

TERMS OF REFERENCE FOR THE GOVERNANCE AND RISK COMMITTEE

I. MANDATE

The mandate of the Governance and Risk Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Finning International Inc. (the “Corporation”) in fulfilling the Board’s obligations by providing a focus on governance that will enhance corporate performance and a focus on risk management processes.

The Committee assesses and makes recommendations regarding Board effectiveness, including the development of annual Board objectives and the implementation of annual Board performance evaluations, and establishes a process for identifying, recruiting, appointing, re-appointing and providing ongoing development of directors. The Committee also assesses and makes recommendations to the Board regarding risk management processes. The Committee shall delegate the assessment and recommendation-making function regarding specific risks that are within the mandate of other standing committees of the Board to such other committees, which shall then report directly to the Board on such risks.

The Board continues to have overall responsibility for risk oversight, which is the process for determining that the Corporation has an appropriate process in place for managing its significant risks and is improving that process continuously as the Corporation’s business environment changes.

II. COMPOSITION AND TERMS OF OFFICE

- A.** The Committee shall consist of a minimum of four independent directors.
- B.** The Board, on the recommendation of the Board Chair, will appoint the Chair of the Committee from the Committee members by a majority vote. The Chair of the Committee will hold such position until otherwise determined by the Board.
- C.** The members of the Committee shall be appointed annually, immediately following the Annual Meeting of Shareholders, either at a meeting of the Board of Directors, or by consent resolution. The Board may remove, replace or appoint a new director to the Committee at any time during the year.

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- D.** Decisions of the Committee shall be by a majority vote.
- E.** The Committee shall appoint a secretary who need not be a director.
- F.** The Committee shall meet not less than four times per year. Meetings of the Committee may be held in person or by remote communications, subject to the By-laws of the Corporation. The Committee shall meet at the call of the Committee Chair. Any two Committee members may request the Committee Chair to call a meeting of the Committee and, if the Committee Chair fails to do so, may call a meeting of the Committee.
- G.** The quorum necessary for the transaction of business at Committee meetings shall be a majority of the members of the Committee.

III. DUTIES AND RESPONSIBILITIES

A. Board Composition Planning and Director Nomination

- i) The Committee shall, at least annually, review and consider the Board's current and desired composition by considering:
 - a) the particular competencies and skills ideal for the Corporation's Board, including requirements for members of the Board committees;
 - b) the competencies and skills each existing director possesses;
 - c) the personality and other qualities of each director, as these qualities may determine and contribute to the boardroom dynamic; and
 - d) the Board Diversity Policy and such other factors as it deems appropriate including judgement, skill, geography, experience with businesses and other organizations of comparable size, the interplay of a candidate's experience with the experience of other Board members, and the extent to which a candidate would be a desirable addition to the Board.

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- ii) The Committee may make recommendations to the Board regarding the size of the Board.
- iii) When the Board determines new director(s) shall be recruited:
 - a) the Committee, or a member of the Committee that the Committee designates, shall, in consultation with the Board Chair and CEO, identify individuals who have the skills and competencies desired by the Board;
 - b) the Committee shall take into account the desired composition considerations identified in item A. i) above;
 - c) the Committee shall recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders; and
 - d) the Committee shall, in the case of a vacancy on the Board (including a vacancy created by an increase in size of the Board), recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders.
- iv) In an uncontested election, with respect to any nominee director, if the total number of shares withheld exceeds the total number of shares voted in favour of the nominee, then such director nominee shall tender his or her resignation to the Board. The Committee shall consider the matter and shall make a recommendation to the Board on whether the offer to resign should be accepted. In the absence of extraordinary circumstances, the Board expects the Committee to recommend accepting such offer to resign.

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- v) In addition to offering to resign for failing to meet the majority voting policy requirements noted above, a director should offer to resign in the event of a change in principal job responsibilities or in the event of any other significant change in his or her circumstances that could adversely affect the director's ability to carry out his or her duties as a director of the Corporation or could otherwise adversely affect the Corporation or its reputation. For greater certainty, if a director becomes not independent of the Corporation, or the Board determines that a director is no longer independent (within the meaning of National Instrument 52-110 *Audit Committees*), that shall be considered a significant change in such director's circumstances. The Committee shall consider the change in circumstances and recommend to the Board whether the resignation should be accepted.
- B.** The Committee shall work with the Board, and the Board Chair as required, to facilitate Board Chair succession planning.
- C.** The Committee shall prepare recommendations for membership on committees of the Board. In considering a director for committee membership, the Committee shall take into consideration the factors set forth in the charter, mandate or terms of reference of the committee, as well as any other factors it deems appropriate, including consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- D.** The Committee shall ensure the Board Policy Manual is maintained and amended on the Board Portal, as required.
- E.** The Committee shall annually review and recommend the compensation plan for directors to the Board. The Committee will facilitate a review by an independent consultant of the compensation plan for directors every two years or as required, and will report the consultant's findings to the Board.
- F.** The Committee shall annually review management's audit of director share ownership against the guidelines in the Director Compensation Plan.
- G.** The Committee shall function as a forum for concerns of individual directors about matters that are not readily or easily discussed at full Board

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meetings, to enable the Board to operate independently of management when necessary.

