

MANDATE OF THE BOARD CHAIR

The Board of Directors (the “**Board**”) is chaired by the Chairman with assistance from the Vice Chairman and Lead Director. The Vice Chairman and Lead Director is an independent director. The Chairman, with the co-operation and assistance of the Vice Chairman and Lead Director, is responsible for the management, the development and the effective performance of the Board. The Chairman is charged with taking all reasonable measures to ensure that the Board fully executes its mandate.

RESPONSIBILITIES

The Chairman has the following responsibilities:

With Respect to Board Effectiveness

- (1) Taking all reasonable steps to ensure that the Board works as a cohesive team and providing the leadership essential to achieve cohesiveness.
- (2) Arranging for adequate resources being made available to the Board (in particular timely and relevant information) to support its work.
- (3) Taking all reasonable steps to ensure that the Board has the information and access to management necessary to fulfill its mandate.

With Respect to Board Management

- (1) Chairing meetings of the Board.
- (2) Setting the agenda of each Board meeting, in consultation with both the Chief Operating Officer and Chief Financial Officer and the Senior Vice President, Legal and Commercial Services.
- (3) Taking all reasonable steps to ensure that the conduct of Board meetings facilitates discussion and provides sufficient time for proper analysis and discussion of the business under consideration.
- (4) Adopting procedures to ensure that the Board conducts its work in an effective and efficient manner.
- (5) Ensuring that the Board fulfills its mandate and responsibilities.
- (6) Taking all reasonable steps to ensure that, where responsibilities are delegated to committees or individual directors, said responsibilities are carried out and results are reported to the Board.
- (7) Taking all reasonable steps to ensure that independent directors meet periodically without management and the other non-independent directors being present.
- (8) Along with the Vice Chairman and Lead Director, approaching potential Board candidates, once identified by other members of the Board and senior management, and approved by the Corporate Governance, Nominating and Compensation Committee, to explore their interest in joining the Board.
- (9) Taking steps to ensure that the behaviour and actions of the Board conform to the Vision, Mission and Core Values of Aecon.

With Respect to Relationships Between the Board and Management, Shareholders and other Stakeholders

- (1) Taking all reasonable steps to ensure that the expectations of the Board toward management, and the expectations of management toward the Board, are clearly expressed, understood and respected.
- (2) Acting as liaison between the Board and senior management including taking the necessary steps to ensure that Aecon is building a healthy governance culture and striving for best practices.
- (3) Setting the “ethical tone at the top” by becoming the personification of the Vision, Mission and Core Values of Aecon.
- (4) Taking the steps necessary to ensure that senior management adheres to the Vision, Mission and Core Values of Aecon.
- (5) Chairing annual and special meetings of the shareholders.
- (6)** Along with the Vice Chairman and Lead Director, representing Aecon to external groups such as shareholders and other stakeholders, including local community groups and governments.

POSITION DESCRIPTION FOR THE LEAD DIRECTOR

FUNCTION:

The prime responsibility of the Lead Director is to facilitate the functioning of the Board of Directors (the "**Board**") of Aecon Group Inc. (the "**Corporation**") and to facilitate its exercise of independent judgment in carrying out its responsibilities. Critical to meeting this accountability is the relationship between the Board and management. The Lead Director must oversee that the Board's relationship to management functions effectively and furthers the best interests of the Corporation.

The Lead Director shall be an independent director and is appointed by the Board. The Lead Director holds office until such time as he or resigns or is replaced by a majority vote of the independent directors.

SPECIFIC RESPONSIBILITIES:

In fulfilling his responsibility, the Lead Director will:

1. together with the Chairman of the Board of Directors (the "**Chair**"), oversee the Board's discharge of its duties assigned to it by law, in the constating documents of the Corporation and the Corporate Governance Guidelines;
2. together with the Chair, work with the Committees appointed by the Board, so that they have a proper structure and appropriate assignments;
3. together with the Chair, oversee the responsibilities and functions delegated to the Committees, including, but not limited to, compensation, performance evaluations and internal control systems;
4. together with the Chair, take steps to foster the Board's understanding of its responsibilities and boundaries with management;
5. act as a leader for the independent directors;
6. serve as an independent contact for directors on matters deemed to be inappropriate to be discussed initially with the Chair or in other situations where the Chair is not available;
7. hold one-on-one discussions with the directors when the Corporate Governance, Nomination and Compensation Committee or the Board so requests;
8. communicate with the Chair and CEO of the Corporation so that he is aware of concerns of the independent directors, shareholders and other stakeholders;
9. be available to counsel the Chair on matters appropriate for review in advance of discussion with the full Board;
10. organize and present agenda for in camera independent director meetings based on input from directors and management;
11. preside over in camera independent director meetings and conduct the meetings in an efficient, effective and focussed manner;
12. oversee the distribution of information to independent directors for purposes of in camera independent directors meetings in a manageable form, sufficiently in advance of the meeting; and
13. perform other functions as may be reasonably requested by the Board.