RIFT BASIN RESOURCES CORP.

(FORMERLY MAYEN MINERALS LTD.)

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Year Ended April 30, 2013

The purpose of this Management Discussion and Analysis (MD&A) is to explain management's point of view regarding the past performance and future outlook of Rift Basin Resources Corp. ("Rift Basin" or the "Company").

This report intends to complement and supplement the audited financial statements and the related notes thereon (the "financial statements") as well as important trends and risk affecting the Company's financial performance, and should be read in conjunction with the financial statements and the accompanying notes for the year ended April 30, 2013. The financial statements of subsidiaries are included in the audited consolidated financial statements from the date that control commences until the date that control ceases.

All financial information contained in this MD&A is current as of August 26, 2013 unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in Canadian dollars, unless otherwise specified.

Additional information regarding the Company is available on SEDAR at www.sedar.com, and the Company's website www.riftbasinresources.com. The date of this MD&A is August 26, 2013.

FORWARD-LOOKING INFORMATION

Inherent in forward-looking statements involve known and unknown risks, and factors may include, but are not limited to: unavailability of financing, changes in government regulation, general economic condition, general business conditions, limited time being devoted to business by directors, escalating professional fees, escalating transaction costs, competition, fluctuation in foreign exchange rates, competition, stock market volatility, unanticipated operating events and liabilities inherent in industry. Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the following assumptions: that there is no material deterioration in general business and economic conditions; that there is no unanticipated fluctuation of interest rates and foreign exchange rates; that the supply and demand for, deliveries of, and the level and volatility of commodity prices develop as expected; that the Company receives regulatory and governmental approvals as are necessary on a timely basis; that the Company is able to obtain financing as necessary on reasonable terms; that there is no unforeseen deterioration in the Company's activity costs; that the Company is able to continue to secure adequate transportation as necessary for its exploration activities; that the Company is able to procure equipment and supplies, as necessary, in sufficient quantities and on a timely basis; that exploration activity timetables and capital costs for the Company's planned projects are not incorrectly estimated or affected by unforeseen circumstances; that costs of closure of various operations are accurately estimated; that there are no unanticipated changes to market competition; that the Company's estimates in relation to its natural resource interests are within reasonable bounds of accuracy and that the geological, operational and price assumptions on which these are based are reasonable; that no environmental and other proceedings or disputes arise; and that the Company maintains its ongoing relations with its employees, consultants and advisors.

Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

DESCRIPTION OF BUSINESS

Rift Basin Resources Corp. (the "Company") was incorporated under the laws of British Columbia as Mayen Minerals Ltd. on January 14, 1981. In connection with the transition from a mining issuer to oil and gas issuer, the Company completed the corporate name change effective September 25, 2012, and its common shares commenced trading on the TSX Venture Exchange ("TSX-V") under the trading symbol "RIF" as a Tier 2 mining issuer. On August 12, 2013 the common shares of the Company were delisted from Tier 2 of the TSX-V and commenced trading on the NEX board under the trading symbol "RIF.H". NEX is a separate board of the TSX-V designed to provide a forum for the trading of publicly listed shell companies not carrying on an active business. The Company is considered an exploration stage enterprise engaged in acquiring, exploring and developing resource properties.

The Company is seeking to complete a definitive transaction through which to become an oil and gas issuer and thereby re-qualify as a Tier 2 issuer. The Company's strategic focus is to build a substantial junior, independent, international oil and gas exploration and development company focused on oil field redevelopment opportunities and advanced-stage exploration and near-production opportunities in Southeast Asia.

Rift's objective is to leverage management's operational experience and contacts to establish a strategic foothold in the oil sector. Focus is on the review of historic data and local expertise to secure projects with near term cash flow potential, and acquire larger interests in earlier-stage projects where modest work programs could attract farm-outs in return for carried interests through exploration.

Indonesia and Malaysia in particular represent excellent oil and gas exploration jurisdictions, with established exploration and production activity, reasonable fiscal terms, and relative ease of doing business, where discoveries may be rapidly commercialized.

SIGNIFICANT EVENTS, TRANSACTIONS AND ACTIVITIES

Non-brokered Private Placement
On August 27, 2012, the Company underwent a complete change of management. Also, the Company completed a non-brokered private placement of 9,715,000 units at the price of $0.10 per unit, for net proceeds of $971,500. Each unit consisted of one common share and one share purchase warrant, entitling the holder to purchase another common share of the Company for $0.20 per share for a period of two years from closing, subject to acceleration conditions.

