

Findi Limited

ACN 057 335 672

SECOND SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read together with the prospectus dated 12 February 2026 (**Original Prospectus**) issued by Findi Limited ACN 057 335 672 (**Company**) which was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date as supplemented by the supplementary prospectus issued by the Company dated 27 February 2026 (**First Supplementary Prospectus**) (together with the Original Prospectus, the **Prospectus**).

This Second Supplementary Prospectus is dated 13 March 2026 and was lodged with ASIC on that date under section 719 of the Corporations Act. ASIC and ASX, and their respective officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus should be read together with the Prospectus. All references to "the Prospectus" in this Second Supplementary Prospectus are references to the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. If there is a conflict between the Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus prevails. Terms and abbreviations defined in the Prospectus have the same meanings in this Second Supplementary Prospectus.

The Company has issued an electronic version of this Second Supplementary Prospectus and the Prospectus which may be accessed at <https://investors.findi.co/>.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

2. Purpose

The Company has issued this Second Supplementary Prospectus for the purposes of:

- (a) extending the Closing Date and updating the indicative timetable;
- (b) updating the details of the Offer; and
- (c) in light of the Company's \$25 million placement to institutional investors as announced on 2 March 2026, updating various disclosures in the Prospectus, including in relation to the:
 - (i) Company's Share capital structure;
 - (ii) Company's pro forma financial information;
 - (iii) Nova Global Investment; and
 - (iv) Taurus Capital Engagement Letter.

3. Changes to Prospectus

The Prospectus is amended as below:

Extension of Closing Date

- (a) The Closing Date of the Offer is amended to **Thursday, 19 March 2026**. All references to the Closing Date of the Offer as “Monday, 16 March 2026” are amended to “Thursday, 19 March 2026”.
- (b) The indicative timetable in section 2 of the Prospectus is amended as follows:

The indicative timetable for the Offer is as follows:

Event	Date*
<i>Lodgement of Prospectus with ASIC and ASX</i>	<i>Thursday, 12 February 2026</i>
<i>Opening Date</i>	<i>Thursday, 12 February 2026</i>
<i>Issue of Tranche 1 Placement Shares</i>	<i>Friday, 13 March 2026</i>
<i>Closing Date of Offer</i>	<i>Thursday, 19 March 2026</i>
<i>Issue of Shares pursuant to the Offer</i>	<i>Thursday, 19 March 2026</i>

**Subject to the Corporations Act and ASX Listing Rules, the Company reserves the right to vary these times and dates (other than in respect of events that have already occurred) in its absolute discretion by sending a revised timetable to ASX. All times are references to time in Melbourne, Victoria.*

The Directors, subject to the requirements of the ASX Listing Rules and the Corporations Act, reserve the right to:

- a. *withdraw the Offer without prior notice; or*
- b. *vary any of the key dates set out in this Prospectus, including extending or closing the Offer.*

The Offer

- (c) Section 3.2 of the Prospectus is deleted and replaced as follows:

Sphere Acquisition

*As announced on 21 October 2025, the Company entered into a share sale agreement, as varied by the parties on or around 11 February 2026 (**Share Sale Agreement**) with the shareholders (**Sellers**) of Sphere (For Good) Holdings Pty Ltd ACN 664 179 462 (**Sphere**) to acquire 100% of the issued share capital in Sphere (**Acquisition**).*

Key terms of the Share Sale Agreement were disclosed in section 3.2 of the Company's notice of extraordinary meeting dated 27 November 2025. For ease of reference, the details are also extracted and set out in Section 7.3 in this Prospectus.

The Company held its extraordinary general meeting on 29 December 2025 and obtained the requisite approval to issue the following shares (including the creation and issuing of the new classes of shares):

- (a) *Completion Consideration Shares;*

- (b) *Hold Back Shares;*
- (c) *T1 Earn Out Shares; and*
- (d) *T2 Earn Out Shares,*

(collectively, **Consideration Shares**), which were issued on 12 February 2026.

