



RAZORE ROCK
RESOURCES INC.

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 Rock**” or the “**Company**”), whose principal office is at Suite 3100, Scotia Plaza, 40 King Street West, Toronto, Ontario M5H 3Y2.
2. The material changes occurred on August 25, 2015 and September 4, 2015.
3. Press Releases were published at Toronto via Marketwire on August 25, 2015.
4. On August 25, 2015, the Company announced that it would be late filing its audited financial statements and MD&A for the year ended April 30, 2015. A temporary Management Cease Trade Order was issued on September 4, 2015.
5. Pursuant to National Policy 12-203 Cease Trade Orders for Continuous Disclosure Defaults (the “**Policy**”) the Company advised on August 25, 2015 that it would be in default of filing its audited financial statements and MD&A for the year ended April 30, 2015 (the “**Financial Disclosure**”) which were to be filed on or before August 28, 2015 pursuant to relevant securities laws.

The delay in filing the Financial Disclosure and the resulting default were due primarily to a lack of available funding. The Company has been trying to raise funding to provide much needed working capital and to pay the auditor to perform the audit but had been unable to do so to meet the filing deadline.

The Company made an application to be granted a Management Cease Trade Order under the Policy to be imposed against some or all of the CEO and CFO and directors, officers or insiders of the Company instead of a cease trade order being imposed against all securities of the Company. Such an order would not generally affect the ability of persons who have not been

directors, officers or insiders of the Company to trade the securities of the Company pending the filing of the Financial Disclosure on SEDAR. The Management Cease Trade Order was issued on September 4, 2015.

The Company received a \$24,867.20 loan from a thirty party and is working with its auditors to complete the audit of the Company's financial statements for the year ended April 30, 2015 as soon as possible and anticipates filing such financial statements and related MD&A by September 30, 2015 on SEDAR. The Company paid the annual filing fee for the fiscal year ending April 30, 2015 and filed the Form 13-502F1 on August 28, 2015. Until the Financial Disclosure is filed, the Company intends to satisfy the provisions of the Alternate Information Guidelines as set out in the Policy for as long as it remains in default, including the issuance of bi-weekly default status reports, each of which will be issued in the form of a press release.

The Company is not subject to any insolvency proceeding and there is no other material information concerning the affairs of the Company that has not been generally disclosed.

Should the Company fail to SEDAR file the Financial Disclosure on or before September 30, 2015, the OSC may impose a cease trade order that all trading in securities of the Company cease for such period specified in the OSC order.

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.
8. Mr. William R. Johnstone, Corporate Secretary 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 4th day of September, 2015.

RAZORE ROCK RESOURCES INC.

"William R. Johnstone"

Per:

WILLIAM R. JOHNSTONE
Corporate Secretary