



ACN 108 649 421

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held as a virtual meeting on Monday 8 December 2025 commencing at 11:00am (AEST).

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by email on investors@codeifai.com

CODEIFAI LIMITED

ACN 108 649 421

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Codeifai Limited (ACN 108 649 421) (**Company**) will be held as a **virtual meeting** on Monday 8 December 2025 commencing at 11:00am (AEDT) (**Meeting**).

Shareholders wishing to attend the virtual General Meeting (which will be broadcast as a live webinar) should register in advance by contacting the Company Secretary by email at **investors@codeifai.com**

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to **investors@codeifai.com** by no later than 11:00am (AEDT) on 6 December 2025.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at <https://codeifai.com>

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 6 December 2025 at 11am (AEDT).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1 Resolution 1 – Approval to issue Shares to Credissential Inc.

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to the number of Shares equal to \$1,150,000 divided by the Credissential Share Issue Price, to Credissential Inc (**Credissential**) (and/or its nominees(s)), on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Credissential Inc. (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Approval to issue up to \$3,000,000 worth of Shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders authorise and approve the issue of up to the number of Shares determined by \$3,000,000 divided by the Proposed Share Issue Price, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue or a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 Resolution 3 – Approval to issue Shares to Mr Guy Robertson

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,830,189 Shares to Mr Guy Robertson (and/or his nominee(s)), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Guy Robertson (and/or his nominee(s)) and any other person who will obtain a material benefit

as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Resolution 4 – Approval to issue Shares and Options to Mr Jon Dixon

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 150,000 Shares and 150,000 Options to Mr Jon Dixon (and/or his nominees(s)), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Jon Dixon (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 Resolution 5 – Approval to issue Options to Advisory Panel Members

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 3,200,000 Options to Advisory Panel Members (and/or their respective nominees(s)), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is an Advisory Panel Member or a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6 Resolution 6 – Ratify the issue of Shares under the July 2025 Placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 21,150,000 Shares under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the July 2025 Placement or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7 Resolution 7 – Approval to issue Options under the July 2025 Placement

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 58,825,000 Options to investors, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the July 2025 Placement or a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8 Resolution 8 – Ratify the issue of Broker Placement Shares under the July 2025 Placement to Oakley Capital

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 14,706,250 Shares under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the July 2025 Placement or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or

- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9 Resolution 9 – Approval to issue Broker Fee Shares and Broker Options to Oakley Capital

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue 28,568,009 Shares and 58,825,000 Options to Oakley Capital, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Oakley Capital (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10 Resolution 10 – Ratify the issue of Conversion Shares to Lenders

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 8,785,345 Shares to Lenders, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Lenders (and/or their respective nominee(s)) and any other person who will obtain a material

benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11 Resolution 11 – Approval to issue Shares to Oakley Capital – Finders Fee

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to the number of Shares determined by \$143,000 divided by the Proposed Share Issue Price to Oakley Capital Partners Pty Limited (**Oakley Capital**) (and/or its nominee(s)), on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Oakley Capital (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12 Resolution 12 – Approval to issue Shares to Oakley Capital – Mandate Fee

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to the number of Shares determined by \$44,000 divided by the Proposed Share Issue Price to Oakley Capital Partners Pty Limited (**Oakley Capital**) (and/or its nominees(s)), on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Oakley Capital (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13 Resolution 13 – Ratify the issue of Shares to Oakley Capital

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 6,416,199 Shares under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Oakley Capital or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board

Guy Robertson
Company Secretary
Dated: 30 October 2025

CODEIFAI LIMITED

ACN 108 649 421

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1:	Introduction
Section 2:	Action to be taken by Shareholders
Section 3:	Resolution 1 – Approval to issue Shares to Credissential Inc.
Section 4:	Resolution 2 – Approval to issue up to \$3,000,000 worth of Shares
Section 5:	Resolution 3 – Approval to issue Shares to Mr Guy Robertson
Section 6:	Resolution 4 – Approval to issue Shares and Options to Mr Jon Dixon
Section 7:	Resolution 5 – Approval to issue Options to Advisory Panel Members
Section 8:	Resolution 6 – Ratify the issue of Shares under the July 2025 Placement
Section 9:	Resolution 7 – Approval to issue Options under the July 2025 Placement
Section 10:	Resolution 8 – Ratify the issue of Broker Shares under the July 2025 Placement to Oakley Capital
Section 11:	Resolution 9 – Approval to issue Broker Shares and Broker Options to Oakley Capital
Section 12:	Resolution 10 – Ratify the issue of Conversion Shares to Lenders
Section 23:	Resolutions 11 and 12 – Approval to issue Shares to Oakley Capital – Finders Fee and Mandate Fee
Section 24:	Resolution 13 – Ratify the issue of Shares to Oakley Capital
Schedule 1:	Definitions and Interpretation
Schedule 2:	Terms and Conditions of the Jon Dixon Options
Schedule 3:	Terms and Conditions of the Advisory Panel Options
Schedule 4:	Terms and Conditions of the July 2025 Placement Options and Broker Options

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Virtual Meeting

The Meeting to which this Notice of General Meeting relates will be held at 11:00am (AEST) on 8 December, 2025 as a virtual meeting.

Shareholders wishing to attend the virtual meeting (which will be broadcast as a live webinar) should register in advance by contacting the Company Secretary by email at investors@codefai.com.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to investors@codefai.com by no later than 11am (AEDT) on 6 December 2025.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at <https://www.codefai.com/>.

The business of the Meeting affects your shareholding and your vote is important. This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

2.2 Voting virtually at the Meeting

If you choose to participate in the Meeting, you will be able to vote online through the meeting platform. Instructions on how to access the platform will be provided upon registration.

2.3 Voting by Proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://www.votingonline.com.au/cdegm2025 by following the instructions provided on the website.
By post	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
By fax	+ 61 2 9290 9655
By hand	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting, being by no later than 11:00am (AEDT) on 6 December 2025. **Proxy Forms received later than this time will be invalid.**

2.4 Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

2.5 Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

3 Resolution 1 – Approval to issue Shares to Credissential Inc.

3.1 Background

On 1 July 2025, the Company announced it had entered into an asset sale and purchase agreement with Credissential to acquire 100% of certain assets of Credissential Inc. (**Credissential Agreement**), including the QuantumAI business and the assets of QuantumAI owned by Credissential Inc. (**QuantumAI Acquisition**). Credissential Inc is a Canadian registered technology company listed on the Canadian Securities Exchange.

