ECC VENTURES 5 CORP.
Suite 515 – 701 W. Georgia Street
Vancouver, BC V7Y 1C6
Telephone: +1-778-331-8508

NEWS RELEASE

ECC VENTURES 5 CORP. ENTERS INTO BUSINESS COMBINATION AGREEMENT WITH BAYROCK RESOURCES FOR QUALIFYING TRANSACTION

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

August 18, 2026 – Vancouver, BC, Canada. ECC Ventures 5 Corp. (the "**Company**" or "**ECC5**") (TSX-V: ECCV.P), further to its press releases of March 17, 2026, May 14, 2026, and July 24, 2026, is pleased to announce that it has entered into a business combination agreement dated August 12, 2026 (the "**Business Combination Agreement**") among ECC5, 1360621 B.C. Ltd. ("**Newco**"), a wholly-owned subsidiary of ECC5, Bayrock Resources Limited (ACN 649 314 894) ("**Bayrock**"), and 1602400 B.C. Ltd. ("**Bayrock Subco**"), a wholly-owned subsidiary of Bayrock.

The Business Combination Agreement replaces the bid implementation agreement dated March 9, 2026 between ECC5 and Bayrock (the "**BIA**") in its entirety. The BIA was entered into in connection with an off-market takeover bid by ECC5 for all outstanding ordinary shares of Bayrock under Chapter 6 of the Australian *Corporations Act 2001 (Cth),* which bid lapsed on July 31, 2026. The Business Combination Agreement sets forth the terms and conditions upon which ECC5 will acquire Bayrock Subco by way of a three-cornered amalgamation (the "**Amalgamation**"), which will constitute ECC5's Qualifying Transaction under Policy 2.4 of the TSX Venture Exchange (the "**Exchange**").

About Bayrock Resources Limited

Bayrock is an Australian unlisted public company incorporated pursuant to the Corporations Act 2001 (Cth). Through its wholly-owned subsidiaries Exploration Opportunity 1 AS ("**EO1AS**"), a Norwegian entity, and Metalore Pty Ltd. ("**Metalore**"), an Australian entity, Bayrock holds the Sagvoll and Meråker polymetallic exploration projects in the Trøndelag County, Norway, and the Lainejaur nickel-copper project in Västerbotten County, Sweden (together with Bayrock and Bayrock Subco, the "**Bayrock Group**"). Bayrock's projects offer a strategically located European base-metals portfolio in a safe, mining-friendly jurisdiction with excellent access and infrastructure. Bayrock's directors are Ian Spence (President and CEO), Ian Pringle, and Cosimo Damiano.

Bayrock's assets in Norway are highly prospective for copper, zinc, and gold, and its asset in Sweden is prospective for nickel, copper, cobalt, and platinum group elements. Further information on Bayrock, including current financial statements and a geological report prepared in accordance with National Instrument 43-101 in respect of the Sagvoll and Meråker properties, will be filed and posted on SEDAR+ in connection with the Proposed Transaction.

Terms of the Proposed Transaction

The Proposed Transaction (as defined below) will constitute a reverse takeover and ECC5's Qualifying Transaction under Policy 2.4 of the Exchange. Assuming completion of the Proposed Transaction, it is anticipated that ECC5 will graduate to Tier 2 of the Exchange as a mining issuer.

The Proposed Transaction will be completed by way of a three-cornered amalgamation (the "**Proposed Transaction**") pursuant to Section 269 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), whereby Bayrock Subco, which will hold all of the issued and outstanding shares of each of EO1AS and Metalore at the effective time, will amalgamate with Newco to form a new amalgamated entity ("**Amalco**"), which will be a wholly owned subsidiary of ECC5, to be named "Bayrock Minerals Corp.", or such other name as the parties may agree. As a result, ECC5 will hold all of the issued and outstanding shares of Amalco, and through Amalco, will hold all of the assets of the business of the Bayrock Group.

Prior to or concurrent with the completion of the Proposed Transaction: (i) ECC5 will consolidate its issued and outstanding common shares on the basis of one (1) post-consolidation common share of ECC5 (each, an "**ECC5 Post-Consolidation Share**") for every 1.4125 pre-consolidation ECC5 common shares outstanding, resulting in 4,000,000 ECC5 Post Consolidation Shares outstanding (the "**Consolidation**"). All existing convertible securities of ECC5 will be adjusted to reflect the Consolidation resulting in 141,593 agent options and 400,000 stock options, each exercisable at $0.1413 per ECC5 post-Consolidation Share until December 16, 2026, and one (1) year from the date of closing of the Proposed Transaction, respectively.

