



RAZORE ROCK
RESOURCES INC.

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 changes occurred on February 14, 2014 and February 19, 2014.
3. Press Releases were published at Toronto via Marketwire on February 14, 2014 and February 19, 2014.
4. On February 14, 2014 Razore Rock announced that it was 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.

On February 19, 2014 Razore Rock announced that Mr. William McGuinty had been appointed to its Board of Directors, Mr. Rodger Roden had been appointed Chief Financial Officer and Mr. Gary F. Zak had been appointed Vice President, Corporate Development.

5. Offering

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 announced 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 filed a PowerPoint slide presentation relating to the Oxford Lake Gold Property at <http://razore-rock-resources-inc.listings.cnsx.ca/About-Us.aspx>.

Additions to Management Team

Bill McGuinty is president of OTD Exploration Services Inc. and has worked in Canada and internationally for Canadian stock exchange listed junior mineral exploration companies since 1981, primarily in the search for gold and silver. He has held progressive positions as project geologist, exploration manager and country manager. Most recently he has served as Vice-President Exploration, both in Canada with Queenston Mining Inc. until its acquisition by Osisko Mining Corporation and in South and Central America with Intrepid Mines Ltd. until its takeover. His work experience spans all aspects of exploration management through to completion of feasibility studies and completion of Environmental Impact statements. He is fluent in English, French and Spanish and is a registered Professional Geoscientist in the provinces of Ontario and Saskatchewan. Mr. McGuinty served as Co-chair of the Advisory Panel to Canada’s Corporate Social Responsibility Counsellor and is currently a member of the Ontario Minister’s Mining Act Advisory Committee. Mr. McGuinty is also a director with Soltoro Ltd. Mr. McGuinty was granted 150,000 stock options exercisable at \$0.14 per share for five years in conjunction with his appointment to the Board.

Rodger Roden is a Certified Professional Accountant with more than 26 years of industry experience. He has worked as Vice President of Finance/Chief Financial Officer with public and private companies in a broad range of industries including the mineral sector. His experience includes all aspects of corporate finance, mergers and acquisitions, IT implementations, tax, and business systems and process analyses and implementation. Mr. Roden was granted 150,000 stock options exercisable at \$0.14 per share for five years.

Gary F. Zak has for the past 30 years provided expertise in assisting early stage companies to source financing, key personnel, corporate alliances and develop marketing strategies in the Public sector. He is currently a director of Alto Ventures Ltd., Bold Ventures Inc., RCP Capital

Corp. and President of Whitewater Capital Corp. Mr. Zak was granted 100,000 stock options exercisable at \$0.14 per share for five years and will be paid a monthly fee of \$1,500.

Cautionary Note Regarding Forward-Looking Statements: This material change report 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 material change report, 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.

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 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 21st day of February, 2014.

RAZORE ROCK RESOURCES INC.

“William R. Johnstone”

Per:

WILLIAM R. JOHNSTONE

Corporate Secretary