

## Notice of Annual and Special Meeting

Notice is hereby given that an Annual and Special Meeting of the Shareholders of FINNING INTERNATIONAL INC. will be held at the Terminal City Club, 837 West Hastings Street, Vancouver, British Columbia at 2:00 pm Pacific time on Wednesday, May 10, 2017, for the following purposes:

1. to receive the consolidated financial statements for the year ended December 31, 2016 and the auditors' report thereon;
2. to appoint auditors and to empower the directors to determine the auditors' remuneration;
3. to consider and approve an ordinary resolution amending and extending Finning's current Amended and Restated Rights Plan for three years;
4. to consider and approve an ordinary resolution ratifying, confirming and approving the Company's Amended and Restated By-Law No. 1. The full text of the amended and restated By-Law No. 1 is set out in Schedule A to the management proxy circular accompanying this notice;
5. to consider and approve, on an advisory basis, an ordinary resolution to accept Finning's approach to executive compensation; and
6. to elect directors.

The attached Circular contains details of the matters to be dealt with at the meeting and forms part of this notice of meeting.

Shareholders of record at the close of business on March 15, 2017, will be entitled to vote at the meeting and are encouraged to participate either by proxy or in person.

DATED the 15<sup>th</sup> day of March, 2017.

BY ORDER OF THE BOARD

*/s/ Jane Murdoch*

Jane Murdoch  
General Counsel and Corporate Secretary