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 December 31, 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. Unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new events, circumstances and information, future events or results 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 YE MD&A") is dated as of April 30, 2018 and should be read in conjunction with the audited financial statements of Rift Valley Resources Corp. for the year ended December 31, 2017 ("December 31, 2017 Financial Statements"). The December 31, 2017 Financial Statements are prepared in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

1.2 – Overall Performance

Nature of Business

Rift Valley Resources Corp. (the "Company" or "Rift Valley") 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 . 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 December 31, 2017 the Company's principal business activity was the evaluation of a wireless service business and other business opportunities.

1.2 – Overall Performance (continued)

Nature of Business (continued)

At December 31, 2017, the Company had not yet achieved profitable operations, had accumulated a deficit of $1,997,567 (2016 –- 1,676,881) and had working capital of $504,016 (2016 –- 30,498), 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. On December 6, 2017, the 300,000 common shares for total proceeds of $22,000. On December 19, 2017, the Company issued 4,014,999 common shares for total proceeds of $301,125. The Company incurred $12,800 of share issue costs related to the above issuances. Subsequent to the year ended December 31, 2017, the Company issued 1,235,000 common shares for total proceeds of $92,625.

Metrolink Letter of Intent

Metrolink Solutions Inc. ("Metrolink") owns the rights to a rapidly deployable, low cost, moveable wireless telecommunications solution that is ideal for remote locations and disaster relief situations.

On March 22, 2017, the Company entered into a non-binding letter of intent ("LOI") to acquire 100% of the issued and outstanding common shares of Metrolink in exchange for 58,109,592 common shares of the Company.

On March 20, 2018, the Company and Metrolink agreed to revise the LOI such that the Company will acquire an undivided 100% interest in 1154525 B.C. Ltd. ("Metrolink Sub"), a wholly owned subsidiary of Metrolink in exchange for 10,000,000 shares of Rift Valley, cancellation of up to $500,000 in advances from Rift Valley to Metrolink and a 10% royalty on Gross Sales. As at December 31, 2017, the Company had advanced $477,027 to Metrolink. Subject to a definitive agreement and regulatory approval(s), the acquisition of the Metrolink Sub will grant Rift Valley the exclusive rights to manufacture, market, sell and distribute QwikCom mobile communication units within the geographical areas of the United States, Caribbean islands and nations and the adjacent Atlantic islands and nations.

1.3 – Selected Annual Information

As at	31-Dec-17	31-Dec-16	31-Dec-15
Current Assets	512,680	2,284	13,958
Mineral Assets	-	-	-
Other Assets	20,625	20,301	20,301
Total Assets	533,305	22,585	34,259
Current Liabilities	8,664	32,782	12,274
Decommissioning Liability	20,625	20,301	20,301
Share Capital and Contributed Surplus	2,498,208	1,646,384	1,646,382
Subscriptions Received in Advance	3,375	-	-
Deficit	(1,997,567)	(1,676,881)	(1,644,698)
Total Liabilities and Shareholders' Equity	533,305	22,585	34,259

Years ended	31-Dec-17	31-Dec-16	31-Dec-15
Revenue	-	-	-
Operating Expenses	320,686	32,182	43,469
Project Costs	-	-	435,901
Loss and Comprehensive Loss for Period	320,686	32,182	479,370
Basic and diluted loss per share	(0.0032)	(0.005)	(0.100)
Weighted average number of common shares outstanding	9,912,791	4,918,330	4,684,997

1.4 – Results of Operations

Operations during the year ended December 31, 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 year ended December 31, 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 year ended December 31, 2017.

During the year ended December 31, 2017, the Company incurred operating expenses of $320,686 (2016 – $32,182), consisting of stock based compensation of $130,000 (2016 – $nil), consulting fees of $136,610 (2016 – $10,500), professional fees of $23,922 (2016 – $7,378), office and miscellaneous of $5,018 (2016 – $185), transfer agent of $7,070 (2016 – $4,602), exchange fees of $6,950 (2016 – $6,850), travel and promotion of $7,056 (2016 – $nil), and filing fees of $4,060 (2016 – $5,292) . Stock based compensation arose as a result of stock options granted to directors, officers and consultants in September 2017. There were no options granted in 2016. Consulting fees and professional fees were higher in 2017 due to preparation for the Metrolink transaction. Office expenses, transfer agent costs and travel and promotion were higher in 2017 due to increased financing activities and change of transfer agents. The remaining costs were generally consistent with the prior period.

1.5 – Summary of Quarterly Results (Unaudited)

As at	31-Dec-17	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16	30-Jun-16	31-Mar-16
	$	$	$	$	$	$	$	$
Current Assets	512,680	365,465	288,563	14,187	2,284	2,669	3,926	11,091
Other Assets	20,625	20,625	20,301	20,301	20,301	20,301	20,301	20,301
Mineral Assets	-	-	-	-	-	-	-	-
Total Assets	533,505	386,090	308,864	34,488	22,585	22,970	24,227	31,392
Current Liabilities	8,664	4,917	10,862	16,975	32,782	22,249	19,356	19,699
Decommission Liability	20,625	20,625	20,301	20,301	20,301	20,301	20,301	20,301
Shareholders' Equity	2,501,583	2,302,382	2,046,382	1,718,882	1,646,382	1,646,382	1,646,382	1,646,382
Deficit	(1,997,567)	(1,941,834)	(1,768,681)	(1,721,670)	(1,676,880)	(1,665,962)	(1,661,812)	(1,654,980)
Total Liabilities and Shareholders' Equity	533,505	386,090	308,864	34,488	22,585	22,970	24,227	31,392

Quarters ended	31-Dec-17	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16	30-Jun-16	31-Mar-16
Revenue	-	-	-	-	-	-	-	-
Operating Expenses	55,733	173,153	47,011	44,790	13,543	4,150	6,832	10,282
Loss and Comprehensive Loss for Period	55,733	173,153	47,011	44,790	10,918	4,150	6,832	10,282
Basic and diluted loss per share	(0.00)*	(0.02)	(0.00)*	(0.00)*	(0.00)*	(0.00)*	(0.00)*	(0.00)*
Weighted average number of common shares outstanding	13,113,707	13,138,500	7,628,221	4,918,330	4,918,330	4,918,330	4,918,330	4,918,330

* Denotes a loss of less than $0.01 per share.

