

INVESTOR CENTRE LIMITED

ACN 074 009 091

SECOND SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a supplementary prospectus and is dated 21 February 2024 (**Supplementary Prospectus**).

This Supplementary Prospectus supplements the prospectus dated 21 November 2023 (and the Replacement Prospectus dated 20 December 2023 (together **Prospectus**) issued by Investor Centre Limited ACN 074 009 091 (**Company**). A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 21 February 2024. Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. If there is any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed via the Company's website www.birfinancial.com.au/investors.

A printed copy of this Supplementary Prospectus is available and will be supplied together with a printed Prospectus at the registered address of the Company.

The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for "A" Class Redeemable Preference Shares in the Prospectus up to the date of the Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

2. Definitions

Defined terms used in the Supplementary Prospectus have the same meaning given to those terms in the Prospectus, unless otherwise stated.

3. Purpose of this Supplementary Prospectus.

The purpose of this Supplementary Prospectus is:

- To amend the indicative timetable and refresh the timelines applicable to the Offer regarding the quotation of “A” Class Redeemable Preference Shares and the Minimum Subscription;
- To update the list of announcements to the market; and
- To provide investors with the relevant information required by the Corporations Act for a refresh document pursuant to ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**ASIC CI**).

4.1 Extension of the Closing Date

The Closing Date of the Offer has been extended to 5.00pm (AEST) on 30 April 2024. Accordingly, the Important Dates as set out in the Key Offer Information section on page 8 and set out in Details of the Offer in respect of the question “What are the Key Offer Dates” on page 22 of the Prospectus and references to each corresponding date in the Prospectus are replaced with the following:

Key Dates	
Lodgement date of the Supplementary Prospectus	21 February 2024
Offer closes	30 April 2024
Issue and allotment of “A” Class Redeemable Preference Shares under the Offer	3 May 2024
Expected date of despatch of holding statements	6 May 2024
Expected date of quotation of “A” Class Redeemable Preference Shares on the ASX	13 May 2024

Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are time in Sydney Australia. The Company reserves the right to vary the dates and times of the Offer, including to open or close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice. Applicants are encouraged to submit their Applications as soon as possible.

4.2 Term Sheet

The Company advises that it has entered a term sheet to acquire a new company that holds a retail AFSL. The purchase price will be \$250,000 including a \$50,000 refundable deposit. The purchase price will be funded from the Company’s existing facilities. The arrangement is subject to due diligence and the drafting and signing of formal sale agreements. If the acquisition proceeds, it is expected to be completed by 29 March 2024.

4.3 Information available to Investors

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- the Annual Financial Report for the Company for the year ending 30 June 2023;
- the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period ending 30 June 2023 and before the issue of this Prospectus:

Date	Headline
31 Aug 2023	Appendix 4G
14 Sep 2023	BIR Financial Limited
10 Oct 2023	Placement of “A” Class Redeemable Preference Shares to Suppliers

Date	Headline
11 Oct 2023	Sections 708A Cleansing Notice
11 Oct 2023	Proposed Issue of Securities – BIR
13 Oct 2023	Application for Quotation of Securities – BIR
16 Oct 2023	Change in Substantial Holding
19 Oct 2023	Notice of Extraordinary General Meeting/Proxy Form
19 Oct 2023	Notice of Annual General Meeting/Proxy Form
20 Oct 2023	Alteration to Notice of Meeting
31 Oct 2023	PRICE SENSITIVE – Quarterly Activities/Appendix 4C Cash Flow Report
14 November 2023	Amendment of IC Acquisition Agreement and alteration to Notice of Meeting
14 November 2023	Alteration to Notice of Meeting
17 November 2023	Results of EGM
17 November 2023	Results of AGM
21 November 2023	Change of Name and ASX Code
21 November 2023	Constitution
21 November 2023	Change in substantial holding
21 November 2023	Proposed issue of securities
21 November 2023	Disclosure Document
4 December 2023	Change in substantial holding
20 December 2023	Disclosure Document
20 December 2023	Updated Proposed Issue of Securities
21 December 2023	Target Market Determination
29 January 2024	Extension of Closing Date
31 January 2024	Quarterly Activities Report/Appendix 4C Cash Flow Report
15 February 2024	Becoming a Substantial Shareholder
16 February 2024	Proposed Issue of Securities
21 February 2024	Term Sheet to Acquire Business with AFSL

5. Information pursuant to section 724(3H) of the Corporations Act

This supplementary Prospectus is a “refresh document” as defined in section 724(3H) of the Corporations Act (as notionally inserted by ASIC CI).