QuantumAI is a quantum computing AI backed platform which uses serialised QR codes as the entry point to quantum secure payments and file transfers offering Buy Now Pay Later through a self-service SaaS platform. The QuantumAI Acquisition has the potential to enhance the Company's current product offerings and open new product opportunities and markets.

The key terms of the Credissential Agreement are as follows:

- (a) In consideration for the QuantumAI Acquisition, the Company will:
 - (i) subject to Shareholder approval, issue up to \$1,150,000 worth of Shares (**Credissential Shares**) equal to a deemed issue price which is the lower of \$0.0406 or the 10% discount to the VWAP of Shares over the 20 Trading Days prior to the issue of the Credissential Shares (**Credissential Share Issue Price**); and
 - (ii) pay \$150,000 in cash, which, at the election of the Company, may be satisfied by the issue of Shares.
- (b) The QuantumAI Acquisition is conditional on the satisfaction or waiver of the following conditions:
 - (i) the Company being satisfied with the outcome of its due diligence investigations into QuantumAI and its assets;
 - (ii) Shareholders approving the acquisition, including issuing Credissential Shares to Credissential;
 - (iii) no material adverse change occurring between the date of the Credissential Agreement and the satisfaction of the due diligence condition; and
 - (iv) Credissential not breaching any of its warranties pursuant to the Credissential Agreement (**Credissential Warranty**), between the date of the Credissential Agreement and the satisfaction of the due diligence condition.
- (c) Credissential agrees that:
 - (i) one third of the Credissential Shares will not be subject to voluntary escrow;
 - (ii) one third of the Credissential Shares will be subject to voluntary escrow for a period of three months from the date of completion; and
 - (iii) one third of the Credissential Shares will be subject to voluntary escrow for a period of six months from the date of completion.
- (d) The Company may terminate the Credissential Agreement if the Company becomes aware of a breach of a Credissential Warranty and Credissential has not agreed, within 5 business days' notice to pay reasonable compensation to the Company for loss arising from the breach.
- (e) The Company or Credissential may terminate the Credissential Agreement if:
 - (i) an insolvency event, as defined by the Credissential Agreement, occurs in respect of the other party; and

- (ii) the other party is in breach of an obligation under the Credissential Agreement and, if that breach is capable of remedy, the breach is not rectified within 10 business days' notice of the breach.

The Credissential Agreement contains other clauses that are considered standard for agreements of this nature including, but not limited to representations and warranties given by Credissential Inc, indemnities and pre-completion obligations.

Oakley Capital acted as the Company's Corporate Advisor to the acquisition. The Company has agreed to pay, subject to shareholder approval, a 10% facilitation fee for the introduction of the QuantumAI Acquisition, which will be paid to Oakley Capital or its nominees.

Resolution 1 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of the Credissential Shares to Credissential.

Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

3.2 **Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (15% Placement Capacity)..

The issue of the Credissential Shares pursuant to Resolution 1 was stated in the Credissential Agreement as being subject to Shareholder approval. Therefore, Shareholder approval is required for the issue of Credissential Shares in accordance with Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to issue the Credissential Shares to Credissential pursuant to the Credissential Agreement.

If Resolution 1 is not passed, the Company will not be able to issue the Credissential Shares to Credissential and the QuantumAI Acquisition will not proceed.

3.3 **Specific information required by Listing Rule 7.3**

The following information in relation to Resolution 1 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Credissential Shares will be issued to Credissential (and/or its nominee(s)).
- (b) The maximum number of Credissential Shares to be issued is up to that number of Shares which, when multiplied by the Credissential Share Issue Price, equals \$1,150,000.
- (c) The table below shows examples of the number of shares which would be issued at various issue prices, assuming Shareholders approve this Resolution 1:

Issue Price (\$ per Share)	Number of Proposed Shares
0.034	33,823,529
0.0225	51,111,111
0.017	67,647,058
0.015	76,666,666
0.0085	135,294,117
0.0043	267,441,860

- (d) All Credissential Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Credissential Shares will be issued no later than three months following the date of the Meeting.
- (f) The issue price per Credissential Share will be the lower of \$0.0406 or the 10% discount to the VWAP of Shares over the 20 Trading Days prior to the issue of the Credissential Shares.

Example 1: Using the 20 Trading Day VWAP of \$0.017 for illustration purposes, the issue price will be a 10% discount to \$0.017, which is \$0.0153. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 2 would be approximately 75,163,398 Shares.

Example 2: If 20 Trading Day VWAP is decreased by 50% which is equal to \$0.0085, the issue price will be a 10% discount to \$0.0085, which is \$0.00765. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 2 would be approximately 150,326,797 Shares.

Example 3: If the 20 Trading Day VWAP is increased by 50% which is equal to \$0.0255, the issue price will be a 10% discount to \$0.0255, which is \$0.02295. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 2 would be approximately 50,108,932 Shares.

- (g) Subject to Shareholder approval, the Credissential Shares will be issued pursuant to the Credissential Agreement. The material terms of the Credissential Shares are described in Section 4.1.
- (h) The Credissential Shares are being issued in consideration for the QuantumAI Acquisition.
- (i) No funds will be raised from the issue of the Credissential Shares.
- (j) A voting exclusion statement is included in the Notice for Resolution 1.
- (k) Potential dilution effect of share issue at the lowest price \$0.0406

Example no. of Shares issued under Resolution 1	Total no. of Shares on issue post issue of Shares (including Resolution 1)	Dilution Factor*
3,694,581	642,647,799	0.58%

3.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

4 Resolution 2 – Approval to issue up to \$3,000,000 worth of Shares

4.1 Background

Resolution 2 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of that number of Shares determined by \$3,000,000 divided by the proposed share issue price (**Proposed Shares**), (**Proposed Share Issue**).

The Proposed Share Issue price will not be less than 70% of the five (5) Trading Day VWAP of the Shares recorded prior to the announcement of the Proposed Share Issue (**Proposed Share Issue Price**).

The proposed allottees of the Proposed Share Issue under Resolution 2 are not as yet known or identified. However, it is likely that these shares will be issued to institutional, professional and sophisticated investors who are not related parties of the Company.

