

**EVE INVESTMENTS LIMITED  
ACN 106 523 611**

**NOTICE OF GENERAL MEETING  
AND  
EXPLANATORY STATEMENT**

For the General Meeting to be held  
on 24 August 2018 at 10.30am (WST) at  
Suite 1, 245 Churchill Avenue, Subiaco, Western Australia

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

For personal use only

## TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

### Venue

The General Meeting of the Company will be held at:

Suite 1	Commencing
245 Churchill Avenue	10.30am (WST)
Subiaco, Western Australia 6008	24 August 2018

### How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

### Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.30am (WST) on Friday, 24 August 2018.

### Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
  - (a) by hand to:  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or
  - (b) by post to:  
EVE Investments Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia; or
2. by facsimile to +61 2 9287 0309; or
3. lodge online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), instructions as follows:  
Select 'Investor Login' and enter EVE Investments Limited or the ASX code EVE in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.

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

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Notice is hereby given that the General Meeting of the Shareholders of EVE Investments Limited will be held at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia at 10.30am (WST) on 24 August 2018 for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

**AGENDA**

**RESOLUTION 1: APPROVAL TO CHANGE SCALE OF ACTIVITIES**

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

*"That, subject to Resolutions 2 and 3 being passed, for the purposes of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to change the scale of its activities by undertaking the Jenbrook Transaction on the terms set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 2: APPROVAL TO ISSUE SHARES TO BRYAN EASSON**

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

*"That, subject to Resolutions 1 and 3 being passed, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,113,333 Shares to Bryan Easson or his nominees on the terms set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by reason of being a holder of ordinary securities or any associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 3: APPROVAL TO ISSUE SHARES TO ROBYN INGERSOLE**

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

*"That, subject to Resolutions 1 and 2 being passed, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,113,333 Shares to Robyn Ingersole or her nominees on the terms set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by reason of being a holder of ordinary securities or any associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **VOTING AND PROXIES**

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 22 August 2018 at 4.00pm (WST).
4. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board

Mr Steven Jackson  
Company Secretary

Dated: 23 July 2018

EXPLANATORY STATEMENT

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

ASX takes no responsibility for the contents of this Notice.

**1. OVERVIEW**

**1.1 Jenbrook Transaction**

On 21 June 2018 the Company announced that it had entered into a binding Share Purchase Deed to acquire 100% of the shares of Jenbrook.

Jenbrook is one of Australia's largest organic tea tree oil producers supplying both local and international markets with high quality tea tree oil and hydrosol.

Jenbrook is established in the Northern Rivers Region of New South Wales, Australia. Jenbrook owns 100% of the Jendale tea tree plantation which is 1,147 acres of old growth plantation together with owning 100% of the Robyndale tea tree plantation which is approximately 1,000 acres used in the production of organic tea tree oil for distribution throughout the United States and Europe. Additionally, Jenbrook has a 49% shareholding in Naturally Australian Products, a pre-eminent distributor of natural extracts and oils into the United States. The remaining 51% of Naturally Australian Products is held by Robyn Ingersole.

Jenbrook through its two tea tree plantations harvests and sells tea tree oils, extracts and products to its 49% held Naturally Australian Products and to third party international customers. By acquiring Jenbrook, EVE will enter into the global organic essential oil, hydrosol and botanical extract market.

By the Share Purchase Deed, the Company is to pay cash consideration of \$2,864,000 for the acquisition of 100% of the Jenbrook shares together with paying \$272,040 and issuing 30,226,666 Shares to extinguish existing management loans.

A post-Jenbrook Transaction Corporate Structure Diagram for EVE with its various investments is set out in Annexure 1.

**1.2 Change in Activities**

The Company's business remains that of investing in emerging technologies with a current focus on the medical nutrition sector. However, undertaking the Jenbrook Transaction will result in a significant change in the scale of the Company's activities.

Resolution 1 seeks Shareholder approval to undertake the Jenbrook Transaction, which is required by ASX under Listing Rule 11.1.2 (change to activities).

