



RAZORE ROCK
RESOURCES INC.

Management Discussion and Analysis
For the years ended April 30, 2014 and 2013

This Management Discussion and Analysis (“**MD&A**”) of Razore Rock Resources Inc. (the “**Company**”) dated as of August 20, 2014, provides analysis of the Company’s financial results for the years ending April 30, 2014 and 2013. The following information should be read in conjunction with the audited consolidated financial statements and the notes thereto, which have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”). These documents along with others published by the Company are available on SEDAR at www.sedar.com.

Overall Performance:

Performance Highlights

Fiscal 2014 was the most active year for the Company since it completed its 2010/11 financing and listed on the Canadian Securities Exchange (“**CSE**”).

- On December 30, 2013, the Company entered into an option agreement with Alto Ventures Ltd. to earn up to a 60% working interest in the Oxford Lake Gold Property in consideration for the payment of \$100,000 (\$10,000 paid), the issuance of 1,000,000 common shares (100,000 common shares issued) and the expenditure of \$3,100,000 on the Oxford Lake Gold Property over a four (4) year period. A further 100,000 common shares were issued in consideration for an extension of the option pending financing. This deal subsequently fell through as the Company was unable to raise sufficient financing to proceed.
- On February 19, 2014 the Company announced the appointment of Rodger Roden as Chief Financial Officer, Bill McGuinty as a director and Gary F. Zak as Vice President, Corporate Development

Outlook

After reviewing numerous proposed property acquisitions since listing on CSE, the Company acquired the option to earn a 60% interest in the Oxford Lake Gold Property at the end of December, 2013. The Company announced a proposed financing to provide it with working capital and the funds necessary for expenditures on the Oxford Lake Gold Property to June, 2015, and added three new members to the Management team. While Management was of the belief that the Oxford Lake Gold project was an exciting exploration target given the presence of a historic resource, the market was not receptive to the financing as structured. Management continues to look for a suitable project for the Company that can be financed. The price of gold remains relatively stable and the Company continues to look for a gold property. Management is hopeful that there will be an upturn in the junior capital markets that will facilitate financing of the Company.

Performance Details

The Company is a mineral exploration company focused on the acquisition, exploration and development of mineral resources, primarily gold, in Canada. The Company holds a 100% interest in five mining claim blocks (the Duff Claims property), totaling 1,272 ha, in the Flin Flon District, Manitoba. The Company’s common shares trade on the CSE under the symbol “**RZR**”.

As at April 30, 2014, the Company had a working capital deficiency of \$98,490 (April 30, 2013 - \$26,591). The decrease in working capital during the period is a result of the cash expenses incurred in the period and the cash spent on the initial payment on the Company's interest in the Oxford Lake Gold Property in Manitoba (subsequently abandoned). The ability of the Company to realize on its assets and discharge its liabilities as they come due is dependent on the ability of the Company to continue to secure financing.

The recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to complete their development, and upon future profitable production or proceeds from the disposition of its interests. The amounts shown as mineral properties represent net costs to date and do not necessarily represent present or future values. If the going concern assumption was not appropriate for the financial statements, then adjustments might be necessary to the carrying values of assets and liabilities, the reported loss and the balance sheet classifications used. These adjustments could be material.

Selected Annual Information:

(Canadian \$)

	Year ended April 30, 2014	Year ended April 30, 2013	Year ended April 30, 2012
Revenue	\$ --	\$ --	\$ 5,110
Net loss	145,399	47,674	121,914
Net loss per share			
- basic and diluted	0.015	0.005	0.01
Total assets	148,943	170,446	208,052

Results of Operations - year ended April 30, 2014 compared to the year ended April 30, 2013.

As at April 30, 2014, the Company had cash and cash equivalent assets in the amount of \$15,240 compared to \$36,041 at the end of 2013. The decrease was due to funding the current year's loss.

The investment in mining claims at the end of 2014 and 2013 was \$106,998. There was no change in the value of the mining claims during the year.

At the end of 2014 the Company had accounts payable and accrued liabilities in the amount of \$140,164 compared to \$89,679 at the end of 2013. The increase is due to cash restrictions due to the difficulty in raising capital.

Liquidity and capital resources

At April 30, 2014, the Company had a shareholders deficiency in the amount of \$50,960 compared to shareholders equity in the amount of \$21,029 at the end of 2013. The decrease during the year was mainly due to the loss in the year.

At April 30, 2014, the Company had an accumulated deficit in the amount of \$1,318,248 compared to \$1,172,849 at the end of 2013. The increase in the deficit reflects the loss the Company incurred in the current year.

For 2014 and 2013 cash was used in operations as follows: \$25,801 in 2014 and \$48,527 in 2013. In 2014 and 2013 the Company did not complete any financings however, 150,000 shares were issued on the exercise of warrants at \$0.10 per share.

