

EverGen Infrastructure Corp.

CORPORATE GOVERNANCE AND NOMINATION COMMITTEE CHARTER

1. Mandate

The main purpose of the Corporate Governance and Nomination Committee (the “**Committee**”) is to provide a focus on governance itself, and help fulfill the Governance (“**G**”) value in EverGen Infrastructure Corp. ESG values (the “**Company**”) and performance. The Committee acts as a governance focused resource, current on trends and expectations, accountable for the Board of Directors’ (the “**Board**”) and Company’s governance guidelines and policies to support good governance and promote the healthy development and functioning of the Board, Board Committees and Board Directors. The Committee assesses and make recommendations regarding governance effectiveness and establishes and leads the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for a sale of qualified Directors to achieve the Company purpose and mission.

2. Composition and Operation

The Committee shall be composed of not fewer than three Directors, all of whom shall be “independent” within the meaning of the provisions of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended or replaced from time to time.

The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required.

The Board shall appoint a chair (the “**Chair**”) from among the Committee members. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.

A majority of members shall constitute a quorum for meetings of the Committee, present in person or via telephone or via other telecommunication device that permits all persons participating in the meeting to speak and hear one another.

The Committee will meet at least one time each fiscal year, on such dates as may be determined by the Committee and shall conduct additional meetings as required from time to time in accordance with a workplan which the Committee will review annually. The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely.

The Committee shall hold in-camera sessions at each meeting, during which the members of the Committee shall meet in the absence of management and non-independent Directors.

The Committee may act by unanimous written consent of its members. A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at

a duly called meeting.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent.

Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by all members of the Committee.

3. Responsibilities and Duties

Subject to the powers and duties of the Board, the Committee will:

- (a) Corporate Governance
 - (i) Review annually, for Board approval, the Company's policies and procedures and the charters, mandates, roles as the case may be, for the Board, the Board Chair, the CEO, and Committees of the Board.
 - (ii) Monitor leading governance trends and expectations and annually compare the Company's corporate governance practices against those recommended or required by any applicable regulator or stock exchange. Ensure the Company meets all requirements, and where the Company's practices differ from recommended practices, recommend to the Board whether this situation continues to be in the best interests of the Company.
 - (iii) Recommend to the Board any reports on corporate governance that may be required or considered advisable.
 - (iv) Monitor political spending and community and other giving activities and recommend any considerations to the Board.
 - (v) At the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.
- (b) *Board and Directors*
 - (i) Oversee the annual review of the Board, its committees' and individual Directors' performances to ensure the effective functioning of the Board.
 - (ii) Annually review the Board's relationship with management to ensure the Board is able to, and in fact does, function independently of management.

- (iii) Develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition to achieve a skilled, diverse and inclusive Board that takes into consideration, among other matters, the following:
 - (A) the independence of each Director;
 - (B) the competencies and skills the Board, as a whole, should possess;
 - (C) the current strengths, skills and experience represented by each Director, as they affect Board dynamics;
 - (D) retirement dates and succession planning;
 - (E) the appropriate size of the Board, with a view to facilitating effective decision-making; and
 - (F) the diversity of the Board.
- (iv) Develop recommendations regarding the essential and desired experience and skills for potential Directors, taking into consideration the Board's short-term needs and long-term succession plans.
- (v) In conjunction with the chairperson of the Board (the "**Board Chair**") and the Chief Executive Officer ("**CEO**"), screen and recommend to the Board nominees for election to the Board, considering what competencies and skills each nominee will bring to the Board, their past business experience, their integrity, their industry knowledge, their ability to contribute to the success of the Company, any past experience of Directors or management with potential candidates, their expected contribution to achieving an overall Board which can function as a high performance team with sound judgment and proven leadership, as well as whether or not they can devote sufficient time and resources to his or her duties as a Board member, the diversity of the Board, and any other factors as may be considered appropriate from time to time.
- (vi) In conjunction with the Board Chair and the CEO, assess the needs of the Board in terms of the frequency and location of Board and Committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required.
- (vii) In conjunction with the Board, the Chair and the CEO, recommend Committee members and Committee Chair appointments to the Board for

approval and review the need for, and the performance and suitability of, those Committees and make recommendations as required.

- (viii) Review, monitor and make recommendations to the Board regarding the onboarding, orientation and education of Directors.
- (ix) Under the authority of the Board, with respect to boards of Directors of unrelated corporations (which operate for profit):
 - (A) review a limit on the number of such Boards on which individual members of Executive Management may participate; and
 - (B) receive notice of proposed membership by a member of Executive Management or individual Director and, upon consultation with the CEO, have a right to object to such membership.
- (x) Monitor conflicts of interest (real or perceived) of members of the Board and management in accordance with the Company's code of business conduct (the "**Code**") and report to the Board on compliance with, material departures from, and investigations and any resolutions of complaints received under, the Code and where necessary recommend changes to the Board for approval.
- (xi) Review the Board's needs for formal Board, Committee and individual Director evaluation processes; and develop and implement appropriate processes.
- (xii) Review and approve the request of an individual Director to engage independent counsel in appropriate circumstances, at the Company's expense.
- (xiii) Annually review the Directors' and Officers' third-party liability insurance to ensure adequacy of coverage.

(c) *Corporate Governance*

- (i) Review annually, for Board approval, the Company's policies and procedures and the charters, mandates, roles as the case may be, for the Board, the Board Chair, the CEO, and Committees of the Board.
- (ii) Monitor leading governance trends and expectations and annually compare the Company's corporate governance practices against those recommended or required by any applicable regulator or stock exchange. Ensure the Company meets all requirements, and where the Company's practices differ from recommended practices, recommend to the Board

whether this situation continues to be in the best interests of the Company.

- (iii) Recommend to the Board any reports on corporate governance that may be required or considered advisable.
- (iv) At the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.

4. Authority

The Committee has the authority to:

- (a) form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate; and
- (b) communicate directly with officers and employees of the Company, legal counsel and to access such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities.

The Committee shall also have such other powers and duties as delegated to it by the Board.

5. Accountability

The Committee Chair has the responsibility to report to the Board, as requested, on governance and Board effectiveness matters relative to the Company.

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report to the Board at its next meeting, if the Board was not present at the previous Committee meeting.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.