Condensed Interim Consolidated Financial Statements

For the Nine Months ended September 30, 2014

Notice of No Auditor Review of the Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of Millrock Resources Inc. (the "Company"), for the nine months ended September 30, 2014 have been prepared by management and have not been the subject of a review by the Company's independent auditor.

MILLROCK RESOURCES INC.

(An Exploration Stage Company)

Consolidated Statements of Financial Position

As at September 30, 2014, and December 31, 2013

(expressed in Canadian dollars)

Going concern - Note 2

ASSETS		**30-Sep-2014**		**31-Dec-2013**
Current assets				
Cash and cash equivalents	$	664,783	$	1,613,607
Security deposit and restricted cash - Note 5		89,353		130,828
Marketable securities - Note 6		68,879		68,199
Amounts receivable		91,570		15,429
Prepaid expenses		250,177		73,861
Total current assets	$	1,164,762	$	1,901,924
Non-current assets				
Advances on exploration expenditures		-		10,873
Exploration and evaluation assets - Note 4		3,006,616		1,673,077
Property, plant and equipment - Note 7		51,315		29,810
Total non-current assets	$	3,057,931	$	1,713,760
TOTAL ASSETS	**$**	**4,222,693**	**$**	**3,615,684**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	$	474,527	$	159,396
Income tax payable		104,422		99,869
Project cost advance received		(22,874)		24,255
Due to related parties - Note 10		37,000		-
Total current liabilities	$	593,075	$	283,520
Total liabilities	**$**	**593,075**	**$**	**283,520**
Shareholders' equity				
Share capital - Note 8	$	26,680,218	$	25,247,857
Reserves				
Share-based payments - Note 9		3,053,097		3,053,097
Warrants - Note 9		317,880		317,880
Other comprehensive income		30,373		36,061
Deficit		(26,451,950)		(25,322,731)
Total shareholders' equity	**$**	**3,629,618**	**$**	**3,332,164**
TOTAL LIABILITES AND SHAREHOLDERS' EQUITY	**$**	**4,222,693**	**$**	**3,615,684**

These financial statements were approved and authorized for issue by the Board of Directors on November 25, 2014.

They were signed on its behalf by:

Approved by the directors	*Gregory Beischer*	*Darryl Cardey*
	Gregory Beischer	Darryl Cardey

See accompanying notes to the consolidated financial statements

MILLROCK RESOURCES INC.

(An Exploration Stage Company)

Consolidated Statements of Loss and Comprehensive Loss

For the Nine Months ended September 30, 2014 and 2013

(expressed in Canadian dollars)

Going concern - Note 2

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2014	**September 30, 2013**	**September 30, 2014**	**September 30, 2013**
Revenue				
Overhead recovery fees	$ 237	$ 45,233	$ 1,157	$ 126,511
	237	45,233	1,157	126,511
General and administrative expense				
Accounting, audit and legal	53,503	93,145	126,414	377,819
Amortization and depreciation - Note 7	5,563	21,618	26,909	71,329
Consulting, directors and salaries - Note 10	82,508	255,536	349,412	580,570
Foreign exchange (gain)/loss	(946)	-	2,216	-
General exploration	118,506	37,304	251,710	285,645
Investor relations	30,787	24,940	75,900	107,728
Office and miscellaneous expense	76,648	173,542	227,617	343,426
Stock-based compensation - Note 11	-	10,942	-	10,942
	366,569	617,027	1,060,178	1,777,458
Loss before other items	**$ (366,332)**	**$ (571,794)**	**$ (1,059,021)**	**$ (1,650,947)**
Other items				
Loss on disposal of assets - Note 7	3,102	(1,128)	-	(2,137)
Write-off of exploration and evaluation assets - Note 4	-	-	-	(2,017,278)
Net loss before income taxes	**$ (363,230)**	**$ (572,922)**	**$ (1,059,021)**	**$ (3,670,362)**
Income tax expense	(40,800)		(70,198)	(106,050)
Net loss before other comprehensive loss	**$ (404,030)**	**$ (572,922)**	**$ (1,129,219)**	**$ (3,776,412)**
Other comprehensive income/(loss)				
Unrealized gain/(loss) on marketable securities - Note 6	(25,791)	-	679	(136,399)
Cumulative translation adjustment	(74,924)	51,980	(6,368)	20,337
Comprehensive loss for the period	**$ (504,745)**	**$ (520,942)**	**$ (1,134,908)**	**$ (3,892,475)**
Basic and diluted loss per share	**$ (0.00)**	**$ (0.01)**	**$ (0.01)**	**$ (0.05)**
Weighted average number of shares outstanding - basic and diluted	**87,150,221**	**79,787,581**	**83,963,549**	**79,756,827**

See accompanying notes to the consolidated financial statements

MILLROCK RESOURCES INC.

(An Exploration Stage Company)

Consolidated Statements of Cash Flows

For the Nine Months ended September 30, 2014 and 2013

(expressed in Canadian dollars)

Going concern - Note 2

	For the Nine Months Ended			
		2014		**2013**
Cash provided from (used for)				
Operating activities				
Net loss	$	(1,129,219)	$	(3,776,412)
Items not involving cash				
Amortization and depreciation		26,909		71,329
Loss on disposal of assets		-		2,137
Write-off of exploration and evaluation assets		-		2,017,278
Stock-based compensation		-		10,942
	$	**(1,102,310)**	**$**	**(1,674,727)**
Net change in non-cash working capital items				
Amounts receivable	$	(76,141)	$	25,140
Prepaid expenses		(176,316)		(5,566)
Accounts payable and accrued liabilities		320,089		(30,680)
Income tax payable		4,553		3,615
Project cost advance received		(47,129)		(168,893)
Due to related parties		37,000		1,290
Total cash outflows from operating activities	**$**	**(1,040,254)**	**$**	**(1,849,821)**
Cashflows from investing activities				
Advances on exploration expenditures	$	10,873	$	515
Purchase of Mexico properties		(290,746)		
Net expenditures on exploration and evaluation assets		(674,475)		(692,468)
Purchase of equipment and property		(48,011)		(3,170)
Total outflows from investing activities	**$**	**(1,002,359)**	**$**	**(695,123)**
Cashflows from financing activities				
Security deposit and restricted cash		41,475		165,295
Share issuance costs		47,813		-
Shares issued for cash		1,004,500		-
Note payable		-		-
Total inflows from financing activities	**$**	**1,093,788**	**$**	**165,295**
Increase (Decrease) in cash and cash equivalents	**$**	**(948,824)**	**$**	**(2,379,649)**
Cash and cash equivalents, beginning of the period		**1,613,607**		**3,945,929**
Cash and cash equivalents, end of the period	**$**	**664,783**	**$**	**1,566,280**

See accompanying notes to the consolidated financial statements

MILLROCK RESOURCES INC.
(An Exploration Stage Company)

Consolidated Interim Statements of Changes In Stockholders' Equity (Unaudited)

Period From December 31, 2012 to September 30, 2014
(expressed in Canadian dollars)
Going concern - Note 2

	Common Shares (Note 7)		Reserves				
	Shares	Amount	Share-based Payment	Warrants	Other Comprehensive Income	Deficit	Total Shareholders' Equity
Balance, December 31, 2012	**79,892,581**	**$ 24,769,518**	**$ 3,042,155**	**$ 317,880**	**$ 4,713**	**$ (18,233,624)**	**$ 9,900,642**
Issuance of common shares for exploration and evaluation assets	145,000	29,250	-	-	-	-	29,250
Stock-based compensation	-	-	10,942	-	-	-	10,942
Cumulative translation adjustment	-	-	-	-	20,337	-	20,337
Unrealized loss on available-for-sale marketable securities	-	-	-	-	(136,399)	-	(136,399)
Loss for the period	-	-	-	-	-	(3,776,412)	(3,776,412)
Balance, September 30, 2013	**80,037,581**	**$ 24,798,768**	**$ 3,053,097**	**$ 317,880**	**$ (111,349)**	**$ (22,010,036)**	**$ 6,048,359**
Issuance of common shares for cash pursuant to private placements	6,700,000	452,250	-	-	-	-	452,250
Share issue costs and finder's fee	-	(3,161)	-	-	-	-	(3,161)
Cumulative translation adjustment	-	-	-	-	147,410	-	147,410
Loss for the period	-	-	-	-	-	(3,312,695)	(3,312,695)
Balance, December 31, 2013	**86,737,581**	**$ 25,247,857**	**$ 3,053,097**	**$ 317,880**	**$ 36,061**	**$ (25,322,731)**	**$ 3,332,164**
Issuance of common shares for exploration and evaluation assets	7,312,297	475,674	-	-	-	-	475,674
Issuance of common shares for cash pursuant to private placements	20,090,000	1,004,500	-	-	-	-	1,004,500
Share issue costs and finder's fee	-	(47,813)	-	-	-	-	(47,813)
Cumulative translation adjustment	-	-	-	-	(6,368)	-	(6,368)
Unrealized gain on available-for-sale marketable securities	-	-	-	-	679	-	679
Loss for the period	-	-	-	-	-	(1,129,219)	(1,129,219)
Balance, September 30, 2014	**114,139,878**	**$ 26,680,218**	**$ 3,053,097**	**$ 317,880**	**$ 30,373**	**$ (26,451,950)**	**3,629,618**

(Expressed in Canadian dollars)

1. Nature of Operations

Millrock Resources Inc. ("Millrock" or the "Company") is a public Company listed on the TSX Venture Exchange. The corporate office of the Company is Suite 800, 789 W. Pender, Vancouver, British Columbia, V6C 1H2.

