



**EVERGEN INFRASTRUCTURE CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of EverGen Infrastructure Corp. (the “**Company**”) will be held at Suite 390, 1050 Homer Street, Vancouver, British Columbia, V6B 2W9 on November 3, 2021 at 11:00 a.m. (Vancouver Time) and will also be available via live audio webcast at <https://blgmeet.webex.com/blgmeet/j.php?MTID=m9be159f8ff4329d34bf32a2fd5f10d60> using meeting number 2349 251 6349 and password VZxMWAna735 (89969262 for individuals accessing from their mobile devices) or by phone at +1-844-974-2903 using access code 234 925 16349 for the following purposes:

1. to receive and consider the consolidated financial statements of the Company, together with the notes thereto and the auditor’s report thereon, for the financial year ended December 31, 2020;
2. to elect the board of directors of the Company (the “**Board**”) to hold office until the next annual meeting of Shareholders;
3. to approve the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditors of the Company until the next annual meeting of the Shareholders and for the Board to set their remuneration;
4. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying information circular prepared for the purposes of the Meeting (the “**Circular**”), to approve the Company’s equity incentive plan; and
5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Circular of the Company accompanying this Notice of Annual General and Special Meeting.

**IMPORTANT**

Accompanying this Notice of Annual General and Special Meeting are: (i) the Circular dated October 1<sup>st</sup>, 2021; and (ii) a form of proxy. The Circular contains important information about what the Meeting will cover, who can vote and how to vote.

The Company is conducting an in person Meeting. Registered Shareholders and duly appointed proxyholders can attend the Meeting in person at Suite 390, 1050 Homer Street, Vancouver, British Columbia, V6B 2W9. The Meeting will also be available via live audio webcast at the below link or the below phone number:

**Audio Webcast Link:**

<https://blgmeet.webex.com/blgmeet/j.php?MTID=m9be159f8ff4329d34bf32a2fd5f10d60>

**Meeting Number:** 2349 251 6349

**Password:** VZxMWAna735 (89969262 for individuals accessing from their mobile devices)

**Phone Number:** +1-844-974-2903

**Access Code:** 234 925 16349

**Please note that all voting must be conducted in person or in advance of the Meeting as Shareholders will not be permitted to vote virtually. Due to the ongoing concerns related to the spread of COVID-19 and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders are strongly encouraged to listen to the Meeting virtually instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy or voting information form in advance of the Meeting**

The ability to attend the Meeting in person is subject to any governmental orders applicable at the time of the Meeting which might prevent or restrict Shareholders and duly appointed proxyholders from attending in person. In addition, please note that individuals will be required to show proof of vaccination in order to attend the Meeting in person. Those that attend the Meeting in person will also be required to wear a mask and may be subject to an on-line screening. Please do not attend the meeting if you are experiencing any symptom of COVID-19.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak and in order to ensure compliance with federal, provincial and local laws and orders, including without limitation: (i) holding the Meeting virtually; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at [www.sedar.com](http://www.sedar.com). We strongly recommend you check the Company's SEDAR profile and website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended materials in respect of the Meeting

Only persons registered as Shareholders of the Company as of the close of business on Monday, October 4, 2021 (the "**Record Date**"), are entitled to receive notice of the Meeting or any adjournment or adjournments thereof and to vote thereat unless, after the Record Date, a Shareholder transfers his Common Shares and the transferee not later than ten (10) days before the Meeting, produces properly endorsed certificates evidencing such Common Shares or otherwise establishes that he owns such Common Shares and requests that the transferee's name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Should any Shareholder have any questions and/or concerns in relation to the Meeting or the Company in general we ask that you please contact Mischa Zajtmann, President at 1(604) 202-7004.

**Shareholders are being asked to vote using the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose and to attend the Meeting virtually to hear the results of the vote. Shareholders attending the Meeting via teleconference will not be entitled to vote at the Meeting and must submit the form of proxy in order to cast their vote on matters to come before the Meeting. To be valid, proxies must be received by TSX Trust Company, registrar and transfer agent for the Common Shares, at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Attention: Proxy Department or by fax at 416-595-9593, or by electronic internet vote accessible at [www.voteproxyonline.com](http://www.voteproxyonline.com) and insert the 12 digit control number located on the form of proxy accompanying this Notice of Annual General and Special Meeting, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in**

**British Columbia) before the Meeting.** In the event of a general discontinuance of postal service due to a strike, lockout or otherwise, the form of proxy must be delivered in person, by fax or email. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

**DATED** at Vancouver, British Columbia, this 1<sup>st</sup> day of October, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

*(SIGNED) “Chase Edgelow”*

Chase Edgelow, Chief Executive Officer and Director