AECON GROUP INC.

ANNUAL INFORMATION FORM

For the Financial Year Ended

December 31, 2019

March 30, 2020

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GENERAL MATTERS

Unless the context otherwise requires, all references to the "Company" or "Aecon" include Aecon Group Inc., its predecessors and subsidiaries and unless otherwise expressly indicated, all references to "$" or "dollars" are to Canadian dollars.

The industry and other statistical data presented in this annual information form (the "**Annual Information Form**" or "**AIF**"), except where otherwise noted, have been compiled from sources and participants which, although not independently verified by the Company, are considered by the Company to be reliable sources of information.

Aecon's website is located at www.aecon.com. The contents of Aecon's website are expressly not incorporated by reference into this AIF.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of this AIF are disclosed in the Management's Discussion and Analysis of the Company for the year ended December 31, 2019 (the "**2019 MD&A**") which is filed under the Company's SEDAR profile at www.sedar.com and is incorporated by reference into this AIF.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information in this AIF may constitute "forward-looking information" as such term is used in applicable Canadian securities legislation. Forward-looking statements include information concerning possible or assumed future results of operations or financial position of Aecon, financial outlook, as well as statements preceded by, followed by, or that include the words "believes", "expects", "anticipates", "estimates", "intends" or other similar expressions or future or conditional verbs such as "will", "should", "would" and "could".

In various places in this AIF, management's expectations regarding the future performance of Aecon are discussed. These "forward-looking" statements include statements pertaining to: Aecon's attempts to drive a higher margin mix of business by participating in more complex projects, achieving operational efficiencies and synergies, and improving margins; Aecon's ability to execute its strategy of building strong partnerships and alliances; Aecon's ability to execute its risk management strategy; Aecon's ability to grow backlog across the organization by winning major projects; Aecon's ability to maintain a number of open, recurring and repeat contracts; Aecon's assessment of the risks and opportunities related to its industry's transition to a lower-carbon economy; Aecon's ability to assign responsibility relating to known and unknown environmental and climate change risks; Aecon's strategy of differentiating Aecon's service offerings in key end markets; Aecon's undertaking of initiatives to train employees; Aecon's expectations regarding the seasonal nature of Aecon's business; Aecon's ability to participate in large projects; Aecon's expectations regarding legal proceedings to which Aecon is a party; and Aecon's preparations for the COVID-19 pandemic (as defined in "Risk Factors" in this AIF) and measures taken to mitigate its impact. These "forward-looking" statements are based on currently available competitive, financial and economic data and operating plans but are subject to known and unknown risks, assumptions, uncertainties, and other factors which may cause the actual results, performance or achievements of the Company, or general industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. There are factors which could also cause Aecon's operations, performance and results to vary from those expressed or inferred in this AIF, including without limitation, risks associated with the COVID-19 pandemic, risks associated with an investment in Aecon's securities, risks related to Aecon's business including the ability to successfully manage large project risk and contractual risk (see "General Development of the Business – Three-Year History" and "Risk Factors – Large Project Risk" in the 2019 MD&A), credit, market, liquidity, competition from established competitors, climate change and new entrants in the construction industry, and general business and economic conditions worldwide as well as in Canada, the U.S. and other countries where Aecon has operations. Additional discussion regarding risk factors is set out in greater detail under the heading "Risk Factors" in the 2019 MD&A.

Readers are cautioned that the foregoing list of factors and those contained elsewhere in this AIF are not exhaustive. Although the Company believes that the expectations conveyed by forward-looking statements are reasonable based on information available to it on the date such forward-looking statements are made, no assurances can be given as to future results, levels of activity and achievements. Such statements are included in this AIF solely to provide management's view of the Company's operations and their expectations regarding the Company's future plans and financial outlook, based on management's current expectations in these areas, and should not be relied upon for any other purpose. Investors and others should carefully consider the risk factors described in the 2019 MD&A and not place undue reliance on forward-looking statements. The Company assumes no obligation to update forward-looking statements contained in this AIF, except as required by applicable law.

NON-GAAP FINANCIAL MEASURES

This AIF presents certain non-GAAP and additional GAAP (GAAP refers to Canadian Generally Accepted Accounting Principles) financial measures to assist readers in understanding the Company's performance. These non-GAAP measures do not have any standardized meaning and therefore are unlikely to be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Management uses these non-GAAP and additional GAAP measures to analyze and evaluate operating performance. Aecon also believes the non-GAAP and additional GAAP financial measures below are commonly used by the investment community for valuation purposes, are useful complementary measures of profitability, and provide metrics useful in the construction industry. The most directly comparable measures calculated in accordance with GAAP are profit (loss) attributable to shareholders or earnings (loss) per share.

Non-GAAP financial measures are measures that either exclude or include amounts that are not excluded or included in the most directly comparable measures calculated and presented in accordance with GAAP in the Company's consolidated financial statements.

The following terms are used in this AIF, which are not found in the Chartered Professional Accountants of Canada Handbook and do not have a standardized meaning under GAAP:

- "**backlog**" means the total value of work that has not yet been completed that: (a) has a high certainty of being performed as a result of the existence of an executed contract or work order specifying job scope, value and timing; or (b) has been awarded to Aecon, as evidenced by an executed binding letter of intent or agreement, describing the general job scope, value and timing of such work, and where the finalization of a formal contract in respect of such work is reasonably assured. Operations and maintenance ("**O&M**") activities are provided under contracts that can cover a period of up to 30 years. In order to provide information that is comparable to the backlog of other categories of activity, Aecon limits backlog for O&M activities to the earlier of the contract term and the next five years.

CORPORATE STRUCTURE

Name, Address and Incorporation

Aecon Group Inc. and its predecessor entities have carried on business in Canada since 1877. Aecon was originally incorporated on January 14, 1957 under the name "Prefac Concrete Co. Ltd." and was continued under the *Canada Business Corporations Act* (the "**CBCA**") by certificate of continuance dated May 16, 1978. On June 18, 2001, the Company's name was changed to its current name "Aecon Group Inc."

Aecon's registered and principal office is located at 20 Carlson Court, Suite 105, Toronto, Ontario, Canada, M9W 7K6, telephone: +1 (416) 297-2600, fax: +1 (416) 293-0271. The common shares of the Company (the "**Common Shares**") are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "ARE."

Intercorporate Relationships

As of December 31, 2019, its most recent financial year end, Aecon conducted its business principally through the following subsidiary companies, all of which are wholly owned by Aecon:

Subsidiary	Jurisdiction of Incorporation
Aecon Construction Group Inc.	**Canada**
Aecon Construction and Materials Limited	**Ontario**
Aecon Infrastructure Management Inc.	**Alberta**
Aecon Transportation West Limited	**Alberta**
Bermuda Skyport Corporation Limited	**Bermuda**
Groupe Aecon Québec Ltée	**Québec**

Joint Ventures

Aecon conducts a substantial portion of its business through joint ventures with other Canadian and international companies. The following projects constituted the Company's most significant joint venture projects during 2019:

- Annacis Island Wastewater Treatment Plant ("**WWTP**") Stage 5 Phase 1 Upgrade Project;
- Bruce Power Unit 6 Steam Generator Replacement Project;
- Bruce Power Unit 6 Fuel Channel and Feeder Replacement ("**FCFR**") Project;
- Coastal GasLink Pipeline (Spreads 3 and 4) Project;
- Darlington Nuclear Re-Tube and Feeder Replacement ("**RFR**") Project (Execution Phase);
- Darlington Nuclear Turbine Generator Refurbishment Project;
- Enbridge Line 3 (Spreads 8 and 9) Replacement Project;
- Eglinton Crosstown Light Rail Transit ("**LRT**") Project;
- Finch West LRT Project;
- Gordie Howe International Bridge Project;
- Highway 401 Expansion Project;

- Kemano Generating Station Second Tunnel Project;
- Peace River Bridge Twinning Project;
- Réseau express métropolitain (“**REM**”) Montréal LRT Project;
- Second Narrows Water Supply Tunnel Burrard Inlet Crossing Project;
- Site C Generating Station and Spillways (“**GSS**”) Civil Works Project;
- Spread 1 of the Trans Mountain Pipeline Expansion Project;
- Waterloo Region LRT Project; and
- York Viva Bus Rapid Transit Project.

