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AECON

AECON GROUP INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS
AND
MANAGEMENT PROXY
CIRCULAR**

**Annual and Special Meeting to be held at 11:00 a.m.
June 16, 2009**

at

**The Design Exchange
234 Bay Street
Toronto, Ontario**

Invitation to Shareholders

I am pleased to invite you, as a valued Shareholder of Aecon Group Inc. (“**Aecon**”), to join the Board of Directors and the senior leadership team of Aecon at our Annual and Special Meeting (the “**Meeting**”) on June 16, 2009 at 11:00 a.m. which will take place at The Design Exchange in downtown Toronto.

The Meeting is your opportunity to receive a first-hand account of Aecon’s performance in 2008 and to learn about our plans for the future. Scott Balfour and I will provide a report on Aecon’s affairs. Should you have questions about our past performance, recent acquisitions or future direction, this is an excellent forum to seek answers to your questions. It is also an opportunity to meet members of the Board of Directors and the senior leadership team of Aecon.

As an important and valued stakeholder in Aecon we urge you, should you be unable to attend the Meeting in person, to exercise the power of your proxy vote as explained in the attached Management Proxy Circular.

Should you require additional information, please visit our corporate web site at www.aecon.com. Also available online is the full text of Aecon’s Annual Information Form for the year ended December 31, 2008, Aecon’s annual audited financial statements for the year ended December 31, 2008 and related management’s discussion and analysis as well as other useful information. A copy of the address by Scott Balfour and myself to the Meeting will be available on our website.

Whether you elect to make your vote count in person or by proxy, we appreciate your participation in this important forum for our Shareholders as well as your continued support.

Sincerely,



John M. Beck
Chairman and Chief Executive Officer

May 11, 2009

**NOTICE
OF
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of Aecon Group Inc. (the “**Corporation**”) will be held at The Design Exchange, 234 Bay Street, Toronto, Ontario, Canada, on Tuesday, June 16, 2009 at 11:00 a.m. (Toronto time) for the following purposes:

- (a) to receive the annual financial statements of the Corporation for the financial year ended December 31, 2008 and the report of the auditors thereon;
- (b) to elect directors of the Corporation;
- (c) to reappoint the auditors of the Corporation and to authorize the board of directors of the Corporation to fix their remuneration;
- (d) to consider and, if deemed advisable, approve, with or without variation, a resolution approving an amendment to the Corporation’s stock option plan increasing the number of common shares of the Corporation reserved for issuance thereunder; and
- (e) 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 May 1, 2009 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of and to vote at the Meeting.

DATED at Toronto, Ontario, on this 11th day of May 2009.

BY ORDER OF THE BOARD OF DIRECTORS



L. Brian Swartz
Senior Vice President, Legal and Commercial Services
and Corporate Secretary

Shareholders are entitled to vote at the Meeting either 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, 9th Floor, Toronto, Ontario M5J 2Y1. **Proxies to be used at the Meeting must be delivered to Computershare Investor Services Inc. so as to be received no later than 11:00 a.m. Eastern Standard Time on Friday, June 12, 2009 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.**

Management Proxy Circular

Questions and Answers on Proxy Voting

Q: What am I voting on?

A: Holders (“**Shareholders**”) of common shares of Aecon Group Inc. (“**Aecon**”) are voting on the election of directors to the board of directors of Aecon (the “**Board**”) until the next annual meeting of Shareholders, the reappointment of the auditors of Aecon for 2009 and the Board’s authorization to fix their remuneration, a resolution to approve an amendment to Aecon’s stock option plan increasing the number of common shares of Aecon reserved for issuance thereunder and such other business as may be properly brought before the 2009 annual and special meeting of Shareholders (the “**Meeting**”), or any adjournment thereof.

Q: Who is entitled to vote?

A: Only Shareholders as at the close of business on May 1, 2009 are entitled to vote. Shareholders are entitled to one vote in respect of each share held on those items of business identified in the accompanying Notice of Annual and Special Meeting of Shareholders of Aecon Group Inc. (the “**Notice of Meeting**”).

Q: How do I vote?

A: There are two ways you can vote your shares if you are a registered Shareholder. You may vote in person at the Meeting or you may sign the enclosed form of proxy appointing the named persons or some other person you choose, who need not be a Shareholder, to represent you as proxyholder and to attend the Meeting and to vote your shares. If your shares are held in the name of a nominee, please see the final question and answer set out in this section for voting instructions.

Q: What if I plan to attend the Meeting and vote in person?

A: If you are a registered Shareholder and plan to attend the Meeting on June 16, 2009 and wish to vote your shares in person at the Meeting, do not complete or return the form of proxy. Your vote will be taken and counted at the Meeting. Please register with Aecon’s transfer agent, Computershare Investor Services Inc., upon arrival at the Meeting.

If your shares are held in the name of a nominee, please see the final question and answer set out in this section for voting instructions.

Q: Who is soliciting my proxy?

A: The enclosed form of proxy is being solicited by management of Aecon and the associated costs will be borne by Aecon. The solicitation will be made primarily by mail but may also be made by telephone, in writing or in person by employees of Aecon and/or Computershare Investor Services Inc.

Q: What if I sign the form of proxy enclosed with this circular?

A: Signing the enclosed form of proxy gives authority to John M. Beck or Scott C. Balfour, each of whom is an executive officer and director of Aecon, or to another person you have appointed in the form of proxy, to vote your shares at the Meeting.

Q: Can I appoint someone other than members of management of Aecon to vote my shares?

A: Yes. Write the name of this person, who need not be a Shareholder, in the blank space provided in the form of proxy. It is important to ensure that any other person you appoint that is attending the Meeting is aware that he or she has been appointed to vote your shares. Proxyholders should, upon arrival at the Meeting, present themselves to a representative of Computershare Investor Services Inc.

Q: What do I do with my completed proxy?

A: Return it to Aecon’s transfer agent, Computershare Investor Services Inc., in the envelope provided, or by fax to 1-866-249-7775 within Canada and the United States, or 416-263-9524 from all other countries, so that it is received no later than 11:00 a.m. (Eastern Standard Time) on Friday, June 12, 2009. This will ensure that your vote is recorded.

Q: If I change my mind, can I take back my proxy once I have given it?

A: Yes. If you change your mind and wish to revoke your proxy, prepare a written statement to this effect. The statement must be signed by you or your attorney as authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney of the corporation duly authorized. This statement must be delivered either to Aecon by fax at (416) 940-2290 at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or to the Chairman on the day of the Meeting, or any adjournment thereof.

Q: How will my shares be voted if I give my proxy?

A: The persons named on the form of proxy must vote for or against or withhold from voting your shares in accordance with your directions, or you can let your proxyholder decide for you. In the absence of such directions, proxies received by management will be voted FOR the election of directors to the Board, FOR the reappointment of the auditors together with the Board's authorization to fix their remuneration and FOR the resolution approving the amendment to Aecon's stock option plan.

Q: What if amendments are made to these matters or if other matters are brought before the Meeting?

A: The persons named in the form of proxy will have discretionary authority with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting.

As of the time of printing of this management proxy circular, management of Aecon knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named in the form of proxy will vote on them in accordance with their best judgment.

Q: How many shares are entitled to vote?

A: As of May 1, 2009, there were 56,435,231 common shares of Aecon outstanding. Each registered Shareholder has one vote for each common share held at the close of business on May 1, 2009.

Q: How will the votes be counted?

A: Each question brought before the Meeting is determined by a majority of votes cast on the question.

Q: Who counts the votes?

A: Aecon's transfer agent, Computershare Investor Services Inc., counts and tabulates the proxies. This is done independently of Aecon to preserve the confidentiality of individual Shareholder votes. Proxies are referred to Aecon only in cases where a Shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

Q: If I need to contact the transfer agent, how do I reach them?

A: You can contact the transfer agent by mail at:

Computershare Investor Services Inc.
9th Floor
100 University Avenue
Toronto, Ontario M5J 2Y1

or by telephone:

Within Canada and the United States at 1-800-564-6253 and from all other countries at 514-982-7888.

Q: If my shares are not registered in my name but are held in the name of a nominee (a bank, trust company, securities broker, trustee or other), how do I vote my shares?

A: There are two ways you can vote your shares held by your nominee. As required by Canadian securities legislation, you will have received from your nominee either a request for voting instructions or a form of proxy for the number of shares you hold.

For your shares to be voted for you, please follow the voting instructions provided by your nominee.

Since Aecon has limited access to the names of its non-registered shareholders, if you attend the Meeting, Aecon may have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as proxyholder. Therefore, if you wish to vote in person at the Meeting, insert your own name in the space provided on the request for voting instructions or form of proxy and return same by following the instructions provided. Do not otherwise complete the form, as your vote will be taken at the Meeting. Please register with Aecon's transfer agent, Computershare Investor Services Inc., upon arrival at the Meeting.

AECON GROUP INC.

MANAGEMENT PROXY CIRCULAR

SOLICITATION OF PROXIES

This Management Proxy Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by management of Aecon Group Inc. (the “**Corporation**” or “**Aecon**”) to be used at the annual and special meeting (the “**Meeting**”) of shareholders of the Corporation (“**Shareholders**”) to be held at 11:00 a.m. on June 16, 2009 for the purposes set out in the accompanying Notice of Annual and Special Meeting of Shareholders of Aecon Group Inc. (the “**Notice of Meeting**”). It is expected that the solicitation will be made primarily by mail, supplemented possibly by telephone or other personal contact by management or regular employees of the Corporation and/or the Corporation’s transfer agent, Computershare Investor Services Inc. The cost of any such solicitation will be borne by the Corporation. The Corporation does not intend to pay any compensation for the solicitation of proxies by third parties but will pay the reasonable expenses of persons who are the registered but not beneficial owners of voting shares of the Corporation (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) for forwarding copies of the Notice of Meeting, form of proxy, Circular and related material to beneficial owners. The Corporation will provide, without cost to such persons, upon request to the Corporate Secretary of the Corporation, additional copies of the foregoing documents required for this purpose.

Appointment, Time for Deposit and Revocability of Proxy

The persons named in the enclosed form of proxy are directors and executive officers of the Corporation. **A Shareholder desiring to appoint some other person (who need not be a Shareholder) to attend and act for him, her or it at the Meeting may do so either by inserting such person’s name in the blank space provided in the form of proxy or by completing another proper form of proxy.** A proxy to be used at the Meeting must either be delivered to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 (fax: 1-866-249-7775 within North America or 416-263-9524 from all other countries) so as to be received no later than 11:00 a.m. on Friday, June 12, 2009 (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 the commencement of the Meeting, or any adjournment thereof, in order for the proxy to be voted. A proxy should be executed by the Shareholder or his or her attorney in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A proxy given by a Shareholder may be revoked as to any motion on which a vote has not already been cast pursuant to the authority conferred by it, by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the registered and head office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law. The registered and head office of the Corporation is located at 20 Carlson Court, Suite 800, Toronto, Ontario M9W 7K6.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Corporation consists of an unlimited number of common shares (“**Common Shares**”). On May 1, 2009, the Corporation had 56,435,231 Common Shares outstanding, each of which carries the right to one vote in respect of each of the matters properly coming before the Meeting.

The board of directors of the Corporation (the “**Board of Directors**” or the “**Board**”) has fixed a record date of May 1, 2009 (the “**Record Date**”) to determine Shareholders entitled to receive the Notice of Meeting. The failure of any Shareholder to receive a copy of the Notice of Meeting does not deprive the Shareholder of the right to vote at the Meeting. Only holders of Common Shares as of the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote in respect of each Common Share. Except as may otherwise be indicated, approval of any matter at the Meeting requires a majority of the votes cast at the Meeting on the question.

To the knowledge of the directors and executive officers of the Corporation, as at May 1, 2009, no person or company owns beneficially, or exercises control or direction over, directly or indirectly, securities carrying in excess of 10% of the voting rights attached to any class of outstanding voting securities of the Corporation.

EXERCISE OF DISCRETION BY HOLDERS OF PROXIES

The form of proxy provided to Shareholders with the Notice of Meeting and this Circular provides the Shareholder with an opportunity to specify that the Common Shares registered in his, her or its name shall be voted or withheld from voting in respect of certain of the matters to be considered at the Meeting. On any ballot that may be called for, the Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in respect of the election of directors, the reappointment and remuneration of auditors and the approval of an amendment to the Corporation's stock option plan, in each case in accordance with the specifications made by Shareholders in the manner referred to above. **In respect of proxies in which Shareholders have not specified the manner of voting, the Common Shares represented by proxies in favour of management nominees will be voted: (i) FOR the election as directors of each of the persons listed as nominees in this Circular; (ii) FOR the reappointment and remuneration of PricewaterhouseCoopers LLP as auditors; and (iii) FOR approval of the amendment to the Corporation's stock option plan.**

The enclosed form of proxy confers discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the Notice of Meeting or other matters which may properly come before the Meeting. As of the date hereof, management knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matters, which are not now known to management, should properly come before the Meeting, the Common Shares represented by proxies in favour of management nominees will be voted on such matter in accordance with the best judgment of the proxy nominee.

NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Corporation as a substantial number of shareholders do not hold Common Shares in their own name and thus are considered non-registered shareholders. Only registered holders of Common Shares or the persons they appoint as their proxyholder are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") (including, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the Common Shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. Non-Registered Holders should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. In accordance with the requirements of the Canadian Securities Administrators, the Corporation will have distributed copies of the Notice of Meeting, this Circular and the enclosed form of proxy (collectively, the "**meeting materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Common Shares held by an Intermediary can only be voted upon the instructions of the Non-Registered Holder. Without specific instructions, Intermediaries are prohibited from voting Common Shares.

Intermediaries are required to forward the meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived his or her right to receive them. Intermediaries often use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive meeting materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the applicable form of proxy and submit it to Computershare Investor Services Inc., 100 University Ave., 9th Floor, Toronto, Ontario M5J 2Y1

(fax: 1-866-249-7775) with respect to the Common Shares beneficially owned by such Non-Registered Holder, in accordance with the instructions found elsewhere in this Circular; or

- (b) more typically, be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute authority and instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the Non-Registered Holder will be given a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

Non-Registered Holders should ensure that instructions respecting the voting of their Common Shares are communicated in a timely manner and in accordance with the instructions provided by their Intermediary. Applicable regulatory rules require Intermediaries to seek voting instructions from Non-Registered Holders in advance of shareholders’ meetings in certain circumstances. **Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.**

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their Intermediary, a Non-Registered Holder may attend the Meeting as proxyholder for the Intermediary and vote the Common Shares in that capacity. **Non-Registered Holders who wish to attend the Meeting and indirectly vote their Common Shares as a proxyholder, should enter their own names in the blank space on the form of proxy provided to them by their Intermediary and return the same to their Intermediary in accordance with the instructions provided by their Intermediary well in advance of the Meeting.**

In any case, the purpose of the above noted procedures is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. Non-Registered Holders should carefully follow the instructions on the proxy and, if applicable, of their Intermediary, including those regarding when and where the form of proxy is to be delivered.

