

23 March 2026

archTIS enters Warrant Deed with Regal

archTIS Limited (ASX:AR9, OTCQB:ARHLF) (“archTIS” or the “Company”), a global provider of data-centric security solutions for the secure collaboration of sensitive information, advises that it has entered into a Warrant Deed with Regal Partners Holdings Pty Limited as trustee for the Regal Tactical Credit Fund (“Regal”) (“Warrant Deed”) following the mutual termination of the senior secured delayed draw debt facility term sheet with Regal, previously announced to ASX on 22 December 2025 (“Regal Term Sheet”).

archTIS advises that it has agreed to settle its remaining fee obligations under the Regal Term Sheet through the issuance of 5,508,014 warrants (exercise price A\$0.091, five-year term), in lieu of cash fees associated with the previously contemplated line of credit. The warrants will be issued under the Company’s available placement capacity under ASX Listing Rule 7.1 and represent full and final satisfaction of the Company’s obligations to Regal under the Regal Term Sheet, other than certain legal fees and costs. This approach preserves the Company’s cash position while aligning the termination consideration with future share price performance.

Following the recent increase and extension of its banking facilities with Commonwealth Bank of Australia (refer ASX announcement dated 26 February 2026), the Company does not anticipate utilising the Regal debt facility. Accordingly, the settlement of these obligations via warrants reflects improved financing flexibility and a disciplined approach to capital management, through avoiding incremental debt, interest costs and restrictive covenants while maintaining operational and strategic flexibility.

Summaries of the material terms of the Warrants and the Warrant Deed are set out in Annexure A and Annexure B, respectively.

-ENDS-

This announcement has been authorised for issue by order of the Board of Directors.

For further information, please contact:

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archTIS Investor Centre

<https://www.archtis.com/archtis-asx-ar9-investor-relations/>

The archTIS Investor Centre is an online portal for investors to access our latest announcements, reports, and governance information.

About archTIS Limited

archTIS Limited (ASX:AR9, OTCQB:ARHLF) is a global provider of data-centric security solutions for the secure collaboration of sensitive information. Trusted by government, defence, enterprise and regulated industries, archTIS’ policy-enforced zero trust, attribute-based access and data controls (ABAC) find and protect sensitive data across cloud, on-premises, and hybrid environments. The company’s product suite includes Trusted Data

ASX Announcement



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Annexure A – Material terms of the Warrants

The material terms of the Warrants are as follows:

- 1. Number of Warrants**
The Company must issue 5,508,014 Warrants to Regal (or its nominee).
- 2. Entitlement**
Each Warrant gives its holder the right, but not the obligation, to subscribe for one fully paid ordinary share in the Company for each Warrant held, subject to adjustment in accordance with the Warrant Deed.
- 3. Exercise Price**
The exercise price of each Warrant is A\$0.091.
- 4. Exercise Period**
The Warrants may be exercised at any time during the period commencing on the date of issue of the Warrants and ending at 11.59pm (Sydney time) on the Expiry Date.
- 5. Expiry Date**
The expiry date is the date that is five (5) years after the date of issue of a Warrant. Warrants not exercised on or before the Expiry Date automatically lapse and are cancelled.
- 6. Exercise method**
The holder may exercise Warrants by delivering a valid Warrant Exercise Notice to the Company and paying the Exercise Price, unless it elects to exercise by way of cashless exercise.
- 7. Cashless exercise**
The holder may elect to exercise Warrants by way of cashless exercise, under which the number of shares issued is determined by reference to the formula in the Warrant Deed using the volume weighted average price (VWAP) for the 10 Business Day period prior to exercise.
- 8. Shares issued on exercise**
Shares issued on exercise of the Warrants must be fully paid and free from any security and rank equally in all respects with ordinary shares then on issue.
- 9. Quotation of shares issued on exercise**
The Company must apply for quotation of shares issued on exercise of the Warrants on ASX and comply with the ASX Listing Rules.
- 10. Quotation of Warrants**
The Company has no obligation to apply for quotation of the Warrants on ASX.
- 11. Dividend rights**
The Warrants do not carry any dividend entitlements.
- 12. Voting rights**
The Warrants do not confer on the holder any right to receive notices of general meetings or to attend, speak or vote at general meetings of the Company, except as required by law.
- 13. Participation rights**
The holder may only participate in pro-rata issues and bonus issues of securities to shareholders if the Warrants have been exercised and shares issued before the relevant record date.
- 14. Transferability**
Warrants may be transferred in accordance with the Warrant Deed.
- 15. Adjustments**
The Warrants are subject to adjustment for reorganisations of capital, bonus issues and pro rata issues in accordance with the ASX Listing Rules and the Warrant Deed.

