

RAZORE ROCK RESOURCES INC.

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

REQUEST FOR VOTING INSTRUCTIONS

To our securityholders:

We are sending to you the enclosed proxy-related materials that relate to our Annual and Special Meeting of Shareholders to be held on Tuesday, August 21, 2012. Your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf (which is identified by name, code or identifier in the information on the bottom left). The Voting Instructions Form (“VIF”) on the reverse hereof is to enable your vote to be submitted on the stated matters. Please complete, sign, date and return the VIF as instructed below. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, **it will be necessary for us to have your specific voting instructions.** Please complete and return the information requested in the VIF on the reverse hereof to provide your voting instructions to us promptly.

Should you wish to attend the meeting and vote in person, or appoint another person to attend and vote on your behalf, please complete Box A inserting your name or the name of the person you wish to appoint in the space provided on the VIF. If you require assistance in that regard, please contact our transfer agent, Capital Transfer Agency, who can be contacted as indicated on the VIF on the reverse hereof.

The completed VIF should be delivered to our transfer agent, Capital Transfer Agency, in the envelope provided or by fax to (416) 350-5008 by not later than 4 p.m. (Toronto Time) on Friday, August 21, 2012. The matters to be voted on at the meeting are set out on the VIF.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.

(If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.)

IMPORTANT NOTES – PLEASE READ:

1. If you wish to attend the meeting and vote in person or appoint another person to do so, you may simply print the name of the person attending the meeting in the space provided for this purpose on the VIF. Provided these instructions are received prior to the deadlines set out in the accompanying notice of annual and special meeting of shareholders and management information circular (the “Circular”). When you or your delegate arrive at the meeting, give your name to the scrutineers and state that you are a proxy appointee. An appointee must attend the meeting in order for your shares to be voted.
2. Unless you (or an appointee) attend the meeting and vote in person, your securities can be voted only by management of the Company in accordance with your instructions as specified in Box B.
3. As your vote is very important, we recommend that your VIF be received prior to the deadline for deposit of proxies stated in the accompanying Circular. Greater time should be allowed if you wish a legal proxy be delivered to you.
4. If you put your name or designate’s name on the “Appointee” line of this form or on the internet, you do NOT need to obtain a legal proxy in order to attend and vote at the meeting. Should you wish to receive a legal form of proxy, please notify Capital Transfer Agency at the address indicated and one will be sent to you by mail. Please remember that a legal proxy is subject to all the terms and conditions that apply to proxies as outlined in the documentation provided by Management including any cut-off time for receipt. If you wish to have a legal proxy sent to you, please be advised that a legal proxy will be subject to all of the requirements described in the accompanying notice of annual and special meeting of shareholders and management information circular (the “Circular”), including requirements for deposit prior to specified deadlines. You will be responsible for arranging such deposit. Failure to comply with these requirements may make it impossible for you or your nominee to attend and vote at the meeting.

Please do not present this form at the meeting. We urge you to read the above instructions, and the accompanying Circular, and complete, sign and return the VIF so that your securities can be voted.

RAZORE ROCK RESOURCES INC.

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40 KING STREET WEST
TORONTO, ONTARIO M5H 3Y2

VOTING INSTRUCTIONS FORM

BOX A— Attending and voting at the meeting

You may appoint a person (including yourself) to attend, vote and act on your behalf at the Annual General and Special Meeting of shareholders of the Corporation to be held on Tuesday, August 21, 2012 at 2:00 o' clock in the afternoon (Toronto time) at the offices of Gardiner Roberts LLP located at Suite 3100, Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3Y2 (the "Meeting") or any adjournment thereof. To exercise this right, clearly mark a check mark (✓) in the box below and insert the name of the person in the space provided.

MICHAEL WILSON, President and Chief Executive Officer of the Corporation, or failing him, WILLIAM R. JOHNSTONE, Corporate Secretary of the Corporation ; or

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of the appointee below:

APPOINTEE _____

Please print appointee name

BOX B— Voting by electronic, mail or fax

The matters to be voted on at the Meeting are as follows. Unless you wish to attend (or appoint an appointee to attend) the Meeting and vote in person as described above, please provide your voting instructions by clearly marking a check mark (✓) in the appropriate box.

1. The election of the directors nominated by management of the Corporation, which are as set forth in the accompanying notice of annual and special meeting of shareholders and management information circular (the "Circular"):

a) Michael Wilson VOTE FOR WITHHOLD VOTE

b) William R. Johnstone VOTE FOR WITHHOLD VOTE

c) Antonio Mel de Quadros VOTE FOR WITHHOLD VOTE

d) Frank van de Water VOTE FOR WITHHOLD VOTE

2. Appointment of Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the directors to fix their remuneration

VOTE FOR WITHHOLD VOTE

3. Re-price 550,000 existing stock options for directors to \$0.10 from \$0.15

VOTE FOR VOTE AGAINST

For assistance, please contact our transfer agent, Capital Transfer Agency, who can be contacted as follows:

Mail: CAPITAL TRANSFER AGENCY
105 ADELAIDE STREET WEST
SUITE 1101
TORONTO, ONTARIO, M5H 1P9

Telephone: 416-350-5007
Facsimile: 416-350-5008

Email: info@capitaltransferagency.com

Signature of beneficial owner

Name of beneficial owner (please print)

Date (please print)

THIS VOTING INSTRUCTIONS FORM SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING CIRCULAR. THE SIGNED FORM MUST BE RECEIVED NO LATER THAN 4:00 PM ON FRIDAY, AUGUST 21, 2012 PRIOR TO THE MEETING OR ANY ADJOURNMENT THEREOF.

Please send a legal proxy to me at the address indicated on the reverse. Do not mark this box without reviewing the legal proxy section on the reverse of this form.