Condensed Interim Consolidated Financial Statements

For the nine Months Ended September 30, 2015

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, 2015 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, 2015, and December 31, 2014
(expressed in Canadian dollars)

ASSETS		**30-Sep-2015**		**31-Dec-2014**
Current assets				
Cash and cash equivalents	$	1,163,923	$	3,778,151
Security deposit and restricted cash - Note 4		622,249		160,745
Marketable securities - Note 5		57,451		57,389
Amounts receivable		323,001		87,602
Prepaid expenses and deposit		106,795		377,024
Total current assets	$	2,273,419	$	4,460,911
Non-current assets				
Exploration and evaluation assets - Note 3		3,220,216		2,317,409
Property, plant and equipment - Note 6		47,350		57,478
Total non-current assets	$	3,267,566	$	2,374,887
TOTAL ASSETS	**$**	**5,540,985**	**$**	**6,835,798**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	$	136,606	$	596,897
Income tax payable		70,049		62,724
Project cost advance received		488,330		44,386
Due to related parties - Note 9		11,750		98,162
Deferred tax liability		60,055		59,600
Total current liabilities	$	766,790	$	861,769
Total liabilities	**$**	**766,790**	**$**	**861,769**
Shareholders' equity				
Share capital - Note 7	$	30,513,694	$	30,241,769
Reserves				
Share-based payments - Note 8		3,590,880		3,579,681
Warrants - Note 8		331,372		331,372
Other comprehensive income		141,809		5,478
Deficit		(29,803,560)		(28,184,271)
Total shareholders' equity	**$**	**4,774,195**	**$**	**5,974,029**
TOTAL LIABILITES AND SHAREHOLDERS' EQUITY	**$**	**5,540,985**	**$**	**6,835,798**

These financial statements were approved and authorized for issue by the Board of Directors on November 24, 2015.
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, 2015 and 2014
(expressed in Canadian dollars)

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2015	**September 30, 2014**	**September 30, 2015**	**September 30, 2014**
Revenue				
Overhead recovery fees	$ 212,461	$ 237	$ 237,704	$ 1,157
	212,461	237	237,704	1,157
General and administrative expense				
Accounting, audit and legal	34,400	53,503	147,582	126,414
Amortization and depreciation - Note 6	4,115	5,563	14,633	26,909
Consulting, directors and salaries - Note 9	160,016	82,508	492,975	349,412
Foreign exchange (gain)/loss	(56,230)	(946)	(6,832)	2,216
General exploration	207,287	118,506	593,270	251,710
Investor relations	87,388	30,787	214,216	75,900
Office and miscellaneous expense	78,231	76,648	277,310	227,617
Stock-based compensation - Note 8	-	-	199,563	-
	515,207	366,569	1,932,717	1,060,178
Loss before other items	**$ (302,746)**	**$ (366,332)**	**$ (1,695,013)**	**$ (1,059,021)**
Other items				
Gain on disposal of assets - Note 6	-	3,102	10,132	-
Gain/(Loss) on marketable securities - Note 5	81,969		81,969	-
Net loss before income taxes	**$ (220,777)**	**$ (363,230)**	**$ (1,602,912)**	**$ (1,059,021)**
Income tax expense	(3,000)	(40,800)	(16,377)	(70,198)
Net loss before other comprehensive loss	**$ (223,777)**	**$ (404,030)**	**$ (1,619,289)**	**$ (1,129,219)**
Other comprehensive income/(loss)				
Unrealized gain/(loss) on marketable securities - Note 5	-	(25,791)	-	679
Cumulative translation adjustment	6,558	(74,924)	136,331	(6,368)
Comprehensive loss for the period	**$ (217,220)**	**$ (504,745)**	**$ (1,482,958)**	**$ (1,134,908)**
Basic and diluted loss per share	**$ (0.01)**	**$ -**	**$ (0.08)**	**$ 0.01**
Weighted average number of shares outstanding - basic and diluted	**19,586,427**	**8,715,022**	**19,560,989**	**8,396,355**

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, 2015 and 2014
(expressed in Canadian dollars)

		For the Nine Months Ended		
		2015		**2014**
Cash provided from (used for)				
Operating activities				
Net loss	$	(1,619,289)	$	(1,129,219)
Items not involving cash				
Amortization and depreciation		14,633		26,909
Stock-based compensation		199,563		-
	$	**(1,487,062)**	**$**	**(1,102,310)**
Net change in non-cash working capital items				
Amounts receivable	$	(235,399)	$	(76,141)
Prepaid expenses		270,229		(176,316)
Accounts payable and accrued liabilities		(455,333)		320,089
Income tax payable		7,325		4,553
Project cost advance received		443,944		(47,129)
Due to related parties		(86,412)		37,000
Total cash outflows from operating activities	**$**	**(1,542,707)**	**$**	**(1,040,254)**
Cashflows from investing activities				
Advances on exploration expenditures	$	-	$	10,873
Purchase of Mexico properties		-		(290,746)
Net expenditures on exploration and evaluation assets		(698,089)		(674,475)
Purchase of equipment and property		(3,982)		(48,011)
Proceeds from sale of equipment		10,132		-
Total outflows from investing activities	**$**	**(691,939)**	**$**	**(1,002,359)**
Cashflows from financing activities				
Sale of marketable securities	$	81,923	$	-
Security deposit and restricted cash	$	(461,504)	$	41,475
Share issuance costs		-		47,813
Shares issued for cash		-		1,004,500
Total inflows from financing activities	**$**	**(379,581)**	**$**	**1,093,788**
Increase (Decrease) in cash and cash equivalents	**$**	**(2,614,228)**	**$**	**(948,824)**
Cash and cash equivalents, beginning of the period		**3,778,151**		**1,613,607**
Cash and cash equivalents, end of the period	**$**	**1,163,923**	**$**	**664,783**

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, 2013 to September 30, 2015

(expressed in Canadian dollars)

