



eve investments

EVE INVESTMENTS LIMITED

ACN 106 523 611

**NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT**

For the General Meeting to be held
on 12 September 2019 at 10.30am (WST) at
Suite 1, 245 Churchill Avenue
Subiaco, Western Australia

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

For personal use only

TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

The General Meeting of the Company will be held at:

Suite 1
245 Churchill Avenue
Subiaco, Western Australia

Commencing
10.30am (WST)
12 September 2019

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.30am (WST) on Thursday, 12 September 2019.

Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
 - (a) by hand to:
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
 - (b) by post to:
EVE Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia; or
2. by facsimile to +61 2 9287 0309; or
3. lodge online at www.linkmarketservices.com.au. See instructions on the Proxy Form.

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.

**EVE INVESTMENTS LIMITED
ACN 106 523 611
NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting of the Shareholders of EVE Investments Limited will be held at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia at 10.30am (WST) on 12 September 2019 for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES TO MELUKA HEALTH VENDORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to the issue of 40,833,334 Shares to the vendors of Meluka Health Pty Ltd, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the vendors of Meluka Health Pty Ltd or an associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 2 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to the issue of 58,333,334 Shares under a placement, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of TRT Investment Group and Michael Petrovic or an associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO SERVICE PROVIDER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to the issue of 16,866,666 Shares to a service provider in settlement of an invoice, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of CGAM Pty Ltd or an associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 4 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to the issue of 112,700,000 Shares and 112,700,000 Options under a placement to unrelated parties, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or an associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 45,000,000 Shares and 45,000,000 Options in respect of a placement to unrelated parties on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6 – APPROVAL OF BROKER OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Options to Red Leaf Securities Pty Ltd or its nominees in respect of a placement fee on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Red Leaf Securities Pty Ltd or its nominees, or a person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 7 – APPROVAL TO ISSUE SECURITIES TO BILL FRY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of up to 3,333,332 Shares and 3,333,332 Options to Bill Fry, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Bill Fry or his nominees or an associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by key management personnel or closely related parties: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of key management personnel for the Company; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES TO ALASDAIR COOKE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of up to 3,500,000 Shares and 3,500,000 Options to Alasdair Cooke, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Alasdair Cooke or his nominees or an associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by key management personnel or closely related parties: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of key management personnel for the Company; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES TO MICHAEL PIXLEY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of up to 3,500,000 Shares and 3,500,000 Options to Michael Pixley, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Michael Pixley or his nominees or an associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by key management personnel or closely related parties: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of key management personnel for the Company; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

RESOLUTION 10 – APPROVAL TO ISSUE SECURITIES TO GEORGE CAMERON-DOW

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of up to 2,000,000 Shares and 2,000,000 Options to George Cameron-Dow, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of George Cameron-Dow or his nominees or an associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by key management personnel or closely related parties: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of key management personnel for the Company; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The Chairman will vote undirected proxies on, and in favour of, all of the proposed Resolutions including Resolutions 7 to 10. The proxy form expressly authorises the Chairman to exercise the proxy in relation to Resolutions 7 to 10 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chairman) will not be voted on Resolutions 7 to 10.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 10 September 2019 at 5.00pm (WST).
5. A proxy form is enclosed. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board

Mr Steven Jackson
Company Secretary

Dated: 9 August 2019

EVE INVESTMENTS LIMITED

ACN 106 523 611

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES TO MELUKA HEALTH VENDORS

This Resolution seeks Shareholder approval in relation to the issue of 40,833,334 Shares on 25 February 2019 to the vendors of Meluka Health Pty Ltd in order to acquire the remaining 50% of Meluka Health Pty Ltd.

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue (or any additional 10% placement capacity under Listing Rule 7.1A) without the approval of shareholders.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval if the issue of securities did not breach Listing Rule 7.1 (that is, the issue was within the Company's 15% capacity or any additional 10% placement capacity under Listing Rule 7.1A) and shareholders subsequently approve it.

