SNC • LAVALIN

Notice of 2017 Annual Meeting of Shareholders and Notice of Availability of Meeting Materials

To the shareholders of SNC-Lavalin Group Inc. (the "Company"):

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 2017 annual meeting of the shareholders (the "**Meeting**") of the Company will be held in the convention room on Level 5 of the Palais des congrès, located at 1001 Place Jean-Paul-Riopelle, Montreal, Quebec, H2Z 1M2, Canada, on Thursday, May 4, 2017, commencing at 11:00 a.m., Eastern Time, for the following purposes:

1. **to receive the consolidated financial statements of the Company for the year ended December 31, 2016 and the auditor's report thereon** (for details, see subsection 1 under the "Business of the 2017 Annual Meeting of Shareholders" section of the Management Proxy Circular dated March 13, 2017);
2. **to elect the Directors for the ensuing year** (for details, see subsection 2 under the "Business of the 2017 Annual Meeting of Shareholders" section of the Management Proxy Circular dated March 13, 2017);
3. **to appoint the auditor for the ensuing year and to authorize the Directors of the Company to determine the auditor's compensation** (for details, see subsection 3 under the "Business of the 2017 Annual Meeting of Shareholders" section of the Management Proxy Circular dated March 13, 2017);
4. **to consider and, if deemed appropriate, to adopt a resolution reconfirming and approving the Amended and Restated Shareholder Rights Plan Agreement until the close of business on the date on which the annual meeting of the shareholders of the Company is held in 2020** (the full text of the resolution is reproduced in subsection 4 under the "Business of the 2017 Annual Meeting of Shareholders" section of the Management Proxy Circular dated March 13, 2017);
5. **to consider and, if deemed appropriate, to adopt a resolution providing for a non-binding advisory vote on the Company's approach to executive compensation** (the full text of the resolution is reproduced in subsection 5 under the "Business of the 2017 Annual Meeting of Shareholders" section of the Management Proxy Circular dated March 13, 2017);
6. **to consider a shareholder proposal** set forth in Schedule B of the Management Proxy Circular dated March 13, 2017; and
7. **to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.** Information respecting the use of discretionary authority to vote on any such other business may be found in the "Voting Information" section of the Management Proxy Circular dated March 13, 2017.

Registration of shareholders will begin at 10:30 a.m. We would appreciate your early arrival and registration so that the Meeting may start promptly at 11:00 a.m.

NOTICE-AND-ACCESS

This year, as permitted by Canadian securities regulators, you are receiving this notification as the Company has decided to use the "notice-and-access" mechanism for delivery of its Meeting materials to its shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR and one other website, rather than mailing paper copies of such materials to shareholders. Under notice-and-access, shareholders still receive a proxy form or voting instruction form enabling them to vote at the Company's Meeting. However, instead of a paper copy of the Meeting materials, shareholders receive this notice which contains information on how they may access the Meeting materials online and how to request a paper copy. The use of notice-and-access will directly benefit the Company by substantially reducing our printing and mailing costs and is more environmentally friendly as it reduces paper use.

HOW TO ACCESS THE MEETING MATERIALS

On Computershare Investor Services Inc.'s ("**Computershare**") website: **www.envisionreports.com/SNC2017**

On our website: **www.snclavalin.com** under "Investors"/"Investor's Briefcase"

On SEDAR: **www.sedar.com**

Shareholders are reminded to read the Management Proxy Circular dated March 13, 2017 and other Meeting materials carefully before voting their shares.

HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS

Before the Meeting

If your name appears on a share certificate, you are considered as a "registered shareholder". You may request paper copies of the Meeting materials at no cost to you by calling Computershare toll-free, within North America - 1-866-962-0498 or direct, from outside of North America - (514) 982-8716 and entering your control number as indicated on your form of proxy.

If your Common Shares are listed in an account statement provided to you by an intermediary, you are considered as a "non-registered shareholder". You may request paper copies of the Meeting materials from Broadridge at no cost to you up to one year from the date the Circular was filed on SEDAR through the Internet by going to **www.proxyvote.com** or by telephone at 1-877-907-7643 and entering the 16-digit control number located on the voting instruction form or notification letter and following the instructions provided.

Please note that you will not receive another form of proxy or voting instruction form; please retain your current one to vote your shares.

In any case, requests should be received at least five (5) business days prior to the proxy deposit date and time which is set for Tuesday, May 2, 2017 at 11:00 a.m. (Eastern Time) in order to receive the Meeting materials in advance of such date and the Meeting date. To ensure receipt of the paper copy in advance of the voting deadline and Meeting date, we estimate that your request must be received no later than 5:00 p.m. (Eastern Time) on Monday, April 24, 2017.

After the Meeting

By telephone at 1-866-964-0492 or online at **investors@snclavalin.com**. A copy of the Meeting materials will be sent to you within ten (10) calendar days of receiving your request.

VOTING

If you are a registered shareholder, you may vote your Common Shares on the Internet, by phone or by mail. Please refer to the instructions on your separate form of proxy on how to vote using these methods. You may also vote in person by presenting yourself at the Meeting to a representative of Computershare. If you wish to vote in person at the Meeting, do not complete or return the form of proxy.

If you are a non-registered shareholder, please refer to the instructions on your separate voting instruction form that you will or may have already received from your nominee. If you wish to vote in person at the Meeting, insert your own name in the space provided on the request for voting instructions provided by your nominee to appoint yourself as proxy holder and follow the instructions of your nominee.

The deadline for receiving duly completed forms of proxy or voting instruction forms or a vote using the telephone or over the Internet is 11:00 a.m. (Eastern Time) on Tuesday, May 2, 2017.

QUESTIONS

If you have any questions regarding this notice, the notice-and-access mechanism or the Meeting and you are a registered shareholder, please call Computershare at 1-800-564-6253 (toll free in Canada and the United States) between 8:30 a.m. and 8:00 p.m. Eastern Time or 514-982-7555 (international direct dial) or online at **www.investorcentre.com/service**. If you are a non-registered shareholder, please call Broadridge Investor Communication Solutions at 1-855-887-2244.

Montreal, Quebec, March 13, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

Arden R. Furlotte *(signed)*
Vice-President and Corporate Secretary