See “General Development of the Business – Three Year History” and “Description of the Business – Operations – Major Projects” in this AIF for a description of each of the projects mentioned above.

GENERAL DEVELOPMENT OF THE BUSINESS

Aecon is a Canadian leader in construction and infrastructure development, providing integrated turnkey services to private and public-sector clients. As of the date of this AIF, Aecon operates in two principal segments: construction (“**Construction**”) and concessions (“**Concessions**”). Services range from financing, design, construction and operation to procurement, materials supply and fabrication. As such, Aecon is one of the most diverse and multi-disciplined companies in its industry in Canada.

Three-Year History

Significant business developments during the Company’s past three financial years (other than project awards won in the ordinary course of business) are discussed below.

2019 Normal Course Issuer Bid

On October 31, 2019, the Company announced the receipt of regulatory approval from the TSX to make a normal course issuer bid to purchase for cancellation up to 5,975,486 Common Shares (representing approximately 10% of the public float as of October 24, 2019) during the 12-month period commencing on November 5, 2019 and ending on November 4, 2020 (the “**NCIB**”). As at December 31, 2019, the Company had repurchased for cancellation a total of 399,200 Common Shares under the NCIB for a total cash consideration of $7,217,653.

Proposed Arrangement

On October 26, 2017 the Company entered into an arrangement agreement with CCCC International Holding Limited and 10465127 Canada Inc. (together, “**CCCI**”), pursuant to which CCCI agreed, subject to satisfaction of customary conditions, to acquire all of the issued and outstanding Common Shares in cash by way of a statutory plan of arrangement under the CBCA (the “**Arrangement**”). On May 23, 2018, the Company was informed that the Governor in Council had issued an order under the *Investment Canada Act* directing CCCI not to implement the Arrangement. As a result, the Arrangement did not proceed.

Leadership Changes

On September 4, 2018 Jean-Louis Servranckx assumed the role of President and Chief Executive Officer of the Company. Upon Mr. Servranckx’s assumption of the President and Chief Executive Officer role, Mr. John M. Beck assumed his previous role as Executive Chairman of the board of directors of the Company (the "**Board**"). On October 25, 2018 the Company announced the appointment of Jean-Louis Servranckx to the Board.

On December 31, 2019, John M. Beck transitioned from Executive Chairman of the Board to the role of non-executive Chairman of the Board. Mr. Beck thus ceased to be an officer of the Company. Jean-Louis Servranckx assumed full executive responsibility and continues to be fully supported by Mr. Beck and the Board.

Issuance of 2018 Debentures and Redemption of 2013 Debentures

On September 26, 2018 Aecon issued an aggregate of $160,000,000 principal amount of 5.00% convertible unsecured subordinated debentures (the "**2018 Debentures**") pursuant to a short form prospectus dated September 19, 2018. On October 1, 2018, Aecon issued an additional $24,000,000 aggregate principal amount of the 2018 Debentures pursuant to the full exercise of the over-allotment option granted to the underwriting syndicate.

On October 26, 2018 Aecon used most of the proceeds from the 2018 Debenture offering to redeem the $169 million aggregate principal amount of its 5.50% convertible unsecured subordinated debentures outstanding, which were scheduled to mature on December 31, 2018 in accordance with the terms of the second supplemental trust indenture to the Trust Indenture (as defined below).

Sale of Contract Mining Business

On November 23, 2018 the Company sold substantially all of the assets related to its Contract Mining business, including its interest in the Fort Hills Project, for $197.5 million in cash to North American Construction Group. Aecon's Contract Mining business provided overburden removal and environmental reclamation services through a fleet of earth-moving equipment, primarily in the oil sands in Fort McMurray, Alberta.

Segment Realignment

Commencing in 2018, Aecon's Energy and Mining segments were combined into an Industrial segment to align with Aecon's operating management structure at that time and to capitalize on and combine the strengths and synergies of the Aecon group. Accordingly, throughout 2018, Aecon operated in three principal segments within the construction and infrastructure development industry: Infrastructure, Industrial, and Concessions.

In the first quarter of 2019, Aecon implemented a further structural realignment of its business segments to operate around two core end-markets. The two business segments are now: (i) Construction, which groups all of Aecon's construction capabilities and services under one organization, realigning services and resources to capitalize on the synergies provided by the Company's "One Aecon" approach; and (ii) Concessions, which includes the development, financing, construction and operation of infrastructure projects by way of build-operate-transfer, build-own-operate-transfer and other public-private partnership ("**P3**") contract structures. This refined and simplified organizational structure allows Aecon to offer its services to clients in a more focused and efficient manner.

DESCRIPTION OF THE BUSINESS

<u>Business of the Company</u>

As of the date of this AIF, Aecon operates in two principal segments within the construction and infrastructure development industry: Construction and Concessions.

The Construction segment includes all aspects of the construction of both public and private infrastructure, primarily in Canada and, on a selected basis, internationally and focuses primarily on the following market sectors:

- Civil Infrastructure;
- Urban Transportation Systems;
- Nuclear Power Infrastructure;
- Utility Infrastructure; and
- Conventional Industrial Infrastructure.

Activities within the Concessions segment include the development, financing, building and operation of construction projects by way of P3 contract structures, as well as integrating the services of all project participants, and harnessing the strengths and capabilities of Aecon. The Concessions segment focuses primarily on providing the following services:

- Development of domestic and international P3 projects;
- Private finance solutions;
- Developing effective strategic partnership;
- Leading and/or actively participating in development teams; and
- Operations and maintenance.

The construction and infrastructure development industry in Canada is seasonal in nature for companies like Aecon that perform a significant portion of their work outdoors, particularly road construction and utilities work. As a result, less work is performed in the winter and early spring months than in the summer and fall months. Accordingly, Aecon has historically experienced a seasonal pattern in its operating results, with the first half of the year, and particularly the first quarter, typically generating lower revenue and profit than the second half of the year. Therefore, results in any one quarter are not necessarily indicative of results in any other quarter, or for the year as a whole.

Business Operations – Major Projects

For the year ended December 31, 2019, except where noted below, Aecon was involved in the design and/or construction of 22 major projects. These projects are: the Annacis Island WWTP Stage 5 Phase 1 Project; the Bermuda International Airport Redevelopment Project; the Bruce Power Unit 6 FCFR Project; the Bruce Power Unit 6 Steam Generator Replacement Project; the Coastal GasLink Pipeline (Spreads 3 and 4) Project; the Darlington Nuclear RFR Project (Execution Phase); the Darlington Nuclear Turbine Generator Refurbishment Project; the Eglinton Crosstown LRT Project; the Enbridge Line 3 (Spreads 8 and 9) Replacement Project; the F.G. Gardiner Expressway Rehabilitation Project: Section 1; the Finch West LRT Project; the Gordie Howe International Bridge Project; the Highway 401 Expansion Project; the Kemano Generating Station Second Tunnel Project; the NOVA Chemicals Area 100/200 Mechanical and Piping Installation Project; the Peace River Bridge Twinning Project; the REM Montréal LRT Project; the Second Narrows Water Supply Tunnel Burrard Inlet Crossing Project; the Spread 1 of the Trans Mountain Pipeline Expansion Project; the Site C GSS Civil Works Project; the Waterloo Region LRT Project; and the York Viva Bus Rapid Transit Project, as described in further detail below.

