



RAZORE ROCK
RESOURCES INC.

NEWS RELEASE
FOR IMMEDIATE RELEASE
CSE: RZR

December 7, 2017

RAZORE ROCK ANNOUNCES NON-BROKERED PRIVATE PLACEMENT OF \$500,000 AND 5:1 SHARE CONSOLIDATION

TORONTO, Ontario. December 7, 2017 – Razore Rock Resources Inc. (“**Razore Rock**” or the “**Company**”) (CSE:RZR) wishes to announce that it is closing a non-brokered private placement tomorrow, December 8, 2017, and has raised \$500,000 (the “**Working Capital Financing**”). The Company placed 25,000,000 pre-consolidated working capital units (“**WC Units**”).

Each WC Unit is priced at \$0.02 and consists of one (1) common share and one-fifth ($\frac{1}{5}$) of a common share purchase warrant. Each full common share purchase warrant (a “**WC Warrant**”) entitles the holder to purchase one (1) post-consolidated common share (a “**WC Warrant Share**”) at a price of \$0.15 per WC Warrant Share until December 8, 2019. The Company will pay eligible finders a 9% cash fee. After giving effect to the Consolidation, referred to below, the Company will issue 5,000,000 post-consolidated common shares and 5,000,000 WC Warrants in respect of the Working Capital Financing.

All securities issued pursuant to the Offering will be subject to a four month hold period expiring on April 9, 2018.

The Company’s shareholders approved a share consolidation on the basis of one (1) post-consolidated common share for up to ten (10) pre-consolidated common shares, at the discretion of the Board of Directors, at the annual general and special meeting held on November 24, 2015. The Board of Directors has fixed the consolidation ratio at one (1) post-consolidated common share for five (5) pre-consolidated common shares (the “**Consolidation**”) as part of the Working Capital Financing of the Company.

It is anticipated that effective at the opening of trading on Monday, December 11, 2017, the Company’s common shares will trade on a post-consolidated basis. The new CUSIP number for the post-consolidated common shares is “75524J206”. The name of the Company will not change and the trading symbol will continue to be “RZR”.

Currently, there are 11,058,768 pre-consolidated common shares issued and outstanding. Following the Consolidation there will be approximately 2,211,754 post-consolidated common shares issued and outstanding. After giving effect to the Working Capital Financing, there will be approximately 7,211,754 post-consolidated common shares issued and outstanding.

An insider of the Company subscribed for 1,000,000 WC Units for \$20,000. The insider private placement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“**MI 61-101**”) by virtue of the exemptions contained in sections 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company to be issued to the insider will not exceed 25% of its market capitalization.

For further information, please contact:

Bill Johnstone, Corporate Secretary
Telephone: (416) 865-6605

About Razore Rock Resources Inc.

Razore Rock Resources Inc. is a mineral exploration company focused on the acquisition, exploration and development of mineral resources.

***Cautionary Note Regarding Forward-Looking Statements:** This Press Release contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this Press Release, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” and similar expressions are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us with the Canadian securities regulatory authorities. Should one or more of these risks and uncertainties, such as actual results of current exploration programs, the general risks associated with the mining industry, the price of gold and other metals, currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. We do not intend and do not assume any obligation to update these forward-looking statements, except as required by law. The reader is cautioned not to put undue reliance on such forward-looking statements.*

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.