



8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
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Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on Wednesday, May 10, 2017

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Annual and Special Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 2:00 PM (Pacific Time) on May 8, 2017.



Appointment of Proxyholder

I/We being holder(s) of Finning International Inc. hereby appoint: Douglas W.G. Whitehead, or failing him, L. Scott Thomson,

OR

Print the name of the person you are appointing if this person is someone other than Douglas W.G. Whitehead or L. Scott Thomson.

as my/our proxyholder, with full power of substitution, to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as recommended by Management) and on all other matters that may properly come before the Annual and Special Meeting of shareholders of Finning International Inc. to be held at Terminal City Club, 837 West Hastings Street, Vancouver, B.C., on May 10, 2017 at 2:00 PM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Vicki L. Avril	<input type="checkbox"/>	<input type="checkbox"/>	02. Marcelo A. Awad	<input type="checkbox"/>	<input type="checkbox"/>	03. James E.C. Carter	<input type="checkbox"/>	<input type="checkbox"/>
04. Jacynthe Côté	<input type="checkbox"/>	<input type="checkbox"/>	05. Nicholas Hartery	<input type="checkbox"/>	<input type="checkbox"/>	06. Stuart L. Levenick	<input type="checkbox"/>	<input type="checkbox"/>
07. Kevin A. Neveu	<input type="checkbox"/>	<input type="checkbox"/>	08. Kathleen M. O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	09. Christopher W. Patterson	<input type="checkbox"/>	<input type="checkbox"/>
10. John M. Reid	<input type="checkbox"/>	<input type="checkbox"/>	11. L. Scott Thomson	<input type="checkbox"/>	<input type="checkbox"/>	12. Douglas W.G. Whitehead	<input type="checkbox"/>	<input type="checkbox"/>

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For

Withhold

2. Appointment of Auditors

Appointment of Deloitte LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For

Against

3. Amendment and Extension of Rights Plan

To consider and approve an ordinary resolution amending and extending the Corporation's current Amended and Restated Rights Agreement for three years.

For

Against

4. Amended and Restated By-Law No. 1

To consider and approve an ordinary resolution ratifying, confirming and approving the Corporation's Amended and Restated By-Law No.1.

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For

Against

5. Advisory Vote on Executive Compensation

To consider and approve, on an advisory basis, an ordinary resolution to accept the Corporation's approach to executive compensation, as described in the management proxy circular for the meeting.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