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Annexure B – Material terms of the Warrant Deed

The material terms of the Warrant Deed are as follows:

- 1. Parties**

The parties to the Warrant Deed are archTIS Limited and Regal Partners Holdings Pty Limited as trustee for the Regal Tactical Credit Fund.
- 2. Issue of Warrants**

The Company must issue 5,508,014 Warrants to Regal (or its nominee) within two (2) Business Days after the date of the Warrant Deed.
- 3. Satisfaction of Regal Term Sheet obligations**

The parties acknowledge and agree that the issue of the Warrants is in full and final satisfaction of all of the Company's remaining and ongoing obligations under the Regal Term Sheet, other than the obligation of the Company to have paid the Term Sheet Signing Fee of A\$250,000 and the first tranche of the Document Preparation Fee of A\$250,000 (being A\$500,000 in aggregate, which the Company has paid in full) and the obligation of the Company to promptly pay on demand all legal costs and expenses incurred by Regal (and its related entities) in connection with the Term Sheet.
- 4. Warrant register and holding statements**

The Company must create and maintain a register of Warrants and issue holding statements to holders.
- 5. Exercise and issue of shares**

Subject to applicable law, within five (5) Business Days of receipt of a valid Warrant Exercise Notice, the Company must issue the Warrant Shares to the holder or its nominee.
- 6. Cleansing notice**

Following the issue of shares on exercise of Warrants, the Company must issue a notice under section 708A of the Corporations Act or otherwise ensure that the shares are freely tradeable. If, for any reason, the Company is unable to comply with the requirements of sections 708A(5) and (6) of the Corporations Act in respect of any Warrant Shares that are issued on exercise of the Warrants under clause 5.6(a), the Company must, within 10 Business Days from receipt of the relevant Warrant Exercise Notice, either (at its election):

 - obtain an exemption from ASIC; or
 - lodge a disclosure document with ASIC in accordance with Chapter 6D and in compliance with section 708A(11) of the Corporations Act,
 - so that the Warrant Shares are freely tradeable on ASX.
- 7. Takeover provisions**

If the issue of shares on exercise would result in a breach of section 606 of the Corporations Act, the issue will be deferred or subject to shareholder approval or alternative settlement in accordance with the Warrant Deed.
- 8. Adjustments**

The Warrant Deed provides for adjustments to the exercise price and/or the number of shares underlying the Warrants in the event of capital reorganisations, bonus issues and pro rata issues, in each case in accordance with the ASX Listing Rules.
- 9. Restriction on dilutive issuances**

During the first three (3) years of the Exercise Period, the Company must not issue or agree to issue shares or other equity securities (or securities convertible into shares) that would have a dilutive effect, unless Regal consents, is appropriately compensated (including through adjustment or additional warrants), or specified exceptions apply.
- 10. Transferability**

Warrants may be transferred by transfer form, with transfers recorded in the warrant register.
- 11. Compliance with law**

The Company must comply with the Corporations Act and ASX Listing Rules in connection with the issue of Warrants and shares on exercise.
- 12. Costs and expenses**

The Company must pay costs and expenses in relation to the Warrant Deed.
- 13. Governing law**

The Warrant Deed is governed by the laws of New South Wales.