STANTEC INC
Form F-4/A
July 19, 2005

As filed with the Securities and Exchange Commission on July 19, 2005

Registration No. 333-124748

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Amendment No. 2
to
FORM F-4
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

STANTEC INC.
(Exact name of Registrant as specified in its charter)

CANADA	**8711**	**Not Applicable**
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(IRS Employer Identification Number)

10160 112 Street, Edmonton, Alberta, Canada, T5K 2L6, (780) 917-7000
(Address, including zip code, and telephone number, including area code, of Registrant s principal executive offices)

Jeffrey S. Lloyd
Vice President, Secretary and General Counsel
10160 112 Street,
Edmonton, Alberta, Canada, T5K 2L6
(780) 917-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Christopher J. Cummings, Esq.	
Shearman & Sterling LLP	**C.N. Franklin Reddick III, Esq.**
Commerce Court West	**Akin Gump Strauss Hauer & Feld LLP.**
199 Bay Street, Suite 4405	**2029 Century Park East, 22nd Floor**
Toronto, ON, Canada M5L 1E8	**Los Angeles, CA 90067**
(416) 360-8484	**(310) 728-3204**

Approximate date of commencement of proposed sale of the securities to the public: As promptly as practicable after this Registration Statement becomes effective and upon consummation of the transactions described in the enclosed prospectus.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective

registration statement for the same offering._______

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _______

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

The information in this proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JULY 19, 2005

[ ] , 2005

To the Shareholders of The Keith Companies, Inc.:

You are cordially invited to attend a special meeting of the shareholders of The Keith Companies, Inc. to approve the merger of The Keith Companies, Inc. and Stantec Consulting California Inc., a wholly-owned subsidiary of Stantec Inc. Your board of directors has unanimously approved a merger agreement that will have the effect of combining the businesses of Keith and Stantec. Your board of directors believes that the merger will benefit you as a shareholder of Keith and asks for your support in voting to approve the merger agreement at the special meeting of Keith s shareholders to be held at 10:30 a.m. Pacific Time, on [ ] at 19 Technology Drive, Irvine, California 92618.

In the proposed merger, Keith will be merged with and into Stantec Consulting California Inc., a wholly-owned subsidiary of Stantec, with Stantec Consulting California Inc. being the surviving company. If the merger agreement is approved and the merger is consummated, each share of Keith common stock will be converted into the right to receive (1) US$11.00 in cash, (2) 0.23 common shares of Stantec and (3) that number of Stantec common shares equal to US$5.50, based on the trading prices of Stantec shares for 20 trading days prior to the merger and then prevailing currency exchange rates. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, 0.23 Stantec common shares had a value of approximately US$5.84 and US$5.50 equaled approximately 0.22 Stantec common shares. You will have the right to select the form of merger consideration you receive by electing (A) a mix of cash and Stantec common shares, as described above, (B) all Stantec common shares or (C) all cash, subject to pro rata adjustment in the case of (B) and (C) if one of these options is oversubscribed. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, for each share of Keith common stock a holder who elects to receive (A) a mix of cash and Stantec common shares will receive US$11.00 and approximately 0.45 Stantec common shares, (B) all Stantec common shares will receive approximately 0.88 Stantec common shares and (C) all cash will receive approximately US$22.34, subject to pro rata adjustment in the case of (B) and (C). Fractional shares will not be issued, but a cash payment will be made for those fractional shares. Upon consummation of the merger, Keith s shareholders will own approximately 17% of the outstanding Stantec common shares.

If the merger does not qualify as a tax-free reorganization under Section 368(a) of the United States Internal Revenue Code, Stantec has the option, at its discretion, to complete the merger by paying cash merger consideration of US$22.00 per share.

KEITH S BOARD OF DIRECTORS HAS APPROVED THE MERGER AND UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS OF KEITH VOTE FOR THE APPROVAL OF THE MERGER AGREEMENT AND ITS TERMS.

Approval of the merger agreement and adjournment of the special meeting requires the affirmative vote of the holders of at least a majority of Keith s outstanding common stock.

Attached to this letter is an important document providing detailed information concerning Stantec, Keith, the merger and a more thorough explanation of Keith s board of directors view of the merger, as well as other matters related to the special meeting.

PLEASE READ THIS DOCUMENT CAREFULLY, INCLUDING THE SECTION DESCRIBING RISK FACTORS BEGINNING ON PAGE 15.

IT IS IMPORTANT TO VOTE YOUR SHARES, IN PERSON OR BY PROXY, BECAUSE THE FAILURE TO VOTE WILL HAVE THE SAME EFFECT AS A VOTE AGAINST THE MERGER. Whether or not you plan to attend the special meeting, please submit your proxy promptly by completing, dating and returning your proxy card in the enclosed envelope. Returning the proxy card does not deprive you of your

right to attend the special meeting and vote in person.

We look forward to your support.

Sincerely,

Aram H. Keith
Chairman of the Board and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state or Canadian provincial or territorial securities regulatory authority has approved or disapproved the securities to be issued in connection with the merger or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated [ ], 2005 and is expected to be first mailed to shareholders of Keith on or about that date.

THE KEITH COMPANIES, INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON [ ], 2005

TO THE SHAREHOLDERS OF THE KEITH COMPANIES, INC.:

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of The Keith Companies, Inc. will be held at 10:30 a.m. Pacific Time, on [ ], 2005 at 19 Technology Drive, Irvine, California 92618, for the following purposes of voting on:

(1) the approval of the Agreement and Plan of Merger and Reorganization, dated as of April 14, 2005, as amended May 9, 2005, among Stantec Inc., Keith and Stantec Consulting California Inc., a wholly-owned subsidiary of Stantec, a copy of which is attached as Appendix A to the enclosed proxy statement/prospectus; and

(2) to transact such other business as may properly come before the special meeting, including authority to adjourn or postpone the special meeting to another time and place for the purpose of soliciting additional proxies.

Only shareholders of record at the close of business on July 7, 2005 are entitled to notice of and to vote at the special meeting and any adjournments or postponements thereof.

KEITH S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN FAVOR OF THE PROPOSAL TO APPROVE THE MERGER AGREEMENT AND ITS TERMS.

Dissenters rights may be available under Chapter 13 of the California Corporations Code for the shareholders of Keith in connection with the merger. In order to exercise dissenters rights, Keith shareholders must deliver a written demand to Keith no later than the date of the special meeting and must vote against approval of the merger proposal. A copy of the applicable California statutory provisions is included as Appendix D to the attached proxy statement/prospectus and a summary of these provisions can be found under The Merger Dissenters Rights in the attached proxy statement/prospectus.

The merger of Keith and Stantec Consulting California Inc. is more fully described in the proxy statement/prospectus accompanying this notice. You are encouraged to carefully read the proxy statement/prospectus and the attached annexes.

Whether or not you plan to attend the special meeting, we encourage you to read the proxy statement/prospectus and submit your proxy as soon as possible. It is important that your shares be represented at the special meeting. A FAILURE TO VOTE HAS THE SAME EFFECT AS VOTING AGAINST THE MERGER. Whether or not you plan to attend the special meeting, please submit your proxy promptly by completing, dating and returning your proxy card in the enclosed envelope. You may revoke your proxy at any time until it is voted by a later dated proxy or by attending the special meeting and voting in person.

Please do not send any stock certificates you may have at this time.

Our principal executive offices are located at 19 Technology Drive, Irvine, California 92618. Our telephone number is (949) 923-6001.

By Order of the Board of Directors

Gary C. Campanaro
Secretary

[ ], 2005

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Additional Information

This proxy statement/prospectus incorporates important business and financial information about Keith from documents that are not included in or delivered with this document. This information is available to you without charge upon your written or oral request. You can obtain documents related to Keith that are incorporated by reference in this document, without charge, by requesting them in writing or by telephone from any of:

The Keith Companies, Inc.	Stantec Inc.	The Altman Group, Inc.
19 Technology Drive	10160-112 Street	1275 Valley Brook Avenue
Irvine, California, USA 92618-2334	Edmonton, Canada, T5K 2L6	Lyndhurst, NJ 07071
Phone: (949) 923-6001	Phone: (780) 917-7000	Phone: (201) 806-2205
Attention: Investor Relations	Attention: Investor Relations	Attention: Charlotte Brown

For information on where to obtain copies of such documents on the internet, see Where You Can Find More Information elsewhere in this proxy statement/prospectus. Please note that copies of the documents provided to you will not include exhibits, unless the exhibits are specifically incorporated by reference into the documents or this proxy statement/prospectus.

To obtain timely delivery, security holders must request this information no later than five business days before the date they must make their investment decision. **In order to receive timely delivery of requested documents in advance of the special meeting, you should make your request no later than [ ], 2005.**

For information on submitting your proxy, please refer to the instructions on the enclosed proxy card.

Presentation of Financial and Other Information

The historical consolidated financial data of Stantec Inc. contained in this proxy statement/ prospectus are reported in Canadian dollars and have been prepared in accordance with accounting principles generally accepted in Canada, or Canadian GAAP. Canadian GAAP differs in some material respects from United States generally accepted accounting principles, or U.S. GAAP, and so this financial data may not be comparable to the financial data of U.S. companies. For a discussion of the differences between Canadian GAAP and U.S. GAAP as they relate to Stantec, see note 21 to Stantec s audited consolidated financial statements, which are included elsewhere in this proxy statement/ prospectus.

The consolidated financial data of The Keith Companies, Inc. included and/ or incorporated by reference in this proxy statement/ prospectus are reported in U.S. dollars and have been prepared in accordance with U.S. GAAP.

Unless otherwise stated or the context otherwise requires, all references in this proxy statement/ prospectus to C$ are to Canadian dollars and all references to US$ or U.S. dollars are to United States dollars.

Exchange Rate Data

The following tables set forth certain exchange rates based on the inverse of the noon buying rate in the city of New York for cable transfers in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York. On July 15, 2005 the inverse of the noon buying rate was C$1.00 equals US$0.8193.

	Years Ended December 31,					Quarter Ended March 31,
	2000	**2001**	**2002**	**2003**	**2004**	**2005**
Average(1)	US$ 0.6725	US$ 0.6443	US$ 0.6368	US$ 0.7186	US$ 0.7701	US$ 0.8156

(1) The average of the exchange rates on the last day of each month during the year or quarter indicated.

	Month					
	Jan. 2005	**Feb. 2005**	**March 2005**	**April 2005**	**May 2005**	**June 2005**
High	US$ 0.8346	US$ 0.8134	US$ 0.8322	US$ 0.8233	US$ 0.8082	US$ 0.8159
Low	US$ 0.8050	US$ 0.7962	US$ 0.8024	US$ 0.7957	US$ 0.7872	US$ 0.7950

Questions and Answers About the Merger

The following questions and answers are intended to address briefly some commonly asked questions regarding the special meeting and the merger. These questions and answers may not address all questions that may be important to you as a Keith shareholder. Please refer to the more detailed information contained elsewhere in this proxy statement/prospectus and the appendixes attached to this proxy statement/prospectus.

Unless otherwise stated or the context otherwise requires, all references in this proxy statement/prospectus to Stantec, we, us, and our are to Stantec Inc. and its subsidiaries; all references to Keith are to The Keith Companies, Inc. and its subsidiaries and all references to Stantec Consulting are to Stantec Consulting California Inc.

Q1: What am I being asked to vote on?

A1: You are being asked to vote to approve the Agreement and Plan of Merger and Reorganization and its terms, which is referred to in this proxy statement/prospectus as the merger agreement, dated as of April 14, 2005, as amended May 9, 2005, among Stantec, Keith and Stantec Consulting, a newly formed, wholly-owned subsidiary of Stantec. If the merger is completed, Keith will no longer be a public company.

Q2: What consideration will be paid in connection with merger?

A2: The merger consideration to be paid by Stantec includes a fixed amount of cash equal to US$11.00 per share of Keith common stock, as well as Stantec common shares, which as of July 15, 2005, had a value of approximately US$11.34. The number of shares that Stantec will issue as merger consideration is partly fixed and partly variable. The fixed component is equal to 0.23 Stantec common shares per share of Keith common stock. The variable component is equal to an amount of Stantec common shares equal to US$5.50 per share of Keith common stock, based on the 20-day average trading price of Stantec common shares prior to the merger. As a consequence, the actual number of Stantec common shares that will be issued in the merger and that you may receive as merger consideration is not known at this time. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, 0.23 Stantec common shares had a value of approximately US$5.84 and US$5.50 equaled approximately 0.22 Stantec common shares. The 20-day average trading price of Stantec common shares means the simple average of the daily weighted average sales price of Stantec common shares on the Toronto Stock Exchange, as reported by Bloomberg L.P., for each of the 20 consecutive trading days ending on, and including, the second trading day prior to the merger. The weighted average sales price for each trading day is converted from Canadian dollars to U.S. dollars at the inverse of the noon buying rate quoted by the Federal Reserve Bank of New York on such trading day.

Q3: What will I receive in the merger?

A3: You will have the right to select the form of merger consideration you will receive by electing one of the following options:

Option 1: a mix of cash and Stantec common shares;

Option 2: all Stantec common shares; or

Option 3: all cash.

Because Stantec will pay a fixed amount of cash and will issue a specific amount of shares in connection with the merger, the actual consideration you will receive will not be known until after all

shareholder elections have been made. Once all elections have been made, the following procedure will be used to determine the actual form of merger consideration that you will receive:

(1) If you elect Option 1 (a mix of cash and Stantec common shares), you will receive US$11.00 and the amount of Stantec common shares described in answer 2 above, regardless of the number of Keith shareholders that elect this option.

(2) If you elect Option 2 (all Stantec common shares) you will receive 0.23 Stantec common shares per share of Keith common stock plus a variable amount of Stantec common shares equal to US$16.50 per share of Keith common stock, based on the 20-day average trading price of Stantec common shares. However, if the number of Stantec common shares that Keith shareholders elect to receive is greater than the total number of Stantec common shares that Stantec is required to issue, then you will receive a proportionate allocation of Stantec common shares and cash based on the formula set out in Section 2.01(e) of the merger agreement.

(3) If you elect Option 3 (all cash) you will receive US$16.50 cash plus cash equal to the value of 0.23 Stantec common shares, based on the 20-day average trading price of Stantec common shares. However, if the amount of cash that Keith shareholders elect to receive is greater than the total amount of cash that Stantec is required to pay, then you will receive a proportionate allocation of cash and Stantec common shares based on the formula set out in Section 2.01(f) of the merger agreement.

Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, for each share of Keith common stock a holder who elects to receive (1) a mix of cash and Stantec common shares will receive US$11.00 and approximately 0.45 Stantec common shares, (2) all Stantec common shares will receive approximately 0.88 Stantec common shares and (3) all cash will receive approximately US$22.34, subject to pro rata adjustment in the case of (2) and (3).

If you do not make an election, you will be deemed to have elected, and will receive, Option 1, a mix of cash and Stantec common shares.

You will not receive any fractional Stantec common shares in the merger. Instead, Stantec will pay you cash for any fractional Stantec common share you would have otherwise received, taking into account all shares of Keith common stock you own.

If, for some reason, the merger would not qualify as a tax-free reorganization under the provisions of Section 368(a) of the United States Internal Revenue Code of 1986, as amended, referred to in this proxy statement/prospectus as the Code, Stantec has the option, at its sole discretion, to complete the merger by paying cash merger consideration of US$22.00 per share of Keith common stock rather than the merger consideration described above. In such circumstances, you would receive US$22.00 in cash for each and every share of Keith common stock you own. In the event that Stantec exercises this option, Keith and Stantec will recirculate a revised proxy statement/ prospectus and resolicit the vote of Keith shareholders to approve the merger. If the merger does not qualify as a tax-free reorganization and Stantec does not exercise its option to pay all cash, Keith will not be obligated to consummate the merger. Furthermore, in such situation Stantec and Keith will not consummate the merger without recirculating a revised proxy statement/ prospectus and resoliciting the vote of Keith shareholders to approve the merger.

Q4: How does the Keith board of directors recommend that I vote?

A4: The Keith board of directors unanimously recommends that you vote **FOR** approval of the merger agreement and its terms.

Q5: Why is the Board of Directors recommending that I vote for approval of the merger agreement?

A5: The board of directors of Keith believes the merger consideration is fair and that the merger is in the best interests of Keith stockholders. For a more detailed explanation of the beliefs of the board of directors of Keith, see The Merger Keith s Reasons for the Merger.

Q6: What vote of Keith s shareholders and what vote of Stantec shareholders is required in connection with the merger?

A6: Approval of the merger agreement requires the affirmative vote of the holders of at least a majority of Keith s outstanding common stock. Aram H. Keith, Margie R. Keith and The Aram H. Keith and Margie R. Keith Revocable Trust entered into a Stockholders Support Agreement pursuant to which the shareholders granted Stantec an irrevocable proxy to vote their shares of Keith common stock, representing approximately 17% of the outstanding shares of Keith common stock, in favor of the merger. No vote of Stantec shareholders is required (or will be sought) in connection with the merger.

Q7: What happens if I do not vote?

A7: IF YOU DO NOT VOTE YOUR SHARES, THAT WILL BE THE EQUIVALENT OF A VOTE AGAINST APPROVAL OF THE MERGER AGREEMENT AND, THEREFORE, WILL BE THE SAME AS A VOTE AGAINST THE MERGER.

Q8: When do you expect the merger to be completed?

A8: We expect to complete the merger as promptly as practicable after we receive approval of Keith shareholders at the special meeting. We currently anticipate closing the transaction in the third calendar quarter of 2005.

Q9: What do I need to do now?

A9: After carefully reading and considering the information contained in the proxy statement/prospectus, please fill out, sign and date the proxy card, and then mail your signed proxy card in the enclosed prepaid envelope as soon as possible so that your shares may be voted at the special meeting.

Q10: If my shares are held in street name by my broker, will my broker vote my shares for me?

A10: You should instruct your broker to vote your shares. Please check with your broker and follow the voting procedures your broker provides. Your broker will advise you whether you may submit voting instructions by telephone or internet. If you do not instruct your broker, your broker will generally not have the discretion to vote your shares without your instructions. Because approval of the merger agreement requires an affirmative vote of the holders of at least a majority of the outstanding shares of Keith common stock, these so-called broker non-votes, where the broker does not vote for or against approval of the merger agreement, have the same effect as votes cast against approval of the merger agreement. See The Special Meeting Required Vote; Quorum; How to Vote.

Q11: May I change my vote after I have mailed my signed proxy card?

A11: Yes. You may change your vote at any time before your proxy is voted at the special meeting. You can do this in several ways. You can send a written notice stating that you want to revoke your proxy, or you can complete and submit a new proxy card. If you choose either of these methods, you must submit your notice of revocation or your new proxy card to:

The Altman Group, Inc.
1275 Valley Brook Avenue
Lyndhurst, NJ 07071
Phone: (201) 806-2205
Attention: Charlotte Brown

You can also attend the special meeting and vote in person. Simply attending the special meeting, however, will not revoke your proxy; you must vote at the special meeting.

If you have instructed a broker to vote your shares, you must follow the voting procedures received from your broker to change your vote.

Q12: If I want to attend the special meeting, what do I do?

A12: You must come to 19 Technology Drive, Irvine, California 92618, at 10:30 a.m. Pacific Time, on [ ], 2005.

Q13: Should I send in my stock certificates now?

A13: No. If the merger is completed and you hold any Keith stock certificates, you will receive written instructions for exchanging those Keith stock certificates for the merger consideration. You may not have received any stock certificates because your shares of Keith common stock were directly registered. The written instructions you will receive will advise you what to do if your shares were directly registered.

Q14: What if I cannot find my stock certificate?

A14: There will be a procedure for you to elect to receive your merger consideration even if you lost one or more of your Keith stock certificates. This procedure, however, may take time to complete. In order to ensure that you will be able to receive your merger consideration promptly after the merger is completed, if you cannot locate your Keith stock certificates after looking for them carefully, we urge you to contact Keith s transfer agent, U.S. Stock Transfer Corporation, as soon as possible and follow the procedure for replacing your Keith s stock certificates. U.S. Stock Transfer Corporation, can be reached at 1-800-835-8778, or you can write to U.S. Stock Transfer Corporation at the following address: 1745 Gardena Avenue, Glendale, CA 91204-2991.

Q15: Can I dissent and require appraisal of my shares?

A15: Dissenters rights will be available under Chapter 13 of the California Corporations Code, referred to in this proxy statement/prospectus as the CCC, for Keith shareholders in connection with the merger if demands for payment are made with respect to 5% or more of the outstanding Keith common stock. In general, to preserve their dissenters rights, Keith shareholders who wish to exercise these rights must:

- deliver a written demand to Keith for purchase of their shares of Keith common stock, which must be received by Keith no later than the date of the special meeting;
- vote their shares of Keith common stock AGAINST approval of the merger proposal;
- continuously hold their shares of Keith common stock from the date they make the demand through the closing of the merger; and
- comply with the other provisions of Chapter 13 of the CCC.

If, after the effective time of the merger, that shareholder withdraws or otherwise loses the right to demand purchase of its shares of Keith common stock, those shares shall be treated as if they had been converted as of the effective time of the merger into the right to receive the merger consideration. See The Merger Dissenters Rights beginning on page 95.

The text of the CCC governing dissenters rights is attached to this proxy statement/prospectus as Appendix D. Your failure to comply with the procedures described in Appendix D will result in the loss of your dissenters rights.

Q16: Are there risks that I should consider in deciding whether to vote for approval of the merger agreement?

A16: Yes. We have set forth in the section entitled Risk Factors beginning on page 15 of this proxy statement/prospectus a number of risk factors that you should consider carefully in connection with the merger.

Q17: Will Keith common stock continue to be traded on the Nasdaq National Market after the merger is completed?

A17: No. If the merger is consummated, Keith common stock will no longer be listed for trading on the Nasdaq National Market. However, Stantec has applied to list Stantec common shares for trading on the New York Stock Exchange.

Q18: Who can help answer my additional questions about the merger?

A18: If you have questions about the merger, you should contact any of the following:

The Keith Companies, Inc.	Stantec Inc.	The Altman Group, Inc.
19 Technology Drive	10160-112 Street	1275 Valley Brook Avenue
Irvine, California, USA 92618-2334	Edmonton, Canada, T5K 2L6	Lyndhurst, NJ 07071
Phone: (949) 923-6001	Phone: (780) 917-7000	Phone: (201) 806-2205
Attention: Investor Relations	Attention: Investor Relations	Attention: Charlotte Brown

Summary

This summary highlights selected information from this proxy statement/ prospectus. It does not contain all of the information that may be important to you. You should carefully read this entire proxy statement/ prospectus and the other documents to which this document refers for a more complete understanding of the matters being considered at the special meeting. See Where You Can Find More Information About Stantec and Keith.

Unless otherwise stated or the context otherwise requires, all references to Stantec, we, us, and our are to Stantec Inc. and its subsidiaries; all references to Keith are to The Keith Companies, Inc. and its subsidiaries; all references to Stantec Consulting are to Stantec Consulting California Inc.; and all references to merger agreement are to the Agreement and Plan of Merger and Reorganization between Stantec, Stantec Consulting and Keith dated as of April 14, 2005, as amended May 9, 2005.

The Companies

Stantec Inc.

Stantec provides professional consulting services in planning, engineering, architecture, interior design, landscape architecture, surveying, environmental sciences project management and project economics for infrastructure and facilities projects. Stantec is focused on increasing the size and profitability of its operations by acquiring professional consulting firms in Canada, the United States and other countries and has consummated 18 such acquisitions since the beginning of 2002.

Stantec provides services to clients in both the public and private sectors primarily in North America through integrated and discipline specific consulting and project delivery. Stantec believes that its organizational structure gives it both the strength and diversity of a large organization and a strong regional presence to deliver its services locally. Stantec s consulting services business unit focuses on providing total infrastructure solutions targeted to five market segments buildings, environment, industrial, transportation and urban land. Founded in 1954, Stantec currently has approximately 4,350 employees, of whom approximately 2,150 are professionals. For the year ended December 31, 2004, Stantec had gross revenue of approximately C$520.9 million and net income of approximately C$30.2 million

Stantec is a Canadian company. Its corporate headquarters are located at 10160 112 Street, Edmonton, Alberta, T5K 2L6. Its phone number is (780) 917-7000.

Stantec Consulting California Inc.

Stantec Consulting California Inc., a California corporation, is a wholly-owned subsidiary of Stantec that was recently incorporated solely for the purpose of effecting the merger with Keith. Since its incorporation, Stantec Consulting has not carried on any activities, other than in connection with the offer and the merger.

The Keith Companies, Inc.

Keith is a full service engineering and consulting services firm providing professional services on a wide range of projects to the real estate development, public works/ infrastructure, and energy/ industrial industries. Keith has a diverse public and private client base including real estate developers, residential and commercial builders, architects, cities, counties, water districts, state and federal agencies, landowners, commercial retailers, energy providers and various manufacturers. Its professional staff and project workers provide a comprehensive menu of services that are needed to effectively manage, engineer and design infrastructure and state-of-the-art facilities.

Keith has acquired eight companies since December 1, 1997 and as of January 31, 2005, Keith had approximately 830 employees/ project workers providing engineering and consulting services from 17 divisions in 7 states: California, Michigan, Nevada, Texas, Utah, Oregon and Arizona. In addition, Keith also has the ability to provide start-up, testing and other energy-related technical consulting services in Brazil.

Keith is a California corporation. Its corporate headquarters are located at 19 Technology Drive, Irvine, California 92618. Its phone number is (949) 923-6001.

Comparative Per Share Market Price and Exchange Rate Data

Stantec common shares are listed on the Toronto Stock Exchange under the trading symbol STN. Stantec has applied to list its common shares on the New York Stock Exchange under the trading symbol

SXC. Keith common stock is listed on the Nasdaq National Market under the trading symbol TKCI. Upon completion of the merger, Keith common stock will no longer trade on the Nasdaq National Market.

The following table sets forth the closing sale prices of Stantec common shares and Keith common stock as reported on the Toronto Stock Exchange and the Nasdaq National Market, respectively, on April 14, 2005, the last trading day before the public announcement of the merger, and [ ] 2005 the last practicable trading day before the distribution of this proxy statement/prospectus. The price of Stantec common shares has been converted from Canadian dollars to U.S. dollars at the inverse of the noon buying rate quoted by the Federal Reserve Bank of New York on such trading day. We urge you to obtain current market quotations for both the Stantec common shares and the Keith common stock.

	Stantec Common Shares		**Keith Common Stock**	
At April 14, 2005	US$	23.15	US$	16.85
At [ ]	US$	[ ]	US$	[ ]

The Merger

We are proposing a merger of Keith and Stantec Consulting, a wholly-owned subsidiary of Stantec. Following completion of the merger, Stantec Consulting will continue as the surviving corporation of the merger and as a wholly-owned subsidiary of Stantec. After the merger, Keith s existing shareholders will own approximately 17% of the outstanding Stantec common shares (based on 18,937,019 Stantec common shares outstanding as of April 13, 2005).

Pursuant to the merger agreement attached as Appendix A to this proxy statement/ prospectus, each share of Keith common stock will be exchanged for merger consideration equal to: (1) US$11.00 in cash, (2) 0.23 common shares of Stantec and (3) that number of Stantec common shares equal to US$5.50, based on the 20-day average trading price of Stantec common shares prior to the merger. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, 0.23 Stantec common shares had a value of approximately US$5.84 and US$5.50 equaled approximately 0.22 Stantec common shares.

Holders of Keith common stock will have the right to elect to receive their merger consideration in the form of (A) a mixture of cash and Stantec common shares, as described above, (B) all Stantec common shares or (C) all cash, subject in the case of (B) and (C) to pro rata adjustment if the amount of Stantec common shares or cash is oversubscribed. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, for each share of Keith common stock a holder who elects to receive (A) a mix of cash and Stantec common shares will receive US$11.00 and approximately 0.45 Stantec common shares, (B) all Stantec common shares will receive approximately 0.88 Stantec common shares and (C) all cash will receive approximately US$22.34, subject to pro rata adjustment in the case of (B) and (C).

If the merger will not qualify as a tax-free reorganization under the provisions of Section 368(a) of the Code, Stantec has the option, at its sole discretion, to complete the merger by paying cash merger consideration of US$22.00 per share of Keith common stock rather than the merger consideration described above. In such circumstances, you would receive US$22.00 in cash for each and every share of Keith common stock you own. In the event that Stantec exercises this option, Keith and Stantec will recirculate a revised proxy statement/prospectus and resolicit the vote of Keith shareholders to approve the merger. If the merger does not qualify as a tax-free reorganization and Stantec does not exercise its option to pay all cash, Keith will not be obligated to consummate the merger. Furthermore, in such situation, Stantec and Keith will not consummate the merger without recirculating a revised proxy statement/ prospectus and resoliciting the vote of Keith shareholders to approve the merger.

The Special Meeting

When and Where. The special meeting will be held at 10:30 a.m. Pacific Time on [ ], 2005 at Keith s corporate headquarters, 19 Technology Drive, Irvine, California 92618.

Purpose of the Special Meeting. The purpose of the special meeting is to vote upon approval of the merger agreement.

Record Date; Voting Power. Only holders of Keith common stock as of the close of business on July 7, 2005, the record date, are entitled to vote at the special meeting or any adjournment or postponement of the special meeting. Each share of Keith common stock is entitled to one vote. The holders of Keith options do not have voting rights and will not be entitled to vote at the special meeting.

Required Vote. The affirmative vote of the holders of a majority of the outstanding shares of Keith common stock as of the record date is required to approve the merger agreement. Votes may be cast by mailing a signed proxy card or by voting in person at the special meeting. The failure to vote, or the abstention from voting, by a shareholder will have the same effect as a vote against approval of the merger agreement. As of the record date, 7,996,604 shares of Keith common stock were outstanding, held by 46 record holders. On the record date, 17% of the outstanding shares of Keith common stock were held by directors and executive officers of Keith and their respective affiliates. All of the Keith directors have indicated that they intend to vote their Keith shares of common stock in favor of the approval of the merger agreement. In addition, Aram H. Keith, the Chairman and Chief Executive Officer of Keith, has granted his proxy to Stantec to vote his shares of Keith common stock, representing approximately 17% of the outstanding shares of Keith common stock, in favor of the merger.

The Merger Agreement

The merger agreement is described beginning on page 98. The merger agreement is also attached as Appendix A to this document. We urge you to read the entire document because it is the legal document governing the merger.

Other Agreements

Concurrently with entering into the merger agreement, Stantec, Stantec Consulting, Aram H. Keith, Margie R. Keith and The Aram H. Keith and Margie R. Keith Revocable Trust entered into a Stockholders Support Agreement pursuant to which the stockholders granted Stantec an irrevocable proxy to vote their shares of Keith common stock in favor of the merger. See Other Agreements Stockholders Support Agreement.

Stantec and Keith also entered into a Confidentiality Agreement, dated as of February 18, 2005, containing terms customary for such confidentiality agreements. See Other Agreements Confidentiality Agreement.

Stantec and Aram H. Keith entered into a letter agreement, dated as of April 14, 2005, in which Stantec agreed to cause Stantec Consulting to make an offer of employment to Mr. Keith and Mr. Keith agreed, subject to the satisfaction of certain other conditions, including the receipt of US$525,000, to terminate his existing change in control agreement with Keith. See Other Agreements Letter Agreement.

Recommendation of Keith s Board of Directors

Keith s board of directors has unanimously determined that the merger agreement and the merger are fair to, and in the best interests of, Keith s public shareholders, and approved and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement.

KEITH S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE MERGER AGREEMENT AND ITS TERMS.

Opinion of Keith s Financial Advisor

In deciding to approve the merger agreement and the merger, Keith s board of directors received a written opinion of Bear, Stearns & Co. Inc. delivered to Keith s board of directors on April 14, 2005 to the effect that, as of the date of the opinion, based upon and subject to various considerations and assumptions set forth in the opinion, the merger consideration to be received by Keith s shareholders pursuant to the merger agreement is fair from a financial point of view. The full text of Bear Stearns written opinion is attached to this proxy statement/ prospectus as Appendix B. You are encouraged to read this opinion carefully in its entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the reviews undertaken by Bear Stearns.

Interests of Keith and Stantec Executive Officers and Directors in the Merger

When you consider the Keith board of directors recommendation to vote in favor of approval of the merger agreement, you should be aware that Keith s executive officers and directors may have interests in the merger that may be different from, or in addition to, the interests of the other Keith shareholders. Keith s board of directors was aware that these interests existed when it approved and declared advisable the merger agreement and determined that the merger agreement and the merger are fair to, and in the best interests of, Keith and its shareholders. See The Merger Interests of Keith and Stantec Executive Officers and Directors in the Merger.

Aram H. Keith, the Chairman and Chief Executive Officer of Keith, has granted a proxy to Stantec to vote the Keith common stock held by a trust in which he is one of the trustees, in favor of the merger agreement. Mr. Keith has also entered into a letter agreement with Stantec pursuant to which, subject to the satisfaction of certain conditions, including the receipt of US$525,000, his change in control agreement with Keith will terminate and he will become Vice Chairman of Stantec at the first Stantec board meeting following consummation of the merger.

Eric C. Nielsen, Keith s President and Chief Operating Officer, and Gary C. Campanaro, Keith s Chief Financial Officer, Secretary and a director of Keith, are each a party to a change in control agreement with Keith, which provides for severance payments to these executive officers in certain circumstances following a change in control of Keith. Keith is currently engaged in discussions regarding the amounts due under the change of control agreements. Keith has offered Mr. Campanaro, subject to certain conditions, a payment of US$1.75 million, plus a gross up for excise taxes, the payment of certain expenses and the vesting of unvested options and restricted Keith common stock, in full settlement of Keith s obligations under his change in control agreement. Payments under Mr. Campanaro s change in control agreement are subject to continuing negotiations and may vary. Mr. Nielsen s employment is expected to continue following the closing of the merger. If his employment were to terminate following the closing of the merger, under certain conditions requiring a severance payment, he would be entitled to a severance payment, based on his 2005 salary and his 2004 bonus, of approximately $900,000, plus ancillary benefits.

In addition, pursuant to the merger agreement, prior to closing, Keith will offer to purchase all unvested options to acquire Keith common stock, subject to the closing of the merger, for cash equal to the merger consideration less the exercise price of such option. Agreements with Messrs. Keith, Nielsen and Campanaro also provide for the vesting of all unvested options held by them at the effective time of the merger. Several other of Keith s executive officers and directors hold unvested options to purchase Keith common stock, including Thomas Braun, President of Real Estate Development of Keith, Dean Palumbo, President of Energy/ Industrial Services of Keith, and Robert Ohlund, President of Public Works/ Infrastructure Services. Assuming consideration equal to US$22.34 per unvested option, less the aggregate exercise price of such unvested options, officers and directors will receive the following as a result of the merger:

Name	Number of Unvested Options	Value, Net of Aggregate Exercise Price	
Aram H. Keith	36,000	US$	390,000
Eric C. Nielsen	30,000	US$	310,020
Gary C. Campanaro	30,000	US$	310,020
Thomas Braun	4,500	US$	55,395
Dean Palumbo	5,300	US$	58,650
Robert Ohlund	10,000	US$	48,400
Other board members(1)	3,000	US$	25,590

(1) Includes Christine Iger, Edward Muller and George Deukmejian

Vested options to purchase Keith common stock will be cancelled upon consummation of the merger. It is expected that holders of such vested options will exercise their vested options prior to the merger and will receive the merger consideration. Assuming consideration equal to US$22.34 per vested option, less the aggregate exercise price of such vested options, officers and directors will receive the following as a result of the merger:

Name	Number of Vested Options	Weighted Average Exercise Price	Value of Merger Consideration, Net of Aggregate Exercise Price
Aram H. Keith	80,000	US$ 10.96	US$ 910,640
Eric C. Nielsen	86,893	US$ 9.25	US$ 1,137,856
Gary C. Campanaro	83,982	US$ 9.14	US$ 1,108,535
Thomas Braun	27,740	US$ 6.55	US$ 438,061
Dean Palumbo	13,470	US$ 9.61	US$ 171,533
Other board members(1)	23,814	US$ 9.78	US$ 299,049

(1) Includes Christine Iger, Edward Muller and George Deukmejian

Messrs. Nielsen and Campanaro own shares of unvested Keith restricted stock that will vest upon closing of the merger, which will result in such shares being converted into a right to receive the merger consideration. Assuming consideration equal to US$22.34 per share of restricted common stock, Messrs. Nielsen and Campanaro will receive the following as a result of the merger:

Name	Number of Shares of Unvested Keith Restricted Stock	Value of Merger Consideration
Eric C. Nielsen	10,834	US$ 242,032
Gary C. Campanaro	10,834	US$ 242,032

Messrs. Braun and Palumbo hold shares of unvested restricted Keith common stock, which will be converted into unvested restricted Stantec common shares in connection with the merger. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, Messrs. Braun and Palumbo will receive the following number of unvested restricted Stantec common shares as a result of the merger:

Name	Number of Shares of Unvested Keith Restricted Common Stock	Number of Unvested Restricted Stantec Common Shares Received
Thomas Braun	10,334	9,093

Dean Palumbo	8,167	7,186

In the merger agreement, Stantec has agreed to maintain existing indemnification arrangements for Keith directors and officers against certain liabilities arising before and after the merger.

Material U.S. Federal Income Tax Consequences

For U.S. federal income tax purposes, the merger has been structured to qualify as a reorganization under the provisions of Section 368(a) of the Code. Such qualification is discussed in more detail under Material U.S. Federal Income Tax Consequences . The exchange of Keith common stock for solely Stantec common shares in the merger will not result in the recognition of gain by U.S. Holders (as defined under Material U.S. Federal Income Tax Consequences) (except as described under Material U.S. Federal Income Tax Consequences to the extent the U.S. Holder receives cash in lieu of fractional Stantec common

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shares and in the case of a 5% transferee shareholder who does not enter into a gain recognition agreement in accordance with applicable Treasury regulations). It is a condition to the closing that Stantec and Keith shall have each received opinions to such effect from Shearman & Sterling LLP and Akin Gump Strauss Hauer & Feld LLP, respectively, which opinions shall not have been withdrawn or modified in any material respect. These opinions rely upon certain factual representations made by Stantec, Keith and Stantec Consulting as of the date of this proxy statement/ prospectus. The issuance of such opinions is conditioned upon the receipt by each of Shearman & Sterling LLP and Akin Gump Strauss Hauer & Feld LLP of certain additional factual representations to be made by Stantec, Keith and Stantec Consulting, which representations shall be dated on or before the date of such opinions and shall not have been withdrawn or modified in any material respects.

The U.S. federal income tax consequences of the merger to a particular U.S. Holder of Keith common stock will depend on the form of consideration received by the U.S. Holder in exchange for its Keith common stock. A U.S. Holder who exchanges Keith common stock solely for Stantec common shares will not recognize any gain or loss on the exchange except to the extent that the U.S. Holder receives cash in lieu of fractional Stantec common shares. If a U.S. Holder exchanges its Keith common stock for a combination of Stantec common shares and cash and the U.S. Holder s adjusted tax basis in the Keith common stock surrendered in the merger is less than the sum of the fair market value, as of the date of the merger, of the Stantec common shares and the amount of cash received by the U.S. Holder, then the U.S. Holder will recognize gain equal to the lesser of (1) the sum of the amount of cash and the fair market value, as of the date of the merger, of the Stantec common shares received by the U.S. Holder minus the adjusted tax basis of the Keith common stock surrendered therefor or (2) the amount of cash that the U.S. Holder receives. If a U.S. Holder s adjusted tax basis in the Keith common stock surrendered in the merger is greater than the sum of the amount of cash and the fair market value of the Stantec common shares received in the merger, the U.S. Holder will realize a loss that is not currently allowed or recognized for U.S. federal income tax purposes. A U.S. Holder who exchanges Keith common stock solely for cash in the merger will recognize gain or loss in an amount equal to the difference between the amount of cash received and the U.S. Holder s adjusted tax basis in the Keith common stock surrendered in the merger.

