RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2015
(expressed in Cdn $)

UNAUDITED

Notice of disclosure of non-auditor review of consolidated interim financial statements pursuant to National Instrument 51-102,Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators.

The accompanying condensed consolidated interim financial statements of the Company for the three and nine months ended January 31, 2015 have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards and are the responsibility of the Company's management.

The Company's auditors have not performed an audit or a review of these interim financial statements.

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

UNAUDITED
(Expressed in Canadian Dollars)

	Jan 31, 2015	April 30, 2014
ASSETS		
Current:		
Cash and cash equivalents	$ 1,646	$ 15,240
Prepaid expenses	15,986	22,386
H.S.T. receivable	5,006	4,048
	22,638	41,674
Non-current assets:		
Mining Claims	85,598	106,998
Investments	541	271
	$ 108,777	$ 148,943
LIABILITIES		
Current:		
Accounts payable and accrued liabilities (Note 7)	$ 132,220	$ 135,164
Short term demand loans from related parties (Note 7)	10,775	5,000
	142,995	140,164
EQUITY (DEFICIENCY)		
Common Share s	1,155,769	1,155,769
Warrants	7,500	7,500
Contributed surplus	130,750	130,750
Deficit	(1,361,515)	(1,318,248)
Accumulated other comprehensive income	(26,461)	(26,731)
Deficiency attributale to owners of the Company	(93,957)	(50,960)
Non-controlling interests	59,739	59,739
Total Deficiency	(34,218)	(50,960)
	$ 108,777	$ 89,204

Approved on behalf of the board on March 16, 2015:

"William R. Johnstone"
William R. Johnstone, director

"Michael Wilson"
Michael Wilson, director

The accompanying notes form an integral part of these condensed consolidated interim financial statements

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2015

UNAUDITED
(Expressed in Canadian Dollars)

	Three months ended January 31 2015	Three months ended January 31 2014	Nine months ended January 31 2015	Nine months ended January 31 2014
Expenses:				
General administration	1,767	5,456	$ 11,520	$ 15,532
Professional fees (Note 7)	-	11,603	3,947	15,726
Write down of mining claims	27,800	-	27,800	-
	29,567	17,059	43,267	31,258
Net loss for the period	(29,567)	(17,059)	(43,267)	$ (31,258)
Other comprehensive income, net of tax:				
Change in unrealized gains and losses on available-for-sale financial assets	(180)	-	270	-
Comprehensive loss for the period	$ (29,747)	$ (17,059)	$ (42,997)	$ (31,258)
Net loss per share - basic and diluted	$ -	$ -	$ -	$ -
Weighted average number of shares outstanding - basic and diluted	10,058,768	9,720,000	10,058,768	9,720,000

The accompanying notes form an integral part of these condensed consolidated interim financial statements

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGE IN SHAREHOLDERS EQUITY

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2015

UNAUDITED
(Expressed in Canadian Dollars)

	Common # Shares	Shares $ Amount	Warrants	Contributed Surplus	Accumulated Comp. loss	Deficit	Total Shareholders Equity
Balance April 30, 2013	9,708,768	$ 1,124,269	$ 7,500	$ 88,750	$ (26,641)	$ (1,172,849)	$ 21,029
Common shares issued for property	- 100,000	- 7,500	- -	- -	- -	- -	- 7,500
Net loss for the period	- -	- -	- -	- -	- -	- (31,258)	- (31,258)
Balance January 31, 2014	9,808,768	1,131,769	7,500	88,750	(26,641)	(1,204,107)	(2,729)
Share based payments				42,000			42,000
Common shares issued for property	100,000	9,000					9,000
Common shares issued for cash on exercise of warrants	150,000	15,000					15,000
Net loss balance of year	-	-	-	-	(90)	(114,141)	(114,231)
Balance April 30, 2014	10,058,768	1,155,769	7,500	130,750	(26,731)	(1,318,248)	(50,960)
Net loss for the period	-	-	-	-	270	(43,267)	(42,997)
Balance January 31, 2015	10,058,768	$ 1,155,769	$ 7,500	$ 130,750	$ (26,461)	$ (1,361,515)	$ (93,957)

The accompanying notes form an integral part of these condensed consolidated interim financial statements

RAZORE ROCK RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

FOR THE NINE MONTH PERIOD ENDED JANUARY 31, 2015

UNAUDITED
(Expressed in Canadian Dollars)

	2015	2014
Cash was provided by (used in) the following activities:		
Operations:		
Net loss for the period	$ (43,267)	$ (31,258)
Items not requiring an outlay of cash:		
Write down of mining claims	27,800	-
Net change in non-cash working capital balances related to operations *(Note 8)*	(3,902)	2,774
	(19,369)	(28,484)
Investments:		
Expenditures on mining claims	-	(10,000)
Financing:		
Short term demand loans from related parties	5,775	5,000
Net change in cash during the period	(13,594)	(33,484)
Cash and cash equivalents, beginning of period	15,240	36,040
Cash and cash equivalents, end of period	$ 1,646	$ 2,556

The accompanying notes form an integral part of these condensed consolidated interim financial statements

1. Nature of Operations and Going Concern:

Razore Rock Resources Inc. is a public company incorporated under the laws of the Province of Ontario and its principal business activity is the exploration of its mineral properties. At January 31, 2015 the Company had a working capital deficiency in the amount of $120,357. (April 30, 2014 - $98,490).