	Common Shares (Note 7)		Reserves				
	Shares	Amount	Share-based Payment	Warrants	Other Comprehensive Income	Deficit	Total Shareholders' Equity
Balance, December 31, 2013	**8,673,989**	**$ 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	731,230	475,674	-	-	-	-	475,674
Issuance of common shares for cash pursuant to private placements	2,009,000	1,004,500	-	-	-	-	1,004,500
Share issue costs and finder's fee	-	(47,813)	-	-	-	-	(47,813)
Cumulative translation adjustment	-	-	-	-	(6,368)	-	(6,367)
Unrealized gain on available-for-sale marketable securities	-	-	-	-	679	-	679
Loss for the period	-	-	-	-	-	(1,129,219)	(1,129,219)
Balance, September 30, 2014	**11,413,988**	**$ 26,680,218**	**$ 3,053,097**	**$ 317,880**	**$ 30,373**	**$ (26,451,950)**	**3,629,618**
Issuance of common shares for exploration and evaluation assets	-	-	-	-	-	-	-
Anti-Dilution right	-	-	151,734	-	-	-	151,734
Issuance of common shares for cash pursuant to private placements	8,090,000	4,045,000	-	-	-	-	4,045,000
Share issue costs and finder's fee	-	(483,449)	254,658	13,492	-	-	(215,299)
Deferred Stock Based Compensation	-	-	120,191	-	-	-	120,191
Cumulative translation adjustment	-	-	-	-	13,128	-	13,128
Unrealized loss on available-for-sale marketable securities	-	-	-	-	(38,022)	-	(38,022)
Loss for the period	-	-	-	-	-	(1,732,321)	(1,732,321)
Balance, December 31, 2014	**19,504,219**	**$ 30,241,769**	**$ 3,579,681**	**$ 331,372**	**$ 5,478**	**$ (28,184,271)**	**5,974,029**
Issuance of common shares for debt	263,253	120,191	(120,191)	-	-	-	-
Anti-Dilution right	872,890	151,734	(151,734)	-	-	-	-
Stock-based compensation	-	-	283,124	-	-	-	283,124
Cumulative translation adjustment	-	-	-	-	136,331	-	136,331
Unrealized gain on available-for-sale marketable securities	-	-	-	-	-	-	-
Loss for the period	-	-	-	-	-	(1,619,289)	(1,619,289)
Balance, September 30, 2015	**20,640,362**	**$ 30,513,694**	**$ 3,590,880**	**$ 331,372**	**$ 141,809**	**$ (29,803,560)**	**4,774,195**

* Please note that Millrock consolidated its shares 10:1 on October 24, 2014.

All share capital balances have been adjusted to be shown on a consolidated basis.

(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 "Project 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, 2014 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, 2014.

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%
Millrock Mexico Holdings Corp	Canada	100%
Recursos Millrock	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 and amendments to existing standards have been published and are mandatory.

IFRS Standards Issued and Adopted

IFRIC 21 Levies
IFRS 10 (Amendment) Consolidated Financial Statements
IFRS 12 (Amendment) Disclosure of Interest in Other Entities
IAS 27 (Amendment) Investment Entities
IAS 36 (Amendment) Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets

The Company has evaluated and is in compliance with the above new and revised IFRS standards and has determined there to be no material impact on the consolidated financial statements.

IFRS Standards Issued But Not Yet Effective

IFRS 9 (Amendment) Financial Instruments
IFRS 11 (Amendment) Accounting for Acquisition of Interests in Joint Operations
IAS 16 (Amendment) Property, Plant and Equipment
IAS 38 (Amendment) Intangible Assets

Management intends to adopt the above standards in the Company's consolidated financial statements as of their effective dates, and is currently considering the impact of the adoption of these standards.

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, 2015, the Company had not yet achieved profitable operations, but had working capital of $1,506,629 (December 31, 2014: $3,599,142) and accumulated deficit of $29,803,560 (December 31, 2014 $28,184,271). 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 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.

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. 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
	Cristo*	Estelle	Pluton*	Humble	Fortymile	Peninsula	Stellar	Q4P	Galiuro*	Other	Total
Balance at December 31, 2014	$ -	$ 285,151	$ -	$ 8,049	$ 132,729	$ 106,243	$ 68,871	$ 5,040	$ -	$ 344,897	$ 950,980
Addition during the year											
Option costs:											
Option payments - cash	-	-	-	-	-	-	-	-	-	1,309	1,309
Shares issued	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	1,309	1,309
Exploration costs:											
Non-reimbursable costs	-	-	-	-	-	66,767	18,980	-	-	18,952	104,699
Acquisition	-	-	-	-	25	36,171	2,672	-	-	217,692	256,560
Drilling	-	-	-	-	-	646,161	-	-	-	-	646,161
Geochemistry	-	-	-	-	-	26,688	-	-	-	-	26,688
Geology	-	-	-	-	-	53,200	3,215	-	-	240,347	296,762
Geophysics	-	-	-	-	-	327	-	-	-	-	327
Environmental and permitting	-	-	-	-	-	35,162	-	-	-	-	35,162
External relations	-	-	-	-	-	12,615	-	-	-	-	12,615
Support and equipment	-	634	-	-	-	1,000,321	6,848	-	-	85,136	1,092,940
	-	634	-	-	25	1,877,412	31,716	-	-	562,127	2,471,914
Less:											
Recoveries	-	-	-	-	-	1,810,646	-	-	-	463,664	2,274,310
Option payments received	-	-	-	-	-	-	-	-	-	-	-
Shares received	-	-	-	-	-	-	-	-	-	-	-
Gain on option payments received	-	-	-	-	-	-	-	-	-	-	-
Gain on shares received	-	-	-	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	1,810,646	-	-	-	463,664	2,274,310
Net additions	-	634	-	-	25	66,766	31,716	-	-	99,772	198,912
Foreign currency translation	-	42,917	-	1,210	19,955	21,039	12,400	758	-	56,024	154,303
Balance at September 30, 2015	$ -	$ 328,702	$ -	$ 9,259	$ 152,709	$ 194,049	$ 112,987	$ 5,798	$ -	$ 500,692	$ 1,304,195

*Property was fully written off in 2014

(Expressed in Canadian dollars)

