

WHISTLEBLOWER POLICY

I. GENERAL

The Corporation's Code of Conduct (Code) applies to employees, officers and directors of Finning and all of its subsidiaries and affiliates. The Corporation's agents, consultants, contractors and suppliers are also required to act consistently with the Code when acting with or on behalf of the Corporation. As employees and representatives of the Corporation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

II. REPORTING RESPONSIBILITY

As employees and representatives of the Corporation, we are responsible for complying with the Code and its supporting corporate policies. It is our right and responsibility to promptly report suspected Code contraventions to our local supervisor or manager or Human Resources, Legal, or Risk Assurance and Advisory Services representatives, or through the other reporting options stated in this policy, and to cooperate with internal or external investigations of reported violations, as applicable.

III. NO RETALIATION

No director, officer, employee or other representative of the Corporation or its subsidiaries or affiliates who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. There will be no retaliation for speaking up and making a truthful report of actual or suspected misconduct, for cooperating in an investigation, or for exercising our legal rights. Anyone subject to this policy who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation rather than seeking resolution outside the Corporation.

IV. REPORTING VIOLATIONS

A. The Code addresses the Corporation's open-door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor or manager is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or manager or if you are not satisfied with the response received, you are encouraged to speak with someone in your local Human Resources, Legal, or Risk Assurance and Advisory Services Departments or anyone in management you are comfortable approaching. Management is required to report suspected violations of the Code to the Corporation's Compliance Officer, who is responsible for investigating all reported violations.

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- B.** For suspected fraud or securities law violations, or if you are uncomfortable discussing any concerns or if these concerns remain unresolved, you can file a report through the Ethics and Compliance Website, or call the Ethics Compliance Hotline, or contact the Corporation's Compliance Officer.

ETHICS AND COMPLIANCE WEBSITE

<https://secure.ethicspoint.com/domain/media/en/gui/13881/>

ETHICS AND COMPLIANCE HOTLINE

For calls in North America (U.S. & Canada): dial 1-800-491-2966

For calls from Argentina, Bolivia, Chile, Uruguay, UK and the Republic of Ireland:

1. From an outside line dial the country specific number below:

Argentina	0-800-555-0906 or 0-800-444-8084 Call will be answered in Spanish
Bolivia	Dial 0-800-10-0707 Call will be answered in Spanish
Chile	1230-020-5771 Call will be answered in Spanish
Uruguay	000-413-598-3075 Call will be answered in Spanish
United Kingdom	0800-0328483 Call will be answered in English
Republic of Ireland	1-800615403 Call will be answered in English

2. The call will be answered in English or Spanish as specified above. To continue your call in another language, please state your language to request an interpreter. It may take 1-3 minutes to arrange for an interpreter. During this time please do not hang up.
3. Identify that you are calling from Finning.
4. Make your report.

If you are unable to connect via the above instructions:

1. Dial an international operator.
2. Request a collect call (reverse charges) to be placed to **503-748-0666**.
3. If asked to give your name, please provide "EthicsPoint" as the name.
4. The international operator will call the number. The call will be answered in English and the collect call will be accepted. When the international operator disconnects, the Call Center Specialist will continue the call in English or if you would prefer Spanish, please state your language to request an interpreter. It may take 1-3 minutes to arrange for an interpreter. During this time please do not hang up.
5. The Call Center Specialist will return with a Spanish speaking interpreter (if requested).
6. Make your report.

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V. COMPLIANCE OFFICER

The Corporation's Compliance Officer, together with the Global Ethics Committee, is responsible for investigating and resolving all reports alleging violations of the Code either directly or through the relevant Regional Ethics Committee, as the Global Ethics Committee determines appropriate. The Global Ethics Committee summarizes all reports received in the quarter and reports any material claims to the Audit Committee of the Board of Directors, as well as findings and recommendations from completed material investigations and the current status of any material ongoing investigations.

The Corporation's Compliance Officer is the General Counsel and Corporate Secretary, who can be contacted as outlined below:

Mail: Suite 300 – 565 Great Northern Way
Vancouver, BC V5T 0H8 Canada
E-mail: complianceofficer@finning.com
Tel: 1 604 691 6250

VI. ACTING IN GOOD FAITH

Anyone who reports a suspected violation or of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Those who misuse the reporting process and knowingly file reports that are false or malicious in nature are considered to have breached the Code and may be investigated.

If an investigation confirms that a violation has occurred, an appropriate course of action will be taken, which may include disciplinary measures up to and including termination of employment.

VII. CONFIDENTIALITY

We are assured of strict confidentiality in reporting suspected violations and cooperating with investigations, without fear of retaliation. Complainants may submit reports of suspected violations on a confidential basis or anonymously. Reports of suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

VIII. HANDLING OF REPORTED VIOLATIONS

The Compliance Officer will notify the sender and acknowledge receipt of the reported suspected violation within five business days. All reports will be investigated promptly and appropriate corrective action will be taken as the Global Ethics Committee determines is warranted.

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The online version of the Finning Whistleblower Policy can be found on the Corporation's website at www.finning.com.