

**EVE INVESTMENTS LIMITED  
ACN 106 523 611**

**PROSPECTUS**

**For the pro-rata non-renounceable rights issue of up to approximately 371,833,362 New Shares, on the basis of 1 New Share for every 2 Shares held at an issue price of 0.5 cents per New Share, to raise up to approximately \$1,859,167**

**Offer closes at 5:00pm ADST on 16 March 2016**

**The Offer is fully underwritten by CPS Capital Group Pty Ltd**

This document is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus contains important information about the Offer. You should read the entire document including the Entitlement and Acceptance Form. If after reading this Prospectus you have any questions about the Offer or this Prospectus, you should speak to your professional adviser.

The New Shares offered by this Prospectus should be considered highly speculative.

## IMPORTANT NOTICE

This Prospectus is dated 18 February 2016 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Certain terms and abbreviations used in this Prospectus have defined meanings, which are explained in the Glossary. In this Prospectus, the words "we", "our" and "us" refer to the Company. The words "you" or "your" refer to Shareholders.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application for quotation of the New Shares will be made to ASX within 7 days after the date of this Prospectus.

We are an ASX listed company whose securities are granted official quotation by ASX. In preparing this Prospectus regard has been had 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.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Directors or by us.

### Restrictions on distribution

The Offer is made in Australia and New Zealand only. This Prospectus does not constitute an offer in any overseas jurisdiction where it would be unlawful to make the Offer. You must ensure compliance with all laws of any country relevant to your Application. We will take the return of a duly completed Entitlement and Acceptance Form as a representation by you that there has been no breach of any laws and that you are an Eligible Shareholder.

The Corporations Act prohibits any person passing on to another person an application form unless it is accompanied by or included in a hard copy, or the complete and unaltered electronic version of this Prospectus. Please contact us if you wish to obtain a hard copy of this Prospectus free of charge.

A copy of this Prospectus can be downloaded from our website at [www.eveinvestments.com.au](http://www.eveinvestments.com.au). If you access the electronic version of this Prospectus you should ensure that you download and read the entire Prospectus. The electronic version of this Prospectus is only available to Australian residents.

## CORPORATE DIRECTORY

### DIRECTORS

Mr Alasdair Cooke (Executive Chairman)  
Mr Gregory (Bill) Fry (Executive Director)  
Mr Michael Curnow (Non-Executive Director)

### COMPANY SECRETARY

Mr Steven Jackson

### REGISTERED OFFICE

Suite 1, 245 Churchill Avenue  
Subiaco WA 6008

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Email: [info@eveinvestments.com.au](mailto:info@eveinvestments.com.au)  
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### UNDERWRITER

CPS Capital Group Pty Ltd  
Level 45, 108 St George's Terrace  
Perth WA 6000

### SOLICITORS

Fairweather Corporate Lawyers  
595 Stirling Highway  
Cottesloe WA 6011

### SHARE REGISTRY\*

Link Market Services Limited  
Level 4, Central Park  
152 St George's Terrace  
Perth WA 6000

Tel: 1300 554 474

\* 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. INVESTMENT OVERVIEW

Question	Response	Where to find more information
What is the Offer?	<p>We are offering to issue New Shares to Eligible Shareholders by a pro-rata non-renounceable rights issue.</p> <p>Under the Rights Issue, Eligible Shareholders may subscribe for 1 New Share for every 2 Shares held on the Record Date.</p>	Section 2.1
What is the Issue Price for the New Shares?	The Issue Price is 0.5 cents per New Share.	Section 2.1
Who is an Eligible Shareholder?	The Offer is made to Eligible Shareholders only. An Eligible Shareholder is a Shareholder with a registered address in Australia or New Zealand on the Record Date.	Section 4.1(a)
How many New Shares will be issued?	<p>The maximum number of New Shares that will be issued under the Offer is 371,833,362 New Shares.</p> <p>Where Option holders who reside in Australia or New Zealand exercise their Options before the Record Date, they will be entitled to participate in the Offer. This will increase the maximum number of New Shares that may be issued under the Offer.</p>	Section 2.1
What is the amount that will be raised under the Offer?	<p>At the date of this Prospectus, the maximum amount that may be raised under the Prospectus is \$1,859,167 before expenses. If existing Option holders who reside in Australia or New Zealand exercise their Options before the Record Date so as to participate in the Offer, the amount raised under the Offer may increase.</p> <p>Minimum Subscription under the Rights Issue is \$1,859,160.</p>	Section 2.1
What are the Underwriting arrangements?	<p>CPS Capital Group Pty Ltd is the Underwriter to the Offer to the Underwritten Amount of \$1,859,167.</p> <p>The Underwriter is not a related party and has no current relevant interest in Shares.</p> <p>The Underwriter must apply for the Shortfall Shares up to the Underwritten Amount in accordance with the terms of the Underwriting Agreement. The Underwriter has appointed unrelated party sub-underwriters to subscribe for certain of the Shortfall. Each sub-underwriter will not by its sub-underwriting increase its relevant interest in Shares to 20% or more.</p>	Section 4.5

