

**EVE INVESTMENTS LIMITED
ACN 106 523 611**

**OFFER DOCUMENT
RIGHTS ISSUE**

**Non-renounceable pro-rata entitlement to 1 New Share for every 10 Shares held
at an issue price of 1.3 cents per New Share to raise up to approximately \$2,851,428**

Offer closes at 2.00pm WST on 28 February 2018

This Offer Document is not a prospectus. It does not contain all of the information that an investor would find in a prospectus or which may be required to make an informed decision regarding, or about the rights attaching to, the New Shares.

You should read the entire document before deciding whether to accept the offer of New Shares. If you have any questions about the Offer or the action you should take, you should speak to your professional adviser.

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IMPORTANT NOTICE

This Offer Document has been prepared by EVE Investments Limited and is issued pursuant to the requirements of section 708AA of the Corporations Act, as modified, for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Document is dated 19 February 2018 and was lodged with ASX on this date.

This document is not a prospectus under the Corporations Act and has not been lodged with ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares. Nevertheless this document contains important information and requires your immediate attention. It should be read in its entirety. If you are in any doubt as to how to deal with this Offer Document, you should consult your professional adviser as soon as possible.

Information about the Company

The Company is listed on ASX, and our Shares are granted official quotation by ASX. In preparing this Offer Document, we have had regard to the fact that we are a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult. Information about the Company is publicly available and can be obtained from ASIC and ASX. This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company. You should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to subscribe for New Shares.

Not investment or financial product advice

The information in this document is not investment or financial product advice, does not purport to contain all the information that you require in evaluating a possible acquisition of New Shares in the Company and has been prepared without taking into account the investment objectives, financial situation, tax position and needs of you or any particular investor.

Before deciding whether to apply for New Shares, you should conduct your own independent review, investigation and analysis of the Company and New Shares in light of your personal circumstances (including financial and taxation issues). You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before making any investment decision based on your investment objectives.

Overseas shareholders

The Company has reviewed the register of Shareholders of the Company and has determined that this document will only be sent to Shareholders with a registered address in Australia or New Zealand on the Record Date. This document may not be distributed and does not constitute an offer in any other jurisdiction unless otherwise determined by the Company.

Disclaimer of representatives

No person is authorised to give any information or to make any representation, in connection with the Rights Issue that is not contained in this Offer Document. Any information or representation that is not in this Offer Document may not be relied on as having been authorised by the Company or its related bodies corporate in connection with the Rights Issue.

Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on the investment made pursuant to this Offer Document.

Financial data

All dollar values are in Australian dollars (\$).

Defined terms

Terms used in this Offer Document are defined in the Glossary. The words "we", "our" and "us" refer to the Company. The words "you" or "your" refer to Shareholders.

CORPORATE DIRECTORY

DIRECTORS

Mr George Cameron-Dow (Non-Executive Chairman)
Mr Gregory (Bill) Fry (Executive Director)
Mr Alasdair Cooke (Non-Executive Director)
Mr Michael Pixley (Non-Executive Director)

SOLICITORS

Fairweather Corporate Lawyers
595 Stirling Highway
Cottesloe, Western Australia, 6011

COMPANY SECRETARY

Mr Steven Jackson

SHARE REGISTRY*

Link Market Services Limited
Level 12, QV1 Building
250 St George's Terrace
Perth, Western Australia, 6000

Tel: 1300 554 474

REGISTERED OFFICE

Suite 1, 245 Churchill Avenue
Subiaco, Western Australia, 6008

Telephone: +61 8 6465 5500
Facsimile: +61 8 6465 5599
Email: info@eveinvestments.com.au
www.eveinvestments.com.au

* The name of the Share Registry is included for information purposes only. It has not been involved in the preparation of this Offer Document.

