

***AECON***  
**AECON GROUP INC.**

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**ANNUAL INFORMATION FORM**

**For the Financial Year Ended**

**December 31, 2018**

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**March 26, 2019**

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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](http://www.aecon.com). The contents of Aecon’s website are expressly not 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 our strategy of building strong partnerships and alliances; Aecon’s ability to execute our risk management strategy; our ability to grow backlog across the organization by winning major projects; our ability to maintain a number of open, recurring and repeat contracts; Aecon’s ability to assign responsibility relating to known and unknown environmental 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; and Aecon’s expectations regarding legal proceedings to which Aecon is a party. 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 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 this AIF), 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 this AIF.

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 this AIF 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 800, Toronto, Ontario, Canada, M9W 7K6, telephone: +1 (416) 293-7004, fax: +1 (416) 940-2290. 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, 2018, its most recent financial year end, Aecon conducted its business principally through the following subsidiary companies, all of which are wholly owned by Aecon:

| <u>Subsidiary</u>                        | <u>Jurisdiction of Incorporation</u> |
|--|--------------------------------------|
| Aecon Construction Group Inc.            | Canada                               |
| Aecon Construction and Materials Limited | Ontario                              |
| Aecon Infrastructure Management Inc.     | Alberta                              |
| Aecon Industrial Management Corp.        | Alberta                              |
| Bermuda Skyport Corporation Limited      | Bermuda                              |
| Groupe Aecon Québec Ltée                 | Quebec                               |

### 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 2018:

- Annacis Island Wastewater Treatment Plant (“**WWTP**”) Project;
- Bermuda International Airport Redevelopment 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;
- Eglinton Crosstown Light Rail Transit (“**LRT**”) Project;
- Enbridge Line 3 (Spreads 8 and 9) Replacement Project;
- Finch West LRT Project;
- Fort Hills Project;

- Gardiner Expressway Rehabilitation Project: Section 1;
- Gordie Howe International Bridge Project;
- Kemano Generating Station Second Tunnel Project;
- Peace River Bridge Twinning Project;
- Réseau express métropolitain (“**REM**”) Montreal LRT Project;
- Second Narrows Water Supply Tunnel Burrard Inlet Crossing Project;
- Site C Generating Station and Spillways (“**GSS**”) Civil Works 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 are discussed below.

#### ***Second Narrows Water Supply Tunnel Burrard Inlet Crossing Project***

On November 1, 2018 a joint venture, in which Aecon holds a 40% interest, was awarded a \$267 million contract 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.

#### ***Coastal GasLink Pipeline (Spreads 3 and 4) Project***

On October 2, 2018 a joint venture, in which Aecon holds a 50% interest, was awarded a \$526 million contract for Spreads 3 and 4 of the Coastal GasLink Pipeline project 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. Early works for both Spreads 3 and 4 will commence in mid-2019, with construction starting in July 2020.

#### ***Gordie Howe International Bridge Project***

On September 28, 2018 Bridging North America, a consortium comprised of Aecon, ACS Infrastructure Canada Inc. and Fluor Canada Ltd., announced financial close on the Gordie Howe International Bridge project along the Canadian/U.S. border in the Windsor, Ontario and Detroit, Michigan region. The fixed-price contract for the project is valued at \$5.7 billion (nominal value), which includes a design-build (“**DB**”) phase and a 30-year operation, maintenance and rehabilitation (“**OMR**”) phase. Aecon holds a 20% interest

in the equity, DB and OMR partnerships. The project has a 74-month construction schedule and is expected to be completed by the end of 2024.

### ***Enbridge Line 3 (Spreads 8 and 9) Replacement Project***

On July 28, 2018 a joint venture, in which Aecon holds a 50% interest, was awarded a \$282 million contract for Spreads 8 and 9 of the Line 3 Replacement Phase 2 project in Manitoba. The scope of work includes 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. Construction commenced in the second half of 2018.

### ***F.G. Gardiner Expressway Rehabilitation Project: Section 1***

On July 12, 2018 Aecon was awarded a \$248 million contract for the full superstructure replacement of the F. G. Gardiner Expressway in Toronto, Ontario between Cherry and Jarvis Streets, the rehabilitation of three ramps, as well as installation of the 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.

### ***Bruce Power Unit 6 FCFR Project***

On June 14, 2018 a joint venture, in which Aecon holds a 40% interest, was awarded a \$475 million contract by Bruce Power to execute 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. Work will be performed through Aecon's Construction segment and is scheduled to commence in June 2020, with expected completion in the third quarter of 2022.

### ***Finch West LRT Project***

On May 7, 2018 the Mosaic Transit Group, a consortium comprised of Aecon, ACS Infrastructure Canada Inc. and CRH Canada Group Inc., announced it had reach commercial and financial close on the Finch West LRT Project in Toronto, Ontario. The total contract is valued at \$2.5 billion, which includes \$1.2 billion of construction. Mosaic Transit Group will be responsible to design, build, finance and maintain the 11-kilometre LRT that will run in a semi-exclusive lane along Finch Avenue. This consists of a below-grade terminal stop at Humber College and 16 surface stations 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. Aecon holds a 33.33% interest in equity and construction and a 50% interest in the 30-year maintenance agreement for the LRT.

### ***REM Montréal LRT Project***

On April 12, 2018 the NouvLR General Partnership consortium, a joint venture, in which Aecon has a 24% interest, finalized a \$5 billion contract for the engineering, procurement, and construction of the REM in Montreal, 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. Early works and construction on the project commenced in 2018.

### ***Site C GSS Civil Works Project***

On March 16, 2018 a partnership, in which Aecon holds a 30% interest, executed a contract valued at \$1.6 billion for 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. Construction began in 2018, with work expected to be completed in early 2023.

#### ***Bruce Power Unit 6 Steam Generator Replacement Project***

On December 12, 2017 a joint venture, in which Aecon holds a 40% interest, executed a contract valued at \$130 million for the replacement of steam generators at the Bruce Nuclear Generating Station in Kincardine, Ontario. Work is scheduled to reach substantial completion in the first quarter of 2022.

#### ***Annacis Island WWTP Project***

In May 2017 a joint venture, in which Aecon holds a 50% interest, was awarded a \$252 million contract for the civil, mechanical and electrical work, and instrumentation and demolition of the Annacis Island Wastewater Plant Stage 5 (Phase 1) in Vancouver, British Columbia.

#### ***Bermuda International Airport Redevelopment Project***

On March 16, 2017 Aecon reached commercial and financial close with the Canadian Commercial Corporation, a Crown corporation of the Government of Canada, on a contract for the design and build of a new airport terminal at L.F. Wade International Airport located in St. George's, Bermuda (the "**Bermuda International Airport Redevelopment Project**"). Construction of the new terminal involves six new covered boarded bridges, new apron space for parking and refueling or loading/unloading aircraft, modifications to taxiways to improve airport traffic flow as well as 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, entered into a concession contract for the operations, 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.

#### ***Darlington Nuclear Turbine Generator Refurbishment Project***

On June 27, 2016 a joint venture, in which Aecon holds a 60% interest, was awarded a \$265 million turbine generator refurbishment contract to carry out work on all four steam turbine generators at the Darlington Nuclear Generating Station in Clarington, Ontario.

