



**ANNUAL MEETING OF SHAREHOLDERS FOR FINNING INTERNATIONAL INC.
NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification as Finning International Inc. (the "Corporation") is utilizing the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders will receive a proxy or voting instruction form enabling them to vote at the Corporation's meeting. However, instead of a paper copy of the Management Proxy Circular, shareholders receive this notice with information on how they may access the Management Proxy Circular electronically. The use of this alternative method of delivery is more environmentally friendly and cost effective.

MEETING DATE AND LOCATION:

WHEN:

Wednesday, May 4, 2016
at 2:00 pm Pacific Time

WHERE:

Terminal City Club
837 West Hastings Street
Vancouver, BC

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

ELECTION OF DIRECTORS: Shareholders will be asked to elect directors. Information respecting the election of directors may be found in the "Election of Directors" section of the Management Proxy Circular.

APPOINTMENT OF AUDITORS: Shareholders will be asked to appoint the auditors and to empower the directors to determine the auditors' remuneration. Information respecting the appointment of the auditors may be found in the "Appointment of Auditors" section of the Management Proxy Circular.

SAY ON PAY: Shareholders will be asked to consider and approve, on an advisory basis, an ordinary resolution to accept the Corporation's approach to executive compensation, which is more fully described in the "Advisory Vote on Executive Compensation" section of the Management Proxy Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The Management Proxy Circular can be viewed online at www.SEDAR.com or at the Corporation's website at <http://www.finning.com/governance>

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial shareholders may request that paper copies of the meeting materials be sent to them by regular mail at no cost to them. If you would like to receive a paper copy of the Management Proxy Circular by mail, you must request one. There is no charge to you for requesting a copy. Call the Corporation Toll Free at 1-888-346-6464 within North America and outside North America at 1-604-691-6444. Requests should be received at least five business days in advance of the proxy deposit date and the time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

STRATIFICATION

The Corporation is only providing paper copies of its Management Proxy Circular to its registered shareholders and to those beneficial shareholders who have previously requested to receive paper materials.

VOTING

Beneficial Holders are asked to register their vote by using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET: www.proxyvote.com
TELEPHONE: 1-800-474-7493 (English) or 1-800-474-7501 (French)
MAIL: Data Processing Centre
 PO Box 2800 STN LCD Malton
 Mississauga, Ontario L5T 2T7

Shareholders with questions about notice and access can call Computershare Investor Services Inc. at 1-866-964-0492.