

## 51-102F3 Material Change Report

### Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

**MILLROCK RESOURCES INC.  
800 – 789 West Pender Street  
Vancouver, BC V6C 1H2**

### Item 2 Date of Material Change

State the date of the material change.

**December 15, 2017**

### Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument

December 15, 2017 disseminated via Marketwire.

### Item 4 Summary of Material Change

**Millrock Resources Inc. (TSX-V: MRO, OTCQX: MLRKF) ("Millrock") reports that the non-brokered private placement announced on November 28, 2017 has closed and a total of 6,970,000 Units (the "Units") at a price of \$0.25 per Unit were issued for gross proceeds of \$1,742,500.**

**Each Unit consisted of one common share and one share purchase warrant (a "Warrant") entitling the holder to purchase one additional common share for \$0.35 per Share until December 15, 2018, thereafter for \$0.45 per Share until December 15, 2019 and thereafter for \$0.55 per Share until December 15, 2020.**

**Finder's fees were paid as follows: \$600 to Sprott Private Wealth LP, \$41,325 to Sprott Global Resource Investments, Ltd., \$10,500 to Red Plug Capital Corp, \$3,000 to Canaccord Genuity Corp., \$4,200 to Haywood Securities Inc. and \$600 to Leede Jones Gable.**

**The common shares, Warrants and all common shares issuable upon exercise of Warrants are subject to a four month hold period and may not be traded until April 16, 2018.**

### Item 5 Full Description of Material Change

#### 5.1 Full Description of Material Change

Supplement the summary required under Item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other

material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

**Not applicable**

## **5.2 Disclosure for Restructuring Transactions**

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its securityholders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

### **INSTRUCTIONS**

- (i) If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.
- (ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at [www.sedar.com](http://www.sedar.com).

**Not applicable.**

## **Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

### **INSTRUCTION**

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

**Not applicable.**

## **Item 7 Omitted Information**

State whether any information has been omitted on the basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

## INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

**No information has been omitted.**

### **Item 8 Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

**Gregory Beischer**  
**(604) 638-3164**

### **Item 9 Date of Report**

Date the Report.

**This report is dated the 15th day of December, 2017.**