

3 July 2025

Ms Kym Ikeda
Adviser
ASX Listings Compliance (Perth)
ASX Compliance Pty Ltd

By Email: ListingsCompliancePerth@asx.com.au

Dear Ms Ikeda

CDE response to ASX aware letter

Codeifai Limited (**CDE** or the **Company**) refers to your letter dated 2 July 2025 and provides the following responses:

- 1. Does CDE consider entering into a binding agreement with Credissential Inc (Canada) to acquire a QuantumAI Secure platform currently operating under the URL antennatransfer.io to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

Yes.

- 2. If the answer to question 1, or any part thereof, is “no”, please advise the basis for that view.**

Not applicable.

- 3. When did CDE enter into a binding agreement with Credissential Inc (Canada)?**

After close of trading on ASX on Monday, 30 June 2025.

- 4. If CDE first became aware of the information referred to in question 1, namely entering into a binding agreement with Credissential Inc (Canada) to acquire a QuantumAI Secure platform before the date of the Announcement, did CDE make any announcement prior to that date which disclosed the information? If not, please explain why the information was not**

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released to the market at an earlier time, commenting specifically on when you believe CDE was obliged to release the information under Listing Rule 3.1 and 3.1A and what steps CDE took to ensure that the information was released promptly and without delay.

Please answer separately for each of the items in question 1 above and provide details of the prior announcement if applicable.

Not applicable.

5. Please confirm that CDE is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Confirmed.

6. Please confirm that CDE's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CDE with delegated authority from the board to respond to ASX on disclosure matters.

Confirmed.

Yours faithfully

Kamille Dietrich
Joint Company Secretary
Codeifai Limited

About Codeifai Limited

Codeifai Limited (ASX: CDE) is a leading provider of digital and AI-powered brand solutions listed on the Australian Stock Exchange. With a strong focus on empowering brands through smart digital engagement, Codeifai's high-margin offerings are designed to deliver exceptional scalability and profitability. Our solutions allow Brands to Connect Deeper, Faster, Smarter with their consumers.

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

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2 July 2025

Reference: 110585

Ms Kamille Dietrich
Company Secretary
Codeifai Limited
Level 5, 126 Phillip Street, Sydney, NSW

By email: kamille.dietrich@automicgroup.com.au

Dear Ms Dietrich

Codeifai Limited ('CDE'): ASX Aware Letter

ASX refers to the following:

- A. CDE's announcement titled "Corporate Update" released on the ASX Market Announcements Platform ('MAP') at 3:45 PM AWST on 6 June 2025 disclosing that CDE was in discussions with Credissential Inc to acquire Credissential's wholly owned Quantum computing AI backed technology platform, (originally named Antennae Transfer) and re-branded "QuantumAI Transfer".
- B. The change in the price of CDE's securities from an intra-day low of \$0.034 on 24 June 2025 to an intra-day high of \$0.07 prior to CDE requesting a trading halt on 27 June 2025.
- C. CDE's request for a trading halt pursuant to ASX Listing Rule 17.1 pending the release of an announcement regarding an acquisition provided to ASX Limited ('ASX') and released on the MAP at 7:24 AM AWST on 27 June 2025.
- D. CDE's announcement titled "CODEIFAI AGREES TO ACQUIRE AI-BACKED QUANTUM SECURE PLATFORM, ANTENNA TRANSFER" (the 'Announcement') released on the MAP at 8:30 AM AWST on 1 July 2025 disclosing that CDE had entered into a binding agreement (the 'Agreement') with Credissential to acquire a QuantumAI Secure platform currently operating under the URL "antennatransfer.io".
- E. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- F. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."
- G. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled "When does an entity become aware of information?"
- H. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following 5 situations applies:

 - *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*

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- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- The information is generated for the internal management purposes of the entity; or
- The information is a trade secret; and

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed.”

- I. The concept of “confidentiality” detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it is no longer a secret and it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks CDE to respond separately to each of the following questions:

1. Does CDE consider entering into a binding agreement with Credissential Inc (Canada) to acquire a QuantumAI Secure platform currently operating under the URL antennatransfer.io to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1, or any part thereof, is “no”, please advise the basis for that view.
3. When did CDE enter into a binding agreement with Credissential Inc (Canada)?
4. If CDE first became aware of the information referred to in question 1, namely entering into a binding agreement with Credissential Inc (Canada) to acquire a QuantumAI Secure platform before the date of the Announcement, did CDE make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe CDE was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps CDE took to ensure that the information was released promptly and without delay.

Please answer separately for each of the items in question 1 above and provide details of the prior announcement if applicable.

5. Please confirm that CDE is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that CDE’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CDE with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **2:00 PM AWST Monday, 7 July 2025**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, CDE’s obligation is to disclose the information ‘immediately’. This may require the information to be disclosed before the deadline set

out above and may require CDE to request a trading halt immediately if trading in CDE's securities is not already halted or suspended.

Your response should be sent by e-mail to **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in CDE's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to CDE's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that CDE's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A. The usual course is for the correspondence to be released to the market.

Yours sincerely

ASX Compliance

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