

NOTICE OF 2021 ANNUAL MEETING OF SHAREHOLDERS



You are invited to the Annual Meeting (the "Meeting") of Shareholders of Aecon Group Inc. (the "Corporation")

When

Tuesday, June 8, 2021
9:00 AM (Eastern Daylight Time)

Where

Virtual only Meeting via live audio webcast online at
<https://web.lumiagm.com/226362900>

At this website, shareholders will be able to attend the Meeting in real time, and registered shareholders and duly appointed proxyholders will be able to submit questions and vote their shares while the Meeting is being held.

Record Date

Close of business on April 9, 2021

BUSINESS OF THE MEETING

At the Meeting, Shareholders will be asked to:

- (i) receive the Corporation's annual financial statements for the financial year ended December 31, 2020, including the external auditor's report;
- (ii) elect directors of the Corporation;
- (iii) consider and, if deemed advisable, approve the advisory resolution to accept the Corporation's approach to executive compensation;
- (iv) to consider and, if deemed advisable, approve an ordinary resolution, in the form set forth in Appendix 4 of the attached Management Information Circular, to confirm all unallocated deferred share units and restricted share units under the Corporation's long-term incentive plan;
- (v) reappoint the auditors of the Corporation and to authorize the Board of Directors of the Corporation to fix their remuneration; and
- (vi) transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

BY ORDER OF THE BOARD OF DIRECTORS,

Yonni Fushman

Executive Vice President, Chief Sustainability Officer,
Chief Legal Officer and Secretary

Toronto, Ontario
May 9, 2021

YOUR VOTE IS IMPORTANT

Registered Shareholders entitled to vote at the Meeting must use one of the voting methods shown below:



You can vote your shares by calling 1-866-732-8683 (toll-free in North America).



You can vote your shares online at www.investorvote.com.



Complete, sign, date and return your form of proxy or voting instruction form in the postage-paid envelope provided to Computershare Investor Services Inc. Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto ON, M5J 2Y1.

Further details on the electronic and telephone voting processes are provided in the enclosed proxy form. **All proxies, to be valid, must be received by Computershare Investor Services Inc. no later than 9:00AM (Eastern Daylight Time) on June 4, 2021 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting) or delivered to the Chairman of the Meeting prior to commencement of the Meeting or any adjournment or postponement thereof, in order for the proxy to be voted. Votes cast electronically or by telephone must be submitted no later than 9:00AM (Eastern Daylight Time) on June 4, 2021 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting).**

	Canadian Beneficial Owner (Canadian Non-Objecting Beneficial Owner (CDN NOBO) or Canadian Objecting Beneficial Owner (CDN OBO))	U.S. Beneficial Owner (US Non-Objecting Beneficial Owner (US NOBO) or U.S. Objecting Beneficial Owner (US OBO))
By Phone	Call 1-800-474-7493 (English) or 1-800-474-7501 (French).	Call 1-800-454-8683.
	You will need to enter your 16-digit control number printed on the front of your voting instruction form. Follow the interactive voice recording instructions to submit your vote.	You will need to enter your 16-digit control number printed on the front of your voting instruction form. Follow the interactive voice recording instructions to submit your vote.
Online	Go to www.proxyvote.com .	Go to www.proxyvote.com .
	Enter your 16-digit control number printed on the front of your voting instruction form and follow the instructions on screen.	Enter your 16-digit control number printed on the front of your voting instruction form and follow the instructions on screen.