RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2014
(expressed in Cdn $)

UNAUDITED

Notice of disclosure of non-auditor review of consolidated interim financial statements pursuant to National Instrument 51-102,Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators.

The accompanying condensed consolidated interim financial statements of the Company for the three and nine months ended January 31, 2014 have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards and are the responsibility of the Company's management.

The Company's auditors have not performed an audit or a review of these interim financial statements.

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

UNAUDITED
(Expressed in Canadian Dollars)

	Jan 31, 2014	April 30, 2013
ASSETS		
Current:		
Cash and cash equivalents	$ 2,556	$ 36,040
Prepaid expenses	22,386	6,424
H.S.T. receivable	5,541	20,623
	30,483	63,087
Non-current assets:		
Mining Claims	124,498	106,998
Investments	361	361
	$ 155,342	$ 170,446
LIABILITIES		
Current:		
Accounts payable and accrued liabilities	$ 93,332	$ 89,678
Short term demand loans from related parties	5,000	-
	98,332	89,678
Non-current liabilities:		
Non-controlling interest	59,739	59,739
SHAREHOLDERS' EQUITY		
Common Shares	1,131,769	1,124,269
Warrants	7,500	7,500
Contributed surplus	88,750	88,750
Deficit	(1,204,108)	(1,172,850)
Accumulated other comprehensive income	(26,640)	(26,640)
	(2,729)	21,029
	$ 155,342	$ 170,446

Approved on behalf of the board on March 18, 2014:

"William R. Johnstone"
William R. Johnstone, director

"Michael Wilson"
Michael Wilson, director

The accompanying notes form an integral part of these condensed consolidated interim financial statements

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2014

UNAUDITED
(Expressed in Canadian Dollars)

	Three months ended January 31		Nine months ended January 31	
	2014	2013	2014	2013
Expenses:				
General administration	5,456	2,721	$ 15,532	$ 14,004
Director fees	-	1,210	-	4,760
Professional fees	11,603	-	15,726	2,216
	17,059	3,931	31,258	20,980
Net loss for the period	(17,059)	(3,931)	(31,258)	$ (20,980)
Other comprehensive income, net of tax:				
Change in unrealized gains and losses on available-for-sale financial assets	-	181	-	(360)
Comprehensive loss for the period	$ (17,059)	$ (3,750)	$ (31,258)	$ (21,340)
Net loss per share - basic and diluted	$ -	$ -	$ -	$ -
Weighted average number of shares outstanding - basic and diluted	9,720,000	9,708,768	9,720,000	9,708,768

The accompanying notes form an integral part of these condensed consolidated interim financial statements

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGE IN SHAREHOLDERS EQUITY

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2014

UNAUDITED
(Expressed in Canadian Dollars)

	Common # Shares	Shares $ Amount	Warrants	Contributed Surplus	Accumulated Comp. loss	Deficit	Total Shareholders Equity
Balance April 30, 2012	9,708,768	$ 1,124,269	$ 7,500	$ 88,750	$ (25,560)	$ (1,125,175)	$ 69,784
Share based payments	-	-	-	-	-	-	-
Net loss for the period	-	-	-	-	(360)	(20,980)	(21,340)
Balance January 31, 2013	9,708,768	1,124,269	7,500	88,750	(25,920)	(1,146,155)	48,444
Net loss balance of year	-	-	-	-	(720)	(26,695)	(27,415)
Balance April 30, 2013	9,708,768	1,124,269	7,500	88,750	(26,640)	(1,172,850)	21,029
Common shares issued for property interest	100,000	7,500					7,500
Net loss for the period	-	-	-	-	-	(31,258)	(31,258)
Balance January 31, 2014	9,808,768	$ 1,131,769	$ 7,500	$ 88,750	$ (26,640)	$ (1,204,108)	$ (2,729)

The accompanying notes form an integral part of these condensed consolidated interim financial statements

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

FOR THE NINE MONTH PERIOD ENDED JANUARY 31, 2014

UNAUDITED
(Expressed in Canadian Dollars)

