
BAYROCK RESOURCES LTD
ACN 649 314 894
NOTICE OF ANNUAL GENERAL MEETINGS

Notice is given that the 2024 Annual General Meeting and 2025 Annual General Meeting will be held at:

TIME: 11.00am (Sydney time)
DATE: 28 May 2026
PLACE: The Executive Centre, Wynyard Boardroom
26/1 Bligh Street
Sydney NSW 2000

The business of the Meetings affects your shareholding, and your vote is important.

This Notice of Meetings should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meetings are those who are registered Shareholders at 11.00am (Sydney time) on 26 May 2026.

BUSINESS OF THE MEETINGS

2024 ANNUAL GENERAL MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report and the auditor's report.

1. RESOLUTION 1 – ELECTION OF A DIRECTOR – IAN SPENCE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Ian Spence, a Director who was appointed casually on 23 September 2024, retires, and being eligible, is elected as a Director."

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – IAN PRINGLE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Dr Ian Pringle, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – CONFIRMATION OF APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, MNSA Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

2025 ANNUAL GENERAL MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report and the auditor's report.

1. RESOLUTION 1 – RE-ELECTION OF A DIRECTOR – ROBERT THOMSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Robert Thomson, a Director, retires by rotation, and being eligible, is re-elected as a Director."

2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES ON CONVERSION OF MONEYS OWED TO IAN SPENCE

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 3,115,385 Shares to Ian Spence (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES ON CONVERSION OF MONEYS OWED TO ROBERT THOMSON

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 1,557,692 Shares to Robert Thomson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES ON CONVERSION OF MONEYS OWED TO IAN PRINGLE

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 1,105,962 Shares to Ian Pringle (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Dated: 30 April 2026

Voting Prohibition Statements – 2025 Annual General Meeting

<p>Resolution 2 – Approval to issue Shares on conversion of moneys owed to Ian Spence</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 2 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 3 – Approval to issue Shares on conversion of moneys owed to Robert Thomson</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 3 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 4 – Approval to issue Shares on conversion of moneys owed to Ian Pringle</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on + 61 437 880 455.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

2024 ANNUAL GENERAL MEETING

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.bayrockresources.com.

2. RESOLUTION 1 – ELECTION OF A DIRECTOR – IAN SPENCE

2.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Ian Spence, having been appointed by other Directors on 23 September 2024, in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders. Further information in relation to Mr Spence is set out below.

Qualifications, experience and other material directorships	Mr Spence has 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.
Term of office	Mr Spence has served as a Director since 23 September 2024.
Independence	If re-elected, the Board considers that Mr Spence will not be an independent Director given he will be the Managing Director of the Company.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Spence.

Board recommendation	Having received an acknowledgement from Mr Spence that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Spence since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Spence) recommend that Shareholders vote in favour of this Resolution.
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3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – IAN PRINGLE

3.1 General

Clause 13.2 of the Constitution provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Ian Pringle, who has held office without re-election since 8 April 2021, and being eligible retires by rotation and seeks re-election. Further information in relation to Dr Pringle is set out below.

Qualifications, experience and other material directorships	Dr Pringle is a geologist with several decades of successful experience in metals exploration. 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).
Term of office	Dr Pringle has served as a Director since 8 April 2021.
Independence	If re-elected, the Board considers that Dr Pringle will not be an independent Director given he is a substantial Shareholder.
Board recommendation	Having received an acknowledgement from Dr Pringle that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr Pringle since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Pringle) recommend that Shareholders vote in favour of this Resolution.

4. RESOLUTION 3 – CONFIRMATION OF APPOINTMENT OF AUDITOR

4.1 Background

On or around 6 February 2026, in accordance with section 327C of the Corporations Act 2001, the Company appointed MNSA Pty Ltd as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Nexia Sydney Audit Pty Ltd (**Nexia**), in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, MNSA Pty Ltd holds office as auditor of the Company until the Company's next annual general meeting, being the first meeting the subject of this Notice.

In accordance with section 327B(1)(b) of the Corporations Act and for all other purposes, the Company now seeks Shareholder approval for the ongoing appointment of MNSA Pty Ltd as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating MNSA Pty Ltd as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

MNSA Pty Ltd has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of MNSA Pty Ltd as the Company's auditor will take effect at the close of this Meeting.

4.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

2025 ANNUAL GENERAL MEETING

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.bayrockresources.com.

2. RESOLUTION 1 – RE-ELECTION OF A DIRECTOR – ROBERT THOMSON

2.1 General

Clause 13.2 of the Constitution provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Robert Thomson, having held office without re-election since 12 August 2024, and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Thomson is set out below.