Stock split, name change, and change of business
On September 25, 2012, the Company completed a two-for-one stock split. Following the stock split the Company had 41,233,200 post-Stock Split common shares issued and outstanding. Outstanding stock options and share purchase warrants and their respective exercise prices are also adjusted by the stock split.

The Company's name was changed from "Mayen Minerals Ltd." to "Rift Basin Resources Corp." and the Company's trading symbol changed from "MYM" to "RIF" under new CUSIP number 766543102 and new ISIN CA7665431028. The Company considers it appropriate to switch from being a mining issuer to an oil and gas issuer.

Formation of Strategic Alliance
On November 16, 2012 the Company announced that it has established a strategic alliance with Gulfsands Petroleum plc, a London Stock Exchange-listed (AIM:GPX) issuer. The intention of this alliance is to facilitate the pursuit and acquisition of petroleum projects in Tunisia and elsewhere in the Middle East and North Africa region for mutual benefit.

Letter of Intent to Farm-in on the Chorbane Exploration Permit
On November 23, 2012 the Company announced that its wholly-owned subsidiary Rift Basin International Corp. entered into a letter of intent with Alpine Oil & Gas Pty Ltd. to farm-in on and have the right to earn a 15% participating interest in the Chorbane exploration permit located in Tunisia, and that strategic partner Gulfsands Petroleum was concurrently acquiring an additional interest to hold a 70% participating interest in the Chorbane exploration permit and become the operator.

Independent Geological Report
On December 7, 2012 the Company announced receipt of an independent engineering and economic evaluation (the "**Geological Report**") on the Chorbane exploration permit from Petrotech Engineering Ltd. of Burnaby, British Columbia. Petrotech was commissioned by Rift Basin to prepare the Geological Report in accordance with National Instrument 51-101 – Standards of Disclosure for Oil and Gas Activities - for both due diligence and regulatory filing purposes. The Geological Report was pre-filed with the TSX Venture Exchange for their review, and was accepted by the Exchange on December 13, 2012. Alpine Oil & Gas Pty Ltd. filed an official letter with ETAP (L'Entreprise Tunisienne d'Activités Pétrolières) on December 5, 2012 requesting approval for the transfer of a 15% working interest in the Permit from Alpine Oil & Gas Pty Ltd. to Rift Basin Resources Corp.

Farm-in on the Chorbane Exploration Permit
On December 21, 2012 the Company announced that its wholly-owned subsidiary Rift Basin International Corp. entered into a definitive farm-in agreement with Alpine Oil & Gas Pty Ltd. to farm-in on and have the right to earn a 15% participating interest in the Chorbane exploration permit located in Tunisia. The Company, through Rift Basin International, will earn an undivided 15-per-cent working interest in the permit upon completion of a payment schedule and receipt of regulatory approvals. As a result of difficult market conditions, use of funds limitations mandated by the TSX Venture Exchange, and the recent Tunisian political assassinations, the Company has maintained a wait and see posture with respect to completing the earn-in terms and conditions, hoping to renegotiate the farm-in agreement on more practical terms. ETAP, the Tunisia state-owned entity responsible for the petroleum sector and the state's partnerships with foreign exploration and production operators, approved the transaction in late December.

Non-brokered Private Placement Closed
On January 31, 2013 the Company closed the first tranche of the November 2, 2012-announced non-brokered private placement consisting of 3.85 million units priced at $0.10 for gross proceeds of $385,000. On March 12, 2013 the Company closed the second and final tranche of the non-brokered private placement of units. The final tranche consisted of 3.8 million units at a price of $0.10 per unit for gross proceeds of $380,000. Each unit consists of one common share of the Company and one-half of a common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.20 for a one year period.

The Company is entitled to accelerate the expiry date of the warrants to the date that is 30 days following the date the company issues a news release announcing that the published closing price of the common shares on the TSX Venture Exchange has been equal or greater than 30 cents for any 10 consecutive trading days after the statutory hold period. The company paid $8,000 in cash commission to an arm's-length finder.

Recent Activities
The period ended April 30, 2013 saw significant activity with extensive data collection and project assessment efforts by our Tunisian working team, centered on opportunities in Libya, Gabon, Congo, Egypt, Tunisia, Mauritania, Jordan and Chad. Our partnership with Gulfsands Petroleum plc provides Rift Basin Resources with an established operating partner with a robust balance sheet, enabling a strong negotiating position when it comes to executing production sharing and farm-in agreements in the Middle East and North Africa area. Rift Basin's management and technical team's expertise is sought after by senior and emerging producers alike. The Company sought to create an extensive inventory of drill ready prospects to either acquire or farm-in on, to leverage into some high impact projects.

