



MERYLLION RESOURCES CORP.

**Condensed Interim Financial Statements
(Unaudited)**

**For the Three and Six Months Ended March 31, 2024 and
2023**

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

MERYLLION RESOURCES CORP.

Condensed Interim Statements of Financial Position (Unaudited)

As at

(In Canadian Dollars)

	Note	March 31, 2024 \$	September 30, 2023 (Audited) \$
ASSETS			
CURRENT			
Cash		2,952	69,913
Amounts receivable		29,504	14,260
Prepays		33,750	-
TOTAL CURRENT ASSETS		66,206	84,173
Exploration and evaluation assets	9	237,507	10,570
TOTAL ASSETS		303,713	94,743
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities		68,201	99,519
Due to related parties	8	98,315	103,046
Loan payable	8	-	42,260
TOTAL LIABILITIES		166,516	244,825
EQUITY			
Share capital	7b)	17,467,955	17,097,971
Warrant reserve	7c)	127,972	-
Contributed surplus	7d)	755,779	755,779
Deficit		(18,214,509)	(18,003,832)
Total equity (deficiency)		137,197	(150,082)
TOTAL LIABILITIES AND EQUITY (DEFICIENCY)		303,713	94,743

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

Going concern (Note 1)

Subsequent event (Note 10)

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Signed"

"Richard Revelins"

Director

"Signed"

"Guy Charette"

Director

MERYLLION RESOURCES CORP.**Condensed Interim Statements of Loss and Comprehensive Loss (Unaudited)****For the three and six months ended March 31, 2024 and 2023***(Expressed in Canadian Dollars)*

	Note	Three months ended,		Six months ended,	
		2024	2023	2024	2023
		\$	\$	\$	\$
EXPENSES					
Professional fees	8	48,514	29,721	95,569	59,817
Management fees	8	24,463	19,248	43,711	38,496
Office and administration		39,219	7,064	55,321	41,928
Regulatory and filing fees		8,130	10,612	14,041	12,682
TOTAL EXPENSES		120,326	66,645	208,642	152,923
Loss on impairment of exploration and evaluation assets	9	-	103,471	-	103,471
Foreign exchange loss (gain)		1,092	(71)	2,035	1,155
NET LOSS AND COMPREHENSIVE LOSS		121,418	170,045	210,677	257,549
LOSS PER SHARE, basic and diluted		(0.00)	0.01	(0.01)	(0.01)
Weighted average number of common shares, basic and diluted		40,826,840	28,645,011	35,261,610	28,252,093

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

MERYLLION RESOURCES CORP.

Condensed Interim Statements of Changes in Equity (Deficiency) (Unaudited)

For the six months ended March 31, 2024 and 2023

(Expressed in Canadian Dollars)

	Note	Shares Issued	Share Capital	Contributed surplus	Warrants	Deficit	Total
Balance, September 30, 2022 (Audited)		27,889,455	\$ 17,002,806	\$ 680,703	\$ 65,581	\$ (17,244,882)	\$ 504,208
Private placement	7b)	2,000,000	63,774	-	36,226	-	100,000
Share issuance costs	7b)	-	(2,551)	-	(1,449)	-	(4,000)
Expiry of warrants	7c)	-	-	65,581	(65,581)	-	-
Net loss and comprehensive loss for the period		-	-	-	-	(257,549)	(257,549)
Balance, March 31, 2023		29,889,455	17,064,029	746,284	34,777	(17,502,431)	342,659
Balance, September 30, 2023 (Audited)		29,889,455	17,097,971	755,779	-	(18,003,832)	(150,082)
Private placement	7b),7c)	8,011,625	187,295	-	133,170	-	320,465
Share issuance costs	7b)	-	(7,311)	-	(5,198)	-	(12,509)
Shares issued for option exercise payment	7b), 9	4,186,046	180,000	-	-	-	180,000
Shares for debt	7b)	200,000	10,000	-	-	-	10,000
Net loss and comprehensive loss for the period		-	-	-	-	(210,677)	(210,677)
Balance, March 31, 2024		42,287,126	17,467,955	755,779	127,972	(18,214,509)	137,197

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

MERYLLION RESOURCES CORP.**Condensed Interim Statements of Changes in Cash Flows (Unaudited)****For the six months ended March 31, 2024 and 2023***(Expressed in Canadian Dollars)*

