

This offering document dated April 9, 2026 (the “**offering document**”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This offering document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

These securities have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “**United States**” and “**U.S. person**” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**AMENDED AND RESTATED OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**(Amending and Restating the Offering Document dated March 13, 2026 to include Quebec
as an offering jurisdiction)**

April 9, 2026



MERYLLION RESOURCES CORPORATION

(the “**Company**” or “**Meryllion**”)

PART 1 – SUMMARY OF OFFERING

What are we offering?

Securities:	A minimum of 20,000,000 units and a maximum of 43,500,000 units at a price of \$0.05 per unit (the “ Units ”). Each Unit consists of one common share of the Company (a “ Common Share ”) and one Common Share purchase warrant (a “ Warrant ”). Commencing on the 62 nd day after issuance, each Warrant is exercisable into one Common Share at a price of \$0.07 for a period of 36 months from the date of issuance (the “ Offering ”).
The Offering:	The Units will be offered for sale by way of a non-brokered private placement basis in each of the provinces of Canada pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions (“ NI 45-106 ”), as amended by Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (as amended, the “ Listed Issuer Financing Exemption ”).

	The Units may also be offered in offshore jurisdictions as permitted under applicable legislation and in the United States pursuant to an exemption from the registration requirements of the U.S. Securities Act.
Offering Price:	\$0.05 per Unit.
Offering Amount:	The Offering is subject to the receipt of minimum aggregate gross proceeds of \$1,000,000 by way of the issue and sale of a minimum of 20,000,000 Units (the “ Minimum Offering ”), and up to maximum aggregate gross proceeds of \$2,175,000 by way of the issue and sale of up to 43,500,000 Units (the “ Maximum Offering ”).
Closing Date:	The Offering is expected to close on or before April 21, 2026, or such other date as may be determined by the Company (the “ Closing Date ”).
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the “ CSE ”) under the symbol “MYR”.
Last Closing Price:	On March 12, 2026, the most recent trading day prior to the date the Offering was initially announced, the closing price of the Common Shares on the CSE was \$0.055. The closing price on April 8, 2026, the trading day prior to this Offering document, was \$0.045.
Resale Restrictions:	The securities issued pursuant to the Listed Issuer Financing Exemption will not be subject to a “hold period” pursuant to applicable Canadian securities laws.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This Offering may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

All references in this offering document to “Dollars” or “\$” are to Canadian dollars, unless otherwise stated.

General Information

The Company is conducting a listed issuer financing under section 5A.2 of NI 45-106. The Company is relying on the exemptions in Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order. In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12

months immediately preceding the date of the news release announcing this Offering, will not exceed CAD\$25,000,000.

- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

Cautionary Statement on Forward-Looking Information

This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration and development plans at the Company’s mineral properties, including development timelines and anticipated costs; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; and completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of strategic metals, gold and silver; changes in project parameters as exploration plans continue to be refined; costs of exploration and development, including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of the Canadian dollar and U.S. dollar, foreign exchange rates on costs and financial results; market competition; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; and other risks of the mining industry. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at www.sedarplus.com. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking

information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

Scientific and Technical Information

The scientific and technical information contained in this offering document relating to the Company's mineral properties has been reviewed and approved by Mark J. Pryor (SEG, IOD, FGS, SACNASP), the Company's Technical Advisor of U.S. Exploration and a "qualified person" within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects ("**NI 43-101**") who is an independent consultant to the Company.

PART 2 – SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

The Company was incorporated under the *Business Corporations Act* (British Columbia) on July 15, 2013 under the name 0976329 B.C. Ltd. On August 16, 2013, the Company changed its name to "Meryllion Resources Corporation".

The Common Shares trade on the CSE under the symbol "MYR". The Company is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

Meryllion is an exploration-stage company. The Company has entered into a lease and option agreement in respect of the Makenzie gold/silver/antimony project located 44 kms south-southwest of Austin, Nevada in the Toiyabe Range of central Nevada. Makenzie is known to be one of the largest untested gold, silver and antimony anomalies in the state of Nevada.