In 2014 and 2013 the Company had an investment in AurCrest Gold Inc. (“**AurCrest**”). The Company owned 18,000 shares of AurCrest which had a cost of \$27,000.

The investment in AurCrest is a Financial Instrument and has been classified as available for sale (“**AFS**”) and carried at market value with changes in value reflected in comprehensive income. During the year ended April 30, 2014 the Company recognized a loss on the adjustment of AFS financial instruments to market in the amount of \$90 (2013 - \$1,081) related to the unrealized loss on these available for sale financial instruments.

Capital Management

The Company’s policy is to attain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risks characteristic of the underlying resource assets. As a junior resource exploration company, the Company considers its capital structure to be comprised of working capital only. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected expenditure levels.

The Company has not paid or declared any dividends since the date of its incorporation, nor are any dividends contemplated in the foreseeable future.

The Company does not have any externally imposed capital requirements.

There were no changes in the Company’s approach to capital management during the period.

Mining Properties:

The Company holds a 100% interest in five (5) mining claim blocks in Sourdough Bay and Mikanagan Faults Area, Flin Flon District, Manitoba, four (4) of which are subject to a 3% Net Smelter Returns Royalty and one (1) of which is subject to a 2% Net Smelter Returns Royalty.

As indicated in the Company’s National Instrument 43-101 (“**NI 43-101**”) Technical Report dated November 30, 2010 titled “Geology and Mineralization on the Duff Claims, Flin Flon Area (NTS 63K14/NW), Manitoba” prepared by Mark Fedikow, Ph.D., P.Eng., P.Geo. C.P.G. of Mount Morgan Resources Ltd., the Company has a recommended exploration program on the Duff Claims totaling \$546,105 in two phases: Phase One comprising line/grid cutting, Induced Polarization (I.P.) and magnetometer surveys and soil geochemistry sampling to define drill targets; followed by Phase Two comprising 2,000m of diamond drilling. The report can be reviewed at www.sedar.com.

In late November, 2011, the Company completed a total field magnetic survey which was completed across the entire claim block of the Duff Claims property using a compass paced, flagged and GPS-controlled grid. A total of 122 kilometres was surveyed by EXSICS Exploration Limited of Timmins (Ontario). A report was prepared and filed in December resulting in a refund to the Company of \$50,800 from previous payments made in lieu of expenditures on the Duff Claims.

The Duff Claims property is located 33 km east-northeast from the mining community of Flin Flon, Manitoba, near the central portion of the Flin Flon – Snow Lake volcanic belt. The belt stretches from Amisk Lake (Saskatchewan) to Wekusko Lake, east of Snow Lake, Manitoba and is renowned for base metal massive sulphide-type mineralization accompanied by significant precious metal credits.

Magnetic Survey Results

The most predominant magnetic feature outlined on the grid is a large area consisting of both magnetic highs and lows. This magnetic feature is likely an iron-rich rock thought to be part of the northwest segment of a large fold

structure centered in Naosap Lake and extending into the southwest corner of the claim group. The area of the magnetic high is part of a large U-shaped, south verging magnetic anomaly which may represent a gabbro intrusion. Magnetic gabbroic units are present in the area to the northwest of the property. The second most predominant feature is a magnetic low interpreted to be the geophysical signature of the Sourdough Fault structure. These two features are considered to be high priority target areas for further exploration.

The Company needs to obtain funding in order to proceed with detailed geological mapping and prospecting, Mobile Metal Ions soil geochemistry and Induced Polarization surveys to follow up its 2011 survey. The integrated results of these surveys would focus diamond drilling.

Historic Exploration

The results of historic exploration, including diamond drilling, in areas immediately adjacent to the Duff Claims have documented the presence of gold mineralization in association with sulphide minerals and related alteration. Esso Minerals drilling in the 1980s intersected visible gold in the area of the Duff Claims in association with up to 5% pyrite, minor pyrrhotite, galena, chalcopyrite and trace arsenopyrite. This mineralization occurred within a multi-deformational, multi-episodic quartz injected, brittle-ductile deformation zone. Alteration associated with the high-grade gold consisted of silicification, biotitization, and quartz veins, but lacked significant carbonatization. This alteration is similar to that associated with elevated gold values intersected by Esso's 1988 drilling along the Sourdough Bay Fault. Grab and chip samples along this Fault assayed up to 3.48 oz/ton Au and points to the potential for high-grade gold mineralization in the Duff Claims environment.

New accounting policies issued but not yet adopted:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods after the current year end.

The following standards are effective for annual periods beginning on or after January 1, 2015 with early adoption permitted, unless otherwise disclosed. The Company is assessing the impact of these new standards, but does not expect them to have a significant impact on the consolidated financial statements.

