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December 8, 2020

Canadian Securities Exchange

100 King Street West, Suite 7210
Toronto, Ontario
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Re: Meryllion Resources Corporation – Share Consolidation

Dear Sirs/Mesdames:

We have acted as counsel to Meryllion Resources Corporation (the "**Corporation**") and, in that capacity and in accordance to Section 3.3 of Canadian Securities Exchange *Policy 9 – Name Changes, Stock Splits and Share Consolidations*, have been asked to deliver an opinion in connection with the consolidation of the Corporation's common shares on the basis of one (1) post-consolidated common share for every ten (10) pre-consolidation common shares (the "**Consolidation**") as at the effective date which is currently contemplated to occur on December 11, 2020.

In connection with rendering this opinion, we have made such investigations, have considered such questions of law and have examined originals or copies, certified or otherwise identified to our satisfaction, of such certificates of public officials and of such other certificates, documents and records as we have considered necessary or relevant for the purposes of the opinion set forth below. In particular, we have reviewed the following documents (the "**Documents**"):

- a certified copy of a special resolution adopted by the Corporation's shareholders on October 27, 2020 approving the Consolidation;
- a certified copy of resolutions adopted by the Corporation's Board of Directors on December 7, 2020 approving the implementation of the Consolidation; and
- an unqualified letter of CDS Securities Management Solutions Inc. dated December 4, 2020 confirming eligibility.

We have assumed, with respect to all of the Documents examined by us, the genuineness of all signatures, the legal capacity at all relevant times of any individual signing any of such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as certified. Conformed or electronically reproduced copies or facsimiles thereof and the accuracy and completeness of the corporate records of the Corporation and all information provided to us, in written form or by electronic transmission, by public officials or offices of public record and that all information

continues to be accurate and complete as of the date hereof.

Other than the review of certain documents in the course of our representation of the Corporation, we have not undertaken any special or independent investigation to determine the existence of such facts or circumstances, and no inference as to our knowledge of the existence of such facts or circumstances should be drawn merely from our representation of the Corporation in this transaction.

The undersigned is a licensed member of the Law Society of Ontario and is qualified to carry on the practice of law in Ontario. In providing this opinion, the undersigned relies on the temporary mobility of lawyers within the common law provinces as set out in Sections 7 to 31 of the National Mobility Agreement which has been signed by both the Law Society of Ontario and the Law Society of British Columbia.

Based and relying on and subject to the foregoing, we are of the opinion that all necessary steps have been taken by the Corporation to validly effect the Consolidation in accordance with the *Business Corporations Act* (British Columbia).

This opinion is provided for the due discharge of your regulatory function. This opinion relates exclusively to the transaction outlined above and is for the sole use and benefit of the persons to whom it is addressed. Neither this opinion nor any copy thereof, may be delivered to, or relied upon, by any other person or used in connection with any other transaction without our prior written consent.

This opinion is given as of the date hereof and is based upon laws and regulations in effect and facts in existence as of the date hereof. This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein. The undersigned undertakes no obligation to update this opinion.

Yours truly,

DUNTON RAINVILLE
AVOCATS et NOTAIRES

(s) Michael Kozub

Michael Kozub, Lawyer
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