

**NOTICE OF EXTRAORDINARY GENERAL MEETING
AND
EXPLANATORY STATEMENT**

**For an Extraordinary General Meeting of Shareholders to be held on
Thursday 30th April 2015 at 10am (WST) at
Ground Floor, 10 Outram Street, West Perth Western Australia 6005, Australia**

As this is an important document, please read it carefully.

***If you are unable to attend the Meeting, please complete
the proxy form enclosed and return it in accordance with the
instructions set out on that form.***

RIFT VALLEY RESOURCES LIMITED

ABN 86 121 985 395

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Extraordinary General Meeting of the Shareholders of Rift Valley Resources Limited ("Rift Valley" or the "Company") will be held at:

The Registered Office of Rift Valley Resources Limited

Ground Floor, 10 Outram Street

West Perth, Western Australia, Australia

Commencing at 10am (WST) on Thursday 30 April 2015

How to Vote

You may vote by attending the Meeting in person, by proxy or corporate representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting no later than 10:00am (WST) on Tuesday 28th April 2015 by either:

- send the proxy by facsimile to the Company on facsimile number (02) 9290 9655; or
- deliver the proxy in person to the Company at Ground Floor, 10 Outram Street West Perth 6005, Australia; or
- deliver the proxy in person to the Company's Share Registry, Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW, Australia; or
- mail the proxy to the Company's Share Registry, Boardroom Pty Limited, GPO BOX 3993, Sydney NSW 2001, Australia.

Your proxy form is enclosed.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed.

NOTES:

1. A Shareholder who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. For the purposes of the Corporations Act, the Directors have set a snapshot time and date to determine the identity of those entitled to attend and vote at the General Meeting. The snapshot time and date is 5pm (WST) on Tuesday 28th April 2015.

RIFT VALLEY RESOURCES LIMITED

ABN 86 121 985 395

NOTICE OF EXTRAORDINARY GENERAL MEETING TO SHAREHOLDERS

Notice is given that an Extraordinary General Meeting of Shareholders of Rift Valley Resources Limited ("Rift Valley" or the "Company") will be held at the Registered Office of the Company, Ground Floor, 10 Outram Street West Perth 6005, Australia, at 10am (WST) on Thursday 30th April 2015.

BUSINESS

The business to be transacted at the meeting is set out in the Agenda below.

The Explanatory Statement which accompanies and forms part of this Notice describes the Resolutions which are to be put to Shareholders at the Meeting.

Certain abbreviations and other defined terms are used throughout this Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in the Explanatory Statement.

AGENDA

Resolution 1: Issue of Shares to sophisticated investors

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 160,000,000 Shares to sophisticated investors, for the purpose and on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast on the Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed and any associates of those persons (as defined in the Listing Rules).

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2: Issue of Shares and Options to the vendors of Mtemi Resources (PTE) Limited

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 32,000,000 Shares and 42,855,000 Options to the vendors of Mtemi Resources (PTE) Limited, for the purpose and on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast on the Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed and any associates of those persons (as defined in the Listing Rules).

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution3: Ratification of previous issue of Shares to Blackdown Resources (UK) Limited

“That for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 4,148,170Shares to Blackdown Resources (UK) Limited, for the purpose and on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on the Resolution by Blackdown Resources (UK) Limited, being the person who participated in the issue of Shares and any of its associates (as defined in the Listing Rules).

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Snapshot Date

The Directors have determined that for the purposes of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to attend and vote at the Meeting are those persons who are registered as Shareholders at 5pm (WST) on Tuesday 28th April 2015. Share transfers registered after that time will be disregarded in determining an entitlement to attend and vote at the meeting.

Incorporation of Explanatory Statement

The Explanatory Statement attached to this Notice of Meeting, is incorporated into and forms part of this Notice of Meeting.

Interdependency of Resolutions

The Resolutions are not interdependent. This means that the Resolutions may be passed by Shareholders notwithstanding that one or more of those Resolutions are not passed by Shareholders.

DATED THIS 24TH DAY OF MARCH 2015

BY ORDER OF THE BOARD

Mr Scott Mison

Company Secretary

RIFT VALLEY RESOURCES LIMITED
ABN 86 121 985 395
EXPLANATORY STATEMENT TO SHAREHOLDERS

This Explanatory Statement has been prepared for the Shareholders of Rift Valley in connection with the Extraordinary General Meeting of the Company to be held on Thursday 30th April 2015.

