

MERYLLION

R e s o u r c e s

MERYLLION RESOURCES CORP.
Management's Discussion and Analysis
Three and Nine months ended June 30, 2014
(Unaudited)
(Expressed in Canadian Dollars)

MERYLLION RESOURCES CORP.
Management's Discussion and Analysis
Three and Nine months ended June 30, 2014

(Unaudited)

(In Canadian Dollars unless otherwise stated)

This Management's Discussion and Analysis ("MD&A") of Meryllion Resources Corp. should be read in conjunction with the Company's condensed consolidated financial statements and related notes for the three and nine months ended June 30, 2014. The Company's condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, 'Interim Financial Reporting'. This MD&A should also be read in conjunction with the Company's audited consolidated financial statements and related notes for the twelve months ended September 30, 2013, prepared under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts included therein and in this MD&A are expressed in Canadian Dollars unless otherwise noted. The information contained within this MD&A is current to August 28, 2014.

1. OVERVIEW

Meryllion Resources Corp. was incorporated on July 25, 2013 under the laws of British Columbia, Canada. Meryllion Resources Corp. together with its subsidiaries (collectively known as "Meryllion" or the "Company") is a natural resource company, at the exploration stage, engaged in the acquisition and exploration of resource properties in South America with its focus on the advancement of its Cerro Amarillo Project. The Company's shares trade on the TSX Venture Exchange ("TSX-V") under the symbol MYR.

Additional disclosures pertaining to the Company's filings, technical reports, press releases and other information are available on SEDAR at www.sedar.com.

2. BACKGROUND

On July 25, 2013, Kaizen Discovery Inc. formerly Concordia Resource Corp. ("Concordia") incorporated a wholly-owned subsidiary Meryllion Resources Corp. (the subsidiary of Concordia is referred to as "MRC") under the Business Corporations Act of British Columbia. In October, 2013, Concordia and MRC entered into a vend-in agreement (the "Vend-In Agreement"), whereby MRC issued 17,125,510 common shares to Concordia in exchange for approximately \$4,700,000 in cash, subject to closing adjustments, and Concordia's 100% interest in Meryllion Minerals Corporation ("MMC"). The Vend-In Agreement resulted in MRC controlling a 100% interest in MMC and Concordia's indirect interest in the Providencia and Cerro Amarillo Projects and the related assets in Meryllion Argentina SA ("MAS"), a wholly-owned subsidiary of MMC (together called the "Argentine Assets").

On December 4, 2013, Concordia completed a Plan of Arrangement (the "Arrangement") under the Business Corporations Act of British Columbia whereby it distributed 100% of its interest in MRC to its shareholders. Concurrently with the completion of the Arrangement, Meryllion obtained approval to list its common shares on the TSX-V and began trading under the ticker symbol MYR on December 6, 2013. The Company has completed a portion of the closing adjustments and the net amount of cash received by the Company after these adjustments was \$4,583,202. The Company is currently in the process of gathering all necessary information for the final closing adjustment and any further adjustments will change the amount of share capital in the Company by a corresponding amount.

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2. BACKGROUND (Continued)

The Company's consolidated results of operations, financial position and cash flows for the comparative periods prior to the three and nine months ended and as at June 30, 2014, reflect the assets, liabilities, and expenses directly attributable to the Argentine Assets and management's estimates of general and administration expenses directly related to the operations. The allocation of general and administrative expenses was calculated on the basis of the ratio of expenditures incurred on the Providencia and Cerro Amarillo Projects as compared to the expenditures incurred on all of Concordia's properties during each quarter. The contributed surplus of the Company as at October 1, 2013 of \$9,863,711 represents the cash advances and historic allocation of general and administrative expenses from Concordia to that date. The Company allocated an additional \$16,365 of Concordia's general and administrative expenses for the period covering October 1, 2013 to December 4, 2013. Upon closing of the Arrangement \$10,228,178 representing the aggregate contribution by Concordia up to the closing of the Arrangement, was transferred to share capital of the Company.

