



PROXY FORM FOR THE 2015 ANNUAL MEETING OF SHAREHOLDERS

This Proxy is **solicited by management** of WSP GLOBAL INC. (the “**Corporation**”) in connection with the 2015 annual meeting of shareholders to be held on May 21, 2015 and any adjournment(s) or postponement thereof (the “**Meeting**”). It should be read in conjunction with the accompanying notice of meeting and management proxy circular dated April 9, 2015 (the “**Circular**”).

A – COMPLETE THIS SECTION TO APPOINT A PROXYHOLDER

By completing this proxy form, you are appointing Pierre Shoiry, director, President and Chief Executive Officer of the Corporation, or failing him, Valery Zamuner, Chief Legal Officer and Corporate Secretary of the Corporation (the “**Named Proxyholders**”), unless you appoint someone else.

You have the right to appoint someone other than the Named Proxyholders as your proxyholder. This person does not have to be a shareholder of the Corporation. To do this, print the name of the person you are appointing in the blank space provided: _____.

Your proxyholder will attend the Meeting and vote your shares on your behalf. Your proxyholder:

- has the same rights you would have if you attended the Meeting in person, including the right to appoint a substitute proxyholder;
- will vote your shares as you specify in section B. If you do not specify how you want your shares voted, the Named Proxyholders will vote your shares represented by this Proxy “**FOR**” such item;
- may vote your shares as he or she sees fit on any amendments to these items and on any other items that may properly come before the Meeting or any adjournment.

You hereby revoke any former instrument appointing your proxyholder at the Meeting and ratify and confirm all that the proxyholder may do by virtue of this appointment, provided that such proxyholder votes in accordance with the instructions set out herein.

VOTE VIA THE INTERNET OR BY TELEPHONE 24/7



To vote via the Internet, go to the website www.cstvotemyproxy.com and follow the instructions on the screen.



To vote by telephone, call 1-888-489-7352. This method of providing your voting instructions is only available if you are located in Canada or the United States and are using a touchtone phone.

You will need your 13-digit **CONTROL NUMBER**

If you are voting via the Internet or the telephone, **DO NOT MAIL** back this Proxy.

B – COMPLETE THIS SECTION TO PROVIDE VOTING INSTRUCTIONS

Please check “For”, “Withhold” or “Against” for each of the following items. Please print in ink. Use a black or blue pen. Mark your vote with an “X”.

<p>1. Election of directors:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;"></th> <th style="width: 15%; text-align: center;">FOR</th> <th style="width: 15%; text-align: center;">WITHHOLD</th> </tr> </thead> <tbody> <tr> <td>1. Richard Bélanger</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>2. Christopher Cole</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>3. Birgit Nørgaard</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>4. Josée Perreault</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>5. George J. Pierson</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>6. Pierre Seccareccia</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>7. Pierre Shoiry</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>8. Pierre Simard</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table>		FOR	WITHHOLD	1. Richard Bélanger	<input type="checkbox"/>	<input type="checkbox"/>	2. Christopher Cole	<input type="checkbox"/>	<input type="checkbox"/>	3. Birgit Nørgaard	<input type="checkbox"/>	<input type="checkbox"/>	4. Josée Perreault	<input type="checkbox"/>	<input type="checkbox"/>	5. George J. Pierson	<input type="checkbox"/>	<input type="checkbox"/>	6. Pierre Seccareccia	<input type="checkbox"/>	<input type="checkbox"/>	7. Pierre Shoiry	<input type="checkbox"/>	<input type="checkbox"/>	8. Pierre Simard	<input type="checkbox"/>	<input type="checkbox"/>	<p>2. Appointment of PricewaterhouseCoopers LLP, as auditors of the Corporation:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center;">FOR</th> <th style="width: 20%; text-align: center;">WITHHOLD</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table>		FOR	WITHHOLD		<input type="checkbox"/>	<input type="checkbox"/>
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<p>3. Adoption of a resolution, the full text of which is set forth at page 14 of the Circular, approving a non-binding, advisory resolution on executive compensation:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center;">FOR</th> <th style="width: 20%; text-align: center;">AGAINST</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table>			FOR	AGAINST		<input type="checkbox"/>	<input type="checkbox"/>																											
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C – PLEASE SIGN THIS PROXY FORM

DATE: _____ **NAME:** _____ **SIGNATURE:** _____

INSTRUCTIONS FOR COMPLETION OF THIS PROXY:

- 1) This Proxy must be dated and signed by the shareholder represented by this Proxy, or his or her attorney duly authorized in writing, or if the shareholder is a corporation or other legal entity, by an authorized officer or attorney. If the signatory is acting in a fiduciary or representative capacity, provide full particulars of such appointment and authority.
- 2) A shareholder has the right to appoint a person to attend and act for him or her and on his or her behalf at the Meeting other than any of the persons designated in this Proxy. Such right may be exercised by filling in the name of such person in the blank space provided on this Proxy. A person appointed as nominee to represent a shareholder need not be a shareholder of the Corporation. A person appointed as proxyholder must be present at the Meeting to vote.
- 3) If this Proxy is undated, it will be deemed to be dated the date on which it was mailed on behalf of the Corporation.
- 4) Any of the joint shareholder of the Corporation may sign a form of proxy in respect of such shares but, if more than one of them is present at the Meeting or represented by proxyholder, then the one of them whose name appears first in the register of the holders of such shares, or that one’s proxyholder, will alone be entitled to vote in respect thereof.
- 5) Proxies must be received by the Corporation registrar and transfer agent, CST Trust Company (“**CST**”), at its principal offices in Halifax, Montreal, Toronto, Vancouver or Calgary, prior to 5:00 p.m. (Montreal time) on May 19, 2015 or with the Secretary of the Meeting prior to commencement of the Meeting on the day of the Meeting or on the day of any adjournment thereof. The addresses of the offices of CST are found at the end of the Circular.