

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of shareholders of Aecon Group Inc. (the “**Corporation**”) will be held at the offices of Davies Ward Phillips & Vineberg LLP in Toronto, Ontario, Canada, on May 10, 2018 at 2:00PM (Eastern Daylight Time) for the following purposes:

- (i) to receive the annual financial statements of the Corporation for the financial year ended December 31, 2017 and the report of the auditors thereon;
- (ii) to elect directors of the Corporation;
- (iii) to consider and, if deemed advisable, approve the advisory resolution to accept the approach to executive compensation disclosed herein;
- (iv) to consider and, if deemed advisable, approve an ordinary resolution, in the form set forth in Appendix 2 of the attached Management Information Circular, to confirm all unallocated deferred share units (“**DSUs**”) and restricted share units (“**RSUs**”) under the Corporation’s long-term incentive plan (the “**Management LTIP**”);
- (v) to reappoint the auditors of the Corporation and to authorize the Board of Directors of the Corporation to fix their remuneration; and
- (vi) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The directors of the Corporation have fixed the close of business on March 29, 2018 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of and to vote at the Meeting.

Shareholders are entitled to vote at the Meeting either on the internet, by telephone, in person or by proxy. If you are unable to attend the Meeting in person, please exercise your right to vote by completing and signing the enclosed form of proxy and returning it by mail or delivery to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (fax: 1-866-249-7775 within North America or +1-416-263-9524 from all other countries). Alternatively, electronic voting can be accessed for the Meeting on the internet at www.investorvote.com and telephone voting can be accessed by contacting Computershare Investor Services Inc. at 1-866-732-8683. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the same manner as, votes cast via a paper form of proxy. Further details on the electronic and telephone voting processes are provided in the enclosed form of proxy.

Proxies to be used at the Meeting must be delivered to Computershare Investor Services Inc. so as to be received no later than 2:00PM (Eastern Daylight Time) on May 8, 2018 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used) or delivered to the Chairman of the Meeting prior to commencement of the Meeting or any adjournment thereof, in order for the proxy to be voted. Votes cast electronically or by telephone must be submitted no later than 2:00PM (Eastern Daylight Time) on May 8, 2018 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting).

DATED at Toronto, Ontario, on this 5th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS



Yonni Fushman
Executive Vice President, Chief Legal Officer and
Secretary