



Announcement Summary

Entity name

AVA RISK GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

5/1/2026

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Convertible notes; convertible at \$0.1234; 48 (+12 option) month maturity	2,980,000
New class-code to be confirmed	Warrants exercisable at A\$0.1234 (1 FPO per warrant), expiring 5 years after issue	19,314,000

Proposed +issue date

2/2/2026

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

AVA RISK GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

064089318

1.3 ASX issuer code

AVA

1.4 The announcement is

New announcement

1.5 Date of this announcement

5/1/2026

1.6 The Proposed issue is:

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	31/1/2026	Estimated	

**Comments**

Subject to achievement of Financial Close under binding agreement with Hale Capital announced to ASX on 31/12/25.

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**  
New class

**Will the proposed issue of this +security include an offer of attaching +securities?**  
No

## Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**  
No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**  
No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Convertible notes; convertible at \$0.1234; 48 (+12 option) month maturity

**+Security type**

+Convertible debt securities

**Number of +securities proposed to be issued**

2,980,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 1.00000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

**+Convertible debt securities details****These securities are:**

Convertible

**Type of security**

Convertible note or bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 1.0000

**Interest rate type**

Floating rate

**Frequency of coupon/interest payments per year**

Quarterly

**First interest payment date**

1/7/2026

**Interest rate per annum**

10.00000 %

**Is the interest rate per annum estimated at this time?**

No

**Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?**

Yes

**What is the reference rate, base rate or market rate?**

BBSW mid-rate

**Does the interest rate include a margin above the reference rate, base rate or market rate?**

Yes

**What is the margin rate above the reference rate, base rate or market rate (expressed as a percent per annum)**

6.00000 %

**Is the margin estimated at this time?**

No

**s128F of the Income Tax Assessment Act status applicable to the +security**

Not s128F exempt

**Is the +security perpetual (ie. no maturity date)?****Maturity date**

31/1/2030



No

**Select other features applicable to the +security**

Cumulative  
Extendable  
Secured

**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?** **If yes, what is the first trigger date**

31/1/2027

Yes

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

AVA : ORDINARY FULLY PAID

**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

24,149,108

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**<https://www.asx.com.au/asx/v2/statistics/displayAnnouncement.do?display=pdf&idsId=03046442>

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Warrants exercisable at A\$0.1234 (1 FPO per warrant), expiring 5 years after issue

**+Security type**

Other

**Number of +securities proposed to be issued**

19,314,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**



No

**Please describe the consideration being provided for the +securities**

Nil consideration pursuant to binding agreements with Hale Capital for Convertible Loan Note and Warrants issue.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.001000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

<https://www.asx.com.au/asx/v2/statistics/displayAnnouncement.do?display=pdf&idsId=03046442>

Part 7C - Timetable

**7C.1 Proposed +issue date**

2/2/2026

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

43,463,108

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

No



**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Agent monitoring fee of A\$17,500 per annum, payable to the initial noteholders, in respect of Convertible Notes

**Part 7F - Further Information**

**7F.01 The purpose(s) for which the entity is issuing the securities**

To secure a strategic investment in the Company by Hale Capital Management to accelerate US expansion.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**