

# **MERYLLION**

R e s o u r c e s

**MERYLLION RESOURCES CORP.**  
**Condensed Interim Financial Statements**  
**June 30, 2017**  
(Unaudited)  
(Expressed in Canadian Dollars)

**MERYLLION RESOURCES CORP.**  
**Condensed Statements of Financial Position**  
(Unaudited)  
(In Canadian Dollars)

	NOTES	As at	
		June 30, 2017	September 30, 2016
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 2,526	\$ 75,915
Accounts receivable		927	2,160
Prepaid expenses and deposits		1,384	3,138
		<b>4,837</b>	<b>81,213</b>
<b>TOTAL ASSETS</b>		<b>\$ 4,837</b>	<b>\$ 81,213</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		\$ 72,838	\$ 40,621
Loan payable	8	111,000	144,500
		<b>183,838</b>	<b>185,121</b>
<b>EQUITY (DEFICIENCY)</b>			
Share capital	7	15,180,571	15,027,571
Share-option reserve		348,908	348,908
Accumulated other comprehensive income (loss)		-	-
Accumulated deficit		(15,707,980)	(15,480,387)
		<b>(179,001)</b>	<b>(103,908)</b>
<b>TOTAL LIABILITIES AND EQUITY (DEFICIENCY)</b>		<b>\$ 4,837</b>	<b>\$ 81,213</b>

Subsequent events (Note 1)

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

**APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:**

"John Fognani"  
Director

"Ben Gelfand"  
Director

**MERYLLION RESOURCES CORP.**  
**Condensed Statements of Comprehensive Loss**  
*(Unaudited)*  
*(In Canadian Dollars)*

	Notes	Three months ended		Nine months ended	
		June 30,		June 30,	
		2017	2016	2017	2016
<b>ADMINISTRATIVE EXPENSES</b>					
Insurance		\$ 2,001	\$ 3,977	\$ 8,541	\$ 14,911
Investor relations		250	-	250	-
Office and administration	8	15,598	31,034	61,876	92,707
Professional fees		3,624	32,358	9,235	54,481
Regulatory and filing fees		3,338	7,030	9,603	15,488
Salaries and benefits	9	-	-	-	77
Directors fees		22,500	-	135,000	-
Travel		-	-	3,083	-
		<b>47,311</b>	74,399	<b>227,588</b>	177,664
Evaluation and exploration expenses	6	-	27,365	-	141,299
<b>OTHER (INCOME) /EXPENSES</b>					
Loss on sale of subsidiary		-	19,934	-	19,934
Gain on debt settlement		-	(111,598)	-	(111,598)
Foreign exchange gain		-	35,642	5	2,639
		-	(56,022)	5	(89,025)
<b>NET LOSS FOR THE PERIOD</b>		<b>47,311</b>	45,742	<b>227,593</b>	229,938
<b>OTHER COMPREHENSIVE (INCOME)/LOSS</b>					
Unrealized (gain)/loss on translation to reporting currency		-	(31,302)	-	(32,422)
Gain on sale of subsidiary			(79,561)		(79,561)
<b>COMPREHENSIVE LOSS FOR THE PERIOD</b>		<b>\$ 47,311</b>	\$ (65,121)	<b>\$ 227,593</b>	\$ 117,955
<b>LOSS PER SHARE</b>					
Basic and diluted		\$ 0.00	\$ 0.00	\$ 0.01	\$ 0.01
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>					
Basic and diluted		<b>41,886,638</b>	19,067,376	<b>37,621,159</b>	17,770,436

The accompanying notes are an integral part of these consolidated financial statements

