Barton Gold

ASX Announcement

31 July 2026

Transition from OTCQB to Unsponsored OTC Quotation

US branch share register to close during December 2026

Barton Gold Holdings Limited (ASX:BGD, OTCQB:BGDFF, FRA:BGD3) (**Barton** or **Company**) advises that as at close of business on Friday, 31 July 2026 (EST) its shares will no longer be quoted on the OTCQB Venture Market.

Barton's shares will continue trading on its primary Australian Securities Exchange (**ASX**) listing under the ticker BGD, and BGDFF shares will transition to OTC Markets quotation on Monday, 3 August 2026 (EST). Owners of BGDFF shares will remain the beneficial owners of underlying Barton shares following this transition.

The decision to discontinue Barton's issuer-sponsored OTCQB listing will have no impact on Barton's underlying business operations, strategic priorities, or ability to execute on its production or development plans.

Background

Barton shares commenced trading on the OTCQB Venture Market under the ticker BGDFF during August 2023.[1] The Company also secured approval for registration of BGDFF with the Depository Trust & Clearing Corporation (**DTCC**) and opened a US branch share register (**US Share Register**) during November 2023, maintained by Barton's US Transfer Agent Dynamic Stock Transfer Inc. (**Dynamic**), enabling real time trading and settlement of BGDFF in the United States by a wide range of full service brokers, and migration of BGD shares to the US.[2]

The Company's decision to cease OTCQB Venture Market sponsorship reflects a low perceived value relative to its cost and the low trading volumes by shareholders on that Market. In particular, it is Barton's understanding that US securities markets' shift to T + 1 settlement during 2024 has resulted in challenges with timely physical settlement of securities between Australian and US markets, resulting in reduced clearing house participation.

Transition to OTC quotation

Having regard to these factors, the Company is of the view that maintaining OTCQB sponsorship is not of sufficient value to Barton shareholders. Its OTCQB listing will transition to an unsponsored (Pink Limited Market) quotation on the OTC Markets Group on Monday, 3 August 2026 (EST) under the ticker BGDFF.

Closure of US Share Register

Barton also advises that it plans to close its US Share Register on or around 1 December 2026. This will result in the repositioning of all shares currently held on the US Share Register (including those held by broker-dealers within the US central securities depository, Depository Trust Company (**DTC**)) to Barton's Australian principal share register (**Australian Share Register**) maintained by Barton's Australian Share Registrar, Computershare Investor Services Pty Limited (**Computershare**).

The shares will be registered on the Australian Share Register directly in the name of the registered shareholder or DTC participant (i.e. US broker-dealer, holding the shares on behalf of beneficial owners), as applicable, on the issuer sponsored subregister (i.e. in uncertificated form). An issuer sponsored holding statement will be despatched by post, by Computershare, to the shareholder's registered address. The holding statement will

[1] Refer to ASX announcement dated 15 August 2023
[2] Refer to ASX announcement dated 6 November 2023

confirm the shareholding and Securityholder Reference Number (**SRN**). The SRN should be regarded as confidential and holders should avoid disclosing it to anyone other than Computershare, or their broker.

The statement will be evidence of the shareholding on the Australian Share Register and will be required to support any future transfer or sale of Barton shares on the ASX.

Following the repositioning of all shares held on the US Share Register to the Australian Share Register, all trading of Barton shares will take place on the ASX with settlement via the Clearing House Electronic Subregister System (**CHESS**), which is the ASX's system for trade settlement, transfer of legal ownership, and electronic record-keeping for listed equities.

Barton anticipates that this repositioning of Barton shares from the US Share Register to the Australian Share Register will provide improved liquidity to current US holders of Barton shares, and anticipates no practical impact to trading in Barton shares. Only approximately 509,000 Barton shares are presently held on its US Share Register, being less than 0.2% of all issued and outstanding Barton shares.[3]

Further information for BGDFF investors

If an investor owns BGDFF shares traded on the OTCQB, following the transition to OTC quotation nothing has changed with the underlying shares themselves. Investors remain the beneficial owners of the shares and may trade them through the broker-dealer of their choice.