MATTERS TO BE ACTED UPON AT THE MEETING

Receipt of Financial Statements

The audited financial statements of the Corporation for the fiscal year ended December 31, 2008 and the report of the auditors thereon, copies of which accompany this Circular, will be presented to the Shareholders at the Meeting.

Election of Directors

The articles of the Corporation provide for a minimum of eight and a maximum of fifteen directors. The Board of Directors has fixed the number of directors to be elected at the Meeting at nine. It is proposed that each of the persons whose name appears below be elected as a director to serve until the close of the next annual meeting of shareholders of the Corporation or until his office is earlier vacated in accordance with the by-laws of the Corporation. **Common Shares represented by proxies in favour of management will be voted FOR the election of each of the persons listed as directors of the Corporation, unless a Shareholder has specified in his, her or its proxy that his, her or its Common Shares are to be withheld from voting in connection with the election of directors.**

Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director but should that occur prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion.

The table below sets out for each nominee the number of Common Shares beneficially owned by them or over which they exercise control or direction, directly or indirectly, as at the date of this Circular, the offices held by them with the Corporation (if any, as of May 11, 2009), their principal occupations and the year they first became a director of the Corporation.

<u>Name and Residence</u>	<u>Office Held and Occupation</u>	<u>Year Became Director</u>	<u>Common Shares of the Corporation Beneficially Owned⁽¹⁾</u>
SCOTT C. BALFOUR ⁽²⁾	President and Chief Financial Officer of the Corporation	1995	506,185
JOHN M. BECK.....	Chairman and Chief Executive Officer of the Corporation	1963	666,796
AUSTIN C. BEUTEL ⁽³⁾	Chairman, Oakwest Corporation Limited	2005	100,000
MICHAEL A. BUTT ⁽³⁾⁽⁶⁾	Chairman and Chief Executive Officer, Buttcon Limited	1994	68,761
ANTHONY P. FRANCESCHINI ⁽⁴⁾	President and Chief Executive Officer, Stantec Inc.	2009	10,000
J.D HOLE ⁽⁵⁾	Former Chairman, Lockerbie & Hole Inc.	2009	460,178
ROLF KINDBOM.....	President, Kindbom Consulting Inc.	2000	10,000
THE HON. BRIAN V. TOBIN, P.C. ⁽³⁾⁽⁶⁾ ...	Senior Business Advisor, Fraser Milner Casgrain LLP	2005	10,000
ROBERT P. WILDEBOER ⁽⁶⁾	Executive Chairman, Martinrea International Inc., Vice Chairman of the Corporation	1993	60,761

Notes:

- (1) This information as to the number of Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, not being within the direct knowledge of the Corporation, has been furnished by the respective directors individually or obtained from the System for Electronic Disclosure by Insiders (“SEDI”) and may include Common Shares owned or controlled by spouses and/or children of such directors and/or companies controlled by the directors or their spouses and/or children.
- (2) In addition to being the President of the Corporation, Scott C. Balfour served as the Chief Financial Officer of the Corporation during the year ended December 31, 2008. Following the completion of the acquisition by the Corporation of Lockerbie & Hole Inc. (“Lockerbie”) on April 1, 2009 (the “Lockerbie Acquisition”), Mr. Balfour ceased to be the Chief Financial Officer of the Corporation but resumed such role on April 20, 2009.
- (3) The members of the Audit Committee are Michael A. Butt (Chair), Austin C. Beutel and the Hon. Brian V. Tobin, P.C. The Board will re-evaluate the membership of the Audit Committee at a Board meeting to be held following the Meeting.
- (4) Mr. Franceschini was appointed to the Board on March 3, 2009. Mr. Franceschini has announced that he will be stepping down as President and Chief Executive Officer of Stantec Inc. (“Stantec”) on May 14, 2009 but will continue as a director of Stantec.
- (5) Mr. Hole was appointed to the Board on April 1, 2009 upon completion of the Lockerbie Acquisition.
- (6) The members of the Human Resources and Compensation Committee are Robert P. Wildeboer (Chair), Michael A. Butt and the Hon. Brian V. Tobin, P.C. The Board will re-evaluate the membership of the Human Resources and Compensation Committee at a Board meeting to be held following the Meeting.

Director Share Ownership

Early in 2007, the Corporation, upon recommendation of the Corporation's Human Resources and Compensation Committee, adopted a director share ownership requirement that each director should hold no less than 10,000 Common Shares, such shares to be acquired within 24 months from the policy being adopted. As of the date of this Circular, each of the directors of the Corporation holds at least 10,000 Common Shares.

Biographies of Directors

Scott C. Balfour is President and Chief Financial Officer of Aecon. He has executive responsibility for all aspects of the Corporation's operations. Mr. Balfour has been a member of the Board of Directors of Aecon since 1995 and has been with Aecon since 1994. Prior to joining Aecon, Mr. Balfour had an extensive career in corporate banking at a number of major financial institutions. Mr. Balfour has an HBBA from Wilfrid Laurier University and an MBA from the Richard Ivey School of Business, University of Western Ontario.

John M. Beck is Chairman of the Board and Chief Executive Officer of Aecon and is a leader in the Canadian construction industry. He also serves as Chairman of Derech Eretz Operator and of Canadian Highways Infrastructure Corporation. Mr. Beck has been a member of the Board of Directors since 1963. Mr. Beck also serves as Chairman of the Board of the Ontario Power Authority and as a director of the Canadian Council for Public Private Partnerships. A graduate in Civil Engineering from McGill University, Mr. Beck has more than 40 years of experience in the construction industry in Canada and internationally. His background includes corporate leadership in numerous construction activities including heavy civil projects such as bridges, highways, airport infrastructure, precast concrete manufacturing as well as buildings, commercial and industrial projects, and public-private partnerships for the development of infrastructure, such as airports and toll roads.

Austin C. Beutel is the Chairman of Oakwest Corporation Limited, a private investment holding company. Mr. Beutel again became a member of the Board of Directors in 2005 after having served previously on the Board from 1989 to 1993 and 1997 to 2000. Mr. Beutel retired in 1994 as Chairman of Beutel Goodman and Company Ltd., an investment counseling firm, which he co-founded in 1967. He is the non-executive Chairman of Equitable Group Inc. and a director of Accord Financial Corp., Astral Media Inc. and Opta Minerals Inc. Mr. Beutel has a B. Comm. (McGill) and MBA (Harvard). He is also a Chartered Financial Analyst.

Michael A. Butt is the Chairman and Chief Executive Officer of Buttcon Limited ("**Buttcon**"), general contractors. Mr. Butt has been a member of the Board of Directors since 1994. He started his career in the construction industry in the 1960s with Mitchell Construction where he rose to managing director and was a member of the steering committee of the Mitchell Construction Kinear Moodie Group. He founded M.A. Butt Construction Limited in 1973 and Buttcon in 1979. Mr. Butt has a Bachelor of Applied Science in Civil Engineering from the University of Toronto. Mr. Butt is a former Director of both the Ontario General Contractors Association ("**OGCA**") and the Canadian Construction Association ("**CCA**") and served as Chairman of the OGCA in 1998 and as Chairman of the CCA in 1999. Shortly after the transfer in 1996 of Pearson Airport from the Federal Government to the Greater Toronto Airports Authority, Mr. Butt was elected Chairman of the Board of Directors and remained in that capacity until December 2004. Mr. Butt was appointed a member of the Board of Governors for Trent University in July 2005. Mr. Butt was appointed a member of the Board of Trustees for the Bermuda Institute of Ocean Sciences in May 2006 and is Chairman of the Facilities Committee. The Canadian Society for Civil Engineering honoured Mr. Butt with the distinction of Fellow in May 2006.

Anthony P. Franceschini joined the Board of Directors in March 2009. Mr. Franceschini is a graduate of the Civil Engineering program at the University of Waterloo and has established an accomplished career in the consulting engineering and design industry. Since 1998, Mr. Franceschini has served as President and Chief Executive Officer of Stantec Inc. (“**Stantec**”), a Toronto Stock Exchange listed issuer specializing in providing professional consulting services in, among others, planning, engineering, architecture, interior design, project management and project economics for infrastructure and facilities projects. Mr. Franceschini joined Stantec in 1978 and saw the company grow into a 10,000-person professional services firm under his leadership. Mr. Franceschini is on the Board of Directors of Stantec. Mr. Franceschini has announced that he will be stepping down as President and Chief Executive Officer of Stantec on May 14, 2009 but will continue as a director of Stantec. Mr. Franceschini also serves as a director of Esterline Technologies Corporation, a manufacturer in the aerospace/defense market, ZCL Composites Inc., a manufacturer of fiberglass tank systems, and CCI Thermal Technologies Inc., a manufacturer of industrial heating and filtration systems.

J.D. Hole became a director of Aecon following the completion of the Lockerbie Acquisition. Mr. Hole graduated with a Bachelor of Engineering Science degree from the University of Western Ontario in 1967 and joined Lockerbie as a Project Manager in 1969. During his career with Lockerbie, Mr. Hole worked in various positions and helped lead Lockerbie into new territories and markets, including the industrial and municipal market sectors. Mr. Hole was the President and Chief Executive Officer of Lockerbie from 1994 to April 2005 and during that time played an integral part in Lockerbie’s growth and prosperity. Mr. Hole is a director of the Alberta Shock Trauma Air Rescue Society.

Rolf Kindbom is a professional engineer and President of Kindbom Consulting Inc., a consulting company in Toronto. Mr. Kindbom has been a member of the Board of Directors since 2000. He has more than 45 years of international business and project management experience in construction, commercial real estate and infrastructure development including private-public partnerships in senior executive management positions with the Skanska Group of Sweden and Cathay International Ltd. of Hong Kong. Mr. Kindbom is also a member of the Arbitration and Mediation Institute of Ontario. Mr. Kindbom has a Master of Science in Civil Engineering from the Royal Technical University in Stockholm, Sweden (1961).

The Honourable Brian V. Tobin, P.C. is Senior Business Advisor at the national law firm of Fraser Milner Casgrain LLP. He is currently a member of a number of public company boards including New Flyer Industries Inc. where he serves as Chairman. He is Vice-Chairman of Consolidated Thompson Iron Mines Limited and serves as a director of Lions Gate Entertainment Corp. Mr. Tobin is also a director of Canpages Inc., CommerceTel Canada Corp., Kruger Inc. and Marport Deep Sea Technologies Inc. Mr. Tobin is a former Member of Parliament and a former Member of the Newfoundland and Labrador House of Assembly. Mr. Tobin’s political career spanned twenty-two years from 1980 to 2002. Mr. Tobin is a former Premier of Newfoundland and Labrador, former Federal Minister of Industry and former Federal Minister of Fisheries and Oceans.

Robert P. Wildeboer is the Executive Chairman of Martinrea International Inc., a manufacturer of quality metal parts, assemblies and modules and fluid management systems focused primarily on the automotive sector, where he focuses on the strategic direction and development of the company as a member of the Senior Executive team. He is the Vice Chairman of Aecon and a member of the Board of Directors since 1993. He is counsel to the law firm Wildeboer Dellece LLP, which he co-founded in 1993. Mr. Wildeboer has extensive experience in the areas of corporate and securities law and has participated in a broad range of securities and related transactions, including public and private financings for both start-ups and mature companies, mergers and acquisitions, take-over bids, proxy fights and defences thereto, and derivative products transactions. Mr. Wildeboer has a B.A. from the University of Guelph, an LL.B. from Osgoode Hall Law School, an MBA from York University and an LL.M. from Harvard University. He is also a director or officer of several private charitable organizations, private companies, the Auto Parts Manufacturers Association, the Canadian Automotive Partnership Council, and is a member of the Science, Technology and Innovation Council of Canada and the Ontario Manufacturing Council.

John DiCiurcio, Executive Vice President of Turner Construction Company, has chosen not to stand for re-election as a member of the Board of Directors at the Meeting. The Board of Directors and Management of the Corporation both wish to thank Mr. DiCiurcio for his outstanding service to the Board since 2004.

Directorships with Other Reporting Issuers and Other Organizations

The following nominees for election as directors of the Corporation currently serve on the board of directors of reporting issuers (or the equivalent in a jurisdiction outside of Canada) or certain other organizations, other than the Corporation, as listed below.

Name of Director	Company or Board	Stock Exchange:Symbol
Scott C. Balfour	<ul style="list-style-type: none"> • Ontario Energy Association 	<ul style="list-style-type: none"> • N/A
John M. Beck	<ul style="list-style-type: none"> • Ontario Power Authority • The Canadian Council for Public Private Partnerships 	<ul style="list-style-type: none"> • N/A • N/A
Austin C. Beutel	<ul style="list-style-type: none"> • Accord Financial Corp. • Astral Media Inc. • Equitable Group Inc. • Opta Minerals Inc. 	<ul style="list-style-type: none"> • TSX:ACD • TSX:ACM • TSX:ETC • TSX:OPM
Michael A. Butt	<ul style="list-style-type: none"> • Trent University Board of Governors 	<ul style="list-style-type: none"> • N/A
Anthony P. Franceschini	<ul style="list-style-type: none"> • Stantec Inc. • ZCL Composites Inc. • Esterline Technologies Corporation • Alberta Health Services Board 	<ul style="list-style-type: none"> • TSX, NYSE:STN • TSX:ZCL • NYSE:ESL • N/A
J.D. Hole	<ul style="list-style-type: none"> • Lockerbie & Hole Inc.⁽¹⁾ • Alberta Shock Trauma Air Rescue Society 	<ul style="list-style-type: none"> • TSX: LH⁽²⁾ • N/A
The Hon. Brian V. Tobin, P.C.	<ul style="list-style-type: none"> • Consolidated Thompson Iron Mines Limited • Lions Gate Entertainment Corp. • New Flyer Industries Inc. • Canpages Inc. • CommerceTel Canada Corp. • Kruger Inc. • Marport Deep Sea Technologies Inc. 	<ul style="list-style-type: none"> • TSX:CLM • TSX, NYSE:LGF • TSX:NFI • N/A • N/A • N/A • N/A
Robert P. Wildeboer	<ul style="list-style-type: none"> • Martinrea International Inc. • Auto Parts Manufacturers Association • Science Technology and Innovation Council of Canada • Ontario Manufacturing Council • Canada Automotive Partnership Council 	<ul style="list-style-type: none"> • TSX:MRE • N/A • N/A • N/A • N/A • N/A

Notes:

- (1) As a result of the completion of the Lockerbie Acquisition, Lockerbie intends to apply to the applicable securities regulatory authorities in Canada to cease to be a reporting issuer under applicable securities legislation.
- (2) The common shares of Lockerbie were delisted from the TSX on April 6, 2009 in connection with the completion of the Lockerbie Acquisition.

