

BAYROCK RESOURCES LIMITED
ACN 649 314 894

TARGET'S STATEMENT

This Target's Statement has been issued in response to the off-market takeover bid made by ECC Ventures 5 Corp. (**ECC5**) for all the ordinary shares in Bayrock Resources Limited (ACN 649 314 894) (**Bayrock**).

The Directors of Bayrock unanimously recommend that you **ACCEPT** the Offer made by ECC5 to acquire all of your Bayrock Shares, in the absence of a Superior Proposal.

IMPORTANT NOTICE

This is an important document and requires your immediate attention. If you are in doubt as to how to deal with this document, you should consult your financial, legal or other professional adviser immediately.

IMPORTANT NOTICE

Key Dates

Date of this Target's Statement	29 May 2026
Date of the Offer	15 May 2026
Date for Notice of Status of Conditions	24 July 2026
Close of the Offer (unless extended or withdrawn)	5:00pm (AEST) on 31 July 2026

Nature of this document

This document is a Target's Statement issued by Bayrock Resources Limited (ACN 649 314 894) under Part 6.5, Division 3 of the Corporations Act in response to ECC Ventures 5 Corp.'s off-market takeover bid for all Bayrock Shares, as set out in ECC5's Bidder's Statement dated 13 May 2026.

ASIC disclaimer

A copy of this Target's Statement has been lodged with ASIC on 29 May 2026. Neither ASIC nor its officers take any responsibility for the content of this Target's Statement.

Defined terms and interpretation

Capitalised terms used in this Target's Statement are defined in Section 11.1. The rules of interpretation that apply to this Target's Statement are set out in Section 11.2.

No account of personal circumstances

The Directors of Bayrock recommend that you read this Target's Statement and the Bidder's Statement in full and seek independent advice if you have any queries in respect of the Offer. The information contained in this Target's Statement does not constitute personal advice. In preparing this Target's Statement, Bayrock has not taken into account the objectives, financial situation or needs of individual Bayrock Shareholders. It is important that you consider the information in this Target's Statement in light of your particular circumstances. You should seek advice from your financial, legal or other professional adviser before deciding whether to accept or reject the Offer.

Forward-looking statements

This Target's Statement contains forward-looking statements, including statements of current intention or expectation. As such, forward-looking statements relate to future matters, they are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed, projected or implied by such forward-looking statements.

None of Bayrock or its Directors, officers and advisers give any representation, assurance or guarantee to Bayrock Shareholders or any other person as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this Target's Statement reflect views held only as at the date of this Target's Statement. Except as required by applicable law, Bayrock does not undertake to update or revise these forward-looking statements nor any other statements (written or oral) that may be made from time by or on behalf of Bayrock, whether as a result of new information, future events or otherwise.

Past performance

This Target's Statement includes information regarding the past performance of Bayrock and ECC5. Investors should be aware that past performance should not be relied on as being indicative of future performance.

Disclaimer as to information about ECC5

The information on ECC5 contained in this Target's Statement has been compiled from and prepared by Bayrock using information obtained from ECC5 or other publicly available information (including information contained in the Bidder's Statement) and has not been independently audited or verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers make any representation or warranty (express or implied) as to the accuracy or completeness of such information. If any information obtained from ECC5 or the public sources is inaccurate or incomplete, this may affect the information included in this Target's Statement. In particular, if the information has been used as the basis for forward-looking statements in this Target's Statement, this may add to the risk that actual values, results, performance or achievements will differ materially from those expressed or implied by the forward-looking statements.

Differences between Australian and Canadian law

If you accept the Offer, you will receive ECC5 Shares, which are securities issued by a company incorporated in British Columbia, Canada and listed on the TSX-V. Your right as a holder of those securities will be governed by Canadian law and the rules and policies of the TSX-V, rather than by Australian law. A general comparison of certain material differences between Australian and Canadian law is set out in schedule 1 of the Bidder's Statement. Bayrock Shareholders should read that comparison carefully and obtain their own legal advice if they require further information. The information contained in schedule 1 of the Bidder's Statement has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to the accuracy or completeness of such information.

Risks

There are a number of risks associated with accepting the Offer, and with remaining a Bayrock Shareholder. Please refer to Section 9 of this Target's Statement for further information on those risks.

Foreign jurisdictions

The release, publication or distribution of this Target's Statement may be restricted by law or regulation in some jurisdictions outside Australia. Accordingly, persons outside Australia who come into possession of this Target's Statement should seek advice and observe any such restrictions. Any failure to comply with such

restrictions may constitute a violation of applicable laws or regulations.

This Target's Statement has been prepared in accordance with Australian law and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with laws and regulations outside Australia.

Bayrock refers all Bayrock Shareholders outside of Australia to the 'Ineligible Foreign Securityholders' on page i of the Bidder's Statement, which are deemed to be incorporated in this Target's Statement as if set out in full in this Target's Statement, with any necessary amendments.

Privacy

Bayrock has collected your information from the Share Registry for the purpose of providing you with this Target's Statement. Such information may include the name, contact details and shareholdings of Bayrock Shareholders and the names of persons appointed to act as proxy, attorney or corporate representative of Bayrock Shareholders. Without this information, Bayrock would be hindered in its ability to issue this Target's Statement.

The Corporations Act requires the name and address of shareholdings to be held in a public register. Personal information of the type described above may be disclosed on a confidential basis to Bayrock and its Related Bodies Corporate, holders of Bayrock Shares and

external service providers (including the Share Registry), and may be required to be disclosed to regulators, such as ASIC. If you would like details of information about you held by Bayrock, please contact Bayrock by email to admin@bayrockresources.com.

Diagrams

Any diagrams, maps, charts, graphs and tables appearing in this Target's Statement are illustrative only and may not be drawn to scale.

Rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Target's Statement are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Target's Statement.

Enquiries

If you have any questions in relation to the Offer or this Target's Statement, please contact Bayrock via email to admin@bayrockresources.com.

If you have any enquiries in relation to your Bayrock shareholding, please contact the Share Registry on 1300 850 505 (within Australia) or +61 (0)3 9415 4000 (overseas) Monday to Friday between 8:30 am and 5:00pm (AEST).

BAYROCK CORPORATE DIRECTORY

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LETTER FROM THE BAYROCK BOARD

29 May 2026

Dear Bayrock Shareholders,

The Bayrock Board of Directors is pleased to present you with this Target's Statement which formally responds to ECC5's off-market takeover bid for all the ordinary shares in Bayrock. The Bayrock Board considers this transaction to be an important opportunity for Bayrock Shareholders to become shareholders in ECC5, a company listed on the TSX-V, and to participate in the future growth and development of the Merged Group.

Under ECC5's takeover bid, Bayrock Shareholders are being offered 0.1234 ECC5 Shares for every 1 Bayrock Share they hold, equivalent to 1 ECC5 Share for every 8.10 Bayrock Shares (**Offer**) as detailed in ECC5's Bidder's Statement dated 13 May 2026.

ECC5's Offer extends to all Bayrock Shares on issue as at the date of the Offer and all Bayrock Shares that are issued during the Offer Period as a result of the exercise or conversion of convertible securities on issue during the Offer Period.

The Directors of Bayrock unanimously recommend that Bayrock Shareholders **ACCEPT THE OFFER**, in the absence of a Superior Proposal.

Bayrock Shareholders should refer to Section 10.5 for details of fees payable to Ian Spence, Director and Caltron Advisory Pty Ltd (a company controlled by Cosimo Damiano, Director) on a successful listing of the Company (or successor entity). The Directors' entitlement to these fees pre-dates the Offer. Such fees will become payable upon completion of the Offer and the listing of the Company (via ECC5) on the TSX-V. Bayrock Shareholders should also note that the fee payable to Mr Spence (to be satisfied by the issue of Bayrock Shares) was approved by Shareholders at the Company's recent AGM and the fees payable to Caltron Advisory Pty Ltd are in relation to corporate advisory services previously provided to the Company and before the date Mr Damiano was appointed as a Director and were negotiated on arm's length terms. The Bayrock Board also notes that the Bayrock Shares to be issued in lieu of such fees will have a deemed issue price equal to the implied Offer price per Bayrock Share (described further below). Bayrock Shareholders should also refer to Section 10.2 of this Target's Statement which sets out the interests of each Director in Bayrock equity securities at the Last Practicable Date.

Each Director has considered his interests as outlined in the paragraph above and formed an independent view of the Offer. Notwithstanding these interests, each Director has considered the Offer on its merits and formed the view that acceptance is in the interests of Bayrock Shareholders.

The Directors are unanimously of the view that the consideration under the Offer represents fair value for your Bayrock Shares. The Offer represents an implied Offer price of approximately \$0.0321 (CAD\$0.0309) per Bayrock Share, equating to an implied equity value for Bayrock of approximately \$4,524,000 (CAD\$4,350,000).¹ **Please refer to Section 2.6 for further details in respect of the implied Offer price and how it was determined.**

After careful consideration of the Offer and the risks associated with Bayrock proceeding as a stand-alone entity, Bayrock's Board of Directors considers the opportunity provided by the Offer to be compelling for Bayrock Shareholders.

Strategic Rationale

Subject to the satisfaction of the Conditions to the Offer, the Offer provides Bayrock Shareholders an opportunity to become shareholders in a publicly listed entity on the TSX-V through a reverse takeover transaction which will result in the Bayrock Shareholders (at the Last Practicable Date) together holding approximately 47.06% of ECC5 (on an undiluted basis). ECC5's takeover of Bayrock is expected to deliver:

- (a) an efficient and cost-effective pathway for Bayrock to achieve a public listing on the TSX-V via a qualifying transaction;

¹ The implied value per Bayrock Share is calculated by reference to the agreed reference price of CAD\$0.25 per ECC5 Share and the Exchange Ratio.

- (b) continued operational and management control by Bayrock's existing directors and leadership team following completion of the transaction;
- (c) enhanced access to public capital markets, supporting Bayrock's future growth strategy and increased corporate visibility;
- (d) improved liquidity for Bayrock Shareholders through ownership of shares in a publicly traded company listed on the TSX-V;
- (e) the potential to broaden Bayrock's investor base through exposure to North American institutional and retail investors with experience investing in mining and resource companies;
- (f) an enhanced platform to pursue future project acquisitions, strategic partnerships and corporate transactions using listed equity as consideration; and
- (g) the potential for increased market recognition and valuation uplift associated with Bayrock operating within a publicly listed environment with greater transparency, disclosure and potential research coverage.

Bayrock Director Support for the Offer

The Bayrock Directors who have each indicated an intention to accept the Offer, in the absence of a Superior Proposal, hold a total of 4.9% of the Bayrock Shares on issue, indicating strong support for ECC5's Offer.

Next Steps and How to Accept

Further details regarding the reasons why you should accept the Offer are set out in Section 2 of this Target's Statement. In addition, the Bidder's Statement sets out other matters that may be relevant to your decision whether to accept the Offer. We encourage you to read both the Bidder's Statement and the Target's Statement in their entirety and to seek independent legal, financial or other professional advice if required.

The Offer is scheduled to close at 5:00pm (AEST) on 31 July 2026, unless extended by ECC5. To accept the Offer, follow the instructions set out in sections 3 and 12.4 of the Bidder's Statement.

Bayrock will keep you informed if there are any material developments in respect of the Offer, through supplementary documents.

If you have any questions in relation to the Offer or this Target's Statement, please contact Bayrock via email to admin@bayrockresources.com.

We take this opportunity to thank you for your support of Bayrock.

Yours faithfully

Bayrock Board of Directors

1. YOUR CHOICES AS A BAYROCK SHAREHOLDER

1.1 Option 1: Accept the Offer

This is the course of action unanimously recommended by the Directors, in the absence of a Superior Proposal. You may only accept the Offer in respect of all of your Bayrock Shares.

(a) How to accept the Offer

If you choose to accept the Offer, your acceptance must be received before the close of the Offer Period which is currently scheduled to occur at 5:00pm (AEST) on 31 July 2026 unless the Offer Period is extended in accordance with the Corporations Act.

Instructions on how to accept the Offer are set out on sections 3 and 12.4 of the Bidder's Statement and in the Acceptance Form accompanying the Bidder's Statement. If you want to accept the Offer, you should follow these instructions carefully to ensure that your acceptance is valid.

(b) Effect of acceptance

If you accept the Offer, you will be entitled to be issued the Offer Consideration by ECC5 in accordance with the terms of the Offer (see section 12.7 of the Bidder's Statement for further information on timing of payment of the Offer Consideration).

The effect of acceptance of the Offer is explained in more detail in section 12.6 of the Bidder's Statement. You should read those provisions in full to understand the effect that acceptance will have on your ability to exercise the rights attaching to your Bayrock Shares and the representations and warranties that you are deemed by ECC5 to give to it by accepting the Offer.

It is worth noting that accepting the Offer would (subject to the possible withdrawal rights set out in Section 8.9 of this Target's Statement):

- (i) prevent you from participating in any competing Superior Proposal that may emerge; and
- (ii) prevent you from otherwise selling your Bayrock Shares.

The taxation implications of accepting the Offer depend on a number of factors and will vary according to your particular circumstances. A general outline of the Australian tax consequences of accepting the Offer is set out in section 9 of the Bidder's Statement. You should seek your own specific professional advice regarding the taxation consequences for you in accepting the Offer.

The information contained in section 9 of the Bidder's Statement has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to the accuracy or completeness of such information.

1.2 Option 2: Sell Your Bayrock Shares

Bayrock Shares are not quoted for trading on any exchange. However, provided that they have not accepted the Offer, Bayrock Shareholders can sell their Bayrock Shares by private treaty (agreement) with any other person. Bayrock Shareholders who wish to sell their Bayrock Shares will need to make their own arrangements to document and settle that sale.

If you sell your Bayrock Shares, you will receive the consideration for the sale of your Bayrock Shares sooner than if you accept the Offer. In addition, if you sell your Bayrock Shares you will lose your ability to accept either the Offer or any Superior Proposal that may be made. You should seek your own personal advice regarding the taxation consequences for you of selling your Bayrock Shares.

1.3 Option 3: Reject the Offer by doing nothing

If you do not wish to accept the Offer made to you or to sell your Bayrock Shares, you can choose to do nothing. By doing nothing you will continue to remain a Bayrock Shareholder although, if ECC5 acquires 90% of Bayrock Shares during or at the end of the Offer Period, ECC5 will be entitled to compulsorily acquire the Bayrock Shares it does not already own.

If the Offer is completed with ECC5 acquiring more than 50.1% but less than 90% of Bayrock Shares, Bayrock Shareholders who do not accept the Offer will become minority Bayrock Shareholders. In this circumstance, the liquidity of Bayrock Shares may be materially decreased. ECC5 may also continue acquiring Bayrock Shares in reliance on the '3% creep' exception in item 9 of section 611 of the Corporations Act following completion of the Offer.

The Offer is conditional on ECC5 acquiring at least 90% of Bayrock Shares (on a fully diluted basis). ECC5 cannot, without Bayrock's prior written consent, waive this Condition. ECC5 does not currently intend to proceed with the Offer unless this Condition is satisfied. However, ECC5 reserves the right to declare the Offer free from this Condition, on receipt of Bayrock's prior written consent. It is possible that, even if ECC5 is not entitled to proceed to compulsory acquisition of outstanding Bayrock Shares, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act.

Bayrock Shareholders should refer to sections 7.5 and 7.6 of the Bidder's Statement for ECC5's intentions in these situations, and Section 9.4 of this Target's Statement for the risks of remaining a Bayrock Shareholder.

2. REASONS WHY YOU SHOULD ACCEPT THE OFFER

2.1 The key reasons why you should accept the Offer are as follows:

Having carefully considered the merits of the Offer, the Bayrock Directors unanimously recommend that Bayrock Shareholders **ACCEPT** the Offer, in the absence of a Superior Proposal.