The proceeds from the Proposed Share Issue will be used for the technical development of the Company's Digital First Strategy, software development of the Company's Connect, ConnectQR and the platforms to be acquired including QuantumAI Secure and Trust Codes platforms, business development, SEO and general marketing costs, research and development, to pay for the transactions costs related to the Proposed Share Issue and for working capital and corporate purposes including the Trust Codes Acquisition and the QuantumAI Acquisition.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 2.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided in Section 3.2.

The issue of the Proposed Shares does not fall within any of the exceptions to Listing Rule 7.1. The Company is therefore seeking the approval of Shareholders under Listing Rule 7.1 for the issue of the Proposed Shares.

If Resolution 2 is passed, the Company can proceed with the issue of the Proposed Shares. In addition, the issue of the Proposed Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Proposed Shares and will need to seek alternate funding options to raise capital for its business operations.

4.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 2 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Directors intend that the Proposed Shares will be issued to institutional, professional and sophisticated investors who are not related parties of the Company. The Company has not determined who will be issued any Proposed Shares and this will be determined by the Company and its lead manager (if any) assisting with the Proposed Share Issue.
- (b) The maximum number of Proposed Shares to be issued is up to that number of Shares which, when multiplied by the Proposed Share Issue Price, equals \$3,000,000.
- (c) The table below shows examples of the number of shares which would be issued (if Shareholders approve this Resolution 2) at various issue prices:

Issue Price (\$ per Share)	Number of Proposed Shares
0.034	88,235,294
0.0225	133,333,333
0.017	176,470,588
0.015	200,000,000
0.0085	352,941,176
0.0043	697,674,419

- (d) All Proposed Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Proposed Shares will be issued no later than three months following the date of the Meeting.
- (f) The issue price per Proposed Share will be calculated using the five (5) Trading Day VWAP for Shares. For the purposes of the below examples, it has been assumed that the issue price of the Proposed Shares will not be less than 70% of the five (5) Trading Day VWAP.

Example 1: Using the current Share price of \$0.017 at the time of preparing the Notice as being equivalent to the five (5) Trading Day VWAP for illustration purposes, the issue price will not be less than 70% of \$0.017, which is \$0.0119. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 3 would be approximately 252,100,840 Shares.

Example 2: If the five (5) Trading Day VWAP is decreased by 50% which is equal to \$0.0085, the issue price will not be less than 70% of \$0.0085, which is \$0.00595. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 3 would be approximately 504,201,680 Shares.

Example 3: If the five (5) Trading Day VWAP is increased by 50% which is equal to \$0.0255, the issue price will not be less than 70% of \$0.0255, which is \$0.01785. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 3 would be approximately 168,067,227 Shares.

Potential Dilution Effect:

Example no. of Shares issued under Resolution 2	Total no. of Shares on issue post issue of Shares (including Resolution 2)	Dilution Factor*
168,067,227	807,020,445	20.83%
252,100,840	891,054,058	28.29%
504,201,680	1,143,154,898	44.11%

*The dilution factor does not take into account the impact of any exercise of convertible Securities or shares issued this Notice.

- (g) Refer to Section 5.1 for details of the proposed use of proceeds from the Proposed Share Issue.
- (h) The Company has not entered into any agreement to issue the Proposed Shares at the date of this Notice.

- (i) A voting exclusion statement is included in the Notice for Resolution 2.

4.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

5 Resolution 3 – Approval to issue Shares to Mr Guy Robertson

5.1 Background

On 18 August 2025, the Company announced the appointment of Mr Guy Robertson of Integrated CFO Solutions Pty Limited as the Company's Chief Financial Officer and Company Secretary.

As part of Mr Robertson's appointment, Mr Robertson will be issued \$45,000 worth of Shares for the first six month of his appointment and be paid \$180,000 per annum. The number of Shares was calculated by dividing \$45,000 by the 5 Trading Day VWAP of Shares recorded prior to the date of the announcement of Mr Robertson's appointment.

Resolution 3 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 2,830,189 to Mr Guy Robertson (and/or his nominee(s)).

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided in Section 3.2.

The issue of the shares under Resolution 3 does not fall within any of the exceptions to Listing Rule 7.1. While the issue does not exceed the Company's 15% Placement Capacity, the Company wishes to maintain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1

If Resolution 3 is passed, the issue of the Shares under Resolution 4 can proceed without using any of the Company's 15% Placement Capacity on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 3 is not passed, the issue of the Shares under Resolution 4 can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

5.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Shares will be issued to Mr Guy Robertson (and/or his nominee(s)).
- (b) The maximum number of Shares to be issued under Resolution 3 is 2,830,189.
- (c) All Shares issued under Resolution 3 will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares issued under Resolution 3 will be issued no later than three months following the date of the Meeting.
- (e) The Shares under Resolution 3 are to be issued as part remuneration for Mr Robertson to act as the Company's Chief Financial Officer and Company Secretary.

- (f) The Company has entered into an agreement with Integrated CFO Solutions Pty Limited. Under the agreement, Mr Robertson will act as Company Secretary to the Company and provide CFO services. In consideration for the services, the Company has agreed to issue Mr Robertson \$45,000 worth of Shares for the first six month of his appointment and will be paid \$180,000 per annum in a mix of Shares and cash. The deemed issue price for the Shares is the 5 Trading Day VWAP of Shares recorded prior to the date of the announcement of Mr Robertson's appointment.
- (g) A voting exclusion statement is included in the Notice for Resolution 3.

5.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

6 Resolution 4 – Approval to issue Shares and Options to Mr Jon Dixon

6.1 Background

As part of the August 2024 Placement, the Company agreed, subject to Shareholder approval, to issue of 150,000 Shares and 150,000 Options to Mr Jon Dixon (and/or his nominee(s)) for providing lead manager services to the Company for the August 2024 Placement.

Resolution 4 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 150,000 Shares and 150,000 Options to Mr Jon Dixon (and/or his nominee(s)).

Refer to Section 14.1 below for details of the August 2024 Placement.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided in Section 3.2.

The issue of Shares and Options under Resolution 4 does not fall within any of the exceptions to Listing Rule 7.1. While the issue does not exceed the Company's 15% Placement Capacity, the Company wishes to maintain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1.

If Resolution 4 is passed, the issue of the Shares and Options under Resolution 5 can proceed without using any of the Company's 15% Placement Capacity on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 4 is not passed, the issue of the Shares and Options under Resolution 4 can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

6.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 4 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Shares and Options to be issued under Resolution 4 will be issued to Mr Jon Dixon (and/or his nominee(s)).
- (b) The maximum number of Shares and Options that the Company may issue to Mr Jon Dixon (and/or his nominee(s)) is 150,000 Shares and 150,000 Options pursuant to Resolution 4.

