

TOROMONT INDUSTRIES LTD.

Annual & Special Meeting of Holders of Common Shares

Held on April 28, 2022

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 April 28, 2022 (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, 2022.

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 58,924,870 (93.89%) Votes withheld 3,832,169 (6.11%)
Benjamin D. Cherniavsky	Votes for 62,473,256 (99.55%) Votes withheld 283,783 (0.45%)
Jeffrey S. Chisholm	Votes for 60,649,573 (96.64%) Votes withheld 2,107,466 (3.36%)
Cathryn E. Cranston	Votes for 61,346,051(97.75%) Votes withheld 1,410,988 (2.25%)
Sharon L. Hodgson	Votes for 62,132,501(99.00%) Votes withheld 624,538 (1.00%)
Scott J. Medhurst	Votes for 62,623,546 (99.79%) Votes withheld 133,493 (0.21%)
Frederick J. Mifflin	Votes for 62,614,827(99.77%) Votes withheld 142,212 (0.23%)
Katherine A. Rethy	Votes for 62,155,942 (99.04%) Votes withheld 601,097 (0.96%)
Richard G. Roy	Votes for 61,511,017 (98.01%) Votes withheld 1,246,022 (1.99%)

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	55,920,441	89.05%
Votes WITHHELD	6,877,654	10.95%

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

CARRIED

The approval of the non-binding resolution accepting the Corporation's approach to executive compensation, as noted in the Management Information Circular dated February 26, 2022.

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	57,115,284	91.01%
Votes AGAINST	5,642,115	8.99%

ITEM 4: APPROVAL TO ESTABLISH AND ADOPT THE LONG TERM INCENTIVE PLAN

CARRIED

The approval of the resolution accepting the adoption and establishment the Corporation's long term incentive plan, which includes reserving and setting aside 750,000 common shares for issuance and authorizing the execution of award agreements for participants, in accordance with the Plan, as noted in the Management Information Circular dated February 26, 2022.

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	58,813,854	93.72%
Votes AGAINST	3,943,545	6.28%

ITEM 5: APPROVAL OF THE SHAREHOLDER PROPOSAL

CARRIED

The approval of the resolution accepting the shareholder proposal submitted, as noted in the Management Information Circular dated February 26, 2022.

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	62,154,131	99.04%
Votes AGAINST	603,268	0.96%

Dated April 28, 2022

TOROMONT INDUSTRIES LTD.

“Lynn M. Korbak”

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