



MERYLLION RESOURCES CORP.

**Condensed Interim Financial Statements
(Unaudited)**

**For the Three Months Ended December 31, 2023, and
2022**

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

MERYLLION RESOURCES CORP.

Condensed Interim Statements of Financial Position (Unaudited)

As at

(In Canadian Dollars)

	Note	December 31, 2023 \$	September 30, 2023 (Audited) \$
ASSETS			
CURRENT			
Cash		80,950	69,913
Amounts receivable		26,181	14,260
Prepays		45,000	-
TOTAL CURRENT ASSETS		152,131	84,173
Exploration and evaluation assets	9	33,746	10,570
TOTAL ASSETS		185,877	94,743
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities	8	252,958	202,565
Loan payable	8	42,260	42,260
TOTAL LIABILITIES		295,218	244,825
EQUITY			
Share capital	7b)	17,097,971	17,097,971
Shares to be issued	7c)	130,000	-
Contributed surplus	7e)	755,779	755,779
Deficit		(18,093,091)	(18,003,832)
Total equity (deficiency)		(109,341)	(150,082)
TOTAL LIABILITIES AND EQUITY (DEFICIENCY)		185,877	94,743

The accompanying notes are an integral part of these condensed interim financial statements.

Going concern (Note 1)

Subsequent events (Note 10)

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Signed"

"Richard Revelins"

Director

"Signed"

"Guy Charette"

Director

MERYLLION RESOURCES CORP.**Condensed Interim Statements of Loss and Comprehensive Loss (Unaudited)****For the three months ended December 31, 2023, and 2022***(Expressed in Canadian Dollars)*

	Note	2023	2022
		\$	\$
ADMINISTRATIVE EXPENSES			
Professional fees	8	47,055	30,096
Management fees	8	19,248	19,248
Office and administration		16,102	34,864
Regulatory and filing fees		5,911	2,070
TOTAL ADMINISTRATIVE EXPENSES		88,316	86,278
Foreign exchange loss		943	1,226
NET LOSS AND COMPREHENSIVE LOSS		89,259	87,504
LOSS PER SHARE, basic and diluted		(0.00)	(0.00)
Weighted average number of common shares, basic and diluted		29,889,455	27,889,455

The accompanying notes are an integral part of these condensed interim financial statements.

MERYLLION RESOURCES CORP.

Condensed Interim Statements of Changes in Equity (Deficiency) (Unaudited)

For the three months ended December 31, 2023, and 2022

(Expressed in Canadian Dollars)

	Note	Shares Issued	Shares to be issued	Share Capital	Shares to be Issued	Share- option Reserve	Warrants	Deficit	Total
				\$	\$	\$	\$	\$	\$
Balance, September 30, 2022 (Audited)		27,889,455	-	17,002,806	-	680,703	65,581	(17,244,882)	504,208
Private placement	7b)	-	2,000,000	-	100,000	-	-	-	100,000
Expiry of warrants	7d)	-	-	-	-	65,581	(65,581)	-	-
Net loss and comprehensive loss for the period		-	-	-	-	-	-	(87,504)	(87,504)
Balance, December 31, 2022		27,889,455	2,000,000	17,002,806	100,000	746,284	-	(17,332,386)	516,704
Balance, September 30, 2023 (Audited)		29,889,455	-	17,097,971	-	755,779	-	(18,003,832)	(150,082)
Private placement	7c)	-	3,250,000	-	130,000	-	-	-	130,000
Net loss and comprehensive loss for the period		-	-	-	-	-	-	(89,259)	(89,259)
Balance, December 31, 2023		29,889,455	3,250,000	17,097,971	130,000	755,779	-	(18,093,091)	(109,341)

The accompanying notes are an integral part of these condensed interim financial statements.

MERYLLION RESOURCES CORP.**Condensed Interim Statements of Changes in Cash Flows (Unaudited)****For the three months ended December 31, 2023, and 2022***(Expressed in Canadian Dollars)*

	Note	2023	2022
		\$	\$
OPERATING ACTIVITIES			
Net loss for the period		(89,259)	(87,504)
Changes in non-cash working capital items:			
Amounts receivable		(11,921)	28,840
Prepays		(45,000)	-
Accounts payable and accrued liabilities		50,393	27,163
Cash flows (used in) operating activities		(95,787)	(31,501)
FINANCING ACTIVITIES			
Proceeds from private placement	7c)	130,000	100,000
Cash flows from financing activities		130,000	100,000
INVESTING ACTIVITIES			
Expenditures on exploration and evaluation assets	9	(23,176)	-
Cash flows (used in) investing activities		(23,176)	-
Change in cash during the period		11,037	68,499
Cash, beginning of period		69,913	66,549
Cash, end of period		80,950	135,048

The accompanying notes are an integral part of these condensed interim financial statements.