The Bayrock Directors also intend to accept or procure the acceptance of any Bayrock Shares (representing 4.9% of Bayrock Shares on issue at the date of this Target's Statement on an undiluted basis) that they own or control, in the absence of a Superior Proposal.

As at the date of this Target's Statement, Bayrock has not received any Competing Proposal from a third party, nor have any discussions occurred that the Directors believe are likely to lead to any Superior Proposal being made.

2.2 The Offer represents an opportunity to become shareholders in a publicly listed entity on the TSX-V through a reverse takeover

Subject to the satisfaction of the Conditions, the Offer provides Bayrock Shareholders an opportunity to become shareholders in a publicly listed entity on the TSX-V. ECC5's takeover of Bayrock is expected to deliver:

- (a) an efficient and cost-effective pathway for Bayrock to achieve a public listing on the TSX-V via a qualifying transaction;
- (b) continued operational and management control by Bayrock's existing directors and leadership team following completion of the transaction;
- (a) enhanced access to public capital markets, supporting Bayrock's future growth strategy and increased corporate visibility;
- (b) improved liquidity for Bayrock Shareholders through ownership of shares in a publicly traded company listed on the TSX-V;
- (c) the potential to broaden Bayrock's investor base through exposure to North American institutional and retail investors with experience investing in mining and resource companies;
- (d) an enhanced platform to pursue future project acquisitions, strategic partnerships and corporate transactions using listed equity as consideration; and
- (e) the potential for increased market recognition and valuation uplift associated with Bayrock operating within a publicly listed environment with greater transparency, disclosure and potential research coverage.

2.3 There are risks of Bayrock continuing as a stand-alone entity

There are material risks in Bayrock continuing as a stand-alone entity, which include but are not limited to the following:

- (a) there is a strong possibility that Bayrock will have to raise additional capital to fund the working capital requirements and the development of the Lainejaur Project, Meråker Project and Sagvoll Project, potentially through the issue of equity at a discount to the last raising price of Bayrock, which could be dilutive to your investment in Bayrock;
- (b) as Bayrock is not listed on any exchange, there may be a reduced pool of capital available to Bayrock to access the required funding for its Projects;
- (c) as an unlisted public company, Bayrock Shareholders currently have limited liquidity and there is no established market through which Shareholders may readily realise value for their investment in Bayrock;
- (d) Bayrock may experience delays in advancing the Lainejaur Project, Meråker Project and Sagvoll Project if sufficient funding is not secured on acceptable commercial terms;

- (e) in the absence of a public listing, Bayrock may face limitations in attracting strategic investors, institutional investment and broader market coverage compared with publicly listed peer companies;
- (f) Bayrock's ability to pursue future acquisitions, strategic transactions or project development opportunities may be constrained by the absence of listed securities that can be utilised as acquisition currency or transaction consideration; and
- (g) continued operation as a stand alone unlisted entity may limit Bayrock's corporate profile, market visibility and ability to attract and retain key personnel and commercial counterparties.

Section 9.4 of this Target's Statement contains additional information on the risks associated with Bayrock continuing as a stand-alone entity. These risks would be removed or mitigated through a combination with ECC5.

2.4 There is virtually no market for trading Bayrock Shares

As Bayrock is not listed on any financial market, there is a very limited market for your Bayrock Shares.

In the absence of ECC5's Offer, the opportunity to sell all of your Bayrock Shares is unlikely to be available due to the fact that there is a limited market for Bayrock Shares. Accordingly, the Offer provides an exit from an illiquid stock.

2.5 No Superior Proposal has emerged

As at the date of this Target's Statement, Bayrock has not received any Competing Proposal from a third party, nor have any discussions occurred that the Directors believe are likely to lead to any Superior Proposal being made. If Bayrock receives a Competing Proposal, the Directors will need to consider all aspects of the proposal in determining whether it is superior to the Offer.

As ECC5 is a TSX-V listed entity, ECC5 Shares issued in consideration for Bayrock Shares will have greater liquidity if the Offer is successful.

2.6 Consideration Offer – Rationale

Bayrock Shareholders should note that the ECC5 Shares have been suspended from trading on the TSX-V since 11 November 2025 and that the last traded price of the ECC5 Shares was CAD\$0.125. As such, the ECC5 Shares are not currently trading at CAD\$0.25 (\$0.26) which is the price agreed between ECC5 and Bayrock to be used as the basis for valuing the implied value of the Consideration. The agreed deemed value of an ECC5 Share of \$0.26 was determined partly by the parties by reference to the price at which Bayrock Shares will be issued on conversion of the convertible notes to be issued under the Capital Raising. Pursuant to the Capital Raising, third party investors will be issued Convertible Notes in Bayrock at arm's length terms which helps provide price discovery for the ECC5 Shares.

This approach is consistent with the TSXV's capital pool company (**CPC**) regime which requires trading in the shares of a CPC which has entered into a qualifying transaction agreement, to be suspended until completion of the qualifying transaction. Where there is no active trading market, the TSX-V contemplates the use of a concurrent financing in which third party arm's length investors participate (such as the Capital Raising) as a method in which price discovery can occur for the CPC's shares. The TSX-V recognises a concurrent financing price as a reference point for regulatory purposes and is required to conditionally accept the qualifying transaction and the pricing of any concurrent financing. Bayrock Shareholders should note that ECC5's application to the TSX-V for approval of the ECC5 Offer as ECC5's qualifying transaction remains pending.

While the last trading price of ECC5 Shares was CAD\$0.125, Bayrock Shareholders should note that that price reflected the value of ECC5 as a dormant shell company with limited assets and funds and no qualifying transaction. Conversely, the Capital Raising price of CAD\$0.25 is the value which Bayrock and ECC5 agreed to attribute to ECC5 Shares in the context of a defined transaction with Bayrock, including the value related to ECC5's TSX-V listing and CPC structure.

The agreed reference price for ECC5 Shares is broadly consistent with valuations attributed to CPCs in other recent qualifying transactions on the TSXV reviewed by the Bayrock Directors. The Bayrock Board identified and reviewed a number of recent comparative CPC qualifying transactions, including details such as the qualifying transaction price, the number of shares issued to the CPC, the implied CPC valuation, the CPC's net asset position, and the resulting shell premium (being the excess of the implied CPC valuation over the CPC's net asset position). Bayrock Shareholders should note that CPC shell valuations in qualifying transactions can also bear little relationship to the CPC's underlying net asset position with the value attributed to a CPC shell in a qualifying transaction often reflecting the deemed value of a TSX-V listing and the CPC's structure, rather than the net asset position of the CPC. The premiums paid for CPC shells across the comparative transactions reviewed by the Bayrock Board had a wide range with ECC5's implied value being at the lower end of such range.

3. REASONS WHY YOU MAY DECIDE NOT TO ACCEPT THE OFFER

This Section summarises the key reasons why you may decide not to accept the Offer.

As noted in Section 8.14 of this Target's Statement, ECC5 may be entitled to proceed to compulsorily acquire all of your Bayrock Shares after close of the Offer. As such, even if you do not accept the Offer, you may be unable to continue as a Bayrock Shareholder and are be compelled by law to sell your Bayrock Shares to ECC5.

3.1 You may disagree with the Directors' recommendation

You may have a different view on the merits of the Offer and believe that the Offer Consideration is inadequate to acquire your Bayrock Shares.

3.2 You may wish to remain a holder of Bayrock Shares

Accepting the Offer will result in you no longer being a Bayrock Shareholder, and you will no longer be entitled to directly participate in the future growth of Bayrock or exercise your rights as a Bayrock Shareholder. However, remaining a Bayrock Shareholder will mean you remain exposed to the risks of remaining a shareholder of Bayrock as a standalone entity as set out in Section 9.4 of this Target's Statement. You should also carefully read section 7.6 of the Bidder's Statement.

3.3 You may believe that there is potential for a Superior Proposal to emerge

If a Superior Proposal is received by Bayrock, Bayrock Shareholders who have accepted the Offer will not be able to withdraw their acceptance in order to accept a Superior Proposal, unless the Offer is withdrawn. However, if ECC5 varies the Offer to increase the consideration it is offering for your Bayrock Shares and the Offer becomes unconditional, you will be entitled to receive the increased consideration even if you have already accepted the Offer.

While it is possible that a Superior Proposal could emerge in the future, as at the date of this Target's Statement, Bayrock has not received any Superior Proposal from a third party, nor have any discussions occurred that the Bayrock Directors believe are reasonably likely to lead to any Superior Proposal being made.

3.4 You may not wish to be issued shares in an entity registered in Canada

Accepting the Offer will result in you being issued shares in ECC5 which is a corporation incorporated in British Columbia, Canada. Owning securities in an entity incorporated outside of Australia may not be consistent with your investment objectives and/or be an administrative burden.

3.5 The value of the Offer is not fixed

The price of the ECC5 Shares will vary over time. Accordingly, the value of the Offer will also vary with the movements in the ECC5 Share price. Over time, the ECC5 Share price may fluctuate for a variety of reasons, including movements in commodity prices, economic conditions, investor confidence, exchange rate movements and changes in the operating performance of assets. Bayrock Shareholders should also note that the last traded price of the ECC5 Shares (on 11 November 2025) was CAD\$0.125 and there is no guarantee given as to what price the ECC5 Shares will trade on completion of the Offer. Please refer to Section 2.6 for further details in respect of the implied Offer price.

3.6 The tax consequences of accepting the Offer may not be suitable to your financial position

Acceptance of the Offer may have tax implications for Bayrock Shareholders. You should carefully read and consider the potential Australian taxation consequences of accepting the Offer as summarised in section 9 of the Bidder's Statement.

Bayrock Shareholders should not rely on the taxation considerations set out in this Target's Statement and the Bidder's Statement as being advice on their own affairs and Bayrock Shareholders should consult with their own independent taxation advisers regarding the taxation implications of accepting the Offer given their particular circumstances.

The information contained in section 9 of the Bidder's Statement has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to the accuracy or completeness of such information.

4. FREQUENTLY ASKED QUESTIONS

This Section answers some commonly asked questions about Bayrock, ECC5 and the Offer. It is not intended to address all relevant issues for Bayrock Shareholders. This Section should be read together with all other parts of this Target's Statement and the Bidder's Statement.

4.1 Questions in relation to Bayrock

QUESTION	ANSWER
Who is Bayrock?	Bayrock is an Australian unlisted public company, incorporated on 8 April 2021. Bayrock was originally a nickel-focused explorer but has since diversified its portfolio to include high-grade copper, zinc, and gold projects, with a strategic pivot to copper in Norway over the last 12 months.
What is Bayrock's business strategy?	Bayrock's projects offer a strategically located European base-metals portfolio in a safe, mining-friendly jurisdiction with excellent access and infrastructure. With historical mining demonstration and multiple untested target trends, Bayrock's projects are well positioned for value creation through low-cost exploration (target generation and drilling) rather than high initial capital development.

4.2 Questions in relation to the Offer

QUESTION	ANSWER
Who is making the Offer?	The Offer is made by ECC5. Information in relation to ECC5 is set out in Section 6 of this Target's Statement and section 4 and 5 of the Bidder's Statement.
What is the Bidder's Statement?	The Bidder's Statement is the bidder's statement dated 13 May 2026 prepared by ECC5 setting out the terms of the Offer, a copy of which was lodged with ASIC on 13 May 2026.
What is this Target's Statement?	This Target's Statement is Bayrock's formal response to ECC5's Offer, including the recommendation of the Bayrock Directors that Bayrock Shareholders accept the Offer, in the absence of a Superior Proposal.
What is ECC5 offering for my Bayrock Shares?	Under the Offer, ECC5 is offering to issue you 0.1234 ECC5 Shares for every 1 Bayrock Share held by you, which is equivalent to 1 ECC5 Share for every 8.10 Bayrock Shares.
What choices do I have in response to the Offer?	As a Bayrock Shareholder, you have the choice to: (a) accept the Offer for all (and not a lesser number) of your Bayrock Shares; (b) sell your Bayrock Shares off-market to a third party; or (c) reject the Offer by doing nothing.
What are the Directors recommending?	The Bayrock Directors unanimously recommend that you accept the Offer, in the absence of a Superior Proposal. The Directors' recommendation is given as at the date of this Target's Statement. See Section 2 for more details, including the Directors' reasons for this recommendation. If there is any change to this recommendation or any material development in relation to the Offer, Bayrock will lodge a supplementary Target's Statement.
Will I be forced to sell my Bayrock Shares?	You cannot be forced to sell your Bayrock Shares unless ECC5 proceeds to compulsorily acquire Bayrock Shares under Chapter 6A of the Corporations Act.

QUESTION	ANSWER
	<p>In summary, ECC5 will need to acquire a Relevant Interest in at least 90% of Bayrock Shares (under the Offer or otherwise) in order to exercise compulsory acquisition rights for the Bayrock Shares. If ECC5 acquires a Relevant Interest in 90% or more of Bayrock Shares and proceeds to post-bid compulsory acquisition, then you will receive the same consideration from ECC5 under the Offer.</p>
<p>When does the Offer close?</p>	<p>The Offer is presently scheduled to close at 5:00pm (AEST) on 31 July 2026, but the Offer Period can be extended in certain circumstances.</p>
<p>Can the Offer Period be extended?</p>	<p>Yes. ECC5 may extend the Offer at any time before giving the Notice of Status of Conditions (see Section 8.5 of this Target's Statement) while the Offer remain subject to Conditions.</p>
<p>How do I accept the Offer?</p>	<p>Details of how to accept the Offer are set out in Sections 1 and 8 of this Target's Statement.</p>
<p>What are the consequences of accepting the Offer now?</p>	<p>If you accept the Offer, unless you become entitled to withdraw your acceptance (see below), you will give up your right to deal with your Bayrock Shares while the Offer remains open. Accordingly, you will be unable to:</p> <ul style="list-style-type: none"> (a) accept a Superior Proposal from another party if one emerges; or (b) otherwise deal with your Bayrock Shares while the Offer remains open.
<p>What will happen if a competing or Superior Proposal emerges?</p>	<p>If a Superior Proposal is received prior to the end of the Offer Period, this will be carefully considered by the Bayrock Board.</p> <p>If you accept the Offer, you will forego the opportunity to benefit from any Superior Proposal by another party for your Bayrock Shares should such a proposal eventuate. As at the date of this Target's Statement, the Bayrock Board is not aware of a proposal by anyone to make a Superior Proposal.</p>
<p>If I accept the Offer, can I withdraw my acceptance?</p>	<p>If you accept the Offer, you are only able to withdraw your acceptance if:</p> <ul style="list-style-type: none"> (a) the Conditions of the Offer are not fulfilled or waived by the time specified in the Bidder's Statement; or (b) ECC5 extends its Offer so that it postpones for more than one month the time when you will receive your Offer Consideration, and the Offer remain subject to one or more of the Conditions at that time. <p>If you accept the Offer after all of the Conditions have been satisfied or waived, you will not be able to withdraw your acceptance.</p> <p>See Section 8.9 of this Target's Statement for further details.</p>
<p>Can ECC5 withdraw the Offer once I have accepted?</p>	<p>ECC5 may only withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.</p> <p>If this occurs, ECC5 will give notice of the withdrawal to ASIC and to Bayrock and will comply with any other conditions imposed by ASIC.</p>
<p>Can I accept the Offer for only some of my Bayrock Shares?</p>	<p>No, you can only accept the Offer for your entire holding. Your acceptance will be treated as being for all your Bayrock Shares, plus any additional Bayrock Shares registered as held by you at the date your acceptance is processed.</p>

QUESTION	ANSWER
What will happen if ECC5 increases its Offer?	If ECC5 increases the Offer Consideration, you will obtain the benefit of that higher Offer Consideration even if you have already accepted the Offer.
When will I receive the Offer Consideration if I accept the Offer?	<p>Full details of when the Offer Consideration will be provided are set out in section 12.7 of the Bidder's Statement, but in any case, the Offer Consideration will be issued not later than 21 days after the end of the Offer Period.</p> <p>If you have already accepted the Offer and ECC5 improves the Offer Consideration, including when the improved Offer Consideration becomes payable, you will receive the benefit of the improved Offer Consideration in accordance with the requirements of the Corporations Act.</p>
Will I need to pay brokerage if I accept?	You will not incur any brokerage in connection with your acceptance of the Offer.
Will I need to pay stamp duty if I accept the Offer?	Bayrock Shareholders will not be liable to any stamp duty in respect of their disposal of Bayrock Shares.
What are the tax implications of accepting the Offer?	<p>A general outline of the tax implications of accepting the Offer is set out in section 9 of the Bidder's Statement.</p> <p>As those Sections provide a general overview only, Bayrock Shareholders should not rely on the description in those sections as advice and Bayrock recommends you consult your taxation adviser for detailed taxation advice before deciding whether or not to accept the Offer.</p> <p>The information contained in section 9 of the Bidder's Statement has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to the accuracy or completeness of such information.</p>
Did Bayrock engage an independent expert to opine on the Offer?	No. Bayrock is not required under section 640 of the Corporations Act to commission an independent expert's report in connection with the Offer. In deciding not to engage an independent expert to assess the merits of the Offer, the Directors considered a range of factors and concluded that they have the requisite skills and experience and are able to provide Bayrock Shareholders with sufficient information to make an informed decision about the Offer.
Is there a number I can call if I have any questions?	You should contact your financial, legal or other professional adviser. If you have any questions in relation to the Offer or this Target's Statement, please contact Bayrock via email to admin@bayrockresources.com .

