

12 August 2019

Dear Shareholder

EDEN INNOVATIONS LTD SHARE PURCHASE PLAN (SPP)

On behalf of the Directors of Eden Innovations Ltd A.C.N. 109 200 900 (Eden), I am pleased to offer all Eligible Shareholders of Eden the opportunity to participate in this SPP, which was announced on 9 August 2019.

This SPP is designed to raise up to A\$8,000,000 through the issue of up to 160,000,000 ordinary fully paid shares in Eden (Shares) to Eligible Shareholders at a price of A\$0.05 per Share (Issue Price). However, the Company reserves absolute discretion regarding the final amount raised under the SPP. If applications are received under this SPP for in excess of 160,000,000 Shares, the Directors reserve the right (in their sole and absolute discretion) to close the SPP early and/or to scale back applications, to the extent and in the manner the Directors see fit. Eligible Shareholders who wish to participate in this Offer are therefore encouraged to submit their applications early. If applications are received under this SPP for in excess of 160,000,000 Shares, the Company also reserves the right to accept oversubscriptions (subject to compliance with the ASX Listing Rules and the Corporations Act) in its sole and absolute discretion.

The objective of this SPP is to raise sufficient funds for the Company to be able to continue the development and marketing of all of its products and technologies, comprising:

- Its proprietary pyrolysis process that produces hydrogen and solid nano-carbon (carbon nanotubes or carbon nanofibres) from Natural Gas without producing carbon dioxide as a by-product.
The carbon nanotubes provide the feedstock for its flagship product, the EdenCrete® range of products that improve the durability and many performance characteristics of concrete and are being sold in the USA for use in infrastructure including roads and bridges, construction, shotcrete, precast concrete and other applications.
Marketing has also commenced in Australia, and trials of EdenCrete® products are also being undertaken as a prelude to the planned commencement of sales and marketing in a number of other countries including India, Korea and a number of European countries;
- Its OptiBlend™ dual fuel unit to convert large diesel engines to operate on a combination of diesel fuel and Natural Gas that was developed more than 10 years ago and that continues to be sold in the USA, India, and a number of other countries; and
- Ongoing research into other possible applications of its nano-carbon materials, including into plastics and polymers, and for its hydrogen related technologies including its production capability.

Participation in this SPP is optional.

This SPP will allow Eligible Shareholders to subscribe for between A\$1,000 to A\$15,000 of additional Shares, without brokerage and transaction costs. Eligible Shareholders may apply for a parcel of Shares valued at either A\$1,000 (20,000 Shares), A\$2,000 (40,000 Shares), A\$3,000 (60,000 Shares), A\$4,000 (80,000 Shares), A\$5,000 (100,000 Shares), A\$7,500 (150,000 Shares), A\$10,000 (200,000 Shares), A\$12,500 (250,000 Shares), or A\$15,000 (300,000 Shares). Alternatively, Eligible Shareholders may do nothing (thereby retaining their current shareholding).

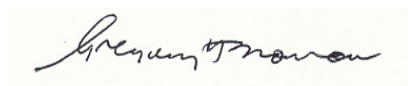
This SPP opens on 12 August 2019 and is expected to close at 5:00pm WST on 30 August 2019, unless it is closed earlier. Eligible Shareholders who choose to participate in this SPP should follow the instructions on the enclosed personalised application form.

The Issue Price at which Shares in Eden will be issued under this SPP is A\$0.05 per Share, being approximately 98% of the volume weighted average market price of the Shares calculated over the last 5 trading days on which sales in the Shares were recorded before the date on which this SPP was announced.

Funds raised under this SPP will supplement existing funds and will be used to finance Eden's general working capital. This SPP is intended as a one-off initiative to give Eligible Shareholders the opportunity to purchase additional Shares, without transaction costs and brokerage. However, the Board reserves the right to make similar offers under similar share purchase plans in the future.

The full terms and conditions of this SPP, and a personalised application form, are attached to this letter and I urge all Eligible Shareholders to read them in their entirety before they decide whether to participate in this SPP. On behalf of the Board, I invite you to consider this opportunity to increase your investment in Eden.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Gregory H. Solomon', is written on a light yellow rectangular background.