MERYLLION RESOURCES CORP.

Notes to the Condensed Interim Financial Statements (Unaudited)

For the three months ended December 31, 2023, and 2022

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Meryllion Resources Corp. (the "Company" or "Meryllion") was incorporated on July 25, 2013, under the laws of British Columbia. Meryllion is a natural resource company, at the exploration stage, engaged in the acquisition and exploration of resource properties. The Company's shares trade on the Canadian Securities Exchange ("CSE") under the symbol MYR.

The Company's head office is located at 301-217 Queen St. West, Toronto, Ontario, Canada, M5V 0R2.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Realization values may be substantially different from carrying values as shown and the financial statements do not given effect to adjustments that would be necessary to the carrying values and the classification of assets and liabilities should the Company be unable to continue operating as a going concern. Such adjustments could be material.

At December 31, 2023, the Company had an accumulated deficit of \$18,093,091 (September 30, 2023 - \$18,003,832) and working capital deficit of \$143,087 (September 30, 2023 - \$160,652). The Company incurred a net loss of \$89,259 during the three months ended December 31, 2023 (2022 - \$87,504). These circumstances raise material uncertainties which may cast substantial doubt as to the ability of the Company to meet its ongoing obligations as they come due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise adequate financing to meet its present and future commitments and to generate profitable operations in the future.

2. BASIS OF PRESENTATION

(a) Statement of compliance

The condensed interim financial statements of the Company have been prepared in accordance with IAS 34 Interim Financial Reporting. The condensed interim financial statements of the Company should be read in conjunction with the Company's 2023 annual financial statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The condensed interim financial statements have been prepared using accounting policies consistent with those used in the Company's 2023 annual financial statements except for income tax expense which is recognized and disclosed for the full financial year in the audited financial statements.

(b) Basis of presentation

These financial statements are expressed in Canadian Dollars, the Company's presentation currency and have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out in Note 3 of the audited annual financial statements for the year ended September 30, 2023, have been applied consistently to all periods presented in these condensed interim financial statements as if the policies have always been in effect.

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on February 26, 2024.

MERYLLION RESOURCES CORP.

Notes to the Condensed Interim Financial Statements (Unaudited)

For the three months ended December 31, 2023, and 2022

(Expressed in Canadian Dollars)

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these condensed interim financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities at the date of the condensed interim financial statements and reported amounts of revenue and expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed interim financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates is pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences.

The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The areas involving a higher degree of judgment or complexity, or areas where the assumptions and estimates are significant to the financial statements were the same as those applied to the Company's audited financial statements for the year ended September 30, 2023.

4. FUTURE ACCOUNTING POLICIES AND ACCOUNTING CHANGES

Standards issued and adopted

During the three months ended December 31, 2023, the Company adopted certain IFRS amendments. The application of these amendments had no significant impact on the Company's financial position or results of operations.

IAS 1 – *Presentation of Financial Statements* ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

5. FINANCIAL INSTRUMENTS

(a) Designation and valuation of financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

All the Company's financial instruments are classified as amortized costs. All financial instruments are measured in the statement of financial position at fair value initially. Subsequent measurement and changes in fair value will depend on their initial classification.

The Company has designated its cash and amounts receivable as amortized cost and accounts payable and accrued liabilities and loan payable as amortized cost. Cash and accounts receivable are included in current assets due to their short-term nature. Accounts payable and accrued liabilities are included in current liabilities and loan payable due to their short-term nature.

MERYLLION RESOURCES CORP.
Notes to the Condensed Interim Financial Statements (Unaudited)
For the three months ended December 31, 2023, and 2022
(Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS (Continued)

The Company's financial instruments are as follows:

	As at	
	December 31, 2023	September 30, 2023
Financial assets		
Assets at amortized cost		
Cash	\$ 80,950	\$ 69,913
Amounts receivable	26,181	14,260
Total financial assets	\$ 107,131	\$ 84,173
Financial liabilities		
Liabilities at amortized cost		
Accounts payable and accrued liabilities	\$ 252,958	\$ 202,565
Loans Payable	42,260	42,260
Total financial liabilities	\$ 295,218	\$ 244,825

(b) Financial risks

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The Company manages risks to minimize potential losses. The main objective of the Company's risk management process is to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company is exposed to credit risk with respect to its cash. The Company's maximum exposure to credit risk is the amounts disclosed in the condensed interim statement of financial position. Credit risk associated with cash is minimized by placing these instruments with major Canadian financial institutions with strong investment-grade ratings as determined by a primary ratings agency.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

As at December 31, 2023, the Company had a cash balance of \$80,950 (September 30, 2023 - \$69,913) to settle current liabilities of \$295,218 (September 30, 2023 - \$244,825). All the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

The Company intends to finance future requirements from share issuances, debt or other sources. There can be no certainty of the Company's ability to raise additional financing through these means.