Exploration and Evaluation Assets

	Mexico							Corporate
	Coatan	Las Cuarentas	Guadalcazar	Ramard	Rio Sonora	Other	Total	Total
Balance at December 31, 2014	$ 52,097	$ 429,556	$ 431,528	$ 87,636	$ 335,543	$ 30,070	$ 1,366,428	$ 2,317,409
Addition during the year								
Option costs:								
Option payments - cash	-	-	-	-	-	-	-	1,309
Shares issued	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	1,309
Exploration costs:								
Non-reimbursable costs	-	-	-	-	-	-	-	104,701
Acquisition	21,511	122,429	78,387	19,377	170,226	18,657	430,586	687,146
Drilling	-	87	-	-	-	-	87	646,248
Geochemistry	2,858	16,684	12,862	12,541	3,938	8,707	57,590	84,278
Geology	1,511	24,468	5,822	-	25,460	11,738	68,999	365,762
Geophysics	-	-	-	-	-	-	-	327
Environmental and permitting	-	-	-	-	-	-	-	35,162
External relations	-	-	-	-	-	-	-	12,615
Support and equipment	1,028	4,447	743	92	8,317	2,670	17,297	1,110,236
	26,908	168,115	97,814	32,010	207,941	41,772	574,559	3,046,475
Less:								
Recoveries	-	-	-	-	-	20,482	20,482	2,294,793
Option payments received	-	-	-	-	-	-	-	-
Shares received	-	-	-	-	-	-	-	-
Gain on option payments received	-	-	-	-	-	-	-	-
Gain on shares received	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
	-	-	-	-	-	20,482	20,482	2,294,793
Net additions	26,908	168,115	97,814	32,010	207,941	21,289	554,077	752,991
Foreign currency translation	(628)	(143)	(423)	(393)	(2,514)	(385)	(4,487)	149,816
Balance at September 30, 2015	$ 78,377	$ 597,528	$ 528,919	$ 119,253	$ 540,970	$ 50,974	$ 1,916,018	$ 3,220,216

MILLROCK RESOURCES INC.
(An Exploration Stage Company)
For the Nine Months Ended September 30, 2015
(Expressed in Canadian dollars)

Exploration and Evaluation Assets

	Alaska											Arizona					USA
	Bluff*	Council*	Cristo	Estelle	Pluton*	Humble	Fortymile	Peninsula	Stellar	Uncle Sam*	Q4P	Galiuro	Dry Mtn.*	San Jose*	Monsoon*	Other	Total
Balance at December 31, 2013	$ -	$ -	$ 2,062	$ 623,972	$ -	$ 3,551	$ 451,721	$ 149,434	$ 241,226	$ -	$ 3,726	$ 17,101	$ -	$ -	$ -	$ 180,284	$ 1,673,077
Addition during the year																	
Option costs:																	
Option payments - cash	-	-	-	-	-	-	-	85,208	-	-	-	11,039	-	-	-	55,953	152,200
Shares issued	-	-	-	-	-	-	-	-	-	-	-	1,350	-	-	-	-	1,350
	-	-	-	-	-	-	-	85,208	-	-	-	12,389	-	-	-	55,953	153,550
Exploration costs:																	
Non-reimbursable costs	-	-	-	7,079	-	-	-	1,198	-	-	-	-	-	-	-	-	8,277
Acquisition	-	-	-	627	-	3,976	9,543	12,508	18,175	-	954	38,328	-	-	-	60,914	145,025
Drilling	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Geochemistry	-	-	-	-	-	-	-	36,407	-	-	-	242	-	-	-	160	36,809
Geology	-	-	-	5,359	-	-	-	117,662	21,752	-	-	8,389	-	-	-	13,324	166,486
Geophysics	-	-	-	-	-	-	-	104,463	-	-	-	-	-	-	-	-	104,463
Environmental and permitting	-	-	-	53	-	107	107	-	-	-	-	-	-	-	-	-	267
External relations	-	-	-	544	-	-	-	11,930	-	-	-	-	-	-	-	-	12,474
Support and equipment	-	-	-	9,192	-	-	-	375,732	17,365	-	-	6,103	-	-	-	11,777	420,168
	-	-	-	22,855	-	4,083	9,650	659,900	57,292	-	954	53,062	-	-	-	86,174	893,970
Less:																	
Recoveries	-	-	-	5,989	-	-	-	799,106	-	-	-	-	-	-	-	-	805,095
Option payments received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shares received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on option payments received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on shares received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Write off	-	-	2,202	404,434	-	-	362,183	-	248,801	-	-	85,213	-	-	-	-	1,102,833
	-	-	2,202	410,423	-	-	362,183	799,106	248,801	-	-	85,213	-	-	-	-	1,907,928
Net additions	-	-	(2,202)	(387,569)	-	4,083	(352,533)	(53,998)	(191,509)	-	954	(19,762)	-	-	-	142,127	(860,408)
Foreign currency translation	-	-	140	48,748	-	415	33,541	10,807	19,154	-	360	2,661	-	-	-	22,486	138,312
Balance at December 31, 2014	$ -	$ -	$ -	$ 285,151	$ -	$ 8,049	$ 132,729	$ 106,243	$ 68,871	$ -	$ 5,040	$ -	$ -	$ -	$ -	$ 344,897	$ 950,980

