



**ROCKY MOUNTAIN DEALERSHIPS INC.
CODE OF BUSINESS CONDUCT AND ETHICS**

Purpose

1. In this Code of Business Conduct and Ethics (the “Code”), the term “Corporation” refers collectively to Rocky Mountain Dealerships Inc. (“RMDI”) and all entities in which RMDI has a direct or indirect equity interest of 50% or more. The purpose of the Code for the Corporation is to provide written conduct guidelines designed to promote integrity and deter wrongdoing, protect the Corporation’s business and reputation, protect the Corporation from financial loss and legal liability, and address:
 - (a) compliance with:
 - i. applicable laws and regulations in all jurisdictions where the Corporation carries on business;
 - ii. stock exchange requirements and governance requirements adopted by the Corporation;
 - (b) conflicts of interest including transactions and agreements in which directors or executive officers have a material interest;
 - (c) protection and proper use of corporate assets and opportunities;
 - (d) confidentiality of corporate information;
 - (e) fair dealing with securityholders, customers, suppliers, competitors and employees; and
 - (f) reporting of illegal and unethical behaviour.

Scope

2. This Code has been adopted by the Board of Directors of RMDI and applies to all directors, executive officers, management, and employees of the Corporation and persons on contract with the Corporation (collectively “Applicable Persons”). Each Applicable Person will be provided with a copy of this Code and will be required to comply with it as a term of office or employment or contract and each individual is responsible to ensure his or her conduct is consistent with the letter and the spirit of this Code.
3. The Code, in providing guidance for acceptable behaviour, does not replace existing policies of the Corporation and does not describe every specific act that is considered unacceptable.

Compliance

4. All Applicable Persons of the Corporation are required, in the discharge of their duties and while on or using the property of the Corporation, to comply with all laws, regulations, policies of applicable exchanges and governance policies adopted by the Corporation which are applicable to the Corporation and the Applicable Persons in all of the jurisdictions where the Corporation carries on business and where Applicable Persons are carrying out duties on behalf of the Corporation.
5. Applicable Persons shall comply with all of the Corporation's policies, including, the Corporation's Insider Trading Policy with respect to buying or selling shares of RMDI.

Management and Employee Conflicts of Interest

6. Each Applicable Person shall conduct their business affairs in a manner that ensures their private or personal interests do not conflict with the interests of the Corporation, including conflicts relating to personal, financial or other gain. It is not always easy to determine whether a conflict of interest exists, so any potential conflict of interest must be reported immediately to your supervisor or a member of senior management. In addition to the foregoing, the following shall be considered unacceptable behavior by an Applicable Person:
 - (a) use the Corporation's property for his or her own material benefit;
 - (b) influence the Corporation's contractors, consultants or advisors for his or her personal gain;
 - (c) recommend decisions for the Corporation that materially benefit the employee, his or her family members, friends, or other business interests;
 - (d) personally act on business opportunities presented to the Corporation;
 - (e) own more than a 5% interest in any entity that sells supplies, furnishes services or otherwise engages in business with the Corporation without first advising the Chair of the Compensation, Governance and Nominating Committee and obtaining the approval of the Compensation, Governance and Nominating Committee;
 - (f) own more than a 5% interest in any entity that is a competitor of the Corporation without first advising the Chair of the Compensation Governance Committee and obtaining the approval of the Compensation Governance Committee; and
 - (g) serve on the Board of an entity that is a competitor of the Corporation without first advising the Chair of the Compensation, Governance and Nominating Committee and obtaining the approval of the Compensation, Governance and Nominating Committee.
7. Applicable Persons are expected to maintain appropriate and professional relationships with their supervisors, subordinates and colleagues, as well as any representative/employee of a vendor, manufacturer, contractor or customer of the Corporation. In addition to the foregoing, a conflict of interest shall be considered to exist when an Applicable Person is involved in a romantic or sexual relationship (an **"Inappropriate Relationship"**) with another individual in the following circumstances:

- (a) where the Applicable Person has evaluative or supervisory responsibilities over another Applicable Person; or,
- (b) where the Inappropriate Relationship involves an Applicable Person and a representative/employee of a vendor, manufacturer, contractor or customer with which the Corporation conducts any business or has any relationship whatsoever.

