

RAZORE ROCK RESOURCES INC.

SUITE 3100, SCOTIA PLAZA
 40 KING STREET WEST
 TORONTO, ONTARIO M5H 3Y2

PROXY
 FOR USE AT THE
 ANNUAL GENERAL AND SPECIAL MEETING OF
 SHAREHOLDERS
 to be held on
TUESDAY, AUGUST 21, 2012

The undersigned, being a shareholder of **RAZORE ROCK RESOURCES INC.** (the "Corporation") hereby appoints, **MICHAEL WILSON**, President and Chief Executive Officer of the Corporation, or failing him, **WILLIAM R. JOHNSTONE**, Corporate Secretary of the Corporation, or instead of either of them, _____ as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Annual General and Special Meeting of the shareholders of the Corporation to be held at Suite 3100, 40 King Street West, Toronto, Ontario, M5H 3Y2, on Tuesday, August 21, 2012, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

This proxy revokes and supersedes all proxies of earlier date

THIS PROXY MUST BE SIGNED & DATED.

DATED this day of , 2012.

Signature of Shareholder

Name of Shareholder (Please Print)

TO BE VALID, THIS PROXY MUST BE SIGNED AND RECEIVED BY THE CORPORATION'S TRANSFER AGENT, CAPITAL TRANSFER AGENCY, INC., 105 ADELAIDE STREET WEST, SUITE 1101, TORONTO, ONTARIO, M5H 1P9, NOT LATER THAN 4:00 P.M., TORONTO TIME, ON THE 17TH DAY OF AUGUST, 2012. ATTENTION PROXY DEPARTMENT: FAX (416) 350-5008.

CHECK BOX

RESOLUTIONS	VOTE FOR	WITHHOLD VOTE	VOTE AGAINST
1. Election of the directors as nominated by Management;			
Michael Wilson			N/A
William R. Johnstone			N/A
Antonio Mel de Quadros			N/A
Frank van de Water			N/A
2. Appointment of Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the directors to fix their remuneration			N/A
3. Re-price 550,000 existing stock options for directors to \$0.10 from \$0.15		N/A	

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

NOTES:

1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.
2. **The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed.** Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy. **The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying the proxy or such other matters which may properly come before the Meeting.**
3. **Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.**
4. **Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.**
5. **If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.**
6. **If the shareholder appoints any of the persons designated above, including persons other than Management Designees, as proxy to attend and act at the said Meeting:**
 - a. **the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;**
 - b. **where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and**
 - c. **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**