*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 December 31, 2013	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 1,673,077
Addition during the year								
Purchase price allocation	$ 41,299	$ 426,235	$ 387,069	$ 52,849	$ 234,731	$ 10,044	$ 1,152,227	$ 1,152,227
Option costs:								
Option payments - cash	-	-	-	-	-	-	-	152,200
Shares issued	-	-	-	-	-	-	-	1,350
	-	-	-	-	-	-	-	153,550
Exploration costs:								
Non-reimbursable costs	-	-	-	-	-	-	-	8,277
Acquisition	9,644	18,849	55,789	5,468	63,158	4,622	157,530	302,556
Drilling	-	-	-	-	-	-	-	-
Geochemistry	2,613	10,953	6,055	3,832	90,486	5,379	119,318	156,127
Geology	406	4,144	11,229	25,655	196,221	10,838	248,493	414,979
Geophysics	-	-	-	-	-	-	-	104,463
Environmental and permitting	-	-	-	-	-	-	-	267
External relations	-	-	-	-	-	-	-	12,474
Support and equipment	1,851	1,666	3,210	5,433	53,496	954	66,610	486,778
	14,514	35,612	76,283	40,388	403,361	21,793	591,951	1,485,921
Less:								
Recoveries	-	-	-	-	279,571	-	279,571	1,084,666
Option payments received	-	-	-	-	-	-	-	-
Shares received	-	-	-	-	-	-	-	-
Gain on option payments received	-	-	-	-	-	-	-	-
Gain on shares received	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	1,102,833
	-	-	-	-	279,571	-	279,571	2,187,499
Net additions	14,514	35,612	76,283	40,388	123,790	21,793	312,380	(548,029)
Foreign currency translation	(3,716)	(32,291)	(31,824)	(5,601)	(22,978)	(1,767)	(98,178)	40,134
Balance at December 31, 2014	$ 52,097	$ 429,556	$ 431,528	$ 87,636	$ 335,543	$ 30,070	$ 1,366,428	$ 2,317,409

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. The claim block was significantly reduced in the fourth quarter of 2013 and some costs associated with exploration of the mineral asset were written off. All the remaining claims that comprised the Cristo property were abandoned in 2014 and corresponding costs were written off.

(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 net smelter royalty of 3.0% 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 balance sheet date are Teck 64.8% and Millrock 35.2%. The joint project partners carried out geophysical and geological surveys. The results were reviewed in the third quarter of 2013 and a series of drill targets established. The partners also agreed to reduce the claim block resulting in a partial write off in 2013. No work on the property was done in 2014 except for camp maintenance. The claim block was further reduced in size and a further write-off was made. Operator Teck is seeking to vend the project.

(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 which was significantly reduced in the fourth quarter of 2013. Altius owns a royalty on the claims. Millrock reduced the size of the claim block, took a partial write off in 2013 and further reduced the block to a core holding in 2014. The Company 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. The claim holding was reduced during the fourth quarter of 2013 and a portion of the carrying value was written off. The claim block was further reduced in 2014 and a proportional amount of the carrying value was further written off. Millrock is seeking a partner for the project.

(e) Peninsula Property, Alaska

The Alaska Peninsula project is comprised of mineral lands owned by Bristol Bay Native Corporation. Millrock has previously signed an Exploration Agreement with an Option to lease through which the Company can secure a 100% leasehold interest for mining. The agreement covers a tract of land that covers three known porphyry copper-gold occurrences on the Alaska Peninsula. First Quantum Minerals ("FQM") signed a Right of First Refusal in the first quarter of 2014 and funded a sampling, mapping and geophysics survey. At the end of 2014 FQM decided to enter into a joint venture option agreement and fund a drilling program to take place in the third quarter of 2015. The Option to Joint Venture Agreement has been finalized. A drilling program was completed during the quarter.

(f) 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. 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. On August 6, 2013 Millrock announced that it had granted a Right of First Refusal to a major mining company. The mining company funded exploration program costs of approximately US$300,000. The work was completed and results received. In the fourth quarter of 2013 the mining company decided not to pursue further work on the project. The claim holding was reduced during the fourth quarter and a portion of the carrying value was written off. The claim block was further reduced in 2014 and a proportional amount of the carrying value was further written off. Millrock is actively seeking other potential partners and has one interested party that has agreed to business terms.

(g) 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. As part of the alliance Vale had optioned the AUDN property but also terminated their option on these specific claims. Millrock significantly reduced the claim block and carrying value in 2013. The claim block has now been reduced to a core holding and corresponding costs written off. The Company is seeking a partner.

Arizona Properties

(h) Galiuro Property, Arizona

On January 14, 2008, the Company entered into an agreement to purchase the Galiuro property located in southeastern Arizona. 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 retained rights near the Fourmile prospect and maintained the agreement with the underlying owner throughout 2014. Subsequent to the end of 2014 the Fourmile property was dropped and the claims were returned to the owner. All remaining costs have been written off.

Mexico Properties

On June 6, 2014 Millrock entered an agreement to purchase PMXH, now known as Millrock Mexico Holdings, 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, Los Cuarentes Este, Los Cuarentas Oeste, Los Chinos, Ramard, Los Chivos, Villa Hidalgo, Violeta and La Union. 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. The Coatan option was subsequently dropped. Millrock is marketing the projects to interested joint venture partners.

(i) Rio Sonora, Mexico

On October 20, 2014 Millrock entered into a letter of intent with a third party concerning the Rio Sonora project in northern Sonora, Mexico, pursuant to which the third party agreed to fund a $250,000 initial exploration program and thereby gain the exclusive right to enter an option to joint venture agreement on the project. The date for exercise of the exclusive right was extended by mutual agreement to March 15, 2015 but ultimately the funding party elected not to proceed with further exploration. Millrock is seeking a new partner to fund drilling.

(j) Other Properties

Currently the Company has several other very early stage properties in its portfolio. 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.

4. 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 and restricted cash for the quarter ended September 30, 2015 was $622,249 (December 31, 2014: $160,745).

5. 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 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.

(Expressed in Canadian dollars)

	9/30/2015			12/31/2014		
Quoted equity shares	# of shares	per share	Fair Value	# of shares	per share	Fair Value
Chalice Gold Mines, Ltd TSX-V: CXN	574,505	0.1	57,451	574,505	0.09	51,705
Coventry Resources Inc. ASX: CYY	-	-	-	1,136,656	0.005	5,683
Total Marketable Securities			$ 57,451			$ 57,389

During the third quarter the Company sold 1,136,656 shares of Coventry and realized a gain of $81,969 on the sales for the nine months ended September 30, 2015.