Placement

On 2 March 2026, the Company announced a \$25 million placement to institutional and sophisticated investors by way of an issue of 35,714,286 new fully paid ordinary shares (**Placement Shares**) at an issue price of 70 cents per share. (**Placement**).

The Placement Shares will be issued in 2 tranches:

- (a) 13,683,143 Placement Shares will be issued under the Company's available placement capacity pursuant to ASX Listing Rule 7.1 and/or 7.1A and is not subject to shareholder approval (**Tranche 1 Placement Shares**); and
- (b) 21,316,857 Placement Shares will be issued, subject to shareholder approval at a general meeting of the Company (**Tranche 2 Placement Shares**).

Mr Nicholas Smedley, a Director of the Company, also intends on participating in the Placement and will be subscribing for up to \$500,000 (equivalent to 714,286 Shares) subject to shareholder approval at a general meeting of the Company (**Director Placement Shares**).

Taurus Capital Group Pty Ltd (**Taurus Capital**) acted as the lead manager in the Placement. As part consideration for acting as the lead manager, the Company has agreed to issue to Taurus Capital:

- 2,000,000 options exercisable at \$0.90 per option within 3 years after the date of issue; and
- 1,000,000 options exercisable at \$1.20 per option within 3 years after the date of issue,

(together, **Taurus Capital Options**). The Taurus Capital Options will be issued subject to Shareholder approval. The key terms of Taurus Capital's engagement are set out in Section 7.4A of this Prospectus.

The primary purpose of this Prospectus is to remove any trading restrictions that may have applied to the Shares issued by the Company without disclosure under Chapter 6D of Corporations Act on or after the date of this Prospectus in accordance with section 708A(11) of the Corporations Act. Accordingly, the Company is seeking to raise a nominal amount under the Prospectus and the purpose of the Prospectus is not to raise capital.

Generally, section 707(3) of the Corporations Act requires a prospectus to be issued for a person to whom securities were issued without disclosure under Part 6D.2 of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a cleansing notice under section 708A(5). The Company is currently unable to issue a cleansing notice as it was suspended from trading for more than 5 business days within the 12 months prior to the issue date of the Shares (including those shares issued pursuant to the Share Sale Agreement).

Section 708A(11) of the Corporations Act provides another exception from the general requirement under section 707(3) to allow for securities issued without disclosure under Chapter 6D of the Corporations Act (including shares) to be sold where:

- (a) the relevant securities are in a class of securities that are quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

This Prospectus has been issued pursuant to section 708A(11)(b)(i) of the Corporations Act to facilitate secondary trading of Shares that have been issued without disclosure to investors under Part 6D.2 of the Corporations Act prior to the Closing Date.

The Company is not issuing Shares under the Offer with the purpose of the persons to whom they are being issued selling or transferring their Shares, or granting, issuing or transferring interests in those Shares within 12 months of the issue but this Prospectus provides them the ability to do so should they wish.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Offer; and
- (b) ensure that the on-sale of Shares (including the Completion Consideration Shares, and Tranche 1 Placement Shares) does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A(11) of the Corporations Act.

Share Capital Structure

- (d) The table in Section 4.1 of the Prospectus is deleted and replaced as follows:

Shares	Shares	Unquoted Options ⁶
Balance as at the date of Prospectus ¹	61,801,221	11,850,295
Completion Consideration Shares ^{2, 6}	2,203,014	-
Accounts Payable Adjustment Consideration Shares ²	46,610	-
Hold Back Shares ^{2,5}	244,779	-

