

RAZORE ROCK RESOURCES INC.
Suite 3100, Scotia Plaza
40 King Street West
Toronto, Ontario, Canada M5H 3Y2

FILED VIA SEDAR

Ontario Securities Commission
20 Queen Street West, 19th Floor
Toronto, Ontario, M5H 3S8

Attention: Continuous Disclosure

Dear Sirs/Mesdames:

Re: Material Change Report
Form 51-102F3

1. The name of the reporting issuer is **Razore Rock Resources Inc.** (“**Razore Rock**” or the “**Company**”), whose principal office is at Suite 3100, Scotia Plaza, 40 King Street West, Toronto, Ontario M5H 3Y2.
2. The material change occurred on December 31, 2013.
3. A Press Release was published at Toronto via Marketwire on December 30, 2013.
4. Razore Rock announced that it had signed an Exploration and Option Agreement (the “**Agreement**”) with Alto Ventures Ltd. (“**Alto Ventures**”) to earn up to 60% working interest in the Oxford Lake Gold Property in Manitoba from Alto Ventures. The Agreement is filed herewith as a material document. Razore Rock issued 100,000 common shares and paid \$10,000 to Alto Ventures on the closing of the transaction on December 31, 2013 to acquire the option.
5. The Oxford Lake Gold Property (the “**Property**”) comprises 35,296 ha in central Manitoba, approximately 150 km southeast of Thompson. The Property includes 17 staked mining claims and 3 mineral exploration licenses (MELs). Geologically, the Property lies in the Oxford Lake-Knee Lake greenstone belt near the west end of the Superior Province of the Canadian Shield. The Property is host to the historical Rusty Gold Zone as well as several other significant gold and base metals occurrences. It lies along a major regional structural corridor that hosts the pre-development Monument Bay Gold Deposit near its eastern end. This corridor is relatively under-explored and could be an early stage analogue to the large gold-producing Destor-Porcupine or Larder-Cadillac corridors in Ontario and Quebec.

Gold mineralization in the northern half of the Oxford Lake Gold Property is associated with a banded iron formation (“**BIF**”). In 2011, Geotech Ltd. flew approximately 1,700 line kilometres of VTEM and aeromagnetic surveys for Alto Ventures. The geophysical surveys delineated numerous targets favourable for gold deposits associated with BIF as well as targets for massive sulphide copper, zinc, gold, and silver deposits (see Alto Ventures’ news release dated November 16, 2011). The main gold target on the Property is a 30 km long trend of aeromagnetic “High” anomalies along which the historical Rusty Gold Zone (Historical Resource of 800,000 tonnes averaging 6 g/t gold) which is one of several significant gold occurrences associated with this

magnetic trend. This aeromagnetic trend is interpreted to be a geophysical signature of the BIF that hosts gold mineralization.

The Rusty Gold Zone hosts a Historical Resource of 800,000 tonnes at an average grade of 6 g/t and contains approximately 154,000 ounces of gold. It is open along strike and to depth and is consistent in width (average 4.5 metres). Although the Historical Resource is viewed as reliable and relevant based on the information and methods used at the time they do not satisfy the requirements set out by NI 43-101. Neither Razore Rock nor its Qualified Persons have done sufficient work to classify the historical estimate as a current mineral resource and are not treating the historical estimate as current mineral resource. The Historical Resource should not be relied upon.

Other occurrences along the trend of aeromagnetic Highs include the East Rusty Zone and the Blue Jay area. Historical drill intercepts at the East Rusty Zone include 4.6 g/t gold over 3.7 m. The Blue Jay area is located two kilometres east of the Rusty Gold Zone and historical drilling at Blue Jay intersected up to 10 g/t gold over 2.0 m. Gold in both the East Rusty Zone and Blue Jay area is associated with a BIF delineated by the aeromagnetic survey.

Mineralization at the Rusty Gold Zone, East Rusty Zone and Blue Jay area remains open along strike and to depth. The target model for this style of mineralization is the Musselwhite Mine in Ontario, located in the west Superior geological province of the Canadian Shield. The Musselwhite Mine has reported past production and reserves of over 5.7 million ounces of gold.

In 2012, Alto Ventures completed 1,029 metres of diamond drilling on six holes and reported in its press release dated May 8, 2012 the following:

“Drill hole RUS12-03 intersected two zones of high-grade gold mineralization:

- **Zone One - 2.7 m averaging 6.7 g/t gold including 22.5 g/t gold over 0.5 m**
- **Zone Two - 6.8 m averaging 5.7 g/t gold including 11.7 g/t gold over 1.6 m and 16.5 g/t gold over 1.0 m.**

“Drill hole RUS12-03 was drilled 2.2 km east along strike from the Rusty Zone to test the historical Blue Jay Zone. This hole intersected better gold values than the historical drilling (up to 10 g/t over 2.0m) and encountered multiple zones of gold mineralization (Table 1). The mineralization is open at depth and potential for further deposits occurs along a 30 km trend of aeromagnetic “Highs” that are under-explored on Alto’s 30,000 hectare property.

“Drill holes RUS12-01 and 02 were drilled at shallow depths to confirm the ground location of the historical Rusty Gold Zone (Historical Resources of 800,000 tonnes averaging 6 g/t gold to a depth of 600 metres) and to obtain samples of the mineralization as cores from the 1980’s drilling are not readily available. The two holes were spaced 200 m apart on strike and each intersected the mineralized zones at their predicted locations (Table 1).