Gregory H. Solomon
Chairman

IMPORTANT NOTICE

DATE

This document is dated 12 August 2019.

DISCLOSURE

This Document is not a disclosure document for the purposes of the Corporations Act and has not been lodged with ASIC. This Offer is being made without disclosure to investors under Part 6D.2 of the Corporations Act.

As a consequence, this document and the Application Form do not contain the level of disclosure required under the Corporations Act to be included in a disclosure document. Eligible Shareholders will therefore be required to rely on their own knowledge of Eden and previous disclosures made by Eden on ASX.

Distribution of this document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this document should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make this Offer. No action has been taken to register this document or the Shares or to otherwise permit an offering of the Shares in any jurisdiction outside of Australia or New Zealand.

As at the date of this document, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company, and section 674 of the Corporations Act.

As at the date of this document, there is no excluded information of the Company as described in section 708AA(8) and (9) of the Corporations Act.

NO RECOMMENDATION

A personalised Application Form will accompany the copy of this document which will be mailed to all Eligible Shareholders.

Eligible Shareholders should read this document in its entirety and, if in any doubt, consult with their professional advisers before deciding whether to apply for new Shares. There are risks associated with an investment in the Company and the Shares offered under this document must be regarded as a speculative investment.

The Offer being made to Eligible Shareholders under this SPP does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. If you have any concerns about what to do, you should consult your stockbroker, accountant or professional advisers.

The Board encourages you to seek your own financial advice regarding your participation under this SPP.

The Shares offered under this document carry no guarantee with respect to return on capital investment or the future value of the Shares.

Terms and Conditions of Share Purchase Plan Offer

Defined words and expressions in these Terms and Conditions (and in the Application Form) are capitalised and their definitions are contained in the Glossary in section 24.

1. Share Purchase Plan

Eden is pleased to offer Eligible Shareholders the opportunity to participate in this SPP (**Offer**), by subscribing for between A\$1,000 to A\$15,000 worth of new Shares in Eden, without incurring brokerage or other transaction costs.

The Company is seeking to raise up to \$8,000,000 through the issue of up to 160,000,000 new Shares under this SPP (subject to sections 9 and 16 below).

2. ASIC Class Order [09/425]

This Offer is made in compliance with, and satisfies the conditions set out in, ASIC Class Order [09/425]. ASIC Class Order [09/425] provides relief (subject to satisfaction of certain conditions) from the requirement to prepare a disclosure document under Chapter 6D of the Corporations Act for an offer by a company admitted to the official list of the ASX of shares to existing shareholders pursuant to a share purchase plan.

3. Offer Timetable

This Offer is dated, and taken to be made on, 12 August 2019.

Event	Date
Record Date	8 August 2019
SPP Announcement	9 August 2019
Dispatch to Eligible Shareholders of this document and the personalised application form	12 August 2019
Offer opens	12 August 2019
Offer closes	30 August 2019
Issue Date	6 September 2019
Dispatch of Holding Statements	6 September 2019

Eden expects that the new Shares to be issued consequent upon applications made under this SPP will commence trading on ASX on the first trading day after the Issue Date.

The above dates are indicative only, and subject to compliance with applicable law, may be changed at the Company's discretion. Any changes will be advised to ASX.

The Board reserves the right, at its discretion (subject to the ASX Listing Rules and the Corporations Act) to change the Closing Date without prior notice (notwithstanding that the Offer under this SPP has opened, or Application Forms have been received and irrespective of the level of applications at that time). Any change to the Closing Date will cause a consequential change to the Issue Date and the dispatch date.

4. Eligibility to Participate in this SPP

4.1 General

You are eligible to participate in this SPP if you were registered as a holder of Shares at 5:00pm (WST) on the Record Date with a registered address in Australia or New Zealand (and you are not resident or located in the United States or any other jurisdiction in or into which an offer of the new Shares would be unlawful).

The Offer to each Eligible Shareholder is made on the same terms and conditions.

