

**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**  
May 14, 2014.
- Item 3      **News Release**  
On May 14, 2014 the news release was forwarded for dissemination to Stockwatch, was filed the website of the Canadian Securities Exchange and on www.sedar.com.
- Item 4      **Summary of Material Change**  
Rift Valley Resources Corp. (“Rift Valley”) (CNSX – RVR) issued 100,000 common shares pursuant to the CAT Mountain Option Agreement. The number of Rift Valley issued and outstanding common shares increased from 20,491,652 to 20,591,652.
- Item 5      **Full Description of Material Change**  
Rift Valley Resources Corp. (“Rift Valley”) (CNSX – RVR) issued 100,000 common shares pursuant to the CAT Mountain Option Agreement. The number of Rift Valley issued and outstanding common shares increased from 20,491,652 to 20,591,652.
- 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**  
May 14, 2014.