



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)?

Yes

If yes, what is the first trigger date

31/1/2027

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