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, 2018. 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 ("2018 Q2 MD&A") is dated as of November 29, 2018 and should be read in conjunction with the unaudited financial statements of Rift Valley Resources Corp. for the nine month period ended September 30, 2018 ("September 30, 2018 Financial Statements"). The September 30, 2018 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. (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 501-525 Seymour Street, Vancouver, 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, 2018 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

At September 30, 2018, the Company had not yet achieved profitable operations, had accumulated a deficit of $2,260,638 (2017 – $1,997,567) and had working capital of $855,045 (2017 – $504,016), consisting primarily of advances receivable, 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.

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 common shares of the Company. On March 29, 2018, the March 22, 2017 letter of intent was revised to be limited to distribution rights to certain technologies. On July 27, 2018, the Company and Metrolink entered into another revised letter of intent (the "LOI") that replaces all previous letters of intent between them. The LOI is for the Company to acquire 100% of the issued and outstanding common shares of Metrolink Solutions Inc. in exchange for 57,490,592 common shares of the Company. The LOI allows for the share exchange to be determined by a valuation report or fairness opinion acceptable to the Canadian Securities Exchange. The LOI allows for a finder's fee of 10%.

Financing

The Company intends to complete the Metrolink LOI and a concurrent financing. The Company plans to close interim financing as required for operations until that time. On March 29, 2018, the Company issued 1,235,000 common shares for total proceeds of $92,625. On August 1, 2018, the Company issued 3,666,667 common shares for total proceeds of $275,000. On August 1, 2018, the Company issued 2,498,000 common shares for total proceeds of $187,350.

1.3 – Selected Annual Information – N/A

1.4 – Results of Operations

Operations during the interim nine months ended September 30, 2018 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, 2018. 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, 2018.

1.4 – Results of Operations (continued)

During the nine months ended September 30, 2018, the Company incurred operating expenses of $263,071 (2017 – $264,954), consisting of consulting fees of $177,320 (2017 – $89,749), stock based compensation of $42,500 (2017 – $130,000), professional fees of $18,763 (2017 – $20,922), exchange fees of $6,645 (2017 – $5,000), travel and promotion of $3,113 (2017 – $4,268), filing fees of $2,768 (2017 – $2,768), office and miscellaneous of $7,385 (2017 – $7,145) and transfer agent of $578 (2017 – $6,520). Stock based compensation arose as a result of stock options granted to directors, officers and consultants in March 2018. There were no options granted during the nine months ended September 30, 2017. Consulting fees were higher due to more activity in 2018. The remaining costs were generally consistent with the prior period.

During the three months ended September 30, 2018, the Company incurred operating expenses of $95,368 (2017 – $173,153), consisting of consulting fees of $83,822 (2017 – $36,336), stock based compensation of $nil (2017 – $130,000), professional fees of $nil (2017 – $1,990), filing fees of $nil (2017 – $nil), exchange fees of $2,745 (2017 – $1,500), office and miscellaneous of $4,802 (2017 – $819), travel of $nil (2017 – $1,583), and transfer agent of $nil (2017 – $925). There were options granted during the three months ended September 30, 2017. Consulting fees were higher due to more activity in 2018. The remaining costs were generally consistent with the prior period.

1.5 – Summary of Quarterly Results (Unaudited)

As at	**30-Sep-18**	**30-Jun-18**	**31-Mar-18**	**31-Dec-17**	**30-Sep-17**	**30-Jun-17**	**31-Mar-17**	**31-Dec-16**
	$	$	$	$	$	$	$	$
Current Assets	13,330	6,426	46,600	35,653	69,092	155,763	14,187	2,284
Advances Rec	867,487	713,317	515,552	477,027	296,373	132,800	-	-
Other Assets	20,850	20,849	20,650	20,625	20,625	20,301	20,301	20,301
Total Assets	901,667	740,592	582,802	533,505	386,090	308,864	34,488	22,585
Current Liabilities	25,722	31,680	10,380	8,664	4,917	10,862	16,975	32,782
Decommission Liability	20,850	20,849	20,650	20,625	20,625	20,301	20,301	20,301
Shareholders' Equity	3,115,683	2,853,333	2,633,333	2,501,583	2,302,382	2,046,382	1,718,882	1,646,382
Deficit	(2,260,638)	(2,165,270)	(2,081,561)	(1,997,567)	(1,941,834)	(1,768,681)	(1,721,670)	(1,676,880)
Total Liabilities and Shareholders' Equity	901,667	740,592	582,802	533,505	386,090	308,864	34,488	22,585

Quarters ended	**30-Sep-18**	**30-Jun-18**	**31- Mar-18**	**31-Dec-17**	**30-Sep-17**	**30-Jun-17**	**31-Mar-17**	**31-Dec-16**
Revenue	-	-	-	-	-	-	-	-
Operating Expenses	95,368	83,709	83,994	55,733	173,153	47,011	44,790	13,543
Loss and Comprehensive Loss for Period	95,368	83,709	83,994	55,733	173,153	47,011	44,790	10,918
Basic and diluted loss per share	(0.00)*	(0.00)*	(0.00)*	(0.00)*	(0.02)	(0.00)*	(0.00)*	(0.00)*
Weighted average number of common shares outstanding	19,184,171	18,087,888	17,480,775	13,113,707	13,138,500	7,628,221	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.

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 501-525 Seymour Street, Vancouver, British Columbia. As at September 30, 2018, the Company had cash and cash equivalents on hand of $7,831 (December 31, 2017 – $21,517).

During the nine months ended September 30, 2018, cash used in operating activities was $204,952 (2017 – $164,117), cash used in investing activities was $390,460 (2017 – $296,373), cash provided by financing activities was $581,725 (2017 – $526,000). The decrease 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 cash provided by financing activities is primarily related to proceeds received from private placements.

Shareholder's equity as at September 30, 2018 was $855,045 (December 31, 2017 – $504,016). 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 September 30, 2018, 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 nine months ended September 30, 2018:

	September 30	September 30
Transactions:		
Fees paid to Griffin Jones	$ 15,000	$ Nil
Fees paid to Craig Robson	$ 31,500	$ 28,000
Fees paid to Thomas Robertson	$ 35,350	$ 26,650
Fees paid to Nadwynn Sing	$ Nil	$ 3,300
Transactions:		
Stock based compensation to President	$ Nil	$ 25,000
Stock based compensation to Vice President	$ Nil	$ 25,000
Stock based compensation to a Director	$ Nil	$ 25,000
Stock based compensation to a Director	$ Nil	$ 15,000
Stock based compensation to a Director	$ Nil	$ 10,000
Stock based compensation to a Director	$ Nil	$ 5,000
Balances:		
Accounts Payable: Craig Robson	$ 1,750	$ 350

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

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

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.

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 number of common shares without par value.

The total number of common shares issued and outstanding as at September 30, 2018 and at November 29, 2018 was 24,852,996.

As at September 30, 2018 and November 29, 2018 there were 1,725,000 stock options outstanding with an exercise price of $0.10 and a weighted average term to expiry of 4.02 years.

As at September 30, 2018 and November 29, 2018 there were 3,082,333 warrants outstanding with an exercise price of $0.15 and a weighted average term to expiry of 1.89 years.

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 radio frequency 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.

RISK FACTORS AND UNCERTAINTIES (continued)

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

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 November 29, 2018.