

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of shareholders of Aecon Group Inc. (the “**Corporation**”) will be held at The Westin Edmonton, 10135 100th St. NW, Edmonton, Alberta, Canada, on June 11, 2014 at 9:00 a.m. (Mountain Daylight Time) for the following purposes:

- (i) to receive the annual financial statements of the Corporation for the financial year ended December 31, 2013 and the report of the auditors thereon;
- (ii) to elect directors of the Corporation;
- (iii) to consider and, if deemed advisable, approve the advisory resolution to accept the approach to executive compensation disclosed herein;
- (iv) to consider and, if deemed advisable, pass with or without variation, an ordinary resolution in the form set forth in Appendix 3 of this Management Information Circular repealing old By-law No. 1 and ratifying and confirming a new general By-Law No. 1;
- (v) to reappoint the auditors of the Corporation and to authorize the Board of Directors of the Corporation to fix their remuneration; and
- (vi) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The directors of the Corporation have fixed the close of business on May 7, 2014 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 9th day of May, 2014.

BY ORDER OF THE BOARD OF DIRECTORS



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

Shareholders are entitled to vote at the Meeting either on the internet, by telephone, in person or by proxy. If you are unable to attend the Meeting in person, please exercise your right to vote by completing and signing the enclosed form of proxy and returning it by mail or delivery to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (fax: +1-866-249-7775 within North America or +1-416-263-9524 from all other countries). Alternatively, electronic voting can be accessed for the Meeting on the internet at www.investorvote.com and telephone voting can be accessed by contacting Computershare Investor Services Inc. at +1-866-732-8683. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the same manner as, votes cast via a paper form of proxy. Further details on the electronic and telephone voting processes are provided in the enclosed form of proxy. **Proxies to be used at the Meeting must be delivered to Computershare Investor Services Inc. so as to be received no later than 9:00 a.m. (Mountain Daylight Time) on June 9, 2014 or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used or delivered to the Chairman of the Meeting prior to commencement of the Meeting or any adjournment thereof, in order for the proxy to be voted. Votes cast electronically or by telephone must be submitted no later than 9:00 a.m. (Mountain Daylight Time) on June 9, 2014 or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting.**