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**EVE INVESTMENTS LIMITED  
ACN 106 523 611**

**PROSPECTUS**

**For the Offer of 1 Share at an issue price of 1.3 cents**

**This Prospectus has been prepared for the purposes of section 708A(11)(b)(ii) of the Corporations Act to remove any secondary trading restrictions on the sale of securities to be issued by the Company while the offer of a Share is open under this Prospectus.**

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus contains important information about the Offer.

## IMPORTANT NOTICE

This Prospectus is dated 6 February 2018 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.

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

Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Share the subject of this Prospectus.

The Company is an ASX listed company whose securities are granted official quotation by ASX.

In preparing this Prospectus regard has been had to the fact that the Company is 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 Company or its Directors.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. If an applicant is resident in a country other than Australia it should consult its professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. An investment in the securities the subject of this Prospectus should be considered highly speculative.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

## CORPORATE DIRECTORY

### DIRECTORS

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

### COMPANY SECRETARY

Mr Steven Jackson

### BUSINESS OFFICE

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245 Churchill Avenue  
Subiaco, Western Australia, 6008

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[www.eveinvestments.com.au](http://www.eveinvestments.com.au)

### SOLICITORS TO THE OFFER

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

### \*SHARE REGISTRY

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

Telephone: 1300 554 474

- \* Link Market Services Limited has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only

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## 1. INVESTMENT OVERVIEW

Question	Response	Where to find more information
What is the Offer?	The Company is offering to issue 1 Share for 1.3 cents.	Sections 2.1 and 4.1
Who should apply?	The Company will invite an investor to apply. You should not apply for the Share unless you are invited to do so.	Sections 2.1 and 4.1
What is the purpose of the Offer?	<p>During the period in which this Offer is open, the Company will issue approximately 270,000,000 Placement Shares to investors to raise a gross sum of approximately \$3,510,000 (Placement Shares).</p> <p>The Placement Shares will be issued without a prospectus to institutional, sophisticated and professional style investors under section 708 of the Corporations Act and who are not related parties of the Company. The Placement Shares will be issued utilising a placement facility approved by Shareholders at the annual general meeting held on 22 November 2017.</p> <p>The Corporations Act restricts the trading of securities that are issued without a prospectus or otherwise where section 708A of the Corporations Act is complied with. The purpose of the Offer is to allow holders of Shares issued during the period in which the Offer is open to be able to sell them without secondary trading sale restrictions.</p>	Section 2.1
What is the effect of the Offer?	<p>The effect of the Offer is to remove the secondary trading sale restrictions on the Shares issued during the period in which the Offer under this Prospectus is open.</p> <p>The Offer will further increase the number of Shares on issue by 1 Share and decrease the cash reserves of the Company by approximately \$7,500 (being the estimated expenses of the Offer).</p>	Section 2.2
What are the risks associated with an investment in the Company?	<p>Some of the key risks associated with an investment in the Company are set out below. The Applicant for the Share should consider these risks and the risks set out in Section 3 when considering whether to apply for the Share being offered. Some of the key specific risks are:</p> <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. 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.</li></ul>	Section 3

Question	Response	Where to find more information
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- Technology development and commercialisation risk - a significant risk of investing in technology start-ups is whether the technology company can relevantly develop and successfully commercialise its technology. A failure to achieve commercialisation of relevant technologies may have a significant adverse impact on the Company's business model, operating results and financial position.
- Early stage investments - the investments of the Company are intended to be in early stage opportunities which may involve seed capital in unlisted companies. Such investments are in the nature of high risk and high reward. Investments in any unlisted companies are generally illiquid and may prove difficult to sell prior to such a company achieving listing on a stock exchange and may further be subject to escrow restrictions upon listing.
- Reliance on key personnel - the Company's success largely depends on the core competencies of its Directors and 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.

What are the key dates of the Offer?

Prospectus lodged with ASIC.	6 February 2018
Opening Date	6 February 2018
Closing Date	8 February 2018
Issue of holding statement	9 February 2018

Please note that these dates are subject to change. The Company reserves 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.