In March of 2020, a number of governments in jurisdictions in which the Company operates declared states of emergency, or similar measures, in response to the COVID-19 pandemic. To the extent that the Company has been notified that certain of its major projects have been impacted due to such measures as of the date of this AIF, such information is provided below.

Annacis Island WWTP Stage 5 Phase 1 Project

Aecon holds a 50% interest in a joint venture project valued at $252 million to perform civil, mechanical and electrical work and instrumentation and demolition of the Annacis Island WWTP Stage 5 Phase 1 in Vancouver, British Columbia. Construction began in 2017, with work expected to be completed in 2021.

Bermuda International Airport Redevelopment Project

Aecon is executing a contract for the design and build of a new airport terminal at L.F. Wade International Airport located in St. George's, Bermuda. Construction of the new terminal involves six new covered boarded bridges, new apron space for parking and refueling or loading/unloading an aircraft, modifications to taxiways to improve airport traffic flow and energy and water efficiency features. Construction is expected to be completed in the second half of 2020. In addition, Aecon, through its wholly-owned subsidiary Bermuda Skyport Corporation Limited, is party to a concession contract for the financing, operation, maintenance, and complete lifecycle of the existing and new terminals on the L.F. Wade International Airport for a 30-year term starting on financial close, which occurred on March 16, 2017. The construction contract is valued at US$274 million. In March 2020, the existing airport was temporarily closed for reasons related to the COVID-19 pandemic.

Bruce Power Unit 6 FCFR Project

Aecon holds a 40% interest in a joint venture project valued at $475 million to execute work related the Unit 6 FCFR at the Bruce Nuclear Generating Station in Kincardine, Ontario. Unit 6 is the first of six reactors being refurbished by Bruce Power through a Major Component Replacement program. The scope of work includes the removal and replacement of calandria tubes, pressure tubes, and feeder tubes for Unit 6, as well as construction management and trade labour. In March 2020, work on this project was partially suspended for reasons related to the COVID-19 pandemic.

Bruce Power Unit 6 Steam Generator Replacement Project

Aecon holds a 40% interest in a joint venture valued at $130 million to replace steam generators at Unit 6 of the Bruce Nuclear Generating Station in Kincardine, Ontario.

Coastal GasLink Pipeline (Spreads 3 and 4) Project

Aecon holds a 50% interest in a joint venture project valued at $526 million for construction of Spreads 3 and 4 of the Coastal GasLink Pipeline in British Columbia. The scope of work includes construction of 123 kilometres of pipeline for Spread 3 and 74 kilometres of pipeline for Spread 4, northeast of Prince George, British Columbia.

Darlington Nuclear RFR Project (Execution Phase)

Aecon holds a 50% interest in a joint venture project valued at $2.75 billion to carry out the execution phase of the re-tube and feeder replacement project for the Darlington Nuclear Generating Station Refurbishment Program at Ontario Power Generation's Darlington Nuclear Generating Station in Clarington, Ontario. The execution phase scope of work includes refurbishment of the reactor cores to replace critical components at the Darlington Nuclear Generating Station, using the tools and methods that were developed and tested during the project's definition phase carried out by the joint venture. In March 2020, work on this project was partially suspended for reasons related to the COVID-19 pandemic.

Darlington Nuclear Turbine Generator Refurbishment Project

Aecon holds a 60% interest in a joint venture project valued at $265 million to carry out work on all four steam turbine generators at the Darlington Nuclear Generating Station in Clarington, Ontario. In March 2020, work on this project was partially suspended for reasons related to the COVID-19 pandemic.

Eglinton Crosstown LRT Project

Aecon holds a 25% interest in a concessionaire, design and build joint venture and maintenance and rehabilitation partnership of the Eglinton Crosstown LRT system. The joint venture is responsible for the design, construction, finance, maintenance and lifecycle activities of the 19-kilometre long dual track system for a 30-year maintenance term, including 25 stations, an integrated system of track work, rolling stock, signaling and communications infrastructure along Eglinton Avenue in Toronto, Ontario. The joint venture project is valued at $5.3 billion.

Enbridge Line 3 (Spreads 8 and 9) Replacement Project

Aecon held a 50% interest in a joint venture valued at $282 million to construct Spreads 8 and 9 of the Line 3 Replacement Phase 2 project in Manitoba. The scope of work included constructing 92.2 kilometres of pipeline in the area of Brandon, Manitoba for Spread 8, and constructing 96.5 kilometres of pipeline near Morden, Manitoba for Spread 9 extending to the Canada-U.S. border. The project was completed in August of 2019.

F.G. Gardiner Expressway Rehabilitation Project: Section 1

Aecon is executing a contract valued at $248 million for the full superstructure replacement of a 1.1 km section of the F. G. Gardiner Expressway in Toronto, Ontario, the rehabilitation of three ramps, as well as the installation of new street lighting and a Road Emergency Services Communication Unit system. The project is a segment of the City of Toronto's overall F.G. Gardiner Strategic Rehabilitation Plan, which will see the rehabilitation of the entire expressway.

Finch West LRT Project

Aecon holds a 33.3% interest in equity and construction of a joint venture project valued at $2.5 billion and a 50% interest in the 30-year maintenance term. The project consists of an 11-kilometre LRT that will run in a semi-exclusive lane along Finch Avenue in Toronto, a below-grade terminal stop at Humber College and 16 surface stops as well as an underground interchange station. The project also includes a maintenance and storage facility for the light rail vehicles and other required components, such as trackworks, signaling, communications, and public realm infrastructure.

Gordie Howe International Bridge Project

Aecon holds a 20% interest in a joint venture project valued at $5.7 billion (nominal value) to design, build and for a term of 30 years finance, operate, maintain and rehabilitate the new Gordie Howe International Bridge along the Canadian/U.S. border in the Windsor, Ontario and Detroit, Michigan region.

Highway 401 Expansion Project

Aecon holds a 50% interest in a joint venture project executing the $640 million contract for the Highway 401 Expansion. This project is an approximately 18-kilometre reconstruction and widening project in the western part of the Greater Toronto Area, from the Credit River in Mississauga, Ontario to Regional Road 25 in Milton, Ontario, consisting of two 10-lane segments, two 12-lane core collector systems and median High Occupancy Vehicle (HOV) lanes. The scope of work also includes bridge reconstruction and replacement, structural culvert replacements, drainage and utilities work, as well as ecological restoration.

Kemano Generating Station Second Tunnel Project

Aecon holds a 40% interest in a joint venture project valued at $364 million to construct an 8-kilometre tunnel for Rio Tinto in Kitimat, British Columbia.

NOVA Chemicals Area 100/200 Mechanical and Piping Installation Project

Aecon is executing a contract by NOVA Chemicals for the Area 100/200 Mechanical and Piping Installation. The scope of work includes structural steel erection and piping at a new polyethylene plant in Sarnia, Ontario. In March 2020, work on this project was partially suspended for reasons related to the COVID-19 pandemic.

Peace River Bridge Twinning Project

Aecon holds a 50% interest in a joint venture project valued at $148 million to construct a bridge over the Peace River to twin Highway 2 in Peace River, Alberta.

REM Montréal LRT Project

Aecon holds a 24% interest in a joint venture project valued at $5 billion to engineer, procure and construct the REM in Montréal, Quebec. The REM is a fully automated, electric light rail transit network that includes 67 kilometres of double tracks, 3.5 kilometres of tunnels, 26 new stations and park-and-ride facilities with associated bus terminals. In March 2020, work on this project was suspended for reasons related to the COVID-19 pandemic.

Second Narrows Water Supply Tunnel Burrard Inlet Crossing Project

Aecon holds a 40% interest in a joint venture project valued at $267 million to construct a water supply tunnel located at the Burrard Inlet Crossing in Vancouver, British Columbia. The scope of work includes construction of two shafts, one on each side of Burrard Inlet, connected by a 1,100-metre tunnel.

