ASX ANNOUNCEMENT

ASX: CDE | 30th January 2026

Shareholder approval received to acquire QuantumAI Secure

- **QuantumAI Secure acquisition approved at December 8th 2025 EGM**
- **Q4 2025 sees revenue increase of 22% on PcP and decrease of 17% from Q3**
- **EGM held December 8th with all resolutions passed**
- **Q4 focus was upon the QuantumAI Secure acquisition expected to be completed soon**

Codeifai Limited (ASX: CDE) a growing disruptor in the AI, quantum-security, secure fund, file transfer and QR code solution space presents highlights of activities for the quarter ended 31st December 2025 (Q4 2025).

Net cash used in operating activities in Q3 2025 of $456k was decrease of 19% on the previous Quarter (Q3 2025), as the Company demonstrates continued cash management.

Revenue of $138k in the quarter is a 22% increase on the PcP and 17% decrease over Q3 2025 and pleasingly revenue Year to end Q4 2025 is 28% higher than the same period last year.

CDE preparing to close the acquisition of the QuantumAI Secure platform:

- Quantum Secured Payments and BNPL offering
- Quantum Secured File Transfers
- Quantum Encrypted end to end Communications

Developed by Credissential Inc, a Canadian registered financial technology Company listed on the CSE (WHIP.CNQ), the platform is a Quantum Secure next-generation platform for extremely secure payments, file transfers, and digital communications that integrates proprietary Post-Quantum Cryptography (PQC) with AI-optimised encryption architecture.

The system is designed from the ground up to withstand both classical and quantum computational threats and operates as a self-service SaaS platform.

While most existing financial and communications systems rely on encryption vulnerable to quantum decryption (such as RSA or ECC), QuantumAI Secure employs quantum-resistant algorithms, including lattice-based cryptography and hash-based signature schemes - technologies recommended by NIST's post-quantum standardisation project.

QuantumAI Secure's innovation doesn't stop at cryptographic resilience. QuantumAI Secure also uses AI-driven anomaly detection to identify threats in real-time, learning and adapting to potential quantum-assisted attack patterns as they evolve. QuantumAI will incorporate agentic AI to its offering allowing for efficiency, speed and useability to its customers.

Key Features and Applications:

Quantum-Secure Payments Gateway: Enables banks, fintechs, and payment processors to adopt payment infrastructure that resists retroactive decryption - even by quantum-computer equipped adversaries.

Quantum-Secure File Transfer Gateway: Ensures highly sensitive documents (financial contracts, IP, health records) remain confidential across time horizons.

Quantum-Secure Messaging and Communication Protocols: Provides quantum-hardened alternatives to conventional secure messaging apps and collaboration platforms.

Plug-and-Play Compatibility: Designed to integrate with existing enterprise APIs and financial platforms, including Buy Now Pay Later (BNPL) gateways and cryptocurrency payment portals, enabling smooth migration paths toward quantum readiness.

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Codeifai's Strategic Advisory Panel features four highly skilled industry experts from some of the most transformative companies in technology: Nvidia, OpenAI, Google, WhatsApp and Binance:

Rafael Possas – Nvidia, AI Machine Learning
Toni Timonen – OpenAI, Member of Technical Team
Helen Chen – WhatsApp Inc, Head of Product Strategy
Marcel Thiess – Binance, Country Lead (Germany, Austria, Switzerland)

These distinguished advisory panel 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 Codeifai's panel serves as a strong endorsement of the significant market opportunity and the urgency for secure, quantum-resilient solution with AI capabilities.

The future commercialisation of QuantumAI Secure will largely be driven by this advisory panel.

Expansion of AI Capabilities

Codeifai is pleased to advise that in Q4 2025, the Company continued to explore its strategy of expanding the Company's applied AI capabilities into adjacent, high-value industry use cases that leverage the Company's existing AI, data engineering and commercialisation foundations.

Potential expansion into artificial intelligence (AI) into an adjacent industry application

As part of its ongoing product roadmap, due diligence and customer discussions, the Company is assessing opportunities to extend its AI capability into geospatial and subsurface intelligence workflows, including the processing and interpretation of complex datasets (for example imagery and other sensor-derived datasets) to accelerate decision-making in industrial environments.