(Expressed in Canadian dollars)

6. Property, Plant and Equipment

	Furniture and fixtures	Office equipment	Leasehold improvement	Software	Vehicle	Total
Cost						
Balance at December 31, 2013	**$ 17,875**	**$ 266,560**	**$ 16,778**	**$ 76,760**	**$ 38,865**	**$ 416,838**
Additions	-	28,724	-	-	33,587	62,311
Foreign currency translation	1,622	22,007	1,522	6,964	1,110	33,225
Balance at December 31, 2014	**$ 19,497**	**$ 317,291**	**$ 18,301**	**$ 83,724**	**$ 73,562**	**$ 512,374**
Additions	-	3,982	-	-	-	3,982
Disposals	-	(2,793)	-	-	(21,290)	(24,083)
Foreign currency translation	2,931	44,090	2,751	12,586	5,469	67,828
Balance at September 30, 2015	**$ 22,428**	**$ 362,570**	**$ 21,052**	**$ 96,311**	**$ 57,741**	**$ 560,101**
Depreciation and impairment losses						
Balance at December 31, 2013	**$ 16,567**	**$ 238,058**	**$ 16,778**	**$ 76,760**	**$ 38,865**	**$ 387,028**
Depreciation for the year	1,311	27,479	-	-	4,058	32,848
Foreign currency translation	1,576	21,621	1,522	6,964	3,335	35,019
Balance at December 31, 2014	**$ 19,455**	**$ 287,158**	**$ 18,301**	**$ 83,724**	**$ 46,259**	**$ 454,896**
Depreciation for the year	45	11,980	-	-	6,980	19,004
Disposals	-	(467)	-	-	(21,290)	(21,757)
Foreign currency translation	2,927	39,934	2,751	12,586	2,408	60,607
Balance at September 30, 2015	**$ 22,428**	**$ 338,604**	**$ 21,052**	**$ 96,311**	**$ 34,356**	**$ 512,749**
Carrying amounts						
Balance at December 31, 2013	**$ 1,308**	**$ 28,502**	**$ -**	**$ -**	**$ -**	**$ 29,810**
Balance at December 31, 2014	**$ 42**	**$ 30,133**	**$ -**	**$ -**	**$ 27,303**	**$ 57,478**
Balance at September 30, 2015	**$ -**	**$ 23,966**	**$ -**	**$ -**	**$ 23,385**	**$ 47,350**

The company recognized a gain of $10,132 on the disposal of assets during the second quarter.

7. 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 8.

Issued and outstanding: 20,640,362 common shares (September 30, 2014: 11,413,988).

(Expressed in Canadian dollars)

	Number of Shares		Share Capital		Share-based payment	Warrants
Balance December 31, 2013	**8,673,989**	**$**	**25,247,857**	**$**	**3,053,097**	**$ 317,880**
Issued for mineral properties	1,500		1,350		-	-
Issued for acquisition	729,730		474,324			
Anti-Dilution right - Note 5	-		-		151,734	-
Issued for cash pursuant to						
Private placements	10,099,000		5,049,500		-	-
Share issue costs and finder's fee	-		(531,262)		254,658	13,492
Deferred Stock Based Compensation	-		-		120,191	-
Balance December 31, 2014	**19,504,219**	**$**	**30,241,769**	**$**	**3,579,681**	**$ 331,372**
Issuance of common shares for debt	263,253		120,191		(120,191)	-
Stock-based compensation	-		-		283,124	-
Issued for Anti-Dilution right	872,890		151,734		(151,734)	-
Balance September 30, 2015	**20,640,362**	**$**	**30,513,694**	**$**	**3,590,880**	**$ 331,372**

8. 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:

	2015	2014
Dividend yield	Nil	Nil
Expected volatility	139.90%	-
Risk-free rate of return	0.51%	-
Expected life of options	5 years	-

Total share-based payments recognized in the interim consolidated statements of loss during the quarter ended September 30, 2015 was $199,563 (September 30, 2014: $0).

(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	20,640,362	-
Incentive stock options	1,391,500	$ 1.12
Share purchase warrants	12,257,140	$ 1.10
	34,289,002	-

The following table summarizes the Company's outstanding and exercisable share purchase options as of September 30, 2015:

Stock options	**Options**	**Weighted Average Exercise Price**
Outstanding & Exercisable at December 31, 2013	**549,000**	**$3.70**
Forfeited	(2,500)	$6.00
Forfeited	(2,500)	$2.10
Expired on May 8, 2014	(32,500)	$1.80
Forfeited	(10,000)	$6.00
Forfeited	(5,000)	$2.10
Forfeited	(5,000)	$7.50
Forfeited	(5,000)	$2.10
Expired on December 28, 2014	(60,000)	$2.50
Outstanding & Exercisable at December 31, 2014	**426,500**	**$3.93**
Granted March 13, 2015	1,070,000	$0.50
Forfeited	(15,000)	$7.50
Forfeited	(35,000)	$2.10
Expired on July 19, 2015	(20,000)	$4.00
Expired on August 25, 2015	(35,000)	$4.00
Outstanding & Exercisable at September 30, 2015	**1,391,500**	**$1.12**

The weighted average remaining contractual life of options outstanding at September 30, 2015 is 3.73 years (September 30, 2014: 2.76 years).

(b) Share Purchase Warrants and Agent Warrants

As of September 30, 2015, the Company had outstanding and exercisable warrants and agent warrants for the purchase of 12,257,140 common shares, as follows:

(Expressed in Canadian dollars)

Issued Date	Number of Warrants		Exercise Price	Expiry Date
Outstanding at December 31, 2012	**1,249,500**			
Issued for private placement - October 13, 2013	670,000	$	1.50	9-Oct-18
Outstanding at December 31, 2013	**1,919,500**			
Issued for private placement - June 19, 2014	2,009,000	$	1.00	19-Jun-19
Agent warrants issued, finders' option for private placement, June 19, 2014	120,600	$	1.00	19-Jun-19
Issued for private placement - October 22, 2014 **	8,090,000	$	0.70	21-Oct-16
Agent warrants issued, finders' option for private placement, October 22, 2014	428,000	$	0.50	21-Oct-19
Agent warrants issued, finders' warrants for private placement, October 22, 2014 **	35,040	$	0.70	21-Oct-16
Outstanding at December 31, 2014	**12,602,140**			
Expired June 11, 2015	(345,000)	$	4.50	21-Oct-16
Outstanding at September 30, 2015	**12,257,140**			
**Note these warrants have tiered exercise price of $0.70 until Oct. 21, 2016 and $1.00 thereafter until Oct. 21, 2019	**Weighted average price**	**$**	**1.10**	