The Company's principal business activities include exploration and development of mineral resources. All of the Company's projects are considered to be in the exploration stage and the Company has not yet determined whether these properties contain mineral resources that are economically recoverable ("ore reserves"). The Company utilizes the "Prospect Generator" business model. Through research and early stage exploration, the Company generates new exploration ideas, acquires mineral rights and performs exploration work to clearly identify drilling targets. Option-in agreements are made with partners that fund drilling and more advanced exploration to earn an interest in the Company's properties.

2. Basis of Preparation and Going Concern

The Company prepares these condensed interim consolidated financial statements in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ending December 31, 2013 prepared in accordance with IFRS. IAS 34 does not require disclosure of accounting policies used in interim statements. The significant accounting policies used in the preparation of these condensed interim consolidated financial statements are the same as those policies applied in the Company's audited consolidated financial statements for the year ended December 31, 2013.

The condensed consolidated interim financial statements of the Company include the following significant subsidiaries:

Name of Subsidiary	Place of Domicile	Percentage Ownership
Millrock Exploration Corp	USA	100%
Millrock Alaska LLC	USA	100%
Pembrook Mexico Holdings Corp	Canada	100%
Paget Southern Resources	Mexico	100%

The Company consolidates all of its subsidiaries on the basis that it controls these subsidiaries through its ability to govern their financial and operating policies. In addition, the Company records its 35% interest in the Estelle joint venture at cost. All intercompany transactions and balances are eliminated on consolidation.

The following Standards are effective for annual periods beginning on or after January 1, 2014. The Company adopted the following standards.

i. IFRIC 21 Levies - This interpretation of IAS 37, 'Provisions, *Contingent Liabilities and Contingent Assets',* applies to the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. There was no material impact on these unaudited condensed consolidated interim financial statements as a result of the adoption of this standard.

The following Standards are effective for annual periods beginning on or after January 1, 2015. The Company is assessing the impact, if any, of these standards.

i. IFRS 9 Financial Instruments was issued November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income.

These condensed interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates that the Company will continue in operation for the next twelve months and that it will be able to realize its assets and meet its liabilities in the normal course of operations. Realization value may be substantially different from carrying value as shown and these interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values, classification of assets and liabilities should the Company be unable to continue as a going concern. As of September 30, 2014, the Company had not yet achieved profitable operations, but had working capital of $571,687 (December 31, 2013: $1,618,404) and accumulated deficit of $26,451,950 (December 31, 2013 $25,322,731). Management has carried out an assessment of the going concern assumption, prior to the end of the current quarter, and concluded that the Company may not have sufficient cash and cash equivalents and other financial assets to continue operating at current levels for the ensuing twelve months. The Company's forecast indicates the existence of uncertainty that raises significant doubt about the Company's ability to continue as a going concern, and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue is dependent on continuation of some of its existing partnerships, partnering additional exploratory prospects or raising equity financing.

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each period end. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Significant areas requiring the use of management's judgments, assumptions and estimates include asset impairment analysis, the useful lives of property, plant and equipment, valuation of share-based payments and warrants, the provision for income tax liabilities, deferred income taxes and assessing and evaluating contingencies. Actual results could differ from these estimates.

These condensed interim consolidated financial statements are presented in Canadian dollars.

3. Acquisition

On June 6, 2014, the Company acquired Pembrook Mexico Holdings Corp ("PMXH") under the terms of a letter agreement dated May 23rd, 2014, between Millrock Resources and Pembrook Mining Corp. ("Pembrook"). PMXH, through its Mexican subsidiary, wholly owns nine mineral properties and two optioned mineral properties in Mexico.

The Company has determined that this transaction represents an asset acquisition with the Company identified as the acquirer.

The tables below present the purchase cost and the allocation of the purchase price with respect to the valuation of individual asset groups and determination of tax values of the assets and liabilities acquired. The information disclosed in this note is preliminary and may change upon the final calculation of the purchase price as a result of further evaluation of the fair value of assets acquired and tax pools in Mexico. For the purpose of these consolidated financial statements, the purchase consideration has been allocated to the fair value of assets acquired and liabilities assumed, based on management's best estimates and all available information at the time of the PMXH acquisition.

In the acquisition agreement it is stated that on the anniversary date, if Pembrook has not sold any shares of Millrock they will be entitled to a share issuance to maintain their 7.76% ownership in Millrock. The anti-dilution valuation shown below is based on the calculation of weighted probabilities that Millrock will have to issue shares to Pembrook to maintain their original ownership.

	Purchase Price Consideration
7,297,297 MRO Shares (issued)	474,324
Cash	290,746
Anniversary payment (in cash or shares)	250,000
Anti-dilution valuation	151,774
Total	1,166,844

	Purchase Price Allocation
Assets	
Cash	50,181
Accounts receivable	7,682
Prepaid expenses	11,816
Deposits	163,056
Equipment	47,997
Exploration & evaluation assets	917,129
	1,197,860
Liabilities	
Accounts payable	31,016
Net assets acquired	1,166,844

4. Exploration and Evaluation Assets

This section describes pertinent changes to each of Millrock's projects during the quarter. The notes should be read in conjunction with prior financial statements that describe the agreement terms underlying property owners and earn-in partners.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee a clear title. Property title may be subject to unregistered prior agreements and regulatory requirements. The Company is not aware of any disputed claims of title.

(Expressed in Canadian dollars)

Exploration and Evaluation Assets

	Alaska										Arizona					USA
	Bluff*	Council*	Cristo	Estelle	Pluton*	Humble	Fortymile	Stellar	Uncle Sam*	Q4P	Galiuro	Dry Mtn.*	San Jose*	Monsoon*	Other	Total
Balance at December 31, 2013	$ -	$ -	$ 2,062	$ 623,970	$ -	$ 3,551	$ 451,721	$ 241,228	$ -	$ 3,726	$ 17,100	$ -	$ -	$ -	$ 329,717	$ 1,673,077
Addition during the year																
Option costs:																
Option payments - cash	-	-	-	-	-	-	-	-	-	-	11,039	-	-	-	21,870	32,909
Shares issued	-	-	-	-	-	-	-	-	-	-	1,350	-	-	-	-	1,350
	-	-	-	-	-	-	-	-	-	-	12,389	-	-	-	21,870	34,259
Exploration costs:																
Non-reimbursable costs	-	-	-	7,079	-	-	-	-	-	-	-	-	-	-	1,198	8,277
Acquisition	-	-	-	627	-	-	-	10,816	-	-	16,969	-	-	-	66,821	95,233
Drilling	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Geochemistry	-	-	-	-	-	-	-	-	-	-	242	-	-	-	36,567	36,809
Geology	-	-	-	14,795	-	-	-	21,752	-	-	6,572	-	-	-	121,910	165,029
Geophysics	-	-	-	-	-	-	-	-	-	-	-	-	-	-	104,463	104,463
Environmental and permitting	-	-	-	53	-	107	107	-	-	-	-	-	-	-	-	267
External relations	-	-	-	544	-	-	-	-	-	-	-	-	-	-	11,837	12,381
Support and equipment	-	-	-	8,841	-	-	-	21,086	-	-	4,261	-	-	-	373,055	407,242
	-	-	-	31,939	-	107	107	53,654	-	-	28,044	-	-	-	715,850	829,701
Less:																
Recoveries	-	-	-	15,425	-	-	-	-	-	-	-	-	-	-	696,808	712,233
Option payments received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shares received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on option payments received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on shares received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	15,425	-	-	-	-	-	-	-	-	-	-	696,808	712,233
Net additions	-	-	-	16,514	-	107	107	53,654	-	-	40,433	-	-	-	40,913	151,727
Foreign currency translation	-	-	109	33,168	-	193	23,955	13,298	-	200	1,808	-	-	-	18,368	91,099
Balance at September 30, 2014	$ -	$ -	$ 2,171	$ 673,652	$ -	$ 3,851	$ 475,783	$ 308,179	$ -	$ 3,926	$ 59,341	$ -	$ -	$ -	$ 388,998	$ 1,915,903

*Property was fully written off in 2013

(Expressed in Canadian dollars)

Exploration and Evaluation Assets

	Mexico							Corporate
	Coatan	Las Cuarentas	Guadalcazar	Ramard	Rio Sonora	Other	Total	Total
Balance at June 6, 2014	$ 32,861	$ 339,261	$ 308,087	$ 42,056	$ 186,817	$ 8,045	$ 917,128	$ 2,590,205
Addition during the year								
Option costs:								
Option payments - cash	-	-	-	-	-	-	-	32,909
Shares issued	-	-	-	-	-	-	-	1,350
	-	-	-	-	-	-	-	34,259
Exploration costs:								
Non-reimbursable costs	-	-	-	-	-	-	-	8,277
Acquisition	9,644	18,679	54,826	5,464	62,503	4,275	155,391	250,624
Drilling	-	-	-	-	-	-	-	-
Geochemistry	-	-	1,190	714	3,510	1,003	6,416	43,226
Geology	-	-	7,777	4,935	1,803	4,093	18,608	183,637
Geophysics	-	-	-	-	-	-	-	104,463
Environmental and permitting	-	-	-	-	-	-	-	267
External relations	-	-	-	-	-	-	-	12,381
Support and equipment	1,329	-	3,210	449	872	669	6,529	413,771
	10,973	18,679	67,003	11,562	68,688	10,040	186,944	1,016,646
Less:								
Recoveries	-	-	-	-	-	-	-	712,233
Option payments received	-	-	-	-	-	-	-	-
Shares received	-	-	-	-	-	-	-	-
Gain on option payments received	-	-	-	-	-	-	-	-
Gain on shares received	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	712,233
Net additions	10,973	18,679	67,003	11,562	68,688	10,040	186,944	338,672
Foreign currency translation	(466)	(5,006)	(4,389)	(621)	(2,756)	(121)	(13,359)	77,740
Balance at September, 30, 2014	$ 43,834	$ 357,940	$ 370,701	$ 52,997	$ 255,505	$ 17,964	$ 1,090,714	$ 3,006,616

