

# TOROMONT INDUSTRIES LTD.

## Annual Meeting of Holders of Common Shares

Held on May 3, 2019

### REPORT OF VOTING RESULTS

This report is filed pursuant to Section 11.3 of National Instrument 51-102 and relates to the results of voting at the Annual Meeting of Toromont Industries Ltd. (the "Corporation"), held on May 3, 2019 (the "Meeting").

#### Description of Matter

#### Outcome of Vote

#### ITEM 1: ELECTION OF DIRECTORS –

**CARRIED**

Ordinary resolution to elect directors as proposed in the Management Information Circular for the Meeting, dated February 28, 2019.

This matter was put to a vote by way of ballot at the Meeting. The total number of votes cast for, or withheld, for each nominee was as follows:

Peter J. Blake	Votes for 62,927,398 (97.6%) Votes withheld 1,554,100 (2.4%)
Jeffrey S. Chisholm	Votes for 64,172,849 (99.5%) Votes withheld 308,649 (0.5%)
Cathryn E. Cranston	Votes for 64,342,307 (99.8%) Votes withheld 139,191 (0.2%)
Robert M. Franklin	Votes for 63,385,534 (98.3%) Votes withheld 1,095,964 (1.7%)
James W. Gill	Votes for 64,448,515 (99.9%) Votes withheld 32,983(0.1%)
Wayne S. Hill	Votes for 63,189,427 (98.0%) Votes withheld 1,292,071 (2.0%)
Sharon L. Hodgson	Votes for 64,402,088 (99.9%) Votes withheld 79,410 (0.1%)
Scott J. Medhurst	Votes for 64,368,804 (99.8%) Votes withheld 112,694 (0.2%)
Robert M. Ogilvie	Votes for 61,752,167 (95.8%) Votes withheld 2,729,331 (4.2%)
Katherine A. Rethy	Votes for 64,289,952 (99.7%) Votes withheld 191,546 (0.3%)
Richard G. Roy	Votes for 62,686,183 (97.2%) Votes withheld 1,795,315 (2.8%)

**ITEM 2: APPOINTMENT OF AUDITORS –**

**CARRIED**

The appointment of Ernst & Young LLP, Chartered Accountants, as auditors of the Corporation until the next annual general meeting or until their successors are appointed, and the authorization of the directors to fix their remuneration.

	<b>TOTAL VOTES</b>	<b>PERCENTAGE OF VOTES CAST</b>
<b>Votes FOR</b>	63,772,841	98.0%
<b>Votes WITHHELD</b>	1,313,663	2.0%

**ITEM 3: APPROVAL OF NON-BINDING RESOLUTION  
ACCEPTING THE APPROACH TO EXECUTIVE COMPENSATION -**

**CARRIED**

The approval of the non-binding resolution accepting the approach to executive compensation, as noted in the Corporation's Management Information Circular dated as of February 28, 2019.

This matter was put to a vote by way of ballot at the Meeting. The total votes cast by all Shareholders present in person or by proxy were as follows:

	<b>TOTAL VOTES</b>	<b>PERCENTAGE OF VOTES CAST</b>
<b>Votes FOR</b>	57,691,294	89.5%
<b>Votes AGAINST</b>	6,790,304	10.5%

Dated May 3, 2019

**TOROMONT INDUSTRIES LTD.**

*"Lynn M. Korbak"*

BY: \_\_\_\_\_  
LYNN M. KORBAK  
General Counsel and Corporate Secretary