

**EVE INVESTMENTS LIMITED
ACN 106 523 611**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

For the Annual General Meeting to be held
on 22 November 2017 at 10am (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 form of proxy enclosed and return it in accordance with the instructions set out on that form.

For personal use only

TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Company will be held at:

Suite 1	Commencing
245 Churchill Avenue	10am (WST)
Subiaco, Western Australia	22 November 2017

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 10am (WST) on 22 November 2017.

Voting by Proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- hand to the Company's office at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, 6008;
- post to PO Box 162, Subiaco, Western Australia, 6904;
- facsimile to facsimile number +61 8 6465 5599

so that it is received not later than 10am (WST) on 20 November 2017.

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

Notice is hereby given that the Annual General Meeting of the Shareholders of EVE Investments Limited will be held at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, at 10am on 22 November 2017 (WST) 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

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2017."

Voting Exclusion:

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, the voter may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair 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 entity.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BILL FRY

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

"That Mr Bill Fry, who retires by rotation in accordance with rule 7.3(a) of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHAEL PIXLEY

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

"That Mr Michael Pixley, being a Director of the Company appointed by the Directors during the year as an additional Director and holding office until this Meeting in accordance with rule 7.3(f) of the Constitution of the Company and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

RESOLUTION 4 – RATIFICATION 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 219,000,000 Shares being a placement to unrelated parties, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any 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 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 7.1 and for all other purposes, approval is given for the Company to issue up to 109,500,000 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 on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if this Resolution is passed and any 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 person chairing the meeting as proxy for a person who entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES TO MITCHELL RIVER GROUP PTY LTD

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, approval is given for the Company to issue up to 22,000,000 Shares and 11,000,000 Options to Mitchell River Group Pty Ltd or its nominee in lieu of accrued fees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Mitchell River Group Pty Ltd, Alasdair Cooke or their nominees and any associates 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 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 proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
 - (i) a member of the 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; 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 7 – APPROVAL TO ISSUE SHARES TO DIRECTOR UNDER EMPLOYEE INCENTIVE SCHEME – 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 10.14 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Shares to Alasdair Cooke or his nominee pursuant to the Employee Incentive Plan on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of a Director of the Company and any associates 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 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 proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
- (i) a member of the 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; 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 SHARES TO DIRECTOR UNDER EMPLOYEE INCENTIVE SCHEME – 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 10.14 and for all other purposes, approval is given for the Company to issue up to 16,499,976 Shares to Bill Fry or his nominee pursuant to the Employee Incentive Plan on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of a Director of the Company and any associates 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 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 proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
- (i) a member of the 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; 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 SHARES TO DIRECTOR UNDER EMPLOYEE INCENTIVE SCHEME – 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 10.14 and for all other purposes, approval is given for the Company to issue up to 3,499,980 Shares to George Cameron-Dow or his nominee pursuant to the Employee Incentive Plan on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of a Director of the Company and any associates 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 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 proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
- (i) a member of the 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; 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 SHARES TO DIRECTOR UNDER EMPLOYEE INCENTIVE SCHEME – 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 10.14 and for all other purposes, approval is given for the Company to issue up to 3,499,980 Shares to Michael Pixley or his nominee pursuant to the Employee Incentive Plan on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of a Director of the Company and any associates 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 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 proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
 - (i) a member of the 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; 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 11 – APPROVAL OF PLACEMENT FACILITY

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 300,000,000 Shares at an issue price of at least 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue of the Shares was made or, if there is a prospectus relating to the issue, over the last 5 days on which sales of Shares were recorded before the date of the prospectus and otherwise on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) if it is cast by an allottee 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.