Due to the state of the capital markets and declining receptivity towards exploration opportunities, the Company was not able to complete the requirements necessary to close the acquisition of an undivided 15% working interest in the Chorbane exploration permit pursuant to the Farmin Agreement (which was subsequently terminated – see July 31, 2013 below). By early March 2013, the Company's management determined that a shift in geographic focus was necessary to identify and, in conjunction with a strategic partner, acquire proven undeveloped and marginal field opportunities that can be brought online quickly. Management is of the belief that carefully selected high impact exploration prospects have the best chance of attracting financing despite continued difficult market conditions.

On May 3, 2013 the Company announced entering into a Memorandum of Understanding to evaluate and redevelop an onshore multi-reservoir oil field located in Bojonegoro, East Java, Indonesia known as the Dandangilo & Beji Block, containing 110 existing wells within an 80 sq.km. area. The block is located 15km from ExxonMobil's 600MMbbl Cepu discovery, and between Cepu and CNOOC (Block Tuban, PT Petrochina) which is planning to drill the same horizon. The Company also announced a non-brokered private placement of up to $500,000 at a price of $0.10 per unit to fund the due diligence and prospect evaluation. Each unit consists of one common share of the company and one-half of a common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.20 for one year, provided however that the company is entitled to accelerate the expiry date of the warrants to the date that is 30 days following the date the company issues a news release announcing that the published closing price of the common shares on the TSX Venture Exchange has been equal or greater than $0.30 for any 10 consecutive trading days after the statutory hold period.

On May 14, 2013 the Company announced the re-pricing of the May 3rd-announced private placement price from $0.10 to $0.08. The terms of the warrants continue as described in the May 3, 2013 news release.

On June 5, 2013 the Company announced the execution of a Memorandum of Understanding with PT Sinergi Wijaya Kusumah ("PT Sinergi") which supersedes the trilateral arrangements previously announced in its news release of May 3, 2013. Following the recent site reconnaissance visit by Rift Basin's technical team, and assessment of the technical, economic, legal and regulatory requirements associated with the exploitation of the Field, the new MOU seeks to formalize the renegotiated agreement whereby Rift Basin can now earn up to 70% interest in PT Sinergy by funding initial service and enhancement work. The renewal period underlying the Agreement will change to a specific term of 5 years for each period, for a total of 20 years, and provision is being made to segregate the obligations such that the Company is shielded from any direct or indirect environmental or human related liabilities associated the district-level cooperative's exploitation activities. In addition, the work commitment schedule will be modified in accordance with an independent third-party technical assessment and resulting recommendations, to be reviewed and mutually agreed upon between the Company and PT Sinergy.

On July 8, 2013 the Company closed the non-brokered private placement of units announced in its news release of May 14, 2013. The tranche consisted of 1.875 million units at a price of $0.08 per unit for gross proceeds of $150,000.

On July 31, 2013 the Company Rift Basin terminated the Chorbane Farmin Agreement between the Company's wholly-owned subsidiary, Rift Basin International Corp., and Alpine Oil & Gas Pty Ltd. The Company requested the return of its refundable US$100,000 deposit. Due to the state of the capital markets, the continued instability within the MENA region, and lack of receptivity towards exploration opportunities, the Company was unable to complete the requirements necessary to close the Transaction. The Company has determined that opportunities in East Asia and Indonesia in particular offer better alternatives on which to focus limited resources.

On August 12, 2013 the common shares of the Company were delisted from Tier 2 of the TSX Venture Exchange and commenced trading on the NEX board. The trading symbol for the Company was changed from RIF to RIF.H. There was no change in the Company's name, no change to the Company's CUSIP number and no consolidation of capital. NEX is a separate board of the TSX Venture Exchange designed to provide a forum for the trading of publicly listed shell companies not carrying on an active business. The Company continues to seek and undertake a definitive transaction through which to become an oil and gas issuer and thereby qualify as a Tier 2 issuer.

