



URBAN INFRASTRUCTURE GROUP

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Urban Infrastructure Group Inc. (the “**Corporation**”) will be held at the offices of Miller Thomson, 40 King Street West, Suite 6600, Toronto, Ontario on Tuesday May 27th, 2025 at 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended September 30, 2024, together with the report of the auditors thereon.
2. to set the number of directors at five (5) for the ensuing year;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint Buckley Dodds CPA, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution, substantially in the form of the resolution set out in the management information circular (“**Circular**”), approving an amendment to the articles of the Corporation for a consolidation of all of the issued and outstanding common shares of the Corporation (the “**Common Shares**”) on the basis of a consolidation ratio selected by the board of directors of the Corporation, in its sole direction, of up to ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share, as more particularly described in this management information circular;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution substantially in the form of the resolution set out in the management information circular (“**Circular**”) approving the Corporation’s equity incentive plan, for the ensuing year;
7. to consider and, if deemed appropriate, approve by ordinary resolution, the ratification and approval of an advance notice policy adopted by the board of directors, as more particularly described in this management information circular; and
8. to consider and, if deemed appropriate, approve, with or without variation, an ordinary resolution of disinterested shareholders approving the repricing of up to 5,534,667 outstanding stock options granted to certain directors and officers of the Corporation, as more particularly described in this management information circular.

An “ordinary resolution” is a resolution passed by at least a majority of the Shareholders voting in person and by proxy and a “special resolution” is a resolution passed by at least two thirds ($\frac{2}{3}$) of the Shareholders voting in person and by proxy.

The record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting is April 11, 2025. Only Shareholders whose names have been entered in the register of Common Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided however that, to the extent a Shareholder transfers the ownership of any of such Shareholder’s Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting. Each Common Share

entitled to be voted at the Meeting will entitle the holder to one vote on any matter at the Meeting.

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered shareholders (the “**Registered Shareholders**”) who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the proxy must be received by the Corporation’s registrar and transfer agent, TSX Trust Company (“**TSX Trust**”) before the proxy cut-off date of 11:00 a.m. Toronto time on Friday, May 23, 2025 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time the adjourned or postponed Meeting reconvenes. Registered Shareholders may also transmit voting instructions by:

- (i) completing, dating and signing the enclosed proxy (the “**Proxy**”) and returning it to the Corporation’s transfer agent, TSX Trust by fax within North America at (416) 595-9593; or
- (ii) by emailing to tsxtrustproxyvoting@tmx.com; or
- (iii) by mail or hand delivery to TSX Trust at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada; or
- (iv) using the internet through <http://www.voteproxyonline.com/>. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the Registered Shareholder’s account number and the proxy control number.

The proxyholder has discretion and authority under the accompanying form of proxy to consider amendments or variations of the matters of business identified in this notice of meeting, as well as any other matters properly brought before the Meeting, or any adjournment or postponement thereof. Shareholders are encouraged to review the Circular carefully before submitting the form of proxy.

Beneficial (non-registered) Shareholders who do not hold Common Shares in their own name but rather through a broker, financial institution, trustee, nominee or other intermediary must complete and return the voting instruction form (the “**Voting Instruction Form**”) provided to them or follow the telephone or internet-based voting procedures described therein in advance of the deadline set forth in the Voting Instruction Form in order to have such common shares voted at the Meeting on their behalf.

DATED this 17th day of April, 2025

**BY ORDER OF THE BOARD OF DIRECTORS OF
URBAN INFRASTRUCTURE GROUP INC.**

(signed) “Gary Alves”
Gary Alves
Chief Operating Officer