Pursuant to the Business Combination Agreement, subject to the satisfaction of certain conditions, including completion by Bayrock Subco of an interim financing in the amount of AUD$300,000, ECC5 has agreed to issue an aggregate of 20,996,173 ECC5 Post-Consolidation Share to the shareholders of Bayrock Subco, including shares to be issued in satisfaction of certain exploration obligations. The shares will be issued at a deemed price of $0.25 per share. In addition, ECC5 has agreed to issue an aggregate of 4,940,601 share purchase warrants, exercisable at $0.25 per ECC5 Post-Consolidation Share, for a period of two years from their date of issuance, and 784,314 share purchase warrants, exercisable at $0.375 per ECC5 Post-Consolidation Share, for a period of three years from their date of issuance. ECC5 has also agreed to issue 898,907 ECC5 Post-Consolidation Shares, at a deemed price of $0.25 per share, to Pimlico Partners, an arm's length party, as a finder's fee in connection with the Proposed Transaction. Concurrent with closing, Bayrock has agreed to distribute some or all of the ECC5 Post-Consolidation Shares that it receives, to its shareholders, on a pro rata basis, by way of a dividend in specie. Certain of the ECC5 Post-Consolidation Shares issued pursuant to the transaction will be subject to escrow and resale restrictions pursuant to applicable securities laws and the Policies of the Exchange

Following completion of the Proposed Transaction, it is anticipated that there will be approximately 25,895,080 ECC5 post-Consolidated Shares issued and outstanding in the issuer resulting from the Proposed Transaction, in addition to any ECC5 post-Consolidation Shares issued as part of the Concurrent Financing (as defined below).

A copy of the Business Combination Agreement will be filed and will be accessible under ECC5's profile on SEDAR+ (www.sedarplus.ca). In connection with the Proposed Transaction and pursuant to the requirements of the Exchange, ECC5 will file a filing statement on SEDAR+ which will contain details regarding the Proposed Transaction, ECC5, Bayrock, and the Resulting Issuer.

Arm's Length Relationships

The Proposed Transaction is not a Non-Arm's Length Qualifying Transaction and there are no Non-Arm's Length Parties to the Qualifying Transaction (as such terms are defined in Exchange Policy 2.4). Accordingly, it is not currently contemplated that approval by ECC5's shareholders will be required or sought for the Proposed Transaction.

Concurrent Financing

As a condition to completing the Proposed Transaction, the parties intend to complete a non-brokered private placement financing (the "**Concurrent Financing**") of subscription receipts of Newco (the "**Subscription Receipts**"), to raise a minimum of $3,000,000 through the issuance of a minimum of 12,000,000 Subscription Receipts at a price of $0.25 per Subscription Receipt. Each Subscription Receipt will be convertible into one (1) Newco common share, which upon completion of the Amalgamation will be automatically exchanged for one (1) ECC5 Post-Consolidation Share, for no further consideration and with no further action on the part of the holder.

The proceeds of the Concurrent Financing will be held in escrow pending receipt of all applicable regulatory approvals and satisfaction of all conditions relating to the Proposed Transaction. All securities of the Resulting Issuer issued in connection with the Concurrent Financing will be free trading upon completion of the Proposed

Transaction. Once released from escrow, the proceeds of the Concurrent Financing will be used to fund exploration work programs on the Sagvoll and Meråker properties and for general working capital purposes. In the event that the Proposed Transaction is not completed, each Subscription Receipt will be cancelled, and the subscription funds will be returned to the subscribers. The Company may pay a commission in connection with the Concurrent Financing.

Resulting Issuer Board and Management

Upon completion of the Proposed Transaction, the Resulting Issuer's board of directors and management are expected to be reconstituted to include four directors and management comprised of the individuals listed below (details of the fourth director will follow in a subsequent press release) as follows:

Ian Spence, *proposed Chief Executive Officer and Director*

Ian Spence is the current CEO and a Director of Bayrock, and is an MBA Qualified Geologist with over 30 years of extensive and varied "hands-on" international industry experience in the resources & resource related capital market sectors. During his career he previously held a number of commercial strategic & operational leadership roles, several of which were highly successful value generating senior management & directorship appointments (private & publicly listed) in multiple commodity open-cut & underground miners, explorers, and resource developers. Ian also has over 10 years of experience in mining analytical & corporate advisory roles for international capital firms, funds, merchant banks & resource companies.

Cosimo Damiano, *proposed Chief Financial Officer, Corporate Secretary, and Director*

Cosimo 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.

Scott Ackerman, *proposed Director*

Scott Ackerman is the CEO of Emprise Capital Corp., a company providing management, accounting, and financial services to public companies. Mr. Ackerman has been active in the public markets for more than 30 years, having held senior executive roles in various capacities from investor relations to executive management. Mr. Ackerman also serves as a director, senior officer and audit committee member of a number of mining issuers.

Conditions to Completion

Completion of the Proposed Transaction is subject to a number of conditions, including: (i) approval of the Exchange; (ii) completion of the Concurrent Financing for minimum gross proceeds of $3,000,000; (iii) Bayrock Subco becoming the sole shareholder of each of EO1AS and Metalore prior to the effective time; (iv) receipt of all required regulatory and corporate approvals; and (vi) satisfaction of other customary closing conditions. Trading of ECC5's common shares will remain halted pending further filings with the Exchange.

For more information, please contact the Company at 778-331-8508 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 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.

Forward-Looking Statements

Statements included in this announcement, including statements concerning ECC5's and Bayrock'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 Proposed Transaction and the Concurrent Financing, the preparation and filing of a geological report and financial statements, the anticipated listing of the Resulting Issuer on the Exchange, the anticipated reconstitution of the board and management of the Resulting Issuer, and the growth plans of the Resulting Issuer following completion of the Proposed Transaction. 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 are subject to certain risks and uncertainties (including risks that the Proposed Transaction does not proceed, or does not proceed on the expected terms, geopolitical risk, regulatory risk, 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 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.