On August 13, 2013 the Company announced it is proceeding to acquire and evaluate a substantial volume of legacy seismic, technical and geological data with respect to the Dandangilo & Beji Block. This appraisal process will proceed with the technical support of an established intermediate oil and gas production company which will assist the Company to evaluate the economic potential for secondary shallow-oil recovery, as well as the deeper target potential in the basin. As part of the Technical Support Agreement, $100,000 was advanced to the Company as part of an announced non-brokered private placement of up to 7,000,000 units at a price of $0.05 per Unit, for gross proceeds of up to $350,000. Each Unit consists of one common share of the Company and one-half of a common share purchase warrant. Each Warrant entitles the holder thereof to purchase one common share at a price of $0.20 for one year, provided however that the company is entitled to accelerate the expiry date of the warrants to the date that is 30 days following the date the company issues a news release announcing that the published closing price of the common shares on the TSX Venture Exchange has been equal or greater than $0.30 for any 10 consecutive trading days after the statutory hold period.

RESULTS OF OPERATIONS

For the year ended April 30, 2013, the Company reported a loss of $1,706,767 ($0.05 per share), compared to $90,476 ($0.00 per share) for the comparable period in 2012. The increase in the loss reported is due to a significant increase in corporate activity as the Company commenced domestic and international operations with a new management team to actively identify, evaluate and negotiate oil and gas opportunities in North Africa and the Middle East.

SELECTED FINANCIAL INFORMATION

All financial information in this MD&A has been prepared in accordance with IFRS.

The following financial data is derived from the Company's annual audited consolidated financial statements for the years ended April 30, 2013 and 2012:

	2013 $	2012 $
General and administrative expenses	1,188,754	91,808
Project development expenses	630,889	-
Loss and comprehensive loss	(1,706,767)	(90,476)
Basic loss per common share	(0.05)	(0.00)
Diluted loss per common share	(0.05)	(0.00)
Working capital deficiency	(27,202)	(228,588)
Total assets	335,806	19,997
Total liabilities	359,885	248,585

All of the Company's projects are at the exploration stage and, to date; the Company has not generated any revenues.

At April 30, 2013, the Company had not yet achieved profitable operations and has accumulated losses since inception. These losses resulted in a net basic loss per share for the year ended April 30, 2013 of $0.05 (April 30, 2012 - $0.00).

SUMMARY OF QUARTERLY REPORTS

Results for the most recent quarters ending with the last quarter for the year ended April 30, 2013; all prepared using accounting principles consistent with IFRS:

	Three Months Ended			
	April 30, 2013 $	January 31, 2013 $	October 31, 2012 $	July 31, 2012 $
Interest income	-	1,008	327	-
Net loss	(606,119)	(588,644)	(415,464)	(96,541)
Basic and diluted loss per share	(0.02)	(0.01)	(0.01)	(0.01)

	Three Months Ended			
	April 30, 2012 $	January 31, 2012 $	October 31, 2011 $	July 31, 2011 $
Interest income	-	-	-	221
Net loss	(46,901)	(5,260)	(24,183)	(14,132)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

Quarterly results will vary in accordance with the Company's exploration and financing activities.
Variances quarter over quarter can be explained as follows:

Due to an increase in exploration activities and growth of the Company, there was a general increase in general and administrative expenses from $129,202 in the quarter ended July 31, 2012 to $363,067 in the quarter ended April 30, 2013.

- General and administrative expenses increased primarily due to the following:
  - increased travel due to site visits and marketing
  - increased consulting fees to existing consultants and professionals
  - increased management fees to management, executives and directors
- In the quarter ended October 31, 2012 stock options were granted to various parties. These grants resulted in share-based compensation expenses of $82,236 in the quarter ended July 31, 2012, $63,663 in the quarter ended October 31, 2012, and $50,369 in the quarter ended January 31, 2013, for a total of $196,268 for the year.
- In the quarters ended July 31, 2012, October 31, 2012 and April 30, 2013, there were write downs of accounts payable of $32,661, $52,296 and $37,644 respectively.

GENERAL AND ADMINISTRATIVE

The operating and administrative expenses for the year ended April 30, 2013 totaled $1,188,754 (April 30, 2012: $91,808), including share-based compensation issued during the year, valued at $196,268 (April 30, 2012: $Nil) calculated using the Black Scholes option pricing model. Comparatively, the major expenses for the year ended April 30, 2013 were management fees of $339,333 (April 30, 2012 - $Nil), professional fees of $203,240 (April 30, 2012 - $61,952), office expenses of $38,482 (April 30, 2012 - $9,005), consulting fees of $77,699 (April 30, 2012 - $Nil), transfer agent and filing fees of $62,417 (April 30, 2012 - $11,761) and travel and related costs of $225,983 (April 30, 2012 - $5,995).