Management cautions readers that the allocation of historic expenses may not be indicative of the actual expenses that would have been incurred, and do not reflect the Company's consolidated results of operations, financial position and cash flows, had the Company been operating as a separate, stand-alone public company for the periods presented.

3. CORPORATE ACTIVITY

Key corporate developments for the Company for the nine months ended June 30, 2014 and to the date of the MD&A are discussed below.

On October 1, 2013 the Company entered into a Definitive Corporate Structure and Administration Agreement with Fitzcarraldo Ventures Inc. and Willem Fuchter (combined the "FVI"), whereby FVI agreed to relinquish its right under a previous agreement for a 10% equity interest in the Company upon listing on the TSX Venture Exchange. In exchange, the Company granted FVI a 1% net smelter returns royalty ("NSR") on the Providencia and Cerro Amarillo Projects (the "FVI NSR"). The Company has a right until September 30, 2018 to buy one-half of the FVI NSR for US\$500,000.

On October 1, 2013, MRC entered into a Vend-In Agreement with Concordia whereby the Company received \$4,583,202 from Concordia and Concordia's interest in MMC. The final amount of cash transferred from Concordia is subject to further post-closing adjustments.

On December 4, 2013, the Concordia shareholders approved the Arrangement for the spin-out of Concordia's interest in MRC to the Concordia shareholders and the common shares of MRC began trading on the TSX-V under the name Meryllion Resources Corp. and the symbol MYR.

On December 12, 2013, the Company granted 1,875,000 stock options to directors, officers and consultants of the Company at an exercise price of \$0.30 per share for a five year period.

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3. CORPORATE ACTIVITY (Continued)

On January 6, 2014, the Company announced that it had appointed Saurabh Handa as Chief Financial Officer and Alex Bayer as Chief Legal Officer and Corporate Secretary both effective January 6, 2014.

On April 7, 2014, the Company announced the appointment of Apex Capital Inc. to provide investor relations and corporate communications services to the Company.

On July 28, 2014, the Company released a maiden National Instrument ("NI") 43-101 technical report on its Cerro Amarillo Cu-(Mo-Au) Project in west central Argentina which recommends that the Company proceed with a 14-hole, 5,300 m first stage drilling program on the property. The report is available on the Company's website at www.meryllionresources.com and on SEDAR at www.sedar.com.

On August 22, 2014, the Company announced that it had terminated the La Providencia & M. Tola option agreement, which was one of the four option agreements that previously made up its Providencia Project. The Company's decision to terminate the agreement was to allow the Company to focus its resources on the Cerro Amarillo Project.

4. TRENDS AND OUTLOOK

Meryllion is an exploration company with its focus on South America. It has a highly qualified team of professionals engaged in exploration activities and the search for quality resource opportunities. The Company's goal is to discover and develop mineral projects that can significantly add value to its shareholders while building for the future. The Company has set realistic targets for each of the projects currently under development and will make decisions to progress the properties based entirely on the results generated from those properties and the perceived risks and expenses associated with taking those properties to the next phase of development.

The Company believes its current working capital is sufficient to maintain its core operations for the duration of its fiscal year, however, 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 inability to obtain additional financing would cast substantial doubt on the Company's ability to continue as a going concern.

The Company has recently completed a NI 43-101 technical report for its Cerro Amarillo Project setting a drill proposal for the first-stage target testing. The Company has submitted the necessary documentation required for a drilling permit to the relevant authorities of the Province of Mendoza and is awaiting ratification which is anticipated in the fall of 2014. Upon receipt of the drill permit, subject to financing, the drill program is expected to commence in December 2014. Failure to receive a drill permit in a timely fashion or at all will have a direct impact on the Company's ability to advance the Cerro Amarillo Project and the Company will have to turn its focus to other strategic initiatives.

For the Providencia Project the Company is currently exploring strategic options for the remaining three option agreements that now make up the Providencia Project.

