

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 5, 2015

ITEM 3. ***News Release***

A press release was issued on May 6, 2015 and distributed through the facilities of Marketwired.

ITEM 4. ***Summary of Material Change***

Finning announced that it has reached an agreement to purchase the operating assets of Kramer Ltd., the authorized Caterpillar Inc. dealer in the Province of Saskatchewan, for approximately \$230 million, subject to working capital adjustments.

Closing is expected to occur in July, 2015.

ITEM 5. ***Full Description of Material Change***

Finning announced that it has reached an agreement to purchase the operating assets of Kramer Ltd., the authorized Caterpillar Inc. dealer in the Province of Saskatchewan, for approximately \$230 million, subject to working capital adjustments. In 2014, the acquired dealership generated approximately \$275 million in revenue. Finning will become the approved Caterpillar dealer in Saskatchewan in July, 2015, subject to customary closing conditions.

The acquisition combines complementary capabilities, customer bases and highly skilled employees across Finning’s territory in British Columbia, Alberta, Yukon, Northwest Territories and part of Nunavut, with Kramer’s presence in Saskatchewan.

The two companies already share common customers who operate across these adjacent territories and will benefit from the continuity and support of a single dealer. Customers will also benefit from improved equipment and parts availability, world-class product support and access to Finning’s extensive branch network of 50 locations.

For Finning, Saskatchewan is a highly attractive growth opportunity that diversifies its revenue base into sectors such as potash and uranium. The acquisition will be funded with cash and will be immediately accretive to earnings per share.

Joining Finning is a talented and dedicated team of 475 Kramer employees with a deep understanding of the local market and well-established customer relationships throughout the Province at parts, sales and services locations in Estevan, Kindersley, Battleford, Regina, Saskatoon, Swift Current and Tisdale in addition to Cat Rental Stores in Regina and Saskatoon.

Tony de Sousa has been named the executive to lead Finning Saskatchewan. He will be based in the Saskatchewan headquarters, which will remain in Regina. Tony has been with Finning for 39 years and has extensive senior leadership experience in sales, service and operations. Tony and his family will move from Edmonton to Regina.

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*

Scott Thomson
President and Chief Executive Officer
(604) 691-6444

ITEM 9. *Date of Report*

May 14, 2015.