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1. KEY INFORMATION

SUMMARY OF RIGHTS ISSUE OFFER	
Offer	1 New Share for every 10 Shares held on the Record Date. See Section 3.1.
Issue Price	1.3 cents per New Share. See Section 3.1.
Number of New Shares to be issued	Up to approximately 219,340,636 New Shares will be issued at Full Subscription. The precise number of New Shares to be issued is not known and will vary depending on how many Shares are on issue on the Record Date and the number of Shares applied for under the Offer. See Section 3.3.
Funds raised	Up to approximately \$2,851,428 will be raised by the Rights Issue at Full Subscription. The precise amount of funds that will be raised is not known and will vary depending on how many Shares are on issue on the Record Date and the number of Shares applied for under the Rights Issue. See Section 3.1.
Minimum Subscription	There is no minimum subscription under the Rights Issue. See Section 3.7.
Use of funds	Funds are intended to be used: <ul style="list-style-type: none"> • to identify and evaluate further technology investment opportunities including in the food health area; • for general working capital; and • to pay the costs of the rights issue process. See Section 3.2.
Not underwritten	The Rights Issue is not underwritten. See Section 3.8.
Entitlement to participate in Rights Issue	All Eligible Shareholders on the Record Date are entitled to participate in the Rights Issue. Optionholders are not entitled to participate in the Offer unless they exercise their Options before the Record Date. See Section 3.4.
Shortfall	Eligible Shareholders who are not related parties and that have subscribed for their full Entitlement may apply for Shortfall Shares. Application by Eligible Shareholders with moneys does not guarantee any allotment of Shortfall Shares. See Section 3.9.
Risks	The Rights Issue should be considered highly speculative as the Company is a listed investment company where its business is that of investing in technologies with a current focus on the food health area. Some of the specific risks to an investment in the Company are future capital needs and additional funding risk, technology development and commercialisation risk, early stage investment risk and reliance on key personnel risk. See Section 5.
The potential effect of the Rights Issue on control of the Company	The Company is of the view that the Rights Issue will not materially affect the control of the Company. By reason of existing shareholdings in the Company and the structure of the Rights Issue, no Shareholder can increase their voting power beyond 20% by reason of the Rights Issue. The Company will not issue any New Shares by reason of Shortfall to Eligible Shareholders or others so they can increase their voting power beyond 20%. See Section 4.1.

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2. TIMETABLE

Event	Date
Pro-rata Offer announced	9 February 2018
New Shares quoted on an "ex" basis (date from which the New Shares commence trading without the entitlement to participate in the Offer).	13 February 2018
Record Date (date for identifying Shareholders entitled to participate in the Offer).	14 February 2018
Offer Document with Entitlement Form sent to Eligible Shareholders	19 February 2018
Offer opens	19 February 2018
Closing Date (last date for lodgement of Entitlement Forms and Application Money)	28 February 2018
Trading of New Shares commences on a deferred settlement basis	1 March 2018
Company to notify ASX notified of the Shortfall (if any)	5 March 2018
Issue of New Shares and end of deferred settlement trading	7 March 2018

The timetable outlined above is indicative only and subject to change. The Directors reserve the right to vary these dates including the Closing Date, subject to the Listing Rules and the Corporations Act. The Directors also reserve the right not to proceed with the whole or part of the Rights Issue at any time prior to the issue of New Shares. In that event, the Application Money will be returned without interest.

3. DETAILS OF THE RIGHTS ISSUE

3.1 The Rights Issue

Eligible Shareholders are invited to participate in a non-renounceable pro-rata entitlements rights issue on the basis of 1 New Share for every 10 Shares (1:10) held as at the Record Date (5.00pm WST on 14 February 2018), at an issue price of 1.3 cents per New Share.

The Company currently has 2,193,406,358 Shares, 73,300,000 unlisted Options and 26,750,000 performance rights on issue. Based on the current capital structure of the Company, up to approximately 219,340,636 New Shares will be issued under the Offer to raise up to \$2,851,428 (before the costs of the issue). If any of the Options are exercised before the Record Date then the number of New Shares that may be issued under the Offer could increase. The performance rights cannot be converted before the Record Date.

