RIFT VALLEY RESOURCES CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the six months ended June 30, 2019 and 2018

(Unaudited)

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a) released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed interim financial statements for the six months ended June 30, 2019.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by, and are the responsibility of, the Company's management.

RIFT VALLEY RESOURCES CORP.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(unaudited)

	Note	June 30, 2019	December 31, 2018
		$	$
ASSETS			
Current Assets			
Cash		8,225	30,286
Amounts receivable		14,775	10,542
		23,000	40,828
Deposits	4	20,950	20,850
		43,950	61,678
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	5	155,106	79,522
Decommissioning liabilities	4	20,950	20,850
		176,056	100,372
SHAREHOLDERS' EQUITY			
Share capital	5, 6	3,463,698	2,999,793
Subscriptions received in advance	6(b)	52,495	156,000
Contributed surplus	7	274,000	274,000
Deficit		(3,922,299)	(3,468,487)
		(132,106)	(38,694)
		43,950	61,678

NATURE AND CONTINUANCE OF OPERATIONS	1
COMMITMENT	11

Approved on behalf of the Board:

"Griffin Jones"
Griffin Jones, CEO, Director

"Donald Gordon"
Donald Gordon, CFO, Director

The accompanying notes are an integral part of these financial statements.

RIFT VALLEY RESOURCES CORP.

(An Exploration Stage Company)

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

(Unaudited)

		Six Months Ended		Three Months Ended	
	Note	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
		$	$	$	$
Expenses					
Consulting fees	5	170,265	93,432	63,500	59,107
Project Costs	12	168,272	–	60,187	–
Travel and promotion		65,143	3,112	26,349	–
Rent and occupancy		23,797	–	11,875	–
Professional fees		17,460	18,763	17,460	17,777
Office and miscellaneous		4,725	2,649	2,143	1,674
Exchange fees		4,150	3,900	1,950	1,950
Stock based compensation	6(d), 7	–	42,500	–	–
Filing Fees		–	2,768	–	2,768
Transfer agent		–	578	–	433
Net loss and comprehensive loss for the period		(453,812)	(167,702)	(183,464)	(83,709)
Loss per share, Basic and Diluted		(0.02)	(0.01)	(0.01)	(0.00)*
Weighted average common shares outstanding		27,148,709	18,087,888	27,683,312	18,688,330

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

RIFT VALLEY RESOURCES CORP.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)
(Unaudited)

	Note	Amount	Subscriptions Received in Advance	Contributed Surplus	Accumulated Deficit	Total
		$	$	$	$	$
Balance, December 31, 2017		2,331,208	3,375	167,000	(1,997,567)	504,016
Shares issued for cash	6	92,625	–	–	–	92,625
Subscriptions received in advance		–	216,625	–	–	216,625
Stock based compensation	6, 7	–	–	42,500	–	42,500
Net loss		–	–	–	(167,702)	(167,702)
Balance, June 30, 2018		2,423,833	220,000	209,500	(2,165,269)	688,064
Shares issued for cash	6(b)	575,960	–	12,000	–	587,960
Subscriptions received in advance		–	(64,000)	–	–	(64,000)
Stock based compensation	7	–	–	52,500	–	52,500
Net loss		–	–	–	(1,303,218)	(1,303,218)
Balance, December 31, 2018		2,999,793	156,000	274,000	(3,468,487)	(38,694)
Shares issued for cash		463,905				463,905
Subscriptions received in advance		–	(103,505)	–	–	(103,505)
Net loss		–	–	–	(453,812)	(453,812)
Balance, June 30, 2019		3,463,698	52,495	274,000	(3,922,299)	(132,106)

RIFT VALLEY RESOURCES CORP.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

	Note	Six Months Ended June 30, 2019	Six Months Ended June 30, 2018
		$	$
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Net loss		(453,812)	(167,702)
Adjustments to Reconcile Net Loss to Net Cash used in Operations:			
Stock based compensation	6(d), 7	–	42,500
Changes in non-cash working capital balances:			
Amounts receivable		(4,232)	(188)
Accounts payable and accrued liabilities	5	75,584	23,014
Cash used in operating activities		(382,461)	(102,376)
INVESTING ACTIVITIES			
Advances receivable		–	(236,290)
Cash used in investing activities		–	(236,290)
FINANCING ACTIVITIES			
Share capital received	6(b)	463,905	102,750
Subscriptions received in advance	13	(103,505)	216,625
Cash provided by financing activities		360,400	319,375
Increase in cash		(22,061)	(19,291)
Cash, beginning		30,286	21,517
Cash, ending		8,225	2,226
SUPPLEMENTAL DISCLOSURES:			
Cash paid for interest		–	–
Cash paid for income taxes		–	–
NON CASH TRANSACTION INFORMATION:			
Stock based compensation	6(d), 7	–	42,500
Subscriptions receivable		–	10,125

.