#### ***Darlington Nuclear RFR Project (Execution Phase)***

On January 11, 2016 a joint venture, in which Aecon has a 50% interest, was awarded a \$2.75 billion contract to carry out the execution phase of the refurbishment of all four reactors at the Darlington Nuclear Generating Station in Clarington, Ontario. The Darlington Nuclear Generating Station has been producing about 20% of the electricity in the Province of Ontario since the early 1990s and the mid-life refurbishment will result in another 30 years of station operation. The execution phase involves using the tools and methods that were developed and tested during the project's definition phase.

#### ***Sale of Contract Mining Business***

Aecon held a 49% interest in a joint venture for overburden removal and other major civil and earthworks at the Fort Hills oil sands project operated by Suncor in Fort McMurray, Alberta (the "**Fort Hills Project**"). 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 \$199.1 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.



### ***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).

### ***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. Mr. Beck had served as interim President and Chief Executive Officer of the Company since the departure of Mr. Terrance McKibbin in November 2016.

On October 25, 2018 the Company announced the appointment of Jean-Louis Servranckx to the Company’s Board of Directors.

### ***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**

### **Business of the Company**

As of the date of this AIF, Aecon operates in two principal segments: 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.

| <b>CONSTRUCTION</b> |   |
|---------------------|---|
| <b>Sector</b>       | <b>Service Focus</b>  |
| Civil               | <ul style="list-style-type: none"> <li>• Urban transportation systems (LRTs)</li> <li>• Roads, Bridges, and Tunnels</li> <li>• Hydroelectric</li> <li>• Water Treatment</li> <li>• Airports</li> <li>• Asphalt Production and Aggregates</li> </ul>   |
| Industrial          | <ul style="list-style-type: none"> <li>• Nuclear</li> <li>• Gas Pipelines and Stations</li> <li>• Power Generation and Renewables</li> <li>• Utilities Programs</li> <li>• Industrial Process Facilities</li> <li>• Oil Development and Pipelines</li> <li>• Fabrication and Modules</li> </ul> |

Activities within the Concessions segment include the development, financing, construction, and operation of infrastructure projects by way of build-operate-transfer, build-own-operate-transfer, and other public-private partnership contract structures. The Concessions segment focuses primarily on the following activities:

| <b>CONCESSIONS</b>         |   |
|----------------------------|---|
|                            | <b>Service Focus</b>  |
| Project Financing          | <ul style="list-style-type: none"> <li>• Development of domestic and international P3 projects</li> <li>• Private finance solutions</li> </ul>  |
| Development                | <ul style="list-style-type: none"> <li>• Developing effective strategic partnerships</li> <li>• Leading and/or actively participating in development teams</li> </ul>                                   |
| Construction and Operation | <ul style="list-style-type: none"> <li>• Integrating the services of all project participants</li> <li>• Harnessing strengths and capabilities of Aecon</li> <li>• Operation and maintenance</li> </ul> |

The construction 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, a larger portion of this work is performed in the summer and fall months than in the winter and early spring months. Accordingly, Aecon has historically experienced a seasonal pattern in its operating cash flow, with cash balances typically being at their lowest levels in the middle of the year as investments in working capital increase. These seasonal impacts typically result in cash balances peaking near year-end or during the first quarter 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.

The table below sets forth total consolidated revenue for the segments that accounted for 15% or more of total consolidated revenue in each of the two most recently completed financial years.

| (\$ millions)                 | 2018<br>Revenue (\$) | 2017<br>Revenue (\$) |
|-------------------------------|----------------------|----------------------|
| <b>Infrastructure</b>         | 1,319.6              | 961.7                |
| <b>Industrial</b>             | 1,902.0              | 1,839.1              |
| <b>Concessions</b>            | 223.4                | 135.3                |
| <b>Other and Eliminations</b> | (178.6)              | (130.3)              |
| <b>Consolidated</b>           | 3,266.3              | 2,805.7              |

### **Business Operations – Major Projects**

For the year ended December 31, 2018, except where noted below, Aecon was involved in the design and/or construction of 18 major projects. These projects are: the Annacis Island WWTP Project; the Bermuda International Airport Redevelopment 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 Kemano Generating Station Second Tunnel Project; the Peace River Bridge Twinning Project; the REM Montreal LRT Project; the Second Narrows Water Supply Tunnel Burrard Inlet Crossing Project; the Site C GSS Civil Works Project; the Waterloo Region LRT Project; and the York Viva Bus Rapid Transit Project. See “General Development of the Business – Three Year History” in this AIF for a description of the Annacis Island WWTP Project; the Bermuda International Airport Redevelopment 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 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 REM Montreal LRT Project; the Second Narrows Water Supply Tunnel Burrard Inlet Crossing Project; and the Site C GSS Civil Works Project.

#### *Eglinton Crosstown LRT Project*

Aecon holds a 25% interest in a concessionaire, design and build joint venture and maintenance and rehabilitation joint venture of the Eglinton Crosstown LRT system. The joint venture project is valued at \$5.3 billion. 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.

#### *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.

#### *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.

#### *Waterloo Region LRT Project*

Aecon holds a 10% interest in a concessionaire and a 51% interest in a design and build joint venture project valued at \$583 million. The joint venture is responsible for the design, build, finance, operation and maintenance of an LRT system in the Region of Waterloo, Ontario. The construction portion of the project

consists of a 19-kilometre dual track system from Conestoga Mall in Waterloo to the Fairview Park Mall in Kitchener, as well as 16 LRT stations and an operations, maintenance and storage facility.

#### *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.

#### **Environmental, Health and Safety Policies**

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 risk is 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 required to report any environmental concerns to Aecon’s Environmental, Health and Safety and Legal departments. Any issues raised are included in quarterly reports which are provided to the senior management team and the Board of Directors. Aecon also has in place a formal Environmental, Social & Governance Framework, which guides Aecon employees to conduct business in a safe, socially and environmentally responsible and ethical manner. Senior management and the Board of Directors receive a daily flash report from the Environmental, Health and Safety group setting out any environmental and safety incidents in the past 24 hours.

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 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. Please see “Risk Factors - Environmental and Safety Factors” in this AIF 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, please see Note 5.16 “Provisions – Decommissioning Liabilities” and Note 17 “Provisions” in the 2018 Consolidated Financial Statements filed under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **Employees**

Aecon had approximately 1,795 full time salaried employees, approximately 4,306 union and 362 fixed term contract employees as of December 31, 2018, for a total of approximately 6,463 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 2018, Aecon employed approximately 8,512 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**

The following risk factors, and the information incorporated by reference herein, should be considered carefully. These risk factors could materially and adversely affect the Company’s future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

### **Large Project Risk**

A substantial portion of Aecon’s revenue is derived from large projects, some of which are conducted through joint ventures. These projects provide opportunities for significant revenue and profit contributions but, by their nature, carry significant risk and, as such, can result and have occasionally resulted in significant losses. In addition to a growing involvement in large projects in response to changing market conditions, Aecon is also active in the P3 market in Canada. The P3 procurement model typically involves a transfer of certain risks to a contractor beyond those contained in a conventional fixed price contract. As such, a failure to properly execute or complete a P3 project may subject Aecon to significant losses. The risks associated with such large-scale infrastructure and industrial projects are often proportionate to their size and complexity, thereby placing a premium on risk assessment and project execution.

