

Notice of 2021 annual and special meeting

You're invited to Finning International Inc.'s annual and special meeting of shareholders.

When

Tuesday, May 11, 2021
2:00 p.m. Pacific time

Where

Virtual meeting via live audio webcast
online at <https://web.lumiagm.com/437627256>
and
Rooftop Amenities Room
565 Great Northern Way
Vancouver, British Columbia

You're entitled to receive notice of and to vote at the meeting if you held your common shares at the close of business on March 17, 2021 (the record date).

This year we are providing shareholders with the opportunity to attend our meeting in person, subject to limitations mentioned below, or online in a virtual format, which will be conducted via live webcast in real-time. All shareholders, regardless of geographic location and equity ownership, who held their shares at the close of business on the record date will have an equal opportunity to participate at the meeting and engage with management. You will need to be connected to the internet and comply with all of the requirements to attend the meeting online, which are described starting on page 10.

Due to the health authority restrictions in place at the date of this notice and the ongoing public health impact of COVID-19, we will be limited to 15 people attending the meeting in person. We also reserve the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the meeting to adhere to health authority restrictions in effect at the time of the meeting. Therefore, registered and non-registered shareholders are asked to participate in the meeting online, rather than attending in person and to vote their shares prior to the meeting by returning their proxy form or voting instruction form, voting online or using the toll-free telephone number set out on the proxy or voting instruction form.

The management proxy circular prepared for the meeting provides details about the items of business and other important information to help you decide how to vote your shares.

At the meeting, shareholders will:

1. Receive the consolidated financial statements for the year ended December 31, 2020 and the auditor's report
2. Appoint the auditor and authorize the directors to set the auditor's fees
3. Participate in our advisory vote on executive pay
4. Confirm and approve amendments to our By-Law No. 1
5. Confirm and approve amendments to our Advance Notice By-Law
6. Elect directors

By order of the board of directors,

/s/ Dori Assaly

Dori Assaly
Corporate Secretary

Vancouver, British Columbia
March 17, 2021

Meeting Materials

We are using notice and access to deliver meeting-related materials to registered and non-registered (beneficial) holders of our common shares. This means the management proxy circular is posted online rather than being mailed out.

Shareholders will still receive by mail a form of proxy or a voting instruction form to vote their shares, together with a notice explaining how to access the management proxy circular electronically.

The management proxy circular can be viewed on our website (www.finning.com/governance) or on SEDAR (www.sedar.com).

If you would like to receive a printed copy, please call 1-888-346-6464 and we will send you one free of charge.

If you have given us instructions to send you a printed copy of meeting-related materials, your management proxy circular is attached to this notice.