MERYLLION RESOURCES CORP.

Notes to the Condensed Interim Financial Statements (Unaudited)

For the three months ended December 31, 2023, and 2022

(Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS (Continued)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market factors. Market risk comprises three types of risk: price risk, interest rate risk and currency risk.

Price risk

Price risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate because of changes in market prices. The Company is not exposed to price risks.

Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Company will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk to the extent that the cash maintained at financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Currency risk

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company's functional and reporting currency is the Canadian dollar.

6. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to maintain a flexible capital structure, which optimizes the costs of capital to an acceptable risk.

The Company depends on external financing to fund its activities and there can be no guarantee that external financing will be available at terms acceptable to the Company. The Company does not believe its current working capital is sufficient to maintain its core operations for the next twelve months, and additional funding will be required by the Company to complete its strategic objectives and continue as a going concern. There is no certainty that additional financing at terms that are acceptable to the Company will be available. The capital structure of the Company currently consists of common shares, warrants and stock options. The Company manages the capital structure and adjusts it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new debt or new shares. Management reviews its capital management approach on a regular basis. There were no changes in the Company's approach to capital management during the periods ended December 31, 2023, and 2022 and the Company is not subject to any externally imposed capital requirements.

MERYLLION RESOURCES CORP.
Notes to the Condensed Interim Financial Statements (Unaudited)
For the three months ended December 31, 2023, and 2022
(Expressed in Canadian Dollars)

7. SHARE CAPITAL

(a) Authorized

Unlimited Class A common shares without par value.

(b) Issued and outstanding

As at December 31, 2023, the Company had 29,889,455 (September 30, 2023 - 29,889,455) common shares issued and outstanding.

(c) Shares to be issued

For the three months ended December 31, 2023

During the three months ended December 31, 2023, the Company received gross proceeds of \$130,000 for 3,250,000 common shares to be issued at a price of \$0.04 per share pursuant to a private placement, which closed subsequently after period end (Note 10).

For the three months ended December 31, 2022

During the three months ended December 31, 2022, the Company received gross proceeds of \$100,000 for 2,000,000 common shares to be issued at a price of \$0.05 per share.

d) Warrants

For the three months ended December 31, 2023

As at December 31, 2023, the Company has no outstanding warrants outstanding (September 30, 2023 - Nil). As at December 31, 2023, the Company has 3,250,000 warrants to be issued at a price of \$0.07 per share per a period of 24 months, which were issued subsequently after period end (Note 10).

For the three months ended December 31, 2022

During the three months ended December 31, 2022, the Company reclassified the expired warrants balance of \$65,581 to contributed surplus.

(e) Stock options

The Company has implemented a stock option plan whereby the Board of Directors of the Company may grant directors, officers, employees and consultants' stock options to acquire common shares of the Company. Under the stock option plan, options granted are non-assignable and may be granted for a term not exceeding ten years. The plan is administered by the Board of Directors, which determines individual eligibility under the plan, the number of shares reserved underlying the options granted to each individual (not exceeding 10% of issued and outstanding shares to any insider; not exceeding 2% of the issued and outstanding shares to any consultant or persons employed to provide investor relations services) and any vesting period which, pursuant to the stock option plan can be determined and imposed by the Board of Directors. As at December 31, 2023, the maximum number of common shares that may be reserved for issuance under the plan is 2,988,945.

MERYLLION RESOURCES CORP.**Notes to the Condensed Interim Financial Statements (Unaudited)****For the three months ended December 31, 2023, and 2022***(Expressed in Canadian Dollars)***7. SHARE CAPITAL (Continued)****(e) Stock options (Continued)**

	Number of Options	Weighted Average Exercise Price (\$)
Balance at September 30, 2022	2,290,000	0.111
Granted	500,000	0.070
Balance at September 30, 2023 and December 31, 2023	2,790,000	0.104

The Company did not issue any stock options during the three months ended December 31, 2023, and 2022.

