The following discussion and analysis of the operations, results and financial position of Gray Rock Resources Ltd. (the "Company" or "Gray Rock") should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2014, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the notes thereto.

This Management Discussion and Analysis ("MD&A") is dated April 29, 2015 and discloses specified information up to that date. Gray Rock is classified as a "venture issuer" for the purposes of National Instrument 51-102.

We recommend that readers consult the "Cautionary Statement" on the last page of this report.

Additional information relating to the Company can be obtained by contacting David Wolfin, the President & CEO of the Company, or on SEDAR at www.sedar.com, or on the Company's website at www.grayrockresources.com.

Business Overview

Gray Rock Resources Ltd. ("the Company") was incorporated under the laws of the Province of British Columbia. Its principal business comprises the exploration for and development of mineral properties.

The Company is in the exploration stage. The common shares of the Company commenced trading on the TSX Venture Exchange on November 29, 2006 under trading symbol GRK. The Company is classified as a Mineral Exploration company. The financial statements to which this MD&A relates have been prepared on a going concern basis, which presumes the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company had a working capital deficit of $168,014 at December 31, 2014 and has accumulated losses of $1,766,782 since incorporation. The Company's ability to meet its obligations and maintain its operations is contingent upon additional financing or profitable operations in the future.

Overall Performance

Silver Stream Property

Located 25km northeast of Bralorne, B.C., in the Lillooet mining district of British Columbia, the Company holds 100% tenure in the Silver Stream I and II mineral claims (the "Silver Stream Property"). First explored in 1988, the Silver Stream Property has produced a number of anomalous-to-significant gold showings in sampling, trenching and drilling. Although still an "early-stage" property, a July 2006 Technical Report filed on SEDAR states: *"…the nature of the mineralization seen in the known showings in the context of the Bridge River camp show the property has good potential to develop economic gold mineralization."*

The renowned Bralorne gold mine, which produced 4.1 million ounces of gold between 1932 and 1971, lies about 25 kilometers southwest of Silver Stream. The average grade of the Bralorne mine complex was 0.52 opt gold, and it remains the largest historic gold producer of the Canadian Cordillera.

Documented gold exploration on the Silver Stream Project, undertaken between 1987 and 2014, has involved approximately 1,759m of diamond drilling in 10 holes, hand and excavator trenching, mapping, rock geochemistry, and reconnaissance and grid soil geochemistry. Two significant zones of gold mineralization have been discovered, the Silverstream West and Southeast zones.

At the year-end of 2014, mineral claims Silver Stream I and II remain in good standing.

Mineral Claim Lease Agreement

The Company has entered into a mining lease agreement for the Silver Stream 2 property with Saxifrage Geological Services Ltd. ("Saxifrage"). In accordance with the terms of the agreement, Saxifrage has agreed to pay the Company an annual rental of $10,000 for a term of seven years, with the first payment due on December 12, 2015. In addition, the Company granted Saxifrage an option to purchase the property for $500,000 payable at any time during the term of the agreement, subject to a 5% Net Smelter Returns Royalty on metals and a 5% Gross Overriding Royalty on any jade production. Any future royalty payments due to the Company from Saxifrage after the exercise of option, shall be reduced by $500,000.

Review of Operations

Three months ended December 31, 2014 compared with the three months ended December 31, 2013.

	December 31, 2014	December 31, 2013	Note
General and Administrative Expenses			
Administrative fees	$ 4,098	$ 5,916	
Foreign exchange gain	(141)	(5)	
Interest and bank charges	61	66	
Listing and filing fees	-	500	
Office and miscellaneous	1,441	1,838	
Professional fees	9,319	11,902	
Shareholder information	-	494	
Transfer agent fees	643	528	
	(15,421)	(21,239)	
Other income			
Interest Income	-	2	
Net Loss	(15,421)	(21,237)	**1**
Other Comprehensive Income (Loss) Items that may be reclassified subsequently to income or loss			
Unrealized (gain) loss in fair value of available-for-sale investment	133	(731)	
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	$ (15,288)	$ (21,968)	
Basic and Diluted Loss per Share	$ (0.00)	$ (0.00)	
Weighted average shares outstanding	11,464,961	11,464,961	

1. During the period the net loss decreased by $6,680 compared to same quarter last year. The Company has reduced its operating activities due to current market conditions and continues to monitor is operating costs carefully.

Year ended December 31, 2014 compared with the year ended December 31, 2013.

