

AMENDED Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

MILLROCK RESOURCES INC.

- the issuer's website address; and

www.millrockresources.com

- the address, telephone number and email address of the issuer's head office.

800 – 789 West Pender Street

Vancouver, BC V6C 1H2

Tel. 604 638-3164

Email: info@millrockresources.com

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in Alberta, British Columbia, Manitoba, Ontario, Quebec, Saskatchewan, and Nunavut.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | _____ |

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)

Details of distribution

Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

May 31, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

10,670,660 common shares

10,670,660 warrants. Each warrant is exercisable into one common share at \$0.44 until May 25, 2019.

445,773 Finder's Warrants. Each Finder's Warrant is exercisable into one common share at \$0.29 until May 31, 2018.

All the securities are subject to a hold period and may not be traded until October 1, 2016.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	14	\$0.29	300,698.10
Alberta	2	\$0.29	29,997.60
Newfoundland	1	\$0.29	30,000.50
Ontario	13	\$0.29	187,415.40
Quebec	3	\$0.29	60,146.00
Nova Scotia	1	\$0.29	4,999.60
United States	125	\$0.29	2,173,617.28
BVI	1	\$0.29	54,056.00
United Kingdom	1	\$0.29	10,742.18
Germany	1	\$0.29	10,150.00
Puerto Rico	2	\$0.29	44,950.00
Singapore	1	\$0.29	13,050.00
China	1	\$0.29	9,999.20
Switzerland	1	\$0.29	29,997.60
Ireland	2	\$0.29	19,998.40
Panama	2	\$0.29	44,996.40
Australia	4	\$0.29	64,677.54
Bermuda		\$0.29	
Cayman Islands	1	\$0.29	4,999.60
Total number of Purchasers	176		
Total dollar value of distribution in all jurisdictions (Canadian \$)			3,094,491.40

