



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on May 10, 2022

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of the holders of shares ("**Shares**") of Bird Construction Inc. (the "**Company**" or "**Bird**") will be conducted via live audio webcast available online at <https://meetnow.global/MFHTYSV> on Tuesday, May 10, 2022 at 2:30 p.m. (Eastern time), subject to any adjournments or postponements thereof, for the following purposes:

- a. to receive the Company's annual financial statements for the year ended December 31, 2021 and the report of the auditors on those statements;
- b. to pass a special resolution to: i) amend the articles of incorporation to increase the maximum number of directors of the Company ("**Directors**") from ten to twelve; and ii) authorize the Directors to increase, by resolution of the Board of Directors passed from time to time, the number of Directors of the Company by up to one-third of the number of Directors elected at the last meeting of shareholders and up to the maximum number of Directors as set out in the articles, as amended (the "**Special Resolution**");
- c. to elect eleven Directors for the ensuing year;
- d. to reappoint the auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors; and
- e. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

A Management Information Circular accompanies this Notice. The Management Information Circular contains details of matters to be considered at the Meeting.

**The Company has been carefully monitoring the status of the COVID-19 pandemic and is proactively implementing measures to prioritize the health and well-being of its employees, suppliers, partners, shareholders, communities and other stakeholders. To proactively deal with the public health impact of the COVID-19 pandemic and to mitigate risks to the health and safety of stakeholders, the Company will hold the Meeting in a virtual-only format, which will be conducted via live audio webcast. SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.** Holders of record of shares ("**Shareholders**") will have an equal opportunity to participate during the Meeting's live webcast, regardless of their geographic location.

You will be able to attend the Meeting using an internet connected device such as a laptop, computer, tablet or mobile phone, and the meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins. Those accessing the virtual Meeting must remain connected to the internet at all times during the Meeting in order to vote when balloting commences.

Inside this document, you will find detailed information on how Shareholders can attend, participate in and vote at the Meeting.

Registered Shareholders and duly appointed proxyholders of such Registered Shareholders will be able to participate, vote and submit questions during the virtual Meeting, all in real time.

Non-Registered Shareholders (being shareholders whose shares are registered in the name of an intermediary such as a bank, trust company, securities dealer or broker, trustee or administrator of a self administered registered retirement savings plan, registered retirement income fund, registered education savings plan or similar plan) who have not appointed themselves as proxyholders to participate and vote at the meeting may login as a guest; however they will not be able to vote or submit questions at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to represent them at the virtual meeting must submit their Proxy or Voting Instruction Form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step

once a Shareholder has submitted their Proxy or Voting Instruction Form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an Invite Code to participate in the meeting. To register a proxyholder, Shareholders must visit [Computershare.com/Bird](https://Computershare.com/Bird) by 2:30 p.m. (Eastern time) on Friday, May 6, 2022 (or at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the commencement of any reconvened Meeting in the event of any adjournment(s) or postponement(s) thereof) and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an Invite Code by email.

**Only holders of record of Shares at the close of business on March 11, 2022 will be entitled to vote at the Meeting, or any adjournment(s) or postponement(s) thereof. If you are attending the Meeting online you can vote at the Meeting. Regardless, all Shareholders are strongly encouraged to vote by submitting their completed Form of Proxy (or Voting Instruction Form ("VIF")) prior to the Meeting.**

**Registered Shareholder:** You are a Registered Shareholder if your name appears on a share certificate or a Direct Registration System statement confirming your holdings. If you are a Registered Shareholder, you have received a "Form of Proxy" for the Meeting. Complete, date and sign the Form of Proxy and return it, in the envelope provided, to the Company's transfer agent, Computershare Investor Services Inc., by delivering the proxy to Proxy Department, Computershare Investor Services Inc.: (i) by mail to 100 University Ave., 8th floor, Toronto, Ontario, M5J 2Y1; or (ii) by phone at 1-866-732-VOTE (8683) Toll Free; or (iii) online at [www.investorvote.com](http://www.investorvote.com), so that it is received by 2:30 p.m. (Eastern time) on Friday, May 6, 2022 (or at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the commencement of any reconvened Meeting in the event of any adjournment(s) or postponement(s) thereof).

**Non-Registered Shareholder:** You are a Non-Registered Shareholder if your Shares are held through an intermediary. If you are a Non-Registered Shareholder, you have received a "Voting Instruction Form" or "VIF" for the Meeting. Please make sure to carefully follow the instructions found on your VIF to be able to attend and vote at the Meeting.

Further details on how Shareholders can attend, participate in and vote at the Meeting are provided in the Management Information Circular.

DATED at Mississauga, Ontario, this 16<sup>th</sup> day of March 2022.

**By Order of the Directors  
of Bird Construction Inc.**



Paul R. Raboud  
Chair of the Board of Directors