



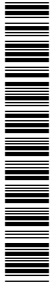
8th Floor, 100 University Avenue
 Toronto, Ontario M5J 2Y1
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AIOQ 000001

SAM SAMPLE
 123 SAMPLES STREET
 SAMPLETOWN SS X9X X9X
 CANADA

Security Class
COMMON SHARES

Holder Account Number
C9999999999 IND



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Form of Proxy - Special Meeting to be held on December 19, 2017

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse). If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form.
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed by you in the exact manner as your name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to you.
5. When properly signed and delivered, securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended in the documentation provided by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. The time limit for deposit of proxies may be waived by the Chair of the Special Meeting at his or her discretion, without notice.

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Proxies submitted must be received by 5:00 p.m., Eastern Time, on December 15, 2017.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
 Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

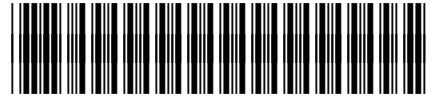
If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER 23456 78901 23456



IND C03

Appointment of Proxyholder

The undersigned shareholder of Aecon Group Inc. (the "Corporation") hereby appoints John M. Beck, Interim Chief Executive Officer, or failing him, Yonni Fushman, Executive Vice President and Chief Legal Officer

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of shareholders of the Corporation to be held at The Westin Toronto Airport Hotel, 950 Dixon Road, Plaza Suite Meeting Room (2nd floor) on December 19, 2017 at 10:00 a.m. (Eastern Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Arrangement

To consider and, if deemed advisable, pass the special resolution approving the arrangement under Section 192 of the *Canada Business Corporations Act*, the full text of which is set out in Appendix A to the Management Information Circular accompanying this Form of Proxy.

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

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