

FORM 51-102F3

MATERIAL CHANGE REPORT

SNC-LAVALIN GROUP INC.

1. Name and Address of the Company

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

2. Date of Material Change

June 23, 2014

3. News Release

A news release was issued on June 23, 2014 announcing the material change.

4. Summary of Material Change

On June 23, 2014, SNC-Lavalin announced that it had reached an agreement with Kentz Corporation Limited (**Kentz**), approved by the boards of directors of both companies, on the terms of a cash acquisition by which the entire ordinary share capital of Kentz - issued and to be issued - will be acquired by SNC-Lavalin.

Under the terms of the acquisition, each Kentz shareholder will be entitled to receive £9.35 (C\$17.13) in cash for each Kentz share, valuing Kentz's aggregate existing issued and to be issued ordinary share capital at approximately £1.2 billion (C\$2.1 billion). This represents a premium of 33% to the closing price of a Kentz share on June 20, 2014, the last business day before the announcement, and a 33% premium to the volume weighted average price of a Kentz share for the 30-day period prior to the announcement.

5. Full Description of Material Change

On June 23, 2014, SNC-Lavalin announced that it had reached an agreement with Kentz, approved by the boards of directors of both companies, on the terms of a cash acquisition by which the entire ordinary share capital of Kentz - issued and to be issued - will be acquired by SNC-Lavalin.

Under the terms of the acquisition, each Kentz shareholder will be entitled to receive £9.35 (C\$17.13) in cash for each Kentz share, valuing Kentz's aggregate existing issued and to be issued ordinary share capital at approximately £1.2 billion (C\$2.1 billion). This represents a premium of 33% to the closing price of a Kentz share on June 20, 2014, the last business day before the announcement, and a 33% premium to the volume weighted average price of a Kentz share for the 30-day period prior to the announcement.

The acquisition will be financed by an asset sale bridge loan of C\$2.55 billion, and a term loan of C\$200 million.

Irrevocable undertakings have been received in support of the transaction in all circumstances from Kentz's directors holding Kentz shares and certain individual shareholders. Total irrevocable undertakings received represent a total of 14.4% of Kentz's outstanding shares.

The acquisition is planned to be effected by means of Court-sanctioned scheme of arrangement in Jersey. The transaction will be subject, inter alia, to the satisfaction or waiver of the conditions, the approval of the scheme of arrangement by the Kentz shareholders, the receipt of applicable regulatory approvals and the Court's sanction of the scheme of arrangement. It is anticipated that the acquisition will be completed in the third quarter of 2014.

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
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514-393-8000, ext. 57553
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9. Date of report

June 23, 2014