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5. SUMMARY OF SELECTED QUARTERLY RESULTS

(Amounts are expressed in thousands of Canadian dollars, except per-share amounts)

	2014			2013				2012
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Total assets	\$ 2,735	\$ 3,913	\$ 4,742	\$ 798	\$ 851	\$ 844	\$ 752	\$ 740
Mineral interests	521	991	788	764	770	733	569	562
Evaluation and exploration expenses	(517)	(510)	(584)	(187)	(168)	(155)	(202)	(155)
Net loss for the period	(1,251)	(874)	(1,058)	(355)	(260)	(663)	(301)	(582)
Comprehensive loss for the period	(1,272)	(836)	(1,296)	(371)	(233)	(648)	(293)	(607)
Basic and diluted loss per share	(0.07)	(0.05)	(0.21)	(0.02)	(0.01)	(0.04)	(0.02)	(0.03)

Note: Quarterly amounts added together may not equal the total reported for the period due to rounding.

The Company's variations in financial results on a quarter by quarter basis in the 2014 fiscal year are primarily due to fluctuations in the level of exploration activity and administration costs. The net loss and comprehensive loss for the quarters in the 2014 fiscal year have increased over prior periods due to increased exploration expenses and due to the completion of a Plan of Arrangement in the first quarter of the 2014 fiscal year. Prior to the completion of the Plan of Arrangement the Company was a subsidiary of Concordia. The exploration costs increased in the first three quarters of the 2014 fiscal year as the Company worked towards the completion of a NI 43-101 technical report for its Cerro Amarillo Project. The report was completed and released on July 28, 2014.

Total assets and mineral interests increased over the seven quarters ending the second quarter of 2014 mainly due to the option payments made on the Cerro Amarillo and Providencia Projects and due to the cash received as part of the Vend-In Agreement in the first quarter of the 2014 fiscal year. In the third quarter of 2014, total assets and mineral interest decreased due to the termination of the La Providencia & M. Tola option agreement and the associated write-off of all costs capitalized as mineral interests related to the option agreement.

6. RESULTS OF OPERATIONS

The operating results of junior mining companies can fluctuate significantly from period to period. The Company is in the exploration stage and has no revenue from operations.

Review of Quarterly Financial Results - Three months ended June 30, 2014 ("Q3 2014") compared to the Three months ended June 30, 2013 ("Q3 2013")

The Company recorded a net loss of \$1,251,395 for Q3 2014, as compared to a net loss of \$260,113 for Q3 2013. The increase in the loss of \$991,282 was attributable to the following material items:

Salaries and benefits were \$152,781 for Q3 2014, as compared to \$46,841 for Q3 2013. This increase of \$105,940 is because the Company expanded its management team due to the public listing in December 2013.

Evaluation and exploration expenses were \$516,926 for Q3 2014 as compared to \$167,721 for Q3 2013. This increase of \$349,205 was related to the increased level of exploration activities in the 2014 period for the Company's Cerro Amarillo Project.

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6. RESULTS OF OPERATIONS (Continued)

Share-based compensation was \$56,307 for Q3 2014 as compared to \$2,573 for Q3 2013. This increase of \$53,734 was related to the stock options granted by the Company in the 2014 fiscal year. In the past the Company's share-based compensation was an allocation of the total amount from Concordia as discussed in Note 2 of the condensed consolidated financial statements.

Impairment of mineral interests were \$468,298 in Q3 2014 as compared to \$nil for Q3 2013. In Q3 2014, the Company wrote-off all costs associated with the La Providencia & M. Tola option agreement as the decision was made to terminate the agreement. This is a one-time expense as all costs associated with the La Providencia & M. Tola option agreement have been written off.

Review of Year-to-Date Financial Results – Nine months ended June 30, 2014 ("YTD 2014") compared to the Nine months ended June 30, 2013 ("YTD 2013")

The Company recorded a net loss of \$3,183,923 for YTD 2014, as compared to a net loss of \$1,223,916 for YTD 2013. The increase in the loss of \$1,960,007 was attributable to the following material items:

Professional fees were \$391,474 for YTD 2014, as compared to \$83,934 for YTD 2013. This increase of \$307,540 was related primarily to additional one-time costs the Company incurred as part of the closing of the Arrangement and the Company's public listing in December 2013.