Shares	Shares	Unquoted Options⁶
<i>T1 Earn Out Shares^{2,56}</i>	1,223,896	-
<i>T2 Earn Out Shares^{2, 5}</i>	1,223,896	-
<i>Options³</i>	-	140,243
<i>New Convertible Note Consideration Shares^{2, 5}</i>	189,160	-
<i>Tranche 1 Placement Shares</i>	13,683,143	-
<i>Tranche 2 Placement Shares</i>	21,316,857	-
<i>Director Placement Shares</i>	714,286	-
<i>Taurus Capital Options</i>	-	3,000,000
<i>Shares to be issued under the Offer⁴</i>	1,000	-
<i>Balance after the Offer⁴</i>	102,647,863	14,990,538

Notes:

1. This assumes no existing Options are exercised prior to the Closing Date.
2. These shares were approved at the December 2025 EGM and were issued on 12 February 2026. The "Share Price" applicable to the relevant shares in the Share Sale Agreement was \$1.18.
3. These Options were approved at the December 2025 EGM and were issued on 12 February 2026.
4. This assumes the Offer is fully subscribed and the Tranche 2 Placement Shares, Director Placement Shares and Taurus Capital Options are approved for issue at the Company's extraordinary general meeting.
5. As agreed by the parties to the Share Sale Agreement, the actual number of shares issued for the Completion Consideration Shares, Hold Back Shares, T1 Earn Out Shares and T2 Earn Out Shares was adjusted to account for the issue of the New Convertible Note Consideration Shares.
6. Unquoted Options are comprised of:
 - (i) 120,000 Options expiring 27 February 2029 and exercisable at \$2.50 (FNDAAC);
 - (ii) 175,000 Options expiring on 27 February 2029 and exercisable at \$3.00 (FNDAAD);
 - (iii) 270,000 Options expiring on 27 February 2029 and exercisable at \$3.50 (FNDAAE);
 - (iv) 4,500,000 Options expiring on 6 September 2028 and exercisable at \$0.90 (FNDAAB);
 - (v) 3,000,000 Options expiring on 6 September 2028 and exercisable at \$2.00 (FNDAAB);
 - (vi) 2,235,295 Options expiring on 8 August 2027 and exercisable at \$4.25 (FNDAAI);
 - (vii) 200,000 Options expiring on 15 January 2028 and exercisable at \$0.90 (FNDAAF);
 - (viii) 810,000 Options expiring on 15 January 2028 and exercisable at \$3.00 (FNDAAG); and
 - (ix) 540,000 Options expiring on 15 January 2028 and exercisable at \$6.00 (FNDAAH).

Effect on substantial holders

- (e) Section 4.2 of the Prospectus is deleted and replaced as follows:

Please refer to Section 7.9 for details of the Company's substantial holders.

Upon completion of the Placement, it is expected that:

- Troy Harry will increase his shareholding in the Company from 6,479,091 Shares to 7,479,091 Shares, representing approximately 7.3% of the Shares on issue;*
- Jack Yetiv will increase his shareholding in the Company from 5,770,000 Shares to 19,698,571 Shares, representing approximately 19.2% of the Shares on issue; and*
- John Quinlan will increase his shareholding in the Company from 3,291,028 Shares to 6,148,168 Shares, representing approximately 6% of the Shares on issue.*

Financial effect of the Offer

- (f) Section 4.3 of the Prospectus is deleted and replaced as follows:

After expenses of the Offer of approximately \$15,000, there will no proceeds from the Offer (which, if fully subscribed, is approximately \$1,180). The expenses of the Offer that exceed proceeds of the Offer will be met from the Company's existing cash reserves.

Set out below is the audited balance sheet for the Company as at 30 September 2025, as per the half year report prepared for the half year ended 30 September 2025, and the unaudited and unreviewed pro-forma balance sheet shown below, has been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared on the basis of the following key assumptions (as if they had occurred as at the balance date of 30 September 2025):

- (a) an amount of \$1,180 (before costs) is raised under the Offer;*
- (b) no existing Options are exercised prior to the Closing Date;*
- (c) the Company incurs the costs of the Offers referred to in Section 7.13;*
- (d) the Company completes the Acquisition and incurs the costs related to the transaction; and*
- (e) the Company completes the Placement in full and incurs the costs related to the transaction.*