- H.** The Committee shall prepare recommendations for the Board regarding any reports required or recommended regarding corporate governance standards, whether or not the Corporation is legally required to meet such standards.
- I.** The Committee shall annually review and evaluate the adequacy of its Terms of Reference, the Terms of Reference for the Board of Directors, the Board Chair, an individual director, the President & Chief Executive Officer, Board committees, the Guidelines for the Board of Directors, and the Committee Operating Guidelines and report its recommendation for any changes to the Board of Directors.
- J.** The Committee shall annually review the Corporation's Board Diversity Policy and Global Political Contributions Policy and report any recommended changes to the Board for approval. The Committee shall also receive an annual report of any political donations made under the Global Political Contributions Policy, evaluate compliance with such policy, review management's response with respect to any corrective actions, if any, and report to the Board of Directors on the results of its review.
- K.** At management's request, or on its own initiative, the Committee shall review the Corporation's By-laws and report its recommendation for any changes to the Board of Directors.
- L.** The Committee shall undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and Committee members and corporate governance related matters.
- M.** In instances where the Committee believes that in order to properly discharge the Committee's fiduciary obligations to the Corporation it is necessary to obtain the advice of outside experts including legal counsel, the Committee Chair, or the Committee Chair's delegate, shall, at the request of the Committee, engage the necessary experts. The Committee shall keep the Board apprised of both the selection of experts and the experts' findings through the Committee's regular reports to the Board.

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- N.** The Committee shall review the minutes of the annual meeting of shareholders and recommend the minutes for Board approval.

O. Director Orientation and Continuing Education

The Committee shall:

- i) develop and periodically review an orientation program for new directors and oversee the implementation of the program.
- ii) develop and periodically review a continuing education program for directors and oversee the implementation of the program.
- iii) communicate with directors and management to determine the Board's needs regarding director education.

P. Annual Board Objectives

The Committee, in consultation with the Board Chair and CEO, shall facilitate the drafting and reviewing of the annual Board Objectives and shall recommend the annual Board Objectives to the Board for approval.

Q. Performance Evaluation

- i) The Committee shall implement an annual performance evaluation of the Board, Board committees and their associated committee Chairs, the Board Chair and the individual directors.
- ii) The annual evaluation of Board performance shall include an assessment at the conclusion of the year as to the extent to which the Board achieved the annual Board Objectives.
- iii) The performance evaluations shall also recommend to the Board any improvements deemed necessary or desirable.
- iv) The performance evaluations shall be conducted in such manner as the Committee deems appropriate. Normally, annual performance evaluations will be conducted by outside experts every third year and by the Corporate Secretary in the other years.

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- v) The reports to the Board may take the form of oral or written reports by the Committee Chair or any other member of the Committee designated by the Committee to make such reports.

R. Governance Monitoring and Disclosure

- i) The Committee shall monitor external events with regard to governance issues with the view of keeping the Corporation proactive with respect to the latest thought and legislation affecting corporate governance, not only in the countries in which the Corporation operates, but also in the United States of America.
- ii) The Committee shall oversee the Corporation's governance disclosure material to ensure it is accurate and meets or exceeds all applicable regulatory guidelines, including but not limited to:
 - a) confirming that the Board has approved a position description for the CEO that is used in assessing the performance of the CEO;
 - b) reporting on the independence of the Board and its committees;
 - c) reporting on the establishment of all required and recommended Board committees;
 - d) providing a description of Board, committee and individual director evaluation process;
 - e) outlining the Board's measures for new director orientation and ongoing director education;
 - f) outlining the Board's practice for regular meetings of the independent directors, including a method for interested parties to directly contact the director responsible for presiding over these meetings;
 - g) providing a statement that all standing Board committees have reviewed and assessed their terms of reference in the past year; and

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- h) annually reviewing the Corporate Disclosure Policy and recommending any suggested changes to the Board for approval.
- iii) The Committee shall monitor that the following documents are disclosed through the Corporation's website and are directly provided to anyone who requests a copy:
 - a) Terms of reference for the Board of Directors;
 - b) Terms of reference for the Board Chair;
 - c) Terms of reference for a Director;
 - d) Terms of reference for the President and CEO;
 - e) Terms of reference for all standing Board committees;
 - f) The Corporation's Code of Conduct;
 - g) The Corporation's Board Diversity Policy; and
 - h) The Corporation's Majority Voting Policy.
- iv) The Committee shall review with management the Corporation's strategy with respect to shareholder communications and the Corporation's position on current shareholder/board relationship topics and make recommendations to the Board as required.

