

**RAZORE ROCK RESOURCES INC.**  
**SUITE 3600, BAY-ADELAIDE CENTRE**  
**22 ADELAIDE STREET WEST**  
**TORONTO, ONTARIO**  
**M5H 4E3**

**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. (the “**Corporation**”) will be held at **Suite 3600, Bay - Adelaide Centre, 22 Adelaide Street West, Toronto, Ontario, at the hour of 11:00 o’clock in the morning (Toronto time), on Wednesday, the 16<sup>th</sup> day of May, 2018**, for the following purposes:

1. to set the number of directors of the Corporation for the ensuing year at five (5) persons;
2. to elect the Directors as nominated by Management;
3. to appoint Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
4. to approve, by way of a Special Resolution, the continuation of the Corporation from the *Business Corporations Act* (Ontario) (“**OBCA**”) to the *Business Corporations Act* (British Columbia) (“**BCBCA**”) as more particularly described in the Management Information Circular (the “**Continuance Resolution**”); and
5. to transact such further and other business as may properly come before the said Meeting or any adjournment or adjournments thereof.

A copy of the Audited Financial Statements of the Corporation for the fiscal years ended April 30, 2017 and 2016, the Management Discussion and Analysis for the fiscal year ended April 30, 2017, a Management Information Circular (the “**Circular**”), a form of Proxy, a voting instruction form, a Supplemental Mailing List Reply Form and Consent to Electronic Delivery of Documents, and a return envelope accompany this Notice of Meeting.

**RECORD DATE AND PROXY DELIVERY DATE**

The Board of Directors of the Corporation has, by resolution, fixed the close of business on April 4, 2018 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 11:00 a.m. in the morning (Toronto time) on Monday, May 14, 2018, 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, National Issuer Services Ltd., 760 – 777 Hornby Street, Vancouver, BC, V6Z 1S4, 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 proxy previously delivered in accordance with the foregoing.

**RIGHT OF DISSENT**

Registered shareholders of common shares of the Corporation (“**Common Shares**”) have the right to dissent with respect to the Continuance Resolution, if the Continuance Resolution becomes effective, and to be paid the fair value of their Common Shares in accordance with the provisions of section 185 of the *Business Corporations Act* (Ontario) (the “**OBCA**”). **A Shareholder’s right to dissent is more particularly described in the Circular.** The text of section 185 of the OBCA is set forth in **Schedule E** to the accompanying Circular. **A dissenting Shareholder must send a written objection to the Continuance Resolution, which written objection must be received by the Corporation’s Corporate Secretary at Suite 3600 – 22 Adelaide Street West, Toronto, ON M5H 4E3, Attention: William R. Johnstone or the Chairman of the Meeting on or before the date of the Meeting.**

**Failure to strictly comply with the requirements set forth in section 185 of the OBCA may result in the loss of any right to dissent.** Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Common Shares are entitled to dissent. Accordingly, a beneficial owner of Common Shares desiring to exercise the right to dissent must make arrangements for the Common Shares beneficially owned by such holder to be registered in the holder’s name prior to the time the written objection to the Continuance Resolution is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such Common Shares to dissent on behalf of the holder.

**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 Circular.**

**DATED** the 4<sup>th</sup> day of April, 2018.

**BY ORDER OF THE  
BOARD OF DIRECTORS**

*“Michael Wilson”*

**MICHAEL WILSON**  
President and Chief Executive Officer