

# EVE HEALTH GROUP LIMITED

## ACN 106 523 611

### PROSPECTUS

Pursuant to this Prospectus, the Company makes the following offers:

- (a) the offer of 64,700,000 Placement Shares to the Placement Subscribers at 2 cents per Share to raise \$1,294,000 (**Placement Shares Offer**);
- (b) the offer of 129,400,000 Placement Options (exercise price 4 cents and expiry date 30 April 2028) to Placement Subscribers on the basis of 2 free Placement Options for every 1 Placement Share subscribed for by the Placement Subscribers under the Placement (**Placement Options Offer**);
- (c) the offer of 500,000 Director Placement Shares at 2 cents per Share and 1,000,000 free Director Placement Options (exercise price 4 cents and expiry date 30 April 2028) to Stuart Gunzburg to raise \$10,000 (**Director Placement Offer**).
- (d) the offer of 5,000,000 Lead Manager Options (exercise price 4 cents and expiry date 30 April 2029) to the Lead Manager for nil cash consideration (**Lead Manager Options Offer**); and
- (e) the offer of 2,250,000 Corporate Adviser Shares to the Corporate Adviser for nil cash consideration (**Corporate Adviser Shares Offer**),

(together, the **Offers**).

The Placement Options Offer, Director Placement Offer, Lead Manager Options Offer and Corporate Adviser Shares Offer are subject to Shareholder approval at the General Meeting.

This document is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This document is important and should be read in its entirety. You should speak to your professional adviser if you have any questions about the Offers or the contents of this document.

## **IMPORTANT NOTICE**

### **About this Prospectus**

This Prospectus is dated 20 March 2026 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 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 quotation of the Placement Shares and Corporate Adviser Shares the subject of this Prospectus.

This is a Prospectus for an offer of continuously quoted securities and options to acquire continuously quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with s713 of the Corporations Act. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is listed on ASX and our Shares are granted official quotation by ASX. In preparing this Prospectus, we have had regard to the fact that we are a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult. Before applying for securities, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits and risks involved.

No person is authorised to give any information or to make any representation, in connection with the Offers that is not contained in this Prospectus. Any information or representation that is not in this Prospectus may not be relied on as having been authorised by the Company in connection with the Offers. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Prospectus, except as required by law and, then, only to the extent so required.

### **Restrictions on the distribution of this Prospectus**

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would be not be lawful to do so. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and any person into whose possession this Prospectus comes should seek advice on, and observe, those restrictions.

These Offers are not extended to Shareholders having registered addresses outside Australia or New Zealand.

### **Target Market Determination**

A Target Market Determination (TMD) in respect of the offers of Options under this Prospectus has been prepared by the Company and is available on the Company's website at [www.evehealthgroup.com.au](http://www.evehealthgroup.com.au).

The TMD seeks to offer potential investors with an understanding of the class of investors for which the offer of the Options has been designed, having regard to the objectives, financial situation and needs of the target market.

### **Defined terms**

Terms used in this Prospectus are defined in the Glossary. All financial amounts shown in this Prospectus are expressed in Australian dollars (\$) unless otherwise stated.

## **CORPORATE DIRECTORY**

### **DIRECTORS**

Mr Rodney Hannington (Non-Executive Chair)  
Dr Stuart Gunzburg (Chief Scientific Officer/Executive Director)  
Mr Gregory (Bill) Fry (Non-Executive Director)

### **COMPANY SECRETARY**

Mr Steven Jackson

### **REGISTERED OFFICE**

Suite 1  
245 Churchill Avenue  
Subiaco WA 6008

Tel: +61 8 6465 5500  
[www.evehealthgroup.com.au](http://www.evehealthgroup.com.au)

### **LEAD MANAGER TO PLACEMENT**

Red Leaf Securities Pty Limited  
Level 2, 234 George Street  
Sydney NSW 2000

### **SOLICITORS TO THE OFFER**

Fairweather Corporate Lawyers  
Suite 2, 589 Stirling Highway  
Cottesloe WA 6011

### **SHARE REGISTRY \***

Automic Pty Ltd  
Level 5, 191 St Georges Terrace  
Perth WA 6000

Tel: 1300 288 664 (within Australia)  
or +61 2 9698 5414 (outside Australia)

\* The name of the Share Registry is included for information purposes only. It has not been involved in the preparation of any part of this Prospectus and has not consented to being named in the Prospectus.

