



NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON TUESDAY, NOVEMBER 24, 2015

You are receiving this notification as Razore Rock Resources Inc. (“**Razore**” or the “**Corporation**”) has decided to use the notice-and-access model (“**Notice-and-Access**”) provided for under National Instrument 54-101 for the delivery of meeting materials to its shareholders for its Annual General and Special Meeting of shareholders to be held on Tuesday, November 24, 2015 (the “**Meeting**”).

Under Notice-and-Access, instead of receiving paper copies of the Corporation’s Management Information Circular (“**Circular**”), Annual Financial Statements for the years ended April 30, 2015 and 2014 and April 30, 2014 and 2013 and the Management’s Discussion and Analysis for the years ended April 30, 2015 and April 30, 2014 (collectively, the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access those Meeting Materials electronically. However, together with this notice, shareholders continue to receive a proxy (in the case of registered shareholders) or voting instruction form (in the case of non-registered shareholders), enabling them to vote at the Meeting. Registered Shareholders may vote their shares in person at the Meeting. **Non-registered shareholders may not vote their shares in person at the Meeting unless they have delivered a voting instruction form in accordance with the requirements of such form by the required date and they name themselves in the “appointee” space provided on the voting instruction form to vote their shares in person at the Meeting.**

Razore has adopted this alternative means of delivery to be more environmentally friendly and in order to reduce its printing and mailing costs. This notice serves as notice of meeting under section 96(1) of the *Business Corporations Act* (Ontario).

Meeting Date and Location

WHEN: Tuesday, November 24, 2015
3:00 p.m. (Eastern Standard Time)

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

Shareholders will be asked to consider and vote on the following matters:

1. Election of the Board of Directors: to elect directors of the Corporation as nominated by Management – *Particulars Of Matters To Be Acted Upon - Election of the Board of Directors – Page 16*;
2. Appointment of Auditors: to appoint Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration - *Particulars Of Matters To Be Acted Upon - Appointment of Auditors – Page 18*; and
3. Consolidation of Outstanding Capital: to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Corporation’s Articles to effect a consolidation of the Corporation’s issued and outstanding common shares on an up to one (1) for ten (10) basis - *Particulars Of Matters To Be Acted Upon – Consolidation of Outstanding Capital – Page 18*.
4. Name Change: to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Corporation’s Articles to effect the change of the Corporation’s name from “Razore Rock Resources Inc.” to such other name as the board of directors of the Corporation in its discretion may resolve and as may be acceptable to applicable regulatory authorities, if required - *Particulars Of Matters To Be Acted Upon – Name Change – Page 21*

For detailed information with respect to each of the above matters, please refer to the subsection bearing the corresponding title under “*Particulars of Matters to be Acted Upon*” in the Circular.

RAZORE URGES SHAREHOLDERS TO REVIEW THE MEETING MATERIALS BEFORE VOTING.

Websites where Meeting Materials are posted

The Meeting Materials (and the Request for Financial Statements, which is included in the proxy and voting instruction form) can be viewed online under Razore's profile at www.sedar.com or on the Capital Transfer Agency, Inc.'s website at <http://www.capitaltransferagency.com/rrr2015.htm>.

How to obtain paper copies of the Meeting Materials

Shareholders can request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one (1) year from the date the Circular was filed on SEDAR.

Shareholders may make their request **without charge** by calling Capital Transfer Agency, Inc. toll free number at 1-800-631-0940 in North America or 416-350-5007 (outside North America).

Requests for paper copies of the Meeting Materials must be received at least six (6) business days in advance of the proxy deposit date and time set out below, being 3:00 p.m. on, Thursday, November 12, 2015, in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting.

Voting Process

Registered Shareholders may vote in person at the Meeting or by proxy as follows:

Please follow the instructions accompanying the proxy you received with respect to returning it by Friday, November 20, 2015 at 3:00 p.m. (Eastern Time). Voting methods are a) by internet as per instructions on the proxy; b) Facsimile to (416) 350-5008; or c) by mail to Capital Transfer Agency, Inc. ("**Capital**") at 121 Richmond Street, Suite 401, Toronto, Ontario, M5H 2K1.

Non-registered shareholders may vote by completing and submitting their voting instruction form as follows:

If you received your voting instruction form from Broadridge Investor Communication Solutions, Canada ("**Broadridge**"), please follow the instructions accompanying the voting instruction form you received with respect to returning it by Thursday, November 19, 2015 at 3:00 p.m. (Eastern Time). Voting methods are a) by internet at www.proxyvote.com and using your 16 digit control number; b) by Telephone at: **English:** 1-800-474-7493 or **French:** 1-800-414-7501; or c) by mail to Broadridge in the envelope provided.

If you received your voting instruction form from anyone else, the deadline to submit a duly completed and executed voting instruction form or instructions by telephone or over the internet is generally at least one (1) business day in advance of the proxy deposit date noted on your voting instruction form. Please carefully read the voting instruction form to ensure that you do not miss the appropriate deadline.