IFRS 9, Financial instruments, introduces new requirements for the classification, measurement and derecognition of financial instruments. Specifically, IFRS 9 requires all recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortized cost or fair value.

Transactions with related parties

The Company's related parties consist of executive officers and directors:

Related Party	Item	Years ended April 30	
		2014	2013
Director	Legal fees charged to statement of loss	\$ 19,577	\$ 13,627
	Temporary non-interest bearing, unsecured, demand loans from directors	\$ 2,500	\$ --
	Amounts included in accounts payable related to legal fees and loans from directors	\$ 100,273	\$ 73,628
Key Management Personnel	Directors fees charged to statement of loss	\$ 13,910	\$ 5,170
	Share-based payments charged to statement of loss	\$ 42,000	\$ --

In addition to the above all of the Exploration and evaluation assets owned by the Company were acquired from related parties.

The above transactions were in the normal course of operations and were measured at the exchange amount, which are the amounts agreed to by the related parties.

The short term demand loans payable to related parties due to directors and shareholders and are non-interest bearing and unsecured.

Share Capital

Authorized

Unlimited common shares

Share based payments

The Company has a common share purchase option plan (the “**Plan**”) for directors, officers, employees, and consultants. Options granted under the Plan generally have a five-year term. Options are granted at a price no lower than the market price of the common shares at the time of the grant.

For the year ended April 30, 2014, share-based payments of \$42,000 (2013 - \$Nil) were charged to loss.

The change in stock options during the year ended April 30, 2014 is noted below:

	Number of options	Wtd Avge exc. price
At April 30, 2013	550,000	\$0.10
Issued	400,000	\$0.14
At April 30, 2014	950,000	\$0.12

The fair value of the stock options issued in the current year were estimated using a Black-Scholes option pricing model with the following assumptions: dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 1.50% and expected life of 5 years. The fair value of options granted during the year totaled \$42,000.

The following table summarizes information about options outstanding at April 30, 2014:

Exercise price	Number of options	Remaining contractual life in years
0.10	550,000	2.00
0.14	400,000	4.80
	950,000	3.20

Summary of Quarterly Results:

	Revenue \$	Net Income (loss) \$	Total Assets \$	Income (loss) per share \$
April 30, 2014	-	(114,141)	148,943	(0.015)
January 31, 2014	-	(17,059)	155,342	-
October 31, 2013	-	(9,074)	146,157	-
July 31, 2013	-	(5,125)	167,299	-
April 30, 2013	-	(26,694)	170,446	(0.005)
January 31, 2013	-	(3,750)	173,567	-
October 31, 2012	-	(8,891)	177,177	-
July 31, 2012	-	(8,699)	183,964	-

Note: Loss per share as reported is both basic and diluted

Outstanding Share Data

Common shares and convertible securities outstanding at August 20, 2014 were:

Security	Expiry Date	Exercise Price	Securities Outstanding	Common Shares on Exercise
Common shares	n/a	n/a	10,058,768	n/a
Warrants	Dec 31, 2014 - Feb 11, 2015	\$0.10	3,559,999	3,559,999
Options	May 6, 2016	\$0.10	550,000	550,000
Options	Feb 19, 2019	\$0.14	400,000	400,000

Risk Factors

The Company is exposed to credit risk and liquidity risk. The Company's primary risk management objective is to protect assets, earnings and cash flow and, ultimately, shareholder value. Risk management strategies, as discussed below, are designed and implemented to ensure that the Company's risks and the related exposure are consistent with its business objectives and risk tolerance. There have been no changes to the risks to which the Company is exposed or to the corresponding risk management strategies during the current period.

Credit risk

The Company's accounts receivable include amounts that are recoverable on account of harmonized sales tax. These amounts are subject to verification through audits that may be conducted by Canada Revenue Agency. The accounts receivable do not contain any past due amounts and the Company has no history of bad debts.

Liquidity risk

The Company currently has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it to enable it to meet its obligations as they become due. Although the

Company has been successful in the past in financing its activities, there can be no assurance that it will be able to do so in the future.

In addition to the financial risks noted above, given the Company's current status as an exploration stage company, there are numerous additional risk factors that could affect the Company's business prospects and future performance, including the following. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also affect the Company's business prospects and future performance.

Additional capital

The exploration and development of the Company's mineral property interests will require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on the Company's mineral property interests. The Company will also require additional funding to acquire further property interests. The ability of the Company to arrange such financing in the future will depend, in part, upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from treasury of the Company, control of the Company may change and security holders may suffer additional dilution.

Operating history

The Company has a very limited history of operations and must be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and an absence of revenues. There is no assurance that the Company will be successful in achieving a return on shareholder investment and the likelihood of success must be considered in light of its early stage of operations.

