

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

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

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

**Item 2: Date of Material Change**

December 18, 2020.

**Item 3: News Release**

A news release was issued and disseminated on December 22, 2020 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 non-brokered private placement (the “**Private Placement**”). See Item 5 for further details.

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

The Company announced closed its Private Placement issuing a total of 4,400,000 units (the “**Units**”) at a price of \$0.05 per Unit raising gross proceeds of \$220,000.

Each Unit consists of one common share (the “**Shares**”) of the Company and one-half of one non-transferable common share purchase warrant (the “**Warrants**”) exercisable at \$0.15 per Share for a period of 2 years (the “**Closing Date**”) from the date of issuance.

All securities issued are subject to a statutory four month hold period from the Closing Date. The net proceeds from this Private Placement will be used for continuing project development of a broadband wireless network in Crockett Texas 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**

Griffin Jones, CEO

For more information, please contact Mr. Griffin Jones 604 682 7339 or [griff@blueriv.com](mailto:griff@blueriv.com).

**Item 9: Date of Report**

December 22, 2020.