- (c) The Shares issued under Resolution 4 will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) A summary of the material terms of the Options is detailed in Schedule 2.
- (e) The Shares and Options will be issued no later than three months following the date of the Meeting.
- (f) The Shares and Options will be issued under Resolution 4 for nil cash consideration and no funds will be raised from the issue of the Shares and Options.
- (g) The Shares and Option are being issued under Resolution 4 as part consideration for Jon Dixon providing services to the Company for the August 2024 Placement.
- (h) The Options and Shares to be issued under Resolution 4 are not being issued under an agreement with Jon Dixon.
- (i) A voting exclusion statement is included in the Notice for Resolution 4.

6.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4.

7 **Resolution 5 – Approval to issue Options to Advisory Panel Members**

7.1 **Background**

In July 2025, the Company appointed Mr Toni Timonen, Ms Helen Chen, Mr Marcel Thiess and Mr Rafael Possas (together, **Advisory Panel Members**) to its advisory panel (**Advisory Panel**).

The Advisory Panel Members agree to provide strategic advice and insight to the Company and participate in advisory panel meetings. The Advisory Members will be paid standard industry day rates (payable in cash and/or Shares) and subject to Shareholder approval, each member of the Advisory Panel will be issued 800,000 Options which will vest on the 6 month anniversary of employment with the Company.

Resolution 5 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of a total of 3,200,000 Options to Advisory Panel Members.

Resolution 5 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 5.

7.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is provided in Section 3.2.

The issue of Options to the Advisory Panel Members was subject to Shareholder approval. Therefore, Shareholder approval is required for the issue of Options in accordance with Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue the Options to the Advisory Panel Members.

If Resolution 5 is not passed, the Company will not be able to issue the Options to the Advisory Panel Members.

7.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Options to be issued under Resolution 5 will be issued to Mr Toni Timonen, Ms Helen Chen, Mr Marcel Thiess and Mr Rafael Possas (and/or their respective nominee(s)).
- (b) The maximum number of Options that the Company may issue, under Resolution 5, to:
 - (i) Mr Toni Timonen (and/or his nominee(s)) is 800,000 Options;
 - (ii) Ms Helen Chen (and/or her nominee(s)) is 800,000 Options;
 - (iii) Mr Marcel Thiess (and/or his nominee(s)) is 800,000 Options; and
 - (iv) Mr Rafael Possas (and/or his nominee(s)) is 800,000 Options.
- (c) A summary of the material terms of the Options is detailed in Schedule 3.
- (d) The Options will be issued no later than three months following the date of the Meeting.
- (e) The Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Options under Resolution 5.
- (f) The Options are to be issued under Resolution 5 as remuneration to each Advisory Panel Member for their services as a member of the Advisory Panel.
- (g) The Options to be issued under Resolution 5 are being issued under individual agreements with each Panel member. The key terms of the agreements are contained in Section 8.1.
- (h) A voting exclusion statement is included in the Notice for Resolution 5.

7.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

8 Resolution 6 – Ratify the issue of Shares under the July 2025 Placement

8.1 General

On 30 July 2025, the Company announced it had received firm commitments from sophisticated and professional investors for a placement to raise \$2,353,000 (**July 2025 Placement**). The July 2025 Placement comprised the issue of 117,650,000 new Shares at an issue price of \$0.02 per Share (**July 2025 Shares**) with 1 free attaching Option (exercisable at \$0.04 each and expiring three (3) years from the date of issue) for every 2 Shares subscribed for under the July 2025 Placement (**July 2025 Options**).

The funds raised under the July 2025 Placement, have been, and will be, used for business development, working capital and the commercialisation of QuantumAI.

Resolution 6 seeks Shareholder approval to ratify in accordance with Listing Rule 7.4 (and for all other purposes) the prior issue of 21,150,000 Shares to sophisticated and professional investors, under the Company's existing placement capacity under Listing Rule 7.1. The remaining 96,500,000 Shares were issued pursuant to Shareholder approval received at the Company's AGM on 8 May 2025.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

8.2 Listing Rule 7.4

A summary of Listing Rule 7.1 is provided in Section 3.2.

Listing Rule 7.4 provides that if a company in a general meeting ratifies the previous issue of, or the agreement to issue, Equity Securities (and provided that the previous issue or agreement to issue those Equity Securities did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 6 is passed, the issue of 21,150,000 Shares under the July 2025 Placement will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 6 is not passed, the issue of 21,150,000 Shares under the July 2025 Placement will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

8.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 117,650,000 Shares were issued to sophisticated and professional investors pursuant to the July 2025 Placement with 21,150,000 Shares being the subject of Resolution 6. Refer to Section 9.1 for details of the July 2025 Placement.
- (b) The July 2025 Shares were issued on 7 August 2025 under the Company's existing placement capacity under Listing Rule 7.1.
- (c) The July 2025 Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue.
- (d) The July 2025 Shares were issued at an issue price of \$0.02 per Share.
- (e) Proceeds of approximately \$423,000 were received from the issue of 21,150,000 July 2025 Shares, which have been, and will be use, for business development, commercialisation of the proposed to be acquired Antenna Transfer.i.o quantum secured payment and file transfer platform (which will be rebranded to QuantumAI Secure) and working capital.
- (f) The July 2025 Shares were issued under subscription letters to participants in the July 2025 Placement. The July 2025 Shares were issued at an issue price of \$0.02 per Share with every investor receiving one free attaching option for every two shares subscribed. There were no other material terms of the subscription letters.
- (g) A voting exclusion statement is included in the Notice for Resolution 6.

8.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

9 Resolution 7 – Approval to issue Options under the July 2025 Placement

9.1 Background

Refer to Section 9.1 above for details of the July 2025 Placement.

Resolution 7 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 58,825,000 July 2025 Options to sophisticated and professional investors who participated in the July 2025 Placement.

Resolution 7 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 7.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided in Section 3.2.

The issue of the July 2025 Options was subject to Shareholder approval. Therefore, Shareholder approval is required for the issue of July 2025 Options in accordance with Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue the July 2025 Options to the investors who participated in the July 2025 Placement.