(Expressed in Canadian dollars)

Exploration and Evaluation Assets

	Alaska												Arizona					
	Bluff	Council	Cristo	Estelle	Hayes*	Revelation*	Pluton	Humble	Fortymile	Stellar	Uncle Sam	Q4P	Galiuro	Dry Mtn.	San Jose	Monsoon	Other	Total
Balance at December 31, 2012	$ 1,140,188	$ 940,377	$ 10,039	$ 1,487,227	$ -	$ -	$ 24,739	$ 37,327	$ 462,598	$ 210,096	$ -	$ 80,698	$ 221,325	$ 125,437	$ 308,779	$ 290,915	$ 321,682	$ 5,661,428
Addition during the year																		
Option costs:																		
Option payments - cash	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	40,344	78,078	118,422
Shares issued	-	-	-	-	-	-	-	-	-	-	-	-	3,750	3,750	3,750	18,000	-	29,250
	-	-	-	-	-	-	-	-	-	-	-	-	3,750	3,750	3,750	58,344	78,078	147,672
Exploration costs:																		
Non-reimbursable costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition	-	40	1,651	51,736	-	-	-	3,291	19,870	38,959	6,866	1,209	23,780	136	6,015	64,414	51,160	269,127
Drilling	-	-	-	135	-	-	-	-	-	-	-	-	-	302,218	652	74,781	-	377,786
Geochemistry	-	-	-	1,638	-	-	-	-	-	31,686	-	-	-	15,355	833	30,424	546	80,482
Geology	-	2,263	490	137,290	-	-	14,365	3,143	2,288	236,718	-	7,327	14,819	71,056	18,824	127,751	91,631	727,965
Geophysics	-	-	-	2,230	-	-	-	-	-	34	-	-	-	-	4,034	150,227	-	156,525
Environmental and permitting	-	-	-	-	-	-	-	545	-	353	-	-	-	6,543	-	2,961	3,486	13,888
External relations	-	-	-	3,051	-	-	-	1,361	-	-	-	-	-	-	-	-	11,623	16,035
Support and equipment	262	4,881	632	181,558	-	-	48	13,203	6,853	189,566	6,592	2,727	29,526	44,084	28,585	57,819	63,721	630,058
	262	7,184	2,773	377,636	-	-	14,413	21,543	29,011	497,317	13,458	11,263	68,125	439,392	58,943	508,377	222,168	2,271,866
Less:																		
Recoveries	-	-	-	273,816	-	-	-	-	-	245,485	-	-	-	56,074	58,943	548,251	-	1,182,569
Option payments received	-	-	-	-	-	-	-	-	-	-	-	-	-	102,250	255,625	51,125	-	409,000
Shares received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on option payments received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on shares received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Write off	1,140,450	947,561	10,761	970,538	-	-	39,152	55,339	42,394	222,039	13,458	88,256	276,194	410,255	56,904	258,260	294,039	4,825,600
	1,140,450	947,561	10,761	1,244,354	-	-	39,152	55,339	42,394	467,524	13,458	88,256	276,194	568,579	371,472	857,636	294,039	6,417,169
Net additions	(1,140,188)	(940,377)	(7,988)	(866,718)	-	-	(24,739)	(33,796)	(13,383)	29,793	-	(76,993)	(204,319)	(125,437)	(308,779)	(290,915)	6,207	(3,997,631)
Foreign currency translation	-	-	11	3,461	-	-	-	20	2,506	1,338	-	21	95	-	-	-	1,829	9,281
Balance at December 31, 2013	$ -	$ -	$ 2,062	$ 623,970	$ -	$ -	$ -	$ 3,551	$ 451,721	$ 241,228	$ -	$ 3,726	$ 17,100	$ -	$ -	$ -	$ 329,717	$ 1,673,077

*Property was fully written off at YE 2012

Alaska Properties

(a) Cristo Property, Alaska

Millrock staked the St. Eugene and Monte Cristo properties in February 2010. Later in the year, Millrock staked additional, intervening claims that joined the two pre-existing blocks together. The combined properties were renamed Cristo property. Millrock owns a 100% interest in the claims. Because the claims have been staked in one of the areas of interest subject to the Altius Resources Inc. (Altius) strategic alliance, production of minerals will be subject to a royalty payable to Altius. Millrock is seeking another partner for the project.

(b) Estelle Property, Alaska

In February 2009, the Company negotiated an agreement with the underlying property owners, Hidefield Gold Plc. and Mines Trust Co. As a result of the agreement the Company became the owner of a 100% interest in the claims subject to a royalty of 3.0% NSR payable from any production that occurs on any of the claims that comprised the property at the time of purchase (1.0% to Hidefield, 1.0% to Mines Trust of which 0.5% may be bought back for US$1,000,000, and 1.0% to International Tower Hill Mines).

On May 4, 2010 the Estelle project became the subject of an agreement between Millrock and Teck American Inc. a wholly-owned subsidiary of Teck Resources Limited ("Teck"). Presently the ownership levels of the project, as of the report date are Teck 65.6% and Millrock 34.4%. A variety of proposed exploration programs for 2014 were considered but for now the partners have only approved a property maintenance budget for 2014.

(c) Humble Property, Alaska

On November 29, 2010 the Company announced that it had staked the block of claims that comprise the project. Millrock currently owns a 100% interest in the claim block. Altius owns a royalty on the claims. Millrock is seeking a partner for the project.

(d) Fortymile Property, Alaska

This project, owned 100% by Millrock, was acquired by staking in 2007. Millrock has advanced the project each year since that time. Millrock is seeking a partner for the project.

(e) Stellar Property, Alaska

On September 9, 2012 Millrock announced that it had acquired a new copper-gold project by staking of claims which it has called Stellar. The Company is investing substantial effort and expense to research all available information and to acquire some data by purchase agreement. Millrock owns a

100% interest in the project subject to a royalty payable to Altius pursuant to the terms of the strategic alliance with that company. Millrock is seeking a partner for the project.

(f) Q4P, Alaska

The Q4P program was a strategic alliance with Vale Exploration Canada Inc. and Vale Exploration USA, Inc. both wholly owned subsidiaries of Vale S.A. (Vale) that ended in 2012. The Audn property resulted from this alliance. Vale had optioned the property but also terminated their option on these specific claims. Millrock has retained the Audn property and is seeking a partner.

Arizona Properties

(g) Galiuro Property, Arizona

On January 14, 2008, the Company entered into an agreement to purchase the Galiuro property located in southeastern Arizona. The agreement with the underlying owner is in good standing. The mineral rights held by Millrock were significantly reduced in 2013. Some of the rights were returned to the underlying owner and others were allowed to lapse. The carrying value of Galiuro has been written off, however, Millrock has retained rights near the Fourmile prospect and maintained the agreement with the underlying owner. Millrock is seeking another partner for the project.

Mexico Properties

(h) On June 6, 2014 Millrock entered an agreement to purchase PMXH and all of its assets, which include the shares of a wholly-owned Mexican subsidiary and its nine 100%-owned mineral properties which include: Rio Sonora, Las Cuarentes Este, Las Cuarentes Oeste, Los Chinos, Ramard, Los Chivos, Villa Hidalgo, Violeta, La Union and Santa Cruz. The mineral rights contained within the properties at the time of purchase are subject to a royalty payable to Pembrook Mining Corporation. The royalty payable is 1.5% on gold and silver and 1.0% on other metals. The purchase also included two mineral properties under option. The first is Guadalcazar, under option from the Servicio Geologico Mexicano, and the second is Coatan, under option from Riverside Resources Inc. No royalty is payable to Pembrook Mining on these optioned claims. Millrock is preparing to market the projects to interested joint venture partners.

(i) Other Properties

Currently the Company has several other very early stage properties in its portfolio in both the United States and Mexico. These properties are grouped together as “Other Properties” until such time as Millrock has adequately demonstrated mineral potential that warrants individual description, or until Millrock has made an agreement with another Company on the mineral rights. The Company regularly evaluates prospects known to exist on open ground and on the claims of others. Annually the costs associated with these evaluations are written off if the work does not result in development of a project, or claim holding by Millrock.

(Expressed in Canadian dollars)

5. Security Deposit and Restricted Cash

Security deposit and restricted cash consists of a security deposit for the Company's credit cards and advances from earn-in partners who have forwarded funds to the Company for use on specific properties. The security deposit for the quarter ended September 30, 2014 was $89,353 (December 31, 2013: $130,828).

6. Marketable Securities

Marketable securities are available for sale investments consisting of investments in quoted equity shares. The fair value of the listed quoted equity shares has been determined directly by reference to published price quotations in an active market.