4.2 Registered Holders

- **Single holders:** If you are the only registered holder of a holding of Shares, but you receive more than one offer under this SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of Shares.
- **Joint holders:** If you are recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of this SPP, and the joint holders are entitled to participate in this SPP in respect of that single holding only. If the same joint holders receive more than one offer under this SPP due to multiple identical holdings, the joint holders may only apply for one maximum parcel of Shares.
- **Custodians**

If you are a custodian, trustee or nominee within the definition of “custodian” in the Class Order (Custodian) and hold Shares on behalf of one or more persons each of whom is an Eligible Shareholder (each, a Participating Beneficiary), this Offer is made to you and you have the discretion whether to extend this Offer to the Participating Beneficiaries. You may apply for up to a maximum of A\$15,000 worth of Shares for each Participating Beneficiary, subject to providing a notice in writing to Eden (the Custodian Certificate) certifying the following:-

- (1) that either or both of:
 - (a) the Custodian holds Shares on behalf of a Participating Beneficiary(ies) that are not Custodians; and/or
 - (b) that another Custodian (Downstream Custodian) holds beneficial interests in Shares on behalf of a Participating Beneficiary(ies) and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,on the date of this Offer and each Participating Beneficiary has subsequently instructed, where paragraph (1)(a) applies, the Custodian and, where paragraph (1)(b) applies, the Downstream Custodian to apply for Shares on their behalf under this SPP;
- (2) the number of Participating Beneficiaries;
- (3) the name and address of each Participating Beneficiary;
- (4) in respect of each Participating Beneficiary:
 - (a) where paragraph (1)(a) applies, the number of Shares that the Custodian holds on their behalf; and
 - (b) where paragraph (1)(b) applies, the number of Shares to which the beneficial interests relate;
- (5) in respect of each Participating Beneficiary:
 - (a) where paragraph (1)(a) applies, the number or dollar amount of Shares which each Participating Beneficiary has instructed the Custodian to apply for on their behalf; and
 - (b) where paragraph 1(b) applies, the number or the dollar amount of Shares which each Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf;
- (6) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$15,000:-
 - (a) the Shares applied for by the Custodian under this SPP in accordance with the instructions referred to in paragraph (5); and
 - (b) any other Shares issued to the Custodian in the 12 months before the application made under this SPP as a result of an instruction given by them to the Custodian

or Downstream Custodian to apply for Shares on their behalf under an arrangement similar to this SPP;

- (7) that a copy of this SPP was given to each Participating Beneficiary; and
- (8) where paragraph (1)(b) applies, the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

If the Board is not satisfied with the Custodian Certificate (for whatever reason), Eden will not issue any new Shares to the Custodian on behalf of the relevant Participating Beneficiary(ies).

If you require a Custodian Certificate please contact Eden's share registry (Advanced Share Registry Services).

For the purposes of the Class Order you are a "custodian" if you are a registered holder of Shares that:-

- (1) holds an Australian financial services licence that:
 - (a) covers the provision of a "custodial or depository service" (as defined in section 766E of the Corporations Act); or
 - (b) covers the operation of an IDPS (as defined in ASIC Class Order [CO 13/763]); or
- (2) is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
 - (a) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* ("Regulations");
 - (b) paragraph 7.6.01(1)(na) of the Regulations;
 - (c) ASIC Class Order [CO 14/1000] or ASIC Class Order [CO 14/1001];
 - (d) Schedule 2 to the ASIC Corporations (Repeal and Transitional) Instrument 2016/396;
 - (e) an instrument, not being a legislative instrument, made by ASIC and which applies to the person on terms similar to Schedule 2 of the legislative instrument referred to in subparagraph (d) or any of the ASIC Class Orders repealed by that legislative instrument; or
 - (f) paragraph 911A(2)(h) of the Act;
- (3) is a trustee of a:
 - (a) self managed superannuation fund; or
 - (b) superannuation master trust;
- (4) is the responsible entity of a IDPS – like scheme;
- (5) is the registered holder of Shares and is noted on the register of members of Eden as holding the Shares on account of another person.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for a Participating Beneficiary(ies) in the manner described above. In this case, the rules for multiple single holdings set out above apply.

