Codeifai

ACN 108 649 421

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held as a virtual meeting on 7 April 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

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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 7 April 2026 commencing at 11:00am (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The 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 6 April 2026 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

Resolution 1 – Approval to issue 9,916,017 options

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 9,916,017 options, 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 persons who participated in the August 2024 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.

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Resolution 2 – Approval to issue 98,411,602 Options

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 98,411,602 options 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 persons who participated in the June 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:

(d) 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

(e) 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

(f) 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.

Resolution 3 – Approval to issue 12,481,261 Options

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 12,481,261 options 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 the parties to the February 2025 Loan Agreements:

Scintilla Strategic Investments Limited
Asaf Amber
Geoffrey Leigh Saffer & Rachel Saffer <Saffer Superfund A/C>
Chao Zhang
Beirne Trading Pty Ltd
DSL Trading Company Pty Ltd
Riya Investments Pty Ltd

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:

(g) 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

(h) 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

(i) 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.

Resolution 4 – Approval to issue 14,870,691 Options

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 14,890,691 options 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 the parties to the April 2025 Loan Agreements, being;

McQuarters Pty Ltd <McQuarters Superannuation Fund>
Blackstar Capital Holdings Pty Ltd
Riya Investments Pty Ltd

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:

(j) 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

(k) 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

(l) 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.

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Resolution 5 – Approval to issue 10,000,000 Options

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 10.11 and for all other purposes, Shareholders approve the issue 10,000,000 options 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 Mr John Houston, J F Houston Holdings Pty Limited, The Bimm Corporation Pty Ltd atf The FJ Fund 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:

(m) 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

(n) 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

(o) 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.

Resolution 6 - Approval for issue of shares to related party in lieu of directors' fees – Mr George Su

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 13,000,000 Shares to Mr George Su (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr George Su 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 a person that holds an option that is the subject of the approval, 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.

See below for Voting Prohibition Statement.

Resolution 7 - Approval for issue of shares to related party in lieu of directors' fees – Mr Colin Turner

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 13,000,000 Shares to Mr Colin Turner (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Colin Turner 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 a person that holds an option that is the subject of the approval, 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.

See below for Voting Prohibition Statement.

Voting Prohibition Statement – Resolutions 6 and 7

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 6 and 7 if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

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(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if:

(a) the proxy is the Chair; and
the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 – Approval to issue 144,736,842 Options

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 144,736,842 options 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 persons who participated in the January 2026 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:

(d) 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

(e) 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

(f) 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.

Resolution 9 – Approval to issue 8,684,211 Options

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 8,684,211 options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by Oakley Capital Pty Ltd 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.

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

(g) 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

(h) 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

(i) 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.

Resolution 10 – Ratification of issue of 8,684,211 Shares

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 ratify the issue of 8,684,211 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 Oakley Capital Pty Ltd 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:

(j) 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

(k) 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

(l) 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.

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Resolution 11 – 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:

(m) 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

(n) 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

(o) 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.

Resolution 12 – Approval to issue Convertible Note 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 150,000,000 Convertible Note shares or the number of shares determined by dividing $750,000 by a 50% discount to the 5 day VWAP prior to conversion, 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 sophisticated s708 investors and clients of Oakley Capital Pty Ltd and any 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:

(p) 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

(q) 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

(r) 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.

Resolution 13 – Approval to issue up to 17,500,000 Convertible Note 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 up to 17,500,000 Convertible Note 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:

