DISCLAIMER FOR FORWARD-LOOKING INFORMATION

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of September 30, 2017. These assumptions, which include, management's current expectations, estimates and assumptions about the global economic environment may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to locate and identify potential business acquisitions, (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

1.1 – Date and Basis of Discussion & Analysis

This management discussion and analysis ("2017 Q3 MD&A") is dated as of November 28, 2017 and should be read in conjunction with the unaudited financial statements of Rift Valley Resources Corp. for the nine month period ended September 30, 2017 ("September 30, 2017 Financial Statements"). The September 30, 2017 Financial Statements are prepared in compliance with International Financial Reporting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

1.2 – Overall Performance

Nature of Business

Rift Valley Resources Corp. was incorporated under the Laws of the Province of British Columbia on December 14, 2009. On March 20, 2013, Rift Valley amalgamated with Avatar Ocean Technology Inc. ("Avatar"), a reporting issuer and continues under the name Rift Valley Resources Corp. (the "Company" or "Rift Valley"). The address of the Company's corporate office and its principal place of business is 6511 Housman Place, Richmond, British Columbia, Canada. The Company's registered and records office address is 804-750 West Pender Street, Vancouver, British Columbia, Canada. As of September 30, 2017 the Company's principal business activity was the evaluation of a wireless service business and other business opportunities.

At September 30, 2017, the Company had not yet achieved profitable operations, had accumulated a deficit of $1,941,834 and had working capital of $360,548, which may not be sufficient to sustain operations over the next twelve months, and the Company expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. However, it is expected that these funds are sufficient to complete its business as discussed in "Financing" below. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and to identify, evaluate and negotiate potential business acquisitions or participation agreements.

Financing

On April 13, 2017, the Company completed a share consolidation on the basis of five pre-consolidation common shares for each post consolidation common share. On May 30, 2017, the Company issued 8,220,000 common shares at $0.05 per share for total proceeds of $411,000. The Company is in the process of raising additional capital in the form of common share subscriptions at $0.075 per consolidated share. The Company has received subscription proceeds of $126,000 related to this offering. Management expects to maintain operating expenses from working capital on hand and from the current financing.

Metrolink Letter of Intent

On March 22, 2017, the Company entered into a non-binding letter of intent to acquire 100% of the issued and outstanding common shares of Metrolink Solutions Inc. in exchange for 58,109,592 common shares of the Company. The shares will be issued over three years as follows:

	Number of common shares
Upon signing	3,486,576
First year anniversary	8,135,343
Second year anniversary	17,432,877
Third year anniversary	29,054,796
Total	58,109,592

1.3 – Selected Annual Information – N/A

1.4 – Results of Operations

Operations during the nine months ended September 30, 2017 were primarily related to obtaining the necessary financing, as well as continuing the identification and evaluation of future potential projects.

There were no investor relations arrangements entered into during the nine months ended September 30, 2017. There were no legal proceedings, contingent liabilities, and defaults under debt or other contractual obligations, breach of any laws or special resolutions during the nine months ended September 30, 2017.

During the nine months ended September 30, 2017, the Company incurred operating expenses of $264,954 (2016 – $21,264), consisting of stock based compensation of $130,000 (2016 – $nil), consulting fees of $88,336 (2016 – $nil), professional fees of $20,922 (2016 – $7,000), office and miscellaneous of $7,145 (2016 – $70), transfer agent of $6,520 (2016 – $3,752), exchange fees of $5,000 (2016 – $5,150), travel and promotion of $4,263 (2016 – $nil), and filing fees of $2,768 (2016 – $5,292). Stock based compensation arose as a result of incentive options to directors, officers and consultants in September 2017. There were no options issued in 2016. Consulting fees and professional fees were higher in 2017 due to the preparation for the Metrolink transaction noted in section 1.2 above. Office expenses, transfer agent costs and travel and promotion were higher in 2017 due to the financing and change of transfer agents noted in 1.2 above. Filing fees were lower in 2017 due to a timing difference in the recording of these expenses. The remaining costs were generally consistent with the prior period.

During the three months ended September 30, 2017, the Company incurred operating expenses of $173,153 (2016 – $4,150), consisting of stock based compensation of $130,000 (2016 – $nil), consulting fees of $36,336 (2016 – $nil), professional fees of $1,990 (2016 – $nil), office and miscellaneous of $819 (2016 – $15), transfer agent of $925 (2016 – $2,135), filing fees of $nil (2016 – $nil), travel and promotion of $1,583 (2016 – $nil), and exchange fees of $1,500 (2016 – $2.000). Stock based compensation arose as a result of incentive options to directors, officers and consultants in September 2017. There were no options issued in 2016. Consulting fees and professional fees were higher in 2017 due to the preparation for the Metrolink transaction noted in section 1.2 above. Office expenses and travel and promotion were higher in 2017 due to the financing and change of transfer agents noted in 1.2 above. Transfer agent costs were lower in 2017 due to a timing difference in the recording of these expenses. The remaining costs were generally consistent with the prior period.

