

MERYLLION RESOURCES CORPORATION

303-750 West Pender St.
Vancouver, British Columbia
V6C 2T7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders of Meryllion Resources Corporation (the “Company”) will be held on Wednesday, June 29, 2016 at 10:00 AM (Pacific time) (the “Meeting”), at 1800-355 Burrard St., Vancouver, British Columbia for the following purposes:

1. to receive the audited consolidated financial statements for the year ended September 30, 2015, together with the auditor’s report thereon (the “Financial Statements”);
2. to set the number of directors at four (4) for the ensuing year;
3. to elect directors for the ensuing year;
4. to appoint Crowe MacKay LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, pass, with or without variation, a special resolution, the full text of which is described under the heading “Particulars of Matters to be Acted Upon – Approval of the Reorganization” of the Company’s management information circular, authorizing the Company: (i) to dispose of Huayra Minerals Corp., a wholly-owned subsidiary of the Company, and (ii) to enter into debt settlement agreements to extinguish debts owed to certain creditors; and
6. to transact such other business as may properly be put before the Meeting or any adjournment or adjournments thereof.

The board of directors has fixed Wednesday, May 11, 2016, as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment(s) thereof.

The Company has decided to use the notice and access model (“Notice and Access”) provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities* for the delivery of the Management Proxy Circular, the Financial Statements and related Management’s Discussion and Analysis (collectively, the “Meeting Materials”) to shareholders for the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs. Specifically, shareholders may access the Meeting Materials either through the Company’s SEDAR profile at www.sedar.com or through the Company’s website at www.meryllionresources.com.

The Company urges shareholders to review this Management Proxy Circular before voting.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR. Shareholders wishing to obtain printed copies of the Meeting Materials prior to the Meeting or who wish to receive more

information on the notice and access system must do so no later than five business days in advance of the proxy deposit date and Meeting date. Shareholders may make their request through the Company's website, www.meryllionresources.com, or by calling 1-844-221-7982.

Voting

For Registered holders, they can vote online at www.investorvote.com or by telephone at 1-866-732-8683 by entering the 15-digit control number located on the proxy form and following the instructions provided.

For NOBO holders (Non-Objecting beneficial holders), they can vote online at www.investorvote.com or by telephone at 1-866-734-8683 by entering the 15-digit control number located on the voting instruction form and following the instructions provided.

For OBO holders (Objecting Beneficial holders), they can vote online at www.proxyvote.com or by telephone at 1-800-474-7493 (Canada) or 1-800-454-8683 (Unites States) by entering the 12-digit control number located on the voting instruction form and following the instructions provided.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it to Computershare Trust Company of Canada ("Computershare") in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular. If a shareholder does not deliver a proxy to Computershare by 10:00 AM (Pacific time) on Monday, June 27, 2016, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the proxy is to be used, then the shareholder will not be entitled to vote at the Meeting by proxy.

DATED at Vancouver, British Columbia, the 16th day of May, 2016.

ON BEHALF OF THE BOARD

"John Fognani"

John Fognani
Director