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Question	Response	Where to find more information
<p>What is the purpose of the Offer?</p>	<p>The purpose of the Offer is to raise funds:</p> <ul style="list-style-type: none"> <li>• To assist funding the first tranche of the Omniblend Innovation subscription transaction.</li> <li>• For identification and evaluation of further technology investment opportunities.</li> <li>• For general working capital.</li> <li>• To pay the costs of the rights issue process including the underwriting fee.</li> </ul> <p>A budget of how we intend to use the funds at Full Subscription is set out in Section 2.2. As with any budget, new circumstances may change the way we apply the funds.</p>	<p>Section 2.2</p>
<p>What is the effect of the Offer on share capital and cash reserves?</p>	<p>The effect of the Offer on share capital and cash reserves is to:</p> <ul style="list-style-type: none"> <li>• Increase the number of Shares on issue.</li> <li>• Increase our cash reserves by up to approximately \$1,859,167 before the costs of the Offer.</li> </ul>	<p>Section 2.3</p>
<p>What are the key risks of a further investment in the Company?</p>	<p>The Rights Issue should be considered highly speculative. Before deciding to subscribe under the Offer, you should consider the risk factors set out in this Prospectus and all other public announcements and reports of the Company. The Company is a listed investment company where its business is that of investing in other businesses. The Company's investment strategy is focused on investing and partnering with innovative technology start-ups with global scalability. Some of the specific risks relevant to an investment in the Company are:</p> <ul style="list-style-type: none"> <li>• Omniblend Innovation subscription transaction – Completion of the first tranche subscription of the Omniblend Innovation subscription transaction (by the Company paying \$1,625,000 to obtain a 24.53% interest in Omniblend Innovation) is to occur by 31 March 2016. Part of the funds raised by this Offer will be used to make the first tranche subscription payment. The outstanding condition precedent to be satisfied or waived is the Company, Omniblend Innovation and its current shareholders agreeing the terms of a shareholders agreement governing the conduct of the affairs of Omniblend Innovation as between its shareholders. Completion of the second and final tranche subscription of the Omniblend Innovation subscription transaction (by the Company paying \$1,625,000 to increase its interest in Omniblend Innovation to 39.39%) is to occur by 15 June 2016. The Company will need to raise funds beyond this Offer to pay the second tranche subscription sum.</li> </ul>	<p>Section 3</p>

Question	Response	Where to find more information
	<ul style="list-style-type: none"> <li>• Future capital needs and additional funding – The Company will need to raise further capital (equity or debt) in the future. This includes needing to raise funds to pay the second and final tranche of the Omniblend Innovation subscription transaction. No assurance can be given that future funding will be available to the Company on favourable terms or at all which would prejudice the viability of the Company.</li> <li>• Technology development and commercialisation risk - A significant risk of investing in technology start-ups (such as Omniblend Innovation) 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.</li> <li>• Early stage investment risk – 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.</li> <li>• Reliance on key personnel – The Company's success largely depends on the core competencies of its Directors and management and its ability to retain these people.</li> </ul>	
<p>How do I accept my Entitlement under the Offer?</p>	<p>All Eligible Shareholders are entitled to subscribe for New Shares under the Offer. If you wish to make an Application in respect to your Entitlement, you must complete the Entitlement and Acceptance Form that accompanies this Prospectus.</p> <p>You may accept all or part of your Entitlement.</p> <p>If you do not wish to take up any of your Entitlement, you do not need to take any action and your Entitlement will lapse.</p>	<p>Section 4.2</p>
<p>What will happen to Excluded Shareholders?</p>	<p>The Offer is not extended to Excluded Shareholders (any Shareholder whose registered address on the Record Date is not situated in Australia or New Zealand).</p>	<p>Section 4.2(b)</p>
<p>How will Shortfall be allocated?</p>	<p>Any Entitlement not accepted will form the Shortfall.</p> <p>Eligible Shareholders that are not related parties and that have subscribed for their full Entitlement may apply for Shortfall Shares. The Shortfall Shares will be placed at the discretion of the Underwriter in consultation with the Directors.</p>	<p>Section 4.4</p>