1.5 – Summary of Quarterly Results (Unaudited)

As at	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16	30-Jun-16	31-Mar-16	31-Dec-15
	$	$	$	$	$	$	$	$
Current Assets	365,465	288,563	14,187	2,284	2,669	3,926	11,091	13,958
Other Assets	20,625	20,301	20,301	20,301	20,301	20,301	20,301	20,301
Mineral Assets	-	-	-	-	-	-	-	-
Total Assets	386,090	308,864	34,488	22,585	22,970	24,227	31,392	34,259
Current Liabilities	4,917	10,862	16,975	32,782	22,249	19,356	19,698	12,274
Decommission Liability	20,625	20,301	20,301	20,301	20,301	20,301	20,301	20,301
Shareholders' Equity	2,302,382	2,046,382	1,718,882	1,646,382	1,646,382	1,646,382	1,646,382	1,646,382
Deficit	(1,941,834)	(1,768,681)	(1,721,670)	(1,676,880)	(1,665,962)	(1,661,812)	(1,654,981)	(1,644,698)
Total Liabilities and Shareholders' Equity	386,090	308,864	34,488	(30,498)	4,150	24,227	31,392	34,259

Quarters ended	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16	30-Jun-16	31-Mar-16	31-Dec-15
Revenue	-	-	-	-	-	-	-	-
Operating Expenses	173,153	47,011	44,790	13,543	4,150	6,832	10,282	6,664
Write off Project Costs	-	-	-	-	-	-	-	435,901
Loss and Comprehensive Loss for Period	173,153	47,011	44,790	13,543	4,150	6,832	10,282	442,565
Basic and diluted loss per share	(0.02)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.09)
Weighted average number of common shares outstanding	8,591,737	6,280,761	4,918,330	4,918,330	4,918,330	4,918,330	4,918,330	4,684,997

The operating expenses were generally consistent except for the listing expenses incurred related to the amalgamation and the travel to conferences related to capital raising activities described above.

In December, 2015, the Company allowed the CAT Mountain option to lapse and impaired all prior costs at 2015 year end.

1.6 – Liquidity and Capital Resources

The Company is evaluating new business opportunities and therefore has incurred losses and negative cash flows from operations. The Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placement. The Company's ability to raise cash depends on capital market conditions, commodities price, and the results of ongoing exploration programs. There is no assurance that the Company will be able to obtain any additional financing on terms acceptable to the Company. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors, including evaluating new business opportunities.

1.6 – Liquidity and Capital Resources (continued)

There can be no certainty that the Company's existing cash balances or that the proceeds from the issuance of its common shares will provide sufficient funds for all of the Company's cash requirements. Should the need arise, the Company may pursue other financing options or rely on joint venture partners to supply some of funds required to explore and develop any acquisitions. There is no assurance that the Company will be successful in obtaining the funds it may require for its program or that the terms of any financing obtained will be acceptable.

The Company's business premises are currently located at 6511 Housman Place, Richmond. The Company has no commitments for operations or capital expenditures as at September 30, 2017. As at September 30, 2017, the Company had cash and cash equivalents on hand of $67,434 (2016 – $2,449).

During the nine months ended September 30, 2017, cash used in operating activities was $460,490 (2016 – $10,993), cash provided by (used) in investing activities was $nil (2016 – $nil), cash increased by financing activities was $526,000 (2016 – $nil). The increase in cash used in operating activities is primarily related to operating expenses of $134,954 and advances to Metrolink Solutions Inc. of $296,373. The increase in cash provided by financing activities is primarily related to the financing detailed in 1.2 above.

Shareholder's equity as at September 30, 2017 was $360,548 (2016 – deficit $19,580). The Company will need to raise additional sources of funding to maintain operations at the currently level. Although the Company has been successful in the past in rising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

1.7 – Capital Resources

The capital resources of the Company as at September 30, 2017 are primarily its cash and cash equivalents of $67,434 (2016 – $2,449). The Company will require additional financing to fund any anticipated operating expenses or future acquisitions. The Company anticipates funding future expenditures through additional equity subscriptions, such as private placements or through the exercise of warrants and options. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or for the amounts desired or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is evaluating various business opportunities that ideally will increase the Company's positive cash flow.

If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock.

1.8 – Off Balance Sheet Arrangements

As at September 30, 2017, there were no off-balance sheet arrangements to which the Company was committed.

1.9 – Transactions with Related Parties

The Company had the following balances and transactions with executive officers or companies controlled by these officers for the nine months ended September 30, 2017:

	September 30, 2017	September 30, 2016
Transactions:		
Fees paid to President	$ 28,000	$ Nil
Fees paid to Vice President	$ 26,650	$ Nil
Fees paid to a Director	$ 3,300	$ Nil
Transactions:		
Stock based compensation to President	$ 25,000	$ Nil
Stock based compensation to Vice President	$ 25,000	$ Nil
Stock based compensation to a Director	$ 25,000	$ Nil
Stock based compensation to a Director	$ 15,000	$ Nil
Stock based compensation to a Director	$ 10,000	$ Nil
Stock based compensation to a Director	$ 5,000	$ Nil
Balances:		
Accounts Payable:	$ 125	$ Nil

There were no other transactions with related parties except as noted in 1.2 above and 1.15 below.