Codeifai believes these applications are adjacent to, and leverageable from, its existing QuantumAI Secure platform and development capabilities, and are consistent with the Company's stated strategy of deploying AI in specialised industry contexts through partnerships, product development and targeted M&A.

Market Opportunity

Codeifai is targeting a rapidly growing market suite through its proposed acquisition of antennatransfer, to be rebranded as the QuantumAI Secure platform (urls and final rebranding to be completed in Q1 2026. The closing of the acquisition is subject to satisfactory final technical Due Diligence expect to be completed early in Q1 2026.

Market sizes (all in USD):

- **Secure Communications: $33.49 Billion (2024), growing to $85 Billion by 2032[1]**
- **QR Code Payments: $15.95 Billion (2025), growing to $73 Billion by 2035[2]**
- **Buy Now Pay Later: $560 Billion (2025), growing to $911 Billion by 2030[3]**
- **File Sharing: $14 Billion (2025), growing to $28.7 billion by 2032[4]**

GS1 Digital Link integration into ConnectQR

During Q4 2025, CDE made key additions to the GS1 Digital Link functionality on the ConnectQR platform, including important sign on improvements.

Corporate

Following the close of Q4, the Company received commitments to raise $1.1m in equity which is was settled in January 2026.
As of 31st December 2025, the Company held 995k in cash and cash equivalents.
During the quarter the Company made payments of $153k to related parties and their associates. This comprised payments related to the CEO/Chairman's past salary and expense reimbursements.
The Company recruited a Chief Strategy Officer during Q4 2025 but terminated the hire shortly after.

Strategic Review of CDE's Material Science division

CDE's strategic review of its Material Science Division focused on authenticity solutions is ongoing yet delayed and is planned to be concluded in H1 2026.

CDE Executive Chairman and Group CEO John Houston commented:

"Our pivot to the QuantumAI Secure fund and file transfer solution is the first in what we feel is an exciting move into the rapid adoption of CDE's AI and Quantum secured applications. With strong momentum in cash management, sustained high margins, and growing global demand for AI and Quantum secured solutions and the emerging need for such solutions, we believe CDE is well-placed to deliver enhanced shareholder value throughout 2026 and beyond. Our shareholders have indicated strong support for the acquisition of the Credissential platform and expansion into AI and adjacent verticals.

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

Ends.

For further information, please contact:
Investor Relations
Email: investors@codeifai.com

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

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

References:
1. https://www.wiseguyreports.com/reports/secure-communication-market
2. https://www.futuremarketinsights.com/reports/qr-code-payment-market
3. https://www.researchandmarkets.com/report/global-b2c-buy-now-pay-later-market
4. https://www.einpresswire.com/article/803352996/file-sharing-market-to-reach-usd-28-77-billion-by-2032-sees-rapid-growth-amid-surge-in-remote-collaboration-tools

Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

Name of entity

Codeifai Limited

ABN	**Quarter ended ("current quarter")**
68 108 649 421	31 December 2025

Consolidated statement of cash flows		Current quarter $A'000	Year to date (12 months) $A'000
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	138	726
1.2	Payments for		
	(a) research and development	(102)	(476)
	(b) product manufacturing and operating costs	(2)	(32)
	(c) advertising and marketing	(32)	(148)
	(d) leased assets	(39)	(114)
	(e) staff costs	(318)	(1,139)
	(f) administration and corporate costs	(150)	(1,073)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	-	-
1.5	Interest and other costs of finance paid	7	15
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Return of deposits from office rentals	-	-
1.9	Other (Refund from legal deposit)	-	-
1.10	Other (GST/VAT refund)	42	176
1.11	**Net cash from / (used in) operating activities**	**(456)**	**(2,065)**

2.	**Cash flows from investing activities**		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) businesses	-	-

Consolidated statement of cash flows		Current quarter $A'000	Year to date (12 months) $A'000
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	1
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Deposit into an escrow account	-	-
2.6	Other (provide details if material)	-	-
2.7	**Net cash from / (used in) investing activities**	**-**	**1**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	2,923
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(20)	(450)
3.5	Proceeds from borrowings	-	785
3.6	Repayment of borrowings	(52)	(562)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (Corporate Advisory, Research, investor relations, etc.)	-	(14)
3.10	**Net cash from / (used in) financing activities**	**(72)**	**2,682**

