

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of Riverside Resources Inc.:

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Riverside Shareholders**”) of common shares (“**Riverside Shares**”) of Riverside Resources Inc. (“**Riverside**”) will be held at Suite 550 – 800 West Pender Street, Vancouver, British Columbia on March 31, 2025, at 11:00 A.M. (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of Riverside for the fiscal year ended September 30, 2024, together with the report of the auditors thereon;
2. to set the number of directors at five;
3. to elect the directors of Riverside for the ensuing year;
4. to re-appoint Davidson & Company LLP (“**Davidson**”) as the auditor of Riverside for the ensuing fiscal year and to authorize the directors of Riverside to fix the auditor’s remuneration for such fiscal year;
5. to consider, and if deemed advisable, pass an ordinary resolution, substantially in the form set out in the accompanying management information circular (the “**Information Circular**”), re-approving the continued use of Riverside’s stock option plan;
6. to consider and, if deemed advisable, to approve, with or without variation, a special resolution of the Riverside Shareholders (the “**Arrangement Resolution**”) approving a statutory plan of arrangement (the “**Plan of Arrangement**”) pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) among Riverside, the Riverside securityholders and Blue Jay Gold Corp. (“**Blue Jay**”), as more fully described in the Information Circular; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof.

AND TAKE NOTICE that registered Riverside Shareholders have a right of dissent in respect of the proposed Arrangement and to be paid the fair value of their Riverside Shares in accordance with the provisions of the Plan of Arrangement governing the Arrangement and sections 237 to 247 of the BCBCA. The dissent rights are described in the accompanying Information Circular (and specifically in “*Schedule “E” – Dissent Provisions*” as appended to the Information Circular). Failure to strictly comply with required procedure may result in the loss of any right of dissent.

Riverside Shareholders of record at the close of business on February 14, 2025, will be entitled to receive notice of and vote at the Meeting. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

It is desirable that as many Riverside Shares as possible be represented at the Meeting. Whether or not you expect to attend the Meeting, please exercise your right to vote. Please complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all forms of proxy must be deposited at the office of the registrar and transfer agent of Riverside, Endeavor Trust Corporation, Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) or postponement(s) thereof. Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late forms of proxy.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

This notice is accompanied by the Information Circular and either a form of proxy for Registered Holders or a voting instruction form for beneficial Riverside Shareholders, being Riverside Shareholders that beneficially hold their Riverside Shares indirectly through a broker other intermediary.

THE SECURITIES DESCRIBED IN THE ACCOMPANYING INFORMATION CIRCULAR HAVE NOT BEEN RECOMMENDED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES OR ANY CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY PASSED ON THE ACCURACY OR ADEQUACY OF THIS INFORMATION CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The New Riverside Shares, Blue Jay Spinout Shares, Riverside Replacement Options and Blue Jay Options (each as defined in the Information Circular) to be distributed or deemed to be distributed under the Arrangement have not been registered under the United States *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), and are being distributed in reliance on the exemption from registration set forth in Section 3(a)(10) thereof on the basis of the approval of the Court as described in this Information Circular. The solicitation of proxies is not subject to the requirements of Section 14(a) of the United States *Securities Exchange Act of 1934*, as amended (the “**U.S. Exchange Act**”). Accordingly, this Information Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act. Likewise, information concerning the properties and operations of Riverside, including the Pichette-Clist Gold Project, the Oakes Gold Project, and the Duc Gold Project, has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

This notice and the accompanying Information Circular were prepared in accordance with Canadian standards for reporting of mineral resource estimates, which differ from United States standards. In particular, and without limiting the generality of the foregoing, the technical and scientific information contained and incorporated by reference in this notice and the accompanying Circular was prepared in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects (“**NI 43-101**”) under the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum Standards for Mineral Resources and Mineral Reserves, Definitions and Guidelines, which differs from the standards adopted by the U.S. Securities and Exchange Commission (the “**SEC**”) under the U.S. Exchange Act. Accordingly, estimates of the Company’s mineral reserves and mineral resources, and other technical and scientific information included or incorporated by reference in the Prospectus, may differ materially from the information that would be disclosed by a United States company subject to the SEC standards under the U.S. Exchange Act.

DATED at Vancouver, British Columbia this 18th day of February 2025.

BY ORDER OF THE BOARD

(signed) “John-Mark Staude”

John-Mark Staude

President, Chief Executive Officer and Director

Registered Riverside Shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered Riverside Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.