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Question	Response	Where to find more information																						
<p>What is the effect of the Offer on control of the Company?</p>	<p>The Offer is 1 New Share for every 2 Shares held by Eligible Shareholders and the maximum dilution at Full Subscription that will be experienced by any Eligible Shareholder that fails to subscribe for any Entitlement is 33.33% of its existing shareholding.</p> <p>The effect of the Offer on control of the Company is reliant on the take-up of Entitlement by Eligible Shareholders and the placing of any Shortfall.</p> <p>The only party that after the Offer may have a relevant interest in greater than 20% of the Shares of the Company is the Underwriter. The maximum relevant interest of the Underwriter is 33.33%, which will only occur if no Eligible Shareholder takes up any Entitlement and all Shortfall Shares are subscribed for by the Underwriter (which also requires that sub-underwriters do not comply with their obligations).</p> <p>By reason of the above, the Offer should not have a material effect on the control of the Company.</p>	<p>Section 4.5(d)</p>																						
<p>What are the key dates of the Offer?</p>	<table border="0"> <tr> <td>Prospectus lodged with ASIC and ASX</td> <td>18 February 2016</td> </tr> <tr> <td>Appendix 3B lodged with ASX</td> <td>18 February 2106</td> </tr> <tr> <td>"Ex" date (date from which Shares trade on ASX without the entitlement to participate in the Offer)</td> <td>23 February 2016</td> </tr> <tr> <td>Record Date (to determine eligibility of Shareholders to participate in the Offer)</td> <td>25 February 2016</td> </tr> <tr> <td>Anticipated mailing of Prospectus and Entitlement and Acceptance Forms to Eligible Shareholders/Opening Date</td> <td>1 March 2016</td> </tr> <tr> <td>Closing Date</td> <td>16 March 2016</td> </tr> <tr> <td>Deferred settlement trading</td> <td>17 March 2016</td> </tr> <tr> <td>ASX notified of undersubscriptions</td> <td>21 March 2016</td> </tr> <tr> <td>Issue date</td> <td>23 March 2016</td> </tr> <tr> <td>Deferred settlement trading ends</td> <td>23 March 2016</td> </tr> <tr> <td>New Shares commence normal trading on ASX.</td> <td>24 March 2016</td> </tr> </table> <p>Please note that these dates are subject to change. We reserve the right, subject to the Corporations Act and the Listing Rules to amend the timetable at any time, and in particular, to extend the Closing Date or to withdraw the Offer without prior notice.</p>	Prospectus lodged with ASIC and ASX	18 February 2016	Appendix 3B lodged with ASX	18 February 2106	"Ex" date (date from which Shares trade on ASX without the entitlement to participate in the Offer)	23 February 2016	Record Date (to determine eligibility of Shareholders to participate in the Offer)	25 February 2016	Anticipated mailing of Prospectus and Entitlement and Acceptance Forms to Eligible Shareholders/Opening Date	1 March 2016	Closing Date	16 March 2016	Deferred settlement trading	17 March 2016	ASX notified of undersubscriptions	21 March 2016	Issue date	23 March 2016	Deferred settlement trading ends	23 March 2016	New Shares commence normal trading on ASX.	24 March 2016	
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## 2. REASON FOR THE RIGHTS ISSUE AND EFFECT ON THE COMPANY

### 2.1 Background

We are making this Offer which consists of a pro-rata non-renounceable rights issue of approximately 371,833,362 New Shares to Eligible Shareholders. The Offer is made on the basis of 1 New Share for every 2 Shares held by Eligible Shareholders on the Record Date at an issue price of 0.5 cents per New Share ("**Rights Issue**"). On this basis, the Rights Issue will seek to raise up to approximately \$1,859,167.

As at the date of this Prospectus, we have 743,666,723 Shares and 80,000,000 Options on issue. Option holders with an address in Australia or New Zealand may exercise their Options before the Record Date and participate in the Offer. In this event, the number of New Shares to be issued under this Prospectus and the funds raised as a result of the Rights Issue may vary.

### 2.2 Use of Funds

We are seeking to raise a total of up to approximately \$1,859,167 from this Rights Issue. Presented below is how the Company intends to use its current funds at the date of this Prospectus and the proceeds of the Offer at Full Subscription:

<b>Funds Available</b>	<b>Full Subscription</b>
Cash on hand	\$620,000
Funds raised under the Offer <sup>1</sup>	\$1,859,167
<b>Total funds available</b>	<b>\$2,479,167</b>

  

<b>Use of Funds</b>	
Pay the first tranche of the Omniblend Innovation subscription transaction	\$1,625,000
Identification and evaluation of further technology investment opportunities	\$250,000
General working capital <sup>2</sup>	\$464,167
Estimated expenses of the Offer including fees to the Underwriter <sup>3</sup>	\$140,000
<b>Total</b>	<b>\$2,479,167</b>

1. The table 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 than \$1,859,167, we will allocate those additional funds to general working capital.
2. General working capital includes but is not limited to corporate administration and operating costs and may be applied to directors' fees, ASX and share registry fees, legal, tax and audit and corporate advisory fees, insurance and travel costs.
3. The items of expenses are set out in Section 5.7.

4. The table is a statement of our proposed application of the funds raised as at the date of this Prospectus. 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.

### 2.3 Effect on share capital and cash reserves

The principal effects of the Rights Issue on the share capital and cash reserves of the Company will be to:

- (a) increase the total number of Shares on issue (see Section 2.4); and
- (b) increase our cash reserves at Full Subscription by approximately \$1,859,167, before taking into account the expenses of the Offer (see Section 2.5).

A pro forma statement of financial position, which that contains further information about the effect of the Rights Issue on the Company, is provided in Section 2.5.

### 2.4 Effect on capital structure

Assuming that no Options are exercised before the Record Date, the effect of the Offer on the Company's issued share capital as at the date of this Prospectus will be as shown in the following table:

<b>Shares</b>	<b>Full Subscription</b>
Existing Shares	743,666,723
New Shares issued under Rights Issue	371,833,362
<b>Total Shares on issue after completion of the Rights Issue</b>	<b>1,115,500,085</b>
<b>Options</b>	<b>Full Subscription</b>
Existing Options (unlisted, exercise price of 2 cents and expiry date of 31 December 2016)	80,000,000
New Options issued under Rights Issue	0
<b>Total Options on issue after completion of the Rights Issue</b>	<b>80,000,000</b>

The Company obtained shareholder approval on 20 November 2015 to issue Shares in lieu of accrued remuneration to Alasdair Cooke and Michael Curnow as Directors. Up to 9,375,000 further Shares may be issued to Alasdair Cooke and Michael Curnow if they elect to receive Shares instead of cash remuneration for the March 2016, June 2016 and September 2016 quarters.