Qualifications, experience and other material directorships	Rob has held senior operational and board positions in globally listed resources companies. Extensive company start-up, corporate, exploration and operational experience in developing and managing open-cut and underground mining operations across gold, copper, and nickel. Mr Thomson is currently Non-executive Director of Pacific Nickel Mines Ltd (ASX: PNM), and Non-Executive Director of Southern Palladium Limited (ASX: SPD).
Term of office	Mr Thomson has served as a Director since 26 November 2021.
Independence	If re-elected, the Board considers that Mr Thomson will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Thomson that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Thomson since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Thomson) recommend that Shareholders vote in favour of this Resolution.

3. RESOLUTIONS 2 TO 4 – APPROVAL TO ISSUE SHARES ON CONVERSION OF MONEYS OWED TO THE DIRECTORS

3.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act for the issue of an aggregate of 5,779,039 Shares to Ian Spence, Robert Thomson and Ian Pringle (or their nominee(s)) on the terms and conditions set out below.

The Company is proposing to issue Shares to each of the above Directors 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 is payable upon the admission of the Company (or a successor entity of the Company) to the official list of a recognised securities exchange).

Each Director has entered into a debt conversion agreement with the Company to convert their outstanding entitlement into Shares at a deemed issue price of approximately \$0.0321 per Share, in lieu of cash payment. The issue of Shares under each debt conversion agreement is conditional upon the Company obtaining Shareholder approval and, in the case of the shares to be issued to Ian Spence in lieu of the milestone payment noted above, upon the admission of the Company (or a successor entity of the Company) to the official list of a recognised securities exchange.

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.

RESOLUTION	DIRECTOR	AMOUNT OWED AS AT 31 MARCH 2026	VALUE OF SHARES TO BE ISSUED	NUMBER SHARES TO BE ISSUED
2	Ian Spence	\$168,196 (including the milestone payment referred to above)	\$100,000	3,115,385
3	Robert Thomson	\$128,800	\$50,000	1,557,692
4	Ian Pringle	\$112,000	\$35,500	1,105,962
	Total	\$408,996	\$185,500	5,779,039

3.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

3.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

3.4 Technical Information required by section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Shares are set out in Section 3.1 above.
Number of Securities and class to be issued	The number of Shares to be issued to each proposed recipient is set out in the table at Section 3.1 above. The aggregate number of Shares to be issued under these Resolutions is 5,779,039 Shares.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 6 months of the Meeting.
Price or other consideration the Company will receive for the Securities	The Shares will be issued as non-cash consideration in full and final satisfaction of the amounts owed to each Director as set out in the table in Section 3.1 above. The deemed issue price is approximately \$0.0321 per Share. No cash will be received by the Company for the issue of the Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued but unpaid directors' fees and superannuation entitlements owed to each proposed recipient (and in the case of Ian Spence, a milestone payment payable upon the admission of the Company (or a successor entity of the Company) to the official list of a recognised securities exchange), in lieu of cash payment.
Consideration of type of Security to be issued	<p>The Company has agreed to issue Shares (rather than make cash payment) for the following reasons:</p> <ul style="list-style-type: none"> (a) the conversion of accrued entitlements (and milestone payment) into Shares aligns the interests of the Directors with those of Shareholders by giving the Directors a further equity stake in the Company; and (b) the non-cash settlement will allow the Company to preserve its cash reserves for operations and corporate activities. <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</p>
Consideration of quantum of Securities to be issued	<p>The number of Shares to be issued under these Resolutions has been determined after arm's length negotiations between the Company and each Director and with each Director agreeing to being issued an amount of Shares with a value less than the cash amount actually owed to them by the Company. The number of Shares to be issued is calculated by dividing the agreed reduced value of the outstanding amounts owed by the Company to each Director (as set out in Section 3.1 above) by the agreed deemed issue price per Share.</p> <p>The deemed issue price of approximately \$0.0321 per Share has been determined by reference to the price at which the Company most recently completed a capital raising (\$0.03) and represents a small premium to such capital raising price. The Board considers this to be an appropriate benchmark for the purposes of determining the deemed issue price for the Shares the subject of these Resolutions.</p> <p>In determining the quantum of Shares to be issued, the Board</p>