This Explanatory Statement and all attachments are important documents. They should be read carefully.

This Explanatory Statement is intended to assist Shareholders in understanding the background to, and the legal and other implications of, the notice and the reasons for the Resolutions proposed.

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in this Explanatory Statement.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

RESOLUTION 1 – ISSUE OF SHARES TO SOPHISTICATED INVESTORS

The Company proposes issuing 160,000,000 Shares to sophisticated investors at an issue price of \$0.025 per share, under the exceptions provided in section 708 of the Corporations Act.

As announced to the market on 10 March 2015, the Company is seeking to raise \$4 million to further advance drilling and resource development at the Company's projects in Tanzania, and for drilling, trenching, stream sediment sampling and the acquisition and interpretation of the airborne survey at its Ozango project in Angola.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue, or agree to issue, during any 12 month period any Equity Security if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period

Under this Resolution, the Company seeks from Shareholders approval for the issue of securities set out below so as to limit the restrictive effect of Listing Rule 7.1 on the issue of securities by the Company in the next 12 months.

Listing Rule 7.3 requires the following specific information to be provided in respect to the Shares:

- (a) The number of Shares to be issued is 160,000,000.
- (b) The Shares will be issued no later than 3 months after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and will be issued in full (not progressively).
- (c) The issue price of the Shares is \$0.025 per Share.

- (d) The Shares will be ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) The Shares will be issued to sophisticated investors (who are not related parties of the Company), the details of which are yet to be finally determined.
- (f) The Company will raise approximately \$4,000,000 through this issue of Shares (before costs) and will use the funds as described above.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – ISSUE OF SHARES TO THE VENDORS OF MTEMI RESOURCES (PTE) LIMITED

The Company proposes issuing 32,000,000 Shares and 42,855,000 Options to the vendors of Mtemi Resources (PTE) Limited as consideration for the acquisition of 100% of Mtemi Resources (Pte) Limited, as detailed in a Share Sale and Purchase Agreement entered into between the Company and the vendors, as announced to the market on 10 March 2015.

The proposed issue of securities to the vendors of Mtemi Resources (PTE) Limited will be without disclosure to investors under the exceptions provided in section 708 of the Corporations Act. The Shares will be issued at an issue price of \$0.015 per share and will be subject to voluntary escrow for 12 months from the date of issue.

The Options will be unlisted, issued at a nil issue price and will be exercisable at \$0.06 each. The full terms of the Options are set out in Annexure 1.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue, or agree to issue, during any 12 month period any Equity Security if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period

Under this Resolution, the Company seeks from Shareholders approval for the issue of securities set out below so as to limit the restrictive effect of Listing Rule 7.1 on the issue of securities by the Company in the next 12 months.

Listing Rule 7.3 requires the following specific information to be provided in respect of the Shares:

- (a) The number of Shares to be issued is 32,000,000.
- (b) The Shares will be issued no later than 3 months after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and will be issued in full (not progressively).
- (c) The issue price of the Shares is \$0.015 per Share.
- (d) The Shares will be fully paid ordinary shares (subject to 12 months voluntary escrow) in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) The Shares will be issued to the vendors of Mtemi Resources (PTE) Limited, being Vynben Pty Limited, East Africa International Limited, NEFCO Nominees Pty Limited, Azure Capital Investments Pty Limited, Chinon Pty Limited, Tim Casben, Nortrust Nominees Limited, Diekmann Associates Limited, Thomas Abraham-James and Fitel Nominees Limited. The vendors of Mtemi Resources (PTE) Limited are not related parties of the Company.

- (f) The Company will not raise any funds through this issue of Shares.

Listing Rule 7.3 requires the following specific information to be provided in respect of the Options:

- (a) 42,855,000 Options will be issued.
- (b) The Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and will be issued in full (not progressively).
- (c) The Options will be issued for nil consideration.
- (d) The full terms of the Options are set out in Annexure 1.
- (e) The Options will be issued to the vendors of Mtemi Resources (PTE) Limited, being Vynben Pty Limited, East Africa International Limited, NEFCO Nominees Pty Limited, Azure Capital Investments Pty Limited, Chinon Pty Limited, Tim Casben, Nortrust Nominees Limited, Diekmann Associates Limited, Thomas Abraham-James and Fitel Nominees Limited.
- (f) The Company will not raise any funds through the issue of the Options.