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	AUDITED 30 Sep 2025 (000')	Post-Sphere and Placement (Unaudited) (000')	Notes	PRO-FORMA 30 Sep 2025 (000')
ASSETS				
Current Assets				
Cash and cash equivalents	19,645	23,549	(a)	43,194

	AUDITED 30 Sep 2025 (000')	Post-Sphere and Placement (Unaudited) (000')	Notes	PRO-FORMA 30 Sep 2025 (000')
<i>Other bank balances</i>	5,235	-		5,235
<i>Trade and other receivables</i>	13,517	123		13,640
<i>Mutual fund</i>	14,385	-		14,385
<i>Other financial assets</i>	2,279	-		2,279
<i>Other current assets</i>	18,182	133		18,315
<i>Current tax asset</i>	5,374	4		5,378
TOTAL CURRENT ASSETS	78,617	23,809	(a)	102,426
Non-Current Assets				
<i>Property, plant and equipment</i>	65,102	8		65,110
<i>Intangible assets</i>	30,850	2,000		32,850
<i>Capital work-in-progress</i>	9,881	-		9,881
<i>Right-of-use assets</i>	28,775	-		28,775
<i>Goodwill</i>	50,485	-		50,485
<i>Other financial assets</i>	30,225	12		30,237
<i>Other non-current assets</i>	6,389	4,000		10,389
<i>Non-current tax assets</i>	-	-		-
TOTAL NON-CURRENT ASSETS	221,707	6,020		227,727
TOTAL ASSETS	300,324	29,828	(a)	330,152
LIABILITIES				
Current Liabilities				
<i>Trade and other payables</i>	18,413	548		18,961
<i>Borrowings</i>	67,878	-		67,878
<i>Lease liabilities</i>	6,875	-		6,875
<i>Other financial liabilities</i>	50,214	7		50,221
<i>Provisions</i>	491	30		521
<i>Other current liabilities</i>	10,190	97		10,287
TOTAL CURRENT LIABILITIES	154,061	683		154,744
Non-Current Liabilities				
<i>Borrowings</i>	30,158	1,100		31,258
<i>Compulsory convertible debentures</i>	34,836	-		34,836
<i>Lease liabilities</i>	24,777	-		24,777
<i>Other financial liabilities</i>	13,064	-		13,064
<i>Provisions</i>	811	26		837
TOTAL NON-CURRENT LIABILITIES	103,646	1,126		104,772
TOTAL LIABILITIES	257,707	1,809		259,516

	AUDITED 30 Sep 2025 (000')	Post-Sphere and Placement (Unaudited) (000')	Notes	PRO-FORMA 30 Sep 2025 (000')
NET ASSETS / (LIABILITIES)	42,617	28,019	(a)	70,636
EQUITY				
Equity share capital	96,510	39,392	(a)	135,902
Other equity	(49,693)	(11,373)		(61,066)
Foreign currency translation reserve	(4,200)	-		(4,200)
TOTAL EQUITY	42,617	28,019	(a)	70,636

Note:

- (a) After \$1.5 million in related costs, on completion, the Placement will result in approximately \$23.5 million in net proceeds.

Copies of documents

- (g) The following documents are added to the details of documents lodged by the Company with ASX since the date of lodgement of the Company's annual financial report lodged on 1 July 2025, as set out in the table in Section 7.2 of the Prospectus:

Date	Description of announcement
10 March 2026	Update - S&P DJI March 2026 Rebalance of the All Ordinaries
6 March 2026	S&P DJI Announces March 2026 Quarterly Rebalance
6 March 2026	Proposed issue of securities – FND
6 March 2026	Market Update - Extraordinary General Meeting
2 March 2026	Strategic Institutional Investment Presentation
2 March 2026	Findi Finalises A\$25 million Institutional Placement
27 February 2027	Supplementary Prospectus
12 February 2026	Findi Completes Acquisition of Sphere