(s) 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

(t) 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

(u) 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: 6 March 2026

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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 9,916,017 Options
Section 4:	Resolution 2 – Approval to issue 98,411,602 Options
Section 5:	Resolution 3 – Approval to issue 12,481,261 Options
Section 6:	Resolution 4 – Approval to issue 14,870,691 Options
Section 7:	Resolution 5 - Approval to issue 10,000,000 Options
Section 8:	Resolution 6 - Approval for issue of shares to related party in lieu of directors' fees – Mr George Su
Section 8:	Resolution 7 - Approval for issue of shares to related party in lieu of directors' fees – Mr Colin Turner
Section 9	Resolution 8 – Approval to issue 144,736,842 Options
Section 10	Resolution 9 – Approval to issue 8,624,211 Options
Section 11	Resolution 10 – Ratification of issue 8,624,211 Shares
Section 12	Resolution 11 – Approval to issue up to $3 million worth of shares
Section 13	Resolution 12 – Approval to issue Convertible Note shares
Section 14	Resolution 13 – Approval to issue up to 17,500,000 Convertible Note shares
Schedule 1:	Definitions and Interpretation

In the event one or more of the above resolutions (with the exception of resolutions 5, 6 and 7) are not passed by shareholders, the Company may issue the securities using its Listing Rule 7.1 capacity, if in the view of the Directors this is in the best interest of the Company

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

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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 Tuesday, 7 April 2026 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@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 11am (AEDT) on 6 April 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 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 (AEST) on 5 April 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.

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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 9,916,017 Options

3.1 **Background**

On 8 August 2024, the Company announced that it had received firm commitments for a placement of 399,999,999 new Shares each at an issue price of $0.0015 per Share, with one free attaching Option for every one Share subscribed for under the placement (exercisable at $0.003 per Option and expiring thirty (30) months form the date of issue), to raise approximately $600,000 (before costs) (**August 2024 Placement**). Share and option numbers are pre a one for ten consolidation.

The August 2024 Placement Options pursuant to the August 2024 Placement (**August Placement Options**), were never issued.

Resolution 1 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of August 2024 Placement Options to specific participants in the August 2024 Placement (and/or their respective nominee(s)).

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 does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

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

Shareholder approval is required for the issue of the August Placement Options in accordance with Listing Rule 7.1.

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

3.4 **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 August Placement options to be issued under Resolution 1 will be issued to participants in the August 2024 Placement (and/or their respective nominee(s)).

(b) The maximum number of August Placement Options that the Company may issue under Resolution 1 is 9,916,017.

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

(d) The August Placement Options have an exercise price of $0.03 each and expire 30 months from the date of issue. The terms and conditions of the August Placement Options are detailed in Schedule 2.

(e) The August Placement Options will be issued for nil cash consideration, as they will be issued on a free attaching basis to the August Placement Shares and no funds will be raised from the issue of the August Placement Options.

(f) The August Placement Shares were issued under subscription letters to participants in the August 2024 Placement. The August 2024 Placement Shares were issued at an issue price of $0.03 per Share with every investor receiving one free attaching option for every one share subscribed. There were no other material terms of the subscription letters.

(g) A voting exclusion statement is included in the Notice for Resolution 1.

3.5 Board Recommendation

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

4 Resolution 2 – Approval to issue 98,411,602 Options

4.1 Background

On 3 June 2025, the Company announced it had received binding commitments for a placement of 98,411,602 new Shares at an issue price of $0.0058 per Share (**June 2025 Placement**) with 1 free attaching Option (exercisable at $0.01 each and expiring three (3) years from the date of issue) for 1 Share subscribed for under the June 2025 Placement.

The June Placement Options are subject to Shareholder approval.

Resolution 2 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of June Placement Options to investors in the June 2025 (and/or their respective nominee(s)) Placement.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available 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.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, then the issue of options will not proceed.

4.4 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:

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(a) The June Placement Options to be issued under Resolution 2 will be issued to participants in the June 2025 Placement (and/or their respective nominee(s)).

(b) The maximum number of June Placement Options that the Company may issue under Resolution 2 is 98,411,602.

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

(d) The June Placement Options have an exercise price of $0.01 each and expire 3 years from the date of issue. The terms and conditions of the August Placement Options are detailed in Schedule 2.

(e) The June Placement Options will be issued for nil cash consideration, as they will be issued on a free attaching basis to the August Placement Shares and no funds will be raised from the issue of the August Placement Options.

