

**EVE INVESTMENTS LIMITED
ACN 106 523 611**

**OFFER DOCUMENT
RIGHTS ISSUE**

**Non-renounceable pro-rata entitlement to 1 New Share for every 6 Shares held
at an issue price of 1 cent per New Share to raise up to approximately \$1,959,167**

Offer closes at 5.00pm AEDT on 6 December 2016

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

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

IMPORTANT NOTICE

This Offer Document has been prepared by EVE Investments Limited and is issued pursuant to the requirements of section 708AA of the Corporations Act, as modified, for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Document is dated 25 November 2016 and was lodged with ASX on this date.

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

Information about the Company

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

Not investment or financial product advice

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

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

Overseas shareholders

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

Disclaimer of representatives

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

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

Financial data

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

Defined terms

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

CORPORATE DIRECTORY

DIRECTORS

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

SOLICITORS

Fairweather Corporate Lawyers
595 Stirling Highway
Cottesloe WA 6011

COMPANY SECRETARY

Mr Steven Jackson

SHARE REGISTRY*

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

Tel: 1300 554 474

REGISTERED OFFICE

Suite 1, 245 Churchill Avenue
Subiaco WA 6008

Tel: +61 8 6465 5500

Fax: +61 8 6465 5599

Email: info@eveinvestments.com.au

www.eveinvestments.com.au

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

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1. KEY INFORMATION

SUMMARY OF RIGHTS ISSUE OFFER	
Offer	1 New Share for every 6 Shares held on the Record Date. See Section 3.1.
Issue Price	1 cent per New Share. See Section 3.1.
Number of New Shares to be issued	Up to approximately 195,916,687 New Shares will be issued at Full Subscription. The precise number of New Shares to be issued is not known and will vary depending on how many Shares are on issue on the Record Date and the number of Shares applied for under the Offer. See Section 3.3.
Funds raised	Up to approximately \$1,959,167 will be raised by the Rights Issue at Full Subscription. The precise amount of funds that will be raised is not known and will vary depending on how many Shares are on issue on the Record Date and the number of Shares applied for under the Rights Issue. See Section 3.1.
Minimum Subscription	Minimum Subscription under the Rights Issue is \$1,275,000. See Section 3.7.
Use of funds	At Minimum Subscription, funds (including existing funds) are intended to be used: <ul style="list-style-type: none"> • to pay the second and last tranche of the Omniblend Innovation subscription transaction; • identification and evaluation of further technology investment opportunities; • for general working capital; and • to pay the costs of the rights issue process. In the event that greater than Minimum Subscription is raised, funds will be applied as set out in Section 3.2.
Not underwritten	The Rights Issue is not underwritten. Westar Capital has been appointed as lead manager to place the Shortfall in conjunction with the Directors. See Section 3.8.
Entitlement to participate in Rights Issue	All Eligible Shareholders on the Record Date are entitled to participate in the Rights Issue. Optionholders are not entitled to participate in the Offer unless they exercise their Options before the Record Date. See Section 3.4.
Shortfall	Eligible Shareholders who are not related parties and that have subscribed for their full Entitlement may apply for Shortfall Shares. Application by Eligible Shareholders with moneys does not guarantee any allotment of Shortfall Shares. Shortfall Shares may be issued to parties that are not Eligible Shareholders and that are not related parties. Westar Capital has been appointed as lead manager to place the Shortfall Shares in conjunction with the Directors at their discretion. See Section 3.9.
Risks	The Rights Issue should be considered highly speculative as the Company is a listed investment company where its business is that of investing in emerging technologies. Some of the specific risks to an investment in the Company are future capital needs and additional funding risk, technology development and commercialisation risk, early stage investment risk and reliance on key personnel risk. See Section 5.
The potential effect of the Rights Issue on control of the Company	The Company is of the view that the Rights Issue will not materially affect the control of the Company. By reason of existing shareholdings in the Company and the structure of the Rights Issue, no Shareholder can increase their voting power beyond 20% by reason of the Rights Issue. The Company will not issue any New Shares by reason of Shortfall to Eligible Shareholders so they can increase their voting power beyond 20%. See Section 4.1.

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2. **TIMETABLE**

Event	Date
Pro-rata Offer announced	16 November 2016
New Shares quoted on an "ex" basis (date from which the New Shares commence trading without the entitlement to participate in the Offer).	21 November 2016
Record Date (date for identifying Shareholders entitled to participate in the Offer).	22 November 2016
Offer Document with Entitlement Form sent to Eligible Shareholders	25 November 2016
Offer opens	25 November 2016
Closing Date (last date for lodgement of Entitlement Forms and Application Money)	6 December 2016
Trading of New Shares commences on a deferred settlement basis	7 December 2016
Company to notify ASX notified of the Shortfall (if any)	9 December 2016
Issue of New Shares and end of deferred settlement trading	13 December 2016
Normal trading of New Shares on ASX	14 December 2016

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

3. DETAILS OF THE RIGHTS ISSUE

3.1 The Rights Issue

Eligible Shareholders are invited to participate in a non-renounceable pro-rata entitlements rights issue on the basis of 1 New Share for every 6 Shares (1:6) held as at the Record Date (5.00pm AEDT on 22 November 2016), at an issue price of 1 cent per New Share.

