

# **RAZORE ROCK RESOURCES INC.**

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**FOR IMMEDIATE RELEASE**

**JANUARY 14, 2011**

## **RAZORE ROCK ANNOUNCES CLOSING OF SECOND TRANCHE OF PRIVATE PLACEMENT AND RESIGNATION OF JAMES R.B. PARRES AS A DIRECTOR**

**TORONTO, Ontario.** January 14, 2011 – Razore Rock Resources Inc. (“**Razore Rock**” or the “**Company**”) is pleased to announce that, further to its press release of December 31, 2010, the Company closed a further tranche of its non-brokered unit private placement for proceeds of \$90,000. The Company placed 1,800,000 working capital units (each a “**WC Unit**”) of the Company at a price of \$0.05 per WC Unit with each WC Unit consisting of one (1) common share and one (1) common share purchase warrant (each a “**WC Warrant**”). Each WC Warrant entitles the holder to purchase one (1) common share at an exercise price of \$0.10 per WC Warrant Share until the earlier of: (i) July 14, 2012; and (ii) in the event that the closing price of the Common Shares is at least \$0.20 for twenty (20) consecutive trading days, and the 20<sup>th</sup> trading day (the “**Final Trading Day**”) is at least four (4) months from January 14, 2011, the date which is thirty (30) days from the Final Trading Day (the “**Trigger Date**”). An insider of the Company subscribed for 600,000 WC Units for \$30,000 in this private placement.

Securities issued under this private placement are subject to a hold period ending May 15, 2011. Current issued and outstanding capital is 8,308,768 common shares.

The insider private placement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“**MI61-101**”) by virtue of the exemptions contain in section 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company issued to the insider does not exceed 25% of its market capitalization.

As a result of the private placement, William R. Johnstone, Corporate Secretary, Treasurer, Acting Chief Financial Officer and a director of the Company, holds directly and indirectly or has control and direction over 970,000 common shares representing 11.67% of outstanding capital and 600,000 Warrants after giving effect to the private placement. If Mr. Johnstone were to exercise all of his Warrants, he would hold or have control over 1,570,000 common shares directly and indirectly out of a partially diluted capital of 8,908,768 common shares (after giving effect to the exercise of the 600,000 Warrants) representing 17.62% of outstanding capital.

As a result of the private placement, Jeannette Arsenault holds directly 500,000 common shares representing 6.02% of outstanding capital and 500,000 Warrants after giving effect to the private

placement. If Mrs. Arsenault were to exercise all of her Warrants, she would hold 1,000,000 common shares directly out of a partially diluted capital of 8,808,768 common shares (after giving effect to the exercise of her 500,000 Warrants) representing 11.35% of outstanding capital.

Mr. Johnstone and Mrs. Arsenault have advised that the WC Units were acquired for investment purposes and that they have no present intention to either increase or decrease their holdings in the Company. Notwithstanding the foregoing, Mr. Johnstone and Mrs. Arsenault have advised that they may increase or decrease their beneficial ownership, control or direction over common shares of the Company through market transactions, private agreements, exercise of warrants, other treasury issuances or otherwise.

The Company also wishes to advise that James R.B. Parres has resigned as a director of the Company. Mr. Parres has resigned to focus his attention on Jiminex Inc., of which he is the President, C.E.O. and a director. The Board of Directors wish to thank Mr. Parres for his years of service to the Company as a director and wish him success with Jiminex Inc.

For further information, please contact Mr. William R. Johnstone, Corporate Secretary, Treasurer, Acting Chief Financial Officer and a director of the Company, at (416) 865-6605.