A voting exclusion applies to Resolution 2 in the terms set out in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RATIFICATION OF PREVIOUS ISSUE OF SHARES TO BLACKDOWN RESOURCES (UK) LIMITED

On 13 March 2015, the Company issued 4,148,170 Shares to Blackdown Resources (UK) Limited without disclosure to investors under the exceptions provided in section 708 of the Corporations Act.

The Shares were issued to Blackdown Resources (UK) Limited as consideration for the acquisition of the remaining 50% of the Myabi gold project in Tanzania, which the Company acquired from wholly-owned subsidiaries of Blackdown Minerals Limited. Blackdown Resources (UK) Limited was the entity nominated by the Blackdown Minerals group to receive the consideration shares.

The Shares were issued at \$0.031 per Share and are subject to voluntary escrow for 12 months from the date of issue.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue, or agree to issue, during any 12 month period any Equity Security if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with the approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under this resolution, the Company seeks from Shareholders approval for, and ratification of, the issue of securities set out below so as to limit the restrictive effect of Listing Rule 7.1 on the issue of securities by the Company in the next 12 months.

Listing Rule 7.5 requires the following specific information to be provided in respect of the Shares:

- (a) 4,148,170 Shares were issued.
- (a) The issue price was \$0.031 per Share.
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.
- (c) The Shares were issued to Blackdown Resources (UK) Limited.

The Company did not raise any funds through the issue of the Shares.

A voting exclusion applies to Resolution 3 in the terms set out in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

5. ENQUIRIES

Shareholders are invited to contact the Company Secretary, Scott Mison on (08) 922 100 90 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

"**ASX**" means ASX Limited ACN 008 624 691 or the Australian Securities Exchange as the context requires.

"**Board**" means the board of Directors.

"**Company**" or "**Rift Valley**" means Rift Valley Resources Limited ABN 86 121 985 395.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**Director**" mean a director of the Company.

"**Equity Securities**" has the same meaning as in the Listing Rules.

"**Listing Rules**" means the Listing Rules of ASX.

"**Meeting**" means the meeting of Shareholders convened for the purpose of considering the Resolutions contained in the Notice.

"**Notice**", "**Notice of Meeting**" or "**Notice of Extraordinary General Meeting**" means the notice convening the Meeting which accompanies the Explanatory Statement.

"**Option**" means an option to subscribe for a Share.

"**Resolution**" means resolutions 1 to 3 as set out in the Notice.

"**Shareholder**" means a holder of Shares.

"**Share**" means fully paid ordinary share in the Company.

"**WST**" means Australian Western Standard Time.

Annexure 1

FULL TERMS AND CONDITIONS OF OPTIONS

RESOLUTION 2

1. **Vesting:** There are no vesting conditions in relation to the options.
2. **Right to Subscribe:** Each option gives the optionholder the right to subscribe for one fully paid, ordinary share in Rift Valley Resources Limited ("**Company**"), in accordance with these terms of issue.
3. **Exercise Price:** The exercise price payable upon exercise of each option is \$0.06 ("**Exercise Price**").
4. **Expiry Date:** Each option automatically lapses at 5pm Perth time 3 years after the date the Options are issued ("**Expiry Date**").
5. **Exercise Period:** Each option may be exercised at any time during the period commencing on the date of issue of the option and ending on the Expiry Date ("**Exercise Period**").
6. **Method of Exercise:** Options may be exercised by lodging with the Company during the Exercise Period:
 - (a) a duly signed written notice of exercise, in the format specified by the Company from time to time, specifying the number of options which are being exercised ("**Exercise Notice**"); and
 - (b) a cheque for the Exercise Price for the options being exercised (or a telegraphic transfer of cleared funds or a direct credit of cleared funds to the Company); and
 - (c) the certificate of the options being exercised, for cancellation by the Company.

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price for the options being exercised in cleared funds.