Millrock owns 1,136,656 shares of Coventry Resources and 574,505 shares of Chalice Gold Mines, Ltd. On February 8, 2014, 574,505 shares of Chalice Gold Mines were distributed to the Company as the result of Chalice Gold Mines acquiring the Cameron Gold Project from Coventry.

	9/30/2014			12/31/2013		
Quoted equity shares	# of shares	per share	Fair Value	# of shares	per share	Fair Value
Chalice Gold Mines, Ltd TSX-V: CXN	574,505	0.11	63,196	-	-	-
Coventry Resources Inc. TSX-V: CYY	1,136,656	0.005	5,683	1,136,656	0.06	68,199
Total Marketable Securities			$ 68,879			$ 68,199

The Company has an unrealized gain of $679 on shares for the nine months ended September 30, 2014.

(Expressed in Canadian dollars)

7. Property, Plant and Equipment

	Furniture and fixtures	Office equipment	Leasehold improvement	Software	Vehicle	Total
Cost						
Balance at December 31, 2012	**$ 16,720**	**$ 251,282**	**$ 15,695**	**$ 71,801**	**$ 36,354**	**$ 391,852**
Additions	-	6,278	-	-	-	6,278
Disposals	-	(7,258)	-	-	-	(7,258)
Foreign currency translation	1,155	16,258	1,083	4,959	2,510	25,964
Balance at December 31, 2013	**$ 17,875**	**$ 266,560**	**$ 16,778**	**$ 76,760**	**$ 38,864**	**$ 416,836**
Additions	-	14,424	-	-	33,587	48,011
Disposals	-	-	-	-	-	-
Foreign currency translation	948	13,251	890	4,070	1,556	20,715
Balance at September 30, 2014	**$ 18,823**	**$ 294,235**	**$ 17,668**	**$ 80,830**	**$ 74,007**	**$ 485,562**
Depreciation and impairment losses						
Balance at December 31, 2012	**$ 12,430**	**$ 155,805**	**$ 15,695**	**$ 66,581**	**$ 27,346**	**$ 277,855**
Depreciation for the year	3,170	73,170	-	5,235	9,271	90,846
Impairment loss	-	-	-	-	-	-
Disposals	-	(3,120)	-	-	-	(3,120)
Foreign currency translation	967	12,204	1,085	4,944	2,247	21,446
Balance at December 31, 2013	**$ 16,567**	**$ 238,058**	**$ 16,778**	**$ 76,760**	**$ 38,864**	**$ 387,027**
Depreciation for the year	1,267	23,361	-	-	2,281	26,909
Impairment loss	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Foreign currency translation	905	12,372	890	4,070	2,075	20,312
Balance at September 30, 2014	**$ 18,739**	**$ 273,791**	**$ 17,668**	**$ 80,830**	**$ 43,220**	**$ 434,248**
Carrying amounts						
Balance at December 31, 2012	**$ 4,290**	**$ 95,477**	**$ -**	**$ 5,220**	**$ 9,009**	**$ 113,996**
Balance at December 31, 2013	**$ 1,308**	**$ 28,502**	**$ -**	**$ -**	**$ -**	**$ 29,810**
Balance at September 30, 2014	**$ 84**	**$ 20,444**	**$ -**	**$ -**	**$ 30,787**	**$ 51,315**

8. Share Capital

The Company’s authorized share capital consists of an unlimited number of voting common shares without par value. The Company has reserved shares for issuance under stock option agreements as described under Note 9.

Issued and outstanding: 114,139,878 common shares (September 30, 2013: 80,037,581).

(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Share-based payment	Warrants
Balance December 31, 2012	**79,892,581**	**$ 24,769,518**	**$ 3,042,155**	**$ 317,880**
Issued for mineral properties	145,000	29,250	-	-
Issued for cash pursuant to				
Private placements	6,700,000	452,250	-	-
Share issue costs and finder's fee	-	(3,161)	-	-
Stock based compensation	-	-	10,942	-
Balance December 31, 2013	**86,737,581**	**$ 25,247,857**	**$ 3,053,097**	**$ 317,880**
Issued for mineral properties	7,312,297	475,674	-	-
Issued for cash pursuant to				
Private placements	20,090,000	1,004,500	-	-
Share issue costs and finder's fee		(47,813)	-	-
Balance September 30, 2014	**114,139,878**	**$ 26,680,218**	**$ 3,053,097**	**$ 317,880**

9. Share-Based Payments

(a) Share Option Plans

The Company has a stock option plan whereby the maximum number of shares reserved for issue shall not exceed 10% of the outstanding common shares of the Company, as at the date of the grant. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX). Options may be granted for a maximum term of five years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Company. Unless otherwise stated share purchase options vest when granted.

The vesting schedule for employees and most non-employees is immediate. Non-employees providing Investor Relations services have various expiry dates determined at the time of issuance.

The fair value of the options granted is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	2014	2013
Dividend yield	Nil	Nil
Expected volatility	-	156%
Risk-free rate of return	-	1.25%
Expected life of options	-	5 years

Total share-based payments recognized in the interim consolidated statements of loss during the quarter ended September 30, 2014 was $0 (September 30, 2013: $10,942).

(Expressed in Canadian dollars)

Information regarding the Company's outstanding and exercisable share purchase options is summarized as follows:

	Number of Share	Weighted Average Exercise Price ($CDN)
Issued and outstanding common shares	114,139,878	-
Incentive stock options	4,965,000	$ 0.38
Share purchase warrants	40,491,000	$ 0.24
	159,595,878	-

The following table summarizes the Company's outstanding and exercisable share purchase options as of September 30, 2014:

Stock options	**Options**	**Weighted Average Exercise Price**
Outstanding & Exercisable at December 31, 2012	**6,840,000**	**$0.36**
Cancelled	(50,000)	$0.48
Cancelled	(50,000)	$0.21
Cancelled	(50,000)	$0.89
Cancelled	(100,000)	$0.21
Expired on April 1, 2013	(50,000)	$0.36
Cancelled	(25,000)	$0.25
Cancelled	(50,000)	$0.18
Cancelled	(125,000)	$0.25
Cancelled	(70,000)	$0.75
Cancelled	(50,000)	$0.48
Cancelled	(240,000)	$0.21
Granted July 17, 2013	150,000	$0.10
Expired on August 21, 2013	(580,000)	$0.25
Cancelled	(35,000)	$0.75
Cancelled	(25,000)	$0.21
Outstanding & Exercisable at December 31, 2013	**5,490,000**	**$0.37**
Cancelled	(25,000)	$0.60
Cancelled	(25,000)	$0.21
Expired on May 8, 2014	(325,000)	$0.18
Cancelled	(100,000)	$0.60
Cancelled	(50,000)	$0.21
Outstanding & Exercisable at September 30, 2014	**4,965,000**	**$0.38**

The weighted average remaining contractual life of options outstanding at September 30, 2014 is 1.88 years (September 30, 2013: 2.76 years).

(Expressed in Canadian dollars)

(b) Share Purchase Warrants and Agent Warrants

As of September 30, 2014, the Company had outstanding and exercisable warrants and agent warrants for the purchase of 40,491,000 common shares, as follows:

Issued Date	Number of Warrants	Exercise Price	Expiry Date
Outstanding at December 31, 2011	**11,013,750**		
Expired - Issued on September 17, 2009	(4,540,000)	$ 0.50	9-Jun-12
Expired - Issued on July 7, 2010	(375,000)	$ 0.50	9-Jul-12
Expired - Issued on August 19, 2011	(2,648,750)	$ 0.55	19-Aug-12
Issued for private placement - October 31, 2012	9,045,000	$ 0.35	31-Oct-15
Outstanding at December 31, 2012	**12,495,000**		
Issued for private placement - October 13, 2013	6,700,000	$ 0.15	9-Oct-18
Issued for private placement - June 19, 2014	20,090,000	$ 0.10	19-Jun-19
Agent warrants issued, finders' option for private placement, June 19, 2014	1,206,000	$ 0.10	19-Jun-19
Outstanding at September 30, 2014	**40,491,000**		
	Weighted average price	**$ 0.24**	

(c) Disclosure of Outstanding Share Data

The following table summarizes the number of common shares, stock options and share purchase warrants as of September 30, 2014:

	Amount	Exercise Price	Expiry Date
Common Shares outstanding as of September, 30, 2014	114,139,878		
Warrants	3,450,000	$0.45	June 11, 2015
	9,045,000	$0.35	October 31, 2015
	6,700,000	$0.15	October 9, 2018
	21,296,000	$0.10	June 19, 2019
Employee Stock Options	600,000	$0.25	December 28, 2014
	200,000	$0.40	July 19, 2015
	350,000	$0.40	August 25, 2015
	780,000	$0.75	November 4, 2015
	10,000	$0.85	February 8, 2016
	400,000	$0.64	May 2, 2016
	250,000	$0.60	August 19, 2016
	65,000	$0.48	January 31, 2017
	1,810,000	$0.21	June 21, 2017
	350,000	$0.23	November 15, 2017
	150,000	$0.10	July 17, 2018
Fully Diluted Shares Outstanding	159,595,878		

(Expressed in Canadian dollars)

10. Related Party Transactions

The Company incurred charges with key management personnel and companies with directors and officers in common as follows:

	Nine Months Ended September 30	
	2014	**2013**
Consulting, directors and salaries	$ 587,506	$ 546,309
Stock based compensation	-	10,942
	$ 587,506	**$ 557,251**

These charges were in the normal course of operations and were measured by the exchange amount which is the amount agreed upon by the transacting parties.