4.3 Overseas Shareholders

Eden has determined that it is not practical for holders of Shares with registered addresses in jurisdictions other than Australia and New Zealand to participate in this SPP.

To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any application complies with all applicable foreign laws.

The Shares to be issued under this SPP have not been and will not be registered under the *Securities Act 1933 (US)*, or the securities laws of any state or other jurisdiction of the United States.

5. Non-Renounceable Offer

Your rights under this Offer are personal to you and this Offer is non-renounceable. This means that you cannot transfer your right to purchase Shares under this SPP to anyone else.

6. Participation is Optional

Participation in this SPP is entirely optional (subject to the eligibility criteria set out in section 4 above). This Offer is not a recommendation. If you are in any doubt about this Offer, whether you should participate in this SPP or how such participation will affect you, you should seek independent financial and taxation advice before making a decision as to whether or not to accept this Offer. Eden also recommends that you monitor the Share price, which can be found at www.asx.com.au (ASX code: EDE).

7. Issue Price

The Issue Price for each Share being offered under this SPP is \$0.05, being approximately 98% of the volume-weighted average price of the Shares (as defined in the ASX Listing Rules) during the five trading days prior to 9 August 2019, being the day on which this SPP was announced.

Before deciding whether to participate in this Offer you should refer to the current market price of the Shares, which can be obtained at www.asx.com.au (ASX Code: EDE).

The Issue Price may differ to the market price of the Shares at any point in time and from time to time. The market price of the Shares may change between the date of this Offer, the date you make an application under this SPP and the date when Shares are issued to you under this SPP. Importantly, this means that there is a risk that the price at which the Shares are trading on the ASX when the new Shares are issued to you under this SPP (or at any time thereafter) may be lower than the Issue Price. This also means that you may be able to buy Shares on the market in the period this Offer is open and afterwards at a price lower than the Issue Price.

Subscription for new Shares under this SPP is a speculative investment.

This document is not, and is not required to be, a disclosure document for the purpose of Chapter 6D of the Corporations Act and does not therefore include a detailed summary of the risks associated with Eligible Shareholders increasing their investment in Eden. You must rely on your own knowledge of the Company and previous disclosures made by the Company to ASX (including the detailed disclosures regarding the risks of making an investment in the Company which are contained in, amongst others, documentation relating to previous fundraisings undertaken by the Company, all of which can be read on the Company's and ASX's website (ASX Code:EDE)). These risks may materially affect the financial performance of the Company and the value of the new Shares offered under this SPP. Therefore, no assurances or guarantees of future profitability, distributions, payment of dividends, return of capital or performance of the Company or its Shares can be, or is, provided by the Company. In determining whether to participate in this Offer and the extent to which you participate, you should seek your own advice from your own professional advisers referable to your personal circumstances.

8. How Much Can You Invest and Calculation of the Number of New Shares which will be issued to you

Eligible Shareholders may only acquire a maximum of A\$15,000 of Shares under this SPP, with a minimum application of A\$1,000 being required. Eligible Shareholders may apply for any number of Shares that matches a parcel detailed in the following table.

Parcel	Subscription Amount (\$A)	Shares to be issued calculated at the Issue Price
Parcel A	\$1,000 (minimum)	20,000
Parcel B	\$2,000	40,000
Parcel C	\$3,000	60,000
Parcel D	\$4,000	80,000
Parcel E	\$5,000	100,000
Parcel F	\$7,500	150,000
Parcel G	\$10,000	200,000
Parcel H	\$12,500	250,000
Parcel I	\$15,000 (Maximum)	300,000

Please note that the maximum limit of 300,000 Shares applies even if Eligible Shareholders receive more than one Application Form or if Eligible Shareholders hold Shares in Eden in more than one capacity – see section 4 above.

