

**REPORT PURSUANT TO  
NATIONAL INSTRUMENT 62-103**

**A. The name and address of offeror:**

WILLIAM R. JOHNSTONE  
88 Divadale Drive  
Toronto, Ontario  
M4G 2P2

**B. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:**

Poplar Properties Inc., which is controlled by the Offeror, has acquired ownership or control or direction over 350,000 Common Shares ("**Common Shares**") of Razore Rock Resources Inc. ("**Razore**"). The 350,000 Common Shares represents 3.68% of the outstanding Common Shares of Razore.

A copy of Razore's press release issued on January 28, 2011 is attached hereto as Schedule "A".

**C. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:**

The Offeror, in concert with Poplar Properties Inc. and Merlin Capital Corp., which are both controlled by the Offeror, owns or exercises control or direction over 1,320,000 Common Shares of Razore, representing 13.88% of the issued and outstanding Common Shares of Razore. Poplar Properties Inc. owns warrants to acquire 600,000 Common Shares of Razore. The acquisition of the Common Shares represents an increase of more than 2% of Razore from the report filed on January 14, 2011.

**D. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which:**

- (i) **the offeror, either alone or together with any joint actors, has ownership and control:**

See items B and C above.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but**

**control is held by other persons or companies other than the offeror or any joint actor:**

See items B and C above.

**(iii.) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

See items B and C above.

**E. The name of the market wherein the transaction or occurrence that gave rise to the news release took place:**

The securities were issued pursuant to a debt settlement.

**F. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting of issuer:**

The Common Shares were acquired for investment purposes. The Offeror has advised that he has no present intention to either increase or decrease his holdings in Razore. Notwithstanding the foregoing, the Offeror has advised that he may increase or decrease his beneficial ownership, control or direction over Common Shares of Razore through market transactions, private agreements, exercise of warrants, other treasury issuances or otherwise.

**G. The general nature and the material terms of any agreement, other than lending arrangements, with respect to the securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to this report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

Not applicable.

**H. The names of any joint actors in connection with the disclosure set out in this Form:**

Poplar Properties Inc. and Merlin Capital Corp.

**I. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:**

The 350,000 Common Shares acquired by Poplar Properties Inc. were acquired pursuant to a debt settlement which was completed on January 28, 2011 at a price of \$0.06 per common share.

**J. If applicable, a description of any change in any material fact set out in a previous report by the offeror under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

**DATED** the 28<sup>th</sup> day of January, 2011.

*"William R. Johnstone"*

---

**WILLIAM R. JOHNSTONE**

## Schedule “A”

### RAZORE ROCK RESOURCES INC.

40 King Street West, Suite 3100  
Toronto, Ontario, M5H 3Y2

FOR IMMEDIATE RELEASE

JANUARY 28, 2011

#### RAZORE ROCK ANNOUNCES INCREASE IN OFFERING AND CLOSING OF THIRD TRANCHE OF PRIVATE PLACEMENT AND DEBT SETTLEMENTS

**TORONTO, Ontario.** January 28, 2011 – Razore Rock Resources Inc. (“**Razore Rock**” or the “**Company**”) is pleased to announce that, further to its press releases of December 31, 2010 and January 14, 2011, the working capital unit (each a “**WC Unit**”) private placement component of the Company’s Offering has been increased by 1,000,000 WC Units to a total of up to 4,000,000 WC Units.

The Company is pleased to also announce that it has closed a further tranche of its non-brokered unit private placement for proceeds of \$35,000. The Company placed 700,000 WC Units 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 28, 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 28, 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 29, 2011.

The Company also wishes to announce that it has entered into agreements to settle an aggregate of \$28,500 of debt in consideration for the issuance of securities of the Company. The debt settlements will directly reduce the Company’s liabilities and increase the Company’s working capital.

The Company has settled a debt of \$7,500 with one non-arms length creditor in consideration for the issuance of Units of the Company priced at \$0.05 per Unit. Each Unit is comprised of one (1) common share and one (1) common share purchase warrant with warrant exercisable to purchase a further common share at \$0.10 until the earlier of: (i) July 25, 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 25, 2011, the date which is thirty (30) days from the Final Trading Day. Securities issued under this debt settlement are subject to a hold period ending May 26, 2011.

The Company also settled a debt to an insider relating to legal fees of \$21,000 in consideration for the issuance of 350,000 common shares priced at \$0.06 per share. The insider debt settlement 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 debt settlement was approved by the disinterested directors of Razore. Securities issued under this debt settlement are subject to a hold period ending May 29, 2011.

As a result of the private placement, Robert Hirschberg holds directly 600,000 common shares representing 6.31% of outstanding capital and 600,000 Warrants after giving effect to the private placement. If Mr. Hirschberg were to exercise all of his Warrants, he would hold 1,200,000 common shares directly out of a partially diluted capital of 10,108,768 common shares (after giving effect to the exercise of his 600,000 Warrants) representing 11.87% of outstanding capital.

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

As a result of the debt settlement, 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 1,320,000 common shares representing 13.88% of outstanding capital and 600,000 Warrants after giving effect to the debt settlement. If Mr. Johnstone were to exercise all of his Warrants, he would hold or have control over 1,920,000 common shares directly and indirectly out of a partially diluted capital of 10,108,768 common shares (after giving effect to the exercise of the 600,000 Warrants) representing 18.99% of outstanding capital.

Mr. Johnstone has advised that the common shares were acquired for investment purposes and that he has no present intention to either increase or decrease his holdings in the Company. Notwithstanding the foregoing, Mr. Johnstone has advised that he may increase or decrease his 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 has closed the Flow-Through Unit private placement component of the Company’s Offering.

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.