The Company currently has 1,175,500,123 Shares, 80,000,000 unlisted Options and 36,000,000 performance rights on issue. Based on the current capital structure of the Company, up to approximately 195,916,687 New Shares will be issued under the Offer to raise up to \$1,959,167 (before the costs of the issue). If any of the Options are exercised before the Record Date then the number of New Shares that may be issued under the Offer could increase. The performance rights cannot be converted before the Record Date.

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

3.2 Purpose and use of proceeds

The Company has current funds of approximately \$545,000. The Rights Issue will increase the total number of Shares on issue and increase our cash reserves by up to \$1,959,167 (before costs).

The table below sets out the proposed application of funds (both current and new funds under the Rights Issue). The table assumes both Minimum Subscription and a full take-up of Entitlements.

Funds Available	Minimum Subscription (\$1,275,000)	Full Subscription¹ (\$1,959,167)
Cash on hand at the date of this Offer Document	\$545,000	\$545,000
Funds raised under the Offer ¹	\$1,275,000	\$1,959,167
Total funds available	\$1,820,000	\$2,504,167
Use of Funds	Amount	Amount
Pay the second and final tranche of the Omniblend Innovation subscription transaction ²	\$1,625,000	\$1,625,000
General working capital ³	\$100,000	\$619,167
Identification and evaluation of further technology investment opportunities ⁴	\$45,000	\$200,000
Expenses of the Offer ⁵	\$50,000	\$60,000
Total	\$1,820,000	\$2,504,167

1. Full Subscription assumes that the Offer is fully subscribed and all New Shares under the Rights Issue are issued. It also assumes that none of the existing Option holders exercise their Options before the Record Date and participate in the Offer. In the event that more funds are raised, we will allocate those additional funds to general working capital.
2. The payment of the second and final tranche of the Omniblend Innovation subscription transaction will complete the agreement of the Company to acquire a 39.39% shareholding in Omniblend Innovation Pty Ltd.
3. General working capital includes corporate administration and operating costs and may be applied to directors fees, ASX and share registry fees, legal, tax, audit and corporate advisory fees, insurance and travel costs. It may in some circumstances also be applied to identification and evaluation of further technology investment opportunities.
4. The Company is a listed investment company focusing on emerging technologies and will continue to look to new technology investment opportunities.
5. The expenses of the Offer do not include a fee that will be paid to Westar Capital in the event of the placing of any Shortfall Shares to investors introduced by it. The fee is 5% plus GST on any such funds raised.
6. In the event that moneys are received beyond Minimum Subscription (\$1,275,000), the net funds are intended to be applied pro-rata as between the following activities up to the sum of \$674,167:

- (a) identification and evaluation of further technology investment opportunities (up to the sum of \$155,000); and
- (b) general working capital (up to the sum of \$519,167).

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

3.3 Capital structure

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

Shares	Minimum Subscription	Full Subscription
Existing Shares	1,175,500,123	1,175,500,123
New Shares issued under Rights Issue	127,500,000	195,916,687
Total Shares on issue after completion of the Rights Issue	1,303,000,123	1,371,416,810

In addition to Shares, the Company has on issue 80,000,000 unlisted Options (exercise price 2 cents, expiry date 31 December 2016) and 36,000,000 performance rights. 18,000,000 of the performance rights convert into 18,000,000 Shares (fully paid ordinary) upon the Company paying the second and final tranche of the Omniblend Innovation subscription transaction and 18,000,000 of the performance rights convert into 18,000,000 Shares (fully paid ordinary) upon Omniblend Innovation Pty Ltd completing an initial public offer or reverse takeover on the ASX or an alternative Board approved securities exchange or upon the trade sale of the main business of Omniblend Innovation Pty Ltd.

3.4 Eligible Shareholders

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

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

3.5 Entitlements

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

You are encouraged to apply for New Shares as early as possible. To apply for the New Shares under the Offer, you must complete your Entitlement Form and lodge it together with payment for the New Shares by no later than the Closing Date (5pm AEDT on 6 December 2016). Please see Section 6 of this Offer Document for further information regarding the acceptance of the Offer.

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

3.6 Closing Date

We will accept applications from the Opening Date until 5pm (AEDT) on 6 December 2016 or such other date as the Directors may determine, subject to the requirements of the Corporations Act and the Listing Rules.