Consolidated statement of cash flows		Current quarter $A'000	Year to date (12 months) $A'000
4.	**Net increase / (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	1,524	386
4.2	Net cash from / (used in) operating activities (item 1.11 above)	(456)	(2,065)
4.3	Net cash from / (used in) investing activities (item 2.7 above)	-	1
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(72)	2,682
4.5	Effect of movement in exchange rates on cash held	(1)	(9)
4.6	**Cash and cash equivalents at end of period***	**995**	**995**

* The Company announced a capital raise of $1.1 million on 23 January 2026.

5.	**Reconciliation of cash and cash equivalents** at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	**Current quarter $A'000**	**Previous quarter $A'000**
5.1	Bank balances	995	1,524
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other – Undeposited	-	-
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**995**	**1,524**

6.	**Payments to related parties of the entity and their associates**	**Current quarter $A'000**
6.1	Aggregate amount of payments to related parties and their associates included in item 1	153
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

7.	**Financing facilities** *Note: the term "facility' includes all forms of financing arrangements available to the entity.* *Add notes as necessary for an understanding of the sources of finance available to the entity.*	**Total facility amount at quarter end $A'000**	**Amount drawn at quarter end $A'000**
7.1	Capital raise	-	-
7.2	Loan facilities (including bank overdraft)	2,750	750
7.3	Other (ATM facility)	130	0
7.4	**Total financing facilities**	2,880	750

7.5	**Unused financing facilities available at quarter end**	2,130

76 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

The Company announced a capital raise of $1.1 million on 23 January 2026.

Note to item 7.2 (above)

In Q3 2024 Codeifai signed a Loan Facility Agreement to provide up to $2 million in additional working capital with Harbour Capital Opportunities Fund Pty Limited ("HCOF"). Under the Loan Facility Agreement, Codeifai will be able to draw down $250,000 per month. The funding facility provides the Company with additional financial flexibility to focus on growing revenues from its Self-services SaaS AI analytic driven ConnectQR business. For the purpose of this 4C report, the Company has included the $2m HCOF Loan Facility in calculating available loan facilities as shareholder approval was received at the Company's Annual General Meeting (AGM) dated May 8th 2025.

The company entered into a loan facility with J F Houston Holdings Pty Limited (JFH) for A$750,000 as reported at the last Quarter 4C. Interest is payable on amounts advanced under the facility at a reference NAB facility rate plus 19%. The loan and interest are repayable by CDE in 12 months unless repaid earlier or converted into shares. The facility was extended by the parties until 31 March 2026. At the end of the Quarter $750k has been drawn under the facility.

Note to Item 7.3 (above)

The Company established an "At-The-Market" (ATM) equity-based facility with Dolphin Corporate Investments (DCI) on 2 November 2023, currently capped at 13m shares (just under 5% of the shares on issue post consolidation). The facility's capacity depends on share price and available capacity during the request and option exercise period, fluctuating over time. The Company cannot sell shares above the number of shares issued to DCI at any time which is currently 13m, or request DCI to exercise options above the nominated floor price. DCI may choose to decline or partially exercise options to buy shares.

The ATM is considered a "sold contingent option," activated by the Company and subject to DCI's discretion. To align with Australian Accounting Standards and ensure transparency, the Company has reported ATM facility availability in item 7.3, reflecting conditions precedent for the funding.

8.	**Estimated cash available for future operating activities**	**$A'000**
8.1	Net cash from / (used in) operating activities (item 1.11)	(456)
8.2	Cash and cash equivalents at quarter end (item 4.6)	995
8.3	Unused finance facilities available at quarter end (item 7.5)	2,130
8.4	Total available funding (item 8.2 + item 8.3)	3,125
8.5	**Estimated quarters of funding available (item 8.4 divided by item 8.1)**	6.8

Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.

8.6 If item 8.5 is less than 2 quarters, please provide answers to the following questions:

8.6.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: N/A

8.6.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: N/A

8.6.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: N/A

Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Date: 30 January 2026

Authorised by: The Board of Directors

(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.

3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [*name of board committee – e.g., Audit and Risk Committee*]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.