Nova Global Investment

- (h) Section 7.4 of the Prospectus is deleted and replaced as follows:

*The Company, in its announcements on 12 January 2026, 13 January 2026 and 29 January 2026, announced the potential investment by Nova Global Opportunities Fund PCC (**Nova Global**) in TSI (**Nova Investment**).*

The Company notes that, in light of the Placement, the Company has been in negotiations with Nova Global and has ultimately decided not to proceed with the Nova Investment on the terms previously announced to market. However, the Company remains in communications with Nova Global and may proceed with a transaction with Nova Global at some stage in the future.

Taurus Capital Engagement Letter

- (i) A new Section 7.4A is inserted after Section 7.4 of the Prospectus as follows:

7.4A Taurus Capital Engagement Letter

Taurus Capital was engaged by the Company to act as lead manager in the placement.

The key terms of the engagement are set out below:

(a) Term

The engagement will continue until the earlier of:

- (i) 12 months from **the** date of execution; and*
- (ii) until the engagement is terminated by either party.*

(b) Fees and expenses

In consideration of the lead manager services, the Company has agreed to pay to Taurus Capital:

- (i) **Placement Fee:** A placement fee of 6% (plus GST) of the total gross proceeds raised under the Placement, excluding the chairman's list of up to \$2,000,000. The Placement fee is payable by the Company in cash or shares; and*
- (ii) **Taurus Capital Options:** An issue to Taurus Capital (or its nominee) of a total of:*
 - 1. 2 million unlisted options exercisable at 90 cents; and*
 - 2. 1 million options exercisable at \$1.20,*

at an issue price of \$0.00001, which are exercisable within 3 years from the date of issue.

The Taurus Capital Option are subject to the successful completion of the Placement with, one third of the Taurus Capital Options to be allocated for every \$7.5 million of Placement funds successfully raised, and capped at 3 million Options.

The issue of the Taurus Capital Options is subject to Shareholder approval. If Shareholder approval is not obtained, the Company must pay cash in lieu of the Taurus Capital Options, based on the Black & Scholes valuation methodology and a 100% volatility.

(c) Termination

- (i) A party may terminate its outstanding obligations under the Lead Manager Engagement Letter at any time, with or without cause:*
 - 1. in the case of the Lead Manager, immediately, if the Company breaches the Lead Manager Engagement Letter; or*
 - 2. in the case of the Company, for cause after complying with paragraph (ii) below; or*

3. otherwise, by a party giving 20 business days' notice to the other parties.
- (ii) If the Company terminates the Lead Manager Engagement Letter for cause, it must:
1. provide reasonable details of the conduct of the Lead Manager giving rise to the termination for cause; and
 2. if the conduct or breach is capable of remedy, give the Lead Manager a period of 10 business days to remedy the conduct or breach prior to the termination taking effect.

Glossary of terms

- (j) The following additional definitions are inserted in Section 8 of the Prospectus:

Director Placement Share has the meaning given to that term in Section 3.2.

Placement has the meaning given to that term in Section 3.2.

Placement Share has the meaning given to that term in Section 3.2.

Taurus Capital has the meaning given to that term in Section 3.2.

Taurus Capital Option has the meaning given to that term in Section 3.2.

Tranche 1 Placement Share has the meaning given to that term in Section 3.2.

Tranche 2 Placement Share has the meaning given to that term in Section 3.2.

4. Consents

The Company confirms that as at the date of this Second Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

5. Authorisation

This Second Supplementary Prospectus is issued by the Company. In accordance with section 720 of the Corporations Act, each Director has authorised and consented to the lodgement of this Second Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement. The Directors of the Company who authorised the issue of this Second Supplementary Prospectus accept responsibility for the information contained in this Second Supplementary Prospectus.

Signed for and behalf of the Company by:



Nicholas Smedley
Executive Chair

Dated: 13 March 2026