The table below details the changes in major expenditures for the year ended April 30, 2013 as compared to the corresponding year ended April 30, 2012:

Expenses	Increase in Expenses	Explanation for Change
Management fees	Increase of $339,333	Increase in management's compensation and added directors' fees. Effective June 1, 2012, management fees paid to companies controlled by officers and directors of the company under Executive Service Agreements.
Consulting fees	Increase of $77,699	Increase due to the increased activities of the Company and engineering work.
Professional fees	Increase of $141,288	Increase due to more activities with respect to several financings, change of management, and acquisition-related legal cost.
Office expense	Increase of $29,477	Increased due to increase in office expenses and supplies and rent.

Transfer agent and filing fees	Increase of $50,656	Increased due to several financing activates, stock split, change of management and other related costs
Travel and related expense	Increase of $219,988	Increased level of travel as a result of commencement of operations and marketing of the Company.
Share-based compensation	Increase of $196,268	Increased due to grant of stock options.

Project development
Project development covers the expenses of wholly-owned subsidiary Rift Basin International Corporation's business development, project investigation and acquisition costs and expenses totaling $630,889 (2012 – $Nil) which represents direct project-acquisition-related expenses incurred primarily in Tunisia, Austria and London, and initial data package costs in Indonesia. Included are management and per diem fees of $101,144 paid to a consultant who subsequently became the president and a director of the Company's wholly-owned subsidiary Rift Basin International Corp., office rent and sundry office expenses of $17,252, outside professional consultant fees totaling $178,492, legal fees of $5,327, project investigation costs of $122,321 which consists of travel and project acquisition expenses, and direct project data access and due diligence associated costs of $206,353.

Write down of accounts payable
The Company's accounts payable were written down (a recovery of prior accrued expenses) by $122,601 (2012 – $27,970) due to several negotiated settlements and an internal review and reassessment of the merits of third party billings incurred during the tenure of previous management.

The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favorable terms, the Company's activity levels and the size and scope of acquisitions and planned activities will typically increase.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company has no known mineral resources or reserves and is not in commercial production on any of its properties and accordingly, the Company does not generate cash from operations. The Company finances its exploration activities by raising capital from equity markets from time to time.

As at April 30, 2013, the Company's liquidity and capital resources are as follows:

	April 30, 2013 $	April 30, 2012 $
Cash and cash equivalents	127,725	17,400
Receivables	28,255	2,597
Due from related parties	68,501	-
Refundable deposit	99,214	-
Prepaid expenses	8,988	-
Total current assets	332,683	19,997
Payables and accrued liabilities	359,885	248,585
Working capital	(27,202)	(228,588)

As of April 30, 2013, the Company had cash and cash equivalents of $127,725. The Company's continued existence as a going concern is dependent upon the continued support of related parties, incoming management, and its ability to raise adequate long-term financing.

TRANSACTIONS WITH RELATED PARTIES

During the year ended April 30, 2013 the Company engaged in the following transactions with related parties, not disclosed elsewhere in this MD&A:

i. Incurred management fees of $110,000 (April 30, 2012 - $Nil) to a company controlled by the family of Wayne Koshman, a director and Chief Executive Officer of the Company. As at April 30, 2013, an advance of $32,538 (April 30, 2012 - $Nil), was included in due from related parties.

ii. Incurred administrative management fees of $120,000 (April 30, 2012 - $Nil) to a company controlled by Robert van Santen, a director, Chief Financial Officer and Secretary of the Company, and reimbursed rent expense of $11,000 (April 30, 2012 - $Nil) to a company controlled by a family member. As at April 30, 2013, an advance of $700 (April 30, 2012 - $Nil) was included in due from related parties.

iii. Incurred financial management and director's fees of $85,000 (April 30, 2012 - $Nil) and reimbursement of rent of $12,500 (April 30, 2012 - $Nil) to companies controlled by Paul Lathigee, a director of the Company.

iv. Incurred consulting fees of $80,054 (April 30, 2012 - $Nil) and per diem expenses of $21,090 and reimbursement expenditures of $17,251 (April 30, 2012 - $Nil) to Mongi Haffouz, president of the subsidiary of the Company. As at April 30, 2013, an advance of $35,262 (April 30, 2012 - $Nil), was included in due from related parties.

v. Incurred directors fees of $6,000 (April 30, 2012 - $Nil) to Chris Cooper, a director of the Company.

vi. Mongi Haffouz, the president of the subsidiary company, and the Company directors were indebted to the Company for a total of $68,501 as at April 30, 2013 (April 30, 2012 - $Nil). This amount was unsecured, non-interest bearing and had no fixed terms of repayment.

vii. Granted stock option to directors and officers of the Company of $182,732(April 30, 2012-$Nil).