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
DR. D MALISIC MEDICINE PROFESSIONAL CORP 2981 BLOOR ST. W., SUITE A, ETOBICOKE, ON M8X 1C1 DRAGO MALISIC 416 234-1902	N/A	40,000	11,600.00	NI 45-106 S. 2.3	2016-05-31
KLN HOLDINGS INC 2554 MAID MARIAN PL, MISSISSAUGA ON L5K 2L9 LARRY KELLN 905 855-2094	N/A	40,000	11,600.00	NI 45-106 S. 2.3	2016-05-31
WAYNE MARLEY MEDICAL CORP. 62 BLACKFOOT PL	N/A	40,000	11,600.00	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
WOODSTOCK ON N4T 1E6 WAYNE MARLEY 519 537-0111					
DR HEATHER WILSON INC. 464 WARDLAW AVE, KELOWNA BC V1Y 5B4 HEATHER WILSON 250 575-0052	N/A	50,000	\$14,500.00	NI 45-106 S. 2.3	2016-05-31
BON-RO HOLDINGS 8800 BRODERICK RD RR3 WINDSOR ON N9A 6Z6 ROSAIRE BONDY 519 965-7673	N/A	75,000	21,750.00	NI 45-106 S. 2.3	2016-05-31
RICHARD CATTANACH REV TRUST, UAD 11/23/05; RICHARD CATTANACH, TRUSTEE, 7372 TRENTON WAY, FLORENCE, AZ 85132 RICHARD CATTANACH 480 390-6513	N/A	31,586	9,159.94	NI 45-106 S. 2.3	2016-05-31
DAVID SONDHEIMER FAMILY TRUST, UAD 02/04/2010; DAVID H. SONDHEIMER, TRUSTEE 2810 HIWALL CT, CASTLE ROCK, CO 80109 DAVID SONDHEIMER 303 681-3039	N/A	42,969	12,461.01	NI 45-106 S. 2.3	2016-05-31
ARGENTINA 123 LLC ATTN: THOMAS DAVIES; 9720 ECHO HILLS DR, LAS VEGAS, NV 89134 THOMAS DAVIES 661 430 4223	N/A	14,929	4,329.41	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
DTOM LIMITED PARTNERSHIP ATTN: VIRGINIA ABERNATHY; 6501 GRAYSON CT, NASHVILLE, TN 37205 VIRGINIA ABERNETHY 615 243-1424	N/A	38,858	11,268.82	NI 45-106 S. 2.3	2016-05-31
CARLOS A. GARCIA JR. DECLARATION OF TRUST, UAD 3/13/13; CARLOS A. GARCIA JR, TRUSTEE 1249 E. WORKMAN AVE, WEST CORVINA, CA 91790 CARLOS GARCIA 626 633-2032	N/A	130,982	37,984.78	NI 45-106 S. 2.3	2016-05-31
GATTO PTY LTD. ATTN: HERBERT ZIEGELBOCK; P.O. BOX 7168 EAST BALLINA 2478, NSW, AUSTRALIA HERBERT ZIEGELBOCK 075 547-6424		71,306	20,678.74	BCI 72-503	2016-05-31
MARTIN FAMILY TRUST, UAD 7/30/01; KYLE & MAGALI MARTIN, TRUSTEE PO BOX 1430, GREEN VALLEY, AZ 85622 KYLE & MAGALI MARTIN 520 300-6868		28,248	8,191.92	NI 45-106 S. 2.3	2016-05-31
MESSIAH COLLEGE ATTN: LOIS VOIGT; 1 COLLEGE AVE, STE 3010, MECHANICSBURG, PA 17055 DAVID WALKER		67,280	19,511.20	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
717 691-2315					
DAVID L & HELEN MITCHELL LIVING TRUST, UAD 4/01/10; DAVID & HELEN MITCHELL, TRUSTEES 1410 RIVERVIEW RD, CRESCENT, PA 15046-5428 DAVID & HELEN MITCHELL, JR. 724 457-7630		19,366	5,616.14	NI 45-106 S. 2.3	2016-05-31
BARRY MOHR SEPARATE PROPERTY TRUST, UAD 11/27/01; BARRY A. MOHR, TRUSTEE; 3386 SUNRISE ST., SAN DIEGO, CA 92101 BARRY MOHR 619 672-1510		20,514	5,949.06	NI 45-106 S. 2.3	2016-05-31
DAVID S. & ANNE M. NICKERSON REV LIVING TRUST, UAD 12/27/90; SCOTT & ANNE NICKERSON, TRUSTEES PO BOX 278, BIG HORN, WY 82833 DR SCOTT NICKERSON 307 674-9875		16,494	4,783.26	NI 45-106 S. 2.3	2016-05-31
ANDREW NOWAK LIV TRUST, UAD 2/20/02; ANDREW & THERESA NOWAK, CO-TRUSTEES 24220 SW PETES MOUNTAIN RD, WEST LINN, OR 97068 ANDREW NOWAK 503 636-1800		18,462	5,353.98	NI 45-106 S. 2.3	2016-05-31