Site C GSS Civil Works Project

Aecon holds a 30% interest in a joint venture project valued at $1.6 billion for construction at the Site C Generating Station and Spillways Civil Works. The Site C Project is a hydroelectric dam and generating station under construction on the Peace River in northeast British Columbia. The scope of work includes the delivery of civil works associated with the powerhouse, penstocks, spillways and power intakes plus related ancillary construction work for BC Hydro. In March 2020, work on this project was suspended for reasons related to the COVID-19 pandemic.

Spread 1 of the Trans Mountain Pipeline Expansion Project

Aecon holds a 50% interest in a joint venture project to execute pipeline construction on Spread 1 of the Trans Mountain Pipeline Expansion Project. The scope of work includes construction of 49 kilometres of pipeline around Edmonton, Alberta.

Waterloo Region LRT Project

Aecon holds a 10% interest in the concessionaire and held a 51% interest in the design and build joint venture project valued at $583 million to design, construct, finance, operate and maintain a 19-kilometre dual track LRT system with 16 stations from Conestoga Mall in Waterloo, Ontario to Fairview Park Mall in Kitchener, Ontario.

York Viva Bus Rapid Transit Project

Aecon holds a 50% interest in a joint venture project valued at $261 million to design and construct approximately 9 kilometres of dedicated rapidway lanes for Viva rapid transit vehicles in the center of the road, including widening Yonge Street to accommodate the rapidway lanes, as well as ten new Viva Stations in Richmond Hill and Newmarket, Ontario.

In addition to the above major projects, Aecon maintains a number of open, recurring and repeat contracts and arrangements where the exact amount of work to be performed cannot be reliably quantified or where a minimum number of units at the contract specified price per unit is not guaranteed. Examples include the value of construction work managed under construction management advisory contracts, concession agreements, multi-year operating and maintenance service contracts where the value of the work is not specified, supplier of choice arrangements and alliance agreements where the client requests services on an as-needed basis. Some work under those contracts has been suspended due to the COVID-19 pandemic.

Environmental, Health and Safety Policy and Sustainability Policy

Aecon is subject to federal, provincial and municipal environmental legislation in all of its manufacturing and construction operations in the jurisdictions in which it operates. In any given year, Aecon performs work on hundreds of job sites of varying size and duration in many different jurisdictions and as such is subject to a wide range of environmental laws. Environmental and climate change risks are assessed in a variety of ways as outlined below.

Aecon recognizes that it must conduct all of its business in such a manner as to protect and preserve the environment as well as to comply with applicable statutory requirements. At each place where work is performed, Aecon develops and implements a detailed quality control plan as the primary tool to demonstrate and maintain compliance with all environmental regulations and conditions of permits and approvals. All Aecon employees at a supervisor role or higher are required to complete on an annual basis environmental, health and safety, "Red Book" training, an internal training session which includes conventional safety training, occupational health and safety as well as environmental training. In addition, Aecon's Code of Ethics and Business Conduct (the "**Code**") identifies environmental protection as a fundamental corporate value. The Code states that each Aecon employee has a role to play in ensuring that Aecon's business complies with existing legislation and is consistent with sound environmental management as well as the principles of sustainable development. Employees are encouraged and required to report any environmental concerns or events to their manager, or Aecon's Environment Health and Safety or Legal departments. Any immediate concerns are reviewed and assessed by the senior management team in consultation with Aecon's internal environment specialists, with additional monitoring and reporting up to the Board on an ongoing basis. Any significant issues or liabilities are raised and included in quarterly reports which are provided to the senior management team and the Board. Electronic notices are also issued from our Environmental, Health and Safety incident management system to notify senior management of any environmental and safety incidents in the past 24 hours.

Aecon introduced an Environmental, Social and Governance framework in June of 2019 (the **"ESG Program"**). The ESG Program is overseen by the Risk Committee of the Board. As part of the ESG Program, in the second half of 2019, the Company adopted and published on its website a Sustainability Policy, an Environmental Policy and a Human Rights Policy, each applicable to all of its operations. Management is also enhancing its global Environmental Management System. In 2020, subject to ongoing developments related to the COVID-19 pandemic, Aecon will publish its first Sustainability Report, which will report against the metrics set forth in the United Nations Sustainable Development Goals as well as the Sustainability Accounting Standards Board and the Task Force on Climate-Related Financial Disclosures frameworks.

Most of Aecon's work is completed pursuant to alliance agreements, purchase orders or project specific contracts. These contracts typically assign responsibility for known and unknown environmental risk. Where Aecon accepts risk for environmental liability, an appropriate contingency is included in the contract price and all major projects with material environmental risk are evaluated by Aecon's Project Risk Committee. Historically, the costs of environmental compliance have either been covered in the contract price (including general project contingencies) or have been non-material. Nevertheless, there can be no guarantee that a material liability will not arise that exceeds project contingencies. Based on the quarterly reports and electronic notices described above, management is not aware of any pending environmental legislation, violations of existing environmental legislation or significant cost of compliance with existing environmental legislation which would be likely to have a material impact on any of Aecon's operations, capital expenditure requirements or competitive position. See "Risk Factors - Environmental and Safety Factors" and "Risk Factors – Climate Change Factors" in the 2019 MD&A for additional details.

With respect to asset retirement obligations, the Company has legal obligations associated with the retirement of pits and quarries utilized in aggregate mining operations. As a result, a provision is made for close down, restoration and environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) in the financial period when the related environmental disturbance occurs, based on estimated future costs using information available at the balance sheet date. The provision is discounted using a current market-based pre-tax discount rate that reflects the average life of the obligations. An increase in the provision due to the passage of time is recognized as a finance cost and the provision is reduced by actual rehabilitation costs incurred. The present value of the legal obligation incurred is recognized as an inventory production cost and is included in the cost of the aggregates produced. For additional detail, see Note 5.16 "Provisions – Decommissioning Liabilities" and Note 5.16 "Provisions - General" in the 2019 Consolidated Financial Statements filed under the Company's SEDAR profile at www.sedar.com.

Employees

Aecon had approximately 2,000 full time salaried employees, approximately 2,488 union and 320 fixed term contract employees as of December 31, 2019, for a total of approximately 5,158 employees. This number is not indicative of the total number of employees at any time throughout the year as the Canadian construction industry is seasonal in nature, with less work performed in the winter and early spring months and may also vary depending on the number and nature of ongoing projects, acquisitions, divestitures and restructuring initiatives. At its peak operating capacity level during 2019, Aecon employed approximately 8,891 employees. Joint venture employees and independent contractors are excluded from these figures, as they are not employed by Aecon. Aecon recruits its hourly worker labour pool on an "as needed" basis consistent with relevant union contracts and traditional hiring practices. These employees are laid off upon the completion of the job they were working on unless they are transferred to another job. Management believes that its relationship with its employees is generally excellent.

RISK FACTORS

A description of risks affecting Aecon and its business appears under the heading "Risk Factors" located on pages 24 to 37 of the 2019 MD&A, which pages are incorporated by reference herein. See the heading "Special Note Regarding Forward-Looking Information" for a further discussion of risks associated with forward looking statements.

The Risk Factors disclosed in the 2019 MD&A addressed the risks of epidemics and pandemics and their impact on the Company's business and operations as reasonably understood at the time. Given the rapid global spread of the novel coronavirus with the potential to cause severe respiratory illness ("**COVID-19**") and the declaration of a global pandemic by the World Health Organization on March 11, 2020, subsequent to the release of the 2019 MD&A, the Company is updating its Risk Factors to include the disclosure that follows.