Cease Trade Orders, Bankruptcies and Penalties and Sanctions

To the knowledge of the Corporation, no proposed management nominee for election as a director of the Corporation is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company (including the Corporation) that: (a) was the subject of an order (as defined in Form 51-102F5 under National Instrument 51-102 – “Continuous Disclosure Obligations”) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer. For the purposes of this paragraph, “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Corporation, no proposed director of the Corporation: (a) is, or within 10 years before the date hereof has been a director or executive officer of a corporation that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director of the Corporation has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable securityholder in deciding whether to vote for the proposed director.

Appointment and Remuneration of Auditors

The Shareholders will be asked at the Meeting to pass a resolution confirming the reappointment of PricewaterhouseCoopers LLP, Chartered Accountants, of 5700 Yonge Street, Suite 1900, Toronto, Ontario, Canada M2M 4K7 as auditors of the Corporation. PricewaterhouseCoopers LLP were the Corporation’s auditors for the fiscal year ended December 31, 2008.

The Board of Directors recommends a vote FOR the re-appointment of PricewaterhouseCoopers LLP as auditors of the Corporation for the fiscal year ending December 31, 2009 and authorizing the Board of Directors to fix the auditors’ remuneration. For a description of fees paid to the Corporation’s auditor for services rendered for the fiscal year ended December 31, 2008, please see the Corporation’s annual information form dated March 30, 2009 for the year ended December 31, 2008 filed under the Corporation’s SEDAR profile at www.sedar.com.

Subject to the foregoing, unless such authority is withheld, the persons named in the enclosed proxy intend to vote FOR the reappointment of PricewaterhouseCoopers LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors to fix their remuneration. A majority of the votes cast by Shareholders at the Meeting is required to approve the reappointment of the auditors and to authorize the directors to fix their remuneration.

Approval of Amendment to Stock Option Plan

The HRC Committee, pursuant to Aecon’s 2005 stock option plan, as approved by the Corporation’s shareholders at Aecon’s annual and special meeting held on June 21, 2005 (hereinafter referred to as the “**2005 Plan**”), may award long-term stock option incentives to directors, officers, employees and service providers of the Corporation and its subsidiaries. The 2005 Plan is intended to motivate and reward persons who contribute to the success and profitability of the Corporation and to give said persons a proprietary interest in the long-term growth and financial success of the Corporation through the award of stock options. Option grants are based on several factors including past and current performance, incentivizing, attracting and retaining top management personnel in

a competitive landscape and the ability of the Corporation to conserve cash through the use of options as compensation and bonus mechanisms.

The 2005 Plan replaced the Corporation's 1998 stock option plan (the "1998 Plan") and, consequently, no new options will be granted under the 1998 Plan. Options granted under the 1998 Plan prior to the adoption of the 2005 Plan will survive until exercise, lapse or termination in accordance with the provisions of the 1998 Plan. As at May 1, 2009, an aggregate of 31,667 Common Shares remain available for issuance under outstanding options granted under the 1998 Plan.

At the Meeting, Shareholders will be asked to consider approving an amendment to the 2005 Plan to increase the number of Common Shares reserved for issuance upon exercise of options granted thereunder. As of the date of this Circular, an aggregate of 56,435,231 Common Shares are issued and outstanding. Upon adoption of the 2005 Plan, a maximum of 2,500,000 Common Shares were reserved for issuance thereunder representing approximately 4.43% of the Corporation's issued and outstanding Common Shares. If the Shareholders approve the amendment to increase the number of Common Shares that may be issued under the 2005 Plan, an aggregate of 5,000,000 Common Shares may be issued under the 2005 Plan representing approximately 8.86% of the Corporation's issued and outstanding Common Shares, only 4.53% of which will be available for future grants

As of the date of this Circular, options to purchase an aggregate of 2,232,651 Common Shares, representing approximately 3.96% of the issued and outstanding Common Shares, are currently outstanding under the 2005 Plan and 213,183 Common Shares have been issued upon exercise of options previously granted under the 2005 Plan. As a result, only 54,166 Common Shares, representing approximately 0.096% of the issued and outstanding Common Shares, are currently available for issuance under the 2005 Plan. The HRC Committee and the Board of Directors as a whole believe that the current number of available Common Shares under the 2005 Plan is insufficient to meet its objectives with respect to the Corporation's ability to attract and retain talented individuals on a going-forward basis in a competitive landscape. The Common Shares reserved for issuance upon the exercise of an option that: (a) expires unexercised; or (b) is exercised by the optionholder on a cashless basis pursuant to the 2005 Plan shall be available for the subsequent grant of options. However, any options granted under the 2005 Plan and exercised are not, and will not be following approval of the proposed resolution amending the 2005 Plan attached hereto as Schedule "A", available for re-granting under the 2005 Plan.

Key provisions of the 2005 Plan include: (a) a restriction that no more than 10% of the total number of issued and outstanding Common Shares may be issued to Insiders (as defined in the 2005 Plan); (b) a restriction that no more than 10% of the issued and outstanding Common Shares be issued to Insiders in any one-year period; (c) a restriction that no more than 5% of the total number of issued and outstanding Common Shares may be issued to any one person (including Insiders); (d) the option exercise price per Common Share is the five-day volume weighted average trading price of the Common Shares on the TSX prior to the grant of the option; (e) the vesting period of all options shall be determined by the Board; (f) options have a maximum term of 10 years; (g) options shall, subject to certain specified exercise periods, expire upon the death, permanent disability or termination of employment of the optionee (in the event of termination of employment without cause the option shall expire 90 days after the date of termination and in the event of termination with cause the option shall immediately expire); (h) options are not transferable; (i) upon the exercise of an option, the optionholder may elect to receive, upon approval by the HRC Committee, the "in the money value of the option" in lieu of purchasing the number of Common Shares then purchasable under the option; (j) the Board has the right to alter, amend or vary the 2005 Plan without shareholder approval provided that it is of a housekeeping nature (e.g. for the purpose of curing an ambiguity or error in the 2005 Plan or correcting or supplementing the 2005 Plan to remove any inconsistencies), is necessary to comply with regulatory requirements, changes the vesting provisions of an option, changes the termination provisions of an option or the 2005 Plan which does not entail an extension beyond the original expiry date, or amends the 2005 Plan to include a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the maximum number of Common Shares reserved for issuance under the 2005 Plan; (k) notwithstanding the Board's authority to alter, amend or vary the 2005 Plan as set out above, the 2005 Plan may not be amended without the prior approval of Shareholders to provide for: (i) an increase in the maximum number of securities issuable upon the exercise of options granted under the 2005 Plan or the number of securities reserved for issuance under the 2005 Plan; (ii) amendment provisions granting additional powers to the Board to amend the 2005 Plan or outstanding entitlements without approval of Shareholders; (iii) a reduction in the exercise price of options or other entitlements held by Insiders; (iv) an extension to the term of options held by Insiders; or (v) changes to the participation limits of Insiders which result in Shareholder approval being required on

a disinterested basis; and (l) at the discretion of the Board and subject to any applicable laws, the Corporation may provide financial assistance, on such terms and conditions as may be determined by the Board, to assist any optionee in the exercise of options granted under the 2005 Plan.

Shareholders will be asked to pass a resolution, attached hereto as Schedule “A”, at the Meeting to approve an amendment to the 2005 Plan increasing the number of Common Shares reserved for issuance thereunder from 2,500,000 to 5,000,000 Common Shares. The Board of Directors believes that it is in the best interests of the Corporation to approve the amendment to the 2005 Plan. Proxies received in favour of management will be voted FOR the approval of the amendment to the 2005 Plan, unless a Shareholder has specified in the proxy that his, her or its Common Shares are to be voted against the resolution. A majority of the votes cast by Shareholders at the Meeting is required to approve the amendment to the 2005 Plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth as of December 31, 2008, the number of securities to be issued upon exercise of outstanding options, the weighted exercise price of such outstanding options and the number of securities remaining available for future issuance under all equity plans previously approved by the Corporation’s shareholders and all equity plans not approved by the Corporation’s shareholders.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)⁽¹⁾</u>
Equity compensation plans approved by securityholders			
1998 Plan	56,667 Common Shares	\$6.27	Nil
2005 Plan	1,936,817 Common Shares	\$11.40	350,000 Common Shares
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,993,484 Common Shares	\$11.26	350,000 Common Shares

Note:

(1) As at the date of this Circular, options to acquire an aggregate of 54,166 Common Shares remain available for grant under the 2005 Plan.

STATEMENT OF EXECUTIVE COMPENSATION

In this Circular, a “Named Executive Officer” (“NEO”) means: (i) the Corporation’s Chief Executive Officer; (ii) the Corporation’s Chief Financial Officer; (iii) the Corporation’s three most highly compensated executive officers at the end of the financial year ended December 31, 2008; and (iv) each individual other than the Chief Executive Officer and Chief Financial Officer who would be a NEO but for the fact that the individual was neither an executive officer of the Corporation, nor serving in a similar capacity, at the end of the financial year ended December 31, 2008.

For the financial year ended December 31, 2008, the Corporation had five NEOs, namely: (i) John M. Beck, Chairman and Chief Executive Officer; (ii) Scott C. Balfour, President and Chief Financial Officer; (iii) Paul P. Koenderman, Executive Vice President of Aecon and Chief Executive Officer, Aecon Industrial Group; (iv) Teri L. McKibbon, Executive Vice President of Aecon and Chief Executive Officer, Aecon Infrastructure Group; and (v) L. Brian Swartz, Senior Vice President, Legal and Commercial Services and Corporate Secretary.

The objective of the disclosure set out below is to communicate to shareholders the compensation arrangements the Board of Directors intended the Corporation to pay to its NEOs and directors for the financial year ended December 31, 2008, to provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Corporation and to inform shareholders as to how decisions about executive compensation matters relating to the Corporation are made.

Compensation Discussion and Analysis

Composition of the Human Resources and Compensation Committee

As of the date hereof, the Human Resources and Compensation Committee (the “**HRC Committee**”) is comprised of three independent members of the Board of Directors, namely: (i) Robert P. Wildeboer (Chair); (ii) Michael A. Butt; and (iii) the Hon. Brian V. Tobin P.C., none of whom are officers, employees or former officers or employees of the Corporation or any of its affiliates and none of whom are eligible to participate in the Corporation’s executive compensation programs. Mr. Wildeboer is the Vice Chairman of the Corporation.

The mandate of the HRC Committee is to make recommendations to the Board of Directors on all aspects of compensation relating to the Corporation, particularly those regarding executive officers and senior management personnel, including in respect of salary and salary structure for executives and employees, bonus awards, stock option grants, pension and benefit arrangements and incentive plans and policies.

The HRC Committee is responsible for the oversight of the Corporation’s compensation plans, including conducting periodic reviews of the Corporation’s compensation philosophy and developing and fostering a compensation policy that rewards the creation of shareholder value and reflects an appropriate balance between short and long-term performance.

Objectives of Executive Compensation Program and Strategy

Aecon’s executive compensation philosophy is to ensure that total compensation for its NEOs is competitive and directly linked to the performance level of both the individual officer and the Corporation. The objective of the Corporation’s compensation policy is to attract, retain and motivate highly competent individuals who can ensure the current and long-term success of the Corporation. In this regard, the Corporation’s NEO compensation program is, therefore, designed to reward the NEOs for increasing shareholder value, achieving corporate performance that meets pre-defined objective criteria and improving operations and executing on corporate strategy. The same approach is taken by the Corporation with respect to the compensation of management personnel other than the NEOs.

The HRC Committee and the Board of Directors as a whole, working with management, have been successful in assembling an executive team that has driven the growth and success of the Corporation over the past several years. To date, the HRC Committee has not adopted a formal succession planning process for management but has generally attempted to ensure that executive teams are strengthened at both the corporate and divisional level. At the corporate level, the HRC Committee believes that John M. Beck, Chief Executive Officer, is ably backed by a strong second in command in Scott C. Balfour, President and Chief Financial Officer, whose responsibilities have increased over the past several years and are anticipated to continue to increase in future. The Corporation has several operating divisions, each of which is directed by a senior executive officer who functions, in effect, as the president or chief executive of such division. The objective of the Corporation’s decentralized operating structure is to implement and maintain strong operating and executive teams at the divisional level. The HRC Committee believes that the Corporation has made tremendous progress in these areas as evidenced by strong operating results and growth in the Corporation’s key divisions. Further, Aecon has established an executive committee consisting of members of management, headed by the President and including the Chief Executive Officer as well as key divisional and corporate executives, which develops, implements and coordinates corporate goals and strategy.

Elements of Compensation

Total compensation for NEOs consists of four principal components: (i) base salary; (ii) incentive bonus awards based on pre-defined goals and criteria; (iii) equity participation programs; and (iv) pension plan benefits. Each component has a different function, as described in greater detail below, but all elements work together to reward the NEOs appropriately for individual and corporate performance. Base salary generally forms a significant portion of a NEO's total compensation. However, bonus awards and equity based compensation have the potential to be significant elements of a NEO's total compensation as the Corporation's profitability improves or as its stock price appreciates.

In making compensation recommendations to the Board in respect of the Corporation's 2008 financial year, several factors were considered relevant by the HRC Committee, including the financial results achieved by the Corporation and management's performance in achieving goals and targets set by the Corporation from time to time. As well, the Corporation has had bonus and other incentive arrangements in place for several years that have, in the view of the HRC Committee, worked well in meeting the objectives of the Corporation's compensation program in the past and continued to do so in 2008.

There have been no significant changes to the Corporation's compensation policies or practices since the end of the Corporation's most recently completed financial year.

Base Salary

Base salaries are considered an essential element in attracting and retaining the Corporation's senior executives, including the NEOs, and rewarding them for individual and corporate performance. Base salaries for fiscal 2008 were consistent with determinations made in previous years and were determined based on the skill, ability and experience of the individual executive, the need to attract and retain executives and recommended base salary ranges applicable to executive positions (from time to time, as appropriate, the HRC Committee has engaged third party compensation experts as an additional source of information in making its compensation recommendations, although it did not do so in 2008). As most construction companies comparable to the Corporation are privately owned or are divisions of large public companies, there is limited comparative compensation information available to the HRC Committee and the Board in order to assist in determining levels of compensation for the Corporation's NEOs. Notwithstanding the foregoing, the HRC Committee believes that the base salaries of the NEOs are competitive with industry norms and consistent with public companies having comparable revenues to that of the Corporation. In 2009, consistent with the HRC Committee's compensation philosophy, base salary increases for senior executives were limited to two percent. The HRC Committee's executive compensation philosophy has generally been to set base salaries slightly below the average for comparable positions in comparable companies and to structure performance related compensation in a manner that allows executives to increase their compensation, through superior performance, to a level above the average paid at comparable companies.