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## 1. INVESTMENT OVERVIEW

Question	Response	More information
What are the Offers being made under the Prospectus?	<p>By this Prospectus, the Company offers:</p> <ul style="list-style-type: none"> <li>(a) 64,700,000 Placement Shares to the Placement Subscribers at 2 cents per Share to raise \$1,294,000 before costs (<b>Placement Shares Offer</b>);</li> <li>(b) 129,400,000 Placement Options to Placement Subscribers on the basis of 2 free Placement Options for every 1 Placement Share subscribed for by the Placement Subscribers under the Placement Shares Offer (<b>Placement Options Offer</b>);</li> <li>(c) 500,000 Director Placement Shares at 2 cents per Share and 1,000,000 free Director Placement Options (on the basis of 2 free Director Placement Options for every 1 Director Placement Share subscribed for) to Stuart Gunzburg, a Director, to raise \$10,000 (<b>Director Placement Offer</b>);</li> <li>(d) 5,000,000 Lead Manager Options to the Lead Manager (<b>Lead Manager Options Offer</b>); and</li> <li>(e) 2,250,000 Corporate Adviser Shares to the Corporate Adviser (<b>Corporate Adviser Shares Offer</b>).</li> </ul>	Section 3.2
What is the issue price of the Offers?	<p>The Placement Shares are being issued for 2 cents per Share under the Placement Shares Offer.</p> <p>The Placement Options are being issued as free attaching Options under the Placement Options Offer.</p> <p>The Director Placement Shares are being issued for 2 cents per Share under the Director Placement Offer.</p> <p>The Director Placement Options are being issued as free attaching Options under the Director Placement Offer.</p> <p>The Lead Manager Options are being issued for nil cash consideration under the Lead Manager Options Offer.</p> <p>The Corporate Adviser Shares are being issued for nil cash consideration under the Corporate Adviser Shares Offer.</p>	Section 3.2
Who is eligible to apply under the Offers?	<p>Applications pursuant to the Placement Shares Offer and the Placement Options Offer must only be made by Placement Subscribers.</p> <p>Application pursuant to the Director Placement Offer must only be made by Stuart Gunzburg.</p>	Sections 3.2 and 3.5

Question	Response	More information
	<p>Application pursuant to the Lead Manager Options Offer must only be made by the Lead Manager.</p> <p>Application pursuant to the Corporate Adviser Share Offer must only be made by the Corporate Adviser.</p>	
<p>What are the terms of the Placement Options, Director Placement Options and Lead Manager Options?</p>	<p>The terms of the Placement Options and the Director Placement Options are the same. They have an exercise price of 4 cents and an expiry date of 30 April 2028. The Options are not intended to be quoted on ASX.</p> <p>The full terms of these Options are set out in Section 6.2.</p> <p>The Lead Manager Options have an exercise price of 4 cents and an expiry date of 30 April 2029 and are not intended to be quoted on ASX.</p> <p>The full terms of these Options are set out in Section 6.3.</p>	<p>Sections 3.1, 6.2 and 6.3</p>
<p>Are the Offers conditional?</p>	<p>The Placement Shares Offer can be conducted utilising the Company's existing Listing Rule placement capacity and is not conditional on Shareholder approval.</p> <p>Each of the other Offers cannot be conducted utilising the Company's existing placement capacity. Thereby the Placement Options Offer, Lead Manager Options Offer and Corporate Adviser Shares Offer are conditional on Shareholder approval to issue these securities at the General Meeting. The Director Placement Offer is to a related party and is for this reason conditional on Shareholder approval to issue these securities at the General Meeting.</p>	<p>Section 3.3</p>
<p>Are the Offers underwritten?</p>	<p>The Offers are not underwritten.</p>	<p>Section 3.7</p>

Question	Response	More information
<p>What is the purpose of the Offers?</p>	<p>The purpose of the Placement Shares Offer is to issue the Placement Shares to the Placement Subscribers to raise \$1,294,000 before costs.</p> <p>The purpose of the Placement Options Offer is to issue the free attaching Placement Options in respect of Placement Shares to the Placement Subscribers.</p> <p>The purpose of the issue of Director Placement Shares and Director Placement Options to Stuart Gunzburg under the Director Placement Offer is to allow him to participate in the fundraising on the same terms as the Placement Subscribers and to raise \$10,000.</p> <p>The purpose of the Lead Manager Options Offer is to issue the Lead Manager Options to the Lead Manager in accordance with the Company's contractual obligations.</p> <p>The purpose of the Corporate Adviser Shares Offer is to issue Corporate Adviser Shares to the Corporate Adviser in accordance with the Company's contractual obligations.</p>	<p>Section 4.1</p>
<p>How will the funds raised be used?</p>	<p>The funds raised from the Placement and Director Placement of \$1,304,000 will be used for the commercial and regulatory rollout of products, advancement of additional reformulated pharmaceutical candidates, for general working capital and to pay the expenses of the Offers.</p>	<p>Section 4.2</p>
<p>What is the effect of the Offers?</p>	<p>The effect of the Offers on the capital structure and the statement of financial position of the Company are set out in Sections 4.4 and 4.5.</p>	<p>Sections 4.3, 4.4 and 4.5</p>
<p>What are the risks of a further investment in the Company?</p>	<p>An investment in the securities the subject of this Prospectus is highly speculative as the Company is developing businesses in the health and pharmaceutical sectors. Some of the specific risks relevant to an investment in the Company are:</p> <ul style="list-style-type: none"> <li>• Future capital and additional funding – the Company may 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, which may prejudice the development of the businesses of the Company.</li> <li>• Product development and commercialisation risk – the Company has two lead pharmaceutical products (Dyspro™ and Libbo™) it is seeking to commercialise. Successful product and commercialisation development is inherently risky.</li> </ul>	<p>Section 5</p>

Question	Response	More information
	<ul style="list-style-type: none"> <li>• Regulatory risk – the two lead pharmaceutical products require various regulatory approvals from the Commonwealth Therapeutic Goods Administration (TGA). There is no guarantee of such approval.</li> <li>• Intellectual property risk – the Company's success depends in part on its ability to obtain patents, protect trade secrets and operate without infringing third parties' proprietary rights.</li> <li>• 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, the health and pharmaceutical sectors and the Company's ability to retain its key executives.</li> </ul>	
<p>How do I apply under the Offers?</p>	<p>Placement Subscribers may apply under the Placement Shares Offer and the Placement Options Offer by completing the Placement Offer Application Form.</p> <p>Stuart Gunzburg may apply for Director Placement Shares and Director Placement Options by completing the Director Placement Application Form.</p> <p>The Lead Manager may apply under the Lead Manager Options Offer by completing the Lead Manager Application Form.</p> <p>The Corporate Adviser may apply under the Corporate Adviser Shares Offer by completing the Corporate Adviser Application form.</p>	<p>Section 3.5</p>
<p>What are the key dates of the Offers?</p>	<p>The timetable for the Offers is set out in Section 2.</p>	<p>Section 2</p>