Material Canadian Federal Income Tax Consequences

The conversion of Keith common stock into the right to receive Stantec common shares and cash (including cash instead of fractional common shares) pursuant to the merger will not, in general, give rise to Canadian tax for holders of Keith common stock who are not and who are not deemed to be resident in Canada. Dividends paid or credited to holders of Stantec common shares who are not and who are not deemed to be resident in Canada are subject to a Canadian withholding tax of 25%. Under the Canada-United States Income Tax Convention (1980), referred to in this proxy statement/ prospectus as the Convention, the rate of that withholding tax is generally reduced to 15% for holders resident in the United States. Assuming that Stantec common shares are not taxable Canadian property, any capital gain realized on a disposition of those shares by holders who are not and who are not deemed to be resident in Canada will not be subject to tax in Canada. The Stantec common shares will generally not constitute taxable Canadian property to a non-resident of Canada if, at the time of disposition of such shares, the Stantec common shares are listed on a prescribed stock exchange (which includes the Toronto Stock Exchange, the New York Stock Exchange and the Nasdaq National Market) and the holder, persons with whom the holder does not deal at arm s length or the holder together with those persons does not own and has not, at all times during the 60-month period immediately preceding the disposition, owned 25% or more of the issued shares of any class or any series of shares of Stantec.

Accounting Treatment of the Merger

Stantec will account for the merger as a purchase for financial reporting purposes under Canadian and U.S. GAAP.

Regulatory Matters Related to the Merger

U.S. Antitrust Laws. The Hart-Scott-Rodino Antitrust Improvements Act of 1976, referred to in this proxy statement/ prospectus as the HSR Act, prohibits Stantec and Keith from completing the merger until

each of them notifies and furnishes required information to the Antitrust Division of the U.S. Department of Justice and to the U.S. Federal Trade Commission, and the required waiting period has expired or been earlier terminated. Each of Stantec and Keith filed a pre-merger notification form under the HSR Act. Early termination of the waiting period was granted effective May 20, 2005.

No Solicitation

Subject to specified legal and fiduciary exceptions, the merger agreement precludes Keith or any of its affiliates, whether directly or indirectly, from initiating, soliciting or encouraging any proposals for, entering into any agreement in connection with, or participating in any discussions or negotiations regarding, any third party proposal relating to (1) any merger, consolidation, share exchange, business combination, recapitalization, liquidation, dissolution or other similar transaction involving Keith or any subsidiary; (2) any sale, lease, exchange, transfer or other disposition of assets or businesses that constitute or represent 15% or more of the total revenue, operating income, EBITDA or assets of Keith and its subsidiaries, taken as a whole; (3) any sale, exchange, transfer or other disposition of 15% or more of any class of equity securities of Keith or of any significant subsidiary (as defined in Rule 1-02 of Regulation S-X under the Securities Act); (4) any tender offer or exchange offer that, if consummated, would result in any person beneficially owning 15% or more of any class of equity securities of Keith or of any significant subsidiary; (5) any solicitation in opposition to approval of this Agreement by Keith s stockholders; or (6) any other transaction the consummation of which would reasonably be expected to prevent or materially delay the merger.

Conditions to the Merger

The respective obligations of each of Stantec and Keith to effect the merger are conditioned upon the satisfaction of the following conditions:

Keith s shareholders having affirmatively voted to approve the merger agreement by the requisite vote;

the Toronto Stock Exchange having approved the listing of the Stantec common shares to be issued in connection with the merger (Stantec has received conditional approval to list such Stantec common shares on the Toronto Stock Exchange);

the registration statement of which this proxy statement/ prospectus is a part having been declared effective under the Securities Act of 1933, and no stop order or proceeding seeking a stop order being pending by or before the Securities and Exchange Commission; and

no injunction, order or other legal restraint or prohibition preventing the consummation of the merger being in effect and no statute, rule, regulation or order by any U.S. or foreign governmental entity being in effect which makes the consummation of the merger illegal.

The obligation of each of Stantec and Keith to effect the merger is further subject to the satisfaction (or waiver) of the following additional conditions:

the other party having performed in all material respects its obligations under the merger agreement and its representations and warranties in the merger agreement being true and correct as of the closing of the merger, except for failures to be true and correct that would not reasonably be expected to have a material adverse effect (as defined in the merger agreement);

there shall not have been a material adverse change in the business of the other party since the date of the merger agreement;

the other party shall have delivered an officer s certificate attesting to compliance of such other party with its representations, warranties and covenants under the merger agreement and to the absence of a material adverse change in such other party s business; and

each party having received an opinion from its U.S. tax counsel that:

the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code.

The obligation of Stantec to effect the merger is further subject to the satisfaction (or waiver) of the following additional conditions:

Keith shall have deposited with the Exchange Agent for the benefit of the holders of Keith common stock the lesser of (1) US$18,000,000 and (2) the maximum amount of cash that would not preclude the merger from qualifying as a reorganization within the meaning of Section 368(a) of the Code;

Keith shall have at least US$40,000,000 of cash or cash equivalents, less the amount of cash deposited with the Exchange Agent;

the number of dissenting shares shall be less than 5% of the issued and outstanding shares of Keith common stock; and

Keith shall have terminated its existing 401(k) plan.

The obligation of Keith to effect the merger is further subject to the satisfaction (or waiver) of the following additional condition: Stantec common shares shall have been authorized for listing or quotation, as the case may be, on the New York Stock Exchange or the Nasdaq National Market, subject to official notice of issuance.

Termination

Stantec and Keith can mutually agree to terminate the merger agreement prior to the effective time of the merger. Also, either party may terminate the merger agreement without the consent of the other if:

the merger is not consummated by December 31, 2005, unless the party seeking to terminate the merger agreement has failed to comply with the merger agreement and that failure has been the cause of, or resulted in, the failure of the merger to occur on or before December 31, 2005;

Keith shareholders fail to adopt the merger agreement at the special meeting; or

the other party breaches its representations, warranties, covenants or agreements contained in the merger agreement; provided, however, that the non-breaching party may not terminate the agreement prior to the expiration of 15 days from the date that notice of the breach is provided to such other party and as long as such other party is exercising its best efforts to cure the breach.

Additionally, Stantec may terminate the merger agreement if Keith s board of directors has withdrawn, modified or changed, in any manner adverse to Stantec, its support for the merger or takes other specified actions that would be adverse to the completion of the merger. Furthermore, Keith may terminate the merger agreement if it accepts a superior acquisition proposal and pays a termination fee and pays Stantec s expenses.

Termination Fee

If the merger agreement is terminated after a change in recommendation by Keith s board of directors or a termination by Keith s board of directors in order to enter into a binding agreement with respect to a superior acquisition proposal, Keith is required to pay Stantec a termination fee of US$3.0 million, plus Stantec s fees, costs and expenses in connection with the merger. The termination fee could discourage other companies from seeking to acquire or merge with Keith.

Comparison of Shareholder Rights

The election by you to convert your shares of Keith common stock into the right to receive Stantec common shares in the merger will result in differences between your rights as a Stantec shareholder, governed by the Canada Business Corporations Act, and your rights as a Keith shareholder, governed by the CCC. See Comparison of Shareholder Rights on page 110.

Risk Factors

In addition to the other information included or incorporated by reference into this proxy statement/ prospectus, including the matters addressed under the caption Forward-Looking Statements, you should carefully consider the matters described below in evaluating an investment in Stantec common shares offered by this proxy statement/ prospectus.

Risk Factors Relating to the Merger

You cannot be certain of the value of merger consideration that you will receive in the merger.

Upon completion of the merger, you shall have the right to elect to receive any one of the following forms of merger consideration in exchange for each and every share of Keith common stock that you own:

(1) a mix of cash and stock equal to (A) US$11.00 in cash, (B) 0.23 common shares of Stantec and (C) that number of Stantec common shares equal to US$5.50, based on the 20-day average trading price of Stantec common shares prior to the merger;

(2) all Stantec common shares equal to (A) 0.23 Stantec common shares and (B) that number of Stantec common shares equal to US$16.50, based on the 20-day average trading price of Stantec common shares prior to the merger; or

(3) all cash equal to (A) US$16.50 and (B) cash equal to the value of 0.23 common shares, based on the 20-day average trading price of Stantec common shares prior to the merger.

As is described above, and as is more fully detailed in the merger agreement attached to this proxy statement/ prospectus as Appendix A, a fixed exchange ratio of 0.23 forms part of the merger consideration calculation regardless of which form of merger consideration you elect to receive. Therefore, the dollar value of the merger consideration you receive under any of option (1), (2) or (3) above is dependent on the trading price of Stantec common shares prior to the time that the merger is consummated. The market price of Stantec common shares is subject to volatility and will likely be different, and may be lower, on the date you receive your Stantec common shares than the market price of Stantec common shares as of the date of this proxy statement/ prospectus or the date of the special meeting. For example, the high and low closing sales prices for Stantec s common shares during the 52 weeks ended July 15, 2005 were C$32.90 and C$20.35, respectively. Similarly, for those shareholders who elect to receive all or part of their consideration in Stantec common shares, the number of Stantec common shares that such shareholders will receive will vary depending on the average trading price of Stantec common shares prior to the merger. The higher the average trading price, the fewer Stantec common shares you will receive and the lower the average trading price, the more Stantec common shares you will receive. In addition, part of the value in U.S. dollars of the merger consideration you receive will vary depending upon changes in the applicable currency exchange rate, which is subject to significant change. For example, during 2004 the Canadian dollar ranged in value from a high of US$0.8434 to a low of US$0.8063. In all cases, the exact amount of cash or number of shares you will receive is not currently known.

In addition, the price of Keith common stock immediately prior to the effective time of the merger may vary from its price on the date the merger agreement was executed, on the date of this proxy statement/ prospectus and on the date of the special meeting. Variations in the prices of Keith common stock and of Stantec common shares prior to the effective time of the merger and of Stantec common shares after the effective time may be the result of various factors, including:

- changes in the business, operations or prospects of Stantec or Keith;
- changes in economic conditions and the outlook for economic conditions;
- market reaction to the proposed merger; and
- the timing of the consummation of the merger.

If the merger is completed, it will not be completed until following the date of the special meeting and the satisfaction or waiver of all conditions to the merger. Therefore, at the time of the special meeting you will not know the precise dollar value of the merger consideration that you will become entitled to receive at the effective time of the merger. You are urged to obtain a current market quotation for Stantec common shares.

Failure to complete the merger could negatively impact the price of Keith common stock and Keith s future business and operations.

The proposed merger with Keith is subject to a number of conditions, including the approval of the Keith shareholders of the merger agreement, the receipt of tax opinions from legal counsel and a requirement that Keith have cash and cash equivalents of at least $40.0 million. At March 31, 2005, Keith had cash and cash equivalents combined with securities available-for-sale of $40.2 million. If any of these conditions were to fail to be satisfied, the merger may not be consummated. If the merger is not completed, the ongoing business of Keith and the trading price of the Keith common stock may be adversely affected and Keith will be subject to several risks, including the following:

- failure to complete the merger may seriously harm investors and analysts perception of Keith s underlying business and prospects which could seriously harm Keith s stock price;

- the price of the Keith common stock, which currently reflects a premium as a result of the proposed merger, may decline to price ranges similar to, or below, those that existed prior to the announcement of the merger;

- costs related to the merger, such as legal, accounting, financial advisory and financial printing fees must be paid by Keith, even if the merger is not completed;

- Keith may be required to pay Stantec a termination fee of US$3.0 million plus its expenses, if the merger agreement is terminated in certain circumstances;

- the diversion of Keith s management s attention from the day-to-day business of Keith and the unavoidable disruption to Keith s employees and its relationships with customers may, in turn, detract from Keith s ability to grow revenue and minimize costs and lead to a loss of market position that Keith could be unable to regain;

- Keith management may not pursue operating plans and acquisitions and other opportunities that could be beneficial to Keith;

- the announcement of the merger could have an adverse effect on Keith s revenue in the near-term if customers delay, defer or cancel contracts pending resolution of the merger; if this were to occur, Keith s results of operations and quarterly revenue could be substantially below the expectations of market analysts and could cause a reduction in the trading price of the Keith common stock; and

- Keith would not realize the benefits it expects to receive by being part of a combined company with Stantec, as well as the potentially enhanced financial and competitive position Keith believes would result from the merger.

In addition, in the event that the merger is not completed and the Keith board of directors determines to seek another merger or business combination, it may not be able to find a partner willing to pay an equivalent or more attractive price than that which would have been paid in the merger with Stantec Consulting.

An election to receive all shares or all cash may not result in a payment in all shares or all cash.

Your ability to receive all shares or all cash will be subject to a pro rata adjustment should one of these alternatives be oversubscribed. For example, on the one hand if the number of Stantec common shares that Keith shareholders elect to receive is greater than the total number of Stantec common shares that Stantec is required to issue, then you will receive a proportionate allocation of Stantec common shares and cash based

on the formula set out in the merger agreement. On the other hand, if the amount of cash that Keith shareholders elect to receive is greater than the total amount of cash that Stantec is required to pay, then you will receive a proportionate allocation of cash and Stantec common shares based on the formula set out in the merger agreement. Therefore, even if you elect to receive all stock and are required to take some cash as part of your consideration, you may recognize a gain under U.S. federal income tax laws and thus be exposed to a tax liability. Similarly, even if you should elect to receive all cash in exchange for your Keith common stock, you may receive some Stantec common shares as part of your consideration and the value of your all cash election will depend on the average trading price of Stantec common shares prior to the merger.

The fairness opinion provided by Bear Stearns was given as of the date of the merger agreement and does not reflect subsequent changes in circumstances.

The opinion of Bear Stearns, financial advisor to the Keith board of directors, addresses the fairness from a financial point of view of the merger consideration to be received by Keith shareholders based on the financial, economic, market and other conditions as they existed on April 14, 2005 and not at any later time. Significant time has elapsed since the date of the fairness opinion and changes in conditions, which are beyond the control of Keith, Stantec and Bear Stearns, and on which the opinion is based, may have altered the value of Keith common stock or Stantec common shares. As a result, Bear Stearns opinion may be of less relevance at the time you are asked to approve the merger at the shareholders meeting. Bear Stearns has no obligation to update its fairness opinion.

The fairness opinion provided by Bear Stearns is based on various assumptions and is subject to various limitations.

In its review and analysis and in formulating its opinion, Bear Stearns assumed and relied, without independent verification, upon the accuracy and completeness of the financial and other information provided to it by Keith and Stantec, including the range of projected financial results provided to it by management of Keith, and assumed that the financial information and range of projected financial results were reasonably prepared on bases reflecting the best currently available judgments and estimates of Keith management. Bear Stearns did not assume any responsibility for making or obtaining an independent valuation or appraisal of the assets or liabilities of Keith or Stantec, and no such independent valuation or appraisal was provided to Bear Stearns.

Keith s shareholders may receive a lower return on their investment after the merger.

Although Stantec and Keith believe that the merger will create financial, operational and strategic benefits for the combined company and its shareholders, these benefits may not be achieved. The combination of Keith s and Stantec s businesses, even if conducted in an efficient, effective and timely manner, may not result in combined financial performance that is better than what each company would have achieved independently if the merger had not occurred.

Stantec and Keith may experience difficulties in integrating Keith s business with the existing operations of Stantec and so may not realize the anticipated benefits of the merger.

Stantec s and Keith s rationales for the merger are, in part, predicated on our ability to leverage the combined strengths of the two companies to increase opportunities and grow revenue. Integrating Keith s operations and personnel with those of Stantec will be a complex process and Stantec may not be able to complete the process rapidly or without encountering difficulties. The successful integration of Keith s operations with those of Stantec will require, among other things, integration of Keith s and Stantec s professional services, sales and marketing operations, information and software systems and coordination of employee retention and hiring and training operations. The diversion of the attention of management to the integration effort and any difficulties encountered in combining operations could adversely affect the combined company s businesses and prevent them from realizing the anticipated improvement in professional service offerings, market penetration and geographic presence that form the foundation for the merger.

Uncertainties associated with the merger or Stantec as a new owner may cause Keith to lose customers.

Keith s customers may, in response to the announcement of the merger, delay or defer decisions concerning their use of Keith s services because of uncertainties related to the consummation of the merger, including that the merger may not be consummated if all of the conditions to the merger are not fulfilled. This could have an adverse effect on Stantec s revenue and profitability.

Uncertainties associated with the merger may cause a loss of employees.

The ability to attract and retain trained professionals is one of the key drivers of Stantec s business and results. Therefore, the success of the combined company after the merger will depend in part upon the ability of Stantec and Keith to retain key employees of both companies. Competition for qualified personnel can be very intense. In addition, key employees may depart because of issues relating to the uncertainty and difficulty of the consummation of the merger, the integration or a desire not to remain with the combined company. Accordingly, Stantec may be unable to retain key employees to the same extent it was able to do so in the past.

Keith s directors and officers have conflicts of interest in recommending the merger to Keith s shareholders and may have different interests than you in approving the merger agreement.

In considering the recommendation of Keith s board of directors to approve the merger agreement, Keith s shareholders should recognize that certain Keith directors and officers have interests in the merger that are different from, or are in addition to, their interests as Keith shareholders. These interests include:

future employment arrangements;

severance benefits in the merger;

receipt of unvested Stantec restricted common shares in exchange for unvested Keith restricted common stock;

acceleration of the vesting of stock options as a result of the merger; and

indemnification against certain liabilities arising both before and after the merger.

These and additional interests are described under the section of this proxy statement/ prospectus captioned Interests of Keith s and Stantec s Executive Officers and Directors in the Merger.

Stantec is governed by the laws of Canada and a substantial portion of its assets are, and many of its directors and officers reside, outside of the United States. As a result, it may not be possible for shareholders to enforce civil liability provisions of the securities laws of the United States in Canada.

Stantec is governed by the laws of Canada. A substantial portion of Stantec s assets are located outside the United States, and some of Stantec s directors and all of its officers and some of the experts named in this proxy statement/ prospectus are residents outside of the United States. As a result, it may be difficult for investors to effect service within the United States upon Stantec and those directors, officers and experts, or to realize in the United States upon judgments of courts of the United States predicated upon civil liability of Stantec and such directors, officers or experts under the United States federal securities laws. There is uncertainty as to the enforceability in Canada by a court in original actions, or in actions to enforce judgments of United States courts, of the civil liabilities predicated upon the United States federal securities laws.

Stantec expects to maintain its status as a foreign private issuer under the rules and regulations of the SEC and, thus, will be exempt from a number of rules under the Securities Exchange Act of 1934 and will be permitted to file less information with the SEC than a company incorporated in the United States.

As a foreign private issuer, Stantec will be exempt from rules under the Securities Exchange Act of 1934, referred to in the proxy statement/ prospectus as the Exchange Act, that impose certain disclosure

and procedural requirements for proxy solicitations under Section 14 of the Exchange Act. In addition, Stantec s officers, directors and principal shareholders will be exempt from the reporting and short-swing profit recovery provisions of Section 16 of the Exchange Act and the rules under the Exchange Act with respect to their purchases and sales of Stantec common shares. Moreover, Stantec will not be required to file periodic reports and financial statements with the SEC as promptly as U.S. companies whose securities are registered under the Exchange Act, nor will it be required to comply with Regulation FD, which restricts the selective disclosure of material information. Accordingly, there may be less publicly available information concerning Stantec than there is for U.S. public companies such as Keith. Moreover, Stantec expects to be eligible to use the Canada-U.S. multijurisdictional disclosure system, which will permit Stantec to meet most of its continuous disclosure obligations by filing Canadian disclosure documents with the Securities and Exchange Commission. Such Canadian disclosure documents differ from the disclosure required of a U.S. company. In addition, Stantec will not be required to have its internal controls audited pursuant to Section 404 of the Sarbanes-Oxley Act until it issues its annual report for the year ended December 31, 2006.

Stantec common shares are not currently listed on any U.S. stock exchange or quotation system and its listing application may not be approved. As a result, there may not be a liquid market for Stantec s common shares in the United States.

Currently, Stantec common shares are only tradable through the facilities of the Toronto Stock Exchange and are not listed on any U.S. stock exchange or quotation system. While Stantec has applied to list its common shares on the New York Stock Exchange, such application may not be approved. The listing of Stantec common shares on the New York Stock Exchange or Nasdaq National Market is a condition to Keith s obligations under the merger agreement. However, Keith has the ability to waive this requirement and consummate the merger even if Stantec is unable to list its common shares on a U.S. exchange. If Stantec is unsuccessful in listing its common shares on the New York Stock Exchange or the Nasdaq National Market, and Keith waives the listing condition, your Stantec common shares will only be tradable through the facilities of the Toronto Stock Exchange.

The merger agreement contains provisions that may discourage other companies from trying to acquire Keith for greater merger consideration.

The merger agreement contains provisions that may discourage a third party from submitting a business combination proposal to Keith that might result in greater value to Keith s shareholders than the merger. These provision include the prohibition on Keith from soliciting any acquisition proposals or offers for competing transactions and the requirement that Keith pay a US$3.0 million termination fee plus Stantec s expenses if the merger agreement is terminated in specified circumstances.

Risks Related to Stantec s Business

We may be unsuccessful in our goal to increase the size and profitability of our operations, which could lead to a reduction in our market share and our competitiveness as our industry consolidates.

To help reduce our susceptibility to industry-specific and regional economic cycles and to take advantage of economies of scale in the highly fragmented professional services industry, we intend to continue to diversify our business both in terms of geographic presence and service offerings. Since the beginning of 2002, we have completed 18 acquisitions and we expect to continue to pursue selective acquisitions of business that will enable us to enhance our market penetration and increase and diversify our revenue base. However, we may not be able to locate suitable acquisitions or be able to consummate any such transactions on terms and conditions acceptable to us. As the professional services industry consolidates, suitable acquisition candidates are expected to become more difficult to locate and may only be available at prices or under terms that are less favorable than in the past. In addition, some of our competitors are much larger than us and have greater financial resources than us and can better afford to pay a premium for potential acquisition candidates. If we are unable to effectively compete for or locate suitable acquisitions, our business will not grow in the manner we expect and we will have difficulty achieving our goals for growth.

If we are unable to effectively manage our growth, we may experience a decline in our revenue and profitability.

We have grown rapidly in the recent past. For example, our gross revenue has doubled in the past five years. We intend to pursue further growth through acquisitions and otherwise, as part of our business strategy, but we may not be able to manage our growth effectively and efficiently. Our inability to manage our growth could cause us to incur unforeseen costs, time delays or other negative impacts, any of which could cause a decline in our revenue and profitability. Our rapid growth has presented and will continue to present, numerous administrative and operational challenges, including the management of an expanding array of engineering and consulting services, the assimilation of financial reporting systems, increased pressure on our senior management and increased demand on our systems and internal controls. Furthermore, as we expand our service offerings and geographic presence, we may not be able to maintain the current level of quality of services.

We also may encounter difficulties integrating acquisitions that we do make. For example, we acquired Beak International Incorporated in October 2002, but were not successful in integrating that firm and have sold the majority of that business back to various employee groups. Acquired businesses may not be profitable because we may not be successful in generating the same level of operating performance that an acquired company experienced prior to the acquisition. Also, we may not be able to maintain our reputation in an acquired entity s geographic area or service offerings and as a consequence our ability to attract and retain clients in those or other areas may be negatively impacted. Any of these integration issues could divert management s attention from other business activities and could impact our ability to grow our business effectively.

From time to time, we have pursued and may continue to pursue and invest in business opportunities that are not directly within our core competencies. These new business opportunities may require a disproportionate amount of management s time to develop profitably and may not perform as expected.

Acquisitions may bring us into businesses that we have not previously conducted and expose us to additional business risks that are different than those we have traditionally experienced. For example, we acquired GKO Engineering in March of 2002. GKO provided services in the industrial market segment, an area in which we previously did not have a significant presence. Consequently, we may depend in part upon the knowledge and expertise of the professional service providers and management teams that we acquire in order to make these business opportunities profitable. New business opportunities frequently bring with them a learning curve that may require substantial management time, which may create a distraction from our day-to-day business operations. If these business opportunities do not perform as anticipated or are not profitable, our earnings in those periods may be materially adversely affected and we may experience a partial or complete loss of our investment.

We may be unable to secure the additional capital required to fund our acquisition strategy, which could lead to a reduction in our market share and our competitiveness.

In order to fund future acquisitions we will need access to substantial amounts of capital. However, we may be unable to obtain the necessary capital to finance a successful acquisition program while meeting our other cash needs. If we are unable to obtain additional capital on acceptable terms, we may be required to reduce the scope of our anticipated expansion, which may negatively affect our future competitiveness and results of operations.

Currently, we intend to use cash and our common shares as consideration in making future acquisitions. Using internally generated cash or taking on debt to complete acquisitions could substantially limit our operational and financial flexibility. The extent to which we will be able or willing to use our common shares for acquisitions will depend on the market value of our shares from time to time and the willingness of potential sellers to accept our shares as full or partial payment. In addition, using our shares for future acquisitions may result in a significant dilution to existing shareholders.

The professional consulting services industry is highly competitive, which could have a negative impact on our profit margins and our market share.

The markets that we serve are highly competitive and we have numerous competitors for all of the services we offer. The principal competitive factors in the services we offer are: reputation; experience; breadth and quality of services; technical proficiency; local offices; competitive total project fees; and service delivery. The number and identity of competitors varies widely with the type of service we provide. For small to medium sized projects, we compete with many engineering, architectural and other professional consulting firms. With larger projects, there are fewer but still many competitors and many of these competitors have greater financial and other resources than we do. While we compete with other large private and public companies in certain geographic locations, our primary competitors are smaller privately held regional firms in the United States and Canada. Generally, competition places downward pressure on our contract prices and profit margins. However, such impact is difficult to quantify. Intense competition is expected to continue in these markets, presenting us with significant challenges in our ability to maintain strong growth rates and acceptable profit margins. If we are unable to meet these competitive challenges, we could lose market share to our competitors and experience an overall reduction in our profits. We may not be able to compete successfully with such competitors and such competition could cause us to lose customers, increase expenditures or reduce pricing, any of which could have a material adverse effect on our earnings and stock price.

Economic downturns could have a negative impact on our businesses as our clients may curtail investment in infrastructure projects.

Demand for the services offered by us has been, and is expected to continue to be, subject to significant fluctuations due to a variety of factors beyond our control, including economic conditions. During economic downturns, the ability of both private and governmental entities to make expenditures may decline significantly, which would have a materially adverse effect on our revenue and profitability. We cannot be certain that economic or political conditions will be generally favorable or that there will not be significant fluctuations adversely affecting our industry as a whole or key markets targeted by us.

A significant portion of our revenue is derived from clients in the real estate industry. Consequently, our business could suffer materially if there is a downturn in the real estate market.

On a pro forma basis, after giving effect to the merger as if it had occurred on January 1, 2004, we estimate that approximately 43% of our 2004 net revenue would have been derived from services related to residential and commercial real estate development projects. Consequently, reduced demand in the real estate market would likely have an adverse impact on our urban land group. The real estate market and, therefore, our business, may be impacted by a number of factors, which may include:

- changes in employment levels and other general economic conditions;
- changes in interest rates and in the availability, cost and terms of financing;
- the impact of present or future environmental, zoning or other laws and regulations;
- changes in real estate tax rates and assessments and other operating expenses;
- changes in levels of government infrastructure spending and fiscal policies; and
- natural or manmade disasters and other factors which are beyond our control.

A significant decrease in the demand for our real estate related services could have a material adverse effect on our overall business, including our results of operations and liquidity.

We derive significant revenue from contracts with government agencies. Any disruption in government funding or in our relationship with those agencies could adversely affect our business.

The demand for our services is related to the level of government funding that is allocated to rebuild, improve and expand infrastructure systems. We derive a significant amount of our revenue from government or government-funded projects and expect to continue to derive a significant amount of our revenue from such projects in the future. Approximately 40 to 55% of our gross revenue during the years ended December 31, 2002 through 2004 was derived from government or government funded projects. Significant changes in the level of government funding could have an unfavorable impact on our business, financial position, results of operations and cash flows.

We believe that the success and further development of our business depends, in part, upon the continued funding of these government programs and upon our ability to participate in them. Governments may not have the available resources to fund these programs or may not fund these programs even if governments have available financial resources. Some of these government contracts are subject to renewal or extensions annually, so we cannot be assured of our continued work under these contracts in the future. In addition, government agencies can terminate these contracts at their convenience. As a result, we may incur costs in connection with the termination of these contracts and suffer a loss of business. Also, contracts with government agencies are sometimes subject to substantial regulation and audit of actual costs incurred. Consequently, there may be a downward adjustment to our revenue if accrued recoverable costs exceed actual recoverable costs.

We may have difficulty in attracting and retaining qualified professionals, which may harm our reputation in the marketplace and restrict our ability to implement our business strategy.

We derive our revenue almost exclusively from services performed by our professionals. Consequently, one of the key drivers of our business is our ability to attract and retain qualified professionals. We may not be able to attract and retain the desired number of professionals over the short or long term. There is significant competition for professionals with the skills necessary for providing our services from major and boutique consulting, engineering, public agency, research and other professional service firms. Our inability to attract and retain qualified professionals could impede our ability to secure and complete engagements, in which event we may lose market share and our revenue and profit may decline. In addition, if our employees leave our company and become competitors of ours, we may lose other employees and some of our existing clients that have formed relationships with such former employees. We may also lose future clients to a former employee as a new competitor. In either event, we could lose clients and revenue, and our profitability could decline.

If we are unable to engage qualified subcontractors, we may lose projects, revenue and clients.

We often contract with outside companies to perform designated portions of the services we perform for our clients. In 2004, subcontractor costs accounted for approximately 8.6% of our gross revenue. If we are unable to engage qualified subcontractors, our ability to perform under some of our contracts may be impeded and the quality of our service may decline. As a consequence, we may lose projects, revenue and clients.

The nature of our business exposes us to potential liability claims and contract disputes, which may reduce our profits.

Our operations are subject to the risk of third-party claims in the normal course of our business, some of which may be substantial. We have been and may in the future be named as a defendant in legal proceedings where parties may make a claim for damages or other remedies with respect to our projects or other matters. For example, one of our subsidiaries is named in a lawsuit related to design services it provided for a roadway in New York State in connection with a multi-vehicle accident that occurred on the roadway. See Description of Stantec s Business Legal Proceedings. Any litigation resulting from our business operations could distract management attention from normal business operations, divert financial resources to

the defense of such claims or result in significant attorney fees and damage awards, for which we may not be fully insured and which could harm our reputation. Any of these circumstances could adversely affect our profitability.

Our insurance may not cover all claims for which we may be liable and expenses related to insurance coverage may adversely impact our profitability.

We maintain insurance coverage for our operations, including policies covering general liability, automobile liability, environmental liability, workers compensation and employers liability, directors and officers liability and professional liability insurance. The maximum coverage under our professional liability policy is generally C$35 million per claim and per year, with a per claim deductible of C$500,000 and an aggregate excess deductible of C$2.5 million. In September 2003, we established a regulated captive insurance company to insure and fund the payment of any professional liability self-insured retentions related to claims arising after August 1, 2003. We, or our clients, also obtain project-specific insurance for designated projects from time-to-time. Although we believe that we have made adequate arrangements for insuring against the above risks, these arrangements may be insufficient to cover any particular risk. When it is determined that we have liability, we may not be covered by insurance or, if covered, the dollar amount of these liabilities may exceed our policy limits. Our professional liability coverage is on a claims-made basis covering only claims actually made during the policy period currently in effect. In addition, even where insurance is maintained for such exposures, the policies have deductibles resulting in our assuming exposure for a layer of coverage with respect to any such claims. Any liability not covered by our insurance, in excess of our insurance limits or, if covered by insurance but subject to a high deductible, could result in a significant loss for us, which may reduce our profits and cash available for operations. Moreover, we may become subject to liability that cannot be insured against or against which we may choose not to insure because of high premium costs or for other reasons. Our expansion into new services or geographic areas could result in our failure to obtain coverage for these services or areas, or the coverage being offered may be at a higher cost than our current coverage. Due to the current insurance environment, we have experienced and may continue to experience an increase in our insurance premiums. We may not be able to pass these increases on to our clients in increased billing rates.

If we experience delays and/ or defaults in customer payments, we could suffer liquidity problems or we could be unable to recover our expenditures.

Because of the nature of our contracts, at times we commit resources to projects prior to receiving payments from the customer in amounts sufficient to cover expenditures on client projects as they are incurred. Delays in customer payments may require us to make a working capital investment. If a customer defaults in making its payments on a project in which we have devoted significant resources, it could have a material negative effect on our liquidity and results of operations. In addition, clients that withhold payment are more likely to bring claims against us and they have a higher tendency toward dissatisfaction with the services we provide.

We bear the risk of cost overruns in a significant number of our contracts. We may experience reduced profits or, in some cases, losses under these contracts if costs increase above our estimates.

We conduct our business under various types of contractual arrangements, most of which are fee for service. However, approximately 67% of the dollar-value of our contracts are based on a fixed fee or time-and-materials contract with a ceiling on the maximum costs to the client. Under fixed-fee contracts, we perform services at a stipulated price. Under time-and-materials contracts with not-to-exceed provisions, we are reimbursed for the number of labor hours expended at an established hourly rate plus the cost of materials incurred, subject, however, to a stated maximum dollar amount for the services to be provided under the contract. In both of these types of contracts, we agree to provide our services based on our estimate of the costs a particular project will involve. These estimates are established in part on cost and scheduling projections, which may prove inaccurate, or circumstances may change such as unanticipated technical problems, weaknesses in project management, difficulties in obtaining permits or approvals, changes in local

laws or delays beyond our ability to control. Underestimation of costs for these types of contracts may cause us to incur losses or result in a project not being as profitable as we expected. In addition, projects not completed on schedule further reduce profitability because personnel must continue to work on the project longer than anticipated, which may prevent them from pursuing and working on new projects. Projects that are over budget or not on schedule can also lead to client dissatisfaction.

Our backlog is subject to unexpected adjustments and cancellations and is, therefore, an uncertain indicator of our future earnings.

As of December 31, 2004, our backlog was approximately C$380.0 million. The revenue projected in our backlog may not be realized or, if realized, may not result in profits. Projects may remain in our backlog for an extended period of time. In addition, project cancellations or scope adjustments may occur, from time to time, with respect to contracts reflected in our backlog. Backlog reductions can adversely affect the revenue and profit we actually receive from contracts reflected in our backlog. Future project cancellations and scope adjustments could further reduce the dollar amount of our backlog and the revenue and profits that we actually receive. Finally, poor project or contract performance could also impact our profits.

Because we report our results in Canadian dollars and a substantial portion of our revenue and expenses are recorded in U.S. dollars, our results are subject to currency exchange risk.

While we report our financial results in Canadian dollars, a substantial portion of our revenue and expenses are in U.S. dollars. For purposes of financial reporting under Canadian GAAP, revenue and expenses denominated in foreign currencies are translated into Canadian dollars at the average exchange rates prevailing during the year. We expect to continue to report our financial results in Canadian dollars in accordance with Canadian GAAP. Therefore, if the Canadian dollar were to strengthen relative to the U.S. dollar and other currencies, the amount of net income from non-Canadian dollar denominated business could decrease which could have a material adverse effect on our business, financial condition and results of operations.

The value of the Canadian dollar relative to the U.S. dollar is subject to volatility. For example, the average exchange rates for the years ended December 31, 2004, December 31, 2003 and December 31, 2002 for C$1.00 were US$0.7701, US$0.7186 and US$0.6368, respectively. Furthermore, this volatility may continue in the future and, as discussed above, increases in the strength of the Canadian dollar relative to the U.S. dollar may have a negative impact on our results of operations.

We enter into forward contracts to manage risk associated with net operating assets outside of our U.S. operations denominated in U.S. dollars (other than with respect to net operating assets that are owned by U.S. subsidiaries). These derivative contracts, which are not accounted for as hedges, are marked to market, and any changes in the market value are recorded in income or expense when the changes occur. As a result, we may not benefit from any weakening of the Canadian dollar relative to the U.S. dollar.

We may not be able to adequately protect our intellectual property, which could force us to take costly protective measures such as litigation.

To establish and protect our intellectual property rights, we rely upon a combination of trademark and trade secret laws, together with licenses, exclusivity agreements and other contractual covenants. The measures we take to protect our intellectual property rights may prove inadequate to prevent misappropriation of its intellectual property. Litigation may be necessary to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Litigation of this type could result in substantial costs and diversion of resources, may result in counterclaims or other claims against us and could significantly harm our results of operations.

Adverse weather conditions and natural or other disasters may cause a delay or elimination of our net revenue which otherwise would have been recognized and adversely affect our profitability.

Field activities are generally performed outdoors and may include surveying, archeology, plant start-up and testing, and plant operations. Certain weather conditions and natural and other disasters, such as fire, floods, and similar events, may cause postponements in the initiation and/ or completion of our field activities and may hinder the ability of our office employees to arrive at work, which may result in a delay or elimination of revenue that otherwise would have been recognized, while certain costs will continue to be incurred. Adverse weather conditions or disasters may also delay or eliminate our initiation and/ or completion of the various phases of work relating to our other engineering services that commence concurrent with or subsequent to field activities. Any delay in completion of the field, office and/ or other activities may require us to incur additional costs attributable to overtime work necessary to meet the client s required schedule. Due to various factors, a delay in the commencement or completion of a project may also result in a cancellation of the contract. As a result, our net revenue and profitability may be adversely affected.

One of our primary competitive advantages is our reputation and experience. If our reputation is damaged due to client dissatisfaction, our ability to win additional business may be materially damaged.

Although we serve many diverse clients and are not dependent on any one client or group of clients to sustain our business, our reputation for delivering effective and efficient solutions on complex projects is one of our most valuable business development assets. We believe one of our primary competitive advantages is our reputation and experience. The loss of this reputation due to client dissatisfaction represents a significant risk to our ability to win additional business both from existing clients and from those whom we may have dealings with in the future.

Risks Related to Stantec Common Shares

Because Stantec s business is more diverse than Keith s in terms of geographic presence and professional service offerings, Stantec s share price could be impacted by different factors than those that affect the price of Keith common stock.

Upon completion of the merger, you may become a holder of our common shares. Our overall business differs from that of Keith, and our results of operations, as well as the trading price of our common shares, may be affected by factors different from those affecting Keith s results of operations and the price of Keith common stock. For example, while Keith predominately focuses on providing professional services to the real estate development industry primarily within California, Stantec provides professional services to clients involved in the building development, environmental, industrial, transportation and urban land development industries across most of Canada and the United States. For a discussion of our business and information to consider in connection with such businesses, see Description of Stantec s Business and for a discussion of Keith s business and information to consider in connection with such businesses, see Keith s Annual Report on Form 10-K for the fiscal year ended December 31, 2004, which is incorporated by reference in this proxy statement/ prospectus.

Our share price has historically been subject to volatility. As a result, the price of our common shares may decrease in the future due to a number of company and industry specific or general economic factors.

Our share price has experienced volatility in the past and will likely be volatile in the future. For example, the high and low closing sales price for Stantec s common shares during the 52 weeks ended July 15, 2005 were C$32.90 and C$20.35, respectively.

The price of our common shares may fluctuate substantially in the future due to, among other things, the following factors: (1) the failure of our quarterly or annual operating results to meet expectations; (2) the reaction of markets and securities analysts to announcements and developments involving us; (3) adverse developments in the worldwide, Canadian or U.S. economy, the financial markets and the engineering and consulting services market; (3) changes in interest rates; (4) announcements by key competitors; (5) additions

or departures of key personnel; (6) announcements of legal proceedings or regulatory matters; and (7) general volatility in the stock market.

In addition, the stock market has experienced volatility that has affected the market prices of equity securities of many companies, and that has often been unrelated to the operating performance of such companies. A number of other factors, many of which are beyond our control, could also cause the market price of our common shares to fluctuate substantially. As a result, you may not be able to resell your shares at or above the associated value of Keith s shares on the date of the merger, if at all.