With the majority of jurisdictions in which the Company operates declaring a state of emergency in response to the COVID-19 pandemic, the Company's financial and/or operating performance could be materially adversely impacted by way of suspensions of the Company's projects, either by its clients or due to a broader government directive, slowdowns or stoppages in the performance of projects due to labour shortages, union action and/or high levels of absenteeism, supply chain disruptions, and increased collection risk from clients. Projects that were expected to be available to the Company to bid on to secure new revenue may also be delayed, suspended, or canceled.

Aecon has implemented a business continuity plan and has established the Aecon Leadership Emergency Response Team (ALERT) to provide centralized, cross-functional, strategic direction during a contagious illness situation such as the COVID-19 pandemic. While these measures may partially mitigate the impact of the COVID-19 pandemic, minimize recovery time and reduce business losses, the plan can neither account for nor control all possible events. The COVID-19 pandemic, therefore, may have material adverse financial implications for the Company.

DIVIDENDS AND DISTRIBUTIONS

The declaration and payment of dividends is at the sole discretion of the Board and may vary depending on a variety of factors and conditions. The Board reviews Aecon's dividend policy periodically in the context of the Company's overall profitability, free cash flow, legal requirements and other such factors the Board determines to be relevant.

In March 2017, Aecon's dividend policy was to, subject to Board approval, pay out quarterly dividends in the amount of $0.125 per Common Share on the first business day of each quarter to shareholders of record on the date that is ten calendar days prior to the payment date. In 2018, the dividend policy remained the same as in the prior year. In March 2019, the Board approved an increase to quarterly dividends to $0.145 per Common Share. In June 2019, the Board approved an amendment to Aecon's dividend policy to clarify that all dividend payments will be made on or prior to the second business day following the end of a quarter. In March 2020, the Board approved an increase to the quarterly dividend to $0.16 per Common Share.

Pursuant to the Trust Indenture and Supplemental Indenture (each as hereinafter defined) and the solvency restrictions under the CBCA, Aecon is restricted from declaring or paying a dividend to the holders of issued and outstanding Common Shares after the occurrence of an Event of Default (as defined in the Trust Indenture) unless and until such default shall have been cured or waived or shall have ceased to exist. For additional details, please see copies of each of the Trust Indenture and Supplemental Indenture filed under Aecon's SEDAR profile at www.sedar.com.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The authorized capital of the Company consists of an unlimited number of Common Shares. As of December 31, 2019, there were 60,715,625 outstanding Common Shares and no outstanding options to acquire Common Shares. For additional details, please see Note 24 "Capital Stock" to the 2019 Consolidated Financial Statements filed under the Company's SEDAR profile at www.sedar.com.

Holders of Common Shares are entitled to receive notice of all meetings of shareholders of the Company, to attend such meetings and to cast one vote per share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of the majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Shareholders vote for directors on an individual basis.

Holders of Common Shares are entitled to receive rateably such dividends, if any, as and when declared by the Board at its discretion from funds legally available therefore and upon the liquidation, dissolution or winding-up of the Company are entitled to receive rateably the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or rateably with the holders of the Common

Shares with respect to dividends or liquidation. The Common Shares do not by their terms carry any pre-emptive, subscription, redemption, retraction or conversion rights.

2018 Debentures

On September 26, 2018, Aecon issued an aggregate of $160,000,000 principal amount of the 2018 Debentures at a price of $1,000 per debenture pursuant to a short form prospectus dated September 19,

2018. On October 1, 2018, Aecon issued an additional $24,000,000 aggregate principal amount of the 2018 Debentures pursuant to the full exercise of the over-allotment option granted to the underwriting syndicate. The 2018 Debentures were issued pursuant to, and are governed by, the third supplemental trust indenture (the "**Supplemental Indenture**") to the trust indenture (the "**Trust Indenture**" and together with the Supplemental Indenture, the "**Indenture**") between the Company and Computershare Trust Company of Canada, as trustee (the "**Trustee**"). The following is a summary of the material attributes and characteristics of the 2018 Debentures and is subject to, and qualified by reference to, the terms of the Trust Indenture and the Supplemental Indenture. Unless otherwise indicated, capitalized terms in this section have the meanings ascribed to them in the Supplemental Indenture or Trust Indenture. Copies of the Trust Indenture and the Supplemental Indenture are available for review under Aecon's SEDAR profile at www.sedar.com.

Maturity and Interest

The 2018 Debentures bear interest at an annual rate of 5.00% payable semi-annually in arrears on May 31 and November 30 in each year commencing May 31, 2019. The maturity date of the 2018 Debentures is December 31, 2023 (the "**2018 Debenture Maturity Date**").

Conversion Privilege

The 2018 Debentures will be convertible into fully paid and non-assessable Common Shares at the option of the holder thereof at any time prior to the close of business on the earlier of the 2018 Debenture Maturity Date and the business day immediately preceding the date specified by the Company for redemption of the 2018 Debentures at a conversion price (the "**2018 Debenture Conversion Price**") of $24.00 per Common Share, being a conversion rate of 41.6667 Common Shares per $1,000 principal amount of 2018 Debentures, subject to adjustment as provided in the Trust Indenture. Upon conversion, holders will not be entitled to interest accrued since the last interest payment date, unless they convert their 2018 Debentures on an interest payment date, in which case they will be entitled to receive such interest payment.

Redemption

The 2018 Debentures are not redeemable before December 31, 2021. On and after December 31, 2021 and prior to December 31, 2022, the 2018 Debentures may be redeemed in whole or in part from time to time at the option of the Company on not more than 60 days and not less than 30 days prior notice at a price equal to their principal amount plus accrued and unpaid interest to, but excluding the date of redemption, provided that the volume weighted average trading price of the Common Shares on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date on which notice of redemption is given is at least 125% of the 2018 Debenture Conversion Price. On and after December 31, 2022 and prior to the 2018 Debenture Maturity Date, the 2018 Debentures may be redeemed in whole or in part from time to time at the option of the Company on not more than 60 days and not less than 30 days prior notice at a price equal to their principal amount plus accrued and unpaid interest.

Share Payment Option upon Redemption or Maturity

On redemption or at maturity, the Company may, at its option, on not more than 60 days and not less than 40 days prior notice and subject to regulatory approval and provided no event of default has occurred and is continuing, elect to satisfy its obligation to repay the principal amount of the 2018 Debentures, in whole or in part, by issuing and delivering that number of freely tradeable Common Shares obtained by dividing the principal amount of the outstanding 2018 Debentures which are to be redeemed or which have matured by 95% of the volume weighted average trading price of the Common Shares on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date fixed for redemption or the 2018 Debenture Maturity Date, as the case may be. Any accrued and unpaid interest thereon will be paid in cash.

Share Interest Payment Option

The Company may elect from time to time, subject to any required regulatory approval and provided that no Event of Default has occurred and is continuing, to satisfy all or part of its obligation to pay interest on the Debentures, on the date it is payable under the Indenture, by delivering sufficient Common Shares to the Trustee to satisfy the Interest Obligation in accordance with the Indenture.

Change of Control

Within 30 days following the occurrence of a Change of Control, the Company will be required to make an offer in writing to purchase all of the 2018 Debentures then outstanding at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest thereon.

If a Change of Control occurs in which 10% of more of the consideration for the voting shares of Aecon in the transaction or transactions constituting a Change of Control consists of: (i) cash; (ii) equity securities that are not traded or intended to be traded immediately following such transactions on a stock exchange; or (iii) other property that is not traded or intended to be traded immediately following such transactions on a stock exchange, holders of 2018 Debentures will be entitled to convert their Debentures and receive, subject to and upon completion of the Change of Control, in addition to the number of Common Shares they otherwise would have been entitled to under "- Conversion Privilege", an additional number of Common Shares per $1,000 principal amount of Debentures as set out in the Indenture.

