

**STATEMENT OF EXECUTIVE COMPENSATION**  
**RIFT VALLEY RESOURCES CORP.**  
**(THE “COMPANY”)**  
**(FOR THE YEAR ENDED DECEMBER 31, 2017)**

For the purposes of this Statement of Executive Compensation, a Named Executive Officer (“NEO”) of the Company means each of the following individuals:

- (a) a CEO of the Company, or an individual who acted in a similar capacity during the year ended December 31, 2017, regardless of the amount of compensation;
- (b) a CFO of the Company, or an individual who acted in a similar capacity during the year ended December 31, 2017, regardless of the amount of compensation;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

During the year ended December 31, 2017, the Company had three NEOs: Craig Robson, President and CEO of the Company, Donald Gordon, CFO and Thomas Robertson Vice President of the Company.

The total compensation awarded, paid to or earned by the NEOs from the Company for the three most recently completed years of the Company is set out below in the Summary Compensation Table.

**Compensation Discussion and Analysis**

*Compensation, Philosophy and Objectives*

The Company does not have a formal compensation program. The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company’s compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management’s interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers, as hereinafter defined, is fair and reasonable. The Board relies on the experience of its members as officers and directors with other junior mining companies in assessing compensation levels.

*Analysis of Elements*

Base salary is used to provide the NEOs a set amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO’s efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Company’s stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company’s stock option plan (the “**Plan**”).

*Long Term Compensation and Option-Based Awards*

The Company has no long-term incentive plans other than its Plan. The Company’s directors and officers and certain consultants are entitled to participate in the Plan. The Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Plan aligns the interests of the NEOs and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company’s common shares.

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the Canadian Securities Exchange (the “CSE”) from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

### Summary Compensation Table

The following table sets forth compensation paid to each of the Company’s NEOs in the completed financial years ended December 31, 2015, 2016 and 2017:

Name and principal position	Year <sup>(1)</sup>	Fees (\$)	Share-based awards (\$) <sup>(2)</sup>	Option-based awards (\$) <sup>(3)</sup>	Non-equity incentive plan compensation (\$) <sup>(4)</sup>		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Craig Robson <sup>(5)</sup> CEO	2017	39,000	Nil	25,000	Nil	Nil	Nil	Nil	64,000
	2016	2,500	Nil	Nil	Nil	Nil	Nil	Nil	2,500
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Donald Gordon <sup>(6)</sup> CFO	2017	Nil	Nil	10,000	Nil	Nil	Nil	Nil	10,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Thomas Robertson <sup>(7)</sup> Vice-President	2017	36,150	Nil	25,000	Nil	Nil	Nil	Nil	61,150
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Financial years ended December 31.

(2) “Share-based Awards” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

(3) “Option-based Awards” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

(4) “Non-equity Incentive Plan Compensation” includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

(5) Mr. Robson has served as CEO of the Company from March 20, 2013 to June 12, 2018 and as Vice-President from June 12, 2018 to present. Craig Robson has served as a director from March 20, 2017 to present.

(6) Mr. Gordon has served as a Director since March 20, 2013 and CFO of the Company from February 29, 2016 to present.

(7) Mr. Robertson has served as Vice President of the Company from January 3, 2017 to present.

### Employment and Consulting Contracts

On June 12, 2017, the Company executed a consulting agreement with the Craig Robson. The agreement provides for a consulting fee of \$3,500 per month for a fixed five (5) year period, commencing June 12, 2017. The Company has no other employment or consulting contracts in place with its directors or senior management.

## Director Compensation

There are no arrangements under which directors were compensated by the Company and its subsidiaries during the most recently completed financial year for their services in their capacity as directors or consultants, other than the granting of options to purchase common shares as set out below.

The following table sets out compensation provided to the directors of the Company as at the fiscal year ended December 31, 2017, excluding a director who is already set out in the disclosure for an NEO for the Company.

Name	Year	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Nadwynn Sing <sup>(1)</sup>	2017	\$3,300	Nil	Nil	Nil	Nil	Nil	\$3,300
Yanshuang She <sup>(2)</sup>	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sam Xian Min Peng <sup>(3)</sup>	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Donald Bragg <sup>(4)</sup>	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Mr. Sing has served as a Director of the Company from April 3, 2017 to present.
- (2) Mr. She served as a director of the Company from March 20, 2013 to June 27, 2017.
- (3) Mr. Peng served as a director of the Company from February 29, 2016 to April 3, 2017.
- (4) Mr. Bragg served as a director of the Company from March 20, 2013 to June 4, 2018.

## INCENTIVE PLAN AWARDS

### Option-Based Awards

An option based award is in the form of an incentive stock option plan. The objective of the incentive stock option is to reward NEOs, employees, consultants and directors for their individual performance at the discretion of the Board.

