



EVERGEN INFRASTRUCTURE CORP.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
TO BE HELD ON NOVEMBER 5, 2024**

AND

**MANAGEMENT INFORMATION CIRCULAR
DATED OCTOBER 7, 2024**



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 5, 2024 at 10:00 a.m. (Pacific Time) and will also be available via live audio webcast at [EverGen AGSM Meeting Link](#) using meeting number 2772 599 1516 and password bSG6m39USSH or by phone at +1-844-974-2903 (Canada, Toll-free) using access code 277 259 91516 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, 2023;
2. to elect the board of directors of the Company (the “**Board**”) to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed;
3. to approve the appointment of Davidson & Company 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 management information circular (“**Circular**”), confirming the adoption by the Board of an advance notice policy, as more particularly described in the Circular; 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 7, 2024; (ii) a form of proxy; and (iii) a financial statement request form. The Circular contains important information about what the Meeting will cover, who can vote and how to vote.

The Company is conducting the Meeting in person. 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: [EverGen AGSM Meeting](#)

Meeting Number: 2772 599 1516

Password: bSG6m39USSH

Phone Number:

+1-844-974-2903 (Canada, Toll-free)

Access Code: 277 259 91516

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.

Only persons registered as Shareholders of the Company as of the close of business on Tuesday, October 1, 2024 (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, Director, President and CEO at +1 604-202-7004.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting, other than the election of directors; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form.

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 video or 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 Odyssey Trust Company, registrar and transfer agent for the Common Shares, at Suite 702 – 67 Yonge Street, Toronto, Ontario M5E 1J8, Attention: Proxy Department or by fax at 800-517-4553, or by electronic internet vote accessible at <https://login.odysseytrust.com/pxlogin> 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 Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

DATED at Vancouver, British Columbia, this 7th day of October, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(SIGNED) “Ford Nicholson”

Ford Nicholson, Interim Executive Chair