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 June 30, 2022. 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) adverse effects for the global coronavirus pandemic and (5) 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 ("MD&A") is dated as of August 29, 2022 and should be read in conjunction with the audited consolidated financial statements of Rift Valley Resources Corp. for the six months ended June 30, 2022 ("Financial Statements"). The 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 consolidated 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 Resources Corp. The address of the Company's corporate office and its principal place of business is #400 1681 Chestnut Street, Vancouver, British Columbia, Canada. As of June 30, 2022, 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 June 30, 2022, the Company had not yet achieved profitable operations, had accumulated a deficit of $6,417,250 (December 31, 2021 – $6,394,525) and had a working capital deficit of $198,281 (December 31, 2021 – $114,708), consisting primarily of cash, 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.

Quarterly Activity

During the three months ended June 30, 2022, the Company continued negotiations with Rural Broadband Inc., a wireless internet service provider, regarding funding to continue to build out wireless broadband networks in the USA. In addition, the Company continued to work on project financing.

Financing

No private placements were issued during the three months ended June 30, 2022. A total of 1,942,000 warrants expired during the period.

At June 30, 2022, the Company had received $70,250 in subscription proceeds.

1.3 – Selected Annual Information - NA

1.4 – Results of Operations

During the three months ended June 30, 2022, the Company realized a comprehensive gain of $18,524 (2021 – loss of $282,760), consisting of operating expenses of $33,198 (2021 – $287,810), less a fair value adjustment on convertible notes receivable gain of $10,581 (2021 – loss of $21,975) and interest income of $41,140 (2021 – $27,025). Operating expenses were comprised of consulting fees of $27,434 (2021 – $222,603), professional fees of $2,500 (2021 – $37,483), exchange fees of $2,250 (2021 – $2,250), office and miscellaneous of $1,013 (2021 –$6,752), transfer agent of $nil (2021 – $510), travel and promotion of $nil (2021 – $6,768), rent and occupancy of $nil (2021 – $8,514) and filing fees of $nil (2021 – $2,930). Consulting fees and professional fees were higher, in 2022 due to focusing on negotiations with Rural Broadband Inc and less capital raising activities. Rent and occupancy ceased in 2022. The remaining costs were generally consistent with the prior period.

During the six months ended June 30, 2022, the Company incurred a comprehensive loss of $22,724 (2021 – $572,499), consisting of operating expenses of $83,572 (2021 – $535,989), less a fair value adjustment on convertible notes receivable loss of $20,981 (2021 – loss of $81,291) and interest income of $81,829 (2021 – $45,411). Operating expenses were comprised of consulting fees of $55,330 (2021 – $4097,402), professional fees of $20,155 (2021 – $38,906), exchange fees of $4,700 (2021 – $4,500), office and miscellaneous of $2,747 (2021 –$9,761), transfer agent of $640 (2021 – $1,340), stock-based compensation of $nil (2021 – $35,073), travel and promotion of $nil (2021 – $19,049), rent and occupancy of $nil (2021 – $17,028) and filing fees of $nil (2021 – $2,930). Consulting fees and travel and promotion were lower in 2022 due to focusing on negotiations with Rural Broadband Inc and less capital raising activities. Rent and occupancy ceased in 2022. The Company Stock based compensation related to options granted during the six months ended December 31, 2021. The remaining costs were generally consistent with the prior period.

1.5 – Summary of Quarterly Results (Unaudited)