Bonus Awards

The Corporation's short-term incentive plan ("STIP") has been in place for several years and provides NEOs with the opportunity to receive annual cash bonuses based on individual and corporate performance over the past fiscal year. STIP targets were set by the Board in early 2008 following a detailed review of budgets and business plans by the Board of Directors. The Board undertakes such review on an annual basis early in each fiscal year. Aecon's STIP is designed to reward exceptional individual and corporate performance and the HRC Committee is of the view that the Corporation's results for fiscal 2008 constitute excellent performance for both the Corporation and its Shareholders. The financial results achieved in fiscal 2008 substantially exceeded the targets determined for management by the Board at the beginning of the year. The Board ensures that management is informed at the time that targets are determined that incentive payments are primarily driven by the extent to which such targets are achieved or exceeded by management. The determination of the amount of an STIP award to any one NEO in a given financial year takes into consideration the Corporation's overall STIP allocation for key senior executives.

Equity Participation Programs

A critical element of executive compensation is direct or indirect equity participation by senior executives of the Corporation. The HRC Committee believes that executives must be motivated not only to increase corporate profits, but also the Corporation's share price over the long-term for the benefit of Shareholders. Senior executives are encouraged to own a significant number of Common Shares. The Chief Executive Officer and President of the Corporation each have substantial shareholdings in the Corporation.

Long-term incentive compensation for senior executives (including the NEOs) is provided through the Corporation's long term incentive plan ("LTIP") and through stock option grants under the 2005 Plan, each as more fully described below.

Long Term Incentive Plan

In 2006, Aecon commenced granting awards under its LTIP designed both to focus senior executives on the long-term financial performance of the Corporation and to serve as a retention tool for select executives by providing a financial disincentive for LTIP participants to leave the Corporation prematurely. The LTIP was continued in 2008.

The LTIP, which is open only to a limited number of select executives of the Corporation, is funded based on Aecon's financial performance over a rolling three-year period and awards are made in the form of deferred or restricted Common Shares (commonly referred to as "**phantom shares**"). A significant portion of the awards do not vest until retirement with the balance of any such awards vesting thereafter over a three-year period. LTIP awards are forfeited if the executive resigns from his or her employment with Aecon.

Due to the phantom share nature of the LTIP awards, Aecon funds a trust account (the "**Trust**") designed to eliminate the financial risk to Aecon associated with share price appreciation between the time of grant of the award and the time of vesting. At the end of fiscal 2008, the Trust held 697,543 Common Shares. All Common Shares held by the Trust were purchased in the market by the Trustee.

Stock Option Plan

The HRC Committee believes that incentive compensation in the form of stock option grants has been beneficial and is necessary to attract and retain both senior executives and managerial talent at other levels given that such individuals could earn significantly greater compensation at other companies. The HRC Committee approved new stock option grants in 2008 to certain senior executives and officers, further to the objectives described herein.

Option awards are discretionary, as recommended by the HRC Committee to the Board of Directors. Any executive may request consideration for an option grant. The Chief Executive Officer or President have requested in the past and may request in the future that options be granted to senior executives, other executives, non-executives or new hires. The HRC Committee may consider a variety of factors in exercising its discretion, including, without limitation, the compensation philosophy and practices of the Corporation as described herein, individual or collective management performance, level of responsibility of the individual, industry compensation practices, previous grants of options and general compensation trends.

For additional details regarding the 2005 Plan, see "Matters to be Acted Upon at the Meeting – Approval of Amendment to Stock Option Plan".

Pension Plan Benefits

Upon recommendation of the HRC Committee at the time, the Corporation established a pension plan in 2001 for John M. Beck, Chief Executive Officer, to reflect current executive compensation trends, as a reward for over 40 years of service with the Corporation and its predecessors and as an incentive for future long-term involvement with the Corporation. Entitlements under the plan are based on length of service from the date the plan was established and Mr. Beck's final average earnings at the time he retires. Based on the foregoing, Mr. Beck's

maximum pension entitlement at time of retirement, assuming a retirement age of 67, would be an amount equal to approximately 40% to 45% of final average earnings (excluding bonus).

Compensation Review

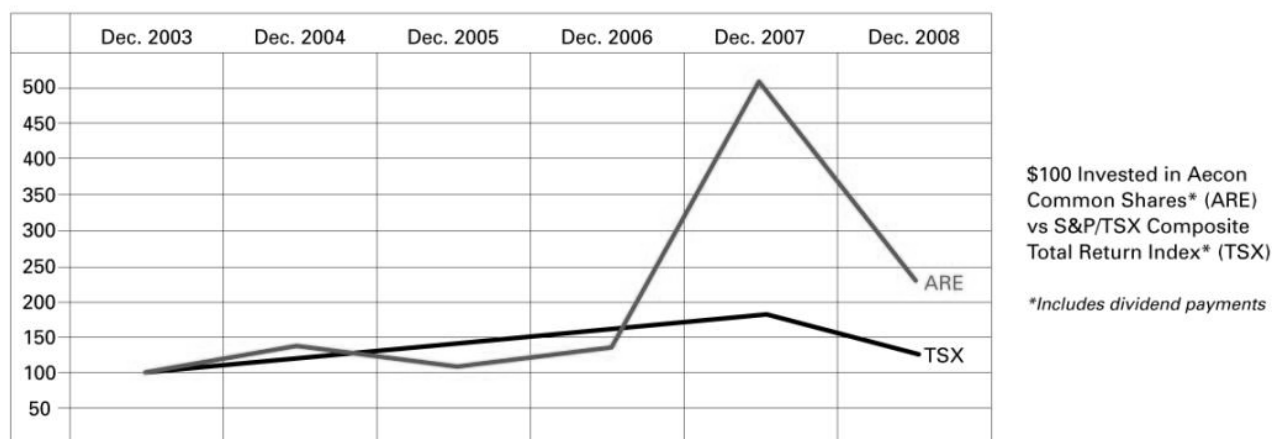
The Corporation believes that it has assembled an excellent management team.

The HRC Committee met frequently over the past several years to review executive compensation matters and the performance of its senior executive team. While the HRC Committee does not determine annually the specific amount of bonus for each NEO, it is its view that tying bonus payments to STIP or LTIP targets, together with discretionary equity awards, accurately reflects the executive's performance during the year. In making its determinations in negotiating employment contracts and in making bonus and equity participation decisions, the HRC Committee considers the skill, ability and experience of each individual executive and has relied in the past on, among other things, third party research, analysis of compensation surveys, first-hand knowledge of compensation levels and practices in the construction industry and interviews with management. The HRC Committee has concluded, after a review of industry and company-specific related criteria, that members of Aecon's senior executive team have performed exceptionally well individually and that Aecon has performed very well operationally, strategically and reputationally over the past several years and has consistently achieved corporate goals and business objectives approved by the Board of Directors.

Performance Graph

The following graph compares the cumulative shareholder return for \$100 invested in Common Shares against the cumulative return for \$100 on the S&P/TSX Composite Total Return Index for the five-year period from January 1, 2004 to December 31, 2008.

Five-Year Cumulative Return



	<u>Dec. 31, 2003</u>	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>	<u>Dec. 31, 2006</u>	<u>Dec. 31, 2007</u>	<u>Dec. 31, 2008</u>
Aecon ⁽¹⁾	\$100	\$143.67	\$115.72	\$140.83	\$504.80	\$244.98
S&P/TSX Total Return Index ⁽¹⁾	\$100	\$114.48	\$142.10	\$166.63	\$183.01	\$122.61

Note:

- (1) Includes share price plus dividends, if any. The closing price of the Common Shares on the TSX on December 31, 2008 was \$11.00. All share prices for the above table were obtained from the records of the TSX.

Summary Compensation Table

The following table sets forth the details regarding compensation earned by each NEO in the financial year ended December 31, 2008.

Financial Year Ended December 31, 2008

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Share- Based Awards⁽¹⁾</u>	<u>Option- Based Awards⁽²⁾</u>	<u>Non-Equity Incentive Plan Compensation</u>		<u>Pension Value</u>	<u>All Other Compensation⁽⁴⁾</u>	<u>Total Compensation</u>
					<u>Annual Incentive Plans⁽³⁾</u>	<u>Long- Term Incentive Plans</u>			
		<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>
John M. Beck, Chairman and Chief Executive Officer	2008	515,732	384,670	302,250	997,088	N/A	343,970 ⁽⁵⁾	32,239.64	2,575,949.64
Scott C. Balfour, President and Chief Financial Officer	2008	454,667	384,670	302,250	879,028	N/A	21,000	69,790.53	2,111,405.53
Paul P. Koenderman Executive Vice President, Aecon and CEO, Aecon Industrial Group	2008	329,681	103,565	302,250	1,249,674	N/A	10,500	34,202.07	2,029,872.07
Teri L. McKibbin Executive Vice President, Aecon and CEO, Aecon Infrastructure Group	2008	377,500	436,720	302,250	585,090	N/A	10,500	32,071.80	1,744,131.80
L. Brian Swartz Senior Vice President, Legal and Commercial Services and Corporate Secretary	2008	256,563	96,168	151,250	245,532	N/A	10,500	32,700.58	792,713.58

Notes:

- (1) Share-based awards reflect amounts awarded under the Corporation's LTIP. See "Statement of Executive Compensation – Compensation Discussion and Analysis" for additional information.
- (2) On August 5, 2008, the NEOs were granted an aggregate of 450,000 options under the 2005 Plan. The Corporation has adopted fair value accounting for options granted under the 1998 Plan and the 2005 Plan using the Black-Scholes fair value option pricing method. For additional detail please see Note 16 to the Corporation's annual audited financial statements for the year ended December 31, 2008 filed under the Corporation's SEDAR profile at www.sedar.com.
- (3) Bonus amounts for 2008 performance were paid at the end of the first quarter of fiscal 2009.
- (4) All other compensation includes amounts such as taxable auto benefits (including vehicle allowance), employer contribution to employee share purchase plan, share units issued as a result of dividends under the LTIP and taxable benefits from the defined contribution Supplemental Executive Retirement Plan ("SERP").
- (5) Mr. Beck's pension value includes a \$333,470 compensatory change under his defined benefit SERP.

Narrative Discussion

The options granted to NEOs during the financial year ended December 31, 2008 were granted at an exercise price equal to the five-day volume weighted average trading price of the Common Shares on the TSX on the date of grant. There can be no guarantee that these options will be exercised by the NEOs resulting in a benefit to them, notwithstanding the value attributed to them in the above table.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the details regarding the incentive plan awards for each NEO outstanding as of December 31, 2008.

<u>Name</u>	<u>Option-Based Awards</u>				<u>Share-Based Awards</u>	
	<u>Number of Securities Underlying Unexercised Options</u>	<u>Option Exercise Price</u>	<u>Option Expiration Date</u>	<u>Value of Unexercised in-the-money Options⁽¹⁾</u>	<u>Number of Shares or Units of Shares That Have Not Vested</u>	<u>Market or Payout Value of Share-Based Awards That Have Not Vested</u>
	(#)	(\$)		(\$)	(#)	(\$)
John M. Beck	100,000	6.25	March 27, 2011	475,000	102,472	1,127,190.15
	100,000	14.95	August 5, 2013	Nil		
Scott C. Balfour	100,000	6.25	March 27, 2011	475,000	75,739	833,130.07
	100,000	14.95	August 5, 2013	Nil		
Paul P. Koenderman	100,000	14.95	August 5, 2013	Nil	33,380	367,181.49
Teri L. McKibbin	50,000	5.51	November 7, 2010	274,500	59,539	654,925.88
	100,000	14.95	August 5, 2013	Nil		
L. Brian Swartz	50,000	14.95	August 5, 2013	Nil	28,206	310,267.40

Note:

(1) On December 31, 2008, the closing price of the Common Shares on the TSX was \$11.00.

Value Vested or Earned During the Financial Year Ended December 31, 2008

The following table sets forth the details regarding the value vested or earned of incentive plan awards for each NEO for the financial year ended December 31, 2008.

<u>Name</u>	<u>Option-Based Awards – Value Vested During the Year⁽¹⁾</u>	<u>Share-Based Awards – Value Vested During the Year⁽²⁾</u>	<u>Non-Equity Incentive Plan Compensation – Value Earned During the Year⁽³⁾</u>
	(\$)	(\$)	(\$)
John M. Beck	300,250	Nil	997,088
Scott C. Balfour	300,250	Nil	879,028
Paul P. Koenderman	Nil	Nil	1,249,674
Teri L. McKibbin	43,831	Nil	585,090
L. Brian Swartz	Nil	Nil	245,532

Notes:

- (1) The aggregate dollar value of options that vested during 2008 is calculated by using the closing market price of the underlying securities at the date of vesting and the exercise price of the stock options.
- (2) No share-based awards under the LTIP vested during the financial year ended December 31, 2008 for any of the NEOs.
- (3) The values set out in the table represent payments under the Corporation's STIP. See "Statement of Executive Compensation – Compensation Discussion and Analysis" for additional information.

Pension Plan Benefits

Defined Benefit Pension Plan

The following table sets forth the details of the defined benefit pension plan for each NEO, where applicable.

<u>Name</u>	<u>Number of Years Credited Service</u>	<u>Annual Benefits Payable</u>		<u>Accrued Obligation at Start of Year</u>	<u>Compensatory Change</u>	<u>Non-Compensatory Change</u>	<u>Accrued Obligation at Year End</u>
		At Year End	At Age 65				
	(#)	(\$)		(\$)	(\$)	(\$)	(\$)
John M. Beck	23.67	226,625	N/A	2,567,757	333,470	(250,703)	2,650,524

Defined Contribution Pension Plan

The following table sets forth the details of the defined contribution pension plan for each NEO.

<u>Name</u>	<u>Accumulated Value at Start of Year</u>	<u>Compensatory</u>	<u>Non-Compensatory</u>	<u>Accumulated Value at Year End</u>
	(\$)	(\$)	(\$)	(\$)
John M. Beck	371,401.92	10,500	10,500	344,579.47
Scott C. Balfour	309,952.53	21,000	Nil	258,138.46
Paul P. Koenderman	110,411.25	10,500	10,500	99,393.44
Teri L. McKibbon	278,164.51	10,500	10,500	268,212.68
L. Brian Swartz	207,726.22	10,500	10,500	183,097.29

Termination and Change of Control Benefits

The Corporation has entered into employment agreements with each of John M. Beck, Chairman and Chief Executive Officer; Scott C. Balfour, President and Chief Financial Officer; Paul P. Koenderman, Executive Vice President of Aecon and Chief Executive Officer of Aecon Industrial Group; Teri L. McKibbon, Executive Vice President of Aecon and Chief Executive Officer, Aecon Infrastructure Group; and L. Brian Swartz, Senior Vice President, Legal and Commercial Services and Corporate Secretary.