Meryllion also has the rights to acquire up to a 100% interest in the Westbury and Tasmanian Strategic Green Metals ("**TSGM**") ionic adsorption clay (IAC) hosted rare earth elements (REE) projects located in northeast Tasmania, Australia with a total tenement area of approximately 800 kms². Meryllion's IAC REE projects are situated along strike, and/or adjacent to, discoveries by ABx Group Limited (ASX: ABX). ABx has reported that Tb (Terbium) and Dy (Dysprosium) concentrations in all of ABx's rare earths resources are the highest of any ionic adsorption clay deposit in Australia and are amongst the highest globally.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company over the past 12 months:

- Effective March 11, 2026, the Company entered into a 60-day advisory agreement with the Finder (as hereinafter defined) pursuant to which the Finder has agreed to provide financial advisory services to the Company. The Company has agreed to pay the Finder a cash fee of \$25,000 (plus applicable taxes) and, subject to the approval of the CSE, to issue the Finder an aggregate of 500,000 Common Shares (the "**Advisory Shares**"). The Advisory Shares shall be subject to a hold period expiring four months and a day from the date of issuance.
- On February 19, 2026, the Company announced that drilling commenced on schedule at its ionic adsorption clay (IAC) hosted rare earths (REE) project in northeastern Tasmania, Australia.

- On January 19, 2026, the Company entered into a six-month investor awareness and media services agreement with Martin City Studios, LLC, operator of *The Ellis Martin Report*.
- On January 12, 2026, the Company announced that it had closed a second of a non-brokered private placement pursuant to which it issued a total of 5,875,000 Common Shares at a price of \$0.05 per share for gross proceeds of \$293,750.
- On December 23, 2025, the Company announced that it had closed a first tranche of a non-brokered private placement pursuant to which it issued a total of 5,640,000 Common Shares at a price of \$0.05 per share for gross proceeds of \$ 282,000.
- On November 18, 2025, the Company entered into an amended agreement with TSGM and Westbury whereby the date in which the minimum AUD\$300,000 in project expenditures forming part of the initial exploration program must take place prior to July 1, 2026, and thereafter commit to spending an additional AUD\$200,000 in project expenditures within the subsequent 90 days.
- On November 10, 2025, the Company issued 50,000 Common Shares at a price of \$0.07 per share for gross proceeds of \$3,500 further to the exercise of common share purchase warrants dated January 8, 2024.
- On September 2, 2025, announced that Guy Charette has resigned as a director of the Company. The Company also announced that, effective September 1, 2025, Chuck Forrest has resigned as Chief Financial Officer, and he has been appointed and will continue as a director of the Company. Ian Lynch has been appointed as the Company's new Chief Financial Officer.
- Effective August 20, 2025, the Company changed its registrar and transfer agent from Computer Share Investor Services Inc. to Odessey Trust Company.
- On July 17, 2025, the Company announced that Mark J. Pryor (SEG, IOD, FGS, SACNASP) has been appointed as the Company's Technical Advisor of US Exploration.
- On July 11, 2025, the Company entered into a Lease and Option Agreement dated as of July 11, 2025 with Bull Mountain Resources LLC ("**BMR**") pursuant to which it can acquire a 100% interest from BMR in 13 lode-mining claims covering the volcano-sedimentary Antimony/Gold/Silver "Makenzie" project located in Nye County, Nevada. The Makenzie prospect is a large (>2.5km²) low-sulphidation epithermal style multi-vein underground target, located 44 kms south-southwest of Austin in the Toiyabe Range of Central Nevada and approximately 48 kms north-northwest of Kinross Mining's Round Mountain Mine (>10M ozs Au). The Company has staked an additional 89 claims, bringing the combined project area to 102 claims over an area of 8.34 kms².
- On June 10, 2025, announced that it had entered into a loan agreement providing for a loan in the aggregate principal amount of \$195,000 from Mr. David Steinepreis, a director of the Company. The loan (i) is unsecured; (ii) has a term of 12 months; and (iii) bears interest at the rate of 6% per annum (said interest to be payable on a quarterly basis). The Company may prepay the loan at any time, or from time to time, without penalty.
- On May 2, 2025, the Company announced that it had closed a shares-for-debt transaction with Croesus Mining Pty Ltd (a company controlled by Mr. David Steinepreis, a director of the Company) to settle an outstanding loan of \$50,000 pursuant to which a total of 2,500,000 Common Shares in the capital were issued at a deemed issued price of \$0.02 per share.