## **2. PURPOSE AND EFFECT OF THE OFFER**

### **2.1 Purpose of Offer**

As announced on 31 January 2018, the Company is undertaking a placement to investors who are not related parties with the Placement Shares. The Placement Shares will be issued during the period in which the Offer under this Prospectus is open. The Placement Shares constitute approximately 270,000,000 Shares to be issued at 1.3 cents per Share to raise a gross sum of approximately \$3,510,000.

The Placement Shares will be issued without a prospectus to institutional, sophisticated and professional style investors under section 708 of the Corporations Act and who are not related parties of the Company. The Placement Shares will be issued utilising a placement facility approved by Shareholders at the annual general meeting held on 22 November 2017.

The Placement Shares will be issued during the period in which the Offer under this Prospectus is open.

The Corporations Act in certain circumstances restricts the trading of securities that are issued without a prospectus. The purpose of the Offer is to allow the holders of Shares issued during the period in which the Offer is open to be able to sell them without trading restrictions. This Prospectus has been prepared for the purpose of section 708A(11)(b)(ii) of the Corporations Act to remove any secondary sales restrictions on the sale of such Shares. Section 708A(11)(b)(ii) of the Corporations Act removes secondary sale restrictions where relevant securities are issued while an offer of the same class of quoted securities is open under a prospectus.

Under the Offer, the Company will invite an investor to subscribe for 1 Share for 1.3 cents. The Company will only receive a nominal amount of 1.3 cents under this Prospectus and therefore raising funds is not a purpose of the Offer.

### **2.2 Effect of the Offer**

The effect of the Offer will be to remove the secondary trading sale restrictions on the Shares issued during the period in which the Offer under this Prospectus is open.

The Offer will further:

- (a) increase the number of Shares on issue by 1 Share; and
- (b) decrease the cash reserves of the Company by approximately \$7,500, being the estimated costs of the Offer.

### **2.3 Capital Structure**

The issued Share capital of the Company after the issue of 1 Share under this Prospectus and the issue of the Placement Shares is set out below.

<b>SHARES</b>	<b>Number</b>
Existing Shares	1,922,156,357
Placement Shares	270,000,000
Shares to be issued under this Prospectus	1
<b>Total</b>	<b>2,192,156,358<sup>1</sup></b>

<b>OPTIONS</b>	
Unlisted Options (exercise price 0.6 cents and expiry date 31 December 2018)	53,300,000
<b>Total</b>	<b>53,300,000<sup>2</sup></b>

<b>PERFORMANCE RIGHTS</b>	
Performance Rights	<b>28,000,000<sup>3</sup></b>

Notes:

- As announced on 31 January 2018, the Company will undertake a non-renounceable pro-rata rights issue of Shares to all Shareholders with a registered address in Australia or New Zealand recorded on the Company's share register at the record date. The offer will be 1 Share for every 10 Shares held at an issue price of 1.3 cents per Share to raise up to approximately \$2,851,428. If there is a full take-up of Shares under the rights issue approximately a further 219,340,636 Shares will be issued. The number of Shares to be issued and the funds to be raised may increase if existing holders of Options exercise Options before the relevant record date.
- After the issue of the Placement Shares, the Company intends to issue 20,000,000 Options (exercise price 2.5 cents and expiry date 31 December 2019) to the broker or its nominees as a fee in respect of the placement of the Placement Shares.
- The Company has 28,000,000 Performance Rights on issue. 15,000,000 of these Performance Rights convert to 15,000,000 Shares 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. 3,000,000 of these Performance Rights convert to 3,000,000 Shares if the relevant employee continues to be employed by the Company until 1 March 2018. 1,125,000 of these Performance Rights convert to 1,125,000 Shares if the relevant employee continues to be employed by the Company until 1 March 2019. 1,125,000 of these Performance Rights convert to 1,125,000 Shares if the relevant employee continues to be employed by the Company until 1 March 2020. 1,750,000 of these Performance Rights convert to 1,750,000 Shares in December 2018 being 12 months after completion of the 50% investment in Meluka Health Pty Ltd. 1,750,000 of the Performance Rights convert to 1,750,000 Shares in the event of completion of any acquisition of 100% of Meluka Health Pty Ltd and the exercise of key options held by Meluka Health Pty Ltd and a further 1,750,000 of the Performance Rights convert to 1,750,000 Shares in the event the relevant employee continues to be employed for 12 months after the satisfaction of this performance hurdle. 1,250,000 of the Performance Rights convert to 1,250,000 Shares upon the Company completing a capital raising of a minimum of \$3,000,000 (which will be achieved by the issue of the Placement Shares) and a further 1,250,000 of the Performance Rights convert to 1,250,000 Shares in the event the relevant employee continues to be employed for 12 months after the satisfaction of this performance hurdle.