Our share price could be adversely affected if a large number of our common shares are offered for sale or sold.

Notwithstanding the ability of Keith s shareholders to elect to receive cash or stock or mixed consideration in exchange for their Keith shares upon consummation of the merger, some of the Keith shareholders may subsequently decide to dispose of their Stantec shares following the merger which could lead to a large supply of our common shares on the market. If the supply of our common shares is significantly greater than the associated demand, the market price of our common shares may significantly decline and may not recover.

If we need to sell or issue additional common shares and/ or incur additional debt to finance future acquisitions, your stock ownership could be diluted and our results of operations could be adversely affected.

Our business strategy is to expand into new markets and enhance our position in existing markets through the acquisition of complementary businesses. In order to successfully complete targeted acquisitions or to fund our other activities, we may issue additional equity securities that could dilute your stock ownership. We may also incur additional debt if we acquire another company and this could increase our debt repayment obligations which could have a negative impact on future liquidity and future profitability.

Forward-Looking Statements

Some of the statements contained in this proxy statement/ prospectus, including those relating to Stantec s strategies and other statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as expects, anticipates, intends, plans, believes, estimates or similar expressions, are forward-looking statements. Forward-looking statements include, without limitation, the information concerning possible or assumed future results of operations of Stantec and Keith as set forth under The Merger Reasons for Stantec s Board Recommendation, The Merger Reasons for Keith s Board Recommendation, and The Merger Opin of the Keith s Financial Advisor. These statements are not historical facts but instead represent only Stantec s and/ or Keith s expectations, estimates and projections regarding future events.

Many factors could cause the actual results, performance or achievements of Stantec, Keith or the combined company to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements, including, among others:

difficulties in integrating Stantec and Keith and in achieving anticipated cost savings and growth opportunities;

difficulties in implementing Stantec s business strategy, including difficulties in the identification of suitable acquisition candidates, satisfactory completion of acquisitions and the successful integration of acquisition targets;

the inability to secure additional capital financing to fund our acquisition growth strategy.

increase in competition by United States, Canadian and international competitors;

the impact of adverse economic conditions and future catastrophic events;

delays, cancellations, or suspension of, or changes in the scope of, existing contracts;

changes in the level of government funding for infrastructure projects both within North America and abroad;

limited availability of qualified professional personnel and qualified subcontractors;

loss of key employees or customers due to the merger;

future litigation or regulatory action;

delays or defaults in customer payments for services performed;

cost overruns on fixed-price, guaranteed maximum price, or unit price contracts;

exposure to risks inherent in doing business in countries other than Canada and the United States;

fluctuation in interest rates and exchange rates;

protection of intellectual property;

adverse changes in future results of operations, liquidity and financial position; and

fluctuations in the market price of Keith common stock or Stantec common shares.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected.

The forward-looking statements contained in this proxy statement/ prospectus are not guarantees of future performance and involve risks and uncertainties that are difficult to predict. The future results and shareholder value of Stantec may differ materially from those expressed in the forward-looking statements contained in this proxy statement/ prospectus due to, among other factors, the matters set forth under Risk Factors as well as the other information incorporated by reference in this proxy statement/ prospectus. See Where You Can Find More Information. Except as required by law, neither Stantec nor Keith undertakes any obligation to update or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this proxy statement/ prospectus or to reflect the occurrence of unanticipated events, except as required by law.

Selected Historical and Pro Forma Consolidated Financial Data of Stantec Inc.

The selected historical consolidated financial data of Stantec set forth below is presented in Canadian dollars and the financial statements from which the data was derived were prepared in accordance with Canadian GAAP, which differs in certain respects from U.S. GAAP. For a discussion of the principal differences between Canadian GAAP and U.S. GAAP as they relate to Stantec, see note 21 to Stantec s consolidated financial statements included elsewhere in this proxy statement/ prospectus. You should read the selected historical consolidated financial data of Stantec set forth below in conjunction with Stantec s consolidated financial statements and the related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations of Stantec included elsewhere in this proxy statement/ prospectus. The selected historical consolidated financial data as of March 31, 2005 and for the three months ended March 31, 2004 and 2005 include, in the opinion of Stantec management, all normal recurring adjustments necessary to present fairly the financial position and results of operations of Stantec for the dates and periods presented. The results of operations for an interim period are not necessarily indicative of results for the full year or any other interim period.

The selected pro forma consolidated financial data of Stantec set forth below is presented in Canadian dollars and has been prepared in accordance with U.S. GAAP, based on the historical financial statements of Stantec and Keith, as at and for the year ended December 31, 2004, adjusted to give effect to the acquisition of Keith by Stantec. The pro forma condensed consolidated statement of income data for the three month period ended March 31, 2005 and for the year ended December 31, 2004 give effect to the acquisition as if the acquisition had occurred as of January 1, 2004. The pro forma condensed consolidated balance sheet data as of March 31, 2005 give effect to the acquisition as if the acquisition had occurred as of March 31, 2005. The pro forma consolidated financial data is based upon available information and certain assumptions that management of Stantec believes are reasonable, does not purport to represent Stantec s results of operations or financial condition for any future period or as of any date and does not include any potential financial benefits that may arise from the merger. You should read the selected pro forma consolidated financial data of Stantec set forth below in conjunction with Stantec s pro forma condensed consolidated financial statements and the related notes, consolidated financial statements and the related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations of Stantec included elsewhere in this proxy statement/ prospectus as well as in conjunction with Keith s consolidated financial statements and the related notes which are incorporated by reference in this proxy statement/ prospectus.

	Years Ended December 31,						Three Months Ended M	
						Pro Forma		
	2000	2001	2002	2003	2004	2004	2004	2005
	(In thousands of Canadian dollars, except for share data)							
come Data:								
	C$ 265,568	C$ 356,942	C$ 428,456	C$ 459,942	C$ 520,879	C$ 658,619	C$ 117,317	C$ 141,144
	221,263	298,772	365,148	391,396	449,151	575,657	103,566	119,133
	20,867	27,306	33,095	39,628	44,660	54,639	8,896	10,362
	11,226	15,370	20,192	25,070	30,190	36,070	5,658	6,735
are	0.76	0.88	1.07	1.31	1.59	1.58	0.30	0.35
ge iluted	14,851,022	17,378,646	18,799,484	19,118,016	19,007,289	22,867,289	19,176,483	19,424,308

As of March 31,

	As of December 31,						
	2000	**2001**	**2002**	**2003**	**2004**	**2005**	**Pro Forma 2005**
	(In thousands of Canadian dollars)						
Balance Sheet Data:							
Total assets	C$ 179,161	C$ 217,492	C$ 299,001	C$ 326,575	C$ 362,100	C$ 344,719	C$ 576,764
Total long-term debt, including current portion and bank indebtedness	26,375	39,518	62,256	61,726	33,975	28,527	119,483
Net assets	92,233	107,450	151,426	160,528	189,056	197,084	305,249
Capital stock	60,259	61,555	83,973	84,281	87,656	88,138	199,275

Selected Historical Consolidated Financial Data of The Keith Companies, Inc.

The selected historical consolidated financial data of Keith set forth below is presented in U.S. dollars and the financial statements from which the data was derived were prepared in accordance with U.S. GAAP. You should read the selected historical financial data set forth below in conjunction with Keith s consolidated financial statements and the related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations incorporated by reference in this proxy statement/prospectus. The selected historical consolidated financial data as of March 31, 2005 and for the three months ended March 31, 2004 and 2005 include, in the opinion of Keith management, all normal recurring adjustments necessary to present fairly the financial position and results of operations of Keith for the dates and periods presented. The results of operations for an interim period are not necessarily indicative of results for the full year or any other interim period.

	Years Ended December 31,					Three Months Ended March 31,	
	2000	2001	2002	2003	2004	2004	2005
	(U.S. dollars in thousands, except for share data)						
tement of Income a :							
oss revenue	US$ 57,835	US$ 74,314	US$ 106,487	US$ 99,950	US$ 105,346	US$ 24,496	US$ 27,8
et revenue	53,381	66,844	91,598	90,744	96,754	22,463	25,9
sts of revenue	34,118	42,655	59,286	58,359	60,363	14,482	16,1
ross profit	19,263	24,189	32,312	32,385	36,391	7,981	9,7
ling, general and ministrative expenses	11,078	14,330	19,535	21,070	23,013	5,591	6,8
come from operations	8,185	9,859	12,777	11,315	13,378	2,390	2,9
erest pense) income, net	(310)	289	431	264	481	69	1
her income (expense),	44	(54)	625	259	46	(1)	
come before provision r income taxes and scontinued operations	7,919	10,094	13,833	11,838	13,905	2,458	3,1
ovision for income es	3,199	3,916	5,397	4,617	5,468	959	1,2
come from continuing erations	4,720	6,178	8,436	7,221	8,437	1,499	1,9
ss from discontinued erations, net of ome taxes		329	628		430		
et income	US$ 4,720	US$ 5,849	US$ 7,808	US$ 7,221	US$ 8,007	US$ 1,499	US$ 1,9
	US$ 0.89	US$ 0.87	US$ 1.07	US$ 0.91	US$ 1.05	US$ 0.19	US$ 0

rnings per share from ntinuing erations diluted							
rnings per share uted	US$ 0.89	US$ 0.82	US$ 0.99	US$ 0.91	US$ 1.00	US$ 0.19	US$ 0
eighted average shares standing diluted	5,299,679	7,092,505	7,868,877	7,957,344	8,039,457	8,004,901	8,119,3

	As of December 31,					
	2000	**2001**	**2002**	**2003**	**2004**	**March 31, 2005**
	(U.S. dollars in thousands)					
Balance Sheet Data:						
Working capital	US$ 7,343	US$ 38,781	US$ 39,613	US$ 47,416	US$ 55,472	US$ 57,315
Total assets	33,312	71,492	82,226	87,536	97,969	99,008
Total debt, excluding issuable common stock	5,745	1,912	70			
Total shareholders equity	18,239	53,733	63,612	71,962	81,921	84,153

Comparative Per Share Data

The following table presents, as at and for the year ended December 31, 2004, selected pro forma per share amounts for the Stantec common shares, pro forma per share equivalent amounts for shares of Keith common stock and the comparative historical per share data for the Stantec common shares and Keith common stock. The pro forma amounts included in the table below are presented as if the merger had been effective for the period presented, have been prepared in accordance with U.S. GAAP and are based on the purchase method of accounting. All amounts shown are in Canadian dollars. Keith per share amounts have been converted from U.S. dollars to Canadian dollars at a rate of C$1.3075 equals US$1.000 for the year ended December 31, 2004 and at a rate of C$1.2267 equals US$1.000 for the three months ended March 31, 2005. The Keith merger equivalent per share amounts were calculated by multiplying the Stantec unaudited pro forma per share amounts by an assumed exchange ratio of 0.47, which represents the portion of the merger consideration, excluding cash, to be paid in Stantec common shares, based on (1) 3,860,000 Stantec common shares expected to be issued in connection with the merger divided by (2) 8,215,239 shares of Keith common stock expected to be outstanding on the date of the merger. The actual exchange ratio will vary based on the average price of Stantec common shares and the U.S. dollar Canadian dollar exchange rate for each of the 20 trading days ending on the second trading day prior to the closing of the merger. The pro forma amounts in the tables below do not include any potential financial benefits that may arise from the merger, nor do these amounts include the portion of restructuring and integration costs to be incurred by Stantec.

You should read this information in conjunction with, and the information is qualified in its entirety by, the consolidated financial statements and accompanying notes of Stantec and Keith included or incorporated by reference into this proxy statement/prospectus and Stantec s unaudited pro forma condensed consolidated financial statements and accompanying notes included elsewhere in this proxy statement/prospectus. The pro forma amounts in the table below are presented for information purposes only. You should not rely on the pro forma amounts as being indicative of the financial position or results of operations of the combined company that would have actually occurred had the merger been effective as at or during the period presented or of the future financial position or future results of operations of the combined company. The combined financial information as at and for the period presented may have been different had the companies actually been combined as at and during those periods.

	Year Ended December 31, 2004		Three Months Ended March 31, 2005	
Statement of Operations Data:				
Net income from operations per diluted share:				
Stantec	C$	1.59	C$	0.35
Keith	C$	1.37	C$	0.29
Stantec pro forma	C$	1.58	C$	0.34
Keith merger equivalent(1)	C$	0.74	C$	0.16
Balance Sheet Data:				
Net book value per diluted share:				
Stantec	C$	9.95	C$	10.15
Keith	C$	13.32	C$	12.71
Stantec pro forma			C$	13.11
Keith merger equivalent(1)			C$	6.16

(1) The Keith merger equivalent per diluted share represents the Stantec pro forma per share amount that is attributable to one share of Keith common stock that has been exchanged for 0.47 Stantec common shares

calculated as described above. As the holders of Keith common stock will receive a combination of cash and Stantec common shares, the exchange ratio excludes the cash portion of the merger consideration.

Dividends

Stantec has not declared or paid dividends on its common shares since it became a public company in 1994. Stantec currently has no plans to pay dividends on its common shares. Instead, Stantec plans to reinvest its net income to continue its corporate strategy of growth. The payment of dividends on Stantec common shares in the future will depend on the need of Stantec to finance growth, the financial condition of Stantec and other factors which the Stantec board of directors may consider appropriate in the circumstances. Keith has not declared or paid any cash dividends on its capital stock.

Comparative Per Share Market Price

Stantec common shares are listed on the Toronto Stock Exchange under the symbol STN. Stantec has applied to list its common shares, including those issued in connection with the merger, on the New York Stock Exchange under the trading symbol SXC. Keith common stock is listed on the Nasdaq National Market under the trading symbol TKCI. The following table sets forth, for the respective quarters indicated, the high and low sale prices per share of Stantec common shares as reported on the Toronto Stock Exchange and the high and low bid prices per share of Keith common stock as reported by the Nasdaq National Market. The Toronto Stock Exchange sale prices of Stantec common shares are presented in Canadian dollars and the Nasdaq National Market bid prices of Keith common stock are presented in U.S. dollars.

	Stantec		Keith	
	High	**Low**	**High**	**Low**
Quarter Ended				
September 30, 2005 (through July 15, 2005)	C$ 31.50	C$ 29.85	US$ 21.95	US$ 21.20
June 30, 2005	C$ 32.99	C$ 27.65	US$ 22.25	US$ 16.25
March 31, 2005	C$ 29.25	C$ 24.50	US$ 17.43	US$ 15.25
December 31, 2004	C$ 26.48	C$ 20.35	US$ 18.75	US$ 13.60
September 30, 2004	C$ 27.15	C$ 20.60	US$ 15.49	US$ 13.25
June 30, 2004	C$ 29.39	C$ 24.20	US$ 14.89	US$ 13.50
March 31, 2004	C$ 27.39	C$ 22.20	US$ 14.86	US$ 13.45
December 31, 2003	C$ 23.48	C$ 19.11	US$ 14.46	US$ 11.55
September 30, 2003	C$ 21.48	C$ 17.55	US$ 13.39	US$ 9.85
June 30, 2003	C$ 20.15	C$ 15.50	US$ 11.16	US$ 9.23
March 31, 2003	C$ 18.24	C$ 14.50	US$ 13.00	US$ 9.00
Year Ended				
December 31, 2004	C$ 29.39	C$ 20.35	US$ 18.75	US$ 13.25
December 31, 2003	C$ 23.48	C$ 14.50	US$ 14.46	US$ 9.00
December 31, 2002	C$ 20.50	C$ 12.87	US$ 16.15	US$ 8.91
December 31, 2001	C$ 14.25	C$ 7.25	US$ 26.00	US$ 7.26
December 31, 2000	C$ 8.00	C$ 5.25	US$ 8.50	US$ 3.06

The table below sets forth the high and low sale prices for each of the six most recent full calendar months for Stantec common shares as reported on the Toronto Stock Exchange and the high and low bid prices for each of the six most recent full calendar months for Keith common stock on the Nasdaq National Market. The Toronto Stock Exchange sale prices of Stantec common shares are presented in Canadian dollars and Keith common stock bid prices are presented in U.S. dollars.

	Stantec		**Keith**	
	High	**Low**	**High**	**Low**
June 30, 2005	C$ 32.99	C$ 30.20	US$ 22.25	US$ 20.75
May 31, 2005	C$ 30.70	C$ 28.02	US$ 21.56	US$ 20.35
April 30, 2005	C$ 29.45	C$ 27.65	US$ 21.33	US$ 16.25
March 31, 2005	C$ 29.25	C$ 27.32	US$ 17.35	US$ 16.40
February 28, 2005	C$ 28.00	C$ 24.61	US$ 17.15	US$ 15.25
January 31, 2005	C$ 26.40	C$ 24.50	US$ 17.43	US$ 16.70

The closing sale prices of Stantec common shares as reported on the Toronto Stock Exchange on April 14, 2005, the last trading day before the public announcement of the merger, and [ ], 2005, the last practicable trading day before the distribution of this proxy statement/prospectus were US$23.15 and US$[ ], respectively, converted from Canadian dollars to U.S. dollars at the inverse of the noon buying rate quoted by the Federal Reserve Bank of New York on such trading day. The closing bid price of Keith common shares as reported on by the Nasdaq National Market on April 14, 2005, the last trading day before the public announcement of the merger, and [ ], 2005, the last practicable trading day before the distribution of this proxy statement/prospectus were US$16.85 and US$[ ], respectively. We urge you to obtain current market quotations for both the Stantec common shares and the Keith common stock.

Management s Discussion and Analysis of the Financial Condition and Results of Operations of Stantec

The following discussion is based upon, should be read in conjunction with and is qualified by our consolidated financial statements and the accompanying notes included elsewhere in this proxy statement/ prospectus. Our financial statements have been prepared in accordance with Canadian GAAP, which differ from financial statements prepared in accordance with U.S. GAAP. For a further discussion of these differences, see note 21 to our audited financial statements included elsewhere in this proxy statement/ prospectus. The following discussion includes certain forward-looking statements. For a discussion of important factors, including the continuing development of our business and other factors which could cause actual results to differ materially from the results referred to in the forward-looking statements, see Risk Factors and Forward-Looking Statements.

Overview

We provide professional consulting services in planning, engineering, architecture, interior design, landscape architecture, surveying, environmental sciences project management and project economics for infrastructure and facilities projects. Our goal is to become a top 10 global design and consulting services firm with C$1 billion in annual revenue by the year 2008. To achieve this objective, we will continue to deliver fee-for-service professional services in the US$50 billion infrastructure and facilities market through our focused, sustainable business model. Our three-dimensional model which is based on diversifying our operations in distinct geographic regions, specializing in distinct but complementary practice areas, and providing services in all five phases of the infrastructure and facilities project life cycle allows us to manage risk while continuing to increase our revenue and earnings.

Geographic Diversification. We currently have operations in five economic regions in Canada and the United States as well as a project presence in the Caribbean and other selected international locations. Our strategy for geographic diversification has two components. The first component is to grow our existing regional operations by expanding our services particularly in areas where we have not yet reached a mature market presence. We target to achieve a market penetration of C$10 million in revenue per one million population in these regions. The second component includes expansion outside our existing regions principally in the United States and Canada. We expect to continue to expand geographically primarily by acquiring firms that meet our integration criteria and to a lesser extent by growing organically.

Practice Area Specialization. Specialization and diversification of services are achieved by providing services in 17 distinct practice areas that can generally be grouped into five key market segments buildings, environment, industrial, transportation, and urban land. Focusing on this combination of project services helps differentiate us from our competitors, allowing us to enhance our presence in new geographic regions and markets and to establish and maintain client relationships. Our strategy for strengthening this dimension of our business model is to increase the depth of our expertise in our current practice areas and to selectively add complementary practice areas to our operations.

Life Cycle Solutions. We seek to provide professional services in all five phases of the project life cycle planning, design, construction, maintenance, and decommissioning. This inclusive approach allows us to deliver services during periods of strong new capital project activity, such as design and construction, as well as periods of lower new capital project expenditures, such as maintenance and rehabilitation. Beginning with the planning and design stages, we provide conceptual and detailed design services, conduct feasibility studies, and prepare plans and specifications. During the construction phase, we generally act as the owners representative, providing project management, surveying, and resident engineering services. We focus principally on fee-for-service type work and generally do not act as the contractor or take on construction risk. Following project completion, during the maintenance stage, we provide ongoing professional services for maintenance and rehabilitation in areas such as facilities and infrastructure management, facilities operations, and performance engineering. Finally, in the decommissioning phase, we provide solutions and recommendations for taking facilities out of active service.

Through our One Team. Infinite Solutions. approach to our business, we are able to undertake infrastructure and facilities projects of any size for both public and private sector clients. Currently, the

majority of assignments we pursue are small to midsize projects with a capital value of less than C$100 million and potential project fees for Stantec of less than C$10 million. These types of projects represent the largest share of the infrastructure and facilities market. Focusing on this project mix continues to ensure that we do not rely on a few large, single projects for our revenue and that no single client or project accounts for more than 5% of our overall business.

Key Performance Drivers

Our performance depends on our ability to attract and retain qualified people, make the most of market opportunities, find, acquire, and integrate firms and/ or new employees into our operations, finance our growth, and achieve top-three market penetration in the geographic areas we serve. Based on our success with these drivers, we believe that we are well positioned to continue to be a major provider of professional design and consulting services in our principal geographic regions.

People. Because we are a professional services firm, the most important driver of our performance is our people. Our employees create the project solutions we deliver to clients. Thus, to achieve our goal of becoming a top 10 global design firm, we must grow our workforce through a combination of internal hiring and acquisitions. We measure our success in this area by total staff numbers. In 2004 our staff increased to approximately 4,350 from 3,700 in 2003. Currently, our workforce is made up of about 2,150 professionals, 1,550 technical staff and 650 support personnel. We expect our employee numbers to continue to increase in 2005 and beyond as we pursue our growth plan.

To attract and retain qualified staff, we offer opportunities to be part of a multidiscipline team working on challenging projects with some of the best people in our industry. We are continually strengthening our people-oriented culture, and in 2004 we completed a number of activities, including revising our career development and performance review process to enhance our focus on career development, and modifying and realigning our benefits programs to provide more personal choice and emphasize wellness and preventative care. These programs will be implemented in the first quarter of 2005. In addition, improved and enhanced staff training programs are slated for introduction in the second quarter.

Because of our diversified portfolio approach to business operating in different regions and practice areas we are generally able to redeploy a portion of our workforce when faced with changes in local, regional, or national economies or practice area demand. Currently, we see no overall shortage of qualified staff for our operations. Although there will always be some areas where it will be difficult to find appropriate staff during certain periods, as we increase in size we become better able to address these issues by using staff from other parts of the company either through temporary relocation or changes in work allocation. We are continually improving our ability to work on projects from multiple office locations through Web-based technology.

Industry Environment/ Market Opportunities. Another key driver of our success is our ability to make the most of opportunities to grow in our marketplace. We believe that growth is necessary in order to enhance the depth and breadth of our expertise, broaden our services, increase our shareholder value, provide more opportunities for our employees and lever our information technology systems. Over the last 11 years, we have integrated a total of approximately 3,400 employees into our operations through a combination of direct hiring and acquisitions. We are confident that we can continue to take advantage of acquisition opportunities because we operate in an industry sector that includes more than 100,000 firms and is estimated to generate over US$50 billion in revenue in North America every year, of which we currently have less than a 1% market share. (According to the *Engineering News Record,* the largest 500 engineering and architecture companies in the United States alone generated nearly US$50 billion in fees in 2003.)

Acquisition and Integration. Our strategy for increasing our market share is to combine internal growth with the acquisition of firms that believe in our vision and want to be part of our growing company. In 2004 we completed four acquisitions for total consideration of C$20.3 million, one in the United States which established a new region for us in the Northeast, and three in Canada, adding approximately 530 employees to our operations. In 2003 we completed four acquisitions for total consideration of C$9.4 million in our two Canadian regions, adding approximately 225 employees to our operations. In 2002 we completed

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10 acquisitions for total consideration of C$38.5 million, adding approximately 550 employees to our operations.

The integration of acquired firms begins immediately following the acquisition closing date and may take between six months and three years. It involves incorporation into our company-wide information technology and financial management systems as well as provision of back office support services from our corporate office. This approach allows our new staff to focus on continuing to serve clients with as little interruption as possible.

Our acquisition program is managed by an acquisition team dedicated to supporting our growth objectives. The team is responsible for identifying and valuing acquisition candidates, undertaking and coordinating due diligence, negotiating and closing transactions, and assisting with the integration of employees and systems.

Financing. Our success also depends on our continuing ability to finance our growth. Adequate financing gives us the flexibility to make appropriate investments in our future. Over the past 11 years, we have grown at a compound annual rate of 19%. To fund this growth, we require cash generated from both internal and external sources. Historically, we have completed acquisitions using mostly cash and notes, with very little use of our common shares.

We have sought additional financing through the public sale of shares to maintain our internal debt to equity guidelines at times when our growth has outpaced our ability to generate cash from operations. Our practice is to raise additional equity to replenish our cash reserves, pay down debt, or strengthen our balance sheet. To date, we have issued additional shares for these purposes on three occasions in 1997, 2000 and 2002.

Market Penetration. Also key to our success is achieving a certain level of market penetration in the geographic areas we serve. Our goal is to be among the top three service providers in our geographic regions and practice areas. With this level of market presence, we are less likely to be affected by downturns in regional economies. Top-three positioning also gives us increased opportunities to work for the best clients, obtain the best projects, and attract the best employees in a region, and is important for building or maintaining the critical mass of staff needed to generate consistent performance and support regional infrastructure.

2004 Highlights

The results we achieved in 2004 compared to the expected ranges established by management at the beginning of the year are as follows:

Measure	**Expected Range**	**Result Achieved**
Debt to equity ratio(1)	At or below 0.5 to 1	<0.0
Return on equity(2)	At or above 14%	17.3%
Net income as % of net revenue	At or above 5%	6.7%
Gross margin as % of net revenue	Between 52 and 54%	54.2%
Administrative and marketing expenses as % of net revenue	Between 39 and 41%	40.9%
Effective income tax rate	Between 36.5 and 37.5%	32.4%

(1) Debt to equity ratio is calculated as long-term debt plus current portion of long-term debt plus bank indebtedness less cash, all divided by shareholders equity.

(2) Return on equity is calculated as net income for the year divided by average shareholders equity over each of the last four quarters.

Earnings per share. Our basic earnings per share increased 19.0% to C$1.63 from C$1.37 in 2003. Our diluted earnings per share increased 21.4% to C$1.59 from C$1.31.

Effective income tax rate. Our effective tax rate decreased to 32.4% in 2004 from 36.7% in 2003.

Growth by acquisition. We completed four acquisitions in 2004, including the addition of The Sear-Brown Group, Inc., a New York-based firm with approximately 400 employees, the acquisition of two architecture companies GBR Architects Limited and Dunlop Architects Inc. and the addition of Shaflik Engineering Ltd. through an asset purchase.

Investment in costs and estimated earnings in excess of billings and in accounts receivable. We reduced our investment in accounts receivable (measured by number of days revenue) to 101 days at the end of 2004 from 119 days at the end of 2003. The implementation of our new enterprise management system during 2003 had a significant impact on our resources both in terms of people and finances. Adjusting to the breadth of the new system created a significant learning curve. One of the impacts was an initial increase in the time required to prepare invoices to send to clients. As a result, we experienced an increase in costs and estimated earnings in excess of billings during the fourth quarter of 2003.

Divestitures. In 2003 we entered into an agreement in principle to dispose of our 50% share in Lockerbie Stanley Inc. This agreement was finalized in Q3 04. During Q4 04, we divested of our interest in Goodfellow EFSOP^{tm} technology, which comprised our Technology segment.

Property sale. During the fourth quarter of 2004, we completed the sale of our office building in Edmonton, Alberta, for cash proceeds of C$34.5 million. Concurrent with the sale, we leased the property back for a period of 15 years. The gain of C$7.1 million realized on the sale has been deferred and will be recognized as a reduction of rental expense over the 15-year term of the operating lease.

Results of Operations

The following is a discussion of certain factors affecting our results of operations for the first quarters of 2005 and 2004 and the years ended 2004, 2003 and 2002. This discussion should be read in conjunction with our consolidated financial statements included elsewhere in this proxy statement/ prospectus.

First Quarter 2005 Compared to First Quarter 2004

The following table summarizes key financial data for the first quarters of 2005 and 2004.

	Quarter Ended March 31,	
	2005	2004
	(in millions of Canadian dollars, except per share data)	
Gross revenue	141.1	117.3
Net income	6.7	5.7
Earnings per share basic	0.36	0.31
Earnings per share diluted	0.35	0.30
Cash dividends declared per common share		
Total assets as at March 31	344.7	323.4
Outstanding common shares as at March 31	18,933,019	18,464,818
Outstanding share options as at March 31	1,006,499	1,323,666

The following table summarizes our key operating results on a percentage of net revenue basis and the percentage increase in the dollar amount of these results on a quarter-to-quarter basis:

	Quarter Ended March 31,		
	Percentage of Net Revenue		Percentage Increase 2005 vs. 2004
	2005	2004	
Gross revenue	118.5%	113.3%	20.3%
Net revenue	100.0%	100.0%	15.0%
Direct payroll costs	45.7%	45.9%	14.6%
Gross margin	54.3%	54.1%	15.5%
Administrative and marketing expenses	43.0%	42.3%	17.0%
Depreciation of property and equipment	2.3%	2.5%	5.3%
Amortization of intangible assets	0.2%	0.1%	73.7%
Net interest expense	0.1%	0.7%	(88.9)%
Foreign exchange losses	0.1%	0.0%	n/a
Share of income from associated companies	0.1%	0.1%	(45.6)%
Income before income taxes	8.7%	8.6%	16.5%
Income taxes	3.0%	3.1%	12.0%
Net income for the period	5.7%	5.5%	19.0%

Gross Revenue. The following table summarizes the impact of acquisitions, internal growth and foreign exchange on our gross revenue for the first quarter of 2005 compared to the first quarter of 2004.

Gross Revenue	**Q1 2005 vs. Q1 2004**	
	(in thousands of Canadian dollars)	
Increase (decrease) in gross revenue due to:		
Acquisitions completed in current and prior two years	C$	23,209
Net internal growth		3,267
Impact of foreign exchange rates on revenue earned by foreign subsidiaries		(2,649)
Total increase in gross revenue	C$	23,827

The net increase in gross revenue was C$23.8 million for Q1 2005 over Q1 2004 due to growth from acquisitions of C$23.2 million and internal growth of C$3.2 million offset by the impact of foreign exchange rates on revenue earned by foreign subsidiaries of C$2.6 million. The four acquisitions completed in the final three quarters of 2004 accounted for C$20.7 million of this increase

Gross Margin. Gross margin as a percentage of net revenue was 54.3% for Q1 2005, compared to 54.1% for Q1 2004. We expect our annual gross margin in 2005 to be in the range of 53 to 55% of net revenue. Margins may fluctuate from quarter to quarter as a result of the mix of projects in progress during any quarter.

Administrative and Marketing Expenses. Administrative and marketing expenses as a percentage of net revenue were 43.0% for Q1 2005, compared to 42.3% for Q1 2004 and to our expectation for fiscal 2005 of between 40 and

42%. Administrative and marketing expenses may fluctuate from quarter to quarter as a result of the amount of staff time charged to marketing and administrative labor, which is influenced by the mix of projects in progress and being pursued during the quarter. In addition, our costs increased in dollar terms by C$7.5 million compared to Q1 2004, primarily due to the acquisitions completed in the final three quarters of fiscal 2004 and to the sale of our office building in Edmonton, Alberta, in Q4 2004. As a result of this sale, our rental expense increased by approximately C$600,000 in Q1 2005 compared to Q1 2004.

Depreciation of Property and Equipment. Depreciation of property and equipment as a percentage of net revenue decreased to 2.3% in Q1 2005, compared to 2.5% in Q1 2004. The sale of our Edmonton office

building in Q4 2004 resulted in a reduction in depreciation expense of approximately C$220,000 per quarter. This reduction was offset by an increase in depreciation expense of C$270,000 arising from acquisitions completed in the final three quarters of fiscal 2004.

Amortization of Intangible Assets. The timing of completed acquisitions, as well as the type of intangible assets acquired, impacts the amount of amortization of intangible assets. Client relationships and other intangible assets are amortized over estimated useful lives ranging from 10 to 15 years, whereas contract backlog is amortized over an estimated useful life of generally less than one year. As a result, the impact of amortization of contract backlog can be significant in the two to three quarters following an acquisition. During Q1 2005, C$50,000 of the amortization expense recorded related to contract backlog (C$4,000 Q1 2004) and C$188,000 related to client relationships and other intangible assets (C$133,000 Q1 2004). The increase in amortization of intangible assets related to both The Sear-Brown Group Inc. and Dunlop Architects Inc. acquisitions. As at March 31, 2005, contract backlog was fully amortized.

Net Interest Expense. The reduction in net interest expense of C$599,000 in Q120 05 compared to Q120 04 was a result of maintaining a positive cash position throughout Q1 2005 compared to a bank indebtedness of C$32.5 million at the end of Q1 2004. In addition, our total long-term debt position throughout Q1 2005 was less than it was throughout Q1 2004, which contributed to the reduction in overall interest expense.

Income Taxes. Our effective income tax rate for Q1 2005 was 35.0%, compared to 32.4% for the year ended December 31, 2004. Our estimated income tax rate is adjusted quarterly, based on changes in statutory rates in the jurisdictions in which we operate as well as on our estimated earnings in each of these jurisdictions. For 2005 we are expecting an increase in the proportion of income earned by our U.S. operations. Because the United States has higher statutory income tax rates than Canada, our estimated income tax rate for 2005 has increased over 2004.

2004 Compared to 2003 and 2002

In 2004 we disposed of our operations that previously made up our design build and technology segments. As a result, all of our operations are now reported in one segment consulting services. The following table summarizes key financial data for 2004, 2003 and 2002.

	2004	**2003**	**2002**
	(In millions of Canadian dollars, except per share data)		
Gross revenue	520.9	459.9	428.5
Net income	30.2	25.1	20.2
Earnings per share basic	1.63	1.37	1.12
Earnings per share diluted	1.59	1.31	1.07
Cash dividends declared per common share			
Total assets	362.1	326.6	299.0
Total long-term debt	34.0	44.6	62.3
Outstanding common shares as at December 31	18,871,085	18,327,284	18,282,720
Outstanding share options as at December 31	1,071,333	1,479,100	1,296,200

The information reflected above is impacted by the four acquisitions we completed in 2004, the four completed in 2003, and the 10 completed in 2002. Each of these acquisitions increased the gross revenue and net income in the year of acquisition and subsequent years.

In the course of providing services, we incur certain direct costs for subconsultants, equipment, and other expenditures that are recoverable directly from our clients. The revenue associated with these direct costs is included in our gross revenue. Since such direct costs and their associated revenue can vary significantly from contract to contract, changes in our gross revenue may not be indicative of our revenue trends. Accordingly,

we also report net revenue, which is gross revenue less subconsultant and other direct expenses, and analyze our results in relation to net revenue rather than gross revenue.

The following table summarizes our key operating results on a percentage of net revenue basis and the percentage increase in the dollar amount of these results from year to year:

	Percentage of Net Revenue			Percentage Increase	
	2004	**2003**	**2002**	**2004 vs. 2003**	**2003 vs. 2002**
Gross revenue	116.0%	117.5%	117.3%	13.2%	7.3%
Net revenue	100.0%	100.0%	100.0%	14.8%	7.2%
Direct payroll costs	45.8%	46.9%	47.6%	12.0%	5.7%
Gross margin	54.2%	53.1%	52.4%	17.2%	8.6%
Administrative and marketing expenses	40.9%	39.5%	39.9%	18.7%	6.4%
Depreciation of property and equipment	2.7%	2.5%	2.6%	20.9%	4.3%
Amortization of intangible assets	0.2%	0.2%	0.3%	0.2%	(14.3)%
Net interest expense	0.6%	0.7%	0.7%	6.4%	0.3%
Foreign exchange (gains) losses	0.0%	0.2%	0.0%	(115.3)%	743.9%
Share of income from associated companies	(0.1)%	(0.1)%	(0.1)%	(33.6)%	63.4%
Income before income taxes	9.9%	10.1%	9.0%	12.7%	19.7%
Income taxes	3.2%	3.7%	3.5%	(0.6)%	12.8%
Net income	6.7%	6.4%	5.5%	20.4%	24.2%

As indicated in the highlights above, our operating results for 2004 are generally consistent with the goals we established in 2003. In particular, our administrative and marketing expenses were within the range we expected to achieve, while our gross margin slightly exceeded expectations. In addition, our effective tax rate continued to fall and, for 2004, was below the expected range due to factors discussed below.

Gross and Net Revenue. The following tables summarize the impact of acquisitions, internal growth and foreign exchange on our gross and net revenue for 2004 compared to 2003 and for 2003 compared to 2002.

	2004 vs. 2003	**2003 vs. 2002**
Gross revenue (in millions of Canadian dollars)		
Increase (decrease) due to:		
Acquisitions completed in current and prior two years	C$ 42.3	C$ 41.0
Net internal growth	30.0	10.2
Impact of foreign exchange	(11.3)	(19.8)
Total increase over prior year	C$ 61.0	C$ 31.4

	2004 vs. 2003	**2003 vs. 2002**
Net revenue (in millions of Canadian dollars)		

Increase (decrease) due to:				
Acquisitions completed in current and prior two years	C$	36.4	C$	36.7
Net internal growth		31.3		7.0
Impact of foreign exchange		(9.9)		(17.4)
Total increase over prior year	C$	57.8	C$	26.3

Gross revenue earned in Canada during 2004 increased to C$325.8 million from C$290.4 million in 2003 and C$238.8 million in 2002. Gross revenue generated in the United States increased to C$190.4 million in 2004 compared to C$161.6 million in 2003 and C$180.3 million in 2002. Gross revenue earned outside of Canada and the United States in 2004 was C$4.7 million, compared to C$7.9 million in 2003 and C$9.4 million in 2002. As indicated above, the increase value of the Canadian dollar compared to the U.S. dollar adversely impacted gross revenue from our U.S. operations by C$11.3 million. This decrease was offset by the acquisition of The Sear-Brown Group, Inc. in April of 2004, which resulted in an overall increase in our U.S.-generated revenue. The continuing strength of the Canadian economy also resulted in growth in revenue generated in Canada in 2004.

Gross Margin. Gross margin is calculated as the difference of net revenue minus direct payroll costs, expressed as a percentage of net revenue. Direct payroll costs include the cost of salaries and related fringe benefits for labor hours that are directly associated with the completion of projects. Labor costs and related fringe benefits for labor hours that are not directly associated with the completion of projects are included in administrative and marketing expenses. Gross margin increased to 54.2% in 2004 from 53.1% in 2003 and 52.4% in 2002. The increase in our gross margin is due to the lower proportion of total labor that was charged to projects during 2004 compared to 2003 and 2002 as well as the mix of projects in progress and being pursued throughout the year. Total labor costs as a percentage of net revenue are consistent from 2003 to 2004 at approximately 67.4% for both years.

Administrative and Marketing Expenses. Administrative and marketing expenses as a percentage of net revenue for 2004 were 40.9% (within the expected range of 39 to 41% for these expenses), compared to 39.5% in 2003 and 39.9% in 2002. Administrative and marketing expenses fluctuate as a result of the amount of staff time charged to marketing and administrative labor, which is influenced by the mix of projects in progress and being pursued throughout the year. In 2004 a higher proportion of total labor was charged to administrative and marketing labor compared to 2003 and 2002.

Depreciation of Property and Equipment. Depreciation of property and equipment as a percentage of net revenue increased to 2.7% in 2004, compared to 2.5% for 2003 and 2.6% in 2002. In 2004 we began depreciating our new enterprise management system as well as our new office building in Edmonton, Alberta.