MICHAEL H. PERRINI		24,653	7,149.37	NI 45-106	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
REVOCABLE TRUST, UAD 12/10/2012; MICHAEL H. PERRINI, TRUSTEE 7213 LONDON LANE, NEW ALBANY, OH 43054 MICHAEL PERRINI 614 939-9476				S. 2.3	
JEFFREY J. SHOLL REV TRUST, UAD 1/22/02; JEFFREY J. SHOLL, TRUSTEE 9531 WEST 78TH ST, SUITE 230, EDEN PRARIE, MN 55344 JEFFREY SHOLL 307 734-8017		17,928	5,199.12	NI 45-106 S. 2.3	2016-05-31
STEVEN & JUDITH REVOCABLE TRUST, UAD 7/19/95; STEVEN & JUDITH SMITH, TRUSTEES 227 CAMBRIDGE LANE, PETALUMA, CA 94952 STEVEN & JUDITH SMITH 707 782-1019		17,565	5,093.85	NI 45-106 S. 2.3	2016-05-31
SPIRES LAND & CATTLE, LP ATTN: SUSAN RUCH; 5 CUESTA LANE, SANTA FE, NM 87508 SUSAN RUCH 505 699-3944		16,998	4,929.42	NI 45-106 S. 2.3	2016-05-31
BK WERNER NON- EXEMPT MARITAL TRUST, UAD 7/23/87; BRADFORD K. WERNER, TRUSTEE 1 NORTH		151,271	43,868.59	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
BRENTWOOD BLVD, SUITE 1520, ST. LOUIS, MO 63105 BRADFORD WERNER 314 754-1425					
HOWARD FAMILY TRUST, UAD 4/29/99; JEFFREY & PAMELA HOWARD; TRUSTEES 619 VISTA VALINDA, SAN CLEMENTE, CA 92672 JEFFREY HOWARD 949 547-6118		55,215	16,012.35	NI 45-106 S. 2.3	2016-05-31
JACKSON 2009 FAMILY TRUST, UAD 10/9/09; ANDREW & JACQUELINE JACKSON, CO-TRUSTEES 12342 SALVIA WAY, SAN DIEGO, CA 92129 ANDREW JACKSON 858 357-4969		50,000	14,500.00	NI 45-106 S. 2.3	2016-05-31
THE ARTHUR & SUSAN STONE FAMILY TRUST, UAD 7/20/99; ARTHUR G. STONE, III & SUSAN STONE, TRUSTEES 28272 RANCHO PAMELITA, LAGUNA NIGUEL, CA 92677 SUSAN STONE 949 360-8787		40,000	11,600.00	NI 45-106 S. 2.3	2016-05-31
THE THOMAS & CATHY PHILIPP FAMILY TRUST, UAD 12/31/97; CATHY & THOMAS PHILIPP, TRUSTEES 5786 CONTE DR, CARSON CITY, NV 89701 THOMAS PHILIPP		40,000	11,600.00	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
775 461-3699					
DECLARATION OF TRUST AGREEMENT OF BRADFORD ROLLER, UAD 06/30/2011; BRADFORD L. ROLLER, TRUSTEE 347 MOREWOOD PKWY, ROCKY RIVER, OH 44116 BRAD ROLLER 216 533 2082		35,000	10,150.00	NI 45-106 S. 2.3	2016-05-31
CLAUDIA THORSRUD TRUST, UAD 9/29/11; CLAUDIA BIELENBERG - THORSRUD, TRUSTEE PO BOX 158, BIG FORK, MT 59911 CLAUDIA BIELENBERG THORSRUD 406 837-2636		44,783	12,987.07	NI 45-106 S. 2.3	2016-05-31
JEFFERY N. BROWN TRUST, UAD 05/08/08; JEFFERY N. BROWN, TRUSTEE 548 MARKET ST, #46960, SAN FRANCISCO, CA 94104 JEFFERY BROWN 415 830-4338		44,783	12,987.07	NI 45-106 S. 2.3	2016-05-31
GLENN INVESTMENTS LP ATTN: FLOYD HARLAN; 9010 EAST TOLLHOUSE ROAD, CLOVIS, CA 93611 FLOYD HARLAN 559 299-2354		44,783	12,987.07	NI 45-106 S. 2.3	2016-05-31
T. LOVELL ALPHA INC. ATTN: WARREN W.		89,566	25,974.14	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
LOVELL; 7847 NW HWY 225, OCALA, FL 34482 WARREN LOVELL					
THE MULLETT COMPANY ATTN: DAVID MULLETT; PO BOX 5000, NEWBURY, OH 44065 DAVID MULLETT 440 564-9000		67,174	19,480.46	NI 45-106 S. 2.3	2016-05-31
STAUDT HOLDINGS LLC ATTN: RICHARD STAUDT; 3340 NORTH STREET, MONTPELIER, VT 05602 RICHARD STAUDT 802 223-5923		67,174	19,480.46	NI 45-106 S. 2.3	2016-05-31