2.4 **Effect on Financial Position**

The issue of 1 Share under this Prospectus will not have a material impact on the Company's financial position. For this reason a pro-forma statement of financial position of the Company showing the financial effect of the Offer has not been included in this Prospectus.

2.5 **No Effect on Control**

The issue of 1 Share will have no effect on control of the Company.

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### 3. RISK FACTORS

#### 3.1 Introduction

The Applicant for the Share under this Prospectus should be aware that an investment in the Company is highly speculative. The Company is a listed investment company where its business is that of investing in emerging technologies.

The Company's current investments are:

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

The Company's investment strategy is seeking to invest and partner with innovative technology and intellectual property start-ups with global scalability.

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

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

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

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

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

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

### **Early stage investments**

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

### **Reliance on key personnel**

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

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

### **Intellectual Property risk**

The success of technology and intellectual property companies will often depend in part on their ability to obtain patents (and therefore proprietary rights) without infringing the proprietary rights of others. The strength of patents involves complex legal and scientific questions and can be uncertain. There can be no assurance that any patents will afford the relevant technology company commercially significant protection or that competitors will not develop competing technologies that 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 investment in Omniblend Innovation, a medical technology company focused on foods for special medical purposes and its investment in Meluka Health Pty Ltd, which has an interest in and rights to production and sales assets for a unique Australian honey production business.

### **Possible Foreign Market Exposure**

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

### **NTA discount to market**

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

### **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 may adversely affect the financial performance of the Company.

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## 4. DETAILS OF THE OFFER

### 4.1 The Offer

By this Prospectus the Company offers for subscription 1 Share at 1.3 cents. The Share offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus. An Applicant should only apply at the invitation of Directors.

The successful Applicant will be issued with the Share offered under this Prospectus. The Offer is not underwritten. No broker or financial services licensee will be paid any fee in relation to this Offer.

The details of how to apply for the Share are set out below.

### 4.2 Application for Share

An application for the Share may only be made by an investor at the direction of the Company and must be made using an Application Form.

A completed Application Form and accompanying cheque must be mailed or delivered to the Company as follows:

**Post:**

EVE Investments Limited  
PO Box 162  
Subiaco, Western Australia, 6904

**Delivery:**

EVE Investments Limited  
Suite 1  
245 Churchill Avenue  
Subiaco, Western Australia, 6008

A cheque should be made payable to "EVE Investments Limited Share Offer Account" and crossed "Not Negotiable". A completed Application Form must reach the Company by no later than the Closing Date.

### 4.3 Minimum Subscription

The minimum subscription under the Offer is 1.3 cents. The Company will not issue the Share pursuant to this Prospectus until the minimum subscription is satisfied.

### 4.4 Allocation and Allotment

Allotment of the Share will take place as soon as practicable after the Closing Date. The Directors will determine the allottee of the Share and reserve the right to reject any Application.

### 4.5 Opening Date and Closing Date of the Offer

The Opening Date is 6 February 2018 and the Closing Date is estimated to be 5.00pm WST on 8 February 2018. The Directors reserve the right to extend the Closing Date and the Offer or close the Offer early without notice.

#### 4.6 **Official Quotation by ASX**

Application for official quotation by ASX of the Share to be issued by this Prospectus will be made within 7 days after the date of this Prospectus. If the Share to be issued by this Prospectus is not admitted to official quotation by ASX before the expiration of 3 months after the date of the Prospectus, or such period as is varied by ASIC, the Company will not issue the Share and will repay all application money within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Share to be issued pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the Share offered for subscription.