	December 31, 2014	December 31, 2013	Note
General and Administrative Expenses			
Administrative fees	$ 16,020	$ 28,685	**1**
Foreign exchange loss (gain)	(110)	33	
Interest and bank charges	186	158	
Listing and filing fees	7,071	8,346	
Office and miscellaneous	6,113	9,090	**1**
Professional fees	19,076	13,112	**2**
Shareholder information	1,719	1,662	
Transfer agent fees	4,861	4,072	
	(54,956)	(65,158)	
Other income			
Interest Income	30	15	
Net Loss	(54,926)	(65,143)	
Other Comprehensive Loss Items that may be reclassified subsequently to income or loss			
Unrealized loss in fair value of available-for-sale investment	(333)	(2,128)	
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	$ (55,259)	$ (67,271)	**3**
Basic and Diluted Loss per Share	$ (0.00)	$ (0.01)	
Weighted average shares outstanding	11,464,961	11,464,961	

1. Administrative fees decreased by $12,665 compared to last year. The Company revised the cost allocation for payroll expenses to reflect a decrease in spending on general administrative activities as the result of a decrease in operations. The Company also experienced a decrease in office and miscellaneous expense of $2,957 as the result of a decrease in operating activities.

2. Professional fees increased by $5,964 compared to last year. The Company experienced an increase in legal fees relating to a mineral claim lease agreement it entered into in December 2014

3. As a result of the foregoing, net loss for the year was $54,926 compared to a net loss of $64,143 for last year, a decrease of $12,012.

Selected Annual Information

The following financial data is derived from the Company's financial statements for the most recently completed and comparative fiscal years:

	December 31, 2014	December 31, 2013	December 31, 2012
Total revenues	-	-	-
Net Loss for the year	$ (54,926)	$ (65,143)	$ (54,670)
Loss per share	(0.00)	(0.01)	(0.00)
Total Assets	304,988	303,677	309,704
Total Liabilities	174,102	117,532	56,288
Working Capital (deficit)	(168,014)	(108,505)	(46,131)

Summary of Quarterly Results

Quarter ended	2014 Dec. 31 Q4	2014 Sep. 30 Q3	2014 Jun. 30 Q2	2014 Mar. 31 Q1	2013 Dec. 31 Q4	2013 Sep. 30 Q3	2013 Jun. 30 Q2	2013 Mar. 31 Q1
Total Revenue	-	-	-	-	-	-	-	-
Net loss	(15,421)	(12,079)	(11,718)	(15,708)	(21,237)	(12,128)	(15,438)	(16,340)
Basic and diluted loss per Share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The Company has generally reduced its operating expenditures in 2014 as there has been a decrease in exploration activities and related administrative services required to service the Company. Management expects to continue to keep the operating costs of the Company to a minimum until such time as it resumes exploration activities.

Liquidity and Capital Resources

Historically, the Company has raised funds through equity financing to fund its operations. At December 31, 2014, the Company had a cash balance of $2,470 and a working capital deficiency of $168,014 and accumulated losses of $1,766,782 since incorporation. The Company's ability to meet its obligations and maintain its operations is contingent upon additional financing or profitable operations in the future however there can be no assurance that the Company will be able to obtain additional financing, or achieve profitability or positive cash flow. If the Company is unable to generate positive cash flow or obtain adequate financing, the Company will need to further decrease its operations and exploration activities.

The Company is reviewing financing options to raise capital in 2015 to meet its current obligations and operating expenses.

The Company is in the exploration stage. The investment in and expenditures on the mineral properties comprise substantially all of the Company's assets. The recoverability of amounts shown for its mineral property interest and related deferred costs and the Company's ability to continue as a going concern is dependent upon the continued support from its directors, the discovery of economically recoverable reserves, and the ability of the Company to obtain the financing necessary to complete development and achieve profitable operations in the future. The outcome of these matters cannot be predicted at this time.

Mineral exploration and development is capital extensive, and in order to maintain its interest the Company will be required to raise new equity capital in the future. There is no assurance that the Company will be successful in raising additional new equity capital.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Related Party Transactions

(a) Key management compensation

For the year ended December 31, 2014 and 2013

The Company has identified its directors and certain senior officers as its key management personnel. The compensation costs for key management personnel for the year ended December 31, 2014 and 2013 are as follows:

		2014		2013
Consulting fees, salaries and benefits	$	4,474	$	16,007

(b) Due to related parties
As at December 31, 2014, $106,419 (December 31, 2013 - $81,906) was due to Oniva. The Company receives rent, office and administrative supplies and services from Oniva, a private company related by common management.