4.3 Questions in relation to ECC5

QUESTION	ANSWER
Who is ECC5?	<p>ECC5 is a capital pool company listed on the TSX-V under TSX-V Policy 2.4. ECC5 was incorporated in British Columbia, Canada on 11 August 2021 and was admitted to listing on the TSX-V on 16 December 2021.</p> <p>ECC5's principal business has been to identify, evaluate and acquire interests in assets or businesses.</p> <p>Further information on ECC5 is set out in Section 6 of this Target's Statement and section 4 of the Bidder's Statement.</p>

QUESTION	ANSWER
What does ECC5 do?	<p>ECC5 is a capital pool company listed on the TSX-V. Since its incorporation, ECC5's principal business has been to identify and evaluate opportunities for the acquisition of an interest in assets or businesses, and once identified and evaluated, to negotiate an acquisition or participation in such assets or businesses in order to complete a transaction where ECC5 acquires assets, other than by cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means. Other than identifying, evaluating and negotiating the proposed acquisition of Bayrock under the ECC5 Offer, ECC5 has not carried on any active business since its incorporation.</p> <p>Further information on ECC5's principal activities is set out in Section 6.2 of this Target's Statement and section 4.1 of the Bidder's Statement.</p>
What are ECC5's intentions for Bayrock?	<p>ECC5 intends that Bayrock will become a wholly owned entity of ECC5, and to undertake a detailed review of Bayrock's activities, assets and liabilities to evaluate their prospects, strategic relevance, funding requirements and financial performance and to review the potential synergies and benefits between ECC5 and Bayrock.</p> <p>See section 7 of the Bidder's Statement for further information.</p>
Does ECC5 already have an interest in Bayrock Shares?	<p>As at the date of this Target's Statement, ECC5 and its associates do not have a Relevant Interest in the Bayrock Shares.</p>

5. INFORMATION ABOUT BAYROCK

5.1 Overview of Bayrock

Bayrock is an Australian unlisted public company which was originally a nickel-focused explorer in Sweden but has since diversified its portfolio to include high-grade copper, zinc and gold projects, with a strategic pivot to copper in Norway over the last 12 months.

5.2 Corporate History

Bayrock was incorporated in New South Wales on 8 April 2021. Bayrock acquired a 100% interest in Metalore Pty Ltd (ACN 648 930 572) (**Metalore**) on 16 July 2021. Metalore owns a 100% interest in the Lainejuar Project.

On 10 April 2025, the Company acquired a 100% interest in Exploration Opportunity 1 AS (org.nr 932 214 113) (**Exploration AS**), a Norwegian registered entity, and thereby an interest in the Sagvoll and Meråker Projects. Swedish Nickel Pty Ltd is currently a dormant subsidiary of the Company.

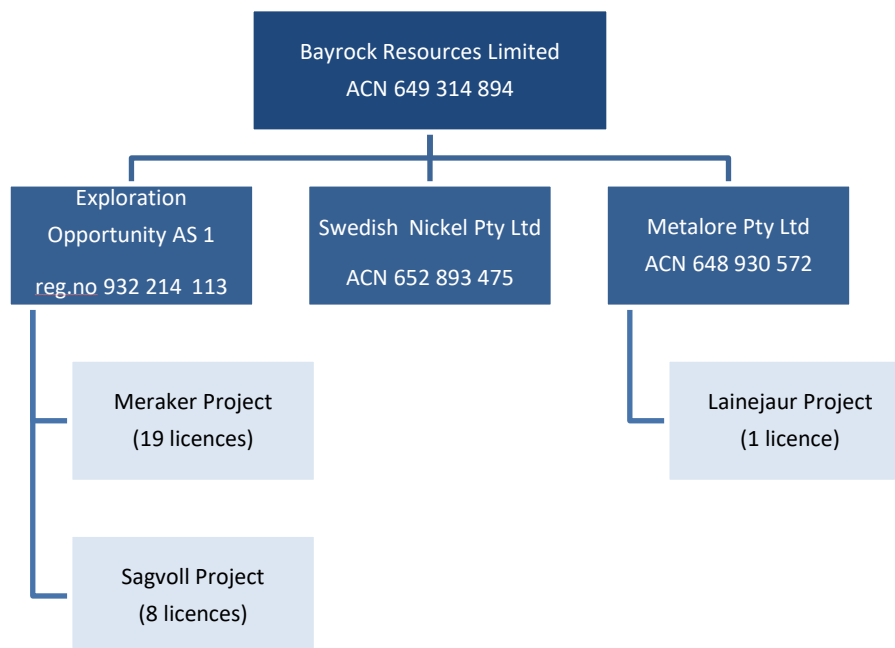
5.3 Bayrock Directors

DIRECTOR	EXPERIENCE
Mr Ian Spence Managing Director	Mr Spence is an MBA Qualified Geologist with over 30 years of extensive and varied hands-on international industry experience in the resources and resource-related capital markets sectors, with varied commercial, strategic and operational leadership and strong technical and financial analytical skills, having held numerous highly successful value-generating senior management and directorship roles (private and public) across multiple commodity open-cut and underground mining companies, explorers, discoverers and resource developers, together with more than 10 years of experience in mining analytical and corporate advisory roles for international capital firms, funds, merchant banks and resource companies, and direct involvement in mineral deposit discoveries.
Mr Cosimo Damiano Non-Executive Director	Mr Damiano is a seasoned resource sector executive with over 30 years of strategic, commercial, and financial experience across the global oil, gas, and resources industries. His background includes strategic analysis, financial modelling and principal investment roles with global investment banks and energy commodity trading houses, providing deep expertise in structuring and financing complex energy assets across diverse jurisdictions and fiscal regimes. Cosimo has extensive experience in North America, where he represented the Mercuria Group as Director of Upstream Investments and oversaw the company's oil and gas investment interests in key producing regions including California and North Dakota. He also has significant public company leadership experience, having served as Executive Director and Managing Director of Xstate Resources Limited from 2015 to 2019, guiding the company's strategic development and investment initiatives. Cosimo began his career in investment banking with ANZ Banking Group and Merrill Lynch and has built a reputation for combining analytical rigour with commercial insight to deliver value across exploration, production, and investment platforms.
Dr Ian Pringle Non-Executive Director	Dr Pringle is a geologist with several decades of successful experience in metals exploration, credited with several base and precious metal deposit discoveries over his extensive career including the discovery of Cobalt Blue's Railway Cobalt Deposit near Broken Hill. Dr Pringle has also been involved with numerous mining company start-ups, mine development, and mine operations in multiple jurisdictions internationally. Dr Pringle was previously managing director of the Company and former

	Technical Director of Electric Metals (USA) Limited (TSXV: EML) and is currently Technical Director of Nevada Silver Corp (TSXV:NSC).
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5.4 Corporate Structure

An overview of the corporate structure of Bayrock is set out below:



5.5 Capital Raising

During the Offer Period and as a Condition to the Offer, Bayrock, with the assistance of ECC5, proposes to complete a private placement of convertible notes (**Series 2 Convertible Notes**), to raise minimum gross proceeds of \$2,288,000 (CAD\$2,200,000) (**Capital Raising**).

During the Offer Period, the Series 2 Convertible Notes will automatically convert into approximately 71,280,000 Bayrock Shares at an implied conversion price of approximately \$0.0321 per Bayrock Share, calculated by reference to the Offer Exchange Ratio of 0.1234 ECC5 Shares per 1 Bayrock Share and the agreed reference price for ECC5 Shares (being CAD\$0.25 per ECC5 Share). The conversion of the Series 2 Convertible Notes is subject to the Offer becoming (or being declared) unconditional.

The Bayrock Shares issued on conversion would then be capable of being accepted into the Offer and would equate to approximately 8,800,000 ECC5 Shares.

The proceeds will be applied by Bayrock (and following completion, the Merged Group), towards exploration related activities and licence renewal costs in Norway, settlement of existing Bayrock creditors, expenses of the Offer and for general working capital purposes.

A summary of the material terms of the Series 2 Convertible Notes is set out in Section 5.7(c).

Bayrock has engaged Dalton Equities T/A Kerr Allan Financial Pty Ltd (ACN 137 843 627) (**Dalton Equities**) to act as joint lead manager to the Capital Raising pursuant to a lead manager mandate dated 1 May 2026 (**Dalton Mandate**). The Dalton Mandate is not exclusive, and Bayrock expects that other lead managers, brokers or financial intermediaries may also participate in, or introduce subscribers to, the Capital Raising. Under the Dalton Mandate, Bayrock has agreed to pay or issue Dalton Equities:

- (a) a management fee of 2% (plus GST) of the total amount raised by Dalton Equities or its introduced parties under the Capital Raising;

- (b) a placement fee of 5% (plus GST) of the total amount raised by Dalton Equities or its introduced parties under the Capital Raising;
- (c) subject to completion of the Capital Raising, such number of ECC5 Options which is equal to 7% of the number of Bayrock Shares to be issued under the portion of the Capital Raising raised by or through Dalton Equities with such ECC5 Options being exercisable at CAD\$0.25 each and expiring two years after the date of issue.

Further details of the Capital Raising and Dalton Mandate are set out in sections 4.4 and 6.6 of the Bidder's Statement.

5.6 Bayrock Projects

(a) Meråker Project

The Meråker Project is located in the Meråker municipality, Trøndelag County, Norway, approximately 9 km south of the village of Meråker and 68 km east of the city of Trondheim, within the Røros Mining District of Norway. This district hosts well documented occurrences of volcanogenic massive sulphide and magmatic nickel-copper sulphide deposits, some of which have historically developed into commercially significant mining operations.

The Meråker Project consists of 19 contiguous Exploration Licences totalling 184 km². The tenements are held in the name of Exploration AS.

The exploration rationale is based on the perceived prospectivity for volcanogenic massive sulphide Cu-Zn-Au deposits, as demonstrated by the existing Fonnfjell, Mannfjell and Lillefjell copper-zinc deposits in the Meråker Project.

(b) Sagvoll Project

The Sagvoll Project is located in the Verdalen and Steinkjer Municipalities, Trøndelag County, Norway, approximately 32 km east of the town of Verdalsora and 96 km northeast of the city of Trondheim. It is located within the Røros Mining District of Norway. This district hosts well documented occurrences of volcanogenic massive sulphide and magmatic nickel-copper sulphide deposits, some of which have historically developed into commercially significant mining operations.

The Sagvoll Project consists of 8 contiguous Exploration Licences totalling 80 km². The tenements are held in the name of Exploration AS, a Norwegian-registered subsidiary company of Bayrock.

The exploration rationale is based on the perceived prospectivity for volcanogenic massive sulphide Cu-Zn-Au deposits, as demonstrated by the existing Åkervoll and Malsa copper deposits in the Sagvoll Project.

The drilling targets have been defined by historical mineral deposits and mines, geochemical sampling and interpreted anomalies from airborne electro magnetic surveys undertaken by previous explorers.

In particular, Bayrock intends to follow-up electro magnetic anomalies interpreted from a 2021 airborne geophysics survey to define drilling targets at these properties. Previous exploration has identified magmatic nickel-copper sulphide mineralisation at the Skjækerdalen deposit in the Sagvoll Project. This mineralisation occurrence is considered by the Company to be indicative of a favourable geological setting for further exploration.

Although exploration at the Meråker and Sagvoll Projects remains at an early stage, the conceptual targets identified to date are largely associated with or adjacent to existing historical workings from the 1800's and 1900's, that are considered prospective and warrant modern day exploration evaluation.

(c) Lainejaur Project

Bayrock's Lainejaur Project is a high-grade nickel-copper-cobalt sulphide project located in Västerbotten County, northern Sweden, approximately 15 km

northeast of the town of Malå within the highly prospective Skellefteå mineral belt.

The Lainejaur Project consists of a single 41.5 km² Exploration Permit that is 100% owned by Bayrock through its wholly owned subsidiary Metalore and benefits from excellent infrastructure access via established road networks.

The Lainejaur Project contains a historical underground nickel mine discovered in 1940 and brought into production during World War II. Historical records indicate the mine produced 100,526 tonnes of ore at grades averaging 2.2% nickel, 0.93% copper and 0.1% cobalt (Ref: CSA Global Independent Technical Report Update October 2023 commissioned by Bayrock Resources Limited) demonstrating the presence of high-grade sulphide mineralisation within the system. Additional ore occurrences were reported at depth below the mine at the time of closure in 1945. Bayrock considers the historical mining activity to be indicative of the presence of high-grade nickel sulphide mineralisation within the system.

The mineralisation found in the Lainejaur Project occurs as massive and disseminated sulphides hosted within mafic intrusive rocks and remains open along strike and at depth, providing potential for resource generation and growth through continued exploration. Geophysical surveys and drilling programs undertaken by several groups at the Lainejaur deposit and surrounds, summarised in the table below, have identified additional conductive targets interpreted to represent extensions or potential repetitions of the known mineralised system (Ref: CSA Global Independent Technical Report Update October 2023 commissioned by Bayrock Resources Limited).²

Period	Company	Description of work
1940	Boliden	Geophysics, drilling and discovery of the Lainejaur deposit.
1941–1945	Boliden	Underground development and commercial nickel and copper production.
2002	North Atlantic Natural Resources	Ground magnetic and EM surveys; two diamond drillholes.
2007–2009	Blackstone Ventures	Ground and borehole EM surveys and diamond drilling 48 holes totalling 13,791 m. Six holes were abandoned short of the target for a total of 251 m.
2018	Carnaby	Fixed loop, moving loop and borehole EM. JORC 2012 compliant Mineral

Strategically, the Lainejaur Project is positioned within a Tier-1 mining jurisdiction and within the European Union, placing it close to emerging European battery metal supply chains seeking secure sources of class 1 nickel, copper and cobalt. The Lainejaur Project represents an advanced exploration opportunity with potential to support future development of critical battery metals required for electrification and energy transition markets.

5.7 Capital Structure

(a) Overview

As at the date of this Target's Statement, Bayrock has the following securities on issue and intends to issue the following securities during the Offer Period.