## 2. TIMETABLE

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Event	Date
Announcement of Placement	18 March 2026
Lodgement of Prospectus with ASIC and ASX	20 March 2026
Opening Date of Offers	20 March 2026
Closing Date of Placement Shares Offer	20 March 2026
Issue of Placement Shares	20 March 2026
General Meeting (estimated)	8 May 2026
Closing Date of Placement Options Offer, Director Placement Offer, Lead Manager Options Offer and Corporate Adviser Shares Offer (estimated)	11 May 2026
Issue of Placement Options, Director Placement Shares, Director Placement Options, Lead Manager Options and Corporate Adviser Shares (estimated)	11 May 2026

\*This timetable is subject to change without notice.

The dates above are indicative only and subject to change without notice. In particular, the Company reserves the right, subject to the Corporations Act and the Listing Rules, to close any of the Offers early, extend the Closing Dates or to withdraw the Offers at any time prior to issue. You are encouraged to lodge your Application Form as soon as possible after the Offers open.

### **3. DETAILS OF THE OFFERS**

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#### **3.1 Background**

On 18 March 2026, the Company updated an earlier announcement on the terms of a capital raising and confirmed it would undertake the Placement to the Placement Subscribers to raise \$1,294,000 before costs. Red Leaf Securities Pty Limited is the Lead Manager to the Placement and also acts as corporate adviser for the Company.

By this Prospectus, the Company is making the Placement Shares Offer, Placement Options Offer, Director Placement Offer, Lead Manager Options Offer and the Corporate Adviser Shares Offer.

The Company acquired the Nextract business in June 2025. Pending the announcement of the Nextract acquisition, the Company's Shares were in suspension for more than 5 days. Therefore, the Company cannot issue a secondary trading notice under the Corporations Act to remove secondary trading (sale) restrictions on the Placement Shares, Director Placement Shares and the Corporate Adviser Shares. The Company is making the Placement Shares Offer, the Director Placement Offer (including the Director Placement Shares) and the Corporate Adviser Shares Offer under this Prospectus so there are no secondary trading restrictions on these Shares. The Company is also making the Offers of the Options under this Prospectus, which will ensure there are no secondary trading restrictions on any Shares that are issued upon any exercise of the Options.

The Placement Shares Offer can be conducted utilising the Company's existing Listing Rule placement capacity and is not conditional on Shareholder approval. Each of the other Offers cannot be conducted utilising the Company's existing Listing Rule placement capacity. Thereby, each of the Placement Options Offer, Lead Manager Options Offer and Corporate Adviser Shares Offer are conditional on Shareholder approval to issue these securities at the General Meeting. The Director Placement Offer is to a related party and is, for this reason, conditional on Shareholder approval to issue these securities at the General Meeting.

The Placement Options and Director Placement Options have the same terms. They have an exercise price of 4 cents, an expiry date of 30 April 2028 and the Options are not intended to be quoted on ASX. The full terms of these Options are set out in Section 6.2. The Lead Manager Options have an exercise price of 4 cents, an expiry date of 30 April 2029 and the Options are not intended to be quoted on ASX. The full terms of these Options are set out in Section 6.3.

#### **3.2 The Offers**

By this Prospectus, the Company offers:

- (a) 64,700,000 Placement Shares to the Placement Subscribers under the Placement Shares Offer for 2 cents each to raise \$1,294,000 before expenses under the Placement;
- (b) 129,400,000 Placement Options to Placement Subscribers for nil cash consideration pursuant to the Placement Options Offer;
- (c) 500,000 Director Placement Shares for 2 cents each and 1,000,000 free Director Placement Options to Stuart Gunzburg, a Director the Company to raise \$10,000;
- (d) 5,000,000 Lead Manager Options to the Lead Manager for nil cash consideration under the Lead Manager Options Offer; and
- (e) 2,250,000 Corporate Adviser Shares to the Corporate Adviser for nil cash consideration under the Corporate Adviser Shares Offer.

Stuart Gunzburg is a Director of the Company and his subscription for Director Placement Shares and Director Placement Options is on the same terms as subscribers for Placement Shares and Placement Options.

Up to \$1,294,000 will be raised by the issue of the Placement Shares pursuant to the Placement Shares Offer. Up to \$10,000 will be raised by the issue of the Director Placement Shares to Stuart Gunzburg.

No funds will be raised from the issue of the Placement Options, Director Placement Options, Lead Manager Options and Corporate Adviser Shares. The terms of the Placement Options and Director Placement Options are set out in Section 6.2. The terms of the Lead Manager Options are set out in Section 6.3.

The Placement Shares, Director Placement Shares, Corporate Adviser Shares and all of the Shares issued upon the future exercise of any of the Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights attaching to Shares.

The Offers will each open on the date of this Prospectus. The Placement Shares Offer is intended to close on or about 20 March 2026 (see the Timetable in Section 2) with the Placement Shares to be issued on or about that date. Each of the other Offers is conditional upon Shareholder approval and these other Offers are expected to close on the date set out in Section 2 (Timetable).