As of September 30, 2014, due from related parties is $0 (December 31, 2013: $0), due to related parties $37,000 (December 31, 2013: $0) for directors' fees. These amounts are unsecured, do not bear interest and have no fixed terms of repayment.

11. Financial Instruments and Other Instruments

(a) Fair Value of Financial Instruments

The Company's financial instruments that are measured at fair market value on a recurring basis in periods subsequent to initial recognition and the fair value hierarchy used to measure them has the following levels:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

The company's financial instruments include: cash and equivalents, accounts receivable, marketable securities, prepaid expenses, accounts payable, and due to related parties. The carrying value of cash and equivalents, accounts receivable, and accounts payable approximates their fair values.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and cash equivalents and amounts receivable are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalent by placing these instruments with institutions of high credit worthiness. The amount that may be exposed to credit risk totaling cash and amounts receivable for the quarter ended September 30, 2014 is $495,706.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances to enable settlement of transactions on the due date. Accounts payable and accrued liabilities are current.

(d) Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company has cash and working capital items of $171,705 (September 30, 2013: $355,101) denominated in US dollars. A ten percent change in the exchange rate would result in a $17,171 (September 30, 2013: $35,510) impact to the Company's net income (loss). The Company has Mexican peso cash and working capital items of $283,280 (September 30, 2013: $0). A ten percent change in the exchange rate would result in a $28,328 (September 30, 2013: $0) impact to the Company's net income (loss).The Company does not have a formal policy to manage risk; however, management actively monitors movement in foreign currency and forecasts foreign currency payments. Foreign exchange risk is mitigated by the offset of assets against liabilities.

(e) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the period in consolidated financial statements is interest income on Canadian dollar cash and cash equivalents and interest expense on the note payable. The Company is not exposed to significant interest rate risk.

(f) Management of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, to pursue the exploration and development of its mineral properties, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or bring in earn-in partners. Due to the Company's business, the Company regularly enters into earn-in agreements where funds are forwarded as part of the option-in agreement. As such, these funds are restricted.

The Company expects its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period.

12. Subsequent Events

On October 20, 2014 Millrock announced that it had signed a letter of intent with another company for exploration of Millrock's Rio Sonora copper property in Mexico.

On October 23, 2014 the Company closed a financing that raised gross proceeds of $4,045,000 through the sale of 80,900,000 units (the "Units") priced at $0.05 per Unit. Each Unit consists of one common share and one share purchase warrant (the "Warrants"), with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.07 per share for a period of two years, and thereafter at a price of $0.10 per share for an additional period of three years. Millrock also announced that immediately following the closing of the financing, it would consolidate its stock on a 10:1 basis. The reverse split and the financing were completed subsequent to the end of the quarter.

Management Discussion & Analysis

For the Nine Months Ended September 30, 2014

Introduction

This is Management's Discussion and Analysis ("MD&A") for Millrock Resources Inc. ("Millrock" or the "Company") and has been prepared based on information known to management as of November, 26, 2014. This MD&A is intended to help the reader understand the condensed interim consolidated financial statements of Millrock.

The Company, in compliance with the Canadian Institute of Chartered Accountants ("CICA") Accounting Standards Board ("AcSB"), adopted the use of the International Financial Reporting Standards ("IFRS") and transitioned from Canadian Generally Accepted Accounting Principles ("Cdn GAAP") to IFRS by the required date of January 1, 2011. This MD&A should be read in conjunction with the consolidated financial statements for the quarter ended September 30, 2014 and supporting notes. These consolidated interim financial statements have been prepared using accounting policies consistent with IFRS.

The Company's board of directors follow recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's Audit Committee meets with management regularly to review the consolidated financial statements, including the MD&A, and to discuss other financial, operating and internal-control matters.

All currency amounts are expressed in Canadian dollars unless otherwise noted.

Gregory A. Beischer, a Director of the Company and its President and Chief Executive Officer, is the qualified person (as defined in NI 43-101) who approved the technical information in this MD&A.

Description of Business

Millrock Resources Inc. is engaged in the acquisition, exploration and development of mineral properties prospective for gold, copper and other valuable metals. The Company follows a Prospect Generator – Joint Venture business model that capitalizes on Millrock's knowledge and ability to identify high quality exploration targets and execute excellent exploration programs. The Company has a focus on geologic terrains and models that can produce huge metallic deposits in some of the world's top mining jurisdictions: Alaska, the southwest United States and Mexico. This business model shares risk by partnering with other companies that invest capital to move exploration projects toward development and production. Millrock currently has 22 active exploration projects. At present, Millrock has two major mining companies actively funding work on Company projects: Teck American Inc. a wholly-owned subsidiary of Teck Resources Limited ("Teck") and First Quantum Minerals Ltd. ("First Quantum"). Additionally, another company is funding work on the Rio Sonora project in Mexico.

The Company has established a strong property portfolio prospective for the discovery of large-scale, intrusion-related gold and copper-gold porphyry deposits. Millrock is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec and Nunavut, and trades on the TSX Venture Exchange under the symbol MRO. The Company also trades on the OTCQX marketplace in the United States.

Forward Looking Statements

This document may contain “forward-looking information” within the meaning of Canadian securities legislation and “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, “forward-looking statements”). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements.

Forward-looking statements relate to future events or future performance and reflect Company management’s expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of mineral resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The following forward-looking statements have been made in this MD&A:

- The Company discusses the potential to upgrade mineral exploration projects by way of early stage exploration;
- The Company expects to have funding for and complete exploration work programs for various noted properties.

Risks and Uncertainties

i) Exploration and Development Risk

The Company's properties in Alaska and Arizona are in early exploration stages and are without a known body of commercial ore. Exploration for mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. Discovery of mineral deposits is dependent upon a number of factors, not the least of which are the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Company's mineral exploration activities will result in any discoveries of new bodies of commercial ore. There is also no assurance that even if commercial quantities of ore are discovered that a new ore body would be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), commodity prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Most of the above factors are beyond the control of the Company. The Company attempts to mitigate its exploration risk by maintaining a diversified portfolio that includes several metal commodity targets in a number of geologic and political environments. Management also balances the exploration risks through option agreements with other companies.

Beyond exploration and development risk, management is faced with a number of other risk factors. The more significant ones include:

ii) Financial Markets

Presently, the Company obtains the majority of its working capital from other companies that are funding exploration on Millrock projects in order to earn an interest in the mineral rights. However, the Company will be dependent on the equity markets as its main source of operating working capital and funding for any advanced exploration and development activities that may be needed on its projects. The Company's capital resources are largely determined by the strength of the resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. Consequently, there can be no assurance that equity financing will be available to the Company in the amount required at any time or for any period or if available, that it can be obtained on terms satisfactory to the Company.

iii) Metal Prices

The price of gold is affected by numerous factors including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, supply and demand, political, economic conditions and production levels. In addition, the price of gold has been volatile over short periods of time due to speculative activities. The price of other metals and mineral products that the Company may explore for, all have the same or similar price risk factors. The prevailing price of metals and speculation on future price of metals by the investing public can have strong impacts on the share prices of exploration companies like Millrock.

iv) Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in the USA and Mexico and as such, a large portion of its expenses are incurred in U.S. dollars and Mexican pesos, which could cause a significant change in the results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

v) Cash Flows

The Company currently has no revenue from mining operations, however it does generate revenues from overhead recovery fees charged to partners for administration of project development work. If any of its exploration programs are successful and optionees of properties complete their earn-in, the Company would have to provide its share of ongoing exploration and development costs in order to maintain its interest or be reduced in interest or to a royalty interest. Additional capital would be required to put a property into commercial production. The sources of funds currently available to the Company are the sale of its marketable securities, equity capital or the offering of an interest in its projects to another party. The Company currently has sufficient financial resources to undertake all of its currently planned exploration programs.

vi) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash and cash equivalents and amounts receivable are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalent by placing these instruments with institutions of high credit worthiness. The majority of the Company's cash is held through large Canadian and US financial institutions with a high investment grade rating.

vii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk through the management of its capital structure and financial leverage. The Company insists on pre-payment of costs for exploration programs that have been approved by partner companies. Work does not commence unless funds to cover the cost of the work have been received. Accounts Payable and accrued liabilities are due and paid within the current operating period.

viii) Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any short-term investments included in cash due to the short term nature.

ix) Market Volatility for Marketable Securities

The Company's marketable securities consist of shares of exploration companies that are historically very volatile. There is no assurance that the Company will be able to recover the current fair market value of those shares. The Company also may not be able to sell the shares it holds in other companies in an illiquid market.

x) Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the financing of its business by the issuance of securities and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued shares of common stock, or securities convertible into common stock, would result in dilution, possibly substantial, to present and prospective holders of common stock. The Company usually seeks joint venture partners to fund in whole or in part exploration projects. This dilutes the Company's interest in properties. This dilution is undertaken to spread or minimize the risk and to expose the Company to more exploration opportunities. However, it means that any increased market capitalization or profit that might result from a possible discovery would be shared with the joint venture partner. There is no guarantee that the Company can find a joint venture partner for any property.

xi) Material Risk of Dilution Presented by Large Number of Share Purchase Options and Warrants

