



8th Floor, 100 University Avenue
 Toronto, Ontario M5J 2Y1
 www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on Tuesday, May 11, 2021

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) and return your completed proxy by mail or fax.
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 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 p.m. (Pacific Time) on May 7, 2021.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
- 1-866-732-VOTE (8683) Toll Free**



To Vote by Fax

- Complete, sign and date the reverse hereof.
- Forward it by fax to 1-866-249-7775 for calls within Canada and the U.S. There is **NO CHARGE** for this call.
- Forward it by fax to 416-263-9524 for calls outside Canada and the U.S.



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.



To Attend the Meeting Online

- You can attend the meeting online by visiting the URL provided on the back of this proxy.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

To vote by using any of the methods outlined above, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of Finning International Inc. hereby appoint:
Harold N. Kvisle, or failing him, L. Scott Thomson

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

Note: If completing the appointment box above and your appointee intends on attending online YOU MUST return your proxy by mail or fax and go to www.computershare.com/finning and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a control number to gain entry to the online meeting. If the appointee is attending the meeting in person, this step is NOT required.

as my/our proxyholder with full power of substitution and 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 all other matters that may properly come before the Annual and Special Meeting of shareholders of Finning International Inc. to be held online at <https://web.lumiagm.com/437627256>, and the Rooftop Amenities Room, 565 Great Northern Way, Vancouver, B.C., on May 11, 2021 at 2:00 p.m. (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. James E.C. Carter	<input type="checkbox"/>	<input type="checkbox"/>	03. Jacynthe Côté	<input type="checkbox"/>	<input type="checkbox"/>
04. Nicholas Hartery	<input type="checkbox"/>	<input type="checkbox"/>	05. Mary Lou Kelley	<input type="checkbox"/>	<input type="checkbox"/>	06. Andrés Kuhlmann	<input type="checkbox"/>	<input type="checkbox"/>
07. Harold N. Kvisle	<input type="checkbox"/>	<input type="checkbox"/>	08. Stuart L. Levenick	<input type="checkbox"/>	<input type="checkbox"/>	09. Kathleen M. O'Neill	<input type="checkbox"/>	<input type="checkbox"/>
10. Christopher W. Patterson	<input type="checkbox"/>	<input type="checkbox"/>	11. Edward R. Seraphim	<input type="checkbox"/>	<input type="checkbox"/>	12. L. Scott Thomson	<input type="checkbox"/>	<input type="checkbox"/>

For Withhold

2. Appointment of Auditor

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

For Against

3. 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.

For Against

4. Ratify and Approve Amended and Restated By-Law No. 1

An ordinary resolution to ratify, confirm and approve the Corporation's amended and restated By-Law No.1, as described in the management proxy circular for the meeting.

For Against

5. Ratify and Approve Amended and Restated Advance Notice By-Law

An ordinary resolution to ratify, confirm and approve the Corporation's amended and restated Advance Notice By-Law, 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

MM / DD / YY

Interim Financial Statements – These documents are available at www.finning.com so we encourage you not to mark this box in order to protect the environment and reduce costs. Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – The Annual Financial Statements are available at www.finning.com so we encourage you not to mark this box in order to protect the environment and reduce costs. Mark this box if you would 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.

