

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Corporation

Meryllion Resources Corporation (“**Meryllion**” or the “**Corporation**”)

First Canadian Place
100 King Street West, Suite 5700
Toronto, ON M5X 1C9

2. Date of Material Change

June 12, 2020.

3. News Release

The news release with respect to the material change referred to in this report was issued by the Corporation through Newsfile Corp. on June 12, 2020. A copy of the full news release is attached hereto as “Schedule A”.

4. Summary of Material Change

Meryllion announces private placement and shares-for-debt transaction.

5. Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, please see “Schedule A” attached hereto.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. Reliance on Subsection 7.1(2) or (3) of Regulation 51-102

Not applicable.

7. Omitted Information

None.

8. Executive Officer

For further information, please contact:

Frank Kordy
Director and Corporate Secretary
(647) 466-4037
frank.kordy@blueskydigitalassets.com

9. Date of Report

June 22, 2020.



Meryllion Resources Corp. Announces Private Placement and Shares-for-Debt Transaction

FOR IMMEDIATE RELEASE

June 12, 2020

Toronto, Ontario – June 12, 2020 - Meryllion Resources Corporation (CSE: MYR.X), (“**Meryllion**” or the “**Corporation**”) announces that it has completed a non-brokered private placement of 10,000,000 common shares in the capital stock of the Corporation at a price of \$0.005 per share for gross proceeds of \$50,000. The proceeds from the private placement will be used for general working capital purposes.

The Corporation has also concluded a shares-for-debt transaction pursuant to which a total of \$66,500 of debt was settled by the issuance of 13,300,000 common shares in the capital stock of the Corporation a deemed issue price of \$0.005 per share.

The Corporation applied for and was granted an exemption from the Canadian Securities Exchange's minimum price policy in respect of the issue price of the shares for the private placement and the shares-for-debt transaction. All of the common shares issued by the Corporation are subject to a hold period of four months and one day from the date of issuance.

In connection with the private placement and shares-for-debt transaction, each of Jeremy Edelman and David Steinepreis acquired ownership, control or direction over common shares of the Corporation requiring disclosure pursuant to the early warning requirements of applicable securities regulation. Immediately prior to the transactions neither of Jeremy Edelman or David Steinepreis had ownership of, or exercised control or direction over, any voting or equity shares of the Corporation.

Jeremy Edelman acquired ownership of 11,650,000 common shares of the Corporation representing approximately 12.78% of the Corporation's issued and outstanding common shares. David Steinepreis acquired ownership of 11,650,000 common shares of the Corporation representing approximately 12.78% of the Corporation's issued and outstanding common shares.

The Corporation understands that each of Jeremy Edelman and David Steinepreis acquired the aforementioned securities for investment purposes and may, from time to time and depending on market and other conditions and subject to the requirements of applicable securities laws, acquire additional common shares through market transactions, private agreements, treasury issuances or otherwise, or may, subject to the requirements of applicable securities laws, sell all or some portion of the common shares they own or control, or may continue to hold the common shares.

This portion of this news release is issued pursuant to *National Instrument 62-103 – The Early Warning System and Related and Take-Over Bid and Insider Reporting Issues* of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the early warning reports will be filed by Jeremy Edelman and David Steinepreis in accordance with applicable securities laws and will be available on the Corporation's issuer profile on SEDAR at www.sedar.com.

For further information please contact:

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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.