

**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](http://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](mailto: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  |
| <input type="checkbox"/> 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.

**December 10, 2015**

### **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.

**8,321,509 Units consisting of 8,321,509 common shares and 8,321,509 warrants. Each warrant is exercisable into one common share at \$0.22 until December 10, 2016, thereafter at \$0.30 until December 10, 2017 and thereafter at \$0.40 until December 10, 2019.**

**343,900 Finder's Warrants. Each Finder's Warrant is exercisable into one common share at \$0.22 until December 10, 2016, thereafter at \$0.30 until December 10, 2017 and thereafter at \$0.40 until December 10, 2019.**

**All the securities are subject to a hold period and may not be traded until April 11, 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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	9	\$0.16	\$382,000.00
Newfoundland	1	\$0.16	\$16,000.00
Ontario	2	\$0.16	\$40,000.00
United States	28	\$0.16	\$618,561.44
United Kingdom	2	\$0.16	\$22,400.00
Hong Kong	2	\$0.16	\$100,000.00
Switzerland	1	\$0.16	\$20,000.00
Sweden	1	\$0.16	\$10,400.00
Belgium	1	\$0.16	\$10,080.00
Bermuda	1	\$0.16	\$96,000.00
Panama	1	\$0.16	\$16,000.00
Total number of Purchasers	49		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,331,441.44

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.

<b>Information about non-individual purchasers</b>					
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)
2379388 Ontario Ltd. 23 White Harwood Seven Oaks, Kent, UK Contact: Dr. M. Kalairajah Tel.447956316584	N/A	20,000	\$3,200.00	BCI 72-503	2015-12-10
Aeternus Holdings Limited Unit 1411, 14/F, Lippo Sun Plaza 28 Canton Rd. Tsimshatsui, Kowloon, Hong Kong Contact: Christiaan Trogh Tel. 852 2377 0880	N/A	312,500	\$50,000.00	BCI 72-503	2015-12-10
Malibrigo Ltd. PO Box HM 2903 Hamilton HML4 Bermuda Contact: Robert Jennings Tel. 441 295 7753	N/A	600,000	\$96,000.00	BCI 72-503	2015-12-10
Munday-Maxwell & Gaylene-Association 206 6 4400 Dominion St., Burnaby, BC V5G 4G3 Contact: Maxwell Munday Tel. 604 430 5624	N/A	1,300,000	\$208,000.00	NI-45-106 S. 2.3	2015-12-10

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)
Pacific Website Company Inc. 1040 Palmerston Ave West Vancouver, BC V7S 2J3 Contact: Thomas Humphreys Tel. 604 607 4835	N/A	250,000	\$40,000.00	NI-45-106 S. 2.3	2015-12-10
Jeff & Kimberly Phillips Living Trust 145 S. Granados Ave. Solana Beach, CA 92075 Contact: Jeff Phillips, Trustee Tel: 858 481 4231	N/A	500,000	\$80,000.00	NI-45-106 S. 2.3	2015-12-10
Exploration Capital Partners 2005 LP 1910 Palomar Point Way, Ste. 200 Carlsbad, CA 92008 Contact: Gretchen Carter Tel: 760 444 5280	N/A	1,073,654	\$171,784.64	NI-45-106 S. 2.3	2015-12-10
Mitten Crab Ltd. 63 Furness Rd London, England NW10 5UJ Contact: Tad Barker Tel: 44 7768 667366	N/A	120,000	\$19,200.00	BCI 72-503	2015-12-10
Claudia Bielenberg Thorsrud Trust UAD 9/29/11 PO Box 158 295 River Bend Rd Big Fork, MT 59911 Contact: Claudia Bielenberg Thorsrud, Trustee Tel: 406 837 2636	N/A	80,000	\$12,800.00	NI-45-106 S. 2.3	2015-12-10

Jeffery N. Brown Trust UAD 05/08/08 Contact: Jeffery N. Brown, Trustee Tel: 415 830 4338	N/A	70,000	\$11,200.00	NI-45-106 S. 2.3	2015-12-10
Staudt Holdings LLC 3340 North St. Montpelier, VT 05602 Contact: Richard Staudt Tel: 802 223-5923	N/A	45,000	\$7,200.00	NI-45-106 S. 2.3	2015-12-10
Southern Slope Surviving Grantors Management Trust UAD 8/17/95  11602 Haley Hollow, Richmond, TX 77407 Contact: Lester D. Sparks Tel: 713 503 9119	N/A	87,000	\$13,920.00	NI-45-106 S. 2.3	2015-12-10
Deardorf 1987 Family Trust 7813 Greenbriar Dr. Amarillo, Tx 79119 Contact: David A. Deardorf, Eileen Deardorf, Trustees Tel: 806 367 7521	N/A	42,000	\$6,720.00	NI-45-106 S. 2.3	2015-12-10
The Martin Family Trust UAD 8/20/07 228 E. Hartley Ave. Ridgecrest, CA 93555 Contact: Thomas A. Martin, Trustee Tel. 760 371 5928	N/A	63,000	\$10,080.00	NI-45-106 S. 2.3	2015-12-10
Al Cramblett Living Trust UAD 11/14/2014 Contact: Alva D. Cramblett, Al Cramblett, Trustees Tel: 563 468 3133	N/A	63,000	\$10,080.00	NI-45-106 S. 2.3	2015-12-10
J & J Living Trust U/A dtd 6/4/1998 495 South Taaffee Street Sunnyvale, CA 94086 Contact: Raymond	N/A	63,000	\$10,080.00	NI-45-106 S. 2.3	2015-12-10

Johnson, Cynthia P. Johnson, Trustees Tel: 408 735 1457					
Daaqian Holdings Ltd. Hellebo Gard Landskrona, S-26192 Sweden Contact: Bengt E. Ling Tel: 4670 587 0595	N/A	65,000	\$10,400.00	BCI 72-503	2015-12-10
J. David Noll Management Trust UAD 6/19/09 P.O. Box 1198 Big Timber, MT 59011 Contact: J. David Noll, Trustee Tel: 406 930 1608	N/A	100,000	\$16,000.00	NI-45-106 S. 2.3	2015-12-10

### **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 6 170A Street Surrey, BC V4N 4N6	N/A	\$19,880	124,250 Finderø Warrants	*\$0.22 / \$0.30 / \$0.40	NI 45-106 S. 2.3	\$19,880
Sprott Global Investments Ltd. 1910 Palomar Point Way, Suite 200 Carlsbad, CA 92008	N/A	\$22,975	143,594 Finderø Warrants	*\$0.22 / \$0.30 / \$0.40	NI 45-106 S. 2.3	\$22,975
Canaccord Genuity Corp. PO Box 10337 2200-609 Granville Street Vancouver, BC V7Y 1H2	R	\$224	1,400 Finderø Warrants	*\$0.22 / \$0.30 / \$0.40	NI 45-106 S. 2.3	\$224

**\*Each Finder's Warrant is exercisable into one common share at \$0.22 until December 10, 2016, thereafter at \$0.30 until December 10, 2017 and thereafter at \$0.40 until December 10, 2019.**

### **Certificate**

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

Date: December 17, 2015

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  
Facsimile: (604) 899-6581