**MERYLLION RESOURCES CORP.**  
**Condensed Statements of Changes in Equity (Deficiency)**

*(Unaudited)*

*(In Canadian Dollars)*

	Number of shares	Share Capital	Share-option Reserve	AOCI - Currency Translation Adjustment	Accumulated deficit	Total
<b>Balances as at October 1, 2016</b>	<b>35,488,420</b>	<b>\$ 15,027,571</b>	<b>\$ 348,908</b>	<b>\$ -</b>	<b>\$ (15,480,387)</b>	<b>\$ (103,908)</b>
<b>Shares issued for debt</b>	<b>6,100,000</b>	<b>152,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>152,500</b>
<b>Net loss and comprehensive loss for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(227,593)</b>	<b>(227,593)</b>
<b>Balances as at June 30, 2017</b>	<b>41,588,420</b>	<b>\$ 15,180,071</b>	<b>\$ 348,908</b>	<b>\$ -</b>	<b>\$(15,707,980)</b>	<b>\$ (179,001)</b>
Balances as at October 1, 2015	17,125,510	\$ 14,755,184	\$ 348,908	\$ (111,983)	\$ (15,198,172)	\$ (206,063)
Shares issued for debt	7,362,910	110,444	-	-	-	110,444
Net loss and comprehensive loss for the period	-	-	-	111,983	(229,938)	(117,955)
Balances as at June 30, 2016	24,488,420	\$ 14,865,628	\$ 348,908	\$ -	\$ (15,428,110)	\$ (213,574)

The accompanying notes an integral part of these condensed consolidated financial statement

**MERYLLION RESOURCES CORP.**  
**Condensed Statements of Cash Flow**  
*(Unaudited)*  
*(In Canadian Dollars)*

		Nine months ended, June 30	
	<u>NOTES</u>	<u>2017</u>	<u>2016</u>
<b>OPERATING ACTIVITIES</b>			
Net loss for the period		\$ (227,593)	\$ (229,938)
Items not involving cash:			
Foreign exchange (gain)/loss		-	(2,639)
Gain on debt settlement		-	(111,598)
Loss on sale of subsidiary		-	19,934
Changes in non-cash working capital:			
Accounts receivable		1,233	1,632
Prepaid expenses and deposits		1,754	602
Accounts payable and accrued liabilities		159,717	160,745
<b>Cash used in operating activities</b>		<b>\$ (64,889)</b>	<b>(161,262)</b>
<b>FINANCING ACTIVITIES</b>			
Loan repayment		8,500	-
<b>Cash provided by financing activities</b>		<b>8,500</b>	<b>-</b>
Effect of foreign exchange on Cash		\$ -	\$ 106,749
<b>Net increase in Cash and cash equivalents</b>		<b>\$ (73,389)</b>	<b>\$ (54,513)</b>
Cash and cash equivalents, beginning of period		\$ 75,915	\$ 55,914
<b>Cash and cash equivalents, end of period</b>		<b>\$ 2,526</b>	<b>\$ 1,401</b>

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

**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

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**1. NATURE OF OPERATIONS**

Meryllion Resources Corp. ("Company") was incorporated on July 25, 2013 under the laws of British Columbia as a wholly-owned subsidiary of Kaizen Discovery Inc., formerly Concordia Resource Corp. ("Concordia"). On December 4, 2013, a Plan of Arrangement (the "Arrangement") was approved by the shareholders of Concordia whereby Concordia distributed 100% of its interest in the Company to its shareholders. Concurrently with the completion of the Arrangement, Meryllion Resources Corp. together with its subsidiaries (collectively known as the "Company" or "Meryllion") obtained approval to list its common shares on the TSX Venture Exchange ("TSX-V") and began trading under the ticker symbol MYR on December 6, 2013. On May 13, 2015 the Company received approval to list its common shares on the Canadian Securities Exchange ("CSE"), and voluntarily delisted its common shares from the TSX Venture Exchange (the "TSXV").

The Company's head office is located at 750 Pender St., Suite 303, Vancouver, British Columbia, V6C 2T7.

In June 2017 entered into a non-binding Letter of Intent to enter into a business combination with Thunderhawk Cannabis Ltd. resulting in a reverse takeover of Meryllion by the shareholders of Thunderhawk.

During the year ended September 30, 2016 the Company sold all of the issued and outstanding shares of its wholly-owned subsidiary, Huayra Minerals Corp., in consideration for the assumption of the debt accumulated by its Argentinean subsidiary, Meryllion Argentina S.A. (the "Transaction"). The Transaction was approved by the shareholders of the Company.

These consolidated financial statements have been prepared on a going-concern basis, which contemplates the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. To date, the Company has not generated revenues from operations and is considered to be in the exploration stage. The amounts shown as mineral interests represent acquisition costs incurred to date and do not necessarily represent current or future values. The underlying value of mineral interests are entirely dependent on the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to complete permitting, exploration, development and future profitable production or proceeds from the disposition thereof.