If Resolution 7 is not passed, the Company will not be able to issue the July 2025 Options to the investors who participated in the July 2025 Placement.

9.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 7 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The July 2025 Options will be issued to sophisticated and professional investors who participated in the July 2025 Placement. Refer to Section 9.1 for details of the July 2025 Placement.
- (b) The maximum number of July 2025 Options that the Company may issue under Resolution 7 is 58,825,000.
- (c) The July 2025 Options will be issued no later than three months following the date of the Meeting.
- (d) The July 2025 Options have an exercise price of \$0.04 each and expire 3 years from the date of issue. The terms and conditions of the July 2025 Options are detailed in Schedule 4.
- (e) The July 2025 Options will be issued for nil cash consideration, as they will be issued on a free attaching basis to the July 2025 Shares and no funds will be raised from the issue of the July 2025 Options.
- (f) The July 2025 Shares were issued under subscription letters to participants in the July 2025 Placement. The July 2025 Shares were issued at an issue price of \$0.02 per Share with every investor receiving one free attaching option for every two shares subscribed. There were no other material terms of the subscription letters.
- (g) A voting exclusion statement is included in the Notice for Resolution 7.

9.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

10 Resolution 8 – Ratify the issue of Broker Placement Shares under the July 2025 Placement to Oakley Capital

10.1 General

As part of the July 2025 Placement, the Company agreed to issue 14,706,250 Shares (**Broker Placement Shares**) to Oakley Capital (and/or its nominee(s)) as part consideration for providing lead manager services to the Company for the July 2025 Placement. In addition, Oakley Capital will be paid a cash fee equal to 6% of the gross amount raised under the July 2025 Placement.

Resolution 8 seeks Shareholder approval to ratify in accordance with Listing Rule 7.4 (and for all other purposes) the prior issue of 14,706,250 Shares to Oakley Capital, under the Company's existing placement capacity under Listing Rule 7.1.

Resolution 8 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 8.

10.2 Listing Rule 7.4

A summary of Listing Rule 7.1 is provided in Section 3.2 and a summary of Listing Rule 7.4 is detailed in Section 9.2.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 8 is passed, the issue of 14,706,250 Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 8 is not passed, the issue of 14,706,250 Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

10.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 8 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 14,706,250 Shares were issued to Oakley Capital.
- (b) The Broker Shares were issued on 8 August 2025 under the Company's existing placement capacity under Listing Rule 7.1.
- (c) The Broker Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue.
- (d) The Broker Shares were issued for nil consideration.
- (e) The Broker Shares were issued as part consideration for Oakley Capital providing lead manager services to the Company for the July 2025 Placement. Under the lead manager mandate, the Company agreed to pay Oakley Capital a cash fee equal to 6% of the gross amount raised under the July 2025 Placement and agreed to issue the Broker Shares. The mandate also contains warranties and indemnities given by the Company to Oakley Capital, which are considered standard for agreements of this nature.
- (f) A voting exclusion statement is included in the Notice for Resolution 8.

10.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

11 Resolution 9 – Approval to issue Broker Fee Shares and Broker Options to Oakley Capital

11.1 Background

The Company has agreed to issue 28,568,009 Shares (**Broker Fee Shares**) and 58,825,000 Options (**Broker Options**) to Oakley Capital (and/or its nominee(s)) as part consideration for providing brokerage services to the Company.

Resolution 9 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of Broker Share and Broker Options to Oakley Capital.

Resolution 9 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution9.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided in Section 3.2.

The issue of the Broker Shares and Broker Options was subject to Shareholder approval. Therefore, Shareholder approval is required for the issue of the Broker Shares and Broker Options in accordance with Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to issue the Broker Shares and Broker Options to Oakley Capital (and/or its nominee(s)).

If Resolution 9 is not passed, the Company will not be able to issue the Broker Shares and Broker Options to Oakley Capital (and/or its nominee(s)).

11.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 9 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Broker Shares and Broker Options will be issued to Oakley Capital (and/or its nominee(s)).
- (b) The maximum number of Broker Shares and Broker Options that the Company may issue to Oakley Capital (and/or its nominee(s)) is 28,568,009 Shares and 58,825,000 Options pursuant to Resolution9.
- (c) The Broker Shares issued under Resolution 9 will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Broker Options have an exercise price of \$0.04 each and expire 3 years from the date of issue. The terms and conditions of the Broker Options are detailed in Schedule 4.
- (e) The Broker Shares and Broker Options will be issued no later than three months following the date of the Meeting.
- (f) No funds will be raised from the issue of the Broker Shares. Additionally, the Broker Options will be issued for nil cash consideration and no funds will be raised from the issue of the Broker Options.
- (g) The Broker Shares and Broker Option are being issued as part consideration for Oakley Capital providing lead manager services to the Company, including in connection with

the July 2025 Placement. Refer to section 11.3 for details of the Company's mandate letter with Oakley Capital for the July 2025 Placement.

(h) A voting exclusion statement is included in the Notice for Resolution 9.

11.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

12 Resolution 10 – Ratify the issue of the Tranche 1 Conversion Shares to Lenders

12.1 Background

On 2 May 2025, the Company announced that it had entered into several short term loan agreements with various lenders to borrow \$250,000 (**May Loan Agreements**).

A summary of the material terms of the May Loan Agreements is as follows:

Lenders	MCQUARTERS PTY LTD BLACKSTAR CAPITAL HOLDINGS PTY LTD RIYA INVESTMENTS PTY LTD
Borrower	Company
Loan Amount	\$250,000 (in aggregate).
Face Value	\$312,500 (in aggregate), being \$1.25 of every \$1.00 advanced under the May Loan Agreements.
Establishment Fee	900,000 for every \$200,000 of the Loan Amount, payable in Shares.
Maturity Date	12 months from date of loan advance.
Interest Rate	15% per annum on the Loan Amount.
Repayment	Unless converted at the Lender's election or repaid earlier, the Borrower must repay the Lenders the Face Value in full on the Maturity Date.
Conversion Shares	i) The Lenders may elect to convert all or some of the Face Value into Shares at any time after 8 May 2025. ii) The number of Shares which the Company will issue to the Lenders is determined in accordance with the following formula: $A = \frac{B}{C}$ where: A = the number of Shares to be issued to the Lenders; B = the Face Value being converted; C = the Conversion Price. iii) Conversion Price means a 25% discount to the 15 Day VWAP ending immediately prior to issue, but subject to a conversion floor price of no lower than \$0.004 per Share. iv) 15 Day VWAP means the volume weighted average price of Shares over 15 consecutive Trading Days.