### **3.3 Conditional Offers**

The Placement Options Offer, Director Placement Offer, Lead Manager Options Offer and Corporate Adviser Shares Offer are all conditional upon the Company obtaining Shareholder approval to issue these relevant securities at the General Meeting. If Shareholder approval is not obtained for a particular Offer, that Offer will not proceed.

### **3.4 Minimum subscription**

The Minimum Subscription under the Placement Shares Offer is \$1,294,000. There is no minimum subscription for the other Offers.

No Placement Shares or other securities under this Prospectus will be issued until Minimum Subscription under the Placement Shares Offer is reached. If the Minimum Subscription is not reached within 4 months after the date of this Prospectus, the Company will refund all application moneys without interest in accordance with the Corporations Act.

### **3.5 Applications**

Placement Subscribers may apply for Placement Shares under the Placement Shares Offer at 2 cents per Placement Share and apply for free attaching Placement Options under the Placement Options Offer, by completing the Placement Application Form accompanying this Prospectus in accordance with the instructions outlined in the Placement Application Form.

Stuart Gunzburg only may apply under the Director Placement Offer by applying for Director Placement Shares at 2 cents per Share and applying for free attaching Director Placement Options, by completing the Director Placement Application Form accompanying this Prospectus in accordance with the instructions outlined in the Director Placement Application Form.

The Lead Manager only may apply under the Lead Manager Options Offer by completing the Lead Manager Application Form accompanying this Prospectus in accordance with the instructions outlined in the Lead Manager Application Form.

The Corporate Adviser only may apply under the Corporate Adviser Shares Offer by completing the Corporate Adviser Application Form accompanying this Prospectus in accordance with the instructions outlined in the Corporate Adviser Application Form.

### **3.6 Payment for securities under the Placement Shares Offer and Director Placement Offer**

If applying under the Placement Shares Offer and Director Placement Offer, you may pay by CHES DVP Settlement or electronic funds transfer (EFT) in accordance with the instructions on the Placement Application Form or the Director Placement Application Form, as the case may be.

You do not have to send us a completed Placement Application Form or Director Placement Application Form if you pay by CHES DVP Settlement or EFT. It is your responsibility to ensure that we receive your payment by the relevant Closing Date. We do not accept any responsibility for incorrectly completed payments.

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

If you make a payment, you will be deemed to have accepted the Offer to subscribe, on the terms set out in this Prospectus and in the Placement Application Form or the Director Placement Application Form (as the case may be), for the number of Shares represented by the payment.

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

If you are in any doubt as to how to complete or deal with your Placement Application Form or Director Placement Application Form, you should contact your professional adviser for assistance.

### **3.7 No underwriting**

The Offers are not underwritten.

### **3.8 ASX Quotation**

The Company will apply for quotation of the Placement Shares, Directors Placement Shares and the Corporate Adviser Shares offered pursuant to this Prospectus within 7 days after the date of this Prospectus.

If the Placement Shares, Director Placement Shares and the Corporate Adviser Shares offered under this Prospectus are not granted quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, we will not issue those securities and the application moneys in respect of those securities will be refunded to you without interest within the time prescribed by the Corporations Act.

## 4. PURPOSE AND EFFECT OF THE OFFERS

### 4.1 Purpose of the Offers

The purpose of the Offers is to issue:

- (a) 64,700,000 Placement Shares to the Placement Subscribers under the Placement Shares Offer for 2 cents each to raise \$1,294,000 before expenses under the Placement;
- (b) 129,400,000 Placement Options to the Placement Subscribers for nil cash consideration under the Placement Options Offer on the basis of 2 free Placement Options for every 1 Placement Share subscribed for under the Placement Shares Offer;
- (c) 500,000 Director Placement Shares at 2 cents each and 1,000,000 free Director Placement Options (on the basis of 2 free Director Placement Options for every 1 Director Placement Share subscribed for) to Stuart Gunzburg to raise \$10,000 under the Director Placement Offer;
- (d) 5,000,000 Lead Manager Options to the Lead Manager for nil cash consideration under the Lead Manager Options Offer; and
- (e) 2,250,000 Corporate Adviser Shares to the Corporate Adviser for nil cash consideration under the Corporate Adviser Shares Offer.

### 4.2 Use of Funds

The Company intends to use the funds raised from the Placement and Director Placement as follows:

<b>Funds available from capital raising</b>	<b>\$</b>
Placement and Director Placement funds	1,304,000
<b>Total funds available</b>	<b>1,304,000</b>
<b>Use of Funds</b>	
Commercial and regulatory rollout of products including marketing initiatives and prescription growth	600,000
Advancement of additional reformulated pharmaceutical candidates currently under development	300,000
General working capital <sup>1</sup>	276,910
Expenses of the Offers under this Prospectus <sup>2</sup>	127,090
<b>Total</b>	<b>1,304,000</b>

1. General working capital includes corporate administration and operating costs and may be applied to directors' fees, ASX and share registry fees, legal, tax and audit fees, interest payments, insurance and travel costs. Further, general working capital may be used to advance the Company's product development or other commercial initiatives.
2. See Section 7.5 for the expenses of the Offers.
3. This table is a statement of our proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the

potential to affect our decisions and we reserve the right to vary the way the funds are applied.

