

**EARLY WARNING REPORT
PART 3 OF NATIONAL INSTRUMENT 62-103
FORM 62-103F1**

1. Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

The designation of securities to which this report relates is units (the “Units”) of Meryllion Resources Corporation (the “Issuer”). Each Unit consists of one common share of the Issuer (a “Common Share”) and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to acquire an additional Common Share at an exercise price of \$0.08 each at any time up until July 1, 2023.

The Issuer's registered address is:

800 – 885 West Georgia Street
Vancouver, British Columbia
V6C 3B9

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. Please see item 2.2 below.

2. Identity of the Acquiror:

2.1 State the name and address of the Acquiror.

David Steinepreis
125 Customs Street West, Apartment 201
Auckland, CBD
1010 New Zealand

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On February 27, 2023, the Issuer completed a private placement consisting of 2,000,000 Units at a price of \$0.05 per Unit for gross proceeds of \$100,000. Pursuant to the private placement, Mr. Steinepreis, through Croesus Mining Pty Ltd., acquired the 2,000,000 Common Shares and 2,000,000 Warrants (the “Transaction”).

2.3 State the names of any joint actors.

Not applicable.

3. Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the Acquiror's securityholding percentage in the class of securities.

Pursuant to the Transaction, Mr. Steinepreis acquired 2,000,000 Common Shares and 2,000,000 Warrants.

Following the Transaction, Mr. Steinepreis' Common Share ownership in the Issuer increased from approximately 15.44% to approximately 21.10%. If Mr. Steinepreis was to exercise all of the Warrants, his Common Share ownership would increase to approximately 26.01%.

3.2 State whether the Acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

Mr. Steinepreis acquired the Common Shares and Warrants.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the Transaction, Mr. Steinepreis owned, or exercised control or direction over, 4,307,307 Common Shares of the Issuer, representing approximately 15.44% of the issued and outstanding Common Shares of the Issuer, and no Warrants.

Immediately after the Transaction, Mr. Steinepreis owns, or exercises control or direction over, 6,307,307 Common Shares, representing approximately 21.10% of the issued and outstanding Common Shares of the Issuer, and 2,000,000 Warrants. If Mr. Steinepreis exercised all of the Warrants, he would hold 8,307,307 Common Shares, representing approximately 26.01% of the Issuer's then issued and outstanding Common Shares.

3.5 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

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

Mr. Steinepreis owns, or exercises control or direction over, 6,307,307 Common Shares and 2,000,000 Warrants.

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

Not applicable.

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

Not applicable.

- 3.6 If the Acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the Acquiror's securityholdings.**

Not applicable.

- 3.7 If the Acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

- 3.8 If the Acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

4. Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Mr. Steinepreis acquired 2,000,000 Units (consisting of 2,000,000 Common Shares and 2,000,000 Warrants) from treasury pursuant to a private placement and for which he paid \$0.05 per Unit for a total of \$100,000.

- 4.2 In the case of a transaction or other 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, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the Acquiror.**

See Item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

5. Purpose of the Transaction

State the purpose or purposes of the Acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the Acquiror and any joint actors may have.

Mr. Steinepreis' acquisition of the Common Shares and Warrants was made for investment purposes, and Mr. Steinepreis may increase or decrease his holdings in the Issuer depending on market conditions and as circumstances warrant.

6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the Acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

7. Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the Acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

8. Exemption

If the Acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9. Certification

I, as the Acquiror, certify, to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: February 28, 2023

(signed) "David Steinepreis"

David Steinepreis