(f) The June Placement Shares were issued under subscription letters to participants in the June 2025 Placement. The June 2025 Placement Shares were issued at an issue price of $0.0058 per Share with every investor receiving one free attaching option for every one share subscribed. There were no other material terms of the subscription letters.

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

4.5 Board Recommendation

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

5 Resolution 3 – Approval to issue 12,481,261 Options

5.1 Background

On 6 March 2025, the Company announced that it had entered into several short term loan agreements with various lenders to borrow $160,000 (**February Loan Agreements**). The Company offered the lenders one free attaching Option for every two Shares issued on conversion of the loan amounts with an expiry date of 12 months from issue and an exercise price of a 25% premium to the conversion price of the shares.

The loans were converted into shares on 8 August 2025 as approved by shareholders at the Annual General Meeting held on 8 May 2025, Resolution 22. The options **(Loan Options**) which were to be issued on the basis of one option for every two new shares were not issued.

The issue of Loan Options is subject to Shareholder approval.

Resolution 3 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of the Loan Options to lenders under the February 2025 Loan Agreements (and/or their respective nominee(s)).

Resolution 3 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.

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

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, then the issue of options will not proceed

5.4 **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 Loan Options to be issued under Resolution 3 will be issued to lenders under the February 2025 Loan Agreements (and/or their respective nominee(s)), namely;

Scintilla Strategic Investments Limited
Asaf Amber
Geoffrey Leigh Saffer & Rachel Saffer <Saffer Superfund A/C>
Chao Zhang
Beirne Trading Pty Ltd
DSL Trading Company Pty Ltd
Riya Investments Pty Ltd

(b) The maximum number of June Placement Options that the Company may issue under Resolution 3 is 12,481,261.

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

(d) The Loan Options have an exercise price of $0.0105 each and expire 1 year from the date of issue. The terms and conditions of the Loan Options are detailed in Schedule 2.

(e) The Loan Options will be issued for nil cash consideration, as they will be issued on a free attaching basis to the Loan Settlement Shares and no funds will be raised from the issue of the Loan Options.

(f) The Loan Settlement Shares were issued under subscription letters to participants when the loans were converted in August 2025. The Loan Settlement Shares were issued at an issue price of $0.0105 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 3.

5.5 **Board Recommendation**

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

6 Resolution 4 – Approval to issue 14,870,691 Options

6.1 **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 (**April Loan Agreements**). The Company offered the lenders one free attaching Option for every one Share issued on conversion of the loan amounts with an expiry date of 12 months from issue and an exercise price of $0.01.

The issue of April Loan Options is subject to Shareholder approval.

Resolution 4 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of the April Loan Options to lenders under the April 2025 Loan Agreements (and/or their respective nominee(s)).

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.

6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, then the issue of options will not proceed

6.4 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 April Loan Options to be issued under Resolution 4 will be issued to lenders under the April 2025 Loan Agreements (and/or their respective nominee(s)), namely;

McQuarters Pty Ltd <McQuarters Superannuation Fund>
Blackstar Capital Holdings Pty Ltd
Riya Investments Pty Ltd

(b) The maximum number of June Placement Options that the Company may issue under Resolution 4 is 14,870,691.

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

(d) The April Loan Options have an exercise price of $0.01 each and expire 1 year from the date of issue. The terms and conditions of the April Loan Options are detailed in Schedule 2.

(e) The April Loan Options will be issued for nil cash consideration, as they will be issued on a free attaching basis to conversion shares attached to the April Loan Agreement and no funds will be raised from the issue of the April Loan Options.

(f) The Loan Settlement Shares were issued under subscription letters to participants when the loans were converted in August 2025. The Loan Settlement Shares were issued at an issue price of $0.01 per Share with every investor receiving one free attaching option for every one share subscribed. There were no other material terms of the subscription letters.

(g) A voting exclusion statement is included in the Notice for Resolution 4.

