

*This short form prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities. This short form prospectus is filed in reliance on an exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*This Prospectus may qualify an “at-the-market distribution” as defined in National Instrument 44-102 – Shelf Distributions.*

*Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the General Counsel and Corporate Secretary of Stantec Inc. at 10220 – 103 Ave NW Suite 300, Edmonton, Alberta, Canada, T5J 0K4, telephone: (780) 917-7000, and are also available electronically at [www.sedarplus.ca](http://www.sedarplus.ca).*

## SHORT FORM BASE SHELF PROSPECTUS

New Issue

December 19, 2024



### STANTEC INC.

### Common Shares Preferred Shares Debt Securities Warrants Subscription Receipts Units

Stantec Inc. (the “**Corporation**”, “**Stantec**”, “**us**”, “**we**” or “**our**”) may offer, issue and sell, as applicable, from time to time common shares (“**Common Shares**”), preferred shares (“**Preferred Shares**”), debt securities (“**Debt Securities**”), warrants (“**Warrants**”) to acquire any of the other securities that are described in this short form base shelf prospectus (the “**Prospectus**”), subscription receipts (“**Subscription Receipts**”) to acquire any of the other securities that are described in this Prospectus, and units (“**Units**”) comprised of one or more of any of the other securities that are described in this Prospectus, or any combination of such securities (all of the foregoing collectively, the “**Securities**” and individually, a “**Security**”), in one or more transactions during the 25-month period that this Prospectus, including any amendments hereto, remains effective.

We will provide the specific terms of any offering of Securities, including the specific terms of the Securities with respect to a particular offering and the terms of such offering, in one or more prospectus supplements (each a “**Prospectus Supplement**”) to this Prospectus. The Securities may be offered separately or together or in any combination, and as separate series.

As of the date hereof, the Corporation has determined that it qualifies as a “well-known seasoned issuer” under the WKSI Blanket Orders (as defined below). See “Well-Known Seasoned Issuer”. All information permitted under applicable securities laws, including as permitted under the WKSI Blanket Orders, to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. For the purposes of applicable securities laws, each Prospectus

Supplement will be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which that Prospectus Supplement pertains. You should read this Prospectus and any applicable Prospectus Supplement carefully before you invest in any Securities offered pursuant to this Prospectus.

Our Securities may be offered and sold pursuant to this Prospectus through underwriters, dealers, directly or through agents designated from time to time at amounts and prices and other terms determined by us. In connection with any underwritten offering of Securities other than an “at-the-market distribution” (as defined in National Instrument 44-102 – *Shelf Distributions*), unless otherwise specified in the relevant Prospectus Supplement, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at levels other than those that might otherwise prevail on the open market. Such transactions, if commenced, may be commenced, interrupted or discontinued at any time. A Prospectus Supplement will set out the names of any underwriters, dealers or agents involved in the sale of our Securities, the amounts, if any, to be purchased by underwriters, the plan of distribution for such Securities, including the net proceeds we expect to receive from the sale of such Securities, if any, the amounts and prices at which such Securities are sold, the compensation of such underwriters, dealers or agents and other material terms of the plan of distribution.

No underwriter or dealer involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

Our Common Shares are listed on the Toronto Stock Exchange (the “TSX”) and New York Stock Exchange (the “NYSE”) under the symbol “STN”.

**Unless otherwise specified in the applicable Prospectus Supplement, Securities other than Common Shares will not be listed on any securities exchange or quotation system. There is currently no market through which such Securities other than Common Shares may be sold and purchasers may not be able to resell any such Securities purchased under this Prospectus and the Prospectus Supplement relating to such Securities. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See “Risk Factors”.**

This Prospectus does not qualify the distribution of specified derivatives or any asset-backed security.

Purchasers of Securities should be aware that the acquisition of Securities may have tax consequences. This Prospectus does not discuss Canadian or other tax consequences and any such tax consequences may not be described fully in any applicable Prospectus Supplement with respect to a particular offering of Securities. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

Certain of our directors, namely Douglas Ammerman, Martin à Porta, Angeline Chen and Celina Wang Doka reside outside of Canada. Each such director has appointed Stantec Inc. at Suite 300, 10220 – 103 Avenue NW, Edmonton, Alberta, Canada, T5J 0K4 as their agent for service of process. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

**An investment in Securities involves significant risks that should be carefully considered by prospective investors before purchasing Securities. The risks outlined in this Prospectus and in the documents incorporated by reference herein, including the applicable Prospectus Supplement, should be carefully reviewed and considered by prospective investors in connection with any investment in Securities. See “Risk Factors”.**

No underwriter has been involved in the preparation of this Prospectus nor has any underwriter performed any review of the contents of this Prospectus.