REQUIRED INFORMATION	DETAILS																												
	<p>has also considered the nature and value of the services provided and/or liabilities being satisfied, the Company's current financial position and prevailing market conditions. The Board considers the number of Shares to be issued to be reasonable and appropriate in the circumstances, particularly given the benefit to the Company of preserving cash resources.</p>																												
<p>Remuneration</p>	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table border="1" data-bbox="660 555 1385 840"> <thead> <tr> <th>DIRECTOR</th> <th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th> <th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th> </tr> </thead> <tbody> <tr> <td>Ian Spence</td> <td>\$44,800</td> <td>\$34,441</td> </tr> <tr> <td>Robert Thomson</td> <td>\$33,600</td> <td>\$36,237</td> </tr> <tr> <td>Ian Pringle</td> <td>\$22,400</td> <td>\$27,875</td> </tr> </tbody> </table> <p>Note: FY2025 figures are taken from the audited financial statements for the year ended 30 June 2025. The amounts owed to each Director as at the date of conversion reflect cumulative accrued but unpaid entitlements as at 31 March 2026.</p>	DIRECTOR	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Ian Spence	\$44,800	\$34,441	Robert Thomson	\$33,600	\$36,237	Ian Pringle	\$22,400	\$27,875																
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<p>Valuation</p>	<p>The Shares will be issued at a deemed issue price of approximately \$0.0321 per Share</p>																												
<p>Summary of material terms of agreement to issue</p>	<p>The Shares are being issued under the debt conversion agreements entered into with each of the Directors. A summary of the material terms of the debt conversion agreements is set out in Section 3.1 above.</p>																												
<p>Interest in Securities</p>	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table border="1" data-bbox="660 1335 1385 1563"> <thead> <tr> <th>DIRECTOR</th> <th>SHARES</th> <th>OPTIONS</th> <th>CONVERTIBLE NOTES</th> </tr> </thead> <tbody> <tr> <td>Ian Spence</td> <td>283,333</td> <td>183,333</td> <td>nil</td> </tr> <tr> <td>Robert Thomson</td> <td>1,666,667¹</td> <td>nil</td> <td>38,700²</td> </tr> <tr> <td>Ian Pringle</td> <td>29,053,334³</td> <td>nil</td> <td>nil</td> </tr> </tbody> </table> <p>¹ 666,667 Shares are held directly and 1,000,000 are held in the name of Monterey Consolidated Services PTY LTD <Lorodaca S/F A/C>.</p> <p>² 38,700 Convertible Notes are held by Monterey Consolidated Services PTY LTD <Lorodaca S/F A/C>.</p> <p>³ 1,583,334 Shares are held directly and 27,470,000 Shares are held by Oredis Pty Ltd, an entity in which Mr Pringle has a 20.83% shareholding.</p> <p>Post issue</p> <table border="1" data-bbox="660 1890 1385 2065"> <thead> <tr> <th>DIRECTOR</th> <th>SHARES</th> <th>OPTIONS</th> <th>CONVERTIBLE NOTES</th> </tr> </thead> <tbody> <tr> <td>Ian Spence</td> <td>3,398,718</td> <td>183,333</td> <td>nil</td> </tr> <tr> <td>Robert Thomson</td> <td>3,224,359</td> <td>nil</td> <td>38,700</td> </tr> </tbody> </table>	DIRECTOR	SHARES	OPTIONS	CONVERTIBLE NOTES	Ian Spence	283,333	183,333	nil	Robert Thomson	1,666,667 ¹	nil	38,700 ²	Ian Pringle	29,053,334 ³	nil	nil	DIRECTOR	SHARES	OPTIONS	CONVERTIBLE NOTES	Ian Spence	3,398,718	183,333	nil	Robert Thomson	3,224,359	nil	38,700
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REQUIRED INFORMATION	DETAILS			
	Ian Pringle	30,159,296	nil	nil
Dilution	If these Resolutions are passed, a total of 5,779,039 Shares would be issued. This will increase the number of Shares on issue from 140,975,334 (being the total number of Shares on issue as at the date of this Notice) to 146,754,373 (assuming that no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.94%, comprising 2.12% by Ian Spence, 1.06% by Robert Thomson and 0.75% by Ian Pringle.			
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.			
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.			

GLOSSARY

\$ means Australian dollars.

2024 Annual General Meeting means the annual general meeting to consider, amongst other things, the financial statements and reports for the year ended 30 June 2024.

2025 Annual General Meeting means the annual general meeting to consider, amongst other things, the financial statements and reports for the year ended 30 June 2025.

Annual General Meeting or **Meeting** means the relevant annual general meeting, as convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day.

Chair means the chair of the Meeting.

Company means Bayrock Resources Ltd (ACN 649 314 894).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the relevant explanatory statement accompanying the Notice.

Nexia means Nexia Sydney Audit Pty Ltd (ACN 606 785 399).

Notice or **Notice of Meeting** means the notice of meeting including the relevant Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice.

Section means a section of the relevant Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

ANNEXURE A – NOMINATION OF AUDITOR LETTER

29 April 2026

Bayrock Resources Limited
Level 1, 283 George Street
SYDNEY NSW 2000

We, Caltron Advisory Pty Ltd, being a member of Bayrock Resources Ltd (**Company**), nominate MNSA Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated 29 April 2026:



Cosimo Damiano
Director