Barton shares will also remain accessible via the OTC Market Group (Pink Limited Market), both before and following the repositioning of Barton shares from the US Share Registry to the Australian Share Registry. However, the Company cautions investors that trading in unsponsored OTC Markets Group securities may be subject to reduced liquidity and visibility following the transition (compared to OTCQB sponsored quotation, or trading and settlement directly on the ASX).

If an investor's broker-dealer does not provide services for OTC Markets Group securities, the investor may need to identify a registered broker-dealer that provides these services. Similarly, following the closure of Barton's US Share Register, an investor's broker-dealer may not provide services for shares thereafter to be held on the Australian Share Register and traded on the ASX, in which case the investor may need to identify a registered broker-dealer that provides these services.

Shareholders impacted by the transition are encouraged to consult their financial advisors or broker-dealers for additional information regarding trading mechanics following the transition.

BGDFF holders may request their broker-dealer to contact Barton's US Transfer Agent, Dynamic, to reposition their securities to the Australian Share Register in advance of the closure of the US Share Register (anticipated to occur during December 2026) in order to gain sooner access to ASX trading and CHESS settlement. Dynamic's contact details are:

- Email: cs@dynamicstocktransfer.com
- Phone: +1 213 667 0197

Commenting on the transition to OTC, Barton Managing Director Alexander Scanlon said:

"Despite the considerable demand for Barton Gold shares in the North American market, the issuer-sponsored OTCQB market has been unable to provide a suitably functional platform for our investors to access liquidity in Barton shares.

"This appears to be largely related to a shift to T+1 settlement in North American markets which occurred only a few months after the opening of our US branch share register. This was an unfortunate adjustment which we understand has affected several Australian-listed, DTC registered securities, some of whom have taken similar decisions to Barton.

"Less than 0.2% of Barton's outstanding shares are affected by this issue, however we anticipate that moving all shares held on our US share register back to our Australian share register will provide improved liquidity for our US investors."

[3] Refer to ASX announcement dated 16 July 2026

Authorised by the Board of Directors of Barton Gold Holdings Limited.

For further information, please contact:

Alexander Scanlon	Jade Cook
Managing Director	Company Secretary
a.scanlon@bartongold.com.au	cosec@bartongold.com.au
+61 425 226 649	+61 8 9322 1587

About Barton Gold

Barton Gold is an ASX, OTCQB and Frankfurt Stock Exchange listed Australian gold developer targeting future gold production of 150,000ozpa with **2.2Moz Au & 3.1Moz Ag JORC Mineral Resources** (79.9Mt @ 0.87g/t Au), brownfield mines, **and 100% ownership of the region's only gold mill** in the renowned Gawler Craton of South Australia.*

Challenger Gold Project

- 313koz Au + fully permitted Central Gawler Mill (**CGM**)

Tarcoola Gold Project

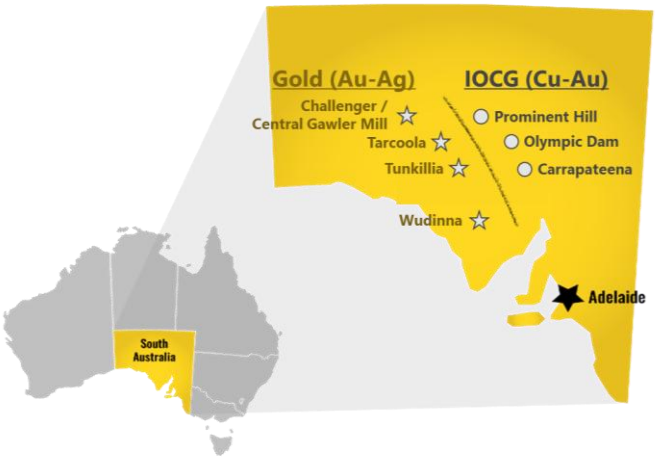
- 20koz Au in fully permitted open pit mine near CGM
- Tolmer discovery grades up to 84g/t Au & 17,600g/t Ag

Tunkillia Gold Project

- 1.6Moz Au & 3.1Moz Ag JORC Mineral Resources
- Competitive 120kozpa gold & 250kozpa silver project

Wudinna Gold Project

- 279koz Au project located southeast of Tunkillia
- Significant optionality, adjacent to main highway



Competent Persons Statement & Previously Reported Information

The information in this announcement that relates to the historic Exploration Results and Mineral Resources as listed in the table below is based on, and fairly represents, information and supporting documentation prepared by the Competent Person whose name appears in the same row, who is an employee of or independent consultant to the Company and is a Member or Fellow of the Australasian Institute of Mining and Metallurgy (**AusIMM**), Australian Institute of Geoscientists (**AIG**) or a Recognised Professional Organisation (RPO). Each person named in the table below has sufficient experience which is relevant to the style of mineralisation and types of deposits under consideration and to the activity which he has undertaken to quality as a Competent Person as defined in the JORC Code 2012 (**JORC**).