Foreign Exchange (Gains) Losses. We recorded a foreign exchange gain of C$0.1 million in 2004, compared to a foreign exchange loss of C$0.6 million in 2003 and C$0.1 million in 2002. The foreign exchange gains and losses reported in 2004, 2003 and 2002 arose on the translation of the foreign-denominated assets and liabilities held in our Canadian companies and foreign subsidiaries (excluding our U.S. subsidiaries). While there was periodic weakening in the Canadian dollar in 2002, in 2003 the Canadian dollar rose from US$0.63 at the beginning of the year to US$0.77 at the end of the year, and the impact of this significant change on our overall exposure to foreign currency assets resulted in an exchange loss of C$0.6 million. In 2004 the Canadian dollar continued to strengthen to US$0.83. To minimize our exposure to foreign currency fluctuations, we used U.S. dollar-denominated debt in 2003 and through most of 2004, and late in 2004, with the improvement of our cash position, we were able to reduce the amount of this debt. As a result, we entered into forward contracts to sell U.S. dollars in exchange for Canadian dollars to minimize our exposure to currency fluctuations. At December 31, 2004, we had contracted to sell US$10.0 million at forward rates ranging from C$1.2050 to C$1.2386.

Income Taxes. The effective income tax rate for Stantec in 2004 was 32.4%, compared to 36.7% in 2003 and 39.0% in 2002. At the beginning of 2004, we anticipated that our effective tax rate would be in the range of 36.5 to 37.5%. This rate was estimated based on known statutory rate reductions as well as estimates of income in each of our taxing jurisdictions. Throughout 2004, the effective tax rate reported in each quarter was reduced to account for the 0.75% reduction in provincial statutory rates during the year as well as to reflect increases in earnings in some of our lower tax rate jurisdictions. During the fourth quarter of 2004, on the basis of an actuarial report, we reflected additional income in our regulated insurance subsidiary. A portion of that income of the subsidiary is subject to tax at lower rates, contributing 1.2% to the reduction of our consolidated tax rate.

Liquidity and Capital Resources

Working capital (current assets less current liabilities) at the end of Q1 2005 was C$86.9 million, compared to C$82.0 million at the end of Q4 04. Current assets decreased by C$20.3 million, and current liabilities decreased by C$25.2 million. The majority of the decrease in current assets was due to the reduction in cash and cash equivalents. We began the 2004 fiscal year with C$7.3 million in cash. However, as a result of the implementation of our enterprise management system in Q4 03 and the significant increase in our investment in costs and estimated earnings in excess of billings into Q1 2004, we increased the use of our operating line in Q1 2004 by C$15.3 million through short-term bank financing. By the end of 2004, we had achieved a significant reduction in our investment in costs and estimated earnings in excess of billings, which allowed us to repay this short-term debt. This improvement, as well as the net cash proceeds received on the sale of our Edmonton office building late in 2004, resulted in a cash position of C$37.9 million at the beginning of 2005. The net decrease in cash of C$19.0 million during Q1 2005 was due primarily to the timing of committed cash outflows that occur during the first quarter of each year, particularly the payment of employee incentive bonuses and fiscal year-end tax liabilities.

Our cash flow used in operating activities during Q1 2005 was C$7.5 million, compared to C$4.0 million in Q1 2004. This change was mainly due to an increase in income taxes paid of C$11.4 million. Income taxes owing at the end of 2003 were lower than normal due to our high level of investment in costs and estimated earnings in excess of billings at that time. This resulted in lower income tax payments in Q1 2004 as well as lower income tax installment requirements for 2004. Our tax payments in Q1 2005 increased over Q1 2004 to cover the higher income tax liability outstanding at the end of 2004 as well as the increased income tax installments required for 2005.

Another significant change in working capital in Q1 2005 was a net reduction in investment in accounts receivable and in costs and estimated earnings in excess of billings. As familiarity and efficiencies are being realized with the use of the enterprise management system implemented in Q4 03, improved project management, invoicing, and collection procedures are enabling us to reduce our net investment in these accounts. Accounts payable and accrued liabilities have decreased by C$16.1 million, partially due to the payment of the annual employee bonus plan that is completed during the first quarter of each year.

Our cash flow from operating activities was C$77.4 million in 2004, compared to C$16.9 million in 2003 and C$36.1 million in 2002. The implementation of our new enterprise management system in the fourth quarter of 2003 contributed to the significant reduction in cash flows from operating activities for the year. The reduction in our investment in costs and estimated earnings in excess of billings and in accounts receivable from 119 to 101 days during 2004 was the primary reason for the increased cash flow in 2004. Maintaining and slightly improving this level of investment should continue to provide adequate funds to finance our working capital requirements.

We provide allowances on our accounts receivable based on the probability of collection as well as the age of the receivable. We perform a review of collections subsequent to the period end to adjust the provisions for known collections for accounts provided for. During the period 2002 through 2004, the provision for doubtful accounts as a percentage of accounts receivable has continued to fall as our collection procedures and our billing cycles became more refined. We generally expect that costs and estimated earnings in excess of billings will be invoiced within a month to 90 days from the provision of services and have included terms on invoices to clients that accounts are due upon receipt or net 30 days. The implementation of the new enterprise management system has provided us with additional tools and information that should translate into improved collections on older accounts receivable and reduced impact of these charges on our operating results.

In 2004, C$10.2 million in cash was used in investing activities, compared to C$33.5 million in 2003 and C$29.2 million in 2002. A number of significant investing activities occurred during 2004, including the sale of our Edmonton office building, the sale of our interest in Goodfellow EFSOP^{tm} technology, the completion of our largest acquisition to date, and our investment in short-term investments related to self-insured liabilities arising on the implementation of our regulated insurance company. In 2003 our investment activities included investment in our new enterprise management system, investment in construction costs

associated with an addition to our Edmonton office building, and investment in four acquisitions. The net impact of these various investment activities was to decrease the amount of cash used in 2004 from 2003 by C$23.3 million. We completed fewer acquisitions in 2003 than in 2002, resulting in a net decrease in cash expended on acquisitions of approximately C$11.4 million. This difference was offset by an increased investment in property and equipment of C$11.3 million in 2003 compared to 2002. The implementation of our new business information system, the construction of the Stantec Atrium Tower in Edmonton, and continued renovations to Stantec Centre in Edmonton accounted for this additional investment. The remaining difference is the amount of proceeds received in 2002 on the disposition of our minority interest in Linnet Geomatics International Inc. and on the divestiture of our 50-person operation in Gatineau, Quebec.

As a professional services organization, we are not capital intensive. Our capital expenditures have historically been primarily for property and equipment that includes such items as computer equipment and business information systems software, furniture, leasehold improvements and other office and field equipment. As indicated above, the largest capital expenditures incurred in 2002 through 2004 relate to the construction of the addition to the Edmonton office building, the renovations to the original Edmonton office building, the costs associated with the implementation of our new business information system, and leasehold improvements incurred on new office space. Other normal capital expenditures accounted for approximately C$10.8 million, C$9.2 million and C$7.8 million in each of 2002, 2003 and 2004. We expect our capital expenditures in 2005 to be approximately C$16.0 million to C$18.0 million that includes improvements to our Winnipeg office building and upgrades to a number of our desktop computers to support updated versions of certain application and operating system software. Our capital expenditures for Q1 2005 were C$4.2 million. This was within the expected range for 2005 to support ongoing operational activity. During Q1 2005, our capital expenditures were financed by cash flows from operations.

Share options exercised for cash during Q1 2005 generated cash of C$440,000, compared to C$855,000 in Q1 2004. We used C$36.0 million in financing activities in 2004, compared to the use of C$4.2 million in 2003 and the generation of C$14.9 million in 2002. Additional funds received in 2004 on the exercise of share options, as well as the net decrease in funds used to repurchase shares under our Normal Course Issuer Bid, were offset by the use of funds to pay down our bank indebtedness and long-term borrowings. This bank indebtedness had been incurred in 2003 and early 2004 to finance the level of investment in accounts receivable and in costs and estimated earnings in excess of billings that resulted from the implementation of our new enterprise management system. Improvement in the level of these investments, as well as proceeds received on the sale of our Edmonton office building, provided the additional funds to repay our long-term debt and bank indebtedness. We issued 1.2 million common shares for net cash proceeds of C$18.3 million in 2002 and borrowed C$30.0 million on our existing acquisition credit facility.

During 2004, we renegotiated our credit facility with a major Canadian chartered bank. Our new credit facility provides for an operating line of credit of C$30 million. At December 31, 2004, no borrowing had been drawn on this facility (C$8.3 million had been drawn at December 31, 2003 and none at December 31, 2002). We also maintain a US$17.0 million acquisition credit facility, which was unused at December 31, 2004, and a four-year reducing U.S. dollar-denominated term facility, of which C$24.0 million was used at December 31, 2004 (C$19.2 million had been used at December 31, 2003). The credit facility requires us to satisfy the following specified financial ratios and tests: (1) the debt to EBITDA ratio must not exceed 2.50 to 1.0 at any time (EBITDA is defined in the credit facility as, for any period, net income for such period plus all amounts deducted in the calculation thereof on account of interest expense, income taxes, depreciation and amortization); (2) the EBITDAR to debt service ratio must not be less than 1.35 to 1.0 at any time (EBITDAR is defined in the credit facility as, in respect of any period, an amount equal to EBITDA plus triple net building operating lease expenses); (3) shareholders equity must be greater than or equal to 90% of the prior fiscal year ending shareholders equity plus 50% of the positive cumulative net income earned during the current fiscal year; and (4) the ratio of current assets to current liabilities must be not less than 1.25 to 1.0 at any time. We are in compliance with all such ratios and tests.

Our shareholders equity increased C$28.6 million to C$189.1 million at the end of 2004 from C$160.5 million at the end of 2003. This increase resulted from net income of C$30.2 million in 2004, the recognition of the fair value of share-based compensation of C$0.7 million, and the issue of shares on the

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exercise of options of C$3.5 million, offset by the repurchase of our common shares of C$0.7 million during the year pursuant to our normal course issuer bid and the C$5.1 million change in our cumulative translation account arising on the translation of our U.S.-based foreign subsidiaries. The C$5.1 million change is due to the continued strengthening of the Canadian dollar from C$0.77 to C$0.83 in relation to the U.S. dollar during the year. Our shareholders equity increased C$9.1 million to C$160.5 million at the end of 2004 from C$151.4 million at the end of 2003. This increase resulted from net income of C$25.1 million, the recognition of the fair value of share-based compensation of C$0.6 million in 2003, and the issue of shares on the exercise of options of C$0.6 million, offset by the repurchase of our common shares of C$1.4 million during the year and the C$15.8 million change in our cumulative translation account arising on the translation of our U.S.-based foreign subsidiaries in 2003. The C$15.8 million change is due to the significant strengthening of the Canadian dollar from C$0.63 to C$0.77 in relation to the U.S. dollar during the year.

Our normal course issuer bid was renewed in 2004 and allows us to repurchase up to 554,388 shares on the Toronto Stock Exchange. We continue to believe that, from time to time, the market price of our common shares does not fully reflect the value of our business or future business prospects and that, at such times, outstanding common shares are an attractive, appropriate, and desirable use of our available funds. In 2004 we purchased 29,300 common shares at an average price of C$24.57 per share for an aggregate price of C$720,000. In 2003 we purchased 74,700 common shares at an average price of C$18.63 per share for an aggregate price of C$1,392,000. In 2002 we purchased 54,600 common shares at an average price of C$16.12 per share for an aggregate price of C$880,000.

Contractual Obligations

The following table summarizes the contractual obligations due on our long-term debt, other liabilities, and operating lease commitments as of December 31, 2004:

	Payments Due by Period				
	Total	Less than 1 Year	2 - 3 Years	4 - 5 Years	More than 5 Years
	(In thousands of Canadian dollars)				
Long-term debt(1)	C$ 33,975	C$ 12,820	C$ 19,585	C$ 1,459	C$ 111
Interest on debt(2)	2,824	1,479	1,269	76	
Other liabilities	19,868	3,050	6,079	3,400	7,339
Operating lease commitments	207,666	29,509	50,301	34,211	93,645
Total contractual obligations	C$ 264,333	C$ 46,858	C$ 77,234	C$ 39,146	C$ 101,095

(1) Does not include C$90,956,000 of debt expected to be incurred under our credit facility in connection with the merger.

(2) Based on an estimated average interest rate of 5.42% per year. Does not include interest on C$90,956,000 of debt expected to be incurred under our credit facility in connection with the merger at an expected interest rate of approximately 4.1% per year.

Off-Balance Sheet Arrangements

As of March 31, 2005, our only material off-balance sheet financing arrangements relate to letters of credit in the amount of C$1.8 million.

Market Risk

We are also exposed to various market factors that can affect our performance primarily with respect to currency and interest rate.

Currency. Because a significant portion of our revenue and expenses is generated or incurred in U.S. dollars, we face the challenge of dealing with fluctuations in exchange rates. To the extent that U.S.

dollar revenues are greater than U.S. dollar expenses in a strengthening U.S. dollar environment, we expect to see a positive impact on our income from operations. Conversely, to the extent that U.S. dollar revenues are greater than U.S. dollar expenses in a weakening U.S. dollar environment, we expect to see a negative impact. This exchange rate risk primarily reflects, on an annual basis, the impact of fluctuating exchange rates on the net difference between total U.S. dollar professional revenue and U.S. dollar expenses. Other exchange rate risk arises from the revenue and expenses generated or incurred by subsidiaries located outside of Canada and the United States. Our income from operations will be impacted by exchange rate fluctuations used in translating these revenue and expenses. In addition, the impact of exchange rates on the balance sheet accounts of subsidiaries located outside of Canada and the United States will affect our operating results. We also continue to be exposed to exchange rate risk for the U.S. dollar and other foreign currency-denominated balance sheet items carried by our Canadian, U.S. and international operations.

Interest Rate. Changes in interest rates present a risk to our performance. All of our bank facilities, which are comprised of operating loans and an acquisition loan, carry a floating rate of interest. We estimate that, based on our balances at December 31, 2004, a 1% change in interest rates would impact our earnings per share by less than C$0.01. In addition, we are subject to interest rate risk to the extent that our investments held for self-insured liabilities include fixed rate government and corporate bonds.

Critical Accounting Estimates

The notes to our December 31, 2004 consolidated financial statements outline our significant accounting estimates. The accounting estimates discussed below are considered particularly important since they require the most difficult, subjective, or complex management judgments. Because of the uncertainties inherent in making assumptions and estimates regarding unknown future outcomes, future events may result in significant differences between estimates and actual results. We believe that each of our assumptions and estimates is appropriate to the circumstances and represents the most likely future outcome.

Revenue Recognition and Cost Estimates on Contracts. Revenue from fixed fee and variable fee with ceiling contracts is recognized using the percentage of completion method based on the ratio of contract costs incurred to total estimated contract costs. We believe that costs incurred are the best available measure of progress toward completion of these contracts. Estimating total direct contract costs is subjective and requires the use of our best judgments based upon the information we have available at that point in time. Our estimate of total direct contract costs has a direct impact on the revenue we recognize. If our current estimates of total direct contract costs turn out to be higher or lower than our previous estimates, we would have over- or under-recognized revenue for the previous period. We also provide for estimated losses on incomplete contracts in the period in which such losses are determined. Changes in our estimates are reflected in the period in which such changes are made.

Goodwill. Goodwill is assessed for impairment at least annually. This assessment includes a comparison of the carrying value of the reporting unit to the estimated fair value to ensure that the fair value is greater than the carrying value. We arrive at the estimated fair value of a reporting unit using valuation methods such as discounted cash flow analysis. These valuation methods employ a variety of assumptions, including revenue growth rates, expected operating income, discount rates, and earnings multiples. Estimating the fair value of a reporting unit is a subjective process and requires the use of our best estimates. If our estimates or assumptions change from those used in our current valuation, we may be required to recognize an impairment loss in future periods.

Provision for Doubtful Accounts. We use estimates in determining our allowance for doubtful accounts related to trade receivables. These estimates are based on our best assessment of the collectibility of the related receivable balance based, in part, on the age of the specific receivable balance. A provision is established when the likelihood of collecting the account has significantly diminished (less than 50% chance of collection) or when the account has been outstanding for a period of time exceeding four months from the invoice date. Future collections of receivables that differ from our current estimates will affect the results of our operations in future periods.

Self-insured Liabilities. We self-insure certain risks related to professional liability. The accrual for self-insured liabilities includes estimates of the costs of reported claims and is based on estimates of loss using assumptions made by management, including consideration of actuarial projections. These estimates of loss are derived from loss history that are then subjected to actuarial techniques in the determination of the proposed liability. Estimates of loss may vary from those used by the actuarial projections and may result in a larger loss than estimated. Any increase in loss would be recognized in the period the loss is determined.

Outlook

The infrastructure and facilities market within North American is diverse and varies significantly from region to region. The market is made up of many technical disciplines, clients, and industries, and engages both the private and public sectors. Over the next few years, we expect the demand for services in this market to be driven by continued population growth, compliance with new government regulations and the need to maintain and replace an aging North American infrastructure. The market should also benefit from continued outsourcing of technical services, especially in the public sector. The state of the infrastructure and facilities market is also tied to general economic performance. The overall market outlook offers increasing prospects for accelerating growth, particularly in the non-residential sectors.

Much of the actual growth seen in 2004 and over the past several years has been driven by residential construction. However, spending on public construction appears to be rising, while private non-residential construction continues to rebound from an extended downturn. Commercial and industrial participants should increase capital spending as their earnings prospects improve. In addition, a variety of public agencies have begun planning for increased investment in infrastructure projects after several years of below-trend spending. As predicted by many forecasters, the residential construction market could flatten this year both in Canada and the United States. However, we anticipate that 2005 will continue to be a high-performance year for housing, contributing to ongoing strong performance in our urban land market segment. As well, we expect strength in commercial construction markets, particularly industrial projects, to support higher project activity.

Although much attention has been focused on delays in U.S. government funding for programs such as the Transportation Equity Act for the 21st Century, a recovery in state tax revenue as incomes improve is likely to be a more significant factor in driving spending on transportation, environmental, and other capital projects in the United States. The Canadian market should also benefit from the promised transfer of federal funding to the provinces for health care and to municipalities for new infrastructure and the rehabilitation of existing facilities.

Within this overall market outlook, we expect to continue to grow through a combination of internal hiring and acquisitions. We target to achieve long-term average annual compound growth rates of 15 to 20%, although we may not see growth in this range every year. We have chosen this target because we believe that it is an attainable goal that allows us to enhance the depth of our expertise, broaden our service provision, provide expanded opportunities for our employees, and lever our information technology systems. Our ability to continue to grow at this rate depends to a large extent on the availability of acquisition opportunities. Since our industry is made up of 100,000, mostly small firms, there are many acquisition candidates. At any one time, we are engaged in discussions with up to 20 or more firms ranging from very small firms to firms that are larger than Keith.

We plan to support our targeted level of growth using a combination of cash flow from operations and additional financing while maintaining a return on our equity at or above 14% and a net income at or above 5% of net revenue. Although we believe that a normal debt to equity ratio at or below 0.5 to 1 is an appropriate target for our Company, opportunities to conclude transactions may make it necessary for us to increase the amount of debt we carry beyond that limit. If the need to finance a larger acquisition arises, we may seek to raise cash by issuing additional shares.

Looking at the results of our current mix of project activity in the United States and Canada, we anticipate that our gross margin as a percentage of net revenue will remain in the range of 53 to 55% for 2005 and that our administrative expenses will remain in the range of 40 to 42% of net revenue. In addition, we expect our effective tax rate for 2005 to be between 33 and 35%.

Description of Stantec s Business

General

We provide professional consulting services in planning, engineering, architecture, interior design, landscape architecture, surveying, environmental sciences project management and project economics for infrastructure and facilities projects. Our goal is to become a top 10 global design and consulting services firm with C$1 billion in annual revenue by the year 2008. To achieve this objective, we will continue to deliver fee-for-service professional services in the US$50 billion infrastructure and facilities market through our focused, sustainable business model. For the fiscal year ended December 31, 2004, we had gross revenue of approximately C$520.9 million and net income of approximately C$30.2 million.

Our three-dimensional model which is based on diversifying our operations in distinct geographic regions, specializing in distinct but complementary practice areas, and providing services in all five phases of the infrastructure and facilities project life cycle allows us to manage risk while continuing to increase our revenue and earnings.

Geographic Diversification. We currently have operations in five economic regions in Canada and the United States as well as a project presence in the Caribbean and other selected international locations. Our strategy for geographic diversification has two components. The first component is to grow our existing regional operations by expanding our services particularly in areas where we have not yet reached a mature market presence. We target to achieve a market penetration of C$10 million in revenue per one million population in these regions. The second component includes expansion outside our existing regions principally in the United States and Canada. We expect to continue to expand geographically primarily by acquiring firms that meet our integration criteria and to a lesser extent by growing organically.

Practice Area Specialization. Specialization and diversification of services are achieved by providing services in 17 distinct practice areas that can generally be grouped into five key market segments buildings, environment, industrial, transportation, and urban land. Focusing on this combination of project services helps differentiate us from our competitors, allowing us to enhance our presence in new geographic regions and markets and to establish and maintain client relationships. Our strategy for strengthening this dimension of our business model is to increase the depth of our expertise in our current practice areas and to selectively add complementary practice areas to our operations.

Life Cycle Solutions. We seek to provide professional services in all five phases of the project life cycle planning, design, construction, maintenance, and decommissioning. This inclusive approach allows us to deliver services during periods of strong new capital project activity, such as design and construction, as well as periods of lower new capital project expenditures, such as maintenance and rehabilitation. Beginning with the planning and design stages, we provide conceptual and detailed design services, conduct feasibility studies, and prepare plans and specifications. During the construction phase, we generally act as the owners representative, providing project management, surveying, and resident engineering services. We focus principally on fee-for-service type work and generally do not act as the contractor or take on construction risk. Following project completion, during the maintenance stage, we provide ongoing professional services for maintenance and rehabilitation in areas such as facilities and infrastructure management, facilities operations, and performance engineering. Finally, in the decommissioning phase, we provide solutions and recommendations for taking facilities out of active service.

Through our One Team. Infinite Solutions. approach to our business, we are able to undertake infrastructure and facilities projects of any size for both public and private sector clients. Currently, the majority of assignments we pursue are small to midsize projects with a capital value of less than C$100 million and potential project fees for Stantec of less than C$10 million. These types of projects represent the largest share of the infrastructure and facilities market. Focusing on this project mix continues to ensure that we do not rely on a few large, single projects for our revenue and that no single client or project accounts for more than 5% of our overall business.

We provide services to clients in both the public and private sectors mainly in North America through integrated and discipline-specific consulting and project delivery. Our organizational structure gives us both

the strength and diversity of a large organization and a strong regional presence to deliver our services locally. Our Consulting Services business unit focuses on providing total infrastructure solutions targeted to five market segments buildings, environment, industrial, transportation and urban land.

We were incorporated under the Canada Business Corporations Act on March 23, 1984 as 131277 Canada Ltd. Our Articles of Incorporation were amended on several occasions, namely to change our name, amend share attributes, create and delete classes of shares, reorganize our outstanding share capital and split our common shares, and change the minimum and maximum number of directors. On August 15, 1984 the name 131277 Canada Ltd. was changed to Stanley Engineering Group Inc. and on October 18, 1989, it was changed to Stanley Technology Group Inc. On March 30, 1994, Stanley Technology Group Inc. amalgamated with 3013901 Canada Limited to continue as Stanley Technology Group Inc. On October 28, 1998, the name Stanley Technology Group Inc. was changed to Stantec Inc.

Our corporate headquarters are located at 10160 112 Street, Edmonton, Alberta, T5K 2L6.

Business Units

Consulting Services is our principal focus and we currently operate in five geographic regions: Canada West, Canada Central, the US Southwest, the US Southeast and the US Northeast. Affiliated companies, which accounted for less than 1% of our revenue, fall within the responsibilities of the regional management or within the corporate administration group. We balance our geographic structure and management by also aligning services and management in five market segments buildings, environment, industrial, transportation and urban land.

In 2003, we realigned our organizational units to better reflect its balanced regional focus and practice area specialization. The two largest and most mature regional operating units Canada West and Canada Central, were further divided into smaller sub-regions. At present, our regions in Canada include British Columbia, Alberta South, Alberta North, Saskatchewan/ Manitoba, Ontario Southwest, Ontario GTA (Greater Toronto Area), and Ontario East. Our three US regions are US Southwest, US Southeast and US Northeast.

The five market segments consist of 17 distinct specialist practice areas including:

1. architecture & interior design;
2. buildings engineering;
3. facilities planning & operations;
4. program & project management;
5. strategic management;
6. environmental infrastructure;
7. environmental management;
8. bio/pharmaceuticals;
9. manufacturing/ industrial;
10. power resources & chemicals;
11. infrastructure management & pavement engineering;
12. transportation infrastructure;

13. transportation planning & traffic engineering;

14. planning & landscape architecture;

15. urban land engineering;

16. surveys; and

17. quality control/assurance.

Consulting Services

We provide consulting services in five provinces in Canada, 15 states in the United States and selected international markets. International projects generally have been in the water supply, wastewater treatment, environmental protection, transportation and health care sectors, often in countries with developing economies.

Our staff and system capabilities allow us to undertake infrastructure and facilities projects of any size. Currently, most of our projects have total capital costs of less than C$100 million and our potential fees from these types of projects are generally in the range of 10% of the capital costs, assuming we provide most of the services required. Joint ventures, associations or subcontract arrangements are often established to deal with larger projects. As a result, we mitigate our overall risk by working on several thousand projects each year, none of which would normally exceed 5% of our revenue.

As mentioned above, our core capabilities in the consulting services area are provided through 17 practice areas, most of which can generally be grouped into five broad market segments: buildings, environment, industrial, transportation and urban land. Some practice areas such as project and program management, and strategic management services are offered in all five market segments.

Buildings Market Segment. We provide comprehensive solutions for commercial, industrial and institutional facilities. Typical projects include hospitals, educational and recreational facilities, research and technology facilities, office buildings and commercial centers. Services are delivered through three practice areas: architecture & interior design, buildings engineering and facilities planning and operations, and include project/ program management, facilities management, strategic planning, architectural design, interior design, and structural, mechanical and electrical engineering. Our services are provided both in connection with new construction and for existing buildings and facilities. For existing buildings and facilities, we provide expertise in building operating systems, performance engineering and ongoing tenant improvements. We also provide services designed to maximize the efficiency of a building s existing systems and improve its operations, including analyzing a building s exterior envelope and evaluating air quality, lighting and energy efficiency. The demand for these specialized types of services for existing buildings and facilities tends to be counter-cyclical and improves our ability to generate fees during periods of economic downturn and reduced capital spending.

Our clients in the buildings market segment include institutional and commercial building owners and large multinational firms, as well as government agencies that build, administer and operate public buildings. Our clients also include independent authorities or agencies, such as airport authorities, transportation commissions and transit systems.

Environment Market Segment. We apply our specialized knowledge and experience to develop and manage sustainable solutions for air, water and soil. Our services are focused in two practice areas: environmental infrastructure and environmental management. The core services we provide in these two practice areas include:

assimilative capacity

wastewater collection systems

municipal & industrial wastewater treatment

infiltration & inflow/ CSO

odor and corrosion control

wastewater pumping

water treatment

water storage

distribution systems

water reclamation & reuse

environmental site management

environmental assessment

water resources management

heritage and natural resource assessment

waste management

risk assessment

health and safety

air quality assessment

ecotoxicology and GLP testing

microbiology laboratory

We also have specialized expertise in advanced processes for water and wastewater solutions, including biological/ enhanced nutrient removal (BNR/ENR), microbiological assessment of activated sludge and advanced water treatment. Our environment services provide multidisciplinary teams of qualified and experienced engineers, scientists, process specialists, occupational hygienists, and specialists in environmental regulation and policy.

Industrial Market Segment. Our comprehensive industrial services are provided in three practice areas: bio/pharmaceutical, manufacturing/industrial, and power, resources and chemicals. Services are provided to clients principally in the private sector in the automotive, chemical, consumer products, forestry, food and beverage, bio/pharmaceutical, power generation, pulp and paper, utilities, mining and general manufacturing sectors. Our services to these clients include planning, engineering and project management. We also provide specialty services including occupational health and safety (industrial hygiene and prestart operator safety reviews), system integration, instrumentation and control, electrical energy and power management, facility planning and design, industrial engineering, logistics, material handling and commissioning. Projects range from the design of pilot versions of new processes to the design, process verification, equipment and materials procurement and project management for the construction of entire industrial plants. Our bio/pharmaceutical group provides solutions to companies involved in the discovery, research and development, and manufacturing of a wide range of pharmaceutical and biotechnology products.

Transportation Market Segment. We offer coordinated solutions for the safe and efficient movement of people, vehicles, aircraft and goods. Our core services include project management, planning and engineering, which we provide through three practice areas: transportation planning and traffic engineering, transportation infrastructure and infrastructure management and pavement engineering. Our services include: transportation master plans for communities and airports; transportation investment studies; design of new and upgraded airport facilities, such as terminals, runways and taxiways; transit facilities, such as bus and light rail transit systems; new and upgraded bridges; urban roadways; freeways; interchanges; rural highways; and rail systems. Our specialty services include simulation modeling, a comprehensive understanding of transportation demand and supply management principles, extensive use of a range of life cycle cost and statistical analysis techniques and public consultation and environmental assessment skills in developing practical, cost-effective, long-term infrastructure facility plans with broad public support.

A key feature of our transportation services is our expertise in integrated infrastructure/asset management systems and decision-support tools. Our infrastructure management and pavement engineering practice area includes transportation and bridge engineers, roadway and bridge inspection specialists, infrastructure management specialists,

geographic information system (GIS) specialists and software specialists. This team designs, develops and implements integrated infrastructure/asset management systems and work management applications for pavement, bridges, right-of-way features, water, wastewater, storm water, utilities and other assets. These systems allow governments to prioritize and to optimize the use of available funds through efficient and cost-effective planning for public works maintenance, rehabilitation and capital projects.

Our clients in this market segment are primarily public sector agencies, transportation authorities and commercial and institutional clients.

Urban Land Market Segment. Services in this market segment include planning, engineering, surveying, project management and landscape architecture services. These services are provided principally to the land development and real estate industries. Services are delivered through four practice areas: planning and landscape architecture, urban land engineering, surveys and quality control/assurance. We assist our urban land clients through the entire land development process providing services from the initial master plan development to project management of the construction of the infrastructure. Services include or relate to conceptual plans, zoning approval of design infrastructure, transportation planning, traffic engineering, landscape architecture, urban planning, design construction review and surveying.

Acquisitions

We compete in the professional consulting service industry. This industry, which includes the engineering, architecture and environmental sciences consulting industries, is highly fragmented. We believe that industry trends continue to create acquisition opportunities. Our goal is to continue to increase our size and profitability. This goal will be accomplished partly through the acquisition of established professional consulting firms in Canada, the United States and internationally. Our principal acquisition focus is in selected regions in the United States and Canada. The following list summarizes our acquisitions since the beginning of 2002:

Year	Business Acquired	Services Provided	Location
2004	The Sear-Brown Group, Inc.	engineering, planning, and architectural services	New York, Ohio, Pennsylvania and Puerto Rico
2004	GBR Architects Limited	architectural design services	Manitoba
2004	Dunlop Architects Inc.	architectural design services	Ontario
2004	Shaflik Engineering Ltd.	electrical engineering services specializing in traffic and sport facility lighting	British Columbia
2003	Ecological Services Group Inc.	environmental management services	Ontario
2003	APAI Architecture Inc.	architectural design services	British Columbia
2003	Optimum Energy Management Inc.	engineering management consulting services	Alberta
2003	Inner Dimension Design Associates Inc.	interior design services	Saskatchewan
2002	McCartan Consulting Ltd.	mechanical engineering services	Saskatchewan
2002	Webster & Simmonds Surveying Ltd.	surveying services	Ontario
2002	Cosburn Patterson Mather Limited	engineering and planning services specializing in the land development and real estate industry	Ontario
2002	GKO Design Consultants Inc.	consulting services specializing in energy, resources, chemicals and pharmaceuticals	Alberta
2002	M.R.S.F.M. Holdings Ltd. (Graeme & Murray Consultants Ltd.)	civil and structural engineering consulting services	British Columbia
2002	GeoViro Engineering Ltd.	environmental consulting services	British Columbia

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Year	Business Acquired	Services Provided	Location
2002	Site Consultants, Inc.	civil and environmental engineering, land use planning and surveying services	North Carolina
2002	English Harper Reta Architects	architectural design services	California
2002	The RPA Group Limited	project management services	Ontario, Alberta and British Columbia
2002	Beak International Incorporated	specialist environmental consulting services	Ontario

We expect that the number of acquisitions we complete will fluctuate from time to time because of the availability of suitable firms on terms acceptable to us. In addition, at any given time we may be focusing our efforts on integrating previously acquired firms, which will reduce our acquisition activity.

Generally, we seek to acquire firms with 50 or more employees which will complement one of our existing practice areas or regions or which add a new practice area or regional presence. We consider smaller acquisitions in markets in which we have existing operations.

We have experienced internal growth when existing clients of newly acquired firms are offered the additional services that we provide. Similarly, acquired firms services are cross-marketed to our existing clients. We achieve moderate cost savings through the sharing of administrative overhead, such as payroll services, the sharing of office facilities, if possible, and the provision of group insurance and centralized financing which can generally be provided at lower rates than smaller firms can obtain.

Foreign Operations

We conduct a portion of our business outside of North America. Specifically, foreign operations included projects undertaken in the Caribbean (primarily in Barbados but also in Trinidad, Tobago, Antigua, Belize and Puerto Rico), in Asia (China, India and Korea), in South America (Peru, Brazil, Bolivia and Columbia) and in other locations (Cyprus, UAE, Madagascar, Kenya and Pakistan). Such operations accounted for 1% of our revenue in 2004. Some of this work involves political risk, contracts with foreign clients and working under foreign legal systems.

Risk Management

We mitigate our operating risks through our business strategy and other protective measures. As mentioned previously, our three-dimensional business model of geographic, practice area and project life cycle diversification minimizes our dependency on any particular geographic area, industry or economic sector for our income. We also mitigate risk by entering into a diverse range of contracts with a wide range of fee amounts.

To address the risk of competition for qualified personnel and to maintain our ability to attract and retain staff, we offer a number of employment incentives, including training programs, employee share ownership (for Canadian employees) and opportunities for professional development and enhancement, along with compensation plans which we believe to be innovative, flexible and designed to reward top performance.

We maintain insurance coverage for our operations, including policies covering general liability, automobile liability, environmental liability, workers compensation and employers liability, directors and officers liability and professional liability insurance. The maximum coverage under our professional liability policy is generally C$35 million per claim and per annum, with a per claim deductible of C$500,000 and an aggregate excess deductible of C$2.5 million. In September 2003, we established a regulated captive insurance company to insure and fund the payment of any professional liability self-insured retentions related to claims arising after August 1, 2003. We, or our clients, also obtain project-specific insurance for designated projects from time-to-time. In addition, we invest resources in a risk management team dedicated

to providing company-wide support and guidance on risk avoidance and professional practices and procedures. One such practice is to carry out select client evaluations, including credit risk appraisals, before entering into contract agreements in order to reduce the risk of non-payment for our services.

We have a comprehensive project manager training program aimed at skill development in risk mitigation, project planning, quality control and assurance, and financial administration, among other project management responsibilities. We believe that improved project management across our operations will increase our ability to deliver projects on schedule and within budget.

As well, we believe our experience and knowledge in conducting business outside North America help us mitigate the risks of undertaking international projects. This work involves political uncertainties, contracts with foreign clients and operating under foreign legal systems.

Competition

We operate in highly competitive markets and have numerous competitors for all of the services we offer. The number and identity of competitors varies widely with the type of service we provide. Moreover, for small to medium sized projects, we compete with many engineering, architectural and other professional consulting firms. With larger projects, there are fewer but still many competitors, however some of these competitors have greater financial and other resources than we do. While we compete with other large private and public companies in certain geographic locations, our primary competitors are smaller privately held regional firms in the United States and Canada.

We believe that our operating structure, our enterprise systems and the breadth of our professional services differentiate us from other engineering, architecture and professional consulting firms. Furthermore, our focus on small to midsize projects distinguishes us from some larger competitors.

The principal competitive factors in the services we offer are: reputation; experience; breadth and quality of services; technical proficiency; local offices; competitive total project fees; and service delivery. Given the expanding demand for the services we provide, it is likely that additional competitors will emerge. Notwithstanding this increased competition, we believe that we will retain the ability to compete effectively with our competition because of our strengths and expertise in engineering, architecture and related professional services.

We serve many diverse clients in both the private and public sectors. We seek to establish ongoing relationships with clients that are likely to produce repeat business. We are not dependent on any one client or group of clients for our business. No single client represents more than 5% of our total revenue.

We offer a range of pricing structures to our clients but primarily offer our services based on either a fixed or variable fee contract with a ceiling or a time-and-material contract without a stated ceiling. We secure our assignments primarily based on our expertise and contacts, and sometimes on a competitive bidding process.

Backlog

Our gross revenue backlog for fixed fee and variable fee with ceiling contracts as of December 31, 2004 was approximately C$380 million compared to C$310 million at December 31, 2003. Our backlog represents an estimate of the remaining future gross revenue from existing contracts. We do not believe that backlog is fully indicative of the amount of potential future revenue that we may achieve due to the short-term nature of the contracts under which we generally provide our services.

Research and Development

We generally conduct research and development in the context of our clients specific project requirements. Most research and development is conducted in the areas of infrastructure evaluation and management systems, hydraulic modeling of water and wastewater systems, pavement evaluation and management systems and wastewater treatment.

Intellectual Property

We rely primarily upon trade secret laws to protect our proprietary rights in our specialized technologies. There can be no assurance that the protection provided to our proprietary technology by the laws of foreign jurisdictions would be substantially similar to the remedies available to us under the laws of Canada and the United States.

Organizational Structure

The following chart lists, as of May 6, 2005, our subsidiaries, their jurisdiction of incorporation and the percentage of voting securities held by us.

Subsidiary	Percentage of Voting Shares	Jurisdiction of Incorporation
659243 B.C. Ltd.	100	British Columbia
0714993 B.C. Ltd.	100	British Columbia
0715004 B.C. Ltd.	100	British Columbia
0715007 B.C. Ltd.	100	British Columbia
3053837 Nova Scotia Company	100	Nova Scotia
APAI Architecture Inc.	100	British Columbia
Architectura Inc.	0(1)	Alberta
Dunlop Murphy Hilgers Architects Inc.	50	Ontario
GKO Power Engineering Ltd.	100	Alberta
International Insurance Group Inc.	100	Barbados
J. Muller International Stanley Joint Venture Inc.	30	New Brunswick
Pentacore ADA Consulting, LLC	100	Nevada
Planning & Stantec Limited	50	Trinidad & Tobago
Project Delivery Holdings LLC	100	New York
SB K-12 Architecture and Engineering, P.C.	0(1)	New Jersey
S.B. Long Island Architecture, Engineering and Land Surveying, P.C.	0(1)	New York
SEA, Incorporated	100	Nevada
Spink Corporation, The	100	California
SSBV Consultants Inc.	33.33	British Columbia
Stantec Architecture Inc.	0(1)	North Carolina
Stantec Architecture Ltd.	0(1)	Canada
Stantec Consulting Associates P.C.	0(1)	New York
Stantec Consulting California Inc.	100	California
Stantec Consulting Caribbean Ltd.	100	Barbados
Stantec Consulting Inc.	100	Arizona
Stantec Consulting International Ltd.	100	Canada
Stantec Consulting Ltd.	100	Canada
Stantec Consulting Services Inc.	100	New York
Stantec Engineering (Puerto Rico) P.S.C.	0(1)	Puerto Rico
Stantec Facilities Ltd.	100	Alberta
Stantec Geomatics Ltd.	50(1)	Alberta
Stantec Holdings (Delaware) II Inc.	100	Delaware
Stantec Holdings Ltd.	100	Alberta

Subsidiary	Percentage of Voting Shares	Jurisdiction of Incorporation
Stantec International Enterprises Limited	100	Bahamas
Stantec International Limited	100	Barbados
Stantec Technology International Inc.	100	Delaware
Teshmont Consultants Inc.	50	Canada

(1) We have entered into an agreement with respect to 100% of the voting shares of this subsidiary that allows us to direct control over any disposition of the voting shares of this subsidiary.

