

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Badger Infrastructure Solutions Ltd. (the "Company" or "Badger")
ATCO Building II
4th Floor, 919 11th Avenue, SW
Calgary, Alberta T2R 1P3

Item 2 Date of Material Change

August 18, 2022.

Item 3 News Release

A press release announcing the material change was issued on August 18, 2022 via Globe Newswire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On August 18, 2022, Badger announced that Mr. Paul Vanderberg will retire from Badger, and that Mr. Robert Blackadar will succeed Mr. Vanderberg as President & Chief Executive Officer and will join the Company's Board of Directors, effective October 1, 2022.

Item 5.1 Full Description of Material Change

On August 18, 2022, Badger announced that Mr. Paul Vanderberg, Badger's President & Chief Executive Officer, will retire from Badger. Mr. Robert Blackadar, Badger's Chief Operating Officer, will succeed Mr. Vanderberg as President & Chief Executive Officer and will join the Company's Board of Directors, effective October 1, 2022. Refer to the news release attached hereto as Schedule "A" for additional information.

Item 5.2 Disclosure of Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact Darren Yaworsky, Senior Vice President, Finance & Chief Financial Officer at 403-264-8500.

Item 9 Date of Report

August 18, 2022.

Schedule "A"

News Release

[Attached]



BADGER INFRASTRUCTURE SOLUTIONS LTD. ANNOUNCES CEO TRANSITION

Calgary, Alberta, August 18, 2022 - Badger Infrastructure Solutions Ltd. (“Badger”, the “Company”, “we”, “our” or “us”) (TSX:BDGI) announces that Paul Vanderberg, Badger’s President & Chief Executive Officer, will retire from Badger. Robert Blackadar, Badger’s Chief Operating Officer, will succeed Mr. Vanderberg as President & Chief Executive Officer and will join the Company’s Board of Directors (the “Board”), effective October 1, 2022.

Badger has prepared for this transition since late 2021, as part of the Company’s ongoing succession planning process. The process included Mr. Blackadar’s hiring and integration into the Company’s operations and corporate and governance processes, together with the evaluation of Mr. Blackadar’s key competencies and suitability as a successor. The Board is confident that Mr. Blackadar’s capabilities and experiences fit well with Badger’s strategy and future growth opportunities and that he is very well qualified to lead the Company going forward.

“Badger would like to sincerely thank Paul Vanderberg for his efforts and accomplishments over the past six years to strengthen the Badger organization and to position the Company for the substantial long-term market opportunity that we see for non-destructive excavation in North America. All of us at Badger will miss his leadership, but we wish him well in his retirement” said Glen Roane, Chair of the Board. “Rob brings significant operating and commercial experience to Badger that will benefit the Company as we pursue profitable market growth. He has integrated well into the Company, strengthened the operations and sales organizations and is implementing many exciting initiatives with the support of the Badger team. We look forward to his leadership as President & Chief Executive Officer.” Roane added.

Mr. Blackadar has served as Badger’s Chief Operating Officer since he joined the Company in July 2021. Before joining Badger, Mr. Blackadar most recently served as the President of NESCO Specialty Rentals (“NESCO”) in Ft. Wayne, Indiana. NESCO was the largest utility rental company in the U.S. prior to merging with Custom Truck One Source. As President of NESCO, Mr. Blackadar was responsible for all operations, including sales and marketing, branch operations, fleet management, and safety. Prior to NESCO, Mr. Blackadar held roles of increasing responsibility in operations and sales and marketing at BlueLine Rentals, Ritchie Bros. Auctioneers, United Rentals and HERC Rentals. Mr. Blackadar is also a US military veteran, having served in the United States Army National Guard for six years prior to receiving an honourable discharge. Mr. Blackadar holds a Bachelor of General Studies (with a concentration in management and finance) from Louisiana State University, Baton Rouge.

About Badger Infrastructure Solutions Ltd.

Badger Infrastructure Solutions Ltd. (TSX:BDGI) is North America’s largest provider of non-destructive excavating services. Badger works for contractors and facility owners in a broad range of infrastructure industries. These market segments consist primarily of infrastructure projects in areas such as energy generation, electricity and natural gas transmission networks, roads and highways, telecommunications,

water and sewage treatment and general municipal infrastructure. Customers in these segments typically operate near high concentrations of underground power, communication, water, gas and sewer lines, particularly in large urban centres where safety and economic risks are high and therefore non-destructive excavation provides a safe alternative for certain customer excavation requirements.

The Company's key technology is the Badger Hydrovac™, which is used primarily for safe excavation around critical infrastructure and in congested underground conditions. The Badger Hydrovac uses a pressurized water stream to liquify the soil cover, which is then removed with a powerful vacuum system and deposited into a storage tank. To complement the Badger Hydrovac, the Company began field-testing prototype air excavation units, Badger Airvac™ Pending, in late 2021. The Airvac is used like a Badger Hydrovac for safe excavation. The Airvac utilizes compressed air versus water to loosen the cover soil before vacuuming and depositing into a storage tank.

The Badger Airvac complements the Badger Hydrovac, and both are designed and manufactured by Badger. Badger's vertical integration increases the certainty of non-destructive excavation unit supply to support the Company's growth and retirement replacement requirements at a cost less than purchasing from third party manufacturers. The vertical integration also allows Badger the opportunity to incorporate feedback from its non-destructive excavation unit operators and customers into its design and manufacturing processes, and reduces fleet downtime for repairs due to integrated repair part availability.

For further information:

Paul Vanderberg, *President & Chief Executive Officer*

Robert Blackadar, *Chief Operating Officer*

Darren Yaworsky, *Senior Vice President Finance & Chief Financial Officer*

Trevor Carson, *Vice President, Investor Relations & Corporate Development*

Badger Infrastructure Solutions Ltd.

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Source: Badger Infrastructure Solutions Ltd.