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including directors (executive and non-executive) of the Company.

OFF-BALANCE SHEET AGREEMENTS

The Company has not engaged in any off-balance sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing or hedging services with the Company.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The details of Rift Basin's accounting policies are presented in Notes 2 and 3 of the consolidated financial statements for the period ended April 30, 2013. These policies are considered by management to be essential to understanding the processes and reasoning that go into the preparation of the Company's financial statements and the uncertainties that could have a bearing on its financial results.

NEW ACCOUNTING STANDARDS NOT YET ADOPTED

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended December 31, 2013 and have not been applied in preparing these financial statements. The Company is currently considering the possible effects of the new and revised standards which will be effective to the Company's financial statements for the year ending December 31, 2014 or later:

a) IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is effective for annual periods beginning on or after January 1, 2015 with early adoption permitted. The Company does not expect any effect on the Company's financial statements.

b) IAS 10 – Consolidated Financial Statements amendment provides clarification on investment entitles. The amendments are effective for annual periods beginning on or after January 1, 2014. The Company does not expect any effect on the Company's financial statements.

c) IAS 27 – Separate Financial Statements amendment provides clarification on investment entitles. The amendments are effective for annual periods beginning on or after January 1, 2014. The Company does not expect any effect on the Company's financial statements.

d) IAS 32 – Financial Instruments: Presentation amendment provides clarification on the application of offsetting rules. The amendments are effective for annual periods beginning on or after January 1, 2014. The Company does not expect any effect on the Company's financial statements

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – inputs that are not based on observable market data.

The fair values of the Company's accounts receivable, accounts payable and accrued liabilities and loans payable approximate their carry amounts, due to their short-term nature. Cash and cash equivalents are measured at fair value using Level 1 inputs.

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk
Credit risk is the risk of loss associated with counterparty's inability to fulfill its contractual obligations. The Company believes it has no significant credit risk. The Company's cash and cash equivalents are held at large Canadian financial institutions in interest bearing accounts. Accounts receivable consist of HST receivable obligations due from the government of Canada.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at April 30, 2013 the Company had cash and cash equivalents of $127,725 (April 30, 2012 - $17,400) to settle current liabilities of $359,885 (April 30, 2012 - $248,585). To maintain liquidity, subsequent to the year end the Company engaged in a non-brokered private placement financing which was closed July 8, 2013, raising a further $150,000, and on August 13, 2013announced a further $350,000 non-brokered private placement financing, from which $100,000 was received to date. The Company is proceeding to advance its evaluation of significant oil and gas opportunities located in East Java, Indonesia. Current market conditions continue to make the present environment for raising additional equity financing difficult and there can be no assurance ongoing efforts will be successful. All of the Company's financial liabilities are subject to normal trade terms.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk
The Company has cash balances held with financial institutions. The Company believes it has no significant interest rate risk.

ii. Foreign currency risk
The Company does not have any significant balances denominated in a foreign currency and believes it has no significant foreign currency risk.

iii. Price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of raw materials, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as shareholders' equity (deficit).

The Company has historically relied on the equity markets to fund its activities. Current financial markets continue to be difficult and there is no certainty with respect to the Company's ability to raise capital. The Company will continue to assess new opportunities and seek to acquire an interest in oil and gas assets if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company currently is not subject to externally imposed capital requirements. There were no changes to the Company's approach to capital management.

SUBSEQUENT EVENTS

Memorandum of Understanding (MOU)
On May 3, 2013 the Company announced entering into a Memorandum of Understanding to evaluate and redevelop an onshore multi-reservoir oil field known as the Dandangilo & Beji Block, containing 110 existing wells within an 80 sq.km. area, located in Bojonegoro, East Java, Indonesia.

Chorbane Farmin Agreement
On May 3, 2013 the Company updated shareholders concerning the state of the capital markets and investor receptivity towards exploration opportunities, and that the Company has not yet been able to complete the requirements necessary to close the acquisition of an undivided 15% working interest in the Chorbane exploration permit pursuant to the Farmin Agreement. A refundable US$100,000 deposit remains with Alpine Oil & Gas Pty Ltd. (see Note 6). The Company terminated the acquisition and requested a refund of the deposit in accordance with the Farmin Agreement terms on July 31, 2013.

