Stantec Inc.
10220 – 103 Avenue NW, Suite 300
Edmonton AB T5J 0K4

December 19, 2024

BY SEDAR+

TO: 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
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Financial and Consumer Services Division, Prince Edward Island
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities
Office of the Superintendent of Securities, Nunavut

Dear Sirs/Mesdames:

Confirmation of reliance by Stantec Inc. (the "Issuer") on Blanket Order 44-501 – *Re Exemption from Certain Prospectus Requirements for Well-known Seasoned Issuers* ("Blanket Order 44-501") and the Alberta Securities Commission variation to Blanket Order 44-501 dated May 31, 2023 (collectively, with Blanket Order 44-501, the "ASC Order") of the Alberta Securities Commission, as well as equivalent orders or instruments in each of the other provinces and territories of Canada as described in CSA Staff Notice 44-306 *Blanket Orders Exempting Well-known Seasoned Issuers from Certain Prospectus Requirements* (the "Other Orders", and together with the ASC Order, the "Blanket Orders")

Please be advised that we hereby confirm that we are relying on the Blanket Orders in connection with our filing of a final short form base shelf prospectus dated as of the date hereof (the "**Base Shelf Prospectus**").

The Issuer satisfies the definition of "well-known seasoned issuer" or "WKSI" (as defined in the Blanket Orders) by virtue of the fact that, as of December 18, 2024, the Issuer's public float (as defined in each of the Blanket Orders) of outstanding listed equity securities was $13,094,891,026.

The undersigned, being the Executive Vice President and Chief Financial Officer of the Issuer, does hereby, on behalf of the Issuer and without personal liability, certify that:

(a) the Issuer meets the definition of a "well-known seasoned issuer" or "WKSI" (as defined in each of the Blanket Orders) as of a date within 60 days preceding the date hereof;

(b) the Issuer is and has been a reporting issuer in at least one jurisdiction of Canada for 12 months;

(c) the Issuer is eligible to file a short form prospectus and has satisfied the criteria of section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**");

(d) the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;

(e) the Issuer does not have mining operations;

(f) the Issuer is not an ineligible issuer (as defined in any of the Blanket Orders);

(g) the Issuer is not an investment fund;

(h) the Issuer has no outstanding asset-backed securities;

(i) the Base Shelf Prospectus:

  (i) complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101, and National Instrument 44-102 – *Shelf Distributions* (except as provided under all of the Blanket Orders);

  (ii) does not qualify the distribution of any asset-backed security;

  (iii) includes as part of the basic disclosure about the distribution the following statement on the cover page: "filed in reliance on an exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer"; and

  (iv) includes cover page disclosure confirming that the Issuer qualifies as a WKSI and the date of that determination;

(j) concurrently with the filing of the Base Shelf Prospectus and this letter, the Issuer has paid the fee otherwise required for the filing of a preliminary short form prospectus;

(k) the Issuer has delivered to the regulator any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus; and

(l) the Issuer is filing this letter in place of a preliminary base shelf prospectus in compliance with the requirements of the Blanket Orders.

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Yours truly,

STANTEC INC.

By: (signed) *"Vito Culmone"*
Name: Vito Culmone
Title: Executive Vice President and Chief Financial Officer