

# Riverside Resources Receives Conditional TSX-V Approval for Spin-Out of Ontario Gold Projects and Engages ICP Securities Inc. for Automated Market Making Services

Vancouver, British Columbia--(Newsfile Corp. - February 24, 2025) - **Riverside Resources Inc. (TSXV: RRI) (OTCQB: RVSDF) (FSE: 5YY) ("Riverside" or the "Company")**, is pleased to announce that it has received the TSX Venture Exchange's conditional approval for the previously announced spin-out of Blue Jay Gold Corp. ("Blue Jay") by way of a statutory plan of arrangement (the "Arrangement") pursuant to the arrangement provisions of the *Business Corporations Act* (British Columbia). The Arrangement will be voted on by Riverside shareholders at its Annual General and Special Shareholder Meeting scheduled for March 31, 2025 (the "Meeting"). This potential share distribution offers Riverside shareholders, prior to the record date, a similar opportunity to the previous Capitan Silver (CAPT.V) spin-out. In that transaction, Riverside shareholders received shares of Capitan Silver, which have since doubled in value compared to their price at the time of the spinout.

The Arrangement aligns with Riverside's strategic plans and key 2025 catalysts, positioning the company for continued progress in the coming months. As part of this strategy, Riverside will retain royalties on each of its Ontario gold projects-Pichette, Oakes, and Duc-adding to its growing portfolio of mineral royalties across the U.S., Canada, and Mexico. Additionally, Riverside is actively working on gold, copper, and rare earth element (REE) projects in British Columbia and Sonora, Mexico, with exploration programs funded by partners. These partnerships provide Riverside with carried interests and potential future royalties, further enhancing long-term value for shareholders. Additional information concerning the Arrangement is contained in Riverside's news release dated January 28, 2025 and will be provided to Riverside shareholders in an information circular in respect of the Meeting.

"The spinout of Blue Jay Gold is an exciting opportunity for Riverside shareholders to gain direct exposure to a new, focused gold exploration company," said John-Mark Staude, CEO of Riverside Resources. "Under the Arrangement, shareholders will receive one share of Blue Jay Gold for every five shares of Riverside held, giving them a stake in a company dedicated to advancing these high-potential Ontario gold projects. We've seen this strategy create additional value in the past. Our previous spinout of Capitan Mining gave shareholders direct ownership in a separate exploration company, and those shares went on to appreciate significantly. By structuring Blue Jay Gold in a similar way, we are unlocking the potential of these assets while allowing Riverside to retain upside through royalties. This approach can provide both immediate and long-term value for our shareholders."

In a recent interview, John-Mark Staude, President of Riverside Resources, and Geordie Mark, CEO of Blue Jay Gold, discuss their 2025 plans, including the upcoming Blue Jay Gold spin-out and exploration initiatives in Ontario and Mexico. Listen to the full conversation here:

<https://www.kereport.com/2025/02/21/riverside-resources-plans-for-2025-blue-jay-gold-spin-out-update-ontario-gold-projects/>.

The Company has taken an additional key step toward completing the spinout with the filing of the National Instrument 43-101 Technical Report for the Pichette Project in Ontario with the TSX Venture Exchange. This report provides scientific data and general context for interested parties to review. The filing aligns with the authorization process for Riverside's planned Blue Jay Gold share spinout, which will be voted on at the AGM at the end of March. A similar approach was used for Capitan Mining.

The Company has engaged the services of ICP Securities Inc. ("ICP") to provide automated market making services, including use of its proprietary algorithm, ICP Premium™, in compliance with the policies and guidelines of the TSX Venture Exchange and other applicable legislation. ICP will be paid a

monthly fee of C\$7,500, plus applicable taxes. The agreement between the Company and ICP was signed with a start date of February 24, 2025, and is for four (4) months (the "Initial Term") and shall be automatically renewed for subsequent one (1) month terms (each month called an "Additional Term") unless either party provides at least thirty (30) days written notice prior to the end of the Initial Term or an Additional Term, as applicable. There are no performance factors contained in the agreement and no stock options or other compensation in connection with the engagement. ICP and its clients may acquire an interest in the securities of the Company in the future.

ICP is an arm's length party to the Company. ICP's market making activity will be primarily to correct temporary imbalances in the supply and demand of the Company's shares. ICP will be responsible for the costs it incurs in buying and selling the Company's shares, and no third party will be providing funds or securities for the market making activities.

### **Qualified Person for the NI 43-101 Report on Pichette Project**

Locke Goldsmith, P Geo, P Eng is the qualified person and independent of the Company for the purpose of this transaction and this technical report which has been submitted to the TSX Venture Exchange.

### **About ICP Securities Inc.**

ICP Securities Inc. is a Toronto based CIRO dealer-member that specializes in automated market making and liquidity provision, as well as having a proprietary market making algorithm, ICP Premium™, that enhances liquidity and quote health. Established in 2023, with a focus on market structure, execution, and trading, ICP has leveraged its own proprietary technology to deliver high quality liquidity provision and execution services to a broad array of public issuers and institutional investors.

### **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](http://www.rivres.com).

ON BEHALF OF RIVERSIDE RESOURCES INC.

"John-Mark Staude"

Dr. John-Mark Staude, President & CEO

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*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*



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