As at December 31, 2014, $nil (December 31, 2013 - $1,575) was due to Saulnier Capital Consulting Corp., a private company related by common management.

The amounts due to related parties are non-interest bearing, unsecured and due on demand.

(c) Related party transactions
During the year ended December 31, 2014, $22,711 (2013 - $39,648) was charged for office, occupancy and miscellaneous costs and salaries, and administrative services paid on behalf of the Company by Oniva International Services Corp. ("Oniva"). Further, the Company paid $526 of administrative fees (2013 - $954) to Oniva and $180 (2013 - $500) for reimbursement of mineral claim taxes, license fees and staking.

The Company takes part in a cost-sharing arrangement to reimburse Oniva for a variable percentage of its overhead expenses, to reimburse 100% of its out-of-pocket expenses incurred on behalf of the Company, and to pay a percentage fee based on the total overhead and corporate expenses. The arrangement may be terminated with one-month's notice by either party.

(d) Investment in related party
The Company has an investment in a related company as described in Note 3 of the audited consolidated financial statements.

(e) Loan from related party
The Company entered into a loan agreement with one of its directors. As at December 31, 2014, $30,000 (December 31, 2013 – $10,000) of the loan payable was outstanding. The loan is non-interest bearing and is due on demand.

Critical Judgments and Estimates

The preparation of these financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amount of revenues and expenses for the year's reported. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in operations in the period they become known.

Financial Instruments

The Company's financial instruments include cash, investment in a related company, loan from related party, trade and other payables, and amounts due to related party. The carrying values of these financial instruments approximate their fair values due to their short term nature. The Company is not exposed to significant interest, credit or currency risk arising from these financial instruments.

Risks

Mineral exploration and development involve a high degree of risk and few properties are ultimately developed into producing mines. There is no assurance that the Company's future exploration and development activities will result in any discoveries of commercial bodies of ore. Whether an ore body will be commercially viable depends on a number of factors including the particular attributes of the deposit such as size, grade and proximity to infrastructure, as well as mineral prices and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in a mineral deposit being unprofitable.

Outstanding Share Data

The Company's authorized share capital consists of unlimited common shares without par value.

As at December 31, 2014 and April 29, 2015, there were 11,464,961 common shares outstanding .

As at December 31, 2014 and April 29, 2015, there were nil share purchase warrants outstanding .

Changes in Accounting Standards

The mandatory adoption of the following new and revised accounting standards and interpretations on January 1, 2014, had no significant impact on the Company's consolidated financial statements for the periods presented:

- IAS 36 – Impairment of Assets
- IFRIC 21 – Levies

The following accounting standards were issued but not yet effective as of December 31, 2014:

- IFRS 15 – Revenue from Contracts with Customers
- IFRS 9 – Financial Instruments

The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

Disclosure Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for evaluating the effectiveness of the Company's disclosure controls and procedures and have concluded, based on our evaluation, that they are effective as at December 31, 2014 to ensure that information required to be disclosed in reports filed or submitted under Canadian securities legislation is recorded, processed, summarized and reported within the time period specified in those rules and regulations.

Internal Controls over Financial Reporting

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company assessed the design of the internal controls over financial reporting as at December 31, 2014 and concluded that there are material weaknesses in internal controls over financial reporting, which are as follows:

a) Due to the limited number of staff resources, the Company believes there are instances where a lack of segregation of duties exist to provide effective controls; and

b) Due to the limited number of staff resources, the Company may not have the necessary in-house knowledge to address complex accounting and tax issues that may arise.

The weaknesses and their related risks are not uncommon in a company the size of the Company because of limitations in size and number of staff. The Company believes it has taken steps to mitigate these risks by hiring additional personnel, consulting outside advisors, and involving the Audit Committee and Board of Directors in reviews and consultations where necessary. However, these weaknesses in internal controls over financial reporting could result in a more than remote likelihood that a material misstatement would not be prevented or detected. The Company believes that it must take additional steps to further mitigate these risks by consulting outside advisors on a more regular and timely basis.

There have been no changes in the Company's internal controls over financial reporting that occurred during the year ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

Cautionary Statement

This MD&A is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of April 29, 2014. Except for historical information or statements of fact relating to the Company, this document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change. These statements involve known and unknown risks, uncertainties, and other factor that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.