The securities issued the subject of this Resolution were issued within the Company's 15% capacity. The Company seeks Shareholder approval to ratify the securities issued and refresh the Company's 15% capacity.

In accordance with Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The number of securities issued was 40,833,334 Shares.
- (b) The Shares were issued at a deemed issue price of 0.6 cents each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued shares.
- (d) The Shares were issued to Bryan Easson (20,416,667 Shares) and Robyn Ingersole (20,416,667 Shares), the vendors of Meluka Health Pty Ltd. These parties are not related parties of the Company.
- (e) No funds were raised from the issue of the Shares as they were issued as consideration for the acquisition of the remaining 50% of Meluka Health Pty Ltd.

2. RESOLUTION 2 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

This Resolution seeks Shareholder approval in relation to the issue of 58,333,334 Shares on 26 March 2019 under a placement.

Information about Listing Rules 7.1 and 7.4 is set out above in Section 1.

The Shares issued the subject of this Resolution were issued within the Company's 15% capacity. The Company seeks Shareholder approval to ratify the Shares issued and refresh the Company's 15% capacity.

In accordance with Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The number of securities issued was 58,333,334 Shares.
- (b) The Shares were issued at 0.6 cents each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued shares.

- (d) The Shares were issued to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act being TRT Investment Group and Michael Petrovic. None of the subscribers is a related party of the Company.
- (e) The funds raised from the issue of the Shares were used to develop the Company's projects including the Meluka Health divisions and for general working capital.

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO SERVICE PROVIDER

This Resolution seeks Shareholder approval in relation to the issue of 16,866,666 Shares on 21 May 2019 to a service provider in settlement of an invoice from CGAM Pty Ltd for research consulting services.

Information about Listing Rules 7.1 and 7.4 is set out above in Section 1.

The Shares issued the subject of this Resolution were issued within the Company's 15% capacity. The Company seeks Shareholder approval to ratify the Shares issued and refresh the Company's 15% capacity.

In accordance with Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The number of securities issued was 16,866,666 Shares.
- (b) The Shares were issued at a deemed issue price of 0.6 cents each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued shares.
- (d) The Shares were issued to CGAM Pty Ltd, a service provider in settlement of an invoice of \$101,200. CGAM Pty Ltd is not a related party of the Company.
- (e) No funds were raised from the issue of the Shares as they were issued as consideration for the provision of research consulting services.

4. BACKGROUND TO THE PLACEMENT, BROKER OPTIONS AND THE ACCRUED DIRECTOR FEE RESOLUTIONS

The Company intends to place a total of up to 157,700,000 Shares at 0.5 cents per Share in 2 tranches to raise \$788,500 before costs. Participants will receive 1 free attaching Option for every 1 Share subscribed for. The Options will have an exercise price of 0.6 cents and an expiry date of 31 December 2021.

112,700,000 Shares and 112,700,000 Options by a tranche 1 placement will be issued prior to the Meeting to unrelated parties under the Company's 15% placing capacity (and for which ratification is sought under Resolution 4). 45,000,000 Shares and 45,000,000 Options are the subject of the tranche 2 placement (and for which approval is sought under Resolution 5). The participants of the tranche 2 placement are unrelated parties.

The broker to the Placement is Red Leaf Securities. 10,000,000 Options on the same terms as the Options under the Placement will be issued to Red Leaf Securities or its nominee as part consideration for providing broking services. Approval for the issue of the 10,000,000 Options is sought under Resolution 6.

Resolutions 7 to 10 seek approval for the issue of securities respectively to Bill Fry, Alasdair Cooke, Michael Pixley and George Cameron-Dow in lieu of payment of accrued directors' fees. In total \$61,667 of accrued directors' fees will be sought to be converted to securities on the same terms as the Placement. Thereby, Shares will be issued at a deemed issue price of 0.5 cents each with free attaching Options being on the same terms as for the Placement participants.

5. RESOLUTION 4 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SECURITIES

This Resolution seeks Shareholder approval in relation to 112,700,000 Shares and 112,700,000 Options issued on 19 July 2019 as tranche 1 of a placement.

