nil
		2023	3,000	Nil
Walter Henry	Director fees	2024	3,000	Nil
		2023	3,000	Nil
Wendy Chan*	Director fees	2024	n/a	Nil
		2023	3,000	Nil

* On May 10, 2024, Bryan Wilson was elected as director of the Company at the AGM and Wendy Chan did not stand for re-election.

The remuneration of related parties during the three months ended December 31 are as follows:

	2024	2023
Directors' fees	\$ 9,000	\$ 9,000
Management and consulting fees (i)	165,700	156,600
Share-based payments	12,467	844
	<u>\$ 187,167</u>	<u>\$ 166,444</u>

(i) Management and consulting fees of the key management personnel for the three months ended December 31, 2024, were allocated as follows: \$56,850 (2023 - \$56,850) expensed to consulting fees, \$79,900 (2023 - \$85,200) capitalized to exploration and evaluation assets and \$14,400 (2023 - \$nil) capitalized to exploration work performed for alliances that will be reimbursed.

(ii) During the three months ended December 31, 2024, the Company incurred rent expense of \$14,550 (2023 - \$14,550) for shared office spaces with FT Management Inc., a company controlled by spouses of officers of the Company.

RIVERSIDE RESOURCES INC.

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14. Segmented information

The Company operates in one business segment, the exploration of exploration and evaluation assets and prospect generation. The Company's exploration activities are centralized whereby management of the Company is responsible for business results and the everyday decision-making. Geographical information is as follows:

	December 31, 2024	September 30, 2024
Equipment		
Canada	\$ 1,977	\$ 2,084
Mexico	63,499	69,587
	<u>65,476</u>	<u>71,671</u>
Exploration and evaluation assets		
Canada	2,952,317	2,709,094
Mexico	4,720,619	4,595,295
	<u>7,672,936</u>	<u>7,304,389</u>
Total	<u>\$ 7,738,412</u>	<u>\$ 7,376,060</u>

15. Supplemental disclosure with respect to cash flows

	December 31, 2024	September 30, 2024
Cash	\$ 4,975,491	\$ 5,356,047
Cash equivalents	147,643	146,460
	<u>\$ 5,123,134</u>	<u>\$ 5,502,507</u>

The significant non-cash transactions for the three months ended December 31, 2024, were as follow:

- a) Included in the accounts payable was \$11,047 in exploration and evaluation asset expenditures.

The significant non-cash transactions for the three months ended December 31, 2023, were as follow:

- a) Included in the accounts payable was \$29,293 in exploration and evaluation asset expenditures.

16. Capital management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, to support the acquisition and exploration of exploration and evaluation assets. In the management of capital, the Company includes components of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage as such the Company is dependent on external financing to fund activities. To carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. The Company is not currently subject to externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the three months ended December 31, 2024.

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17. Financial instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's cash and cash equivalents, receivables, accounts payable, and government loan approximate carrying value, which is the amount recorded on the statements of financial position. The fair value of the Company's public company short-term investments is based on level 1 quoted prices in active markets for identical assets and liabilities. Financial instruments valued at level 3 inputs consist of the Company's private company short-term investments. The key assumptions driving the valuation of the private company short-term investments include but are not limited to the value of completed financings by the investee.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's cash and cash equivalents are held with major financial institutions in Canada and Mexico which management believes the risk of loss to be remote. Receivables consist of tax refunds from the Federal Government of Canada and Mexico, in which regular collection occurs. The Company believes its credit risk is equal to the carrying value of this balance.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2024, the Company had cash and cash equivalents of \$5,123,134 to settle current liabilities of \$1,648,706. The Company believes it has sufficient funds to meet its current liabilities as they become due.

Interest rate risk

The Company has interest-bearing cash balances. The interest earned on cash balances approximates fair value rates, and the Company is not at significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of December 31, 2024, the Company had investments in short-term deposit certificates of \$23,000.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, silver and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

The Company currently maintains short-term investments, which include marketable securities (Note 4). There can be no assurance that the Company can exit these positions if required, resulting in proceeds approximating the carrying value of these securities.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, receivables, and accounts payable and accrued liabilities that are denominated in US dollars (US) and Mexican pesos.

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Sensitivity analysis

The Company operates in Mexico and is exposed to risk from changes in the US dollar and the Mexican peso. A simultaneous 10% fluctuation in the US dollar and Mexican peso against the Canadian dollar would affect loss for the year by \$407,877.

The Company holds marketable securities and is exposed to risk from changes in the share price of the marketable securities. A simultaneous 5% fluctuation in share prices would affect short-term investments and loss for the period by approximately \$3,690.

18. Mexico tax liability

During the year ended September 30, 2019, the Company received a final verdict of a lawsuit against the Government of Mexico. The funds provided by the Company to its wholly owned subsidiary Riverside Resources Mexico S.A. de C.V. ("RRM") in fiscal 2010 were deemed to be income. The Mexican tax authority passed a decision to impose a lien on RRM's assets and a tax penalty of \$1,131,026 (MXN16,445,464) on RRM. Accordingly, the Company recorded a tax penalty totaling \$1,131,026. The Mexican tax authority has not enforced the lien and the lien does not impede RRM's ability to carry out its business operations.

As at December 31, 2024, the Company adjusted the provisional liability to \$1,139,506 (September 30, 2024 - \$1,129,636) as a result of the foreign exchange movement.

19. Subsequent event

On January 28, 2025, the Company announced the execution of a definitive arrangement agreement with Blue Jay in respect of the spin-out of its Pichette, Oakes and Duc projects, to its shareholders by way of a share capital reorganization effected through a statutory plan of arrangement. Under the Arrangement, the Company will distribute the common shares of Blue Jay to Riverside's shareholders. Riverside's current shareholders will receive Blue Jay Shares by way of a share exchange, pursuant to which each existing common share of Riverside will be exchanged for one new common share of Riverside and 1/5th of a Blue Jay share.