

SNC LAVALIN GROUP INC.

CERTIFIED EXTRACT

**RESOLUTIONS OF THE BID AND INVESTMENT APPROVAL
COMMITTEE
OF THE BOARD OF DIRECTORS**

PRELIMINARY SHORT FORM PROSPECTUS

UPON MOTION, duly made and seconded, it was unanimously resolved:

- 1. THAT** the French and English versions of a preliminary short form prospectus to be dated on or about August 23, 2000 (the "Preliminary Prospectus") relating to a proposed offering of Debentures of the Corporation be and it is hereby approved subject to such additions, deletions and changes therein as may be consented to by the officers and directors of the Corporation authorized to sign the Preliminary Prospectus, such consent to be conclusively evidenced by their signing of such Preliminary Prospectus;
- 2. THAT Jacques Lamarre**, President and Chief Executive Officer, and **Gilles Laramée**, Executive Vice-President, Finance, (being the Chief Financial Officer of the Corporation) and any two directors of the Corporation, with the exception of Jacques Lamarre, be and they are hereby authorized and directed to sign and deliver, for and on behalf of the Corporation and the Board of Directors, the Preliminary Prospectus substantially in the form submitted to this meeting, subject to such additions, deletions and changes as are referred to in the preceding paragraph;
- 3. THAT** the incorporation by reference in the Preliminary Prospectus of **(i)** the audited consolidated financial statements of the Corporation for the years ended December 31, 1998 and December 31, 1999, together with the report of the auditors thereon; **(ii)** the unaudited consolidated financial statements of the Corporation for the three-month period ended March 31, 2000 and the six-month period ended June 30, 2000; **(iii)** the audited consolidated financial statements of 407 ETR Concession Company Limited as at March 31, 1999 and for the year ended March 31, 1999, together with the auditor's report thereon; **(iv)** the audited consolidated financial statements of the Ontario Transportation Capital Corporation as at March 31, 1998 and March 31, 1997 and for the years ended March 31, 1998 and March 31, 1997 together with the auditor's report thereon; and **(v)** the audited consolidated financial statements of 407 International Inc. as at December 31, 1999 and for the period from March 17, 1999 to December 31, 1999, together with the auditor's report thereon, be and it is hereby authorized and approved; and

4. **THAT** the Preliminary Prospectus and such other documents as may be deemed necessary or advisable be filed wherever required in order to permit the offer for sale and the sale of the Debentures of the Corporation under the securities laws of each of the provinces of Canada and to register the Corporation as a security issuer, if and wherever required.

I, **Yves Laverdière**, being the duly appointed Secretary of **SNC-LAVALIN GROUP INC.**, certify that the foregoing is a true copy of a resolution adopted by the Bid and Investment Approval Committee of the Board of Directors of **SNC-LAVALIN GROUP INC.** on August 22, 2000 and that the same is in full force and effect and unamended.

DATED: August 23, 2000

(signed)

Yves Laverdière - Corporate Secretary