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 1, 7, 8, 9 and 10). In relation to Resolutions 1, 7, 8, 9 and 10, the proxy form expressly authorises the Chairman to exercise the proxy 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 1, 7, 8, 9 and 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 20 November 2017 at 4.00pm (WST).
5. A proxy form is attached. 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: 19 October 2017

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. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at <http://www.eveinvestments.com.au>.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Financial Report for the financial period ended 30 June 2017;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be provided for questions about or comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Proxy restrictions

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a Closely Related Party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2017.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BILL FRY

Rule 7.3(a) of the Constitution requires that if the Company has 3 or more Directors, one third (rounded down to the nearest whole number) of those Directors (other than the managing director) must retire at each annual general meeting. Listing Rule 14.4 further provides that no director (except the managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Bill Fry was last re-elected on 18 November 2014 and retires in accordance with these provisions and, being eligible, offers himself for re-election as a Director.

Bill Fry is an executive director of the Company. Details of the qualification and expertise of Mr Fry are set out in the 2017 Annual Report of the Company.

The Board recommends the re-election of Bill Fry as a Director.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHAEL PIXLEY

Rule 7.3(f) of the Constitution requires that any Director appointed by the Board as an additional Director holds office until the next following annual general meeting and is eligible for re-election at that meeting.

Michael Pixley was appointed by the Board as an additional Director on 16 October 2017. Mr Pixley, holds office until this Meeting and, being eligible, offers himself for re-election as a Director of the Company.

Mr Pixley is a non-executive Director of the Company. Mr Pixley had worked as a merchant banker specialising in strategic corporate development, joint ventures and acquisitions. He has 30 years' experience in the Asian business sector and has extensive networks and relationships with key personnel in government, corporate and private sectors in the Asia Pacific region.

The Board recommends the re-election of Michael Pixley as a Director.

5. BACKGROUND TO PLACEMENT AND RESOLUTIONS 4, 5 AND 6

In accordance with the Company's ASX announcement of 13 October 2017, the Company has placed 219,000,000 Shares to unrelated parties to raise \$1,095,000. These Shares have been issued under the Company's 15% placement capacity and ratification is sought for this placement under Resolution 4.

As part of the placement, subscribers for the Shares will receive 1 free attaching Option for every 2 Shares issued. The issue of these Options as part of the placement is the subject of Resolution 5.

Resolution 6 concerns the issue of securities on the same terms as the placement to a director controlled entity in lieu of payment of accrued fees. The Shares will be issued at the deemed issue price of 0.5 cents with 1 free Option for every 2 Shares issued.

6. RESOLUTION 4 – RATIFICATION OF PLACEMENT SHARES

Resolution 4 seeks Shareholder approval in relation to the issue of 219,000,000 Shares issued as a placement to unrelated parties.

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 without the approval of shareholders.

Listing Rule 7.4 provides that an issue of securities made without the 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 under Listing Rule 7.1A) and shareholders subsequently approve it.

The Shares 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 219,000,000 Shares.
- (b) The Shares were issued at an issue price of 0.5 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. None of the subscribers is a related party of the Company.
- (e) The Company has or will use the funds from the placement to complete the Meluka Health transaction and for general working capital.

7. RESOLUTION 5 – APPROVAL OF PLACEMENT SHARES

Resolution 5 seeks Shareholder approval so that the Company may issue up to 109,500,000 Options to unrelated parties to the placement subscribers on the basis of 1 free Option for every 2 Shares subscribed for and issued under the placement.

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

Information about Listing Rule 7.1 is set out in Section 6 above.

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

- For personal use only
- (a) The maximum number of securities to issue is up to 109,500,000 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 consideration.
 - (d) The Options will be issued to subscribers under the placement being 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 Options have an exercise price of 0.5 cents and an expiry date of 31 December 2018. 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. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES TO MITCHELL RIVER GROUP PTY LTD

Resolution 6 seeks Shareholder approval so that the Company may issue securities on the same terms as the placement (the subject of Resolutions 4 and 5) to Mitchell River Group Pty Ltd in respect of accrued fees for administration and office costs in relation to an office services contract. Mitchell River Group Pty Ltd is a related party as it is an entity controlled by Alasdair Cooke, a Director of the Company.

In respect of these accrued fees, Shares will be issued at a deemed issue price of 0.5 cents and 1 free Option will be issued for every 2 Shares issued being on the same terms as the placement.

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 6 above.