**1.3 Key Terms of the Jenbrook Transaction**

The Company has entered into the Share Purchase Deed with Bryan Easson, Robyn Ingersole and Meluka Health for the 100% purchase of the shares of Jenbrook. Bryan Easson is the current 100% owner of Jenbrook and has the benefit of a management loan. Robyn Ingersole works within the Jenbrook business and has the benefit of a management loan. Meluka Health is a party as it has agreed to a standstill in respect of existing options it has over some assets of Jenbrook. Meluka Health is currently held as to 50% by EVE.

The key terms of the Share Purchase Deed are:

- (a) EVE is to acquire 100% of the shares in Jenbrook by payment of a cash consideration at completion of \$2,864,000. A refundable deposit of \$135,000 has been paid on execution of the Share Purchase Deed and thereby the balance payable at completion is \$2,729,000.
- (b) Additionally, at completion EVE is to pay \$272,040 and issue 30,226,666 Shares in total to Bryan Easson and Robyn Ingersole in order to extinguish existing management loans. The Shares will be issued at a deemed issue price of 0.9 cents per Share.
- (c) At completion, EVE as a 100% shareholder of Jenbrook, will assume responsibility for bank debt facilities held by Jenbrook as well as various chattel loans. These debt facilities total approximately \$700,000 and are used as working capital for the business of Jenbrook and Naturally Australian Products.
- (d) At completion, Bryan Easson and Robyn Ingersole will provide Jenbrook with a loan of \$272,000 for working capital purposes. This will be interest bearing at a commercial rate of interest and is repayable within 12 months. The loan is secured by a registered first mortgage over the Robyndale properties.
- (e) Completion of the transaction is subject to the following conditions precedent:
  - (i) release or discharging of encumbrances on the Jenbrook shares (if any);
  - (ii) consent from Jenbrook's bank regarding the release and replacement of security interests currently provided by Bryan Easson to the satisfaction of the contracting parties;
  - (iii) consent or waiver being received by Jenbrook from chattel loan holders to enter in the Share Purchase Deed and replace guarantees provided by current management;
  - (iv) no material breach of any buyer or seller warranties occurring; and
  - (v) the Company obtaining necessary shareholder approvals including shareholder approval under Listing Rule 11.1.2. This shareholder approval is being obtained by this Notice.
- (f) Completion is required to occur under the Share Purchase Deed within 75 days of execution of the Share Purchase Deed. That is, by 3 September 2018. In any event, ASX requires the Jenbrook Transaction to complete within 6 months of shareholder approval under this Notice.
- (g) The seller provides warranties in favour of EVE as buyer of the Jenbrook shares consistent with warranties expected to be provided by a seller for value including the provision of good title to the sale shares and the assets owned by Jenbrook.
- (h) From completion, existing key management of Jenbrook (Bryan Easson and Robyn Ingersole) will continue to be engaged. Jenbrook will employ Robyn Ingersole as Chief Executive Officer at \$50,000 plus superannuation per annum as well as Robyn Ingersole being appointed Chief Executive Officer of Naturally Australian Products at US\$100,000 annual salary. Jenbrook will appoint Bryan Easson as a consultant for 12 months for \$30,000 per annum.

#### 1.4 Jenbrook assets and the Jenbrook opportunity

Jenbrook is an established, certified organic tea tree farm in the Northern Rivers Region of NSW Australia. It owns 100% of Jendale, a 1,147 acre old growth tea tree plantation, along with 100% of Robyndale a 1,000 acre plantation used in the production of organic tea tree oil for distribution throughout the U.S. and Europe. In addition, Jenbrook has a 49% holding in distributor, Naturally Australian Products, a pre-eminent distributor of natural extracts and oils into the United States.

Through its two tea tree plantations, Jenbrook harvests and sells tea tree oils, extracts and products to Naturally Australian Products and to third party international customers. It reported unaudited revenues of \$2.1 million for the financial year 2017 from its tea tree products. Naturally Australian Products reported unaudited revenue of US\$1.5 million for the year ending 31 December 2017.