6.5 Board Recommendation

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

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7 Resolution 5 – Approval to issue 10,000,000 Options

7.1 Background

On 2 April 2024, the Company announced that it had entered into a short term loan agreement with the Chairman to borrow $250,000 (**March 2024 Agreement**). Under the Agreement the Company was to provide a facility fee of 10,000,000 options (after share consolidation) with an exercise price of $0.03 and an expiry date three years from date of issue. The options were outlined in an Appendix 3B on 2 April 2024, but were never issued.

The issue of the March 2024 Options is subject to Shareholder approval.

Resolution 5 seeks Shareholder approval pursuant to and in accordance with Listing Rule 10.11 (and for all other purposes) for the issue of the March 2024 Options to the lender under the March 2024 Loan Agreement (and/or their respective nominee(s)) .

Resolution 5 is an ordinary resolution.

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

7.2 ASX Listing Rule Requirements

In accordance with Listing Rule 10.11 Shareholder approval is (subject to certain exceptions) required for the issue of securities to a related party of the Company.

Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 201 to 216 of the Corporations Act.

The issue of the March 2024 Options to the Director constitutes giving a financial benefit and the Director is a related party of the company by virtue of being a director.

The directors (other than Mr John Houston) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Shares because the agreement to issue the March 2024 Options is considered reasonable in the circumstances and was considered on an arm's length basis.

Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

(a) a related party (Listing Rule 10.11.1);
(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);
(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5), unless it obtains the approval of its shareholders (subject to certain exceptions in Listing Rule 10.12).

It is the view of the Directors that the exceptions detailed in Listing Rule 10.12 do not apply in the current circumstances. Accordingly, the issue of the Related Party Options requires Shareholder approval under Listing Rule 10.11.

To this end, Resolution 5 seeks Shareholder approval for the issue of the March 2024 Options for the purposes of Listing Rule 10.11.

If Resolution 5 is passed, the issue of Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 5 is not passed the March 2024 Options will not be issued and the Company will consider a cash payment in lieu.

7.3 Specific information required by Listing Rule 10.5

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 10.13:

The March 2024 Options to be issued under Resolution 5 will be issued to the lender under the March 2024 Loan Agreement (and/or their respective nominee(s)), namely, Jf Houston Holdings Pty Ltd <The Houston Family A/C> and The Bimm Corporation Pty Ltd <The FJ Fund A/C>

(a) The person named falls into category 10.11.1, a related party as the lenders noted above are controlled by a Director of the Company, John Houston.

(b) The maximum number of March 2024 Options that the Company may issue under Resolution 5 is 10,000,000.

(c) The March Loan Options will be issued no later than one month following the date of the Meeting.

(d) The March 2024 Options have an exercise price of $0.03 each and expire 3 years from the date of issue. The terms and conditions of the March 2024 Options are detailed in Schedule 2.

(e) The March 2024 Options will be issued for nil cash consideration, as they will be issued as consideration for a loan facility of $250,000 provided by entities associated with the Chairman, Mr John Houston.

(f) The loan facility is unsecured, has an interest rate of 9% above the NAB reference rate, and had a term of one year.

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

7.4 Board Recommendation

The Directors, other than the Chairman John Houston, recommend that Shareholders vote in favour of Resolution 5.

8 Resolutions 6 and 7 – approval for issue of shares to related parties in lieu of directors' fees

8.1 General

The Company has agreed, subject to obtaining Shareholder approval to issue Shares at a deemed issue price of $0.01 per Share to Mr George Su and Mr Colin Turner (together, the **Related Parties**):

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a) 13,000,000 Shares ($130,000) to Mr George Su (or his nominee); and

b) 13,000,000 Shares ($130,000) to Mr Colin Turner (or his nominee),

(together, the **Related Party Shares**), in lieu of directors' fees payable to the Related Parties as at 31 March 2026.

Resolutions 6 and 7 seek Shareholder approval for the issue of the Related Party Shares.