#### 4.7 **ASX Listed Company**

The Company is included in the official list of ASX and the Listing Rules apply to securities issued by the Company.

#### 4.8 **Applicants outside Australia**

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No action has been taken to register or qualify the Share or otherwise permit a public offering of the Share the subject of this Prospectus in any jurisdiction outside Australia. It is intended that the Applicant invited to apply will be resident in Australia.

It is the responsibility of any Applicant outside Australia to obtain all necessary approvals for the allotment and issue of the Share under this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

#### 4.9 **CHESS**

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement Pty Ltd (ASPL), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, Shareholders receive a statement of their holdings in the Company. If an investor is broker sponsored, ASPL will send a CHESS statement.

#### 4.10 **Rights Attaching to Share**

A summary of the rights attaching to the Share is set out in Section 5.

## **5. RIGHTS ATTACHING TO SHARE**

### **5.1 Rights attaching to Share**

Full details of the rights and liabilities attaching to the Share are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

#### **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 on the relevant share is of the total amounts paid in respect of those shares. 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 to dividends (at present there are none) and the Corporations Act, 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.

#### **Future issues of securities**

Subject to the Corporations Act and the Listing Rules, the Directors may issue, 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 3 Directors. At every annual general meeting one third of the Directors (rounded down to the nearest whole number) must retire from office. If the Company has less than 3 Directors, one Director must retire from office together with any Director who would have held office for more than 3 years. These retirement rules do not apply to certain appointments including the managing director.

### **Alteration to the Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the 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**

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.

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## 6. ADDITIONAL INFORMATION

### 6.1 Board

The Board consists of:

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

### 6.2 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) 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
- (c) 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:

- (d) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

#### Holdings of Directors

The relevant interests of the Directors in securities of the Company at the date of the Prospectus are:

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

- 1 The Performance Rights held by the Directors convert upon Omniblend Innovation Pty Ltd completing an initial public offer or reverse takeover on the ASX or an alternative Board approved securities exchange or upon the trade sale of the main business of Omniblend Innovation Pty Ltd.

## Remuneration of Directors

George Cameron-Dow is paid a director's fee of \$60,000 per annum inclusive of statutory superannuation. In the two years prior to the date of this Prospectus Mr Cameron-Dow has received a total cash remuneration of \$40,500.

Gregory (Bill) Fry is paid \$165,000 per annum inclusive of statutory superannuation. In the two years prior to the date of this Prospectus Mr Fry has received a total cash remuneration of \$256,250.

Alasdair Cooke is paid a director's fee of \$35,000 per annum inclusive of statutory superannuation. In the two years prior to the date of this Prospectus Mr Cooke has received a total cash remuneration of \$56,250.

Michael Pixley is paid a director's fee of \$35,000 per annum inclusive of statutory superannuation. In the two years prior to the date of this Prospectus Mr Pixley has received a total cash remuneration of \$nil.

Directors are entitled to be paid reasonable expenses incurred by them on business of the Company.

The Directors are not required to hold any Shares in the Company under the Constitution.

### 6.3 Interests of Experts and Advisors

Except 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 the 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:

- (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.

Except 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 solicitors to the Company in relation to the Offer. In respect of this work, the Company will pay approximately \$5,000 exclusive of GST and disbursements. Subsequently fees will be paid in accordance with normal hourly rates. Fairweather Corporate Lawyers has been paid fees of approximately \$66,650 exclusive of GST in the 2 years prior to the date of this Prospectus.

### 6.4 Expenses of the Offer

The total expenses connected with the Offer including legal fees, ASX and ASIC fees and other miscellaneous expenses will be approximately \$7,500.

## 6.5 Consents

The following party has given its 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 being named as the Solicitors to the Offer.

The party referred to above in this Section:

- does 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 or any omissions from 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.

