



Stantec

Whistleblower Policy – Complaint Resolution Process

August 1, 2007

BACKGROUND

Stantec strives to conduct its business in an ethical and professional manner in compliance with all applicable laws and regulations and in compliance with its internal policies. The Stantec Board of Directors encourages employee observations and concerns in relation to financial and nonfinancial matters, including violations of applicable laws, regulations or internal policies. In order to encourage discussion of observations or concerns, this policy provides an opportunity for complaints to be made anonymously. The board of directors will use the following procedures to investigate and resolve complaints received by Stantec concerning accounting, internal accounting controls, auditing, or other nonfinancial matters, including any claim of retaliation for providing information to or otherwise assisting the board of directors and any claim of theft or fraud. Any submissions by employees shall be received and maintained in a manner that assures confidentiality without compromising the submitter's anonymity. This policy is being instituted in accordance with the Company's commitment to good corporate governance, and it is intended to comply with Multilateral Instrument 52-110 of the Canadian Security Commission Administrators.

POLICY

Stantec will review and respond to all complaints involving the Company and its employees received in relation to financial and nonfinancial matters including violations of applicable laws, regulations, or internal policies.

Initiation of the Process

A. The Complaint

Employees (or consultants) who become aware of any issues concerning accounting, internal accounting controls, auditing, or nonfinancial matters, including violations of applicable laws, regulations, or internal policies should report such issues to the chief financial officer for financial issues and to the Corporation's general counsel for nonfinancial matters. In the event that such an issue is brought to the attention of someone other than the chief financial officer or the general counsel, that person shall refer the issue back to the chief financial officer or to the general counsel, unless the issue involves the chief executive officer, the chief financial officer, or the general counsel, in which case, the issue shall be referred to the chairman of the Audit Committee.

The chief financial officer, Donald W. Wilson, can be contacted at (780) 917-7269 or by email at don.wilson@stantec.com. The general counsel, Jeffrey S. Lloyd, can be contacted at (780) 917-7016 or by email at jeff.lloyd@stantec.com. The chair of the Audit Committee is William D. Grace and he can be contacted at (780) 430-1207 or by email at wdgrace@shaw.ca.

If such concerns are not dealt with to the satisfaction of the employee, that employee may file a complaint. To assure a correct understanding of the matters subject to the

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complaint, the complaint should be filed with the designated person in writing (although the complaint may be made orally to the designated person if the person making the complaint prefers) and should describe the accounting, internal accounting controls, auditing, or nonfinancial matters complained of and a reference to any law, regulation, or Company policy that has been violated. The complaint should be as specific as possible and should identify any relevant documents. In order that prompt action can be taken, the complaint should be filed as soon as possible.

If the complaint has been made orally, the designated person shall reduce the complaint to writing. If the person making the complaint does not wish to maintain anonymity, the complaint may be submitted to the employee's immediate supervisor. Any person other than the designated person who receives a complaint shall forward the complaint to the designated person. In the event that the designated person is involved in the subject matter of the complaint, the complaint may be submitted directly to the chair of the Audit Committee.

B. Commencement of Process

Upon receipt of a complaint, the designated person shall provide a copy of the complaint to the chairman of the Audit Committee who shall review the complaint. If the chairman of the Audit Committee is of the opinion that the nature of the complaint is not material to the affairs of the Company and does not involve the chief executive officer, the chief financial officer or the general counsel, the chairman of the Audit Committee shall have the discretion to refer the complaint back to the chief executive officer for resolution. If the chairman of the Audit Committee is of the opinion that the nature of the complaint is material or does involve the chief executive officer, the chief financial officer or the general counsel, then the chairman of the Audit Committee shall appoint a fact finder (who may be the designated person or the chairman of the Audit Committee) to investigate the complaint and issue a fact-finding report. The fact finder must be independent and must not be a manager, directly or indirectly, of either the individuals involved in the matters complained of, or the individual making the complaint.

The general counsel shall prepare a quarterly report to the Audit Committee summarizing the nature of all complaints being dealt with by the chief financial officer and/or the general counsel, which report will include an overview of any ongoing investigations or the resolution of any complaints.

C. Confidentiality

Confidentiality—relating both to the fact that a complaint has been made and to its investigation of employee complaints—will be maintained to the greatest extent possible. Only persons with a reason to know will have access to information relating to the complaint and its investigation.

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Fact-Finding

A. Investigation

The fact finder will conduct such investigation, as the fact finder deems appropriate, including interviews of persons who have information concerning the questionable accounting, auditing, or nonfinancial matters. Witnesses who are identified in the complaint will also be interviewed if appropriate. The fact finder will have access to all information and documents the fact finder deems relevant. The fact finder will complete the investigation and the delivery of the fact finding report as soon as practicable after the receipt of the complaint.

B. The Fact-Finding Report

The fact-finding report will concisely summarize the facts found by the fact finder and the fact finder's recommendations. The fact-finding report shall be delivered to the chairman of the Audit Committee.

C. Evaluation of the Fact-Finding Report

The Audit Committee will review the fact-finding report and may review other facts relating to the complaint. Any decision of the Audit Committee regarding the subject matter of the complaint will be communicated to the designated corporate executives and to the person filing the complaint unless the complaint was filed anonymously.

Potential Outcomes

If it is determined that improper accounting, internal accounting controls, or auditing matters have occurred or if something improper of a nonfinancial nature has occurred, the Audit Committee shall recommend that appropriate action be taken, including discipline of the wrongdoer(s). Discipline may take the form of counseling, verbal or written warning, reprimand, reassignment, suspension, demotion, and/or termination of employment. In appropriate cases, the matter may be referred to legal or regulatory authorities.

Retaliation

It is unlawful to retaliate against an employee who has provided information or otherwise assisted in an investigation regarding a complaint. Neither the Audit Committee, the board of directors nor the Company will tolerate any retaliation against an employee for complaining of questionable accounting, internal accounting controls, auditing matters, or nonfinancial matters, including violations of applicable laws, regulations, or internal policies, or for cooperating in the investigation of a complaint.

Complaint File Retention

At the conclusion of the process, the Audit Committee shall cause the Company in the office of the general counsel to confidentially retain a copy of the complaint, the fact-finding report, and any other documents deemed relevant by the Audit

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Committee, for a period of three years from the date of the complaint. Such retention shall be solely for archival purposes.

Definitions

The following words, phrases or terms used in the following complaint resolution process shall have the following meanings:

- "Company" means Stantec Inc. or any of its wholly owned subsidiaries.
- "Complaint" shall mean any report regarding questionable accounting, internal accounting controls, auditing, or nonfinancial matters, including violations of applicable laws, regulations or internal policies.
- "Designated person" shall mean Stantec's general counsel or such other person or outside entity designated by the board of directors to receive complaints.
- "Employees" means any director, officer, or employee of Stantec.
- "fact finder" shall mean the person(s) or outside entity appointed by the chairman of the Audit Committee to investigate a complaint.
- "fact-finding report" shall mean the written report issued by the fact finder containing a summary of the facts learned in the fact finder's investigation and the fact finder's recommendations.
- "Stantec" means Stantec Inc. or any of its wholly owned subsidiaries.