KINGS ROAD CAPITAL, GLOBAL MACRO FUND LTD ATTN: LONI SAUL; PO BOX 3170, NEMOURS CHAMBERS, ROAD TOWN, TORTOLA BVI LONI SAUL 356 996-17020		186,400	54,056.00	BCI 72-503	2016-05-31
SIOUX RESOURCES LLC APT 1703, 8665 BAY COLONY DR, NAPLES, FL 34108 DENNIS FUTCHIK 239 860-3335		35,000	10,150.00	NI 45-106 S. 2.3	2016-05-31
ELAINE BEGUN BYPASS TRUST, UAD 08/09/1984; JAY R. BEGUN, TRUSTEE 931 HARTZ WAY #200, DANVILLE, CA 94526 JAY BEGUN		74,700	21,663.00	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
925 743-8500 EXT102					
PEARL INVESTMENT CO, LLC ATTN: JAY BEGUN; 931 HARTZ WAY, SUITE 200, DANVILLE, CA 94526 JAY BEGUN 925 743-8500 EXT102		49,800	14,442.00	NI 45-106 S. 2.3	2016-05-31
MASTERING ALCHEMY 401K PSP, UAD 01/01/07; JIM SELF & ROXANE BURNETT, TRUSTEES 302 W CRESTLINE DR, BOISE, ID 83702 JIM SELF/ROXANE BURNETT 208 297-5786		39,770	11,533.30	NI 45-106 S. 2.3	2016-05-31
OE&S DEF COMP AGRMT 9/6/06 ATTN: E ZIMMERMAN BOULOS; 1524 SAN MARCO BLVD, JACKSONVILLE, FL 32207 E ZIMMERMAN BOULOS 904 398-9761		70,000	20,300.00	NI 45-106 S. 2.3	2016-05-31
NAKEETA LP ATTN: RANDY COULSON; 295 PALMAS INN WAY, PMB 115, HUMACAO, PR 00791 RANDY COULSON 832 752-1956		80,000	23,200.00	BCI 72-503	2016-05-31
EL REFUGIO ANNUITY SERVICE LLC ATTN: JOHN & CHARLES BRANT; PO		100,000	29,000.00	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
BOX 46063, DENVER, CO 80201 JOHN BRANT 303 292-9224					
SOUTHERN SLOPE SURVIVING GRANTORS MANAGEMENT TRUST, UAD 8/17/95; LESTER D. SPARKS, TRUSTEE 11602 HALEY HOLLOW, RICHMOND, TX 77407 LESTER SPARKS 713 503-9119		408,255	118,393.95	NI 45-106 S. 2.3	2016-05-31
THE MARTIN FAMILY TRUST, UAD 8/20/07; THOMAS A. MARTIN, TRUSTEE 228 EAST HARTLEY AVE, RIDGECREST, CA 93555 DR. THOMAS MARTIN 760 375-3364		90,000	26,100.00	NI 45-106 S. 2.3	2016-05-31
DRESSER FAMILY TRUST, UAD 8/23/1994; HUGH W. AND JOYCE A. DRESSER, TRUSTEES 1326 WEST PLATINUM STREET, BUTTE, MT 59701 HUGH & JOYCE DRESSER 406 723-4721		50,000	14,500.00	NI 45-106 S. 2.3	2016-05-31
TAPAWINGO FAMILY LTD A PARTNERSHIP ATTN: CLIFTON SCUDDER; N2719 HARDSCRABBLE RD, PALMYRA, WI 53156 CLIFTON SCUDDER 262 408-8666		50,000	14,500.00	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
RX PREP DEFINED BENEFIT PEN TRUST, UAD 12/13/13; KAREN SHAPIRO & SHERRY BROWN, TRUSTEES 1248 2ND ST, MANHATTAN BEACH, CA 90266 KAREN SHAPIRO/SHERRY BROWN 626 818-8291		137,500	39,875.00	NI 45-106 S. 2.3	2016-05-31
GARY A. VLAHOVICH REV TRUST, UAD 08/13/04; GARY & LINDA VLAHOVICH, TRUSTEES 8307 HIGHLAND ST, NORFOLK, VA 23518 GARY & LINDA VLAHOVICH 314 960-8663 OR 314 960-9444		100,000	29,000.00	NI 45-106 S. 2.3	2016-05-31
EUROPAC GOLD FUND 1404721 UMB BANK, 928 GRAND BLVD, MAILSTOP 1010502, KANSAS CITY, MO 64106 ADRIAN DAY 410 224-2037		1,080,000	313,200.00	NI 45-106 S. 2.3	2016-05-31
MUNDAY HOME SALES LTD 206-4400 DOMINION ST., BURNABY, BC V5G 4G3 MAXWELL MUNDAY 604 430-5624		280,000	81,200.00	NI 45-106 S. 2.3	2016-05-31
321 GOLD LTD. 10 MARKET ST. #621 GRAND CAYMAN CAYMAN ISLANDS		17,240	4,999.60	BCI 72-503	2016-05-31

