



RAZORE ROCK
RESOURCES INC.

40 KING STREET WEST, SUITE 3100
TORONTO, ONTARIO M5H 3Y2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of Razore Rock Resources Inc. (“**Razore Rock**” or the “**Corporation**”) will be held at the offices of Gardiner Roberts LLP at 40 King Street West, Suite 3100, Toronto, Ontario, on **Tuesday, the 24th day of November, 2015**, at the hour of **3:00 o'clock in the afternoon (Toronto time)** for the following purposes:

- (1) to elect the directors as nominated by Management;
- (2) to appoint Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (3) 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 five (5) basis; and;
- (4) 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; and
- (5) to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Management Information Circular (the “**Circular**”), the audited financial statements of the Corporation for the fiscal years ended April 30, 2015 and 2014 and April 30, 2014 and 2013 (the “**Annual Financial Statements**”) and the Corporation’s management’s discussion and analysis for the fiscal year ended April 30, 2015 and April 30, 2014 (the “**Annual MD&A**”) accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).

NOTICE-AND-ACCESS

Notice is also hereby given that Razore Rock has decided to use the notice-and-access method of delivery of meeting materials for the 2015 Annual General and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Annual Financial Statements and Annual MD&A and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Corporation's profile at www.sedar.com or on Capital Transfer Agency's ("Capital") website at <http://www.capitaltransferagency.com/rrr2015.htm>.

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website.

In order to receive a paper copy of the Meeting Materials, registered holders can call Capital toll free at 1-800-631-0940 in North America or 416-350-5007 (outside North America).

In order to receive a paper copy of the Meeting Materials, non-registered holders can call Broadridge Investor Communication Solutions, Canada's toll free at 1-877-907-7643 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporate Secretary of Corporation at 416-865-6605 or email bjohnstone@grllp.com.

Requests should be received by 3:00 p.m. (Toronto time) on Thursday, November 12, 2015 in order to receive the Meeting Materials in advance of the Meeting. If you have questions concerning Notice-and-Access, please call Capital toll free at 1-800-631-0940.

RECORD DATE AND PROXY DELIVERY DATE

The Board of Directors of the Corporation has, by resolution, fixed the close of business on October 9, 2015 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board of Directors of the Corporation has, by resolution, fixed the hour of 3:00 p.m. in the afternoon (Toronto time) on Friday, November 20, 2015, being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Transfer Agent of the Corporation, Capital Transfer Agency, Inc., 121 Richmond Street, Suite 401, Toronto, Ontario, M5H 2K1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a valid proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

DATED the 9th day of October, 2015.

**BY ORDER OF THE
BOARD OF DIRECTORS**

"Michael Wilson"

MICHAEL WILSON
President and Chief Executive Officer