Grant Date	Exercise Price (\$)	Weighted Average Remaining Life (yrs)	Number of Options Outstanding	Number of Options Exercisable
August 28, 2023	0.070	1.66	500,000	500,000
September 26, 2022	0.105	3.74	450,000	450,000
September 26, 2022	0.115	3.74	500,000	500,000
March 19, 2021	0.105	2.22	450,000	450,000
May 27, 2021	0.115	2.41	890,000	890,000
	0.104	2.70	2,790,000	2,790,000

8. RELATED PARTY TRANSACTIONS

Transactions with related parties are incurred in the normal course of business and are measured at their fair values, which is the amount of consideration established and approved by the related parties. Key management includes directors and officers of the Company.

During the three months ended December 31, 2023, the Company incurred \$19,248 (2022 - \$19,248) in management fees to the CEO and CFO of the Company. As at December 31, 2023, accounts payable and accrued liabilities included \$36,000 (September 30, 2023 - \$36,000) payable to the former CEO and CFO of the Company and \$72,824 (September 30, 2023 - \$67,076) owing to the CEO and CFO of the Company.

During the three months ended December 31, 2023, the Company incurred legal fees of \$8,425 (2022 - \$20,096) to a company controlled by a director of the Company. As of December 31, 2023, accounts payable and accrued liabilities included \$16,436 (September 30, 2023 - \$33,004) owing to the company controlled by the director.

During the year ended September 30, 2023, the Company borrowed the sum of \$42,260 (AUD\$50,000) (the "Loan") from Croesus Mining Pty Ltd., a company controlled by a director of the Company. The Loan is unsecured, bears no interest and is repayable in full on or before August 28, 2024. As of December 31, 2023, the loan payable balance is \$42,260 (September 30, 2023 - \$42,260).

MERYLLION RESOURCES CORP.**Notes to the Condensed Interim Financial Statements (Unaudited)****For the three months ended December 31, 2023, and 2022***(Expressed in Canadian Dollars)***9. EXPLORATION AND EVALUATION ASSETS***Oldham Range*

On July 26, 2021, the Company signed an option to acquire a 100% interest in the Oldham Range base and battery metal exploration property in Western Australia.

During the year ended September 30, 2023, the Company did not have sufficient funds to pursue this project, therefore, the exploration costs incurred up to this date of \$103,471 were written off and included in the Company's net loss and comprehensive loss for the year. As of September 30, 2023, and December 31, 2023, the Company no longer has an interest in the Oldham Range property.

	Oldham Range
	\$
Balance, September 30, 2022	103,471
Impairment of exploration costs	(103,471)
Balance, September 30, 2023 and December 31, 2023	-

Mt Turner Joint Venture

On April 26, 2022, the Company announced that it has reached terms with Essex Minerals Inc., for an arm's length option and earn-in joint venture on the Mt Turner copper-molybdenum and Drummer Fault gold projects in north Queensland, Australia.

During the year ended September 30, 2023, the Company decided not to further pursue the project. Therefore, the exploration costs incurred up to this date of \$375,000 were written off and included in the Company's net loss and comprehensive loss for the year. As of September 30, 2023, and December 31, 2023, the Company no longer has an interest in the Mt Turner property.

	Mt Turner
	\$
Balance, September 30, 2022	375,000
Impairment of exploration costs	(375,000)
Balance, September 30, 2023 and December 31, 2023	-

Tasmanian Strategic Green Metals Pty Ltd.

The Company entered into an arm's-length Option and Earn-In Agreement dated as of July 17, 2023 (the "Agreement") with Tasmanian Strategic Green Metals Pty Ltd. ("TSGM"), a private Australian company, to acquire an interest on four rare earth exploration leases located in northeast Tasmania totaling approximately 809 square kilometres (the "Projects"). The Agreement was amended on October 3, 2023, and further amended on January 15, 2024, which supersedes all previous terms from the previous agreements. Please refer to Subsequent Events section (Note 10) below for full details.

MERYLLION RESOURCES CORP.**Notes to the Condensed Interim Financial Statements (Unaudited)****For the three months ended December 31, 2023, and 2022***(Expressed in Canadian Dollars)***9. EXPLORATION AND EVALUATION ASSETS (Continued)***Tasmanian Strategic Green Metals Pty Ltd. (Continued)*

During the three months ended December 31, 2023, the Company incurred expenditures of \$23,176 related to TSGM:

	TSGM
	\$
Balance, September 30, 2022	-
Geological consulting	3,386
Drilling	7,184
Balance, September 30, 2023	10,570
Geological consulting	21,192
Travel and lodging	1,984
Balance, December 31, 2023	33,746

10. SUBSEQUENT EVENTS

On January 8, 2024, the Company announced it has closed its previously announced non-brokered private placement (the "Private Placement") in November 2023. Pursuant to the Private Placement, the Company issued a total of 8,011,625 units of the Company (the "Units") at a price of \$0.04 per Unit for gross proceeds of \$320,465 (Note 7). Each Unit consists of one common share of the Company (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire an additional Common Share at an exercise price of \$0.07 per share for a period of 24 months (Note 7).