S. Code of Conduct (the "Code")

The Committee shall:

- i) Periodically review the contents of the Code, and all policies incorporated by reference in the Code, and make recommendations to the Board of any suggested revisions.
- ii) Confirm with management that the Code, and any subsequent revisions to it, are filed on SEDAR in accordance with regulatory requirements.

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- iii) Confirm with management that a system is in place to monitor compliance with the Code and that the Board is kept informed of all monitoring results.
- iv) Be responsible for properly disclosing and reporting in accordance with regulatory requirements, any waivers of the Code of Conduct granted to directors or specified executive officers by the Global Ethics Committee and approved by the Board.
- v) Address any issues or concerns related to any individual director's compliance with the Code of Conduct and report any findings and/or recommendations to the Board.

T. Risk Management

The Committee will review and obtain reasonable assurance that the Corporation's risk management processes are operating effectively to identify and appropriately manage risks of the Corporation. This includes:

- i) review with management the guidelines and policies with respect to risk assessment and risk management, including the processes management uses to assess and manage such risks;
- ii) review with management the adequacy and effectiveness of the Corporation's system to monitor and manage risk; and
- iii) obtaining reasonable assurance that the risk management systems are reliable and secure through discussions with and reports from management.

In depth review and discussions regarding the Corporation's risk management processes will normally occur once per year, and otherwise as necessary, however, risk will be an agenda item for each quarterly Committee meeting.

IV. ACCOUNTABILITY

- A. The Committee Chair has the responsibility to make periodic reports on behalf of the Committee to the Board, as requested, on governance matters relative to the Corporation.

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- B.** The Committee shall report its discussions and activities to the Board by maintaining minutes of its meetings and providing an oral report at each regular Board meeting.

V. COMMITTEE TIMETABLE

The major annual activities of the Committee are outlined in the schedule on the following pages.

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| | Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec |
|---|--------------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| A. Board Composition Planning and Director Nomination | | | | | | | | | | | | |
| i) Annually review Board's current and desired composition by considering: | | | | | | | | | | | | |
| a) Ideal skills and competencies | | | | | | | | √ | | | | |
| b) Current skills and competencies | | | | | | | | | | | √ | |
| c) Personality and other qualities of each director | | | | | | | | | | | √ | |
| d) The Board Diversity Policy and other such factors as it deems appropriate | | | | | | | | | | | √ | |
| ii) Committee may consider candidates proposed by management, but is not required to do so | <i>on going</i> | | | | | | | | | | | |
| iii) When new directors shall be recruited, the committee shall: | <i>on going</i> | | | | | | | | | | | |
| a) In consultation with Chair and CEO, identify individuals | <i>on going</i> | | | | | | | | | | | |
| b) Evaluate candidate's desirability as an addition to the Board | <i>on going</i> | | | | | | | | | | | |
| c) Recommend nominees to stand for annual election | | √ | | | | | | | | | | |
| d) Recommend nominees to fill vacancies on the Board | <i>on going</i> | | | | | | | | | | | |
| iv) Consider and make a recommendation to the Board on acceptance of a nominee director's resignation related to the Corporation's majority voting policy | <i>as required</i> | | | | | | | | | | | |
| v) Consider and make a recommendation to the Board on acceptance of a director's resignation due to a change in circumstance | <i>as required</i> | | | | | | | | | | | |

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|--|-----------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| B. Facilitate Board Chair succession planning with the Board | <i>on going</i> | | | | | | | | | | | |
| C. Prepare recommendation for membership on committees | | √ | | | | | | | | | | |
| D. Ensure the Board Policy Manual is maintained on the Board Portal | <i>on going</i> | | | | | | | | | | | |
| E. Review and recommend compensation plan for directors and facilitate an independent review every two years or as required | | | | | | | | √ | | | | |
| F. Review director share ownership against the guidelines in the Director Compensation Policy | | | | | | | | | | | √ | |
| G. Function as a forum to allow Board to operate independently | <i>on going</i> | | | | | | | | | | | |
| H. Prepare recommendation regarding any report on corporate governance | | √ | | | √ | | | √ | | | √ | |
| I. Review annually the Committee's Terms of Reference (August) and the Terms of Reference for the Board of Directors, the Board Chair, an individual director, the President & Chief Executive Officer, Board committees, the Guidelines for the Board of Directors, and the Committee Operating Guidelines (November) | | | | | | | | √ | | | √ | |
| J. Review the Board Diversity Policy and the Global Political Contributions Policy annually (August) and receive an annual report of any political donations made and evaluate compliance with the Global Political Contributions Policy (February) | | √ | | | | | | √ | | | | |

