

RIFT VALLEY RESOURCES CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders of Rift Valley Resources Corp. (the “**Corporation**”) will be held at the offices of the Corporation at **Suite 500 – 900 West Hastings Street, Vancouver, B.C. V6C 1E5** on Thursday, June 26, 2014 (the “**Meeting**”), for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2013, together with the report of the auditors thereon;
2. to fix the number of directors at (6);
3. to elect the directors for the following year;
4. to reapprove by ordinary resolution regarding the company’s rolling 10% stock option plan;
5. consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution providing for the appointment of such auditor as the board of directors of the Company shall determine in its sole discretion to serve as auditor of the Corporation for the ensuing year;
6. to authorize the directors to fix the remuneration of the auditors, and
7. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Details of the foregoing matters are contained in the accompanying management information circular of the Corporation.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its executed form of proxy with the Corporation’s transfer agent and registrar, **Computershare Investor Services Inc. (“Transfer Agent”), (Attention: Proxy Department), on or before 10:00 am (Vancouver Time) on Tuesday June 24, 2014.**, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used, or by delivering it to the Chair of the Meeting before the time of voting on the day of the Meeting or any adjournment thereof.

DATED: May 29, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Craig Robson”
Chief Executive Officer