	SHARES	OPTIONS
Existing Securities	140,975,334	11,522,000
Shares to be issued to Directors in lieu of outstanding fees and milestone payment	4,221,347 ¹	Nil
Shares to be issued to creditors in lieu of outstanding fees and contingent payment	5,498,876 ²	Nil
Conversion of Series 1 Convertible Notes ³	30,871,343	30,871,343 ⁴

² <https://www.bayrockresources.com/investor-centre/news-media>

Conversion of Series 2 Convertible Notes ⁴	71,280,000 ⁵	Nil
Total	252,846,900	42,393,343

Notes:

1. The Company has agreed to issue the Directors Ian Spence and Ian Pringle an aggregate of 4,221,347 Shares in satisfaction of accrued but unpaid milestone payment, fees and superannuation entitlements owed by the Company. Further details are set out in Section 10.5(a).
2. The Company has entered into a settlement agreement with Gavin Taylor-Bullen and Robert Thompson, former Directors of the Company, for the issuance of an aggregate of 3,037,817 Shares (1,480,125 Shares to Mr Taylor-Bullen and 1,557,692 Shares to Mr Thompson) at \$0.0321 per Bayrock Share in lieu of outstanding fees. The Company has entered into a settlement agreement with EMX Scandinavia, for the issuance of 903,427 Shares at \$0.0321 per Share in lieu of unpaid advanced royalty fees associated with relinquished exploration tenements in Sweden. Pursuant to an Advisory Engagement Letter dated 1 January 2026, the Company has agreed to issue 1,557,632 Shares at \$0.0321 per share to Caltron Advisory Pty Ltd (a company controlled by Cosimo Damiano, Director) for advisory services – please refer to Section 10.5(b) for further details.
3. The Series 1 Convertible Notes which will convert into Shares during the Offer Period. Refer to Section 5.7(b) for details on the conversion of the Series 1 Convertible Notes.
4. Exercisable at \$0.0321 each with an expiry date of 24 months from the date of issue.
5. The Series 2 Convertible Notes which will convert into Shares during the Offer Period. Refer to Section 5.7(c) for details on the conversion of the Series 2 Convertible Notes.

(b) **Treatment and conversion of Series 1 Convertible Notes**

Since November 2025, Bayrock issued Series 1 Convertible Notes with an aggregate face value of approximately \$743,199 (approximately C\$714,614) to various sophisticated and professional investors to fund the operations of the Company. Series 1 Convertible Notes are convertible into Bayrock Shares upon the earlier of the admission of the Bayrock Shares to trading on a recognised securities exchange, the sale of all of the issued share capital of the Company or the sale of all of substantially all of the assets of the Company to a third party and a bidder declaring that a takeover bid to acquire all the shares in the Company is free from all defeating conditions (each a **Conversion Event**). The conversion price of the Series 1 Convertible Notes is 75% of the price per Bayrock Share payable by a third party under a relevant Conversion Event.

The Series 1 Convertible Notes will convert into Bayrock Shares if the Offer becomes unconditional and prior to the end of the Offer Period, with such Bayrock Shares capable of being accepted into the Offer.

Conversion of the Series 1 Convertible Notes into Bayrock Shares will occur on the earlier of:

- (i) the occurrence of a Conversion Event (which include the Offer becoming (or being declared) unconditional); or
- (ii) the date which is 12 months after the subscription date.

If the Offer becomes unconditional and the Series 1 Convertible Notes convert in accordance with their terms, the conversion would result in the issue of an additional 30,871,343 Bayrock Shares. The number of Bayrock Shares to be issued to noteholders on conversion would be calculated using a conversion price of \$0.0241 per Bayrock Share (being 75% of the price per Bayrock Share payable under the Offer).

The Bayrock Shares issued on conversion of the Series 1 Convertible Notes would become subject to the Offer once issued.

For every Bayrock Share that is issued as a result of the conversion of the Series 1 Convertible Notes, the relevant noteholder will receive one free attaching option to acquire one Bayrock Share exercisable at approximately \$0.03 on or before the date which is 2 years from their issue. The options will be treated as set out in Section 5.7(d).

(c) **Treatment and conversion of Series 2 Convertible Notes**

As set out in Section 5.5 above, during the Offer Period and as a Condition to the Offer, Bayrock, with the assistance of ECC5, proposes to complete the Capital Raising, being the placement of Series 2 Convertible Notes to raise a minimum of \$2,288,000 (CAD\$2,200,000). The Series 2 Convertible Notes automatically convert into Bayrock Shares upon a bidder declaring that a takeover bid to acquire all the shares in the Company is free from all defeating conditions. The conversion price of the Series 2 Convertible Notes is the price per Bayrock Share payable by a third party under a takeover bid.

If the Offer becomes (or is declared) unconditional and the Series 2 Convertible Notes convert in accordance with their terms, the conversion would result in the issue of an additional 71,280,000 Bayrock Shares. The number of Bayrock Shares to be issued to noteholders on conversion would be calculated using a conversion price of \$0.0321 per Bayrock Share (being the price per Bayrock Share payable under the Offer).

The Bayrock Shares issued on conversion of the Series 2 Convertible Notes would become subject to the Offer once issued.

The proceeds raised under the Series 2 Convertible Notes will be held in escrow until the earlier of:

- (i) a takeover bid becoming (or being declared) unconditional;
- (ii) the date which is 12 months after the subscription date; and
- (iii) the occurrence of a market standard event of default.

If a takeover bid does not become (or is not declared) unconditional by the applicable escrow deadline, the Series 2 Convertible Notes will be redeemed and the subscription funds will be returned to subscribers in full (without deduction).

(d) **Treatment of Bayrock Options**

ECC5 will extend the Offer to any Bayrock Shares issued on exercise of Bayrock Options prior to the end of the Offer Period.

Under the Bid Implementation Agreement and as a Condition to the Offer, Bayrock must procure that each Bayrock Option on issue during the Option Period is cancelled and exchanged for an ECC5 Option issued to that holder on the following basis:

- (i) **number of ECC5 Options:** the number of ECC5 Options issued in respect of each Bayrock Option will equal the number of Bayrock Shares underlying that Bayrock Option multiplied by the Exchange Ratio rounded up to the nearest whole number;
- (ii) **exercise price:** the exercise price per ECC5 Share under each ECC5 Option will equal the exercise price per Bayrock Share under the relevant Bayrock Option, divided by the Exchange Ratio;
- (iii) **expiry date and vesting conditions:** the expiry date (and any vesting conditions) of each ECC5 Option is the same as (or no less favourable than) the expiry date (and vesting conditions) of the relevant Bayrock Option; and
- (iv) **resale restrictions:** each ECC5 Option (including each ECC5 Share issued on exercise of an ECC5 Option) will be subject to resale restrictions in accordance with applicable Canadian securities laws.

5.8 Financial Information

Set out below is an extract from Bayrock's audited consolidated financial statements for the financial years ended 30 June 2024 and 30 June 2025. It should be read with the accompanying notes. Please refer to the Company's website

(<https://www.bayrockresources.com/investor-centre/news-media>) for the full audited consolidated financial statements of Bayrock.

(a) **Historical financial information**

The historical consolidated financial statements have been prepared in accordance with Australian Accounting Standards adopted by the Australian Accounting Standards Board, and the Corporations Act. The financial information presented in the tables below does not represent complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of accounting policies contained in those financial statements and the notes to those financial statements.

Bayrock Shareholders may view complete copies of the audited and reviewed consolidated financial statements of Bayrock by contacting Bayrock or on ASIC's website at www.connectonline.asic.gov.au.

(b) **Historical consolidated statement of financial position**

	AUDITED 30 June 2025 \$	AUDITED 30 June 2024 \$
Current Assets		
Cash and cash equivalents	21,113	51,118
Trade and other receivables	11,549	6,212
Prepays	-	15,568
Total Current Assets	32,662	72,898
Non-Current Assets		
Exploration and evaluation expenditure	2,111,990	1,824,079
Plant and equipment	1,065	2,695
Total Non-Current Assets	2,113,055	1,826,774
TOTAL ASSETS	2,145,717	1,899,672
LIABILITIES		
Current Liabilities		
Trade and other payables	838,834	377,315
Borrowings	30,086	-
Total Current Liabilities	868,920	377,315
Non-Current Liabilities		
Trade and other payable	-	-
Total Non-Current Liabilities	-	-
TOTAL LIABILITIES	868,920	377,315
NET ASSETS	1,276,797	1,522,357

	AUDITED 30 June 2025 \$	AUDITED 30 June 2024 \$
EQUITY		
Share capital	4,049,538	4,049,538
Accumulated loss	(2,775,212)	(2,530,460)
Reserves	2,471	3,279
TOTAL EQUITY	1,276,797	1,522,357

(c) **Historical consolidated statement of profit and loss and other comprehensive income**

The consolidated statements of income and other comprehensive income of Bayrock are set out below and have been extracted from the audited consolidated statements of income and other comprehensive income for the financial years ended 30 June 2024 and 30 June 2025, being the last two audited financial statements prior to the date of this Target's Statement.

	AUDITED 30 June 2025 \$	AUDITED 30 June 2024 \$
Expenses		
Administration and Legal Fees	(125,309)	(121,029)
Depreciation	(1,630)	(1,631)
Employee Benefits	(115,592)	(139,800)
Impairment of exploration and evaluation assets	-	(1,249,405)
Finance Costs	(2,221)	-
Loss before income tax expense from continuing operations	(244,752)	(1,511,865)
Income tax expense	-	-
Loss after income tax expense for the period	(244,752)	(1,511,865)
Other comprehensive income / (loss) for the year		
Exchange differences on translation of foreign operations	(808)	3,279
Total comprehensive loss for the period	(245,560)	(1,508,586)
Loss for the period attributable to owners of the Company	(244,752)	(1,511,865)
Total comprehensive income / (loss) for the year attributable to members of Bayrock	(245,560)	(1,508,586)
Basic and diluted loss per share	(0.19)	(1.17)

(d) **Historical consolidated statement of cash flows**

The consolidated statements of statement of cash flows of Bayrock are set out below and have been extracted from the audited consolidated statements of statement of cash flows for the financial years ended 30 June 2024 and 30 June 2025, being the last two audited financial statements prior to the date of this Target's Statement.

	AUDITED 30 June 2025 \$	AUDITED 30 June 2024 \$
Cash flows from operating activities		
Payments to suppliers and employees (inclusive of GST)	(83,180)	(278,654)
Net cash inflow / (outflow) from operating activities	(83,180)	(278,654)
Cash flows from investing activities		
Exploration and evaluation costs	(145,340)	(351,559)
Tenement deposit refund	7,428	-
Net cash inflow / (outflow) from investing activities	(137,912)	(351,559)
Cash flows from financing activities		
Proceeds from shares issue	-	184,335
Funds received for shares issue	161,000	-
Funds received from unsecured loans	30,087	-
Net cash (outflow)/inflow from financing activities	191,087	184,335
Net increase/(decrease) in cash and cash equivalents	30,005	(445,878)
Cash and cash equivalents at the end of the financial year	51,118	496,996
Cash and cash equivalents at the end of the financial year	21,113	51,118

(e) **Material changes in Bayrock's financial position**

As at the date of this Target's Statement, in the opinion of and within the knowledge of the Bayrock Directors, there have been no material changes to the financial position and financial performance of Bayrock since 30 June 2025, except as disclosed in this Target's Statement (including as set out in paragraph (f) below) or in Bayrock's other public announcements since 31 June 2025.

(f) **Pro-forma historical financial information for the Merged Group**

The pro forma balance sheet as at 31 March 2026 set out below (**Pro Forma Balance Sheet**) has been prepared for illustrative purposes only and on the assumption that the acquisition of Bayrock by ECC5 occurs on one day.

The Pro Forma Balance Sheet has been prepared assuming that ECC5 acquires 100% of Bayrock. The Condition requiring ECC5 to receive acceptances giving it a Relevant Interest in at least 90% of Bayrock Shares cannot be waived without Bayrock's written consent.

The Pro Forma Balance Sheet has been prepared by Bayrock in accordance with the measurement and recognition principles of International Financial Reporting Standards.

The Pro Forma Balance Sheet has not been audited and may be subject to changes arising from an audit process if an audit was performed on them. The unaudited balance sheet of Bayrock as at 31 March 2026 and the audited consolidated balance sheet of Bayrock as at 31 March 2026 are also presented below.

The Pro Forma Balance Sheet is indicative only. Bayrock has drawn its own conclusions based on the known facts and other publicly available information.

This Section should be read in conjunction with the underlying financial information from which it was extracted, and the accounting policies of ECC5 and Bayrock as disclosed in their most recent financial reports.

	Bayrock 31 MARCH 2026 (REVIEWED) ¹ \$	ECC5 31 MARCH 2026 (REVIEWED) ² \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENT \$ \$	PRO FORMA COMBINED GROUP 31 March 2026 \$
Current Assets				
Cash and Cash Equivalents	140,024	97	2,288,000 ² (160,160) ³ (128,564) ⁴ 229,021 ⁵	2,368,418
Trade and Other Receivables	13,927	-	-	13,391
Total Current Assets	153,951	97	2,228,297	2,381,909
Non Current Assets				
Plant and Equipment	526	-	-	526
Exploration and evaluation expenditure	2,250,271	-	-	2,250,271
Other Assets & Receivables	-	-	-	-
Total Non Current Assets	2,250,797	-	-	2,250,797
TOTAL ASSETS	2,404,748	97	2,228,297	4,632,606
Current Liabilities				
Trade and Other Payables	480,187	167,025	(312,000) ⁶	335,212
Promissory Notes Payable	-	-	19,979	19,979

	Bayrock 31 MARCH 2026 (REVIEWED) ¹ \$	ECC5 31 MARCH 2026 (REVIEWED) ² \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENT \$ \$	PRO FORMA COMBINED GROUP 31 March 2026 \$
Convertible Notes	471,034	-	229,021 (700,055)	-
Total Current Liabilities	951,221	187,004	(783,034)	355,191
Non-Current Liabilities				
Borrowings	-	-	-	-
Lease Liability	-	-	-	-
Total Non-Current Liabilities	-	-	-	-
TOTAL LIABILITIES	951,221	187,004	(783,034)	355,191
Net Assets	1,453,527	(186,907)	1,445,263	4,277,415
Equity				
Contributed Equity	4,192,410	396,182	2,288,000 (396,182) ⁷ 1,040,000 ⁸ (222,694) 260,000 ⁹ 200,000 ¹⁰ 312,000 ⁶ 700,055 ⁵ (109,529) ¹¹ (391,182) ¹² (214,090) ¹³	8,054,970
Reserves	234,842	67,842	(67,842) ⁷ 20,574 ⁸ 58,934 ⁸ 62,534 ³ 109,529 ¹¹ 391,182 ¹² 214,090 ¹³	1,091,685
Accumulated Losses	(2,973,725)	(650,932)	(1,306,416) ⁸ 650,932 ⁷ (260,000) ⁹ (128,564) ⁴ (200,000) ¹⁰	(4,868,705)
TOTAL EQUITY	1,453,527	(186,908)	3,011,331	4,277,950

Notes:

1. No adjustment has been made for corporate and operating costs incurred after 31 December 2025 as these are not considered material to the understanding of the pro-form financial position.
2. Refer to Section 5.5 regarding the Capital Raising.
3. Cash commission of 7% to amounts raised by Dalton Equities for acting as Lead Manager to the Capital Raising. Refer to Section 5.5 for further information.
4. Estimated costs associated with the ECC5 and Bayrock Offer. Bayrock's estimated expenses of the Offer are set out in the table below.
5. Bayrock Convertible Notes to be issued under the Capital Raising. As set out in Section 5.5 above, the Bayrock Convertible Notes will convert into Bayrock Shares, and will be capable of being accepted into the Offer.
6. Refer to Sections 5.7(a), 10.2 and 10.5(a) regarding the Bayrock Shares the Company has agreed to issue to settle debts with various parties, including Directors and former directors.
7. Elimination of ECC5's share capital, reserves, and deficit.
8. Expense relating to the listing of ECC5 Shares and ECC5 Options on TSXV.
9. Issuance of Finder's Fee, refer to Section 6.5 for further details.
10. Issuance of Elemental Fee, refer to Section 6.5 for further details.
11. Fair value of ECC5 Options to be issued pursuant to the Elemental Fee.
12. Fair value of Convertible Notes under the Capital Raising.
13. Fair value of ECC5 Options issued in exchange for existing Bayrock Options

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ESTIMATED EXPENSES OF THE OFFER	(\$)
TSXV	\$20,000
Competent Persons Report	\$35,000
Tenement Title Opinion	\$30,000
Legal expenses	\$125,000
Corporate and other advisory fees	\$20,000
Share Registry, Printing and Mailing	\$5,000
Total	\$235,000

5.9 Key risks to Bayrock

Section 9.4 contains a non-exhaustive list of the risks associated with holding an investment in Bayrock.