9. Scale Back

Given the number of Eden's shareholders at the Record Date, each of whom will have a right to subscribe for up to A\$15,000 of additional Shares, it is possible that Eden could receive from Eligible Shareholders applications for Shares which, in aggregate, exceed the maximum number of Shares proposed to be allotted under this SPP (see section 2). Therefore the Directors have determined that, if Eden receives applications for, in aggregate, more than 160,000,000 Shares and to the extent the Directors do not resolve to exercise their discretion to accept any oversubscriptions, Eden reserves the right to close this Offer early and /or to scale back applications received from Eligible Shareholders to the extent and in the manner the Directors see fit. When determining the amount (if any) by which to scale back the number of new Shares an applicant has applied for, the Company may have regard to and take into account a number of factors, including the size of an applicant's shareholding and the length of their shareholding, the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date an application was made. Eligible Shareholders who wish to participate are therefore encouraged to submit their applications early.

If a scale back produces a fractional number when applied to the number of new Shares for which you have applied, the number of new Shares issued to you will be rounded down to the nearest whole number of new Shares.

If any applications are scaled back, you may not receive all of the new Shares that you have applied for and Eden reserves the right to allot to an Eligible Shareholder fewer new Shares than an Eligible Shareholder applied for under this Offer. In such a case, any surplus in the Application Amount paid by an Eligible Shareholder will be refunded by Eden to that Eligible Shareholder, without interest, following issue.

The Board's decision in connection with a scale back is final.

10. Acknowledgements and Undertakings by Eligible Shareholders

By submitting the personalised Application Form (together with a cheque, bank draft or money order for the Application Amount) or making a payment by BPay®, you will be deemed to have represented and warranted on behalf of yourself and each person on whose behalf you are acting that:

- (1) you are an Eligible Shareholder and are eligible to participate in this Offer;
- (2) you irrevocably and unconditionally agree to these Terms and Conditions and the Company's constitution;
- (3) Eden is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (4) you acknowledge that your application is irrevocable and unconditional;
- (5) you have not applied for Shares with an aggregate Application Amount in excess of A\$15,000 under this SPP, even though you may have received more than one Offer under this SPP or received Offers in more than one capacity under this SPP;
- (6) Eden has not provided you with investment advice or financial product advice, and that it does not have any obligation to provide this advice, concerning your decision to apply for and purchase new Shares;
- (7) the Shares have not, and will not be, registered under the *Securities Act 1933 (US)* or the securities laws of any other states or jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and, accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws;
- (8) you are not in the United States and are not acting for the account or benefit of a person in the United States; and
- (9) you have not and will not send any materials relating to this SPP to any person in the United States or that is, or is acting for the account or benefit of, such a person.

11. Certification by Eligible Shareholders

By submitting the personalised Application Form (together with a cheque, bank draft or money order for the Application Amount) or making a payment by BPay®, **YOU CERTIFY** that the aggregate of the issue price paid by you for the following does not exceed A\$15,000 (irrespective of whether you may have received more than one Offer or received Offers in more than one capacity):

- a. the Shares the subject of such Application Form or the BPay® payment; and
- b. any other Shares applied for by you under this SPP or any other Shares issued under a similar arrangement in the 12 months prior to the date of your application or the making of the BPay® payment;
- c. any other Shares which you have instructed a Custodian to acquire on your behalf under this SPP; and
- d. any other Shares issued to a Custodian under an arrangement similar to this SPP in the 12 months prior to the date of your application or the making of the BPay® payment as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in the Shares.

The A\$15,000 limit applies irrespective of the number of Shares you hold on the Record Date. Eden reserves the right, and in certain circumstances may be required by the Class Order or other conditions, to reject any application for Shares under this SPP to the extent it considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with the above requirements.

12. How To Apply For Shares Under This SPP

If you would like to apply for Shares under this SPP, you must pay for the new Shares by cheque, bank draft or money order drawn on an Australian bank or by BPay®, in Australian dollars. If paying by cheque, bank draft or money order, you must also complete the enclosed personalised Application Form and return it, together with your cheque, bank draft or money order drawn on an Australian bank and in Australian dollars and made payable to 'Eden Innovations Ltd SPP' for the Application Amount, to one of the following addresses by no later than the Closing Date:

By mail: Eden Innovations Ltd
c/- Advanced Share Registry Services
PO Box 1156
NEDLANDS WA 6909

By delivery: Eden Innovations Ltd
c/- Advanced Share Registry Services
110 Stirling Highway
NEDLANDS WA 6009

Do not forward cash.

