



PROXY
FOR USE AT THE
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on **TUESDAY, NOVEMBER 24, 2015 AT 3:00 P.M. (EST)**

The undersigned, being a shareholder of **RAZORE ROCK RESOURCES INC.** (the "Corporation") hereby appoints, **WILLIAM R. JOHNSTONE**, Corporate Secretary of the Corporation, or failing him, **FRANK VAN DE WATER**, Director of the Corporation, or instead of either of them, _____ as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Annual General and Special Meeting of the shareholders of the Corporation to be held at Suite 3100, 40 King Street West, Toronto, Ontario, M5H 3Y2, on Tuesday, November 24, 2015, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

1. Election of the Board of Directors:

- FOR** The election of **Michael Wilson** as a director of the Corporation
- WITHHOLD**

- FOR** The election of **William R. Johnstone** as a director of the Corporation
- WITHHOLD**

- FOR** The election of **Frank van de Water** as a director of the Corporation
- WITHHOLD**

- FOR** The election of **Antonio Mel de Quadros** as a director of the Corporation
- WITHHOLD**

2. Appointment Auditors:

- FOR** To appoint **Wasserman Ramsay, Chartered Accountants**, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration
- WITHHOLD**

3. Consolidation of Outstanding Capital:

- FOR** 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
- AGAINST**

4. Name Change:

- FOR** 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
- AGAINST**

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. **To be valid, this proxy must be received by the Corporation's transfer agent, Capital Transfer Agency Inc., 121 Richmond Street, West, Suite 401, Toronto, Ontario M5H 2K1, Fax Number: 416.350.5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting, being 3:00 p.m. (EST) on Friday, November 20, 2015 or any adjournment thereof.**

This proxy revokes and supersedes all proxies of earlier date. **THIS PROXY MUST BE SIGNED & DATED.**

Online Voting Instructions

DATED this _____ day of _____, 2015.

Signature of Shareholder

Name of Shareholder (Please Print)

Number of Shares Held
(See Reverse)

NOTES AND INSTRUCTIONS:

1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.
2. **The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed.** Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy. **The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying the proxy or such other matters which may properly come before the Meeting.**
3. **Each shareholder has the right to appoint a person other than Management Designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.**
4. **Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.**
5. **If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.**
6. **If the shareholder appoints any of the persons designated above, including persons other than Management Designees, as proxy to attend and act at the said Meeting:**
 - a. **the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;**
 - b. **where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and**
 - c. **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**

Notice and Access

The Canadian Securities Regulators have adopted new rules, which permit the use of notice-and-access for proxy solicitation instead of traditional physical delivery of proxy material.

This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management's discussion and analysis ("MD&A"), on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing up to one year from the date of posting and a paper copy of the materials can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on at the Meeting is in the Circular under the heading "*Particulars of Matters to be Acted Upon*". **You should review the Circular before voting.**

The Corporation has elected to utilize notice-and-access and provide you with the Meeting materials which are available electronically on www.sedar.com under the Corporation's profile and also at <http://www.capitaltransferagency.com/rrr2015.htm>.

If you wish to receive a paper copy of the Meeting materials or have any questions about notice-and-access, please call 1.800.631.0940 in North America or 416-350-5007 (outside North America). In order to receive a paper copy in time for voting before the Meeting, your request should be received by November 12, 2015.

Request for Financial Statements

In accordance with securities regulations, securityholders may elect to receive annual financial statements, interim financial statements and corresponding MD&As. Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am a securityholder of the Corporation, and as such I request the following:

- Interim Financial Statements with MD&A
- Annual Financial Statements with MD&A

(mark the corresponding box(es) if you would like to receive copies of any of the items listed above)

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions. If the cut off time has passed, please fax this side to: 416.350.5008.