Information about Listing Rules 7.1 and 7.4 is set out above in Section 1.

The securities issued the subject of this Resolution were issued within the Company's 15% capacity. The Company seeks Shareholder approval to ratify the securities issued and refresh the Company's 15% capacity.

In accordance with Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The number of securities issued was 112,700,000 Shares and 112,700,000 Options.
- (b) The Shares were issued at 0.5 cents each. The Options were issued as free attaching Options on the basis of 1 free Option for every 1 Share subscribed for.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued shares. The Options have an exercise price of 0.6 cents and an expiry date of 31 December 2021. The full terms of the Options are set out in Annexure 1.
- (d) The securities were issued to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. None of the subscribers is a related party of the Company.
- (e) The Company intends to use the funds raised from the Placement to develop the Company's projects including building out the Meluka Honey product inventory, marketing and distribution product work and for general working capital. No funds were raised from the issue of the Options.

6. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES

Resolution 5 seeks Shareholder approval so that the Company may issue up to 45,000,000 Shares and 45,000,000 Options to unrelated parties being the tranche 2 placement securities.

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its placement capacity by the issue of the tranche 1 placement securities the subject of Resolution 4.

Information about Listing Rule 7.1 is set out in Section 1.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is 45,000,000 Shares and 45,000,000 Options.
- (b) The securities will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the Shares is 0.5 cents each. The Options will be issued as free attaching Options on the basis of 1 free Option for every 1 Share subscribed for.
- (d) The securities will be issued to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. None of the subscribers will be a related party of the Company.
- (e) The Shares will be fully paid ordinary Shares in the Company and rank equally with the Company's current issued Shares. The Options have an exercise price of 0.6 cents and an expiry date of 31 December 2021. The full terms of the Options are set out in Annexure 1.
- (f) The Company intends to use the funds from the Placement to develop the Company's projects including building out the Meluka Honey product inventory, marketing and distribution product work and for general working capital. No funds will be raised from the issue of the Options.
- (g) It is intended that the securities will be issued on one date.

7. RESOLUTION 6 – APPROVAL OF BROKER OPTIONS

Resolution 6 seeks Shareholder approval so that the Company may issue up to 10,000,000 Options to Red Leaf Securities Pty Ltd or its nominees as part of a capital raising fee in respect of the Placement of Shares and Options the subject of Resolutions 4 and 5. Red Leaf Securities Pty Ltd and any of its nominees are not a related party of the Company.

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its remaining 15% placement capacity by the tranche 1 placement the subject of Resolution 4.

Information about Listing Rule 7.1 is set out in Section 1.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is up to 10,000,000 Options.
- (b) The Options will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Options will be issued for nil cash consideration.
- (d) The Options will be issued to Red Leaf Securities Pty Ltd (or its nominees), a broker that assisted with the Placement. None of the recipients will be a related party of the Company.
- (e) The Options have an exercise price of 0.6 cents and an expiry date of 31 December 2021. The full terms of the Options are set out in Annexure 1.
- (f) There will be no funds raised by the issue of the Options.
- (g) It is intended that the Options will be issued on one date.

8. RESOLUTIONS 7, 8, 9 AND 10 – APPROVAL TO ISSUE SECURITIES TO RELATED PARTIES

Resolutions 7, 8, 9 and 10 seek Shareholder approval so that the Company may issue Shares and Options on the same terms as the Placement to each of the Directors (Bill Fry, Alasdair Cooke, Michael Pixley and George Cameron-Dow) or their nominees.

The Shares and Options are to be issued in lieu of receiving payment of accrued Directors' fees. The accrued Directors' fees, period of the accrued fees and the securities to be issued are set out in the table below for each director.