8.2 Director Recommendation

Mr Su and Mr Turner have a material personal interest in the outcome of Resolutions 6 and 7 on the basis that the Related Parties (or their nominees) are to be issued Shares should Resolutions 6 and 7 be passed.

The non-participating Chairman recommends that shareholders approve the issue of shares in lieu of directors fees as this will preserve the cash resources of the Company.

8.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

c) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

d) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Related Party Shares to the Related Parties (or their nominees) constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being Directors.

The Director (other than the Directors who have a material personal interest in each relevant Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Shares because the agreement to issue the Related Party Shares in lieu of directors' fees payable to the Related Parties as at 31 October 2025 is considered reasonable remuneration in the circumstances and is commendurate with non-executive directors fees for a Company this size.

8.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Related Parties fall within Listing Rule 10.11.1 and the issue does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6 and 7 the required Shareholder approval for the issue of the Related Party Shares under and for the purposes of Listing Rule 10.11.

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

If Resolutions 6 and 7 are passed, the Company will be able to proceed with the issue of the Related Party Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Related Party Shares and instead will be required to pay the Related Parties, an equivalent amount in cash, therefore decreasing the cash available for the Company to progress its announced business objectives.

8.6 **Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 6 and 7:

e) the Shares will be issued to the Related Parties and will be comprised of the following:

(a) 13,000,000 Related Party Shares, with the Shares valued at $130,000 to Mr George Su (or his nominee) pursuant to Resolution 6; and

(b) 13,000,000 Related Party Shares, with the Shares valued at $130,000 to Mr Colin Turner (or his nominee) pursuant to Resolution 7,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of the Related Parties each being a Director.

f) the maximum number of Related Party Shares to be issued is 26,000,000 Related Party Shares (being the nature of financial benefit proposed to be given) and will be allocated in the proportions set out above;

g) the Related Party Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Related Party Shares will occur on the same date;

h) the Related Party Shares will be issued in lieu of directors' fees payable to each of the Related Parties which remain outstanding for the period ending 31 October 2025;

i) the deemed issue price of the Related Party Shares is $0.01 (the VWAP over the service period), representing the closing price of the Company's Shares on 20 February 2026;

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j) the Shares will be fully paid ordinary shares in the capital of the Company and be issued on the same terms and conditions as the Company's existing fully paid ordinary shares;

k) the total remuneration package for each of the Directors in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Financial Year Ending 31 December 2026	Financial Year Ended 31 December 2025	Accrued but not paid as at 31 March 2026
George Su	$40,000	$40,000	$130,000
Colin Turner	$40,000	$40,000	$130,000

Notes:

l) the Related Party Shares are not being issued under an agreement;

m) voting prohibition and exclusion statements are included in Resolutions 6 and 7 to the Notice.

9 Resolution 8 – Approval to issue 144,736,842 Options

9.1 Background

On 23 January 2026, the Company announced that it had raised $1.1 million via the issue of 144,736,842 shares at $0.0076 per share, together with one free attaching option for every new share subscribed.

The placement options are subject to shareholder approval and will be exercisable at $0.02 per share and expiry date 3 years from date of issue.

Resolution 8 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of the placement options.

Resolution 8 is an ordinary resolution.

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

9.2 Listing Rule 7.1

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

9.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, then the issue of options will not proceed.

9.4 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 8 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) The Loan Settlement Shares to be issued under Resolution 8 will be issued to lenders under the April 2025 Loan Agreements (and/or their respective nominee(s)) who have accepted the offer to be issued Shares in lieu of Options under the April 2025 Loan Agreements.

(b) The maximum number of Placement Options that the Company may issue under Resolution 8 is 144,736,842

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

(d) Placement Options have an exercise price of $0.02 each and expire 3 years from the date of issue. The terms and conditions of the Placement Options are detailed in Schedule 2.

(e) The Placement Options will be issued for nil cash consideration, as they will be issued as free attaching options to the share placement announced on 23 January 2026.

(f) A voting exclusion statement is included in the Notice for Resolution 8.