Options	Subject to Shareholder approval, 1 free attaching Option for every 1 Share issued on conversion (with an exercise price of a 25% premium to the Conversion Price and an expiry date of 12 months from the date of issue).
Security	Unsecured.
Events of default	None.

The Lenders have elected to convert the Face Value of the Loan Amount into Shares.

Pursuant to the May Loan Agreements, the Company has issued 8,785,345 Shares (Tranche 1 **Conversion Shares**).

Resolution 10 seeks Shareholder approval to ratify in accordance with Listing Rule 7.4 (and for all other purposes) the prior issue of the Tranche 1 Conversion Shares to the Lenders, under the Company's existing placement capacity under Listing Rule 7.1.

Resolution 10 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 10.

12.2 **Listing Rule 7.4**

A summary of Listing Rule 7.1 is detailed in 3.2 and a summary of Listing Rule 7.4 is detailed in Section 9.2.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 10 is passed, the issue of the Tranche 1 Conversion Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 10 is not passed, the issue of the Tranche 1 Conversion Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

12.3 **Specific information required by Listing Rule 7.5**

The following information in relation to Resolution 10 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) 8,785,345 Shares were issued to the Lenders. The Lenders are not related parties of the Company, members of the Key Management Personnel, substantial shareholders or advisers of the Company, or an associate of those persons.
- (b) The Tranche 1 Conversion Shares were issued on 8 August 2025 under the Company's existing placement capacity under Listing Rule 7.1.
- (c) The Tranche 1 Conversion Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Conversion Shares were issued for nil consideration.
- (e) The Tranche 1 Conversion Shares were issued on conversion of the Face Value of the Loan Amounts under the May Loan Agreements. A summary of the material terms of the May Loan Agreements is contained in Section 13.1.
- (f) A voting exclusion is included in the Notice for Resolution 10.

12.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

13 Resolutions 11 and 12 – Approval to issue Shares to Oakley Capital – Finders Fee and Mandate Fee

13.1 Background

The Company has entered into a mandate with Oakley Capital to provide corporate advisory services and transaction advisory services.

Under the terms of the mandate with Oakley Capital, the Company is required to pay Oakley Capital a finder's fee for identifying the QuantumAI Acquisition. The finder's fee is 10% of the value of the QuantumAI Acquisition, calculated at \$143,000, payable in Shares at the VWAP of Shares over the 10 Trading Days prior to the issue of the Shares.

In consideration for the corporate advisory services provided under the engagement, the Company has agreed to pay Oakley Capital \$10,000 per month. The monthly fee is payable in Shares at a 20% discount to the VWAP of Shares over the 10 Trading Days prior to the issue of the Shares. The value of services provided by Oakley Capital during the period July 2025 to October 2025 is \$44,000.

Resolution 11 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of up to such number of Shares determined by dividing \$143,000 by the proposed share issue price.

Resolution 12 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of up to such number of Shares determined by dividing \$44,000 by the proposed share issue price.

Resolutions 11 and 12 are ordinary resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 12 and 13.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided in Section 3.2.

The issue of the Shares under Resolutions 11 and 12 was subject to Shareholder approval. Therefore, Shareholder approval is required for the issue of the Shares in accordance with Listing Rule 7.1.

If Resolutions 11 and 12 are passed, the Company will be able to issue the Shares to Oakley Capital (and/or their respective nominee(s)).

If Resolutions 11 and 12 are not passed, the Company will not be able to issue the Shares to Oakley Capital (and/or their respective nominee(s)).

13.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolutions 11 and 12 are provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Shares will be issued to Oakley Capital (and/or its nominee(s)).
- (b) The maximum number of Shares to be issued under:

- (i) Resolution 11 is up to that number of Shares which, when multiplied by the proposed share issue price (being the VWAP of Shares over the 10 Trading Days prior to the issue of the Shares), equals \$143,000; and
 - (ii) Resolution 12 is up to that number of Shares which, when multiplied by the proposed share issue price (being a 20% discount to the VWAP of Shares over the 10 Trading Days prior to the issue of the Shares), equals \$44,000.
- (c) The table below shows examples of the number of shares which would be issued (if Shareholders approve this Resolution 22) at various issue prices:

Issue Price (\$ per Share)	Number of Proposed Shares
0.034	4,205,882
0.0225	6,355,556
0.017	8,411,765
0.015	9,533,334
0.0085	16,823,530
0.0043	33,255,814

- (d) The table below shows examples of the number of shares which would be issued (if Shareholders approve this Resolution 23) at various issue prices:

Issue Price (\$ per Share)	Number of Proposed Shares
0.034	1,294,118
0.0225	1,955,556
0.017	2,588,236
0.015	2,933,334
0.0085	5,176,471
0.0043	10,232,559

- (e) All Shares issued under Resolutions 11 and 12 will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (f) The Shares issued under Resolutions 11 and 12 will be issued no later than three months following the date of the Meeting.
- (g) The Shares under Resolutions 11 and 12 are to be issued as part consideration for Oakley Capital for providing corporate advisory services and transaction advisory services to the Company.
- (h) The Company has entered into a mandate with Oakley Capital to provide corporate advisory services and transaction advisory services. Details of the amounts payable by the Company to Oakley Capital are detailed in Section 17.1.
- (i) A voting exclusion statement is included in the Notice for Resolutions 11 and 12.
- (j) The issue price per the Finders Fee Shares will be calculated using the ten (10) Trading Day VWAP for Shares prior to the date of issue.

Example 1: Using the current Share price of \$0.017 at the time of preparing the Notice as being equivalent to the ten (10) Trading Day VWAP the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 11 would be approximately 8,411,765 Shares.

Example 2: If the ten (10) Trading Day VWAP is decreased by 50% which is equal to \$0.0085, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 11 would be approximately 16,823,529 Shares.

Example 3: If the ten (10) Trading Day VWAP is increased by 50% which is equal to \$0.0255, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 11 would be approximately 4,205,882 Shares.

Potential Dilution Effect:

Example no. of Shares issued under Resolution 21	Total no. of Shares on issue post issue of Shares (including Resolution 21)	Dilution Factor*
8,411,765	647,364,983	1.32%
16,823,529	655,776,747	2.63%
4,205,882	643,159,100	0.66%

*The dilution factor does not take into account the impact of any exercise of convertible Securities or shares issued this Notice.

