

**FORM 13-502F1
CLASS 1 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 13-502F1 (the **Form**) being submitted hereunder to the Ontario 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

(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

Market value of listed or quoted equity securities:

(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

Equity Symbol SNC

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

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)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

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)
 (refer to the definition of "specified trading period" under OSC
 Rule 13-502 Fees)

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)
 (refer to the definition of "specified trading period" under OSC
 Rule 13-502 Fees)

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)
 (if applicable – refer to the definition of "specified trading period"
 under OSC Rule 13-502 Fees)

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)

Market value of listed or quoted equity securities:

(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

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 pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 Fees, 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

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 Fees, select the participation fee)

\$ 76,425

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 Fees, select the participation fee)

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 Fees)

\$ N/A

Total Fee Payable

(Participation Fee plus Late Fee)

\$ 76,425

**SCHEDULE A
ATTACHED TO FORM 13-502F1
CLASS 1 REPORTING ISSUER – 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>