9.5 Board Recommendation

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

10 Resolution 9 – Approval to issue 8,684,211 Options

10.1 Background

On 23 January 2026, the Company announced that it raised $1.1 million (see section 9.1 above).

Oakley Capital Pty Ltd acted as lead manager to the capital raise and as part consideration will receive 0.6% of the shares and 0.6% of the options to be issued. This amounts to 8,684,211 shares and 8,684,211 options.

Resolution 9 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 8,684,211 Broker Options.

Resolution 9 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 9.

10.2 Listing Rule 7.1

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

10.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

10.4 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 Options to be provided under Resolution 9 will be issued to Oakley Capital Pty Ltd.

(b) The maximum number of Placement Options that the Company may issue under Resolution 9 is 8,684,211.

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

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(d) Broker Options have an exercise price of $0.02 each and expire 3 years from the date of issue. The terms and conditions of the Placement Options are detailed in Schedule 2.

(e) The Placement Options will be issued for nil cash consideration, as they will be issued as part remuneration for lead manager services.

(f) The terms of the mandate signed with the broker Oakley Capital Pty Ltd are outlined in Schedule 3.

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

10.5 **Board Recommendation**

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

11. RESOLUTION 10 – APPROVAL TO ISSUE SHARES

11.1 General

See commentary in section 10.1

As summarised in Section 27.2, 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 shares it had on issue at the start of that period.

The proposed issue of Broker Shares pursuant to the Capital Raising does not fall within any of these exceptions. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue of the Broker Shares.

11.2 Technical information required by Listing Rule 14.1A

The issue of Shares pursuant to the Capital Raising does not fall within any of the exceptions set out in Listing Rule 7.2 and whilst the number of Shares may not exceed the 15% limit in 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 Shareholder approval under Listing Rule 7.1.

To do this, the Company is asking Shareholders to approve the issue of the Broker Shares pursuant to the Capital Raising under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue equity securities without Shareholder approval set out in Listing Rule 7.1.

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

11.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

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(a) the Shares will be issued to Oakley Capital Pty Ltd

(b) the maximum number of Shares to be issued is 8,684,211. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(c) the shares will be issued at a deemed price of $0.0076 per share

(d) the Shares will be issued no later than 3 months after the date of the Meeting

(e) No consideration will be received for the Broker Shares as they are to be issued as part remuneration for lead manager services to the capital raise.

(f) The terms of the mandate signed with the broker Oakley Capital Pty Ltd are outlined in Schedule 3.

11.4 Voting exclusion

A voting exclusion applies to this resolution.

11.5 Board Recommendation

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

12 Resolution 11 – Approval to issue up to $3,000,000 worth of Shares

12.1 Background

Resolution 11 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 be $0.0076 (**Proposed Share Issue Price**).

The proposed allottees of the Proposed Share Issue under Resolution 11 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 QuantumAI Secure platform and, 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 and the QuantumAI Acquisition.

Resolution 11 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 11.

12.2 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 11 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.

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If Resolution 11 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.

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

The following information in relation to Resolution 11 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) No shares will be issued to any prospective shareholder to the extend that it would take that shareholder to a holding of greater than a 20% interest in the equity securities of the Company

(c) The maximum number of Proposed Shares to be issued is up to 394,736,842 shares.

(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 $0.0076.

(g) Refer to Section 12.1 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 11.

12.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 11.

13 Resolution 12 – Approval to issue Convertible Note Shares

13.1 **Background**

On 2 January 2025 the Company announced that the Chairman had provided a loan of $750,000 to the Company (ASX announcement 2 January 2025). The loan was repayable on 31 December 2025, but has been extended by agreement to 31 March 2026.

The loan was convertible and secured, subject to shareholder approval. The conversion price under the agreement is the lower of:

(a) A 50% discount to the 5 day VWAP ending on the first Advance Date; and

(b) A 50% discount to the 5 day VWAP ending on the conversion date.