Joint ventures are often formed to undertake a specific project, jointly controlled by the partners, and are dissolved upon completion of the project. Aecon selects its joint venture partners based on a variety of criteria including relevant expertise, past working relationships, as well as analysis of prospective partners’ financial and construction capabilities. Joint venture agreements spread risk between the partners and they generally state that companies supply their proportionate share of operating funds and share profits and losses in accordance with specified percentages. Nevertheless, each participant in a joint venture is usually

liable to the client for completion of the entire project in the event of a default by any of its partners. Therefore, in the event that a joint venture partner fails to perform its obligations due to financial or other difficulties or is disallowed from performing or is otherwise unable to perform its obligations as a result of the client's determination, whether pursuant to the relevant contract or because of modifications to government or agency procurement policies or rules or for any other reason, Aecon may be required to make additional investments or provide additional services which may reduce or eliminate profit, or even subject Aecon to significant losses with respect to the joint venture. As a result of the complexity and size of such projects that Aecon has pursued in recent years or is likely to pursue going forward, the failure of a joint venture partner on a larger, more complex project could have a more significant impact on Aecon's results.

The contract price on large projects is based on cost estimates using a number of assumptions. Given the size of these projects, if these assumptions prove incorrect, whether due to faulty estimates, unanticipated circumstances, or a failure to properly assess risk, profit may be materially lower than anticipated or, in a worst-case scenario, result in a significant loss.

The recording of the results of large project contracts can distort revenues and earnings on both a quarterly and an annual basis and can, in some cases, make it difficult to compare the financial results between reporting periods. For greater detail on the potential impact of contractual factors, including unpriced change orders, see "Contractual Factors" under "Risk Factors" herein.

Aecon has a number of commitments and contingencies. If Aecon was called upon to honour these contingent obligations, its financial results could be adversely affected. For additional details, see Note 23 "Contingencies" and Note 24 "Commitments Under Non-Cancellable Operating Leases" to the Company's December 31, 2018 consolidated financial statements filed on Aecon's SEDAR profile at [www.sedar.com](http://www.sedar.com).

The failure to replace the revenue generated from large projects on a going forward basis could adversely affect Aecon.

### **Contractual Factors**

Aecon performs construction activities under a variety of contracts including lump sum, fixed price, guaranteed maximum price, cost reimbursable, DB, design-build-finance, design-build-finance-maintain and design-build-finance-operate-maintain. Some forms of construction contracts carry more risk than others. Aecon attempts to maintain a diverse mix of contracts to prevent overexposure to the risk profile of any particular contractual structure; however, conditions influencing both private sector and public authority clients may alter the desired mix of available projects and contractual structures that Aecon undertakes.

Historically, a substantial portion of Aecon's revenue is derived from lump sum contracts pursuant to which a commitment is provided to the owner of the project to complete the project at a fixed price ("**Lump Sum**") or guaranteed maximum price ("**GMP**"). In Lump Sum and GMP projects, in addition to the risk factors of a unit price contract (as described below), any errors in quantity estimates or schedule delays or productivity losses, for which contracted relief is not available, must be absorbed within the Lump Sum or GMP, thereby adding a further risk component to the contract. Such contracts, given their inherent risks, have from time to time resulted in significant losses. The failure to properly assess a wide variety of risks, appropriately execute such contracts, or contractual disputes may have an adverse impact on financial results.

Aecon is also involved in fixed unit price construction contracts under which the Company is committed to provide services and materials at a fixed unit price (e.g. dollars per tonne of asphalt or aggregate). While this shifts the risk of estimating the quantity of units to the contract owner, any increase in Aecon's cost over the unit price bid, whether due to estimating error, inefficiency in project execution, inclement weather, inflation or other factors, will negatively affect Aecon's profitability.

In certain instances, Aecon guarantees to a customer that it will complete a project by a scheduled date or

that a facility will achieve certain performance standards. If the project or facility subsequently fails to meet the schedule or performance standards, Aecon could incur additional costs or penalties commonly referred to as liquidated damages. Although Aecon attempts to negotiate waivers of consequential or liquidated damages, on some contracts the Company is required to undertake such damages for failure to meet certain contractual provisions. Such penalties may be significant and could impact Aecon's financial position or results of future operations. Furthermore, schedule delays may also reduce profitability because staff may be prevented from pursuing and working on new projects. Project delays may also reduce customer satisfaction, which could impact future awards.

Aecon is also involved in DB, design-build-finance, design-build-finance-maintain and design-build-finance-operate-maintain contracts or certain contracts for owners such as Infrastructure Ontario and Partnerships British Columbia where, in addition to the responsibilities and risks of a unit price or lump sum construction contract, Aecon is responsible for certain aspects of the design of the facility being constructed. This form of contract adds the risk of Aecon's liability for design errors as well as additional construction costs that might result from such design errors.

Certain of Aecon's contractual requirements may also involve financing elements, where Aecon is required to provide one or more letters of credit, performance bonds, financial guarantees or equity investments. For greater detail see "Access to Bonding, Pre-qualification Rating and Letters of Credit" under "Risk Factors" herein.

Change orders, which modify the nature or quantity of the work to be completed, are frequently issued by clients. Final pricing of these change orders is often negotiated after the changes have been started or completed. As such, disputes regarding the quantum of unpriced change orders could impact Aecon's profitability on a particular project, its ability to recover costs or, in a worst-case scenario, result in significant project losses. Until pricing has been agreed, these change orders are referred to as "unpriced change orders." Revenues from unpriced change orders are recognized to the extent of the costs incurred on executing the change order or, if lower, to the extent to which recovery is probable. Consequently, profit on such change orders is recognized only when pricing is agreed. If, ultimately, there are disputes with clients on the pricing of change orders or disputes regarding additional payments owing as a result of changes in contract specifications, delays, additional work or changed conditions, Aecon's accounting policy is to record all costs for these changes but not to record any revenues anticipated from these disputes until resolution is probable. The timing of the resolution of such events can have a material impact on income and liquidity and thus can cause fluctuations in the revenue and income of Aecon in any one reporting period.

### **Aecon Operates in a Highly Competitive Industry**

Aecon operates businesses in highly competitive product and geographic markets in Canada, the United States and internationally. Aecon competes with other major contractors, as well as many mid-size and smaller companies, across a range of industry sectors. In addition, an increase in the number of international companies entering into the Canadian marketplace has made the market more competitive. Each has its own advantages and disadvantages relative to Aecon. New contract awards and contract margin are dependent on the level of competition and the general state of the markets in which the Company operates. Fluctuations in demand in the sectors in which the Company operates may impact the degree of competition for work. Competitive position is based on a multitude of factors including pricing, ability to obtain adequate bonding, backlog, financial strength, appetite for risk, reputation for safety, quality, timeliness and experience. Aecon has little control over and cannot otherwise affect what these competitive factors are. If the Company is unable to effectively respond to these competitive factors, results of operations and financial condition will be adversely impacted. In addition, a prolonged economic slump or slower than anticipated recovery may affect one or more of Aecon's competitors or the markets in which it operates, resulting in increased competition in certain market sectors, price or margin reductions or decreased demand for services, which may adversely affect results.

## **Resources and Commodities Sector**

Delays, scope reductions and/or cancellations in previously announced or anticipated projects in the Alberta oil sands and commodities mining sector demonstrated that economic activity in the resources and commodities sector could be impacted by a variety of factors. General factors include but are not limited to: the pricing of oil, potash and other commodities; market volatility; the impact of global economic conditions affecting demand or the worldwide financial markets; cost overruns on announced projects; efforts by owners to contractually shift risk for cost overruns to contractors; fluctuations in the availability of skilled labour; lack of sufficient governmental infrastructure to support growth; the introduction or repeal of “green” legislation; negative perception of the Alberta oil sands and their potential environmental impact; and a shortage of sufficient pipeline capacity to transport production to major markets.

The prices of oil, natural gas and other commodities are determined based on world demand, supply, production, speculative activities and other factors, all of which are beyond the control of the Company. Investment decisions by some of Aecon’s clients are dependent on the clients’ outlook on the long-term price of commodities. If that outlook is unfavourable it may cause delay, reduction or cancellation of current and future projects, including pipeline projects. The decline in the prices of oil and commodities beginning in late 2014 and continuing through 2018, combined with potential further declines in prices, could result in a material reduction in the oil and gas development activities and capital expenditure plans of some of the Company’s clients, which could in turn have a negative effect on the frequency, number and size of the projects for which the Company would bid.

Given the volatility of world oil and commodity prices, a sustained period of low prices on a going forward basis may result in material differences in previously projected resource development projects. Postponements or cancellations of investment in existing and new projects could have an adverse impact on Aecon’s business and financial condition.

## **Economic Factors**

Aecon’s profitability is closely tied to the general state of the economy in those geographic areas in which it operates. More specifically, the demand for construction and infrastructure development services, which is the principal component of Aecon’s operations, is perhaps the largest single driver of the Company’s growth and profitability. In periods of strong economic growth, there is generally an increase in the number of opportunities available in the construction and infrastructure development industry as capital spending increases. In periods of weak economic growth, the demand for Aecon’s services from private sector and public authority clients may be adversely affected by economic downturns.

In North America, which tends to have relatively sophisticated infrastructure, Aecon’s profitability is dependent both on the development, rehabilitation and expansion of basic infrastructure (such as, among others, highways, airport terminals, transit systems and hydroelectric plants) and on the type of infrastructure that flows from commercial and population growth. Commercial growth demands incremental facilities for the movement of goods within and outside of the community, along with water and sewer systems and heat, light and power supplies. Population growth creates a need to move people to and from work, schools and other public facilities, and demands similar services to new homes. Since growth in both these areas, with the possible exception of road maintenance and construction, is directly affected by the general state of the local economy, a prolonged economic downturn in the markets in which Aecon operates or related constraints on public sector funding, including as a result of government deficits, may have a significant impact on Aecon’s operations.

## **Concessionaire Risk**

In addition to providing design, construction, procurement, operation and other services on a given project, Aecon will sometimes invest as a concessionaire in an infrastructure asset. In such instances, Aecon assumes a degree of risk (essentially equity risk) associated with the performance of the asset during the concession period. The Bermuda International Airport Redevelopment Project is a current example of such



a project.

The financing arrangements on concession projects are typically based on a set of projections regarding the cash flow to be generated by the asset during the life of the concession. The ability of the asset to generate the cash flows required to provide a return to the concessionaire can be influenced by a number of factors, some of which are partially beyond the concessionaire's control, such as, among others, political or legislative changes, traffic demand and thus operating revenues, collection success and operating cost levels.

While project concession agreements often provide a degree of risk mitigation, and insurance products are available to limit some of the concession risks, the value of Aecon's investment in these infrastructure assets can be impaired, and certain limited risk guarantees can be called, if the financial performance of the asset does not meet certain requirements.

On a going forward basis, a future economic downturn may directly or indirectly impact the ability of Aecon to make the necessary financing arrangements to pursue all of the concession opportunities it would otherwise be interested in.

### **Dependence on the Public Sector**

A significant portion of Aecon's revenue is derived from contracts with various governments or their agencies. Consequently, any reduction in demand for Aecon's services by the public sector, whether from traditional funding constraints, the long-term impact of weak economic conditions (including future budgetary constraints, concerns regarding deficits or an eroding tax base), changing political priorities, change in government, cancellation or delays in projects caused by the election process would likely have an adverse effect on the Company if that business could not be replaced from within the private sector.

Large government-sponsored projects typically have long and often unpredictable lead times associated with the government review and political assessment process. The time delays and pursuit costs incurred as a result of this lengthy process, as well as the often-unknown political considerations that can be part of any final decision, constitute a significant risk to those pursuing such projects.

### **Labour Factors**

A significant portion of Aecon's labour force is unionized and accordingly, Aecon is subject to the detrimental effects of a strike or other labour action, in addition to competitive cost factors.

The Company's future prospects depend to a significant extent on its ability to attract sufficient skilled workers. The construction industry is faced with an increasing shortage of skilled labourers in some areas and disciplines, particularly in remote locations that require workers to live in temporary "camp" environments. The resulting competition for labour may limit the ability of the Company to take advantage of opportunities otherwise available or alternatively may impact the profitability of such endeavours on a going forward basis. The Company believes that its union status, size and industry reputation will help mitigate this risk but there can be no assurance that the Company will be successful in identifying, recruiting or retaining a sufficient number of skilled workers.

### **Subcontractor Performance**

The profitable completion of some contracts depends to a large degree on the satisfactory performance of the subcontractors as well as design and engineering consultants who complete different elements of the work. If these subcontractors do not perform to accepted standards, Aecon may be required to hire different subcontractors to complete the tasks, which may impact schedule, add costs to a contract, impact profitability on a specific job and, in certain circumstances, lead to significant losses. A major subcontractor default or failure to properly manage subcontractor performance could materially impact results.

## **Litigation Risk and Claims Risk**

Disputes are common in the construction industry and as such, in the normal course of business, the Company is involved in various legal actions and proceedings which arise from time to time, some of which may be substantial. In view of the quantum of the amounts claimed and the insurance coverage maintained by the Company in respect of these matters, management of the Company does not believe that any of the legal actions or proceedings that are presently known or anticipated by the Company are likely to have a material impact on the Company's financial position. However, there is no assurance that the Company's insurance arrangements will be sufficient to cover any particular claim or claims that may arise in the future or that a judge or arbitrator will not rule against Aecon in a proceeding notwithstanding the Company's confidence in the merits of its position. Furthermore, the Company is subject to the risk of claims and legal actions for various commercial and contractual matters, primarily arising from construction disputes, in respect of which insurance is not available. There can be no guarantee that there will not be a future rise in litigation which, depending on the nature of the litigation, could impact Aecon's results.

## **Risk of Non-Payment**

Credit risk of non-payment with private owners under construction contracts is to a certain degree minimized by statutory lien rights which give contractors a high priority in the event of foreclosures as well as progress payments based on percentage completion. However, there is no guarantee that these measures will in all circumstances mitigate the risk of non-payment from private owners and a significant default or bankruptcy by a private owner may impact results. A greater incidence of default (including cash flow problems) or corporate bankruptcy amongst clients, subcontractors or suppliers related to economic conditions could also impact results.

Credit risk is typically less with public (government) owners, who generally account for a significant portion of Aecon's business, as funds have generally been appropriated prior to the award or commencement of the project. Please see "Dependence on the Public Sector" under "Risk Factors" herein for additional discussion of the risks associated with this type of contract.

## **Ongoing Financing Availability**

Aecon's business strategy involves the selective growth of its operations through internal growth and acquisitions. Aecon requires substantial working capital during its peak busy period. Aecon relies on its cash position and the availability of credit and capital markets to meet these working capital demands. As Aecon's business grows, Aecon is continually seeking to enhance its access to funding in order to finance the higher working capital associated with this growth. However, given the expected demand for infrastructure services over the next several years and the size of many of these projects, Aecon may be constrained in its ability to capitalize on growth opportunities to the extent that financing is either insufficient or unavailable. Further, instability or disruption of capital markets, or a weakening of Aecon's cash position could restrict its access to or increase the cost of obtaining financing. Aecon cannot guarantee that it will maintain an adequate cash flow to fund its operations and meet its liquidity needs. Additionally, if the terms of Aecon's credit facility are not met lenders may terminate Aecon's right to use its credit facility, or demand repayment of whole or part of all outstanding indebtedness, which could have a material adverse effect on Aecon's financial position.

One or more third parties drawing on letters of credit or guarantees could have a material adverse effect on Aecon's cash position and operations.

Some of Aecon's clients also depend on the availability of credit to finance their projects. If clients cannot arrange financing, projects may be delayed or cancelled, which could have a material adverse effect on Aecon's growth and financial position. Diminution of a client's access to credit may also affect Aecon's ability to collect payments, negotiate change orders, and settle claims with clients which could have a material adverse effect on Aecon's financial position.

## **Access to Bonding, Pre-qualification Rating and Letters of Credit**

Many of Aecon's construction contracts require sufficient bonding, pre-qualification rating or letters of credit. The issuance of bonds under surety facilities is at the sole discretion of the surety company on a project by project basis. As such, even sizeable surety facilities are no guarantee of surety support on any specific individual project. Although the Company believes it will be able to continue to maintain surety capacity adequate to satisfy its requirements, should those requirements be materially greater than anticipated, or should sufficient surety capacity not be available to Aecon or its joint venture partners (see "Large Project Risk" under "Risk Factors" herein) for reasons related to an economic downturn or otherwise, or should the cost of bonding rise substantially (whether Aecon specific or industry wide), this may have an adverse effect on the ability of Aecon to operate its business or take advantage of all market opportunities. The Company also believes that it has sufficient capacity with respect to letters of credit to satisfy its requirements, but should these requirements be materially greater than anticipated or should industry capacity be materially impacted by domestic or international conditions unrelated to Aecon, this may have an adverse effect on the ability of Aecon to operate its business.

## **Insurance Risk**

Aecon maintains insurance in order to both satisfy the requirements of its various construction contracts as well as a corporate risk management strategy. Insurance products from time to time experience market fluctuations that can impact pricing and availability. Therefore, senior management, through Aecon's insurance broker, monitors developments in the insurance markets to ensure that the Company's insurance needs are met. Insurance risk entails inherent unpredictability that can arise from assuming long-term policy liabilities or from uncertainty of future events. Although Aecon has been able to meet its insurance needs, there can be no assurances that Aecon will be able to secure all necessary or appropriate insurance on a going forward basis. Failure to do so could lead to uninsured losses or limit Aecon's ability to pursue some construction contracts, both of which could impact results.

## **Environmental and Safety Factors**

Unfavourable weather conditions represent one of the most significant uncontrollable risks for Aecon to the extent that such risk is not mitigated through contractual terms. Construction projects are susceptible to delays as a result of extended periods of poor weather, which can have an adverse effect on profitability arising from either late completion penalties imposed by the contract or from the incremental costs arising from loss of productivity, compressed schedules, or from overtime work utilized to offset the time lost due to adverse weather.

During its history, Aecon has experienced a number of incidents, emissions or spills of a non-material nature in the course of its construction activities. Although none of these environmental incidents to date have resulted in a material liability to the Company, there can be no guarantee that any future incidents will also be of a non-material nature.

Aecon is subject to, and complies with, federal, provincial and municipal environmental legislation in all of its manufacturing and construction operations. Aecon recognizes that it must conduct all of its business in such a manner as to both protect and preserve the environment in accordance with this legislation. 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. Given its more than one hundred-year history in the construction industry, the large number of companies incorporated into its present structure, and the fact that environmental regulations tend not to have a statute of limitations, there can be no guarantee that a historical claim may not arise on a go forward basis. Management is not aware of any pending environmental legislation that would be likely to have a material impact on any of its operations, capital expenditure requirements or competitive position, although there can be no guarantee that future legislation (including without limitation the introduction of "green" legislation that may impact aspects of Aecon's business such as work in Alberta's oil sands) will not be proposed and, if implemented, might have an impact on the Company and its financial results.

Aecon is also subject to, and complies with, health and safety legislation in all of its operations in the jurisdictions in which it operates. The Company recognizes that it must conduct all of its business in such a manner as to ensure the protection of its workforce and the general public. Aecon has developed a comprehensive health and safety program. Nevertheless, given the nature of the industry, accidents will inevitably occur from time to time. Management is not aware of any pending health and safety legislation or prior incidents which would be likely to have a material impact, taken as a whole, on any of its operations, capital expenditure requirements or competitive position. Nevertheless, there can be no guarantee with respect to the impact of future legislation or accidents. Increasingly across the construction industry safety standards, records and culture are an integral component of winning new work. Should Aecon fail to maintain its safety standards, such failure may impact future job awards, or in a worst-case scenario impact financial results.

### **Cyclical Nature of the Construction Industry**

Fluctuating demand cycles are common in the construction industry and can have a significant impact on the degree of competition for available projects. As such, fluctuations in the demand for construction services or the ability of the private and/or public sector to fund projects in the current economic climate could adversely affect backlog and margin and thus Aecon's results.

Given the cyclical nature of the construction industry, the financial results of Aecon, similar to others in the industry, may be impacted in any given period by a wide variety of factors beyond its control (as outlined herein) and, as a result, there may be from time to time, significant and unpredictable variations in Aecon's quarterly and annual financial results.

### **Failure of Clients to Obtain Required Permits, Licences and Approvals**

The development of construction projects requires Aecon's clients to obtain regulatory and other permits, licenses and approvals from various governmental licencing bodies. Aecon's clients may not be able to obtain all necessary permits, licenses and approvals required for the development of their projects, in a timely manner or at all. These delays are generally outside the Company's control. The major costs associated with these delays are personnel and associated overhead that is designated for the project which cannot be reallocated effectively to other work. If the client's project is unable to proceed, it may adversely impact the demand for the Company's services.

### **International/Foreign Jurisdiction Factors**

Aecon is from time to time engaged in large international projects in foreign jurisdictions. International projects can expose Aecon to risks beyond those typical for its activities in its home market, including without limitation, economic, geopolitical, geotechnical, military, repatriation of undistributed profits, currency and foreign exchange risks, and other risks beyond the Company's control including the duration and severity of the impact of global economic downturns.

Aecon continually evaluates its exposure to unusual risks inherent in international projects and, where deemed appropriate in the circumstances, mitigates these risks through specific contract provisions, insurance coverage and forward exchange agreements. However, there are no assurances that such measures would offset or materially reduce the effects of such risks.

Foreign exchange risks are actively managed and hedged where possible and considered cost effective, when directly tied to quantifiable contractual cash flows accruing directly to Aecon within periods of one or two years. Major projects executed through joint ventures generally have a longer term and result in foreign exchange translation exposures that Aecon has not hedged. Such translation exposure will have an impact on Aecon's consolidated financial results. Practical and cost-effective hedging options to fully hedge this longer term translational exposure are not generally available.

## **Internal and Disclosure Controls**

Inadequate disclosure controls or ineffective internal controls over financial reporting could result in an increased risk of material misstatements in the financial reporting and public disclosure record of Aecon. Inadequate controls could also result in system downtime, give rise to litigation or regulatory investigation, fraud or the inability of Aecon to continue its business as presently constituted. Aecon has designed and implemented a system of internal controls and a variety of policies and procedures to provide reasonable assurance that material misstatements in the financial reporting and public disclosures are prevented and detected on a timely basis and other business risks are mitigated. In accordance with the guidelines adopted in Canada, Aecon assesses the effectiveness of its internal and disclosure controls using a top-down, risk-based approach in which both qualitative and quantitative measures are considered. An internal control system, no matter how well conceived and operated, can provide only reasonable – not absolute – assurance to management and the Board of Directors regarding achievement of intended results. Aecon's current system of internal and disclosure controls places reliance on key personnel across the Company to perform a variety of control functions including key reviews, analysis, reconciliations and monitoring. The failure of individuals to perform such functions or properly implement the controls as designed could adversely impact results.

## **Interruption or Failure of Information Systems**

Aecon relies extensively on information systems, data and communication networks to effectively manage its operations. Complete, accurate, available and secure information is vital to the Company's operations and any compromise in such information could result in improper decision making, inaccurate or delayed operational and/or financial reporting, delayed resolution to problems, breach of privacy and/or unintended disclosure of confidential materials. Failure in the completeness, accuracy, availability or security of Aecon's information systems, the risk of system interruption or failure during system upgrades or implementation, or a breach of data security could adversely affect the Company's operations and financial results.

## **Cybersecurity Threats**

Aecon has established and continues to enhance security controls which protect its information systems and infrastructure, and which meet or exceed its obligations under applicable law or professional standards. The Company's Information Services Security Group oversees the cybersecurity and risk mitigation strategy in coordination with Information Services and in consultation with the Company's Board of Directors. Aecon is IT general controls ("ITGC") certified and governed by the National Institute of Standards and Technology Cybersecurity Framework. Aecon annually conducts a comprehensive assessment with third party auditors in order to re-certify its compliance with the ITGC principles. While audits occur annually, information security risk reviews and assessments are conducted more frequently in accordance with established processes to ensure that Aecon's security controls are protecting the Company's information systems and infrastructure on an ongoing basis. Aecon has also established safeguards to ensure that appropriate physical access controls are in place to protect the Company's facilities and information technology resources from unauthorized access. The Company has a cyber insurance policy which provides broad coverage of cyber incidents as well as third party costs as a result of breaches and costs to restore, recreate or recollect electronic data.

Aecon relies on information technology systems to manage its operations, including for reporting its results of operations, collection and storage of client data, personal data of employees and other stakeholders, and various other processes and transactions. Some of these systems are managed by third-party service providers. Aecon has similar exposure to security risks faced by other large companies that have data stored on their information technology systems. Given the rapid evolution and sophisticated level of cyber incidents, all the foregoing security measures and controls may not be sufficient to prevent third party access of digital data from Aecon's or its third-party service providers' systems with the intent to misappropriate information, corrupt data or cause operational disruptions. Such incidents could cause delays in the Company's operations and construction projects, result in lost revenues due to a disruption of activities,

lead to the loss, destruction, inappropriate use or theft of confidential data, or result in theft of confidential information, including the Company's or its clients' or joint venture partners' intellectual property. If any of the foregoing events occurs, the Company may be exposed to a number of consequences, including potential litigation or regulatory actions and reputational damage, which could have a material adverse effect on the Company.

### **Integration and Acquisition Risk**

The integration of any acquisition raises a variety of issues including, without limitation, identification and execution of synergies, elimination of cost duplication, systems integration (including accounting and information technology), execution of the pre-deal business strategy in an uncertain economic market, development of common corporate culture and values, integration and retention of key staff, retention of current clients as well as a variety of issues that may be specific to Aecon and the industry in which it operates. There can be no assurance that Aecon will maximize or realize the full potential of any of its acquisitions. A failure to successfully integrate acquisitions and execute a combined business plan could materially impact the future financial results of Aecon. Likewise, a failure to expand the existing client base and achieve sufficient utilization of the assets acquired could also materially impact the future financial results of Aecon.

### **Loss of Key Management and Inability to Attract and Retain Key Staff**

The Company's future prospects depend to a significant extent on the continued service of its key executives and staff. Furthermore, the Company's continued growth and future success depends on its ability to identify, recruit, assimilate and retain key management, technical, project and business development personnel. The competition for such employees, particularly during periods of high demand in certain sectors, is intense and there can be no assurance that the Company will be successful in identifying, recruiting or retaining such personnel.

### **Adjustments in Backlog**

There can be no assurance that the revenues projected in Aecon's backlog at any given time will be realized or, if realized, that they will perform as expected with respect to margin. Projects may from time to time remain in backlog for an extended period of time prior to contract commencement, and after commencement may occur unevenly over current and future earnings periods. Project suspensions, terminations or reductions in scope do occur from time to time in the construction industry due to considerations beyond the control of a contractor such as Aecon and may have a material impact on the amount of reported backlog with a corresponding impact on future revenues and profitability. A variety of factors outlined in these "Risk Factors" including, without limitation, conditions in the oil sands or other resource related sectors and the impact of economic weakness could lead to project delays, reductions in scope and/or cancellations which could, depending on severity, negatively affect the ability of the Company to replace its existing backlog, which may adversely impact results.

### **Tax Accrual Risks**

Aecon is subject to income taxes in both Canada and several foreign jurisdictions. Significant judgment is required in determining the Company's worldwide provision for income taxes. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although Aecon believes its tax estimates are reasonable, there can be no assurance that the final determination of any tax audits and litigation will not be materially different from that reflected in historical income tax provisions and accruals. Although management believes it adequately provides for any additional taxes that may be assessed as a result of an audit or litigation, the occurrence of either of these events could have an adverse effect on the Company's current and future results and financial condition.

### **Public Procurement Laws and Regulations**

As part of its business dealings with governmental bodies, Aecon must comply with public procurement laws and regulations aimed at ensuring that public sector bodies award contracts in a transparent, competitive, efficient, ethical and non-discriminatory way. Although Aecon has adopted control measures and implemented policies and procedures to mitigate such risks, these control measures, policies and procedures may not always be sufficient to protect the Company from the consequences of acts prohibited by public procurement laws and regulations committed by its directors, officers, employees and agents. If Aecon fails to comply with these laws and regulations it could be subject to administrative or civil liabilities and to mandatory or discretionary exclusion or suspension, on a permanent or temporary basis, from contracting with governmental bodies in addition to other penalties and sanctions that could be incurred by the Company.

### **Reputation in the Construction Industry**

Reputation and goodwill play an important role in the long-term success of any company in the construction industry. Negative opinion may impact long-term results and can arise from a number of factors including competence, losses on specific projects, questions concerning business ethics and integrity, corporate governance, changing environmental awareness, the accuracy and quality of financial reporting and public disclosure as well as the quality and timing of the delivery of key products and services. Aecon has implemented various procedures and policies to help mitigate this risk including the adoption of a comprehensive Code which all employees are expected to review and abide by. Nevertheless, the adoption of corporate policies and training of employees cannot guarantee that a future breach or breaches of the Code or other corporate policies will not occur which may or may not impact the financial results of the Company.

### **Increases in the Cost of Raw Materials**

The cost of raw materials represents a significant component of Aecon's operating expenses. As contractors are not always able to pass such risks on to their customers, unexpected increases in the cost of raw materials may negatively impact the Company's results. At times, the global availability of basic construction materials such as cement and steel can be impacted by high periods of demand which can result in significant price fluctuations, price escalation and periodic supply shortages. Tariffs on raw materials between nations may also impact the cost of raw materials from time to time. Unanticipated fluctuations in the costs of raw materials may add a significant risk to many vendors and subcontractors, some of whom may respond by no longer guaranteeing price or availability on long-term contracts which in turn increases the risk for contractors who are not always able to pass this risk on to their customers.

### **Impact of Extreme Weather Conditions and Natural Disasters**

Much of Aecon's construction activities are performed outdoors. Extreme weather conditions or natural or other disasters, such as earthquakes, fires, floods, epidemics or pandemics and similar events, may cause delays in the progress of Aecon's projects, which to the extent that such risk is not mitigated through contractual terms, may result in loss of revenues that otherwise would be recognized while certain costs continue to be incurred. Delays in the completion of Aecon's services may also lead to incurring additional non-compensable costs, including overtime work, that are necessary to meet clients' schedules. Delays in the commencement or completion of a project may also result in penalties or sanctions under contracts or even the cancellation of contracts. Such events may also impact the availability and cost of raw materials and could increase insurance and other costs, which may create financial risk to Aecon's business or otherwise have a material adverse effect on its financial position.

## **Climate Change**

Climate change could exacerbate certain of the threats facing Aecon's business, including the frequency and severity of extreme weather conditions and natural disasters, which may disrupt its operations, create financial risk to its business or otherwise have a material adverse effect on its financial position. See "Risk Factors – Impact of Extreme Weather Conditions and Natural Disasters".

Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. The failure to recognize and adequately respond to climate change concerns or public and governmental expectations on climate matters may have a material adverse effect on Aecon's profitability and financial condition. See "Risk Factors – Climate Change Laws and Regulations" in this Annual Information Form.

## **Climate Change Laws and Regulations**

Global climate change continues to attract considerable public, scientific and regulatory attention, and greenhouse gas emission regulation is becoming more commonplace and stringent. Government action to address climate change may involve both economic instruments such as carbon taxation as well as restrictions on economic sectors such as cap-and-trade. Aecon is subject to carbon taxation and cap-and-trade systems in some of the jurisdictions in which it operates and there is a possibility in other jurisdictions in the future. The Company's cost of business may rise and the Company may be required to purchase new equipment to reduce emissions in order to comply with new regulatory standards or to mitigate the financial impact of carbon taxation. In addition, Aecon's inability to comply with climate change laws and regulations could result in penalties, lawsuits and potential harm to its reputation. Cap-and-trade programs and other government restrictions on certain market sectors can also impact current or potential clients in industries such as petroleum crude oil.

## **Impairment in the Value of Aecon's Assets**

New events or circumstances may lead Aecon to reassess the value of goodwill, property, plant and equipment, and other non-financial assets, and record a significant impairment loss, which could have a material adverse effect on its financial position. Aecon's financial assets, other than those accounted for at fair value, are assessed for indicators of impairment quarterly. Financial assets are considered impaired when there is objective evidence that estimated future cash flows of the investment have been affected by one or more events that occurred after the initial recognition of the financial asset. In such a case, Aecon may be required to reduce carrying values to their estimated fair value. Aecon's estimates of future cash flows are inherently subjective which could have a significant impact on the analysis. Further, there could be a material adverse effect on Aecon's financial position from any future write-offs or write-downs of Aecon's assets or in the carrying value of its investments.

## **Outsourced Software**

Aecon relies on third party providers of software and infrastructure to run critical accounting, project management and financial systems. Discontinuation of development or maintenance of third party software and infrastructure could cause a disruption in Aecon's systems.

## **Protection of Intellectual Property and Proprietary Rights**

The Company depends, in part, on its ability to protect its intellectual property rights. Aecon relies primarily on patent, copyright, trademark and trade secret laws to protect its proprietary technologies. The failure of any patents or other intellectual property rights to provide protection to Aecon's technologies would make it easier for competitors to offer similar products, which could result in lower sales or gross margin.

The Company's trademarks and trade names are registered in Canada and the United States and the



Company intends to keep these filings current and seek protection for new trademarks to the extent consistent with business needs. The Company relies on trade secrets and proprietary know-how and confidentiality agreements to protect certain of its technologies and processes.

## **DIVIDENDS AND DISTRIBUTIONS**

The declaration and payment of dividends is at the sole discretion of the Board of Directors and may vary depending on a variety of factors and conditions. The Board of Directors 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 of Directors determines to be relevant.

In March 2016, Aecon's annual dividend policy was to pay out an annual dividend of \$0.40 payable quarterly in the amount of \$0.10 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 March 2016, annual dividends were increased to \$0.46 per Common Share, payable quarterly in the amount of \$0.115 per Common Share. In March 2017, annual dividends were increased to \$0.50 per Common Share, payable quarterly in the amount of \$0.125 per Common Share. In the first quarter of 2018, the Board of Directors again approved an annual dividend of \$0.50 per Common Share, unchanged from the prior year, payable quarterly in the amount of \$0.125 per Common Share. In March 2019, the Board of Directors approved an increase to the quarterly dividend to \$0.145 cents 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](http://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, 2018, there were 60,478,564 outstanding Common Shares and no outstanding options to acquire Common Shares. For additional details, please see Note 25 "Capital Stock" to the 2018 Consolidated Financial Statements filed under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

Holder 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.

Holder of Common Shares are entitled to receive rateably such dividends, if any, as and when declared by the Board of Directors 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](http://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, 2018.

| <b>Month</b> | <b>High (\$)</b> | <b>Low (\$)</b> | <b>Volume</b> |
|--------------|------------------|-----------------|---------------|
| December     | 19.07            | 16.71           | 5,773,905     |
| November     | 19.79            | 18.29           | 6,985,299     |
| October      | 19.29            | 16.01           | 11,904,956    |
| September    | 17.34            | 15.54           | 5,650,831     |
| August       | 17.58            | 16.44           | 9,045,118     |
| July         | 16.50            | 14.92           | 9,517,081     |

|          |       |       |            |
|----------|-------|-------|------------|
| June     | 15.78 | 14.27 | 11,121,841 |
| May      | 18.47 | 14.29 | 12,180,573 |
| April    | 19.10 | 17.80 | 1,447,288  |
| March    | 19.40 | 17.98 | 3,032,566  |
| February | 19.98 | 18.69 | 4,061,526  |
| January  | 20.06 | 19.73 | 8,442,141  |

### ***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, 2018.

| <b>Month</b>             | <b>High (\$)</b> | <b>Low (\$)</b> | <b>Volume</b> |
|--------------------------|------------------|-----------------|---------------|
| December                 | 104.00           | 101.25          | 35,880        |
| November                 | 106.40           | 103.43          | 71,740        |
| October                  | 106.14           | 100.29          | 344,940       |
| September <sup>(1)</sup> | 101.70           | 100.85          | 204,940       |

(1) Aecon issued its 2018 Debentures on September 19, 2018 and October 1, 2018.

### **Prior Sales**

The Company did not issue any securities in the financial year ended December 31, 2018 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 SERVFRANCKX <sup>(1)</sup><br>Toronto, Ontario, Canada             | President and Chief Executive Officer of the Company   | 2018                 |
| JOHN M. BECK<br>Toronto, Ontario, Canada                                      | Executive Chairman of the Board of Directors of the Company  | 1963                 |
| MICHAEL A. BUTT<br>Maple, Ontario, Canada                                     | Chairman and Chief Executive Officer, Buttcon Limited, and Lead Director of the Company <sup>(2)</sup> | 1994                 |
| JOSEPH A. CARRABBA<br>Key Largo, Florida, USA                                 | Corporate Director   | 2013                 |
| ANTHONY P. FRANCESCHINI<br>Edmonton, Alberta, Canada                          | Corporate Director   | 2009                 |
| J.D. HOLE<br>Edmonton, Alberta, Canada  | President, J.D. Hole Investments Inc.  | 2009                 |
| SUSAN WOLBURGH JENAH<br>Toronto, Ontario, Canada                              | Corporate Director   | 2016                 |
| ERIC ROSENFELD<br>New York, New York, USA                                     | President and Chief Executive Officer, Crescendo Partners, L.P.  | 2017                 |
| MONICA SLOAN<br>Calgary, Alberta, Canada                                      | Managing Director, JKS Holdings Ltd.   | 2013                 |
| THE HON. BRIAN V. TOBIN, P.C., O.C. <sup>(2)</sup><br>Ottawa, Ontario, Canada | Vice Chairman, BMO Financial Group   | 2005                 |

(1) Mr. Servranckx joined the Company effective September 4, 2018 and was appointed as a director of the Company on October 25, 2018.

(2) Hon. Brian V. Tobin, P.C., O.C. resigned from Aecon's board of directors effective December 31, 2018. Following Mr. Tobin's departure, the Board appointed Mr. Butt as the lead director of the Board of Directors, effective January 1, 2019.

### Committees of the Board

The members of the Audit Committee are Anthony P. Franceschini (Chair), Michael A. Butt, 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. Michael A. Butt and The Hon. Brian V. Tobin, P.C. were members of the Corporate Governance, Nominating and Compensation Committee until December 31, 2018.

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), Michael A. Butt, 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 Executive Chairman of Aecon. A leader in the Canadian construction industry, Mr. Beck has been a member of the Aecon Board of Directors 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 Directors of the Ontario Financing Authority and the Royal Conservatory of Music, 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 public-private partnerships.

**Michael A. Butt** is the Chairman and Chief Executive Officer of Buttcon Limited (“**Buttcon**”), general contractors. Mr. Butt has been a member of the Board of Directors since 1994. He started his career in the construction industry in the 1960s with Mitchell Construction where he rose to managing director and was a member of the steering committee of the Mitchell Construction Kinear Moodie Group. He founded M.A. Butt Construction Limited in 1973 and Buttcon in 1979. Mr. Butt has a Bachelor of Applied Science in Civil Engineering from the University of Toronto. Mr. Butt is a former Director of both the Ontario General Contractors Association (“**OGCA**”) and the Canadian Construction Association (“**CCA**”) and served as Chairman of the OGCA in 1998 and as Chairman of the CCA in 1999. Shortly after the transfer in 1996 of Toronto Pearson International Airport from the Federal Government to the Greater Toronto Airports Authority, Mr. Butt was elected Chairman of the Board of Directors and remained in that capacity until December 2004. Mr. Butt is a Fellow of The Canadian Society for Civil Engineering and a Fellow of the Canadian Design Build Institute. He was also honoured with the Hall of Distinction award from the University of Toronto Engineering Alumni Association.

**Joseph A. Carrabba** joined the Board of Directors in 2013. Mr. Carrabba is also a director of Newmont Mining Corporation and TimkenSteel Corporation, and is the Lead Director of Niocorp Developments. 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 of Directors 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. Mr. Franceschini is a director of Esterline Technologies Corporation (NYSE:ESL), a manufacturer in the aerospace/defence market, and ZCL Composites Inc. (TSX:ZCL), a manufacturer of fibreglass tank systems.

**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 of Directors in 2016. Ms. Wolburgh Jenah currently serves as a director of Laurentian Bank of Canada; 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 Directors 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 of Directors 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 diversified beverage company, director and Chairman of CPI Aerostructures Inc., a company engaged in the contract production of structural aircraft parts, and director of Absolute Software Corp., a leader in firmware-embedded endpoint security and management for computers and ultraportable devices, 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 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 of Directors 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.

### **Executive Officers**

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

| <b>Name and Municipality of Residence</b>              | <b>Office</b>   |
|--|---|
| Jean-Louis Servranckx, Toronto, Ontario <sup>(1)</sup> | President and Chief Executive Officer                       |
| John M. Beck, Toronto, Ontario <sup>(2)</sup>          | Executive Chairman of the Board of Directors of the Company |
| David Smales, Oakville, Ontario                        | Executive Vice-President and Chief Financial Officer        |
| Yonni Fushman, Toronto, Ontario                        | Executive Vice-President, Chief Legal Officer and Secretary |

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

<sup>(2)</sup> For Mr. Beck'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 and is responsible for financial reporting, accounting and compliance, budgeting and financial planning, taxation, treasury, operational finance, shared services and Aecon's investor relations 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 M&A 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 and risk management functions at Aecon. Prior to that role, Mr. Fushman held successively 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.

### **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, 2018, an aggregate of approximately 1,544,167 Common Shares, representing approximately 2.6% of the issued and outstanding Common Shares (please see Note 25 "Capital Stock" to the 2018 Consolidated Financial Statements filed under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com)).



## **Conflicts of Interest**

Michael Butt is Chairman and Chief Executive Officer of Buttcon, a general contractor based in the Toronto, Ontario area. Buttcon may occasionally bid on projects on which Aecon is also bidding. Mr. Butt is also the Executive Chairman of Buttcon Energy Inc. Mr. Butt has agreed to excuse himself from portions of Board of Directors' meetings when discussions take place on projects where he may be in a potential conflict of interest with either of these companies.

Additionally, circumstances may arise where members of the Board serve as directors or officers of corporations which are in competition to the interests of Aecon or who are suppliers of goods and services to the 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 of Directors. 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, 2018 where it was necessary or advisable for a director to recuse himself or herself from any Board of Directors' 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 \$135 million of unbilled revenue and accounts receivable as at December 31, 2018. 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, 2018, or that were entered into before the financial year ended December 31, 2018 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 5, 2019 in respect of the Company's consolidated financial statements with accompanying notes as at December 31, 2018 and December 31, 2017 and for the years ended December 31, 2018 and December 31, 2017. 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 Anthony Franceschini (Chair), Michael A. Butt, J.D. Hole, and Susan Wolburgh Jenah. All members of the Audit Committee for the year ended December 31, 2018 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, 2018 and 2017:

| <u>Description</u> | <u>2018</u> | <u>2017</u> |
|--------------------|-------------|-------------|
|--------------------|-------------|-------------|

|                    |                    |                    |
|--------------------|--------------------|--------------------|
| Audit Fees         | \$1,252,000        | \$1,257,000        |
| Audit Related Fees | \$406,000          | \$300,000          |
| Tax Fees           | Nil                | \$24,000           |
| All Other Fees     | Nil                | Nil                |
| <b>Total Fees</b>  | <b>\$1,658,000</b> | <b>\$1,581,000</b> |

### ***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 April 5, 2018 for the most recent annual meeting of shareholders held on May 10, 2018. Additional financial information is provided in the Company's audited Consolidated Financial Statements for the year ended December 31, 2018 and in the Company's related Management's Discussion and Analysis, both filed on SEDAR on March 5, 2019. 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](http://www.sedar.com).

## **APPENDIX A AUDIT COMMITTEE CHARTER**

### **Appointment and Purpose**

The Audit Committee is appointed by the Board of Directors (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 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.