

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” 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 January 14, 2011.
3. A Press Release was published at Toronto on January 14, 2011 on the Marketwire - TSX Venture Disclosure Wire.
4. Razore announced that it had closed a further tranche of its non-brokered unit private placement for proceeds of \$90,000. The Company also announced that James R.B. Parres had resigned as a director of the Company.
5. Private Placement

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 20th 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**”). Securities issued under this private placement are subject to a hold period ending May 15, 2011.

An insider, William R. Johnstone, Corporate Secretary, Treasurer, Acting Chief Financial Officer and a director of the Company acquired 600,000 WC Units for \$30,000 pursuant to this closing.

The following table indicates the WC Units purchased by the Insider, the post closing direct and indirect holdings in the Company held and the percentage the holding represents in the post-closing outstanding shares:

Name	# of Listed Shares Purchased	Post- closing Direct & Indirect Holdings in the Issuer	% of Post-Closing Outstanding Listed Shares ⁽¹⁾
William R. Johnstone	600,000 WC Units ⁽²⁾	970,000 common shares 600,000 warrants	11.67% ⁽³⁾

(1) Calculated based on partially-diluted outstanding capital for the holder including Warrants issued on this transaction to the holder assuming the exercise of all warrants and options held by such holder. Based upon outstanding capital of 8,308,768 after giving effect to the offering of 1,800,000 WC Units and before giving effect to the partial dilution calculation.

(2) Held by Poplar Properties Inc. of which the insider holds a 50% interest and is the President.

(3) A decrease of 1.21% from the Material Change Report filed on December 31, 2010.

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 to be issued to insiders does not exceed 25% of its market capitalization. The insider private placement was approved by the disinterested directors of Razore.

Resignation of James R.B. Parres

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.

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 18th day of January, 2011.

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RAZORE ROCK RESOURCES INC.

“William R. Johnstone”

Per:

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