RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTH PERIOD ENDED OCTOBER 31, 2011
(expressed in Cdn $)

UNAUDITED

Notice of disclosure of non-auditor review of consolidated interim financial statements pursuant to National Instrument 51-102,Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators.

The accompanying condensed consolidated interim financial statements of the Company for the three and six months ended October 31, 2011 have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards and are the responsibility of the Company's management.

The Company's auditors have not performed an audit or a review of these interim financial statements.

RAZORE ROCK RESOURCES INC.

(Incorporated under the Laws of the Province of Ontario)

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

UNAUDITED
(Expressed in Canadian Dollars)

	Oct 31, 2011	April 30, 2011 (Note 11)
ASSETS		
Current:		
Cash and cash equivalents	$ 67,946	$ 92,593
Cash and cash equivalents - restricted *(Note 9)*	36,400	36,400
Prepaid expenses	57,124	50,800
H.S.T. receivable	20,657	18,151
	182,127	197,944
Non-current assets:		
Mining Claims	40,448	40,448
Investments	2,701	4,321
	$ 225,276	$ 242,713
LIABILITIES		
Current:		
Accounts payable and accrued liabilities	$ 56,103	$ 53,180
Non-current liabilities:		
Flow-through share premium liability	11,025	11,025
Non-contolling interest	59,739	58,930
SHAREHOLDERS' EQUITY		
Common Shares	1,124,269	1,124,269
Warrants	7,500	7,500
Contributed surplus	88,750	13,750
Deficit	(1,097,810)	(1,003,261)
Accumulated other comprehensive income	(24,300)	(22,680)
	98,409	119,578
	$ 225,276	$ 242,713

Approved on behalf of the board:

"William R. Johnstone"
William R. Johnstone, director

"Michael Wilson"
Michael Wilson, director

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS

FOR THE THREE AND SIX MONTH PERIOD ENDED OCTOBER 31, 2011

UNAUDITED
(Expressed in Canadian Dollars)

	Three months ended October 31		Six months ended October 31	
	2011	2010	2011	2010
Expenses:				
General administration	3,293	3,063	$ 5,235	$ 3,063
Professional fees	11,818	9,267	18,615	22,819
Share-based payments	-	-	75,000	-
	15,111	12,330	98,850	25,882
Gain on sale of marketable securities	-	-	5,110	-
Non-controlling interest in income	-	-	(809)	-
Net loss for the period	(15,111)	(12,330)	(94,549)	(25,882)
Other comprehensive income, net of tax:				
Change in unrealized gains and losses on				
available-for-sale financial assets	(360)	(4,500)	(1,620)	(3,600)
Comprehensive loss for the period	$ (15,471)	$ (16,830)	$ (96,169)	$ (29,482)
Net loss per share - basic and diluted	$ -	$ -	$ (0.01)	$ -
Weighted average number of shares outstanding - basic and diluted	9,708,768	5,388,769	9,708,768	5,388,769

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGE IN SHAREHOLDERS EQUITY

FOR THE THREE AND SIX MONTH PERIOD ENDED OCTOBER 31, 2011

UNAUDITED
(Expressed in Canadian Dollars)

	Common Shares		Reserves	Reserves			Total
	# Shares	$ Amount	Warrants	Contributed Surplus	Accumulated Comp. loss	Deficit	Shareholders Equity
Balance April 30, 2010	5,388,769	$ 912,894	$ 1,250	$ 12,500	$ (18,901)	$ (909,208)	$ (1,465)
Change for the period	-	-	-	-	(3,600)	(25,882)	(29,482)
Balance October 31,2010	5,388,769	912,894	1,250	12,500	(22,501)	(935,090)	(30,947)
Issued private placement	3,819,999	182,875	7,200	-	-	-	190,075
Less share issue cost	-	-	-	-	-	-	-
Issue debt settlement	500,000	28,500	300	-	-	-	28,800
Expired warrants	-	-	(1,250)	1,250	-	-	-
Net loss balance of year	-	-	-	-	(179)	(68,171)	(68,350)
Balance April 30, 2011	9,708,768	1,124,269	7,500	13,750	(22,680)	(1,003,261)	119,578
Share based payments	-	-	-	75,000	-	-	75,000
Change for the period	-	-	-	-	(1,620)	(94,549)	(96,169)
Balance October 31,2011	9,708,768	$ 1,124,269	$ 7,500	$ 88,750	$ (24,300)	$ (1,097,810)	$ 98,409

