

**RAZORE ROCK RESOURCES INC.**  
**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016**  
**(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, 2016 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, 2016	April 30, 2015
<b>ASSETS</b>		
<b>Current:</b>		
Cash and cash equivalents	\$ 1,349	\$ 1,379
H.S.T. receivable	<u>2,697</u>	<u>1,380</u>
	<u>4,046</u>	<u>2,759</u>
<b>Non-current assets:</b>		
Exploration and evaluation assets	1	1
Investments	<u>360</u>	<u>360</u>
	<u>\$ 4,407</u>	<u>\$ 3,120</u>
<b>LIABILITIES</b>		
<b>Current:</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 138,077	\$ 152,545
Short term loan payable (Note 9)	<u>26,912</u>	<u>-</u>
	<u>164,989</u>	<u>152,545</u>
<b>EQUITY (DEFICIENCY)</b>		
Common Shares	1,155,769	1,155,769
Contributed surplus	138,250	138,250
Deficit	(1,487,698)	(1,476,541)
Accumulated other comprehensive income	<u>(26,642)</u>	<u>(26,642)</u>
<b>Deficiency attributable to owners of the Company</b>	<u>(220,321)</u>	<u>(209,164)</u>
Non-controlling interests	<u>59,739</u>	<u>59,739</u>
<b>Total Deficiency</b>	<u>(160,582)</u>	<u>(149,425)</u>
	<u>\$ 4,407</u>	<u>\$ 3,120</u>

Approved on behalf of the board on **March XX, 2016:**

*"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, 2016

**UNAUDITED**  
(Expressed in Canadian Dollars)

	Three months ended January 31		Nine months ended January 31	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Expenses:				
General administration	2,971	1,767	\$ 11,157	\$ 11,520
Professional fees (Note 7)	-	-	-	3,947
Write down of mining claims	-	27,800	-	27,800
	<u>2,971</u>	<u>29,567</u>	<u>11,157</u>	<u>43,267</u>
Net loss for the period	(2,971)	(29,567)	(11,157)	\$ (43,267)
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	<u>\$ (2,971)</u>	<u>\$ (29,747)</u>	<u>\$ (11,157)</u>	<u>\$ (42,997)</u>
Net loss per share - basic and diluted	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Weighted average number of shares outstanding - basic and diluted	<u>10,058,768</u>	<u>10,058,768</u>	<u>10,058,768</u>	<u>10,058,768</u>

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## RAZORE ROCK RESOURCES INC.

### CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGE IN SHAREHOLDERS EQUITY

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

**UNAUDITED**  
(Expressed in Canadian Dollars)

	Common # Shares	Shares \$ Amount	Warrants	Contributed Surplus	Accumulated Comp. loss	Deficit	Total Shareholders Equity
Balance April 30, 2014	10,058,768	\$ 1,155,769	\$ 7,500	\$ 130,750	\$ (26,731)	\$ (1,318,248)	\$ (50,960)
Common shares issued for property	-	-	-	-	-	-	-
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)
Share based payments							
Common shares issued for property							
Common shares issued for cash on exercise of warrants			(7,500)	7,500			
Net loss balance of year	-	-	-	-	(181)	(115,026)	(115,207)
Balance April 30, 2015	10,058,768	1,155,769	-	138,250	(26,642)	(1,476,541)	(209,164)
Net loss for the period	-	-	-	-	-	(11,157)	(11,157)
Balance January 31, 2016	10,058,768	\$ 1,155,769	\$ -	\$ 138,250	\$ (26,642)	\$ (1,487,698)	\$ (220,321)

*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, 2016

UNAUDITED  
(Expressed in Canadian Dollars)

	<u>2016</u>	<u>2015</u>
Cash was provided by (used in) the following activities:		
<b>Operations:</b>		
Net loss for the period	\$ (11,157)	\$ (43,267)
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 ( <i>Note 8</i> )	<u>(15,785)</u> <u>(26,942)</u>	<u>(3,902)</u> <u>(19,369)</u>
<b>Investments:</b>		
Expenditures on mining claims	<u>-</u>	<u>-</u>
<b>Financing:</b>		
Short term demand loans from related parties	<u>26,912</u>	<u>5,775</u>
Net change in cash during the period	(30)	(13,594)
Cash and cash equivalents, beginning of period	<u>1,379</u>	<u>15,240</u>
Cash and cash equivalents, end of period	\$ <u>1,349</u>	\$ <u>1,646</u>

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# RAZORE ROCK RESOURCES INC.

## NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTH PERIOD ENDED JANUARY 31, 2016

UNAUDITED

(Expressed in Canadian Dollars)

### 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, 2016 the Company had a working capital deficiency in the amount of \$160,943. (April 30, 2015 - \$149,786).

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.

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, 2016, 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, 2015.

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, 2015 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, 2016 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, 2018, 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, 2018 and has not yet considered the potential impact of the adoption of IFRS 9.

# RAZORE ROCK RESOURCES INC.

## NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTH PERIOD ENDED JANUARY 31, 2016

UNAUDITED  
(Expressed in Canadian Dollars)

### 3. Exploration and evaluation assets:

The Company owns one mining claim in the Sourdough Bay and Mikanagan Faults Area, Flin Flon District, Manitoba, which was acquired from a related party. The claim had been written down to a nominal amount in the prior fiscal year.

### 4. Capital Management:

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, there is no certainty the Company will be able to issue shares.

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, <u>2016</u>	April 30, <u>2015</u>
18,000 shares of Aurcrest Gold Inc.	\$ <u>360</u>	\$ <u>360</u>

The fair market value of its investment as at January 31, 2016 is approximately \$360 (April 30, 2015 - \$360). These available for sale financial instruments have been adjusted to fair market value.

# RAZORE ROCK RESOURCES INC.

## NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTH PERIOD ENDED JANUARY 31, 2016

UNAUDITED  
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### 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, 2015 and nine months ended January 31, 2016 are as follows:

	Number of options	Wtd Avge ex. price
At January 31, 2016 and April 30, 2015	<u>950,000</u>	<u>\$ 0.12</u>

The following table summarizes information about options outstanding at January 31, 2016:

Exercise price	Number of options	Remaining contractual life in years
0.10	550,000	0.26
0.14	<u>400,000</u>	<u>3.05</u>
	<u>950,000</u>	<u>1.44</u>

### Warrants:

The Company has no common share purchase warrants outstanding as at January 31, 2016 and April 30, 2015.



# RAZORE ROCK RESOURCES INC.

## NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTH PERIOD ENDED JANUARY 31, 2016

**UNAUDITED**  
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### 7. Related party transactions and balances:

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

Related Party	Item	Nine months ended January 31	
		2016	2015
<b>Director</b>	Legal fees charged to statement of loss	\$ -	\$ 3,809
	Director and other fees	\$ -	\$ 2,120
	Amounts included in accounts payable related to above noted fees	\$ 112,912	\$ 112,912
	Temporary non-interest bearing, unsecured demand loans from directors and related parties	\$ 11,174	\$ 10,774
<b>Key Management Personnel</b>			
	Salaries and fees charged to statement of loss	\$ -	\$ -
	Share-based payments charged to statement of loss	\$ -	\$ -

In addition to the above all of the Exploration and evaluation assets owned by the Company were acquired from related parties.

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.

### 8. Supplemental cash flow information:

Net change in non-cash working capital:	Jan 31	Jan 31
	<u>2016</u>	<u>2015</u>
H.S.T receivable	\$ (1,317)	\$ (958)
Accounts payable and accrued liabilities	<u>(14,468)</u>	<u>(2,944)</u>
	<u>\$ (15,785)</u>	<u>\$ (3,902)</u>
Non-cash investing and financing activities:		
Common shares issued for mining property interests	<u>\$ -</u>	<u>\$ -</u>

### 9. Short term loan payable :

During the previous quarter, the Company received a loan in the amount of \$26,912. The loan is unsecured, interest bearing at 10% per annum and is due on demand. The Company has accrued interest on this loan in the amount of \$1,132 as at January 31, 2016 and is included in accounts payable and accrued liabilities.