## 2.5 Pro forma Statement of financial position

To illustrate the effect of the Rights Issue on the Company, a pro forma statement of financial position has been prepared based on the unaudited proforma statement of financial position as at 31 January 2016. The pro forma statement of financial position shows the effect of the Rights Issue as if it had been made on 31 January 2016 at Full Subscription based on the following assumptions:

- \* The issue of 371,833,362 New Shares under the Offer at an issue price of 0.5 cents each to raise \$1,859,167 and estimated expenses of the Offer of \$140,000.

	Unaudited 31 January 2016	Proforma 31 January 2016
<b>Assets</b>		
<i>Current Assets</i>		
Cash and cash equivalents	620,000	2,339,167
Trade and other receivables	9,566	9,566
<b>Total current assets</b>	<u>629,566</u>	<u>2,348,733</u>
<b>Total assets</b>	<u><u>629,566</u></u>	<u><u>2,348,733</u></u>
<b>Liabilities</b>		
<i>Current Liabilities</i>		
Trade and other payables	68,004	68,004
<b>Total current liabilities</b>	<u>68,004</u>	<u>68,004</u>
<b>Total liabilities</b>	<u>68,004</u>	<u>68,004</u>
<b>Net assets</b>	<u><u>561,562</u></u>	<u><u>2,280,729</u></u>
<b>Equity</b>		
Issued capital	12,479,165	14,198,332
Reserves	(1,474,380)	(1,474,380)
Accumulated losses	(10,443,223)	(10,443,223)
<b>Total equity attributable to shareholders of the Company</b>	<u><u>561,562</u></u>	<u><u>2,280,729</u></u>

### 3. RISK FACTORS

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#### 3.1 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 other businesses.

The Company's current investments are:

- (a) an agreement to acquire a 39.39% shareholding in Omniblend Innovation Pty Ltd, a medical technology company focused on foods for special medical purposes (the funds raised by this Offer will be used in part to pay the first tranche of the subscription to obtain a 24.53% interest);
- (b) a 35% equity interest in Wayland Copper Ltd which holds the Ballek Copper Gold Project in Sweden; and
- (c) a 29% equity interest in Agricola Resources plc, a UK exploration company.

The Company's new investment strategy is seeking to invest and partner with innovative technology start-ups with global scalability. Consistent with this new investment strategy, the Company will focus on its investment in Omniblend Innovation and identifying and evaluating further technology opportunities.

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.

#### 3.2 Specific risks

##### **Omniblend Innovation subscription transaction**

Omniblend Innovation subscription transaction – Completion of the first tranche subscription of the Omniblend Innovation subscription transaction (by the Company paying \$1,625,000 to obtain a 24.53% interest in Omniblend Innovation) is to occur by 31 March 2016. Part of the funds raised by this Offer will be used to make the first tranche subscription payment. The outstanding condition precedent to be satisfied or waived is the Company, Omniblend Innovation and its current shareholders agreeing the terms of a shareholders agreement governing the conduct of the affairs of Omniblend Innovation as between its shareholders. Completion of the second and final tranche subscription of the Omniblend Innovation subscription transaction (by the Company paying \$1,625,000 to increase its interest in Omniblend Innovation to 39.39%) is to occur by 15 June 2016. The Company will need to raise funds beyond this Offer to pay the second tranche subscription sum.

##### **Future capital needs and additional funding**

The funds raised by the Offer will be used to carry out the Company's objectives as detailed in this Offer Document and the Company's announcements to ASX. 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.

Funds will need to be raised beyond the Offer to pay the second and final tranche of the Omniblend Innovation subscription transaction (\$1,625,000) so as to increase the Company's interest to 39.39% in Omniblend Innovation Pty Ltd. This payment is required by 15 June 2016, unless varied by mutual agreement.

### **Technology development and commercialisation risk**

A significant risk of investing in technology start-ups (such as Omniblend Innovation) 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 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 circumvents 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 future investment in Omniblend Innovation, a medical technology company focused on foods for special medical purposes.

### **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.

## **3.3 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 in Australia may adversely affect the financial performance of the Company.

## 4. DETAILS OF THE OFFER

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### 4.1 The Offer

#### (a) Overview

All Eligible Shareholders are entitled to participate in the Rights Issue. You are an Eligible Shareholder if you are a Shareholder with a registered address in Australia or New Zealand on the Record Date. The Record Date is 5.00pm ADST, 25 February 2016.

As an Eligible Shareholder you are entitled to subscribe for 1 New Share for every 2 Shares held on the Record Date at the Issue Price of 0.5 cents per New Share.

When calculating your Entitlement, we will round up fractions to the nearest whole number.

The Company's Share Registry must receive your Entitlement and Acceptance Form by the Closing Date (being 5.00pm ADST on 16 March 2016).

The Offer is non-renounceable. This means that you may not sell or transfer all or part of your Entitlement. The Offer will lapse if you do not accept your Entitlement by the Closing Date.