## 6.6 Share Trading History

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 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 sale on the day prior to lodgement of this Prospectus with ASIC were :

	Price	Date
Highest	3.2 cents	5 December 2017
Lowest	0.4 cents	9 November 2017
Latest	1.4 cents	5 Febraury 2018

## 6.7 Transaction Specific Prospectus and Continuous Disclosure Obligations

The Company is a disclosing entity under the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Share that will be issued pursuant to this Prospectus will be in the same class of Shares that have been granted official quotation by ASX during the 3 months prior to the issue of this Prospectus.

In general terms "transaction specific prospectuses" are 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. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company 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 between the date of issue of this Prospectus and the Closing Date:
- (i) the annual financial report most recently lodged by the Company with ASIC;
  - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in paragraph (i) and before the 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 the copy of the Prospectus with ASIC.

The Company lodged its latest annual financial report with ASX on 20 October 2017. The following documents have been lodged with ASX since the date of lodgement of the Company's latest annual financial report:

Date	Description of Announcement
20/10/2017	Appendix 4G and Corporate Governance Statement
20/10/2017	Notice of Annual General Meeting/Proxy Form
20/10/2017	Appendix 4C - Quarterly
31/10/2017	Eagle Commences Production of Omni's Pre-Meal Diabetes Shake
02/11/2017	Meluka Health Appoints Leading Bee And Honey Advisor
06/11/2017	Supply Agmt with Large Producer of Australian Organic Honey
09/11/2017	Meluka Honey Branding and Marketing Commences
13/11/2017	Philip Owens Appointed CEO of Omni Innovation
14/11/2017	Net Tangible Asset Backing
15/11/2017	Sydney Investor Roadshow Presentation
22/11/2017	Medic Honey Produces a Hemp Seed Honey
22/11/2017	Results of Annual General Meeting
22/11/2017	Prospectus

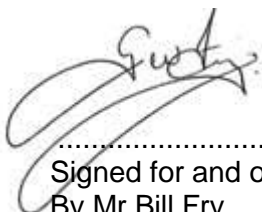
22/11/2017	Appendix 3B
23/11/2017	Appendix 3Y
27/11/2017	NSW Grant for Honey Research Successful
27/11/2017	Appendix 3B
27/11/2017	Change of Director's Interest Notice
30/11/2017	Response to ASX Price & Volume Query
01/12/2017	Appendix 3B
01/12/2017	Change of Director's Interest Notice x 2
06/12/2017	Eve Completes 50% Investment in Meluka Health
07/12/2017	Meluka Health to Develop Honey Water for Chinese Market
08/12/2017	Eagle Begins Shipment of Omni Innovation's Diabetes Product
08/12/2017	Appendix 3B
13/12/2017	Net Tangible Asset Backing
15/12/2017	Appendix 3B
29/12/2017	Appendix 3B
29/12/2017	Change of Director's Interest Notice x 4
12/01/2018	Net Tangible Asset Backing
18/01/2018	Appendix 3B
25/01/2018	Trading Halt
31/01/2018	Oversubscribed Placement & Rights Issue to Raise up to \$6.3m
31/01/2018	Change to Board Roles
31/01/2018	Appendix 3B
31/01/2018	Quarterly Review
06/02/2018	Capital Raising Update

**7. DIRECTORS' AUTHORISATION AND CONSENT**

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

Each Director and proposed 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: 6 February 2018



.....  
Signed for and on behalf of EVE Investments Limited  
By Mr Bill Fry  
Director

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## 8. GLOSSARY

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

<b>Applicant</b>	a person(s) who submits a valid Application Form pursuant to this Prospectus.
<b>Application</b>	a valid application made on an Application Form to subscribe for 1 Share pursuant to this Prospectus.
<b>Application Form</b>	the application form attached to this Prospectus.
<b>ASIC</b>	the Australian Securities & Investments Commission.
<b>ASX</b>	the ASX Limited (ACN 008 624 691).
<b>Board</b>	the Board of Directors.
<b>Closing Date</b>	the closing date for receipt of Application Forms under this Prospectus, estimated to be 5.00pm WST on 8 February 2018 or an amended time as set by the Board.
<b>Company or EVE Investments</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.
<b>Listing Rules</b>	the official listing rules of the ASX.
<b>Offer</b>	an invitation made in this Prospectus to subscribe for 1 Share.
<b>Official List</b>	the official list of ASX.
<b>Opening Date</b>	6 February 2018.
<b>Option</b>	an option to subscribe for a Share.
<b>Performance Rights</b>	performance rights issued by the Company that convert to Shares upon achievement of a relevant milestone on the basis of 1 Share for every 1 performance right.
<b>Placement Shares</b>	approximately 270,000,000 Shares to be issued to investors to raise a gross sum of approximately \$3,510,000.
<b>Prospectus</b>	this Prospectus.
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Shareholder</b>	a person who holds one or more Shares.
<b>WST</b>	Western Standard Time, Perth, Western Australia.
<b>\$ or Dollars</b>	Australian dollars unless otherwise stated.