- (k) The issue price per Mandate Shares will be calculated using the ten (10) Trading Day VWAP for Shares. For the purposes of the below examples, it has been assumed that the issue price of the Mandate Shares will not be less than 80% of the ten (10) Trading Day VWAP.

Example 1: Using the current Share price of \$0.017 at the time of preparing the Notice as being equivalent to the ten (10) Trading Day VWAP for illustration purposes, the issue price will not be less than 80% of \$0.017, which is \$0.0136. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 12 would be approximately 2,070,588 Shares.

Example 2: If the ten (10) Trading Day VWAP is decreased by 50% which is equal to \$0.0085, the issue price will not be less than 80% of \$0.0085, which is \$0.0068. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 12 would be approximately 4,141,176 Shares.

Example 3: If the ten (10) Trading Day VWAP is increased by 50% which is equal to \$0.0255, the issue price will not be less than 80% of \$0.0255, which is \$0.0204. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 12 would be approximately 1,035,294 Shares.

Potential Dilution Effect:

Example no. of Shares issued under Resolution 22	Total no. of Shares on issue post issue of Shares (including Resolution 22)	Dilution Factor*
2,070,588	641,023,806	0.32%
4,141,176	643,094,394	0.65%
1,035,294	639,988,512	0.16%

*The dilution factor does not take into account the impact of any exercise of convertible Securities or shares issued this Notice.

13.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 11 and 12.

14 Resolution 13 – Ratify the issue of Shares to Oakley Capital

14.1 General

On 5 June 2025, Oakley Capital and the Company agreed that Oakley Capital would participate in the June 2025 Placement (instead of converting its loan agreement). In consideration for this, the Company has agreed to issue 6,416,199 Shares to Oakley Capital or its nominee.

Resolution 13 seeks Shareholder approval to ratify in accordance with Listing Rule 7.4 (and for all other purposes) the prior issue of 6,416,199 Shares to Oakley Capital, under the Company's existing placement capacity under Listing Rule 7.1.

Resolution 13 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 13.

14.2 Listing Rule 7.4

A summary of Listing Rule 7.1 is provided in Section 3.2 and a summary of Listing Rule 7.4 is detailed in Section 9.2.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 13 is passed, the issue of 6,416,199 Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 13 is not passed, the issue of 6,416,199 Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

14.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 13 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 6,416,199 Shares were issued to Oakley Capital.

- (b) The Shares were issued on 8 August 2025 under the Company's existing placement capacity under Listing Rule 7.1.
- (c) The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue.
- (d) The Shares were issued for nil consideration.
- (e) The Shares were not issued under an agreement with Oakley Capital.
- (f) A voting exclusion statement is included in the Notice for Resolution 13.

14.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 13.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

15% Placement Capacity has the meaning given in Section 3.2.

Advisory Panel has the meaning given in Section 7.1.

Advisory Panel Members has the meaning given in Section 7.1.

ACST means Australian Central Standard Time.

AEST means Australian Eastern Standard Time, being the time in Sydney, New South Wales.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Broker Options has the meaning given in Section 11.1.

Broker Placement Shares has the meaning given in Section 10.1.

Broker Fee Shares has the meaning given in Section 11.1.

Chair means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Company means Codeifai Limited (ACN 108 649 421).

Tranche 1 Conversion Shares has the meaning given in Section 12.1.

Tranche 2 Conversion Shares has the meaning given in Section 13.1.

Corporations Act means the *Corporations Act 2001* (Cth).

Credissential means Credissential Inc.

Credissential Agreement has the meaning given in Section 3.1.

Credissential Shares has the meaning given in Section 3.1(a).

Credissential Share Issue Price has the meaning given in Section 3.1(a).

Credissential Warranty has the meaning given in Section 3.1(b).

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Face Value has the meaning given in Section 12.1.

July 2025 Placement has the meaning given in Section 8.1.

July 2025 Options has the meaning given in Section 8.1.

July 2025 Shares has the meaning given in Section 8.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lenders has the meaning given in Section 13.1.

Listing Rules means the listing rules of ASX.

Loan Amount has the meaning given in Section 12.1.

Loan Settlement Shares has the meaning given in Section 14.1.

Loan Settlement Share Issue Price has the meaning given in Section 14.1.

Maturity Date has the meaning given in Section 12.1.

May Loan Agreements has the meaning given in Section 12.1.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Oakley Capital means Oakley Capital Partners Pty Limited.

Option means an option to acquire a Share.

Proposed Share Issue has the meaning given in Section 4.1.

Proposed Share Issue Price has the meaning given in Section 4.1.

Proposed Shares has the meaning given in Section 4.1.

QuantumAI Acquisition has the meaning given in Section 3.1.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of one or more Shares.

Trading Days has the meaning given in the Listing Rules.

VWAP means volume-weighted average price.

Schedule 2

Terms and Conditions of the Jon Dixon Options

1 Entitlement

Each Option entitles the holder (**Holder**) to subscribe for one fully paid ordinary share in the capital of Codeifai Limited (**Share**) (**Company**) upon exercise of each Options and payment of the Exercise Price.

2 Exercise Price and Expiry Date

The Exercise Price and Expiry Date are as follows:

Exercise Price	Expiry Date
\$0.03	30 months from the date of issue

3 Exercise Period

Each Option is exercisable at any time prior to 5.00pm (AEST) Expiry Date. After this time, any unexercised Options will automatically lapse.

4 Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the applicable Exercise Price for each Option being exercised or other means of payment determined by the Board in its sole and absolute discretion. Any exercise form for an Option (**Option Exercise Form**) received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5 Minimum Exercise

Options must be exercised in multiples of one hundred thousand (100,000) unless fewer than one hundred thousand (100,000) Options are held by a Holder.

6 Actions on Exercise

Following the exercise of Options:

- (a) the Options will automatically lapse; and
- (b) the Company will allot and issue, or transfer, the number of Shares for which the Holder is entitled to subscribe for or acquire through the exercise of the Options.

7 Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the existing Shares on issue and will be free of all encumbrances, liens and third party interests.