Employees

As of December 31, 2004, we had approximately 4,350 staff. This total staff number is comprised of 2,150 professionals, 1,550 technologists and technicians and 650 support personnel.

We are a knowledge-based organization and are always seeking talented and skilled professionals in all of our specialist practice areas. Since the supply of qualified candidates at times is limited, we use various recruitment strategies to address those needs. Examples of our recruitment strategies include an employee referral bonus program, website job postings, career fairs, student programs and the ability to offer geographic mobility.

Properties

Our corporate headquarters is located in Edmonton, Alberta, where we lease approximately 188,550 square feet of space. The lease on our corporate headquarters expires in 2019. In addition, we lease office space in locations in which we operate on commercially available terms. As of December 31, 2004, we had approximately 50 leased premises in locations throughout North America in addition to our corporate headquarters. The lease terms range from a minimum of one year to a maximum of 15 years with options, depending on the particular lease, for renewal, expansions, contraction and termination, sublease rights and allowances for improvements. We believe that our current facilities are sufficient for the operation of our business and that suitable additional space in various local markets is available to accommodate any needs that may arise and that suitable additional or substitute space will be available as needed to accommodate any expansion of operations. Lease payments for all of our leased premises totaled approximately C$23.1 million in 2004.

Legal Proceedings

We are from time to time involved in litigation incidental to the conduct of our business. As of March 31, 2005, we were named as a defendant in the following action:

Sear-Brown, a company we acquired in April 2004, has been named in a lawsuit related to design services it provided for a roadway in New York State in connection with a multi-vehicle accident that occurred on the roadway in November 2001. Valerie Parris advanced a civil claim in New York State on or about December 1, 2003 alleging, among other things, negligence in the design and construction of the roadway. Ms. Parris alleges that as a result of the accident, Alonzo Raynard Parris sustained fatal injuries and his son, Raynard Parris, sustained injury and mental distress. Sear-Brown is one of a number of defendants in the legal proceeding. Damages sought total US$43 million. Sear-Brown s insurer has responded to the claim. The allegations against Sear-Brown have been denied and are being contested. An application for summary dismissal is pending. There is a US$20,000,000 limit on the applicable Sear-Brown professional liability insurance policy and a per claim and aggregate deductible of $250,000, which aggregate deductible has been satisfied. We have concluded that the possibility of incurring a loss on this claim is remote. No estimated loss has been recorded as none is expected.

In addition to the claim noted above, we have other claims and suits pending, both by and against us. These are normal and typical to the industries in which we operate. Where appropriate, these claims have been reported to our and our predecessors insurers who are in the process of adjusting and/or defending them. None are expected to have a

material adverse effect on our financial position, results of operations or liquidity.

Management of Stantec

The existing directors and officers of Stantec will remain as directors and officers of Stantec following the merger, except that Aram H. Keith, currently the Chairman and Chief Executive Officer of Keith, will be appointed to the board of directors of Stantec following the merger.

Executive Officers and Directors

The following table sets forth information about Stantec s executive officers and directors, and their respective ages and positions as of the date of this proxy statement/prospectus:

Name	Age	Position
Ronald Triffo	66	Chairman of the Board
Anthony P. Franceschini	54	President, Chief Executive Officer and Director
Neilson A. Dutch Bertholf, Jr.	72	Director
Robert J. Bradshaw	57	Director
E. John (Jack) Finn	73	Director
William D. Grace	69	Director
Susan E. Hartman	54	Director
Robert R. Mesel	69	Director
Donald W. Wilson	48	Vice President & Chief Financial Officer
Jeffrey S. Lloyd	40	Vice President, Secretary & General Counsel

Directors

Ronald Triffo has been associated with Stantec since 1977. He was appointed President in 1983, President and CEO in 1988 and Chairman of the Board in 1998. Mr. Triffo holds a BSc. in Civil Engineering from the University of Manitoba and a MSc. in Engineering from the University of Illinois. He is currently a Director of TELUS Corporation and Chairman and Director of ATB Financial. He is the private sector Co-Chair of the Alberta Economic Development Authority and serves on the board of the Alberta Ingenuity Fund, Alberta s Promise, the Advisory Council of the Faculty of Medicine and Dentistry at the University of Alberta, and the board of governors of Junior Achievement of Northern Alberta.

Anthony P. Franceschini has been with Stantec since 1978, where he has provided consulting services, management, and leadership, becoming Chief Executive Officer in 1998. He has served as a director of Stantec since Stantec became publicly traded in March 1994. He also serves as a director of Esterline Technologies Corporation, a leading manufacturer in the aerospace/ defence markets and is a director of privately held CCI Thermal Technologies Inc., an Edmonton-based manufacturer of industrial heating products and custom-engineered process heating equipment.

Neilson A. Dutch Bertholf, Jr. has been a member of Stantec s board of directors since 1998 and serves on the Corporate Governance and Compensation Committee. He is retired from a 40-year career in aviation. Mr. Bertholf, Jr. is a lifetime board member of the Arizona Sports Foundation Inc. (Fiesta Bowl) and is a member on the executive committee and a vice president of the Grand Canyon Council, Boy Scouts of America. He is also a member of the board of directors for the Airline Training Center, Arizona, a Division of Lufthansa Flight Training, Lufthansa Airlines, Germany.

Robert J. Bradshaw has been a member of Stantec s board of directors since 1993. He is a professional engineer with a diverse background in the manufacturing, oil, consulting engineering, and nuclear industries, as well as in power generation and government service. Mr. Bradshaw is currently Chairman of Contor Industries Limited, which acquires mature manufacturing companies requiring significant turn-around activities. The business of the Contor companies ranges from nuclear and aerospace to hydro electric; gold mining; food processing; aircraft leasing and waste disposal. Mr. Bradshaw acts as Chairman for Zircatec Precision Industries, Inc. and Bradcohill Inc., and is also a director of Configuresoft, Inc.

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E. John (Jack) Finn has been a member of Stantec s board of directors since 1995. He is the retired Chairman of Dorr-Oliver, Inc., a process engineering and equipment firm. An electrical engineering graduate of Carnegie Mellon University, Mr. Finn s business experience has focused on operations and general management. He held various executive positions with The Carborundum Company, Kennecott Corporation and The Standard Oil Company. In addition to Stantec, he is currently a director of Vodium of Washington, DC and Delicious Milk Company of New York, NY. He also is a Member of the National Association of Corporate Directors.

William D. Grace has been a member of Stantec s board of directors since 1994. Mr. Grace is a graduate of the University of Alberta and a Fellow Chartered Accountant (FCA). During his business career, he served as the chief financial officer with several Alberta corporations including Chieftain Development Co. Ltd., R. Angus (Alberta) Limited and Canadian Utilities Limited. From 1988 to 1994, he was a managing partner in the Edmonton office of Price Waterhouse. Mr. Grace is the recipient of several awards including the Alberta Achievement Award from the Province of Alberta, the Lifetime Achievement Award from the Alberta Institute of Chartered Accountants and the University of Alberta Alumni Award of Excellence. He currently holds a number of corporate directorships in addition to Stantec, including the Forzani Group, Melcor Developments and several private companies. He is also the independent Chairman of the Edmonton Pipe Industry Pension Trust and Health & Welfare Funds, a director of the Mutual Fund Dealers Association of Canada, and a public Council member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta. Mr. Grace has been active over the past twenty-five years in numerous community and professional activities.

Susan E. Hartman has been a member of Stantec s board of directors since 2004. Ms. Hartman holds a bachelor of science degree in chemistry and has diverse experience in strategic planning, business management, mergers and acquisitions, operations, and international business development. In 1993 she started her own management consulting firm, The Hartman Group. Ms. Hartman continues as president and owner of The Hartman Group, leading the company s consulting services in the area of strategic and operational planning, overall business assessment, process optimization, and project management. She currently serves as a board member on QED Technologies and the SCORE Foundation.

Robert R. Mesel has been a member of Stantec s board of directors since 2004. Mr. Mesel is an experienced business professional with expertise in business development, administration, accounting, and finance. Prior to his retirement in 1997, Mr. Mesel was a director and/or trustee for many prestigious organizations, including the Financial Executive Institute (Northeast Ohio Chapter), Ohio Council for Economic Education, Greater Cleveland Salvation Army, and Canisius College. Mr. Mesel completed his bachelor of business administration in accounting at Canisius College, his masters of business administration at State University of New York, and the advanced management program at Harvard Business School. He is also the past president of BP Chemicals Inc. and Chase Brass & Copper Company.

All directors are re-elected annually.

Other Executive Officers

Donald W. Wilson is Stantec s Vice President & Chief Financial Officer. As part of the Executive Leadership Team, Mr. Wilson is in charge of the Financial Services and Corporate Development groups. He is responsible for financial services, investor relations, financial reporting, and Stantec s finances. Mr. Wilson joined Stantec in 1990 as the controller for Stanley Associates Engineering Ltd. He was appointed Vice President & Chief Financial Officer in 1994. In that same year, he was instrumental in Stantec s initial public offering, which resulted in Stantec being listed on the Toronto Stock Exchange under the symbol STN. Mr. Wilson is also actively involved with Stantec s acquisition program. Mr. Wilson graduated from the University of Saskatchewan, receiving a bachelor of commerce degree with distinction, majoring in accounting. He attained his chartered accountant designation in 1979. Mr. Wilson s outside commitments include membership on the Alberta Provincial Audit Committee. Past commitments have included serving as president of the Edmonton chapter of Financial Executives International, a former member of the Edmonton public school board s Business Leaders for Public Education, a past chairman and member of the board of

trustees of North West Regional College, a past director of the North Battleford Housing Authority, and a past director of Stantec.

Jeffrey S. Lloyd leads Stantec s Corporate Development group. The Corporate Development group is responsible for Stantec s acquisition program and legal affairs. Mr. Lloyd has been involved in each acquisition undertaken by Stantec since its initial public offering in 1994. Mr. Lloyd is a lawyer by profession, beginning his legal career with Cassels Brock & Blackwell LLP in Toronto where he practiced corporate law until 1994 with an emphasis on mergers and acquisitions and corporate finance. In 1994, Mr. Lloyd joined the Stantec organization as General Counsel at which time he assumed responsibility for the legal affairs of Stantec. In 1998, Mr. Lloyd was appointed a Vice President of Stantec Inc. with responsibility for the Corporate Development group, in addition to his responsibilities as Corporate Secretary. Mr. Lloyd holds a bachelor of science degree in business administration with a major in finance and real estate from the University of Denver and a bachelor of laws degree from Osgoode Hall Law School at York University. Mr. Lloyd is a member of the Law Society of Upper Canada and the Law Society of Alberta. In 1995, Mr. Lloyd completed the Canadian Institute of Chartered Accountants In Depth Tax Course, a two-year detailed income tax program. Mr. Lloyd is a member of the Synergy Network of Edmonton.

Committees of the Board

There are two committees of the board: (1) the Audit Committee and (2) the Corporate Governance and Compensation Committee.

Audit Committee

The Audit Committee is currently comprised of three members, William D. Grace (Chairman), E. John Finn and Robert R. Mesel. Stantec s board of directors has determined that each member of the Audit Committee is independent and financially literate as such terms are defined under the rules and regulations of the SEC, the New York Stock Exchange and Canadian securities laws. In addition, the board of directors has determined that Mr. Grace is an Audit Committee Financial Expert as such term is defined under the rules and regulations of the SEC and the New York Stock Exchange. The board believes that the composition of the Audit Committee reflects an appropriate level of financial literacy and expertise. During the financial year ended December 31, 2004, Stephen D. Lister (an independent director) was a member of this committee until his retirement on November 4, 2004, when Robert R. Mesel was appointed to fill that vacancy.

In summary, the Audit Committee monitors, evaluates, approves and makes recommendations on matters affecting our external audit, financial reporting and accounting control policies. The Audit Committee s mandate includes:

- reviewing and recommending for approval to the board, the annual audited financial statements and other continuous disclosure documents, including:
  a) the financial content of the annual report,

  b) the annual management information circular and proxy materials,

  c) the annual information form, and

  d) the management discussion and analysis section of the annual report;
- reviewing and authorizing the release of the quarterly unaudited financial statements including management discussion and analysis, quarterly interim report to shareholders and quarterly press release of our earnings;
- reviewing and recommending for approval to the board, all financial statements, financial reports, and the financial content of prospectuses, and any other reports requiring board approval prior to being submitted to any regulatory authority;

reviewing the Chief Executive Officer and Chief Financial Officer certification of annual and interim disclosure;

discussing with management our major financial risk exposures and the steps management has taken to monitor and control such exposures;

reviewing with management on an annual basis, our obligations pursuant to guarantees that have been issued and material obligations that have been entered into, and the manner in which these guarantees and obligations have been, or should be, disclosed in the financial statements.

reviewing and assessing, in conjunction with management and the external auditor:

a) the appropriateness of our accounting policies and financial reporting practices, and considering any available alternatives;

b) any significant proposed changes in financial reporting and accounting policies and practices to be adopted by us;

c) any new or pending developments in accounting and reporting standards that may affect or impact Stantec; and

d) the key estimates and judgments of management that may be material to our financial reporting;

assessing the performance of the external auditor and considering whether to recommend its annual appointment to the board for ultimate recommendation to the shareholders;

reviewing, approving and executing the annual engagement letter with the external auditor;

approving the engagement of the external auditor for all non-audit services and the fees for such services, and considering whether any non-audit service compromises the independence of the external audit work;

reviewing all fees paid to the external auditor for audit services and, if appropriate, recommending the fees for board approval;

reviewing with the external auditor the results of the annual audit examination;

reviewing any litigation, claim or other contingency, including tax assessments, that could have a material effect upon our financial position or operating results;

reviewing annually, or as required, the appropriateness of the system of internal controls and approval policies and practices concerning the expenses of our officers;

reviewing and approving the expense accounts of our board chair and the chief executive officer;

reviewing the adequacy of our insurance program;

reviewing and determining the disposition of any complaints received under our Whistle Blower Policy Complaint Resolution Process; and

reviewing and determining the disposition of any complaints received from our shareholders or any regulatory body.

The Audit Committee met six times in 2004. In addition to formal meetings, the members of the Audit Committee meet informally as required, either in person or by telephone. The Chairman of the Audit Committee provides regular reports at board meetings.

Corporate Governance and Compensation Committee

The Corporate Governance and Compensation Committee is comprised of four members: Robert J. Bradshaw (Chairman), Neilson A. Bertholf, Jr., William D. Grace and Susan E. Hartman. Stantec s board of directors has determined that each member of the Corporate Governance and Compensation Committee is independent and unrelated as such terms are defined under the rules and regulations of the SEC, the

New York Stock Exchange and Canadian securities laws. During the financial year ended December 31, 2004, Robert E. Flynn (an independent director) was a member of this committee until his retirement on November 4, 2004 when Susan E. Hartman was appointed to the committee to fill that vacancy.

This committee makes recommendations to the board on:

Corporate Governance Matters

- developments in the area of corporate governance generally;
- composition and size of the board;
- appropriate candidates for nomination to the board;
- providing an orientation and education program for new directors;
- evaluating the performance of the board, any committees, and individual directors;
- considering and approving any requests by an individual director to engage outside experts at our expense.

Compensation Matters

- compensation policies reflecting the rationale for each element of executive pay, including the link between compensation and performance and the level of competitiveness of the total compensation package;
- administration of our Employee Share Option Plan;
- executive management compensation, including bonuses, stock options, pensions and benefits;
- compensation for the Chief Executive Officer;
- senior management performance reviews;
- succession plans for executive management positions.

The Corporate Governance and Compensation Committee met once in 2004. In addition to formal meetings, the members of the committee meet informally as required, either in person or by telephone. The Chairman of the Corporate Governance and Compensation Committee provides regular reports at board meetings.

Compensation of Directors

Mr. Triffo, the Chairman of the Board, receives C$150,000 per year as a director fee retainer pursuant to an agreement with us. He is not paid any additional amounts for attending board committee meetings, chairing board meetings, or attending meetings or events in support of the company. This agreement with Mr. Triffo will end when he ceases to be the Chairman of the Board.

The President and CEO, Mr. Franceschini, is not compensated for acting as a director.

The remaining six directors are paid according to our director compensation program, which is intended to (1) encourage the directors to hold a continuing equity interest in us; (2) align the interests of directors with the interests of shareholders; and (3) attract and retain qualified Canadian and U.S. directors.

The director compensation program includes deferred share units (DSUs), each of which has the same value as one of our common shares; however, DSUs carry no voting rights and they cannot be transferred. DSUs cannot be exercised until death or retirement of a director, upon which, the value of a director s DSUs are paid in cash. Each DSU will be valued at our common share market price on the last trading day of the month of the death or retirement of the director. DSUs are granted on the last day of the previous quarter and once granted, the number of DSUs will not be adjusted even if the director dies or retires in the quarter to which a grant of DSUs relates. The number of DSUs held by directors and the number of DSUs to which

directors are entitled will be appropriately adjusted for any change in the number of our outstanding common shares that occurs by reason of any stock split, consolidation, or other corporate change.

The directors, other than Mr. Triffo and Mr. Franceschini, receive:

1,600 DSUs a year (400 per quarter);

An additional C$1,500 per quarter if they chair a board committee; and

C$1,800 for every board meeting or board committee meeting they attend.

During Stantec s financial year ending December 31, 2004, Stantec compensated its directors, other than Mr. Franceschini, approximately C$522,440. This figure includes the Chairman s compensation of C$150,000 and compensation paid or issued to outside directors as follows:

Chairman compensation	C$150,000
Chair and meeting fees	C$114,600
DSUs (valued at date of issue)	C$257,840

Executive Compensation

Summary Compensation Table

The following table summarizes the compensation of our Chief Executive Officer, Chief Financial Officer and the next three most highly compensated executive officers for the years indicated.

		Annual Compensation		Long-Term Compensation Awards	
Name and Principal Position	**Year**	**Salary**	**Bonus(1)**	**Securities under Options(2)**	**All Other Compensation**
A.P. Franceschini	2004	C$ 375,004	C$ 844,350	nil	C$ 9,000(3)
President & CEO	2003	C$ 367,793	C$ 717,338	150,000	C$ 11,250(4)
	2002	C$ 250,000	C$ 748,705	nil	C$ 6,500(3)
D.W. Wilson	2004	C$ 224,030	C$ 250,000	5,000	C$ 69,439(5)
Vice President & CFO	2003	C$ 196,165	C$ 195,000	6,500	C$ 5,500(3)
	2002	C$ 183,787	C$ 116,212	7,000	C$ 5,176(3)
R.L. Alarie	2004	C$ 233,649	C$ 350,000	5,000	C$ 3,750(3)
Executive Vice-President	2003	C$ 196,165	C$ 230,000	6,000	C$ 5,500(3)
Stantec Consulting Ltd.	2002	C$ 175,013	C$ 200,000	9,000	C$ 200,631(6)
M.E. Jackson	2004	C$ 218,460	C$ 250,000	5,000	C$ 5,869(3)
Senior Vice President	2003	C$ 176,542	C$ 205,000	8,000	C$ 5,100(3)
Stantec Consulting Ltd.	2002	C$ 165,009	C$ 135,000	8,000	C$ 200,255(7)
W.B. Lester	2004	C$ 230,994	C$ 350,000	5,000	C$ 6,192(3)
Executive Vice President	2003	C$ 220,664	C$ 350,000	7,000	C$ 6,000(3)
Stantec Consulting Ltd.	2002	C$ 225,000	C$ 325,000	12,000	C$ 5,500(3)

(1) Represents bonuses earned and calculated in respect of the indicated financial year.

(2) Options to purchase our common shares. See below for further information regarding option grants and exercises during the most recently completed financial 2 year.

(3) Represents a payment to the executive officer s registered retirement savings/employee share purchase plan.

(4) Represents a payment to Mr. Franceschini s registered retirement savings/employee share purchase plan (C$9,000) and a service award (C$2,250)

(5) Represents a payment to Mr. Wilson s registered retirement savings/employee share purchase plan (C$5,980) and a payout of vacation time that Mr. Wilson had accrued but not taken during his time at Stantec (C$63,459).

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(6) Represents a payment to Mr. Alarie s registered retirement savings/employee share purchase plan (C$5,176) and a performance payment arising in connection with the acquisition of PEL Group Inc. by Stantec Consulting Ltd. in 1997 (C$195,455).

(7) Represents a payment to Mr. Jackson s registered retirement savings/employee share purchase plan (C$4,800) and a performance payment arising in connection with the acquisition of PEL Group Inc. by Stantec Consulting Ltd. in 1997 (C$195,455).

Option Grants For Stantec Common Shares in Fiscal Year Ended December 31, 2004

Name	Securities under Options(1)	% of Total Options Granted to Employees in Financial Year	Price (C$/Common Share)	Market Value of Securities Underlying Options on the Date of Grant (C$/Security)	Expiration Date
A.P. Franceschini	Nil	0.00%	N/A	N/A	N/A
D.W. Wilson	5000(2)	2.99%	C$ 24.50	C$ 24.50	December 14, 2011
R.L. Alarie	5000(2)	2.99%	C$ 24.50	C$ 24.50	December 14, 2011
M.E. Jackson	5000(2)	2.99%	C$ 24.50	C$ 24.50	December 14, 2011
W.B. Lester	5000(2)	2.99%	C$ 24.50	C$ 24.50	December 14, 2011

(1) Options granted under our Employee Share Option Plan to purchase our common shares.

(2) 1,667 options are exercisable on December 14, 2005, 1,667 options are exercisable on December 14, 2006, and 1,666 options are exercisable on December 14, 2007.

Aggregated Option Exercises During the Most Recently Completed Financial Year and Financial Year-End Option Values

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (C$)	Unexercised Options at Financial Year End (#) Exercisable/ Unexercisable	Value of Unexercised In-the-Money Options at the Fiscal Year End(1) Exercisable/ Unexercisable
A.P. Franceschini	240,000	C$ 4,214,000	112,000 / 90,000	C$ 1,732,060 / C$210,300
D.W. Wilson	Nil	nil	26,335 / 11,665	C$ 493,258 / C$61,582
R.L. Alarie	4,700	C$ 70,560	5,000 / 12,000	C$ 46,900 / C$67,760

M.E. Jackson	Nil		nil	8,001 / 12,999	C$	78,516 / C$71,064
W.B. Lester	39,000	C$	690,200	2,334 / 13,666	C$	12,790 / C$83,390

(1) The closing price of our common shares on the Toronto Stock Exchange on December 31, 2004 was C$26.48.

Employee Share Option Plan

Our Employee Share Option Plan provides for the granting of options to purchase common shares to our directors, officers, employees, and consultants. The board of directors believes that issuing options to key individuals is an effective means of aligning the interests of these individuals with the interests of our shareholders.

At the time of the last amendment to the plan in March of 2002, 1,754,938 shares were reserved for issuance as options, which, together with certain individual option agreements which existed at the time, totaled 1,814,938 common shares, representing 10% of our issued and outstanding common shares at that time.

On February 24, 2005, the board of directors resolved to reset the number of shares reserved for issuance as options. Subject to shareholder approval, the Employee Share Option Plan has been amended to

reserve 1,892,718 common shares, being 10% of the current issued and outstanding common shares as of March 21, 2005. We do not issue any securities other than common shares.

Terms of the Plan

Each option granted has a maximum term of 10 years and is exercisable on terms determined by the board of directors, including vesting and restrictions on sale or other disposition of common shares acquired upon exercise of an option. The board of directors establishes the exercise price for options when issued, which in all cases cannot be less than (1) the closing price of our common shares on the Toronto Stock Exchange on the trading day immediately preceding the date of the grant; or (2) such lesser permissible amount under applicable legislation or the rules and regulations of the Toronto Stock Exchange.

Any common shares subject to an option, which is for whatever reason cancelled or terminated without having been exercised, are again available for grant under the plan.

The maximum number of common shares which may be reserved for issuance to insiders under the plan is 10% of the common shares outstanding at the time of the grant (on a non-diluted basis) less the aggregate number of common shares reserved for issuance to insiders under any other share compensation arrangement. In addition, the maximum number of common shares which may be issued to insiders under the plan within a one-year period is 10% of the common shares outstanding at the time of the issuance (on a non-diluted basis), excluding common shares issued under the plan or any other share compensation arrangement over the preceding one year period. The maximum number of common shares which may be issued to any one insider under the plan within a one year period is 5% of the common shares outstanding at the time of the issuance (on a non-diluted basis), excluding common shares issued to the insider in question under the plan or any other share compensation arrangement over the preceding one year period; however, any entitlement to acquire common shares granted pursuant to the plan or any other share compensation arrangement prior to the optionholder becoming an insider shall be excluded for the purposes of the limits set out above.

In addition, the maximum number of common shares which may be reserved for issuance to any one person is 5% of the common shares outstanding at the time of the grant (on a non-diluted basis) less the aggregate number of common shares reserved for issuance to such person under any other option to purchase common shares from treasury granted as compensation or incentive mechanism.

Should the number of issued and outstanding common shares change due to a stock dividend, split, consolidation, or other corporate change, the board would, with the approval of the Toronto Stock Exchange, make an appropriate adjustment to the terms of previously issued options.

If an optionholder ceases to be eligible for the plan for any reason other than death, each option held by that person ceases to be exercisable 30 days after that person becomes ineligible and any option or portion of an option not vested by the date of becoming ineligible cannot be exercised under any circumstances. These provisions apply regardless of whether the person is dismissed with or without cause.

Options are only assignable when an option holder dies and only by will or by the laws of descent and distribution. Following death of an option holder, his or her legal representative may exercise the options within six months after the date of death, but only to the extent that the options were by their terms exercisable on the date of death.

The board of directors may amend, suspend or terminate the plan or any portion thereof at any time in accordance with applicable legislation and subject to any required approval. With the consent of affected optionholders, the board of directors may amend or modify any outstanding option in any manner to the extent that the board would have the authority to initially grant such award, including, without limitation, to change the date or dates as of which an option becomes exercisable, subject to the prior approval of the relevant stock exchange. The board of directors also has the authority to adopt, amend and rescind administrative guidelines and other rules and regulations relating to the plan.

Shares Reserved and Options Granted

The following table shows shares reserved and options granted, exercised and available for grant:

	Plan Maximum	**Options Outstanding**	**Options Exercised**	**Options Available for Future Grant**
Balance as of March 21, 2005 (prior to proposed change)	1,754,938	1,012,833	697,365	44,740
Percentage of common shares outstanding as of March 21, 2005 (prior to proposed change)	9.27%	5.35%	3.68%	0.24%
Balance as of March 21, 2005 (after proposed change, based upon number of issued and outstanding common shares as of March 21, 2005)	1,892,718	1,012,833	0	879,885
Percentage of common shares outstanding as of March 21, 2005 (after proposed change)	10.00%	5.35%	0%	4.65%

Equity Compensation Plan Information

Plan Category	**Number of Securities to be Issued upon Exercise of Outstanding Options (a)**	**Weighted-average Exercise Price of Outstanding Options (b)**	**Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)**
Equity compensation plans approved by security holders	1,033,833	C$ 13.63	44,740(1)

(1) This number is equal to the maximum number of options to purchase common shares authorized to be issued under the Stantec Employee Share Option Plan (1,754,938) less 676,365 options which have been exercised over the life of the Stantec Employee Share Option Plan less the 1,033,833 options outstanding as at January 31, 2005.

Employment Agreements

Anthony P. Franceschini.

We have an employment contract with Mr. Franceschini, effective January 1, 2003, which provides that Mr. Franceschini will remain Stantec s President and CEO until December 31, 2008. The contract provides for (1) an

annual base salary of C$375,000, (2) an annual bonus of 1.5% of our annual income before deductions for employee performance bonuses, executive bonuses and taxes, and (3) options to purchase our common shares as follows:

Number of Options	Strike Price	Vesting Date	Expiry Date
30,000	C$ 16.10	January 3, 2004	January 3, 2010
30,000	C$ 18.85	January 3, 2005	January 3, 2011
30,000	C$ 21.60	January 3, 2006	January 3, 2012
30,000	C$ 24.35	January 3, 2007	January 3, 2013
30,000	C$ 27.10	January 3, 2008	January 3, 2013

If Mr. Franceschini is terminated without cause, he will receive a lump sum payment of C$750,000. Mr. Franceschini will also receive a C$750,000 lump sum payment if he terminates his employment within six-months of our undergoing a change in control. A change in control, for this purpose, is defined as a situation where a person acquires more than 50% of our common shares. A change in control also occurs

when the nominees of a person holding at least 30% of our common shares are elected as directors and comprise a majority of the board.

In all other cases Mr. Franceschini may end his employment after giving three months notice.

Mr. Franceschini s contract also restricts Mr. Franceschini from competing with us, soliciting our employees, and soliciting our clients for a period of two years following termination of his employment.

Donald W. Wilson

Stantec Consulting Ltd. has an employment contract with Donald W. Wilson effective October 31, 2001. The contract provides Mr. Wilson with a bi-weekly salary and a discretionary annual bonus. Mr. Wilson s bi-weekly salary was set at C$8,913 effective January 1, 2005. The contract does not have a fixed term and terminates upon certain events, including death, permanent incapacity and Mr. Wilson reaching the age of sixty-five. The contract may also be terminated by Stantec Consulting Ltd. with cause, by either Stantec Consulting Ltd. or Mr. Wilson without cause, or by Mr. Wilson upon a change of control.

If Stantec Consulting Ltd. terminates Mr. Wilson without cause, it must make a C$200,000 lump sum payment to him. Mr. Wilson will also receive a C$200,000 lump sum payment if he were to end his employment within six-months of us undergoing a change in control. A change in control, for this purpose, would occur where a person acquires more than 50% of our common shares or where the nominees of a person holding at least 30% of our common shares are elected as directors and comprise a majority of the board of directors. In all other cases, Mr. Wilson may end his employment after giving Stantec Consulting Ltd. three months notice.

Mr. Wilson s agreement restricts Mr. Wilson from competing with us, soliciting our employees, and soliciting our clients for a period of two years following termination of his employment.

Raymond L. Alarie

Stantec Consulting Ltd. also has an employment contract with Mr. Alarie effective January 1, 2005. This contract provides Mr. Alarie with a bi-weekly salary and a discretionary annual bonus. Mr. Alarie s bi-weekly salary was set at C$9,308.25 effective January 1, 2005. The contract does not have a fixed term and terminates upon certain events, including death, permanent incapacity and Mr. Alarie reaching the age of sixty-five. The contract may also be terminated by Stantec Consulting Ltd. with cause, by either Stantec Consulting Ltd. or Mr. Alarie without cause, or by Mr. Alarie upon a change of control.

If Stantec Consulting Ltd. terminates Mr. Alarie s employment without cause, it must pay him his base salary earned to the termination date, a termination bonus, and a one-year compensation payment. The termination bonus that would be paid to Mr. Alarie would be equal to the annual bonus earned by Mr. Alarie in respect of the previous fiscal year, pro-rated for that portion of the year, which elapses from the end of the previous fiscal year to the date of termination. If no bonus was paid to Mr. Alarie in respect of the previous fiscal year, the termination bonus will be based on the bonus paid, if any, to Mr. Alarie in respect of the fiscal year two years prior to the year the termination occurs. The one-year compensation payment is calculated as twenty-six (26) times Mr. Alarie s bi-weekly salary at the time of termination plus an amount equal to the bonus paid to Mr. Alarie in respect of the fiscal year prior to the year in which termination occurs or, if no bonuses have been paid to our Canadian employees generally in that year, an amount equal to the bonus, if any, paid to Mr. Alarie in respect of the fiscal year two years prior to the year in which termination occurs.

Mr. Alarie would also be paid his base salary earned to the termination date, a termination bonus, and a one-year compensation payment if he were to end his employment within six-months of us undergoing a change in control. A change in control, for this purpose, would occur where a person acquires more than 50% of our common shares or where the nominees of a person holding at least 30% of our common shares are elected as directors and comprise a majority of the board of directors. In all other cases, Mr. Alarie may end his employment after giving Stantec Consulting Ltd. three months notice.

Mr. Alarie s contract also restricts Mr. Alarie from competing with us, soliciting our employees, and soliciting our clients for a period of two years following termination of his employment.

Mark E. Jackson

Stantec Consulting Ltd. has an employment contract with Mr. Jackson effective October 31, 2001. The contract provides Mr. Jackson with a bi-weekly salary and a discretionary annual bonus. Mr. Jackson s bi-weekly salary was set at C$8,715 effective January 1, 2005. The contract does not have a fixed term and terminates upon certain events, including death, permanent incapacity and Mr. Jackson reaching the age of sixty-five. The contract may also be terminated by Stantec Consulting Ltd. with cause, by either Stantec Consulting Ltd. or Mr. Jackson without cause, or by Mr. Jackson upon a change of control.

If Stantec Consulting Ld. terminates Mr. Jackson without cause, it must make a C$100,000 lump sum payment to him, pay him a bonus equal to 35% of his base salary the previous year if no bonus has been paid that year, and pay him a bonus of 35% of his base salary in the termination year pro rated for that portion of the year which has elapsed to the date of termination. Mr. Jackson would also receive a C$100,000 lump sum payment and his bonuses should he end his employment within six-months of us undergoing a change in control. A change in control, for this purpose, would occur where a person acquires more than 50% of our common shares or where the nominees of a person holding at least 30% of our common shares are elected as directors and comprise a majority of the board of directors. In all other cases, Mr. Jackson may end his employment after giving Stantec Consulting Ltd. three months notice.

Mr. Jackson s contract also restricts Mr. Jackson from competing with us, soliciting our employees, and soliciting our clients for a period of two years following termination of his employment.

W. Barry Lester

Stantec Consulting Ltd. entered into an employment contract with W. Barry Lester effective December 19, 2002. The contract provides Mr. Lester with a bi-weekly salary and a discretionary annual bonus. Mr. Lester s bi-weekly salary was set at C$9,308.25 effective January 1, 2005. The contract does not have a fixed term and terminates upon certain events, including death, permanent incapacity and Mr. Lester reaching the age of sixty-five. The contract may also be terminated by Stantec Consulting Ltd. with cause, by either Stantec Consulting Ltd. or Mr. Lester without cause, or by Mr. Lester upon a change of control.

If Stantec Consulting Ltd. terminates Mr. Lester s employment without cause, Stantec Consulting Ltd. must pay him his base salary earned to the termination date, a termination bonus, and a one-year compensation payment. The termination bonus that would be paid to Mr. Lester would be equal to the bonus earned by Mr. Lester in the previous fiscal year pro-rated for that portion of the year which elapses from the end of the previous fiscal year to the date of termination. If no bonus was paid to Mr. Lester in the previous fiscal year, the termination bonus will be based on the bonus paid, if any, to Mr. Lester in the fiscal year two years prior to the year the termination occurs. The one-year compensation payment is calculated as twenty-six (26) times Mr. Lester s bi-weekly salary at the time of termination plus an amount equal to the bonus paid to Mr. Lester in respect of the fiscal year prior to the year in which termination occurs or, if no bonuses have been paid to our Canadian employees generally in that year, an amount equal to the bonus, if any, paid to Mr. Lester in respect of the fiscal year two years prior to the year in which termination occurs.

Mr. Lester would also be paid his base salary earned to the termination date, a termination bonus, and a one-year compensation payment if he were to end his employment within six-months of us undergoing a change in control. A change in control, for this purpose, would occur where a person acquires more than 50% of our common shares or where the nominees of a person holding at least 30% of our common shares are elected as directors and comprise a majority of the board of directors. In all other cases, Mr. Lester may end his employment after giving Stantec Consulting Ltd. three months notice.

Mr. Lester s contract also restricts Mr. Lester from competing with us, soliciting our employees, and soliciting our clients for a period of two years following termination of his employment.

Information Concerning the Special Meeting

Keith Special Meeting

We are furnishing this document to you as part of the solicitation of proxies by Keith s board of directors for use at the special meeting in connection with the proposed merger. This document provides you with the information you need to know to be able to vote or instruct your vote to be cast at the special meeting.

Date, Time and Place

The special meeting is scheduled to be held at 10:30 a.m. Pacific Time, on [ ] at 19 Technology Drive, Irvine, California 92618, unless it is postponed or adjourned. The telephone number at that address is (949) 923-6001.

Purpose of the Special Meeting

This proxy statement/prospectus is being provided by, and the enclosed proxy is solicited by and on behalf of, Keith s board of directors for use at a special meeting of Keith shareholders. The Keith board of directors:

- has unanimously determined that the merger is fair to and in the best interests of Keith and its shareholders;
- has unanimously approved and declared advisable the merger agreement; and
- unanimously recommends that Keith common shareholders vote **FOR** the approval of the merger agreement and its terms;

The purpose of the special meeting is for the shareholders of Keith to consider and vote upon the approval of the merger agreement and its terms, and other procedural matters incident to the conduct of the special meeting.

Record Date; Voting Power

Only holders of shares of Keith common stock as of the close of business on July 7, 2005, which is the record date for the special meeting, will be entitled to receive notice of and to vote at the special meeting and any adjournments or postponements of the special meeting. Each share of Keith common stock is entitled to one vote at the special meeting. At the record date, 7,996,604 shares of Keith common stock were issued, outstanding and entitled to vote at the special meeting.

Keith s issued and outstanding options do not have voting rights. Accordingly, record holders of Keith options will not be entitled to vote at the special meeting.

Required Vote; Quorum; How to Vote

Required Vote. The affirmative vote of the holders of a majority of the outstanding shares of Keith common stock as of the record date is required to approve the merger agreement.

Because the required vote of the shareholders with respect to the merger agreement is based upon the total number of outstanding shares of Keith common stock, the failure to submit a proxy card (or to vote in person at the special meeting) or the abstention from voting by a shareholder will have the same effect as a vote against approval of the merger agreement and against the merger. Brokers holding shares of Keith common stock as nominees will not have discretionary authority to vote those shares in the absence of instructions from the beneficial owners of those shares, so the failure to provide voting instructions to your broker will also have the same effect as a vote against the merger.

The obligation of Keith and Stantec to consummate the merger is subject to, among other things, the condition that the Keith shareholders approve the merger agreement. If Keith s shareholders fail to approve

the merger agreement at the special meeting, each of Keith and Stantec will have the right to terminate the merger agreement. See The Merger Agreement Termination.

Quorum. The holders of a majority of the shares of Keith common stock outstanding on the record date must be present, either in person or by proxy, at the special meeting to constitute a quorum. In general, abstentions and broker non-votes are counted as present or represented at the special meeting for the purpose of determining a quorum for the special meeting.

How to Vote. A shareholder may vote in person at the special meeting or by proxy without attending the special meeting. To vote by proxy, a shareholder will have to complete the enclosed proxy card, sign and date it and return it in the enclosed postage prepaid envelope.

If you are a registered shareholder (that is you own Keith common stock in your own name and not through a broker, nominee or in some other street name capacity), you may vote by proxy by using the accompanying proxy card. When you return a proxy card that is properly signed and completed, the shares of Keith common stock represented by the proxy will be voted as you specify in the proxy card.

If your shares are held in street name, your broker will vote your shares for you only if you provide instructions to your broker on how to vote your shares. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. If you do not give your broker voting instructions, under the rules of the NASD, your broker may not vote your shares on the merger proposal. If you do not give your broker voting instructions and the broker does not vote your shares, this is referred to as a broker non-vote. Broker non-votes have the same effect as a vote against the approval of the merger agreement and against the merger.

If your shares are held in street name and you wish to vote those shares in person at the special meeting, you must obtain from your broker holding your Keith common stock a properly executed legal proxy identifying you as a Keith shareholder, authorizing you to act on behalf of the broker at the special meeting and identifying the number of shares with respect to which the authorization is granted.