As at	30-Jun-22	31-Mar-22	31-Dec-21	30-Sep-21	30-Jun-21	31-Mar-21	31-Dec-20	30-Sep-20
	$	$	$	$	$	$	$	$
Current Assets	21,767	25,205	35,312	146,040	229,194	100,094	153,164	120,982
Investment	237,148	237,148	237,148	237,148	237,148	237,148	237,148	237,148
Convertible Notes	1,708,920	1,657,199	1,648,072	1,462,473	1,090,436	802,181	525,746	354,412
Other Assets	21,550	21,500	21,450	21,400	21,350	21,300	21,250	21,200
Total Assets	1,989,385	1,941,051	1,941,982	1,867,061	1,578,128	1,160,723	937,308	733,742
Current Liabilities	190,288	190,288	150,020	101,831	114,332	62,617	99,666	79,537
Decommission Liability	21,550	21,500	21,450	21,400	21,350	21,300	21,250	21,200
Shareholders' Equity	8,165,037	8,165,037	8,165,037	8,046,762	7,542,631	6,894,231	6,384,578	5,652,453
Deficit	(6,417,250	(6,435,774)	(6,394,525)	(6,302,932)	(6,100,185)	(5,817,425)	(5,568,186)	(5,019,448)
Total Liabilities and Shareholders' Equity	1,989,385	1,941,051	1,941,982	1,867,061	1,578,128	1,160,723	937,308	733,742

Quarters ended	30-Jun-22	31-Mar-22	31-Dec-21	30-Sep-21	30-Jun-21	31-Mar-21	31-Dec-20	30-Sep-20
Revenue	-	-	-	-	-	-	-	-
Operating Expenses	33,198	50,375	68,343	318,494	287,810	207,679	490,696	481,819
Other Comprehensive Income (Loss)	51,721	9,128	(23,250)	115,747	5,050	(41,560)	(58,042)	-
Loss and Comprehensive Loss for Period	18,524	74,033	91,593	202,748	282,760	249,239	548,738	481,819
Basic and diluted loss per share	(0.00)*	(0.00)*	(0.00)*	(0.00)*	(0.00)*	(0.01)	(0.01)	(0.01)
Weighted average number of common shares outstanding	104,348,807	104,348,807	103,851,912	90,742,200	84,213,198	79,686,656	65,654,698	51,931,758

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

During the quarters ended March 31, 2020, the Company invested in shares of RuraLink Broadband Inc., a USA corporation, resulting in the Investment recorded in those periods. During the quarters ended December 31, 2021 to June 30, 2020, the Company invested in convertible notes from RuraLink Broadband Inc., resulting in the convertible notes recorded in those periods. The derivative investment portion of the convertible notes was recorded separately.

Other comprehensive income (loss) is comprised of accrued interest on the convertible notes plus gains or losses related to currency fluctuation of the US dollar.

Consulting fees decreased in 2022 and the final quarters of 2021 due to decreased activity related to capital raising activities related to the convertible note investment.

During the quarter ended December 31, 2020, the Company issued management incentive options and extended 1,200,000 warrants by 1 year, resulting in stock-based compensation of $192,500 and $12,000 respectively, which resulted in a higher loss during that period.

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 #400 1681 Chestnut Street, Vancouver, British Columbia. As at June 30, 2022, the Company had cash and cash equivalents on hand of $7,425 (December 31, 2021 – $2,686).

During the three months ended June 30, 2022, cash provided by operating activities was $4,739 (2021 – used in $460,191), cash used in investing activities was $nil (2021 – $601,201) and cash provided by financing activities was $nil (2021 – $1,122,980). The cash provided by (used in) operating activities is primarily related to consulting fees related to the RuraLink initiative and capital raising activities related to investment in the convertible notes. The cash used in investing activities in 2021 is primarily related to investment in the convertible notes. The cash provided by financing activities in 2021 is primarily related to proceeds received from subscriptions for private placements to fund operations and investment in the convertible notes.

Shareholder's equity as at June 30, 2022 was $1,747,787 (December 31, 2021 – $1,770,512). 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 June 30, 2022, 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 three months ended June 30, 2022:

Transactions as at:	June 30, 2022	June 30, 2021
Fees paid to Griffin Jones	$ nil	$ 63,353
Fees paid to Thomas Kennedy	$ 9,000	$ 9,000
Fees paid to Ward Munsie	$ 3,000	$ 6,000
Fees paid to Donald Gordon	$ 3,000	$ 6,000
Fees paid to Nadwynn Sing	$ 3,000	$ 3,000
Balances as at:	June 30, 2022	December 31, 2021
Accounts Payable: Thomas Kennedy	$ 27,813	$ 21,125
Accounts Payable: Ward Munsie	$ 12,000	$ 9,000
Accounts Payable: Donald Gordon	$ 12,000	$ 9,000
Accounts Payable: Nadwynn Sing	$ 9,000	$ 6,000

2.0 – Proposed Transactions

The Company has no proposed transactions. See the discussion related to RuraLink Broadband Inc. in 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, 2020 Financial Statements.