Our head and principal office and our registered and records office are at Suite 300, 10220 – 103 Avenue NW, Edmonton, Alberta, Canada, T5J 0K4, and our telephone number is (780) 917-7000.

## Contents

Section	Page	Section	Page
ABOUT THIS PROSPECTUS .....	1	TAX CONSIDERATIONS.....	5
DOCUMENTS INCORPORATED BY REFERENCE .....	1	RISK FACTORS .....	6
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS .....	3	LEGAL MATTERS.....	6
TRADEMARKS AND TRADE NAMES .....	4	AUDITORS, REGISTRAR AND TRANSFER AGENT .....	6
STANTEC INC. ....	5	PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....	6
USE OF PROCEEDS.....	5	ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS .....	7
CONSOLIDATED CAPITALIZATION.....	5	WELL-KNOWN SEASONED ISSUER .....	7
EARNINGS COVERAGE RATIOS.....	5	CERTIFICATE OF STANTEC INC. ....	C-1

## ABOUT THIS PROSPECTUS

Readers should rely only on the information contained or incorporated by reference in this Prospectus and any applicable Prospectus Supplement. We have not authorized anyone to provide readers with information different from that contained in this Prospectus (or incorporated by reference herein). We take no responsibility for, and can provide no assurance as to, the reliability of any other information that others may give readers of this Prospectus. We are not making an offer of Securities in any jurisdiction where the offer is not permitted. Readers are required to inform themselves about, and to observe any restrictions relating to, any offer of Securities and the possession or distribution of this Prospectus and any applicable Prospectus Supplement.

Readers should not assume that the information contained or incorporated by reference in this Prospectus is accurate as of any date other than the date of this Prospectus or the respective dates of the documents incorporated by reference herein, unless otherwise noted herein or as required by law. It should be assumed that the information appearing in this Prospectus, any Prospectus Supplement and the documents incorporated by reference herein and therein are accurate only as of their respective dates. The business, financial condition, operating results and future prospects of the Corporation may have changed since those dates.

This Prospectus shall not be used by anyone for any purpose other than in connection with an offering of Securities in compliance with applicable securities laws. We do not undertake to update the information contained or incorporated by reference herein, including any Prospectus Supplement, except as required by applicable securities laws. Information contained on, or otherwise accessed through, our website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference herein.

## DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the General Counsel and Corporate Secretary of Stantec Inc. at 10220 – 103 Ave NW Suite 300, Edmonton, Alberta, Canada, T5J 0K4, telephone: (780) 917-7000, and are also available electronically at [www.sedarplus.ca](http://www.sedarplus.ca).

The following documents, filed by the Corporation with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus:

- (a) the annual information form of the Corporation dated February 28, 2024 for the year ended December 31, 2023 (the “**Annual Information Form**”);
- (b) the audited consolidated financial statements of the Corporation as at and for the years ended December 31, 2023 and 2022, together with the notes thereto and the independent auditors’ reports thereon (the “**Annual Financial Statements**”);<sup>1</sup>
- (c) the management’s discussion and analysis of the consolidated financial position, results of operations, and cash flows of the Corporation dated February 28, 2024 for the year ended December 31, 2023 (the “**Annual MD&A**”);

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<sup>1</sup> The impact to the Annual Financial Statements of certain accounting policy changes was retrospectively recorded during the three month period ended September 30, 2024. For additional information, see the Interim MD&A (as defined below).

- (d) the unaudited interim condensed consolidated financial statements of the Corporation as at September 30, 2024 and for the three-month and nine-month periods ended September 30, 2024 and September 30, 2023;
- (e) the management’s discussion and analysis of the consolidated financial position, results of operations, and cash flows of the Corporation dated November 7, 2024 for the three-month and nine-month periods ended September 30, 2024 (the “**Interim MD&A**”); and
- (f) the management information circular of the Corporation dated March 15, 2024, filed on March 27, 2024, in connection with the annual meeting of shareholders of the Corporation held on May 9, 2024.

**Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference in this Prospectus will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference into this Prospectus modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus.**

Any document of the type required by National Instrument 44-101 — *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus, including any annual information forms, material change reports (except confidential material change reports), business acquisition reports, interim financial statements, annual financial statements (in each case, including any applicable exhibits containing updated earnings coverage information) and the independent auditor’s report thereon, management’s discussion and analysis and information circulars of the Corporation filed by the Corporation with securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the completion or withdrawal of any offering under this Prospectus shall be deemed to be incorporated by reference into this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Corporation and readers should review all information contained in this Prospectus, the applicable Prospectus Supplement and the documents incorporated or deemed to be incorporated by reference herein and therein.

Upon a new annual information form and annual consolidated financial statements being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous annual information form, the previous annual consolidated financial statements and all interim condensed consolidated financial statements and, in each case, the accompanying management’s discussion and analysis of consolidated financial condition and consolidated results of operations, and material change reports, filed prior to the commencement of the financial year of the Corporation in which the new annual information form is filed shall be deemed to no longer be incorporated into this Prospectus for purpose of future offers and sales of Securities under this Prospectus. Upon interim condensed consolidated financial statements and the accompanying management’s discussion and analysis of consolidated financial condition and consolidated results of operations being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, all interim condensed

consolidated financial statements and the accompanying management's discussion and analysis of consolidated financial condition and consolidated results of operations filed prior to such new interim condensed consolidated financial statements and management's discussion and analysis of consolidated financial condition and consolidated results of operations shall be deemed to no longer be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for an annual meeting of shareholders being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

References to our website in any documents that are incorporated by reference into this Prospectus and any Prospectus Supplement do not incorporate by reference the information on such website into this Prospectus or any Prospectus Supplement, and we disclaim any such incorporation by reference.

Any "template version" of "marketing materials" (as those terms are defined in National Instrument 41-101 – *General Prospectus Requirements*) pertaining to a distribution of Securities filed after the date of a Prospectus Supplement and before termination of the distribution of Securities offered pursuant to such Prospectus Supplement will be deemed to be incorporated by reference into the Prospectus Supplement for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

A Prospectus Supplement containing the specific terms of an offering of Securities and other information in relation to the Securities will be delivered to prospective purchasers of such Securities together with this Prospectus and shall be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement but only for the purposes of the offering of the Securities covered by that Prospectus Supplement.

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The Corporation may make or provide statements or information in this Prospectus and in the documents incorporated by reference herein that are not based on historical facts and which are considered to be "forward-looking information" or "forward-looking statements" under applicable securities laws (collectively, "**forward-looking statements**"). These forward-looking statements relate to future events or future performance and reflect the expectations of management of the Corporation regarding the growth, results of operations, performance and business prospects and opportunities of the Corporation or its industry.

This Prospectus and the documents incorporated by reference herein may contain forward-looking statements. Forward-looking statements can typically be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "forecast", "project", "intend", "target", "potential", "continue", "vision" or the negative of these terms or terminology of a similar nature. Such forward-looking statements reflect current beliefs of management of the Corporation and are based on certain factors and assumptions, which by their nature are subject to inherent risks and uncertainties. While the Corporation considers these factors and assumptions to be reasonable based on information available as at the date of this Prospectus (or, in the case of documents incorporated by reference herein, as at the date of such documents), actual events or results could differ materially from the results, predictions, forecasts, conclusions or projections expressed or implied in the forward-looking statements.

Forward-looking statements made by the Corporation are based on a number of assumptions believed by the Corporation to be reasonable as at the date of this Prospectus (or, in the case of documents incorporated by reference herein, as at the date of such documents), including general economic and political conditions;

the state of the global economy and the economies of the regions in which the Corporation operates; the state of and access to global and local capital and credit markets; climate change events; fluctuations in interest rates or currency values; fluctuations in commodity prices; effects of disruptions to public infrastructure spending; effects of competition in the geographic or business areas in which the Corporation operates; fluctuations in demand for design services; the Corporation's effective income tax rate; unemployment rates in Canada and the United States; housing forecasts in Canada and the United States; factors related to billings in the architectural sector; and the sources and use of cash flows to support the Corporation's targeted level of growth. Other assumptions, if any, are set out throughout this Prospectus and the documents incorporated by reference herein. If any of these assumptions prove to be inaccurate, the Corporation's actual results could differ materially from those expressed or implied in forward-looking statements.