All properly submitted proxies that are not revoked will be voted at the special meeting as instructed on those proxies. Submitted proxies containing no instructions will be voted in favor of approval of the merger agreement and its terms.

Revocation of Proxy

A shareholder who submits a proxy may revoke it at any time before it is voted by:

- sending a written notice to the proxy solicitation agent stating that the earlier proxy is revoked;
- submitting a proxy bearing a later date (using a new proxy card and following the instructions provided on the proxy card); or
- attending the special meeting, revoking your proxy and voting in person.

If you hold your shares through a broker, you must give new instructions to your broker prior to the special meeting or obtain a properly executed legal proxy from your broker to revoke your prior instructions and vote in person at the special meeting.

Expenses of Solicitation

Keith and Stantec have agreed to share equally the costs of filing, printing and mailing Stantec s registration statement on Form F-4 and this proxy statement/ prospectus. In addition to soliciting proxies by mail, directors, officers and employees of Keith or Stantec, without receiving additional compensation, may solicit proxies by telephone, by facsimile or in person. Arrangements may also be made with brokerage firms and other custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of shares of Keith common stock held of record by these persons, and Keith will reimburse these brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith. In addition, The Altman Group, Inc. has been retained by Keith to assist in the solicitation of proxies and Keith may also retain an additional solicitor. The Altman Group, Inc. may contact holders of shares of Keith common stock by mail, telephone, facsimile, telegraph and personal interviews and may request brokers, dealers and other nominee shareholders to forward materials to beneficial owners of shares of Keith common stock. The Altman Group, Inc. will receive US$10,000 as compensation for its services and will be reimbursed for certain customary out-of-pocket expenses.

Exchange of Share Certificates

You should not send stock certificates with your proxies.

Transmittal documents for the surrender of Keith common stock certificates in exchange for the merger consideration will be mailed to the holders of Keith common stock as soon as practicable after the effective time of the merger.

Questions About Voting Your Shares

If you have any questions about how to vote or direct a vote in respect of your Keith common stock, you may call:

The Keith Companies, Inc.
19 Technology Drive
Irvine, California, USA 92618-2334
Phone: (949) 923-6001 Fax: (949) 923-6026
Attention: Investor Relations

The Altman Group, Inc.
1275 Valley Brook Avenue
Lyndhurst, NJ 07071
Phone: (201) 806-2205
Attention: Charlotte Brown

Miscellaneous

The grant of a proxy will confer discretionary authority on the persons named in the proxy as proxy appointees to vote in accordance with their best judgment on procedural matters incident to the conduct of the special meeting. Proxy holders may not use their discretionary authority to vote to adjourn or postpone the special meeting.

The Merger

Background of The Merger

As part of Keith s long-term strategy to grow its business, diversify its operations and increase shareholder value, the Keith board of directors and senior management have, from time to time, considered a variety of potential strategic alternatives, which have included potential transactions with other companies as well as remaining an independent public company and consummating acquisitions or mergers with other companies.

Beginning in March of 2003, Keith engaged in periodic discussions with Stantec regarding a potential acquisition of Keith by Stantec. On April 22, 2003, members of the Keith senior management met with members of Stantec s senior management at Keith s principal executive offices in Irvine, California. Periodic discussions between Keith s Chairman and Chief Executive Officer, Aram Keith, and Stantec s President and Chief Executive Officer, Anthony Franceschini, continued intermittently during the period between April 2003 and December 2003. Although there were general discussions on valuation approaches, no formal proposals were made with respect to potential financial terms for a combination. In May 2003, Keith contacted Bear Stearns to discuss a possible engagement to assist Keith in evaluating the suitability of Stantec as an acquiror and to act as Keith s financial advisor with respect to a potential sale of Keith. In December 2003, discussions between Stantec and Keith were suspended after the parties were unable to agree on valuation.

Following the suspension of discussions with Stantec, the Keith board of directors and senior management examined Keith s strategic direction and positioning in the market. Although the results of operations of Keith had improved over the three years ended December 31, 2003, Keith common stock had traded as high as $25.63 per share in March 2001 and as low as $7.60 in October 2001 and was trading at $13.62 at the end of 2003. Keith continued to be highly reliant on the residential real estate services sector in California, which made it vulnerable to cyclical changes in that sector or geographic region. Keith had planned to be able to diversify its business through the implementation of an acquisition program; however, its last acquisition had occurred in March 2002. Further, the relatively small size of Keith made it difficult to attract an institutional following in the financial markets. The board of directors and senior management concluded that it would be unlikely to maximize shareholder value unless it was able to successfully execute on an aggressive acquisition program that would allow it to materially grow its business and diversify its operations. An alternative would be to seek an acquiror of the company.

In early 2004, senior management of Keith developed a list of potential acquirors of Keith. Included on that list was Stantec. During 2004, Mr. Keith contacted the entities on the list of potential acquirors or their financial advisors to assess their interest in a strategic transaction. While most of the entities that Keith contacted indicated that they had limited interest in pursuing a transaction, one such company entered into a confidentiality agreement and conducted preliminary investigations into effecting a transaction. These preliminary discussions terminated when the potential acquirer indicated that it was unwilling to consider an acquisition price representing a premium to the prevailing market price for Keith s common stock. Mr. Keith periodically reported to the Keith board of directors regarding these contacts. No formal proposal to acquire Keith resulted from these discussions.

Up through the first quarter of 2005, Keith continued to evaluate potential acquisition targets. As part of this process, in August 2003, Keith engaged Houlihan Lokey Howard & Zukin to assist it in its search for potential candidates for Keith to consider acquiring. During this period, Keith was presented with over 100 potential candidates for Keith to acquire. Although Keith conducted formal due diligence on the most promising candidates and, in some instances, negotiated the terms of a potential transaction, none of the candidates ultimately met Keith s acquisition and valuation criteria. Keith evaluated potential acquisitions based upon a variety of factors, including, industry and geographic considerations such as Keith s goal to diversify its business across geographic regions and industries; the professional qualifications and skills of the candidate s professional staff; the quality of the candidate s customers and the history of the candidate s relationship with its customers; the candidate s results of operations and the quality of its earnings; the purchase price sought by the candidate s shareholders; whether the transaction would be accretive or dilutive to Keith; and the EBIT, operating profit margins and various balance sheet ratios of the candidate.

During the period from January 2004 to January 2005, Mr. Keith and Mr. Franceschini maintained informal contacts with one another, but did not discuss further plans for a combination. In early January 2005, during one of these informal contacts, Mr. Franceschini informed Mr. Keith that Stantec might be interested in renewing discussions. Mr. Keith informed the Keith board of directors of this expression of possible interest at its regular meeting on February 8, 2005 and indicated he expected further contacts with Stantec following Keith s earnings announcement, scheduled for February 10, 2005. The board of directors of Keith authorized management to take appropriate steps to evaluate the interest level of Stantec, including Stantec s expectations regarding valuation. The board of directors directed management to assess Stantec s interest level on a relatively expedited basis and avoid extended discussions of the type that had occurred with Stantec in 2003. On February 10, 2005, Mr. Franceschini contacted Mr. Keith and informed him that Stantec was prepared to propose the terms of a potential transaction, subject to board approval and customary due diligence. Mr. Keith requested that any proposal be approved by the Stantec board of directors prior to presentation to Keith.

On February 18, 2005, Keith and Stantec entered into a confidentiality agreement. On February 25, 2005, Mr. Franceschini informed Mr. Keith in a telephone conversation that the board of directors of Stantec had authorized him to discuss the financial terms of a proposal to acquire all of the outstanding shares of Keith. The proposal, which was non-binding, contemplated an all stock transaction where each share of Keith common stock would be exchanged for the right to receive 0.85 of a Stantec common share. Based on the trading price of Stantec common shares on the Toronto Stock Exchange and the Canadian/ U.S. dollar exchange rate on that date, senior management of Keith estimated that such a transaction would yield a value of approximately US$17.35 per share to the Keith shareholders. Mr. Franceschini requested a meeting with the senior management of Keith to review the proposal.

On March 3, 2005, Mr. Franceschini visited Keith s principal executive offices in Irvine, California and met with Mr. Keith, Edward Muller, a member of the Keith board of directors, Eric Nielsen, President and Chief Operating Officer of Keith, Gary Campanaro, Chief Financial Officer and a member of the board of directors of Keith and Thomas Braun, Keith s President, Real Estate Development Services. During this meeting, Mr. Franceschini made a presentation to the Keith representatives in which he reviewed the non-binding proposal he had discussed with Mr. Keith on the telephone and discussed Stantec s view of the strategic advantages of a combination of the two companies and the financial rationale for the Stantec proposal.

On March 4, 2005, at a regularly scheduled meeting of the board of directors of Keith, Mr. Keith discussed the Stantec proposal with the Keith board of directors. Following this discussion, the board of directors authorized management to engage Bear Stearns to assist Keith in evaluating Stantec s proposal and the potential combination of the two companies.

On March 10, 2005, the board of directors of Keith held a special meeting at the Los Angeles offices of its legal counsel, Akin Gump Strauss Hauer & Feld LLP. In addition to the members of the board, the meeting was attended by Mr. Nielsen and Jules Miller, General Counsel of Keith. During that meeting, Bear Stearns made a presentation to the board of directors concerning various valuation metrics. Bear Stearns presentation included an examination of Keith s and Stantec s historical stock price performance, a summary of Wall Street analyst commentary relating to both companies and a comparison of the value of Stantec s offer with precedent transactions in Keith s industry. Bear Stearns presentation also included a comparison of Stantec s all stock offer with an offer which was comprised of cash and stock. Keith s management presented the board of directors with an extensive analysis of the risks and opportunities facing Keith as a stand-alone entity. Thereafter, the board of directors reviewed and engaged in a lengthy discussion regarding the proposal from Stantec, concluding that the valuation inherent in the proposal was unsatisfactory and expressing a preference for a transaction with a fixed value, consisting of a mix of stock and cash. Akin Gump led a discussion regarding the applicable fiduciary duties of a board considering a sale of a company. This discussion included consideration of whether an auction of Keith would maximize shareholder value. The board of directors of Keith determined in its business judgment based on information provided by Bear Stearns and management concerning the communications with prospective acquirors that an auction at that time would likely not be the best means to maximize shareholder value. The board of directors instructed

management to continue with negotiations to determine if a higher value and more favorable terms were achievable with Stantec.

At this meeting, the Keith board of directors, senior management of Keith and the representatives of Bear Stearns and Akin Gump also discussed other material transactional issues, such as flexibility for the board to consider superior proposals, break-up fees, representation on the Stantec board following a merger, due diligence and timing. The Keith board of directors approved the terms of the engagement of Bear Stearns as Keith s financial advisor. On March 11, 2005, Bear Stearns and Keith executed an engagement letter in which Keith engaged Bear Stearns as its financial advisor.

On March 17, 2005, Mr. Franceschini met with representatives of Keith senior management and Bear Stearns at Keith s principal executive offices in Irvine, California. At that meeting, Bear Stearns presented its determination that, if Stantec were to modify its offer such that it involved a mix of 50% Stantec common shares and 50% cash instead of all common shares, Stantec could increase its offer without eliminating the accretive effect of the transaction. Following Bear Stearns presentation analyzing the financial impact of the merger on the two companies, representatives of Keith made a non-binding proposal for a merger with a fixed value of US$23.00 per share, comprised of US$11.50 in cash and US$11.50 in Stantec common shares, computed based on the trading value of the Stantec common shares at the closing of the merger.

On March 21, 2005, Mr. Franceschini informed Mr. Keith in a telephone conversation that Stantec was willing to increase the price it was willing to offer to US$20.91 per share and agree to terms consisting of half cash and half Stantec common shares, but consisting of a fixed number of shares rather than the fixed value proposed by Keith. Mr. Keith indicated that the revised price and terms were still not satisfactory. A number of conversations between representatives of Stantec and Keith took place over the course of the next several days regarding valuation issues and terms.

On March 24, 2005, Mr. Franceschini confirmed to Mr. Keith that Stantec was willing to increase the price it was willing to pay to US$22.00 per share but would not consider a change in terms. The terms proposed were US$11.00 and 0.46 of a Stantec common share. During the morning of March 28, 2005, Mr. Keith and Mr. Franceschini held a telephone conversation in which Mr. Keith indicated that he would recommend the Stantec offer to the Keith board of directors if it were modified to provide for US$11.00 cash and US$11.00 of Stantec common shares, computed by reference to the average trading price of the Stantec common shares at the time of a closing. At a special meeting of the board of directors of Keith held on that date, attended by the members of the board, Mr. Nielsen, Mr. Miller and representatives of Bear Stearns and Akin Gump, the board directed Mr. Keith to inform Stantec that the price and terms were still not satisfactory. On March 29, 2005, Mr. Franceschini countered with US$11.00 cash, US$5.50 of Stantec common shares computed by reference to the average trading price of the Stantec common stock at the time of the closing of the merger and 0.23 of a Stantec common share. Mr. Keith agreed to consult with the Keith board of directors and respond to Mr. Franceschini by the following day.

During the period from March 25, 2005 to March 30, 2005, Akin Gump and Jeff Lloyd, General Counsel to Stantec, exchanged drafts of a summary of non-binding terms for the acquisition of Keith by Stantec and held several telephone conversations during which the summary of non-binding terms were finalized.

On the morning of March 30, 2005, the Keith board of directors held a telephonic meeting during which Keith management presented its analysis of the proposal. Akin Gump summarized the terms of the proposal and discussed the fiduciary duties of the board of directors. Representatives of Bear Stearns presented their analysis of the proposal and the proposed purchase price, including an analysis of the sensitivity of the stock portion of Stantec s proposal to market conditions and its impact on expected value to Keith s shareholders. The Keith board of directors engaged in a lengthy discussion regarding the proposal, which included consideration of whether any other alternatives were reasonably available that would provide greater value to the Keith shareholders, including continuation as an independent entity or sale to another potential buyer. The board of directors also considered whether conducting an auction would likely result in the maximization of shareholder value. The board of directors reviewed the efforts by management to generate interest among numerous potential acquirors and the results of those efforts. The board of directors determined in its business

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judgment that an auction was unlikely to result in a superior offer to the Stantec proposal, and that the Stantec proposal was the best alternative reasonably available to Keith shareholders in the near term. The board of directors directed management to once again request Stantec to fix the value of the Stantec common stock to be paid in the merger and the meeting was adjourned until such time as Mr. Keith could conclude those discussions. Later that afternoon, the special meeting reconvened and Mr. Keith reported to the Keith board of directors that Stantec was unwilling to modify its proposal. After a discussion, the board of directors of Keith authorized management of Keith to proceed to conduct due diligence and negotiate definitive agreements substantially in accord with the summary of non-binding terms, subject to approval by the board of directors prior to the execution of a definitive merger agreement.

During the weeks of April 3, 2005 and April 10, 2005, each of Stantec and Keith conducted a comprehensive due diligence investigation of the other party.

On April 3, 2005, Shearman & Sterling LLP, legal counsel for Stantec, distributed the first draft of the definitive merger agreement to Akin Gump. Over the course of the next eleven days, the parties negotiated the terms of the definitive merger agreement as well as the form of stockholders support agreement.

On April 5, 2005, the Keith board of directors held a telephonic meeting attended by representatives of Akin Gump and Bear Stearns to discuss the initial draft of the merger agreement. Prior to the meeting, copies of the draft merger agreement and a summary of the terms of the merger agreement and other supporting materials prepared by Akin Gump were distributed to the board of directors. During the meeting, the board expressed the view that the shareholders of Keith should be able to elect to receive cash or stock as merger consideration, with any excess elections to be prorated. With respect to the merger agreement, Akin Gump indicated that it had concerns regarding several terms of the proposed merger agreement, including, among others:

- the significant number of conditions to Stantec s performance of its obligations at closing;

- the absence of a requirement that Keith receive a tax opinion from its counsel as a condition to Keith s performance of its obligations at closing;

- the requirement that the Stantec common stock be listed on the New York Stock Exchange or the Nasdaq National Market as a condition to Stantec s performance of its obligations at closing;

- the requirement that key members of Keith management execute employment agreements as a condition to Stantec s performance of its obligations at closing;

- the treatment of the outstanding stock options and restricted shares of Keith;

- a requirement that Keith have a minimum cash balance at closing of at least US$48 million;

- the limitation on Keith s ability to terminate the agreement in response to an unsolicited acquisition proposal with superior terms; and

- the obligation to pay Stantec s expenses in addition to a break-up fee in the event the agreement was terminated in certain circumstances by Keith.

At the conclusion of the meeting, the board of directors directed Akin Gump to submit its proposed changes to the merger agreement, including the request that the Keith shareholders have a right to elect between the forms of merger consideration, to Shearman & Sterling LLP.

Between April 5, 2005 and April 11, 2005, Akin Gump and Shearman & Sterling LLP continued to negotiate the terms and conditions of the definitive transaction documents. On April 11, 2005, the Keith board of directors convened a telephonic board meeting to discuss the status of the negotiations. Also present at this meeting were representatives of Akin Gump, Bear Stearns, Mr. Nielsen and Mr. Miller. Prior to the meeting there had been

distributed to each of the members of the board revised drafts of the transaction documents and a summary of the status of the negotiations prepared by Akin Gump. Akin Gump reported that during the course of its discussions with Shearman & Sterling LLP between April 7, 2005 and April 10, 2005, Akin Gump, in consultation with senior management of Keith, had managed to resolve a substantial

number of issues that had been of concern to the board of directors at its last meeting. Although the Keith board of directors was pleased with the progress made during the prior days with respect to closing conditions and merger consideration, they remained concerned that the merger agreement still included conditions to Stantec s obligations at closing tied to Keith having a minimum cash balance of US$48 million at closing and the execution of employment agreements by key members of Keith management; the merger agreement did not provide the Keith board of directors the right to terminate the merger agreement in the event that Keith received a superior offer from a third party; and the merger agreement continued to provide for the payment of Stantec s expenses in addition to a break up fee. After consultation with Akin Gump, the Keith board of directors determined that it needed to continue to press for the elimination of the execution of employment agreements by the managers as a condition, the elimination of the payment of expenses and the inclusion of a right to terminate the merger agreement in the event of receipt of a superior offer from a third party. The Keith board of directors considered the latter term particularly important so as to afford it the opportunity to continue to exercise its fiduciary duties following a signing of a merger agreement. With respect to the condition that Keith have a minimum cash balance of $48 million at closing, Bear Stearns advised the board that such a condition was reasonable in light of the context of the earlier negotiations on the amount of the merger consideration, but that the level should be set at an amount that management was comfortable could be achieved. At this meeting, representatives of Bear Stearns, Akin Gump and the Keith management also presented the Keith board of directors with a report on their due diligence investigation.

Discussions between Akin Gump and Shearman & Sterling LLP continued during the period from April 11, 2005 to April 13, 2005 in an effort to resolve remaining open issues in the merger agreement. During this period, Keith and Stantec substantially finalized the merger agreement and the other transaction documents and completed their respective due diligence investigations. On the evening of April 13, 2005, the Keith board of directors held a special telephonic meeting. Also participating in this telephonic meeting were Mr. Nielsen and Mr. Miller of Keith and representatives of Akin Gump and Bear Stearns. Prior to that meeting, there had been distributed to the Keith board of directors copies of the merger agreement and other transaction documents in substantially the form they were subsequently executed. Akin Gump also distributed to the Keith board of directors a legal memorandum. At the meeting, Akin Gump summarized the resolution of issues that had previously been considered by the Keith board of directors. Akin Gump reported that Stantec had agreed to Keith s request for a right of termination in the event of a superior third party offer if Keith agreed to pay Stantec s expenses in addition to a break-up fee. Stantec also agreed to eliminate the execution of the employment agreements as a condition to closing. After discussion with senior management of Keith, Stantec agreed to fix Keith s minimum cash balance at closing at US$40 million. The Keith board of directors expressed concern that the merger agreement continued to obligate Keith to pay Stantec s expenses in addition to a break-up fee in the event of termination in certain circumstances. Akin Gump informed the board that Stantec was insistent on this provision but the aggregate of the break up fee and expenses reasonably likely in this circumstance were within the range of break-up fees allowed by the courts in the exercise of a board s fiduciary duties. At the meeting, Bear Stearns reported that it was prepared to issue its fairness opinion, if requested.

During the morning of April 14, 2005, the board of directors of Keith convened a special meeting at the principal executive offices of Keith in Irvine, California. The meeting was attended by all members of Keith s board of directors, Mr. Nielsen, Mr. Miller and representatives of Akin Gump and Bear Stearns. Prior to the meeting, copies of the draft merger agreement, draft stockholders support agreement and letter between Stantec and Mr. Keith (each in substantially the form subsequently executed), and legal memoranda were distributed to the board of directors. During the meeting, Akin Gump presented the board of directors with a detailed analysis of the terms of the transaction and reviewed the board of directors fiduciary duties. Members of management provided its recommendations to the board of directors. Bear Stearns then gave a presentation to the board of directors during which it reviewed for the members of the board its analysis leading to the conclusions set forth in its written opinion, which analysis is described in greater detail below in the section entitled Opinion of Keith s Financial Advisor. Bear Stearns then orally presented the opinion of Bear Stearns, confirmed in writing by Bear Stearns in a letter delivered to Keith s board of directors at the meeting, that as of April 14, 2005, based on the qualifications, assumptions, limitations and other matters set forth in the letter, the consideration per share to be received by Keith s public shareholders in the merger of

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(i) US$11.00 per share, (ii) 0.23 of a Stantec common share and (iii) an amount of Stantec common shares equal to US$5.50 divided by the 20 day simple average of the daily weighted average trading price of Stantec common shares, was fair to the Keith public shareholders from a financial point of view. Following a further discussion, the Keith board of directors unanimously approved the merger and the merger agreement and the other transaction documents and unanimously resolved to recommend that Keith s shareholders vote their shares in favor of the merger agreement and its terms.

At approximately 1:45 pm California time on April 14, 2005, Keith and Stantec executed and delivered the merger agreement and shortly afterwards issued a joint press release announcing the execution of the merger agreement.

Recommendation of the Keith Board of Directors

KEITH S BOARD OF DIRECTORS HAS DETERMINED THAT THE MERGER AGREEMENT AND THE MERGER ARE FAIR TO, AND IN THE BEST INTERESTS OF, THE KEITH PUBLIC SHAREHOLDERS AND HAS APPROVED AND DECLARED ADVISABLE THE MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT AND ITS TERMS.

In considering the recommendation of the Keith board of directors with respect to the merger, you should be aware that certain directors and officers of Keith have interests in the merger that are different from, or are in addition to, the interests of Keith shareholders generally. See Interests of Keith and Stantec Executive Officers and Directors in the Merger.

Reasons for Keith s Board Recommendation

The following discussion of the information and factors considered by the Keith board of directors is not, and is not intended to be, exhaustive. In light of the variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the Keith board of directors did not find it practicable to, and did not, quantify or otherwise attempt to assign relative weights to the various factors considered in reaching its determination. In addition, the Keith board of directors did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to the ultimate determination of the Keith board of directors, but rather, the Keith board of directors conducted an overall analysis of the factors described below, including discussions with and questioning of members of the Keith senior management and legal and financial advisors. The Keith board of directors viewed its position and recommendation as being based on the totality of the information presented. In the course of reaching its decision to approve the merger agreement and the merger, the Keith board of directors consulted with members of the Keith senior management, legal counsel and its financial advisor, reviewed a significant amount of information and considered a number of factors, including, among others, the following factors:

- the current state of Keith s business, including the fact that continued expansion and geographic and industry diversification, each of which was considered essential to protect its competitive position, would require significant future investment in the expansion of its operations, infrastructure, technology platform and managerial team;

- Keith s prospects and strategic objectives to expand its market share and diversify its service offerings, which are limited by a shortage of attractive acquisition targets meeting Keith s acquisition criteria, expansion opportunities and qualified employees;

- Keith s dependence on the residential real estate market in California and the fact that a decline in demand in this market sector could have a disproportionate effect on its net revenues and profitability;

- the range of possible benefits to Keith shareholders of continuing to operate independently and the timing and the likelihood of accomplishing growth and diversification of Keith s service offerings by

operating independently, and the Keith board of directors assessment that the merger with Stantec presented a superior alternative to continuing to operate independently; and

the limited attention of the public market to small capitalization stocks outside the technology sector, such as Keith.

In the course of its deliberations, the Keith board of directors also considered, among other things, the following positive factors regarding the proposed merger with Stantec:

the fact that as of April 13, 2005, the trading day prior to approval of the merger by the Keith board of directors, the value of the merger consideration represented a premium of approximately US$4.87, or 28.6% over the US$17.00 closing sale price for Keith common stock as reported on the Nasdaq National Market on April 13, 2005;

management s review of the companies which might be expected to be interested in acquiring Keith and management s discussion with several companies regarding their interest in an acquisition and the preliminary discussion by members of the Keith senior management with certain of these potential acquirors and the lack of any offers to acquire Keith, all of which led the board to believe that the likelihood of obtaining a superior offer, either through an auction or otherwise, was outweighed by the benefits to the Keith shareholders of the merger;

geographic and industry diversification achieved by a combination with Stantec would reduce Keith s exposure to cyclicality within the residential real estate service sector;

the financial presentation and written opinion of Bear Stearns to the Keith board of directors to the effect that, as of April 14, 2005, and based on the qualifications, assumptions, limitations and other matters set forth in its written opinion, the consideration to be received by the public shareholders of Keith pursuant to the merger agreement is fair, from a financial point of view, to those holders (the full text of this opinion, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Bear Stearns in connection with the opinion, is attached as Appendix B to this proxy statement/ prospectus);

the likelihood that the proposed acquisition would be consummated, in light of the conditions to the parties obligations to complete the merger and the reputation and financial capabilities of Stantec;

the extensive arms-length negotiations between Stantec and Keith, leading the board to believe that the merger consideration offered by Stantec represented the highest amount Stantec would agree to pay and that the terms of the merger agreement and related documents, including the parties representations, warranties and covenants, and the conditions to their respective obligations, were as favorable to Keith as Stantec would be willing to accept;

the potential for synergies between Stantec and Keith, which include diversification of service offerings and geographic coverage, Keith s opportunity to integrate Stantec s more advanced enterprise reporting and management technology systems and other overhead cost savings, that could lead to improved prospects for growth and revenue generation at Stantec, which would benefit former Keith shareholders;

the fact that pursuant to the merger agreement, Keith is not prohibited from responding in the manner provided in the merger agreement to certain alternative proposals which the Keith board of directors determines may constitute a superior offer and where Keith s board of directors determines in good faith, after consultation with independent legal counsel, that failure to respond would cause the members of the Keith board of directors to breach their fiduciary duties under applicable law; and

the fact that the provisions of the merger agreement allow Keith s board of directors, under certain circumstances to withdraw its recommendation for the approval of the merger or terminate the merger agreement if it is

presented with a superior proposal.

In the course of its deliberations, the Keith board of directors also considered, among other things, the following negative factors regarding the proposed merger:

the risk that the announcement and pendency of the merger could have a material adverse impact on Keith s business and operations;

the risk that the merger may not be completed if either Keith s or Stantec s legal counsel were not to deliver a tax opinion which is a condition to each of Keith s and Stantec s obligation to complete the merger;

the risk that the merger may not be completed if the Stantec common shares to be issued in the merger are not listed on either the New York Stock Exchange or the Nasdaq National Market, which is a condition to Keith s obligation to complete the merger;

the risk that the merger may not be completed if the other conditions to Stantec s obligation to complete the merger are not satisfied and the right of Stantec to terminate the merger agreement under certain circumstances;

the fact that the restrictions contained in the merger agreement on Keith s rights to solicit superior proposals, as well as the US$3.0 million termination fee plus reimbursement of certain Stantec expenses under certain circumstances, presents an additional cost to any other potential acquiror which might be interested in acquiring Keith; and

the interests that certain of Keith directors and executive officers may have with respect to the merger in addition to their interests as Keith shareholders generally, as described in The Merger Interests of Keith s and Stantec s Executive Officers and Directors in the Merger.

Opinion of Keith s Financial Advisor

In connection with the proposed merger, Keith engaged Bear, Stearns & Co. Inc. to provide financial advisory services. Bear Stearns was selected to act as the financial advisor based on its qualifications, expertise and reputation. On April 14, 2005, Bear Stearns delivered its written opinion to Keith s board of directors that, as of the date of the opinion and subject to and based on the factors considered in its opinion, the merger consideration was fair from a financial point of view to the holders of shares of Keith s common stock.

The full text of Bear Stearns written opinion, dated as of April 14, 2005, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Bear Stearns in rendering its opinion, is attached as Appendix B to this proxy statement/ prospectus. Holders of Keith s common stock are urged to, and should, read this opinion carefully and in its entirety.

The opinion of Bear Stearns was necessarily based upon the economic, monetary, market and other conditions as they were in effect on, and the information made available to Bear Stearns as of, the date of its opinion. Bear Stearns did not assume any responsibility for updating or revising its opinion based on circumstances or events occurring after the date of its opinion. The opinion of Bear Stearns is directed to Keith s board of directors, addresses only the fairness of the merger consideration from a financial point of view to the holders of Keith s common stock as of the date of the opinion and does not address any other aspect of the merger or constitute a recommendation to Keith s board of directors or to any of Keith s shareholders as to how to vote at the special meeting. The summary of the opinion set forth in this proxy statement/ prospectus is qualified in its entirety by reference to the full text of the opinion, which is attached to and incorporated by reference into this proxy statement/ prospectus.

In arriving at its opinion, Bear Stearns:

reviewed certain publicly available historical financial statements and other business and financial information of Keith and Stantec;

reviewed certain operating and financial data concerning Keith and Stantec s business and prospects prepared by the managements of Keith and Stantec, respectively;

discussed Keith s business, operations, historical financial results, a range of projected financial results and future prospects with senior executives of Keith;

reviewed certain projections for Stantec for the year ended December 31, 2005 published by certain equity research analysts;

discussed Stantec s business, operations, historical and projected financial results and future prospects with senior executives of Stantec and Keith;

reviewed the historical prices, trading multiples and trading volumes for Keith s common stock and Stantec s common stock;

reviewed publicly available financial data, stock market performance data and trading multiples of companies generally comparable to Keith and Stantec;

reviewed the financial terms, to the extent publicly available, of certain mergers and acquisitions transactions involving companies generally comparable to Keith;

performed discounted cash flow sensitivity analyses based on the range of projected financial results for Keith furnished to it by senior executives of Keith;

reviewed the potential pro forma impact of the merger on Stantec s financial results, financial condition and capitalization;

reviewed the financial terms and conditions of the merger agreement; and

performed such other studies, analyses, inquiries and investigations as it deemed appropriate.

Bear Stearns assumed and relied upon, without independent verification, the accuracy and completeness of the information supplied or otherwise made available to it by Keith and Stantec for the purposes of its opinion. Bear Stearns did not make any independent valuation or appraisal of the assets or liabilities of Keith or Stantec and was not furnished with any such appraisals. Bear Stearns did not solicit, nor was it asked to solicit, third party acquisition interest in Keith.

With respect to the range of projected financial results discussed with the senior management of Keith, Bear Stearns assumed that they had been reasonably prepared on bases reflecting the best currently available estimates and judgments of senior management of Keith as to the expected future financial performance of Keith. Bear Stearns did not assume any responsibility for the independent verification of any information provided to it or the range of projected financial results Keith s management discussed with it. Bear Stearns relied on the assurances of senior executives of Keith and Stantec that they were unaware of any facts that would make the information provided to Bear Stearns or the range of projected financial results furnished to it incomplete or misleading. In rendering its opinion, Bear Stearns assumed that the merger would be consummated in a timely manner on the terms described in the merger agreement, including, among other things, that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. In addition, Bear Stearns assumed that obtaining the necessary regulatory and third party approvals for the merger will not have material effect on Keith or Stantec.

Bear Stearns did not express any opinion as to the price at which Keith s common stock or Stantec s common shares would trade subsequent to the announcement of the execution of the merger agreement or as to the price at which Stantec s common shares may trade subsequent to the consummation of the merger. The opinion of Bear Stearns did

not address the relative merits of the merger as compared to other transactions or business strategies that might exist for Keith, the financing of the merger, the effects of any other transaction in which Keith might engage or its underlying business decision to enter into the merger agreement.

The following is a summary of the material financial analyses performed by Bear Stearns in preparing its opinion, which is qualified in its entirety by reference to the full text of the opinion attached as Appendix B to this proxy statement/ prospectus. This summary does not purport to be a complete description of the

financial analyses performed by Bear Stearns or its presentations to Keith s board of directors. The order of analyses described does not represent relative importance or weight given to the analyses performed by Bear Stearns. Some of the summaries of the financial analyses include information presented in a tabular format. These tables must be read together with the full text of each summary and alone are not a complete description of Bear Stearns financial analyses. Except as otherwise noted, the following quantitative information is based on market and financial data as it existed on or before April 14, 2005 and is not necessarily indicative of current market conditions.

Comparable Company Analysis

Bear Stearns compared financial information and valuation ratios relating to Keith to corresponding data and ratios from a group of publicly traded engineering and construction companies that Bear Stearns deemed comparable to Keith, referred to as the Public E&C Companies Peer Group.

The Public E&C Companies Peer Group consisted of the following nine publicly traded companies that Bear Stearns deemed comparable to Keith:

Name	**Location**	**Trading Symbol**
Chicago Bridge & Iron Company N.V.	The Netherlands	NYSE: CBI
Granite Construction Incorporated	Westonville, California	NYSE: GVA
Jacobs Engineering Group Inc.	Pasadena, California	NYSE: JEC
Michael Baker Corporation	Moon Township, Pennsylvania	AMEX: BKR
Shaw Group, Inc.	Baton Rouge, Louisiana	NYSE: SGR
Tetra Tech, Inc.	Pasadena, California	NASDAQ: TTEK
TRC Companies, Inc.	Windsor, CT	NYSE: TRR
URS Corporation	San Francisco, California	NYSE: URS
Washington Group International, Inc.	Boise, Idaho	NASDAQ: WGII

This analysis produced multiples of selected valuation data as follows:

	Keith(1)	**Mean**	**Median**	**Harmonic Mean**
Price to 2005 estimated earnings per share	18.9	17.9	16.6	16.9
Price to 2006 estimated earnings per share	17.1	16.0	15.3	15.6
Price to 2005 estimated enterprise value/ EBITDA per share	8.0	7.4	6.8	7.1
Price to 2006 estimated enterprise value/ EBITDA per share	7.1	6.6	6.2	6.3

(1) Based on merger consideration of US$21.87 per share, which in turn was based on the closing price of the Stantec common stock on April 14, 2005 assuming an exchange rate of C$1.00 to US$0.808.

Bear Stearns chose these companies based on a review of publicly traded engineering and construction companies that possessed general business, operating and financial characteristics representative of companies in the industry in which Keith operates. Bear Stearns noted that none of the companies reviewed is identical to Keith and that, accordingly, the analysis of such companies necessarily involves complex considerations and judgments concerning differences in the business, operating and financial characteristics of each company and other factors that affect the public market values of such companies.

Precedent Transaction Analysis

Bear Stearns reviewed a group of merger and acquisition transactions involving companies that it deemed relevant to Keith. The group consisted of the following eight precedent transactions announced and completed since May 1999, with transaction equity values ranging between US$56.3 million and US$323.8 million. Bear

Stearns selected these transactions by searching filings made with the Securities and Exchange Commission, public company disclosures, press releases, industry and press reports, databases and other sources.

Announcement Date	Acquiror	Target
12/10/2003	CH2M Hill Companies, Ltd.	Lockwood Greene Engineers, Inc.
12/19/2002	EMCOR Group, Inc.	Consolidated Engineering Services Inc.
11/20/2001	MACTEC, Inc.	Law Companies Group, Inc.
03/31/2001	American Capital Strategies Ltd.	Weston Solutions, Inc.
03/24/2000	MACTEC, Inc.	Harding Lawson Associates Group, Inc.
05/10/1999	IT Group, Inc.	EMCON
05/05/1999	URS Corporation	Dames & Moore Group
05/03/1999	Investor Group	Isolux-Wat SA

Bear Stearns compared the resulting multiples of selected valuation data to multiples for Keith derived from the estimated consideration payable in the merger.

	Keith(1)	Mean	Median	Harmonic Mean
Price to Premium, One Week Prior	27.1%	29.1%	33.3%	NM
Enterprise Value to LTM Revenue	1.42x	0.42	0.40	0.32
Enterprise Value to LTM EBITDA	9.0x	5.6	4.2	4.5
Equity Value to LTM Net Income	21.9x	22.8	15.6	15.3

(1) Based on merger consideration of US$21.87 per share

Bear Stearns chose these acquisition transactions based on a review of completed acquisition transactions involving target companies that possessed general business, operating and financial characteristics representative of companies in the industry in which Keith operates. Bear Stearns noted that none of these acquisition transactions or subject target companies reviewed is identical to the merger or to Keith and that, accordingly, the analysis of such acquisition transactions necessarily involves complex considerations and judgments concerning differences in the business, operating and financial characteristics of each subject target company and each acquisition transaction and other factors that affect the values implied in such acquisition transactions.

Discounted Cash Flow Sensitivity Analysis

Bear Stearns performed a discounted cash flow sensitivity analysis of Keith for the purpose of estimating the equity values per share of Keith common stock based on the free cash flow for the period consisting of fiscal years 2006, 2007 and 2008, with a terminal value based on an assumed perpetual growth rate of Keith s free cash flow thereafter. Insofar as Keith does not provide forecasted financial information, Bear Stearns applied the discounted cash flow sensitivity analysis across this period using a variety of assumed revenue growth rates and operating margins based on Keith s historic and budgeted revenue growth rates and operating margins and industry-average revenue growth rates and operating margins. Bear Stearns also used a range of discount rates corresponding to Keith s estimated weighted average cost of capital during the period. This estimated weighted average cost of capital was calculated utilizing an unlevered beta of 0.91, the average unlevered beta of the Public E&C Companies Peer Group.

Based on the foregoing, the equity values per share of Keith common stock were estimated to be as follows:

	2006-2008 Revenue Growth Rate			
2006-2008 Operating Margin(1),(2)	**8.0%**	**10.0%**	**12.0%**	**14.0%**
10.0%	$ 15.52	$ 15.90	$ 16.31	$ 16.72
12.0%	$ 17.42	$ 17.90	$ 18.41	$ 18.93
14.0%	$ 19.32	$ 19.90	$ 20.51	$ 21.14
Perpetual Growth Rate(2),(3)	**8.0%**	**10.0%**	**12.0%**	**14.0%**
3.00%	$ 16.96	$ 17.42	$ 17.90	$ 18.39
3.25%	$ 17.18	$ 17.66	$ 18.15	$ 18.65
3.50%	$ 17.42	$ 17.90	$ 18.41	$ 18.93
3.75%	$ 17.66	$ 18.16	$ 18.68	$ 19.22
4.00%	$ 17.92	$ 18.44	$ 18.97	$ 19.52
Discount Rate(1),(3)	**8.0%**	**10.0%**	**12.0%**	**14.0%**
14.5%	$ 16.36	$ 16.78	$ 17.23	$ 17.69
14.0%	$ 16.86	$ 17.32	$ 17.79	$ 18.28
13.5%	$ 17.42	$ 17.90	$ 18.41	$ 18.93
13.0%	$ 18.03	$ 18.55	$ 19.09	$ 19.65
12.5%	$ 18.72	$ 19.28	$ 19.85	$ 20.45

(1) Assumes a perpetual growth rate of 3.5%

(2) Assumes a discount rate of 13.5%

(3) Assumes an operating margin of 12.0%

Relative Contribution Analysis

Bear Stearns calculated the implied equity splits based on the relative contributions of Keith and Stantec to certain income statement categories of the pro forma combined company, including 2004 net income, analyst estimates for 2005 net income and equity value at market, in each case before the effect of any synergies resulting from the merger. Bear Stearns then compared these implied equity splits to the proportion of the implied equity value that Keith s shareholders would receive based on the merger consideration of US$21.87 per share. For purposes of this analysis and calculating Keith s pro forma ownership percentage, Bear Stearns treated the cash portion of the merger consideration as if it were Stantec common shares and observed that Keith s ownership percentage of the pro forma combined equity value (based on the total merger consideration and the treatment of the cash portion of the merger consideration as if it were common stock of Stantec) would be 29.0%. Bear Stearns noted that Keith s pro forma ownership percentage would be greater than Keith s implied equity split based on each of 2004 net income, analyst estimates for 2005 net income and equity value at market of 25.9%, 24.1% and 23.9%, respectively.