“Results from drilling at Oxford Lake are most encouraging confirming gold mineralization for over 2 km along strike and the potential for high gold grades along this

trend. The Rusty trend was traced by Alto's 2011 VTEM and aeromagnetic surveys for 30 km along strike but only a few holes were drilled in the past along this trend.

“Table-1- Significant Gold Assays from the 2012 Drilling at Oxford Lake, Manitoba

Hole Number	From (m)	To (m)	Width (m) **downhole	Au (g/t)
RUS12-01 includes	108.5	114.0	5.5	1.22
	109.35	110.0	1.65	2.8
	147.3	147.75	0.45	2.22
RUS12-02	119.2	120.7	1.5	0.97
	133.0	134.0	1.0	1.02
	144.2	149.2	5.0	0.45
RUS12-03 includes includes and includes	63.0	65.0	2.0	0.50
	102.2	109.35	7.15	0.83
	134.8	137.5	2.7	6.7
	136.5	137.0	0.5	22.5
	198.65	205.45	6.8	5.7
	200.6	202.2	1.6	11.7
	203.0	204.0	1.0	16.5
	220.35	229.35	9.0	0.88
	227.5	228.5	1.0	3.7
	OMA12-03	66.5	67.65	1.15

“**The widths reported are down-hole lengths as there is insufficient drilling density to determine the true widths. Mineralized zones generally start at 0.1 g/t gold and assay averages may include minimal intervals of waste material. No top cuts of assays were used.

“Drill Holes OMA12-01 to 03 tested airborne electromagnetic (VTEM) conductors associated with aeromagnetic “Highs” at the south end of the property. These conductors occur in a separate, east trending band that is located approximately three kilometres to the south of the Rusty Gold Zone. Each of the drill holes intersected iron formation and sulphides and drill hole OMA12-03 returned anomalous gold of 1.75 g/t gold over 1.15m. Results from the OMA holes indicate that this second trend also has potential to host significant gold mineralization.”

Razore Rock can earn a 51% working interest in the Property by issuing a further 500,000 common shares, paying a further \$50,000 in cash option payments and incurring \$2,100,000 in expenditures on the Property by December 30, 2016 as set out below. Razore Rock has until March 15, 2014 to commit to expend a minimum of \$60,000 on or before June 1, 2014 to keep part of the Property in good standing (the MELs) and to spend an aggregate of \$100,000 in exploration on the Property on or before December 30, 2014 when 200,000 common shares are issuable and \$20,000 is payable to Alto Ventures. Razore Rock will then be required to expend \$1,000,000 in exploration of the Property on or before June 30, 2015. A further \$30,000 option payment and 300,000 common shares are issuable on or before December 31, 2015 and Razore Rock will be required to spend a further \$1,000,000 on expenditures on the Property on or before December 31, 2016.

Once Razore Rock has earned its 51% working interest, it has the option for ninety (90) days to elect to either earn a further 9% working interest by paying \$40,000 and issuing 400,000 common shares to Alto Ventures and expending a further \$1,000,000 on the Property on or before December 31, 2017 after which the parties will enter into a joint venture pursuant to which Razore Rock will have a 60% participating interest and Alto Ventures will have a 40% participating interest in the Property. If Razore Rock elects not to earn the additional 9% working interest, the parties will enter into a joint venture immediately with Razore Rock holding a 51% participating interest and Alto Ventures holding a 49% participating interest in the Property.

Sixteen of the staked claims are subject to a 2.5% Net Smelter Returns Royalty and a 7.5% Net Profits Interest Royalty. The remaining staked claim is subject to a 2.5% Net Smelter Returns Royalty with a right to buy back a 1% Net Smelter Returns Royalty for \$1,000,000.

Further particulars of the Property and the proposed exploration program to be undertaken will be provided in the New Year.

This material change report has been reviewed and approved for technical content by Marian (Mike) Koziol, P.Geol., President of Alto Ventures, a qualified person under the provisions of National Instrument 43-101.

Forward Looking Statement:

Some of the statements contained herein may be forward-looking statements which involve known and unknown risks and uncertainties. Without limitation, statements regarding potential mineralization and resources, exploration results, and future plans and objectives of the Company are forward looking statements that involve various risks. The following are important factors that could cause the Company's actual results to differ materially from those expressed or implied by such forward looking statements: changes in the world wide price of mineral commodities, general market conditions, risks inherent in mineral exploration, risks associated with development, construction and mining operations, the uncertainty of future profitability and the uncertainty of access to additional capital. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events may differ materially from those anticipated in such statements. Razore Rock undertakes no obligation to update such forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on such forward-looking statements.

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6. The report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.
7. No information has been omitted because it is believed it should remain confidential.
8. Mr. William R. Johnstone, Corporate Secretary, Treasurer, Acting Chief Financial Officer and a director, may be contacted at 416-865-6605 concerning this report.
9. The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 2nd day of January, 2014.

RAZORE ROCK RESOURCES INC.

“William R. Johnstone”

Per:

WILLIAM R. JOHNSTONE
Corporate Secretary, Treasurer, and
Acting Chief Financial Officer