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 Company may raise additional funds through debt, the issuance of shares or through a strategic partnership. The inability to obtain additional financing may cast substantial doubt on the Company's ability to continue as a going concern.

**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

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**2. BASIS OF PRESENTATION**

**(a) Statement of compliance**

These condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 "*Interim Reporting*", using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") effective June 30, 2017.

**(b) Basis of presentation**

These consolidated 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 consolidated 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 Consolidated Financial Statements for the year ended September 30, 2016 have been applied consistently to all periods presented in these consolidated financial statements as if the policies have always been in effect.

These consolidated financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on August 28, 2017.

**3. FINANCIAL INSTRUMENTS**

**(a) Designation and valuation of financial instruments**

The Company has designated its cash and accounts receivable as loans-and-receivables and accounts payable and accrued liabilities and loan payable as other-financial-liabilities.

The carrying values of cash, accounts receivable, accounts payable and accrued liabilities, and loan payable approximate their fair values because of the short-term maturity of these financial instruments.

The Company's financial instruments are measured subsequent to initial recognition at fair value are grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable:

- Level 1 of the fair value hierarchy includes unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 of the hierarchy includes inputs that are observable for the asset or liability, either directly or indirectly; and
- Level 3 includes inputs for the asset or liability that are not based on observable market data.

The Company does not have any financial instruments included in Level 1, 2 and 3.

**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

**3. FINANCIAL INSTRUMENTS (Continued)**

**(a) Designation and valuation of financial instruments (continued)**

The Company's financial instruments as at June 30, 2017 are as follows:

	<b>As at</b>	
	<b>June 30, 2017</b>	<b>September 30, 2016</b>
<b>Financial assets</b>		
Loans-and-receivables		
Cash	\$ 2,526	\$ 75,915
Accounts receivable	927	2,160
<b>Total financial assets</b>	<b>\$ 3,453</b>	<b>\$ 78,075</b>
<b>Financial liabilities</b>		
Other-financial-liabilities		
Accounts payable and accrued liabilities	\$ 72,838	\$ 40,621
Loan payable	111,000	144,500
<b>Total financial liabilities</b>	<b>\$ 183,838</b>	<b>\$ 185,121</b>

**(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 and accounts receivable. The Company's maximum exposure to credit risk is the amounts disclosed in the consolidated 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. Credit risk associated with accounts receivable is minimal due to the immaterial nature of these miscellaneous receivables.



**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

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**3. FINANCIAL INSTRUMENTS (Continued)**

**(b) Financial risks (continued)**

***Liquidity risk***

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

At June 30, 2017, the Company had a cash balance of \$2,526 (September 30, 2016 - \$75,915) to settle current liabilities of \$183,838 (September 30, 2016 - \$185,121). All of 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, the exercise of options, debt or other sources. There can be no certainty of the Company's ability to raise additional financing through these means.

***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 is not exposed to significant currency risk.

**4. 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 pursue the development and exploration of its mineral properties and 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.

**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

**4. CAPITAL MANAGEMENT (Continued)**

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 and stock options. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. In order 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 and the Company is not subject to any externally imposed capital requirements.

**5. MINERAL INTERESTS**

Up to June 30, 2016 through the Company's wholly-owned subsidiaries, the Company controlled exploration concessions in Argentina classified by the Company into the Cerro Amarillo Project and Samenta Project. All acquisition costs and option payments related to these exploration concessions were capitalized as mineral interests and were incurred in US dollars and translated to Canadian dollar, the presentation currency for the Company.

On June 30, 2016 the Company sold all of the issued and outstanding shares of its wholly-owned subsidiary, Huayra Minerals Corp., in consideration for the assumption of the debt accumulated by its Argentinean subsidiary, Meryllion Argentina S.A. (the "Transaction"). The Transaction was approved by the shareholders of the Company.

**6. EVALUATION AND EXPLORATION EXPENSES**

	Three months ended		Nine months ended	
	June 30,		June 30,	
	2017	2016	2017	2016
<b>Cerro Amarillo, Argentina</b>				
Administration	- \$	21,855	- \$	61,703
Camp Costs	-	1,755	-	2,725
Travel and Transport	-	1	-	79
Other	-	3,276	-	5,428
<b>Total Cerro Amarillo</b>	-	<b>26,887</b>	-	<b>69,935</b>
<b>Samenta, Argentina</b>				
Administration	-	6,394	-	38,820
Other	-	2,575	-	5,179
<b>Total Samenta</b>	-	<b>8,969</b>	-	<b>43,999</b>
<b>Total evaluation and exploration expenses</b>	- \$	<b>35,856</b>	- \$	<b>113,934</b>

**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

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**7. SHARE CAPITAL**

**(a) Authorized**

Unlimited Class A common shares without par value.