	Note	2024	2023
		\$	\$
OPERATING ACTIVITIES			
Net loss for the period		(210,677)	(257,549)
Items not affecting cash:			
Impairment of exploration and evaluation assets	9	-	103,471
Changes in non-cash working capital items:			
Amounts receivable		(15,244)	26,137
Prepays		(33,750)	-
Accounts payable and accrued liabilities		(21,318)	40,539
Due to related parties	8	(4,731)	-
Cash flows (used in) operating activities		(285,720)	(87,402)
FINANCING ACTIVITIES			
Proceeds from private placement	7c)	276,800	100,000
Share issuance costs	7b)	(12,509)	(4,000)
Loan payable		1,405	-
Cash flows from financing activities		265,696	96,000
INVESTING ACTIVITIES			
Expenditures on exploration and evaluation assets	9	(46,937)	-
Cash flows (used in) investing activities		(46,937)	-
Change in cash during the period		(66,961)	8,598
Cash, beginning of period		69,913	66,549
Cash, end of period		2,952	75,147
<i>Non-cash activities:</i>			
Shares for loan payable	7b)	\$ 43,665	\$ -
Shares issued for option agreement	7b), 9	\$ 180,000	\$ -
Shares for debt	7b)	\$ 10,000	\$ -

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

MERYLLION RESOURCES CORP.

Notes to the Condensed Interim Financial Statements (Unaudited)

For the three and six months ended March 31, 2024 and 2023

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Meryllion Resources Corp. (the "Company" or "Meryllion") was incorporated on July 25, 2013, under the laws of British Columbia. Meryllion is a natural resource company, at the exploration stage, engaged in the acquisition and exploration of resource properties. The Company's shares trade on the Canadian Securities Exchange ("CSE") under the symbol MYR.

The Company's head office is located at 301-217 Queen St. West, Toronto, Ontario, Canada, M5V 0R2.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Realization values may be substantially different from carrying values as shown and the financial statements do not given effect to adjustments that would be necessary to the carrying values and the classification of assets and liabilities should the Company be unable to continue operating as a going concern. Such adjustments could be material.

At March 31, 2024, the Company had an accumulated deficit of \$18,214,509 (September 30, 2023 - \$18,003,832) and working capital deficit of \$100,310 (September 30, 2023 - \$160,652). The Company incurred a net loss of \$210,677 during the six months ended March 31, 2024 (2023 - \$257,549). These circumstances raise material uncertainties which may cast substantial doubt as to the ability of the Company to meet its ongoing obligations as they come due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise adequate financing to meet its present and future commitments and to generate profitable operations in the future.

2. BASIS OF PRESENTATION

(a) Statement of compliance

The condensed interim financial statements of the Company have been prepared in accordance with IAS 34 Interim Financial Reporting. The condensed interim financial statements of the Company should be read in conjunction with the Company's 2023 annual financial statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The condensed interim financial statements have been prepared using accounting policies consistent with those used in the Company's 2023 annual financial statements except for income tax expense which is recognized and disclosed for the full financial year in the audited financial statements.

(b) Basis of presentation

These 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 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 annual financial statements for the year ended September 30, 2023, have been applied consistently to all periods presented in these condensed interim financial statements as if the policies have always been in effect.

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on May 27, 2024.

MERYLLION RESOURCES CORP.
Notes to the Condensed Interim Financial Statements (Unaudited)
For the three and six months ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these condensed interim financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities at the date of the condensed interim financial statements and reported amounts of revenue and expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed interim financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates is pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences.

The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The areas involving a higher degree of judgment or complexity, or areas where the assumptions and estimates are significant to the financial statements were the same as those applied to the Company's audited financial statements for the year ended September 30, 2023.

4. FUTURE ACCOUNTING POLICIES AND ACCOUNTING CHANGES

Standards issued and adopted

During the period ended March 31, 2024, the Company adopted certain IFRS amendments. The application of these amendments had no significant impact on the Company's financial position or results of operations.

IAS 1 – *Presentation of Financial Statements* ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

5. FINANCIAL INSTRUMENTS

(a) Designation and valuation of financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

All the Company's financial instruments are classified as amortized costs. All financial instruments are measured in the statement of financial position at fair value initially. Subsequent measurement and changes in fair value will depend on their initial classification.

The Company has designated its cash and amounts receivable as amortized cost and accounts payable and accrued liabilities and loan payable as amortized cost. Cash and accounts receivable are included in current assets due to their short-term nature. Accounts payable and accrued liabilities are included in current liabilities and loan payable due to their short-term nature.