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

FOR THE SIX MONTH PERIOD ENDED OCTOBER 31, 2011

UNAUDITED
(Expressed in Canadian Dollars)

	Three months ended October 31		Six months ended October 31	
	2011	2010	2011	2010
Cash was provided by (used in) the following activities:				
Operations:				
Net loss for the period	$ (15,111)	$ (12,330)	$ (94,549)	$ (25,882)
Items not requiring an outlay of cash:				
Gain on sale of investments	-	-	(5,110)	-
Share based payments	-	-	75,000	-
Non-controlling interest in income	-	-	809	-
Net change in non-cash working capital balances related to operations *(Note 8)*	(5,404)	12,023	(5,907)	25,241
	(20,515)	(307)	(29,757)	(641)
Investments:				
Proceeds from sale of marketable securities	-	-	5,110	-
Expenditures on mining claims	-	-	-	-
	-	-	5,110	-
Net change in cash during the period	(20,515)	(307)	(24,647)	(641)
Cash and cash equivalents, beginning of period	88,461	682	92,593	1,016
Cash and cash equivalents, end of period	$ 67,946	$ 375	$ 67,946	$ 375

1. Nature of Operations and Going Concern:

Razore Rock Resources Inc. is a public company incorporated under the laws of the Province of Ontario and its principal business activity is the exploration of its mineral properties. At October 31, 2011 the Company has working capital in the amount of $126,024.

The Company is considered to be in the development stage, is in the process of exploring mineral properties in Canada and has not yet determined whether these properties contain economic reserves. While these financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business, adverse conditions could cast doubt upon the validity of this assumption. Management has estimated that the Company will have adequate funds from existing working capital to meet its corporate, administrative and property obligations for the coming year. If the Company is to advance or develop its mineral properties further, it will be necessary to obtain additional financing, and while the Company has been successful in the past, there can be no assurance that it will be able to do so in the future.

The recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to complete their development, and upon future profitable production or proceeds from the disposition of its interests. The amounts shown as mineral properties represent net costs to date and do not necessarily represent present or future values. If the going concern assumption was not appropriate for these financial statements, then adjustments might be necessary to the carrying values of assets and liabilities, the reported loss and the balance sheet classifications used.

2. Significant accounting policies:

(a) Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (“IFRS”). Previously, the Company prepared its interim and annual financial statements in accordance with Canadian GAAP. The adoption of IFRS resulted in changes to the Company’s accounting policies as compared with the most recent annual financial statements prepared under Canadian GAAP. The changes to accounting policies are more fully disclosed in the Company's unaudited July 31, 2011 condensed consolidated interim financial statements which were the Company's first IFRS condensed consolidated interim financial statements for part of the period covered by the first IFRS annual financial statements. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company’s April 30, 2011 year end and the unaudited July 31, 2011 condensed consolidated interim financial statements consolidated financial statements.

(b) Basis of Measurement

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis using the accrual basis of accounting except for cash flow information.

(c) Basis of Consolidation

These financial statements are consolidated with its 84% owned subsidiary, Arctic Gold and Platinum and its 67% owned subsidiary Arctic Gold Corporation. All intercompany balances and transactions are eliminated upon consolidation.

(d) Presentation Currency

The Company's presentation currency and functional currency is the Canadian dollar ("$").

(e) Accounting Standards Issued but not yet Effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after May 31, 2011 or later. Updates that are not applicable or immaterial to the Company have been excluded.

Financial Instruments: Classification and Measurement ("IFRS 9")
Effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, IFRS 9 introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning on or after January 1, 2013 and has not yet considered the potential impact of the adoption of IFRS 9.

In May 2011, the IASB issued the following standards, effective for annual periods beginning on or after January 1, 2013 with early adoption permitted, which have not yet been adopted by the Company. The Company has not yet begun to assess the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

International Financial Reporting Standard 10, Consolidation ("IFRS 10")
IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation – Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements.