#### 4.3 Effect of the Offers

The principal effect of the Offers will be to increase:

- (a) the number of Shares currently on issue by up to 67,450,000 (being the Placement Shares, Director Placement Shares and Corporate Adviser Shares); and
- (b) the number of Options on issue by up to 135,400,000 (being Placement Options, Director Placement Options and Lead Manager Options).

#### 4.4 Effect on Capital Structure

The effect of the Offers on the Company's issued share capital as at the date of this Prospectus assuming the issue of all the securities under the Offers is set out in the table below:

<b>Shares</b>	<b>Number</b>
Existing Shares	284,876,592
Placement Shares	64,700,000
Director Placement Shares	500,000
Corporate Adviser Shares	2,250,000
<b>Total Shares on issue after completion of the Offers</b>	<b>352,326,592</b>
<b>Options</b>	<b>Number</b>
Existing Options	34,299,998
Placement Options (exercise price of 4 cents and expiry date of 30 April 2028)*	129,400,000
Director Placement Options (exercise price of 4 cents and expiry date of 30 April 2028)*	1,000,000
Lead Manager Options (exercise price of 4 cents and expiry date of 30 April 2029)	5,000,000
<b>Total Options on issue after completion of the Offers</b>	<b>169,699,998</b>

\* The Placement Options and Director Placement Options are on the same terms as set out in Section 6.2

#### 4.5 Pro-forma Statement of Financial Position

To illustrate the effect of the Offers on the Company, a pro-forma statement of financial position has been prepared based on the audit reviewed balance sheet as at 31 December 2025. The pro-forma statement of financial position shows the effect of the Offers as if it had been made on 31 December 2025 assuming:

- (a) the issue of 65,200,000 Placement Shares and Director Placement Shares at 2 cents each pursuant to this Prospectus, raising \$1,304,000 less estimated expenses of the Offers of \$127,090;
- (b) the issue of 130,400,000 Placement Options and Director Placement Options for free pursuant to this Prospectus;

- (c) the issue of 5,000,000 Lead Manager Options for nil subscription pursuant to this Prospectus; and
- (d) the issue of 2,250,000 Corporate Adviser Shares for nil subscription but at a deemed issue price of 2 cents per Share pursuant to this Prospectus.

	<b>Audit reviewed consolidated as at 31 December 2025</b>	<b>Adjustments</b>	<b>Pro-forma after issue</b>
	<u>\$</u>		<u>\$</u>
<b>Current assets</b>			
Cash and cash equivalents	929,659	1,176,910	2,106,569
Trade and other receivables	40,359		40,359
Inventories	100,111		100,111
<b>Total current assets</b>	<b>1,070,129</b>	<b>1,176,910</b>	<b>2,247,039</b>
<b>Non-current assets</b>			
Property, plant and equipment	1,582		1,582
Intellectual property	2,995,316		2,995,316
<b>Total non-current assets</b>	<b>2,996,898</b>		<b>2,996,898</b>
<b>Total assets</b>	<b>4,067,027</b>	<b>1,176,910</b>	<b>5,243,937</b>
<b>Current liabilities</b>			
Trade and other payables	269,114		269,114
Borrowings	38,514		38,514
<b>Total current liabilities</b>	<b>307,628</b>		<b>307,628</b>
<b>Total liabilities</b>	<b>307,628</b>		<b>307,628</b>
<b>Net assets</b>	<b>3,759,399</b>	<b>1,176,910</b>	<b>4,936,309</b>
<b>Equity</b>			
Issued capital	40,775,545	1,188,879	41,964,424
Reserves	22,640	33,031	55,671
Accumulated losses	(37,038,786)	(45,000)	(37,083,786)
<b>Total equity</b>	<b>3,759,399</b>	<b>1,176,910</b>	<b>4,936,309</b>

## **5. RISK FACTORS**

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### **5.1 Introduction**

An investment in the securities the subject of this Prospectus is highly speculative as the Company is a life sciences company developing businesses in the health and pharmaceutical sectors.

The primary focus of the Company is on developing two pharmaceutical products – Dyspro™, which is a cannabinoid-based gummy for menstrual pain, dysmenorrhea and endometriosis and Libbo™, an oral dissolving film for erectile dysfunction. These businesses complement the Company's Meluka Australia probiotics business. The Company has natural medicine, regulatory science and innovative delivery technology businesses as part of developing a diversified health platform.

There are a number of factors that may have a material impact on our future operating and financial performance. The key material risks are described below.

You should carefully consider the risks described below, the information contained in other sections of this Prospectus, and all other relevant material including our public announcements and reports.

The specific risks below are some of the risks specific to the Company including by reason of its focus on developing a diversified health platform. The general investment risks below are some of the risks to the Company of a general economic nature.

### **5.2 Specific Risks**

#### **Future Capital Needs and Additional Funding**

The funds raised by the Placement Offer and Director Placement Offer will be used to carry out the Company's objectives as detailed in this Prospectus. Beyond these objectives, future funding will be required. 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 businesses (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 businesses and it may impact on the Company's ability to continue as a going concern.

#### **Product development and commercialisation risk**

The Company's primary focus is on developing two pharmaceutical products – Dyspro™, which is a cannabinoid-based gummy for menstrual pain, dysmenorrhea and endometriosis and Libbo™, an oral dissolving film for erectile dysfunction. Manufacturing of the products will be outsourced. There is a risk that successful scaleable commercial production will not be achieved in competitive markets.

Additionally, there is inherent risk in developing products for human use.

#### **Regulatory risk**

The two lead products of the Nextract business (Dyspro™ and Libbo™) require various regulatory approvals to achieve commercial production including from the Commonwealth

Therapeutic Goods Administration (TGA). There is no guarantee of such approval.