5.10 Dividend history

No dividends have been paid by Bayrock to date, and none are expected to be paid over the short to medium term.

5.11 Substantial holders

As at the Last Practicable Date, the substantial Shareholders of Bayrock are as follows:

SHAREHOLDER	NUMBER OF BAYROCK SHARES	PERCENTAGE (%)
QX Resources Limited	50,281,667	35.67%
Oredis Pty Ltd	27,470,000	19.49%

6. INFORMATION ABOUT ECC5

6.1 Overview of ECC5 and its principal activities

ECC5 (TSXV:ECCV.P) is a capital pool company (**CPC**) listed on the TSX-V under TSX-V Policy 2.4. ECC5 was incorporated in British Columbia, Canada on 11 August 2021 and was admitted to listing on the TSXV on 16 December 2021.

Since its incorporation, as a CPC, ECC5's principal business has been to identify and evaluate opportunities for the acquisition of an interest in assets or businesses, and once identified and evaluated, to negotiate an acquisition or participation in such assets or businesses in order to complete a transaction where ECC5 acquires assets, other than by cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means. Other than identifying, evaluating and negotiating the proposed acquisition of Bayrock under the ECC5 Offer, ECC5 has not carried on any active business since its incorporation.

The ECC5 Offer is intended to constitute ECC5's Qualifying Transaction under TSXV Policy 2.4. A Qualifying Transaction is a transaction by which a CPC acquires significant assets or a business, other than cash, such that the resulting issuer meets the TSXV's initial listing requirements. Completion of a Qualifying Transaction typically results in the CPC ceasing to be a CPC and becoming an operating issuer.

Further details of ECC5 are set out in section 4.1 of the Bidder's Statement.

6.2 ECC5's key objectives

Section 4.2 of the Bidder's Statement sets out ECC5's key objectives.

6.3 ECC5 Directors

As at the date of this Target's Statement, the directors of ECC5 are:

- (a) Doug McFaul – director, CEO, CFO and Corporate Secretary;
- (b) Peter Dickie – director; and
- (c) David Bremner – director.

Section 4.7 of the Bidder's Statement contains the biographical details of the directors of ECC5.

6.4 ECC5 corporate structure

Section 4.1 of the Bidder's Statement sets out ECC5's current corporate structure.

6.5 ECC5's securities and substantial holders

Section 5 of the Bidder's Statement sets out ECC5's capital structure and substantial shareholders.

Bayrock Shareholders should also note that under the Bid Implementation Agreement and subject to completion of the Offer occurring, ECC5 has also agreed to issue:

- (a) 1,000,000 ECC5 Shares to Pimlico Partners LLC (or its nominee(s)) as a finder's fee in connection with the Offer (**Finder's Fee**); and
- (b) approximately 769,231 ECC5 Shares and 769,231 ECC5 Options (exercisable at CAD\$0.375 and expiring three years after the date of issue) to Elemental Royalty Corporation (TSX: ELE) in settlement of Bayrock's \$200,000 obligation in respect of the Meraker and Sagvoll properties (**Elemental Fee**).

The Finder's Fee and the Elemental Fee will only be issued by ECC5 after completion of the Offer has occurred. None of the Finder's Fee securities or the Elemental Fee securities will be issued, or be on issue, at or before completion of the Offer. Refer to Section 8.5 for further details.

6.6 Financial information

Financial information relating to ECC5, including a summary of profit or loss statement, summary of statement of cash flows and statement of financial position is set out in section 4.8 of the Bidder's Statement.

On request to ECC5 and free of charge, Bayrock Shareholders may obtain a copy of:

- (a) the annual financial report of ECC5 for the year ended 2025 (being the most recent annual financial report filed by ECC5 on SEDAR+); and
- (b) quarter-year financial report filed under ECC5's profile on SEDAR+ by ECC5 after the lodgement of the annual financial report referred to in paragraph (a) above and before the lodgement of the Bidder's Statement with ASIC,

Furthermore, Bayrock Shareholders may access copies which are filed on SEDAR+ and are publicly available at www.sedarplus.ca. ECC5's public disclosure record includes material facts relating to ECC5 and its securities required to be disclosed under applicable Canadian securities laws.

6.7 Further information

For more information on ECC5, please refer to:

- (a) Section 4 of the Bidder's Statement; and
- (b) ECC5's continuous disclosure filings, including ECC5's annual and interim financial statements and other public announcements and public disclosure documents filed under ECC5's profile on SEDAR+ at www.sedarplus.ca.

7. PROFILE OF THE MERGED GROUP

7.1 Introduction

ECC5 has prepared a profile of the Merged Group which appears at section 8 of the Bidder's Statement.

The Bayrock Board has reviewed the Merged Group profile and recommends that you read and carefully consider the information in section 8 of the Bidder's Statement. The information contained in section 8 of the Bidder's Statement has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to the accuracy or completeness of such information or any matters relating to ECC5's intentions or beliefs.

7.2 Board of Merged Group

If, following the Offer (and any compulsory acquisition process initiated by ECC5), ECC5 holds 100% of Bayrock Shares, ECC5 intends to invite Bayrock Directors Ian Spence and Cosimo Damiano to be appointed as CEO and director, and director of the Merged Group respectively.

According to the Bidder's Statement, the Board of the Merged Group is currently expected to comprise:

- (a) Ian Spence – proposed CEO and director;
- (b) Cosimo Damiano – proposed CFO, Corporate Secretary and director;
- (c) Rob Thomson – proposed director; and
- (d) Scott Ackerman – Director.

The Bayrock Board confirms, however, that no current Bayrock Director has entered into any agreement with ECC5 in connection with their proposed appointments to the ECC5 Board. Additionally, the Bayrock Board confirms that no additional consideration, benefit or payment has been offered to any Bayrock Director via the ECC5 Offer or the Bid Implementation Agreement in connection with their proposed Board appointments. See section 4.7 of the Bidder's Statement for further information.

7.3 Capital structure of Merged Group

A description of the capital structure of the Merged Group, and the assumptions on which that description is based is set out at section 8.5 of the Bidder's Statement.

Following completion of the ECC5 Offer (and assuming Bayrock becomes a wholly owned subsidiary of ECC5), existing Bayrock Shareholders will together hold approximately 47.06% of the ECC5 Shares on issue in the Merged Group on an undiluted basis. Subscribers under the Capital Raising (who will receive ECC5 Shares through the conversion of the convertible notes issued under the Capital Raising into Bayrock Shares and acceptance of those Bayrock Shares into the Offer) will hold a further approximately 23.80% and existing ECC5 Shareholders will hold approximately 10.80%, with the balance of approximately 18.32% held by other recipients of ECC5 Shares contemplated by this Bidder's Statement (being the recipients under the debt settlement agreements, conversion of the Series 1 Convertible Notes and various fees payable by Bayrock and ECC5).

7.4 Pro forma financial information for the Merged Group

Section 8.7 of the Bidder's Statement sets out the Merged Group pro forma historical balance sheet as at 31 December 2025.

8. INFORMATION ABOUT THE OFFER

8.1 Overview

This Section contains a summary of the terms and conditions of the Offer. The full terms and conditions of the Offer is set out section 12.8 of the Bidder's Statement.

8.2 Summary of the Offer

Under the Offer, ECC5 is offering to issue Bayrock Shareholders 0.1234 ECC5 Share for every 1 Bayrock Share held, which is equivalent to 1 EEC5 Share for every 8.10 Bayrock Shares.

The Offer extends to each registered person as a holder of Bayrock Shares on Bayrock's register of members as at the Register Date. It also extends to:

- (a) any person who becomes a registered as a holder of Bayrock Shares during the period from the Register Date until the end of the Offer Period, due to the conversion of, or exercise of rights conferred by Bayrock Options, Series 1 Convertible Notes or Series 2 Convertible Notes; and
- (b) any person who becomes registered as the holder of your Bayrock Shares during the Offer Period.

Each new ECC5 Share will rank equally with the ECC5 Shares currently on issue. If the number of ECC5 Shares to which you are entitled is not a whole number, then any fractional entitlement will be rounded up to the nearest whole number.

You may only accept the Offer in respect of all (and not a lesser number) of your Bayrock Shares.

8.3 Offer Period

The Offer opened for acceptance on 15 May 2026 and will remain open for acceptance until 5:00pm (AEST) on 31 July 2026, unless extended or withdrawn.

ECC5 may extend the Offer Period at any time before giving the notice on the status of the Conditions while the Offer is subject to those Conditions (and can also extend the Offer Period after giving the notice in certain narrow circumstances involving a competing bid). However, if the Offer is unconditional, ECC5 may extend the Offer Period at any time before the end of the Offer Period.

ECC5 has set out circumstances in which it may extend or withdraw the Offer in sections 12.2 and 12.3 of the Bidder's Statement.

8.4 Conditions of the Offer

The Offer is subject to a number of conditions (collectively, **Conditions**) which are set out in full in sections 11.1 and 12.8 of the Bidder's Statement.

(a) Offer

In summary, the Offer is subject to the following Conditions:

- (i) by the end of the Offer Period, ECC5 has received acceptances under the Offer that give it a Relevant Interest in at least 90% of the total Bayrock Shares;
- (ii) during the period from the announcement of the Offer to the end of the Offer Period (inclusive), no regulatory or government authority has issued a decision, order or decree, or announced, threatened or commenced any action or investigation (other than an application to or determined by ASIC or the Takeovers Panel in the exercise of their powers and discretions under the Corporations Act), that restrains impedes, prohibits or materially adversely affects the making of the Offer or any transaction contemplated by the Bid Implementation Agreement, or requires the divestiture of any Bayrock Shares or assets;

- (iii) all required regulatory consents, approvals, waivers and clearances (including TSX-V approval for the issuance of ECC5 Shares and any applicable Canadian securities authority approval) being obtained and remaining in force;
- (iv) Bayrock, with ECC5's assistance, raising a minimum of CAD\$2,200,000 by the placement of the Series 2 Convertible Notes, with the notes automatically converting into Bayrock Shares (capable of being accepted into a takeover bid) if a takeover bid for the shares of the Company becomes (or is declared) unconditional, with subscription funds held in escrow and to be returned to subscribers in full (without deduction) if a takeover does not become (or is declared) unconditional by the applicable escrow deadline;
- (v) Bayrock having, on or before the end of the Offer Period, discharged in full all outstanding liabilities (up to an aggregate of CAD\$300,000) by the issuance of Bayrock Shares to creditors (which Bayrock Shares are capable of being accepted into the Offer), such that no such liabilities remain outstanding at the end of the Offer Period, and Bayrock having no long-term debt and no current liabilities exceeding CAD\$75,000, in each case excluding costs associated with the Offer and the transactions contemplated by the Bid Implementation Agreement;
- (vi) all Bayrock Options being cancelled and replaced with equivalent ECC5 Options on the following basis:
 - (A) the number of ECC5 Options equals the number of underlying Bayrock Shares multiplied by 0.1234;
 - (B) the exercise price per ECC5 Share equals the Bayrock Options exercise price divided by 0.1234;
 - (C) expiry dates and vesting conditions are no less favourable than those of the relevant Bayrock Options; and
 - (D) each ECC5 Option (and any ECC5 Shares issued on exercise) is subject to resale restrictions under applicable Canadian securities laws;
- (vii) no Bayrock Material Adverse Change occurring or having occurred;
- (viii) ECC5 completing a consolidation of its common shares (5,650,000) on the basis of 1 ECC5 Share for every 1.4125 ECC5 Shares on issue immediately prior to the consolidation resulting in 4,000,000 ECC5 Shares on issue following the consolidation;
- (ix) no Bayrock Prescribed Occurrence occurring from the date of the Bid Implementation Agreement until the end of the Offer Period (inclusive);
- (x) all existing Bayrock Convertible Notes being converted into Bayrock Shares before the end of the Offer Period; and
- (xi) Bayrock providing updated National Instrument 43-101 reports for its 'principal properties' (as such term is defined in the policies of the TSX-V) and any other reports that may be required by the TSX-V.

Unless all of these Conditions are satisfied or waived before the end of the Offer Period, ECC5's Offer will lapse and no Offer Consideration will be received by Bayrock Shareholders who have accepted the Offer. Furthermore, Bayrock Shareholders that accept the Offer will lose their ability to deal with their Bayrock Shares, including accepting any potentially higher competing Offer, except in limited circumstances.

As at the date of this Target's Statement, Bayrock is not aware of any act, omission, event or fact that would result in any of the Conditions to the Offer being triggered (or not being satisfied, as appropriate).

8.5 Notice of Status of the Conditions

Section 12.11 of the Bidder's Statement states that ECC5 will give a Notice of Status of Conditions to ASIC and Bayrock on 24 July 2026 (subject to extension in accordance with Section 630(2) of the Corporations Act if the Offer Period is extended).

If the Offer Period is extended before the time by which the Notice of Status of Conditions is to be given, the date for giving the Notice of Status of Conditions will be taken to be postponed for the same period. In the event of such an extension, ECC5 is required, as soon as practicable after the extension, to give a notice to ASIC and Bayrock that states the new date for giving the Notice of Status of Conditions.

If a Condition is fulfilled (so that the Offer becomes free of that Condition) during the Offer Period but before the date for giving the Notice of Status of Conditions is required to be given, ECC5 must, as soon as practicable, give ASIC and Bayrock a notice that states that the particular Condition has been fulfilled.

8.6 Waiver of Conditions

The Conditions are for the benefit of ECC5 and may be waived by ECC5 by written notice to Bayrock. However, ECC5 cannot waive the Conditions set out in Sections 8.4(a)(i), 8.4(a)(iv) and 8.4(a)(viii) above, without Bayrock's prior written consent. Any waiver is limited to the extent specified and does not affect the requirement to satisfy other Conditions.

8.7 Withdrawal of Offer

Bayrock Shareholders should refer to section 12.3 of the Bidder's Statement for circumstances in which ECC5 may withdraw the Offer.

8.8 Lapse of Offer

The Offer made to you will lapse if the Conditions are not satisfied or waived by the end of the Offer Period. If the Offer lapses, all contracts resulting from acceptances of the Offer and all acceptances that have not resulted in binding contracts are void. In those circumstances, you will be free to deal with your Bayrock Shares as you see fit.

8.9 Effect of acceptance and your ability to withdraw your acceptance

The effect of acceptance of the Offer is set out in section 12.6 of the Bidder's Statement. Bayrock Shareholders should read these provisions in full to understand the effect that acceptance will have on the rights attaching to their Bayrock Shares, and the representations and warranties that they give by accepting the Offer made to them.