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Notes to the Condensed Interim Financial Statements (Unaudited)
For the three and six months ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS (Continued)

The Company's financial instruments are as follows:

	As at	
	March 31, 2024	September 30, 2023
Financial assets		
Assets at amortized cost		
Cash	\$ 2,952	\$ 69,913
Amounts receivable	29,504	14,260
Total financial assets	\$ 32,456	\$ 84,173
Financial liabilities		
Liabilities at amortized cost		
Accounts payable and accrued liabilities	\$ 68,201	\$ 99,519
Due to related parties	98,315	103,046
Loans payable	-	42,260
Total financial liabilities	\$ 166,516	\$ 244,825

(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. The Company's maximum exposure to credit risk is the amounts disclosed in the condensed interim 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.

Liquidity risk

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

As at March 31, 2024, the Company had a cash balance of \$2,952 (September 30, 2023 - \$69,913) to settle current liabilities of \$166,516 (September 30, 2023 - \$244,825). All 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, debt or other sources. There can be no certainty of the Company's ability to raise additional financing through these means.

MERYLLION RESOURCES CORP.
Notes to the Condensed Interim Financial Statements (Unaudited)
For the three and six months ended March 31, 2024 and 2023
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5. FINANCIAL INSTRUMENTS (Continued)

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's functional and reporting currency is the Canadian dollar.

6. 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 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. 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, warrants and stock options. The Company manages the capital structure and adjusts it in light of changes in economic conditions and risk characteristics of the underlying assets. 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 during the periods ended March 31, 2024, and 2023 and the Company is not subject to any externally imposed capital requirements.

MERYLLION RESOURCES CORP.
Notes to the Condensed Interim Financial Statements (Unaudited)
For the three and six months ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

7. SHARE CAPITAL

(a) Authorized

Unlimited Class A common shares without par value.

(b) Issued and outstanding

As at March 31, 2024, the Company had 42,287,126 (September 30, 2023 - 29,889,455) common shares issued and outstanding.

For the six months ended March 31, 2024

On January 8, 2024, the Company closed a non-brokered private placement previously announced in November 2023. Pursuant to the private placement, the Company issued a total of 8,011,625 units of the Company at a price of \$0.04 per unit for gross proceeds of \$320,465. Of the total amount issued, 1,091,625 units were issued to settle a loan payable balance of \$43,665 (Note 8). Each unit consisted of one common share of the Company and one warrant. Each warrant is exercisable at a price of \$0.07 per share for a period of 24 months. The Company also issued 22,400 finder's warrants exercisable at a price of \$0.07 per share for a period of 24 months.

The Company recorded a total warrant reserve of \$133,170. The Company incurred cash costs of \$12,509 related to the completion of the private placement, of which \$7,311 was allocated to share capital and \$5,198 was allocated to the total warrant reserve.

On January 23, 2024, the Company satisfied its exploration option payment by issuing 4,186,046 common shares to TSGM and Westbury at a deemed issue price \$0.043 per share for total consideration of \$180,000 (Note 9).

On March 28, 2024, the Company closed its previously announced shares-for-debt transaction with its CFO to settle \$10,000 of accrued management fees (Note 8). Pursuant to the transaction, a total of 200,000 common shares were issued at a deemed issued price of \$0.05 per share.

For the six months ended March 31, 2023

On February 27, 2023, the Company closed a non-brokered private placement by issuing 2,000,000 units of the Company at a price of \$0.05 per unit for gross proceeds of \$100,000. Each unit consisted of one common share of the Company and one warrant. Each warrant is exercisable at a price of \$0.08 per share until July 1, 2023. The Company recorded a total warrant reserve of \$36,226. The Company incurred cash costs of \$4,000 related to the completion of the private placement, of which \$2,551 was allocated to share capital and \$1,449 was allocated to the total warrant reserve.

MERYLLION RESOURCES CORP.
Notes to the Condensed Interim Financial Statements (Unaudited)
For the three and six months ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

7. SHARE CAPITAL (Continued)

c) Warrants

As at March 31, 2024, the Company has 8,034,0245 warrants outstanding (September 30, 2023 - Nil).

For the six months ended March 31, 2024

On January 8, 2024, the Company issued 8,011,625 financing warrants and 22,400 finders' warrants at a price of \$0.07 per share per a period of 24 months, in connection with the private placement. The \$133,170 total fair value of the warrants was estimated using the Black-Scholes pricing model using the following assumptions: expected life – 2 years; annualized volatility – 170%; risk-free interest rate – 4.06%; dividend rate - 0%; and stock price - \$0.04. Share issuance costs of \$5,198 were allocated to the warrants.

