



RAZORE ROCK
RESOURCES INC.

NEWS RELEASE
FOR IMMEDIATE RELEASE
CSE: RZR

February 14, 2014

Razore Rock Announces Working Capital and Flow-Through Private Placement

TORONTO, Ontario. February 14, 2014 – Razore Rock Resources Inc. (“**Razore Rock**” or the “**Company**”) (CSE:RZR) wishes to announce that it will be undertaking a non-brokered flow-through unit private placement and a non-brokered working capital unit private placement to raise aggregate proceeds of up to \$1,550,000 (the “**Offering**”) to provide it with operating and exploration capital for its Oxford Lake Gold Project.

Razore Rock is offering up to 10,000,000 flow-through units of the Company at a price of \$0.11 per flow-through unit, for gross proceeds of up to \$1,100,000. Each flow-through unit (a “**FT Unit**”) consists of one flow-through common share of the Company and one (1) non flow-through share purchase warrant (a “**Warrant**”). Each full Warrant entitles the holder to acquire an additional common share for two (2) years from the closing of the Offering at a price of \$0.20 per Common Share.

Razore Rock is also offering up to 5,000,000 working capital units of the Company at a price of \$0.09 per working capital unit, for gross proceeds of up to \$450,000. Each working capital unit (a “**WC Unit**”) consists of one common share of the Company and one (1) share purchase warrant (a “**WC Warrant**”). Each WC Warrant entitles the holder to acquire an additional common share for two (2) years from the closing of the Offering at a price of \$0.14 per Common Share. Razore Rock applied to the Canadian Securities Exchange and was granted an exemption from its private placement pricing rules to allow the Company to offer WC Units at \$0.09 to facilitate the financing of Razore Rock. The normal application of the pricing rules would have required a price of \$0.105 for the WC Units.

The Company will pay eligible finders a finder’s fee of 10% cash and 10% working capital compensation options (“**WC Compensation Options**”) for the sale of WC Units and 10% flow-through compensation options (“**FT Compensation Options**”) for the sale of FT Units. Each WC Compensation Option entitles the holder to acquire an additional common share for two (2) years from the closing of the Offering at a price of \$0.09 per Common Share and each FT Compensation Option entitles the holder to acquire an additional common share for two (2) years from the closing of the Offering at a price of \$0.11 per Common Share.

Razore Rock also wishes to announce that further to its press release of December 30, 2013 relating to the acquisition of an option to earn up to a 60% working interest in the Oxford Lake Gold Property, it has filed a PowerPoint slide presentation relating to the Oxford Lake Gold Property at <http://razore-rock-resources-inc.listings.cnsx.ca/About-Us.aspx>.

For further information, please contact:

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About Razore Rock Resources Inc.

Razore Rock Resources Inc. is a mineral exploration company focused on the acquisition, exploration and development of mineral resources, primarily gold, in Manitoba. Razore Rock holds an option to earn up to a 60% working interest in the 35,300 ha Oxford Lake Gold Property in central Manitoba, which hosts an historic gold deposit, as well as a 100% interest in five mining claim blocks (the “Duff Claims Property”) in the Sourdough Bay and Mikanagan Faults Area, Flin Flon District, Manitoba.

***Cautionary Note Regarding Forward-Looking Statements:** This Press Release contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this Press Release, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” and similar expressions are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us with the Canadian securities regulatory authorities. Should one or more of these risks and uncertainties, such as actual results of current exploration programs, the general risks associated with the mining industry, the price of gold and other metals, currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. We do not intend and do not assume any obligation to update these forward-looking statements, except as required by law. The reader is cautioned not to put undue reliance on such forward-looking statements.*