The New Shares will rank equally in all respects with existing Shares.

3.2 Purpose and use of proceeds

The Company has current funds of approximately \$4,350,000. The Rights Issue will increase the total number of Shares on issue and increase our cash reserves by up to \$2,851,428 (before costs).

The table below sets out the proposed application of funds under the Rights Issue assuming a full take-up of Entitlements.

Funds from Rights Issue	Full Subscription¹
Funds raised under the Offer ¹	\$2,851,428

Use of Funds	Amount
Identification and evaluation of further technology investment opportunities ²	\$1,906,428
General working capital ³	\$900,000
Expenses of the Offer ⁴	\$45,000
Total	\$2,851,428

1. Full Subscription assumes that the Offer is fully subscribed and all New Shares under the Rights Issue are issued. It also assumes that none of the existing Option holders exercise their Options before the Record Date and participate in the Offer. In the event that more funds are raised, we will allocate those additional funds to general working capital.
2. The Company is a listed investment company focusing on emerging technologies and will continue to look to new technology investment opportunities including in the food health area.
3. General working capital includes corporate administration and operating costs and may be applied to directors fees, ASX and share registry fees, legal, tax, audit and corporate advisory fees, insurance and travel costs. It may in some circumstances also be applied to identification and evaluation of further technology investment opportunities and to support any further cash injections (as a shareholder) needed in Omniblend Innovation Pty Ltd and Meluka Health Pty Ltd.
4. The expenses of the Offer include legal fees and ASX fees.
5. In the event that moneys are received beyond Minimum Subscription (\$0), the net funds are intended to be applied pro-rata as between the following activities:
 - (a) identification and evaluation of further technology investment opportunities (up to the sum of \$1,906,428); and
 - (b) general working capital (up to the sum of \$900,000).

6. This table is a statement of our proposed application of the funds raised as at the date of this Offer Document. As with any budget, intervening events and new circumstances have the potential to affect our decisions and we reserve the right to vary the way the funds are applied.

3.3 Capital structure

Assuming that no Options are exercised before the Record Date, the effect of the Offer on the Company's issued share capital at Full Subscription is shown in the following table:

Shares	Full Subscription
Existing Shares	2,193,406,358
New Shares issued under Rights Issue	219,340,636
Total Shares on issue after completion of the Rights Issue	2,412,746,994

In addition to Shares, the Company:

- has on issue 53,300,000 unlisted Options (exercise price 0.6 cents, expiry date 31 December 2018);
- has on issue 20,000,000 unlisted Options (2.5 cents and 31 December 2019) issued to the broker to the placement that occurred in early February 2018; and
- has 26,750,000 performance rights on issue that convert into Shares (fully paid ordinary) on the basis of 1 Share for every 1 performance right. Thereby, up to 26,750,000 Shares may be issued if all the performance rights convert. The conversion of the performance rights are contingent upon the satisfaction of various milestones as set out in Section 2.3 of the Prospectus issued by the Company dated 6 February 2018.

3.4 Eligible Shareholders

The Rights Issue is available to all Shareholders whose registered address on the Record Date is situated in Australia or New Zealand. As a non-renounceable offer, Eligible Shareholders may not sell or otherwise dispose of their rights to apply for New Shares under the Offer.

The holders of Options are not eligible to participate in the Rights Issue unless they exercise their Options before the Record Date.

3.5 Entitlements

Only Eligible Shareholders may apply for New Shares under the Offer. The Entitlement to participate will be determined on the Record Date. The number of New Shares to which you are entitled is shown on the personalised Entitlement Form which accompanies this Offer Document. Fractional Entitlements will be rounded up to the nearest whole number.

You are encouraged to apply for New Shares as early as possible. To apply for the New Shares under the Offer, you must complete your Entitlement Form and lodge it together with payment for the New Shares by no later than the Closing Date (2pm WST on 28 February 2018). Please see Section 6 of this Offer Document for further information regarding the acceptance of the Offer.

The Offer will lapse if you do not accept your Entitlement by the Closing Date.