If making payment by BPay®, you do not need to return the Application Form. However you must quote your reference number which is on the Application Form and your reference number will process your payment to your entitlement. Please refer to the Application Form for further instructions on how to pay by BPay®.

Receipts for payment will not be issued.

Applications may only be made for parcels of Shares in the amounts designated on the Application Form (see also section 8). If the amount of your payment:-

- **less than A\$1,000** – Eden will not allot any Shares to you and will refund your application money to you;
- **greater than A\$15,000** – *Eden will allot 300,000 Shares to you and will refund that portion of the application money in excess of \$15,000 to you; or

- **for an amount between A\$1,000 and A\$15,000 that is not one of the designated amounts** – *Eden will allot to you the number of Shares that would have been allotted had you applied for the highest designated amount on the Application Form that is less than the amount of your payment, and will refund the excess application money to you.

(*If Eden receives applications for, in aggregate, 160,000,000 Shares, Shares will be allocated amongst Eligible Shareholders in the manner set out in section 9 of this SPP.)

No interest will be paid on any application money refunded to Eligible Shareholders or in any other circumstances.

13. Submission of Application Forms

Application Forms must be received or payment by BPay® received by **5:00pm (WST) on Friday, 30 August 2019**.

Applications and payments under this SPP cannot be withdrawn once they have been received by Eden.

Please read the enclosed personalised Application Form for further details as to how to apply for Shares under this SPP.

14. Application Monies

All application monies must be paid in Australian dollars.

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of Shares under this SPP.

15. Application Acceptance

The Board has a broad discretion to accept or reject your application to purchase Shares under this SPP, including (without limitation) in the circumstances specified in section 11 or if:

- (1) your Application Form is incorrectly completed or incomplete or otherwise does not comply with these Terms and Conditions;
- (2) your cheque is dishonoured or has not been completed correctly;
- (3) your Application Form is received after the Closing Date. While Eden has a discretion to accept late Application Forms and payments, there is no assurance that it will do so. Late Application Forms and payments, if not accepted, will be returned to you;
- (4) Eden believes that you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements); or
- (5) the issue of new Shares in accordance with your Application Form may contravene any applicable law, rule or regulation in any jurisdiction (including without limitation the Corporations Act or ASX Listing Rules) or the requirements of any regulatory or government body or may require further action to be taken by the Company, including without limitation registration of the Shares or the preparation of a prospectus in any jurisdiction.

The Board's decision to refuse (or accept) an application is final.

16. Shortfall and Oversubscriptions

This Offer is not underwritten. The Company presently intends to raise up to \$8,000,000 through this Offer. There is no minimum subscription to this Offer and no guarantee that the Company will raise the full \$8,000,000 under this SPP. The Company reserves the right to close this Offer early before the full \$8,000,000 has been raised.

The Company also reserves the right to accept over-subscriptions (subject to compliance with the ASX Listing Rules and the Corporations Act) in its sole and absolute discretion.

17. Allotment and Quotation Dates

Shares are expected to be allotted under this SPP on 6 September 2019.

Eden will apply for those Shares to be listed for quotation on the ASX.

Eden expects to dispatch a holding statement in respect of the Shares allotted to Eligible Shareholders under this SPP on 6 September 2019. Eligible Shareholders should confirm their holding before trading in any Shares they believe have been allotted to them under this SPP.

If Eden receives applications for, in aggregate, more than 160,000,000 Shares, to the extent it decides not to accept any oversubscriptions, Shares will be allocated amongst Eligible Shareholders in the manner set out in section 9 of this SPP.

18. Ranking of Shares

All Shares issued to Eligible Shareholders under this SPP will rank equally with existing Shares from the date of issue, and will therefore carry the same voting rights, dividend rights and other entitlements as existing Shares.

