

TOROMONT INDUSTRIES LTD.

Annual Meeting of Holders of Common Shares

Held on May 1, 2020

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 1, 2020 (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, 2020.

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 65,212,585 (99.97%) Votes withheld 20,939 (0.03%)
Jeffrey S. Chisholm	Votes for 64,738,996 (99.24%) Votes withheld 494,528 (0.76%)
Cathryn E. Cranston	Votes for 64,625,338 (99.07%) Votes withheld 608,186 (0.93%)
James W. Gill	Votes for 65,214,686 (99.97%) Votes withheld 18,838 (0.03%)
Wayne S. Hill	Votes for 64,302,912 (98.57%) Votes withheld 930,612 (1.43%)
Sharon L. Hodgson	Votes for 64,811,081 (99.35%) Votes withheld 422,443 (0.65%)
Scott J. Medhurst	Votes for 65,214,715 (99.97%) Votes withheld 18,809 (0.03%)
Robert M. Ogilvie	Votes for 62,430,773 (95.70%) Votes withheld 2,802,751 (4.30%)
Katherine A. Rethy	Votes for 64,795,179 (99.33%) Votes withheld 438,345 (0.67%)
Richard G. Roy	Votes for 64,184,450 (98.39%) Votes withheld 1,049,074 (1.61%)

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.

	TOTAL VOTES	PERCENTAGE OF VOTES CAST
Votes FOR	63,952,901	98.03%
Votes WITHHELD	1,282,572	1.97%

**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, 2020.

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:

	TOTAL VOTES	PERCENTAGE OF VOTES CAST
Votes FOR	58,256,135	89.30%
Votes AGAINST	6,979,338	10.70%

Dated May 1, 2020

TOROMONT INDUSTRIES LTD.

"Lynn M. Korbak"

BY: _____
LYNN M. KORBAK
General Counsel and Corporate Secretary