3.6 Closing Date

We will accept applications from the Opening Date until 2pm (WST) on 28 February 2018 or such other date as the Directors may determine, subject to the requirements of the Corporations Act and the Listing Rules.

3.7 No Minimum Subscription

There is no minimum subscription under the Rights Issue. The Company has sufficient funds to meet its current objectives with current investments in Omniblend Innovation Pty Ltd and Meluka Health Pty Ltd and looking to identify and evaluate new technology investment opportunities.

3.8 **Not Underwritten**
The Rights Issue is not underwritten.

3.9 **Shortfall**
Any New Shares not applied for by Eligible Shareholders under the Rights Issue will form the Shortfall.

Eligible Shareholders who are not related parties and that have subscribed for their full Entitlement may apply for Shortfall Shares by completing the "additional New Shares" section in the Entitlement Form. Application by Eligible Shareholders with moneys does not guarantee any allotment of Shortfall Shares. All Application Moneys in relation to which Shortfall Shares are not allocated will be returned without interest.

Shortfall Shares may be issued to parties that are not Eligible Shareholders and that are not related parties.

The Company will not issue Shortfall Shares so that an Applicant's voting power in the Company may exceed 20%.

Subject to the above, the Directors reserve the right to place any Shortfall Shares at their discretion within 3 months of the Closing Date.

Shortfall Shares will be issued at the same price as the New Shares offered under the Rights Issue. The offer of Shortfall Shares is an offer under this Offer Document.

3.10 **Continuous Disclosure Obligations**

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for Shares under the Offer. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available from its website www.eveinvestments.com.au or the ASX www.asx.com.au.

4. EFFECT OF RIGHTS ISSUE ON CONTROL AND DIRECTORS' INTERESTS

4.1 Effect on Control

The effect of the Rights Issue on the control of the Company, and the consequences of that effect, will depend upon a number of factors, including the level of take up from Eligible Shareholders. The primary consequences will be as follows:

- (a) If all Eligible Shareholders as at the Record Date take up their full Entitlement, the Rights Issue will have no effect on the control of the Company and all Shareholders will hold the same percentage interest in the Company subject only to changes resulting from Excluded Shareholders being unable to participate in the Rights Issue.
- (b) In the more likely event that not all Eligible Shareholders subscribe for their full Entitlement (ie there is a Shortfall), Eligible Shareholders who do not subscribe for their full Entitlement under the Rights Issue and Excluded Shareholders unable to participate in the Rights Issue will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement. The extent of the dilution will depend on the degree to which Eligible Shareholders take up their Entitlement. The maximum dilution if you do not take up your Entitlement will approach 9.09% if nearly all Eligible Shareholders other than you take up their full Entitlement.
- (c) By reason of existing shareholdings in the Company and the structure of the Rights Issue, no Shareholder can increase their voting power beyond 20% by the Rights Issue. The Company will not issue any New Shares under the Shortfall so a party can increase their voting power beyond 20%.

By reason of the above, the Company is of the view that the Rights Issue will not materially affect the control of the Company.

4.2 Directors' Interests

The relevant interest of each of the Directors in the securities of the Company as at the Record Date is set out in the table below.

Director	Shares	Options	Performance Rights ¹
George Cameron-Dow	4,249,990	0	1,500,000 ¹
Gregory (Bill) Fry	50,319,302	0	6,000,000 ¹
Alasdair Cooke	170,894,046	0	1,500,000 ¹
Michael Pixley	1,749,990	0	0

Notes:

1. The Performance Rights held by the Directors convert upon Omniblend Innovation Pty Ltd completing an initial public offer or reverse takeover on the ASX or an alternative Board approved securities exchange or upon the trade sale of the main business of Omniblend Innovation Pty Ltd.
2. The table above does not include any Entitlement which may be taken up by a Director.

5. RISK FACTORS

5.1 Introduction

Applicants should be aware that an investment in the Company is highly speculative. The Company is a listed investment company where its business is that of investing in emerging technologies.

