

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. *Name and Address of Company*

Finning International Inc. (the “**Finning**”)
Suite 1000, 666 Burrard Street
Vancouver, B.C.
V6C 2X8

ITEM 2. *Date of Material Change*

May 8, 2013

ITEM 3. *News Release*

A press release was issued on May 8, 2013 and distributed through the facilities of Marketwire (the “**Release**”).

ITEM 4. *Summary of Material Change*

Finning announced that it has appointed Scott Thomson as its new President and Chief Executive Officer. The appointment will be effective June 17, 2013.

As previously announced, Finning’s existing President and Chief Executive Officer, Michael Waites, will retire concurrently with Mr. Thomson’s appointment taking effect.

ITEM 5. *Full Description of Material Change*

Finning announced that it has appointed Scott Thomson as its new President and Chief Executive Officer. The appointment will be effective June 17, 2013.

Mr. Thomson joins Finning from Talisman Energy Inc. where he was Chief Financial Officer with responsibility for finance, tax, treasury, investor relations, marketing, business development, and strategy, planning and performance management. Prior to joining Talisman, Mr. Thomson held several executive positions with Bell Canada Enterprises, including Executive Vice President, Corporate Development; Vice President, Head of Mergers and Acquisitions; and Vice President, Corporate Strategy. Prior to Bell, Mr. Thomson was a Vice President at Goldman, Sachs and Co. Mr. Thomson graduated with a Bachelor of Arts in Economics and Political Science from Queen’s University, Kingston and an MBA from the University of Chicago, Graduate School of Business.

As previously announced, Finning’s existing President and Chief Executive Officer, Michael Waites, will retire concurrently with Mr. Thomson’s appointment taking effect.

ITEM 6. *Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102*

Not applicable.

ITEM 7. *Omitted Information*

No significant facts have been omitted from this report.

ITEM 8. *Executive Officer*

David Smith
Executive Vice President and Chief Financial Officer
(604) 691-6444

ITEM 9. *Date of Report*

May 10, 2013.