Codeifai

ACN 108 649 421

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Codefai Limited (ASX:CDE) (Company) provides this supplementary notice of meeting (Supplementary Notice) in relation to the notice of Annual General Meeting of Shareholders announced to ASX on 25 June 2026 (Original Notice of Meeting) for a meeting of Shareholders to be held on 24 July 2026 at 11am (AEST) (Meeting).

The reason for the Supplementary Notice is to include a further Resolution in relation to a capital raise and hence seek shareholder approval for the related issue of shares. This Supplementary Notice is supplemental to, and should be read with, the Original Notice of Meeting. This document sets out an additional Resolution which will be proposed at the Meeting.

Other than set out below, all details in relation to the Original Notice and Explanatory Memorandum remain unchanged. Unless otherwise indicated, the terms defined and used in the Original Notice have the same meaning in this Supplementary Notice. Terms and abbreviations used in this Supplementary Notice and Explanatory Statement are defined in Schedule 1 of this Supplementary Notice.

Shareholders are urged to vote by attending the Meeting online or by returning a completed Replacement Proxy Form. Instructions on how to complete the Replacement Proxy Form are set out in the Supplementary Explanatory Memorandum. Using this Replacement Proxy Form will replace and supersede any earlier Proxy Form that you may have been returned to the Company. If you have already delivered a valid Proxy Form to the Company, and do not deliver a completed Replacement Proxy Form, your earlier Proxy Form will remain valid, however you will be taken to have not voted on Resolution 5.

The Annual General Meeting of the Company will be held as a virtual meeting on Friday 24 July 2026 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

SUPPLEMENTARY NOTICE OF GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Codeifai Limited (ACN 108 649 421) (**Company**) will be held as a virtual meeting on Friday 24 July 2026 commencing at 11:00am (AEST) (**Meeting**).

The Supplementary Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Supplementary Explanatory Memorandum and the Proxy 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 22 July 2026 at 11am (AEST).

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 5 – Approval to issue Shares under a 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 authorise and approve the issue of up to 394,736,842 Shares, 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.

By order of the Board

Guy Robertson
Company Secretary
Dated: 13 July 2026

CODEIFAI LIMITED

ACN 108 649 421

SUPPLEMENTARY 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 5 – Approval to issue Shares under a Placement
Schedule 1:	Definitions and Interpretation

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 Supplementary Notice of Annual General Meeting relates will be held at 11:00am (AEST) on Friday, 24 July 2026 as a virtual meeting.

Shareholders wishing to attend the virtual meeting (which will be broadcast as a live webinar) should register in advance at:

https://us02web.zoom.us/webinar/register/WN_X7iyi7D_T3yuhyFBgMgH6Q

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 11am (AEST) on 22 July 2026.

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.codeifai.com/.

The business of the Meeting affects your shareholding and your vote is important. This Supplementary 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/cdagm2026 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 (AEST) on22 July 2026. **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 5 – Approval to issue Shares under a Placement

3.1 Background

Resolution 5 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue up to 394,736,842 Shares to institutional, professional and sophisticated investors. At the share price of $0.0076 the issue would raise up to $3,000,000 (before costs) (**Placement**).

The proceeds from the Placement will be used for the technical development of the Company's Digital First Strategy, software development of the Company's Connect, ConnectQR the QuantumAI Secure Platform, business development, SEO and general marketing costs, research and development, to pay for the transactions costs related to the Placement and for working capital and corporate purposes.

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.

The issue of Shares under the Placement does not fall within any of the exceptions to Listing Rule 7.1 and is expected to exceed the 15% limit in Listing Rule 7.1. The Company is therefore seeking the approval of Shareholders under Listing Rule 7.1 for the issue of the Shares.

3.3 **Technical information required by Listing Rule 14.1A**

If Resolution 5 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 5 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.

3.4 **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 Directors intend that the Shares to be issued under the Placement 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 Shares and this will be determined by the Company and its lead manager (if any) assisting with the Placement.

(b) The maximum number of Shares to be issued is394,736,842. All 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.

(c) The Shares will be issued no later than three months following the date of the Meeting.

(d) The issue price will be equal to $0.0076 per Share.

(e) Refer to Section 3.1 for details of the proposed use of proceeds from the Proposed Share Issue.

(f) The Company has not entered into any agreement to issue the Shares at the date of this Notice.

(g) A voting exclusion statement is included in the Notice for Resolution 5.

3.5 **Board Recommendation**

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

3.6 **Chair's Voting Intention**

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

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.

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.

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).

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

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.

Listing Rules means the listing rules of ASX.

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.

Proposed Share Issue has the meaning given in Section 3.1.

Proposed Share Issue Price has the meaning given in Section 3.1.

Proposed Shares 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.

Codeifai

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 (AEST) on Wednesday, 22 July 2026.**

TO APPOINT A PROXY ONLINE

STEP 1: VISIT https://www.votingonline.com.au/cdeagm2026

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. The Chair of the meeting intends to vote all undirected proxies in favour of the Resolutions

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 (AEST) on Wednesday, 22 July 2026.** 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/cdeagm2026
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

Codeifai Limited
ACN 108 649 421

☐ **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 Annual General Meeting of the Company to be held virtually on **Friday, 24 July 2026 at 11:00am (AEST)** 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 is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 , I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Item even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company. The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for, "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

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*
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-Election of Mr Colin Turner as a Director	☐	☐	☐
Resolution 3	Election of Mr Martin Ross as a Director	☐	☐	☐
Resolution 4	Approval Of Additional 10% Placement Capacity (Special Resolution)	☐	☐	☐
Resolution 5	Approval to issue Shares under a Placement	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name……………………………………………... Contact Daytime Telephone……………………….............................. Date / / 2026