19. Director Participation

Any directors of the Company, or entities associated with any directors of the Company, which are Eligible Shareholders may participate in this Offer (without having to obtain shareholder approval) on the same terms and conditions as all other Eligible Shareholders.

20. Privacy

By returning an Application Form or making a payment by BPay®, each Eligible Shareholder acknowledges that they have received and read this SPP and will be providing certain information to Eden. If you do not provide the information, Eden may not be able to accept or process your application under this SPP.

As Eligible Shareholders are already shareholders of Eden, Eden and its share registry (Advanced Share Registry Services) have already collected certain personal information from Eligible Shareholders. However, if Eligible Shareholders apply for new Shares pursuant to this SPP, they will be supplying new, additional, or updated personal information (by its inclusion on the Application Form or by making a payment by BPay®) to Eden.

The information provided by an Eligible Shareholder is used for the purposes of processing that Eligible Shareholder's application under this SPP and to administer the Eligible Shareholder's holding of Shares. By making an application for Shares under this SPP, each Eligible Shareholder agrees that Eden may use the information provided by an Eligible Shareholder in connection with that application for the purposes set out in this privacy statement and may disclose it for those purposes to Advanced Share Registry Services and Eden's related bodies corporate, agents and contractors and third party service providers, including mailing houses, professional advisers (e.g. auditors, lawyers and accountants), intellectual technology support providers and to ASX and other regulatory authorities.

The Corporations Act requires Eden to include information about each of its shareholders (including name, address and details of the Shares held) in its public register. The information contained in Eden's public register must remain there even if that person ceases to be a shareholder of Eden. Information contained in Eden's register is also used to facilitate payments and corporate communications (including Eden's financial results, annual reports and other information that Eden wishes to communicate to its shareholders) and compliance by Eden with legal and regulatory requirements.

Under the Privacy Act, shareholders have a right to gain access to personal information that Eden holds about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Eden's registered office.

21. Withdrawal, Suspension and Termination,

Eden reserves the right to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate this SPP at any time. Any such amendments, variations, suspension or termination will be binding on all Eligible Shareholders even where Eden does not notify you of that event.

22. Disputes

Eden may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of this SPP, whether generally or in relation to any Eligible Shareholder or application. Any determinations by Eden will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Eden's rights may be exercised by the Board or any delegate of the Board.

23. Governing Law

This Offer and these Terms and Conditions are governed by the law in force in Western Australia. By making an application under this SPP, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

24. Glossary

In these Terms and Conditions (and in the Application Form) the following words have the meaning herein ascribed, unless inconsistent with the context.

Application Amount	The amount which corresponds with the parcel you have selected on the Application Form (not exceeding \$15,000), and being the aggregate of the Issue Price payable by an Eligible Shareholder for all the Shares the subject of that parcel.
Application Form	The application form relating to this SPP that accompanies these Terms and Conditions, including the instructions on the reverse of that form.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited A.C.N. 008 624 691 or the Australian Securities Exchange, as the context requires.
Board	The board of directors of the Company.
Company	Eden Innovations Ltd A.C.N. 109 200 900.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Class Order	ASIC Class Order [CO 09/425], as it is amended from time to time.
Closing Date	5.00pm WST on 30 August 2019, unless varied in accordance with section 3 of this SPP.
Directors	The directors of the Company from time to time.
Eligible Shareholder	A person who, at 5:00 pm (WST) on the Record Date was recorded in Eden's share register as being a registered holder of Shares and having an address in Australia or New Zealand.
Issue Date	On or around 6 September 2019, unless varied in accordance with section 3 of this SPP.
Issue Price	A\$0.05
Offer	Has the meaning given to it in section 1 of this SPP.
Opening Date	9.00am WST on 12 August 2019.
Record Date	5.00pm WST on 8 August 2019
Shares	Fully paid ordinary shares of Eden.
SPP	This Share Purchase Plan.
Eden	Eden Innovations Ltd A.C.N.109 200 900.
Terms and Conditions	The terms and conditions of this SPP.
WST	Western Standard Time.