5.1 Minimum Subscription Condition

Under Section 4.1 of the Prospectus, the Offer is for a minimum 140,000 "A" Class Redeemable Preference Shares at an issue price of \$25.00 per Share to raise a minimum of 3.5 million dollars (\$3,500,000) (**Minimum Subscription**) and a maximum of 280,000 "A" Class Redeemable Preference Shares at an issue price of \$25.00 per Share to raise a minimum of 7 million dollars (\$7,000,000) (**Maximum Subscription**).

Pursuant to ASIC CI, the purpose of this Supplementary Prospectus is to refresh the period for obtaining the Minimum Subscription for the Offer from the date that is four months from the date of the Prospectus to the date that is four months from the date of this Supplementary Prospectus, i.e. 21 June 2024.

If the Minimum Subscription has not been raised within four (4) months of the date of this Supplementary Prospectus, all Applications will be dealt with in accordance with the Corporations Act.

As at 20 February 2024 the Company had:

- received applications and money from 2 investors for 920 "A" Class Redeemable Preference Shares totalling approximately \$23,000; and
- and received no firm commitments but one unpaid application for 80 "A" Class Redeemable Preference Shares for \$2,000

This represents 3 applicants, for approximately 1,000 "A" Class Redeemable Preference Shares raising approximately \$25,000.

5.2. Quotation Condition

Pursuant to ASIC CI, the purpose of this Supplementary Prospectus is to refresh the period indicated in the Important Dates as set out in the Key Offer Information section on page 8 and set out in details of the Offer in respect of the question "What are the Key Offer Dates" on page 22 of the Prospectus, for admission to quotation of "A" Class Redeemable Preference Shares offered under the Prospectus from the date that is three months from the date of the Original Prospectus to the date that is three months from the date of this Supplementary Prospectus, i.e. 21 May 2024.

The Company lodged with ASX its application for admission to quotation of the "A" Class Redeemable Preference Shares on 21 November 2023. ASX has not set any conditions for listing of the "A" Class Redeemable Preference Shares, however, the Company will need to satisfy the applicable conditions in ASX Listing Rule 2.5 including having at least 100,000 "A" Class Redeemable Preference shares on issue held by at least 50 shareholders who each hold a 'Marketable Parcel' (\$500 worth) of the shares.

5.3 Statements pursuant to section 724(3H)(c)

The Company notes that no Applications have yet been processed and no "A" Class Redeemable Preference Shares offered under the Prospectus have yet been issued or admitted to quotation.

Existing Applicants: In accordance with section 724 of the Corporations Act (as modified by ASIC CI), investors who have lodged Application Forms prior to the date of this Supplementary Prospectus are allowed for one month from the date of this Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their application (**Withdrawal Period**). This right will remain open at least until the end of the Withdrawal Period, i.e. until 5PM (Sydney time) on 21 March 2024. Any investor who wishes to obtain a refund under the Offer needs to write to the Company at Investor Centre Limited, C/-Automic Pty Limited, GPO Box 5193, SYDNEY NSW 2001 or by phone on 1300 288 664 within Australia and +61 9698 5414 outside Australia or by email at hello@automicgroup.com.au by 5PM (Sydney time) on 21 March 2024. Requests received after this date would not be valid and therefore, would not be acted upon. The refund cheque is to be made payable to the full name of the Applicant and to be sent to the address as per the submitted Application Form. It is not possible to withdraw a partial amount of your Application or Application Monies.

If you have made an Application and you do not wish to withdraw your Application, you do not need to take any action.

6. Applications

All new applications for "A" Class Redeemable Preference Shares under the Offer after the date of this Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

7. Directors' Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Supplementary Prospectus is signed for and on behalf of the Company by Mr Jody Elliss.

Jody Elliss

A handwritten signature in black ink, appearing to read "J. Elliss". The signature is written in a cursive, flowing style.

Chairman

Dated: 21 February 2024