

EVERGEN INFRASTRUCTURE CORP.

NOTICE OF CHANGE OF AUDITOR

TO: Davidson & Company LLP
609 Granville Street, Suite 1200
Vancouver, BC V7Y 1H4

AND TO: PricewaterhouseCoopers LLP
250 Howe Street, Suite 1400
Vancouver, BC V6C 3S7

AND TO: Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Saskatchewan Financial Services Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities Service, Newfoundland and Labrador
Nova Scotia Securities Commission
The Office of the Superintendent of Securities (Prince Edward Island)

RE: Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**")

EverGen Infrastructure Corp. (the "**Company**") hereby gives notice pursuant to Section 4.11 of NI 51- 102, of a change in auditor as follows:

1. The Company advises that Davidson & Company LLP has been appointed as the successor auditor of the Company, effective as of September 27, 2024, until the close of the next annual general meeting of the shareholders of the Company
2. As a result of the appointment of Davidson & Company LLP as the successor auditor of the Company, the predecessor auditor of the Company, PricewaterhouseCoopers LLP, has not been proposed for reappointment and was terminated effective as of September 27, 2024.
3. The appointment of Davidson & Company LLP as auditor of the Company, and resulting termination of PricewaterhouseCoopers LLP, has been considered and approved by the Company's Board and Audit Committee.
4. PricewaterhouseCoopers LLP expressed an unqualified opinion on the Company's consolidated financial statements as of December 31, 2023 and 2022 and for the years ended December 31, 2023 and 2022.
5. There have been no "Reportable Events", as such term is defined in NI 51-102.

[Signature page follows]

DATED September 27, 2024.

EVERGEN INFRASTRUCTRE CORP.

By: (signed) "Sean Hennessy"
Name: Sean Hennessy
Title: Chief Financial Officer