Accordingly, Bayrock Shareholders that accept the Offer while they are still subject to the Conditions will give up their right to sell their Bayrock Shares, or otherwise deal with their Bayrock Shares, and the rights attaching to those Bayrock Shares.

If you accept the Offer made to you, you will have limited rights to withdraw that acceptance. You may withdraw your acceptance of the Offer only if:

- (a) the Conditions of the Offer are not fulfilled or waived by the time specified in the Bidder's Statement; or
- (b) ECC5 varies the Offer in a way that postpones for more than one month the time when ECC5 needs to pay the consideration under the Offer. This will occur if ECC5 extends the Offer Period by more than one month and the Offer is still subject to one or more of the Conditions at the time of your purported withdrawal.

8.10 When you will receive the Offer Consideration

If you accept the Offer you will be paid the Offer Consideration on or before the later of:

- (a) within one month after the date the Offer becomes or is declared unconditional or one month after the date you accept the Offer (whichever is later), and
- (b) 21 days after the end of the Offer Period.

Full details of when the Offer Consideration will be provided are set out in section 12.7 of the Bidder's Statement.

8.11 Effect of an improvement in consideration on Bayrock Shareholders who have already accepted the Offer

If ECC5 improves the consideration offered under the Offer, all Bayrock Shareholders to whom the Offer is made, whether or not they have accepted the Offer before that improvement in consideration, will be entitled to the benefit of that improved consideration should they accept the Offer and the Offer becomes or is declared unconditional.

8.12 ECC5's voting power in Bayrock

As at the date of this Target's Statement, ECC5 does not have a Relevant Interest in any Bayrock Shares.

8.13 Superior Proposal

If you accept the Offer, you may be unable to accept a Superior Proposal if one is made. No Superior Proposal has materialised to date, and the Directors do not anticipate a Superior Proposal in the circumstances.

8.14 Compulsory acquisition

ECC5 has indicated in its Bidder's Statement that if it becomes entitled under the Corporations Act to proceed to compulsorily acquire outstanding Bayrock Shares at the end of the Offer Period, it intends to do so.

Under Part 6A.1 of the Corporations Act, ECC5 will be able to compulsorily acquire any outstanding Bayrock Shares for which it has not received acceptances, on the same terms as the Offer, if during or at the end of the Offer Period, ECC5 has (together with its associates):

- (a) a Relevant Interest in at least 90% (by number) of the Bayrock Shares; and
- (b) acquired at least 75% (by number) of the securities that it offered to acquire under the Offer (in this case being simply the Bayrock Shares).

If this threshold is met, ECC5 will have six months from the end of the Offer Period within which to give compulsory acquisition notices to Bayrock Shareholders who have rejected the Offer. In certain circumstances if the threshold is not met, ECC5 may still compulsorily acquire all outstanding Bayrock Shares with court approval.

If Bayrock Shares are compulsorily acquired, Bayrock Shareholders whose Bayrock Shares are compulsorily acquired are not likely to receive any payment until at least one month after the compulsory acquisition notices are sent.

Bayrock Shareholders may challenge any compulsory acquisition, but this would require the relevant Bayrock Shareholders to establish to the satisfaction of a court that the terms of the Offer do not represent fair value for the Bayrock Shares.

8.15 Tax considerations

In making a decision whether to accept the Offer, Bayrock Shareholders should have regard to the fact that the disposal of Bayrock Shares may have taxation consequences. Bayrock Shareholders should carefully read and consider the potential Australian taxation consequences of accepting the Offer as set out in section 9 of the Bidder's Statement.

Foreign Bayrock Shareholders may also be subject to tax consequences in their jurisdiction from accepting the Offer.

Bayrock Shareholders should not rely on the description in section 9 as advice and Bayrock recommends you consult your taxation adviser for detailed taxation advice before deciding whether or not to accept the Offer. As the outline is general in nature, you should consult your taxation adviser for detailed taxation advice before making a decision as to whether or not to accept the Offer.

The information contained in section 9 of the Bidder's Statement has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to the accuracy or completeness of such information.

9. RISK FACTORS

9.1 Introduction

In considering the Offer, Bayrock Shareholders should be aware that there are a number of risk factors associated with either accepting the Offer or rejecting the Offer and continuing to hold Bayrock Shares.

In deciding whether to accept the Offer, Bayrock Shareholders should read this Target's Statement and the Bidder's Statement carefully and consider these risks. While some of these risks can be mitigated, some are outside the control of Bayrock and the Bayrock Board and cannot be mitigated.

The risks set out in this Section do not take into account the individual investment objectives, financial situation, position or particular needs of Bayrock Shareholders. The risk factors set out in this Section are not an exhaustive list of all risks. In addition, these risks are general in nature only and do not cover every risk that may be associated with an investment in ECC5 or Bayrock now or in the future. The mining, exploration and development of natural resources are activities which are speculative in nature and are subject to significant risks.

There may also be additional risks and uncertainties not currently known to Bayrock, or which are currently known to Bayrock but which Bayrock currently considers to be individually immaterial, which may adversely affect Bayrock's (or ECC5's) business, operations and future prospects and the price or value of Bayrock Shares (or ECC5 Shares) in the future.

Risks relating to the Offer are set out in sections 10.2 of the Bidder's Statement and Section 9.2 below.

Risks associated with rejecting the Offer and continuing as a Bayrock Shareholder are set out in Section 9.4 below.

If you are unclear in relation to any matter you should consult your financial, legal or other professional adviser.

9.2 Risks associated with accepting the Offer

(a) Conditions are not satisfied

Unless all of the Conditions are satisfied or waived before the end of the Offer Period, the Offer will lapse and no consideration will be received by Bayrock Shareholders who have accepted the Offer. If the Conditions of the Offer are not satisfied, you will continue to hold your Bayrock Shares as if you had not accepted.

(b) Issue of ECC5 Shares as consideration

Bayrock Shareholders are being offered consideration under the Offer that consists of a specified number of ECC5 Shares, rather than a number of ECC5 Shares with a specified market value. As a result, the value of the consideration will fluctuate depending on the market value of the ECC5 Shares. Trading in ECC5 Shares on the TSX-V is currently suspended and there is therefore no current market on which ECC5 Shares can be traded. Bayrock Shareholders should also note that the last traded price of the ECC5 Shares (on 11 November 2025) was \$CAD\$0.125) and there is no guarantee given as to what price the ECC5 Shares will trade on completion of the Offer.

(c) Dilution

Assuming completion of the Offer and Bayrock becoming a wholly owned subsidiary of ECC5, existing Bayrock Shareholders will hold, in aggregate, approximately 47.06% of ECC5 Shares in the Merged Group on an undiluted basis. Subscribers under the Capital Raising will hold a further approximately 23.8% of ECC5 Shares in the Merged Group and existing ECC5 Shareholders will hold approximately 10.82% of ECC5 Shares in the Merged Group meaning Bayrock Shareholders current direct ownership of the Projects will be materially diluted.

(d) **Possibility of a Superior Proposal emerging**

The Offer made by ECC5 is the best proposal received to date, and the Directors currently believe that it is unlikely a Superior Proposal will arise.

If you accept the Offer, you will forego the opportunity to benefit from any Superior Proposal by another party for your Bayrock Shares should such a proposal eventuate. As at the date of this Target's Statement, the Bayrock Board is not aware of a proposal by anyone to make a Superior Proposal.

(e) **Limited withdrawal rights**

As described in section 12.6 of the Bidder's Statement, you may only withdraw your acceptance of the Offer in limited circumstances. See also Section 8.9 of this Target's Statement.

(f) **Limited funds of ECC5**

Bayrock Shareholders should note that, as set out in Section 1 Part C of the Bidder's Statement, ECC5 currently has minimal cash (\$175 / CAD\$168 as at 31 December 2025) available to fund the Merged Group and has net liabilities and is dependent on the Capital Raising to fund the Merged Group following completion of the Offer. A Condition of the Offer is completion of the Capital Raising.

(g) **Foreign securities**

Accepting the Offer will result in Bayrock Shareholders being issued shares in ECC5 which is a corporation incorporated in British Columbia, Canada. Owning securities in an entity incorporated outside of Australia may not be consistent with the investment objectives of Bayrock Shareholders and may be administratively burdensome.

(h) **Taxation consequences of accepting the Offer**

The taxation consequences of disposing of your Bayrock Shares pursuant to the Offer depend on a number of factors and your particular circumstances. A general outline of certain Australian tax considerations of such a disposal is set out in section 9 of the Bidder's Statement. You should seek your own specific professional tax advice as to the taxation implications applicable to your circumstances.

The information contained in section 9 of the Bidder's Statement has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to the accuracy or completeness of such information.

9.3 Risks associated with holding ECC5 Shares in a Merged Group

If you accept the Offer, you will become a shareholder in ECC5 and receive ECC5 Shares, which are securities issued by a company incorporated in British Columbia, Canada and listed on the TSX-V. Your rights as a holder will be governed by Canadian law and TSX-V rules and policies, not Australian law. A comparison of certain material differences between Australian and Canadian law is set out in Schedule 1 of the Bidder's Statement, which Bayrock Shareholders should read carefully. That comparison has not been independently verified by Bayrock or its officers or advisers. Accordingly, subject to the Corporations Act, neither Bayrock nor its officers or advisers makes any representation or warranty (express or implied) as to its accuracy or completeness.

The Merged Group will, moving forward, be subject to a range of risks. Many of these risks are risks that are common to most mining companies and, to a large extent comprise of risks that Bayrock Shareholders already face. Sections 10.3 and 10.4 of the Bidder's Statement set out the risks that Bayrock Shareholders may face when investing in ECC5 Shares. You should read those sections of the Bidder's Statement carefully and in full.

You should also read Section 9.4 of this Target's Statement which sets out risks that Bayrock Shareholders face if the Offer is unsuccessful, as a number of these risks will also apply to the Merged Group if the Offer is successful.

9.4 Risks associated with rejecting the Offer and remaining as a Bayrock Shareholder (if the Offer is unsuccessful)

There are various risks associated with continuing to hold Bayrock Shares if the Offer is unsuccessful, as set out below. Some of these risks are of a more general nature that apply to any investment in a company, while others are specific to the industry in which Bayrock operates or are specific to Bayrock.

Specific risks include:

(a) **Funding risk**

Bayrock's growth through its proposed and future exploration campaigns will require additional expenditure. The future capital requirements of Bayrock will depend on many factors including its business development activities. Whilst Bayrock believes its available cash should be adequate to fund its business development activities and other objectives in the short term, there can be no guarantees that it will be sufficient to successfully achieve all the objectives of Bayrock's overall business strategy.

If Bayrock is unable to use debt or equity to fund expansion, there can be no assurance that Bayrock will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to Bayrock or if at all.

Any additional debt financing if available, may involve restrictive covenants, which limit Bayrock's operations and business strategy. Bayrock's failure to obtain capital if and when needed could delay or suspend Bayrock's business strategy and could have a material adverse effect on Bayrock's activities.

(b) **Non-liquid investment risk**

Bayrock is a public unlisted entity with no public market available on which to trade securities including the Bayrock Shares.

(c) **Nature of mineral exploration and mining**

The business of mineral exploration, development and production is subject to a high level of risk. Mineral exploration and development require large amounts of expenditure over extended periods of time with no guarantee of revenue, and exploration and development activities may be impeded by circumstances and factors beyond Bayrock's control.

There can be no assurances that exploration and development at the Projects, or any other projects that may be acquired by Bayrock in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

Whether a mineral deposit will be commercially viable depends on a number of factors. The combination of these factors may result in Bayrock expending significant resources (financial and otherwise) on its Projects without receiving a return. There is no certainty that expenditures made by Bayrock towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

Bayrock has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Bayrock believes that those consultants and others are competent and that they have carried out their work in accordance with internationally recognised industry standards. However, if the work conducted by those consultants or others is ultimately found to be incorrect or inadequate in any material respect, Bayrock may experience delays or increased costs in exploring or developing its Projects.

(d) **Dependence on key personnel**

Bayrock depends on the expertise and experience of its personnel as one of its primary assets.

It is essential that appropriately skilled personnel be available in sufficient numbers to support the quality of Bayrock's services and maintain the diversity of its business skills. Bayrock requires personnel that are professionally skilled in many areas, some of which may be considered niche specialties in which few practitioners are available for recruitment. Growth in the demand for skilled personnel in the mining and minerals industries has also created greater competition.

Should a number of its key personnel leave Bayrock, this may have a negative impact on Bayrock as it may be difficult to replace them, or to do so in a timely manner or at a comparable expense. Additionally, any key personnel of Bayrock who leave to work for a competitor may adversely impact Bayrock.

Bayrock's ability to attract and retain personnel will have a direct correlation upon its ability to deliver its project commitments. Any failure to retain existing employees and recruit and retain additional personnel, may have a negative impact on existing operations and future growth prospects of Bayrock, and adversely affect the financial performance and/or financial position of Bayrock.

(e) **Increased competition from new and existing competitors**

Bayrock operates in markets that are competitive and in which a number of companies compete. Competition in these markets is expected to continue, presenting Bayrock with numerous challenges relating to its ability to maintain growth rates and acceptable margins. If Bayrock is unable to meet these competitive challenges, it may lose market share to its competitors and experience an overall reduction in its earnings.

(f) **Labour costs and availability**

Bayrock's ability to remain productive, profitable and competitive and to effect its planned growth initiatives, depends on its ability to attract and retain skilled labour. Tightening of the labour market in key regions due to a shortage of skilled labour, combined with a high industry turnover rate and growing number of competing employers for skilled labour, may inhibit Bayrock's ability to hire and retain employees. Bayrock is exposed to increased labour costs in markets where the demand for labour is strong. A shortage of skilled labour could limit Bayrock's ability to grow its business or lead to a decline in productivity and an increase in training costs and adversely affect its safety record. Each of these factors could materially adversely impact Bayrock's ability to develop its asset portfolio, capital availability, potential future revenue and if costs increase or productivity declines, its operating margins.

(g) **Mine development**

Possible future development of a mining operation at the Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant parties and authorities, seasonal weather patterns, technical and operational complexities and difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. No assurance can be given that Bayrock will achieve commercial viability through the development of the Projects.

(h) **Resource and reserve estimates and metallurgy**

Resource and reserve estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Determining resource and reserve estimates and estimations of a mineral deposit area involve an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate.

The actual quality and characteristics of ore deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop resources. Further, reserves are valued based on future costs and future prices and, consequently, the actual reserves and resources may differ from those estimated, which may result in either a positive or negative effect on operations and/or Bayrock's financial performance.

Should Bayrock encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted, and mining plans may have to be altered in a way which could adversely affect Bayrock's operations. The applications of metallurgical test work results and conclusions to the process design, recoveries and throughput depend on the accuracy of the test work and assumption that the sample tests are representative of the minerals deposit as a whole.

(i) **Exploration costs**

Bayrock advises that future exploration costs of Bayrock are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect Bayrock's operations.

(j) **Operational**

The operations of Bayrock may be affected by various factors which are beyond the control of Bayrock, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of Bayrock.

(k) **Commodity price and volatility**

As future revenues will primarily be derived from the sale of copper, zinc and gold, any future earnings will be closely related to the price of these commodities. Commodity prices fluctuate and are affected by numerous factors beyond the control of Bayrock. These factors include world demand for copper, zinc and gold, forward selling by producers, and production cost levels in major copper, zinc and gold producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on Bayrock's exploration and development activities, as well as on its ability to fund those activities.

International prices of various commodities, including copper, zinc and gold, are denominated in United States dollars, whereas the income and expenditure of Bayrock are and will be taken in account in Australian dollars and Euros,

consequently exposing Bayrock to fluctuations and volatility of the rate of exchange between the United States dollar, the Australian dollar and the Euro, respectively, as determined by the international markets.