The Company's current investments are:

- (a) a 39.39% shareholding in Omniblend Innovation Pty Ltd, a medical technology company focused on foods for special medical purposes; and
- (b) a 50% equity interest in Meluka Health Pty Ltd. Meluka Health Pty Ltd has an interest in and rights to production and sales assets for a unique Australian honey production business.

The Company's investment strategy is seeking to invest and partner with innovative technology and intellectual property start-ups with a current focus on the food health area.

The activities of the Company are subject to various risks that may impact on the future performance of the Company. The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities.

The specific risks below are some of the risks to the Company of a specific nature by reason of its focus on technology start-ups. The general investment risks below are some of the risks to the Company of a general economic nature.

5.2 Specific risks

Future capital needs and additional funding

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of investments (existing and future), stock market and industry conditions.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its investments and it may impact on the Company's ability to continue as a going concern.

Technology development and commercialisation risk

A significant risk of investing in technology start-ups is whether the technology company can relevantly develop and successfully commercialise its technology. A failure to achieve commercialisation of relevant technologies may have a significant adverse impact on the Company's business model, operating results and financial position.

Early stage investments

The investments of the Company are intended to be in early stage opportunities which may involve seed capital in unlisted companies. Such investments are in the nature of high risk and high reward. Investments in any unlisted companies are generally illiquid and may prove difficult to sell prior to such a company achieving listing on a stock exchange and may further be subject to escrow restrictions upon listing.

Reliance on key personnel

The Company's success largely depends on the core competencies of its Directors and any management and its ability to retain these people. The Board of Directors makes decisions on investment strategy and investments and there is no separately designated manager or investment committee.

The Company further relies on the key personnel of companies in which it invests to appropriately manage such companies.

Intellectual Property risk

The success of technology and intellectual property companies will often depend in part on their ability to obtain patents (and therefore proprietary rights) without infringing the proprietary rights of others. The strength of patents involves complex legal and scientific questions and can be uncertain. There can be no assurance that any patents will afford the relevant technology company commercially significant protection or that competitors will not develop competing technologies that circumvent such patents.

Competition

The technology start-up industry in which the Company will be involved is subject to significant competition. The Company will have no influence or control over the activities or actions of competitors to its investments, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's investment.

Technology Industry Concentration Risk/Diversification

Technology sector investments are expected to comprise the material investments of the Company. Therefore there is little diversification across industries which increases the Company's exposure to an economic downturn in the technology sector. Despite the focus on selecting technology investments, the Company may not perform in line with the performance of the technology sector. Additionally, the size of the investment portfolio will affect its risk profile so the greater the number of investments the less the Company will be reliant on any one investment. Currently the Company is reliant upon its investment in Omniblend Innovation, a medical technology company focused on foods for special medical purposes and its investment in Meluka Health Pty Ltd, which has an interest in and rights to production and sales assets for a unique Australian honey production business.

Possible Foreign Market Exposure

The Company may undertake investments both in Australia and overseas. Investments in overseas jurisdictions will bring with it the political and legislative risks unique to that particular jurisdiction. Foreign investment will also bring exposure to foreign exchange risk as income, expenditure and cash flows of the Company need to be accounted for in Australian dollars. Further, any investments in companies listed on foreign stock markets may have less volume and liquidity than the ASX.

NTA discount to market

Securities in a listed investment company may trade at a discount to the net tangible asset value of its underlying assets.

5.3 General investment risks

Securities investments and share market conditions

There are risks associated with any securities investment. The trading prices of securities trade fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for technology start-up companies and investors in such companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

Economic risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

Legislative

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.

6. ACTION REQUIRED BY SHAREHOLDERS

6.1 Acceptance of Offer

The number of New Shares to which you are entitled is shown on the Entitlement Form accompanying this Offer Document. If you are an Eligible Shareholder, you may:

- Take up your Entitlement in full or in part; or
- Allow your Entitlement to lapse.