Director	Accrued Directors' fees	Period of accrued fees	Shares to be issued	Options to be issued
Bill Fry	\$16,667	July 2019	3,333,332	3,333,332
Alasdair Cooke	\$17,500	January to June 2019	3,500,000	3,500,000
Michael Pixley	\$17,500	January to June 2019	3,500,000	3,500,000
George Cameron-Dow	\$10,000	June and July 2019	2,000,000	2,000,000

Listing Rule 10.11 requires a company to obtain shareholder approval prior to the issue of securities to a related party. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Information about Listing Rule 7.1 is set out in Section 1.

In accordance with Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The securities will be issued to Bill Fry or his nominee (Resolution 7), Alasdair Cooke or his nominee (Resolution 8), Michael Pixley or his nominee (Resolution 9) and George Cameron-Dow or his nominee (Resolution 10).
- (b) The maximum number of securities the Company will issue is 3,333,332 Shares and 3,333,332 Options to Bill Fry or his nominee (Resolution 7), 3,500,000 Shares and 3,500,000 Options to Alasdair Cooke or his nominee (Resolution 8), 3,500,000 Shares and 3,500,000 Options to Michael Pixley or his

nominee (Resolution 9) and 2,000,000 Shares and 2,000,000 Options to George Cameron-Dow (Resolution 10).

- (c) The Shares will be issued no later than 1 month after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (d) Each of Bill Fry, Alasdair Cooke, Michael Pixley and George Cameron-Dow are Directors and are therefore related parties.
- (e) The Shares will be issued at a deemed issue price of 0.5 cents each and will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares. The Options have an exercise price of 0.6 cents and an expiry date of 31 December 2021. The full terms of the Options are set out in Annexure 1.
- (f) There will be no funds raised from the issue of the Shares and Options.

The Directors of the Company independent of the particular related party to be issued the securities in each case have resolved that the issue of the securities the subject of the relevant Resolution is on reasonable arms length terms for the Company as the particular related party will be issued with securities on reasonable terms being the same terms as the recent arms-length Placement (the subject of Resolutions 4 and 5). The Shares will be issued at a deemed issue price of 0.5 cents with 1 free attaching Option being received for each Share. By reason of this, no separate related party approval under the Corporations Act is sought.

For personal use only

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

ASX	ASX Limited (ACN 008 624 691).
ASX Listing Rules or Listing Rules	the listing rules of the ASX.
Board	the Board of Directors of the Company.
Chair or Chairman	the chairman of the Company.
Company or EVE	EVE Investments Limited (ACN 106 523 611).
Constitution	the constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Directors	Directors of the Company from time to time.
Explanatory Statement	this Explanatory Statement.
General Meeting or Meeting	the meeting convened by this Notice.
Notice	notice of meeting that accompanies this Explanatory Statement.
Option	an option to acquire a Share.
Placement	the placement of securities the subject of Resolutions 4 and 5.
Resolution	a resolution referred to in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of Shares in the Company.
WST	Western Standard Time, Perth, Western Australia.

ANNEXURE 1

TERMS OF OPTIONS (Resolutions 4, 5, 6, 7, 8, 9 and 10)

1. Each Option entitles the holder to one Share (fully paid ordinary share) upon exercise of the Option.
2. The exercise price of the Options is 0.6 cents.
3. The Options are exercisable at any time prior to 5.00 pm WST on 31 December 2021 (**Expiry Date**).
4. The Options are freely transferable. The Options are not intended to be quoted.
5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options (**Notice of Exercise**). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
6. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
7. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Thereby, the Optionholder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
8. If there is a bonus issue (**Bonus Issue**) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.



eve investments

ACN 106 523 611


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
EVE Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am (WST) on Tuesday, 10 September 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**
www.linkmarketservices.com.au
Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of EVE Investments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held on **Thursday, 12 September 2019 at 10.30am (WST) at Suite 1, 245 Churchill Avenue Subiaco, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 7-10: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 7-10, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of Issue of Shares to Meluka Health Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval to Issue Securities to Michael Pixley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval to Issue Securities to George Cameron-Dow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Issue of Shares to Service Provider	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Issue of Tranche 1 Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Tranche 2 Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Securities to Bill Fry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to Issue Securities to Alasdair Cooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

EVE PRX1901D