	2014	2013
Cash was provided by (used in) the following activities:		
Operations:		
Net loss for the period	$ (31,258)	$ (20,980)
Items not requiring an outlay of cash:		
Net change in non-cash working capital balances related to operations *(Note 8)*	2,774	(22,864)
	(28,484)	(43,844)
Investments:		
Expenditures on mining claims	(10,000)	-
Financing:		
Short term demand loans from related parties	5,000	-
Net change in cash during the period	(33,484)	(43,844)
Cash and cash equivalents, beginning of period	36,040	84,568
Cash and cash equivalents, end of period	$ 2,556	$ 40,724

The accompanying notes form an integral part of these condensed consolidated interim financial statements

1. Nature of Operations and Going Concern:

Razore Rock Resources Inc. is a public company incorporated under the laws of the Province of Ontario and its principal business activity is the exploration of its mineral properties. At January 31, 2014 the Company had a working capital deficiency in the amount of $59,195. (April 30, 2013 - $26,590).

The Company is considered to be in the development stage, is in the process of exploring mineral properties in Canada and has not yet determined whether these properties contain economic reserves. While these financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business, adverse conditions could cast doubt upon the validity of this assumption. Management has estimated that the Company will have adequate funds to meet its corporate, administrative and property obligations for the following year. If the Company is to advance or develop its mineral properties further, it will be necessary to obtain additional financing, and while the Company has been successful in the past, there can be no assurance that it will be able to do so in the future.

The recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to complete their development, and upon future profitable production or proceeds from the disposition of its interests. The amounts shown as mineral properties represent net costs to date and do not necessarily represent present or future values. If the going concern assumption was not appropriate for these financial statements, then adjustments might be necessary to the carrying values of assets and liabilities, the reported loss and the balance sheet classifications used. These adjustments could be material.

2. Significant accounting policies:

(a) **Statement of Compliance**

These unaudited condensed consolidated interim financial statements have been prepared for the nine months ended January 31, 2014, including comparative figures, in accordance with International Accounting Standard ("IFRS"), and in particular in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). They have been prepared using the accounting policies the Company expects to adopt in its consolidated financial statements as at and for the financial year ending April 30, 2014.

These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's April 30, 2013 year end audited consolidated financial statements prepared in accordance with IFRS.

Accounting Standards Issued but not yet Effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2015 or later periods. Updates that are not applicable or immaterial to the Company have been excluded.

Financial Instruments: Classification and Measurement ("IFRS 9")
Effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, IFRS 9 introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning on or after January 1, 2015 and has not yet considered the potential impact of the adoption of IFRS 9.

3. Exploration and evaluation assets:

a) By agreement dated October 27, 2005 and amended November 30, 2006 and November 14, 2007, the Company acquired, from a party related to a shareholder, a 100% interest, subject to a 3% Net Smelter Returns Royalty ("NSR") in favour of the Vendor, in 4 mining claim blocks in the Flin Flon District, Manitoba. Consideration for the acquisition of this property consists of exploration payments in the amount of $25,000 (or cash payments in lieu of work of an equivalent value) and the issuance of 100,000 common shares of the Company.

The Company has the right to purchase one-half of the NSR from the Vendor for $750,000.

b) The Company acquired an additional mining claim in the Flin Flon District, Manitoba, contiguous to its existing claims, from an individual who is a shareholder and former director. Under the terms of the agreement the Company issued 100,000 common shares and reimbursed $945 in staking costs to this individual. This related party retained a 2% Net Smelter Returns Royalty in the claim.

c) On December 30, 2013 the Company entered into an option agreement with Alto Ventures Ltd. ("Alto") to acquire up to a 60% interest in a group of claims in Manitoba, known as the Oxford Lake Gold Property, subject to a 7.5% Net Profit Interest royalty and a 2.5% Net Smelters Return Royalty. In order to earn a 50% interest (the "First option") the Company is required to pay Alto $10,000 cash (paid) on signing and issue 100,000 common shares (issued). In order to complete the first option and earn a 50% interest in the property the company is required to pay cash, issue further shares and spend funds exploring the property as follows:

i) on the first Anniversary of the signing of the Agreement pay a further $20,000 in cash and issue a further 200,000 shares;
ii) on the second Anniversary of the signing the Agreement pay a further $30,000 in cash and issue a further 300,000 shares; and
iii) Spend $2.1 million exploring the property by the end of the third Anniversary date of signing of the Agreement. Of this amount $60,000 must be spent within the first year of the Agreement.