Non-brokered Private Placements
On May 3, 2013 the Company announced it is seeking to close a non-brokered private placement of up to $500,000 at a price of $0.10 per unit. Each unit consists of one common share of the company and one-half of a common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.20 for one year, provided however that the company is entitled to accelerate the expiry date of the warrants to the date that is 30 days following the date the company issues a news release announcing that the published closing price of the common shares on the TSX Venture Exchange has been equal or greater than $0.30 for any 10 consecutive trading days after the statutory hold period.

On May 14, 2013 the Company announced a repricing of the May 3rd-announced private placement price from $0.10 to $0.08. Each Unit continued to consist of one common share of the Company and one-half of a Common Share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share at a price of $0.20 for a period of 12 months from the closing of the Offering, subject to the acceleration on the terms as described in the Company's news release of May 3, 2013.

On July 8, 2013 the Company closed the non-brokered private placement of units announced in its news release of May 14, 2013. The tranche consisted of 1.875 million units at a price of $0.08 per unit for gross proceeds of $150,000.

On August 13, 2013 the Company announced a non-brokered private placement of up to 7,000,000 units at a price of $0.05 per unit for gross proceeds of up to $350,000, of which $100,000 has been received. Each unit consists of one common share of the Company and one-half of a common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.20 for one year, provided however that the company is entitled to accelerate the expiry date of the warrants to the date that is 30 days following the date the company issues a news release announcing that the published closing price of the common shares on the TSX-V has been equal or greater than $0.30 for any 10 consecutive trading days after the statutory hold period.

Amended MOU

On June 5, 2013 the Company announced the execution of a Memorandum of Understanding with PT Sinergi Wijaya Kusumah (“PT Sinergi”) which supersedes the trilateral arrangements previously announced in its news release of May 3, 2013. Following the site reconnaissance visit by Rift Basin’s technical team, and assessment of the technical, economic, legal and regulatory requirements associated with the exploitation of the Field, the new MOU seeks to formalize a renegotiated agreement whereby Rift Basin can earn up to 70% interest in PT Sinergy by funding initial service and enhancement work. The renewal period underlying the Agreement will change to a specific term of 5 years for each period, for a total of 20 years, and provision is being made to segregate the obligations such that the Company is shielded from any direct or indirect environmental or human related liabilities associated the district-level cooperative’s exploitation activities. In addition, the work commitment schedule is to be modified in accordance with an independent third-party technical assessment and resulting recommendations, to be reviewed and mutually agreed upon between the Company and PT Sinergy.

RISKS AND UNCERTAINTIES

Early Stage – Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders’ investments and the likelihood of success must be considered in light of its early stage of operations. The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable, especially in today’s volatile and uncertain financial markets. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Exploration, Development and Operating Hazards and Risks

In the normal course of business the Company is exposed to a variety of risks and uncertainties. In addition to the risks associated with liquidity and capital resources, critical accounting estimates, financial instruments, credit risk and market risk described in this MD&A, the Company is exposed to various operational, technical, financial and regulatory risks and uncertainties, many of which are beyond its control and may significantly affect future results. Operations may be unsuccessful or delayed as a result of competition for services, supplies and equipment, mechanical and technical difficulties, the ability to attract and retain employees and contractors on a cost-effective basis, commodity and marketing risk and seasonality.

The Company is exposed to considerable risks and uncertainties including, but not limited to;

- finding oil and natural gas reserves on an economical basis;
- uncertainties related to estimating the Company’s reserves;
- financial risks including access to debt or equity markets which the Company is dependent upon in order to meet obligation and liabilities as they fall due;
- technical problems which could lead to unsuccessful wells, well blowouts and environmental damage;
- obtaining timely regulatory approvals;

- third party related operational risks including the ability to obtain access to wells, access to third party gathering and processing facilities, access to pipeline, railway and other transportation infrastructure;
- fluctuations in commodity prices;
- adverse factors including climate, geographical and weather conditions and labour disputes;
- timing of future debt and other obligations;
- regulatory legislation and policies, including the fulfillment of contractual minimum work programs, the compliance with which may require significant expenditures and non-compliance with which may result in fines, penalties, production restrictions, suspensions or revocations of contracts;
- changes to taxation policies, laws and interpretations thereof; and
- obtaining comprehensive and appropriate insurance coverage at reasonable rates;