(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, 2015:

	Amount	Exercise Price	Expiry Date
Common Shares outstanding as of September 30, 2015	20,640,362		
Warrants	904,500	$3.50	October 31, 2015
	670,000	$1.50	October 9, 2018
	2,009,000	$1.00	June 19, 2019
	120,600	$1.00	June 19, 2019
**	8,090,000	$0.70	October 21, 2016
	428,000	$0.50	October 21, 2019
**	35,040	$0.70	October 21, 2016
Employee Stock Options	58,000	$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	$4.75	January 31, 2017
	141,000	$2.10	June 21, 2017
	35,000	$2.30	November 15, 2017
	15,000	$1.00	July 17, 2018
	1,070,000	$0.50	March 13, 2020
Fully Diluted Shares Outstanding	34,289,002		

**Note these warrants have tiered exercise price of $0.70 until Oct. 21, 2016
and $1.00 thereafter until Oct. 21, 2019

9. Related Party Transactions

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

(Expressed in Canadian dollars)

	Nine Months Ended September 30	
	2015	**2014**
Consulting, directors and compensation	$ 555,267	$ 199,861
Stock based compensation	199,563	-
	$ 754,830	**$ 199,861**

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, 2015, due from related parties is $0 (December 31, 2014: $0), due to related parties $11,750 (December 31, 2014: $98,162) for directors' fees. These amounts are unsecured, do not bear interest and have no fixed terms of repayment.

10. 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 large financial institutions. Deposits are insured by the governments up to US$250,000 in the US and CAN$100,000 in Canada, therefore the maximum amount that may be exposed to credit risk totaling cash, restricted cash, and amounts receivable for the nine months ended September 30, 2015 is $1,696,923.

(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 $258,029 (September 30, 2014: $171,705) denominated in US dollars. A ten percent change in the exchange rate would result in a $25,803 (September 30, 2014: $17,171) impact to the Company's net income (loss). The Company has Mexican peso cash and working capital items of $72,749 (September 30, 2014: $283,280). A ten percent change in the exchange rate would result in a $7,275 (September 30, 2014: $28,328) 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 and the risk is not significant.

(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. 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 ability to continue as a going concern is dependent upon its ability to continue some of its existing partnerships, make partnerships on additional exploratory prospects, generate overhead recovery fees, receive option payments, or raise equity financing.

11. Subsequent Events

On October 13, 2015 the Company acquired an option to purchase a 100% interest in the Liberty Bell gold – copper project from Boot Hill Gold Mines Inc. To complete the purchase Millrock must make optional payments totalling US$600,000 over four years, pay annual claim rentals, and perform adequate assessment work to maintain the property. Millrock will seek a partner to fund the project.

On November 20, 2015 the Company announced plans for a financing to raise gross proceeds of $700,000 through the sale of 4,375,000 units (the “Units”) priced at $0.16 per Unit. Each Unit consists of one common share and one share purchase warrant (the "Warrants"). Each Warrant will entitle the holder to purchase one additional common share at a price of $0.22 per common share until and including the date which is one year from the closing date, thereafter at a price of $0.30 per common share until and including the date which is two years from the closing date and thereafter at a price of $0.40 per common share until and including the date which is four years from the closing date. Millrock expects to pay finder's fees in connection with this financing.

Management Discussion & Analysis

For the Nine Months Ended September 30, 2015

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 24, 2015. 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, 2015 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. ("Millrock" or the "Company") is engaged in the acquisition, exploration and development of mineral properties prospective for gold, copper and other valuable metals. The Company follows a Project 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 two outstanding mining jurisdictions: Alaska and Mexico. This business model shares risk by partnering with other companies that invest capital to move exploration projects toward development and production. As of the report date Millrock has twenty-two active exploration projects, eight gold, copper and zinc properties in Alaska, a uranium project in New Mexico, and twelve gold, silver and copper projects in Mexico. During 2015, three companies were earning in to Millrock's projects: Teck American Incorporated, a subsidiary of Teck Corporation ("Teck"), and First Quantum Minerals Ltd ("First Quantum") and another company, which for now wishes to remain anonymous, funded work on a Millrock 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;
- Drill programs are planned for various noted properties;

Risks and Uncertainties

i) Exploration and Development Risk

The Company’s properties in Alaska, Mexico and the southwest U.S. 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 as such, a large portion of its expenses are incurred in U.S. dollars, 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 as the Company considers these risks at a minimum.

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 1,391,500 stock options and 12,257,140 warrants outstanding. Directors and officers held 1,065,000 of the options and 118,000 of the warrants, and 326,500 of the options were held by employees and consultants of the Company. As of the quarter end there were 20,640,362 shares issued and outstanding. On a fully diluted basis including stock options and warrants the Company has a capitalization of 34,289,002 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 2015. In total, Millrock expended $3,047,784 on exploration year to date through the third quarter of 2015, of which $2,294,793 was supplied by partner companies that are earning into Millrock's projects. Additionally, the Company spent $593,270 on generative exploration through the third quarter. Millrock's share price remained relatively static during the quarter.

Highlights for the Quarter Ended September 30, 2015

- **i) Alaska Peninsula Project, Alaska:** A drilling program was completed at this project, with First Quantum funding the US$2 million program. Eight holes totaling ~2,493 m were drilled. The Dry Creek and Mallard Duck Bay targets were tested.
- **ii) Strategic Alliance, Alaska:** On March 12, 2015 Millrock announced that it had entered into a collaboration agreement with a major mining company. Throughout the third quarter a great deal of data compilation was done, and database constructed. Field visits to various potential project sites were visited with the partner. For the present time the major company funding this work prefers to remain anonymous.
- **iii) New Acquisitions:** Millrock acquired by option agreement under favourable terms the right to purchase a 100% interest in two different projects, the Liberty Bell project near Healy, Alaska and the Apex El Nido gold mine near Pelican, Alaska. The Liberty Bell agreement was made subsequent to the end of the third quarter.

