

**SHARE TRADING, HEDGING AND USE OF MATERIAL INFORMATION**

**I. INSIDER TRADING**

The Corporation acknowledges that it is in the interest of shareholders of the Corporation that its employees own Finning securities. However, there is a risk that these securities could be purchased or sold (“traded”) at an inappropriate time. Canadian securities laws impose rules on the Corporation and its employees<sup>1</sup> regarding trading in Finning securities and the use of material confidential information. The penalties for breaking these rules can be severe, both for the Corporation and its employees personally. This policy is intended to ensure that all employees of the Corporation are aware of and comply with these rules.

It is the Corporation's policy that an employee of the Corporation may not trade in Finning securities when that employee has knowledge of material information which has not been disclosed to the general public (“insider trading”). A trade of Finning securities includes buying or selling Common Shares and the exercise of options for Common Shares, but does not include the purchase of Common Shares through the Employee Share Purchase Plan or through an automated share purchase program established by the Corporation in compliance with applicable securities laws in connection with any normal course issuer bid conducted by the Corporation from time to time through the facilities of the Toronto Stock Exchange. Material confidential information is any information that could affect the price of Finning Common Shares, including:

- i) financial results.
- ii) negotiations concerning significant contracts with outside parties.
- iii) the sale or purchase of significant assets.
- iv) decisions concerning dividends.
- v) important corporate or business developments.
- vi) financings.
- vii) significant personnel changes.
- viii) significant lawsuits or pending lawsuits.
- ix) labour negotiations.

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<sup>1</sup> Employees are defined for the purposes of this policy to include all full time and part time employed individuals including all directors and officers of the Corporation.

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**II. TIPPING**

Securities laws also prohibit what is called "tipping". Tipping is the disclosure to others of material information, such as that listed above, which has not been given to the general public, which is then used to trade in Finning securities or is in turn passed on to others who use it to trade in Finning securities. It is Finning's policy that employees will not engage in tipping at any time.

**III. HEDGING**

While hedging is generally not permitted under the Canadian Business Corporations Act, further clarity is provided to our insiders by the adoption of an anti-hedging policy. It is the Corporation's policy that all executive management and directors ("insiders") of the Corporation, are prohibited from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted to such insiders as compensation or held directly or indirectly by the insider. Hedging may also not be utilized to otherwise offset the value of the shareholding requirements set by the Corporation's share ownership guidelines for executive management and directors.

**IV. COMPLIANCE**

All employees are required to comply with the above policy.

**V. CONTACT**

If you have any questions about this policy or its application in any situation, call the Corporate Secretary at local 5-6250 (604-691-6250) in Vancouver.