

**APPENDIX C TO NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS**

**NON-ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the “Issuer”):
Aecon Group Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario, Canada
3. Address of principal place of business of Issuer:
20 Carlson Court, Suite 105, Toronto, ON M9W 7K6
4. Description of securities (the “Securities”):
Common Shares, Debt Securities, Subscription Receipts, Warrants and Units
5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
June 9, 2023
6. Name of person filing this form (the “Filing Person”):
Eric Rosenfeld
7. Filing Person’s relationship to Issuer:
Director
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
United States
9. Address of principal place of business of Filing Person:
1 Osborn Road, Harrison, New York, United States, 10528-1303
10. Name of agent for service of process (the “Agent”):
Aecon Group Inc.
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
20 Carlson Court, Suite 105, Toronto, ON M9W 7K6
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province,

in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: June 9, 2023

(s) Eric Rosenfeld

Signature of Filing Person

Eric Rosenfeld

AGENT

The undersigned accepts the appointment as agent for service of process of Eric Rosenfeld under the terms and conditions of the appointment of agent for service of process stated above.

Dated: June 9, 2023

AECON GROUP INC.

(s) Martina Doyle

Name: Martina Doyle

Title: General Counsel, Public Company and
Corporate Secretary