Outlook

Continued adverse market conditions have reduced the amount of capital available from major mining companies but Millrock continues to develop projects that are of interest. The Company has cut overhead expenditures in pace with reduced revenues. Even with these reductions it is anticipated that some revenue will be derived from exploration overhead recovery fees and possibly option payments but this income will not offset all overhead costs. Millrock will have to bring in additional funds through new partnerships.

Millrock will continue to generate projects throughout Alaska and Mexico through research and early stage exploration work. Since many exploration companies have little cash they are dropping their assets or selling that at low cost. Millrock is taking advantage of the situation by building its property portfolio in anticipation of more favourable markets in the future.

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); the Togiak Terrane of southwest Alaska (Humble and Audn), the Tintina Gold Belt of eastern Alaska (Stellar, Fortymile, Liberty Bell), southeast Alaska (Apex El Nido) and the Alaska Peninsula of southwest Alaska (Peninsula). 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: An agreement with Bristol Bay Native Corporation (“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 in 2014. The exploration program, consisting of airborne magnetic, geological mapping, and rock and soil sampling, was executed and the results were very encouraging. Classic alteration patterns for porphyry copper deposits were defined at each prospect from rocks sample analysis. Zoned metal anomalies from soil sampling match well with the alteration patterns. Drill testing is warranted at each of the three prospects. First Quantum funded a drilling program valued at $2 million. The drilling program was completed during the quarter. Two prospects were tested; Mallard Duck Bay and Bee Creek. Eight holes totaling 2,493 m were drilled.

Arizona Properties

In 2014 the various Arizona properties have been dropped or returned to the owner and costs written off.

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.

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. A company funded an exploration program valued at approximately $250,000. Geological mapping, rock and soil sampling was done and existing geophysical surveys were reprocessed and interpreted. Geochemical anomalies coincident with geophysical features were identified. Mapping showed that post-mineral Tertiary rocks cover the entire property but are thin to the eastern and southeastern portion of the property. A drilling program has been laid out and permits for this activity obtained. Millrock is marketing the project to other companies.

Los 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.

Los 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. Mapping and sampling were done at this project in this quarter.

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. Millrock carried out soil sampling and prospecting on the claims in 2014.

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. Millrock was approached by a placer mining company on claims which previously formed part of the project, the claims had been dropped, but Millrock was able to recover the claims. The placer mining company has reimbursed Millrock's costs. Upon receipt of governmental paperwork Millrock will finalize a purchase agreement.

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. Sampling work was done on this project this quarter.

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. Adjacent claims will need to be secured in order to make a comprehensive land package.

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. Interest has been shown by a company. Mapping and sampling were done. Millrock is waiting to see if an offer will be made by the potential funding partner.

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.

Results of Operations

Nine Months Ended September 30, 2015 Compared to the Nine Months Ended September 30, 2014

The Company had revenue of $237,704 for the nine months ended September 30, 2015 compared to revenue of $1,157 for the nine months ended September 30, 2014, and a net loss before other comprehensive loss of $1,619,289, as compared to its net loss before other comprehensive loss of $1,129,219 for the nine months ended September 30, 2014.

General & administrative expenses overall for the nine months ended September 30, 2015 totalled $1,932,717 as compared to $1,060,178 for the same period in 2014. The five largest expense items are consulting, directors and salaries costs of $492,975, office and miscellaneous expense of $277,310, stock based compensation of $199,563, general exploration expense of $593,270, and investor relations of $214,216. These items comprise approximately 92% of the total general and administrative expenses of the Company.

Salaries and benefit costs amount to approximately 26% of the total general and administrative expenses for the nine months ended September 30, 2015, compared to 33% for the nine months ended September 30, 2014. This was a decrease in percentage but increase in costs because there were salary deferrals in the prior year.

Office and miscellaneous expenses amount to approximately 14%, of the total general and administrative expenses for the nine months ended September 30, 2014, compared to 21% for the same period 2014. The costs increased, but became a smaller portion of overall expenses.

Stock based compensation amount to approximately 10% of the Company's administrative expenses for the nine months ended September 30, 2015, compared to 0% for nine months ended September 30, 2014. This is related to options issued in 2015, no options had been issued during 2014.

General exploration costs amount to approximately 30% of the total general and administrative expenses for the nine months ended September 30, 2015 compared to 24% for the same period in 2014. The increase is due to the Company actively exploring properties in Mexico and Alaska.

Investor relations accounted for approximately 11% of the Company's administrative expenses for nine months ended September 30, 2015, compared to 7% for the same period ended 2014. The company increased spend in investor relations after completing the purchase of the Mexican subsidiary and in efforts to assist with the equity funding that occurred in the fourth quarter of 2014.

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:

	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Stock-based compensation	$ 199,563	$ -	$ 10,942
Investor relations	$ 214,216	$ 75,900	$ 107,728
Office and miscellaneous	$ 277,310	$ 227,617	$ 343,426
Consulting, directors and salaries	$ 492,975	$ 349,412	$ 580,570
General Exploration	$ 593,270	$ 251,710	$ 285,645
Accounting, audit and legal	$ 147,582	$ 126,414	$ 377,819
Amortization and depreciation	$ 14,633	$ 26,909	$ 713,229

The Company's quarterly financial results for the nine months ended September 30, 2015, 2014 and 2013 have been prepared in accordance with IFRS.

