

7 November 2025

Addendum to Notice of Annual General Meeting

Dear Shareholder,

Evion Group NL ACN 610 168 191 (ASX: EVG or “the **Company**”), advises the 2025 Annual General Meeting will be held in person at Level 5, 191 St Georges Tce, Perth, Western Australia on Monday, 24 November 2025 at 10:00am (AWST) (**Meeting**).

The Company has amended the Notice of Annual General Meeting announced to ASX on 24 October 2025 (**Notice**) to include additional resolutions (**Additional Resolutions**) in respect of the capital raisings announced to ASX on 24 October 2025 and 4 November 2025. The Additional Resolutions and related Explanatory Memorandum disclosure is contained in the Addendum to the Notice of Annual General Meeting (**Addendum**), together with a Replacement Proxy Form, announced to ASX on 7 November 2025.

The Addendum for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://eviongroup.com/investor-centre/> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: EVG).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice, the Addendum or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@eviongroup.com.

Copies of all Meeting related material including the Notice, the Addendum and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by Managing Director, David Round.

EVION GROUP NL

ACN 610 168 191

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Evion Group NL (ACN 610 168 191) (**Company**) gives notice to Shareholders that, in relation to the Notice of Annual General Meeting released on 24 October 2025 (**Notice**) in respect of the Company's annual general meeting of members to be held at 10:00am (WST) on 24 November 2025 (**Meeting**), the Directors have resolved to include new Resolutions 7 to 10, additional Sections 8 to 11 within the Explanatory Statement and additional defined terms within the Glossary as set out in this Addendum (**Additional Resolutions**).

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplementary to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 6 or cast votes for the Additional Resolutions, **you must complete and return the Replacement Proxy Form**.
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 6 or vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 6 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions**.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form**.

Enquiries

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6158 9916.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Resolutions:

1. RESOLUTION 7 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,531,232 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 8 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 87,791,416 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 9 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO THE PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,471,520 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT SHARES TO ATLAS STRATEGIC ASSETS INC.

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 27,431,390 Shares to Atlas Strategic Assets Inc. (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 7 – Ratification of Tranche 1 Placement Shares Issued Under Listing Rule 7.1	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 8 – Ratification of Tranche 1 Placement Shares Issued Under Listing Rule 7.1A	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 9 – Approval to Issue Tranche 2 Placement Shares to Placement Participants	The Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 10 – Approval to Issue Placement Shares to Atlas Strategic Assets Inc.	Atlas Strategic Assets Inc. (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following Sections:

8. BACKGROUND TO RESOLUTIONS 7 TO 10 – PLACEMENT

8.1 Background to the Placement

As announced on 24 October 2025, the Company has received firm commitments for a placement of up to 109,794,168 Shares at an issue price of \$0.021 per Share to Atlas Strategic Assets Inc. of the United States of America (**Atlas**) and unrelated sophisticated investors (together, the **Placement Participants**) to be conducted with the assistance of GBA Capital Pty Ltd acting as lead manager to the Placement (**Lead Manager**) to raise a total of approximately \$2.3 million (before costs) (**Placement**).

As part of the Placement, the Company received a cornerstone commitment from Atlas for approximately \$1.843 million pursuant to a subscription agreement with Atlas (**Placement Subscription Agreement**).

As announced on 4 November 2025, the Placement Subscription Agreement was subsequently varied and Atlas agreed to subscribe for an additional 27,431,390 Shares at \$0.021 per Share to raise an additional \$576,059.

The Placement is being undertaken in two tranches as set out below:

- (a) **Tranche 1:** an aggregate of 103,322,648 Shares were issued, comprising:
 - (i) 15,531,232 Shares issued under the Company's Listing Rule 7.1 placement capacity on 29 October 2025 (ratification of which is sought under Resolution 7); and
 - (ii) 87,791,416 Shares issued under the Company's Listing Rule 7.1A placement capacity on 5 November 2025 (ratification of which is sought under Resolution 8); and
- (b) **Tranche 2:** an aggregate of 33,902,910 Shares, comprising:
 - (i) 6,471,520 Shares to be issued subject to Shareholder approval (which is sought under Resolution 9); and
 - (ii) 27,431,390 Shares to be issued subject to Shareholder approval (which is sought under Resolution 10).