Salaries and benefits were \$383,924 for YTD 2014, as compared to \$481,060 for YTD 2013. This decrease of \$97,136 was primarily related to termination costs of \$258,882 that were incurred in YTD 2013 and not incurred in YTD 2014. This amount was partially offset by increased salaries in YTD 2014 as the Company has expanded its management team due to the public listing in December 2013.

Share-based compensation was \$261,224 for YTD 2014 as compared to \$21,676 for YTD 2013. This increase of \$239,548 was related to the stock options granted by the Company in the 2014 fiscal year. In the past the Company's share-based compensation was an allocation of the total amount from Concordia as discussed in Note 2 of the condensed consolidated financial statements.

Evaluation and exploration expenses were \$1,611,196 for YTD 2014 as compared to \$525,451 for YTD 2013. This increase of \$1,085,745 was related to the increased level of exploration activities in the period for the Company's Cerro Amarillo Project.

Impairment of mineral interests were \$468,298 in YTD 2014 as compared to \$nil for YTD 2013. In Q3 2014, the Company wrote-off all costs associated with the La Providencia & M. Tola option agreement as the decision was made to terminate the agreement. This is a one-time expense as all costs associated with the La Providencia & M. Tola option agreement have been written off.

The Company recorded a foreign exchange gain of \$219,366 in YTD 2014 compared to \$37,731 in YTD 2013. This amount will fluctuate on a period to period basis as a result of changes in market exchange rates.

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7. MINERAL INTERESTS

Through the Company's wholly-owned subsidiaries, the Company controls exploration concessions in Argentina classified by the Company as the Cerro Amarillo Project and Providencia Project.

On October 1, 2013, the Company granted Fitzcarraldo Ventures Inc. and Willem Fuchter (combined the "FVI") a 1% NSR on the Providencia and Cerro Amarillo Projects (the "FVI NSR"). The Company has the right to buy half of the FVI NSR for US\$500,000 until September 30, 2018. The FVI NSR is in addition to any NSR royalties granted on each option agreement as detailed below.

(a) Cerro Amarillo Project, Argentina

The Cerro Amarillo Project is a Copper-Gold-Molybdenum porphyry project located in West-Central Argentina, and lies at the southern end of the highly productive late Miocene – Pliocene magmatic arc that hosts the El Teniente and Los Bronces porphyry deposits in Chile. The property comprises some 16,740 hectares and contains a cluster of mineralized porphyry complexes, including five which are believed to be prospective. These are Cerro Apero, Vaca de Cobre, Cerro Choro, Cajon Grande, and La Blanca. The porphyry prospects lie in a northeast-trending corridor with Cerro Apero and Vaca de Cobre in the northeast, Cerro Choro and Cajon Grande in the center, and La Blanca in the southwest of the 14 km x 11 km property.

Cerro Amarillo Project – Option Agreement

Under the terms of the option agreement on Cerro Amarillo, entered into in October 2010, and amended in early 2012, the Company has the exclusive right to engage in exploration activities on the properties for up to 76 months before exercising its option to acquire a 100% interest in the properties. The option is exercisable by the Company at any time; however, so long as the exploration program is ongoing the Company must make payments to the owners of the property, which payments will total US\$700,000 as follows:

- US\$300,000 – paid between 2010 and 2014
- US\$400,000 – payable between 2015 and 2016

When the option is exercised, the Company will pay a final purchase price of US\$2,500,000. The owners of the property will also be entitled to a 1% NSR in the event the properties are placed into commercial production, which the Company may purchase for US\$3,000,000. In 2012, the owners applied for an additional and contiguous 2,500 hectares directly to the south of the original property and included this area in the original agreement by signing an addendum to the option agreement.

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7. MINERAL INTERESTS (Continued)

Cerro Amarillo Project – Exploration

The Company has conducted exploration campaigns on the property during the austral summers of 2011/2012 and 2013/2014. During the 2011/2012 campaign, detailed mapping and rock grab-sampling better defined the Cerro Apero and Cajon Grande prospects, and reconnaissance-scale mapping and sampling identified the La Blanca alteration zone.