Purchase for Cancellation

The Company has the right to purchase the 2018 Debentures for cancellation in the market, by tender, by private contract or otherwise, subject to applicable regulatory approval.

Subordination

The payment of the principal and premium, if any, of, and interest on, the 2018 Debentures will be subordinated in right of payment, as set forth in the Trust Indenture, to the prior payment in full of all Senior Indebtedness and indebtedness to trade creditors of the Company. The 2018 Debentures will also be effectively subordinated to claims of creditors of the Company's subsidiaries except to the extent the Company is a creditor of such subsidiaries ranking at least *pari passu* with such other creditors. The 2018 Debentures will not limit the ability of the Company to incur additional indebtedness, including indebtedness that ranks senior to the 2018 Debentures, or from mortgaging, pledging or charging its properties to secure any indebtedness.

MARKET FOR SECURITIES

Trading Price and Volume

Common Shares

The Common Shares are listed and posted for trading on the TSX under the trading symbol "ARE". The following table sets forth, for the periods indicated, the reported high and low trading prices and the aggregate volume of trading of the Common Shares on the TSX for the fiscal year ended December 31, 2019.

Month	High ($)	Low ($)	Volume
December	18.50	17.08	5,196,382
November	19.32	18.06	4,836,107
October	18.48	17.47	4,516,392
September	19.26	18.04	5,114,347
August	20.77	18.02	14,693,913
July	21.83	19.04	8,400,438

June	19.77	17.40	6,859,798
May	19.40	17.12	6,041,705
April	19.28	16.62	7,337,813
March	19.69	16.98	6,864,801
February	18.80	17.65	4,073,052
January	18.99	17.10	6,093,518

2018 Debentures

The 2018 Debentures are listed and posted for trading on the TSX under the trading symbol "ARE.DB.C". The following table sets forth, for the periods indicated, the reported high and low trading prices and the aggregate volume of trading of the convertible debentures on the TSX for the fiscal year ended December 31, 2019.

Month	High ($)	Low ($)	Volume
December	106.49	103.60	785,000
November	109.20	104.61	1,040,000
October	105.76	103.65	4,353,000
September	106.24	104.02	3,761,000
August	109.25	104.80	7,342,000
July	110.50	105.50	2,293,000
June	106.40	104.01	7,046,000
May	105.50	102.50	4,794,000
April	105.00	101.50	1,963,000
March	106.98	101.75	1,755,000
February	104.92	103.00	1,176,000
January	105.00	101.72	2,374,000

Prior Sales

The Company did not issue any securities in the financial year ended December 31, 2019 that were not listed on the TSX.

DIRECTORS AND OFFICERS

Directors

The names, municipalities of residence and principal occupations of Aecon's directors are set out below. Each director was elected to hold office until the next annual meeting of shareholders or until a successor is elected or appointed.

Name and Municipality of Residence	Office Held and Occupation	Year Became Director
JEAN-LOUIS SERVRANCKX Toronto, Ontario, Canada	President and Chief Executive Officer of the Company	2018
JOHN M. BECK (1) Toronto, Ontario, Canada	Chairman of the Board	1963
JOHN W. BRACE Toronto, Ontario, Canada	Corporate Director	2019
JOSEPH A. CARRABBA Key Largo, Florida, USA	President and Chief Executive Officer of Bond Resources Inc. and Teras Resources Inc. and Executive Chairman of Winston Gold Corp.	2013
ANTHONY P. FRANCESCHINI Edmonton, Alberta, Canada	Corporate Director	2009
J.D. HOLE Edmonton, Alberta, Canada	President, J.D. Hole Investments Inc.	2009
SUSAN WOLBURGH JENAH Toronto, Ontario, Canada	Corporate Director	2016
ERIC ROSENFELD New York, New York, USA	President and Chief Executive Officer, Crescendo Partners, L.P.	2017
MONICA SLOAN Calgary, Alberta, Canada	Managing Director, JKS Holdings Ltd.	2013
DEBORAH S. STEIN Calgary, Alberta, Canada	Corporate Director	2019

(1) Effective December 31, 2019, Mr. Beck transitioned from Executive Chairman to the role of Chairman of the Board.

Committees of the Board

The members of the Audit Committee are Deborah S. Stein (Chair), Anthony P. Franceschini, J.D. Hole, and Susan Wolburgh Jenah.

The members of the Corporate Governance, Nominating and Compensation Committee are Susan Wolburgh Jenah (Chair), Joseph A. Carrabba and Monica Sloan.

The members of the Environmental, Health and Safety Committee are J.D. Hole (Chair), Joseph A. Carrabba and Anthony P. Franceschini.

The members of the Risk Committee are Joseph A. Carrabba (Chair), John W. Brace, Anthony P. Franceschini and Eric Rosenfeld.

Biographies of Directors

Jean-Louis Servranckx is the President and Chief Executive Officer of Aecon. Mr. Servranckx has over 30 years of experience in the construction industry, across the infrastructure and industrial sectors, and is a seasoned leader with expertise in large-scale and complex international projects. Beginning his career at Spie Batignolles, his roles included Regional Manager for East Africa at Sogea-Satom, a subsidiary of Vinci before becoming International Development and Special Projects Manager. Mr. Servranckx continued his career at Vinci Construction, where he held progressively senior roles, including Operational Manager for the Mediterranean and Middle East regions, then Deputy Chief Executive Officer of the Major Projects Division. In 2011, he became President and Chief Executive Officer of Eiffage Civil Works Division, now known as Eiffage Infrastructures Branch, a business with over $6 billion in revenue and operations throughout Europe, Africa and in Canada. Mr. Servranckx graduated from École des Mines de Paris, holds an MBA from INSEAD and is fluent in English, French and Spanish.

John M. Beck is the Chairman of the Board. A leader in the Canadian construction industry, Mr. Beck has been a member of the Aecon Board since 1963. Mr. Beck has also served as a director of the Canadian Council for Public Private Partnerships. Mr. Beck is currently a member of the Board of the Royal Conservatory of Music, is a member of the Council of the Chartered Professional Accountants of Ontario, and has served as the Co-Chair of the Infrastructure and Urban Development Industries at the World Economic Forum. He is a member of the Advisory Council for the School of Public Policy at the University of Calgary and is also a member of the Business Council of Canada. Mr. Beck is a Fellow of the Canadian Academy of Engineering. Mr. Beck was also awarded the Donald P. Giffen Sr. Construction Industry Achievement Award by the Toronto Construction Association for 50 years of achievement in the construction industry. A graduate in Civil Engineering from McGill University, Mr. Beck has more than 55 years of experience in the construction industry in Canada and internationally. His background includes corporate leadership in numerous construction activities including heavy civil, commercial and industrial projects, precast concrete manufacturing, and the development of P3s.

John W. Brace joined the Board in June 2019. Mr. Brace is the current Chairman and former Chief Executive Officer of Northland Power Inc., where he served as Chief Executive Officer from 2003 to 2018 and held various positions in risk management, development, construction and operations since 1988. Mr. Brace served as Chair and President of the Association of Power Producers of Ontario and as a member of the Electricity Conservation and Supply Task Force. Mr. Brace received his Bachelor of Science degree in engineering physics from Queen’s University.

Joseph A. Carrabba joined the Board in 2013. Mr. Carrabba is the President, Chief Executive Officer and director of Bond Resources Inc. and Teras Resources Inc. Mr. Carrabba is also a director of TimkenSteel Corporation, Executive Chair of Winston Gold Corp., and Lead Director of Niocorp Developments Ltd. He is the former Chairman, President and Chief Executive Officer of Cliffs Natural Resources Inc., where he served in executive capacities from 2005 until 2013, and the former Chairman of Fura Gems Inc. Prior to joining Cliffs Natural Resources Inc., Mr. Carrabba gained broad experience in the mining industry throughout Canada, the United States, Asia, Australia and Europe. He served for over 20 years in a variety of leadership capacities at Rio Tinto, a global mining company, including as President and Chief Operating Officer of Rio Tinto’s Diavik Diamond Mines, Inc. in the Northwest Territories. Mr. Carrabba holds a Bachelor of Arts from Capital University in Ohio and a Master of Business Administration from Frostburg State University in Maryland.

