

FORM 51-102F3

MATERIAL CHANGE REPORT

SNC-LAVALIN GROUP INC.

1. Name and Address of Company

SNC-Lavalin Group Inc. (**SNC-Lavalin** or the **Corporation**)
455 René-Lévesque Blvd. West
Montréal, Québec
H2Z 1Z3

2. Date of Material Change

May 1, 2014.

3. News Release

A news release was issued on May 1, 2014 announcing the material change.

4. Summary of Material Change

On May 1, 2014, 2014, SNC-Lavalin announced that it had entered into a binding agreement to sell 100 percent of its interest in AltaLink, Alberta's largest regulated electricity transmission company, to Berkshire Hathaway Energy. Based on the terms of the agreement and assuming a December 31, 2014 closing date, gross proceeds to SNC-Lavalin from the sale are expected to be approximately CA\$3.2 billion.

5. Full Description of Material Change

On May 1, 2014, SNC-Lavalin announced that it had entered into a binding agreement to sell 100 percent of its interest in AltaLink, Alberta's largest regulated electricity transmission company, to Berkshire Hathaway Energy. Based on the terms of the agreement and assuming a December 31, 2014 closing date, gross proceeds to SNC-Lavalin from the sale are expected to be approximately CA\$3.2 billion.

Concurrently with the material change described above, SNC-Lavalin and MidAmerican Transmission, a subsidiary of Berkshire Hathaway Energy, have also mutually agreed to develop engineering, procurement and construction opportunities in the US and Canada within independent system operators and regional transmission organizations. Through the agreement, the parties will look to emerging transmission investment opportunities in these countries. The agreement combines the engineering and construction management strengths of SNC-Lavalin with the strong track record of MidAmerican Transmission on joint transmission projects with other entities.

Completion of the sale is subject to customary regulatory approvals, including approval by the Alberta Utilities Commission and approvals pursuant to the Competition Act and Investment Canada Act.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The following senior officer of the Corporation is knowledgeable about the material change and this report:

Denis Jasmin
Vice-President, Investor Relations
SNC-Lavalin Group Inc.
514-393-8000, ext. 7553
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9. **Date of Report**

May 8, 2014.