Acquiring Jenbrook, EVE will enter into the growing global organic essential oil, hydrosol and botanical extract market. As a leading producer, Jenbrook currently sells 100% of its annual production and is targeting a material increase in production over the next 12 to 24 months. Securing a substantial stake in Naturally Australian Products, EVE will look to benefit including exposure to what has been growing global demand.

This acquisition is expected to bring strong operational synergies with EVE's existing 50% investment in Meluka Health (and Meluka Honey) and will provide an important strategic advantage by securing a vertically integrated supply chain for Meluka Honey's unique organic raw honey product.

Meluka Honey has benefits by using Jendale as the location for its harvesting of honey. It is able to leverage the organic accreditation and the significance of the old growth plantation to bee health and the levels of activity that are present in the medicinal honey products it produces.

Eco Botanicals, owned wholly by Meluka Health, is a contract manufacturer that is able to utilise the raw materials produced by the Jenbrook plantations. In particular the tea tree extract and hydrosol which have properties that are valuable and unique for products that incorporate tea tree oil or similar anti-microbial botanical ingredients. It is intended to leverage this access to such high quality ingredients to grow the Eco Botanicals business.

#### 1.5 Funding of Jenbrook Transaction

The cash to be paid in respect of the completion of the Jenbrook Transaction is:

- (a) \$2,729,000 (having been already paid a deposit of \$135,000) to acquire 100% of the Jenbrook shares; and
- (b) \$272,040 as part of the consideration to extinguish the existing management loans.

These payments will be made by the Company from existing cash reserves. The pro-forma balance sheet of the Company following completion of the Jenbrook Transaction is set out in Annexure 2.

#### 1.6 Proposed Jenbrook Transaction Timetable

Set out below is an estimate of the timing of events relevant to the completion of the Jenbrook Transaction.

Event	Date
Execution of Share Purchase Deed	19 June 2018
Announcement of Jenbrook Transaction	21 June 2018
Meeting of Shareholders	24 August 2018
Estimated completion of Jenbrook Transaction	31 August 2018

#### 1.7 Effect of the Jenbrook Transaction on the Company

- (a) Pro-forma capital structure

The proposed capital structure of the Company following completion of the Jenbrook Transaction is set out below.

## Shares

Existing Shares	2,238,804,322
Shares to be issued to Bryan Easson and Robyn Ingersole (Resolutions 2 and 3)	30,226,666
<b>TOTAL</b>	<b>2,269,030,988</b>

In addition to Shares, the Company has on issue:

- (i) 53,300,000 unlisted Options with an exercise price of 0.6 cents and an expiry date of 31 December 2018.
- (ii) 20,000,000 unlisted Options with an exercise price of 2.5 cents and an expiry date of 31 December 2019.
- (iii) 23,750,000 performance rights that convert into Shares (fully paid ordinary) on the basis of 1 Share for every 1 performance right. Thereby, up to 23,750,000 Shares may be issued if all the performance rights convert. The conversion of the performance rights are contingent upon the satisfaction of various milestones as set out in Section 2.3 of the prospectus issued by the Company dated 6 February 2018.

(b) Pro-forma balance sheet

An unaudited pro-forma balance sheet of the Company following completion of the Jenbrook Transaction is set out in Annexure 2. The pro-forma adjustments are set out under the balance sheet.

(c) No change to Board of Directors

There will be no change to the Board of Directors or management of the Company by reason of the Jenbrook Transaction.

The Board of the Company remains as:

George Cameron-Dow	-	Non-Executive Chairman
Bill Fry	-	Executive Director
Alasdair Cooke	-	Non-Executive Director
Michael Pixley	-	Non-Executive Director

Ben Rohr is the Investment Manager of the Company.

(d) Revenue and profit consequences

As announced by the Company on 21 June 2018, Jenbrook reported unaudited revenues of \$2.1 million for the financial year 2017 from its tea tree products, with a further unaudited contribution of US\$1.5 million from the 49% owned NAP. Given the continuing development of the Jenbrook businesses and its incorporation into the Company's structure and existing business, the Directors do not believe reliable forecasts of revenue and any profit can be prepared and the Directors have not included forecasts in this Notice.