***1.10 – Fourth Quarter* – N/A**

1.11 – Proposed Transactions

With the exception of the subscriptions received and the Metrolink Letter of Intent detailed in 1.2 above, the Company has no pending or proposed transactions at September 30, 2017.

1.12 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates in Note 3 of the December 31, 2016 Financial Statements.

1.13 – Changes in Accounting Policies – International Financial Reporting Standards ("IFRS")

The Company does not foresee any material changes due to IFRS changes which are not yet effective. See Note 3 (q) of the December 31, 2016 Financial Statements.

Future Changes in Accounting Policies

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective for annual periods on or after January 1, 2017:

IAS 1 – *Presentation of Financial Statements*

In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

IAS 16 – *Property, Plant and Equipment* and IAS 38 – *Intangible Assets*

In May 2014, the IASB issued amendments to IAS 16 and IAS 38. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

IFRS 9 *Financial Instruments* - In November 2009, as part of the IASB project to replace IIAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 *Financial Instruments*, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

IFRS 16 Leases - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

1.14 – Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. The Company's financial instruments are exposed to the following risks:

Credit Risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash and cash equivalents amounting to $67,434 at September 30, 2017. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible. Amounts recoverable as at September 30, 2017 include GST receivable of $1,658 due from the Canadian government. Advances receivable as at September 30, 2017 of $296,373 are funds advanced to Metrolink Solutions Inc. related to the non-binding Letter of Intent outlined in section 1.2 above.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet operating accounts payable requirements. The Company has maintained sufficient cash balances to meet these needs at September 30, 2017.

Foreign Exchange Risk

The Company has virtually no foreign exchange risk as all its activities are carried out in Canada and all its financial assets and liabilities are denominated in Canadian dollars.

Price Risk

The Company is not exposed to price risk. The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair values due to the short maturity of those instruments. There are no incomes, expenses, gains or losses associated with the financial instruments.

Interest Rate Risk

The Company has been exposed to interest rate risk on its cash and cash equivalents. The majority of these deposits have been in discounted instruments with pre-determined fixed yields. Interest rate movements will affect the fair value of these instruments so the Company manages maturity dates of these instruments to match cash flow needs, enabling realization at no loss in almost all cases. Unrealized gains and losses are reported in other comprehensive income. At September 30, 2017, the Company maintained all of its cash balance either on deposit in a chequing account or in a GIC permitting early redemption with a major Canadian bank.

1.15 – Other MD&A Requirements

Share Capital

The total number of common shares issued and outstanding as at September 30, 2017 was 13,138,330.

Disclosure of Outstanding Share Data

i) Authorized: Unlimited common shares without par value

ii) Common Shares Issued:

	Issue Price	Number of Shares	Proceeds
Founders' Shares	$0.005	7,500,000	$ 37,500
Stock Based Compensation	-	-	$ 112,500
Founders' Shares	$0.020	625,000	$ 12,500
Private Placement	$0.050	1,000,000	$ 50,000
Property Acquisition	$0.050	500,000	$ 25,000
Private Placement	$0.075	6,396,667	$ 479,750
Private Placement	$0.150	1,603,333	$ 240,500
Private Placement	$0.150	666,667	$ 100,000
Private Placement	$0.200	100,000	$ 20,000
Shares cancelled on amalgamation	-	(18,391,667)	$ -
New shares issued on amalgamation	-	18,391,667	$ -
Issued for Avatar shares	$0.200	1,999,985	$ 399,997
Property Acquisition	$0.200	100,000	$ 20,000
Property Acquisition	$0.010	100,000	$ 1,000
Private Placement	$0.030	3,900,000	$ 117,000
Property Acquisition	$0.005	100,000	$ 500
One for Five Consolidation		(19,673,320)	$ -
Private Placement	$0.050	8.220,000	$ 411,000
Total		13.138,330	$2,027,247

As at the date of this report there were no stock options or warrants outstanding.

RISK FACTORS AND UNCERTAINTIES

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties, currently in British Columbia, Canada. Due to the nature of the Company's business and the present stage of exploration of its mineral properties (which are primarily early stage exploration properties with no known resources or reserves), many risk factors will apply. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company may also impair the business operations.

Going Concern and Financing Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Insufficient Financial Resources

The Company does not presently have sufficient financial resources to meet obligations when they become due, undertake by itself the acquisition, exploration and development of all of its planned acquisition, exploration and development programs. Future property acquisitions and the development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing, short or long term borrowings or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

General Economic Conditions

The recent events in global financial markets have had a profound impact on the global economy. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. These factors could have a material adverse effect on the Company's financial condition and results of operations.

Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out its projects, on reasonable terms or at all. Delays, or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company.

RISK FACTORS AND UNCERTAINTIES (continued)

Dependence on Others and Key Personnel

The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its mineral properties; (ii) the ability to produce minerals from any mineral deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

Government Regulation

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to prospecting, development, production, environmental protection, mining taxes, labor standards, property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Share Price Volatility

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of our Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

Dilution to the Company's Existing Shareholders

The Company will require additional equity financing to be raised in the future. The Company may issue securities at less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on November 28, 2017.