For the six months ended March 31, 2023

On February 27, 2023, the Company issued 2,000,000 warrants as part of a private placement with an exercise price of \$0.08 per common share, exercisable until July 1, 2023. The \$36,226 fair value of the warrants was estimated using the Black-Scholes pricing model using the following assumptions: expected life – 2 years; annualized volatility – 136%; risk-free interest rate – 4.29%; dividend rate - 0%; and stock price - \$0.069. Share issuance costs of \$1,449 were allocated to the warrants.

(d) 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. As at March 31, 2024, the maximum number of common shares that may be reserved for issuance under the plan is 4,228,712.

	Number of Options	Weighted Average Exercise Price (\$)
Balance at September 30, 2022	2,290,000	0.111
Granted	500,000	0.070
Balance at September 30, 2023	2,790,000	0.104
Cancelled	(2,290,000)	0.111
Balance at March 31, 2024	500,000	0.070

MERYLLION RESOURCES CORP.**Notes to the Condensed Interim Financial Statements (Unaudited)****For the three and six months ended March 31, 2024 and 2023***(Expressed in Canadian Dollars)***7. SHARE CAPITAL (Continued)****(d) Stock options (Continued)**

The Company did not issue any stock options during the six months ended March 31, 2024 and 2023. During the six months ended March 31, 2024, the Company cancelled an aggregate of 2,290,000 stock options of the Company. Of the cancelled options, an aggregate of 1,340,000 were exercisable at exercise prices of \$0.105 to \$0.115 until May 27, 2026, and an aggregate of 950,000 were exercisable at exercise prices of \$0.105 to \$0.115 until September 26, 2027. All the options were voluntarily surrendered by the holders thereof for no consideration.

Grant Date	Exercise Price (\$)	Weighted Average Remaining Life (yrs)	Number of Options Outstanding	Number of Options Exercisable
August 28, 2023	0.070	1.41	500,000	500,000
	0.070	1.41	500,000	500,000

8. RELATED PARTY TRANSACTIONS

Transactions with related parties are incurred in the normal course of business and are measured at their fair values, which is the amount of consideration established and approved by the related parties. Key management includes directors and officers of the Company.

During the six months ended March 31, 2024, the Company incurred \$43,711 (2023 - \$38,496) in management fees to the CEO and CFO of the Company. As at March 31, 2024, accounts payable and accrued liabilities included \$36,000 (September 30, 2023 - \$36,000) payable to the former CEO and CFO of the Company and \$33,240 (September 30, 2023 - \$67,076) owing to the CEO and CFO of the Company. During the six months ended March 31, 2024, the Company settled \$10,000 of accrued management fees to the CFO by issuing 200,000 common shares at a deemed price of \$0.05 per share (Note 7).

During the six months ended March 31, 2024, the Company incurred legal fees of \$25,730 (2023 - \$20,096) to a company controlled by a director of the Company. As of March 31, 2024, accounts payable and accrued liabilities included \$29,075 (September 30, 2023 - \$33,004) owing to the company controlled by the director.

During the year ended September 30, 2023, the Company borrowed the sum of \$42,260 (AUD\$50,000) (the "Loan") from Croesus Mining Pty Ltd., a company controlled by a director of the Company. The Loan is unsecured, bears no interest and is repayable in full on or before August 28, 2024. During the six months ended March 31, 2024, the loan payable balance to date of \$44,665 was settled through the issuance of 1,091,625 shares at a price of \$0.04 per common share (Note 7).

MERYLLION RESOURCES CORP.
Notes to the Condensed Interim Financial Statements (Unaudited)
For the three and six months ended March 31, 2024 and 2023
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9. EXPLORATION AND EVALUATION ASSETS

Oldham Range

On July 26, 2021, the Company signed an option to acquire a 100% interest in the Oldham Range base and battery metal exploration property in Western Australia.

During the three months ended March 31, 2023, the Company did not have sufficient funds to pursue this project, therefore, the exploration costs incurred up to this date of \$103,471 were written off and included in the Company's net loss and comprehensive loss for the period. As at September 30, 2023 and March 31, 2024, the Company no longer has an interest in the Oldham Range property.

Mt Turner Joint Venture

On April 26, 2022, the Company announced that it has reached terms with Essex Minerals Inc., for an arm's length option and earn-in joint venture on the Mt Turner copper-molybdenum and Drummer Fault gold projects in north Queensland, Australia.