7. **Takeovers Warranty:** Delivery of the Exercise Notice will constitute a warranty from the optionholder to the Company that the issue of shares upon exercise of the options will not result in a breach of the takeovers provisions in the *Corporations Act 2001* in relation to the Company.
8. **Issue of Shares:** Within 5 business days after receipt of a valid Exercise Notice accompanied by full payment of the Exercise Price and the option certificate, the Company will:
 - (a) issue the number of shares specified in the Exercise Notice;

- (b) cancel the certificate for the options being exercised and update the option register accordingly; and
 - (c) if applicable, issue a new option certificate for any unexercised options.
- 9. **Ranking:** All shares issued upon the exercise of option will rank *pari passu* in all respects with other ordinary shares of the Company from the date of issue.
- 10. **Transfer of Options:** The options may be transferred if the registered holder (as transferor) and the transferee duly execute a transfer form in the format approved by the Company from time to time. The transfer is not effective until the Company processes the transfer, updates the options register and issues a new option certificate to the new registered holder.
- 11. **No Rights to Participate in New Issues:** The optionholder has no right or entitlement, without exercising the option, to participate in new issues of shares offered to the Company's shareholders during the Exercise Period, whether by way of rights issue, bonus issue or other pro-rata offer of shares to shareholders. However the Company will ensure that for the purposes of determining entitlements to any such offer or issue, the record date will be a date at least 5 business days after the offer or issue is announced by the Company.
- 12. **Impact of Bonus Issue:** If the Company makes a "bonus issue" (as defined in the ASX listing rules) before the expiry date then upon exercise of an option the optionholder is entitled to have issued to it additional shares, in accordance with the requirements of Listing Rule 6.22.3 (or its replacement or successor).
- 13. **No Rights to Participate in Dividends:** The optionholder has no right or entitlement to participate in Company's dividends.
- 14. **Capital reconstruction:** If there is a reorganisation of the issued capital of the Company before the Expiry Date then the number of options to which an optionholder is entitled, or the exercise price (or both) will be reconstructed (as appropriate) in accordance with Listing Rule 7.22 (or its replacement or successor). The rights of the optionholder under these Terms of Issue may be amended to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- 15. **No other rights:** The optionholder has no rights or entitlements in addition to those set out above to a change in the exercise price, or a change to the number of shares over which the option can be exercised.
- 16. **Legal representatives:** These terms of issue are binding on the personal and legal representatives of the optionholder.
- 17. **Quotation:** The options are unlisted and quotation of the options will not be sought.

RIFT VALLEY RESOURCES LIMITED

ABN 86 121 985 395

Certificate of Appointment of Corporate Representative

This is to certify that by a resolution of the Directors of:

.....
(Company),

(Insert name of company)

the Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the Meeting of the Shareholders of Rift Valley Resources Limited to be held on Thursday 30th April 2015 and at any adjournments of that Meeting.

DATED

2015

Executed by the Company)

in accordance with its constituent documents)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

INSTRUCTIONS FOR COMPLETION

Under Australian law, an appointment of a body corporate representative will only be valid if the Certificate of Appointment is completed precisely and accurately. Please follow the following instructions to complete the Certificate of Appointment:

1. Insert the name of appointer company and the name or position of the appointee (e.g. "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. Director) of each company officer who signs this Certificate on behalf of the appointer company.
4. Insert the date of execution where indicated.
5. Send the Certificate by;
 - send the proxy by facsimile to the Company on facsimile number (02) 9290 9655; or
 - deliver the proxy in person to the Company at Ground Floor, 10 Outram Street West Perth 6005, Australia; or
 - deliver the proxy in person to the Companys Share Registry, Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW, Australia; or
 - mail the proxy to the Companys Share Registry, Boardroom Pty Limited, GPO BOX 3993, Sydney NSW 2001, Australia.
6. or the Corporate Representative may present the original Certificate when registering attendance at the start of the Meeting.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (WST) on Tuesday 28th April 2015**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **by 10:00am (WST) Tuesday, 28th April 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Rift Valley Resources Limited

ABN 86 121 985 395

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Rift Valley Resources Limited** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **GROUND FLOOR, 10 OUTRAM STREET, WEST PERTH, WESTERN AUSTRALIA 6005 on THURSDAY, 30 APRIL 2015, at 10:00am (WST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Issue of 160,000,000 Shares to sophisticated investors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Issue of 32,000,000 Shares and 42,855,000 Options to the vendors of Mtemi Resources (PTE) Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Ratification of previous issue of Shares to Blackdown Resources (UK) Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015