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
ROBERT MORIARTY 345 947-85222					
AETERNUS HOLDINGS LIMITED UNIT 1411, 14/F, LIPPO SUN PLAZE, 28 CANTON RD., TSIMSHATSUI, KOWLOON, HONGKONG TROGH CHRISTIAAN 852 2377-0880		34,480	9,999.20	BCI 72-503	2016-05-31
BRIAN C. MCCUBBING SUPERANNUATION FUND PO BOX 268, NEDLANDS, 6909 W AUSTRALIA		34,480	9,999.20	BCI 72-503	2016-05-31
954866 ALBERTA INC. 71 SOUTHAMPTON DR SW, CALGARY, AB T2W 0T7 SCOTT HARKNESS 403 252-0706		86,200	24,998.00	NI 45-106 S. 2.3	2016-05-31
LLEWELLIN CAPITAL, INC. 305 – 1830 BLOOR ST WEST, TORONTO, ON M6P 0A2 PETER CHILIBECK 855 847-3876		34,480	9,999.20	NI 45-106 S. 2.5	2016-05-31
NEON RAINBOW HOLDINGS LTD. 21071 43A AVE, LANGLEY, BC V3A 8K4 ALLAN WILLIAMS 604 787-5653		100,000	29,000	NI 45-106 S. 2.3	2016-05-31
WADE COOK INVESTMENTS, LLC 3720 CRIPPLE CREEK CT, BEDFORD, TX 76021		34,480	9,999.20	NI 45-106 S. 2.3	2016-05-31

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
WADE COOK 817 996-3866					
		4,725,672	\$1,370,444.88		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Red Plug Capital Corp. 10177 – 170A Street Surrey, BC V4N 4N6	N/A	\$6,090.00	21,000 Finder's Warrants	\$0.29	NI 45-106 S. 2.3 2016-05-31	\$6,090.00

Sprott Global Resource Investments Ltd. 1910 Palomar Point Way, Suite 200 Carlsbad, CA 92008	N/A	\$105,262.00	362,973 Finder's Warrants	\$0.29	NI 45-106 S. 2.3 2016-05-31	\$105,262.00
SPROTT PRIVATE WEALTH LP 2600, 200 BAY ST. PO BOX 89 TOTONRO, ON M5J 2J2	R	\$17,922.00	61,800 Finder's Warrants	\$0.29	NI 45-106 S. 2.3 2016-05-31	\$17,922.00

***Each Finder's Warrant is exercisable into one common share at \$0.29 until May 31, 2018.**

Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: June 8, 2016

Millrock Resources Inc.

Name of [issuer/underwriter] (please print)

Janice Davies, Corporate Secretary Tel. 604 506-2099

Print name, title and telephone number of person signing

"Janice Davies"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

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