The agreements with Mr. Beck and Mr. Balfour came into effect on December 31, 1999 and September 1, 2005 respectively. The agreements set out such officers' duties and responsibilities, as well as annual compensation, benefits and incentives. Mr. Beck and Mr. Balfour's agreements include non-solicitation provisions ending two years and 36 months from termination, respectively, as well as confidentiality provisions that extend beyond expiration. The agreements also provide for a severance payment equal to 36 months base salary at the then prevailing rate plus a pro-rata bonus payment, in the event of permanent disability, death or termination of employment by the Corporation, if without cause. Similarly, in the event of a change of control of the Corporation, if such executives are dismissed or resign during the ensuing 12 months, such executives are entitled to payments in the amount of 36 months salary and bonus and the continuation of all benefits for a period of 36 months.

The agreement with Mr. Koenderman came into effect on April 1, 2003. The agreement sets out Mr. Koenderman's duties and responsibilities and annual compensation, benefits and incentives. The agreement provides for a severance payment in the event of termination without just cause in the form of a continuation of salary and benefits and bi-monthly payments of one twenty-fourth (1/24) of the average cash incentive paid over the previous three years, all for a period of 12 months, subject to any greater entitlement under Ontario law. In the event that a third party or group acquires a controlling interest in the Corporation, Mr. Koenderman may elect, if he resigns or is dismissed, to receive a lump sum payment equal to 12 months salary plus the average cash incentive paid over the previous three fiscal years, without continuation of benefits.

The agreement with Mr. McKibbon came into effect on November 1, 2005 upon his appointment to the position of President, Aecon Civil and Utilities Group, and supersedes his original employment agreement dated May 13, 1996. The agreement sets out Mr. McKibbon's duties and responsibilities as well as annual compensation, benefits and incentives. The agreement includes non-solicitation and non-competition provisions ending 18 months following termination of employment as well as confidentiality provisions that extend beyond expiration. The agreement provides for a severance payment in the event of termination without just cause in the form of a continuation of salary and benefits including pension plan contributions for a period of three months, plus one month per year of service to a maximum of 18 months, subject to any greater entitlement under Ontario law.

The agreement with Mr. Swartz came into effect in April 2000, and supersedes his original employment agreement dated November 10, 1999. The agreement sets out Mr. Swartz's duties and responsibilities as well as annual compensation, benefits and incentives. The agreement includes non-solicitation provisions ending 18 months from termination as well as confidentiality provisions that extend beyond expiration. The agreement provides for a severance payment in the event of termination without just cause in the form of a continuation of salary and benefits including pension plan contributions for a period of 18 months.

Director Compensation

The following table sets forth the details regarding compensation paid to the Corporation's non-management directors during the financial year ended December 31, 2008. As Mr. Franceschini was appointed to the Board on March 3, 2009 and Mr. Hole was appointed to the Board on April 1, 2009, neither earned any fees or compensation from the Corporation for the financial year ended December 31, 2008 and are therefore omitted from the below tables.

<u>Name⁽¹⁾</u>	<u>Fees Earned</u>	<u>Share-Based Awards</u>	<u>Option-Based Awards⁽²⁾</u>	<u>Non-Equity Incentive Plan Compensation</u>	<u>Pension Value</u>	<u>All Other Compensation</u>	<u>Total</u>
	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>
Austin C. Beutel	68,250	Nil	302,250	Nil	Nil	Nil	370,500
Michael A. Butt	87,000	Nil	302,250	Nil	Nil	Nil	389,250
Rolf Kindbom	65,000	Nil	302,250	Nil	Nil	Nil	367,250
The Hon. Brian V. Tobin, P.C.	80,000	Nil	302,250	Nil	Nil	Nil	382,250
Robert P. Wildeboer	87,000	Nil	302,250	Nil	Nil	Nil	389,250

Notes:

- (1) John M. Beck and Scott C. Balfour are NEOs and as such, compensation as a director of the Corporation for each of them is included in the column entitled "Total Compensation" under the heading "Summary Compensation Table".
- (2) On August 5, 2008, certain senior officers and directors were granted options under the 2005 Plan. The Corporation has adopted fair value accounting for options granted under the 1998 Plan and the 2005 Plan using the Black-Scholes fair value option pricing method. For additional detail please see Note 16 to the Corporation's annual audited financial statements for the year ended December 31, 2008 filed under the Corporation's SEDAR profile at www.sedar.com.

The following table sets forth the breakdown of the non-management directors' fees earned for the financial year ended December 31, 2008.

<u>Name</u>	<u>Board Annual Retainer</u>	<u>Board/Committee Chair Retainer</u>	<u>Aggregate Board Attendance Fee</u>	<u>Aggregate Committee Attendance Fee</u>	<u>Total</u>
	(\$)	(\$)	(\$)	(\$)	(\$)
Scott C. Balfour ⁽¹⁾	Nil	Nil	Nil	Nil	Nil
John M. Beck ⁽¹⁾	Nil	Nil	Nil	Nil	Nil
Austin C. Beutel	50,000	4,000	11,250	3,000	68,250
Michael A. Butt	50,000	10,000	15,000	12,000	87,000
Rolf Kindbom	50,000	Nil	15,000	Nil	65,000
The Hon. Brian V. Tobin, P.C.	50,000	6,000	15,000	9,000	80,000
Robert P. Wildeboer	50,000	16,000 ⁽²⁾	15,000	6,000	87,000

Notes:

- (1) As management members of the Board of Directors, Mr. Balfour and Mr. Beck do not receive fees in respect of their participation in Board meetings.
- (2) Includes \$10,000 as a retainer for serving as Vice Chairman of the Corporation.

Narrative Discussion

Each non-management director of the Corporation is remunerated at the rate of \$50,000 per annum and receives \$1,500 for each meeting of the Board attended in person and \$750 for each meeting attended by telephone. Chairmen of committees of the Board are entitled to a further \$6,000 per annum and all committee members receive \$4,000 per annum. The Chair and each committee member receives \$1,500 per committee meeting attended. Non-management directors do not receive share-based compensation but from time to time, upon recommendation of the HRC Committee, they may be granted stock options as set out herein.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the details regarding the option-based incentive plan awards for each non-management director of the Corporation outstanding as of December 31, 2008. The non-management directors of the Corporation do not participate in any share-based incentive plan award programs of the Corporation.

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options</u>	<u>Option Exercise Price</u>	<u>Option Expiration Date</u>	<u>Value of Unexercised in- the-money Options⁽¹⁾</u>
	<u>(#)</u>	<u>(\$)</u>		<u>(\$)</u>
Austin C. Beutel	50,000	6.25	March 27, 2011	237,500
	100,000	14.95	August 5, 2013	Nil
Michael A. Butt	90,000	6.25	March 27, 2011	427,500
	100,000	14.95	August 5, 2013	Nil
Rolf Kindbom	79,000	6.25	March 27, 2011	375,250
	100,000	14.95	August 5, 2013	Nil
The Hon. Brian V. Tobin, P.C.	51,150	6.25	March 27, 2011	242,963
	100,000	14.95	August 5, 2013	Nil
Robert P. Wildeboer	100,000	6.25	March 27, 2011	475,000
	100,000	14.95	August 5, 2013	Nil

Notes:

(1) On December 31, 2008, the closing price of the Common Shares on the Toronto Stock Exchange was \$11.00.

Narrative Discussion

Each director of the Corporation is eligible to participate in the 2005 Plan. Option grants for directors are approved by the Board based on the recommendations of the HRC Committee. The number of stock options granted is based on competitive and market conditions, including based on a comparison of option grants to directors of other corporations of comparable market capitalization to the Corporation. When determining whether and how many new option grants will be made, the HRC Committee takes into account the amount and terms of any outstanding options. The Corporation requires that each director hold no less than 10,000 Common Shares and each director is in compliance with this policy.

Value Vested or Earned During the Financial Year Ended December 31, 2008

The following table sets forth the details regarding the value vested or earned of incentive plan awards for each non-management director of the Corporation for the financial year ended December 31, 2008.

<u>Name</u>	<u>Option-Based Awards – Value Vested During the Year⁽¹⁾</u>	<u>Non-Equity Incentive Plan Compensation – Value Earned During the Year</u>
	<u>(\$)</u>	<u>(\$)</u>
Austin C. Beutel	300,250 ⁽²⁾	Nil
Michael A. Butt	300,250 ⁽²⁾	Nil
Rolf Kindbom	300,250 ⁽²⁾	Nil
The Hon. Brian V. Tobin, P.C.	300,250 ⁽²⁾	Nil
Robert P. Wildeboer	300,250 ⁽²⁾	Nil

Notes:

- (1) The aggregate dollar value of options that vested during 2008 is calculated by using the closing market price of the underlying securities at the date of vesting and the exercise price of the stock options.
- (2) Each of the listed directors had an aggregate of 25,000 options vest on March 27, 2008 and an additional 25,000 options on August 5, 2008. The closing price of the Common Shares on the TSX on March 27, 2008 was \$18.26 and on August 5, 2008 was \$14.20. On December 31, 2008 the closing price on the Common Shares on the TSX was \$11.00 which would effectively lower the value stated in the above table.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed below, no informed person (as such term is defined in National Instrument 51-102 – “Continuous Disclosure Obligations”) of the Corporation, nominee for election as a director of the Corporation or, to the knowledge of the directors and executive officers of the Corporation, their respective associates or affiliates, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

J.D. Hole was appointed to the Board on April 1, 2009 following completion of the Lockerbie Acquisition. Prior to the completion of the Lockerbie Acquisition, Mr. Hole was a director and chairman of the board of Lockerbie.

In the last financial year, the Corporation obtained legal services relating to securities and corporate/commercial matters from Wildeboer Dellelce, LLP. Mr. Wildeboer, the Vice Chairman of the Board of Directors of the Corporation, was a founding partner of that firm but is no longer a partner (but is still “counsel to Wildeboer Dellelce LLP”) and has no current equity interest or profit participation in the firm.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed in this Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year, no proposed nominee for election as a director of the Corporation nor any associate or affiliate of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than directors and executive officers of the Corporation having an interest in the resolution regarding the approval of an amendment to the 2005 Plan as such persons are eligible to participate in such plan.

CORPORATE GOVERNANCE MATTERS

The Board of Directors is committed to fostering a healthy governance culture at the Corporation. The Corporation believes that such culture requires that directors be informed of both internal corporate and external developments that may affect the business and affairs of the Corporation and that an atmosphere of open communication, trust, candour, healthy debate and constructive dissent be part of the corporate decision making and directorial oversight process. Mere formulaic or structural approaches to corporate governance issues such as tests of independence, numerical guidelines for outside directors, number of directors, director age, number of committees, director incentive programs, number of formal meetings and similar requirements may not themselves be adequate. In some cases, they are not sufficiently comprehensive in ensuring that the Board of Directors of a public corporation fulfills its mandate of properly supervising the management of the Corporation, addressing potential conflict of interest situations and, in general, representing the interests of shareholders in encouraging good and proper corporate performance. Directors have statutory and fiduciary obligations to act honestly and in good faith with a view to the best interests of the Corporation. They also have a duty of care in making decisions, including a duty to be properly informed so they can perform the tasks their position entails. The Board of Directors demands that these standards be met by its members at all times.

The Corporation's corporate governance practices have attempted to ensure that the business and affairs of the Corporation are effectively managed so as to promote and enhance shareholder value. The Board of Directors has historically been actively involved in many aspects of the Corporation's business, a trend that continued throughout 2008. Management has been able to draw assistance from individual Board members, as well as seek advice from the Board of Directors as a whole, when appropriate.

Over the past several years, both management and the Board of Directors have closely monitored and, where appropriate, responded to Canadian regulatory developments aimed at improving corporate governance, increasing corporate and individual accountability as well as maximizing the transparency of public company disclosure.

National Instrument 58-101 – “Disclosure of Corporate Governance Practices” (“**NI 58-101**”) and National Policy 58-201 – “Corporate Governance Guidelines” (“**NP 58-201**”) set out a series of guidelines for effective corporate governance (collectively, the “**CSA Guidelines**”). Each reporting issuer, including the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The Corporation's annual disclosure of its corporate governance practices in accordance with Form 58-101F1 – “Corporate Governance Disclosure” under NI 58-101 is attached to this Circular as Appendix 1.

The Corporation is also subject to the requirements of Canadian provincial securities legislation, including those relating to the certification of financial and other information by the Corporation's chief executive officer and chief financial officer; oversight of the Corporation's external independent auditors; enhanced independence criteria for Audit Committee members; the pre-approval of permissible non-audit services to be performed by the Corporation's external independent auditors; and the establishment of procedures for the anonymous submission of employee complaints regarding the Corporation's accounting practices (the “**Whistle-Blower Policy**”). In its consideration of evolving best practices in corporate governance matters, over the past several years, among other matters discussed below and in Appendix 3, the Corporation has: (i) adopted and/or updated a broad range of corporate policies including a code of conduct regarding specified employee behaviour (the “**Code of Conduct**”); (ii) placed a significant emphasis on training employees (both new and existing) about their obligations under key corporate policies; (iii) adopted a complaint and submission procedure to the Audit Committee for employee complaints regarding the Corporation's accounting practices; (iv) established policies and procedures for Audit Committee pre-approval of services provided by the Corporation's external independent auditor; (v) established a formal Disclosure Committee that meets at least quarterly (see “Shareholder Feedback and Communication” for additional information); (vi) established a Bill 198 Steering Committee and project implementation team; (vii) created an internal audit department (see “Shareholder Feedback and Communication” for additional information); (viii) established an International Financial Reporting Standards (“**IFRS**”) Steering Committee and implementation team; (ix) adopted a mandate for the Board of Directors; (x) adopted formal mandates for the Chair of each Board committee; and (xi) proposed for the Meeting the election of directors on an individual basis rather than pursuant to “slate” voting as with previous annual meetings of shareholders.

Code of Conduct and Whistle Blower Policy

The Corporation first adopted a Code of Conduct in 2002 to guide behaviour related to company business and to ensure that Aecon maintains the standard of a highly ethical and professional public corporation. The Code of Conduct supports Aecon's corporate values, specifically to "preserve the highest standards of honesty, integrity and business ethics; promote equality of opportunity and cultural diversity within the Corporation; ensure safety in all our activities; foster protection of the environment; and maintain an open, empowering and rewarding workplace". The Code of Conduct was subsequently updated in January 2008 and employee training sessions are regularly held to remind employees of their key obligations. The Code of Conduct is available under the Corporation's SEDAR profile at www.sedar.com.