Anthony P. Franceschini joined the Board in March 2009. Mr. Franceschini is a graduate of the Civil Engineering program at the University of Waterloo and has had an accomplished career in the consulting engineering and design industry. Mr. Franceschini is the retired President and Chief Executive Officer of Stantec Inc., 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 Inc. in 1978 and was instrumental in the growth of the company into a 10,000-person professional services firm, serving as President and Chief Executive Officer from June 1, 1998 to May 14, 2009.

J. D. Hole became a director of Aecon following the completion of Aecon's acquisition of Lockerbie & Hole Inc. 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 also the President of J.D. Hole Investments Inc.

Susan Wolburgh Jenah, ICD.D joined the Board in 2016. Ms. Wolburgh Jenah currently serves as a director of Laurentian Bank of Canada and of Hydro One Limited; as a Public Governor of the U.S. Financial Industry Regulatory Authority; and as director of NEO Exchange and NEO Innovations. She is the former President and Chief Executive Officer of the Investment Industry Regulatory Organization of Canada ("**IIROC**"), the national self-regulatory body that oversees investment dealers and trading activity on debt and equity markets in Canada and served as a member of the Board of the Global Risk Institute, as well as a Senior Advisor to Aird & Berlis LLP. Following her appointment as President and Chief Executive Officer of the Investment Dealers Association of Canada ("**IDA**") in 2007, she was instrumental in merging the IDA and Market Regulation Services Inc. to create IIROC in 2008 and in leading the merged organization until 2014. Prior to this, Ms. Wolburgh Jenah had an accomplished career with the Ontario Securities Commission spanning over two decades and serving in numerous executive roles including Vice-Chair, Head of International Affairs and General Counsel. She also serves as Vice-Chair of the Humber River Hospital Board, as a member of the C.D. Howe Institute's National Advisory Council, as a member of the Independent Review Committee for Vanguard Investments Canada and as a mentor/sponsor for Catalyst Women on Board. Ms. Wolburgh Jenah holds a J.D. from Osgoode Hall Law School and was recognized with the Osgoode Hall Alumni Award for Achievement in 2011. She is ICD.D certified.

Eric Rosenfeld joined the Board in 2017. Mr. Rosenfeld has been the President and Chief Executive Officer of Crescendo Partners, L.P., a New York based investment firm since its formation in November 1998. Prior to forming Crescendo Partners, Mr. Rosenfeld held the position of Managing Director at CIBC Oppenheimer and its predecessor company, Oppenheimer & Co., Inc. for 14 years. Mr. Rosenfeld currently serves as the Lead Independent Director of Cott Corporation, a beverage company, director and Chairman emeritus of CPI Aerostructures Inc., a company engaged in the contract production of structural aircraft parts, director of Pangaea Logistics Solutions Ltd., a logistics and shipping company, and NextDecade Corporation, a development stage LNG liquefaction company. Mr. Rosenfeld also serves as the Chief Executive Officer of Allegro Merger Corp., a blank-check company. Mr. Rosenfeld has previously served as a director for numerous companies, including Absolute Software Corp., a leader in firmware-embedded endpoint security and management for computers and ultraportable devices, Primoris Services Corporation, a specialty construction and infrastructure company, Sierra Systems Group Inc., an information technology, management consulting and systems integration firm, SAExplorationHoldings Inc., a seismic data services company, Emergis Inc., an electronic commerce company, Hill International, a construction management firm, Matrikon Inc., a company that provides industrial intelligence solutions, DALSA Corp., a digital imaging and semiconductor firm, GEAC Computer, a software company, SPAR Aerospace, a Canadian aerospace company, and Computer Horizons Corp., an IT services company.

Monica Sloan, ICD.D joined the Board in 2013. Ms. Sloan is the Managing Director of JKS Holdings Ltd., a private operating and investment business and is the former Chief Executive Officer and Managing Director of Intervera Ltd., a data quality product and solutions firm servicing the energy and utilities industry. Prior to Intervera, Ms. Sloan was an Independent Strategy and Management Consultant for ME Sloan Associates focused on the Canadian energy, oil and gas sector. Ms. Sloan also served as President of Kelman Technologies from 1997 to 1999 and was founding President of Telus Advanced Communications from 1994 to 1997. She has also served as director of Methanex Corporation, the world's largest supplier of methanol and the Balancing Pool of Alberta. Ms. Sloan holds a Master of Engineering from Stanford University and a Master of Business Administration from Harvard Business School and is ICD.D certified.

Deborah S. Stein joined the Board in June 2019. Ms. Stein has held a number of senior finance leadership roles, including Senior Vice President, Finance and Chief Financial Officer of AltaGas Ltd. from 2008 to 2015, and Chief Financial Officer and Corporate Secretary of AltaGas Utilities Group Inc. from 2005 to 2006. Ms. Stein also held senior leadership roles at Wendy's Restaurants of Canada, Paramount Canada's Wonderland and TransCanada Corporation. Ms. Stein currently sits on the boards of NuVista Energy Ltd., Parkland Fuel Corporation and Trican Well Services Ltd. Ms. Stein also serves on various private boards. She has previously served as Chairperson of Financial Executives International (FEI) Canada and was Trustee of the Calgary Zoo. Ms. Stein received her certification from the Institute of Corporate Directors and is a Fellow of Chartered Professional Accountants (FCPA, FCA). Ms. Stein holds a Bachelor of Arts degree in Economics (Hons.) from York University.

Executive Officers

The names, municipalities of residence and titles of the Executive Officers of Aecon as of the date of this AIF are:

Name and Municipality of Residence	Office
Jean-Louis Servranckx, Toronto, Ontario[(1)]	President and Chief Executive Officer
David Smales, Oakville, Ontario	Executive Vice-President and Chief Financial Officer
Yonni Fushman, Toronto, Ontario	Executive Vice-President, Chief Legal Officer and Secretary
Gordana Terkalas, Milton, Ontario	Senior Vice-President, Human Resources

(1) For Mr. Servranckx's biography, please see "Biographies of Directors" under "Directors and Officers" in this AIF.

Biographies of Executive Officers

David Smales has served as Executive Vice President and Chief Financial Officer of Aecon since November 2009. He oversees all Corporate and Operational Finance activities, Information Services, Communications and Corporate Affairs, Data and Analytics and Capital Markets activities. Prior to joining Aecon, Mr. Smales was the Chief Financial Officer of Catalyst Paper Corporation and prior to that held a number of senior financial positions at Novar plc in the UK focused on international operations. His career also includes roles in general management, strategy, and Mergers & Acquisitions, both in industry and during 10 years with PricewaterhouseCoopers. Mr. Smales is a member of the Institute of Chartered Accountants in England and Wales and has a BA (Honours) degree from the University of Newcastle-Upon-Tyne in England.

Yonni Fushman has served as Executive Vice-President and Chief Legal Officer of Aecon since July 2017 and is responsible for managing the legal, corporate secretarial, ethics and compliance, sustainability, project support, procurement and risk management functions at Aecon. Prior to that role, Mr. Fushman held successively more senior roles with Aecon since 2005, including Associate General Counsel from 2011 to 2015 and Deputy General Counsel from 2015 to 2017. Mr. Fushman is called to the bar in Ontario and is also licensed to practice law in California and Massachusetts (inactive status in both states). Mr. Fushman has a BA (magna cum laude) degree in Economics from the University of Southern California and a Juris Doctor (cum laude) degree from the Boston University School of Law.

