

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Toromont Industries Ltd. ("**Toromont**")
P.O. Box 5511
3131 Highway 7 West
Concord, Ontario
L4K 1B7

Item 2 Date of Material Change

October 24, 2017.

Item 3 News Release

A news release announcing the material change referred to in this report was disseminated by Toromont in Canada through the facilities of Marketwired and subsequently filed on SEDAR on October 24, 2017.

Item 4 Summary of Material Change

On October 24, 2017, Toromont priced a Canadian offering (the "**Offering**") of Cdn\$500,000,000 aggregate principal amount of its 3.842% senior unsecured notes due 2027 (the "**Notes**"). The Offering closed on October 27, 2017. The Notes are unsecured, unsubordinated obligations of Toromont and rank *pari passu* with its other unsecured, unsubordinated debt.

Item 5 Full Description of Material Change

On October 24, 2017, a syndicate of agents agreed to solicit, on a best efforts basis, offers by Canadian resident purchasers to purchase Notes from Toromont. Pursuant to that agency agreement, on October 27, 2017, Toromont issued and sold Cdn\$500,000,000 aggregate principal amount of the Notes. The Notes bear interest at a rate of 3.842% per annum, which is payable semi-annually, in arrears. The Notes mature on October 27, 2027. The Notes are unsecured, unsubordinated obligations of Toromont and rank *pari passu* with its other unsecured, unsubordinated debt. The restrictive covenants and events of default that apply to the Notes are the same as those applicable to Toromont's 3.71% Senior Unsecured Notes due 2025.

The Offering was part of the financing for Toromont's acquisition (the "**Acquisition**") of the businesses and net operating assets of the Hewitt group of companies. On October 27, 2017, Toromont also entered into an amendment and restatement of the credit agreement governing its existing Cdn\$250,000,000 revolving bank credit facility (the "**Existing Credit Facility**") to provide for an unsecured, unsubordinated non-revolving term credit facility in the amount of Cdn\$250,000,000, available as a single drawdown, and an unsecured, unsubordinated revolving credit facility in the amount of Cdn\$500,000,000 (collectively, the "**New Credit Facilities**"). The New Credit Facilities mature on October 27, 2022 and replace the Existing Credit Facility.

Toromont used the net proceeds of the Offering, approximately Cdn\$310,000,000 of borrowings under the New Credit Facilities and cash on hand to fund the cash portion of the purchase price for the Acquisition, which also closed on October 27, 2017.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following executive officer of Toromont is knowledgeable about the material change and this report:

Paul R. Jewer
Executive Vice President and Chief Financial Officer
(416) 667-5638

Item 9 Date of Report

November 3, 2017.