

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

A. The name and address of offeror:

MICHAEL WILSON
846 Field Crescent
Parksville, British Columbia
V9P 2N8

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:

The Offeror has acquired ownership or control or direction over 250,000 stock options ("**Options**") of Razore Rock Resources Inc. ("**Razore**") exercisable at a price of \$0.10 per share until May 6, 2016. The 250,000 Options represent 45.46% of the outstanding Options granted by Razore.

A copy of Razore's press release issued on May 9, 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 owns or exercises control or direction over 817,000 Common Shares of Razore, representing 8.42% of the issued and outstanding Common Shares of Razore. The Offeror owns Options to acquire 250,000 Common Shares of Razore. If the Offeror were to exercise all of his Options, he would hold 1,067,000 Common Shares directly out of a partially diluted capital of 9,958,768 (after giving effect to the exercise of his 250,000 Options) representing 10.71% of the outstanding capital.

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 private placement of Options by Razore.

- 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 Options were acquired as part of Razore's compensation policies to its directors. The Offeror has advised that he 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, options, 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:**

Not applicable.

- 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 250,000 Options acquired by the Offeror were acquired pursuant to a grant of stock options by Razole on May 6, 2011.

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 6th day of May, 2011.

“Michael Wilson”

MICHAEL WILSON

RAZORE ROCK RESOURCES INC.

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

FOR IMMEDIATE RELEASE

MAY 6, 2011

**RAZORE ROCK RESOURCES INC; FOLLOW UP ON STOCK OPTIONS
GRANT ANNOUNCEMENT**

TORONTO, Ontario. May 6, 2011 – Razore Rock Resources Inc. (“**Razore Rock**” or the “**Company**”) wishes to advise that, further to its press release earlier today, as a result of the stock options grant, Michael Wilson, President, Chief Executive Officer and a director of the Company, holds directly 817,000 common shares representing 8.42% of outstanding capital and 250,000 stock options (“**Options**”) after giving effect to the stock option grant. If Mr. Wilson were to exercise all of his Options, he would hold 1,067,000 common shares directly out of a partially diluted capital of 9,958,768 common shares (after giving effect to the exercise of his 250,000 Options) representing 10.71% of outstanding capital.

Mr. Wilson has advised that the Options were acquired as part of the Company’s compensation policies to its directors and he has no present intention to either increase or decrease his holdings in the Company. Notwithstanding the foregoing, Mr. Wilson 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, options, other treasury issuances or otherwise.

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.