## 1.8 Risks

The Jenbrook Transaction will provide the Company an opportunity to expand its investment in technologies with a focus on the medical nutrition sector. A number of the risk factors below are not new to the Company as the Company currently has investments in technologies with a focus on medical nutrition as it has a 50% equity interest in Meluka Health (an interest in a unique Australian honey business) and a 38% shareholding in Omniblend Innovation Pty Ltd (medical technology company focused on foods for special medical purposes).

In addition to the general risks applicable to all investments in listed companies, some of the material risks associated with the Jenbrook Transaction include:

- (a) Change in scale of activities - The Jenbrook Transaction constitutes a change in the scale of the Company's activities.

The ASX has advised the Company that, before it completes the Jenbrook Transaction, it must obtain Shareholder approval. However, ASX has confirmed that the Company is not required to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that Shareholders will not approve the Jenbrook Transaction and subsequent change to the scale of the Company's activities. Should this occur, the Jenbrook Transaction will not complete.

- (b) Customers - Although Jenbrook has long-standing relationships with a number of its key customers, most sales are achieved on a spot or short-term contractual basis. There can be no guarantee that these relationships will continue or, if they do continue, that these relationships will generate sales equal to or greater than those achieved historically.

On-going custom is also heavily dependent upon Jenbrook being able to satisfy its customers in terms of product quality and service. As to product quality, conformity to contractual specifications is critical. If contractual specifications are not met, or if the product quality or service delivered by Jenbrook is not at a level expected by a customer, there is a risk that on-going custom from that customer may reduce or cease entirely. The loss of key customers, or a diminution in their custom, may materially and adversely impact Jenbrook's revenue and profitability.

- (c) Product demand / pricing - There is a risk in relation to marketing Jenbrook's products, as with any agricultural commodity. Prices are likely to fluctuate from year to year. General economic conditions and actions taken by governments and regulatory authorities may also have an impact on the price of key oils and extracts.

There is a risk that local and overseas consumer preference for the key oils and extracts produced or supplied by Jenbrook may change over time.

- (d) Accreditation and regulations - Jenbrook holds a number of industry accreditations, including organic certification in relation to its plantations and processes and, consequently, some of its products. These accreditations provide significant value and advantage to Jenbrook in relation to other suppliers. Importantly, Jenbrook must comply with environmental laws and regulations in order to maintain these accreditations. If Jenbrook fails to comply with environmental laws and regulations, these industry accreditations could be revoked or suspended, which could in turn cause a significant loss of export sales. Such a failure may also result in increased compliance costs, fines, statutory orders, litigation and, potentially, significant reputational damage. All of these may have a materially adverse impact on Jenbrook's revenue and profitability.

Jenbrook is subject to a range of legal, regulatory and industry compliance requirements including those relating to the environment, occupational health and safety, and transport chain of responsibility. There is a risk that changes to such laws, regulations and industry compliance standards would impose substantial increased costs of conducting business and, potentially, render uneconomic certain commercial activities undertaken today by Jenbrook in the ordinary course of conducting its business. There is also a risk that if Jenbrook fails to comply with these laws, regulations and industry compliance standards, this may result in increased compliance costs, fines, statutory orders, litigation

and, potentially, significant reputational damage. All of these may have a materially adverse impact on Jenbrook's revenue and profitability.

- (e) Yield and harvest – Revenue is subject to seasonal factors associated with harvesting of the tea tree plantations. The loss of plantation resource and therefore supply due to fire or other extreme weather events is an ever-present industry risk.

If there is any substantial disruption in the operations during or near the harvest period this may have a material adverse impact on Jenbrook's production and may materially affect Jenbrook's revenue and financial performance.