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 common shares for cash, through private placement. The Company's ability to raise cash depends on various capital market conditions. 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 evaluation of 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 evaluate any acquisitions. There is no assurance that the Company will be successful in obtaining the funds it may require to sustain operations or that the terms of any financing obtained will be acceptable.

The Company's business premises are currently located at 6511 Housman Place, Richmond. As at December 31, 2017, the Company had cash and cash equivalents on hand of $21,517 (2016 – $1,924).

During the year ended December 31, 2017, cash used in operating activities was $218,455 (2016 – $11,518), cash provided by (used) in investing activities was $477,027 (2016 – $nil), cash provided by financing activities was $715,075 (2016 – $nil). The increase in cash used in operating activities is primarily related to increased operating expenses. The increase in cash used in investing activities is primarily related to advances to Metrolink Solutions Inc. The increase in cash provided by financing activities is primarily related to proceeds received from private placements.

Shareholder's equity as at December 31, 2017 was $504,016 (2016 – $30,498 deficiency). The Company will need to raise additional capital to maintain operations at the current level. Although the Company has been successful in the past in raising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

1.7 – Off Balance Sheet Arrangements

As at December 31, 2017, there were no off-balance sheet arrangements to which the Company was committed.

1.8 – Transactions with Related Parties

The Company had the following balances and transactions with executive officers or companies controlled by these officers for the year ended December 31, 2017:

	December 31, 2017	December 31, 2016
Transactions:		
Fees paid to Craig Robson	$ 39,000	$ 2,500
Fees paid to Thomas Robertson	$ 36,150	$ Nil
Fees paid to a Nadwynn Sing	$ 3,300	$ Nil
Transactions:		
Stock based compensation to Craig Robson	$ 25,000	$ Nil
Stock based compensation to Thomas Robertson	$ 25,000	$ Nil
Stock based compensation to a Nadwynn Sing	$ 25,000	$ Nil
Stock based compensation to a Thomas Kennedy	$ 15,000	$ Nil
Stock based compensation to a Donald Gordan	$ 10,000	$ Nil
Stock based compensation to a Donald Bragg	$ 5,000	$ Nil
Balances:		
Accounts Payable: Craig Robson	$ 273	$ Nil
Accounts Payable: Thomas Robertson	$ 325	$ Nil

1.9 – Fourth Quarter

During the three months ended December 31, 2017, the Company incurred operating expenses of $55,732 (2016 – $15,543), consisting of consulting fees of $48,274 (2016 – $10,500), professional fees of $3,000 (2016 – $378), office and miscellaneous of $(2,127) (2016 – $115), transfer agent of $550 (2016 – $849), filing fees of $1,292 (2016 – $nil), travel and promotion of $2,793 (2016 – $nil), and exchange fees of $1,950 (2016 – $1,700).

2.0 – Proposed Transactions

The Company has signed a Letter of Intent to license the Metrolink telecommunications technology, more fully described in section 1.2 above.

2.1 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates in Note 3 of the December 31, 2017 Financial Statements.

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

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 issued but not yet effective:

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 15 - *Revenue from Contracts with Customers* - On May 28, 2014 the IASB issued IFRS 15, "Revenue from contracts with customers". IFRS 15 will replace IAS 11, "Construction contracts", IAS 18, "Revenue", IFRIC 13, "Customer loyalty programmes", IFRIC 15, "Agreements for the construction of real estate", IFRIC 18, "Transfers of assets from customers" and SIC 31, "Revenue – barter transactions involving advertising services". The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time; or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs.

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

Future Changes in Accounting Policies (continued)

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 new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15, "Revenue from contracts with customers" at or before the date of initial adoption of IFRS 16.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the new standards, however, there may be enhanced disclosure requirements.

2.4 – Financial Instruments and Other Instruments

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk on cash the Company places the instrument with financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk, the Company maintains a balance between continuity of funding and exploration activity. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

2.5 – Other MD&A Requirements

Share Capital

The authorized share capital consists of an unlimited common shares without par value.

The total number of common shares issued and outstanding as at December 31, 2017 was 17,453,329.

The total number of common shares issued and outstanding as at April 30, 2018 was 18,688,329.

As at April 30, 2018 there were no warrants outstanding and 1,725,000 stock options outstanding.

RISK FACTORS AND UNCERTAINTIES

The Company is pursuing the evaluation of a wireless service business and other business opportunities. Due to the nature of the Company's business and the present stage of its activities, 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 to sustain operations. Although the Company has been successful in the past in obtaining financing through the issuance of common shares, there can be no assurance that it will be able to obtain the necessary financing and raise capital sufficient to cover its operating costs.

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.

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 the ability to design, construct and operate telecom activities. 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 development, production, environmental protection, 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 properties in which it has previously had an interest.

RISK FACTORS AND UNCERTAINTIES (continued)

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, 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 April 30, 2018.