Other products that may be developed by the Company may also require regulatory approval for commercial use.

### **Intellectual property risk**

Securing rights to intellectual property, and in particular to patents, is an integral part of securing potential product value arising out of pharmaceutical and biotechnical research and development. The Company's success depends in part, on its ability to obtain patents, protect trade secrets and operate without infringing third parties' proprietary rights.

The granting of a patent does not guarantee that the rights of other parties are not infringed or that competitors will not develop competing intellectual property that circumvents the patents. In addition, there can be no assurance that any patents that the Company may own or control or licence now or in the future will afford the Company commercially significant protection of its intellectual property or have commercial application.

### **Reliance on Key Personnel**

The Company's success largely depends on the core competencies of its Directors and management and their familiarisation with, and ability to operate in, the developing business and the Company's ability to retain its key executives.

### **Product liability risk**

Developing drug products for chronic pain management and sexual dysfunction exposes the Company to product liability claims. The Company may seek to obtain adequate product liability insurance at the appropriate time in order to minimise its liability to such claims however there can be no assurance that adequate insurance coverage will be available at an acceptable cost. If the Company is unable to obtain sufficient product liability insurance then claims of this nature may adversely affect the Company's profitability.

### **Competition in development of drug products**

The Company faces competition in the development of drug products and chronic pain management and sexual dysfunction, which may include organisations with greater capital resources and expertise. The ability of a current or new competitor to introduce an improved product may adversely impact on the Company's financial performance. Such competition and new technologies can have the effect of rendering costly research and development obsolete, decreasing the financial value of products or research projects and reducing pricing and profit margins.

### **Scaling-up Meluka probiotics brand**

The Company's existing Meluka Australia business operates within the health and wellness sector focusing on gut health and bioactive ingredient optimisation and offers a range of probiotic products. The Company will seek to continue to scale-up this business. There is risk that a scale-up may not be achieved in competitive markets.

## **Acquisitions**

The Company may make acquisitions of, or investments in, companies or assets that are complementary to its businesses. Any such future transactions are accompanied by the risks commonly encountered in making acquisition of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements and retaining key staff.

### **5.3 General Investment Risks**

#### **Securities Investments and Share Market Conditions**

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

Furthermore, securities markets (such as ASX), and in particular the market for companies developing business in the health and pharmaceutical sectors 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 the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, interest rates and the rate of inflation.

#### **Legislative**

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

## **6. RIGHTS ATTACHING TO SECURITIES**

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### **6.1 Rights attaching to Shares**

The rights attaching to ownership of Shares in the Company are:

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

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

#### **Voting Rights**

At a general meeting each Shareholder present in person or by proxy, company representative or attorney is entitled to one vote on a show of hands. Upon a poll, every Shareholder present in person or by proxy, company representative or attorney is entitled to one vote for each fully paid share that the Shareholder holds.

#### **General Meetings**

Each Shareholder is entitled to receive notice of and to be present, to vote and to speak at any general meeting of the Company. Further, each Shareholder is entitled to receive all notices, accounts and other documents required to be furnished to Shareholders under the Constitution of the Company or the Corporations Act.

#### **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 or the Corporations Act for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

#### **Dividend Rights**

There is no entitlement to a dividend other than that determined by Directors from time to time. The New Shares will rank equally with all other issued Shares in the capital of the Company for the purposes of participation in any dividend paid out of the profits of the Company. The Directors are not anticipating paying dividends at this stage of the Company's development.

#### **Future Increases in Capital**

The issue of Shares is under the control of the Directors. Subject to restrictions on the issue of Shares to Directors, the Constitution of the Company and the Corporations Act, the Directors may issue or otherwise dispose of new Shares on such terms and conditions as they may determine.

## **Election of Directors**

There must be a minimum of 3 Directors. At every annual general meeting one-third of the Directors (rounded to the nearest whole number) must retire from office. No Director must hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting for re-election. These retirement rules do not apply to the managing director. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election. An election of the Directors must take place each year.

## **Amendment of Constitution**

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

## **Predominance of Listing Rules**

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

## **6.2 Terms of Placement Options and Director Placement Options**

The terms of the issue of each of these Options are:

- (a) Each Option entitles the holder to one Share upon exercise of the Option.
- (b) The exercise price of the Options is 4 cents each (Exercise Price).
- (c) The Options may be exercised at any time prior to 5:00pm WST on 30 April 2028 (Expiry Date).
- (d) The Options will be freely tradeable under Australian law. The Options are not intended to be quoted.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment of the Exercise Price to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received within 5 business days after the holder exercises the Options.
- (f) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company will apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.

- (g) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised (except for a bonus issue). The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (h) If there is a bonus issue (Bonus Issue) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (Bonus Shares). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
- (i) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

### 6.3 Terns of Lead Manager Options

The terms of the issue of the Lead Manager Options are:

- (a) Each Option entitles the holder to one Share upon exercise of the Option.
- (b) The exercise price of the Options is 4 cents each (Exercise Price).
- (c) The Options may be exercised at any time prior to 5:00pm WST on 30 April 2029 (Expiry Date).
- (d) The Options will be freely tradeable under Australian law. The Options are not intended to be quoted.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment of the Exercise Price to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received within 5 business days after the holder exercises the Options.
- (f) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company will apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (g) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised (except for a bonus issue). The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be

notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.