(l) **Contractual disputes**

As with any contract, there is a risk that the business could be disrupted in situations where there is a disagreement or dispute in relation to a term of the contract. Should such a disagreement or dispute occur, this may have an adverse impact on Bayrock's operations and performance generally. It is not possible for Bayrock to predict or protect itself against all such risks.

(m) **Occupational health and safety risk**

Bayrock is committed to providing a healthy and safe environment for its personnel, contractors and visitors. Exploration activities have inherent risks and hazards. Bayrock provides appropriate instructions, equipment, preventative measures, first aid information and training to all stakeholders through its occupational, health and safety management systems. Industrial accidents may also occur with respect to Bayrock activities. In the event of a serious accident, for example resulting in a fatality, or a series of accidents on the same project, substantial claims may be brought against the client and/or Bayrock or the client may terminate their contractual arrangement with Bayrock. Such an accident could impact upon Bayrock's reputation, growth prospects and financial performance.

(n) **Environmental**

The operations and proposed activities of Bayrock are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, Bayrock's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the intention of Bayrock to adhere to its environmental obligations, including compliance with environmental laws.

Mining operations have inherent risks and liabilities associated with the safety and damage of the environment and the disposal of waste products occurring as a result of mineral exploration activities. The occurrence of any such safety or environmental incident could have a material impact to the operations of Bayrock and / or the ability of Bayrock to attain the environmental approvals and permitting to operate.

Further, events such as unpredictable rainfall or bushfires may impact on Bayrock's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on Bayrock for damages, clean-up costs or penalties in the event of certain discharges to the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

(o) **Regulatory risks**

Bayrock's activities are subject to extensive laws and regulations relating to numerous matters including various permits, resource licence consent, environmental compliance and rehabilitation, taxation, health and worker safety, waste disposal, protection of the environment, native title and heritage matters and other matters. Bayrock requires permits related to exploration, development and mining activities.

Whilst Bayrock believes that it is in substantial compliance with all material current laws and regulations, changes in how laws and regulations are enforced or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to Bayrock or its future project. This could have a material adverse impact on Bayrock's future and planned operations in respect to the Projects.

Obtaining the necessary permits can be a time-consuming process and there is a risk that Bayrock will not be able to obtain these permits on acceptable terms,

in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict Bayrock from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, could result in fines, penalties or other liabilities.

(p) **Third party risk**

The operations of Bayrock require the involvement of a number of third parties, including suppliers, contractors and clients. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on Bayrock's operations and performance. It is not possible for Bayrock to predict or protect Bayrock against all such risks.

(q) **Legal risks**

The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern Bayrock's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of Bayrock and Bayrock Shares. In addition there is a commercial risk that legal action may be taken against Bayrock in relation to commercial matters.

(r) **Title risk**

Bayrock may lose title to, or interests in, its Projects if the conditions to which those Projects are subject are not satisfied or if insufficient funds are available to meet expenditure commitments on the Projects.

In the jurisdictions in which Bayrock operates or will operate in the future, both the conduct of operations and the steps involved in acquiring title to, or interests in, mining projects involve compliance with numerous procedures and formalities. It is not always possible to comply with, or obtain waivers from, all such requirements, nor is it always clear whether requirements have been properly completed, or possible or practical to obtain evidence of compliance. In some cases, failure to follow such requirements or obtain relevant evidence may call into question the validity of the actions taken.

(s) **Foreign operations**

Bayrock may derive an increasing proportion of its revenue from operations in foreign countries, in particular Sweden and Norway.

There are certain risks inherent in doing business on an international level, such as unexpected changes in regulatory requirements, tariffs, customs, duties and other trade barriers, difficulties staffing and managing foreign operations, longer payment cycles, problems in collecting accounts receivable, political instability and in certain cases expropriation, nationalisation and war. There may also be fluctuations in currency exchange rates, foreign exchange controls which restrict or prohibit repatriation of funds, technology export and import restrictions or prohibitions and delays from clients, brokers or government agencies. Bayrock could also be adversely affected by seasonal reductions in business activity and potentially adverse tax consequences, any of which could adversely impact the success of Bayrock's international operations. There is also a risk that Swedish and Norwegian government policies in relation to particular regions may also change, affecting trade and investment opportunities in that region.

(t) **Remote locations**

Bayrock undertakes projects in remote locations. This may involve logistical difficulties for plant, equipment and materials, as well as skilled personnel and general labour. Some locations may involve inherent risk to personnel.

Further, note if you decide not to accept the Offer and remain a Bayrock Shareholder (and assuming the Offer is completed but your Bayrock Shares are not compulsorily acquired), the outcome of the Offer may be that ECC5 controls or is a major Bayrock Shareholder and you are a minority Bayrock Shareholder.

If this occurs, your ability to achieve a liquidity event for your Bayrock Shares may be reduced even further.

You should consider carefully ECC5's current intentions depending on the extent to which ECC5 acquires Bayrock Shares as a result of the Offer, which are set out in section 7 of the Bidder's Statement.

If ECC5 acquires more than 50% but less than 90% of Bayrock Shares, it will be able to cast the majority of votes at a general meeting of Bayrock, which will enable it to control the Board of Bayrock and Bayrock's senior management, determine Bayrock's dividend policy and control the strategic direction of Bayrock.

Subject to the Corporations Act and Bayrock's constitution, ECC5 may appoint nominees to the Bayrock Board.

If ECC5 acquires 75% or more of Bayrock Shares, it will be able to pass special resolutions of Bayrock. This will enable ECC5 to (among other things) amend Bayrock's constitution.

10. ADDITIONAL INFORMATION

10.1 Bid Implementation Agreement

On 9 March 2026, ECC5 and Bayrock entered into the Bid Implementation Agreement which sets out the basis on which ECC5 will make the Offer and the respective obligations of ECC5 and Bayrock in relation to the Offer. The Bid Implementation Agreement also sets out the Conditions to the Offer, which are summarised in Section 8.4 of this Target's Statement. A summary of the material terms of the Bid Implementation Agreement is set out below.

Support of Offer	<p>The Company has agreed that, subject to receipt of a Superior Proposal, it will support the Offer and use reasonable endeavours to promote the Offer to Bayrock Shareholders together with ECC5. The Bid Implementation Agreement does not:</p> <ul style="list-style-type: none">(a) expressly contemplate any proxy solicitation actions that may be undertaken by the Board; or(b) require the Company to obtain an independent expert's report to opine on the Offer.
Exclusivity and "No Shop" Restriction	<p>ECC5 has agreed that commencing on the date of the Bid Implementation Agreement and ending on the earlier of:</p> <ul style="list-style-type: none">(a) the date that the Bid Implementation Agreement is terminated; or(b) the end of the Offer Period or such earlier date as the Offer lapses or is withdrawn (the Exclusivity Period), <p>other than in connection with the Offer, neither it nor any of its representatives, officers, employees, directors, agents, subsidiaries or affiliates (collectively, the Acquiror Group) shall initiate, solicit, entertain, negotiate, accept or discuss, directly or indirectly, any proposal or offer from any person or group of persons (including any proposal or offer from a person (or group of persons) who is part of the Acquiror Group) to acquire all or any portion of the respective businesses or assets of ECC5 (an Acquisition Proposal), whether by business combination, amalgamation, arrangement, purchase of shares, purchase of assets, tender offer, take-over bid or otherwise, or provide any non-public information to any third party in connection with an Acquisition Proposal or enter into any agreement, arrangement or understanding requiring it to abandon, terminate or fail to consummate the Offer.</p> <p>ECC5 has agreed to immediately notify the Company if any member of the Acquiror Group receives any indications of interest, requests for information or offers in respect of an Acquisition Proposal and will communicate to the Company in reasonable detail the terms of any such indication, request or offer, and will provide the Company with copies of all written communications relating to any such indication, request or offer. ECC5 has also agreed to terminate any and all existing discussions or negotiations with any person or group of persons with respect to an Acquisition Proposal.</p> <p>Similarly, the Company has agreed that during the Exclusivity Period, other than in connection with the Offer, neither it nor any of its representatives, officers, employees, directors, agents, subsidiaries or affiliates (collectively, the Bayrock Group) shall initiate, solicit, entertain, negotiate, accept or discuss, directly or indirectly, any proposal or offer from any person or group of persons (including any proposal or offer from a person (or group of persons) who is part of the Bayrock Group) to acquire all or any portion of the respective</p>

	<p>businesses or assets of Bayrock (a Bayrock Acquisition Proposal), whether by business combination, amalgamation, arrangement, purchase of shares, purchase of assets, tender offer, take-over bid or otherwise, or provide any non-public information to any third party in connection with a Bayrock Acquisition Proposal or enter into any agreement, arrangement or understanding requiring it to abandon, terminate or fail to consummate the Offer.</p> <p>The Company has agreed to immediately notify ECC5 if any member of the Bayrock Group receives any indications of interest, requests for information or offers in respect of a Bayrock Acquisition Proposal and will communicate to ECC5 in reasonable detail the terms of any such indication, request or offer, and will provide ECC5 with copies of all written communications relating to any such indication, request or offer. Bayrock has agreed to terminate any and all existing discussions or negotiations with any person or group of persons with respect to a Bayrock Acquisition Proposal.</p>
<p>Exceptions</p>	<p>The exclusivity provisions outlined above do not prohibit any action or inaction by the Company or any of its representatives in relation to a bona fide Third Party Proposal in circumstances where the board of directors of the Company has determined in good faith:</p> <ul style="list-style-type: none"> (a) is or may reasonably be expected to lead to a transaction which is more favourable to the Bayrock Shareholders as a whole when compared to the Offer) (Superior Proposal); and (b) after receiving advice from its external advisers, that to do otherwise would be likely to cause directors of the Company to breach their fiduciary or other statutory duties. <p>Third Party Proposal means any expression of interest, proposal or offer by any person to review the Company's affairs or to enter into any transaction similar to the Offer (or any part of it) or which might reasonably lead to the proposed transaction contemplated in the Bid Implementation Agreement not proceeding.</p>
<p>Break fee</p>	<ul style="list-style-type: none"> (a) Subject to the exception outlined above and customary carve outs outlined below, the Bid Implementation Agreement contains a mutual break fee of CAD\$47,250 (Break Fee), payable in certain circumstances where a party materially breaches the exclusivity provisions and that breach results in termination of the Bid Implementation Agreement. (b) This clause does not impose an obligation on a party to pay the Break Fee to the extent that the obligation to pay the Break Fee: (i) <ul style="list-style-type: none"> (i) is declared by the Takeovers Panel to constitute 'unacceptable circumstances'; or (ii) is determined to be unenforceable or unlawful by a court, provided that, in either case, all lawful avenues of appeal and review, judicial and otherwise, have been exhausted. For the avoidance of doubt, any part of the Break Fee that would not constitute unacceptable circumstances or that is not unenforceable or unlawful (as applicable) must be

	paid by the relevant party. To the extent that the Break Fee has already been paid, the recipient of the Break Fee must refund the relevant portion of the Break Fee paid under the Bid Implementation Agreement within 5 business days of receipt of a demand for refund.
Conduct of business and status quo obligations	During the Exclusivity Period, each party must conduct its business in the ordinary course and is restricted from taking certain actions outside the ordinary course, except as contemplated by the Bid Implementation Agreement, previously disclosed or agreed with the other party. These restrictions include limitations on material changes to business, assets, liabilities and capital structure.
Board and management changes	Following completion of the Offer, the board and management of ECC5 are expected to be reconstituted to reflect the Merged Group, with Bayrock nominees to be appointed, subject to applicable laws and TSXV approval. Further details of the proposed board and management of the Merged Group following Completion are set out in Section 7.2.
Representations, warranties and indemnities	The Bid Implementation Agreement contains customary representations, warranties and indemnities given by each party in favour of the other, including in relation to corporate status, authority, compliance, disclosure and information provided for inclusion in transaction documents.
Termination	The Bid Implementation Agreement may be terminated in certain circumstances, including: <ul style="list-style-type: none"> (a) where a Condition is not satisfied or waived and the parties are unable to agree an alternative approach; (b) by ECC5 if a Bayrock Prescribed Occurrence or Bayrock Material Adverse Change occurs; (c) by Bayrock if the Board determines that a third party proposal is a Superior Proposal; and (d) by Bayrock if a material adverse change occurs in respect of ECC5.
Effect of termination	If the Bid Implementation Agreement is terminated, it will have no further effect other than in respect of liability for antecedent breach. Certain provisions, including provisions relating to confidentiality, costs, warranties, indemnities, notices, governing law and termination, survive termination.

10.2 Interests and dealings in Bayrock securities

As at the date of this Target's Statement, the Directors have the following interests in Bayrock equity securities:

NAME	SHARES	OPTIONS ¹	CONVERTIBLE NOTES
Ian Spence	283,333 ²	183,333	nil
Cosimo Damiano	5,000,000 ³	5,000,000 ³	nil
Ian Pringle	29,053,334 ⁴	nil	nil

Notes:

1. With an exercise price of \$0.03 each and an expiry date of 17 July 2028.

2. Subject to the satisfaction of the conditions applicable to a debt conversion agreement, Mr Spence will be issued an additional 3,115,385 Shares. Further details of the debt conversion agreement are set out in Section 10.5(a).
3. Held by Caltron Advisory Pty Ltd, a company controlled by Mr Damiano. Caltron Advisory Pty Ltd will also be issued 1,557,632 Shares for advisory services pursuant to an Engagement Letter summarised in Section 10.5(b) below.
4. 1,583,334 Shares are held directly and 27,420,000 Shares are held by Oredis Pty Ltd, an entity in which Mr Pringle has a 20.83% shareholding. Subject to the satisfaction of the conditions applicable to the debt conversion agreement, Mr Pringle will be issued an additional 1,105,962 Shares. Further details of a debt conversion agreement are set out in Section 10.5(a).

Except as otherwise set out in this Target's Statement, no Director has acquired or disposed of a Relevant Interest in any Bayrock Shares in the four-month period ending on the date immediately before the Last Practicable Date.

The Directors intend to accept the Offer in respect of any Bayrock Shares they hold or control, in the absence of a Superior Proposal.

10.3 Interests in ECC5 Securities

No Director has a Relevant Interest in any ECC5 Securities.

No Director has acquired or disposed of a Relevant Interest in any ECC5 Securities in the four-month period ending on the date immediately before the date of this Target's Statement.

Neither Bayrock nor any Associate of Bayrock has acquired or disposed of a Relevant Interest in any ECC5 Securities in the four-month period ending on the date immediately before the date of this Target's Statement.

10.4 Benefits and agreements

As at the date of this Target's Statement, except as otherwise set out in this Target's Statement:

- (a) no Director of Bayrock is a director of ECC5;
- (b) no person has been or will be given any benefit (other than a benefit which can be given without shareholder approval under the Corporations Act) in connection with the retirement of that person, or someone else, from a board or managerial office of Bayrock or a Related Body Corporate of Bayrock;
- (c) there are no agreements made between any Director and any other person in connection with, or conditional upon, the outcome of the Offer other than in their capacity as a holder of securities in Bayrock other than as set out in Section 10.5 below;
- (d) none of the Directors has agreed to receive, or is entitled to receive any benefit from ECC5 which is conditional on, or is related to, the Offer, other than in their capacity as a holder of Bayrock Shares; and
- (e) none of the Directors have any interest in any contract entered into by ECC5.

10.5 Related party transactions

(a) Debt Conversion Agreement and Milestone Payment

The Company has entered into debt conversion agreements with each of the Directors named below pursuant to which the Company has agreed to issue Shares (at a deemed issue price of \$0.0321 each) to each Director in satisfaction of accrued but unpaid directors' fees and superannuation entitlements owed to them by the Company (and, in the case of Ian Spence, a milestone payment of \$100,000 which was payable upon the admission of the Company (or a successor entity of the Company) to the official list of a recognised securities exchange and which Mr Spence has agreed to reduce to \$30,000).