Acceptance of the Offer must not exceed the Entitlement as shown on the Entitlement Form. However, you may apply for Shortfall Shares in accordance with Section 3.9 if you take up your Entitlement in full. The Directors reserve the right to reject any applications for New Shares that are not made in accordance with the terms of this Offer Document or the instructions on the Entitlement Form. Fractional Entitlements to Shares will be rounded up.

6.2 Taking up your Entitlement in full or in part

If you wish to accept your Entitlement in full or in part either:

- Complete the Entitlement Form for the number of New Shares you wish to take up in accordance with the instructions on the form. Return your completed form, together with the Application Money to the Company's share registry (see Section 6.5 below). It must be received by no later than the Closing Date (2pm WST on 28 February 2018).

OR

- Make a payment of 1.3 cents for each New Share you wish to apply for by BPAY in accordance with the instructions on the Entitlement Form by no later than the Closing Date (2pm WST on 28 February 2018).

If you take up your Entitlement in full, you may apply for further New Shares as part of the Shortfall in accordance with Section 3.9.

6.3 Allowing your Entitlement to lapse

If you do not wish to take up any of your Entitlement under the Offer, then you do not need to take any action. If you do nothing then your Entitlement will lapse. The New Shares not subscribed for will form part of the Shortfall.

Although you will continue to own the same number of Shares, your percentage shareholding in the Company will be diluted.

6.4 Payment for New Shares

The issue price of 1.3 cents per New Share is payable in full on application.

All payments are to be made in Australian currency by cheque or by BPAY.

Cheques should be drawn on an Australian branch of a financial institution, made payable to "EVE Investments Limited" and crossed "Not Negotiable".

BPAY payments should be made in accordance with the instructions on the Entitlement Form using the BPAY Biller Code and Customer Reference Number shown on the form. You are not required to return the Entitlement Form if you use BPAY to pay the Application Money. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment. You should take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by the Closing Date. The Customer Reference Number is used to identify your holding. If you have multiple holdings you will receive multiple Customer Reference Numbers. You must use the Customer Reference Number shown on each Entitlement Form to pay for each holding separately. If you pay by BPAY and do not pay your full Entitlement, your remaining Entitlement will lapse. Your completed BPAY acceptance,

once paid, cannot be withdrawn. We do not accept any responsibility for incorrectly completed BPAY payments.

6.5 **Address details and enquiries**

Completed Entitlement Forms and cheques for the Application Money (if not paying by BPAY) should be mailed to the postal address or delivered by hand to the delivery address set out below by no later than the Closing Date (2pm WST on 28 February 2018):

Postal address:

EVE Investments Limited
c/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Delivery address:

EVE Investments Limited
c/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

You should ensure that your Entitlement Form (and Application Money) is sent early to ensure that they arrive at the postal or delivery address specified above by the Closing Date. If we receive your Entitlement Form after the Closing Date, the Directors may, at their discretion, accept or reject your Application. If we reject your Application, we will refund your Application Money in full without interest

If you have any questions about the Rights Issue or how to complete your Entitlement Form, please contact the Company Secretary.

6.6 **Issue of New Shares and quotation on ASX**

New Shares under the Rights Issue will be issued as soon as practicable after the Closing Date. It is expected that New Shares will be allotted and that transaction confirmation statements will be sent to you on 7 March 2018. However, if the Closing Date is extended then the date for allotment and posting may also be extended.

Application for official quotation by ASX of the New Shares offered under this Offer Document has been made. If permission for quotation is not granted by ASX, the New Shares will not be allotted and Application Money will be refunded (without interest) as soon as practicable.

It is your responsibility to confirm your holdings before trading in New Shares. Any person who sells New Shares before receiving confirmation of their holding will do so at their own risk. The Company and the share registry disclaim all responsibility to any person who trades in New Shares before receiving their confirmation statement.