In evaluating these forward-looking statements, investors should specifically consider various risk factors, which, if realized, could cause the Corporation's actual results to differ materially from those expressed or implied in forward-looking statements. Such risk factors are discussed in greater detail in the "Risk Factors" section in this Prospectus, the "Risk Factors" section of the Annual MD&A, and the "Risk Factors" section of the Interim MD&A, as well as other risks detailed from time to time in reports filed by the Corporation with securities regulators or securities commissions or other documents that the Corporation makes public, which may cause events or results to differ materially from the results expressed or implied in any forward-looking statement.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements. The Corporation cautions that the above list of risk factors and the risk factors detailed in the documents incorporated by reference are not exhaustive. There can be no assurance that actual results will be consistent with forward-looking statements. The Corporation does not take any responsibility to update or revise forward-looking information even if new information becomes available, unless legislation requires us to do so. Readers should not place undue reliance on forward-looking statements.

To the extent any forward-looking statement in this document or in any documents incorporated by reference herein constitutes future-oriented financial information or financial outlook, within the meaning of applicable securities laws, such information is intended to provide investors with information regarding the Corporation, including the Corporation's assessment of future financial plans, and may not be appropriate for other purposes. Financial outlook (including assumptions about future events, including economic conditions and proposed courses of action, based on the Corporation's assessment of the relevant information currently available), as with forward-looking statements generally, is based on current estimates, expectations and assumptions and is subject to inherent risks and uncertainties and other factors, including those set forth above.

All of the forward-looking information and forward-looking statements contained in this Prospectus, in the documents incorporated by reference herein and in any Prospectus Supplement is expressly qualified by the foregoing cautionary statements.

## **TRADEMARKS AND TRADE NAMES**

This Prospectus and the documents incorporated by reference herein include certain trademarks and trade names which are protected under applicable intellectual property laws and are our property. Solely for convenience, our trademarks and trade names referred to in this Prospectus and in the documents incorporated by reference herein may appear without the ® or ™ symbol, but such references are not

intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and trade names. All other trademarks used in this Prospectus or the documents incorporated by reference herein are the property of their respective owners.

## **STANTEC INC.**

Stantec is a global leader in sustainable engineering, architectural and environmental consulting. Our technical specialists — designers, engineers, scientists, and project managers — provide professional services in various sectors across all phases of a project life cycle (planning, design, construction administration, commissioning, maintenance, decommissioning, and remediation). Our multidisciplinary teams operate through five business operating units: Infrastructure, Water, Environmental Services, Buildings and Energy & Resources. With a focus on continued diversification, our vision is to remain a top tier global design firm that maximizes long-term, sustainable value for all our stakeholders.

Our head and principal office and our registered and records office are at Suite 300, 10220 – 103 Avenue NW, Edmonton, Alberta, Canada, T5J 0K4, and our telephone number is (780) 917-7000.

For further information on the business of the Corporation, including a list of the Corporation’s principal subsidiaries, please see the “Intercorporate Relationships” and “Description of the Business” sections of the Annual Information Form. Additional information about our business is also included in other documents incorporated by reference into this Prospectus, which are available under our profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **USE OF PROCEEDS**

The net proceeds to the Corporation from any offering of Securities and the proposed use of those proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities.

## **CONSOLIDATED CAPITALIZATION**

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Corporation that will result from the issuance of Securities pursuant to such Prospectus Supplement.

There have been no material changes to the Corporation’s share and loan capitalization since November 7, 2024, the date of the Corporation’s most recently filed unaudited interim condensed consolidated financial statements.

