



11 August 2017

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
*Autorité des marchés financiers* (Québec)  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities, Service Newfoundland & Labrador  
Office of the Superintendent of Securities, Prince Edward Island

Dear Sirs/Mesdames:

We refer to the Business Acquisition Report (the "**BAR**") of SNC-Lavalin Group Inc. (the "**Company**") dated August 11, 2017 and incorporated by reference in the short form base shelf prospectus of the Company dated March 13, 2017 (the "**Prospectus**").

We consent to being named in and to the use, through incorporation by reference of the BAR in the aforementioned Prospectus, of our independent auditor's report dated August 10, 2017 to the directors of WS Atkins Limited on the following financial statements:

- the Consolidated and Parent Company Balance Sheets as at March 31, 2017;
- the Consolidated Income Statement and Consolidated Statement of Comprehensive Income for the year then ended;
- the Consolidated and Parent Company Statements of Cash Flows for the year then ended;
- the Consolidated Statements of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

to be filed with the securities regulatory authorities by the Company on SEDAR on August 11, 2017.

We report that we have read the Prospectus and all information specifically contained therein and have no reason to believe that there are any misrepresentations in the information contained therein that are (i) derived from the financial statements upon which we have reported, or (ii) that are within our knowledge as a result of our audit of such financial statements.

  
PricewaterhouseCoopers LLP  
Chartered Accountants

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