

**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**

June 14, 2019.

**Item 3: News Release**

A news release was issued and disseminated on June 27, 2019 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has closed its private placement of \$463,905 comprised of 6,185,400 units at \$0.75 per unit.

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

The Company announced that it has closed its private placement of \$463,905 comprised of 6,185,400 units at \$0.75 per unit announced on June 13, 2019. Each unit consists of one common share in the capital of the company and a one-half share purchase warrant. Each whole share purchase warrant permits the holder to purchase one (1) additional common share of the Company at 15 cents per share on or before June 14, 2021. All of the securities issued in connection with the private placement are restricted from trading until October 14, 2019.

Insiders of the Company purchased 5,212,000 units being 84.3% of the offering. As insiders participated in the offering, it is considered to be a 'related party transaction' under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ('MI 61-101'). The Company relies on the exemption from valuation requirement pursuant to subsection 5.5(b) of MI 61-101, as the securities of the Company are not listed or quoted on an enumerated stock exchange, and the Company relies on the exemption from minority approval under subsection 5.7(b) of MI 61-101, as the securities of the Company are not listed or quoted on an enumerated stock exchange; neither consideration received, nor the fair value of the securities distributed exceeds \$2,500,000; and at least two thirds of independent directors of the Company voted in favour of the related party transaction.

The net proceeds from this private placement of units will be used for continuing project development and market analysis of Metrolink Solutions Inc.'s communication systems business opportunity as well as building a TV White Space wireless broadband network in Oklahoma and general and administrative costs.

**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:  
Griffin V. Jones, President  
T: 604.682.7339

**Item 9: Date of Report**

June 28, 2019.