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|---|--------------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| K. Review By-laws as required | <i>as required</i> | | | | | | | | | | | |
| L. Any other duties or responsibilities expressly delegated to the Committee | <i>on going</i> | | | | | | | | | | | |
| M. Engage necessary experts, with Board approval | <i>as required</i> | | | | | | | | | | | |
| N. Review the minutes of the annual meeting of shareholders and recommend to the Board for approval | | | | | | | | √ | | | | |
| O. Director Orientation and Continuing Education | | | | | | | | | | | | |
| i) Develop and periodically review director orientation program | | | | | | | | √ | | | | |
| ii) Develop and periodically review director continuing education program | | | | | | | | √ | | | | |
| iii) Communicate with directors and management to determine needs for director education | | | | | | | | √ | | | | |
| P. Annual Board Objectives | | | | | | | | | | | | |
| i) Initial Draft | | √ | | | | | | | | | | |
| ii) Recommend for Approval | | | | | √ | | | | | | | |
| Q. Performance Evaluation | | | | | | | | | | | | |
| i) Methodology and implementation of annual performance evaluations of the Board, Board Chair, Board committees and individual directors (normally conducted by an external third party every third year and by the Corporate Secretary in other years) | | | | | | | | √ | | | | |

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|--|--|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| ii) Evaluate results of the Board and committee evaluations | | √ | | | | | | | | | | |
| iii) Evaluate the Board's achievement of its annual Board Objectives | | √ | | | | | | | | | | |
| iv) Develop action plans and/or objectives based on results of Board and committee evaluations and self-assessments, if applicable (finalized in May if not completed in February) | | √ | | | √ | | | | | | | |
| v) Report results of Individual Director evaluations to the Board | <i>on going</i> (February to August) | | | | | | | | | | | |
| R. Governance Monitoring and Disclosure | | | | | | | | | | | | |
| i) Monitor external events with regard to governance issues | <i>on going</i> | | | | | | | | | | | |
| ii) Accuracy of governance disclosure material, including: | | | | | | | | | | | | |
| a) Confirm the CEOs position description has been approved by the Board and is used in assessing CEO performance | | √ | | | | | | | | | | |
| b) Reporting on independence of the Board and its committees | | √ | | | | | | | | | | |
| c) reporting on establishment of all required and recommended Board committees | | √ | | | | | | | | | | |
| d) providing a description of Board, committee and individual director evaluation processes | | √ | | | | | | | | | | |
| e) outlining measures for new director orientation and ongoing director education | | √ | | | | | | | | | | |

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|--|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| f) outlining Board's practice for regular meetings of the independent directors | | √ | | | | | | | | | | |
| g) providing a statement that all standing Board committees have reviewed and assessed their terms of reference in the past year | | √ | | | | | | | | | | |
| h) review Corporate Disclosure Policy annually | | | | | | | | | | | √ | |
| iii) Ensure the following documents are disclosed on the Corporation's website | | | | | | | | | | | | |
| a) terms of reference for the Board | | | | | | | | √ | | | | |
| b) terms of reference for the Board Chair | | | | | | | | √ | | | | |
| c) terms of reference for a Director | | | | | | | | √ | | | | |
| d) terms of reference for the President and CEO | | | | | | | | √ | | | | |
| e) terms of reference for all standing Board committees | | | | | | | | √ | | | | |
| f) Code of Conduct | | | | | | | | √ | | | | |
| g) Board Diversity Policy | | | | | | | | √ | | | | |
| h) Majority Voting Policy | | | | | | | | √ | | | | |
| S. Code of Conduct | | | | | | | | | | | | |
| i) Periodically review the contents of the Code | | | | | | | | | | | √ | |
| ii) Confirm with management the Code is filed on SEDAR | | | | | | | | | | | √ | |

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| iii) Confirm with management that a system is in place to monitor compliance with the Code | | | | | | | | | | | √ | |
| iv) Be responsible for properly disclosing and reporting in accordance with regulatory requirements, any waivers of the Code of Conduct granted to directors or specified executive officers | | | | | | | | | | | √ | |
| T. Risk Management | | | | | | | | | | | | |
| Risk will be an agenda item at every quarterly meeting of the Committee. In addition, the Committee will conduct an annual in depth review once per year (February), and otherwise as necessary: | | √ | | | √ | | | √ | | | √ | |
| i) Review with management the guidelines, policies, and processes with respect to risk assessment and management. | | | | | | | | | | | | |
| ii) Review with management the adequacy and effectiveness of the Corporation's system to monitor and manage risk. | | | | | √ | | | | | | √ | |
| iii) Through discussion with management, obtain reasonable assurance the risk management systems are reliable and secure. | | | | | √ | | | | | | √ | |