



## News Release

### **Meryllion Resources Corporation Announces Proposed Reverse Takeover with BitBlox Technologies Inc.**

**FOR IMMEDIATE RELEASE**

**February 22, 2018**

**Toronto, Ontario, February 22, 2018** – Meryllion Resources Corporation (CSE: MYR), ("Meryllion" or the "Corporation") announced that it entered into a non-binding Letter of Intent ("LOI") with BitBlox Technologies Inc., ("BitBlox"), a cryptocurrency mining technology company, to complete a business combination resulting in a proposed reverse takeover (the "RTO") of Meryllion by the shareholders of BitBlox.

BitBlox is a next generation, high value cryptocurrency mining enterprise that mines coins, through both Proof of Work ("POW") and Proof of Stake ("POS") based on efficiencies and profit margins through its advanced technical configurations, proprietary intelligent mining solutions, and its ongoing investment in the development of its Artificial Intelligence ("AI") solutions platform specifically designed for the crypto-mining industry.

Pursuant to the terms of the proposed RTO transaction, it is anticipated that Meryllion will consolidate its common shares on a 5:1 basis immediately prior to the acquisition of 100% of the issued and outstanding securities of BitBlox. The RTO is subject to completion of the entering into of a definitive agreement as well as exchange and regulatory approval and shareholder approval (as further described below).

#### **Token Offering**

BitBlox is continuing its plans to complete an Initial Blockchain Token Offering ("PIBCO") that will enable BitBlox to sell digital tokens to accredited and retail investors in compliance with applicable securities laws.

BitBlox has already closed a series of private placement rounds consisting of token units each comprised of a certificate representing a future profit share based digital token ("Tokens"), and a common share purchase warrant ("Token Warrants") each automatically exercisable for no additional consideration into one common share of BitBlox immediately prior to completion of the RTO.

BitBlox anticipates continuing with its PIBCO in addition to the RTO process with Meryllion, provided that all tokens issued prior to completion of the RTO will be exchanged for like tokens of Meryllion on the RTO.

#### **The Transaction**

The RTO is conditional upon the completion of due diligence, entering into a definitive agreement by the parties and completing the terms outlined in the definitive agreement by no later than July 31, 2018 or such date to be mutually agreed upon.

The RTO is also conditional upon the completion of obtaining all applicable board, shareholder and regulatory approvals including obtaining approval from the Canadian Securities Exchange (the "CSE"). In addition, as Benjamin Gelfand (a director of Meryllion) is a director and officer of BitBlox, Alan Grant (a director of Meryllion) is a director and principal shareholder of BitBlox and Frank Kordy (the Chief Financial Officer of Meryllion) is the Chief Financial Officer of BitBlox, the RTO is a non-arm's length transaction and it is therefore expected the RTO will be subject to the approval of the minority shareholders of Meryllion as well as other requirements under CSE rules and applicable securities laws.

Upon completion of the proposed RTO transaction, it is anticipated that Meryllion will undergo a name change subject to applicable corporate and regulatory approval. Following the completion of the proposed transaction, the resulting entity will hold all of the assets of BitBlox and would continue the business of BitBlox.

As at the date of this press release, Meryllion had 50,888,420 common shares and 3,900,000 common share purchase warrants issued and outstanding. In connection with the completion of the proposed RTO transaction, it is anticipated that Meryllion will consolidate its common shares on a 5:1 basis resulting in 10,177,684 common shares and 780,000 common share purchase warrants being issued and outstanding on a post consolidated basis. As at the date of this press release, BitBlox has 42,550,000 common shares and up to 7,450,000 options issued and outstanding, and, not including securities issuable on the PIBCO, BitBlox is

expected to have up to 46,630,000 common share purchase warrants and up to 46,630,000 Tokens issued and outstanding immediately prior to the RTO.

Pursuant to the RTO, Meryllion will acquire 100% of the securities of BitBlox in exchange for similar securities of Meryllion on a one for one post-consolidated basis.

Upon completion of the share issuance by Meryllion to the shareholders of BitBlox, the resulting issuer will have approximately up to 99,357,684 resulting issuer common shares issued and outstanding (assuming automatic exercise immediately prior to the RTO of the BitBlox warrants issued on the prior token unit rounds), of which former shareholders of Meryllion will hold approximately 10.0% of the common shares of the resulting issuer and the former shareholders of BitBlox will hold approximately 90.0% of the common shares of the resulting issuer. The resulting issuer is also expected to have up to 46,630,000 tokens, 780,000 common share purchase warrants and up to 7,450,000 options issued and outstanding.

Upon completion of the RTO, the Corporation's board will be reconstituted to comprise of a minimum of five (5) directors including two (2) current directors of Meryllion, subject to the policies of the CSE 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.

Back on June 20, 2017 Meryllion had entered into a non-binding Letter of Intent to enter into a business combination with Thunderhawk Cannabis Ltd., ("Thunderhawk"). Thunderhawk and Meryllion failed to enter into a definitive agreement and the proposed business combination was terminated on August 15<sup>th</sup>, 2017.

#### **About BitBlox Technologies Inc.**

BitBlox Technologies Inc., is focused on building a high value cryptocurrency enterprise.

BitBlox primarily mines cryptocurrencies, such as Ether and ZCash, and offers value-added technology services for the cryptocurrency market, such as crypto-mining proprietary intelligent software solutions. Offering a complete ecosystem of value-creation, BitBlox cryptocurrency mining will provide the basis for an innovative token product that is monetized according to mining profit margins. A percentage of these profits will be invested in the development of a proprietary Artificial Intelligence ("AI") augmented solutions platform. BitBlox Big Data repositories specific to the vertical will continue to grow exponentially. This accumulating IP will position BitBlox advantageously on the Blockchain, ensuring BitBlox remains relevant within the evolution of future technologies.

Overall, BitBlox takes an approach that enables the company to scale, and respond to changing conditions, within the still-emerging cryptocurrency industry. Part of a wave of emerging technologies, cryptocurrencies are indivisible from a new virtual economy that is powered in part by smart contract and other AI-based integrations. Cryptocurrency and value mining are central to this new paradigm. Taking a robust and diversified business approach, BitBlox Technologies Inc. is poised to capture value in successive phases as this industry continues to scale.

For more information please visit: [www.BitBloxtechnologies.com](http://www.BitBloxtechnologies.com)

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#### **Forward-Looking Statements**

Information set forth in this news release may involve forward-looking statements under applicable securities laws. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and the Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation. Although Management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. This news release does not constitute an offer to sell or solicitation of an offer to buy any of the securities described herein and accordingly undue reliance should not be put on such. 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.