Upon completion of the above the Company will have earned a 50% interest in the property. The Company will then have the option of increasing its interest to 60% by paying a further $40,000 cash and issuing a further 400,000 shares and spending a further $1.0 million dollars exploring the property (for total expenditures of $3.1 million) by the end of the fourth anniversary of signing of the Agreement.

4. Capital Management:

The Company's policy is to attain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risks characteristic of the underlying resource assets. As a junior resource exploration company, the Company considers its capital structure to be comprised of working capital only. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected expenditure levels.

The Company has not paid or declared any dividends since the date of its incorporation, nor are any dividends contemplated in the foreseeable future.

There were no changes in the Company's approach to capital management during the period.

(Expressed in Canadian Dollars)

5. Investments:

The Company has investments in Aurcrest Gold Inc. as follows:

	January 31, 2014	April 30, 2013
18,000 shares of Aurcrest Gold Inc.	$ 361	$ 361

The fair market value of its investment as at January 31, 2014 is approximately $361 (April 30,2013 -$361). These available for sale financial instruments have been adjusted to fair market value.

6. Share based payments:

The Company has a common share purchase option plan (the "Plan") for directors, officers, employees, and consultants. Options granted under the Plan generally have a five-year term. Options are granted at a price no lower than the market price of the common shares at the time of the grant.

The change in stock options during the year ended April 30,2013 and nine months ended January 31, 2014 are as follows:

	Number of options	Wtd Avge ex. price
At January 31, 2014 and April 30, 2013	550,000	$ 0.10

The following table summarizes information about options outstanding at January 31, 2014:

Exercise price	Number of options	Remaining contractual life in years
0.10	550,000	2.25

(Expressed in Canadian Dollars)

Warrants:

The following table summarizes information about common share purchase warrants outstanding at January 31, 2014 and April 30, 2013:

	Warrants outstanding and exercisable	Weighted average exercise price
Outstanding January 31, 2014 and April 30, 2013	3,709,999	$ 0.10

7. Related party transactions and balances:

The Company's related parties consist of executive officers and directors

Related Party	Item	Nine months ended January 31 2014	2013
Director	Legal fees charged to statement of loss	$ 9,104	$ 1,044
	Director and other fees	$ 1,870	$ 4,760
Key Management Personnel			
	Salaries and fees charged to statement of loss	$ -	$ -
	Share-based payments charged to statement of loss	$ -	$ -

The above transactions were in the normal course of operations and were measured at the exchange amount, which are the amounts agreed to by the related parties.

The short term demand loans payable to related parties due to directors and shareholders and are non interest bearing and unsecured.

8. Supplemental cash flow information:

Net change in non-cash working capital:	Jan 31 2014	Jan 31 2013
H.S.T receivable	$ 15,082	$ (3,295)
Accounts payable and accrued liabilities	3,654	(13,145)
Prepaid expenses	(15,962)	(6,424)
	$ 2,774	$ (22,864)
Non-cash investing and financing activities:		
Common shares issued for mining property interests	$ 7,500	$ -

9. Subsequent Events:

(i) Subsequent to quarter end the Company granted options to purchase 400,000 common shares at $0.14 per share to newly appointed members of management.

(ii) Subsequent to quarter end the Company announced that it would 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.

The Company is offering up to 10,000,000 flow-through units 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 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.

The Company is 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 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. The Company 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.

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 older 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 older 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.

(iii) Subsequent to quarter end 150,000 of the outstanding warrants were exercised for gross proceeds to the Company of $15,000.