3.7 Minimum Subscription

Minimum Subscription under the Rights Issue is \$1,275,000.

3.8 **Not Underwritten**

The Rights Issue is not underwritten. Westar Capital has been appointed as lead manager to place the Shortfall in conjunction with the Directors. See Section 3.9.

3.9 **Shortfall**

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

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

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

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

Westar Capital has been appointed as lead manager to place the Shortfall Shares in conjunction with the Directors. The Directors reserve the right in conjunction with Westar Capital, to place any Shortfall Shares at their discretion within 3 months of the Closing Date.

Westar Capital will be paid a fee of 5% plus GST upon any Shortfall Shares placed to investors introduced by it.

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

3.10 **Continuous Disclosure Obligations**

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

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

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

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

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

4.1 Effect on Control

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

- (a) If all Eligible Shareholders as at the Record Date take up their full Entitlement, the Rights Issue will have no effect on the control of the Company and all Shareholders will hold the same percentage interest in the Company subject only to changes resulting from Excluded Shareholders being unable to participate in the Rights Issue.
- (b) In the more likely event that not all Eligible Shareholders subscribe for their full Entitlement (ie there is a Shortfall), Eligible Shareholders who do not subscribe for their full Entitlement under the Rights Issue and Excluded Shareholders unable to participate in the Rights Issue will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement. The extent of the dilution will depend on the degree to which Eligible Shareholders take up their Entitlement. The maximum dilution if you do not take up your Entitlement will approach 14.29% if nearly all Eligible Shareholders other than you take up their full Entitlement.
- (c) By reason of existing shareholdings in the Company and the structure of the Rights Issue, no Shareholder can increase their voting power beyond 20% by reason of the Rights Issue. The Company will not issue any New Shares by reason of Shortfall so a party can increase their voting power beyond 20%.

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

4.2 Directors' Interests

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

Director	Shares	Options	Performance Rights ¹
Alasdair Cooke (Executive Chairman)	143,644,046	-	3,000,000
Gregory (Bill) Fry (Executive Director)	28,294,049	-	12,000,000
George Cameron-Dow (Non-Executive Director)	-	-	3,000,000

Notes:

1. One-half of the performance rights held by each Director will be converted into Shares (fully paid ordinary) upon the Company paying the second and final tranche of the Omniblend Innovation subscription transaction and one-half of the performance rights held by each Director will be converted into Shares (fully paid ordinary) upon Omniblend Innovation Pty Ltd completing an initial public offer or reverse takeover on the ASX or an alternative Board approved securities exchange or upon the trade sale of the main business of Omniblend Innovation Pty Ltd.
2. The table above does not include any Entitlement which may be taken up by a Director.

5. RISK FACTORS

5.1 Introduction

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

The Company's current investments are:

- (a) A 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 second and final tranche of the subscription to increase the interest of the Company to 39.39%); and
- (b) a 35% equity interest in Wayland Copper Ltd which holds the Ballek Copper Gold Project in Sweden.

The Company's 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.

5.2 Specific risks

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.

Section 3.2 outlines how the Company intends to use funds at Minimum Subscription, as funds are raised up to Full Subscription and at Full Subscription.

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.

5.3 General investment risks

Securities investments and share market conditions

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

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

Economic risk

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

Legislative

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

6. ACTION REQUIRED BY SHAREHOLDERS

6.1 Acceptance of Offer

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

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

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

6.2 Taking up your Entitlement in full or in part

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

- Complete the Entitlement Form for the number of New Shares you wish to take up in accordance with the instructions on the form. Return your completed form, together with the Application Money to the Company's share registry (see Section 6.5 below). It must be received by no later than the Closing Date (5pm AEDT on 6 December 2016).

OR

- Make a payment of 1 cent for each New Share you wish to apply for by BPAY in accordance with the instructions on the Entitlement Form by no later than the Closing Date (5pm AEDT on 6 December 2016).

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

6.3 Allowing your Entitlement to lapse

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

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

6.4 Payment for New Shares

The issue price of 1 cent per New Share is payable in full on application.

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

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

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

6.5 Address details and enquiries

Completed Entitlement Forms and cheques for the Application Money (if not paying by BPAY) should be mailed to the postal address or delivered by hand to the delivery address set out below by no later than the Closing Date (5pm AEDT on 6 December 2016):

Postal address:

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

Delivery address:

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

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

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

6.6 Issue of New Shares and quotation on ASX

New Shares under the Rights Issue will be issued as soon as practicable after the Closing Date. It is expected that New Shares will be allotted and that transaction confirmation statements will be sent to you on 13 December 2016. However, if the Closing Date is extended then the date for allotment and posting may also be extended.