Engaging in an Inappropriate Relationship in circumstances set out above is expressly prohibited unless addressed and managed as set out below.

Any Applicable Person involved in an Inappropriate Relationship as set out above, must immediately disclose, report and discuss the matter with his or her direct supervisor or the Human Resources Manager. Upon such disclosure, there will be an assessment regarding implications of the Inappropriate Relationship on all individuals involved, the workplace and/or the Corporation at large. Where appropriate, arrangements will be made to ensure that employment- or business-related decisions are made in an appropriate, fair and impartial setting.

Non-compliance with this Policy or failure by an Applicable Person to report such Inappropriate Relationship to the appropriate individual or supervisor will be regarded as a serious lapse in judgment and grounds for appropriate disciplinary action, up to and including termination for cause.

- 8. Prior to acknowledging one's acceptance of the Code, and at any time when a conflict arises, executive officers, management, employees and consultants are required to report in writing their existing or potential conflicts of interest as outlined above.

Nepotism

- 9. Although the Corporation permits the engagement of an Applicable Person's spouse or partner, parents, children and other family members, such shall be subject to the following qualifications:
 - (a) hiring decisions shall be made strictly on the basis of individual qualifications and such employment must be made in the best interests of the Corporation; and
 - (b) family members shall not report to each other.

Full Time and Attention

- 10. During business hours, Applicable Persons of the Corporation are required to devote their full time and attention to the Corporation and no outside activity, business or secondary employment is permitted during business hours.

Proprietary Information

- 11. Information stored, processed and used by the Corporation, including and not limited to information regarding the Corporation's customers, suppliers, business contracts, employees

and technical operations, is proprietary, must be kept confidential and may not be released or used for personal gain.

Accounting and Financial Reporting

12. Applicable Persons must comply with the Corporation's accounting, reporting and internal control procedures and are forbidden to forge, falsify or leave out information which may mislead auditors or other internal or external reviewers of the Corporation's documents, financial or otherwise.

Expense Reports

13. Applicable Persons must submit accurate expense reports in respect of items and activities that are purchased for the Corporation's business.

Electronic Communications

14. The Corporation's electronic communications (including email and voicemail) are for use in pursuit of the Corporation's business and while limited use for personal purposes is permitted, such use is not private or confidential and the contents of such information may be accessed by the Corporation and others without the prior consent of the individuals who have used the electronic communications.
15. The Corporation's electronic communications may not be used:
 - (a) for sending communications that mask the sender's identity;
 - (b) using another individual's password to access technological resources;
 - (c) for generating, sending or saving offensive or illegal material;
 - (d) for copying or distributing copyrighted material; or
 - (e) for installing copyrighted material that the Corporation does not have an appropriate license for.

Document Retention

16. Applicable Persons are required to inform themselves and comply with the Corporation's document retention requirements in compliance with applicable law.
17. If litigation or an investigation involving the Corporation is pending, Applicable Persons are prohibited from modifying or destroying relevant documents or records, including personal files and electronic records, and doing so may result in prosecution.

Health, Safety and the Environment

18. Each Applicable Person is responsible for working safely and complying with all of the Corporation's health, safety and environment rules and protocols at all times.

19. The following behaviours, while at the Corporation's premises or in the conduct of business on behalf of the Corporation, are unacceptable:
 - (a) threats, violence, intimidation, assault, harassment;
 - (b) the possession, use or distribution of firearms, weapons and explosives;
 - (c) the use, sale, possession, distribution, manufacture or presence in the body of illegal drugs, inhalants or alcohol;
 - (d) the destruction or pollution of the Corporation's property or neighbouring property.
20. If evidence supports a reasonable suspicion of the use, possession or distribution of prohibited items, the Corporation reserves the right to conduct searches on the Corporation's premises and in property belonging to the Corporation.