The Chairman has assigned the loan to a number of unrelated third parties who are sophisticated s708 investors and clients of Oakley Capital Pty Ltd. The 5 day VWAP ending on the first Advance Date was $0.01. Under the assignment the Security for the loan has been cancelled and no security interest has been assigned.

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Resolution 12 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 $750,000 divided by the Convertible Note share issue price (**Convertible Note Shares**), being the lower of:

(a) $0.005; and

(b) A 50% discount to the 5 day VWAP ending on the conversion date.

Resolution 12 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 12.

13.2 **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 this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, the convertible note will need to be repaid together with outstanding interest.

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

The following information in relation to Resolution 12 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) The Convertible Note Shares will be issued to;

Convertible note holders who are not related parties of the Company.

(b) The maximum number of Convertible Note Shares to be issued is up to that number of Shares which, when multiplied by the Convertible Note Share Issue Price, equals $750,000.

(c) The table below shows examples of the number of shares which would be issued (if Shareholders approve this Resolution 12) at alternative issue prices (which cannot be greater than $0.005):

Issue Price ($ per Share)	Number of Proposed Shares
0.025	300,000,000
0.005	150,000,000

(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 at the lower of:

(a) $0.005; and

(b) A 50% discount to the 5 day VWAP ending on the conversion date.

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(g) **Example 1:** Using the current Share price of $0.01 at the time of preparing the Notice as being equivalent to the five (5) Trading Day VWAP for illustration purposes, the issue price will be $0.005. Accordingly, the total number of Shares that may be issued pursuant to Shareholder approval for this Resolution 12 would be 150,000,000 Shares.

Example 2: If the five (5) Trading Day VWAP is decreased by 50% which is equal to $0.0025, the issue price will be 300,000,000 Shares.

Potential Dilution Effect:

	Example no. of Shares issued under Resolution 12	Total no. of Shares on issue post issue of Shares (including Resolution 12)	Dilution Factor*
a	150,000,000	988,632,559	15.02%
b	300,000,000	1,148,653,559	26.12%

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

(h) No shares will be issued in the event it takes any prospective shareholder to a holding of greater than 19.9% interest in the securities of the Company.

(i) The Convertible Note shares are convertible at the election of the noteholder.

(j) On issue of the shares, the debt of $750,000 will be extinguished.

(k) A voting exclusion statement is included in the Notice for Resolution 12.

13.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 12.

14 Resolution 13 – Approval to issue Convertible Note Shares

14.1 Background

On 29 May 2024 and 27 June 2024 the Company entered into a convertible note agreement borrowing amounts of $150,000 and $25,000 respectively.

The termination date of the facility was 1 November 2025 which was subsequently extended by agreement to 31 March 2026.

The conversion price is $0.01 per share. Resolution 13 seeks approval for the issue of 17,500,000 shares in the event the note is converted before 31 March 2026.

Resolution 13 is an ordinary resolution.

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

14.2 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.

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If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit 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 the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

14.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 12 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) The Convertible Note Shares will be issued to;

Convertible note holder who are is related a related party of the Company.

(b) The maximum number of Convertible Note Shares to be issued is 17,500,000.

(c) 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.

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

(e) The issue price per Proposed Share will be $0.01.

(f) The Convertible Note shares are convertible at the election of the noteholder.

(g) On issue of the shares, the debt of $175,000 will be extinguished.

(h) 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.

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Schedule 1

Definitions

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

$ means Australian Dollars.

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.

August 2024 Placement has the meaning given in Section 16.1.

August Settlement Shares has the meaning given in Section 16.1.

August Settlement Share Issue Price has the meaning given in Section 16.1.

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.

February Loan Agreements has the meaning given in Section 18.1.

June 2025 Placement has the meaning given in Section 17.1.

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.

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.

Oakley Capital means Oakley Capital Partners Pty Limited.

Option means an option to acquire a Share.

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.

