

BY-LAW NO. 2

A by-law relating generally to the
advance notice requirements for the
nomination of Directors of

Aecon Group Inc.

BE IT ENACTED as a by-law of Aecon Group Inc. (hereinafter called the “**Corporation**”) as follows:

NOMINATIONS OF DIRECTORS

1. Nomination Procedures. Subject only to the Act, Applicable Securities Laws, and the articles of the Corporation only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders of the Corporation, or at any special meeting of shareholders of the Corporation if the election of directors is a matter specified in the notice of meeting. Such nominations may be made in the following manner:
 - a) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting;
 - b) by or at the direction or request of one or more shareholders of the Corporation pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of a shareholders’ meeting by one or more of the shareholders of the Corporation made in accordance with the provisions of the Act; or
 - c) by any person (a “**Nominating Shareholder**”) who (i) at the close of business on the date of the giving of the notice provided for below in this By-law and on the record date for notice of such meeting of shareholders of the Corporation, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and (ii) who complies with the notice procedures set forth below in this By-law.
2. Timely notice. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the secretary of the Corporation in accordance with this By-law.
3. Manner of timely notice. To be timely, a Nominating Shareholder’s notice must be made:
 - a) in the case of an annual meeting (which includes an annual and special meeting) of shareholders of the Corporation, not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the Notice Date of the annual meeting, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date of the annual meeting; and
 - b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the Notice Date of the special meeting;

- c) in the case of an annual meeting (including an annual and special meeting) of shareholders or a special meeting of shareholders called for the purpose of electing directors (whether or not also called for other purposes) where notice-and-access is used for delivery of proxy related materials, not less than 40 days prior to the date of the meeting (but in any event, not prior to the Notice Date of the annual meeting); provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the Notice Date of the annual meeting, notice by the Nominating Shareholder shall be made, in the case of an annual meeting of shareholders, not later than the close of business on the tenth day following the Notice Date of the annual meeting and, in the case of a special meeting of shareholders, not later than the close of business on the fifteenth day following the Notice Date of the annual meeting.
4. Proper form of notice. To be in proper written form, a Nominating Shareholder's notice must set forth:
- a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the principal occupation or employment of the person for the past five years; (iii) the status of the person as a resident Canadian; (iv) the class or series and number of shares and any related financial instruments which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders of the Corporation (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; (v) full particulars regarding any contract, agreement, arrangement, understanding or relationship (collectively, "**Arrangements**"), including without limitation financial, compensation and indemnity related Arrangements, between the proposed nominee or any associate or Affiliate of the proposed nominee and (I) any Nominating Shareholder or any of its representatives or (II) any other person or company relating to the proposed nominee's nomination for election, or potential service, as a director of the Corporation; and (vi) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
 - b) as to the Nominating Shareholder: (i) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by such person or any other person with whom such person is acting jointly or in concert with respect to the Corporation or any of its securities, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; (ii) full particulars regarding any proxy or Arrangement pursuant to which such Nominating Shareholder has a right to vote or to direct or to control the voting of the shares of the Corporation and (iii) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

References to "Nominating Shareholder" in this section 4 shall be deemed to refer to each shareholder of the Corporation that nominates a person for election as a director in the case of a nomination proposal where more than one shareholder of the Corporation is involved in making such nomination proposal.

Any material information furnished to the Corporation pursuant to this section 4 will be disclosed to shareholders in order to facilitate their decision-making process.

5. The Corporation may require any proposed nominee to furnish such other information regarding the proposed nominee as may be required by the Act, Applicable Securities Laws or the rules of

any stock exchange on which the Corporation's shares are listed to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

Any material information furnished to the Corporation pursuant to this section 5 will be disclosed to shareholders in order to facilitate their decision-making process.

6. Notice to be updated. In addition, to be considered timely and in proper written form, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.
7. Power of the chair. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare such nomination to be defective and that it shall be disregarded.
8. Definitions and Interpretation. For the purposes of this By-law:

All terms contained in this By-law which are defined in the Act shall have the meanings given to such terms in the Act, and the following terms have the following meaning:

- a) **"Act"** means the *Business Corporations Act*, R.S.O. 1990, c. B. 16, as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended and substituted provisions;
 - b) **"Affiliate"**, when used to indicate a relationship with a specific person or company, shall mean a person or company that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person or company;
 - c) **"Applicable Securities Laws"** means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada;
 - d) **"close of business"** means 5:00p.m. (Toronto time) on a business day in Ontario, Canada.
 - e) **"Notice Date"** means the date on which the first public announcement of the date of the meeting is made; and
 - f) **"public announcement"** shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com.
9. Delivery of Notice: Notwithstanding any other provision of this By-Law, notice given to the secretary of the Corporation pursuant to this By-law may only be given by personal delivery, facsimile transmission or email (at such email address as stipulated from time to time by the secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received) to the secretary at the address of the principal executive office of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later

than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

10. Waiver. Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this By-law.