- (f) Future capital and additional funding – The Company will need to raise further capital (equity or debt) in the future including for the Jenbrook businesses. No assurance can be given that future funding will be available to the Company on favourable terms or at all which would prejudice the development of any project.
- (g) Reliance on key personnel – The Company's success depends on the core competencies of its Directors and management and their familiarisation with, and ability to operate in, technology investment and development (including the Jenbrook businesses) and the Company's ability to retain its key executives. There is a risk that operating and financial performance would be adversely affected by the loss of these key personnel.

#### 1.9 **Advantages of the Jenbrook Transaction**

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) The Jenbrook Transaction represents a significant opportunity for the Company to increase the scale of its activities.
- (b) The Jenbrook Transaction provides an opportunity for the Company to consolidate its investment in technologies with a focus on medical nutrition.
- (c) The acquisition of Jenbrook means acquiring 100% of two established tea tree plantations in the Northern Rivers Region of New South Wales and 49% of a distributor of natural extracts and oils into the United States.
- (d) The Company's enlarged size following acquisition of the Jenbrook shares should improve access to future equity funding. It is anticipated to also provide the flexibility to support project funding initiatives.
- (e) The two key members of management within Jenbrook are being retained by EVE within the business as set out in Section 1.3.

#### 1.10 **Disadvantages of the Jenbrook Transaction**

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) The Jenbrook Transaction will result in the issue of additional Shares to Bryan Easson and Robyn Ingersole (see Resolutions 2 and 3) which will have a dilutionary effect on the holdings of existing Shareholders.
- (b) The Company will be changing the scale of its activities, which may not be consistent with the objectives of all Shareholders.
- (c) There are risks associated with the change in the scale of the Company's activities. Some of these risks are summarised in Section 1.8 above.

- (d) There is no guarantee that the activities proposed to be conducted on the assets acquired will result in a positive economic outcome.

### 1.11 Shareholder Approval and Conditionality of Resolutions

The Jenbrook Transaction requires security holder approval under the Listing Rules (specifically by Resolutions 1 to 3) and will not proceed if this approval is not forthcoming.

Further, Resolutions 1 to 3 are conditional upon the passing of each other, so that each will not have effect unless and until the other is passed.

### 1.12 Plans for the Company if the Resolutions are not passed

If the conditional Resolutions are not passed, the Company will continue to focus on its existing technology investments of Meluka Health (an interest in a unique Australian honey production business) and Omniblend Innovation Pty Ltd (medical technology company focused on foods for special medical purposes). The Company may also look for other complementary projects consistent with its investment strategy so as to enhance Shareholder value.

### 1.13 Directors' recommendation

The undertaking of the Jenbrook Transaction will constitute a significant increase in the scale of activities undertaken by the Company.

The Directors do not have a material personal interest in the outcome of any of the Resolutions other than as Shareholders of the Company. The Directors believe the Jenbrook Transaction is in the best interests of the Company and recommend that Shareholders vote in favour of all Resolutions.

Each of the Directors intend to vote any Shares held in favour of each of the Resolutions.

## 2. RESOLUTION 1 – APPROVAL TO CHANGE SCALE OF ACTIVITIES

The undertaking of the Jenbrook Transaction will constitute a change in the scale of the Company's activities. Shareholders should refer to Section 1 for information about the Jenbrook Transaction and its impact on the Company.

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the scale of its activities, it must provide full details to ASX as soon as practicable. Listing Rule 11.1.2 provides that, if ASX requires, the entity must get the approval of shareholders and must comply with any requirements of ASX in relation to the notice of meeting.

The ASX has advised the Company that it must seek Shareholder approval for this change in scale. Accordingly, Resolution 1 seeks Shareholder approval to undertake the Jenbrook Transaction under Listing Rule 11.1.2.

The ASX has advised the Company that the change in the scale of the Company's activities does not require the Company to re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules in accordance with Listing Rule 11.1.3.

This Resolution is subject to the passing of all Conditional Resolutions.