In May 2005, the Corporation approved the Whistle Blower Policy in light of its continued commitment to honesty and integrity in the conduct of its business. The Whistle Blower Policy was last updated on December 1, 2008 and is available under the Corporation's SEDAR profile at www.sedar.com. For additional information, please see "Culture of Integrity" set out in the Board of Directors Mandate attached hereto as Appendix 3. To reinforce the importance of ethical behaviour and enhance internal controls, in April 2009 the Corporation introduced a "Reporting Internal Suspicions of Fraud Policy".

Management, under the direction of the Board of Directors, has undertaken a number of initiatives to promote ethical behaviour by its employees including email updates regarding key policies, new employee seminars on key corporate policies (including the Code of Conduct and Whistle-Blower Policy) and holding an annual company-wide Safety Day. First introduced in October 2005, to reinforce to all employees, clients and stakeholders the importance of safety as a core value of the Corporation, Safety Day is a company-wide event in which all employees of the Corporation listen to a "tool box" talk on safety issues and are reminded of the importance of safety in their day to day activities.

The Disclosure Committee meets at least quarterly and more often if required to discuss disclosure issues. The quarterly meeting typically involves a page by page review of the applicable management's discussion and analysis and financial statements and is attended by members of both the Disclosure Committee and senior members of the Corporation's finance department who are responsible for the preparation of the documents. The final documents filed under the Corporation's SEDAR profile reflect the consensus of such meeting. See "Shareholder Feedback and Communication" for additional information.

Mandate of the Board of Directors

The mandate of the Board of Directors is to supervise the management of the business and affairs of the Corporation by its executive officers and includes, without limitation, the following duties and responsibilities:

1. ensuring a culture of integrity at the Corporation;
2. approving and monitoring the Corporation's overall strategy;
3. reviewing and approving strategic investments, acquisition opportunities, divestitures and alliances;
4. assessing and managing the principal risks inherent to the business of the Corporation;
5. overseeing and reviewing the Corporation's communication and public disclosure policies and practices;
6. approving the Corporation's internal controls and reviewing and assessing their integrity and effectiveness;
7. overseeing the Corporation's financial reporting policies and procedures;
8. reviewing and monitoring the corporate governance policies and practices of the Corporation;
9. overseeing the performance of the Chief Executive Officer and senior management and establishing their annual performance expectations, corporate goals and objectives (including setting appropriate compensation and benefits) and monitoring progress against expectations; and

10. overseeing the creation and implementation of appropriate succession plans for senior management.

A copy of the Board of Directors Mandate is attached hereto as Appendix 3.

Composition of the Board of Directors

The Board of Directors is currently comprised of ten members. The directors of the Corporation include community and business leaders active at the local, national and international level who provide a depth and range of experience. Please see the biographical sketches of individual directors under “Election of Directors”. The Board of Directors has determined that following the Meeting, six out of nine or approximately 66.7 % of the directors will be considered “independent” under the CSA Guidelines. The directors who are considered independent are Messrs. Beutel, Butt, Franceschini, Kindbom, Tobin and Wildeboer. Messrs. Balfour and Beck are not independent of the Corporation as they are members of management of the Corporation and Mr. Hole is not independent of the Corporation as he is and has been in the last three financial years of the Corporation the Chairman of Lockerbie, which became a wholly-owned subsidiary of the Corporation as of April 1, 2009. In prior years, Mr. Kindbom was not considered independent of the Corporation by virtue of a consulting relationship between the Corporation and Kindbom Consulting Inc., a company in which Mr. Kindbom is the President; however as a result of the termination of such consulting relationship in fiscal 2008, the Board of Directors now considers Mr. Kindbom to be independent within the meaning of the CSA Guidelines. To assist the Board of Directors with its determination as to independence of its members, all directors annually complete a detailed questionnaire about their business relationships. The Board of Directors believes that a sufficient number of directors are independent of the Corporation, as no material corporate decision requiring director approval can be passed without the approval of the independent directors. Notwithstanding that certain directors of the Corporation are not “independent” within the meaning of the CSA Guidelines, the Board believes that such status does not preclude such directors from exercising independent judgement with a view to the best interests of the Corporation. In addition, both the Audit Committee and the HRC Committee are comprised entirely of independent directors. See “Board Committees” below.

Board Committees

The Board of Directors has established two standing committees of directors: the HRC Committee and the Audit Committee. All members of each of the Board’s committees, including the respective Chairmen, are “independent” within the meaning of National Instrument 52-110 – “Audit Committees” (“**NI 52-110**”) and, consequently, within the meaning of the CSA Guidelines. In addition, as part of its ongoing efforts to maintain high standards of corporate governance, in 2007 the Board approved and adopted written mandates for the Chairman of the Board of Directors (attached as Appendix 4 to this Circular) and for each committee chair (attached to this Circular as Appendix 5). From time to time, special committees of the Board of Directors may be and have been appointed to consider special issues and in particular, any issues that may involve related party transactions. It should also be noted that individual directors may retain outside advisors at the Corporation’s expense in appropriate circumstances and with the approval of the Audit Committee. No material corporate decision or decision involving a potential conflict of interest can be approved by the Board without the approval of the independent directors.

Human Resources and Compensation Committee

The HRC Committee’s mandate is to oversee the Corporation’s overall corporate policy with respect to compensation and benefits and make recommendations to the Board of Directors on, among other things, the compensation of senior management. In assessing compensation issues, the HRC Committee reviews and examines in detail the performance of senior management. See “Statement of Executive Compensation” for additional information.

The HRC Committee is currently comprised of Robert P. Wildeboer (Chair), Michael A. Butt and the Hon. Brian V. Tobin, P.C., all of whom are considered to be “independent” of the Corporation as determined under the CSA Guidelines. None of the members of the HRC Committee is an officer, employee or former officer of the Corporation or any of its affiliates or is eligible to participate in the Corporation’s executive compensation programs. Members of the HRC Committee are required to be independent. The Chief Executive Officer of the Corporation does not participate in the selection of members of the HRC Committee.

Current members of the HRC Committee are all senior business leaders and executives with several years of compensation and human resources experience. Accordingly, the Board of Directors believes that the members of the HRC Committee, collectively, have the knowledge, experience and background to fulfill its mandate.

The HRC Committee met four times in fiscal 2008. The HRC Committee meets without the presence of directors who are not independent of the Corporation and without the presence of management.

Audit Committee

The Audit Committee is currently composed of Michael A. Butt (Chair), Austin C. Beutel and the Hon. Brian V. Tobin, P.C., all of whom are considered to be “independent” and “financially literate” within the meaning of NI 52-110. The Corporation believes the oversight function of the Audit Committee provides a key stewardship role in the Corporation’s financial disclosure issues, internal controls, risk management, corporate finance and related matters.

In reviewing the audited financial statements of the Corporation, the Audit Committee discusses the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosure in the financial statements. In addition, the Audit Committee discusses with the Corporation’s independent external auditors the overall scope and plans for their audit. The Audit Committee meets with the auditors, with and without management present, to discuss the results of their examination and the overall quality of the Corporation’s financial reporting. At least once per quarter, the members of the Audit Committee and other independent members of the Board meet with the auditors to discuss relevant issues. Neither the Board members who are part of management nor the Corporate Secretary participate in these meetings. The Audit Committee also carefully reviews evolving audit committee regulations and best practices to ensure corporate alignment with the spirit and intent of such regulations and practices.

The Audit Committee met four times in fiscal 2008. The Audit Committee meets once per quarter before regularly scheduled Board meetings. The Audit Committee meets without the presence of directors who are not independent of the Corporation and without the presence of management.

The Audit Committee Charter is attached as Appendix 2 to this Circular. For additional information regarding the Audit Committee, please see the Corporation’s annual information form dated March 30, 2009 for the year ended December 31, 2008 under the Corporation’s SEDAR profile at www.sedar.com.

Nomination of Directors

Given the size of the Board and the qualifications and experience of its members, the Board does not currently have a separate nominating committee. Although no formal process has been adopted, the Board has historically delegated the identification of new members to the Chairman and Vice Chairman. All members of the Board and senior management are encouraged to put forth candidates for the Chairman and Vice Chairman to consider. Once candidates have been identified and interest level gauged, the entire Board discusses, both formally and informally, the suitability of a particular candidate. In light of the size of the current Board, its qualifications, the Board’s assessment of the effectiveness of the current process and the need to balance the substantial and escalating costs of corporate governance, Aecon has no current plans to create a separate nominating committee.

Orientation of New Directors and Continuing Education

The Board of Directors is responsible for the orientation and education of new recruits to the Board and all new directors are provided with a directors’ orientation manual which includes the directors’ and officers’ insurance policies maintained by the Corporation, a copy of key corporate policies, the Corporation’s most recent significant public disclosure documents and the current business plan. Prior to or shortly after joining the Board, each new director will meet with the Chairman, the Vice Chairman, the Chief Executive Officer and the Chief Financial Officer of the Corporation. Each individual is responsible for outlining the business and prospects of the Corporation, both positive and negative, with a view to ensuring that the new director is properly informed to commence his or her duties as a director. In addition, new directors are entitled to hold exclusive meetings with management in order to familiarize themselves with Aecon. Each new director will also be given the opportunity to meet with the Corporation’s independent external auditors and legal counsel to the Corporation.

Members of the Board of Directors are regularly updated by management on the Corporation's activities and operations. There are a significant number of committee and Board meetings, both on a formal and informal basis. Historically, topics for presentation and discussion included, among others, financial and operational reviews; overviews of legal and safety matters; acquisition and divestiture opportunities; strategic planning; director duties; internal audit; Bill 198 compliance and the implications of implementing IFRS with respect to the Corporation's accounting procedures. The Corporation believes a director must be well informed and takes a proactive approach in this regard. Typically, Board materials include information relating to current regulatory, accounting and financial issues and the directors regularly discuss such issues at the Board and committee level. The Corporation's independent external auditors and legal counsel regularly update the Corporation on recently enacted or proposed regulatory developments. In addition, Board members meet with senior management of the Corporation on an ongoing basis to review the business and affairs of the Corporation. Robert Wildeboer, Vice Chairman of the Corporation, addresses developments in corporate governance matters as appropriate. As necessary, outside presentations are arranged for Board members and outside materials are circulated.

Director Performance Review and Attendance

The Board of Directors regularly considers and assesses its performance relating to its effectiveness, size, compensation policies and evaluation of management performance. Its standards and expectations for director participation and performance are set out above. In a Board atmosphere that encourages candour and constructive dissent, the use of written director surveys is currently deemed unnecessary.

The following table summarizes the attendance of the proposed nominees for election as directors of the Corporation at Board meetings held during the fiscal year ended December 31, 2008.

DIRECTOR	BOARD MEETINGS ATTENDED	AUDIT COMMITTEE MEETINGS ATTENDED ⁽¹⁾	HUMAN RESOURCES AND COMPENSATION COMMITTEE MEETINGS ATTENDED ⁽¹⁾
SCOTT C. BALFOUR	12/12	N/A ⁽²⁾	N/A
JOHN M. BECK	12/12	N/A ⁽²⁾	N/A
AUSTIN C. BEUTEL	9/12	2/4	N/A
MICHAEL A. BUTT	12/12	4/4	4/4
ANTHONY P. FRANCESCHINI ⁽³⁾	N/A	N/A	N/A
J.D HOLE ⁽⁴⁾	N/A	N/A	N/A
ROLF KINDBOM	12/12	N/A ⁽²⁾	N/A
THE HON. BRIAN V. TOBIN	12/12	4/4	4/4
ROBERT P. WILDEBOER	12/12	N/A ⁽²⁾	4/4

Notes:

- ⁽¹⁾ Management directors routinely attend meetings of these committees if, as and when invited. For each individual director, the total number of meetings listed reflects the number of meetings held by a particular committee while they were a member of the committee.
- ⁽²⁾ Throughout 2008 most of the Corporation's directors (except for directors who are also part of management) actively participated in the Audit Committee meetings.
- ⁽³⁾ Mr. Franceschini was appointed to the Board on March 3, 2009.
- ⁽⁴⁾ Mr. Hole was appointed to the Board on April 1, 2009 upon completion of the Lockerbie Acquisition.

Chief Executive Officer Performance

On an annual basis, the Chief Executive Officer of the Corporation circulates to the Board a proposed strategic plan and budget which are discussed and, if appropriate, adopted by the Board of Directors. These form the basis of the corporate objectives which the Chief Executive Officer is responsible for meeting. The HRC Committee reviews the performance of the Corporation and the Chief Executive Officer which is used by the HRC Committee in its deliberations concerning the Chief Executive Officer's annual compensation. See "Report on Executive Compensation".

Shareholder Feedback and Communication

The Corporation views its shareholders and investors as owners and partners, and senior management - the Chairman and Chief Executive Officer, the President, Chief Financial Officer and the Vice Chairman – are all committed to being accessible. The Disclosure Committee, which currently consists of: (i) the President; (ii) the Senior Vice President, Legal and Commercial Affairs; (iii) the Vice President, Corporate Affairs and Human Resources; and (iv) the Assistant Corporate Secretary, monitors all communications consistently and coherently. In 2007, Aecon created an Internal Audit and Advisory Services Department (“**Internal Audit**”) to provide an independent, objective assurance, consulting and advisory function that is designed to add value, improve Aecon’s operations, and assist management in the effective discharge of their responsibilities. The function of Internal Audit is to help Aecon accomplish its financial and operating objectives by examining, evaluating, reporting and then recommending improvements to strengthen the effectiveness of risk management, control and governance processes. Responsibilities include: (i) reviewing Aecon’s compliance with policies, procedures, and laws and regulations; (ii) helping ensure that Aecon’s network of risk management, control, and governance processes is adequate and functioning; (iii) managing the Bill 198 compliance initiative and assist with management’s testing of internal controls over financial reporting; and (iv) performing advisory services as requested.

The Corporation also communicates regularly with its shareholders through annual and quarterly reports. At the Corporation’s annual meeting of shareholders, a full opportunity is afforded for shareholders to ask questions concerning the Corporation’s business. Each shareholder and investor inquiry receives a prompt response from an appropriate officer of the Corporation. Information about the Corporation, including annual reports, interim financial reports and recent news releases, is also available on the Corporation’s website at www.aecon.com and under the Corporation’s SEDAR profile at www.sedar.com. Correspondence to the Corporation or any of its directors and officers can be sent to the following address:

20 Carlson Court
Suite 800
Toronto, Ontario
M9W 7K6

Board of Directors’ Expectations of Management

Management is responsible for the day-to-day operations of the Corporation and is expected to implement Board approved strategic business plans and initiatives within the context of authorized budgets and corporate policies and procedures. The information which management provides to the Board of Directors is critical. Management is expected to report regularly to the Board of Directors in a comprehensive, accurate and timely fashion in respect of the business and affairs of the Corporation. The Board of Directors monitors the nature of the information requested by the Board and otherwise provided to it so that it can effectively identify issues and opportunities for the Corporation. The Chairman operates the Board in a manner that ensures the Board is adequately informed and is an effective monitor of management.