The accompanying notes are an integral part of these financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

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 Resources Corp. (the "Company" or "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 shares were listed on the Canadian Securities Exchange on August 27, 2013.

The Company began operations on September 19, 2011 and its principal business activity was the acquisition, exploration and development of mineral properties in British Columbia, Canada. The Company impaired its mineral property during the year ended December 31, 2015. As of June 30, 2019 the Company's principal business activity was the evaluation of a wireless service business and other business opportunities.

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. As a result, all share amounts presented in these financial statements have been retroactively restated.

The Company has never generated revenue or positive cash flows from operations. For the interim six month period ended June 30, 2019, the Company reported a net loss of $453,812 (2018 – $167,702), negative cash flow from operating activities of $382,460 (2018 – $102,376) and an accumulated deficit of $3,922,299 (2018 – $2,165,269). This raises significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue its operations as intended are dependent on its ability to obtain necessary financing and raise capital sufficient to cover its exploration and operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. BASIS OF PRESENTATION

a) Statement of compliance

These financial statements are prepared in compliance with International Accounting 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. These financial statements should be read in conjunction with the Company's financial statements for the year ended December 31, 2018.

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on August 29, 2019.

b) Measurement basis

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in paragraphs (l) and (m) to the Company's financial statements for the year ended December 31, 2018. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional and presentation currency of the Company is the Canadian dollar.

(Expressed in Canadian Dollars) (Unaudited)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The policies applied in these unaudited condensed interim financial statements are based on IFRS issued and outstanding as of May 29, 2019, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2018. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2019 could result in restatement of these unaudited condensed interim consolidated financial statements.

4. DEPOSITS

	June 30, 2019	December 31, 2018
	$	$
Mineral property security deposits	20,950	20,850
	20,950	20,850

5. RELATED PARTY TRANSACTIONS AND BALANCES

During the interim six month period ended June 30, 2019, the Company incurred the following related party transactions:

(a) The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-terms benefits and termination benefits were made during the interim six month periods ended June 30, 2019 and 2018.

(b) The Company incurred consulting fees to officers and directors in the amount of $55,750 (2018 - $21,000).

(c) The Company incurred stock based compensation costs to executive officers and directors in the amount of $nil (2018 - $42,500).

As at June 30, 2019, included in accounts payable is $20,725 (December 31, 2018 – $1,750) due to officers and directors of the Company and a Company controlled by an officer and director of the Company.

6. SHARE CAPITAL

(a) Authorized Share Capital

The Company is authorized to issue unlimited number of common shares without par value.

(b) Issued and Outstanding Common Shares

	Number of Common Shares	Amount
		$
Balance, December 31, 2017	17,453,329	2,331,208
Issued for cash at $0.075 per share	9,074,469	668,585
Balance, December 31, 2018 and June 30, 2019	26,527,798	2,999,793
Issued for cash at $0.075 per share	6,185,400	463,905
Balance, December 31, 2018 and June 30, 2019	32,713,198	3,463,698

(Expressed in Canadian Dollars) (Unaudited)

6. SHARE CAPITAL (continued)

(b) Issued and Outstanding Common Shares (continued)

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 3,764,668 units for total proceeds of $282,350, $7,350 of which was applied to settle accounts payable. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant will entitle the holder thereof to purchase one common share at a price of $0.15 per common share. The warrants expire two years from date of issuance.

On September 25, 2018, the Company issued 2,400,001 units for total proceeds of $180,000, $12,000 of which was allocated to the residual value of warrants. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant will entitle the holder thereof to purchase one common share at a price of $0.15 per common share. The warrants expire two years from date of issuance.

On November 29, 2018, the Company issued 1,674,800 units for total proceeds of $125,610. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant will entitle the holder thereof to purchase one common share at a price of $0.15 per common share. The warrants expire two years from date of issuance.

On October 2, 2018, the Company authorized and approved the creation and issuance of up to 15,000,000 units at a price of $0.075 per share. Each unit is comprised of one common share one half common share purchase warrant. Each full warrant will entitle the holder thereof to purchase one common share at a price of $0.15 per common share. As at June 30, 2019, the Company had received $361,900 in subscription proceeds pursuant to this financing.

On June 14, 2019, the Company issued 6,185,400 units for total proceeds of $463,905. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant will entitle the holder thereof to purchase one common share at a price of $0.15 per common share. The warrants expire two years from date of issuance.

During the interim six month period ended June 30, 2019, the Company incurred share issue costs of $nil (December 31, 2018 – $nil).