- On April 7, 2025, the Company announced that it had closed a second of a non-brokered private placement pursuant to which it issued a total of 14,386,665 Common Shares at a price of \$0.015 per share for gross proceeds of \$215,800.
- On March 31, 2025, the Company announced that it had closed a first tranche of a non-brokered private placement pursuant to which it issued a total of 16,320,001 Common Shares at a price of \$0.015 per share for gross proceeds of \$244,800.

Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this offering document or in another document filed by the Company over the 12 months preceding the date of this offering document on the Company's profile at www.sedarplus.ca. You should read these documents prior to making an investment decision regarding the Units.

What are the business objectives that we expect to accomplish using the available funds?

The Company's business objectives are to continue exploration activities at the Tasmanian IAC REE project and the Makenzie project.

Business Objectives	Preceding Significant Event	Expected Time Period for Event	Cost of Event
Fly aeromagnetic geological survey at Makenzie project	SkyTem Survey costed and approved, awaiting completion of financing and access	Late Q2 2026	\$260,000
Drill permitting at Makenzie project	Underway, initial discussions with technical consultants, awaiting completion of financing	Q4 2026	\$240,000
Diamond core drilling program at Makenzie project	Awaiting SkyTem Survey data, geophysical interpretation and permitting	Subject to permitting approvals (TBA)	\$900,000
Rock chip and soil sampling at Tasmanian IAC REE project	Awaiting assay results from recent drilling program	Q2 2026	\$60,000
Follow up RAB drilling at Tasmanian IAC REE project	Awaiting assay results from recent drilling program	Q2 2026	\$100,000
General working capital purposes	Ongoing corporate and administrative expenses related to operations	Ongoing	\$320,000

Future exploration and development of the Tasmanian IAC REE project and the Makenzie project	Exploration and development to advance the Tasmanian IAC REE project and the Makenzie project	Q2 2026 and ongoing	To be allocated from available funds as determined by the Company
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The actual allocation of net proceeds may vary depending on the final size of the Offering, the timing of permitting and approvals, and the Company's evolving business priorities. While the Company intends to apply the net proceeds of the Offering as set out above, management will have broad discretion in the application of the available funds and may reallocate such proceeds in order to address changing circumstances or opportunities that arise.

PART 3 – USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

The net proceeds of the Offering and the funds which will be available to the Company after the Offering are as follows:

	Source of Funds	Assuming Minimum Offering	Assuming Maximum Offering
A	Amount to be raised by this Offering	\$1,000,000	\$2,175,000
B	Selling commissions and fees	\$80,000 ⁽¹⁾	\$174,000 ⁽¹⁾
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$25,000	\$25,000
D	Net proceeds of Offering: $D = A - (B + C)$	\$895,000	\$1,976,000
E	Working capital as at most recent month end	\$120,000 ⁽²⁾	\$120,000 ⁽²⁾
F	Additional sources of funding	Nil	Nil
G	Total available funds: $G = D + E + F$	\$1,015,000	\$2,096,000

(1) Assumes payment of approximately 8% cash commissions to eligible finders. See "*Part 4 – Fees and Commissions*".

(2) The working capital as at February 28, 2026 is an estimate of management, and actual results may differ.

