

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 February 11, 2011.
3. A Press Release was published at Toronto on February 11, 2011 on the Marketwire - TSX Venture Disclosure Wire.
4. Razore announced that its common shares will be listed for trading on the Canadian National Stock Exchange effective at open on Monday, February 14, 2011. The common shares will trade under the symbol “RZR”. The Company also announced that, further to its press releases of December 31, 2010, January 14, 2011, and January 28, 2011, the Company has closed the final tranche of its non-brokered unit private placement for proceeds of \$10,000.
5. The Company placed 200,000 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) August 11, 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 February 11, 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 June 12, 2011.
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.

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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 14^h day of February, 2011.

RAZORE ROCK RESOURCES INC.

“William R. Johnstone”

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