

ASX ANNOUNCEMENT

ASX: CDE | 30th July 2025

Codeifai raises \$2.35m via share Placement

Codeifai Limited (ASX: CDE) is pleased to announce it has received firm commitments from sophisticated and professional investors to raise \$2.353m (Placement) via the issue of 117,650,000 shares (Placement Shares) at an issue price of \$0.02 per Share, together with one free attaching option for every two shares subscribed (Placement Options).

The Placement Options will be issued subject to shareholder approval at an upcoming General Meeting of the Company, and will be exercisable at \$0.04 and expire 3 years from the issue date, and will seek these to be listed subject to meeting ASX criteria.

The Placement Shares will be issued pursuant to Shareholder approval received at the Company's AGM on May 8th 2025, where shareholders resolved to issue up to \$2.5m worth of shares at not less than 75% of the prior five (5) trading day VWAP and under the Company's existing Listing Rule 7.1 Placement capacity.

Codeifai also wishes to advise that it intends to explore a bonus option entitlement issue to shareholders to reward them for their long term support, again subject to Board approval and ASX criteria. Further details of the bonus option issue will be released following the Company's decision to conduct the bonus issue.

The funds raised under the Placement will be used for business development, commercialisation of the proposed-to-be-acquired AntennaTransfer.io quantum secured payment and file transfer platform (which will be rebranded to QuantumAI Secure), and working capital.

Proposed Acquisitions

Given the two proposed acquisitions that are currently in progress, QuantumAI Secure and Trust Codes, the Company believes that having a listed presence in the U.S. markets will be beneficial, given that the majority of the quantum computing ecosystem and AI ecosystem is based in the United States. This is subject to Board determination and listing criteria and more details will follow should this materialise.

Oakley Capital acted as Lead Manager to the Placement, and will be paid a capital raising fee of 6%, 0.1875 broker shares per 1.5 Placement shares issued and subject to shareholder approval, 1 unlisted broker option per Placement Option issued subject to shareholder approval.

The Company will seek shareholder approval at the next General Meeting to raise up to \$1.5m via a future Placement on the same terms as this Placement.

Capital Structure	Shares	Options	Performance Rights
Currently on issue	471,900,973	175,345,396	1,870,533
Issue of shares to Trust Codes and Credissential for acquisitions (subject to shareholder approval)	93,192,245	-	-
June Placement Options (subject to shareholder approval)	-	98,411,602	-
Arrangements with previous investors*	145,659,633	-	-
Shares and Options to be issued related to Placement (Including Placement and Broker options subject to shareholder approval)	150,739,062	117,650,000	
Proposed issue of shares on satisfaction of outstanding loan amounts**	24,962,524	-	-
Total securities on issue	886,454,977	391,406,998	1,870,533

*The Company has entered into arrangements to issue shares to various investors who subscribed for shares in the Company's August 2024 Placement in lieu of issuing options pursuant to that Placement. The issue of shares will be subject to shareholder approval and the issue price will be equal to the 5 day VWAP prior to the issue date. The estimated number of shares in the above table has been calculated based on an issue price equal to the 5 day VWAP prior to the date of this announcement and the current number of acceptances at hand.

**The total face value of the loan amounts is \$192,000, which will be satisfied in shares at an issue price of \$0.008405. The issue of shares will be subject to shareholder approval at an upcoming general meeting of the Company.

Indicative Placement Timetable

An indicative timetable is set out below:

Event	Date
Placement announced and trading resumes on ASX	Wednesday, 30 July 2025
Settlement of Placement	Monday, 4 August 2025

Event	Date
Allotment of Placement Shares	Tuesday, 5 August 2025

This announcement has been approved for release by the Codeifai Limited Board of Directors.

For further information, please contact:
Investor Relations
Email: investors@codeifai.com

About Codeifai Limited

Codeifai Limited (ASX: CDE) is a leading provider of digital and AI-powered brand solutions. With a strong focus on empowering brands through smart digital engagement, Codeifai's high-margin offerings are designed to deliver exceptional scalability and profitability.

Codeifai's digital Brand Solutions provide a code for everybody and everything.