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering	Assuming Maximum Offering
General corporate and administrative expenses	\$320,000	\$320,000

Property and/or option payments due within 12 months	\$42,000	\$42,000
Proposed drilling program at Tasmania IAC REE project	--	\$100,000
Proposed rock chip and soil sampling program at Tasmanian IAC REE project	--	\$60,000
SkyTem Airborne Survey at Makenzie project	\$260,000	\$260,000
Drill permitting at Makenzie project	\$240,000	\$240,000
Diamond core drilling at Makenzie project	--	\$900,000
Unallocated working capital	\$153,000	\$174,000
Total: Equal to G in the Use of Available Funds table	\$1,015,000	\$2,096,000

The above-noted allocation represents the Company's current intentions with respect to its use of proceeds based on the current knowledge, planning, and expectations of management. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds is deemed prudent or necessary, and the actual use of proceeds may vary materially from what is set forth above. The amounts allocated and spent will depend on various factors, including the Company's ability to execute on its business plan and financing objectives.

The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable commercial production at one or more of its properties is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. While the Company has disclosed a working capital deficiency in accordance with applicable securities laws, it is not obligated to allocate proceeds from the Offering toward the reduction of that deficiency. The Company will allocate available funds, including the net proceeds from the Offering, in a manner that management determines to be in the best interests of the Company and consistent with its disclosed business objectives. Despite the working capital deficiency, the Company reasonably expects to have sufficient available funds to meet its business objectives and liquidity requirements for at least 12 months following the completion of the Offering. There can be no assurance that the Company's actual use of proceeds will not differ materially from its current expectations due to various factors, including changes in operational priorities, market conditions, and unforeseen expenses.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the exploration stage, the recoverability of amounts for exploration and evaluation of assets and the Company's ability to continue as a going concern is dependent upon the discovery of economically recoverable reserves, the continuation of its interest in the underlying resource claims, the ability to secure necessary financing to complete development, and ultimately, upon future profitable production or proceeds from asset disposition. The Offering is intended to provide funding for the Company's ongoing activities, including the proposed drilling, sampling and other exploration; however, the completion of the Offering is not expected to eliminate the requirement to include a going concern note in the Company's next annual financial statements.

How have we used the other funds we have raised in the past 12 months?

This table sets out the particulars of how the Issuer used the proceeds of the sale of Common Shares and securities exercisable for or exchangeable into Common Shares issued within the 12 months prior to the date of this offering document, as well as variations, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada.

Date of Issuance/Sale	Number and Security Type	Gross Proceeds	Use of Proceeds	Variation from Anticipated Use of Proceeds
January 9, 2026	5,875,000 Common Shares	\$293,750	General working capital and to fund exploration activities	N/A
December 23, 2025	5,640,000 Common Shares	\$282,000	General working capital and to fund exploration activities	N/A
November 10, 2025	50,000 Common Shares	\$3,500	General working capital purposes	N/A
April 7, 2025	14,386,665 Common Shares	\$215,800	Working capital purposes and to pursue potential new acquisitions	N/A
March 31, 2025	16,320,001 Common Shares	\$244,800	Working capital purposes and to pursue potential new acquisitions	N/A

PART 4 – FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Offering is non-brokered. However, the Company has engaged Research Capital Corporation (the “**Finder**”) as its exclusive finder in connection with the Offering.

The Company will pay a cash fee of 8% of the gross proceeds raised in respect of the Offering from subscribers introduced by such Finder to the Company. The Company will also issue the Finder that number of finder's warrants (each a “**Finder Warrant**”) equal to 8% of the number of Units sold to investors introduced by the Finder to the Company. Each Finder Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.07 for a period of 36 months from issuance.

Does the dealer or finder have a conflict of Interest?

To the knowledge of the Company, the Finder does not have a conflict of interest.

PART 5 – PURCHASERS’ RIGHTS

Rights of action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these Common Shares with the Company, or
- (b) to damages against the Issuer and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the Common Shares.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 – ADDITIONAL INFORMATION ABOUT THE ISSUER

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on SEDAR+ at www.sedarplus.ca.

For further information regarding the Company, please visit our website at: www.meryllionres.com.

PART 7 – DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after April 9, 2025 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: April 9, 2026

(s) “Richard Revelins”

Richard Revelins
Chief Executive Officer

(s) “Ian Lynch”

Ian Lynch
Chief Financial Officer