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 March 31, 2018. 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) 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 ("2018 Q1 MD&A") is dated as of May 30, 2018 and should be read in conjunction with the unaudited financial statements of Rift Valley Resources Corp. for the three month period ended March 31, 2018 ("March 31, 2018 Financial Statements"). The March 31, 2018 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 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 . The address of the Company's corporate office and its principal place of business is 6511 Housman Place, Richmond, British Columbia, Canada. The Company's registered and records office address is 804-750 West Pender Street, Vancouver, British Columbia, Canada. As of March 31, 2018 the Company's principal business activity was the evaluation of a wireless service business and other business opportunities.

At March 31, 2018, the Company had not yet achieved profitable operations, had accumulated a deficit of $1,997,567 (2017 – $1,676,881) and had working capital of $504,016 (2017 – $30,498), 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.

Financing

On March 29, 2018, the Company issued 1,235,000 common shares for total proceeds of $92,625.

Metrolink Letter of Intent

Metrolink Solutions Inc. ("Metrolink") owns the rights to a rapidly deployable, low cost, moveable wireless telecommunications solution that is ideal for remote locations and disaster relief situations.

On March 20, 2018, the Company and Metrolink agreed to revise the LOI such that the Company will acquire an undivided 100% interest in 1154525 B.C. Ltd. ("Metrolink Sub"), a wholly owned subsidiary of Metrolink in exchange for 10,000,000 shares of Rift Valley, cancellation of up to $500,000 in advances from Rift Valley to Metrolink and a 10% royalty on Gross Sales. As at March 31, 2018, the Company had advanced $515,552 to Metrolink. Subject to a definitive agreement and regulatory approval(s), the acquisition of the Metrolink Sub will grant Rift Valley the exclusive rights to manufacture, market, sell and distribute QwikCom mobile communication units within the geographical areas of the United States, Caribbean islands and nations and the adjacent Atlantic islands and nations.

1.3 – Selected Annual Information – N/A

1.4 – Results of Operations

Operations during the year ended March 31, 2018 were primarily related to obtaining the necessary financing, as well as continuing the identification and evaluation of future potential projects.

There were no investor relations arrangements entered into during the three months ended March 31, 2018. There were no legal proceedings, contingent liabilities, and defaults under debt or other contractual obligations, breach of any laws or special resolutions during the three months ended March 31, 2018.

During the three months ended March 31, 2018, the Company incurred operating expenses of $83,994 (2017 – $44,790), consisting of stock based compensation of $42,500 (2017 – $nil), consulting fees of $34,325 (2017 – $32,088), travel and promotion of $3,113 (2017 – $nil), exchange fees of $1,950 (2017 – $2,000), professional fees of $986 (2017 – $7,500), office and miscellaneous of $975 (2017 – $954) and transfer agent of $145 (2017 – $2,248). Stock based compensation arose as a result of stock options granted to directors, officers and consultants in March 2018. There were no options granted during the three months ended March 31, 2017. The remaining costs were generally consistent with the prior period.

1.5 – Summary of Quarterly Results (Unaudited)

As at	31-Mar-18	31-Dec-17	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16	30-Jun-16
	$	$	$	$	$	$	$	$
Current Assets	46,600	35,653	69,092	155,763	14,187	2,284	2,669	3,926
Advances Rec	515,552	477,027	296,373	132,800	-	-	-	-
Other Assets	20,650	20,625	20,625	20,301	20,301	20,301	20,301	20,301
Mineral Assets	-	-	-	-	-	-	-	-
Total Assets	582,802	533,505	386,090	308,864	34,488	22,585	22,970	24,227
Current Liabilities	10,380	8,664	4,917	10,862	16,975	32,782	22,249	19,356
Decommission Liability	20,650	20,625	20,625	20,301	20,301	20,301	20,301	20,301
Shareholders' Equity	2,633,333	2,501,583	2,302,382	2,046,382	1,718,882	1,646,382	1,646,382	1,646,382
Deficit	(2,081,561)	(1,997,567)	(1,941,834)	(1,768,681)	(1,721,670)	(1,676,880)	(1,665,962)	(1,661,812)
Total Liabilities and Shareholders' Equity	582,802	533,505	386,090	308,864	34,488	22,585	22,970	24,227

Quarters ended	31- Mar-18	31-Dec-17	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16	30-Jun-16
Revenue	-	-	-	-	-	-	-	-
Operating Expenses	83,994	55,733	173,153	47,011	44,790	13,543	4,150	6,832
Loss and Comprehensive Loss for Period	83,994	55,733	173,153	47,011	44,790	10,918	4,150	6,832
Basic and diluted loss per share	(0.00)*	(0.00)*	(0.02)	(0.00)*	(0.00)*	(0.00)*	(0.00)*	(0.00)*
Weighted average number of common shares outstanding	17,480,775	13,113,707	13,138,500	7,628,221	4,918,330	4,918,330	4,918,330	4,918,330

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

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 6511 Housman Place, Richmond. As at March 31, 2018, the Company had cash and cash equivalents on hand of $31,266 (December 31, 2017 – $21,517).

During the three months ended March 31, 2018, cash used in operating activities was $51,101 (2017 – $61,645), cash provided by (used) in investing activities was $(38,525) (2017 – $nil), cash provided by financing activities was $99,375 (2017 – $72,500). The decrease in cash used in operating activities is primarily related to decreased operating expenses. The increase in cash used in investing activities is primarily related to advances to Metrolink Solutions Inc. The increase in cash provided by financing activities is primarily related to proceeds received from private placements.

Shareholder's equity as at March 31, 2018 was $582,802 (December 31, 2017 – $504,016). 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 March 31, 2018, 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 March 31, 2018:

	March 31, 2018	March 31, 2017
Transactions:		
Fees paid to Craig Robson	$ 10,500	$ 7,000
Fees paid to Thomas Robertson	$ 10,000	$ 8,000
Balances:		
Accounts Payable: Craig Robson	$ 400	$ Nil
Accounts Payable: Thomas Robertson	$ 1,750	$ Nil

2.0 – Proposed Transactions

The Company has signed a Letter of Intent to license the Metrolink telecommunications technology, more fully described in section 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, 2017 Financial Statements.

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

Future Changes in Accounting Policies

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards issued but not yet effective:

IFRS 9 *Financial Instruments* - In November 2009, as part of the IASB project to replace IIAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 *Financial Instruments*, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

IFRS 15 - *Revenue from Contracts with Customers* - On May 28, 2014 the IASB issued IFRS 15, "Revenue from contracts with customers". IFRS 15 will replace IAS 11, "Construction contracts", IAS 18, "Revenue", IFRIC 13, "Customer loyalty programmes", IFRIC 15, "Agreements for the construction of real estate", IFRIC 18, "Transfers of assets from customers" and SIC 31, "Revenue – barter transactions involving advertising services". The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time; or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs.

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

Future Changes in Accounting Policies (continued)

IFRS 16 Leases - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15, "Revenue from contracts with customers" at or before the date of initial adoption of IFRS 16.

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.

2.4 – 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.

(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. To minimize the credit risk on cash the Company places the instrument with financial institution.

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

2.5 – Other MD&A Requirements

Share Capital

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

The total number of common shares issued and outstanding as at March 31, 2018 and May 30, 2018 was 18,688,329.

As at March 31, 2018 and May 29, 2018, there were no warrants outstanding and 1,725,000 stock options outstanding.

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 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.

Government Regulation

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to development, production, environmental protection, labor standards, property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of properties in which it has previously had an interest.

RISK FACTORS AND UNCERTAINTIES (continued)

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.

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.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on May 30, 2018.