#### (b) Minimum Subscription

Minimum Subscription under the Rights Issue is \$1,859,160.

No New Shares will be allotted or issued until the Minimum Subscription has been received. If the Minimum Subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application moneys to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application moneys.

#### (c) Offer is underwritten

The Offer is underwritten by the Underwriter to the Underwritten Amount. The Underwriter is not a related party or shareholder in the Company. Further information about the underwriting is set out in Section 4.5.

#### (d) Rights attaching to New Shares

A summary of the rights attaching to the New Shares is set out in Section 5.1.

### 4.2 How to accept the Rights Issue

#### (a) Action required by Eligible Shareholders

Your Entitlement is shown on the Entitlement and Acceptance Form accompanying the Prospectus sent to you. To subscribe to the Rights Issue, you must complete this form in accordance with the instructions.

You may take up your Entitlement in whole or in part or allow all of your Entitlement to lapse.

You may pay by cheque or by BPAY.

If you pay by cheque, please make the cheque payable to "EVE Investments Limited" and cross it "Not Negotiable". Completed Entitlement and Acceptance Forms (and a cheque for the Application Money) must be mailed to the postal address, or delivered by hand to the delivery address set out below.

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

If you pay by BPAY, please follow the procedure set out in the Entitlement and Acceptance Form. You do not have to return your completed Entitlement and Acceptance Form if you pay by BPAY. It is your responsibility to ensure that we receive your payment by the Closing Date. We do not accept any responsibility for incorrectly completed BPAY payments.

You should be aware that your own financial institution may implement earlier cut-off times with regards to electronic payments and you should therefore take this into consideration when making payment.

We must receive your Entitlement and Acceptance Form by the Closing Date. If we receive your Entitlement and Acceptance Form after the Closing Date, we may, at our discretion, accept or reject your Application. If we reject your Application, you will receive a refund in full of any payment of Application Money without interest.

If you complete and lodge an Entitlement and Acceptance Form, you will be deemed to have accepted the Offer to subscribe, on the terms set out in this Prospectus and in the Entitlement and Acceptance Form, for the number of New Shares specified in the Form.

We will hold your Application Money on trust until we issue the New Shares in accordance with the Corporations Act. We will retain any interest earned on the Application Money, whether or not the New Shares are issued to you.

If you are in any doubt as to how to complete or deal with your Entitlement and Acceptance Form, you should contact your professional adviser for assistance.

(b) **Excluded Shareholders**

The Company is of the view that it is unreasonable to make an offer to Excluded Shareholders (a Shareholder whose registered address is not in Australia or New Zealand) having regard to the number of Excluded Shareholders, the number and value of Shares these Excluded Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended, and New Shares will not be issued, to Shareholders with a registered address which is outside Australia or New Zealand.



(c) **New Zealand offer restrictions**

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 Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus 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.

4.3 **Allotment and Quotation**

(a) **Allotment of New Shares**

The New Shares issued pursuant to the Rights Issue will be allotted as soon as practicable after the Closing Date. We will allot the New Shares on the basis of your Entitlement.

Pending the allotment and issue of New Shares or payment of refunds under this Prospectus, we will hold all Application Money on trust for you in a separate bank account. We will, however, be entitled to retain all interest that accrues on any Application Money we hold.

No securities will be allotted and issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

(b) **Quotation by ASX**

We intend to apply to ASX for quotation of the New Shares within 7 days of the date of this Prospectus. If the ASX accepts our application, quotation of the New Shares will commence after the allotment of the New Shares.

If any New Shares are not granted quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, we will not issue those New Shares and the Application Money in respect of those New Shares will be refunded to you without interest within the time prescribed by the Corporations Act.

(c) **Holding Statements**

We participate in the security transfer system known as CHESS. CHESS is operated by ASX Settlement Pty Ltd (ACN 008 504 532) (a wholly owned subsidiary of ASX) in accordance with the Listing Rules and the ASX Settlement Operating Rules. Under CHESS you will not receive a share certificate. You will receive a holding statement setting out the number of New Shares issued to you under this Prospectus. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

4.4 **Shortfall**

Any New Shares under the Rights Issue that are not applied for will form the Shortfall Shares. The Offer to issue Shortfall Shares is a separate offer under the Prospectus.

Under this Prospectus, the Company offers to issue the Shortfall Shares to a party at the

same price as the New Shares offered under the Rights Issue.

Shareholders that are not related parties and that have subscribed for their full Entitlement may apply for any Shortfall Shares by completing the relevant section in the Entitlement and Acceptance Form and sending it to the Company's share registry together with payment by cheque or BPAY in the amount of Shortfall applied for.

Application for Shortfall with moneys does not guarantee any allotment of any Shortfall Shares. Shortfall will be placed at the discretion of the Underwriter in consultation with the Directors. All Shortfall may be placed to the Underwriter and/or any sub-underwriter. All application moneys in relation to which Shortfall Shares are not allocated will be returned without interest.

The Underwriter is obliged to take up and subscribe for Shortfall Shares up to the Underwritten Amount.

The Shortfall Shares may be placed at the discretion of the Underwriter, in consultation with the Directors, within 3 months of the Closing Date.