### **3. RESOLUTION 2 - APPROVAL TO ISSUE SHARES TO BRYAN EASSON**

#### **3.1 General**

Resolution 2 seeks Shareholder approval for the issue of up to 15,113,333 Shares in consideration of the extinguishment of management loans.

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without the approval of shareholders.

Shareholder approval is required for the purposes of Listing Rule 7.1 prior to issuing the Shares the subject of this Resolution as the issue of the Shares is associated with the Jenbrook Transaction.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

The Resolution is subject to the passing of all Conditional Resolutions.

#### **3.2 Technical information required by ASX Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided to Shareholders in relation to this Resolution.

- (a) The maximum number of securities to be issued by the Company is 15,113,333 Shares.
- (b) The securities will be issued no later than 3 months after the date of this Meeting (unless a later date is permitted by ASX waiver).
- (c) The securities to be issued will be issued for nil cash consideration but at a deemed issue price of 0.9 cents per Share.
- (d) The Shares will be issued to Bryan Easson or his nominees. None of the parties is a related party of the Company.
- (e) The Shares to be issued will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.
- (g) No funds will be raised from the issue of the Shares.
- (h) It is intended that the Shares will be issued on one date.

### **4. RESOLUTION 3 - APPROVAL TO ISSUE SHARES TO ROBYN INGERSOLE**

#### **4.1 General**

Resolution 3 seeks Shareholder approval for the issue of up to 15,113,333 Shares in consideration of the extinguishment of management loans.

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without the approval of shareholders.

Shareholder approval is required for the purposes of Listing Rule 7.1 prior to issuing the Shares the subject of this Resolution as the issue of the Shares is associated with the Jenbrook Transaction.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

The Resolution is subject to the passing of all Conditional Resolutions.

**4.2 Technical information required by ASX Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided to Shareholders in relation to this Resolution.

- (a) The maximum number of securities to be issued by the Company is 15,113,333 Shares.
- (b) The securities will be issued no later than 3 months after the date of this Meeting (unless a later date is permitted by ASX waiver).
- (c) The securities to be issued will be issued for nil cash consideration but at a deemed issue price of 0.9 cents per Share.
- (d) The Shares will be issued to Robyn Ingersole or her nominees. None of the parties is a related party of the Company.
- (e) The Shares to be issued will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.
- (g) No funds will be raised from the issue of the Shares.
- (h) It is intended that the Shares will be issued on one date.

