

**FORM 13-501F1
CLASS 1 REPORTING ISSUERS AND CLASS 3B REPORTING ISSUERS
– PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, Arden R. Furlotte, an officer of the reporting issuer noted below have examined this Form 13-501F1 (the **Form**) being submitted hereunder to the Alberta Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) Arden R. Furlotte

Name: Arden R. Furlotte

Date: February 28, 2020

Title: V.-P. and Corporate Secretary

Reporting Issuer Name: SNC-LAVALIN GROUP INC.

End date of previous financial year: DECEMBER 31, 2019

Type of Reporting Issuer: **Class 1 reporting issuer** **Class 3B reporting issuer**

Highest Trading Marketplace: TORONTO STOCK EXCHANGE

Market value of listed or quoted equity securities:

Equity Symbol SNC

1st Specified Trading Period 01/01/2019 to 31/03/2019

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace **\$ 33.91**(i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period **175,554,252**(ii)

Market value of class or series (i) x (ii) **\$ 5,953,044,685.32**(A)

2nd Specified Trading Period (dd/mm/yy) 01/04/2019 to 30/06/2019

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace **\$ 26.48**(iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period **175,554,252**(iv)

Market value of class or series (iii) x (iv) **\$ 4,648,676,592.96**(B)

3rd Specified Trading Period (dd/mm/yy)**01/07/2019** to **30/09/2019**

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ **18.66**(v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

175,554,252(vi)

Market value of class or series

(v) x (vi) \$ **3,275,842,342.32**(C)**4th Specified Trading Period** (dd/mm/yy)**01/10/2019** to **31/12/2019**

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ **29.95**(vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

175,554,252(viii)

Market value of class or series

(vii) x (viii) \$ **5,257,849,847.40**(D)**5th Specified Trading Period** (dd/mm/yy)**N/A**

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

N/A (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

N/A (x)

Market value of class or series

(ix) x (x) **N/A** (E)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))

\$ 4,783,853,367.00(1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities:

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*)

\$ 673,652,000.00(2)

See Schedule A for detailed calculation

Capitalization for the previous financial year

(1) + (2)

\$ 5,457,505,367.00

Participation Fee

\$ 36,500

Late Fee, if applicable

\$ N/A

Total Fee Payable

(Participation Fee plus Late Fee)

\$ 36,500

SCHEDULE A
ATTACHED TO FORM 13-501F1
CLASS 1 REPORTING ISSUERS AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer Name: SNC-LAVALIN GROUP INC.

End date of previous financial year: DECEMBER 31, 2019

Fair value of outstanding debt securities: \$ 673,652,000

The fair market value of the outstanding fixed rate debt securities was determined by taking the market value of the long term debt as at December 31, 2019, as obtained from Bloomberg market data. Concerning floating rate debentures (series 3), market values are defined as the nominal values in our financial statements, in accordance with International Financial Reporting Standards (IFRS).

<u>Debt Security</u>	<u>Principal Amount</u>	<u>Currency</u>	<u>Coupon</u>	<u>Maturity</u>	<u>Fair Market Value as at December 31, 2019</u>
Series 1 Debentures	\$300,000,000	CAD	2.689%	November 24, 2020	<u>\$300,324,000</u> (Bloomberg)
Series 3 Debentures	\$175,000,000	CAD	Floating Rate	March 2, 2021	<u>\$175,000,000</u> (Nominal Value)
Series 4 Debentures	\$200,000,000	CAD	3.235%	March 2, 2023	<u>\$198,328,000</u> (Bloomberg)
<u>TOTAL</u>					<u>\$673,652,000</u>