It is your responsibility to ensure that you will not breach the takeovers provisions in the Corporations Act by applying for (or being issued with) Shortfall Shares.

#### 4.5 **Underwriting and sub-underwriting arrangements**

##### (a) **The Underwriter**

The Underwriter is appointed under the Underwriting Agreement to underwrite the Rights Issue up to the Underwritten Amount. The Underwriter is not a related party and has no current relevant interest in Shares.

In the event of a Shortfall, the Directors are not aware of any reason why the Underwriter would not be in a position to meet its financial obligations to subscribe for the Shortfall in accordance with the Underwriting Agreement.

##### (b) **Underwriting Agreement**

The Underwriting Agreement was negotiated on an arms length basis. The parties to the agreement are the Company and the Underwriter.

Under the Underwriting Agreement, the Underwriter is obliged to subscribe for all of the Shortfall Shares. The maximum number of Shortfall Shares that the Underwriter is required to subscribe for is 371,833,362 Shares representing the Underwritten Amount.

We must, on the date of issue of the Shortfall Shares, pay the Underwriter an underwriting fee of 6% plus GST of the Underwritten Amount being \$111,550 plus GST. We are also required to reimburse the Underwriter for all out-of-pocket expenses.

Under the Underwriting Agreement we are required to make the Offer in accordance with all relevant regulatory requirements and we have given various representations and warranties to the Underwriter, which are customary for an agreement of this nature.

As is normal for underwriting agreements of this nature, the Underwriter has a wide discretion to terminate its obligations under the Underwriting Agreement on the occurrence of a number of events, which may occur before the issue of the Shortfall Shares. The more significant termination events are a fall in indices event allowing the Underwriter to terminate its obligations if the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 10% or more below its level at the close of business on the business day prior to the date of the Underwriting Agreement, the closing price of Shares is less than the Issue Price on any two consecutive trading days prior to the allotment of the New Shares and where an event has or is likely to have, or could be expected to have, a material adverse effect in respect of the Offer or the Company or its business or, alternatively, could give rise to a liability of the Underwriter under the Corporations Act. The failure of the Underwriter to appoint sub-underwriters will not relieve the Underwriter of its obligations.

(c) **Sub-Underwriting**

The Underwriter has appointed sub-underwriters to subscribe for certain of the Shortfall. Each sub-underwriter will not by its sub-underwriting increase its relevant interest in Shares to 20% or more.

No related parties will sub-underwrite the Offer.

The Underwriter is responsible for fees payable to sub-underwriters.

(d) **Effect on control**

The Offer is 1 New Share for every 2 Shares held by Eligible Shareholders and the maximum dilution at Full Subscription that will be experienced by any Eligible Shareholder that fails to subscribe for any Entitlement is 33.33% of its existing shareholding.

The only party that after the Offer may have a relevant interest in greater than 20% of the Shares of the Company is the Underwriter. The maximum relevant interest of the Underwriter is 33.33%, which will only occur if no Eligible Shareholder takes up any Entitlement and all Shortfall Shares are subscribed for by the Underwriter (which also requires that the sub-underwriters do not comply with their obligations). In the event that the Underwriter's relevant interest increases beyond 20%, the Company and the Underwriter rely upon section 611 item 13 of the Corporations Act.

By reason of the above, the Offer should not have a material effect on the control of the Company.

More details on the possible relevant interest of the Underwriter is set out below.

The Underwriter currently has no relevant interest in Shares.

Under the Underwriting Agreement, the Underwriter is obliged to subscribe for all of the Shortfall Shares up to the Underwritten Amount (maximum of 371,833,362 Shares as at the date of this Prospectus).

The relevant interest of the Underwriter will vary depending on the take-up of Entitlements by Eligible Shareholders and the placing of Shortfall. Below is a table detailing various scenarios.

	<b>100% take-up of Entitlements by Eligible Shareholders</b>	<b>50% take-up of Entitlements by Eligible Shareholders</b>	<b>0% take-up of Entitlements by Eligible Shareholders</b>
Relevant interest of Underwriter	0%	16.67%	33.33%

The above table assumes:

- (a) Shortfall is not issued to any Eligible Shareholders; and
- (b) sub-underwriters do not comply with their obligations so Shortfall is taken up by the Underwriter and not a sub-underwriter.

The Underwriter has informed us that on the facts and circumstances presently known to it, it is supportive of our current direction and it does not currently intend to make any major changes to our direction and objectives, and that other than as disclosed in this Prospectus:

- does not currently intend to make any changes to our existing businesses;
- does not currently intend to inject further capital into the Company other than in underwriting the Offer;
- does not currently intend to become involved in decisions regarding the future employment of our present employees and contemplates that they will continue in the ordinary course of business;
- does not currently intend for any property to be transferred between the Company and it or any person associated with it;
- does not currently intend to redeploy our fixed assets; and
- does not currently intend to change our existing financial or dividend policies.

#### 4.6 **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.

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## **5. ADDITIONAL INFORMATION**

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### **5.1 Rights attaching to New Shares**

The rights attaching to ownership of Shares in the Company (including the New Shares) are:

- (a) set out in the Company's Constitution; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

A summary of the more significant rights attaching to Shares is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of our Shareholders.