Record Date 5.00pm (WST) on Thursday, 8 August 2019

Offer opens Monday, 12 August 2019

Offer closes 5.00pm (WST) Friday, 30 August 2019

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under the SPP?

- Carefully read the SPP Terms and Conditions accompanying this form and the Important Information on the reverse of this form.
- Decide on the amount of Shares you wish to apply for at 5 cents per Share.
- Pay for the Shares in accordance with the instructions outlined in the SPP Terms and Conditions and the further instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque or Money Order.
- Payments must be made in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return this Acceptance Form below. **By paying by BPAY® you will be deemed to have made the statements and certifications that are set out in the Important Information notice on the reverse of this form.**

Payment must be received by the Registry by BPAY® by 5.00pm (WST) Friday, 30 August 2019. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your application payment. If you make a payment by BPAY® and Eden Innovations Ltd ("Eden") receives an amount which is not equal to either A\$1,000, A\$2,000, A\$3,000, A\$4,000, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000, Eden may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.



Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.

More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque or Money Order

If paying by cheque or money order complete and return the Application Form with your payment.

- Tick the box beside the amount you wish to apply for, either A\$1,000, A\$2,000, A\$3,000, A\$4,000, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000.
- Enter your cheque or money order details. The amount of your application payment should be equal to the amount applied for in section A. Cheques or money orders must be drawn on an Australian financial institution in Australian currency, made payable to "**Eden Innovations Ltd**" and crossed "**Not Negotiable**". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for an amount that is not equal to either A\$1,000, A\$2,000, A\$3,000, A\$4,000, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000, Eden may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

<input type="checkbox"/> A\$1,000 (Minimum)	OR	<input type="checkbox"/> A\$2,000	OR	<input type="checkbox"/> A\$3,000	OR	<input type="checkbox"/> A\$4,000	OR	<input type="checkbox"/> A\$5,000	OR
<input type="checkbox"/> A\$7,500	OR	<input type="checkbox"/> A\$10,000	OR	<input type="checkbox"/> A\$12,500	OR	<input type="checkbox"/> A\$15,000 (Maximum)			

B Make your cheque or money order payable to "Eden Innovations Ltd" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the application payment by BPAY® or you submit your Application Form with your application payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional certificate certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] (the "Certificate") before your application for Shares is accepted. The Certificate can be obtained by contacting the Registry: 08 9389 8033 (in Australia) or +61 8 9389 8033 (outside of Australia). Applications received by custodians that are not accompanied by the Certificate will be rejected.
6. By submitting this form you certify, in accordance with ASIC Class Order [CO 09/425], the total of the application price paid for the following **does not exceed A\$15,000**:
 - the Shares the subject of the Application Form or the BPay® payment;
 - any other Shares applied for by you under this SPP or under any similar arrangement operated by Eden in the 12 months prior to the date of submission of the Application Form or the making of the BPay® payment;
 - any other Shares which you have instructed a Custodian to acquire on your behalf under this SPP; and
 - any other Shares issued to a Custodian under an arrangement similar to this SPP in the 12 months prior to the date of submission of the Application Form or the making of the BPay® payment as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in the Shares.
7. Eden reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Eden may close the Offer early or scale back applications in accordance with the SPP Terms and Conditions.

How to Lodge your Acceptance Form and Application Payment

The Acceptance Form and the application payment must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Acceptance Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Advanced Share Registry
PO Box 1156
Nedlands WA 6909

or

Hand Delivery

Advanced Share Registry
110 Stirling Highway
Nedlands WA 6009

Make sure you send your Acceptance Form and application payment allowing enough time for mail delivery, so Advanced Share Registry Services Ltd receives them no later than 5.00pm (WST) Friday, 30 August 2019. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Eden reserves the right not to process any Acceptance Forms and application payments received after the closing date referred to above.

If you require information on how to complete this Acceptance Form, please contact the Share Registry on: 08 9389 8033 (in Australia) or +61 8 9389 8033 (outside of Australia).