Application Money will be held in trust in a separate bank account on behalf of each Eligible Shareholder until the New Shares are issued. If necessary, Application Money will be refunded as soon as reasonably practicable, without interest. Interest earned on the Application Money will be retained by the Company, regardless of whether New Shares are issued under the Offer.

The Directors may at any time decide to withdraw this Offer Document and the offers made under the Rights Issue, in which case the Company will return all Application Money (without interest) as soon as practicable.

6.7 **Excluded Shareholders**

The Offer under the Rights Issue is not extended to Excluded Shareholders (any Shareholder whose registered address on the Record Date is situated outside Australia or New Zealand). The Rights Issue does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

In making this decision, the Directors have taken into account the small number of Excluded Shareholders and the cost and administrative complexity of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand.

This Offer Document has not been registered, filed with or approved by any New Zealand regulatory authority. This Offer Document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia or New Zealand (including nominees, custodians and trustees) are responsible for ensuring that any dealing with their Entitlement and any New Shares issued do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Offer Document or the Entitlement Form.

The making of an Application (whether by the return of a duly completed Entitlement Form or the making of a BPAY payment or otherwise) will constitute a representation that there has been no breach of such laws or regulations. Shareholders who are nominees, custodians or trustees are therefore advised to seek independent advice as to how they should proceed.

6.8 **Taxation and Status as a listed investment company**

There may be taxation implications in relation to the Rights Issue and subscribing for New Shares. These taxation implications vary depending on your individual circumstances.

The Company is treated by ASX as a listed investment company. However, the Company makes no warranty or representation as to whether it will be treated as a listed investment company for Australian taxation purposes and therefore whether certain types of Shareholders may then be eligible to qualify for income tax deductions in respect of any dividends paid out of profits which represent capital gains on the disposal of certain assets that the Company has held for more than 12 months. It is recommended that investors do not make a decision to apply for New Shares on the basis of a possible taxation benefit in the event that the Company is treated as a listed investment company for Australian taxation purposes.

You should seek and rely on your own taxation advice regarding an investment in the Company. Neither the Company nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to the taxation consequences connected with the Rights Issue or the New Shares.

7. GLOSSARY

Where the following terms are used in this Offer Document they have the following meanings:

Applicant	A person who makes an Application.
Application	An application to subscribe for New Shares under this Offer Document.
Application Money	Money payable by Eligible Shareholders in respect of New Shares applied for under this Offer Document.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as applicable.
Board	The board of directors of the Company.
Closing Date	The last day for payment and return of Entitlement Forms, being 2.00pm (WST) on 28 February 2018 or such other date as may be determined by the Directors.
Company	EVE Investments Limited (ACN 106 523 611).
Constitution	The constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Director	A director of the Company.
Eligible Shareholder	Shareholders with a registered address in Australia or New Zealand as at the Record Date.
Entitlement	The number of New Shares that an Eligible Shareholder may apply for under the Offer, as determined by the number of Shares held on the Record Date.
Entitlement Form	The entitlement and acceptance form accompanying this Offer Document.
Excluded Shareholder	A Shareholder whose registered address is not in Australia or New Zealand.
Full Subscription	The maximum amount to be raised under the Offer being the sum of \$2,851,428 assuming no existing Options are exercised.
Issue Price	1.3 cents per New Share.
Listing Rules	The official listing rules of ASX, as amended or waived by ASX from time to time.
New Share	A Share to be issued under this Offer Document.
Offer	The offer to Eligible Shareholders of New Shares under the Rights Issue.
Offer Document	This offer document.
Option	An option to acquire a Share.
Record Date	5.00pm (WST) on 14 February 2018.
Rights Issue	The pro-rata non-renounceable offer conducted pursuant to this Offer Document under which up to approximately 219,340,636 New Shares will be offered to Eligible Shareholders on the basis of 1 New Share for every 10 Shares held at the Record Date at the Issue Price.
Share	A fully paid ordinary share in the Company.
Shareholder	A registered holder of Shares.
Shortfall	The number of New Shares not applied for under the Rights Issue before the Closing Date.
WST	Western Standard Time.