**APPLICATION FORM**

**Only complete this Application Form if you are directed to do so by the Company.**

This Application Form relates to the issue of 1 Share in EVE Investments Limited at an issue price of 1.3 cents to a Prospectus dated 6 February 2018. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of the Company and it is advisable to read this document before applying for the Share. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable).

We the undersigned (the "Applicant") hereby apply to the Company for:

Number of Shares applied for: .....

Broker Stamp

Application moneys at 1.3 cents per Share: \$ .....

Title	Given Names/Company Name	Surname/ACN
.....	.....	.....
Joint applicants or account designation		
.....	.....	.....
.....	.....	.....

Postal Address .....

City/Town ..... State ..... Postcode.....

Contact Name ..... Daytime Contact No. ....

Email contact .....

CHESS Details: PID ..... HIN .....

Tax File No/Exemption Category		
Applicant 1	Applicant 2	Applicant 3
.....	.....	.....

Payment Details			
Drawer	Bank	Branch	Amount
.....	.....	.....	\$ .....
.....	.....	.....	\$ .....



### **DECLARATION**

By lodging this Application Form and a cheque for the Application money the Applicant hereby:

- a) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- b) agrees to be bound by the Constitution of the Company; and
- c) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.

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## INSTRUCTIONS

1. Enter the number of Shares you wish to apply for.
2. Enter the total amount of application moneys payable. To calculate this amount, multiply the number of Shares you are applying for by the issue price for each Share.
3. Enter the full name(s) of all legal entities that are to be recorded as the registered holders.
4. Enter the postal address for all communications from the Company.
5. Enter the name and telephone number of the person who should be contacted if there are any questions with respect to this application.
6. If you are CHESS sponsored, enter your Participant Identification Number (PID) and Holder Identification Number (HIN), otherwise leave this box blank and a Shareholder Reference Number (SRN) will be allocated to you on issue.
7. Enter the tax file number(s) of the Applicant(s) - this is not mandatory.
8. Unless otherwise agreed by the Company, payment must be made to "**EVE Investments Limited Share Offer Account**" by cheque drawn or payable on a bank within Australia, crossed "**Not Negotiable**" and be in Australian dollars. Receipt of payment will not be acknowledged.
9. This Application Form does not need to be signed. Return of this Application Form with the required application moneys will constitute acceptance of that number of Shares stated on this form.

If you have received an Application Form without a complete and unaltered copy of this prospectus, please contact the Company who will send you, free of charge, either a printed or electronic version of this Prospectus (or both).

## CORRECT FORMS OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and the surname are required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below:

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Brown <John David Brown A/C>	John Brown Family Trust
Deceased Estates	Mr John David Brown <Est John David Brown A/C>	John Brown <Deceased>
Partnerships	Mr John David Brown and Mr Michael James Brown	John Brown & Son
Clubs/ Unincorporated Bodies	Mr John David Brown <ABC Tennis Association A/C>	Brown Investment Club or ABC Tennis Association
Super Funds	John Brown Pty Ltd <Super Fund A/C>	John Brown Superannuation Fund

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## **PAYMENT DETAILS**

Please note that if an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it shall be final. An Application Form will not be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque. Please return the completed Application Form (accompanied by a cheque for the application moneys) at any time prior to the Closing Date to the Company to the address set out in the Prospectus.

Applications must be received by the Closing Date.

Please telephone the Company on (08) 6465 5500 if you have any questions with respect to this Application Form.

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