#### **Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. The person who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to that proportion of a vote that the amount paid (not credited) on the relevant share bears to the total amounts paid and payable (excluding amounts credited) on that share. Amounts paid in advance of a call are ignored when calculating the proportion. Voting may be in person or by proxy, attorney or representative.

#### **Dividends**

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend. All shares currently on issue and the shares to be issued under this Prospectus are fully paid shares.

#### **Future Issues of Securities**

Subject to the Corporations Act and the Listing Rules, the Directors may issue or grant options over unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

#### **Transfer of Shares**

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by the Board.

#### **Meetings and Notices**

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.

## **Election of Directors**

There must be a minimum of three Directors. At every annual general meeting one third of the Directors or, if the number is not a multiple of 3, then such number as is appropriate to ensure that no Director hold office for more than 3 years, must retire from office. These retirement rules do not apply to certain appointments including the managing director.

## **Amendment of Constitution**

The Constitution of the Company can only be amended by a special resolution, passed by at least three quarters of the votes cast by holders of Shares entitled to vote on the resolution, at general meeting. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

## **Predominance of Listing Rules**

While the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

### **5.2 Transaction specific prospectus and continuous disclosure obligations**

We are a disclosing entity under the Corporations Act and therefore are subject to regular reporting and disclosure obligations. Under those obligations, we are required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the Listing Rules. In particular, we must comply with the requirement to disclose to ASX any information held by us which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

As this Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act, it is required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. This Prospectus is not required to provide information regarding our assets and liabilities, financial position and performance, profits and losses or prospects on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;

- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request:
- (i) the annual financial report most recently lodged by the Company with ASIC;
  - (ii) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
  - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of this Prospectus with ASIC.

We lodged our latest annual report with ASX on 19 October 2015. Since then, we have made the following announcements to ASX, shown in the table below.

Date	Description of Announcement
19/10/2015	Appendix 4G and Corporate Governance Statement
19/10/2015	Prospectus
19/10/2015	Notice of Annual General Meeting/Proxy Form
20/10/2015	Appendix 4C – Quarterly
13/11/2015	Net Tangible Asset Backing
20/11/2015	Results of Meeting
23/11/2015	Change of Company Name
30/11/2015	Appendix 3B
11/12/2015	Net Tangible Asset Backing
15/12/2015	Trading Halt
17/12/2015	EVE Investments makes first medical technology investment
18/12/2015	Additional information under Listing Rule 4.10.20
04/01/2016	Appendix 3B
04/01/2016	Change of Director's Interest Notice x 2
12/01/2016	Change in Substantial Holding
13/01/2016	Net Tangible Asset Backing
29/01/2016	Appendix 4C – Quarterly
02/02/2016	Shareholder Update
03/02/2016	Investor Presentation – Omniblend Innovation Acquisition
15/02/2016	Net Tangible Asset Backing
18/02/2016	Fully underwritten rights issue

### 5.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest closing market price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last closing market price on the day on which Shares traded prior to lodgement of this Prospectus with ASIC were:

	Price	Date
Highest	1.1 cents	16 December 2015
Lowest	0.4 cents	12 January 2016
Latest	0.7 cents	17 February 2016

### 5.4 Board and Management

The Board consists of:

- Mr Alasdair Cooke (Executive Chairman)
- Mr Gregory (Bill) Fry (Executive Director)
- Mr Michael Curnow (Non-Executive Director)

Mr Cooke as a substantial shareholder and an executive director is not an independent director. Mr Fry as an executive director is not an independent director.

Mr Curnow is an independent director.

### 5.5 Directors' Interests

#### (a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds, or has held at any time during the last two years, any interest in:

- (i) the formation or promotion of the Company; or
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (iii) the Offer;

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director or proposed Director to induce him or her to become, or to qualify as, a Director or for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.



(b) **Interests in securities as at the date of this Prospectus**

As at the date of this Prospectus, the Directors (and their respective associates) have relevant interests in the Shares and Options of the Company as set out in the table below. Interests include those held directly and indirectly.

Each Director who is an Eligible Shareholder will be entitled to participate in the Rights Issue. The table below does not include the New Shares that the Directors may subscribe for under the Offer.

Director	Number of Shares	Number of Options
Alasdair Cooke	143,644,046 <sup>1</sup>	0
Gregory (Bill) Fry	31,894,049 <sup>1</sup>	0
Michael Curnow	9,883,772 <sup>1</sup>	0

1. The Directors and their associates may subscribe for any or all their Entitlement in addition to the existing Shares. The respective Entitlements are 71,822,023 (Alasdair Cooke), 15,947,025 (Gregory (Bill) Fry) and 4,941,886 (Michael Curnow).

(c) **Remuneration of Directors**

Mr Alasdair Cooke receives remuneration of \$75,000 per annum as executive chairman (which may include receiving Shares in lieu of cash). In the two years prior to the date of this Prospectus, Mr Cooke has received a total remuneration of approximately \$187,500.

Mr Gregory (Bill) Fry receives remuneration of \$82,500 per annum as an executive director (which may include receiving Shares in lieu of cash). In the two years prior to the date of this Prospectus, Mr Fry has received a total remuneration of approximately \$288,750.