- (h) If there is a bonus issue (Bonus Issue) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (Bonus Shares). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
- (i) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

## 7. ADDITIONAL INFORMATION

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### 7.1 Transaction Specific Prospectus and Continuous Disclosure Obligations

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

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

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

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

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

We lodged our latest annual report with ASX on 29 August 2025. Since then, the following announcements have been made on our ASX platform, shown in the table below.

Date	Description of Announcement
29/08/2025	Appendix 4G and Corporate Governance Statement
11/09/2025	Date of AGM and Closing Date for Director Nominations
15/09/2025	Appointment of Dr Fiona Cousins to Scientific Advisory Board
22/09/2025	EVE Commences Distribution of Dyspro

<b>Date</b>	<b>Description of Announcement</b>
24/09/2025	Share Café Investor Webinar
01/10/2025	Dyspro Prescribed to First Patients
03/10/2025	Investor Presentation – Australian Equities Day Singapore
03/10/2025	Notice of Annual General Meeting/Proxy Form
07/10/2025	Trading Halt
09/10/2025	EVE raises \$1.1m to Accelerate Launches of Dyspro and Libbo
09/10/2025	Proposed issue of securities – EVE
15/10/2025	Prospectus
15/10/2025	Target Market Determination
17/10/2025	Application for quotation of securities – EVE
20/10/2025	Change in substantial holding
31/10/2025	Quarterly Activities/Appendix 4C Cash Flow Report
03/11/2025	Medical Science Liaison Appointed
03/11/2025	New Employee Incentives
03/11/2025	Notice of General Meeting/Proxy Form
05/11/2025	Results of Meeting
19/11/2025	EVE signs Telehealth Services Agreement with hubMed
19/11/2025	EVE Signs Telehealth Services Agreement with hubMed – Revised
20/11/2025	Spark Plus Investor Presentation
21/11/2025	Change of Director's Interest Notice
21/11/2025	Change in substantial holding
26/11/2025	Becoming a substantial holder
04/12/2025	Results of Meeting
05/12/2025	Application for quotation of securities – EVE
05/12/2025	Notice regarding unquoted securities – EVE

<b>Date</b>	<b>Description of Announcement</b>
05/12/2025	Notice regarding unquoted securities – EVE
05/12/2025	Change of Director's Interest Notice x 3
17/12/2025	Change of Director's Interest Notice
09/01/2026	Change of Director's Interest Notice
30/01/2026	EVE completes Initial Production of Libbo
30/01/2026	Quarterly Activities/Appendix 4C Cash Flow Report
10/02/2026	Launch of Libbo and Activation of Men's Health Platform
27/02/2026	Appendix 4D and Half Year Report
02/03/2026	Sama Balasubramanian Appointed to Scientific Advisory Board
10/03/2026	EVE advances Reformulated Drugs Targeting Global Markets
11/03/2026	Trading Halt
13/03/2026	EVE raises \$0.9m to Advance Drug Reformation Strategy
13/03/2026	Proposed issue of securities - EVE
18/03/2026	EVE Placement Update
18/03/2026	Update – Proposed issue of securities - EVE

## 7.2 Market Price of Shares

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

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

	<b>Price</b>	<b>Date</b>
Highest	2.3 cents	19, 22, 23 and 24 December 2025 and 5, 6, 9, 12, 14 and 22 January 2026
Lowest	1.9 cents	2 and 20 February 2026 and 4 and 19 March 2026
Latest	1.9 cents	19 March 2026

## 7.3 Directors' Interests

### (a) Interests of Directors

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

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

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

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

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

Director	Number of Shares	Number of Options
Rodney Hannington	Nil	150,000 <sup>1</sup>
Dr Stuart Gunzburg	27,635,581 <sup>2</sup>	1,000,000 <sup>1 and 2</sup>
Gregory (Bill) Fry	3,309,123	150,000 <sup>1</sup>

#### Notes

1. The Options are unlisted and have an exercise price of 6 cents and an expiry of 31 December 2028.
2. In addition to these securities, Stuart Gunzburg will be issued with 500,000 Director Placement Shares and 1,000,000 Director Placement Options under the Director Placement Offer.

### (c) Remuneration of Directors

Mr Rodney Hannington is paid \$50,000 per annum as a director's fee as non-executive chairman. In the two years prior to the date of this Prospectus Mr Hannington has received a total cash remuneration of \$64,603.

Dr Stuart Gunzburg is paid \$150,000 per annum as an executive director and the chief scientific officer. In the two years prior to the date of this Prospectus Dr Gunzburg has received a total cash remuneration of \$108,000.

Mr Gregory (Bill) Fry is paid \$50,000 as a director's fee as a non-executive director. In the two years prior to the date of this Prospectus Mr Fry has received a total cash remuneration of \$449,059.

Directors are also entitled to be reimbursed for reasonable expenses incurred by them in providing their services to the Company.

#### **7.4 Interests of Experts and Advisers**

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

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

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

Red Leaf Securities Limited has acted as Lead Manager to the Placement. We will pay a cash fee of 6% plus GST of the funds raised under the Placement and Director Placement (being a cash fee of \$78,240 plus GST) plus issue the Lead Manager Options under this Prospectus. Further, Red Leaf Securities Pty Limited, has been appointed as corporate adviser to the Company where it is to be paid a fee of \$45,000 as a 6 month retainer fee from 9 March 2026, which is satisfied by the issue of the Corporate Adviser Shares under this Prospectus.