The 2013/2014 exploration program consisted of mapping and sampling at the newly recognized Vaca de Cobre prospect and detailed follow-up work at La Blanca leading to the identification of the La Blanca mineralized breccia pipes. In addition, close-spaced and locally gridded geochemical surveys were completed over the La Blanca, Cajon Grande, Cerro Choro, and Vaca de Cobre prospects. Ground geophysical surveys (IP and ground magnetics) were completed at Cerro Apero and Cajon Grande, and an airborne magnetic and radiometric survey was conducted over the entire property. As well, the Company continued its routine reconnaissance-scale prospecting and mapping program, following-up on color anomalies over other portions of the property.

Results to date have confirmed the presence of mineralization at the four prospects Cerro Apero, Vaca de Cobre, Cajon Grande, and La Blanca originally identified by satellite color-anomalies, and preliminary work on the Cerro Choro prospect has indicated the presence of alteration and geochemical anomalies requiring further follow-up.

Cerro Amarillo Project – NI 43-101 Technical Report

On July 28, 2014, the Company announced that it has released a maiden NI 43-101 technical report entitled "*Technical Report on the Cerro Amarillo Project, Mendoza Province, Argentina*" which is available on the Company's website at www.meryllionresources.com and on SEDAR at www.sedar.com. The report recommends that the Company proceed with a 14-hole, 5,300 m first stage drilling program on the property. Details about the prospects and the results of the exploration program can be found in the technical report.

Cerro Amarillo Project – Future Plans

Exploration carried to-date confirms the over-all potential of the systems as well as specific anomalies which require further testing. Moreover, each system has a large-scale footprint indicating large-tonnage Cu-Au-Mo potential. This, together with Cerro Amarillo's geological similarity to the world class El Teniente and Los Bronces deposits as well as its location within the extension of the same Neogene magmatic arc, are positive indications for future exploration success. The Company has complied with all the necessary requirements for the issuing of a *Declaración de Impacto Ambiental* ("DIA") and has submitted the final application (Environmental Impact Report Stage II) to the relevant authorities for the necessary permits to conduct a first stage drilling campaign. The DIA will require formal approval and ratification from the Congress of the Province of Mendoza before the Company can receive its drill permit. The Company is awaiting ratification of the DIA which is anticipated in the fall of 2014. Upon receipt of the drill permit, subject to financing, the drill program is expected to commence in December 2014. Failure to receive a drill permit in a timely fashion or at all will have a direct impact on the Company's ability to advance the Cerro Amarillo Project.

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7. MINERAL INTERESTS (Continued)

(b) Providencia Project, Argentina

The Providencia Project is a Silver-Copper prospect located in North-West Argentina and is made up of a number of properties each subject to their own option agreement. The Providencia Project comprises mineral concessions situated at 4,200 m above sea level and some 260 km by good road from San Salvador de Jujuy, the capital of the Jujuy Province.

On August 22, 2014, the Company announced that it had terminated the La Providencia & M. Tola option agreement, which was one of the four option agreements that previously made up its Providencia Project. Following the encouraging results from its 2014 exploration campaign at Cerro Amarillo, the Company is terminating the option agreement at the Providencia Project that contained the most expensive option payment terms. Although the option agreement being terminated contains the previously disclosed inferred resource estimate, the cost and development profile did not fit with the Company's strategic direction.

For strategic reasons and due to their low holdings costs, the Company is maintaining its interests in the Olaroz Chico, Libertad, Cerro Galán, Coyaguaima, Coranzulí, Panizos, and Nazarena properties of the Providencia Project as well as grounds covered in a separate license application in the general vicinity. The decision to terminate the La Providencia & M. Tola option agreement will save the Company US\$825,000 in option payments over the next two and a half years.

As at June 30, 2014, the Company wrote-off all costs capitalized as minerals interests for the La Providencia & M. Tola option agreement leading to an impairment charge for the three and nine months ended June 30, 2014 of \$468,298.

