



## NOTICE-AND-ACCESS NOTIFICATION TO NON-REGISTERED (BENEFICIAL) SHAREHOLDERS 2026 ANNUAL AND SPECIAL MEETING OF BADGER INFRASTRUCTURE SOLUTIONS LTD.

You are receiving this notification because Badger Infrastructure Solutions Ltd. (the **Corporation**) has elected to use the "notice-and-access" provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver proxy-related materials to its non-registered (beneficial) shareholders in connection with the annual and special meeting of the shareholders of the Corporation to be held on May 1, 2026 (the **Meeting**). The notice-and-access provisions are rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post an information circular and related materials in respect of a meeting of its shareholders online. In addition to being more environmentally friendly, the use of the notice-and-access provisions is beneficial to the Corporation as it reduces printing and mailing costs.

Under the notice-and-access system, instead of receiving paper copies of the Meeting materials, including the Corporation's management information circular dated March 5, 2026 (the **Circular**), non-registered (beneficial) shareholders receive this notification explaining how to access the Meeting materials online. A *voting instruction form* is enclosed with this notification. Information on how to vote using your *voting instruction form* can be found below and in the Circular under the heading "*About the Shareholder Meeting – How to Vote*".

The Corporation has also elected to use procedures known as "stratification" in relation to its use of the notice-and-access provisions. Stratification occurs when an issuer who has elected to use the notice-and-access provisions provides a paper copy of the notice of meeting and information circular and, if applicable, a paper copy of its financial statements and related management's discussion and analysis to certain shareholders, but not to others. As a result, only non-registered (beneficial) shareholders received this notification. Registered shareholders will receive a paper copy of the Meeting materials.

### Meeting Date, Time, and Venue

The Meeting will be held in a hybrid format (in person and virtual), with the in-person component taking place at Lumi Experience Studio, #1400, 225 – 6th Avenue SW, Calgary, AB T2P 1N2 and the virtual component taking place via live audio webcast at [www.virtualshareholdermeeting.com/BDGI2026](http://www.virtualshareholdermeeting.com/BDGI2026).

### What the Meeting Will Cover

- 1. Receiving** the audited consolidated financial statements of the Corporation for the year ended December 31, 2025, together with the auditor's report thereon, as more particularly described in the Circular under the heading "*About the Shareholder Meeting – Annual Business to be Covered at the Meeting – Receiving the Financial Statements*".
- 2. Electing** the 10 director nominees named in the Circular to serve on the board of directors of the Corporation (the **Board**), each until the earlier of the close of the next annual meeting of shareholders and the date their successor is duly elected or appointed, as more particularly described in the Circular under the heading "*About the Shareholder Meeting – Annual Business to be Covered at the Meeting – Electing the Directors*".
- 3. Appointing** Deloitte LLP as auditor of the Corporation until the close of the next annual meeting of shareholders or until its successor is duly appointed, with fees payable thereto to be determined by the Board, as more particularly described in the Circular under the heading "*About the Shareholder Meeting – Annual Business to be Covered at the Meeting – Appointing the Auditor*".
- 4. Conducting** an advisory vote on the Corporation's approach to executive compensation, as more particularly described in the Circular under the heading "*About the Shareholder Meeting – Annual Business to be Covered at the Meeting – Approach to Executive Compensation*".
- 5. Passing** a special resolution authorizing and approving an amendment to the articles of the Corporation, as more particularly described in the Circular under the heading "*About the Shareholder Meeting – Special Business to be Covered at the Meeting – Article Amendments*".

6. **Passing** an ordinary resolution confirming, ratifying and approving certain amendments to By-Law No. 1 of the Corporation approved and implemented by the Board on March 5, 2026, as more particularly described in the Circular under the heading "*About the Shareholder Meeting – Special Business to be Covered at the Meeting – By-Law Amendments*".
7. **Passing** an ordinary resolution confirming, ratifying and approving the Corporation's shareholder rights plan approved and adopted by the Board on March 5, 2026, as more particularly described in the Circular under the heading "*About the Shareholder Meeting – Special Business to be Covered at the Meeting – Shareholder Rights Plan*".
8. **Transacting** any other items of business that are properly brought before the Meeting or any postponement or adjournment thereof. Information regarding the use of discretionary authority to vote on any such other business may be found in the Circular under the heading "*About the Shareholder Meeting – Other Business to be Covered at the Meeting*".

**Shareholders are reminded to review the Meeting materials, including the Circular, prior to voting.**

#### **How to Access the Meeting Materials Online**

The Meeting materials, including the Circular, will be available online through the Corporation's transfer agent and registrar, Odyssey Trust Company ([www.odysseycontact.com](http://www.odysseycontact.com)), on the Corporation's website (<https://ir.badgerinc.com/annual-meeting>), and on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

#### **How to Request Paper Copies of the Meeting Materials**

Non-registered (beneficial) shareholders may obtain paper copies of the Meeting materials, including the Circular, free of charge up to one year from the date the Circular was filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). However, to allow sufficient time for non-registered (beneficial) shareholders to receive and review the Meeting materials and return the *voting instruction form* in advance of the proxy voting deadline, requests for paper copies should be received by 10:00 a.m. (MDT) on April 22, 2026.

Requests may be made by calling 1-877-907-7643 or visiting [www.proxyvote.com](http://www.proxyvote.com) and entering the 16-digit control number located on your *voting instruction form*. If you do not have a control number, you can contact Broadridge Financial Solutions, Inc. by telephone toll free in North America at 1-844-916-0609 (English) or 1-844-973-0593 (French), or outside of North America at 1-303-562-9305 (English) or 1-303-562-9306 (French). Please note that if you request a paper copy of the Meeting materials, you will not receive a new *voting instruction form*, so please keep the original enclosed with this notification.

#### **How to Vote**

To vote your common shares, please complete and return the enclosed *voting instruction form* in accordance with the instructions contained therein. Your completed *voting instruction form* must be received by the proxy voting deadline of 10:00 a.m. (MDT) on April 29, 2026, or if the Meeting is adjourned or postponed, no later than 48 hours (excluding weekends and holidays) before the Meeting is reconvened. Detailed information on how to vote your common shares can be found in the Circular under the heading "*About the Shareholder Meeting – How to Vote*".

**Shareholders with questions about notice-and-access can contact Broadridge Financial Solutions, Inc. by telephone toll free in North America at 1-844-916-0609 (English) or 1-844-973-0593 (French) or outside of North America at 1-303-562-9305 (English) or 1-303-562-9306 (French).**