



Update Summary

Entity name

CODEIFAI LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

Wednesday November 20, 2024

Reason for the update

The 150m shares issued to Oakley on 19/11/2024 was in lieu of a cash a payment in relation to the facilitation and negotiation of a November 2024 Loan Facility. The issue of 150m shares to Oakley was not the sign on shares which are subject to shareholder approval. The Invoice from Oakley Capital for 150k to facilitate a Loan in November 2024 is contemplated in the Mandate signed and announced on October 31st whereby Oakley has agreed to support the Companys funding requirements.

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

CODEIFAI LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ACN

Registration number

108649421

1.3 ASX issuer code

CDE

1.4 The announcement is

Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

The 150m shares issued to Oakley on 19/11/2024 was in lieu of a cash a payment in relation to the facilitation and negotiation of a November 2024 Loan Facility. The issue of 150m shares to Oakley was not the sign on shares which are subject to shareholder approval. The Invoice from Oakley Capital for 150k to facilitate a Loan in November 2024 is contemplated in the Mandate signed and announced on October 31st whereby Oakley has agreed to support the Companys funding requirements.

1.4b Date of previous announcement to this update

19/11/2024

1.5 Date of this announcement

20/11/2024



Part 2 - Type of Issue

2.1 The +securities to be quoted are:

Other

Please refer to the response to Q2.3d for further information about the type of securities to be quoted and the circumstances of the issue.

2.2 The +class of +securities to be quoted is:

Additional +securities in a class that is already quoted on ASX ("existing class")

2.3c Have these +securities been offered under a +disclosure document or +PDS?

No

2.3d Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

The issue of 150m shares was in relation to the payment of an invoice, received by the Company on 14 November 2024, in lieu of cash payment. The agreement to issue the 150m shares in lieu of cash was agreed by the Company on 19 November 2024, being the same date the shares were issued.

2.4 Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



Part 3B - number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities to be quoted in an existing class

ASX +security code and description

CDE : ORDINARY FULLY PAID

Issue date

19/11/2024

Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Issue details

Number of +securities to be quoted

150,000,000

Are the +securities being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

For payment in relation to the fee agreement

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.001000

Any other information the entity wishes to provide about the +securities to be quoted

Shares issued under the fee agreement with Oakley Capital Partners Pty Limited

The purpose(s) for which the entity is issuing the securities

Other

Please provide additional details

150 million shares issued to Oakley Capital Partners Pty Limited.

Part 4 - Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
CDE : ORDINARY FULLY PAID	2,791,294,802

4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
CDEAD : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	502,560,000
CDEAJ : CONVERTIBLE NOTES	1,000,000
CDEAI : OPTION EXPIRING 16-JAN-2026 EX \$0.005	200,000,000
CDEAH : PERFORMANCE RIGHTS	38,705,140



Part 5 - Other Listing Rule requirements

5.1 Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

150,000,000

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No