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

- (a) The securities will be issued to Mitchell River Group Pty Ltd or its nominee.
- (b) The maximum number of securities the Company will issue is up to 22,000,000 Shares and 11,000,000 Options.
- (c) The securities 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) Mitchell River Group Pty Ltd is a related party as it is an entity controlled by Alasdair Cooke, a Director of the Company.
- (e) The Shares will be issued at a deemed issue price of 0.5 cents each in lieu of accrued fees and the Options will be issued as free attaching Options on the basis of 1 free Option for every 2 Shares issued. The Shares will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares. The Options will have an exercise price of 0.5 cents and an expiry date of 31 December 2018. The full terms of the Options are set out in Annexure 1.
- (f) There will be no funds raised from the issue of the securities.

The Directors of the Company other than Alasdair Cooke have resolved that the issue of the securities the subject of this Resolution is on reasonable arms length terms for the Company as the Director controlled entity will be issued with securities on reasonable terms being at a deemed issue price of 0.5 cents and 1 free Option

for every 2 Shares issued which is on the same terms as the placement to unrelated parties and otherwise on commercial terms. By reason of this, no separate related party approval under the Corporations Act is sought.

9. RESOLUTIONS 7, 8, 9 AND 10 – APPROVAL TO ISSUE SHARES TO DIRECTORS UNDER EMPLOYEE INCENTIVE SCHEME

Background

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX'S opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies. An exception to Listing Rule 10.11 is set out in Listing Rule 10.12 exception 4 which provides that Listing Rule 10.11 does not apply to issues made with the approval of shareholders under Listing Rule 10.14.

Listing Rule 10.14 provides that an entity must only allow Directors or their associates to acquire securities under an employee incentive scheme with the approval of Shareholders and provided the notice of meeting complies with Listing Rules 10.15 or 10.15A.

The Employee Incentive Scheme was approved by Shareholders at the 2016 annual general meeting for the purposes of Listing Rule 7.2 exception 9. It enables the Company to issue any of Shares, Options or performance rights to eligible participants including Directors, subject to any necessary Shareholder approval.

The Board proposes to invite each of the Directors to apply for Shares under the Employee Incentive Scheme in lieu of payment of cash remuneration that will accrue to each of the Directors for the 6 month period from October 2017 to March 2018. The invitations will be made on a quarterly basis for services that have been provided to the Company during the previous quarter (payment in arrears). The Employee Incentive Scheme can be therefore be used to reduce the cash costs of the Company by allowing the Directors to take their remuneration in equity. As a consequence, a greater proportion of the Company's cash reserves can therefore be allocated to advancing the Company's projects.

The cash remuneration to be accrued to the Directors is on the basis of \$75,000 cash remuneration per annum to Alasdair Cooke, \$165,000 cash remuneration per annum to Bill Fry and \$35,000 cash remuneration per annum to each of George Cameron-Dow and Michael Pixley.

Resolutions 7 to 10 seek Shareholder approval for the issue of up to a total of 30,999,936 Shares to the Directors under Employee Incentive Scheme as follows:

Director	December 2017 quarter	March 2018 quarter	Total Number of Shares
Alasdair Cooke	3,750,000	3,750,000	7,500,000
Bill Fry	8,249,998	8,249,998	16,499,996
George Cameron-Dow	1,749,990	1,749,990	3,499,980
Michael Pixley	1,749,990	1,749,990	3,499,980
		Total	30,999,936

The maximum number of Shares to be issued under the Employee Incentive Scheme is set out above and will be equal to the amount of cash remuneration such as directors' fees that should have accrued and is owing to each respective Director. The Company will issue Shares under the Scheme to the Directors subject to the requirements of the Listing Rules and/or the Corporations Act. The deemed issue price for the Shares has been fixed at 0.5 cents. This issue price is the same as the placement price (the subject of Resolutions 4, 5 and 6).

The Directors consider that the issue of Shares under the Employee Incentive Scheme forms part of the reasonable remuneration of the Directors and such remuneration is on reasonable arms length terms with Shares to be issued under the Employee Incentive Scheme after remuneration has been accrued and at a fixed price the same as the recent placement price and otherwise on commercial terms. By reason of this, no separate related party approval under the Corporations Act is sought.

