

**EARLY WARNING REPORT
FILED IN ACCORDANCE WITH NATIONAL INSTRUMENT 62-103**

1. Name and address of the offeror:

David Birkenshaw ("Birkenshaw")
102A-1075 Bay Street
Suite 336
Toronto, Ontario
M5S 2B2

2. Name of reporting issuer:

Meryllion Resources Inc. ("MRI")

3. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstances:

Birkenshaw announced that he acquired ownership and control of 1,445,112 common shares in the capital of MRI ("MRI Shares"). The MRI Shares were issued from the treasury of MRI in settlement for a good faith debt owed by MRI to Birkenshaw in the amount of \$43,353,36 at a price of \$0.03 per share pursuant to a debt settlement agreement between MRI and Birkenshaw. Following the issuance of the MRI Shares, Birkenshaw directly or indirectly owns and controls 4,294,012 MRI Shares, which represents approximately 18% of the issued and outstanding MRI Shares as of the date of this report.

4. Designation and Number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:

See item 3 above.

5. Designation and Number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to above over which:

(a) the offeror, either alone or together with any joint actors, has ownership and control:

See item 3 above.

(b) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:

Not applicable

(c) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:

Not applicable.

6. **The name of the market in which the transaction or occurrence that gave rise to the news release took place:**

Canadian Securities Exchange.

7. **The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:**

The price per security is as follows:

Price Per Share	Number of Shares
\$0.03	1,445,112

8. **The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

David Birkenshaw

9. **General Nature and material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

See item 3 above.

10. **Names of any joint actors in connection with the disclosure required by Appendix E of National Instrument 62-103:**

Not applicable.

11. **In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:**

See item 3 above.

12. **If applicable, a description of any change in any material fact set out in a previous report by the offeror under the early warning requirements:**

Not applicable.

13. **If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:**

Not applicable.

DATED this 24th day of June, 2016.

“David Birkenshaw”

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