International Financial Reporting Standard 11, Joint Arrangements ("IFRS 11")
IFRS 11 requires a venture to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionally consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Controlled Entities – Non-monetary Contributions by Venturers.

International Financial Reporting Standard 12, Disclosure of Interests in Other Entities ("IFRS 12")
IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

International Financial Reporting Standard 13, Fair Value Measurement ("IFRS 13")
IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

International Accounting Standard 28, Investments in Associates and Joint Ventures ("IAS 28")
As a consequence of the issuance of IFRS 10, IFRS 11, and IFRS 12, IAS 28 has been amended and will further provide accounting guidance for investments in associates and will set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. This standard will be applied by the Company when there is joint control or significant influence over an investee.

3. **Mining claims:**

The Company has an interest in the following mining claims which management considers to be exploration stage properties:

a) By agreement dated October 27, 2005 and amended November 30, 2006 and November 14, 2007, the Company acquired, from a party related to a shareholder, a 100% interest, subject to a 3% Net Smelter Returns Royalty ("NSR") in favour of the Vendor, in 4 mining claim blocks in Sourdough Bay and Mikanagan Faults Area, Flin Flon District, Manitoba. Consideration for the acquisition of this property consists of exploration payments in the amount of $25,000 (or cash payments in lieu of work of an equivalent value) and the issuance of 100,000 common shares of the Company.

   The Company has the right to purchase one-half of the NSR from the Vendor for $750,000.

b) The Company acquired an additional mining claim in Sourdough Bay and Mikanagan Faults Area, Flin Flon District, Manitoba, contiguous to its existing claims, from an individual who is a shareholder and former director. Under the terms of the agreement the Company issued 100,000 common shares and reimbursed $945 in staking costs to this individual. This related party retained a 2% Net Smelter Returns Royalty in the claim.

4. **Related party transactions and balances:**

The Company's related parties consist of executive officers and directors

Related Party	Item	Six months ended October 31 2011	2010
Director	Legal fees charged to statement of loss	$ 10,673	$ 11,152
Key Management Personnel			
	Salaries and fees charged to statement of loss	$ -	$ -
	Share-based payments charged to statement of loss	$ 75,000	$ -

The above transactions were in the normal course of operations and were measured at the exchange amount, which are the amounts agreed to by the related parties.

5. **Investments:**

The Company has an investment in Aurcrest Gold Corp. (formerly - Tribute Minerals Inc.). The investment has been classified as available for sale ("AFS") with adjustments to fair market value being reflected in comprehensive income.

	October 31, 2011	April 30, 2011
18,000 shares of Aurcrest Gold Corp.	$ 2,700	$ 4,321

6. **Capital Management:**

The Company's policy is to attain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risks characteristic of the underlying resource assets. As a junior resource exploration company, the Company considers its capital structure to be comprised of working capital only. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected expenditure levels.

The Company has not paid or declared any dividends since the date of its incorporation, nor are any dividends contemplated in the foreseeable future.

There were no changes in the Company's approach to capital management during the period.

7. Capital stock:

Authorized:

Unlimited common shares

Shares were issued as follows:

In the prior fiscal year the Company completed a private placement of 3,300,000 working capital units at a price of $0.05 per unit for gross proceeds of $165,000 with each unit consisting of one common share and one common share purchase warrant. Each warrant is exercisable into a common share at a price of $0.10 until the earlier of: (i) the date which is eighteen (18) months following the Closing Date; and (ii) in the event that the closing price of the Common Shares is at least $0.20 for twenty (20) consecutive trading days, and the 20th trading day (the "Final Trading Day") is at least four (4) months from the Closing Date, the date which is thirty (30) days from the Final Trading Day (the "Trigger Date"). The Company also completed a private placement offering of 519,999 flow through units at a price of $0.07 per unit for gross proceeds of $36,400 which each unit consisting of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable into one common share under the same terms as the working capital unit offering. The warrants issued in these offerings have been valued at $7,200 using a Black-Scholes option pricing model with the following assumptions: dividend yield of 0%, risk free interest rate 1.19%, expected volatility of 55% and an expected life of 18 months.