Bear Stearns also calculated the implied enterprise value splits based on the relative contributions of Keith and Stantec to certain income statement and balance sheet categories of the pro forma combined company, including net revenues, gross profit, EBITDA, operating income, total assets, total assets excluding cash and enterprise value at market, in each case before the effect of any synergies resulting from the merger. Bear Stearns then compared these implied enterprise value splits to the proportion of the implied enterprise value that Keith s shareholders would receive based on the merger consideration of US$21.87 per share. For purposes of this analysis and calculating Keith s pro

forma ownership percentage, Bear Stearns treated the cash portion of the merger consideration as if it were Stantec common shares and observed that Keith s ownership percentage of the pro forma combined enterprise value (based on the total merger consideration and the treatment of the cash portion of the merger consideration as if it were common stock of Stantec)

would be 23.4%. Bear Stearns noted Keith s pro forma ownership percentage would be greater than Keith s implied enterprise value split based on each of net revenues, gross profit, total assets excluding cash and enterprise value at market of 21.1%, 15.6%, 17.6% and 18.3%, respectively, and that Keith s implied enterprise value split based on each of EBITDA, operating income and total assets of 24.1%, 26.1% and 25.1%, respectively, would be greater than Keith s pro forma ownership percentage.

Pro Forma Transaction Analysis

Bear Stearns performed a pro forma transaction analysis to determine the accretive/dilutive effect of the merger on the earnings per share of Stantec common stock based on merger consideration of US$21.87 per share. This pro forma transaction analysis was performed on a cash basis, without taking into account the amortization of intangibles resulting from the merger, and was designed to illustrate the financial impact of the merger on Keith shareholders and Stantec shareholders alike by calculating the percentage change in the anticipated earnings per share of Stantec common shares following the issuance of Stantec common shares pursuant to the merger. Bear Stearns conducted this analysis both under the assumption that no synergies would result from the merger and under the assumption that approximately US$4.9 million in potential pre-tax synergies estimated by Keith s management could result from the merger.

Based on its analysis, Bear Stearns determined that the merger would result in immediate accretion to the earnings per Stantec common share regardless of whether the potential pre-tax synergies estimated by Keith s management were included in the analysis. For instance, assuming that no synergies result from the merger, the pro forma earnings per Stantec common share will reflect accretion of 5.9% or $0.09 per share. Likewise, assuming that the approximately US$4.9 million in potential pre-tax synergies estimated by Keith s management result from the merger, the pro forma earnings per Stantec common share will reflect accretion of 15.5% or $0.22 per Stantec common share.

* * *

In connection with rendering its opinion to Keith s board of directors, Bear Stearns performed a variety of financial and comparative valuation analyses, and did not rely on any single analysis or factor described above, assign relative weights to the analyses or factors considered by it, or make any conclusion as to how the results of any given analysis, taken alone, supported its opinion. The preparation of a fairness opinion is a complex process that involves various determinations as to the most relevant methods of financial analysis and the application of these methods to the particular circumstances and is not susceptible to a partial analysis or summary description. Bear Stearns believes that its analyses must be considered as a whole and that selection of portions of its analyses and of the factors considered by it, without considering all the factors and analyses in the aggregate, could create a different view of the processes underlying its opinion. In addition, Bear Stearns may have deemed various assumptions more or less probable than other assumptions, so that the ranges of valuations resulting from any particular analysis described above should not be taken to be its view of the actual value of Keith.

The results of any analyses performed by Bear Stearns are not necessarily indicative of future results or actual values, which may be significantly more or less favorable than those suggested by these analyses. Analyses relating to the value of companies do not purport to be appraisals or valuations or to necessarily reflect the price at which companies may actually be sold. No company or transaction used in any analysis for purposes of comparison is identical to Keith or the merger. Accordingly, an analysis of the results of the comparisons is not mathematical; rather it involves complex considerations and judgments about differences in the companies and transactions to which Keith and the merger were compared and other factors that could affect the public trading values of the companies involved. The analyses summarized above were prepared solely as a part of Bear Stearns analysis of the fairness of the merger consideration from a financial point of view to the holders of shares of Keith s common stock and were provided to Keith s board of directors in connection with the delivery of Bear Stearns opinion. The analyses do not purport to be appraisals of value or to reflect the prices at which Keith s common stock or Stantec s common shares might actually trade. In addition, as described above, Bear Stearns opinion was one of the many factors taken into consideration by

Keith s board of directors in making its determination to approve the merger agreement. The merger consideration was determined through negotiations between Keith s board of directors and Stantec and was approved by and recommended by Keith s board of directors.

Keith has agreed to pay Bear Stearns customary fees for its financial advisory services in connection with the merger, a substantial portion of which is contingent on successful completion of the merger. Keith also has agreed to reimburse Bear Stearns for its reasonable out-of-pocket expenses, including reasonable fees and out-of pocket expenses of legal counsel, and to indemnify Bear Stearns and related parties against liabilities, including liabilities under the federal securities laws, arising out of its engagement. Bear Stearns fee for its financial advisory services in connection with the merger is expected to be approximately US$3.3 million, plus expenses, based on a total transaction value to Keith shareholders of approximately US$185.5 million, assuming a per share transaction value of approximately US$22.34. Bear Stearns fee is customary for a transaction of this nature and was determined based on arms length negotiations between Bear Stearns and Keith. Except as described herein, Bear Stearns did not provide any services to Keith or its affiliates during the preceding two years.

Bear Stearns is an internationally recognized investment banking and advisory firm and, as a customary part of its investment banking business, is continuously engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, spin-offs, split-offs and other corporate restructurings, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements, leveraged buyouts and valuations for corporate, estate and other purposes. In the ordinary course of its business, Bear Stearns and its affiliates may actively trade the equity and debt securities and/or bank debt of Keith or Stantec for its own account or for the account of its customers and, accordingly, may at any time hold a long or short position in such securities or bank debt.

Reasons for Stantec s Board Recommendation

The Stantec board of directors believes that the merger is in the best interests of Stantec and its shareholders. In approving the merger and the merger agreement, the Stantec board of directors considered a number of material factors, including the factors described below. In view of the variety of factors considered in connection with its evaluation of the merger, the Stantec board did not find it practicable to, and did not quantify or otherwise assign relative weights to the specific factors considered in reaching its determination and recommendation. In addition, individual directors may have given differing weights to different factors:

- the combination of Stantec and Keith will make up one of the most diversified design firms in North America and represents a significant step toward Stantec s goal to become a top 10 global design firm;
- Stantec and Keith are complementary in terms of services and geography and have similar corporate cultures;
- the acquisition serves Stantec s objective of being a top tier service provider in each market it serves;
- the combination of Stantec s and Keith s urban land groups will create a leading service provider for the land development market in North America, with a significant presence in California, Nevada, Arizona, Alberta and Ontario, each a fast growing region with strong land development markets;
- the addition of Keith will increase Stantec s U.S. operations by about 70% and will provide a solid foundation in California, one of the largest markets in North America;
- Keith s strong presence in California will provide a significant opportunity to cross-sell Stantec s public sector services in transportation and environment market segments and position Stantec for further growth in California;
- Keith has a history of profitability; and
- the acquisition of Keith is expected to be accretive to Stantec s earnings.

The foregoing discussion of the factors considered by the Stantec board of directors is not intended to be exhaustive, but includes the material factors considered by the Stantec board. After weighing all of the different factors, the Stantec board of directors unanimously approved the merger agreement.

Interests of Keith s and Stantec s Executive Officers and Directors in the Merger

When you consider the Keith board of directors recommendation to vote in favor of approval of the merger, you should be aware that Keith s executive officers and directors may have interests in the merger that may be different from, or in addition to, the interests of the other Keith shareholders. Keith s board of directors was aware that these interests existed when it approved and declared advisable the merger agreement and determined that the merger agreement and the merger are fair to, and in the best interests of, Keith s public shareholders.

Stockholders Support Agreement. Aram H. Keith, the Chairman and Chief Executive Officer of Keith and Keith s largest beneficial shareholder, has granted a proxy to Stantec to vote his Keith common stock in favor of the merger. See Other Agreements Stockholders Support Agreement.

Letter Agreement. Mr. Keith has also entered into a letter agreement with Stantec pursuant to which, upon the satisfaction of certain conditions, he will become Vice Chairman of Stantec following the consummation of the merger. In addition, upon satisfaction of certain conditions, which includes the payment to Mr. Keith of US$525,000, Mr. Keith s change in control agreement with Keith will terminate at the effective time of the merger. See Other Agreements Letter Agreement.

Change in Control Agreements. Mr. Keith as well as Eric C. Nielsen, Keith s President and Chief Operating Officer, and Gary C. Campanaro, Keith s Chief Financial Officer, Secretary and a director of Keith are each a party to a change in control agreement with Keith, which provide for severance payments to these executive officers in certain circumstances following a change in control of Keith. The change in control agreements provide certain benefits to the named officers if the executive officer s employment with Keith terminates as a result of an involuntary or constructive termination (as these terms are defined in the agreements) at any time within two years following a change in control. The merger will constitute a change in control under the change in control agreements. Pursuant to the agreements, each executive officer is entitled to receive a one-time payment, equal to two times his highest annual level of total cash compensation (including any and all bonus amounts) paid by Keith to him during any one of the three consecutive calendar years (inclusive of the year of termination) immediately prior to termination. The level of annual cash compensation for the year in which a termination occurs will include any bonus amounts that the executive officer is eligible to receive during the year of termination, whether or not the bonus was earned by him. In addition, any unvested options previously granted to the executive officer will immediately vest and become exercisable as of the date of exercise until their respective expiration date. Furthermore, if the executive officer s employment with Keith terminates as a result of an involuntary or constructive termination at any time within two years following a change in control, any unvested restricted shares granted to these executive officers become immediately vested. Under these change in control agreements, for a two-year period following the termination, the executive officer is also entitled to receive continuing health coverage at a level commensurate to the coverage provided by Keith to the executive officer immediately prior to the change in control; all other benefits under welfare benefit plans, practices, policies and programs provided or offered by Keith, including medical, dental, prescription, disability, employee life, group life, accidental death and travel accident insurance plans and programs; fringe benefits, including, without limitation, tax and financial planning services, payment of club dues and an automobile allowance; and a reasonable level of outplacement services selected by the executive officer. Under the change in control agreements, the executive officer also is entitled to receive a payment by Keith to offset any excise tax under the excess parachute payment provisions of Section 4999 of the Code that has been levied against the executive officer for payments that Keith has made to, or for the benefit of, that executive officer (whether or not those payments are made pursuant to the executive officer s change in control agreement). The payment by Keith will be grossed up so that after the executive officer pays all taxes (including any interest or penalties with respect to those taxes) on the payment, the executive officer will receive an additional payment equal to the excise tax imposed.

Mr. Keith has entered into a letter agreement with Stantec pursuant to which, upon the satisfaction of certain conditions, which include the payment of US$525,000 as described under Letter Agreement above, Mr. Keith s change in control agreement will terminate at the effective time of the merger. Keith is currently engaged in discussions with Mr. Campanaro regarding the amounts due under his change in control agreement. Keith has offered Mr. Campanaro, subject to certain conditions, a payment of US$1.75 million, plus a gross up for excise taxes, the payment of certain expenses and the vesting of his unvested options and restricted Keith common stock in full settlement of Keith s obligations under his change in control agreement. Payments under Mr. Campanaro s change in control agreement are subject to continuing negotiations and may vary. Mr. Nielsen s employment is expected to continue following the closing of the merger. If his employment were to terminate following the closing of the merger, under certain conditions requiring a severance payment, he would be entitled to a severance payment, based on his 2005 salary and his 2004 bonus, of approximately $900,000, plus ancillary benefits.

Vested Stock Options. Upon closing of the merger, each vested option to acquire shares of Keith common stock pursuant to Keith s Amended and Restated 1994 Stock Incentive Plan, including those held by an executive officer or director, will be cancelled with no further rights. Prior to closing, holders of vested options to acquire Keith common stock, including executive officers and directors, may exercise their options by paying the exercise price in cash or, if permitted by Keith, surrendering a portion of their options in lieu of cash. Messrs. Keith, Nielsen and Campanaro, as well as Thomas Braun, President of Real Estate Development of Keith, and Dean Palumbo, President of Energy/ Industrial Services of Keith, hold vested options to purchase Keith common stock. Assuming consideration equal to US$22.34 per vested option, less the aggregate exercise price of such vested options, officers and directors will receive the following as a result of the merger:

Name	Number of Vested Options	Weighted Average Exercise Price	Value of Merger Consideration, Net of Aggregate Exercise Price
Aram H. Keith	80,000	US$ 10.96	US$ 910,640
Eric C. Nielsen	86,893	US$ 9.25	US$ 1,137,856
Gary C. Campanaro	83,982	US$ 9.14	US$ 1,108,535
Thomas Braun	27,740	US$ 6.55	US$ 438,061
Dean Palumbo	13,470	US$ 9.61	US$ 171,533
Other board members(1)	23,814	US$ 9.78	US$ 299,049

(1) Includes Christine Iger, Edward Muller and George Deukmejian

Unvested Stock Options. Upon closing of the merger, each unvested option to acquire shares of Keith common stock pursuant to Keith s Amended and Restated 1994 Stock Incentive Plan, including those held by an executive officer or director, will be cancelled with no further rights. Prior to closing, Keith will offer to purchase all unvested options to acquire Keith common stock, including those held by an executive officer or director, subject to the closing of the merger, at a price equal to US$16.50 in cash plus the cash value of 0.23 Stantec common shares, based on the 20-day average trading price prior to the merger, less the exercise price of such option. In addition, agreements with Messrs. Keith, Nielsen and Campanaro provide for the vesting of all unvested options held by them at the effective time of the merger. Messrs. Braun, Palumbo and Robert Ohlund, President of Public Works/Infrastructure Services, also hold unvested options to purchase Keith common stock. Assuming consideration equal to US$22.34 per unvested

option, less the aggregate exercise price of such unvested options, officers and directors will receive the following as a result of the merger:

Name	Number of Unvested Options		Value, Net of Aggregate Exercise Price
Aram H. Keith	36,000	US$	390,000
Eric C. Nielsen	30,000	US$	310,020
Gary C. Campanaro	30,000	US$	310,020
Thomas Braun	4,500	US$	55,395
Dean Palumbo	5,300	US$	58,650
Robert Ohlund	10,000	US$	48,400
Other board members(1)	3,000	US$	25,590

(1) Includes Christine Iger, Edward Muller and George Deukmejian

Unvested Restricted Stock. Upon closing of the merger, each share of unvested Keith restricted common stock that remains subject to forfeiture and other restrictions under Keith s Amended and Restated 1994 Stock Incentive Plan, including shares held by an executive officer or director, will be substituted with 0.23 Stantec common shares per share of Keith common stock plus a variable amount of Stantec common shares equal to US$16.50 per share of Keith common stock, based on the 20-day average trading price of Stantec common shares. The Stantec common shares substituted for the unvested Keith restricted shares will be subject to similar restrictions to that which the unvested Keith restricted stock are currently subject. Messrs. Nielsen and Campanaro own shares of unvested Keith restricted stock that will vest upon closing of the merger, which will result in such shares being converted into a right to receive the merger consideration. Assuming consideration equal to US$22.34 per share of restricted common stock, Messrs. Nielsen and Campanaro will receive the following as a result of the merger:

Name	Number of Shares of Unvested Keith Restricted Stock	Value of Merger Consideration
Eric C. Nielsen	10,834	US$ 242,032
Gary C. Campanaro	10,834	US$ 242,032

Messrs. Braun and Palumbo hold shares of unvested restricted common stock, which will be converted into shares of unvested Stantec restricted common shares in connection with the merger. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, Messrs. Braun and Palumbo will receive the following number of unvested restricted Stantec common shares as a result of the merger:

Name	Number of Shares of Unvested Keith Restricted Common Stock	Number of Unvested Restricted Stantec Common Shares Received

Thomas Braun	10,334	9,093
Dean Palumbo	8,167	7,186

Representation on Stantec s Board of Directors. The Stantec directors immediately prior to the merger will remain directors immediately following consummation of the merger. The merger agreement provides that Stantec shall cause Aram H. Keith, Chairman and Chief Executive Officer of Keith, to be appointed to the Stantec board of directors following consummation of the merger.

Officers of Stantec. The existing officers of Stantec will remain in such positions as described under Management of Stantec immediately following consummation of the merger. In addition, the letter agreement entered into between Stantec and Mr. Keith provides, subject to satisfaction of certain conditions, that Mr. Keith will become Vice Chairman of Stantec following consummation of the merger.

Representation on the Surviving Corporation s Board of Directors. The merger agreement provides that the directors of Stantec Consulting will remain as the directors of the surviving corporation immediately following the merger. The directors of Stantec Consulting are Anthony P. Franceschini and Jeffrey S. Lloyd. Upon consummation of the merger, the current members of the board of directors of Keith will no longer be directors of Keith or the surviving corporation.

Officers of the Surviving Corporation. The merger agreement provides that the current officers of Stantec Consulting will remain officers of the surviving corporation immediately following the merger. The officers of Stantec Consulting are Anthony P. Franceschini, Donald W. Wilson and Michael Slocombe. Upon consummation of the merger, the current officers of Keith will no longer be officers of Keith or the surviving corporation.

Stantec s Directors and Executive Officers. For a list of the current directors and executive officers of Stantec see Management of Stantec. Following the merger, these directors and executive officers will remain the directors and executive officers of Stantec and Stantec will appoint Aram H. Keith as a director.

Indemnification and Insurance. The merger agreement provides that the bylaws of the surviving corporation will contain provisions no less favorable than the current provisions in Keith s bylaws with respect to the indemnification of present and former officers and directors of Keith. The merger agreement also provides that Stantec will maintain in effect for six years the directors and officers liability insurance maintained by Keith at the effective time of the merger (provided that Stantec may substitute policies that are materially no less favorable) with respect to matters that occurred prior to the effective time of the merger and that Stantec will not be required to expend more than an amount per year equal to 175% of current annual premiums paid by Keith for such insurance.

Material U.S. Federal Income Tax Consequences of the Merger

In the opinion of Shearman & Sterling LLP, counsel to Stantec, and Akin Gump Strauss Hauer & Feld LLP, counsel to Keith, the material U.S. federal income tax consequences of the merger to U.S. Holders, as defined below, of Keith common stock who will exchange their Keith common stock for Stantec common shares, a combination of Stantec common shares and cash, or solely cash in the merger, and of the ownership and disposition of the Stantec common shares, if any, received by such U.S. Holders will be as follows. This discussion is based on provisions of the Code, Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as in effect as of the date hereof and all of which are subject to change, possibly with retroactive effect.

This discussion applies only to holders of Keith common stock and holders of Stantec common shares who received such stock in the merger who are U.S. Holders. For purposes of this discussion, a U.S. Holder is:

- an individual who is a citizen or resident of the United States for U.S. federal income tax purposes;
- a corporation, or any entity treated as a corporation for U.S. federal income tax purposes, created or organized under the laws of the United States, any state thereof or the District of Columbia;
- an estate that is subject to U.S. federal income tax regardless of its source; or
- a trust if (1) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (2) the trust has a valid election in effect to be treated as a U.S. person for U.S. federal income tax purposes.

If a partnership holds Keith common stock, the U.S. federal income tax treatment of a partner in the partnership will depend on the status of the partner and the activities of the partnership. Partners of partnerships that hold Keith common stock should consult their tax advisors regarding the U.S. federal income tax consequences to them of the merger.

This discussion is not a comprehensive description of all the tax consequences that may be relevant to holders of Keith common stock. It applies only to holders of Keith common stock that hold their Keith common stock, and will hold the Stantec common shares that they receive in the merger, as capital assets

within the meaning of Section 1221 of the Code. No attempt has been made to address all aspects of U.S. federal income taxation that may be relevant to a particular holder of Keith common stock in light of its particular circumstances or to holders of Keith common stock subject to special treatment under the U.S. federal income tax laws, including:

- banks, insurance companies and financial institutions;
- tax-exempt organizations;
- mutual funds;
- persons that have a functional currency other than the U.S. dollar;
- traders in securities who elect to apply a mark-to-market method of accounting;
- dealers in securities or foreign currency;
- holders of Keith common stock who acquired their Keith common stock in connection with Keith s stock option plans or in other compensatory transactions;
- holders of Keith common stock who hold their common stock as part of a hedge, straddle, constructive sale, conversion transaction or other integrated investment;
- Except to the extent discussed below, U.S. Holders of Keith common stock who will hold 5% or more of either the total voting power or the total value of the outstanding stock of Stantec after the merger, determined after taking into account ownership under the applicable attribution rules of the Code and Treasury regulations (referred to in this proxy statement/ prospectus as 5% transferee shareholders); and
- holders who will hold 10% or more of Stantec equity either directly, indirectly through one or more entities, or as a result of certain constructive ownership rules of the Code, following the merger;

In addition, this discussion does not address any alternative minimum tax, U.S. federal estate and gift tax, or any state, local or foreign tax consequences of the merger. No assurance can be given that the Internal Revenue Service (the IRS) would not assert, or that a court would not sustain, a position contrary to any of the tax consequences set forth below. In addition, neither Stantec nor Keith will request advance rulings from the IRS dealing with the tax consequences of the merger.

EACH HOLDER OF KEITH COMMON STOCK SHOULD CONSULT THEIR TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES OF THE MERGER TO SUCH HOLDER.

The Merger

For U.S. federal income tax purposes, the merger has been structured to qualify as a reorganization under the provisions of Section 368(a) of the Code. It is a condition to the closing that Stantec and Keith shall have each received opinions to such effect from Shearman & Sterling LLP and Akin Gump Strauss Hauer & Feld LLP, respectively, which opinions shall not have been withdrawn or modified in any material respect. These opinions rely upon certain factual representations made by Stantec and Keith as of the date of this registration statement. The issuance of such opinions is conditioned upon the receipt by each of Shearman & Sterling LLP and Akin Gump Strauss Hauer & Feld LLP of certain additional factual representations to be made by Stantec and Keith, which representations shall be dated on or before the date of such opinions and shall not have been withdrawn or modified in any material respects. Such opinions will neither bind the IRS nor preclude the IRS from adopting a contrary position.

We have been advised by counsel that whether the reorganization qualifies as a tax-free reorganization, and whether counsel is able to provide the above referenced opinion, depends, in part, upon the market price of Stantec

common shares. Applicable tax rules require that in order for the merger to qualify as a reorganization under the provisions of Section 368(a) of the Code, a significant percentage of the consideration received by the holders of Keith common stock must be in the form of Stantec common shares. Because a portion of the merger consideration consists of a fixed amount of Stantec common shares, it is not possible to determine whether this threshold is met prior to the effective time of the merger. It is possible, therefore, that counsel may not be able to render such opinions if the value of the Stantec common shares

drops significantly. In such case, Stantec and Keith will recirculate a revised proxy statement/ prospectus and resolicit the vote of Keith shareholders to approve the merger. Stantec, Keith and their counsel are not aware of any other reason why such tax opinions cannot be given.

Pursuant to the merger agreement, if Stantec or Keith receives written notice from its counsel to the effect that such counsel is unlikely to be able to deliver the tax opinion described in the preceding paragraph, Stantec shall have the right, at its sole and absolute discretion, to effect a reverse-subsidiary merger so that Stantec Consulting will merge with and into Keith, such that the separate corporate existence of Stantec Consulting will cease and Keith shall continue as a subsidiary of Stantec, which is referred to as the reverse-subsidiary merger. The reverse-subsidiary merger would not be intended to constitute a reorganization within the meaning of Section 368(a) of the Code, and its potential tax consequences are described separately below under The Reverse-Subsidiary Merger. If the merger does not qualify as a tax-free reorganization and Stantec does not exercise its option to effect a reverse-subsidiary merger, Keith will not be obligated to consummate the merger. Stantec and Keith will not consummate the merger under such circumstances without recirculating a revised proxy statement/ prospectus and resoliciting the vote of Keith shareholders to approve the merger.

The U.S. federal income tax consequences of the merger to a particular U.S. Holder of Keith common stock will depend on the form of consideration received by the U.S. Holder in exchange for its Keith common stock. In general, provided that the merger qualifies as a reorganization under the provisions of Section 368(a) of the Code, and subject to the assumptions and qualifications set forth herein, the U.S. federal income tax consequences of the merger are summarized below.

Exchange of Keith Common Stock Solely for Stantec Common Shares. A U.S. Holder who exchanges Keith common stock solely for Stantec common shares will not recognize any gain or loss on the exchange except to the extent the U.S. Holder receives cash in lieu of fractional Stantec common shares (as discussed below). In the case of a 5% transferee shareholder who exchanges Keith common stock solely for Stantec common shares, this treatment will apply provided that the 5% transferee shareholder enters into a gain recognition agreement in accordance with applicable Treasury regulations. In addition, such 5% transferee shareholders will be required to file certain annual information statements with their income tax returns for each of the first five full taxable years following the taxable year of the merger. Such 5% transferee shareholders should consult their tax advisors as to the U.S. federal income tax consequences of the merger to them. The aggregate adjusted tax basis of the Stantec common shares received by a U.S. Holder of Keith common stock (including fractional Stantec common shares deemed received and redeemed as described below) will equal the U.S. Holder s aggregate adjusted tax basis in the Keith common stock surrendered in the merger. The holding period of the Stantec common shares received pursuant to the merger (including fractional Stantec common shares deemed received and redeemed as described below) will include the holding period of the Keith common stock surrendered in the merger.

Exchange of Keith Common Stock for Cash and Stantec Common Shares. If a U.S. Holder exchanges Keith common stock for a combination of Stantec common shares and cash and the U.S. Holder s adjusted tax basis in the Keith common stock surrendered in the merger is less than the sum of the fair market value, as of the date of the merger, of the Stantec common shares and the amount of cash received by the U.S. Holder, the U.S. Holder will recognize gain equal to the lesser of:

- the sum of the amount of cash and the fair market value, as of the date of the merger, of the Stantec common shares received by the U.S. Holder, minus the adjusted tax basis of the Keith common stock surrendered in exchange therefor, or

- the amount of cash received by the U.S. Holder in the merger (excluding cash received in lieu of fractional Stantec common shares, which is discussed below).

In the case of a 5% transferee shareholder who exchanges Keith common stock for a combination of Stantec common shares and cash, this treatment will apply provided that the 5% transferee shareholder enters into a gain recognition agreement in accordance with applicable Treasury regulations. In addition, such 5% transferee shareholders will be required to file certain annual information statements with their income tax

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returns for each of the first five full taxable years following the taxable year of the merger. Such 5% transferee shareholders should consult their tax advisors as to the U.S. federal income tax consequences of the merger to them. If a U.S. Holder s adjusted tax basis in the Keith common stock surrendered in the merger is greater than the sum of the amount of cash and the fair market value of the Stantec common shares received in the merger, the U.S. Holder will realize a loss that is not currently allowed or recognized for U.S. federal income tax purposes. U.S. Holders of Keith common stock who bought shares of Keith common stock at different prices, or otherwise own shares with unequal bases, must make the above calculations separately for each share of Keith common stock surrendered in the merger, taking into account the U.S. Holder s adjusted tax basis in each share and a pro rata portion of the aggregate consideration received by the U.S. Holder. A loss realized on one share of Keith common stock may not be used to offset a gain realized on another share of Keith common stock.

Any gain that a U.S. Holder recognizes will be long-term capital gain if the U.S. Holder s holding period with respect to the Keith common stock surrendered is more than one year as of the date of the merger. Long-term capital gains of non-corporate U.S. Holders, including individuals, are eligible for reduced rates of taxation. If, however, the cash received has the effect of the distribution of a dividend, the gain will be treated as dividend to the extent of the U.S. Holder s ratable share of earnings and profits, as determined for U.S. federal income tax purposes. For purposes of determining whether the receipt of cash by the U.S. Holder has the effect of a distribution of a dividend, a U.S. Holder of Keith common stock will be treated as if the U.S. Holder first exchanged all of its Keith common stock solely for Stantec common shares and then had a portion of such stock immediately redeemed by Stantec for the cash that such U.S. Holder actually received pursuant to the merger. The IRS has indicated in rulings that any reduction in the interest of a minority shareholder that owns a small number of shares in a publicly and widely held corporation and that exercises no control over corporate affairs would receive capital gain rather than dividend treatment. In determining the amount of reduction in interest, certain constructive ownership rules are taken into account. Because the determination of whether a payment will be treated as having the effect of a distribution of a dividend will depend on the facts and circumstances specific to each U.S. Holder of Keith common stock, U.S. Holders should consult their own tax advisors regarding the tax treatment of cash received in the merger.

In the case of a U.S. Holder of Keith common stock who receives cash and Stantec common shares in the merger, such U.S. Holder s aggregate basis in the Stantec common shares received (including fractional Stantec common shares deemed received and redeemed as described below) will equal the exchanging U.S. Holder s aggregate adjusted tax basis in the Keith common stock surrendered in the merger, increased by any gain recognized as a result of the merger (including any portion of the gain that is treated as a dividend as described above but excluding any gain or loss from the deemed receipt and redemption of fractional shares) and reduced by the amount of cash received in the merger (excluding any cash received with respect to a fractional share of Stantec common shares deemed received and redeemed). The holding period of the Stantec common shares received (including fractional Stantec common shares deemed received and redeemed as described below) will include the holding period of the Keith common stock surrendered in the merger.

Exchange of Keith Common Stock Solely for Cash. A U.S. Holder of Keith common stock who exchanges Keith common stock solely for cash in the merger will recognize gain or loss in an amount equal to the difference between the amount of cash received in the merger and the U.S. Holder s adjusted tax basis in the Keith common stock surrendered in the merger. The gain or loss recognized by the U.S. Holder will be long-term capital gain or loss if the U.S. Holder s holding period for the Keith common stock surrendered is more than one year as of the date of the merger. Long-term capital gains of non-corporate U.S. Holders, including individuals, are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

Vested Stock Options. Upon closing of the merger, each vested option to acquire shares of Keith common stock under Keith s Amended and Restated 1994 Stock Incentive Plan will be cancelled with no further rights. Prior to closing, holders of vested options to acquire Keith common stock may exercise their options by paying the exercise price in cash. Keith anticipates that it also may offer optionholders the opportunity to exercise their options by surrendering a portion of their stock options in lieu of cash. Neither

the Amended and Restated 1994 Stock Incentive Plan or the forms of Option Agreements used for awards under the Plan specifically permit the exercise of options by surrendering a portion of the options in lieu of cash. The addition of this exercise alternative in connection with the merger transaction may be considered a modification of the outstanding nonqualified stock options and, to the extent any such offer is accepted, incentive stock options.

Under new U.S. tax rules governing nonqualified deferred compensation (Section 409A of the Code, effective January 1, 2005), the modification of an outstanding stock option may be treated as the grant of a new option. Preliminary IRS guidance interpreting Section 409A provides that the grant of a stock option at less than fair market value may be treated as nonqualified deferred compensation subject to the requirements of Section 409A. Section 409A provides certain requirements governing the timing of distributions that the modified options may not satisfy. Failure to satisfy the Section 409A distribution requirements with respect to nonqualified deferred compensation will result in immediate taxation, the potential imposition of interest on any late payment of tax and the imposition of an additional 20% tax over and above the regular ordinary income tax amount. However, the preliminary IRS guidance interpreting Section 409A provides that short-term deferrals, where the amount is received by the service provider by the later of $2^{1}/2$ months after the end of either the optionee s or Keith s first taxable year in which the amount is no longer subject to a substantial risk of forfeiture, will not be considered nonqualified deferred compensation. Although the proposed modification will occur at a time when the exercise price of the option is less than the fair market value of the underlying Keith common stock, the modification should not cause the options to be treated as nonqualified deferred compensation where the merger consideration is paid within $2^{1}/2$ months of the end of the taxable year in which the option is modified, although this conclusion is not entirely clear. Incentive stock options that are modified at a time when the exercise price is less than the fair market value of the underlying Keith stock will be treated as nonqualified stock options.

U.S. optionholders will recognize ordinary income on exercise of nonqualified stock options in an amount equal to the excess of the fair market value of Keith common stock received upon exercise over the exercise price paid, referred to in this proxy statement/ prospectus as the spread. To the extent nonqualified options are exercised by surrendering a portion of the options in lieu of cash, the surrendered options will be taxed as if they were exercised for cash. U.S. optionholders who hold incentive stock options will not recognize ordinary income on exercise, but the option spread is an adjustment item for alternative minimum tax purposes. To the extent incentive stock option shares are disposed of within two years of the initial option grant date or one year of option exercise, referred to in this proxy statement/ prospectus as statutory holding periods, the optionee generally will have a disqualifying disposition. Upon a disqualifying disposition, the optionee will recognize ordinary income equal to the lesser of (1) the spread on the date of exercise of the disposed shares, and (2) the gain realized on the disqualifying disposition (reflecting basis adjustments as a result of the merger). For these purposes, the receipt of merger consideration, including any cash in lieu of Stantec common stock, should not constitute a disqualifying disposition, although this conclusion is not entirely clear. With respect to shares previously acquired upon option exercise, including incentive stock option shares, the general tax consequences of the merger discussed herein should apply. Thus, (1) any cash merger consideration should be taxed as either short-term or long-term capital gain, depending on the holding period of the shares acquired by the exercise of options; and (2) any subsequent disposition of Stantec common stock received as merger consideration in connection with incentive stock option shares will be taxed as a disqualifying disposition if such shares are disposed of prior to the end of the statutory holding periods.

Unvested Stock Options. Upon closing of the merger, each unvested option to acquire shares of Keith common stock under Keith s Amended and Restated 1994 Stock Incentive Plan will be cancelled with no further rights. Prior to closing, Keith will offer to purchase all unvested options to acquire Keith common stock, subject to the closing of the merger, at a price equal to US$16.50 plus the cash value of 0.23 Stantec common shares, based on the 20-day average trading price prior to the merger, less the exercise price of such option. For U.S. tax purposes, an optionee recognizes as ordinary income the amount paid by Keith to purchase the optionee s unvested options to acquire Keith common stock.

Unvested Restricted Stock. Upon closing of the merger, each share of unvested Keith restricted common stock that remains subject to forfeiture and other restrictions under Keith s Amended and Restated 1994 Stock Incentive Plan will be substituted with 0.23 Stantec common shares per share of Keith common stock plus a variable amount of Stantec common shares equal to US$16.50 per share of Keith common stock, based on the 20-day average trading price of Stantec common shares. The Stantec common shares substituted for the unvested Keith restricted stock will be subject to similar restrictions to that which the unvested Keith restricted stock are currently subject. If the holder of Keith restricted common stock filed a valid Section 83(b) election with the IRS within thirty days of purchasing the shares, the tax consequences to the holder generally will be the same as that of Keith shareholders as discussed below. If the holder did not file a valid Section 83(b) election, the merger is of no consequence and the U.S. tax implications are unchanged. This means that the holder will recognize ordinary income on each vesting day equal to the fair market value of the Stantec common shares that vest, and any subsequent gain on later disposition will be short-term or long-term capital gain, depending upon the period of time the shares are held after they vest.

Cash Received in Lieu of Fractional Shares. A U.S. Holder of Keith common stock who receives cash in lieu of a fractional share of Stantec common shares will be treated as if the U.S. Holder first received such fractional share in the merger and then as having received cash in redemption of the fractional share. Thus, such a U.S. Holder will recognize gain or loss in an amount equal to the difference between the amount of cash received in lieu of the fractional share and the portion of the U.S. Holder s aggregate adjusted tax basis in its Keith common stock surrendered that is allocable to the fractional share.

Cash Received Pursuant to the Exercise of Dissenters Rights. A U.S. Holder of Keith common stock who receives cash for all of its Keith common stock pursuant to the exercise of dissenters rights in connection with the merger will recognize gain or loss equal to the difference between the tax basis of the Keith common stock surrendered and the amount of cash received. Gain or loss will be capital gain or loss and any such capital gain or loss will be long-term capital gain or loss if the U.S. Holder s holding period for the Keith common stock surrendered is more than one year as of the date of the disposition.

Reporting Requirements and Backup Withholding. Each U.S. Holder of Keith common stock that receives Stantec common shares in the merger will be required to file a statement with its U.S. federal income tax return providing its basis in the Keith common stock surrendered and the fair market value of the Stantec common shares and any cash received in the merger, and to retain permanent records of this information relating to the merger. Five percent transferee shareholders who intend to enter into gain recognition agreements in accordance with applicable Treasury regulations must file such agreements with their U.S. federal income tax returns for the year of the merger, and will be required to file certain annual information statements with their income tax returns for each of the first five full taxable years following the taxable year of the merger. Such 5% transferee shareholders should consult their tax advisors regarding the requirements applicable to them.

Backup withholding may apply to the amount of cash, if any, received by a U.S. Holder of Keith common stock in the merger, including cash received in lieu of fractional shares, unless the U.S. Holder is an exempt recipient, such as a corporation. Backup withholding at a rate of 28% will apply to those payments if a U.S. Holder fails to provide a taxpayer identification number and fails to comply with certain certification procedures or otherwise fails to establish an exemption from backup withholding. Any amount withheld under the backup withholding rules will be allowed as a refund or credit against a U.S. Holder s U.S. federal income tax liability, provided the required information is furnished to the IRS in a timely manner.

Under Section 6043A of the Code, Stantec or Keith may be required, under regulations and forms to be promulgated by the U.S. Treasury Department and the IRS to report certain information to the IRS and to Keith shareholders regarding the merger, the consideration and the shareholders receiving non-stock consideration. Under Section 1.368-3 of the Treasury regulations, Stantec and Keith will be required to report certain information about the merger with their U.S. federal income tax returns for the taxable year of the merger.

The Reverse-Subsidiary Merger

In the event that Stantec exercises its right to effect the reverse-subsidiary merger, the merger would not be intended to constitute a reorganization within the meaning of Section 368(a) of the Code. As such, a U.S. Holder of Keith common stock that exchanges Keith common stock solely for cash in the reverse-subsidiary merger generally will recognize gain or loss in an amount equal to the difference between the amount of cash received and the U.S. Holder s adjusted tax basis in the Keith common stock surrendered in the reverse-subsidiary merger. The gain or loss recognized by a U.S. Holder will be long-term capital gain or loss if the U.S. Holder s holding period for the Keith common stock surrendered is more than one year as of the date of the reverse-subsidiary merger. Long-term capital gains of non-corporate taxpayers, including individuals, generally are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. In the event that Stantec exercises this option, Keith and Stantec will recirculate a revised proxy statement/prospectus and resolicit the vote of Keith shareholders to approve the merger.

