



## **Baylin Technologies Confirms Payment of Debentures in Common Shares at Maturity and Exchange of Preferred Shares**

TORONTO, June 24, 2026 – Baylin Technologies Inc. (the “**Company**”) (TSX: BYL) (OTCQB: BYLTF) confirms that it has exercised its right to repay the principal amount of its 8.5% Convertible Unsecured Debentures (the “**Debentures**”) due June 30, 2026 (the “**Maturity Date**”), through the issuance of common shares of the Company (the “**Common Shares**”), subject to compliance with the terms of the Debentures (the “**Common Share Repayment Right**”).

Pursuant to the exercise of the Common Share Repayment Right, upon surrender of the Debentures, the Company will issue a total of 18,202,846 Common Shares in satisfaction of the principal amount of Debentures outstanding on the Maturity Date. The number of Common Shares to be issued is equal to the principal amount of the Debentures outstanding (currently, \$5,115,000) divided by 95% of the current market price of \$0.296 per Common Share (calculated based on the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange (the “**TSX**”) for the 20 consecutive trading days ending five trading days before the Maturity Date, in accordance with the terms of the Debentures). The issuance of Common Shares in connection with the exercise of the Common Share Repayment Right is subject to customary conditions, including approval of the TSX.

The Company has also agreed to exchange all of its \$3,950,000 outstanding 10% Cumulative Redeemable Retractable Series A and Series B Preferred Shares (the “**Exchanged Preferred Shares**”) held by the Company’s controlling shareholder, 2385796 Ontario Inc. (the “**controlling shareholder**”), together with accrued and unpaid dividends thereon, for a total of 16,171,876 Common Shares, issued on a private placement basis at \$0.281 per Common Share (the “**Exchanged Common Shares**”), plus a cash payment of approximately \$0.25 in lieu of fractional shares (the “**Exchange**”). Mr. Jeffrey C. Royer, Chairman of the Board of Directors of the Company, exercises control and direction over securities held by the controlling shareholder. Mr. Royer currently exercises control and direction over approximately 50.3% of the issued and outstanding Common Shares. After giving effect to the Exchange, Mr. Royer is expected to exercise control and direction over approximately 53.4% of the issued and outstanding Common Shares.

The Exchange constitutes a “related-party transaction”, as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), but is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the subject matter of the Exchange (being the Exchanged Preferred Shares acquired by the controlling shareholder), nor the consideration paid for the

Exchange (being the Exchanged Common Shares plus a cash payment in lieu of fractional shares), exceed 25% of the Company's market capitalization.

The Exchange has been approved by the Board of Directors of the Company, with Mr. Jeffrey C. Royer having recused himself. Completion of the Exchange is subject to customary conditions for a transaction of this type, including approval of the TSX. Subject to satisfaction of the conditions, the Exchange is expected to be completed on or about June 26, 2026.

## **ABOUT BAYLIN**

Baylin is a leading diversified global wireless technology company focused on the research, design, development, manufacturing and sales of passive and active radio frequency and satellite communications products, and the provision of supporting services. For more information, visit [www.baylintech.com](http://www.baylintech.com).

## **FORWARD-LOOKING STATEMENTS**

This release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of applicable Canadian securities laws. Forward-looking statements are not statements of historical fact. Rather, they are disclosure regarding conditions, developments, events or financial performance that we expect or anticipate may or will occur in the future, including, among other things, information or statements concerning our objectives and strategies to achieve those objectives, statements with respect to management's beliefs, estimates, intentions and plans, and statements concerning anticipated future circumstances, events, expectations, operations, performance or results. Forward-looking statements can be identified generally by the use of forward looking terminology, such as "anticipate", "believe", "could", "should", "would", "estimate", "expect", "forecast", "indicate", "intend", "likely", "may", "outlook", "plan", "potential", "project", "seek", "target", "trend" or "will" or the negative or other variations of these words or other comparable words or phrases, which is intended to identify forward-looking statements, although not all forward-looking statements contain these words.

Forward-looking statements in this release include statements regarding the number of Common Shares to be issued in repayment of the Debentures pursuant to the Common Share Repayment Right and in connection with the Exchange and the controlling shareholder's percentage ownership of the outstanding Common Shares. Forward-looking statements are based on assumptions that the Company believes are reasonable, including assumptions regarding the principal amount of Debentures outstanding on the Maturity Date and the Company's ability to complete the repayment of the Debentures and the Exchange, in each case, on the terms and timelines anticipated and by satisfying the required conditions to completion.

Forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control and could cause actual results to differ materially from those expressed or implied in such statements. These risks include risks related to the failure to complete the repayment of the Debentures and the Exchange and other risks detailed in the Company's continuous disclosure filings available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date of this release. Unless required by applicable law, the

Company does not intend, and does not assume any obligation, to update any forward-looking statements.