The Company is considered to be in the development stage, is in the process of exploring mineral properties in Canada and has not yet determined whether these properties contain economic reserves. While these financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business, adverse conditions could cast doubt upon the validity of this assumption. Management has estimated that the Company will have adequate funds to meet its corporate, administrative and property obligations for the following year. If the Company is to advance or develop its mineral properties further, it will be necessary to obtain additional financing, and while the Company has been successful in the past, there can be no assurance that it will be able to do so in the future.

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 these 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.

2. Significant accounting policies:

(a) Statement of Compliance

These unaudited condensed consolidated interim financial statements have been prepared for the nine months ended January 31, 2014, including comparative figures, in accordance with International Accounting Standard ("IFRS"), and in particular in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). They have been prepared using the accounting policies the Company expects to adopt in its consolidated financial statements as at and for the financial year ending April 30, 2014.

These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's April 30, 2013 year end audited consolidated financial statements prepared in accordance with IFRS.

Accounting Standards Issued but not yet Effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2015 or later periods. Updates that are not applicable or immaterial to the Company have been excluded.

Financial Instruments: Classification and Measurement ("IFRS 9")
Effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, IFRS 9 introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning on or after January 1, 2015 and has not yet considered the potential impact of the adoption of IFRS 9.

(Expressed in Canadian Dollars)

3. Exploration and evaluation assets:

a) By agreement dated October 27, 2005 and amended November 30, 2006 and November 14, 2007, the Company acquired, from a party related to a shareholder, a 100% interest, subject to a 3% Net Smelter Returns Royalty ("NSR") in favour of the Vendor, in 4 mining claim blocks in the Flin Flon District, Manitoba. Consideration for the acquisition of this property consists of exploration payments in the amount of $25,000 (or cash payments in lieu of work of an equivalent value) and the issuance of 100,000 common shares of the Company.

The Company has the right to purchase one-half of the NSR from the Vendor for $750,000.

b) The Company acquired an additional mining claim in the Flin Flon District, Manitoba, contiguous to its existing claims, from an individual who is a shareholder and former director. Under the terms of the agreement the Company issued 100,000 common shares and reimbursed $945 in staking costs to this individual. This related party retained a 2% Net Smelter Returns Royalty in the claim.

During the current quarter the Company allowed one of the claims noted above to lapse and wrote off $27,800 in costs and expenditures associated with this property. The Company now holds 4 claims in the Flin Flon District of Manitoba..

4. 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.

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

5. Investments:

The Company has investments in Aurcrest Gold Inc. as follows:

	January 31, 2015	April 30, 2014
18,000 shares of Aurcrest Gold Inc.	$ 541	$ 271

The fair market value of its investment as at January 31, 2015 is approximately $541 (April 30,2014 -$271). These available for sale financial instruments have been adjusted to fair market value.

(Expressed in Canadian Dollars)

6. 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.

The change in stock options during the year ended April 30, 2014 and nine months ended January 31, 2015 are as follows:

	Number of options	**Wtd Avge ex. price**
At January 31, 2015 and April 30, 2014	950,000	$ 0.12

The following table summarizes information about options outstanding at January 31, 2015:

Exercise price	**Number of options**	**Remaining contractual life in years**
0.10	550,000	1.25
0.14	400,000	4.05
	950,000	2.44

Warrants:

The following table summarizes information about common share purchase warrants outstanding at January 31, 2015 and April 30, 2014:

	Warrants outstanding and exercisable	Weighted average exercise price
Outstanding as at April 30, 2014	3,559,999	$ 0.10
Expired	(3,359,999)	$ 0.10
Outstanding as at January 31, 2015	200,000	$ 0.10

The outstanding warrants expired subsequent to quarter end.

(Expressed in Canadian Dollars)

7. Related party transactions and balances:

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

		Nine months ended January 31	
Related Party	**Item**	**2015**	**2014**
Director	Legal fees charged to statement of loss	$ 3,809	$ 9,104
	Director and other fees	$ 2,120	$ 1,870

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 are due directors and shareholders and is non interest bearing and secured by promissory notes. Also included in accounts payable and accrued liabilities are $13,830 due to a director and $99,082 due to a legal firm associated with a director of the Company for professional services rendered over the years.

8. Supplemental cash flow information:

Net change in non-cash working capital:	Jan 31 2015	Jan 31 2014
H.S.T receivable	$ (958)	$ 15,082
Accounts payable and accrued liabilities	(2,944)	3,654
Prepaid expenses	-	(15,962)
	$ (3,902)	$ 2,774

Non-cash investing and financing activities:		
Common shares issued for mining property interests	$ -	$ 7,500