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

Future Changes in Accounting Policies

New accounting standards issued but not yet effective:

There are no other standards or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

2.2 – Changes in Accounting Policies – continued

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.

2.3 – 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.

2.3 – Financial Instruments and Other Instruments – continued

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollar. Fluctuations in the exchange rates between the Canadian dollar and the United States dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk. The Company has convertible notes receivable denominated in a United States dollar. For the three months ended June 30, 2022, management estimates that if the United States dollar had strengthened or weakened by 10% against the Canadian dollar, assuming all other variables remained constant, net income for the period would have increased or decreased by approximately $171,000 (December 31, 2021 - $144,000).

(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.

Should market interest rates rise, then the fair value of the convertible notes receivable may decrease. Conversely, should market interest rates fall, the fair value of these assets may increase. The economic exposure to interest rate risk is mitigated by the Company's intention to either convert the debentures into the related underlying equities or to hold the instrument until maturity. As at June 30, 2022, if interest rates were higher by 1% per annum, the potential effect to the Company would be a decrease in net income of approximately $17,000 (December 31, 2021 – $12,000).

(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, private company shares, and convertible notes receivable. To minimize the credit risk on cash, the Company places the instrument with a financial institution.

Credit risk from convertible notes receivable arises from the possibility that the principal and interest due may become uncollectable. The Company mitigates the risk by managing and monitoring the underlying business relationship.

(iv) *Liquidity risk*

In the management of liquidity risk, 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.

2.4 – Other MD&A Requirements

Share Capital

The authorized share capital consists of an unlimited number of common shares without par value.

As at June 30, 2022 and August 29, 2022 there were 104,348,807 common shares issued and outstanding.

As at June 30, 2022 and August 29, 2022, there were 6,775,000 stock options outstanding with an average exercise price of $0.073 and a weighted average term to expiry of 2.88 years.

As at June 30, 2022 and August 29, 2022, there were 39,331,586 warrants outstanding with an exercise price of $0.15 and a weighted average term to expiry of 0.51 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.

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.

RISK FACTORS AND UNCERTAINTIES (continued)

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.

Covid 19 Virus Disruption

The Company is evaluating business opportunities primarily in the wireless telecom industry, see the description in 1.2 above. This industry may be adversely affected, directly or indirectly, by the Covid 19 Virus. Some of the effects of the Covid 19 Virus include:

- uncertainty of how long the Covid 19 Virus will cause the current widespread disruption,
- timely and novel government fiscal policy to deal with: shutdown of non-essential businesses, high rates of unemployment, novel evolving subsidy programs for laid off workers, financial concessions to business, tax cuts and government spending,
- timely central bank's monetary policy reaction to the novel problems caused by the Covid 19 Virus to ensure adequate credit facilities to banks and other lenders,
- timely government fiscal policy reaction to the novel problems caused by the Covid 19 Virus,
- lack of a unified response and preparedness to the Covid 19 Virus both within countries and by all countries,
- the ability of non-essential businesses, in particular small businesses, to withstand a lengthy shut down,
- response of those sectors of the economy directly impacting business such as credit lines, interest rates and recurring expenses such as rent, property taxes,
- novel difficulties for business short- and long-term planning,
- disruptions to supply chains affecting the ability to manufacture and sell products,
- permanent loss of trained staff and key persons,
- disruptions in communications and overload of the internet with so many people working from home.

This list is not exhaustive and is also subject to the almost daily evolving response of governments and health authorities to the Covid 19 Virus. The negative effect of these risks, if any, on the Company's future business activities is unknown to the Company.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on August 29, 2022.