

RIFT VALLEY RESOURCES CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General and Special Meeting of the Shareholders (the “**Meeting**”) of Rift Valley Resources Corp. (the “**Company**”) will be held at 838 West Hastings Street, Suite 700, Vancouver, BC on Tuesday, November 23rd, 2021 at the hour of 11:00 a.m. Pacific Standard Time for the following purposes:

1. To receive and consider the financial statements of the Company together with the auditor's report thereon for the financial years ended December 31, 2020, December 31, 2019 and December 31, 2018;
2. To confirm, ratify and approve the appointment of Davidson & Company LLP as the auditor of the Company for the financial years of the Corporation ended December 31, 2020, December 31, 2019 and December 31, 2018, and the fixing by the directors of the Company of remuneration of such auditor for the applicable periods;
3. To appoint Davidson & Company LLP the auditor of the Company until the earlier of the close of the next annual meeting of shareholders of the Company, their resignation or replacement and to authorize the directors of the Corporation to fix remuneration of such auditor;
4. To determine the number of directors and elect directors for the ensuing year;
5. To consider, and if appropriate, to pass an ordinary resolution to ratify, confirm and approve the Company’s existing 10% rolling stock option plan;
6. To consider, and if appropriate, to pass an ordinary resolution to ratify, confirm and approve adoption of a new 15% rolling stock option plan;
7. To consider and, if thought advisable, to pass an ordinary resolution to ratify and approve all previous acts and deeds by the directors since the beginning of the last meeting of stockholders; and
8. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

This Notice is accompanied by a form of Proxy and Management Information Circular which sets forth the details of the matters proposed to be put before the meeting. Holders of record of common shares at the close of business on October 19, 2021 are entitled to receive notice of the meeting and will be entitled to vote the common shares except to the extent that (i) the shareholder has transferred any such shares since the close of business on October 19, 2021, and (ii) the transferee of such shares produces properly endorsed share certificates or otherwise establishes that the transferee owns such shares and demands, not later than ten (10) days before the meeting, by written notice to the Company, that the transferee’s name be included on the list of holders of shares entitled to vote at the Meeting, in which case the transferee will be entitled to vote such shares at the Meeting.

Note of Caution Concerning Covid-19 Outbreak. the Company intends to hold the Meeting in person. Management of the Company, however, requests shareholders to consider voting their shares by proxy and not attend the meeting in person due to the COVID-19 outbreak, to mitigate risk to the health and safety of our communities, shareholders and management. Shareholders who wish to attend the Meeting in person should carefully consider and follow the instructions of the federal Public Health Agency of Canada, the British Columbia Provincial Government and the City of Vancouver. All attendees at the Meeting will be required to wear a mask. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough, cold or flu-like symptoms, or difficulty in breathing will be permitted to attend the Meeting in person. There will be strict limitations on the number of persons permitted entry to the physical meeting location and guests will not be permitted entry.

If there is any change in the Meeting location, date or time as a result of COVID-19, the Company will promptly notify shareholders and communicate any changes by way of a news release. the Company intends to resume holding unrestricted in-person shareholders’ meetings in future years.

DATED the 20th day of October, 2021.

BY ORDER OF THE BOARD OF DIRECTORS,

“Griffin Jones”

Griffin Jones
Chief Executive Officer & President