

**FORM 51-102F3**

**Material Change Report**

**Item 1. Name and Address of Company**

Meryllion Resources Corporation (the "Company" or "Meryllion")  
303 – 750 West Pender Street  
Vancouver, B.C. V6C 2T7

Telephone: 604-681-0084

**Item 2. Date of Material Change**

News Release dated June 20, 2017

**Item 3. News Release**

The news release was issued on June 20, 2017 and was disseminated through the facilities of recognized newswire services on June 20, 2017. A copy of the news release was filed on SEDAR.

**Item 4. Summary of Material Change**

Meryllion Resources announces new strategic direction focused on the Cannabis Sector.

**Item 5. Full Description of Material Change**

TORONTO, June 20, 2017 - Meryllion Resources Corporation (CSE-MYR)("Meryllion" or the "Company"), today announced that it has entered into a non-binding Letter of Intent ("LOI") to enter into a business combination with Thunderhawk Cannabis Ltd. ("Thunderhawk") resulting in a reverse takeover of Meryllion by the shareholders of Thunderhawk (the "RTO")

Thunderhawk is a newly formed private company incorporated under the laws of Canada(CBCA) currently controlled by Troy Jerome and Beaver Paul (the "Principals") who are long standing residents of Listuguj, a Mi'gmaq Indigenous community located in the southwestern part of the Gaspé Peninsula. Both Principals are involved in several businesses in Quebec and New Brunswick.

Thunderhawk is in the process of developing a cannabis related commercial enterprise with the initial primary purpose of operating a retail cannabis storefront (a 'Dispensary') in Listuguj that will distribute cannabis products in accordance with applicable laws.

Meryllion had been evaluating acquisition targets in the Cannabis sector that would generate additional shareholder value through the purchase of operating assets. Ben Gelfand, a director of Meryllion stated "We believe we have identified a compelling new opportunity for our company in teaming up with Jerome and Paul who have a long track record of

developing quality operating assets that we believe will, over time, build greater long-term shareholder value."

The RTO is conditional upon due diligence, the entering into of a definitive agreement by the parties, applicable board and shareholder approvals, regulatory and Canadian Securities Exchange approval as well as a completion of a concurrent private placement of 4,000,000 Class A Common Shares at a price of \$0.50 Class A Common Share for gross proceeds of \$2,000,000 (the "Concurrent Private Placement"). Upon completion of the RTO, Meryllion intend to complete a name change to Thunderhawk Cannabis Group Inc. or such other name as may be approved by shareholders of the Company and the applicable regulatory authorities.

Meryllion currently has 35,488,420 Class A common shares issued and outstanding. Prior to the entering into of definitive agreements in connection with the RTO, Meryllion intends to complete a non-brokered private placement in an amount of \$178,230 and a shares for debt transaction whereby \$152,500 in debt will be settled for Class A common shares of the Company at a price of \$0.025 per share. Both transactions are subject to exchange approval.

The LOI provides that following completion of the private placement and shares for debt transactions referred to above, Meryllion will consolidate all of its issued and outstanding shares such that prior to completion of the RTO, Meryllion will have no more than 2,000,000 Class A common shares outstanding. It is expected that the Company will issue an aggregate of 24,000,000 shares to current shareholders of Thunderhawk and shareholders under the Concurrent Private Placement such that the resulting issuer will have no more than 26,000,000 Class A common shares issued and outstanding. Upon completion of the RTO, current shareholders of the Company will hold approximately 7.7% of the total issued and outstanding shares of the resulting issuer.

It is expected that management of the resulting issuer will consist of the following individuals, Troy Jerome and Beaver Paul Troy Jerome and Beaver Paul and that the board of the Company will be reconstituted to comprise five (5) directors including two (2) current directors of Meryllion, subject to the policies of the Exchange and applicable corporate and securities laws.

The CSE has in no way passed upon the merits of the proposed RTO and has neither approved nor disapproved the contents of this press release.

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the completion of the proposed RTO, the Concurrent Private Placement, and the anticipated business plan of the Company subsequent to completion of the RTO.

Although Meryllion believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct. Forward looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. Meryllion cautions investors that any forward-looking information provided by Meryllion are not guarantees of future results or performance, and that actual results may differ materially

from those in forward looking information as a result of various factors, including, but not limited to: Meryllion's ability to complete the proposed RTO; the state of the financial markets for Meryllion's equity securities; recent market volatility; Meryllion's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that Meryllion is unaware of at this time.

Neither CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Ben Gelfand  
Director  
Meryllion Resources Corporation  
416-452-7204

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Zula Kropivnitski, CFO  
Business Telephone No: 604-681-0084

**Item 9. Date of Report**

DATED this 20<sup>th</sup> day of June, 2017.

*(Signed) Zula Kropivnitski*

---

Zula Kropivnitski  
CFO