

BAYROCK RESOURCES LIMITED
ACN 649 314 894
SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Second Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 1 June 2022 (**Prospectus**) and the supplementary prospectus dated 26 August 2022 (**First Supplementary Prospectus**) issued by Bayrock Resources Limited (ACN 649 314 894) (**Company**).

This Second Supplementary Prospectus is dated 14 November 2022 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus should be read together with the Prospectus and First Supplementary Prospectus. Other than as set out below, all details in relation to the Prospectus and First Supplementary Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Supplementary Prospectus. If there is a conflict between either of the Prospectus or the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus and the First Supplementary Prospectus as an electronic prospectus and may be accessed at www.bayrockresources.com.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. WITHDRAWAL OF OFFER AND REPAYMENT OF APPLICATION MONIES

The Directors of the Company have resolved to withdraw the Offer set out in the Prospectus (as supplemented by the First Supplementary Prospectus). This Second Supplementary Prospectus formally withdraws the Offer and confirms that the expiry date of the Prospectus (as supplemented by the First Supplementary Prospectus) is brought forward to the date of this Second Supplementary Prospectus.

The Company advises that the Offer is now closed and that the timetable for the Offer is no longer in effect. The Company confirms that no Securities have been or will be issued on the basis of the Prospectus (as supplemented by the First Supplementary Prospectus). The Company will not be accepting any further application forms under the Prospectus (as supplemented by the First Supplementary Prospectus) (**Application Forms**) and all Application Forms received to the date of this Second Supplementary Prospectus will not be processed. All application monies received by the Company pursuant to the Offer will be refunded (without interest) by either cheque or electronic funds transfer within one (1) week from the date of this Second Supplementary Prospectus. The Board thanks those investors who applied for Securities pursuant to the Offer.

2. DIRECTORS' AUTHORISATION

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with the ASIC.



Ian Pringle
Managing Director
For and on behalf of
BAYROCK RESOURCES LIMITED

Dated: 14 November 2022