



EVERGEN INFRASTRUCTURE CORP.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general 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 1, 2022 at 10:00 a.m. (Vancouver Time) and will also be available via live audio webcast at <https://blgmeet.webex.com/blgmeet/j.php?MTID=m4d0feae78c7ba5d680fe6b34d1b0cc33> using meeting number 2341 363 9615 and password Z3nWiBqGr76 or by phone at +1-844-974-2903 using access code 234 136 39615 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, 2021;
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; and
4. 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 Meeting.

IMPORTANT

Accompanying this Notice of Annual General Meeting are: (i) the Circular dated September 26th, 2022; 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=m4d0feae78c7ba5d680fe6b34d1b0cc33>

Meeting Number: 2341 363 9615

Password: Z3nWiBqGr76

Phone Number: +1-844-974-2903

Access Code: 234 136 39615

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 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. If you are experiencing any symptom of COVID-19 or if you are required to self isolate or quarantine, please do not attend the Meeting in person. In addition, the Board may decide that it is in the interests of our employees and Shareholders to adopt measures, including but not limited to mask wearing and social distancing, to preserve the health and wellbeing of any persons who seek to attend the Meeting in person.

If there are developments or changes in public health concerns arising from COVID-19 or to related regulations or public health mandates, including attendance capacity limits, the Company may determine that there will be additional restrictions on attending the Meeting in person, or that the Meeting will be held in a virtual-only format. In the event that the Company decides to impose additional restrictions on attending the Meeting in person or to hold the Meeting in a virtual-only format, the Company will make a public announcement to this effect by issuing a news release as soon as reasonably practicable and prior to the Meeting. The news release will be posted on the Company's website at <https://www.evergeninfra.com> and will be filed under the Company's profile on System for Electronic Document Analysis and Retrieval ("**SEDAR**") at <https://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 COVID-19, the Company 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, September 19, 2022 (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, Chief Operating Officer and Corporate Secretary 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 and insert the 12 digit control number located on the form of proxy accompanying this Notice of Annual General 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 26th day of September, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(SIGNED) "Chase Edgelow"

Chase Edgelow, Chief Executive Officer and Director