(c) Warrants

Each warrant is exercisable for a period of two years at a price of $0.15 per common share. As at June 30, 2019, there were 3,919,733 warrants outstanding with a weighted average remaining contractual life of 1.54 years.

Warrants outstanding and exercisable	Number of Warrants	Exercise Price	Expiry Date
December 31, 2017	–		
Issued August 1, 2018	1,833,334	$0.15	August 1, 2020
Issued September 25, 2018	1,249,000	$0.15	September 25, 2020
Issued November 29, 2018	837,400	$0.15	November 29, 2020
December 31, 2018	3,919,734		
Issued June 14, 2019	3,092,700	$0.15	June 14, 2021
June 30, 2019	7,012,434		

(Expressed in Canadian Dollars) (Unaudited)

6. SHARE CAPITAL (continued)

(d) Stock Options

On January 17, 2018, the Company granted an aggregate of 425,000 stock options to its consultants. Each stock option is exercisable for a period of five years at a price of $0.10 per common share. All stock options are vested and exercisable upon grant. The fair value of the options granted was $42,500 and was recorded as stock based compensation.

On December 14, 2018, the Company granted an aggregate of 700,000 stock options to its consultants. Each stock option is exercisable for a period of two years at a price of $0.085 per common share. All stock options are vested and exercisable upon grant. The fair value of the options granted was $52,500 and was recorded as stock based compensation.

Options outstanding and exercisable	Number of options	Exercise Price	Expiry Date
December 31, 2017	1,300,000		
Granted January 17, 2018	425,000	$0.10	January 17, 2023
Granted December 12, 2018	700,000	$0.085	December 12, 2020
December 31, 2018 and June 30, 2019	2,425,000		

As at June 30, 2019, the options have a weighted average remaining contractual life of 2.75 years.

	September 1, 2017	January 17, 2018	December 12, 2018
Share price on grant date	$0.10	$0.10	$0.085
Expected life (years)	5	5	2
Interest rate	1.97%	1.97%	1.98%
Volatility	318%	318%	220%
Dividend yield	0.00%	0.00%	0.00%

The Company grants incentive stock options as permitted pursuant to the Company's Stock Option Plan which complies with the rules and policies of the Exchange.

(e) Shares held in escrow

As at June 30, 2019 and December 31, 2018, there were no shares held in escrow.

7. CONTRIBUTED SURPLUS

	$
Balance, December 31, 2017	167,000
Options granted to consultants in 2018 (see Note 6 (d))	95,000
Residual value of warrants	12,000
December 31, 2018 and June 30, 2019	274,000

8. INCOME TAXES

Future tax benefits which may arise as a result of these non-capital losses and other income tax pools have not been recognized in these financial statements and have been offset by a valuation allowance.

No deferred income tax asset has been recognized because the amount of future taxable profit that will be available to realize such assets is unpredictable. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred income tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period.

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern (see Note 1). The Company does not have any externally imposed capital requirements to which it is subject.

As at June 30, 2019, the Company had capital resources consisting of all components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares.

10. FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash and accounts payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. The fair value of these financial instruments approximates their carrying value because of the current nature.

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3
	$	$	$
As at June 30, 2019:			
Cash	8,225	–	–
As at December 31, 2018:			
Cash	30,286	–	–

10. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

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 government receivables and advances receivable. As at December 31, 2018 there was one counterparty who individually accounted for 100% of the total advances receivable balance. The maximum credit risk exposure associated with advances receivable is the total carrying value. As at December 31, 2018, the Company has recorded a write-off of $996,465 calculated using a lifetime expected credit loss assessment for specifically identifiable balances which are assessed to be impaired.

(iv) *Liquidity risk*

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

11. COMMITMENT

On June 12, 2017, the Company executed a consulting agreement with the former CEO. The agreement provides for a consulting fee of $3,500 per month for a fixed five (5) year period, commencing June 12, 2017.

12. 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. ("Metrolink") in exchange for 58,109,592 common shares of the Company.

On September 3, 2018, the Company and Metrolink entered into an amended letter of intent (the "LOI") that replaces all previous letters of intent. The LOI is for the Company to acquire 100% of the issued and outstanding common shares of Metrolink Solutions Inc., (the "Transaction"), by issuing one common share of the Company in exchange for every one common share of Metrolink subject to a valuation report or fairness opinion approved by the Canadian Securities Exchange. Subject to completion of the Transaction and approval of the Canadian Securities Exchange, the Company will pay a finder's fee equal to 10% of the total number of shares issued to the shareholders of Metrolink.

In connection with the ongoing negotiations, the Company had advanced $996,465 to Metrolink (December 31, 2017 - $477,027). As at December 31, 2018, the Company determined that the advances were unlikely to be collected and recorded a write-off of $996,465.