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

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

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

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

6.7 Excluded Shareholders

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

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

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

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

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

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

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

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

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

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

7. **GLOSSARY**

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

AEDT	Australian Eastern Daylight Time.
Applicant	A person who makes an Application.
Application	An application to subscribe for New Shares under this Offer Document.
Application Money	Money payable by Eligible Shareholders in respect of New Shares applied for under this Offer Document.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as applicable.
Board	The board of directors of the Company.
Closing Date	The last day for payment and return of Entitlement Forms, being 5.00pm (AEDT) on 6 December 2016 or such other date as may be determined by the Directors.
Company	EVE Investments Limited (ACN 106 523 611).
Constitution	The constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Director	A director of the Company.
Eligible Shareholder	Shareholders with a registered address in Australia or New Zealand as at the Record Date.
Entitlement	The number of New Shares that an Eligible Shareholder may apply for under the Offer, as determined by the number of Shares held on the Record Date.
Entitlement Form	The entitlement and acceptance form accompanying this Offer Document.
Excluded Shareholder	A Shareholder whose registered address is not in Australia or New Zealand.

Full Subscription	The maximum amount to be raised under the Offer being the sum of \$1,959,167 assuming no existing Options are exercised.
Issue Price	1 cent per New Share.
Listing Rules	The official listing rules of ASX, as amended or waived by ASX from time to time.
Minimum Subscription	The sum of \$1,275,000.
New Share	A Share to be issued under this Offer Document.
Offer	The offer to Eligible Shareholders of New Shares under the Rights Issue.
Offer Document	This offer document.
Option	An option to acquire a Share.
Record Date	5.00pm (AEDT) on 22 November 2016.
Rights Issue	The pro-rata non-renounceable offer conducted pursuant to this Offer Document under which up to approximately 195,916,687 New Shares will be offered to Eligible Shareholders on the basis of 1 New Share for every 6 Shares held at the Record Date at the Issue Price.
Share	A fully paid ordinary share in the Company.
Shareholder	A registered holder of Shares.
Shortfall	The number of New Shares not applied for under the Rights Issue before the Closing Date.
Westar Capital	Western Capital Ltd (ACN 009 372 838) (AFSL 255789).



eve investments

ABN 89 106 523 611

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 554 474
From outside Australia: +61 1300 554 474
ASX Code: EVE
Website: www.linkmarketservices.com.au

SRN/HIN:

Entitlement Number:

Number of Eligible Shares held as
at the Record Date, 7:00pm (AEDT)
on 22 November 2016:

Entitlement to New Shares
(on a 1 New Share for 6 basis):

Amount payable on full acceptance
at A\$0.01 per Share:

Offer Closes
5:00pm (AEDT): 6 December 2016

ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 6 Existing Shares that you hold on the Record Date, at an Offer Price of A\$0.01 per New Share. You may also apply for New Shares in excess of your Entitlement, at the Offer Price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

IMPORTANT: The Offer is being made under the Offer Document dated 25 November 2016. The Offer Document contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Offer Document. This Entitlement and Acceptance Form should be read in conjunction with the Offer Document.

Should you wish to discuss any information contained in the Offer Document, do not hesitate to contact the Company Secretary, Mr Steven Jackson on +61 8 6465 5500.

PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for additional New Shares, you have two payment options detailed below.

OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®. Payment must be received via BPAY® before 5:00pm (AEDT) on 6 December 2016. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEDT) on 6 December 2016.



Biller Code: 202564
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
® Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



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ABN 89 106 523 611

Please detach and enclose with payment



SRN/HIN:

Entitlement Number:

A Number of New Shares accepted (being not more than your Entitlement shown above)

B Number of additional New Shares

C Total number of New Shares accepted (add Boxes A and B)

Form with input fields for boxes A, B, and C, including a plus sign and equals sign.

D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Eve Investments Limited” and crossed “Not Negotiable”.

Form with input fields for Drawer, Cheque Number, BSB Number, Account Number, and Amount of Cheque (A\$).

E CONTACT DETAILS – Telephone Number

Telephone Number – After Hours

Contact Name

Form with input fields for telephone numbers and contact name.

EVE INVESTMENTS LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Offer Document and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Offer Document and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Eve Investments Limited.

HOW TO APPLY FOR NEW SHARES

1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: www.bpay.com.au

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.01.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **additional** New Shares above your Entitlement for which you wish to apply into Box B. Your Application for additional New Shares may not be successful (wholly or partially). The decision of Eve Investments Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

C. Total Number of New Shares Subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Eve Investments Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Eve Investments Limited may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

3. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Offer Document electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Eve Investments Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery

Eve Investments Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on 6 December 2016. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Eve Investments Limited reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

Should you wish to discuss any information contained in the Offer Document, do not hesitate to contact the Company Secretary, Mr Steven Jackson on +61 8 6465 5500.