Highly speculative business

The nature of the Company's business is highly speculative due to its proposed involvement in the exploration, development and production of minerals. Exploration for minerals involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that any commercial quantities of ore will be discovered by the Company. The commercial viability of a mineral deposit, if discovered, depends upon a number of factors including the particular attributes of the deposit (principally size and grade), the proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by various levels of government and the competitive nature of the industry which causes base metal prices to fluctuate substantially over short periods of time. Most of these factors are beyond the control of the Company. Mineral exploration and development are highly speculative and few properties that are explored are ultimately placed into commercial production.

Commodity price and exchange rate fluctuations

The feasibility of mineral exploration is significantly affected by changes in the market price of the minerals expected to be produced. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of minerals and stability of exchange rates can all cause significant fluctuations in mineral prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

Key officers, consultants and employees

The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success. The Company has not purchased any key-man insurance with respect to any of its directors, officers or consultants and has no current plans to do so.

Title

The mining claims in which the Company has an interest have not been surveyed and, accordingly, the precise location of the boundaries of the claims and ownership of mineral rights on specific tracts of land comprising the claims may be in doubt. Such claims have not been converted to lease and tenure, and as a result, are subject to annual compliance with assessment work requirements. Other parties may dispute the Company's title to its mining properties. While the Company has diligently investigated title to all mineral claims and, to the best of its knowledge, title to all properties is in good standing; this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers or land claims, including First Nations land claims and title may be affected by undetected defects. There is no guarantee that title to the Company's properties or its rights to earn an interest in its properties will not be challenged or impugned. Also, in many countries including Canada and the USA, claims have been made and new claims are being made by aboriginal peoples that call into question the rights granted by the governments of those countries in respect of resource properties.

Maintaining interests in mineral properties

The Company's continuing right to maintain its ownership in its mineral property interests will be dependent upon compliance with applicable laws and with agreements to which it is a party. There is no assurance that the Company will be able to obtain and/or maintain all required permits and licenses to carry on its operations. Additional expenditures will be required by the Company to maintain its interests in its properties. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the agreements relating to its properties which would entitle it to an interest therein and if it fails to do so its interest in certain of these properties may be reduced or be lost.

External market factors

The marketability and price of minerals which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. The Company will be affected by changing production costs, the supply or/and demand for minerals, the rate of inflation, the inventory levels of minerals held by competing companies, the political environment and changes in international investment patterns.

Governmental and regulatory requirements

Government approvals and permits are currently, and may in the future, be required in connection with the Company's operations. To the extent that such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, which may include requirements for the Company to take corrective measures requiring capital expenditures, installation of additional equipment, or other remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in the development of properties.

Environmental regulations

All phases of the Company's operations are subject to environmental regulation. Environmental legislation is becoming more strict, with increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that environmental regulation will not adversely affect the Company's operations. Environmental hazards may exist on a property in which the Company holds an interest which are unknown to the Company at present which have been caused by previous or existing owners or operators of the property.

Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal

areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means standards, and enforcement, fines and penalties for non-compliance are more stringent.

Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company intends to fully comply with all environmental regulations in all of the countries in which it is active.

Conflicts of interest

Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the *Business Corporations Act* (Ontario), directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. The directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and, accordingly, the Company will not be the only business enterprise of these directors and officers.

Uninsured risks

The Company currently does not have liability insurance.

Competition in acquiring additional properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Dividend policy

No dividends on the common shares of the Company have been paid by the Company to date. The Company intends to retain its earnings, if any, to finance the growth and development of its business and has no present intention of paying dividends or making any other distributions in the foreseeable future.

Forward Looking Information

Certain statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and its subsidiary, or the industry in which they operate, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this report, the words "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", "will", the negative thereof or other variations thereon or comparable terminology are intended to identify forward-looking statements. Such forward-looking statements reflect the current expectations of the Management of the Company with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results, performance or achievements to differ materially from those expressed or implied by those forward-looking statements, such as reduced funding, currency and interest rate fluctuations, increased competition and general economic and market factors and including the risk factors summarized above under the heading "Risk Factors". New risk factors may arise from time to time and it is not possible for Management of the Company to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied in such forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Although the forward-looking statements contained in

this MD&A are based upon what Management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this MD&A speak only as of the date hereof. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

Additional Information:

- (1) Additional information about the Company may be found on SEDAR at www.sedar.com.
- (2) Additional information is provided in the Company's financial statements for the most recently completed financial reporting period (year-end April 30, 2014) which were prepared under IFRS.
- (3) Antonio M. de Quadros, P.Eng., Ph.D., a director of the Company, a Qualified Person under National Instrument 43-101, has reviewed and approved the technical information in this MD&A.