

**FORM 51 – 102F3**  
***Material Change Report***

Item 1      **Name and Address of Company**

Rift Valley Resources Corp.  
500 – 900 West Hastings St.  
Vancouver, BC V6C 1E5

Item 2      **Date of Material Change**

March 20, 2013.

Item 3      **News Release**

On March 21, 2013 the news release was forwarded for dissemination to Stockwatch and was filed on [www.sedar.com](http://www.sedar.com).

Item 4      **Summary of Material Change**

The amalgamation between Avatar Ocean Technology Inc. and Rift Valley Resources Corp. became effective on March 20, 2013. The amalgamation was carried out under the *Business Corporations Act (British Columbia)*. The name of the amalgamated company is Rift Valley Resources Corp.

Item 5      **Full Description of Material Change**

The amalgamation between Avatar Ocean Technology Inc. and Rift Valley Resources Corp. (“Rift”) became effective on March 20, 2013. The amalgamation was carried out under the *Business Corporations Act (British Columbia)*. The name of the amalgamated company is Rift Valley Resources Corp.

The board of directors of Rift consists of Craig Robson, William Grossholz CA, Xian Min (Sam) Peng, Donald Gordon, Donald Bragg and Yanshuang She. Rift is led by Craig Robson, President and Chief Executive Officer, William Grossholz CA, Chief Financial Officer and Secretary and Warren Rob P. Geo, Vice President Exploration

As of the effective date of the amalgamation, each holder of 3.5 (three and one half) shares of Avatar will receive 1 (one) share of the amalgamated company and each 1 (one) share of Rift will be exchanged for one share of the amalgamated company.

The particulars of the amalgamation and supporting agreements and reports are provided in the joint information circular of Avatar and Rift dated January 21, 2013, which is available under Avatar’s profile on [www.sedar.com](http://www.sedar.com).

**Change in Corporate Structure**

The following additional information is provided pursuant to section 4.9 of National Instrument 51-102.

*The Names of the Parties to the Transaction*

Avatar Ocean Technology Inc. and  
Rift Valley Resources Corp.

*Description of the Transaction*

The transaction is an amalgamation pursuant the *Business Corporations Act (British Columbia)* between Avatar Ocean Technology Inc., a reporting issuer, and Rift Valley Resources Corp., a non-reporting issuer. The amalgamated company assumed the name of Rift Valley Resources Corp.

As of the effective date of the amalgamation, each holder of 3.5 (three and one half) shares of Avatar will receive 1 (one) share of the amalgamated company and each 1 (one) share of Rift will be exchanged for one share of the amalgamated company

*Effective Date of the Transaction*

The amalgamation became effective on March 20, 2013.

*The Name of the Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Party*

Rift Valley Resources Corp is the continuing entity as a result of the amalgamation and continues to be a reporting issuer in the provinces of British Columbia, Alberta and Ontario. No party ceased to be a reporting issuer subsequent to the amalgamation.

*The date of the Reporting Issuer's First Financial Year-end after the Transaction*

December 31, 2013.

*The Periods, Including the Comparative Periods, if any, of the Interim Financial Reports and the Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction*

Avatar Ocean Technology Inc. prepared and filed audited financial statements for the period from October 11, 2011 to September 30, 2012, and Rift Valley Resources Corp prepared audited financial statements for the year ended December 31, 2011, and unaudited interim financial statements for the nine months ended September 30, 2012, which financial information was included in the information circular of Avatar Ocean Technology Inc. dated January 21, 2013 and filed on SEDAR on January 22, 2013. Avatar subsequently filed an interim unaudited financial statement for the three months ended December 31, 2012 on SEDAR on March 1, 2013. As such, Rift Valley Resources Corp. is required to file audited financial statements for the year ended December 31, 2012 no later than April 30, 2013.

*Documents Filed under National Instrument 51-102 (NI 51-102) Describing the Transaction and Filing Location:*

<b>Document</b>	<b>Location</b>
News Release dated March 21, 2013, announcing the effective date of the amalgamation	SEDAR profile of Avatar Ocean Technology Inc.
News Release dated February 25, 2013 announcing the shareholder approval of the amalgamation	SEDAR profile of Avatar Ocean Technology Inc.
Joint Management Information Circular dated January 21, 2013 of Avatar Ocean Technology Inc. and Rift Valley Resources Corp.	SEDAR profile of Avatar Ocean Technology Inc.
News Release dated January 18, 2013. announcing the amalgamation agreement between Avatar Ocean Technology Inc. and Rift Valley Resources Corp.	SEDAR profile of Avatar Ocean Technology Inc.

Item 6 **Reliance on Subsection 7.1 (2) or (3) 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:

*“Craig Robson”*

Craig Robson  
President and CEO  
Tel: 778 329 9630

Item 9 **Date of Report**

March 26, 2013.