Gordana Terkalas is Aecon's Senior Vice President, Human Resources. She leads the Company's Diversity & Inclusion Council, is a member of the Ethics & Compliance Committee, and leads the Organizational Change Management Community of Practice. Prior to joining Aecon in 2008, Ms. Terkalas practiced Human Resources in various industries including consulting engineering, technology and healthcare. Throughout her career, she has garnered extensive experience in both operations and corporate services across all facets of the Human Resources function – from organization design, talent acquisition and total rewards to employee development, talent and succession management. She holds a Bachelor of Commerce degree from Ryerson University, as well as a CHRL Designation and is a member of the Association of Change Management Professionals.

Security Holdings of Directors and Executive Officers

To the knowledge of the Company, the directors and executive officers of the Company listed in this AIF beneficially own, directly or indirectly, or exercise control or direction over as of December 31, 2019, an aggregate of approximately 1,969,995 Common Shares, representing approximately 3.24% of the issued and outstanding Common Shares (please see Note 24 "Capital Stock" to the 2019 Consolidated Financial Statements filed under the Company's SEDAR profile at www.sedar.com).

Conflicts of Interest

Circumstances may arise where members of the Board serve as directors or officers of corporations which are in competition to the interests of Aecon, who supply goods and services to the Aecon or who purchase goods and services from Aecon. However, each director and executive officer must comply with the disclosure requirements of the CBCA regarding any material interest. If a declaration of material interest is made, the declaring director shall not vote on the matter if put to a vote of the Board. In addition, the declaring director and executive officer may be requested to recuse himself or herself from the meeting when such matter is being discussed.

No circumstances with respect to existing or potential material conflicts of interest arose during the financial year ended December 31, 2019 where it was necessary or advisable for a director to recuse himself or herself from any Board meetings.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

On May 28, 2018, the Company filed a statement of claim in the Court of Queen's Bench for Saskatchewan (the "**Court**") against K+S Potash Canada ("**KSPC**") and KSPC filed a statement of claim in the Court against the Company. Both actions relate to the Legacy mine project in Bethune, Saskatchewan. The Company is seeking $180 million in payments due to it pursuant to agreements entered into between the Company and KSPC with respect to the project plus approximately $14 million in damages. The Company has recorded $136 million of unbilled revenue and accounts receivable as at December 31, 2019. Offsetting this amount to some extent, the Company has accrued $45 million in trade and other payables for potential payments to third parties pending the outcome of the claim against KSPC. KSPC is seeking an order that the Company repay to KSPC approximately $195 million already paid to the Company pursuant to such agreements. The Company believes that it will be successful in its claim and considers KSPC's claim to be without merit. These claims may not be resolved for several years. The Company does not expect that the resolution of these claims will cause a material impact to its financial position.

The Company is not a party to any other individual proceedings involving Aecon, its business or operations which are likely to have a material adverse effect on the business, operations or financial conditions of Aecon as a whole. To the knowledge of Aecon, no such legal proceedings are contemplated.

To its knowledge, Aecon is not currently a party to any regulatory investigation or proceeding or subject to any potential penalty, individually or in the aggregate, which is likely to have a material adverse effect on the business, operations or financial condition of Aecon as a whole.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this AIF, no director or executive officer of the Company and, to the knowledge of the directors and executive officers of the Company, none of their respective associates or affiliates, nor any person who beneficially owns or exercises control or direction, directly or indirectly, over more than 10% of the Company's outstanding Common Shares, nor their respective associates or affiliates, has had any material interest, direct or indirect, in any transaction within the Company's three most recently completed financial years or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries on a consolidated basis.

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc. of Toronto, Ontario is the Transfer Agent and Registrar for the Common Shares and the 2018 Debentures.

MATERIAL CONTRACTS

The Company has no material contracts, other than contracts entered into in the ordinary course of business, that were entered into during the financial year ended December 31, 2019, or that were entered into before the financial year ended December 31, 2019 that are still in effect, other than (i) the Trust Indenture and (ii) the Supplemental Indenture.

INTERESTS OF EXPERTS

PricewaterhouseCoopers LLP

The Company's auditor is PricewaterhouseCoopers LLP, Chartered Professional Accountants ("**PwC**").

PwC has prepared an independent auditor's report dated March 3, 2020 in respect of the Company's consolidated financial statements with accompanying notes as at December 31, 2019 and December 31, 2018 and for the years ended December 31, 2019 and December 31, 2018. PwC has advised that it is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Ontario.

AUDIT COMMITTEE

Audit Committee Charter

The text of the Audit Committee's Charter in effect as of the date hereof is attached hereto as Appendix A.

Composition of the Audit Committee

The current members of the Audit Committee are Deborah S. Stein (Chair), Anthony Franceschini, J.D. Hole, and Susan Wolburgh Jenah. All members of the Audit Committee for the year ended December 31, 2019 were independent and financially literate.

Relevant Education and Experience

Please see "Directors and Officers – Biographies of Directors" in this AIF for a description of the relevant education and experience of the members of the Audit Committee.

Pre-Approval of Policies and Procedures

The Audit Committee has delegated the approval on non-audit services under $25,000 (excluding expenses and applicable taxes) to the Chief Executive Officer and such employees designated by the Chief Executive Officer to an annual limit of $100,000. All other engagements are pre-approved by the Audit Committee.

External Auditor Service Fees

The following table sets forth the fees paid to PwC, the external auditor of the Company, for services rendered for financial years ended December 31, 2019 and 2018:

Description	**2019**	**2018**
Audit Fees	$1,372,000	$1,475,000
Audit Related Fees	$160,000	$389,000

Tax Fees	*Nil*	*Nil*
All Other Fees	*Nil*	*Nil*
Total Fees	$1,532,000	$1,864,000

Audit Fees

Audit fees were paid for professional services rendered by the auditor for the audit of the annual financial statements of the Company and its wholly owned subsidiaries and services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

Audit-related fees include fees paid to the Company's auditor for attestation services, quarterly review, services provided in connection with the Company's offering of convertible unsecured subordinated debentures and other accounting and reporting consultations. In addition, audit-related fees include the cost of translation of various continuous disclosure documents of the Company.

Tax Fees

Tax fees were paid in connection with the advice on tax compliance related matters.

Other Fees

Other fees were paid in connection with consultations in respect of the Company's project controls. Management and the Audit Committee concluded that the services provided by PwC were not restricted services and implemented monitoring safeguards to ensure independence was maintained.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Aecon's securities, securities authorized for issuance under equity compensation plans and the Company's corporate governance practices are contained in the Company's Management Information Circular dated May 8, 2019 for the most recent annual meeting of shareholders held on June 4, 2019. Additional financial information is provided in the Company's audited Consolidated Financial Statements for the year ended December 31, 2019 and, in the Company's related Management's Discussion and Analysis, both filed on SEDAR on March 3, 2020. A copy of the foregoing documents may be obtained by shareholders upon request from the Corporate Secretary of the Company. These documents, as well as additional information relating to Aecon, are available on SEDAR at www.sedar.com.

APPENDIX A
AUDIT COMMITTEE CHARTER

Appointment and Purpose

The Audit Committee is appointed by the Board (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 at least 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 Audit Committee or to meet with any members of, or consultants to, the Committee. Directors not on the Audit Committee are encouraged by the Chair to attend meetings at their convenience.

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's 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.

24. Oversee the administration, financial reporting and investment activities of the Corporation's defined benefit pension plan and the defined contribution pension plan (together, the "**Pension Plans**"), any succession plans and any related supplemental retirement arrangements.

25. Report to the Board with respect to the actuarial soundness of the Pension Plans, the administrative aspects of the pension plans, investment policy, performance of the investment portfolios and compliance with government legislation.

26. Consider amendments to the Pension Plans and make recommendations in respect thereof to the Board.