8.2 Lead Manager

The Company has agreed, pursuant to a lead manager mandate with the Lead Manager dated 20 October 2025 (**Lead Manager Mandate**), in consideration for the lead manager services provided by the Lead Manager, to pay a capital raising fee equal to 5% of the gross proceeds of the Placement

The Lead Manager Mandate is otherwise on terms considered standard for an agreement of its nature.

8.3 Use of Funds

It is proposed that the funds from the Placement will be used to fund the expansion of the Company's expandable graphite production facilities in India, progressing options to develop and operate a similar plant in the USA for US and allied industrial and defence needs, general working capital and issue costs.

Further details regarding the Placement are set out in the announcements dated 24 October 2025 and 4 November 2025.

9. RESOLUTIONS 7 AND 8 – RATIFICATION TRANCHE 1 PLACEMENT SHARES

9.1 General

A summary of the Placement is set out in Section 8.1 above.

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 103,322,648 Shares to the Placement Participants at an issue price of \$0.021 per Share under Tranche 1 of the Placement.

15,531,232 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 7) and 87,791,416 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 8).

9.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 22 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 3 being passed at this Meeting.

The issue of Shares to the Placement Participants does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

9.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Shares to the Placement Participants.

9.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue of Shares to the Placement Participants will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue of Shares to the Placement Participants will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 3 being passed at this Meeting.

9.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Placement Participants who are professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Atlas was issued approximately 15% of the issued capital of the Company under the Placement.
Number and class of Securities issued	103,322,648 Shares were issued on the following basis: (a) 15,531,232 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 7); and

REQUIRED INFORMATION	DETAILS
	(b) 87,791,416 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 8).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	15,531,232 Shares were issued on 29 October 2025 and 87,791,416 Shares were issued on 5 November 2025.
Price or other consideration the Company received for the Securities	\$0.021 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 8.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	Other than the Shares issued to Atlas, the Shares issued to the Placement Participants were not issued under an agreement. The Shares issued to Atlas were issued pursuant to the Placement Subscription Agreement, the material terms of which are summarised at Section 8.1 above.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1 or 7.1A.

10. RESOLUTION 9 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO PLACEMENT PARTICIPANTS

10.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 6,471,520 Shares to the Placement Participants at an issue price of \$0.021 per Share to raise up to approximately \$135,902.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue of Shares to the Placement Participants does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Shares to the Placement Participants. In addition, the issue of Shares to the Placement Participants will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Shares to the Placement Participants.

10.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons	The Placement Participants who are professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking

REQUIRED INFORMATION	DETAILS
were or will be identified/selected	expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	6,471,520 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.021 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 8.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

11. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT SHARES TO ATLAS STRATEGIC ASSETS INC.

11.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 27,431,390 Shares to Atlas (or its nominee(s)) at an issue price of \$0.021 per Share to raise up to approximately \$576,059.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue of Shares to Atlas (or its nominee(s)) does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

11.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Shares to Atlas (or its nominee(s)). In addition, the issue of Shares to Atlas (or its nominee(s)) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Shares to Atlas (or its nominee(s)).

11.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Atlas Strategic Assets Inc (or its nominee(s)). Atlas is a strategic cornerstone investor, who the Company has an existing relationship with.
Number of Securities and class to be issued	27,431,390 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares to Atlas (or its nominee(s)) within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares to Atlas (or its nominee(s)) later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.021 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 8.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to the Placement Subscription Agreement, the material terms of which are summarised at Section 8.1 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

SUPPLEMENTARY GLOSSARY

The Glossary is supplemented by including the following defined terms:

Lead Manager means GBA Capital Pty Ltd (ACN 643 039 123).

Lead Manager Mandate has the meaning given in 1.

Placement has the meaning given in Section 8.1.

Placement Participants means professional and sophisticated investors who participated in the Placement.

Placement Subscription Agreement has the meaning given in Section 8.1.

Tranche 1 has the meaning given in Section 8.1.

Tranche 2 has the meaning given in Section 8.1.

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 22 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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