Summary of Quarterly Results

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

	Sep. 30 2015 Q3	Jun. 30 2015 Q2	Mar. 31 2015 Q1	Dec. 31 2014 Q4	Sep. 30 2014 Q3	Jun. 30 2014 Q2	Mar. 31 2014 Q1	Dec. 31 2013 Q4
Mineral expenditures	$ 902,807	$ 591,741	$ 563,930	$ 644,332	$ 1,333,539	$ 973,489	$ 95,429	$ (2,629,930)
G&A expense (including stock-based comp.)	1,932,717	1,430,887	927,388	1,868,831	1,060,178	723,007	308,978	429,465
Stock-based compensation	199,563	199,563	199,563	120,191	-	-	-	-
Adjusted G&A (excluding stock-based comp.)	1,733,154	1,231,324	727,825	1,748,640	1,060,178	723,007	308,978	429,465
Mineral properties write-off	-	-	-	1,102,833	-	-	-	2,808,322
Net Income/(loss)	(1,602,912)	(1,346,081)	(892,013)	(2,921,907)	(1,059,021)	(721,850)	(308,058)	(3,288,465)
Loss per share	$ (0.08)	$ 0.07	$ (0.07)	$ (0.25)	$ (0.10)	$ (0.09)	$ -	$ (0.30)

Liquidity and Capital Resources

As of September 30, 2015, the Company has accumulated a deficit of $29,803,560 and has working capital of $1,506,629 based on current assets of $2,273,419 and current liabilities of $766,790.

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. There are 1,391,500 options and 12,257,140 warrants outstanding as of the report date. 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. 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	
	2015	**2014**
Consulting, directors and compensation	$ 555,267	$ 199,861
Stock based compensation	199,563	-
	$ 754,830	**$ 199,861**

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, 2015, due from related parties is $0 (December 31, 2014: $0), due to related parties $11,750 (December 31, 2014: $98,162) 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, 2015 the Company had not yet achieved profitable operations, but had working capital of $1,506,629 (December 31, 2014: $3,599,142). 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 and amendments to existing standards have been published and are mandatory.

IFRS Standards Issued and Adopted

IFRIC 21 Levies
IFRS 10 (Amendment) Consolidated Financial Statements
IFRS 12 (Amendment) Disclosure of Interest in Other Entities
IAS 27 (Amendment) Investment Entities
IAS 36 (Amendment) Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets

The Company has evaluated and is in compliance with the above new and revised IFRS standards and has determined there to be no material impact on the consolidated financial statements.

IFRS Standards Issued But Not Yet Effective

IFRS 9 (Amendment) Financial Instruments
IFRS 11 (Amendment) Accounting for Acquisition of Interests in Joint Operations
IAS 16 (Amendment) Property, Plant and Equipment
IAS 38 (Amendment) Intangible Assets

Management intends to adopt the above standards in the Company's consolidated financial statements as of their effective dates, and is currently considering the impact of the adoption of these standards.

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 large financial institutions. Deposits are insured by the governments up to US$250,000 in the US and CAN$100,000 in Canada, therefore the maximum amount that may be exposed to credit risk totaling cash, restricted cash, and amounts receivable for the nine months ended September 30, 2015 is $1,696,923.

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 $258,029 (September 30, 2014: $171,705) denominated in US dollars. A ten percent change in the exchange rate would result in a $25,803 (September 30, 2014: $17,171) impact to the Company's net income (loss). The Company has Mexican peso cash and working capital items of $72,749 (September 30, 2014: $283,280). A ten percent change in the exchange rate would result in a $7,275 (September 30, 2014: $28,328) 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 and the risk is not significant.

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. 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 ability to continue as a going concern is dependent upon its ability to continue some of its existing partnerships, make partnerships on additional exploratory prospects, generate overhead recovery fees, receive option payments, or raise equity financing.

Share Capital

i) Authorized

Unlimited common shares without par value.

ii) Issued and outstanding common shares for the quarter ended September 30, 2015 was 20,640,362.

Legal Claims and Contingent Liabilities

At September 30, 2015, 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 13, 2015 the Company acquired an option to purchase a 100% interest in the Liberty Bell gold – copper project from Boot Hill Gold Mines Inc. To complete the purchase Millrock must make optional payments totalling US$600,000 over four years, pay annual claim rentals, and perform adequate assessment work to maintain the property. Millrock will seek a partner to fund the project.

On November 20, 2015 the Company announced plans for a financing to raise gross proceeds of $700,000 through the sale of 4,375,000 units (the "Units") priced at $0.16 per Unit. Each Unit consists of one common share and one share purchase warrant (the "Warrants"). Each Warrant will entitle the holder to purchase one additional common share at a price of $0.22 per common share until and including the date which is one year from the closing date, thereafter at a price of $0.30 per common share until and including the date which is two years from the closing date and thereafter at a price of $0.40 per common share until and including the date which is four years from the closing date. Millrock expects to pay finder's fees in connection with this financing.

Disclosure of Outstanding Share Data

The following table summarizes the number of common shares, stock options and share purchase warrants as of November 24, 2015:

	Amount	Exercise Price	Expiry Date
Common Shares outstanding as of September 30, 2015	20,640,362		
Warrants	670,000	$1.50	October 9, 2018
	2,009,000	$1.00	June 19, 2019
	120,600	$1.00	June 19, 2019
**	8,090,000	$0.70	October 21, 2016
	428,000	$0.50	October 21, 2019
**	35,040	$0.70	October 21, 2016
Employee Stock Options	1,000	$8.50	February 8, 2016
	40,000	$6.40	May 2, 2016
	25,000	$6.00	August 19, 2016
	6,500	$4.75	January 31, 2017
	141,000	$2.10	June 21, 2017
	35,000	$2.30	November 15, 2017
	15,000	$1.00	July 17, 2018
	1,070,000	$0.50	March 13, 2020
Fully Diluted Shares Outstanding	33,326,502		

**Note these warrants have tiered exercise price of $0.70 until Oct. 21, 2016
and $1.00 thereafter until Oct. 21, 2019

The following table summarizes the weighted average of stock options and share purchase warrants as of November 24, 2015:

	Number of Share	Weighted Average Exercise Price ($CDN)
Issued and outstanding common shares	20,640,362	-
Incentive stock options	1,333,500	$ 1.12
Share purchase warrants	11,352,640	$ 1.10
	33,326,502	-

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Director & Chairman, Compensation Committee

LISTINGS

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

CAPITALIZATION
(as at November 24, 2015)

Shares Authorized: Unlimited
Shares Issued: 20,640,362

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