Providencia Project - Option Agreements

The Providencia Project comprises option agreements on the following properties:

- Olaroz Chico property
- Libertad property
- Cerro Galán, Coyaguaima, Coranzulí, Panizos, and Nazarena properties

Under the terms of the option agreement on Olaroz Chico signed effective June 13, 2012, and amended on May 28, 2013, MAS has the right to acquire a 100% interest in these titles by making option payments totalling US\$954,000 as follows:

- US\$40,500 – paid between 2012 and 2014
- US\$22,500 – payable in 2014
- US\$891,000 – payable between 2015 and 2019

The exercise fee on Olaroz Chico is US\$954,000, less any option amount paid at the time of exercise. If all option payments have been paid at the time of exercise, there will be no amount due. The property is subject to a 1% NSR with the Company having the option to buy out the NSR for US\$450,000.

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7. MINERAL INTERESTS (Continued)

Under the terms of the option agreement on Libertad signed effective July 13, 2012, and amended on May 28, 2013, MAS has the right to acquire a 100% interest in these titles by making option payments totalling US\$106,000 as follows:

- US\$4,500 – paid between 2012 and 2014
- US\$2,500 – payable in 2014
- US\$99,000 – payable between 2015 and 2019

The exercise fee on Libertad is US\$106,000, less any option amount paid at the time of exercise. If all option payments have been paid at the time of exercise, there will be no amount due. The property is subject to a 1% NSR with the Company having the option to buy out the NSR for US\$50,000.

Under the terms of the exploration-with-option-to-purchase agreement on Cerro Galán, Coyaguaima, Coranzulí, Panizos, and Nazarena properties signed effective July 11, 2012, and amended in July 2013, MAS has to make a series of annual option payments totalling US\$270,000 as follows:

- US\$20,000 – paid between 2012 and 2013
- US\$25,000 – payable in 2014
- US\$225,000 – payable between 2015 and 2017

The exercise fee on the Cerro Galán, Coyaguaima, Coranzulí, Panizos, and Nazarena properties is US\$1,010,000, less any option amounts paid at the time of exercise. If all option payments have been made at the time of exercise the amount due will be US\$740,000. The properties are subject to a 1% NSR with the Company having the option to buy out the NSR for US\$500,000. There is also an additional work commitment of US\$100,000 during the term of the agreement.

(c) Qualified Person

Dr. Willem Fuchter P.Geo, CEO of Meryllion Argentina SA, a qualified person for the purposes of NI 43-101, has approved the scientific and technical information in this MD&A.

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8. 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 of the Company's financial instruments are classified into one of two categories: loans-and-receivables or other-financial-liabilities. All financial instruments are measured in the consolidated statement of financial position at fair value initially. Subsequent measurement and changes in fair value will depend on their initial classification. Loans-and-receivables and other-financial-liabilities are measured at amortized cost.

The Company has designated its cash and cash equivalents and accounts receivable as loans-and-receivables and accounts payable and accrued liabilities as other-financial-liabilities. Cash and cash equivalents and accounts receivable are included in current assets due to their short term nature. Accounts payable and accrued liabilities are included in current liabilities due to their short-term nature.

The Company's financial instruments as at June 30, 2014 are as follows:

	As at	
	June 30, 2014	September 30, 2013
Financial assets		
Loans-and-receivables		
Cash and cash equivalents	\$ 2,138,202	\$ 27,767
Accounts receivable	2,671	1,419
Total financial assets	\$ 2,140,873	\$ 29,186
Financial liabilities		
Other-financial-liabilities		
Accounts payable and accrued liabilities	\$ 193,397	\$ 60,376
Total financial liabilities	\$ 193,397	\$ 60,376

Additional financial instruments disclosure is contained in Note 4 of the Company's condensed consolidated financial statements for the nine months ended June 30, 2014.

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9. LIQUIDITY AND CAPITAL RESOURCES

(a) Liquidity

The Company's working capital as at June 30, 2014 was \$1,994,725 as compared to a working capital deficiency of \$26,105 at September 30, 2013. Included in working capital were cash and cash equivalents of \$2,138,202 (September 30, 2013 - \$27,767). In October 2013, the Company received approximately \$4,700,000 in cash, subject to post-closing adjustments, from Concordia in accordance with the Vend-In Agreement. After post-closing adjustments, the Company received \$4,583,202 in cash, with this amount being subject to one further post-closing adjustment in the future.