The Company will maintain its formal Plan, under which stock options will be granted and may be granted to purchase a number equal to 10% of the Company's issued capital from time to time.

The Plan will be administered by the Board and the process to grant option-based awards to executive officers will be within the discretion of the directors.

All previous grants of option-based awards will be taken into account when considering new grants.

### Outstanding option-based awards

The Company has a formal Stock Option Plan, previously approved by the shareholders of the Company. During the financial year ended December 31, 2017 the following stock options were outstanding to the NEOs:

Name and Principal Position	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$/Security)	Option Expiration Date	Value of Unexercised in-the-money Options
Craig Robson <sup>(1)</sup> CEO	250,000	\$0.10	September 7, 2022 <sup>(7)</sup>	25,000
Donald Gordon <sup>(2)</sup> CFO	100,000	\$0.10	September 7, 2022 <sup>(7)</sup>	10,000
Thomas Robertson <sup>(3)</sup> Vice-President	250,000	\$0.10	September 7, 2022 <sup>(7)</sup>	25,000

- (1) Mr. Robson has served as CEO of the Company from March 20, 2013 to June 12, 2018 and as Vice-President from June 12, 2018 to present. Craig Robson has served as a director from March 20, 2017 to present.
- (2) Mr. Gordon has served as a Director since March 20, 2013 and CFO of the Company from February 29, 2016 to present.
- (3) Mr. Robertson has served as Vice President of the Company from January 3, 2017 to present.
- (4) The Company granted 1,050,000 options to related parties and an additional 250,000 to consultants on September 7, 2017. The options are exercisable at \$0.10 per share for a period of five years.

## Option-Based Awards – Value Vested or Earned

The following table sets forth details of the value of option-based awards that vested or were earned during the most recently completed financial year ended December 31, 2017:

Name	Option-based awards- Value vested during the year (\$)
<b>Craig Robson</b> <sup>(1)</sup> CEO	25,000
<b>Donald Gordon</b> <sup>(2)</sup> CFO	10,000
<b>Thomas Robertson</b> <sup>(3)</sup> CFO	25,000
<b>Nadwynn Sing</b> <sup>(4)</sup> Director	25,000
<b>Thomas Kennedy</b> <sup>(5)</sup> Director	15,000
<b>Donald Bragg</b> <sup>(6)</sup> Director	5,000

- (1) Mr. Robson has served as CEO of the Company from March 20, 2013 to June 12, 2018 and as Vice-President from June 12, 2018 to present. Craig Robson has served as a director from March 20, 2017 to present.
- (2) Mr. Gordon has served as a Director since March 20, 2013 and CFO of the Company from February 29, 2016 to present.
- (3) Mr. Robertson has served as Vice President of the Company from March 20, 2017 to present.
- (4) Mr. Sing has served as a Director of the Company from April 3, 2017 to present.
- (5) Mr. Kennedy has served as a Director of the Company from December 12, 2016 to present.
- (6) Mr. Bragg has served as a Director of the Company from March 20, 2013 to June 4, 2018.

## Pension Plan Benefits

The Company does not provide retirement benefits for directors and executive officers. No funds were set aside or accrued by the Company during the financial years ended December 31, 2015, 2016, and 2017 to provide pension, retirement or similar benefits for the Company's directors or officers pursuant to any existing plan provided or contributed to by the Company or its subsidiaries.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

### Termination and Change of Control Benefits

The Company does not have any plan contract, agreement or plan of arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change in control of the Company or a change in the NEO's responsibilities.

The Company has no formal employment or consulting agreements with any other of its NEOs which provide for termination or change of control benefits.

## DIRECTOR COMPENSATION

### Director Compensation Table

The Company compensates its directors through the payment of board fees and the issuance of option grants. NEOs do not receive additional compensation for serving as directors. There were 450,000 option-based awards granted to directors who are not NEOs during the financial year ended December 31, 2017. There were no awards outstanding to any director of the Company as at the financial years ended December 31, 2015 and 2016.

### Outstanding Option-Based Awards

There were 450,000 option-based awards were outstanding at December 31, 2017. There were no awards outstanding to any director of the Company as at the financial years ended December 31, 2015 and 2016.

The Company does not compensate its directors in their capacities as such, although directors of the Company will be reimbursed for their expenses incurred in connection with their services as directors and may be issued stock options from time to time at the discretion of the Board. It is anticipated that the Company will implement a compensation plan for its directors which will be consistent with industry standards.

**Narrative Discussion**

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments during the financial years ended December 31, 2015, 2016, and 2017.

The Company has a Plan for the granting of incentive stock options to the directors, officers, employees and consultants. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors, officers, employees and consultants and to closely align the personal interests of such persons to that of the shareholders.