

WSP GLOBAL INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Shares") of WSP Global Inc. (the "Corporation" or "WSP") will be held at the **McCord Museum (J. Armand Bombardier Hall)**, situated at **690 Sherbrooke Street West, Montreal, Quebec, on May 21, 2015 at 10:00 a.m.** for the following purposes:

- (a) to receive the audited financial statements of the Corporation, for the period ended December 31, 2014 and to receive the auditors' report thereon;
- (b) to elect each of the directors of the Corporation to hold office until the end of the next annual meeting of the Shareholders or until their successors are appointed;
- (c) to appoint the auditors of the Corporation for the forthcoming year and to authorize the directors to fix the auditors' remuneration;
- (d) to consider and approve in a non-binding, advisory capacity the approach to executive compensation policies; and
- (e) to consider such other business, if any, that may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular, which forms part of this notice of meeting. Also enclosed is a form of proxy for the Meeting.

The record date (the "Record Date") for determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 21, 2015. Only Shareholders whose names have been entered in the register of Shares, on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Shareholders who acquire Shares after the Record Date will not be entitled to vote such Shares at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person, are requested to complete, sign, date and return the enclosed form of proxy by mail or submit an Internet or telephone proxy by following the instructions starting on page 10 of this management information circular or as set out in the enclosed form of proxy.

DATED at the City of Montreal, in the Province of Quebec, this 9th day of April 2015.

BY ORDER OF THE BOARD DIRECTORS



PIERRE SHOIRY

President and Chief Executive Officer



CHRISTOPHER COLE

Chairman of the Board of Directors