Except as disclosed, the Company does not know of any trends, demands, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its liquidity either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in liquidity are substantially determined by the success or failure of the Company's exploration programs.

The Company is not now and does not expect in the future, to be engaged in currency hedging to offset any risk of currency fluctuations.

(b) Capital Resources

The Company's focus for the current fiscal year and going forward is the advancement and development of its exploration projects. The major expenses that will be incurred by the Company in the next twelve months will be costs associated with its exploration activities and general and administrative activities. The Company believes its current working capital is sufficient to maintain its core operations for the remainder of the fiscal year, however, additional funding will be required by the Company to complete its strategic objectives and continue as a going concern.

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 will be relying on further equity financing, debt financing or joint-venture partnerships as the most likely source of funds for the advancement of the Company's exploration assets to a resource delineation or feasibility stage. In the future the Company may also receive additional funds through the exercise of stock options. If adequate funds are not available when required, the Company may, based on the Company's cash position, delay, scale back or eliminate various programs.

There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that future additional financing will be available to the Company at acceptable terms.

(c) Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements other than those disclosed under mineral interests.

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9. LIQUIDITY AND CAPITAL RESOURCES (Continued)

(d) Proposed Transactions

The Company has no proposed transactions.

(e) Commitments

As at June 30, 2014, the Company has mineral interest commitments at its Cerro Amarillo and Providencia Projects in the form of option payments and minimum work commitments for various mineral exploration concessions.

The Company also has minimum rental and operating expense payments for the Company's office spaces in Vancouver and in Buenos Aires, with the leases concluding on December 31, 2014 and January 31, 2017, respectively.

The Company's commitments for these items as at June 30, 2014 were as follows:

	As at June 30, 2014				Total
	Within 2014	2015 to 2016	2017 to 2018	After 2018	
Mineral interest commitments					
Cerro Amarillo Project					
Cerro Amarillo property	\$ -	\$ 427,040	\$ -	\$ -	\$ 427,040
Providencia Project					
Olaroz Chico property	24,021	144,126	336,294	470,812	975,253
Libertad property	2,669	16,014	37,366	52,312	108,361
Cerro Galán, Coyaguaima, Coranzulí, Panizos & Nazarena properties	26,690	133,450	106,760	-	266,900
Total mineral interest commitments	53,380	720,630	480,420	523,124	1,777,554
Minimum rental commitments	33,102	43,326	2,080	-	78,509
Total commitments	\$ 86,482	\$ 763,956	\$ 482,500	\$ 523,124	\$1,856,063

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10. RELATED PARTY TRANSACTIONS

(a) Key management compensation

The remuneration of the Company's Directors (David Birkenshaw, Terry Krepiakovich, Greg Shenton, Borden Putnam and John Fognani), and other members of key management, being the Chief Executive Officer (Terry Krepiakovich) and the Chief Financial Officer (Saurabh Handa), who have the authority and responsibility for planning, directing and controlling the activities of the Company, consist of the following amounts:

	Nine months ended	
	June 30,	
	2014	2013
Short-term benefits ⁽¹⁾	\$ 526,525	\$ 138,800
Share-based compensation ⁽²⁾	184,787	17,985
Termination benefits	-	258,882
Total key management compensation	\$ 711,312	\$ 415,667

(1) Short term benefits include salaries, bonuses, consulting fees and directors fees for all directors and key management personnel.

(2) Share-based compensation is the fair value of stock options granted to directors and key management personnel where an expense was recorded in the period due to vesting conditions.

(b) Other related party transactions

In addition to the key management compensation above the Company also had related party transactions with WMM Services Corporation ("WMM"), a private company owned equally by Meryllion Resources Corporation and Western Lithium USA Corporation ("WLC"). WMM provides administration, accounting and other office services to the Company. Costs incurred by WMM are allocated between the Company and WLC based on time incurred and use of services and are charged at cost.

