

ASX ANNOUNCEMENT

ASX: CDE | 4 February 2026

ASX Compliance Australian Securities Exchange

Dear ASX Compliance,

In response to the ASX Aware letter of 30 January 2026, CDE advises as follows:

Request for information

1. *Does CDE consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?*
 - 1.1 *CDE had raised \$1.1 million via a placement of 144,736,842 shares at an issue price of \$0.0076 per share, together with 1 free-attaching option per share subscribed; and*
 - 1.2 *Oakley Capital acted as lead manager to the Placement and will be paid a cash fee of 6%, 0.06 broker shares per Placement share and 0.06 broker options per Placement option.*
Please answer separately for each of the above.

1.1 Yes
1.2 No
2. *If the answer to any part of question 1 is “no”, please advise the basis for that view.*
Please answer separately for each of the items in question 1 above.
 - 1.1 N/A
 - 1.2 This Broker remuneration is considered to be reasonable for a small raise and for a company with a small market capitalisation. The broker mandate was executed by the Company on 31 October 2024 and was extended by Deed on 27 July 2025. The Broker fees have previously been outlined in an announcement to the market on 30 July 2025 in respect of a Placement completed in August 2025. The Broker fees were outlined again in the term sheet received and approved by the Board on 22 January 2026 at 6.10pm AEDT.
3. *When did CDE first become aware of the information referred to in question 1 above?*
Please answer separately for each of the items in question 1 above.
 - 1.1 The Chairman scheduled a board meeting for 4.30pm on 22 January 2026 to get board authority for a possible capital raise in line with Resolution 2 approved by shareholders at the EGM held on 8 December 2025.

Having received this approval the Chairman engaged with the Company broker at 4.52pm AEDT on 22 January 2026, re the possibility of a capital raise.
The Broker undertook to determine what funds could be raised and provided a draft term sheet at 6.10pm AEDT on 22 January 2026.
 - 1.2 The Broker fees were agreed in a mandate signed on 31 October 2024 and extended by agreement on 25 July 2025 and announced in a subsequent capital raising in July/August 2025. This broker fees were further outlined in the term sheet received from the broker at 6.10pm AEDT on 22 January 2026.

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4. *If CDE first became aware of the information referred to in question 1 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.

- 1.1 CDE were aware of the information referred to in question 1 before the date of the Announcement on 23 January 2026.

The Broker advised the Chairman that they had firm commitments for a capital raise of \$1.1m at 8.28pm AEDT on the evening of 22 January 2026. The Chairman advised the Board and Company Secretary at 8.42pm AEDT on the evening of 22 January 2026. CDE was not able to make an announcement on 22 January 2026 as at the time confirmation was received that the capital raise had been completed MAP was closed. CDE was therefore obliged to release the Announcement pre-open on 23 January 2026, which it did.

- 1.2 CDE were aware of the Broker terms and these have previously been communicated via the MAP.

5. *When was Oakley Capital engaged as lead manager in relation to the Placement? In answering this question please provide precise dates and times in which:*

5.1 *The lead manager mandate, or any analogous agreement for Oakley Capital to act as lead manager in relation to the Placement, was agreed between CDE and Oakley Capital; and*

5.2 *The CDE board resolved to conduct the Placement.*

The Oakley Capital mandate was executed on 31 October 2024 and extended by written agreement on 25 July 2025. A Term Sheet was provided on 22 January 2026 at 6.10pm AEDT and agreed by the Company.

The Board resolved to conduct the placement in a Board meeting between 4.30pm and 4.52pm AEDT on 22 January 2026. A Zoom invite is recorded for this meeting. The Company Secretary took minutes of this meeting.

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

CDE confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

7. *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.*

CDE's responses to the questions above have been authorised by the Chair with delegated authority from the Board.

Yours faithfully



Guy Robertson
Company Secretary

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30 January 2026

Mr Guy Robertson
Company Secretary
Codeifai Limited

By email

Dear Mr Robertson

Codeifai Limited ('CDE'): ASX Aware Letter

ASX refers to the following:

- A. The change in the price of CDE's securities from an opening price of \$0.007 to an intraday high of \$0.013 on 22 January 2026, representing an 85% increase in price, and a corresponding significant increase in the volume of securities traded on that date.
- B. CDE's response to the ASX price query letter dated 22 January 2026 and released to the ASX Market Announcements Platform ('MAP') at 3:40PM AEDT on the same date, where CDE provided the following responses to ASX's queries (CDE's responses represented in bold):

"1. Is CDE aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?"

No

3. If the answer to question 1 is "no", is there any other explanation that CDE may have for the recent trading in its securities?"

CDE released an announcement today advising that Codeifai is in the final stages of completing its comprehensive technical due diligence in respect of the Antenna Transfer acquisition and expects to satisfy all remaining conditions and finalise the acquisition in the near-term following satisfaction.

The Antenna Transfer acquisition was first announced on 1 July 2025 and an update issued on 25 July 2025. Approval to issue shares to the vendor was approved at a general meeting of shareholders on 8 December 2025.

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

CDE is in compliance with the listing rules and particularly Listing Rule 3.1."

- C. CDE's announcement titled "Codeifai Raises \$1.1 million via Share Placement" (the 'Announcement') released to MAP at 10:00 AM AEDT on 23 January 2026 disclosing the following:
 - 1.1 CDE had raised \$1.1 million via a placement of 144,736,842 shares at an issue price of \$0.0076 per share, together with 1 free-attaching option per share subscribed ('Placement').
 - 1.2 Oakley Capital acted as lead manager to the Placement and will be paid a cash fee of 6%, 0.06 broker shares per Placement share and 0.06 broker options per Placement option.
- D. 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.
- E. 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.”

- F. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled “When does an entity become aware of information?”
- G. 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;*
- 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.”

- H. 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 the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
 - 1.1 CDE had raised \$1.1 million via a placement of 144,736,842 shares at an issue price of \$0.0076 per share, together with 1 free-attaching option per share subscribed; and
 - 1.2 Oakley Capital acted as lead manager to the Placement and will be paid a cash fee of 6%, 0.06 broker shares per Placement share and 0.06 broker options per Placement option.

Please answer separately for each of the above.

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

Please answer separately for each of the items in question 1 above.

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3. When did CDE first become aware of the information referred to in question 1 above?
Please answer separately for each of the items in question 1 above.
4. If CDE first became aware of the information referred to in question 1 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. When was Oakley Capital engaged as lead manager in relation to the Placement? In answering this question please provide precise dates and times in which:
- 5.1 The lead manager mandate, or any analogous agreement for Oakley Capital to act as lead manager in relation to the Placement, was agreed between CDE and Oakley Capital; and
- 5.2 The CDE board resolved to conduct the Placement.
6. Please confirm that CDE is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
7. 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 **9:00 AM AWST Wednesday, 4 February 2026**.

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 faithfully

ASX Compliance