During the prior fiscal year the Company issued 350,000 common shares at $0.06 per share for $21,000 in total to settle debt with a party related to a director. In addition, the Company issued 150,000 units to settle debt in the amount of $7,500. Each unit consisted of one common share and one common share purchase warrant with each warrant being exercisable into one common share at a price of $0.10 per share until the earlier of July 25, 2012 and the Trigger Date. The warrants issued have been value at $300 using the same assumptions as noted above for the private placements.

Share based payments:

The Company has a common share purchase option plan (the "Plan") for directors, officers, employees, and consultants. Options granted under the Plan generally have a five-year term. Options are granted at a price no lower than the market price of the common shares at the time of the grant.

For the six months ended October 31, 2011, share-based payments of $75,000 (2010 - $Nil) was charged to loss.

The change in stock options during the six months ended October 31, 2011:

	Number of options	Wtd Avge exc. price
At April 30, 2011	-	$ -
Issued	550,000	$ 0.15
At October 31, 2011	550,000	$ 0.15

The fair value of the stock options issued in the current quarter was estimated using a Black-Scholes option pricing model with the following assumptions: dividend yield of 0%, expected volatility of 150%, risk-free interest rate of 1.53% and expected life of 5 years.

The following table summarizes information about options outstanding at October 31, 2011:

Exercise price	Number of options	Remaining contractual life in years
0.15	550,000	4.75

8. Supplemental cash flow information:

Net change in non-cash working capital:

	2011	2010
H.S.T receivable	$ (2,506)	$ (1,822)
Accounts payable and accrued liabilities	2,923	33,387
Prepaid deposits	(6,324)	(6,324)
	$ (5,907)	$ 25,241

9. Restricted cash - Flow-Through funds

During the prior year, the Company raised $36,400 through the issuance of 519,999 shares designated as flow-through shares. One of the conditions of issuing flow-through shares is that the Company is required to retain the gross proceeds for the exclusive purpose of paying for qualified exploration and development expenditures associated with its mineral resource properties.

The Company is obligated to spend $36,400 on Canadian Exploration Expenditures ("CEE") by no later than December 31, 2011.

10. Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate).

Credit Risk

The Company's financial assets are cash and cash equivalents and amounts receivable. The Company holds its cash and cash equivalents with a Canadian chartered bank and the risk of default is considered to be remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2011, the Company had cash and cash equivalents of $88,461 to settle current liabilities of $59,296. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Interest Rate Risk

Interest rate risk is the risk that future cash flows of the Company's assets and liabilities can change due to a change in interest rates. The Company is not currently exposed to interest rate risk as none of its financial instruments bear interest.

11. Conversion to IFRS

Effect on Statement of Financial Position:

	six months ended October 31,		Year ended April 30,	
	2011	**2010**	**2011**	**2010**
Decrease share capital	$ -	$ -	$ 1,925	$ -
Recognize flow-through share premium liability	$ -	$ -	$ 11,025	$ -
Increase deficit	$ -	$ -	$ 9,100	$ -

Reconciliation of Canadian GAAP to IFRS

The Canadian GAAP statement of financial position as at October 31, 2010 has been reconciled to IFRS as follows:

	Cdn GAAP $	Effect of transition to IFRS $	IFRS $
ASSETS			
Current assets			
Cash and cash equivalents	$ 375	$ -	$ 375
Cash and cash equivalents - restricted	-	-	-
Prepaid expenses	47,600	-	47,600
H.S.T. receivable	10,701	-	10,701
	58,676	-	58,676
Non-current assets:			
Mining claims	33,917	-	33,917
Investments	4,500	-	4,500
	$ 97,093	$ -	$ 97,093
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	$ 68,816	$ -	$ 68,816
Non-controlling interest	59,224	-	59,224
SHAREHOLDERS' EQUITY			
Common shares	912,894	-	912,894
Warrants	1,250	-	1,250
Contributed Surplus	12,500	-	12,500
Deficit	(935,090)	-	(935,090)
Accumulated other comprehensive income	(22,501)	-	(22,501)
	(30,947)	-	(30,947)
	$ 97,093	$ -	$ 97,093

The Canadian GAAP statement of comprehensive loss for the six months ended October 31, 2010 has been reconciled to IFRS as follows:

	Cdn GAAP $	Effect of transition to IFRS $	IFRS $
Net loss for the period	$ 8,683	$ -	$ 8,683