**(b) Issued and outstanding**

At June 30, 2017 the Company had 41,588,420 (September 30, 2016 - 35,488,420) common shares issued and outstanding.

***Nine months ended June 30, 2017***

During the nine months ended June 30, 2017, the Company issued 6,100,000 to settle debt in the amount of \$152,500. The common shares were issued at a price of \$0.025 per common share.

***Year ended September 30, 2016***

During the year ended September 30, 2016 the Company settled debt in the aggregate principal amount of \$220,887 by the issuance of 7,362,910 common shares in the capital of the Company. The shares were valued at \$0.015 per share, accordingly the Company recognized a gain of \$110,443 on the debt settlement.

During the year ended September 30, 2016 the Company issued 11,000,000 shares for cash at \$0.015 per share and incurred \$3,057 in share issue costs.

***After period ended June 30, 2017***

Subsequent to the period ended June 30, 2017 the Company completed a private placement of 8,800,000 for gross proceeds of \$220,000 with units being issued at a price of \$0.025 per unit. Each unit consists of one common share and one-half warrant with each whole warrant exercisable into one common share at a price of \$0.05. No finders' fees were paid and no finders' warrants were issued in connection with this private placement.

**(c) 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. The maximum number of common shares that may be reserved for issuance under the plan is 5,323,263.

**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

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**7. SHARE CAPITAL (Continued)**

**(c) Stock options (continued)**

The Company has 100,000 stock options outstanding and exercisable as at June 30, 2017 and September 30, 2016. The weighted average remaining life of the stock options as at June 30, 2017 is 1.45 years and exercise price is \$0.30.

**(d) Share-based compensation**

There were no stock options granted during the nine months ended June 30, 2017 and year ended September 30, 2016.

**8. RELATED PARTY TRANSACTIONS**

**(a) Key management compensation**

The remuneration of the Company's Directors consists of the following amounts:

	<b>Nine months ended</b>	
	<b>June 30,</b>	
	<b>2017</b>	<b>2016</b>
Short-term benefits <sup>(1)</sup>	<b>\$ 135,000</b>	-
<b>Total directors' compensation</b>	<b>\$ 135,000</b>	-

*(1) Short term benefits include salaries, bonuses, consulting fees (included in professional fees) and directors' fees for all directors.*

During the nine months ended June 30, 2017, the Company issued 6,100,000 to settle debt owed to related parties in the amount of \$152,500. The common shares were issued at a price of \$0.025 per common share.

As at June 30, 2017, the Company owes \$1,500 (September 30, 2016: \$nil) in a loan to the director of the Company. The loan is not secured and non-interest bearing payable on demand.

As at June 30, 2017, the Company owes \$7,500 (September 30, 2016: \$nil) in a directors' fees to the directors of the Company.

As at June 30, 2017 the Company has a loan payable to a shareholder of \$109,500 (September 30, 2016: \$144,500) which is non-interest bearing and payable on demand.

**(b) Other related party transactions**

On March 1, 2015 the Company entered into an Administration and Corporate Development Services Agreement with a management company to provide administrative services including services of a Chief Financial Officer and a Corporate Secretary. During the nine months ended June 30, 2017 the Company incurred \$60,000 (2016 - \$90,000) in fees to this management company. As at June 30, 2017 \$15,750 (September 30, 2016 - \$nil) was payable to this company.

**MERYLLION RESOURCES CORP.**  
**Notes to the Condensed Financial Statements**  
**Nine months ended June 30, 2017**

*(Unaudited)*  
*(In Canadian Dollars)*

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**9. SEGMENTED INFORMATION**

As at June 30, 2017, the Company operates in Canada. Up until June 30, 2016 the Company operated in one business segment, being the acquisition and exploration of resource properties. The Company was in the exploration stage and, accordingly, had no reportable segment revenues or operating results for the nine months ended June 30, 2017.