

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 3:00 o’clock in the afternoon (Toronto time), on Thursday, the 21st day of November, 2013**, for the following purposes:

1. to elect the Directors as nominated by Management;
2. to appoint Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
3. to amend the Corporation’s Stock Option Plan;
4. to confirm the new general By-Law Number 1-B of the Corporation;
5. to approve, by way of a Special Resolution, empowering the Board of Directors to determine by resolution the number of Directors of the Corporation from time to time and the number of Directors of the Corporation to be elected at an annual meeting of the shareholders of the Corporation within the minimum and maximum number of Directors permitted under the Corporation’s articles; and
6. to transact such further and other business as may properly come before the said Meeting or any adjournment or adjournments thereof.

A copy of the Audited Financial Statements of the Corporation for the fiscal years ended April 30, 2013 and 2012, the Management Discussion and Analysis for the fiscal year ended April 30, 2013, an Information Circular, a form of Proxy, a voting instruction form, a Supplemental Mailing List Reply Form and Consent to Electronic Delivery of Documents, 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 or voting instruction form. Refer to “Notes” on reverse.

DATED the 21st day of October, 2013.

**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 October 21, 2013 are entitled to notice of the meeting.
2. Shareholders registered on the books of the Corporation at the close of business on October 21, 2013 are entitled to vote at the meeting.
3. The directors have fixed the hour of 3:00 p.m. in the afternoon on the second last business day preceding the day of the meeting, being Tuesday, November 19, 2013, or any adjournment thereof as the time before which the instrument of proxy to be used at the meeting must be deposited with Capital Transfer Agency, Inc., 121 Richmond Street West, Suite 401, Toronto, Ontario M5H 2K1, 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 to revoke a proxy previously delivered in accordance with the foregoing.