8 Quotation of the Shares

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

9 Timing of the Issue of Shares and Quotation

Within five (5) business days after the later of the following:

- (a) receipt of a Notice of Exercise and payment of the applicable Exercise Price for each Option being exercised in accordance with clause 4; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information

the relevant date will be the date of receipt of a Notice of Exercise as detailed in clause 4 above),

the Company will:

- (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (d) as soon as reasonably practicable and if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

10 **Participation in New Issues**

A Holder who holds Options is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of the shareholders;
- (b) receive any dividends declared by the Company; or
- (c) participate in any new issues of securities offered to shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

11 **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12 **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

where:

O' = the new Exercise Price of the Option.

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 Trading Days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13 Adjustments for Reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

14 Quotation

The Company will not seek official quotation of any Options.

15 Transferability

The Options are not transferable.

16 Options to be recorded

The Options will be recorded in the appropriate register of the Company.

Schedule 3

Terms and Conditions of the Advisory Panel Options

1 Entitlement

Each Option entitles the holder (**Holder**) to subscribe for one fully paid ordinary share in the capital of Codeifai Limited (**Share**) (**Company**) upon exercise of each Options and payment of the Exercise Price.

2 Exercise Price and Expiry Date

The Exercise Price and Expiry Date are as follows:

Number of Options	Exercise Price	Expiry Date
800,000	\$0.15	3 July 2026
800,000	\$0.20	3 July 2026
800,000	\$0.25	3 July 2026
800,000	\$0.30	3 July 2026

3 Exercise Period

Each Option is exercisable at any time prior to 5.00pm (ACST) Expiry Date. After this time, any unexercised Options will automatically lapse.

4 Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the applicable Exercise Price for each Option being exercised or other means of payment determined by the Board in its sole and absolute discretion. Any exercise form for an Option (**Option Exercise Form**) received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5 Minimum Exercise

Options must be exercised in multiples of one hundred thousand (100,000) unless fewer than one hundred thousand (100,000) Options are held by a Holder.

6 Actions on Exercise

Following the exercise of Options:

- (a) the Options will automatically lapse; and
- (b) the Company will allot and issue, or transfer, the number of Shares for which the Holder is entitled to subscribe for or acquire through the exercise of the Options.

7 Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the existing Shares on issue and will be free of all encumbrances, liens and third party interests.

8 Quotation of the Shares

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

9 Timing of the Issue of Shares and Quotation

Within five (5) business days after the later of the following:

- (a) receipt of a Notice of Exercise and payment of the applicable Exercise Price for each Option being exercised in accordance with clause 4; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Notice of Exercise as detailed in clause 4 above),

the Company will:

- (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (d) as soon as reasonably practicable and if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

10 **Participation in New Issues**

A Holder who holds Options is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of the shareholders;
- (b) receive any dividends declared by the Company; or
- (c) participate in any new issues of securities offered to shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

11 **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12 **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

where:

O' = the new Exercise Price of the Option.

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 Trading Days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13 Adjustments for Reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

14 Quotation

The Company will not seek official quotation of any Options.

15 Transferability

The Options are not transferable.

16 Options to be recorded

The Options will be recorded in the appropriate register of the Company.

Schedule 4

Terms and Conditions of the July 2025 Placement Options and Broker Options

1 Entitlement

Each Option entitles the holder (**Holder**) to subscribe for one fully paid ordinary share in the capital of Codeifai Limited (**Share**) (**Company**) upon exercise of each Options and payment of the Exercise Price.

2 Exercise Price and Expiry Date

The Exercise Price and Expiry Date are as follows:

Exercise Price	Expiry Date
\$0.04	3 years from the date of issue

3 Exercise Period

Each Option is exercisable at any time prior to 5.00pm (AEST) Expiry Date. After this time, any unexercised Options will automatically lapse.

4 Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the applicable Exercise Price for each Option being exercised or other means of payment determined by the Board in its sole and absolute discretion. Any exercise form for an Option (**Option Exercise Form**) received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5 Minimum Exercise

Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder.

6 Actions on Exercise

Following the exercise of Options:

- (a) the Options will automatically lapse; and
- (b) the Company will allot and issue, or transfer, the number of Shares for which the Holder is entitled to subscribe for or acquire through the exercise of the Options.

7 Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the existing Shares on issue and will be free of all encumbrances, liens and third party interests.

8 Quotation of the Shares

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

9 Timing of the Issue of Shares and Quotation

Within five (5) business days after the later of the following:

- (a) receipt of a Notice of Exercise and payment of the applicable Exercise Price for each Option being exercised in accordance with clause 4; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information

the relevant date will be the date of receipt of a Notice of Exercise as detailed in clause 4 above),

the Company will:

- (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (d) as soon as reasonably practicable and if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

10 **Participation in New Issues**

A Holder who holds Options is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of the shareholders;
- (b) receive any dividends declared by the Company; or
- (c) participate in any new issues of securities offered to shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

11 **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12 **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

where:

O' = the new Exercise Price of the Option.

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 Trading Days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13 Adjustments for Reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

14 Quotation

The Company will not seek official quotation of any Options.

15 Transferability

The Options are not transferable.

16 Options to be recorded

The Options will be recorded in the appropriate register of the Company.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Day Date Month 2025.**

🖨 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/cdegm2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on DAY DATE MONTH 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/cdegm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Codeifai Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held virtually **on VENUE & ADDRESS on Day, Date Month 2025 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Approval to issue Shares to Credissential Inc.	☐	☐	☐	Res 8	Ratify the issue of Broker Placement Shares to Oakley Capital	☐	☐	☐
Res 2	Approval to issue up to \$3,000,000 worth of Shares	☐	☐	☐	Res 9	Approval to issue Broker Fee Shares and Broker Options to Oakley Capital	☐	☐	☐
Res 3	Approval to issue Shares to Mr Guy Robertson	☐	☐	☐	Res 10	Ratify the issue of Conversion Shares to Lenders	☐	☐	☐
Res 4	Approval to issue Shares and Options to Mr Jon Dixon	☐	☐	☐	Res 11	Approval to issue Shares to Oakley Capital – Finders Fee	☐	☐	☐
Res 5	Approval to issue Options to Advisory Panel Members	☐	☐	☐	Res 12	Approval to issue Shares to Oakley Capital – Mandate Fee	☐	☐	☐
Res 6	Ratify the issue of Shares under the July 2025 Placement	☐	☐	☐	Res 13	Ratify the issue of Shares to Oakley Capital	☐	☐	☐
Res 7	Approval to issue Options under the July 2025 Placement	☐	☐	☐					

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary