

ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER

1. OVERVIEW AND PURPOSE

The Environmental, Health and Safety Committee (the “Committee”) is responsible for performing the duties set out in this Charter to enable the board of directors (the “Board”) to discharge its responsibilities and obligations with respect to:

- Supporting continuous improvement of healthy and safe workplaces, founded on the principles that the effective management of health, safety, wellness and concern for the environment (collectively “EHS”) are essential to the successful operation of Aecon Group Inc. (the “Company”).
- Reviewing and assessing on an ongoing basis the Company’s EHS performance and initiatives.
- Reducing EHS risks wherever possible by providing leadership, focus and guidance to management.
- Subscribing to the principle that nothing is more important than the health, safety and well being of employees, contractors, visitors and the surrounding community.
- Meeting as required with the Chief Safety Officer and/or his delegates with the goal of supporting the continuous improvement of EHS strategies, programming and performance.

2. COMMITTEE MEMBERSHIP

The Committee will be comprised of a minimum of three members, all of whom shall meet the independence requirements of applicable securities laws and the listing standards of the Toronto Stock Exchange (an “Independent Director”). A Chair of the Committee will be appointed.

The Board will appoint the members of the Committee and the Chair annually following the annual general meeting. The Independent Directors of the Board may appoint a member to fill a vacancy or remove and/or replace a member at any time.

3. ATTENDANCE AT MEETINGS

The Committee shall meet as frequently as it determines necessary but not less frequently than four times each year. Meetings may be called by the Chair or by a majority of members. At least forty-eight hours prior notice of such meetings will be given to Committee members, unless otherwise agreed to by all members of the Committee.

An *in camera* session without management present shall be held at each Committee meeting and the Chair shall be responsible for reporting to management any comments or concerns arising out of such *in camera* sessions.

Meetings are chaired by the Chair or, in the Chair’s absence, by a member chosen by the Committee. The Chair may establish rules and procedures to be followed at meetings of the

Committee. The Committee shall produce written minutes of its meetings and shall provide the Board with a report of its activities and proceedings.

A quorum for the transaction of business at any meeting of the Committee is a majority of members and the vote of a majority of the members present will be an act of the Committee. Meetings may be conducted with members physically present or by telephone or other communication facilities which permit all persons participating in the meeting to hear or communicate with each other. A written resolution signed by all Committee members is as valid as one passed at a Committee meeting.

Directors not on the Committee may attend meetings at the invitation of the Chair.

Members of the Committee may invite members of management including the senior safety officer of the Corporation or other outside consultants to attend Committee meetings as determined necessary or desirable, particularly on matters relating to the EHS Strategic Plan and EHS performance or any of the responsibilities and duties outlined below.

4. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee with respect to its mandate are set forth below. In addition, the Committee may perform such other duties as may be necessary or appropriate under applicable law, the Toronto Stock Exchange regulations or as may be delegated to the Committee by the Board from time to time.

The Committee has the authority to delegate some or all of its responsibilities to a subcommittee from time to time, provided that the subcommittee is comprised of Independent Directors.

- Reviewing and approving, as necessary, management's plans and actions regarding the development and implementation of, EHS policies, procedures and standards.
- Reviewing and assessing on a quarterly basis, management's report on the Company's EHS performance and reporting the Committee's findings to the Board.
- Monitoring compliance with regulatory requirements and reviewing all significant non-compliance issues.
- Monitoring evolving laws and regulations in the EHS area to ensure compliance with changing regulatory requirements and best practices.
- Providing continuing education of EHS issues, best practices, legal requirements and trends to the Board.

5. CHARTER REVIEW

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Nothing contained in this charter shall expand applicable standards of conduct or other obligations under any law or regulation for the Directors of the Corporation or the members of the Committee.