At quarter end there were 4,965,000 stock options and 40,491,000 warrants outstanding. Directors and officers held 3,500,000 of the options and 1,180,000 of the warrants. Employees and consultants held 1,465,000 of the options, and 100,000 warrants. As of the quarter end there were 114,139,878 shares issued and outstanding. On a fully diluted basis including stock options and warrants the Company has a capitalization of 159,595,878 shares. Subsequent to the quarter end a private placement stock issuance took place and the company issued 80,900,000 shares and 80,900,000 additional warrants, and executed a 10:1 share consolidation. Therefore as of report date the company has 19,504,219 shares outstanding and a fully diluted capitalization of 32,587,859 shares.

xii) Trading Volume

The relatively low trading volume of the Company's shares reduces the liquidity of an investment in its shares. Trading volumes fluctuate with market conditions and seasons. The Company attempts to reduce this risk by having multiple projects that are continually generating news and therefore investor interest and trading volume.

xiii) Volatility of Share Price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries or discouraging exploration results, changes in financial results, and other factors could have a significant effect on share price.

xiv) Competition

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other exploration and mining companies, many of which have greater financial resources than the Company, for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

xv) Dependence on Management

The Company depends heavily on the business expertise of its management. There is risk to the Company's ability to execute its business plans if some or all of the current management team were to suddenly leave the Company or become incapable of performing their individual and collective responsibilities. The Company has mitigated the risk of its managers leaving for other companies through competitive compensation, cash bonuses and by providing options to purchase Millrock stock. Some of the senior managers hold substantial share positions in Millrock and are motivated to remain with the Company. The Company has also developed the necessary depth such that it can replace senior managers with more junior staff if necessary. Despite the mitigation measures the Company still depends heavily on its current management.

xvi) Title Risk

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee a clear title. Property title may be subject to unregistered prior agreements and regulatory requirements. The Company is not aware of any disputed claims of title.

xvii) Environmental

The Company's exploration and development activities are subject to extensive laws and regulations governing environment protection. The Company is also subject to various reclamation related conditions. Although the Company closely follows and believes it is operating in compliance with all applicable environmental regulations, there can be no assurance that all future requirements will be obtainable on reasonable terms. Failure to comply may result in enforcement actions causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures. Intense lobbying over environmental concerns by non-governmental organizations has caused some governments to cancel or restrict development of mining projects. Current publicized concern over climate change may lead to carbon taxes, requirements for carbon offset purchases or new regulation. The costs or likelihood of such potential issues to the Company cannot be estimated at this time.

xviii) Laws and Regulations

The Company's exploration activities are subject to extensive federal, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters in all the jurisdictions in which it operates. These laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. The Company applies the expertise of its management, advisors, employees and contractors to ensure compliance with current laws.

xix) Mineral Resource Estimates

The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated.

Use of the Terms “Mineral Resources” and “Mineral Reserves”

Any reference in this MD&A to Mineral Resources does not mean Mineral Reserves. Under NI 43-101, a Mineral Reserve is the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined. Mineral Resources are sub-divided, in order of increasing geologic confidence, into Inferred, Indicated and Measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource.

The terms “Mineral Reserve,” “Proven Mineral Reserve” and “Probable Mineral Reserve” are Canadian mining terms as defined in accordance with NI 43-101 and the CIM Standards. These definitions differ from the definitions in SEC Industry Guide 7 under the U.S. Securities Act. Under SEC Industry Guide 7, a reserve is defined as part of a mineral deposit which could be economically and legally extracted or produced at the time the reserve determination is made. Under SEC Industry Guide 7 standards, a “final” or “bankable” feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms “Mineral Resource,” “Measured Mineral Resource,” “Indicated Mineral Resource” and “Inferred Mineral Resource” are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. “Indicated Mineral Resource” and “Inferred Mineral Resource” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an Indicated Mineral Resource or Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an Inferred Mineral Resource exists or is economically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this MD&A filed herewith or incorporated by reference herein contain descriptions of mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under United States federal securities laws and the rules and regulations promulgated thereunder.

CAUTIONARY NOTE TO U.S. INVESTORS REGARDING MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

Cautionary Note – The United States Securities and Exchange Commission ("SEC") permits U.S. mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. Millrock Resources Inc. uses certain terms such as "measured", "indicated", "inferred", and "mineral resources," which the SEC guidelines strictly prohibit U.S. registered companies from including in their filings with the SEC. Accordingly, information contained in this MD&A contains descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies which are subject to the reporting and disclosure requirements under United States federal securities laws and the rules and regulations promulgated thereunder. While Millrock is not a U.S. registered company, it does trade through the OTCQX marketplace, its projects are all in the U.S., the Company owns two U.S.-based subsidiary companies, the main operational office is in Anchorage, Alaska, and there are a substantial number of U.S. shareholders of Millrock. For these reasons Millrock cautions U.S. investors regarding mineral resource and mineral reserve estimates that may be mentioned in this MD&A.

Additional Information

Financial statements, MD&A documents and additional information relevant to the Company and the Company's activities can be found on SEDAR at www.SEDAR.com, and/or on the Company's website at http://www.millrockresources.com.

General

The Company continued to advance its business objectives through the third quarter of 2014. In total, Millrock expended $1,050,905 on exploration year to date through the third quarter of 2014, of which $712,233 was supplied by partner companies that are earning into Millrock's projects. Additionally, the Company spent $251,710 on generative exploration through the third quarter. Millrock's share price remained relatively static during the quarter.

Highlights for the Quarter Ended September 30, 2014

Alaska Peninsula Project, Alaska: The Company granted a Right of First Refusal ("ROFR") to a First Quantum Minerals to enter an option agreement with predetermined business terms. In return for the ROFR the mining company agreed to expend a minimum of US$600,000 on exploration. The program was executed in this quarter.

Financing: On October 23, 2014 the Company closed a financing that raised gross proceeds of $4,045,000 through the sale of 80,900,000 units (the "Units") priced at $0.05 per Unit. Each Unit consists of one common share and one share purchase warrant (the "Warrants"), with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.07 per share for a period of two years, and thereafter at a price of $0.10 per share for an additional period of three years. Millrock also announced that immediately following the closing of the financing, it would consolidate its stock on a 10:1 basis. The reverse split and the financing were completed subsequent to the end of the quarter.

Outlook

The Company made a bold move to acquire a Mexican exploration company in the second quarter. The assets, which were purchased at low cost, have expanded the company's project portfolio remarkably. The investment is already paying off. So far the Company has made one agreement with another company which is funding exploration. Marketing efforts to find other funding partners are underway and new partnerships are possible. A number of major mining companies plan to inspect Millrock properties over the coming quarter and earn-in agreements may result. Millrock management views the current market as a great opportunity to acquire new projects at low cost, and is considering further acquisitions. Millrock may have to bring in additional funds through equity financing, and/or debt financing in order to take advantage of the opportunities that are available. Millrock will continue to generate projects throughout Alaska, the southwest United States and Mexico through research and early stage exploration work and property acquisition. The technical information in this MD&A was reviewed by Gregory Beischer, Millrock's President and Chief Executive Officer, a qualified person as defined in NI 43-101.

Operations Review

Alaska Properties

Millrock owns and operates eight mineral exploration projects in Alaska in five distinct regions: the Kahiltna Terrane of south-central Alaska (Estelle and Cristo); the Togiak Terrane of southwest Alaska (Humble and Audn), the Tintina Gold Belt of eastern Alaska (Stellar, Fortymile), the Alaska Peninsula of southwest Alaska, and the Lisburne Hills of far northwest Alaska. The following provides a summary description of the properties at which there were active exploration field operations or office work, or any related corporate developments.

Alaska Peninsula Project, Alaska (copper, gold), Alaska Peninsula: The agreement with BBNC provides Millrock with the opportunity to explore and develop mineral deposits in an exceptionally large land package. The area of interest comprising the agreement covers approximately 650,000 hectares. There are three known, but little explored, porphyry occurrences named Kawisgag, Mallard Duck Bay and Bee Creek. All three occurrences are located near deep tidewater coastlines. Only Bee Creek has ever been tested with drilling. Millrock believes there is good potential to discover valuable copper and gold deposits. First Quantum agreed to fund exploration on the project valued at US$600,000. The exploration program, consisting of airborne magnetic, geological mapping, and rock and soil sampling, was executed in the third quarter.

Estelle Project, Alaska (gold), Kahiltna Terrane: There is no active exploration. The joint venture partners are maintaining the claim block and camp in good standing.

Stellar Project, Alaska (copper, gold), Tintina Gold Belt: Millrock is seeking joint venture partners to fund the project.

Arizona Properties

Millrock owns and operates one project in Arizona. It is located in one of the well-established porphyry copper trends of southeastern Arizona.

Fourmile Project, Arizona (copper), San Manuel – Copper Creek trend: This property is in a favourable geological location. Airborne magnetic and ZTEM surveys have identified targets below the tertiary volcanic cover. The project is presently under review by a major mining company that may fund the next phase of exploration.

Mexico Properties

On June 6, 2014 the Company entered an agreement to purchase PMXH and all of its assets, which include the shares of a wholly-owned Mexican subsidiary and its nine 100%-owned mineral properties, two mineral properties under option, an extensive geological database and various exploration equipment. The projects, primarily located in the State of Sonora, Mexico, have potential for large-scale copper-gold porphyry deposits, high-sulphidation epithermal gold deposits, high-grade vein gold deposits, and skarn and replacement-style silver-zinc-lead deposits.