Mr Michael Curnow is paid \$25,000 per annum as a fee for a non-executive director (which may include receiving Shares in lieu of cash). In the two years prior to the date of this Prospectus, Mr Curnow has received a total remuneration of approximately \$50,000.

Directors are also entitled to be reimbursed for reasonable expenses incurred by them in providing their services to the Company. Non-executive directors are entitled to payment in addition to their director's fee if they undertake work in addition to their services as a non-executive director. Payment for any such additional work will be at agreed market rates.

5.6 **Interests of experts and advisers**

Other than as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

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- (a) the formation or promotion of the Company; or
  - (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
  - (c) the Offer.

Other than as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers has acted as lawyers to the Company in relation to the Rights Issue. We estimate that we will pay approximately \$15,000 (excluding GST) for these services. In the past two years, Fairweather Corporate Lawyers has or will be paid fees (excluding GST) of approximately \$49,500 by the Company for other services.

CPS Capital Group Pty Ltd is the Underwriter in relation to the Rights Issue and will receive a fee of 6% plus GST of the Underwritten Amount being \$111,550 plus GST. In the past two years, CPS Capital Group Pty Ltd has not been paid any amounts by the Company.

#### 5.7 Expenses of the Offer

The expenses connected to the Rights Issue payable by the Company are estimated at approximately \$140,000. These estimated expenses include fees to be paid to the Underwriter, legal fees, ASX and ASIC fees and other miscellaneous expenses directly attributable to the Rights Issue.

#### 5.8 Consents

The following parties has given their written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to Fairweather Corporate Lawyers being named as the Solicitors to the Offer.

CPS Capital Group Pty Ltd has consented to being named as the Underwriter to the Offer and the inclusion in the Prospectus of all statements referring to it.

The parties referred to above in this Section:

- do not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this Section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this Section; and
- has not caused or authorised the issue of this Prospectus.

## 6. DIRECTORS' AUTHORISATION AND CONSENT

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This Prospectus is authorised by the Company and lodged with the ASIC pursuant to section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 18 February 2016



.....  
Signed for and on behalf of EVE Investments Limited  
By Mr Gregory (Bill) Fry  
Executive Director

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## 7. GLOSSARY

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

<b>ADST</b>	Australian Eastern Daylight Savings Time.
<b>Applicant</b>	A person who submits and Entitlement and Acceptance Form.
<b>Application</b>	An application for New Shares under the Rights Issue.
<b>Application Money</b>	The Issue Price multiplied by the total number of New Shares applied for by an Applicant under an Entitlement and Acceptance Form.
<b>AFSL</b>	Australian Financial Services Licence.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ACN 008 624 691) and the Australian Securities Exchange it operates
<b>Board</b>	The Board of Directors.
<b>Closing Date</b>	The time and date at which the Offer expires, being 5.00pm ADST, 16 March 2016, subject to the Company varying this date in accordance with the Listing Rules.
<b>Company or EVE</b>	EVE Investments Limited (ACN 106 523 611).
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The Corporations Act 2001 (Cth)
<b>Director</b>	A director of the Company for the time being.
<b>Eligible Shareholders</b>	Shareholders with a registered address in Australia or New Zealand at the Record Date.
<b>Entitlement</b>	The entitlement to subscribe for New Shares under the Rights Issue.
<b>Entitlement and Acceptance Form</b>	The entitlement and acceptance form attached to or accompanying this Prospectus, personalised for each Eligible Shareholder, which allows each Eligible Shareholder to accept the Offer.
<b>Excluded Shareholder</b>	A Shareholder whose registered address is not in Australia or New Zealand.
<b>Full Subscription</b>	The maximum amount to be raised under the Offer being the sum of \$1,859,167 assuming no existing Options are exercised.
<b>Issue Price</b>	0.5 cents per New Share, being the price payable to subscribe for each New Share.
<b>Listing Rules</b>	The official listing rules of ASX.
<b>Minimum Subscription</b>	The minimum amount to be raised under the Offer being the sum of \$1,859,160.
<b>New Shares</b>	The Shares offered under the Rights Issue.
<b>Offer</b>	The offer to Eligible Shareholders of New Shares under the Rights Issue.
<b>Official List</b>	The official list of the ASX.

<b>Option</b>	An option to acquire a Share.
<b>Prospectus</b>	This prospectus dated 18 February 2016.
<b>Record Date</b>	The time and date for determining a Shareholder's entitlement to participate in the Rights Issue, being 7.00pm ADST, 25 February 2016.
<b>Rights Issue</b>	The pro-rata non-renounceable offer to Eligible Shareholders of 1 New Share for every 2 Shares held by Eligible Shareholders on the Record Date.
<b>Share</b>	A fully paid ordinary share in the issued capital of the Company.
<b>Shareholder</b>	Registered holder of Shares.
<b>Shortfall</b>	New Shares not applied for under the Offer before the Closing Date.
<b>Shortfall Shares</b>	New Shares constituting the Shortfall.
<b>Underwriter</b>	CPS Capital Group Pty Ltd (ACN 008 055 636) (AFSL 294848).
<b>Underwriting Agreement</b>	The underwriting agreement between the Company and the Underwriter dated on or about 18 February 2016.
<b>Underwritten Amount</b>	\$1,859,167.
<b>\$</b>	Australian dollars unless otherwise stated.

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