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NEWS RELEASE

ECC VENTURES 5 CORP. LODGES BIDDER'S STATEMENT IN CONNECTION WITH PROPOSED QUALIFYING TRANSACTION TO ACQUIRE BAYROCK RESOURCES

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES.

May 14, 2026 – Vancouver, BC, Canada. **ECC Ventures 5 Corp.** (the "**Company**" or "**ECC5**") (TSX-V: ECCV.P), a capital pool company listed on the TSX Venture Exchange Inc. (the "**Exchange**"), further to its press releases of November 12, 2025 and March 17, 2026 regarding its proposed Qualifying Transaction to acquire Bayrock Resources Limited (ACN 649 314 894) ("**Bayrock**") (the "**Proposed Transaction**"), is pleased to announce that ECC5 has lodged its Bidder's Statement (the "**Bidder's Statement**") with the Australian Securities and Investments Commission on May 13, 2026, in connection with ECC5's off-market takeover bid to acquire all of the outstanding ordinary shares of Bayrock (the "**ECC5 Offer**") pursuant to Chapter 6 of the Australian *Corporations Act 2001 (Cth)* (the "**Corporations Act**").

The ECC5 Offer is dated May 15, 2026, and will remain open for acceptance until 5:00 p.m. (AEST) on July 31, 2026, unless extended or withdrawn. The Bidder's Statement has been dispatched to Bayrock shareholders in accordance with the requirements of the Corporations Act.

The Bayrock directors unanimously recommend that Bayrock shareholders **accept** the ECC5 Offer.

Terms of the ECC5 Offer

Under the terms of the ECC5 Offer, for every 8.10 Bayrock shares held, each Bayrock shareholder will receive 1 new post-consolidation common share of ECC5. The Proposed Transaction will constitute ECC5's Qualifying Transaction under Policy 2.4 of the Exchange, and the Proposed Transaction remains subject to Exchange acceptance and satisfaction of other customary closing conditions, including completion of the concurrent financing of a minimum of CAD\$2,200,000 (the "**Concurrent Financing**").

As previously announced, ECC5 will complete a consolidation of its share capital on a 1.4125 for 1 basis in connection with the Proposed Transaction. Assuming completion of the Proposed Transaction, it is anticipated that the resulting issuer (the "Resulting Issuer") will graduate to Tier 2 of the Exchange as a mining issuer and change its name to Bayrock Resources Limited, subject to Exchange approval.

About Bayrock Resources Limited

Bayrock is an Australian unlisted public company, incorporated pursuant to the Corporations Act. Bayrock is a predominantly copper-focused exploration and development company with assets in Norway and Sweden. Bayrock's projects offer a strategically located European base-metals portfolio in a safe, mining-friendly jurisdiction with excellent access and infrastructure.

In Norway, Bayrock holds 100% tenure to the Sagvoll and Meråker projects in the Trøndelag County, both located within the Caledonian orogenic belt and the early-Palaeozoic volcanogenic massive sulphide (VMS) metallogenic regime. In Sweden, Bayrock holds 100% tenure to the Lainejaur Project in Västerbotten County, comprising a historical underground nickel-copper mine with an open JORC Mineral Resource Estimate completed in 2018.

Availability of the Bidder's Statement

The Bidder's Statement is being circulated directly to Bayrock shareholders, and will also be filed and accessible under ECC5's profile on SEDAR+ (www.sedarplus.ca).

Trading of ECC5's common shares will remain halted pending further filings with the Exchange.

For more information, please contact the Company at 778-331-8505 or email: dmcfaul@emprisecapital.com

On Behalf of the Board of Directors of ECC Ventures 5 Corp.

Doug McFaul
Director

Completion of the Proposed Transaction is subject to a number of conditions, including, among others, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required approvals are obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Qualifying Transaction, or the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of ECC5 should be considered highly speculative.

The Exchange has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

Statements included in this announcement, including statements concerning ECC5's, Bayrock's and the Resulting Issuer's plans, intentions, and expectations, which are not historical in nature are intended to be, and are hereby identified as, "forward-looking statements". Forward-looking statements include, among other matters, the terms and timing of the ECC5 Offer, the Proposed Transaction and the Concurrent Financing, completion of the proposed share consolidation, the growth plans of the Resulting Issuer and statements concerning the Resulting Issuer following completion of the Proposed Transaction, including the composition of the Resulting Issuer's board of directors and management team. Forward-looking statements may be, but are not always, identified by words including "anticipates", "believes", "intends", "estimates", "expects" and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company's, the Resulting Issuer's and Bayrock's future operations and business prospects, are subject to certain risks and uncertainties (including risks that the Proposed Transaction does not proceed, or proceed on the expected terms, geopolitical risk, regulatory, and exchange rate risk) that could cause actual results to differ materially from those indicated in the forward-looking statements. There can be no assurance that any forward-looking statement will prove to be accurate or that management's assumptions underlying such statements, including assumptions concerning the Proposed Transaction or future developments, circumstances or results will materialize. The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake to update or revise any forward-looking information included herein, except in accordance with applicable securities laws.