Following is a brief synopsis of the main PMXH project assets. The Company is working on summary descriptions of each project and has begun marketing the projects to potentially interested funding partners.

Rio Sonora Project, Sonora, northern Mexico, Cu-Au, 100%: This is a large land position situated between Cananea and La Caridad mines. The target is a buried copper porphyry beneath conglomerate valley fill. Copper occurrences and alteration in surrounding rocks provide support for geophysical targets beneath the conglomerate. Subsequent to quarter end a company has agreed to fund an exploration program valued at approximately $250,000. Geological mapping, rock and soil sampling is being carried out.

Las Cuarentas Este Project, Sonora, Mexico, Cu (Au), 100%: This property is situated on a very large, intense, zoned alteration system typical of porphyry copper deposits. Very little work has been done by prior workers because no actual intrusive porphyry rock is exposed at surface and base metal occurrences are limited. A buried porphyry copper-molybdenum deposit is possible.

Las Cuarentas Oeste Project, Sonora, Mexico, Au-Ag, 100%: The property is situated on a continuation of the mineralized structure associated with the adjoining Mercedes gold-silver mine that is operated by Yamana Gold Inc. There is potential for high-grade epithermal gold deposits on this property.

Violeta Project, northern Sonora – Au veins/breccias, 100%: This is a fractional claim block in the core of a known mineralized system in northern Sonora. The surrounding claims are owned by another company that has expressed interest in purchasing this key land block.

Los Chinos Project, Sonora near Hermosillo, orogenic Au, 100%: This project targets Herradura-type gold deposits. It is located along a juxtaposed contact of high grade Proterozoic metamorphic rocks against relatively un-metamorphosed but deformed metasedimentary rocks of Jura-Cretaceous age. Several known gold showings suggest a favourable exploration environment. Preliminary exploration has defined some interesting gold values, including a newly discovered zone of oxidized pegmatite and quartz veining in the Proterozoic rocks.

Ramard Project, Sonora, epithermal / vein Au, 80 km north of Hermosillo, 100%: The claims cover a historic, polymetallic stream sediment anomaly as well as a known epithermal stockwork vein showing. Two areas of high grade gold in vein float with magnetite stockworks are present. Additionally, a large skarn system was recently discovered. The skarn contained anomalous silver, lead and zinc.

Villa Hidalgo, Sonora, vein Au, 100%: This claim is on the southern extension of the Sacaton-Cananea-Caridad porphyry trend and was acquired on the basis of favourable geology and colour anomalies. Reconnaissance exploration has led to the discovery of auriferous stockwork zones near some historic mine workings. Further mapping and prospecting are warranted.

La Union Project, Sonora, Au-Ag, 100%: This project is situated in the Herradura district of northwest Sonora. Mapping has identified an area with high-grade silver-gold (and lead-zinc) veins.

Los Chivos Project, Central Baja California, orogenic gold, 100%: Reconnaissance exploration has defined some high grade vein mineralization in the district and there may be potential for larger Herradura-style orogenic gold deposits.

Guadalcazar Project, San Luis Potosí, central Mexico, Au-Ag, 100% Option from Servicio Geologico Mexico: At this project a skarn zone with strong silver is known. Pembrook, from a 2013 drilling program, has reported high grade silver over significant drill intervals including 22 m @ 148 gpt Ag.

Coatan Project, Chiapas, southern Mexico, Au, 100% Option from Riverside: Early stage exploration has defined several drainages covering ten km of strike that yield transported float of high sulphidation gold mineralization consisting of vuggy silica, silicification and iron oxides with strong gold-silver. Community relations work will be necessary to gain access.

Results of Operations

Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2013

The Company had revenue of $1,157 for the nine months ended September 30, 2014 compared to revenue of $126,511 for the nine months ended September 30, 2013, and a net loss before other comprehensive loss of $1,129,219, as compared to its net loss before other comprehensive loss of $3,776,412 for the nine months ended September 30, 2013.

General & administrative expenses overall for the nine months ended September 30, 2014 totalled $1,060,178 as compared to $1,777,458 for the same period in 2013. The five largest expense items are consulting, directors and salaries costs of $349,412, office and miscellaneous expense of $277,617, accounting, audit and legal of $126,414, general exploration expense of $251,710, and investor relations of $75,900. These items comprise approximately 97% of the total general and administrative expenses of the Company.

Salaries and benefit costs amount to approximately 33% of the total general and administrative expenses for the nine months ended September 30, 2014, compared to 33% for the nine months ended September 30, 2013. The decrease in costs is related to a decrease in the number of staff, but a greater percentage of the total expenses.

Office and miscellaneous expenses amount to approximately 21%, of the total general and administrative expenses for the nine months ended September 30, 2014, compared to 19% for the same period 2013. The costs decreased, but became a larger portion of overall expenses.

Accounting, audit and legal fees amount to approximately 12% of the Company's administrative expenses for the nine months ended September 30, 2014, compared to 22% for nine months ended September 30, 2013. The decrease in total fees was due to lower audit and legal expenses through the year so far and that the prior period experienced higher fees related to a corporate reorganization.

General exploration costs amount to approximately 24% of the total general and administrative expenses for the nine months ended September 30, 2014 compared to 16% for the same period in 2013. The costs decreased, but became a larger portion of overall expenses. The Company continues to review and analyze prospects to maintain a portfolio of projects to market to potential partners.

Investor relations accounted for approximately 7% of the Company's administrative expenses for nine months ended September 30, 2014, compared to 6% for the same period ended 2013. The Company continues to have low investor relation costs as markets continue to be unresponsive.

Additional Disclosure for Venture Issuers without Significant Revenue

As the Company has had comparatively little revenue since inception, the following is a breakdown of the material costs incurred:

The Company's quarterly financial results for the nine months ended September 30, 2014, 2013 and 2012 have been prepared in accordance with IFRS.

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Stock-based compensation	$ -	$ 10,942	$ 223,504
Investor relations	$ 75,900	$ 107,728	$ 332,068
Office and miscellaneous	$ 227,617	$ 343,426	$ 447,549
Consulting, directors and salaries	$ 349,412	$ 580,570	$ 1,837,600
General Exploration	$ 251,710	$ 285,645	$ 122,727
Accounting, audit and legal	$ 126,414	$ 377,819	$ 128,761
Amortization and depreciation	$ 26,909	$ 713,229	$ 105,347

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Sep. 30 2014 Q3	Jun. 30 2014 Q2	Mar. 31 2014 Q1	Dec. 31 2013 Q4	Sep. 30 2013 Q3	Jun. 30 2013 Q2	Mar. 31 2013 Q1	Dec. 31 2012 Q4
Mineral expenditures	$ 1,333,539	$ 973,489	$ 95,429	$ (2,629,930)	$ 582,975	$ 272,986	$ (2,214,382)	$ (1,053,617)
G&A expense (including stock-based comp.)	1,060,178	723,007	308,978	429,465	510,564	640,143	626,752	2,441,978
Stock-based compensation	-	-	-	-	10,942	-	-	223,504
Adjusted G&A (excluding stock-based comp.)	1,060,178	723,007	308,978	429,465	499,622	640,143	626,752	2,218,474
Mineral properties write-off	-	-	-	2,808,322	-	-	2,017,278	1,185,240
Net Income/(loss)	(1,059,021)	(721,850)	(308,058)	(3,288,465)	(466,459)	(589,187)	(2,720,766)	(2,988,321)
Loss per share	$ (0.01)	$ (0.01)	$ -	$ (0.03)	$ (0.01)	$ (0.01)	$ (0.04)	$ (0.03)

Liquidity and Capital Resources

As of September 30, 2014, the Company has accumulated a deficit of $26,451,950 and has working capital of $571,687 based on current assets of $1,164,762 and current liabilities of $593,075.

The Company realizes income from option agreement payments, and from management fees it collects as the operator of earn in projects (option payments are recorded against the related property cost and not considered revenue until the property is reduced to zero but overhead recovery fees are recorded as revenue). These funds can cover a significant portion of the Company's overhead costs. The Company relies on equity financing to fund generative exploration programs on its open ground and on some of its properties. At quarter end there were 4,965,000 options and 40,491,000 warrants outstanding, but subsequent to the end of the quarter the company finalized and equity financing and share consolidation resulting in 481,500 option and 12,602,140 warrants outstanding. Funding for most of the property exploration carried out by Millrock comes from partner companies earning in to Millrock's projects. Presently Millrock is contributing to the Estelle project expenses. Management has carried out an assessment of the going concern assumption and has concluded that the Company may not have sufficient cash and cash equivalents and other financial assets to continue operating at current levels for the ensuing twelve months. The Company's forecast indicates the existence of uncertainty that raises significant doubt about the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability to continue some of its existing partnerships, partner additional exploratory prospects, generate overhead recovery fees, and receipt of option payments.Although the Company has been successful in the past in obtaining financing through the sale of equity securities, and by making earn-in agreements with partner companies there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financings will be favourable.

Related Party Transactions

The Company incurred charges with key management personnel and companies with directors and officers in common as follows:

	Nine Months Ended September 30	
	2014	**2013**
Consulting, directors and salaries	$ 587,506	$ 546,309
Stock based compensation	-	10,942
	$ 587,506	**$ 557,251**

These charges were in the normal course of operations and were measured by the exchange amount which is the amount agreed upon by the transacting parties.