GLOSSARY

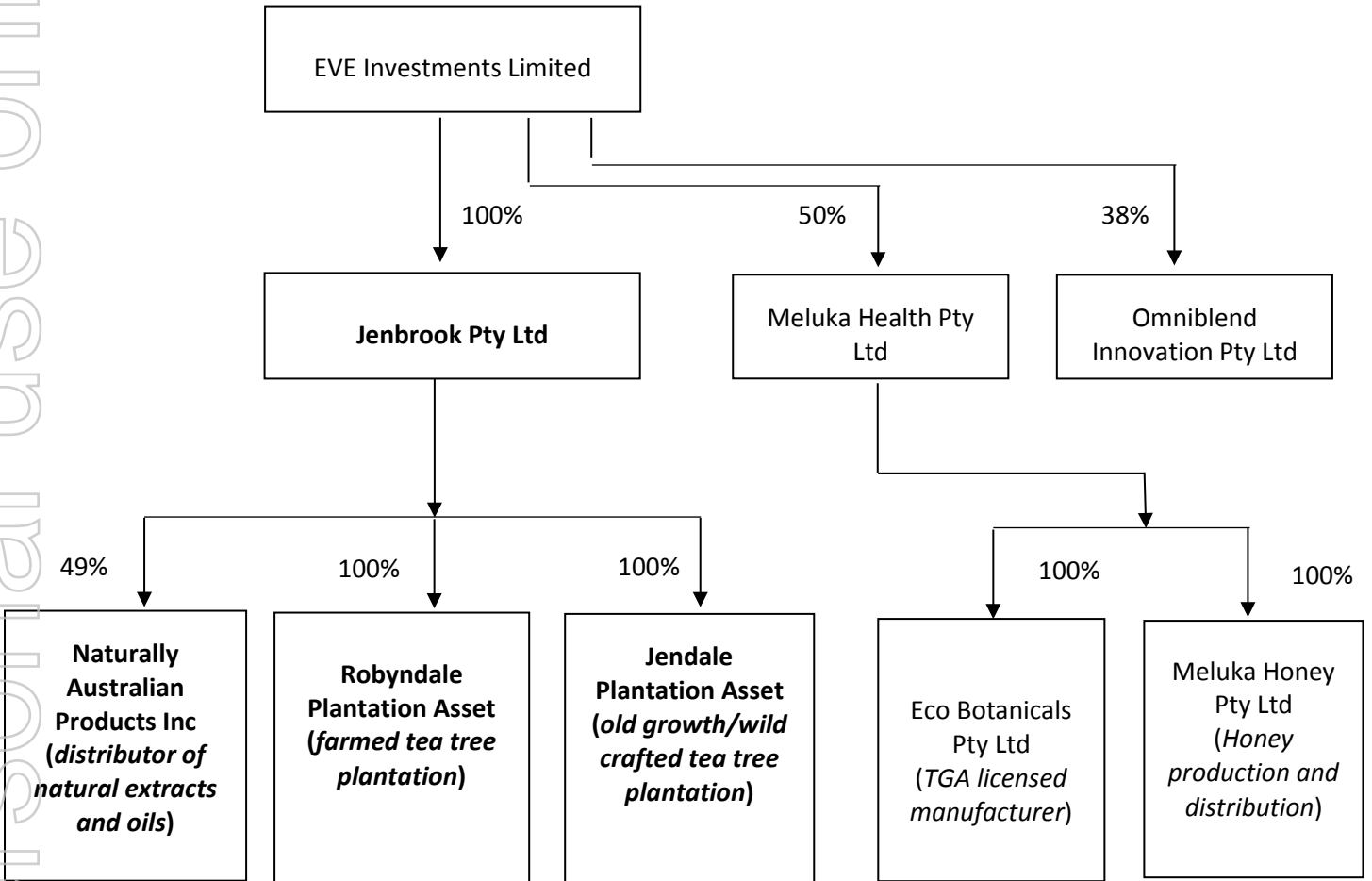
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In the Notice and this Explanatory Statement the following expressions have the following meanings:

<b>ASX</b>	ASX Limited (ACN 008 624 691).
<b>ASX Listing Rules or Listing Rules</b>	the listing rules of the ASX.
<b>Board</b>	the Board of Directors of the Company.
<b>Chair or Chairman</b>	the chairman of the Company.
<b>Company or EVE</b>	EVE Investments Limited (ACN 106 523 611).
<b>Completion</b>	means completion under the Share Purchase Deed.
<b>Conditional Resolutions</b>	means Resolutions 1, 2 and 3.
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Directors</b>	Directors of the Company from time to time.
<b>Eco Botanicals</b>	Eco Botanicals Pty Ltd (ACN 162 603 803).
<b>Explanatory Statement</b>	this Explanatory Statement.
<b>General Meeting or Meeting</b>	the meeting convened by this Notice.
<b>Jenbrook</b>	Jenbrook Pty Ltd (ACN 003 607 047).
<b>Jenbrook Transaction</b>	the transaction the subject of the Share Purchase Deed as summarised in Section 1 of the Explanatory Statement.
<b>Meluka Health</b>	Meluka Health Pty Ltd (ACN 620 963 144).
<b>Meluka Honey</b>	Meluka Honey Pty Ltd (ACN 619 125 370).
<b>Naturally Australian Products</b>	Naturally Australian Products Inc (Delaware company registration number 5277834).
<b>Notice</b>	notice of meeting that accompanies this Explanatory Statement.
<b>Option</b>	an option to acquire a Share.
<b>Resolution</b>	a resolution referred to in the Notice.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Share Purchase Deed</b>	the share purchase deed between the Company, Bryan Easson, Robyn Ingersole and Meluka Health Pty Ltd dated on or about 19 June 2018.
<b>Shareholder</b>	a registered holder of Shares in the Company.
<b>WST</b>	Western Standard Time, Perth, Western Australia.
<b>\$</b>	Australian dollars.
<b>US\$</b>	United States dollars.

