

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Rift Valley Resources Corp. (the “**Company**”)  
Suite 804 – 750 West Pender Street  
Vancouver, BC, V6C 2T7

**Item 2: Date of Material Change**

August 1, 2018.

**Item 3: News Release**

A news release was issued and disseminated on August 1, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that further to its previous news release, wherein the Company announced a private placement (the “**Private Placement**”) of up to 15,000,000 units (the “**Units**”) at \$0.075 per Unit, the Company is closing on the first tranche.

**Item 5: Full Description of Material Change**

The Company announced that further to its previous news release, wherein the Company announced a Private Placement of up to 15,000,000 Units at \$0.075 per Unit, the Company is closing on the first tranche. This first tranche has raised a total of \$275,000 from the sale of 3,666,668 Units. (Partial Units are rounded up to the next full Unit).

Each Unit consists of 1 common share in the capital stock of the Company and one-half (1/2) share purchase warrant (the “**Warrants**”) with each whole Warrant permitting the holder to purchase an additional share at \$0.15 per Share.

The net proceeds from this and subsequent tranches of the Private Placement of Units will be used for on-going due diligence and project development of Metrolink Solutions Inc.’s communication systems business opportunity as mentioned in previous news releases as well as general and administrative costs.

All of the securities issued in connection with the private placement will be subject to a four month hold period from the closing date under applicable securities legislation. Completion of the private placement will be subject to a number of conditions including the approval of the Canadian Securities Exchange.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

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**Item 9: Date of Report**

August 1, 2018.