

ASX ANNOUNCEMENT

ASX: CDE | 3rd July 2025

FORMER OPENAI, GOOGLE, WHATSAPP & BINANCE INDUSTRY EXPERTS APPOINTED TO SPEARHEAD INTEGRATION, GROWTH AND SCALE-UP OF QUANTUM.AI (PROPOSED ACQUISITION)

Formation of Strategic Advisory Panel

July 03, 2025 – In conjunction with the agreement to acquire the QuantumAI Secure platform, **Codeifai Limited (ASX:CDE)** is excited to unveil the formation of a Strategic Advisory Panel featuring three renowned industry experts with backgrounds from the most transformative companies in technology: **OpenAI, Google, WhatsApp and Binance**. These distinguished team members bring decades of collective experience and commercialisation success across fintech, AI research, blockchain & cryptocurrency innovation, quantum computing, and global-scale messaging systems.

Their decision to join CDE's advisory panel serves as a strong endorsement of the significant market opportunity and the urgency for secure, quantum-resilient infrastructure in payments and file transfers.

Codeifai's Strategic Advisory Panel consists of:

Toni Timonen – Ex-OpenAI, Member of Technical Team; Google, Engineer (2007-2021)

Toni Timonen (*M.Sc, Theoretical Computer Science & Mathematics*) is a seasoned technology leader and expert in distributed systems, scalability, and reliability engineering. With a track record of solving complex technical and organizational challenges, he was one of the early engineers at OpenAI, was instrumental in driving exponential user growth for Google's various services, has advised Fortune 500 companies on AI and system architecture, and driven infrastructure transformation at successful start-up companies. Toni has played a critical role in scaling tech company systems, transforming them from startup-grade to become enterprise-grade allowing massive rapid growth. He will lead advisory efforts on expanding Codeifai's AI-driven quantum computing based strategies, helping the company improve reliability and scalability of its platform and systems.

Helen Chen – Ex-WhatsApp Inc, Head of Product Strategy (2015-2019)

Helen Chen (*MBA, Stanford*) played a central role in scaling and monetising WhatsApp's messaging infrastructure to billions of users. Helen launched WhatsApp's business products, an API for large enterprises and an Android app for small businesses. In 2 years after launch, 50 million businesses were using WhatsApp commercial messaging.

Helen was hired as the second full time business/growth/product person at WhatsApp. She served

as the lead for product growth, where she drove all organic new user sign-ups, boosted user engagement and maintained industry-level high user retention. Helen helped the app reach over 1 billion people.

With her deep understanding of driving user growth, Helen will provide critical guidance in expansion and B2B and B2C roll-out of Codeifai's QuantumAI Secure platform.

Marcel Thies – Ex-Binance, Country Lead (Germany, Austria, Switzerland), until 2022

Marcel Thies (*International Finance Policy, Regulation, Transactions, Harvard Law*) is an accomplished executive in the cryptocurrency and blockchain sectors, specializing in go-to-market strategy, business development, and regulatory compliance. He has held key leadership roles at prominent firms such as Binance, where he established the company's presence in Germany and Austria, and at Qredo, where he integrated regulated services into its non-custodial crypto custody platform. Additionally, Thies co-founded Wombat, a Web3 gaming wallet that grew to over 4 million users. His expertise encompasses blockchain technology, decentralized finance (DeFi), and compliance with regulations like MiFID II, AMLD, and MiCA.

Strategic Vision and Growth

With the acquisition and Advisory Board in place, Codeifai is initiating a multi-phase roadmap that includes:

- **Quantum-AI Fusion:** Combining the predictive power of AI with the security of quantum systems to create intelligent, adaptive platforms.
- **Product Expansion:** Launching a new suite of AI-driven, quantum-secure products for finance, identity verification, and smart contracts.
- **Partnership Development:** Forming strategic alliances with institutions and research labs focused on emerging technologies.
- **Complementary Acquisitions:** Identifying and acquiring synergistic startups that align with Codeifai's long-term mission.

The Advisory Board will work closely with the executive team to oversee the integration of the new platform, ensure agile go-to-market execution, and guide the company through this exciting growth phase.

"Bringing this level of talent together in one room is a game-changer," said John Houston, CEO of Codeifai Limited. "Each advisor has operated at the highest level in their respective fields and has helped build systems that billions rely on daily. Their insights will shape how we integrate this transformative QuantumAI Secure technology and scale it rapidly across markets on a global scale."

Remuneration

Standard industry day rates will be paid to the advisory panel members.

Additionally, (subject to future shareholder approval) each member will be awarded 800,000 options (vesting on the members' 6 month employment anniversary at the Company):

- 200,000 options exercisable at \$0.15, expiring 12 months from issue
- 200,000 options exercisable at \$0.20, expiring 12 months from issue
- 200,000 options exercisable at \$0.25, expiring 12 months from issue
- 200,000 options exercisable at \$0.30, expiring 12 months from issue

Option terms are detailed below.

About Codeifai Limited

Founded in Australia, **Codeifai Limited** is a forward-thinking technology company at the intersection of Artificial Intelligence, Quantum Computing, and cybersecurity. Through visionary leadership and strategic innovation, Codeifai is building intelligent infrastructure for the future—where privacy, scalability, and performance converge to empower a new digital economy.

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

This announcement has been authorised by the Board of Codeifai Limited.

Ends.

For further information please contact:

CDE investor enquiries

investors@codeifai.com

Terms of options

- (a) Each Option will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Codeifai Limited (**Company** or **CDE**) (subject to possible adjustments referred to in paragraphs (j), (k) and (l) below).
- (b) Each Option is exercisable at any time before 5:00pm Australian Central Standard Time (ACST) being 12 months from the date of issue and in any case no later than 3 July 2026 (**Expiry Date**).

Options not exercised by that time will lapse.

- (c) The exercise price of each Option is variable as detailed below (**Exercise Price**), vesting on the commencement of the engagement:
 - 200,000 options exercisable at \$0.15, expiring 12 months from issue
 - 200,000 options exercisable at \$0.20, expiring 12 months from issue
 - 200,000 options exercisable at \$0.25, expiring 12 months from issue
 - 200,000 options exercisable at \$0.30, expiring 12 months from issue
- (d) Options are exercisable by completing and delivering an Exercise Notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all the Options may be exercised at any one time or times prior to the Expiry. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company at that time.
- (g) The Company will not seek to have the Options admitted to the official list of ASX and the Options will not be listed on ASX. If the Company is still admitted to the ASX's official list at the time of exercise, the Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by ASX.
- (h) Each Option will not be freely transferable at any time before the Expiry Date.
- (i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.
- (j) If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares:
 - (i) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.

- (k) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
- (l) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.