Foreign Country and Political Risk
The Company is actively pursuing oil and gas interests located in Tunisia, North Africa and the Middle East. The Company is subject to certain risks, including currency fluctuations and possible political or economic instability in the region, which may result in the impairment or loss of any rights to oil and gas concessions. Exploration and development activities may be affected in varying degrees by political instability and government regulations relating to the oil and gas industry. Any changes in regulations or shifts in political attitudes may also adversely affect the Company's business. Exploration may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and site safety. To mitigate such risk, the Company funds its foreign operations on an as-needed basis. The Company does not presently maintain political risk insurance for its foreign exploration projects.

Title Risks
Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain rights and interests, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of certain concessions. The Company has investigated title to all of its prospective interests and, to the best of its knowledge, title to all prospective working and economic interests are in good standing.

Environmental Regulations, Permits and Licenses
The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health and safety, waste disposal, and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain oil and gas industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies including its directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for the Company and its directors, officers and employees. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in oil and gas operations may be required to compensate those suffering loss or damage by reason of development activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of oil and gas companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties, or requirement abandonment, or delays in development of new oil and gas properties.

Competition and Agreements with Other Parties
The oil and gas industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Price Volatility of Public Stock
In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on a stock exchange may be affected by such volatility.

Economic Conditions
Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management
The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of Interest
The Company's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act, British Columbia ("Corporations Act") in dealing with conflicts of interest. These provisions state, where a director/officer has such a conflict, that the director/officer must at a meeting of the board, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Rift Basin's general and administrative expenses and exploration and evaluation costs is provided in the Company's condensed Consolidated Interim statement of comprehensive loss and note disclosures contained in its condensed Consolidated Interim financial statements for the period ended January 31, 2013. These statements are available on Rift Basin's website at www.riftbasinresources.com or on its SEDAR page site accessed through www.sedar.com.

Dividends
The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for oil and gas exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant

Management's Responsibility for Financial Statements
The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Nature of the Securities
The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Proposed Transactions
There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and/or development of certain properties.

Approval
The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Forward Looking Information
This MD&A together with the Company's financial statements for the period ended January 31, 2013 contain certain statements that may be deemed "forward-looking statements". Forward looking statements in this document are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "continues", "intends", "estimates", "projects", "potential", and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Inherent in forward-looking statements involve known and unknown risks, and factors may include, but are not limited to: fluctuating commodity prices, unavailability of financing, changes in government regulations and administrations, general economic conditions, general business conditions, limited time being devoted to business by directors, escalating professional fees, escalating transaction costs, competition, fluctuation in foreign exchange rates, competition, stock market volatility, unanticipated operating events and liabilities inherent in industry. Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Additional Information

Additional information related to Rift Basin Resources Corp. (the "Company" or "Rift Basin") is available for view on SEDAR at www.sedar.com.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCING REPORTING

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

CONTINGENCY

The Company is not involved in any outstanding litigation.

OUTSTANDING SHARES

The Company has one class of common shares. Below are a summary of the common shares issued and outstanding as at April 30, 2013 and the date of this report:

	As at April 30, 2013	As at August 28, 2013
Common shares	48,883,200	50,758,200
Stock options	2,900,000	2,900,000
Warrants	23,255,000	24,192,500

Stock options

The Company has issued incentive options to certain directors, employees, officers, and consultants of the Company. As of the date of this report the Company has 2,900,000 options exercisable at $0.10 which expire on September 26, 2017.

Warrants

Warrants issue date	Number of warrants outstanding	Exercise price $	Expiry date
September 25, 2012	19,430,000	0.10	September 5, 2014
January 31, 2013	1,925,000	0.20	January 30, 2014
March 12, 2013	1,900,000	0.20	March 12, 2014
July 8, 2013	937,500	0.20	July, 7, 2014

DIRECTORS AND OFFICERS

Wayne Koshman - *Chief Executive Officer and Director*
Robert van Santen - *Chief Financial Officer, Corporate Secretary and Director*
Christopher Cooper – *Director*
Paul Lathigee – *Director*

OTHER REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news release and other information can be obtained on SEDAR at www.sedar.com.

On Behalf of the Board,

RIFT BASIN RESOURCES CORP.

"Wayne Koshman"	*"Robert van Santen"*
Wayne Koshman	Robert van Santen
Chief Executive Officer	Chief Financial Officer