Ownership of Stantec Common Shares

Distributions on Stantec Common Shares. Subject to the passive foreign investment company (PFIC) rules discussed below, distributions with respect to Stantec common shares (before reduction for Canadian withholding taxes) paid out of Stantec s current or accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be dividends and will be includable in the U.S. Holder s income when received. Subject to certain limitations, dividends paid to non-corporate U.S. Holders, including individuals, may be eligible for a reduced rate of taxation if Stantec is deemed to be a qualified foreign corporation for U.S. federal income tax purposes and certain holding requirements are met. A qualified foreign corporation includes a foreign corporation that is eligible for the benefits of an income tax treaty with the United States and that includes an exchange of information provision that the U.S. Treasury Department has determined to be satisfactory for purposes of the qualified dividend provisions of the Code, but does not include an otherwise qualified foreign corporation that is a PFIC. The U.S. Treasury Department issued a notice determining that the Convention is satisfactory for such purposes. In addition, a foreign corporation is treated as a qualified foreign corporation with respect to dividends received from that corporation on shares that are readily tradable on an established securities market in the United States. There are substantial requirements that must be met for dividends paid to non-corporate U.S. Holders to be taxed at the reduced rate, including additional requirements applicable to foreign corporations. Non-corporate U.S. Holders of Stantec common shares should consult their tax advisors regarding the application of these requirements given their particular circumstances. Stantec believes that it is eligible for the benefits of the Convention, and that Stantec will continue to be a qualified foreign corporation for so long as it is not a PFIC and it continues to be eligible for benefits of the Convention. Dividends on Stantec common shares will not be eligible for the dividends-received deduction generally allowed to U.S. corporations.

The amount of any dividend paid in Canadian dollars will equal the U.S. dollar value of the Canadian dollars received calculated by reference to the exchange rate in effect on the date the dividend is received by a U.S. Holder regardless of whether the Canadian dollars are converted into U.S. dollars. If the Canadian dollars received as a dividend are not converted into U.S. dollars at the date of receipt, a U.S. Holder will have a basis in the Canadian dollars equal to the U.S. dollar value on the date of receipt. Any gain or loss realized on a subsequent conversion or other disposition of the Canadian dollars will be treated as ordinary income or loss, and generally will be income or loss from sources within the United States for U.S. foreign tax credit purposes.

A U.S. Holder may be entitled to claim a U.S. foreign tax credit for, or deduct, Canadian taxes that are withheld on dividends received by the U.S. Holder, subject to applicable limitations in the Code. Dividends will be income from sources outside the United States, and for tax years beginning before January 1, 2007, will be passive income or, in the case of certain U.S. Holders, financial services income, and for tax years beginning after December 31, 2006, will be passive category income or general category income for purposes of computing the U.S. foreign tax credit allowable to a U.S. Holder. The rules governing the U.S. foreign tax credit are complex, and U.S. Holders are urged to consult their tax advisors regarding the availability of the U.S. foreign tax credit under their particular circumstances.

To the extent that the amount of any distribution exceeds Stantec s current or accumulated earnings and profits for a taxable year, the distribution will first be treated as a tax-free return of capital to the extent of a U.S. Holder s basis, and any excess will be treated as capital gain. Such an excess distribution would not give rise to income from sources outside the United States.

Disposition of Stantec Common Shares. For U.S. federal income tax purposes, a U.S. Holder will recognize taxable gain or loss on any sale or other disposition of Stantec common shares in an amount equal to the difference between the U.S. dollar value of the amount realized for the Stantec common shares and the U.S. Holder s tax basis (determined in U.S. dollars) in the Stantec common shares. Such gain or loss will be a capital gain or loss and will be long-term capital gain or loss if the U.S. Holder s holding period for the Stantec common shares is more than one year as of the date of disposition. Long-term capital gains of non-corporate taxpayers, including individuals, are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Such gain or loss will be income or loss from sources within the United States for U.S. foreign tax credit limitation purposes.

Passive Foreign Investment Company Rules. Stantec does not believe that it was, for its most recently ended taxable year, or will be classified as for its current taxable year, for U.S. federal income tax purposes, a PFIC, but this conclusion is a factual determination that is made annually and thus may be subject to change. If Stantec were to be treated as a PFIC for any taxable year during which a U.S. Holder held Stantec common shares, unless the U.S. Holder elected to be taxed annually on a mark-to-market basis with respect to the Stantec common shares, gain realized on the sale or other disposition of the Stantec common shares would in general not be treated as capital gain. Instead, a U.S. Holder would be treated as if the shareholder had realized such gain and certain excess distributions ratably over the U.S. Holder s holding period for the common shares and would be taxed at the highest tax rate in effect for each such year to which the gain was allocated, together with a special interest charge in respect of the tax attributable to each such year. U.S. Holders should consult their own tax advisors with respect to how the PFIC rules could affect their tax situation.

Information Reporting and Backup Withholding. Backup withholding will apply to dividends on Stantec common shares and the proceeds of the sale or other disposition of Stantec common shares unless a U.S. Holder is an exempt recipient, such as a corporation. Backup withholding at a rate of 28% will apply to those payments if a U.S. Holder fails to provide a taxpayer identification number and fails to comply with certain certification procedures or otherwise fails to establish an exemption from backup withholding. Any amount withheld under the backup withholding rules will be allowed as a refund or credit against a shareholder s U.S. federal income tax liability, provided the required information is furnished to the IRS in a timely manner.

Material Canadian Federal Income Tax Consequences of the Merger

The following discussion is a summary of the material Canadian federal income tax considerations under the Income Tax Act (Canada) (referred to in this proxy statement/ prospectus as the Canadian Tax Act) of the conversion of Keith common stock into Stantec common shares (and cash in lieu of a fractional Stantec common share) in the merger and the ownership of Stantec common shares received pursuant to the merger, generally applicable to holders of Keith common stock who, for purposes of the Canadian Tax Act and at all relevant times, are not and are not deemed to be resident in Canada, hold Keith common stock and will hold Stantec common shares as capital property, deal at arm s length with Stantec and Keith and who do not use or hold and are not deemed to use or hold the Keith common stock or the Stantec common shares in connection with carrying on business in Canada and for whom neither the Keith common stock nor the Stantec common shares are designated insurance property (referred to in this proxy statement/ prospectus as non-resident holders). This discussion does not apply to a non-resident insurer that carries on business in Canada and elsewhere.

This summary is based upon the current provisions of the Canadian Tax Act, the regulations under the Canadian Tax Act, all specific proposals to amend the Canadian Tax Act and the regulations publicly announced by the Minister of Finance prior to the date of this proxy statement/ prospectus and the current

published administrative and assessing practices of the Canada Revenue Agency. This summary does not otherwise take into account or anticipate any change in law, whether by legislative, governmental or judicial action, nor does it take into account or consider any provincial, territorial or foreign income tax legislation or considerations.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to holders of Keith common stock. Accordingly, holders of Keith common stock should consult their own tax advisors with respect to their particular circumstances.

Conversion of Keith Common Stock

The conversion of the Keith common stock into Stantec common shares (and cash in lieu of a fractional common share of Stantec) pursuant to the merger will not give rise to tax for a non-resident holder under the Canadian Tax Act.

Dividends on Stantec Common Shares

Dividends paid or credited (or deemed to have been paid or credited) on the Stantec common shares to a non-resident holder will be subject to non-resident withholding tax under the Canadian Tax Act of 25% of the gross amount of those dividends (subject to reduction in accordance with an applicable international tax treaty between Canada and the Non-resident holder s country of residence). Where the non-resident holder is a resident of the United States for purposes of the Convention, the rate of this withholding tax is generally reduced to 15%. Under the Convention, dividends paid to certain religious, scientific, literary, educational or charitable organizations and certain pension organizations that are resident in, and generally exempt from taxation by, the United States, are generally exempt from Canadian non-resident withholding tax. Provided that certain administrative procedures are observed by such an organization, Stantec would not be required to withhold tax from dividends paid or credited to the organization.

Disposition of Stantec Common Shares

A non-resident holder will not be subject to tax under the Canadian Tax Act in respect of any capital gain realized by that non-resident holder on a disposition of a Stantec common share, unless the Stantec common share constitutes taxable Canadian property of the non-resident holder for purposes of the Canadian Tax Act and the non-resident holder is not entitled to relief under an applicable tax treaty. Provided that, at the time of disposition, the Stantec common shares are listed on a prescribed stock exchange (which includes the Toronto Stock Exchange, the New York Stock Exchange and the Nasdaq National Market), the Stantec common shares will generally not constitute taxable Canadian property to a non-resident holder unless, at any time during the 60-month period immediately preceding the disposition of the Stantec common shares, the holder, persons with whom the holder does not deal at arm s length or the holder together with those persons, owns not less than 25% of the issued shares of any class or any series of shares of Stantec.

Even if the Stantec common shares are taxable Canadian property to a non-resident holder, the Convention will generally exempt a non-resident holder who is a resident of the United States for purposes of the Convention from tax under the Canadian Tax Act on any capital gain arising on the disposition of a Stantec common share unless the value of the shares of Stantec at the time of disposition is derived principally from real property situated in Canada.

Anticipated Accounting Treatment

It is expected that the merger will be accounted for as a purchase by Stantec of Keith under Canadian and U.S. GAAP. Under the purchase method of accounting, the assets and liabilities of the acquired company are, as of completion of the merger, recorded at their respective fair values and added to those of the reporting public issuer, including an amount for goodwill representing the difference between the purchase price and the fair value of the identifiable net assets. Financial statements of Stantec issued after consummation of the merger will only reflect the operations of Keith after the merger and will not be restated retroactively to reflect the historical financial position or results of operations of Keith.

All unaudited pro forma condensed consolidated financial information contained in this proxy statement/ prospectus has been prepared using the purchase method to account for the merger. The allocation of the purchase price will be determined after the merger is completed and after completion of an analysis to determine the assigned fair values of Keith s tangible and identifiable intangible assets and liabilities. In addition, estimates related to restructuring and merger-related charges are subject to final decisions related to combining Stantec and Keith. Accordingly, the final purchase accounting adjustments and restructuring and merger-related charges may be materially different from the unaudited pro forma adjustments and changes presented in this proxy statement/ prospectus. Any decrease in the net fair value of the assets and liabilities of Keith as compared to the unaudited pro forma information included in this proxy statement/ prospectus will have the effect of increasing the amount of the purchase price allocable to goodwill.

Regulatory Matters Related to the Merger

Under the HSR Act, acquisitions of a sufficient size may not be consummated unless notification has been given and information has been furnished to the Antitrust Division of the U.S. Department of Justice and to the Federal Trade Commission and applicable waiting period requirements have been satisfied or early termination of the waiting period has been granted. The consummation of the merger is subject to the expiration or early termination of the waiting period under the HSR Act.

In addition, appropriate authorities of any U.S. state or appropriate U.S. federal authorities could take actions under state or U.S. federal antitrust laws seeking to stop completion of the merger, if found appropriate, and in certain circumstances, third parties could seek relief under U.S. or state antitrust laws.

Other than the filings described above, neither Stantec nor Keith is aware of any government or regulatory approvals to be obtained, or waiting periods to expire, to complete the merger. If the parties discover that other approvals or waiting periods are necessary, they will seek to obtain or comply with them. If any additional approval or action is needed, however, there is no assurance that Stantec and Keith will be able to obtain it or any of the other necessary approvals. Even if Stantec or Keith could obtain an approval and the merger agreement is adopted by the Keith shareholders, conditions may be placed on it that could cause Stantec to abandon the merger if permitted by the terms of the merger agreement.

Merger Fees, Costs and Expenses

All expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, except that Stantec and Keith have agreed to share equally the fees, costs and expenses related to preparing, printing and mailing Stantec s registration statement on Form F-4 and this proxy statement/ prospectus and the filing fees incurred pursuant to the requirements of the HSR Act. The parties have also agreed that Keith will pay certain other specified costs. See The Merger Agreement Covenants and Agreements Fees and Expenses.

Dissenters Rights

Dissenters rights will be available to the shareholders of Keith under the circumstances described below. Shareholders of Keith who dissent from the merger in accordance with the procedures set forth in Chapter 13 of the CCC will be entitled to receive an amount equal to the fair market value of their shares as of April 14, 2005, the last day before the public announcement of the merger.

To perfect their statutory dissenters rights, Keith shareholders must vote against the merger and must follow the required procedures set forth in Chapter 13 of the CCC, a copy of which is attached hereto as Appendix D to this proxy statement/ prospectus.

The following summary contains the material provisions of the law pertaining to dissenters rights as provided under Chapter 13 of the CCC and is qualified in its entirety by Appendix D to this proxy statement/ prospectus. Any Keith shareholder contemplating the exercise of dissenters rights should carefully review the provisions of Chapter 13 of the CCC set forth in Appendix D to this proxy statement/ prospectus. FAILURE TO COMPLY WITH THE PROCEDURAL REQUIREMENTS OF CHAPTER 13 WILL RESULT IN A WAIVER OF A KEITH SHAREHOLDER S DISSENTERS RIGHTS.

In order to be entitled to exercise dissenters rights, Keith shareholders must vote AGAINST the approval of the merger proposal. Thus, if Keith shareholders wish to dissent and they submit the proxy, they must specify that their shares are to be voted AGAINST the approval of the merger proposal. If a Keith shareholder submits a proxy without voting instructions or with instructions to vote FOR the approval of the merger proposal, their shares will automatically be voted in favor of the merger proposal and they will lose any dissenters rights. If a Keith shareholder does not submit a proxy and he or she attends the special meeting, he or she must vote AGAINST the approval of the merger proposal at the meeting to preserve their dissenters rights. Further, if a Keith shareholder abstains from voting his or her shares, the shareholder will lose his or her dissenters rights.

Under Section 1300(b)(1) of the CCC, no shares of Keith common stock will be deemed to be dissenting shares unless demands for payment are filed with respect to 5% or more of the outstanding shares of Keith common stock. In addition, Stantec s obligation to consummate the merger is subject to the condition that the number of dissenting shares is less than 5% of the outstanding shares of Keith common stock.

In order to preserve their dissenters rights, Keith shareholders must also make a written demand to Keith for the purchase of their shares of Keith common stock and for the payment to them in cash of the fair market value of the shares. The demand must:

- state the number of shares of Keith common stock the dissenting shareholder holds of record;
- contain a statement of what the dissenting shareholder claims to be the fair market value of the shares as of April 14, 2005, the last trading day before the announcement of the merger, without giving effect to any appreciation or depreciation due to the merger; and
- be received by Keith no later than the date of the special meeting to vote on the merger.

The statement of fair market value contained in the demand constitutes an offer by the Keith shareholder to sell his or her shares to Keith at that price. Once a Keith shareholder has made the demand, he or she may not withdraw it, unless Keith consents to the withdrawal. A proxy or vote against the approval of the merger proposal does not in and of itself constitute a demand.

If the merger proposal is approved at the special meeting, within ten days, Keith will mail a notice of approval of the merger proposal to each dissenting shareholder. This notice of approval will contain:

- a statement of the price determined by the Keith board of directors to represent the fair market value of the shares;
- a brief description of the procedure that the shareholder must follow, if the shareholder desires to exercise dissenters rights; and
- a copy of sections 1300, 1301, 1302, 1303 and 1304 of Chapter 13 of the CCC (which sets out the procedures that must be followed to perfect a shareholder s dissenters rights).

This notice of approval will constitute an offer by Keith to purchase the dissenting shares, assuming the merger is completed.

Within thirty days after the date on which Keith mailed this notice of approval, a Keith shareholder wishing to dissent must submit his or her share certificates to Keith or its transfer agent to be endorsed as dissenting shares. The certificates will be stamped or endorsed with a statement that they are dissenting shares. IF A KEITH SHAREHOLDER WISHING TO DISSENT TRANSFERS HIS OR HER DISSENTING SHARES PRIOR TO SUBMITTING THEM FOR THIS REQUIRED ENDORSEMENT, THE SHARES WILL LOSE THEIR STATUS AS DISSENTING SHARES.

If the dissenting shareholder and Keith (or Stantec, if the merger has been completed) agree that shares are dissenting shares and agree on the fair market value of the shares, upon surrender of the dissenting shareholder s endorsed certificates, Keith will make payment of that amount on the later of thirty days after an agreement has been reached on the fair market value, or thirty days after any statutory or contractual conditions to the merger agreement

have been satisfied. Any agreement between dissenting Keith shareholders and Keith (or after the merger, Stantec) fixing a fair market value of any dissenting shares must be filed with the secretary or clerk of Keith.

If Keith (or after the merger, Stantec) denies that the shares submitted by the dissenting shareholder qualify as dissenting shares, or if the dissenting shareholder and Keith (or after the merger, Stantec) fail to agree on the fair market value of those shares, either the dissenting shareholder or Keith (or after the merger, Stantec) may file a complaint in the superior court of the proper county in California requesting that the court determine the issue. The complaint must be filed within six months after the date on which notice of the approval of the merger proposal is mailed to the dissenting shareholders. The dissenting shareholder may join as a plaintiff in a suit filed by another dissenting shareholder and may also be joined as a defendant in any action brought by Keith (or after the merger, Stantec). If the suit is not brought within six months, the shares of the dissenting shareholder will lose their status as dissenting shares.

In a dissenters rights action, the court must first determine if the shares qualify as dissenting shares. If the court determines that the shares qualify as dissenting shares, it will either determine the fair market value or appoint one or more impartial appraisers to do so. The court will assess and apportion the costs of the action as it considers equitable. However, if the appraised value of the shares exceeds the price offered by the corporation by more than 25%, the corporation must pay the costs of the suit, which may include (at the court s discretion), attorneys fees, expert witness fees, and prejudgment interest.

A shareholder who receives a cash payment for dissenting shares will be treated as if those shares were redeemed for federal income tax purposes.

Stock Exchange Listing

Stantec is obligated under the merger agreement to use its best efforts to cause the Stantec common shares, including those issued in connection with the merger, to be approved for listing on either the New York Stock Exchange or the Nasdaq National Market and the Toronto Stock Exchange. In addition, it is a condition to the closing of the merger that these shares be approved for listing on the New York Stock Exchange or the Nasdaq National Market and the Toronto Stock Exchange, in each case subject to customary conditions and official notice of issuance. Keith, at its option, may waive the condition that the Stantec common shares be listed on either the New York Stock Exchange or the Nasdaq National Market and consummate the merger even if Stantec is unable to list its common shares in the United States. If Stantec is unsuccessful in its listing application with the New York Stock Exchange or the Nasdaq National Market and Keith waives the listing condition, the Stantec common shares will only be tradable through the facilities of the Toronto Stock Exchange.

Stantec has filed an original listing application with the New York Stock Exchange and a supplemental listing application with the Toronto Stock Exchange. Stantec has received conditional approval to list the common shares to be issued in connection with the merger on the Toronto Stock Exchange. A listing remains subject, however, to Stantec fulfilling all of the listing requirements of the New York Stock Exchange and the Toronto Stock Exchange. The Keith common stock will be delisted from the Nasdaq National Market following consummation of the merger.

Resale of Stantec Common Shares

U.S. Resale Requirements. The Stantec common shares issued in the merger will not be subject to any restrictions on transfer arising under the Securities Act, except for shares issued to any Keith shareholder who may be deemed to be an affiliate of Stantec or Keith for purposes of Rule 144 or Rule 145 under the Securities Act. Each affiliate has entered into an agreement with Keith providing that the affiliate will not transfer any Stantec common shares received in the merger except in compliance with the Securities Act.

Canadian Resale Requirements. Assuming Stantec is in compliance with its reporting and disclosure obligations under applicable Canadian securities legislation and the rules of the Toronto Stock Exchange, and except in the case of control persons, insiders (as those terms are defined in the *Securities Act* (Ontario) and equivalent legislation in other Canadian jurisdictions) and persons possessing material undisclosed information relating to Stantec or its securities, the Stantec common shares issued pursuant to the merger agreement will not be subject to any substantial restrictions on transfer under applicable Canadian securities legislation.

The Merger Agreement

The following is a summary of selected provisions of the merger agreement. While Keith and Stantec believe this description covers the material terms of the merger agreement, it may not contain all the information that is important to you, and it is qualified in its entirety by reference to the merger agreement, which is incorporated by reference in its entirety and attached to this proxy statement/ prospectus as Appendix A. We urge you to read the merger agreement in its entirety. In the event of any discrepancy between the terms of the merger agreement and the following summary, the merger agreement will control.

Structure of the Merger

If the holders of a majority of the outstanding shares of Keith common stock, referred to as Keith common stock, approve the merger agreement and all other conditions to the merger are satisfied or waived, Keith will be merged with and into Stantec Consulting. After the merger, Stantec Consulting will be the surviving corporation.

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code.

Effective Time and Closing of the Merger

The merger will become effective when the merger agreement and the certificate of merger are filed with the California Secretary of State. Immediately prior to such filing, referred to as the effective time, a closing will be held at the offices of Keith, or such other place as the parties agree, for the purpose of confirming the satisfaction or waiver of the closing conditions set forth in the merger agreement.

Surviving Corporation Governing Documents, Officers and Directors

Surviving Corporation Governing Documents. The articles of incorporation of Stantec Consulting, as in effect immediately prior to the merger, will be the articles of incorporation of the surviving corporation. The bylaws of Stantec Consulting, as in effect immediately prior to the merger, will be the bylaws of the surviving corporation until amended.

Surviving Corporation Officers and Directors. The directors and officers of Stantec Consulting immediately prior to the merger will be the initial directors and officers of the surviving corporation.

Merger Consideration

Conversion of Keith Common Stock. The merger agreement provides that at the effective time, each share of Keith common stock issued and outstanding immediately prior to the effective time, referred to as the Keith Shares (other than any Keith Shares to be cancelled in the manner described below and any dissenting Keith Shares), will be cancelled and automatically converted into the right to receive the equivalent of:

(i) US$11.00 cash, 0.23 Stantec common shares, referred to as the fixed ratio stock, and that number of Stantec common shares equal to US$5.50 divided by the 20-day average trading price of Stantec common shares on the Toronto Stock Exchange; or

(ii) the fixed ratio stock, and that number of Stantec common shares equal to US$16.50 divided by the average 20-day trading price of Stantec common shares on the Toronto Stock Exchange; or

(iii) cash equal to the sum of (A) US$16.50 and (B) the product of 0.23 and the average 20-day trading price of Stantec common shares, referred to as the cash payment.

The 20-day average Stantec trading price will be calculated based upon the simple average of the daily weighted average sales price of Stantec common shares on the Toronto Stock Exchange as reported by Bloomberg L.P. for each of the 20 consecutive trading days ending on and including the second trading day prior to the effective date of the merger. The weighted average sales price for each trading day will be converted from Canadian dollars to U.S. dollars at the inverse of the noon buying rate quoted by the Federal

Reserve Bank of New York. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, 0.23 Stantec common shares had a value of approximately US$5.84 and US$5.50 equaled approximately 0.22 Stantec common shares.

Holders of Keith common stock will have the right to elect to receive their merger consideration in the form of (A) a mixture of cash and Stantec common shares, as described above in clause (i), (B) all Stantec common shares, as described in clause (ii) above or (C) all cash, as described in clause (iii) above, subject in the case of (B) and (C) to pro rata adjustment if the amount of Stantec common shares or cash is oversubscribed. Based on the closing sale price of Stantec common shares and the U.S. dollar-Canadian dollar exchange rate as of July 15, 2005, for each share of Keith common stock a holder who elects to receive (A) a mix of cash and Stantec common shares will receive US$11.00 and approximately 0.45 Stantec common shares, (B) all Stantec common shares will receive approximately 0.88 Stantec common shares and (C) all cash will receive approximately US$22.34, subject to pro rata adjustment in the case of (B) and (C).

Reverse-Subsidiary Merger. If, for some reason, the merger would not qualify as a tax-free reorganization under the provisions of Section 368(a) of the Code, Stantec has the option, at its sole discretion, to effect the merger by merging Stantec Consulting with and into Keith, with Keith as the surviving corporation, provided that, instead of paying the merger consideration described above, Stantec would pay cash merger consideration of US$22.00 per share of Keith common stock.

Fractional Shares. Stantec will not issue fractional Stantec common shares in the merger. Instead, each holder of a fractional share interest will be paid cash in an amount equal to the product obtained by multiplying (1) such fractional share interest, by (2) the average 20-day trading price of Stantec common shares on the Toronto Stock Exchange calculated in the manner described above.

Stock Options. At the effective time, all options to purchase Keith common stock, referred to as Keith stock options, will be cancelled with no further rights. Prior to the effective time, Keith will offer to purchase all unvested stock options and will deposit with the exchange agent, for the benefit of holders of unvested options, cash equal to the cash payment less the exercise price of the unvested options. Keith s offer to purchase will be conditioned upon the approval of the merger agreement by Keith s shareholders and the satisfaction or waiver of all of the conditions under the merger agreement.

Restricted Stock. Certain unvested restricted stock of Keith will be substituted with fixed ratio stock and that number of Stantec common shares equal to US$16.50 divided by the average 20-day trading price of Stantec common shares on the Toronto Stock Exchange. Such Stantec common shares will be subject to the same restrictions, including vesting conditions, as such Keith restricted stock.

Representations and Warranties

The merger agreement contains representations and warranties made by Keith to Stantec and Stantec Consulting relating to a number of matters, including the following:

- incorporation, valid existence and qualification to do business of Keith and each of its subsidiaries;
- corporate authorization and validity of the merger agreement and the inapplicability of takeover statutes to the merger;
- capitalization of Keith;
- the absence of any conflict of the merger agreement with Keith s articles of incorporation or bylaws, with applicable laws or with any material agreement to which Keith or any of its subsidiaries is a party and, subject to certain exceptions set forth in the merger agreement, the absence of governmental consents, filings and approvals necessary to complete the merger;
- the approval by Keith s board of directors of the merger agreement and the recommendation of the merger agreement by Keith s board of directors to Keith s shareholders and the vote required by the shareholders of Keith

to complete the merger;

the proper filing of documents with the Securities and Exchange Commission, referred to as the SEC;

- the general accuracy of financial statements and the absence of undisclosed liabilities;
- accounts receivable, accounts payable, work in progress, accrued project liabilities and revenue recognition;
- the adequacy of internal control over financial reporting;
- the receipt of the opinion of the financial advisor as to the fairness, from a financial point of view, of the merger consideration to Keith s shareholders;
- the absence of material changes or events in the business of Keith since December 31, 2004;
- the absence of material pending or threatened litigation outstanding against Keith or any of its subsidiaries;
- employee benefit plans;
- labor and employment matters;
- title to leased real property and to assets;
- ownership and validity of intellectual property rights;
- tax matters and the payment of taxes;
- various environmental matters, including compliance with environmental laws;
- validity and effect of, and absence of defaults under, material contracts;
- adequacy of insurance;
- customers and suppliers;
- interested party transactions; and
- brokers and finders fees related to the merger.

The merger agreement also contains representations and warranties by Stantec and Stantec Consulting to Keith relating to a number of matters, including the following:

- incorporation, valid existence and qualification to do business of Stantec and Stantec Consulting;
- corporate authorization and validity of the merger agreement;
- Stantec s capitalization;
- the absence of any conflict of the merger agreement with Stantec s or Stantec Consulting s articles of incorporation or bylaws, with applicable laws or with any agreement to which Stantec or Stantec Consulting is a party and, subject to certain exceptions set forth in the merger agreement, the absence of governmental consents, filings and approvals necessary to complete the merger;
- Stantec s and Stantec Consulting s possession of all permits and regulatory approvals required to conduct its business, and compliance by Stantec and Stantec Consulting with all applicable foreign, federal, state and local

laws;

the proper filing of documents with the Alberta Securities Commission;

the general accuracy of financial statements and the absence of undisclosed liabilities;

accounts receivable, accounts payable, work in progress, accrued project liabilities and revenue recognition;

the adequacy of internal control over financial reporting;

the absence of material pending or threatened litigation outstanding against Stantec or Stantec Consulting;

- approval of the merger agreement by the sole shareholder of Stantec Consulting and the absence of any requisite vote of Stantec s shareholders to consummate the transactions contemplated by the merger agreement;

- Stantec Consulting s operations;

- tax matters;

- approval of the merger and the merger agreement by the board of directors of each of Stantec and Stantec Consulting and approval by the board of directors of Stantec of the registration and listing of Stantec common shares to be issued in connection with the merger;

- the absence of material changes or events in the business of Stantec;

- absence of ownership of Keith shares by Stantec or any of its subsidiaries;

- brokers and finders fees related to the merger;

- ownership and validity of intellectual property rights; and

- various environmental matters, including compliance with environmental laws.

Certain of Keith s and Stantec s representations and warranties are qualified as to materiality or material adverse effect. When used with respect to Keith, Stantec or the surviving corporation, material adverse effect means any material adverse change or effect on the business, prospects, condition (financial or otherwise), assets, liabilities or results of operations of that entity, taken as a whole, or the ability of that entity and its subsidiaries to consummate the merger, other than any change or effect relating to:

- general economic, political or regulatory conditions or securities markets in general that do not have a disproportionate effect on Keith or Stantec, as applicable;

- the industry in which Stantec and Keith operate that does not have a disproportionate effect on Keith or Stantec, as applicable; or

- the public announcement or consummation of the transactions contemplated by the merger agreement.

Conduct of Business Pending the Merger

Conduct of Keith s Business Pending Merger. Keith has agreed that until the termination of the merger agreement or the effective time, except as expressly contemplated by the merger agreement, it will not do any of the following without the written consent of Stantec (which Stantec will not unreasonably withhold or delay):

- operate other than in the ordinary course of business and consistent with past practice;

- change or amend its articles of incorporation or bylaws;

- (1) issue any shares of capital stock, or any options, warrants, convertible securities or rights to acquire any shares of such capital stock or any other ownership interest (except for issuances of Keith common stock issuable pursuant to Keith s stock awards outstanding on the date of the merger agreement) or (2) sell, pledge, dispose of, grant or encumber any material assets of Keith or any subsidiary;

- split, combine or reclassify any of its capital stock or purchase or otherwise acquire any of its capital stock (other than in connection with the cashless exercise of Keith stock options outstanding on the date of the merger agreement);

declare, set aside, make or pay any dividend or other distribution, payable in cash, stock, property or otherwise, with respect to any of its capital stock, except for dividends by any direct or indirect wholly-owned subsidiary to Keith or any other wholly-owned subsidiary;

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hire any additional employees other than in the ordinary course of business or increase the compensation payable or to become payable or the benefits provided to its directors, officers or employees, except for increases in the ordinary course of business in salaries or wages of employees of Keith or any subsidiary who are not directors or officers of Keith or any subsidiary, or grant any severance or termination pay to, or enter into any employment or severance agreement with, any director, officer or other employee of Keith or of any subsidiary, or establish or amend any arrangement for the benefit of any current or former director, officer, employee or consultant;

(1) acquire any corporation or other business organization or any material amount of assets; (2) incur any indebtedness for borrowed money or issue any debt securities or become responsible for the obligations of any person, or make any loans or advances, or grant any security interest in any of its assets except in the ordinary course of business and consistent with past practice; (3) enter into any material contract; (4) authorize certain capital expenditures; or (5) enter into or amend any contract, agreement, commitment or arrangement with respect to any matter set forth in this paragraph;

implement or adopt any change in its accounting principles, practices or methods, other than as is consistent with or as may be required by law, GAAP or regulatory guidelines;

make any tax election or settle or compromise any material United States federal, state, local or non-United States income tax liability;

discharge any obligation other than the discharge of liabilities (1) reflected or reserved against on the consolidated balance sheet of Keith and its subsidiaries as of March 31, 2005; (2) subsequently incurred in the ordinary course of business and consistent with past practice, or (3) subsequently incurred not in the ordinary course of business which will not exceed US$100,000;

amend or consent to the termination of any material contract, or amend, waive, modify or consent to the termination of Keith s or any subsidiary s rights thereunder;

commence or settle any material litigation; or

announce an intention, enter into any formal or informal agreement or otherwise make a commitment, to do any of the foregoing.

Keith has agreed to use its reasonable best efforts to preserve substantially intact the business organization of Keith and its subsidiaries, to keep available the services of the current officers, key employees and key consultants of Keith and its subsidiaries and to preserve the current advantageous relationships of Keith and its subsidiaries with customers, suppliers and other persons with which Keith or any subsidiary has significant business relations.

Conduct of Stantec s Business Pending Merger. Except as expressly contemplated by any provision of the merger agreement, Stantec has agreed that until the termination of the merger agreement or the effective time, Stantec will not, without the prior written consent of Keith, engage in any action that could reasonably be expected to cause the merger to fail to qualify as a reorganization within the meaning of Section 368(a) of the Code, take any action to cause Stantec s representations and warranties or agreements and covenants required by the merger agreement to be untrue in any material respect or take any action that would reasonably be likely to materially delay the merger.

Additional Agreements

Registration Statement; Proxy Statement. Stantec and Keith have agreed that as promptly as practicable after the execution of the merger agreement they will prepare and file with the SEC (1) the proxy statement to be sent to Keith s shareholders relating to the meeting of Keith s shareholders, referred to as the special meeting, and (2) a registration statement on Form F-4 in connection with the registration under the Securities Act of the Stantec common shares to be issued pursuant to the merger. Stantec and Keith have agreed to use their reasonable best efforts to cause the registration statement to become effective as promptly as practicable and to mail this proxy statement/ prospectus to

Keith s shareholders.

Keith has also agreed that neither Keith s board of directors nor any committee will withdraw or modify, or propose to withdraw or modify, in a manner adverse to Stantec or Stantec Consulting, its approval or recommendation of the merger agreement and the merger unless the board of directors determines in its good faith judgment and after consultation with independent legal counsel that the failure to so withdraw or modify its approval and recommendation of the merger agreement and the merger would be inconsistent with its fiduciary duties to Keith and its shareholders.

The parties have further agreed that at (1) the time the registration statement is declared effective, (2) the time this proxy statement/ prospectus is first mailed, (3) the time of the special meeting and (4) the effective time, the information such party provided for inclusion in this proxy statement/ prospectus will not contain any untrue statement of a material fact or fail to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

Shareholder Meeting. The merger agreement requires Keith to call a meeting of its shareholders to approve the merger agreement. Keith will use its reasonable best efforts to solicit from its shareholders proxies in favor of approval and adoption of the merger agreement. Keith, however, is not required to encourage the adoption of the merger agreement or secure the vote of shareholders if the board of directors of Keith withdraws its recommendation. See Termination, Amendment and Waiver Termination below.

Employee Benefit Matters. After the effective time, Stantec will cause the surviving corporation and its subsidiaries to honor all agreements of Keith and its subsidiaries that are applicable to any current or former employees or directors of Keith or any subsidiary. Stantec will use reasonable best efforts to provide that employees of Keith or any subsidiary receive credit under any employee benefit plan, program or arrangement established or maintained by the surviving corporation or any of its subsidiaries for service accrued or deemed accrued prior to the effective time; provided, however, that such crediting of service will not duplicate any benefit or the funding of any such benefit. In addition, Stantec will use reasonable best efforts to waive any limitations on benefits relating to any pre-existing conditions to the same extent such limitations are waived under any comparable plan of Stantec or its subsidiaries and recognize, for purposes of annual deductible and out-of-pocket limits under its medical and dental plans, deductible and out-of-pocket expenses paid by employees of Keith and its subsidiaries in the calendar year in which the effective time occurs.

Indemnification and Directors and Officers Insurance. The merger agreement provides that the bylaws of the surviving corporation will contain provisions no less favorable than the current provisions in Keith s bylaws with respect to the indemnification of present and former officers and directors of Keith. The merger agreement also provides that Stantec will maintain in effect for six years the directors and officers liability insurance maintained by Keith at the effective time of the merger (provided that Stantec may substitute policies that are materially no less favorable) with respect to matters that occurred prior to the effective time of the merger and that Stantec will not be required to expend more than an amount per year equal to 175% of current annual premiums paid by Keith for such insurance.

Obligations of Stantec Consulting. Stantec has agreed to take all action necessary to cause Stantec Consulting to perform its obligations under the merger agreement and to consummate the merger on the terms and subject to the conditions set forth in the merger agreement.

Consents of Accountants. Keith and Stantec have agreed to use all reasonable efforts to deliver to each other consents from their respective independent auditors with respect to the inclusion of reports by such auditors in the registration statement.

Listing. Stantec has agreed to promptly prepare and submit to the New York Stock Exchange or the Nasdaq National Market, referred to together as the U.S. exchange, and the Toronto Stock Exchange, listing applications covering the Stantec common shares to be issued in the merger and will use its reasonable efforts to obtain, prior to the effective time, approval for the listing or quotation of such Stantec common shares by the U.S. Exchange and the Toronto Stock Exchange. Stantec has received conditional approval to list such Stantec common shares on the Toronto Stock Exchange.

Stantec s Board of Directors. Stantec has agreed to take all such action as may be necessary to cause the chief executive officer of Keith to be appointed to the board of directors of Stantec.

No Solicitation of Transactions. Keith has agreed that neither it nor any subsidiary nor any of the directors, officers or employees of it or any subsidiary will, and that it will not authorize its and its subsidiaries representatives, to (1) facilitate any inquiries or the making of any proposal or offer that constitutes, or may reasonably be expected to lead to, any competing transaction, or (2) enter into or maintain or continue discussions or negotiations with any person or entity in furtherance of such inquiries or to obtain a proposal or offer for a competing transaction, or (3) agree to or recommend any competing transaction or enter into any letter of intent or other agreement contemplating any competing transaction; however, the board of directors of Keith may furnish information to, and enter into discussions with, a person who has made an unsolicited, written, bona fide proposal or offer regarding a competing transaction, referred to as a superior proposal, if the board of directors of Keith has determined, in its good faith judgment, after having received the advice of a financial advisor and after having consulted with independent legal counsel, that the furnishing of such information or entering into discussions is required to comply with its fiduciary obligations to Keith and its shareholders. If Keith receives a superior proposal that Keith s board of directors has decided to recommend or pursue by terminating the merger agreement, Keith will provide Stantec with three days to match the superior proposal.

Plan of Reorganization. Each party has agreed to use its reasonable best efforts to cause the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code.

Keith Contribution. Prior to the effective time, at Stantec s request, Keith will deposit with the exchange agent for the benefit of the holders of Keith shares, the lesser of (a) US$18,000,000 and (b) the maximum amount of cash that would not preclude the merger from qualifying as a reorganization within the meaning of Section 368(a) of the Code.

Restricted Stock. Keith has agreed to cooperate to amend agreements with each holder of Keith s unvested restricted stock.

Conditions to the Merger

The respective obligations of Keith, Stantec and Stantec Consulting to complete the merger are subject to the satisfaction or waiver, where permissible, of certain conditions.

Conditions to Each Party s Obligation to Effect the Merger. The obligations of Keith, Stantec and Stantec Consulting to complete the merger are conditioned upon the following conditions being satisfied or waived, where permissible:

- the registration statement having been declared effective under the Securities Act and no stop order or proceeding seeking a stop order being pending by or before the SEC;
- Keith s shareholders having affirmatively voted to approve the merger agreement by the requisite vote;
- no order preventing the consummation of the merger being in effect;
- any waiting period applicable to the consummation of the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, referred to as the HSR Act, having expired or having been terminated, such waiting period having been terminated effective May 20, 2005; and
- the Stantec common shares to be issued in the merger having been authorized for listing on the Toronto Stock Exchange. Stantec has received conditional approval to list such Stantec common shares on the Toronto Stock Exchange.

Conditions to Obligations of Stantec and Stantec Consulting. The obligations of Stantec and Stantec Consulting to consummate the merger depend upon the following additional conditions being satisfied or waived, where permissible:

the representations and warranties of Keith being true and correct when made and as of the effective time;

Keith having performed in all material respects all of its obligations under the merger agreement;

all consents, approvals and authorizations legally required to be obtained to consummate the merger having been obtained from all governmental authorities;

no material adverse effect as defined in the merger agreement having occurred with respect to Keith;

Keith having deposited with the exchange agent for the benefit of the holders of Keith shares the lesser of (a) US$18,000,000 and (b) the maximum amount of cash that would not preclude the merger from qualifying as a reorganization within the meaning of Section 368(a) of the Code;

Keith having at least US$40,000,000 of cash or cash equivalents on deposit (less the amount of cash deposited with the exchange agent);

the number of dissenting shares being less than 5% of the issued and outstanding Keith shares;

prior to the effective time, the termination and cancellation of Keith s plan qualified under Section 401(k) of the Code; however, the board of directors of Keith will not terminate and cancel the 401(k) plan if Stantec provides written notice to that effect to Keith at least two (2) days prior to the effective time; and

Stantec having received the opinion of Shearman & Sterling LLP,