During the year ended September 30, 2023, the Company decided not to further pursue the project. Therefore, the exploration costs incurred up to this date of \$375,000 were written off and included in the Company's net loss and comprehensive loss for the year. As of September 30, 2023, and March 31, 2024, the Company no longer has an interest in the Mt Turner property.

Tasmanian Strategic Green Metals Pty Ltd.

The Company entered into an arm's-length Option and Earn-In Agreement dated as of July 17, 2023 (the "Agreement") with Tasmanian Strategic Green Metals Pty Ltd. ("TSGM"), a private Australian company, to acquire an interest on four rare earth exploration leases located in northeast Tasmania totaling approximately 809 square kilometres (the "Project"). The Agreement was amended on October 3, 2023, and further amended on January 15, 2024, which superseded all previous terms from the previous agreements.

On January 15, 2024, the Company entered into an amended agreement with TSGM and Westbury Resources Pty Ltd. ("Westbury"), a private Australian company, whereby it intends to exercise its previously announced option in respect of the Project. The option agreement originally required an initial cash payment of AUD\$125,000 (CAD\$ 112,500) to TSGM/Westbury. Pursuant to varied terms, the Company would make an initial payment to TSGM and Westbury in the aggregate amount of AUD\$200,000 (CAD\$180,000) by way of issuance of a total of 4,186,046 common shares at a deemed issue price of \$0.043 per share (the "Initial Shares"). During the period ended March 31, 2024, the Company issued 4,186,046 common shares to TSGM/Westbury and satisfied the option exercise payment (Note 7).

Once the Initial Shares have been allotted, Meryllion will have the right, but not the obligation, to earn a 50% interest in and to the Project by (i) spending a minimum of AUD\$300,000 (CAD\$270,000) in project expenditures forming part of an agreed initial exploration program within 180 days of the date on which Meryllion exercises the option; (ii) committing to spending an additional AUD\$200,000 (CAD\$180,000) in project expenditures within the subsequent 90 days (the "Earn-In Date"); (iii) paying to TSGM the sum of AUD\$100,000 (CAD\$90,000) which amount shall be refunded by TSGM to certain seed investors of TSGM; and (iv) subject to usual regulatory approvals, allotting to said seed investors an aggregate of AUD\$100,000 (CAD\$90,000) worth of common shares in the capital stock of the Company.

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9. EXPLORATION AND EVALUATION ASSETS (Continued)

Tasmanian Strategic Green Metals Pty Ltd. (Continued)

Upon having earned its 50% interest in the Project, Meryllion will have the right, but not the obligation, to acquire additional interests in the Project, by way of 10% increments over time up to a maximum 80%, through the funding of additional Project expenditures totaling AUD\$600,000 (CAD\$540,000) and aggregate payments to TSGM/Westbury of AUD\$200,000 (CAD\$180,000) in cash and AUD\$160,000 (CAD\$144,000) in common shares of Meryllion. The Company will have a 30-month period as of the Earn-In Date, during which it may earn up to its maximum interest.

Other than the Initial Shares, all common shares issuable pursuant to the option shall be issued at a deemed issue price equal to the 10-day volume weighted average price of the shares on the date of each respective share issuance or such other period as may be required by the Canadian Securities Exchange (the "CSE").

Upon having earned its 80% interest in the Projects and a production decision being made in respect thereto, Meryllion will have the option to buy the remaining 20% of the Projects at a price based upon an independent evaluation which would be made at that time. All shares issued are subject to a hold period equal to four months and one day from the date of issuance.

During the six months ended March 31, 2024, the Company incurred the following expenditures related to TSGM:

	TSGM
	\$
Balance, September 30, 2022	-
Geological consulting	3,386
Drilling	7,184
Balance, September 30, 2023	10,570
Geological consulting	30,093
Travel and lodging	16,844
Option exercise payment	180,000
Balance, March 31, 2024	237,507

10. SUBSEQUENT EVENT

On May 21, 2024, the Company announced that it has borrowed the sum of CAD\$50,000 (the "Loan") from Croesus Mining Pty Ltd., a company controlled by a director of the Company. The Loan is unsecured, bears no interest and is repayable in full on or before May 14, 2025.

The Loan is a related party transaction pursuant to *Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). With respect to the Loan, the Company has relied on the exemption from the valuation requirement pursuant to Section 5.5(b) (issuer not listed on specified markets) of MI 61-101 and from the minority shareholder approval requirement prescribed by Section 5.7(1)(a) (fair market value not more than 25% of market capitalization) of MI 61-101.

There is no undisclosed material information by the Company. The Company has at least one independent director, and all independent directors have approved the Loan.