The issue of Shares under each debt conversion agreement is conditional upon:

- (i) the Company obtaining Shareholder approval, which was obtained on 28 May 2026; and

- (ii) in the case of the Shares to be issued to Mr Spence in lieu of the milestone payment noted above, the admission of the Company (or a successor entity of the Company) to the official list of a recognised securities exchange.

In the event of completion of the Offer and the listing of the Company (via ECC5) on the TSX-V, Mr Spence will be entitled to the Shares in lieu of the milestone payment noted above.

The debt conversion agreements otherwise contain terms and conditions which are considered standard for agreements of their nature. Further details in respect of the Shares proposed to be issued are set out in the table below.

DIRECTOR	AMOUNT OWED AS AT 31 MARCH 2026	VALUE OF SHARES TO BE ISSUED	NUMBER SHARES TO BE ISSUED
Ian Spence	\$70,000 (unpaid director's fees and superannuation) \$30,000 (milestone payment)	\$100,000	3,115,385
Ian Pringle	\$112,000	\$35,500	1,105,962
Total	\$212,000	\$135,500	4,221,347

(b) **Corporate Advisory Engagement Letter**

The Company is party to an engagement letter with Caltron Advisory Pty Ltd (**Caltron**), a company controlled by Cosimo Damiano, Director which was entered into on 1 January 2026 and before Mr Damiano was appointed as a Director. Under the engagement letter, Caltron was appointed as the Company's exclusive adviser to any capital raising and change of control transactions involving the Company. In consideration for these services, the Company agreed to:

- (i) pay Caltron \$20,000 in cash upon completion of a public listing of the Company; and
- (ii) issue Caltron such number of publicly listed shares in the public company which has an aggregate value of \$50,000 (with the value of such shares based on the deemed issue price in connection with the public listing) upon completion of a public listing of the Company.

In the event of completion of the Offer and the listing of the Company (via ECC5) on the TSX-V, Caltron will be entitled to the cash payment set out above and 1,557,632 Bayrock Shares (at a deemed issue price of \$0.0321). These fees are in relation to corporate advisory services previously provided by Caltron to the Company and before the date Mr Damiano was appointed as a Director.

10.6 Material litigation and disputes

As at the Last Practicable Date, Bayrock is not aware of any material disputes or litigation being undertaken, commenced or threatened against Bayrock.

10.7 Effect of Offer on material contracts

Pursuant to section 6 of the Bid Implementation Agreement, the Offer is conditional on the parties having obtained, by the end of the Offer Period, all other approvals, assignments, waivers and novations of and with any third party which are necessary to implement the Takeover Bid, including (without limitation) the relevant consents or waivers from third parties and regulatory authorities who have change of control, pre-emptive or other rights which would be triggered by the Takeover Bid on its completion.

10.8 ASIC modifications

This Target's Statement contains statements which are made, or based on statements made, in documents lodged with ASIC, including the Bidder's Statement. Under the terms of ASIC Corporations (Takeover Bids) Instrument 2023/683, the parties making those

statements are not required to consent to, and have not consented to, inclusion of those statements in this Target's Statement.

Any Bayrock Shareholder who would like to receive a copy of any of those documents may obtain a copy (free of charge) during the Offer Period by contacting Bayrock at admin@bayrockresources.com.

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Target's Statement may include:

- (a) certain security price trading data;
- (b) publicly available historical geological data; and
- (c) certain statements fairly representing a statement by an official person, or from a public official document or published book, journal or comparable publication.

10.9 Consents

Steinepreis Paganin has consented to being named in this Target's Statement as the legal adviser to Bayrock in the form and context in which it is named and has not withdrawn that consent at the date of this Target's Statement.

Computershare has consented to being named in this Target's Statement as Bayrock's Share Registry in the form and context in which it is named and has not withdrawn that consent at the date of this Target's Statement.

Each person named above:

- (a) has not authorised or caused the issue of this Target's Statement;
- (b) does not make, or purport to make, any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Target's Statement, other than a reference to its name.

10.10 No other material information

This Target's Statement is required to include all the information that Bayrock Shareholders and their professional advisers would reasonably require to make an informed assessment whether or not to accept the Offer but:

- (a) only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in the Target's Statement; and
- (b) only if the information is known to any Director.

The Directors are of the opinion that the only information that Bayrock Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer is:

- (a) the information contained in the Bidder's Statement (to the extent that the information is not inconsistent or superseded by information in this Target's Statement); and
- (b) the information contained in this Target's Statement.

The Directors have assumed, for the purposes of preparing this Target's Statement, that the information in the Bidder's Statement is accurate, unless expressly indicated otherwise in this Target's Statement and subject to the following qualification.

The Directors do not take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all statements contained in it.

In deciding what information should be included in this Target's Statement, the Directors have had regard to:

- (a) the nature of the Bayrock Shares;

- (b) the matters Bayrock Shareholders may reasonably be expected to know;
- (c) the fact that certain matters may reasonably be expected to be known to the professional advisers to Bayrock Shareholders;
- (d) the nature of the Offer; and
- (e) the time available to Bayrock to prepare this Target's Statement.

10.11 Approval of Target's Statement

This Target's Statement has been approved by a resolution passed by the Directors. All Directors voted in favour of that resolution.

11. GLOSSARY AND INTERPRETATION

11.1 Glossary

The following defined terms in this Target's Statement have the meanings set out below.

Acceptance Form means the acceptance form enclosed within the Bidder's Statement.

AEST means Australian Eastern Standard Time, as observed in Sydney, Australia.

ASIC means the Australian Securities and Investments Commission.

Associate has the same meaning as given to that term for the purposes of Chapter 6 of the Corporations Act (as modified by ASIC from time to time).

Bayrock or the Company means Bayrock Resources Limited (ACN 649 314 894).

Bayrock Board or Board means the board of Directors of Bayrock.

Bayrock Convertible Notes means the Series 1 Convertible Notes and Series 2 Convertible Note, as the case may be.

Bayrock Group means together, Bayrock and its wholly owned subsidiaries.

Bayrock Material Adverse Change means any act, omission, event, change, matter or circumstance occurring, being discovered or becoming public (alone or together with other such matters) that has had, or is reasonably likely to have, a material adverse effect on the assets, liabilities, financial position, performance, profitability or prospects of the Bayrock Group taken as a whole, where the adverse financial impact on the Bayrock Group exceeds \$200,000, but excluding any such matter to the extent it:

- (a) is required by, or occurs as a result of compliance with, the Bid Implementation Agreement;
- (b) results from general market, economic, regulatory or industry conditions (including commodity prices or foreign exchange rates), except to the extent it has a materially disproportionate effect on the Bayrock Group relative to comparable industry participants; or
- (c) was fairly disclosed to ECC5 in writing.

Bayrock Option means an option to be issued one Bayrock Share.

Bayrock Prescribed Occurrence means any of the following:

- (a) Bayrock converts all or any of its shares into a larger or smaller number of shares, including under section 254H of the Corporations Act;
- (b) any member of the Bayrock Group resolves to reduce its share capital in any way or reclassifies, redeems or repurchases any of its shares;
- (c) any member of the Bayrock Group enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement, including under section 257C(1) or section 257D(1) of the Corporations Act;
- (d) any member of the Bayrock Group issues, delivers, sells, pledges or otherwise encumbers, or authorizes the issuance, delivery, sale or pledge of any shares, equity or voting interests, convertible notes or any other securities or grants an option, performance right or similar rights exercisable or convertible into shares or other equity or voting interests (including equity securities, debt securities or convertible securities) (or agrees to make such an issue or grant), other than the conversion of convertible securities in existence as of the date hereof and convertible notes to be issued under the Capital Raising;
- (e) Bayrock amends or proposes to amend its constitution;
- (f) any member of the Bayrock Group creates or agrees to create any encumbrance or security interest over the whole or any part of its business, property, assets or undertaking;

- (g) an order (of a court or otherwise) or application is made or a resolution is passed for the winding up of any member of the Bayrock Group;
- (h) an administrator, liquidator, provisional liquidator, receiver or receiver and manager is appointed in respect of any member of the Bayrock Group or the whole or any part of the assets or undertaking of any member of the Bayrock Group, or any member of the Bayrock Group executes a deed of company arrangement;
- (i) any member of the Bayrock Group ceases to carry on business or is deregistered under the Corporations Act or other applicable legislation in force outside of Australia;
- (j) any member of the Bayrock Group enters into any unusual or abnormal contract or commitment which is outside the ordinary course of business and which could reasonably be expected to:
 - (i) change the nature of the business conducted by the Bayrock Group; or
 - (ii) have a material adverse impact on the business conducted by the Bayrock Group;
- (k) any member of the Bayrock Group enters into a contract or commitment restraining any member of the Bayrock Group from competing with any person or conducting activities in any market;
- (l) any member of the Bayrock Group enters into or otherwise becomes a party to, any material transaction with a related party (as that term is defined in Chapter 2E of the Corporations Act) of Bayrock (other than between Bayrock and a direct or indirect wholly owned subsidiary of Bayrock);
- (m) any member of the Bayrock Group declares, pays, or determines to be payable any distribution, bonus or other share of its profits or assets (whether by way of dividend, capital reduction or otherwise and whether in cash or in specie), other than the declaration and payment by any subsidiary of Bayrock of a dividend where the recipient of that dividend is Bayrock or a wholly-owned subsidiary of Bayrock;
- (n) any member of the Bayrock Group disposes of, or offers or agrees to dispose of, any material business, asset, joint venture interest, entity or undertaking (or any interest in a business, asset, joint venture, entity or undertaking) or makes an announcement in relation to such a disposal, offer or agreement;
- (o) any member of the Bayrock Group:
 - (i) enters into any financing arrangement or commitment or agrees to extend, repay or materially amend any existing financing arrangement or commitment; or
 - (ii) guarantees, indemnifies or provides security for the obligations of any person or entity other than a member of the Bayrock Group; and
- (p) any member of the Bayrock Group agrees or announces an intention to take any of the actions referred to in paragraphs (a) to (o) above, provided that a Prescribed Occurrence will not include any matter:
- (q) required or permitted to be done or procured by Bayrock under the Bid Implementation Agreement;
- (r) required to be done as a result of the Offer;
- (s) required to be done by the Bayrock Board in order to comply with the fiduciary or statutory duties of its directors;
- (t) fairly disclosed by Bayrock to ECC5 in writing prior to execution of the Bid Implementation Agreement;

- (u) directly resulting from any actions taken (or omitted to be taken) following a written request from ECC5 or with ECC5's prior written consent; or
- (v) approved in writing by ECC5.

Bayrock Shares or Shares means a fully paid ordinary share in Bayrock.

Bayrock Shareholder means a holder of Bayrock Shares.

Bid Implementation Agreement means the bid implementation agreement between ECC5 and Bayrock dated 9 March 2026 in respect of the Offer.

Bidder's Statement means the Bidder's statement of ECC5 in relation to the Offer dated 13 May 2026.

Business Day means a day other than a Saturday, Sunday or public holiday on which banks are open for general banking business in Sydney, Australia.

Competing Proposal means any expression of interest, proposal, offer or transaction notified to the Bayrock Board or a representative of Bayrock which, if completed substantially in accordance with its terms, would mean a person (other than ECC5 or its Related Bodies Corporate) would:

- (a) directly or indirectly, acquire an interest or relevant interest in or become the holder of:
 - (i) 20% or more of all Bayrock Shares; or
 - (ii) all or a substantial part of the business conducted by Bayrock and its subsidiaries;
- (b) acquire control of Bayrock, within the meaning of section 50AA of the Corporations Act;
- (c) otherwise acquire or merge (including by a scheme of arrangement, capital reduction, sale of assets, strategic alliance, joint venture, partnership, reverse takeover bid or dual listed company structure) with Bayrock; or
- (d) otherwise directly or indirectly acquire or merge with Bayrock or acquire an economic interest in the whole or a substantial part of Bayrock or its businesses (including by takeover offer, scheme of arrangement, capital reduction, sale of assets, strategic alliance, joint venture, partnership or reverse takeover bid).

Conditions means the conditions to the Offer set out in Section 8.4.

Corporations Act means the *Corporations Act 2001* (Cth) and any regulations made under that Act.

Director means a director of Bayrock.

ECC5 means ECC Ventures 5 Corp., a company incorporated in British Columbia, Canada.

ECC5 Share means a fully paid ordinary share in the capital of ECC5, including a share on issue at the end of the Offer Period.

ECC5 Securities means any securities in the issued capital of ECC5, including ECC5 Shares and any other convertible securities.

Event of Default means the occurrence of any of the following whether or not it is within the control of the Company: unremedied material breach after 14 days' notice; appointment of a receiver, administrator or similar official; insolvency (actual or deemed under the Corporations Act); or the making of a winding-up application not dismissed within 21 days or passing of a winding-up resolution (other than for solvent reconstruction).

Exchange Ratio means the number of ECC5 Shares to be issued for each Bayrock share under the ECC5 Offer, being 0.1234 ECC5 Shares for each 1 Bayrock Share (equivalent to 1 ECC5 Share for every 8.10 Bayrock Shares).

Last Practicable Date means 28 May 2026, the last practicable date before the date of this Target's Statement.

Merged Group means ECC5 and its subsidiaries following ECC5 acquiring control of Bayrock.

Notice of Status of Conditions means a notice required to be given under Section 630(3) of the Corporations Act.

Offer means the off-market takeover offer by ECC5 for all of the Bayrock Shares under the terms and conditions contained in section 12 of the Bidder's Statement.

Offer Consideration means the consideration offered for Bayrock Shares under the Offer, being 0.1234 ECC5 Shares for every 1 Bayrock Share, equivalent to 1 ECC5 Share for every 8.10 Bayrock Shares.

Offer Period means the period during which the Offer will remain open for acceptance in accordance with the terms and conditions of the Bidder's Statement.

Projects means together the Meråker Project, the Sagvoll Project and the Lainejaur Project.

Register Date means 13 May 2026, being the date set by ECC5 under section 633(2) of the Corporations Act.

Related Body Corporate has the same meaning given it in section 50 of the Corporations Act.

Relevant Interest has the meaning given to it in section 9 of the Corporations Act.

Series 1 Convertible Notes means the convertible notes issued by Bayrock to various sophisticated and professional investors commencing in November 2025.

Series 2 Convertible Notes means the convertible notes to be issued by Bayrock to various sophisticated and professional investors during the Offer Period under the Capital Raising.

Share Registry means Bayrock's share registry, being Computershare.

Superior Proposal has the meaning given to it in Section 10.1.

Takeover Bid means the off-market takeover bid by ECC5 for all Bayrock Shares pursuant to the Offer.

Target's Statement means this document and includes the attachment to it.

TSX-V means the Toronto Venture Exchange.

11.2 Interpretation

- (a) Words and phrases to which a meaning is given by the Corporations Act have that meaning in this Target's Statement unless that meaning is inconsistent with the context in which the word or phrase is used.
- (b) Headings are for convenience only and do not affect the interpretation of this Target's Statement.
- (c) The singular includes the plural and vice versa and words importing any gender include the other gender, and references to persons include corporations, other bodies corporate, unincorporated bodies, partnership, joint ventures or associations.
- (d) References to sections are to sections of this Target's Statement, unless stated otherwise.
- (e) Where a term is defined, its other grammatical forms have a corresponding meaning.
- (f) References to time are references to the time in Sydney, Australia on the relevant date, unless stated otherwise.
- (g) A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.

- (h) A reference to a 'Bayrock Shareholder' is a reference to a person who holds Bayrock Shares.
- (i) '\$' or 'A\$' or 'AUD' is a reference to the lawful currency of Australia.
- (j) 'C\$' or 'CAD' is a reference to the lawful currency of Canada.