At the same time, the Board recognizes that the operations of the Corporation, its strategies and ultimately its success, will depend on management being successful. The Board’s responsibility is to monitor and supervise, not to manage and operate the business, and it does not do so.

Indebtedness of Directors and Officers

No individual who is, or at any time during the most recent completed financial year of the Corporation was, a director or officer of the Corporation, no proposed nominee for election as a director of the Corporation, or any associate of any one of them is, or at any time since the beginning of the most recent completed financial year of the Corporation has been, indebted to the Corporation or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or was indebted to another entity, which such indebtedness is, or was at any time during the most recent completed financial year of the Corporation, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

Insurance

The Corporation maintains insurance for the benefit of the directors and officers of the Corporation and of its subsidiaries against liability in their respective capacities. For the period January 1, 2008 through January 1, 2009, the premium payable by the Corporation and the total amount of insurance purchased for the directors and officers as a group were \$150,000 (exclusive of 8% PST) and \$25,000,000, respectively. A deductible of \$250,000 per wrongful act applies in respect of indemnified losses except for securities and oppressive conduct claims for which a deductible of \$500,000 per wrongful act applies. The directors and officers are not required to pay any premium in respect of the insurance.

Shareholder Proposals

In accordance with the provisions of the *Canada Business Corporations Act*, a Shareholder may be entitled to submit to the Corporation notice of any matter that the person proposes to raise at the next annual meeting of shareholders and the Corporation shall set out such proposal and the accompanying supporting statement, if any, in the management proxy circular for the next annual meeting of shareholders, provided such notice is given to the Corporation by February 12, 2010. No shareholder proposals were received by the Corporation with respect to the Meeting before the cut-off date specified in the Corporation's management proxy circular in respect of its annual meeting of shareholders held on June 17, 2008.

AVAILABILITY OF DOCUMENTS

Additional information relating to the Corporation is available under the Corporation's SEDAR profile at www.sedar.com. Copies of the Annual Information Form and the Corporation's 2008 Annual Report containing the audited comparative financial statements (together with the auditors' report thereon) and accompanying management's discussion and analysis for the year ended December 31, 2008 are available on SEDAR or shareholders may request copies be sent to them upon written request to the Corporate Secretary at 20 Carlson Court, Suite 800, Toronto, Ontario M9W 7K6.

APPROVAL

The contents and the sending of this Circular have been approved by the directors of the Corporation.



L. Brian Swartz
Senior Vice President, Legal and Commercial Services
and Corporate Secretary

Dated at Toronto, Ontario
May 11, 2009

CORPORATE GOVERNANCE PRACTICES

PURSUANT TO NATIONAL INSTRUMENT 58-101

Note: For purposes of Appendix 1, the discussion will be limited to those directors standing for re-election.

	Governance Disclosure Requirement Under NI 58-101	Comment
1. (a)	Disclose the identity of directors who are independent.	As at May 11, 2009, six members of the Board qualify as independent directors under NI 58-101, namely Messrs. Beutel, Butt, Franceschini, Kindbom, Tobin and Wildeboer.
(b)	Disclose the identity of directors who are not independent and describe the basis for that determination.	<p>Three Board members do not qualify as independent directors under NI 58-101, namely: Messrs. Beck, Balfour and Hole.</p> <p>Mr. Beck, the Chairman of the Corporation, has served as an executive officer of the Corporation (specifically, Chief Executive Officer) within the prior three-year period.</p> <p>Mr. Balfour has served as an executive officer of the Corporation (specifically, President and Chief Financial Officer) within the prior three-year period.</p> <p>Mr. Hole is not independent of the Corporation as he is and has been in the last three financial years of the Corporation the Chairman of Lockerbie, which became a wholly-owned subsidiary of the Corporation as of April 1, 2009.</p> <p>As a result of a prior consulting relationship between the Corporation and Kindbom Consulting Inc., Mr. Kindbom was not previously considered independent of the Corporation; however, as a result the termination of such consulting relationship in fiscal 2008, the Board of Directors now considers Mr. Kindbom to be independent within the meaning of the CSA Guidelines.</p>
(c)	Disclose whether a majority of the directors are independent. If a majority of directors are not independent, describe what the Board does to facilitate its exercise of independent judgment in carrying out its responsibilities.	A majority of the directors of the Corporation (being six of nine directors or approximately 66.7%) are considered independent directors under the CSA Guidelines.
(d)	If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	All directorships with other public entities for each of the Board members, as applicable, are set forth in the Circular under the heading "Election of Directors – Directorships with Other Reporting Issuers and Other Organizations".

	Governance Disclosure Requirement Under NI 58-101	Comment
(e)	<p>Disclose whether the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.</p>	<p>Board members are encouraged to independently review and comment on the business of the Corporation. Because the Board and management are regularly in contact regarding all matters, no formal procedures are generally required. The Corporation's Board committees operate under approved charters and chair mandates, and can and do meet and operate independently of non-independent directors and management in fulfilling their mandates and making recommendations to the entire Board.</p> <p>At least once per quarter the members of the Audit Committee and the other independent members of the Board of Directors meet with Aecon's auditors PricewaterhouseCoopers LLP to discuss relevant issues. Neither Board members who are also part of management nor the Corporate Secretary of the Corporation participate in such meetings. At the conclusion of such meetings, the Chair of the Audit Committee advises the Corporate Secretary if anything arising from any meeting should be included in the minutes of the meeting.</p> <p>The Chief Executive Officer of the Corporation, John M. Beck, is also the Chairman of the Board and the President and Chief Financial Officer of the Corporation, Scott C. Balfour, is also a member of the Board. In the view of the Board, the fact that Mr. Beck and Mr. Balfour occupy management positions with the Corporation does not impair the ability of the Board of Directors to act independently of management. Notwithstanding that certain directors of the Corporation are not independent within the meaning of the CSA Guidelines, the Board believes that such status does not preclude such directors from exercising independent judgement with a view to the best interests of the Corporation.</p> <p>If it is considered advisable, certain matters are also considered by the Board without management present. Rob Wildeboer, the Vice Chairman, represents the Corporation's outside and unrelated directors in discussions with senior management on corporate governance issues and related matters.</p>

	Governance Disclosure Requirement Under NI 58-101	Comment
(f)	Disclose whether the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.	The Chief Executive Officer of the Corporation, John M. Beck, is also the Chairman of the Board. In the view of the Board, the fact that Mr. Beck occupies both offices does not impair the ability of the Board of Directors to act independently of management. Rob Wildeboer, the Vice Chairman, who is an independent director, represents the Corporation's outside and unrelated directors in discussions with senior management on corporate governance issues and related matters. Mr. Wildeboer is also the Chairman of the HRC Committee.
(g)	Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.	The attendance record of each director for all Board and committee meetings held since the beginning of the Corporation's most recently completed financial year is set forth in the Circular under the heading "Corporate Governance – Director Performance Review and Attendance".
2.	Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.	The Board of Directors Mandate is attached to this Circular as Appendix 3.
3. (a)	Disclose whether the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.	The Board has developed a written position description for both the Chairman of the Board (attached hereto as Appendix 4) and the Chairman of each Board committee (attached hereto as Appendix 5).
(b)	Disclose whether the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.	The Board and the Chief Executive Officer have developed a written position description for the Chief Executive Officer. The Chief Executive Officer's duties include overseeing all operational, business development, strategic planning, financial and administrative matters of the Corporation in an effort to maximize the earnings, growth and return on capital of the business within acceptable risk parameters. He is also responsible for leading the development of staff and executives across the Corporation and for developing a suitable succession plan for the Corporation's key executives as approved by the Board.
		The responsibilities of the Board and management (including the Chief Executive Officer) to act with due care in the best interests of the Corporation are well defined by law and both management and the Board recognize their respective duties and obligations. Corporate objectives are reviewed by the Board from time to time throughout the year.

	Governance Disclosure Requirement Under NI 58-101	Comment
4. (a)	Briefly describe what measures the Board takes to orient new members regarding (i) the role of the Board, its committees and its directors; and (ii) the nature and operation of the issuer's business.	See "Corporate Governance Matters – Orientation of New Directors and Continuing Education" in the Circular to which this Appendix is attached.
(b)	Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	See "Corporate Governance Matters – Orientation of New Directors and Continuing Education" in the Circular to which this Appendix is attached.
5. (a)	Disclose whether the Board has adopted a written code for the directors, officers and employees of the issuer. If the Board has adopted a written code:	The Corporation has adopted a Code of Conduct.
	(i) disclose how a person or company may obtain a copy of the code;	The Code of Conduct is available under the Corporation's SEDAR profile at www.sedar.com .
	(ii) describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and	<p>The Board, through the Audit Committee, monitors compliance with the Code of Conduct. In addition, the Board receives on a quarterly basis a certificate from the President and Chief Financial Officer confirming, amongst other things, compliance with key corporate policies. The President and Chief Financial Officer, in delivering the certificate, relies in part on certificates signed by key officers of each of the Corporation's main business units. The form of certificate was prepared through consultation with the Finance, Internal Audit and Advisory Services and Legal departments and is updated from time to time to meet evolving governance standards. Training on key corporate policies is also provided in new employee orientation and periodic training sessions.</p> <p>In late 2007, the Board authorized the creation of the Internal Audit and Advisory Services Department to provide the Audit Committee, as well as the President and Chief Financial Officer, with assessments of Aecon's risk management procedures, internal financial controls, information systems and governance processes.</p>
	(iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	The Board has not granted any waiver of the Code of Conduct in favour of any directors, officers or employees since its adoption by the Board. Accordingly, no material change report has been required or filed in this regard.

	Governance Disclosure Requirement Under NI 58-101	Comment
(b)	Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	<p>Several directors have from time to time received payments for services rendered to the Corporation in addition to director fees (see “Compensation of Directors”); however, the Board believes none of these relationships has interfered with the directors’ ability to exercise independent judgement and to act with a view to the best interests of the Corporation.</p> <p>A majority of the Corporation’s directors are both independent and unrelated in that they are free from any interest and any business or other relationship which has materially affected or would materially affect the Corporation or any of its subsidiaries, other than interests and relationships as described in the Circular (see “Interest of Informed Persons in Material Transactions”).</p> <p>Transactions and agreements in respect of which a director or executive officer has a material interest must be reviewed and approved by the Audit Committee. Since the beginning of the Corporation’s most recently completed financial year, there has been no such transaction, other than the completion of the Lockerbie Acquisition following which J.D. Hole was appointed to the Board.</p>
(c)	Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.	The Corporation has adopted the Code of Conduct in order to encourage, promote and require a culture of ethical business conduct. For additional steps taken by the Board, please see 5(a) (ii) above.
6. (a)	Describe the process by which the Board identifies new candidates for Board nomination.	See “Corporate Governance Matters – Nomination of Directors” in the Circular to which this Appendix is attached.
(b)	Disclose whether the Board has a Nominating Committee composed entirely of independent directors. If the Board does not have a Nominating Committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.	See “Corporate Governance Matters – Nomination of Directors” in the Circular to which this Appendix is attached.
(c)	If the Board has a Nominating Committee, describe the responsibilities, powers and operation of the Nominating Committee	The Board does not currently have a Nominating Committee.
7. (a)	Describe the process by which the Board determines the compensation for the issuer’s directors and officers.	See “Human Resources and Compensation Committee Report on Executive Compensation” in the Circular to which this Appendix is attached.

	Governance Disclosure Requirement Under NI 58-101	Comment
(b)	Disclose whether the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.	The HRC Committee is currently comprised of Robert P. Wildeboer (Chair), Michael A. Butt and the Hon. Brian V. Tobin, P.C., all of whom are considered independent under NI 58-101.
(c)	If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	The responsibilities of the HRC Committee, including with respect to its responsibilities, powers and operation, are described in the Circular under the heading “Corporate Governance Matters – Human Resources and Compensation Committee”.
(d)	If a compensation consultant or advisor has, at any time since the beginning of the issuer’s most recently completed financial year, been retained to assist in determining compensation for any of the issuer’s directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.	No compensation consultant was retained by the Corporation during the financial year ended December 31, 2008.
8.	Disclose whether the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees and its individual directors are performing effectively.	<p>The Board assesses the effectiveness of the relationship between management and the Board, the effectiveness of Board operations and the operations of the Board committees and that of individual directors in order to recommend improvements to each of the above. Because of the high level of Board member involvement in corporate decisions, the excellent attendance record of Board members at Board and committee meetings, and the high level of corporate disclosure to directors, the Board believes the Board, its committees and its members are very effective in fulfilling their respective mandates. The Board believes it has added excellent directors with significant experience over the past several years and attempts to continue to improve its processes. See “Corporate Governance Matters” in the Circular to which this Appendix is attached for additional details.</p> <p>The Audit Committee makes regular reports to the Board. As well, the Audit Committee reviews and reassesses the adequacy of its charter annually and recommends any proposed changes to the Board for approval. The Audit Committee also annually reviews its own performance.</p>

AUDIT COMMITTEE CHARTER

Appointment and Purpose

The Audit Committee is appointed by the Board of Directors (the “**Board**”) to assist the Board in monitoring:

1. the integrity of the financial statements of the Corporation;
2. the compliance by the Corporation with applicable legal and regulatory requirements relating to audit and internal controls;
3. the independence, qualifications and performance of the Corporation’s external auditors; and
4. the Corporation's internal controls and audit function.

The Audit Committee shall be responsible for the selection (subject to Board and shareholder approval), compensation and oversight over the work of the Corporation's auditors.

Composition

The Audit Committee shall be composed of three members. The Board shall appoint a Chair. The members of the Audit Committee shall meet the independence and experience requirements of the principal securities exchanges on which the Corporation’s Common Shares are traded. In particular, all members shall be “unrelated” directors, who are independent of management and free from any interest and any business or other relationship which could, or be reasonably perceived to, materially interfere with the directors’ ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholdings.

The members of the Audit Committee must have the requisite collective skills necessary to enable the Committee to carry out its responsibilities, as set out in this Charter. One member of the Audit Committee must be “financially literate” as may be defined from time to time by the regulatory authorities.

Authority and Responsibilities

The Audit Committee shall have the authority and responsibility to recommend to the Board the appointment or replacement of the Corporation's auditors (subject to shareholder approval), shall approve all auditing engagement fees and terms and all non-audit engagements with the Corporation's auditors and shall determine which non-audit services the Corporation's auditors are prohibited from providing. The auditors shall be accountable to the Board and the Audit Committee as representatives of the Corporation's shareholders. The Audit Committee, as a committee of the Board, shall be directly responsible for the oversight of the work of the Corporation's auditors (including resolution of disagreements between management and the auditors) for the purpose of preparing or issuing an audit report or related work, and the auditors shall report directly to the Audit Committee.