Fairweather Corporate Lawyers has acted as lawyers to the Company in relation to the Offers. We estimate that we will pay approximately \$15,000 (exclusive of GST) for these services. In the past two years, Fairweather Corporate Lawyers has been paid or accrued fees (excluding GST) of approximately 59,650 (exclusive of GST) by the Company.

#### **7.5 Expenses of the Offers**

The cash costs connected to the Offers payable by the Company are estimated at approximately \$127,090 exclusive of GST. These expenses are expected to be applied to the items set out in the table below.

<b>Item of Expenditure (exclusive of GST)</b>	<b>Cost</b>
Placement Fees	\$78,240
Legal Fees	\$15,000
Printing, share registry, postage, miscellaneous	\$23,000
ASIC lodgement fee for this Prospectus	\$3,206
ASX fee for Placement Shares, Director Placement Shares and Corporate Adviser Shares	\$7,644
<b>Total</b>	<b>\$127,090</b>

Notes:

1. The Placement fee is \$78,240 being a 6% fee for the total funds raised of \$1,304,000. Additionally, the Lead Manager will be issued with the Lead Manager Options and Corporate Adviser Shares as Corporate Advisor under this Prospectus.

## 7.6 Consents

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

Red Leaf Securities Limited has consented to being named as Lead Manager to the Placement and the inclusion in the Prospectus of all statements referring to it.

BDO Audit Pty Ltd has consented to the reference in this Prospectus to the audit reviewed financial information of the Company.

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

Each of the parties 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 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.

## 8. DIRECTORS' AUTHORISATION AND CONSENT

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

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

Dated: 20 March 2026



Signed for and on behalf of EVE Health Group Limited  
By Mr Rodney Hannington  
Non-Executive Chair

## 9. GLOSSARY

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

<b>Application</b>	an application under an Application Form.
<b>Application Form</b>	an application form in respect of any of the Offers, as applicable.
<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>ASX</b>	the 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>Closing Dates</b>	The closing date of the Offers, as set out in Section 2 (Timetable).
<b>Company or EVE</b>	EVE Health Group Limited (ACN 106 523 611).
<b>Corporate Adviser</b>	Red Leaf Securities Pty Limited (ACN 606 000 800) (AFSL 510097)
<b>Corporate Adviser Application Form</b>	the application form to acquire Corporate Adviser Shares.
<b>Corporate Adviser Shares</b>	2,250,000 Shares to be issued under this Prospectus for nil cash consideration to the Corporate Adviser.
<b>Corporate Adviser Shares Offer</b>	the offer under this Prospectus of Corporate Adviser Shares to the Corporate Adviser.
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Director Placement</b>	the issue of the Director Placement Shares and Director Placement Options.
<b>Director Placement Application Form</b>	the application to acquire Director Placement Shares and attaching Director Placement Options that is attached to or accompanies this Prospectus.
<b>Director Placement Offer</b>	the offer under this Prospectus of Director Placement Shares and Director Placement Options to Stuart Gunzburg, a Director of the Company.
<b>Director Placement Options</b>	1,000,000 Options to be issued under this Prospectus on the terms set out in Section 6.2 and on the basis of 2 free Options for every 1 Director Placement Share that will be subscribed for.
<b>Director Placement Shares</b>	500,000 Shares to be issued under this Prospectus at 2 cents each to Stuart Gunzburg, a Director of the Company.
<b>Directors</b>	the directors of the Company as at the date of this Prospectus.

<b>General Meeting</b>	the general meeting of Shareholders to be held at which approval will be sought to issue the Placement Options, Director Placement Shares and Director Placement Options, the Lead Manager Options and the Corporate Adviser Shares.
<b>Lead Manager</b>	Red Leaf Securities Pty Limited (ACN 606 000 800) (AFSL 510097)
<b>Lead Manager Application Form</b>	the application form to acquire Lead Manager Options that is attached to or accompanies this Prospectus.
<b>Lead Manager Options</b>	5,000,000 Options to be issued under this Prospectus to the Lead Manager on the terms set out in Section 6.3.
<b>Lead Manager Options Offer</b>	the offer under this Prospectus of Lead Manager Options to the Lead Manager.
<b>Minimum Subscription</b>	The minimum amount to be raised under the Placement Shares Offer being \$1,294,000.
<b>Nextract</b>	Nextract Pty Ltd (ACN 649 372 270)
<b>Offers</b>	the Placement Shares Offer, the Placement Options Offer, the Director Placement Offer, the Lead Manager Options Offer and the Corporate Adviser Shares Offer which are subject to this Prospectus.
<b>Official List</b>	the official list of the ASX.
<b>Option</b>	an option to subscribe for a Share.
<b>Placement</b>	the issue of the Placement Shares and the Placement Options.
<b>Placement Application Form</b>	the application form to acquire Placement Shares and attaching Placement Options that is attached to or accompanies this Prospectus.
<b>Placement Options</b>	129,400,000 Options to be issued under this Prospectus on the terms set out in Section 6.2 and on the basis of 2 free Options for every 1 Placement Share that will be subscribed for.
<b>Placement Options Offer</b>	the offer under this Prospectus of Placement Options to Placement Subscribers.
<b>Placement Shares</b>	64,700,000 Shares to be issued under this Prospectus at 2 cents each to Placement Subscribers.
<b>Placement Shares Offer</b>	the offer under this Prospectus of Placement Shares to Placement Subscribers.
<b>Placement Subscribers</b>	subscribers of Placement Shares being sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act.
<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.