

**RAZORE ROCK RESOURCES INC.
SUITE 3100, SCOTIA PLAZA
40 KING STREET WEST
TORONTO, ONTARIO
M5H 3Y2**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders of Razore Rock Resources Inc. (the “**Corporation**”) will be held at **Suite 3100, Scotia Plaza, 40 King Street West, Toronto, Ontario, at the hour of 2:00 o’clock in the afternoon (Toronto time), on Tuesday, the 21st day of August, 2012**, for the following purposes:

1. election of the directors as nominated by Management;
2. appointment of Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the directors to fix their remuneration;
3. to re-price 550,000 existing stock options for directors to \$0.10 from \$0.15; and
4. to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Audited Financial Statements of the Corporation for the fiscal years ended April 30, 2012 and April 30, 2011, the Management Discussion and Analysis for the fiscal years ended April 30, 2012 and April 30, 2011, an Information Circular, a form of Proxy, a Voting Instruction Form, a Supplemental Mailing List Reply Form, and a return envelope accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the meeting are urged to date, sign and return the enclosed form of proxy. Refer to “Notes” on reverse.

DATED the 10th day of July, 2012.

**BY ORDER OF THE
BOARD OF DIRECTORS**

“Michael Wilson”

MICHAEL WILSON
President and Chief Executive Officer

NOTES:

1. As provided in the Business Corporations Act (Ontario) shareholders registered on the books of the Corporation at the close of business on July 10, 2012 are entitled to notice of the meeting.
2. Shareholders registered on the books of the Corporation at the close of business on July 10, 2012 are entitled to vote at the meeting.
3. The directors have fixed the hour of 4:00 p.m. in the afternoon on the second last business day preceding the day of the meeting or any adjournment thereof as the time before which the instrument of proxy to be used at the meeting must be deposited with the Capital Transfer Agency, Inc. 105 Adelaide Street West, Suite 1101, Toronto, Ontario, M5H 1P9, provided that a proxy may be delivered to the Chairman of the meeting on the day of the meeting or any adjournment thereof prior to the time for voting.