

Riverside Resources Announces Spin-Out of Ontario Gold Projects into New Company, Blue Jay Gold Corp, for Existing Shareholders

Vancouver, British Columbia--(Newsfile Corp. - January 28, 2025) - **Riverside Resources Inc. (TSXV: RRI) (OTCQB: RVSDF) (FSE: 5YY) ("Riverside" or the "Company")**, is pleased to announce the execution of a definitive arrangement agreement with Riverside's subsidiary, Blue Jay Gold Corp. ("Blue Jay") in respect of the spin-out of its Pichette, Oakes and Duc projects (the "Ontario Gold Projects"), located in Ontario, Canada, to its shareholders by way of a share capital reorganization effected through a statutory plan of arrangement (the "Arrangement") pursuant to the arrangement provisions of the Business Corporations Act (British Columbia) (the "Act"). Under the Arrangement, Riverside will distribute the common shares (each, a "Blue Jay Share") of Blue Jay to Riverside's shareholders. Should the arrangement become effective, Riverside shareholders would own shares in two public companies: Blue Jay, which will focus on the development of the Ontario Gold Projects, and Riverside, which will continue to build its diverse portfolio of projects in Canada, Mexico, and its royalty interests, while also generating new prospective mineral properties, as it has successfully done for the past 17 years.

Under the Arrangement, 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 (each, a "New Riverside Share") and 1/5th of a Blue Jay Share. Holders of Riverside options will be entitled to receive the same number of New Riverside Shares and 1/5th of that number of Blue Jay Shares. On completion of the Arrangement, Riverside shareholders and holders of Riverside options will maintain their interest in Riverside and will obtain a proportionate interest in Blue Jay.

The reorganization will be effected pursuant to s. 289 of the Act, and must be approved by the Supreme Court of British Columbia and by the affirmative vote of 66 2/3% of Riverside's shareholders in attendance at a shareholders' meeting to be held on March 31, 2025 (the "Meeting"). Riverside will apply for a listing of the Blue Jay Shares on the TSX Venture Exchange ("TSX-V"). These steps mirror the process Riverside followed when creating, spinning out, distributing, and listing Capitan Silver Corp. (TSXV: CAPT). Similarly, Riverside shareholders received shares in the new company while retaining their full ownership of Riverside shares.

Riverside expects that the Arrangement will increase shareholder value by allowing capital markets to ascribe value to the Ontario Gold Projects through Blue Jay Gold independently of the royalties and other properties held by Riverside. The spin-out will provide new and existing shareholders with more flexibility as to their specific investment strategy and risk profile. Riverside also believes that having a separately funded early-exploration business will accelerate development of the Ontario portfolio. Riverside will retain a 2% NSR on each of Blue Jay Gold's properties.

"We are thrilled to announce the spin-out of Blue Jay Gold Corp., which represents another exciting milestone in Riverside's strategy to unlock value for our shareholders," stated Riverside Founder and CEO, John-Mark Staude. "Through this share distribution, Riverside shareholders will directly own a stake in Blue Jay Gold and its promising Ontario gold assets, while we retain a 2% uncapped Net Smelter Return (NSR) royalty. This transaction provides shareholders with direct benefits by granting them ownership of Blue Jay's common shares, allowing them to participate in Blue Jay's exploration upside and further development potential, while Riverside retains long-term exposure to the success of these high-grade gold projects."

"This spin-out is another example of our commitment to create shareholder value through strategic initiatives. Following the success of our previous spin-out, Capitan Silver, Blue Jay Gold is well-

positioned to advance exploration under the leadership of Dr. Geordie Mark. We are enthusiastic about Blue Jay's potential to deliver strong results and further growth opportunities as an independent exploration company, while Riverside continues to focus on building its own pipeline of high-quality assets and partnerships."

"As the founding CEO and Director of Blue Jay Gold, I am thrilled to lead the company in unlocking the potential of our exceptional gold assets," commented Dr. Geordie Mark. "Ontario, with its rich mining history and supportive environment, provides the perfect foundation for discovery and growth. I am confident that Blue Jay will deliver significant value to our shareholders and make a meaningful impact on gold exploration in Canada."

Completion of the Arrangement is subject to a number of conditions, including the following:

- (a) Riverside shareholder approval at the Meeting;
- (b) the approval of the Supreme Court of British Columbia;
- (c) TSX-V approval for the Arrangement by Riverside;
- (d) TSX-V approval for the listing of the Blue Jay Shares upon completion of the Arrangement; and
- (e) completion by Blue Jay of a private placement to raise gross proceeds of up to \$4,000,000.

Upon completion of the Arrangement, it is intended that the senior management of Blue Jay will consist of Geordie Mark, as the Chief Executive Officer, Robert Scott, as the Chief Financial Officer, and Freeman Smith, as the Vice-President, Exploration. Blue Jay's board of directors will consist of Geordie Mark, John-Mark Staude (Chairman) and one or more additional directors. Changes and additions to the management team and board will be made as needed as the Ontario Gold Projects progress.

Additional details of the spin-out transaction will be included in an information circular to be mailed to shareholders of Riverside in February 2025 in connection with the Meeting. The Arrangement is expected to close in the first half of 2025.

Click this link to view John-Mark's bold plans for Riverside Resources in 2025:

<https://www.youtube.com/watch?v=RzYhzXaDt8E>

Blue Jay Completes Seed Round of Financing

Effective December 18, 2024, Blue Jay completed a private placement of 2,735,000 Blue Jay Shares at an issue price of \$0.20 per Blue Jay Share for gross proceeds of \$527,000.00. Following the private placement, Riverside holds 85.02% of the issued and outstanding Blue Jay Shares.

Certain directors and officers of Riverside participated in the private placement, subscribing for 300,000 Blue Jay Shares in the aggregate; each such subscription for the Blue Jay Shares being a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

About Riverside Resources Inc.:

Riverside is a well-funded exploration company driven by value generation and discovery. The Company has over \$4M in cash, no debt and less than 75M shares outstanding with a strong portfolio of gold-silver and copper assets and royalties in North America. Riverside has extensive experience and knowledge operating in Mexico and Canada and leverages its large database to generate a portfolio of prospective

mineral properties. In addition to Riverside's own exploration spending, the Company also strives to diversify risk by securing joint-venture and spin-out partnerships to advance multiple assets simultaneously and create more chances for discovery. Riverside has properties available for option, with information available on the Company's website at www.rivres.com.

Riverside welcomes inquiries, signing up at the Riverside website for more information and contacting the Company at the information below.

ON BEHALF OF RIVERSIDE RESOURCES INC.

"John-Mark Staude"

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