The Audit Committee shall have the authority to recommend that the Board retain special legal, accounting or other consultants to advise the Committee and to conduct or authorize investigations into any matters within the scope of its responsibilities. The Audit Committee may request any officer or employee of the Corporation or the Corporation’s outside counsel or independent auditor to attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee.

While the Audit Committee has the responsibilities and powers set forth in this Charter, and its members may have financial experience, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation’s financial statements are complete and accurate. This is the responsibility of management and the independent auditor.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review its own performance.

In carrying out its responsibilities, the Audit Committee shall undertake such tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes set out above. Set out below are the principal recurring activities of the Audit Committee in carrying out its oversight responsibility.

1. Review and evaluate the effectiveness of the Corporation's process for assessing significant risks or exposures and the steps management has taken to monitor and control such risks to the Corporation.
2. Consider and review with management and the independent auditors:
 - (a) The effectiveness of, or weaknesses in, the Corporation's internal controls, including the status and adequacy of information systems and security; and
 - (b) Any related significant findings and recommendations of the independent auditors together with management's responses, including the timetable for implementation of recommendations to correct weaknesses in the internal controls.
3. Instruct the independent auditors to communicate directly to the Audit Committee any material difficulties or disputes with management.
4. Determine the remuneration for the services required to support the independent auditor's opinion on the Corporation's financial statements.
5. Receive at least annually written reports from the independent auditor, discuss such reports with the auditor, and if so determined by the Audit Committee recommend that the Board take appropriate actions. Such reports from the independent auditor should include:
 - (a) Outline of all existing and contemplated relationships between the independent auditor and the Corporation;
 - (b) Confirmation that, in the auditor's professional judgment, it is independent of the Corporation; and
 - (c) Description of the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Corporation.
6. Evaluate the performance of the independent auditor and, if so determined by the Audit Committee, recommend that the shareholders replace the independent auditor.
7. Review and approve the planning and staffing proposed for the audit in advance of its commencement.
8. Review the annual audited and interim unaudited financial statements and accompanying Management Discussion and Analysis ("MD&A") with management and the independent auditor, discuss matters arising from the audit under generally accepted accounting standards, including major issues regarding accounting and auditing principles and practices, and discuss the adequacy of internal controls, that could materially affect the Corporation's financial statements, and recommend the approval of such financial statements and MD&A to the Board before they are publicly released or filed with regulators.
9. Review with the independent auditor any problems or difficulties the auditor may have encountered and any managerial letters provided by the auditor and the Corporation's response to such letters. Such review should include:
 - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information; and

- (b) Any changes required in the planned scope of the audit.
10. Meet with the independent auditor to review the independent auditor's judgements about the quality and acceptability of the Corporation's accounting principles and underlying estimates in the financial statements.
 11. Prepare such reports and certifications or other evidence of review of financial information by the Audit Committee as may be required pursuant to applicable securities laws or stock exchange requirements.
 12. Review the Corporation's policies and procedures regarding compliance with applicable financial and audit related laws and regulations.
 13. Review and discuss with management disclosure of financial information, including earnings press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies.
 14. Meet with management to review the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.
 15. Review, on an annual basis or more frequently as required, with the Corporation's internal legal counsel any legal matters that could have a significant impact on the Corporation's financial statements, compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.
 16. Review accounting and financial human resources and succession planning related thereto with the Corporation, to the extent such matters are not dealt with by another committee.
 17. Oversee the Whistle Blower policy of the Corporation, which outlines procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
 18. Review major changes to the Corporation's accounting principles and practices as suggested by the independent auditor or management.
 19. Discuss and review with management and the independent auditors any significant financial reporting issues and judgements made in connection with the preparation of the Corporation's financial statements, including review of analyses prepared by management or the auditors regarding significant financial reporting issues and judgements, analyses of the effects of alternative GAAP methods on the financial statements, and the effect of regulatory and accounting initiatives, and off-balance sheet structures, on the financial statements.
 20. Meet separately, periodically, with management, including the Chief Financial Officer and with independent auditors.
 21. Set clear hiring policies for employees or former employees of the independent auditors.
 22. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting or audit matters, and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding accounting or auditing matters.
 23. Review disclosures made by the Corporation's Chief Executive Officer and Chief Financial Officer regarding compliance with their certification obligations under applicable securities law or stock exchange requirements, if any, including in respect of the Corporation's internal controls for financial reporting and evaluations thereof, and disclosure controls and procedures.

BOARD OF DIRECTORS MANDATE

Purpose

The Board of Directors (the “**Board**”) is responsible for the stewardship of Aecon as well as the supervision of the management of its business and affairs. The objective of the Board is to improve corporate performance and thereby shareholder value.

Although management is responsible for the day-to-day operations of Aecon, the Board regularly assesses and monitors management’s performance.

In spite of the fact that directors may be elected by the shareholders to bring a special expertise or point of view to Board deliberations, they are not chosen to represent a particular constituency. All decisions of each Board member must be made in the best interests of Aecon.

Members

The majority of the directors shall be resident Canadians. From time to time, the Board or a committee thereof will review the size, composition and experience of the Board to ensure that it continues to have the proper mix of skills and backgrounds to ensure proper stewardship of Aecon in the construction industry.

Responsibilities and Duties

The Board shall, either directly or through its committees, be responsible for performing the duties set out in this Board Mandate and shall perform such other duties as may be necessary or appropriate in order for it to fulfill its stewardship responsibilities. In carrying out its duties, the Board shall take into account the recommendations of its committees, as applicable.

Culture of Integrity

The Board is responsible for ensuring a culture of integrity at Aecon and in fulfilling this responsibility shall:

- satisfy itself as to the integrity of the Chief Executive Officer (the “**CEO**”) and other executive officers;
- ensure that Aecon and its management maintain the highest standards of safety in the workplace;
- approve the policies that comprise the code of business conduct and ethics, including Aecon’s statement of Vision, Mission and Values as well as appropriate policies including the Code of Conduct, Whistle Blower and Disclosure policies (collectively, the “**Code**”); and
- ensure that management monitors compliance with the Code and amends the Code from time to time to adopt and conform to evolving “best practices” of corporate governance.

Strategic Planning

The Board is responsible for overseeing Aecon’s strategic planning and in fulfilling this responsibility shall:

- approve Aecon’s strategic plan;
- approve all strategic corporate decisions in accordance with established procedures and protocols; and
- monitor the implementation and effectiveness of Aecon’s approved strategic and operating plans.

Identification and Management of Risks

The Board is responsible for overseeing the identification and management of the principal risks associated with Aecon’s business and in fulfilling this responsibility shall:

- identify the principal risks faced by Aecon and ensure the implementation of appropriate systems and/or controls to manage or mitigate risk; and
- ensure that appropriate action is taken to ensure compliance with applicable legal requirements.

Internal Controls

The Board is responsible for overseeing Aecon’s internal controls and in fulfilling this responsibility shall:

- approve Aecon’s internal control systems and monitor their integrity and effectiveness; and
- ensure that appropriate action is taken to ensure compliance with applicable legal requirements.

Evaluation of Management Performance

The Board is responsible for overseeing the performance of the CEO and senior management and in fulfilling this responsibility shall:

- establish annual performance expectations and corporate goals and objectives for the CEO and monitor progress against said expectations; and
- determine the appropriate compensation and benefits of the CEO and senior management.

Financial Matters

The Board is responsible for overseeing Aecon's financial reporting and in fulfilling this responsibility shall:

- review and approve Aecon's financial objectives, plans and actions, including significant capital allocations and expenditures;
- review the general content of, and the Audit Committee's report on the financial aspects of, Aecon's Management Proxy Circular, Management's Discussion and Analysis, prospectuses and any other documents required to be disclosed or filed by Aecon before their public disclosure or filing with regulatory authorities;
- monitor the integrity and quality of Aecon's financial statements and the appropriateness of their disclosure; and
- determine dividend policies and procedures.

Oversight of Communications and Public Disclosure

The Board is responsible for overseeing communication and public disclosure and in fulfilling this responsibility shall:

- approve Aecon's communication policy;
- ensure that Aecon's public disclosure continues to meet all applicable legal and regulatory requirements and guidelines; and
- monitor feedback received by Aecon from stakeholders.

Corporate Governance

The Board is responsible for overseeing Aecon's corporate governance policies and practices and in fulfilling this responsibility shall:

- develop Aecon's approach to corporate governance, including maintaining a culture that promotes and encourages high ethical standards and a culture of integrity;
- approve the process for the orientation and continuing education of new directors;
- establish Board committees and define their mandates to assist the Board in carrying out its duties and responsibilities;
- take all reasonable measures to ensure an appropriate level of performance for the Board, Board committees, Board and committee chairs and individual directors;
- review on a regular basis, appropriate corporate governance structures and procedures, including the identification of decisions requiring approval of the Board and, where appropriate, measures for receiving stakeholder feedback; and
- review and recommend changes to the Board policies and, where appropriate, Aecon's corporate policies.

Succession Planning

The Board is responsible for overseeing the creation and implementation of appropriate succession plans for senior management, and in fulfilling this responsibility shall:

- Approve Aecon's overall senior management succession planning process;
- Ensure that this process is updated on a regular basis; and
- Approve, on a regular basis, the substance of Aecon's succession management plan for the positions of CEO, President and Chief Financial Officer.

Director Expectations and Responsibilities

Each director must act honestly and in good faith with a view to the best interests of Aecon and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The duties and responsibilities set out below are a framework to guide directors in the execution of their duties, thereby enabling the Board as a whole to discharge its mandate and fiduciary obligations.

The duties and responsibilities of an Aecon director include:

- the stewardship, in conjunction with the other members of the Board, of the management of the business and affairs of Aecon;
- understanding Aecon’s Vision, Mission and Values;
- becoming knowledgeable about Aecon’s business and the industry segments and markets in which it operates;
- promote a culture of safety and ethical conduct including compliance with the Code;
- understanding Aecon’s current corporate governance policies and practices, Board policies, mandates and committee charters (as applicable);
- exercising an appropriate level of oversight on senior management;
- preparing thoroughly for each Board and committee meeting by reviewing the materials provided and requesting, as appropriate, clarification or additional information in order to fully participate in Board deliberations and make informed business judgments;
- take responsibility, as a member of the Board, for doing their part to ensure compliance with the Board Mandate;
- attending all Board and committee meetings and actively participating in deliberations and decisions, and informing themselves of significant matters dealt with at meetings not attended; and
- preventing personal interests from conflicting with, or appearing to conflict with, the interests of Aecon and disclosing potential conflicts and, where necessary refrain from voting.

Director Attributes

The Board believes that the following characteristics, qualifications and attributes are required to effectively discharge the duties and obligations of a director. As such, the Board expects that in regard to each of the categories identified below, the directors shall:

Integrity and Accountability

- understand the role, responsibilities, expectations and legal duties of a director;
- demonstrate high ethical and moral standards in their personal, business and professional dealings; and
- be willing to be accountable for and be bound by Board decisions.

Informed Judgment

- provide input and informed counsel on a broad spectrum of issues, through a combination of business knowledge and experience;
- be able to think strategically about complex issues;
- proactively apply their own knowledge, experience and expertise to issues; and
- have a track record of achievement and of making good business decisions.

Financial Literacy

- members of the Audit Committee are required to demonstrate a high level of financial literacy, including the ability to read financial statements.

Independence

- be able to act in the best interests of Aecon; and
- where necessary advocate a position contrary to prevailing opinion or orthodoxy.

Communication Skills

- be willing to listen and keep an open mind in decision making;
- take initiative to raise tough questions and encourage open discussion;
- demonstrate leadership; and
- communicate in a concise and reasoned manner.

Teamwork

- work effectively with others and manage conflict constructively.

BOARD OF DIRECTORS

MANDATE OF THE BOARD CHAIR

The Board of Directors (the “**Board**”) is chaired by the Chairman with assistance from the Vice Chairman. The Vice Chairman is currently an independent director. The Chairman, with the co-operation and assistance of the Vice Chairman, 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 (a copy of which is attached to this Circular as Appendix 3).

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 President 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) Approaching potential Board candidates, once identified by other members of the Board and senior management, 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 Aeon.

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 Aeon 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 Aeon.
- (4) Taking the steps necessary to ensure that senior management adheres to the Vision, Mission and Core Values of Aeon.
- (5) Chairing annual and special meetings of the shareholders.
- (6) Along with the Vice Chairman, representing Aeon to external groups such as shareholders and other stakeholders, including local community groups and governments.

BOARD OF DIRECTORS**MANDATE OF THE COMMITTEE CHAIR**

The chair of each of the Audit Committee and the Human Resources and Compensation Committee of the Board of Directors of Aecon (the “**Board**”) is chaired by an outside director (each a “**Committee Chair**”). The Committee Chairs are each responsible for the management and the effective performance of their respective committees. The mandate of each Committee Chair also includes taking all reasonable measures to ensure that his or her respective committee fully executes its mandate.

RESPONSIBILITIES

Each Committee Chair has the following responsibilities:

With Respect to Committee Effectiveness

- (1) Taking all reasonable steps to ensure that his/her committee works as a cohesive team and providing the leadership and support essential to achieve this goal.
- (2) Arranging for adequate resources being available to the committee (in particular timely and relevant information) to support its work.
- (3) Taking all reasonable steps to ensure that their respective committees have the information and access to management necessary to fulfill their respective mandates.

With Respect to Committee Management

- (1) Chairing committee meetings.
- (2) Setting the agenda of each committee meeting, in consultation with the Chairman of the Board.
- (3) Taking all reasonable steps to ensure that the conduct of committee meetings facilitates discussion and provides sufficient time for the analysis and discussion of the business under consideration.
- (4) Adopting procedures to ensure that the committee conducts its work effectively and efficiently.
- (5) Overseeing and ensuring that their respective committees fully discharge their responsibilities and mandates.
- (6) Ensuring that the behaviour and actions of their respective committees and of the Board conform to the Mission, Vision and Core Values of Aecon.

Committee Chairs report to the Board on the deliberations of their respective committee and on any decisions or recommendations of the committee.

SCHEDULE A

AMENDMENT TO STOCK OPTION PLAN

RESOLVED THAT the Corporation's 2005 stock option plan (the "**2005 Plan**") be amended as follows:

1. the number of Common Shares reserved for issuance under the 2005 Plan be increased by an additional 2,500,000 Common Shares and be fixed at 5,000,000 Common Shares;
2. the provisions of the 2005 Plan be amended accordingly; and
3. any director of the Corporation be, and is hereby authorized for and on behalf of the Corporation, to execute, deliver and file all such documents, whether under the corporate seal of the Corporation or otherwise, and to do all such acts or things as may be necessary or desirable to give effect to the foregoing.



Mixed Sources

Product group from well-managed
forests and other controlled sources
www.fsc.org Cert no. SGS-COC-004339
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