Listing Rule 10.15

In accordance with Listing Rules 10.15, the following information is provided to Shareholders:

- (a) The Shares will be issued to Messrs Cooke, Fry, Cameron-Dow and Pixley, who are each Directors of the Company or their nominees.
- (b) The maximum number of Shares that may be acquired by all of the Directors is up to 30,999,936 as set out in the table above.
- (c) The Shares will be issued to Messrs Cooke, Fry, Cameron-Dow and Pixley (or their respective nominees) on a quarterly basis no later than 12 months after the date of the Meeting.
- (d) The Shares will be issued in lieu of cash remuneration that the Directors are entitled to be paid and, accordingly, no funds will be raised. The Shares under the Employee Incentive Scheme will be issued at a deemed price of 0.5 cents each.
- (e) Shareholder approval to the Employee Incentive Scheme was obtained at the 2016 annual general meeting held on 22 November 2016. Since that date, the Company has not issued any securities to the Directors under the Employee Incentive Scheme.
- (f) All Directors and their nominees are entitled to participate in the Employee Incentive Scheme. As at the date of this Notice, the Directors are Messrs Cooke, Fry, Cameron-Dow and Pixley.
- (g) There are no loans provided to the Directors in relation to the acquisition of Shares under the Employee Incentive Scheme.
- (h) The Shares will be issued on the same terms as the fully paid ordinary shares of the Company and will rank equally with all of the Company's existing Shares. The Company will apply for quotation on ASX for any Shares issued under the Employee Incentive Scheme.

10. RESOLUTION 11 – APPROVAL OF PLACEMENT FACILITY

Resolution 11 seeks Shareholder approval so that the Company may issue up to 300,000,000 Shares to unrelated parties being a placement facility. Based on the current Share capital at the date of this Notice of 1,702,220,958, if the Company issued all 300,000,000 Shares under the placement facility, it would dilute the interests of existing Shareholders by 14.97%.

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

Information about Listing Rule 7.1 is set out in Section 6 above.

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 300,000,000 Shares.
- (b) The Shares 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 Shares will be issued at a price of at least 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue of Shares was made or, if there is a prospectus relating to the issue, over the last 5 days on which sales of Shares were recorded before the date of the prospectus.
- (d) At the date of this Explanatory Statement, the names of the proposed subscribers are not known and the quantity of the Shares to be issued to each subscriber is not known. The Company intends (but without limitation) to issue the Shares to sophisticated, professional and other investors who are

exempt from the disclosure requirements under Chapter 6D of the Corporations Act. The Shares will not be issued to Directors or other related parties.

- (e) The Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the issue of the Shares to fund general working capital.
- (g) It is intended that the Shares will be issued on one date.

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.
Annual General Meeting or Meeting	the meeting convened by this Notice.
Board	the Board of Directors of the Company.
Chair or Chairman	the chairman of the Company.
Closely Related Party	a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of "closely related party" in the Corporations Act.
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.
Employee Incentive Scheme	the EVE Investments Employee Incentive Plan approved by Shareholders on 22 November 2016.
Explanatory Statement	this Explanatory Statement.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Notice	notice of meeting that accompanies this Explanatory Statement.

Option	an option to acquire a Share.
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 5 and 6)

1. Each Option entitles the holder to one Share (fully paid ordinary share).
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 2018 ("**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. 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 LIMITED

ACN 106 523 611

Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a Shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of Shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a Company may execute a document without using its common seal if the document is signed by:
 - 2 Directors of the Company;
 - a Director and a Company Secretary of the Company; or
 - for a proprietary Company that has a sole Director who is also the sole Company Secretary – that Director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole Company Secretary of the Company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. Lodgement of Proxy Form
 - hand to the Company's office at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, 6008;
 - by post to PO Box 162, Subiaco, Western Australia, 6904;
 - by facsimile to facsimile number +61 8 6465 5599

by no later than 48 hours prior to the time of commencement of the Meeting.