

ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER

Overview and Purpose

The Environmental, Health and Safety Committee (the “Committee”) is responsible for performing the duties set out in this Charter to enable the board of directors (the “Board”) to discharge its responsibilities and obligations with respect to:

- Supporting continuous improvement of healthy and safe workplaces, founded on the principles that the effective management of health, safety, wellness and concern for the environment (collectively “EHS”) are essential to the successful operation of Aecon Group Inc. (the “Company”).
- Reviewing and assessing on an ongoing basis the Company’s EHS performance and Strategic Initiatives.
- Reducing EHS risks wherever possible by providing leadership, focus and guidance to Management.
- Subscribing to the principle that nothing is more important than the health, safety and well being of employees, contractors, visitors and the surrounding community.
- Meeting as required with the Company Safety Council with the goal of supporting the continuous improvement of EHS strategies, programming and performance.

Committee Membership

The Committee will be comprised of a minimum of three members. A Chair of the Committee will be appointed.

The Board will appoint the members of the Committee and the Chair annually following the annual general meeting. The independent Directors of the Board may appoint a member to fill a vacancy or remove and/or replace a member at any time.

Attendance at Meetings

The Committee shall meet as frequently as it determines necessary. Meetings may be called by the Chair or by a majority of members. At least forty-eight hours prior notice of such meetings will be given to Committee members, unless otherwise agreed to by all members of the Committee.

Meetings are chaired by the Chair or, in the Chair’s absence, by a member chosen by the Committee. The Chair may establish rules and procedures to be followed at meetings of the Committee. The Committee shall produce written minutes of its meetings and shall provide the Board with a report of its activities and proceedings.

A quorum for the transaction of business at any meeting of the Committee is a majority of members and the vote of a majority of the members present will be an act of the Committee. Meetings may be conducted with members physically present or by telephone or other communication facilities which permit all persons participating in the meeting to hear or communicate with each other. A written resolution signed by all Committee members is as valid as one passed at a Committee meeting.

Directors not on the Committee may attend meetings at the invitation of the Chair.

Members of the Committee may invite members of management including the senior safety officer of the Corporation or other outside consultants to attend Committee meetings as determined necessary or desirable, particularly on matters relating to the EHS Strategic Plan and EHS performance or any of the responsibilities and duties outlined below.

Responsibilities and Duties

The responsibilities and duties of the Committee with respect to its mandate are set forth below. In addition, the Committee may perform such other duties as may be necessary or appropriate under applicable law, the Toronto Stock Exchange regulations or as may be delegated to the Committee by the Board from time to time.

The Committee has the authority to delegate some or all of its responsibilities to a subcommittee from time to time, provided that the subcommittee is comprised of Independent Members.

- Reviewing and approving annually the EHS Strategic Plan.
- Reviewing and assessing on a quarterly basis, the EHS performance of the Company.
- Reviewing the corporate governance principles relating to a sound EHS system comprised of strategies, programming and performance of the Company from time to time to ensure compliance with changing regulatory requirements and best practices.
- Providing continuing education of EHS issues, best practices, legal requirements and trends to the Board.