

## TOROMONT INDUSTRIES LTD.

### Annual & Special Meeting of Holders of Common Shares

Held on May 5, 2021

### 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 & Special Meeting of Toromont Industries Ltd. (the “Corporation”), held on May 5, 2021 (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 26, 2021.

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 64,342,046 (99.16%) Votes withheld 542,340 (0.84%)
Benjamin D. Cherniavsky	Votes for 64,533,966 (99.46%) Votes withheld 350,420 (0.54%)
Jeffrey S. Chisholm	Votes for 60,870,406 (93.81%) Votes withheld 4,013,980 (6.19%)
Cathryn E. Cranston	Votes for 62,626,622 (96.52%) Votes withheld 2,257,764 (3.48%)
James W. Gill	Votes for 62,849,031 (96.86%) Votes withheld 2,035,355 (3.14%)
Wayne S. Hill	Votes for 63,505,909 (97.88%) Votes withheld 1,378,477 (2.12%)
Sharon L. Hodgson	Votes for 64,177,961 (98.91%) Votes withheld 706,425 (1.09%)
Scott J. Medhurst	Votes for 64,426,972 (99.30%) Votes withheld 457,414 (0.70%)
Robert M. Ogilvie	Votes for 62,933,816 (96.99%) Votes withheld 1,950,570 (3.01%)
Katherine A. Rethy	Votes for 62,861,390 (96.88%) Votes withheld 2,022,996 (3.12%)
Richard G. Roy	Votes for 60,151,181 (92.71%) Votes withheld 4,733,205 (7.29%)

**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>	62,942,279	96.94%
<b>Votes WITHHELD</b>	1,990,117	3.06%

**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 26, 2021.

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>	58,136,959	89.60%
<b>Votes AGAINST</b>	6,748,294	10.40%

**ITEM 4: APPROVAL OF REPLENISHMENT AND  
AMENDMENT OF STOCK OPTION PLAN -**

**CARRIED**

The approval of the resolution accepting the replenishment and amendment of the stock option plan, as noted in the Corporation's Management Information Circular dated as of February 26, 2021.

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>	50,407,452	77.69%
<b>Votes AGAINST</b>	14,477,801	22.31%

**ITEM 5: APPROVAL OF THE RENEWAL OF THE  
SHAREHOLDER RIGHTS PLAN -**

**CARRIED**

The approval of the resolution accepting the renewal of the shareholder rights plan, as noted in the Corporation's Management Information Circular dated as of February 26, 2021.

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>	60,828,578	93.75%
<b>Votes AGAINST</b>	4,056,675	6.25%

Dated May 5, 2021

**TOROMONT INDUSTRIES LTD.**

*"Lynn M. Korbak"*

BY: \_\_\_\_\_

LYNN M. KORBAK  
General Counsel and Corporate Secretary