The related party transactions incurred during the period were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

The Company had related party transactions with WMM of \$78,187 for the nine months ended June 30, 2014 (June 30, 2013 - \$nil) which were included in the following expense categories:

	Nine months ended	
	June 30,	
	2014	2013
Office and administration	\$ 15,580	\$ -
Rent	23,855	-
Salaries and benefits	38,752	-
Total related party transactions	\$ 78,187	\$ -

As at June 30, 2014, the balance due to related parties was \$4,544 (September 30, 2013 - \$nil) and due from related parties was \$nil (September 30, 2013 - \$nil).

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11. OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value. As at August 28, 2014, the Company had 17,125,510 common shares issued and outstanding.

The Company has the following stock options that are outstanding and exercisable as at August 28, 2014:

Exercise price	Outstanding		Exercisable	
	Number outstanding	Weighted average remaining life (years)	Number exercisable	Weighted average remaining life (years)
\$0.12	100,000	4.61	33,334	4.61
\$0.30	1,900,000	4.29	633,339	4.29
	2,000,000	4.31	666,673	4.31

As at August 28, 2014, the Company does not have any share purchase warrants outstanding.

12. RISKS AND UNCERTAINTIES

Meryllion is engaged in mineral exploration and development activities which, by their nature, are speculative due to the high risk nature of the business and the present stage of the development of the Company's mineral interests. The Company's exploration activities and related results are subject to a number of different risks at any given time. These risk factors, include but are not limited to risks associated with exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks. Exploration for mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The Company seeks to counter this risk as far as possible by selecting exploration areas on the basis of their recognized geological potential to host economic deposits.

Any investment in the common shares of Meryllion should be considered a highly speculative investment due to the nature of the Company's business. Such risk factors could materially affect the Company's future financial results and could cause actual results and events to differ materially from those described in forward looking statements and forward looking information relating to Meryllion or the business, property or financial results, any of which could cause investors to lose part or all of their investment in the Company.

For a detailed discussion of the risk factors associated with the Company please consult the 'Risks and Uncertainties' section of the Company's MD&A for the year ended September 30, 2013 filed on SEDAR at www.sedar.com. It should be noted that this list is not exhaustive and that other risk factors may apply.

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13. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These estimates and judgments are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the determination of environmental obligations, the recoverability of mineral interests, the assumptions used in the determination of the fair value of share-based compensation and the assumptions used to estimate the useful life of property, plant and equipment.

Critical accounting judgements

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

In accordance with IAS 21 "*The Effects of Changes in Foreign Exchange Rates*", management determined that the functional currency of Meryllion is the Canadian dollar and the functional currency of the Company's wholly-owned subsidiaries Meryllion Minerals Corp. and Meryllion Argentina SA is the US dollar, as they are the currencies of the primary economic environments in which the companies operate.

14. CHANGES IN ACCOUNTING POLICIES

The Company adopted the following accounting standards effective October 1, 2013. The adoption of these accounting standards had no significant impact on the condensed consolidated financial statements.

The accounting standards adopted were:

- IFRS 7 *Financial Instruments Disclosures*
- IFRS 10 *Consolidated Financial Statements*
- IFRS11 *Joint Arrangements*
- IFRS 12 *Disclosure of Involvement with Other Entities*
- IFRS 13 *Fair Value Measurement*

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15. FORWARD LOOKING STATEMENTS

Certain of the statements made and information contained herein are considered "forward-looking information" within the meaning of the British Columbia Securities Act. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its properties and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving mining and exploration permits in Argentina;
- the impact of currency fluctuations in Argentina;
- the impact of increasing competition in gold, silver and copper business;
- unpredictable changes to the market prices for gold, silver and copper;
- exploration and development costs for its properties;
- availability of additional financing or joint-venture partners;
- anticipated results of exploration activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth above and elsewhere in this MD&A including, volatility in the market price for minerals; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral exploration; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and/or joint venture partners and unpredictable weather conditions.

Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.