Activity	Competent Person	Membership	Status
Tarcoola Mineral Resource (Stockpiles)	Dr Andrew Fowler (Consultant)	AusIMM	Member
Tarcoola Mineral Resource (Perseverance Mine)	Mr Ian Taylor (Consultant)	AusIMM	Fellow
Tarcoola Exploration Results (until 15 Nov 2021)	Mr Colin Skidmore (Consultant)	AIG	Member
Tarcoola Exploration Results (after 15 Nov 2021)	Mr Marc Twining (Employee)	AusIMM	Member
Tunkillia Exploration Results (until 15 Nov 2021)	Mr Colin Skidmore (Consultant)	AIG	Member
Tunkillia Exploration Results (after 15 Nov 2021)	Mr Marc Twining (Employee)	AusIMM	Member
Tunkillia Mineral Resource	Mr Ian Taylor (Consultant)	AusIMM	Fellow
Challenger Mineral Resource (above 215mRL)	Mr Ian Taylor (Consultant)	AusIMM	Fellow
Challenger Mineral Resource (below 90mRL)	Mr Dale Sims	AusIMM / AIG	Fellow / Member
Wudinna Mineral Resource (Clarke Deposit)	Ms Justine Tracey	AusIMM	Member
Wudinna Mineral Resource (all other Deposits)	Mrs Christine Standing	AusIMM / AIG	Member / Member

The information relating to historic Exploration Results and Mineral Resources in this announcement is extracted from the Company's Prospectus dated 14 May 2021 or as otherwise noted in this announcement, available from the Company's website at www.bartongold.com.au or on the ASX website www.asx.com.au. The Company confirms that it is not aware of any new information or data that materially affects the Exploration Results and Mineral Resource information included in previous announcements and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates, and any production targets and forecast financial information derived from the production targets, continue to apply and have not materially changed. The Company confirms that the form and context in which the applicable Competent Persons' findings are presented have not been materially modified from the previous announcements.

Cautionary Statement Regarding Forward-Looking Information

This document may contain forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "expect", "target" and "intend" and statements than an event or result "may", "will", "should", "would", "could", or "might" occur or be achieved and other similar expressions. Forward-looking information is subject to business, legal and economic risks and uncertainties and other factors that could cause actual results to differ materially from those contained in forward-looking statements. Such factors include, among other things, risks relating to property interests, the global economic climate, commodity prices, sovereign and legal risks, and environmental risks. Forward-looking statements are based upon estimates and opinions at the date the statements are made. Barton undertakes no obligation to update these forward-looking statements for events or circumstances that occur subsequent to such dates or to update or keep current any of the information contained herein. Any estimates or projections as to events that may occur in the future (including projections of revenue, expense, net income and performance) are based upon the best judgment of Barton from information available as of the date of this document. There is no guarantee that any of these estimates or projections will be achieved. Actual results will vary from the projections and such variations may be material. Nothing contained herein is, or shall be relied upon as, a promise or representation as to the past or future. Any reliance placed by the reader on this document, or on any forward-looking statement contained in or referred to in this document will be solely at the readers own risk, and readers are cautioned not to place undue reliance on forward-looking statements due to the inherent uncertainty thereof.

*** Refer to Barton Prospectus dated 14 May 2021 and ASX announcement dated 8 September 2025. Total Barton JORC (2012) Mineral Resources include 1,049koz Au (39.7Mt @ 0.82 g/t Au) in Indicated category and 1,186koz Au (40.2Mt @ 0.92 g/t Au) in Inferred category, and 3,070koz Ag (34.5Mt @ 2.80 g/t Ag) in Inferred category as a subset of Tunkillia gold JORC (2012) Mineral Resources.**