## **EARNINGS COVERAGE RATIOS**

The applicable Prospectus Supplement will provide, as required, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

## **TAX CONSIDERATIONS**

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences generally applicable to an investor acquiring, holding and disposing any Securities offered thereunder. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

## **RISK FACTORS**

Before making an investment decision, prospective purchasers of Securities should carefully consider the information described in this Prospectus and the documents incorporated by reference herein, including the applicable Prospectus Supplement. Additional risk factors relating to a specific offering of Securities may be described in the applicable Prospectus Supplement. Some of the risk factors described herein and in the documents incorporated by reference herein, including the applicable Prospectus Supplement, are interrelated and, consequently, investors should treat such risk factors as a whole. If any event arising from these risks occurs, our business, financial condition, operating results and future prospects, and your investment in the Securities could be materially adversely affected. Additional risks and uncertainties of which we currently are unaware or that are unknown or that we currently deem to be immaterial could have a material adverse effect on our business, financial condition, operating results and future prospects. We cannot assure you that we will successfully address any or all of these risks. For additional information in respect of the risks affecting our business, see the “Risk Factors” section of the Annual MD&A and the “Risk Factors” section of the Interim MD&A, each of which is available under our profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **LEGAL MATTERS**

Unless otherwise specified in the Prospectus Supplement relating to the Securities, certain legal matters will be passed upon on our behalf by Fasken Martineau DuMoulin LLP. As of the date of this Prospectus, the partners and associates of Fasken Martineau DuMoulin LLP, as a group, beneficially own, directly or indirectly, less than 1% of any class of our outstanding securities.

## **AUDITORS, REGISTRAR AND TRANSFER AGENT**

The independent auditor of the Corporation is PricewaterhouseCoopers LLP, Partnership of Chartered Professional Accountants, at their office in Edmonton, Alberta. PricewaterhouseCoopers LLP is independent with respect to us within the meaning of the Rules of Professional Conduct with Guidance of the Chartered Professional Accountants of Alberta. The transfer agent and registrar of the Common Shares is Computershare Trust Company of Canada at its principal offices in Calgary, Alberta; Toronto, Ontario; and Canton, Massachusetts.

## **PURCHASER’S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto. In several of the provinces and territories, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto contain a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

In addition, original purchasers of convertible, exchangeable or exercisable Securities (unless the Securities are reasonably regarded by the Corporation as incidental to the applicable offering as a whole) will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of the convertible, exchangeable or exercisable Security. The contractual right of rescission will be further

described in any applicable Prospectus Supplement, but will, in general, entitle such original purchasers to receive the amount paid for the applicable convertible, exchangeable or exercisable Security (and any additional amount paid upon conversion, exchange or exercise) upon surrender of the underlying securities acquired thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus.

In an offering of convertible, exchangeable or exercisable Preferred Shares, Subscription Receipts, Warrants or convertible, exchangeable or exercisable Debt Securities (or Units comprised partly thereof), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which convertible, exchangeable or exercisable Securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces or territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal advisor.

#### **ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS**

Certain of our directors, namely Douglas Ammerman, Martin à Porta, Angeline Chen and Celina Wang Doka, reside outside of Canada. Each such director has appointed Stantec Inc. at Suite 300, 10220 – 103 Avenue NW, Edmonton, Alberta, Canada, T5J 0K4 as their agent for service of process. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

#### **WELL-KNOWN SEASONED ISSUER**

The securities regulatory authorities in each of the provinces and territories of Canada have each independently adopted a series of substantively harmonized blanket orders, including Alberta Securities Commission Blanket Order 44-501 *Re Exemption from Certain Prospectus Requirements for Well-Known Seasoned Issuers*, as varied or amended from time to time (together with the equivalent local blanket orders in each of the other provinces and territories of Canada, collectively, the “**WKSI Blanket Orders**”). The WKSI Blanket Orders were adopted to reduce regulatory burden for certain large, established reporting issuers with strong disclosure records associated with certain prospectus requirements under National Instrument 44-101 – *Short Form Prospectus Distributions* and National Instrument 44-102 – *Shelf Distributions*. We have filed this Prospectus in reliance upon the WKSI Blanket Orders in the provinces and territories of Canada, which allow “well-known seasoned issuers”, or “WKSIs”, to file a final short form base shelf prospectus as the first public step in an offering, and exempt qualifying issuers from certain disclosure requirements relating to such final short form base shelf prospectus. As of the date hereof, the Corporation has determined that it qualifies as a “well-known seasoned issuer” under the WKSI Blanket Orders.

**CERTIFICATE OF STANTEC INC.**

Dated: December 19, 2024

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

*(Signed)* “Gordon Johnston”  
President and Chief Executive Officer

*(Signed)* “Vito Culmone”  
Executive Vice President and Chief Financial Officer

On behalf of the Board of Directors

*(Signed)* “Douglas Ammerman”  
Director

*(Signed)* “Shelley Brown”  
Director