ANNEXURE 1

POST-JENBROOK TRANSACTION  
CORPORATE STRUCTURE DIAGRAM



## ANNEXURE 2

## PRO-FORMA BALANCE SHEET

PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 MARCH 2018

	Unaudited 31/03/2018	Proforma adjustments	Unaudited proforma
	\$	\$	\$
<b>Assets</b>			
<i>Current Assets</i>			
Cash and cash equivalents	4,350,554	(3,136,040)	1,214,514
Trade and other receivables	88,709	391,757	480,466
Other financial assets	200,000	(200,000)	-
<b>Total current assets</b>	<b>4,639,263</b>	<b>(2,944,283)</b>	<b>1,694,980</b>
<i>Non-current Assets</i>			
Equity accounted investments	3,531,091	980,000	4,511,091
Land	-	3,005,031	3,005,031
Property, plant and equipment	-	231,309	231,309
<b>Total non-current assets</b>	<b>3,531,091</b>	<b>4,216,340</b>	<b>7,747,431</b>
<b>Total assets</b>	<b>8,170,354</b>	<b>1,272,057</b>	<b>9,442,410</b>
<b>Liabilities</b>			
<i>Current Liabilities</i>			
Trade and other payables	134,990	14,264	149,254
Chattel loans	-	71,614	71,614
<b>Total current liabilities</b>	<b>134,990</b>	<b>85,878</b>	<b>220,867</b>
<i>Non-current Liabilities</i>			
Chattel loans	-	26,276	26,276
Financing facilities	-	615,823	615,823
Management loans	-	272,040	272,040
<b>Total non-current liabilities</b>	<b>-</b>	<b>914,139</b>	<b>914,139</b>
<b>Total liabilities</b>	<b>134,990</b>	<b>1,000,017</b>	<b>1,135,007</b>
<b>Net assets</b>	<b>8,035,364</b>	<b>272,040</b>	<b>8,307,404</b>
<b>Equity</b>			
Issued capital	22,520,034	272,040	22,792,074
Reserves	74,992	-	74,992
Accumulated losses	(14,559,662)	-	(14,559,662)
<b>Total equity</b>	<b>8,035,364</b>	<b>272,040</b>	<b>8,307,404</b>

## Assumptions

1. Issue of 30,226,666 Shares at \$0.009 to extinguish management loans being 15,113,333 Shares to Bryan Easson (Resolution 2) and 15,113,333 Shares to Robyn Ingersole (Resolution 3).
2. Loan of \$200,000 from EVE to Jenbrook eliminated on consolidation at completion of transaction.
3. New management loan of \$272,040 created at completion.
4. Assets and liabilities assumed at completion based off 30 April 2018 management accounts provided by Jenbrook.
5. 49% interest in Naturally Australian Products accounted for as equity investment.
6. Acquisition of Jenbrook treated as a Business Combination under AASB 3, goodwill has provisionally been allocated to the value of land.





eve investments

ACN 106 523 611

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
EVE Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of EVE Investments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

Blank box for proxy name

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at 10:30am (AWST) on Friday, 24 August 2018 at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and executed no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an X

Resolutions

Table with 3 columns: Resolutions, For, Against, Abstain\*. Row 1: Approval to change scale of activities. Row 2: Approval to issue shares to Bryan Easson. Row 3: Approval to issue shares to Robyn Ingersole.

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Signature lines for Shareholder 1 (Individual), Joint Shareholder 2 (Individual), Joint Shareholder 3 (Individual), Sole Director and Sole Company Secretary, Director/Company Secretary (Delete one), Director.

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

EVE PRX1801A

For personal use only

STEP 1

STEP 2

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AWST) on Wednesday, 22 August 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

EVE Investments Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**