The Company paid a finder's fee of \$896 to an eligible finder assisting with the Private Placement and issued 22,400 finder's warrants to such finder, each finder's warrant entitling the holder thereof to acquire a Common Share at an exercise price of \$0.07 per share for a period of 24 months.

Certain insiders of the Company participated in the Private Placement for an aggregate of \$143,665. The issuance of Units to insiders constitutes a related-party transaction within the meaning of *Multi-Lateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). Pursuant to Sections 5.5(a) and 5.7(1)(a) of MI 61-101, the Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval as the fair market value of the insiders' participation in the Private Placement is below 25% of the Company's market capitalization for purposes of MI 61-101.

The Private Placement is subject to final acceptance of the CSE. All securities issued pursuant to the Private Placement are subject to a hold period of four months and one day from the date of issuance.

On January 15, 2024, the Company announced that it has entered into an amended agreement with Tasmania Strategic Green Metals Pty Ltd. ("TSGM") and Westbury Resources Pty Ltd. ("Westbury"), a private Australian company, whereby it intends to exercise its previously announced option (Note 9) in respect of the Project. The option agreement originally required an initial cash payment of AUD\$125,000 (CAD\$ 112,500) to TSGM/Westbury (Note 9). Pursuant to varied terms, the Company will now make an initial payment to TSGM and Westbury in the aggregate amount of AUD\$200,000 (CAD\$180,000) by way of issuance of a total of 4,186,046 common shares at a deemed issue price of \$0.043 per share (the "Initial Shares").

MERYLLION RESOURCES CORP.

Notes to the Condensed Interim Financial Statements (Unaudited)

For the three months ended December 31, 2023, and 2022

(Expressed in Canadian Dollars)

10. SUBSEQUENT EVENTS (Continued)

Once the Initial Shares have been allotted, Meryllion will have the right, but not the obligation, to earn a 50% interest in and to the Project by (i) spending a minimum of AUD\$300,000 (CAD\$270,000) in project expenditures forming part of an agreed initial exploration program within 180 days of the date on which Meryllion exercises the option; (ii) committing to spending an additional AUD\$200,000 (CAD\$180,000) in project expenditures within the subsequent 90 days (the "Earn-In Date"); (iii) paying to TSGM the sum of AUD\$100,000 (CAD\$90,000) which amount shall be refunded by TSGM to certain seed investors of TSGM; and (iv) subject to usual regulatory approvals, allotting to said seed investors an aggregate of AUD\$100,000 (CAD\$90,000) worth of common shares in the capital stock of the Company.

Upon having earned its 50% interest in the Project, Meryllion will have the right, but not the obligation, to acquire additional interests in the Project, by way of 10% increments over time up to a maximum 80%, through the funding of additional Project expenditures totaling AUD\$600,000 (CAD\$540,000) and aggregate payments to TSGM/Westbury of AUD\$200,000 (CAD\$180,000) in cash and AUD\$160,000 (CAD\$144,000) in common shares of Meryllion. The Company will have a 30-month period as of the Earn-In Date, during which it may earn up to its maximum interest.

Other than the Initial Shares, all common shares issuable pursuant to the option shall be issued at a deemed issue price equal to the 10-day volume weighted average price of the shares on the date of each respective share issuance or such other period as may be required by the Canadian Securities Exchange (the "CSE").

Upon having earned its 80% interest in the Projects and a production decision being made in respect thereto, Meryllion will have the option to buy the remaining 20% of the Projects at a price based upon an independent evaluation which would be made at that time.

On January 23, 2024, the Company announced that, further to its press release of January 15, 2024, it has made the option exercise payment in respect of the rare earth exploration leases held by TSGM and Westbury in Tasmania. The payment was made by way of issuance of an aggregate of 4,186,046 common shares to TSGM and Westbury at a deemed issue price of CAD\$0.043 per share for total consideration of CAD\$180,000 (AUD\$200,000).

All shares issued are subject to a hold period equal to four months and one day from the date of issuance.