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Schedule 2

Terms and Conditions of 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:

Resolution	Number of Options	Exercise Price	Expiry Date
1	9,916,017	$0.03	30 months from date of issue
2	98,411,602	$0.01	3 years from date of issue
3	12,481,261	$0.008	1 year from date of issue
4	14,870,691	$0.01	1 year from date of issue
5	10,000,000	$0.03	3 years from date of issue
8	144,736,842	$0.02	3 years from date of issue
9	8,684,211	$0.02	3 years from date of issue

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.

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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:

(a) 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;

(b) 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

(c) 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

(a) 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, with the exception of Resolution 2.

15 **Transferability**

The Options are not transferable.

16 **Options to be recorded**

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

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Schedule 3 – Oakley Capital Broker Mandate

A Fees

1. Mandate signed on 31 October 2024 with Oakley Capital Partners Pty Limited.

2. As consideration for providing the Services, the Company agrees to pay Oakley Capital:
a) $20,000 per month for corporate advisory services (**Monthly Retainer Fee**), with half ($10,000) payable in cash and half in shares (the shares component to be issued upfront in quarterly intervals, @ 20% discount to 10-day VWAP). The Monthly Retainer Fee is to be invoiced in advance (at the beginning of each month), with the cash component payable only after a minimum of $350,000 has being raised.
b) 6% of the Gross Proceeds (**Capital Raising Fee**), payable in cash
c) **Broker Shares and Options**: The Company agrees to issue Oakley Capital (or its nominees) broker shares and options on a 1:1 ratio as part of the **Capital Raising Fee**, with the quantity of shares to be agreed at the time of each raise (but to be valued at no less than 6% of the Gross Proceeds raised) payable out of the proceeds received by Oakley Capital under this engagement. In this agreement, "**Gross Proceeds**" means the gross amount raised under any Proposed Transaction.

B) i) 25 million **Sign-on Shares** to be issued 10 days following completion of the upcoming share consolidation; and 25 million **Sign-on Options** (same terms as the upcoming entitlement issue options) to be issued at a general meeting to be called within 60 days of the new options class being created.
ii) 20 million Milestone Shares to be issued within 2 days of a cumulative $750,000 being raised by Oakley (with 1:1 options – same terms as Entitlement Options)
iii) 30 million Transaction Shares to be issued within 7 days of a corporate transaction (as covered by the Transaction Mandate) being announced by the Company that was introduced directly or indirectly by Oakley (with 1:1 options – same terms as Entitlement Options).

3. Other clauses which are customary for agreements of this nature.

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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

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Sunday, 5 April 2026.**

TO APPOINT A PROXY ONLINE

STEP 1: VISIT https://www.votingonline.com.au/cdegm2026

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 (AEST) on Sunday, 5 April 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/cdegm2026

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 General Meeting of the Company to be held as a virtual meeting **on Tuesday, 7 April 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 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 9,916,017 options	☐	☐	☐	**Res 8**	Approval to issue 144,736,842 Options	☐	☐	☐
Res 2	Approval to issue 98,411,602 Options	☐	☐	☐	**Res 9**	Approval to issue 8,684,211 Options	☐	☐	☐
Res 3	Approval to issue 12,481,261 Options	☐	☐	☐	**Res 10**	Ratification of issue of 8,684,211 Shares	☐	☐	☐
Res 4	Approval to issue 14,870,691 Options	☐	☐	☐	**Res 11**	Approval to issue up to $3,000,000 worth of Shares	☐	☐	☐
Res 5	Approval to issue 10,000,000 Options	☐	☐	☐	**Res 12**	Approval to issue Convertible Note Shares	☐	☐	☐
Res 6	Approval for issue of shares to related party in lieu of directors' fees – Mr George Su	☐	☐	☐	**Res 13**	Approval to issue up to 17,500,000 Convertible Note Shares	☐	☐	☐
Res 7	Approval for issue of shares to related party in lieu of directors' fees – Mr Colin Turner	☐	☐	☐					

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

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