As of September 30, 2014, due from related parties is $0 (December 31, 2013: $0), due to related parties $37,000 (December 31, 2013: $0) for directors' fees. These amounts are unsecured, do not bear interest and have no fixed terms of repayment.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each period end. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Significant areas requiring the use of management estimates include assumptions and estimates relating to determining defined proven and probable reserves, value beyond proven and probable reserves, fair values for purposes of purchase price allocations for business acquisitions, asset impairment analysis, valuation of derivative contracts, determination of recoverable metal on leach pads, reclamation obligations, share-based payments and warrants, pension benefits, valuation allowances for deferred income tax assets, the provision for income tax liabilities, deferred income taxes and assessing and evaluating contingencies. Actual results could differ from these estimates.

The most significant accounting estimates for the Company relate to the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed on a property-by-property basis to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value.

Management's estimates of mineral prices, recoverable proven and probable reserves and operating, capital and reclamation costs are subject to certain risks and uncertainties, which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties.

Another significant accounting estimate relates to accounting for stock-based compensation. The Company uses the Black-Scholes Option Pricing Model. Option pricing models require the input of highly subjective assumptions including expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the year.

Changes in Accounting Policies

Basis of Preparation

The Company prepares its consolidated financial statements in accordance and compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements, including comparatives, have been prepared on the basis of IFRS standards that are effective as of December 31, 2012.

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next twelve months. Realization value may be substantially different from carrying value as shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. As of September 30, 2014 the Company had not yet achieved profitable operations, but had working capital of $571,687 (December 31, 2013: $1,618,404). The Company's ability to continue as a going concern is dependent upon its ability to generate revenue from overhead recovery fees and option payments.

The following Standards are effective for annual periods beginning on or after January 1, 2014. The Company adopted the following standards.

i) IFRIC 21 Levies - This interpretation of IAS 37, 'Provisions, *Contingent Liabilities and Contingent Assets'*, applies to the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. There was no material impact on these unaudited condensed consolidated interim financial statements as a result of the adoption of this standard.

Upcoming Changes in Accounting Standards

The following Standards are effective for annual periods beginning on or after January 1, 2015. The Company is assessing the impact, if any, of these standards.

i) IFRS 9 Financial Instruments was issued November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income.

Business Combinations, Financial Statements and Non-Controlling Interests

In January 2009, the CICA issued CICA Handbook Section 1582, Business Combinations, Section 1601, consolidated Financial Statements, and Section 1602, Non-controlling Interests, which superseded Section 1581, Business Combinations, and Section 1600, Consolidated Financial Statements. CICA Handbook Section 1582, Business Combinations, replaces the former Section 1581, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to IFRS 3, Business Combinations (January 2008). This Section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. CICA Handbook Section 1601, Consolidated Financial Statements, together with the new Section 1602, Non-Controlling Interests, replaces the former Section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS 27, Consolidated and Separate Financial Statements, (January 2008). Both sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Corporation evaluated the impact of the adoption of these sections to determine if early adoption is appropriate and determined that no material impact is expected.

Accounting Changes

Impact of Adopting IFRS on the Company's Business

As part of its analysis of potential changes to significant accounting policies, the Company has assessed what changes are required to its accounting systems and business processes. The Company believes that the changes identified are minimal and the systems and processes can accommodate the necessary changes.

The Company's staff involved in the preparation of financial statements was trained on the relevant aspects of IFRS and the changes to accounting policies. Employees of the Company affected by a change to business processes as a result of the conversion to IFRS were trained as necessary.

Financial Instruments and Other Instruments

i) Fair Value of Financial Instruments

The Company's financial instruments that are measured at fair market value on a recurring basis in periods subsequent to initial recognition and the fair value hierarchy used to measure them has the following levels:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

The company's financial instruments include: cash and equivalents, accounts receivable, marketable securities, prepaid expenses, accounts payable, and due to related parties. The carrying value of cash and equivalents, accounts receivable, and accounts payable approximates their fair values. The Company has no financial instruments whose fair values are measured using level 2 or level 3 inputs.

ii) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and cash equivalents and amounts receivable are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalent by placing these instruments with institutions of high credit worthiness. The amount that may be exposed to credit risk totaling cash and amounts receivable for the quarter ended September 30, 2014 is $495,706.

iii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances to enable settlement of transactions on the due date. Accounts payable and accrued liabilities are current.

iv) Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company has cash and working capital items of $171,705 (September 30, 2013: $355,101) denominated in US dollars. A ten percent change in the exchange rate would result in a $17,171 (September 30, 2013: $35,510) impact to the Company's net income (loss). The Company has Mexican peso cash and working capital items of $283,280 (September 30, 2013: $0). A ten percent change in the exchange rate would result in a $28,328 (September 30, 2013: $0) impact to the Company's net income (loss). The Company does not have a formal policy to manage risk; however, management actively monitors movement in foreign currency and forecasts foreign currency payments. Foreign exchange risk is mitigated by the offset of assets against liabilities.

v) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the period in consolidated financial statements is interest income on Canadian dollar cash and cash equivalents and interest expense on the note payable. The Company is not exposed to significant interest rate risk.

vi) Management of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, to pursue the exploration and development of its mineral properties, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or bring in earn-in partners. Due to the Company's business, the Company regularly enters into earn-in agreements where funds are forwarded as part of the option-in agreement. As such, these funds are restricted.

The Company expects its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period.

Share Capital

i) Authorized

Unlimited common shares without par value.

ii) Issued and outstanding common shares for the quarter ended September 30, 2014 was 114,139,878. As of report date, November 26, 2014, and after giving effect of the 1 for 10 share consolidation, 19,504,219.

Legal Claims and Contingent Liabilities

At September 30, 2014, there were no material legal claims or contingent liabilities outstanding.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Subsequent Events

On October 20, 2014 Millrock announced that it had signed a letter of intent with another company for exploration of Millrock's Rio Sonora copper property in Mexico.

On October 23, 2014 the Company closed a financing that raised gross proceeds of $4,045,000 through the sale of 80,900,000 units (the "Units") priced at $0.05 per Unit. Each Unit consists of one common share and one share purchase warrant (the "Warrants"), with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.07 per share for a period of two years, and thereafter at a price of $0.10 per share for an additional period of three years. Millrock also announced that immediately following the closing of the financing, it would consolidate its stock on a 10:1 basis. The reverse split and the financing were completed subsequent to the end of the quarter.

Disclosure of Outstanding Share Data

The following table summarizes the number of common shares, stock options and share purchase warrants as of November 26, 2014:

	Amount	Exercise Price	Expiry Date
Common Shares outstanding as of November 22, 2014	19,504,219		
Warrants	345,000	$4.50	June 11, 2015
	904,500	$3.50	October 31, 2015
	670,000	$1.50	October 9, 2018
	2,129,600	$1.00	June 19, 2019
	8,553,040	$0.70	October 22, 2019
Employee Stock Options	55,000	$2.50	December 28, 2014
	20,000	$4.00	July 19, 2015
	35,000	$4.00	August 25, 2015
	73,000	$7.50	November 4, 2015
	1,000	$8.50	February 8, 2016
	40,000	$6.40	May 2, 2016
	25,000	$6.00	August 19, 2016
	6,500	$4.80	January 31, 2017
	176,000	$2.10	June 21, 2017
	35,000	$2.30	November 15, 2017
	15,000	$1.00	July 17, 2018
Fully Diluted Shares Outstanding	32,587,859		

The following table summarizes the weighted average of stock options and share purchase warrants as of November 26, 2014:

		Exercise Price ($CDN)
Issued and outstanding common shares	19,504,219	-
Incentive stock options	481,500	$ 3.77
Share purchase warrants	12,602,140	$ 1.10
	32,587,859	-

HEAD OFFICE

Millrock Resources Inc.
Suite 800, 789 W. Pender
Vancouver, British Columbia
Canada V6C 1H2

Tel: (604) 638-3164
Toll Free: (877) 217-8978
Email: info@millrockresources.com

OFFICERS & DIRECTORS

Gregory Beischer, B.Sc., CPG
President & CEO, Director

Philip St. George, B.S. (Geol.)
Chief Exploration Officer

Sarah Whicker, B.S., M.Sc.
Executive Vice President

Keith Granberry, CPA, CFE
Chief Financial Officer

Janice Davies
Corporate Secretary

Larry J. Cooper
Director

Darryl Cardey, CA
Director & Chairman, Audit Committee

Roland Butler, B.Sc., Geology
Director & Chairman, Corporate Governance Committee

Peter J. Chilibeck, LL.B.
Director

LISTINGS

TSX Venture Exchange: **MRO**
OTC Markets Group (OTCQX): **MLRKF**

CAPITALIZATION
(as at November 26, 2014)

Shares Authorized: Unlimited
Shares Issued: 19,504,219

REGISTRAR & TRUST AGENT

Computershare
2nd Floor, 510 Burrard Street
Vancouver, British Columbia
V6C 3B9

AUDITOR

Ernst & Young LLP
Pacific Centre
700 West Georgia Street
P.O. Box 10101
Vancouver, British Columbia
V7Y 1C7

LEGAL COUNSEL

Owen Bird
Suite 2900, 595 Burrard St.
P.O Box 49130
Vancouver, British Columbia
V7X 1J5