Discrimination and Harassment

21. The Corporation is committed to a healthy, harassment-free work environment for all our Employees. Workplace harassment will not be tolerated. Harassment occurs when an employee is subjected to unwelcome verbal or physical conduct because of race, religious beliefs, colour, place of origin, gender, mental or physical disability, ancestry, marital status, family status or source of income. Human rights laws prohibit harassment in the workplace. Unwanted sexual advances, unwanted requests for sexual favors, and other unwanted verbal or physical conduct of a sexual nature are not permitted. In addition, any explicit or implicit suggestion that another person's employment may be affected as a result of the submission to sexual favors will be considered to be sexual harassment and is not permitted.
22. Applicable Persons who discover workplace discrimination or harassment are required to report such activity to the human resources department or to the Chair of the Compensation, Governance and Nominating Committee.
23. The Corporation prohibits retaliation in any form against individuals who advise of discrimination or harassment, or who file a complaint, testify, assist or participate in any investigation by the Corporation or any government agency.

Gifts and Entertainment

24. Applicable Persons may give and receive reasonable gifts and participate as hosts and guests in entertainment provided:
 - a. there is no requirement or appearance of impropriety or obligation; and
 - b. the gift or entertainment does not violate the law, standards of business conduct or this Code.
25. Employees may not make payments, provide gifts or entertainment for the purpose of influencing any government or regulatory personnel having jurisdiction or influence over the business of the Corporation. Strict rules apply when we do business with governmental

agencies and officials. Because of the sensitive nature of these relationships, talk with your supervisor before offering or making any gifts to governmental employees or public officials.

Fair Dealing

26. Applicable Persons are required to deal honestly and fairly with the Corporation's customers, suppliers, competitors and other third parties, including governmental agencies, and to that end shall not:
- a. make false or misleading statements to customers, suppliers or other third parties or about competitors;
 - b. solicit or accept from any person that does business with the Corporation, or offer to extend to any such person, cash of any amount, gifts, gratuities, meals or entertainment that could influence or give the appearance of influencing the Corporation's business relationship;
 - c. solicit or accept a fee, commission or other compensation for referring customers to third-party vendors; or
 - d. otherwise take unfair advantage of customers, suppliers or third parties through manipulation, concealment, abuse of confidential information or any other unfair practice.

Contractors and Suppliers

27. The Corporation requires its employees to evaluate contractors' and suppliers' products and services on the basis of its quality, reliability, service, price and delivery and prohibits purchases to be made on the basis of personal relationships or the opportunity for personal or financial gain.
28. Employees must respect the terms of supplier and contractor contracts and safeguard confidential information received from suppliers and contractors.

Competitors

29. Information regarding competitors must be obtained legally and Applicable Persons are prohibited from obtaining competitor information through illegal means including information acquired during a prior employment relationship or through breaching the terms of confidentiality information.

Monitoring

30. The Compensation, Governance and Nominating Committee, on behalf of the Board, monitor's compliance with the Code and may require Applicable Persons to acknowledge their agreement that they have read, understood and will comply with the Code at the time of the commencement of employment and at any other time at the discretion of the Board as implemented by management.

Violations and How to Report a Concern

31. Violations of the Corporation's Code or applicable laws, rules and regulations can result in serious damage to the Corporation, its reputation and the reputations of its Employees. Accordingly, if an Employee has knowledge of any possible violation of the Code or any possible breach of applicable laws, rules or regulations or any possible wrongdoing or questionable practices regarding accounting or auditing matters or internal accounting controls (collectively called an "Alleged Wrongdoing"), that Employee is encouraged to report such in accordance with the provisions of this paragraph.
32. The report should be made to the Employee's immediate supervisor, if appropriate. If the Employee is of the view that it would be more appropriate under the circumstances to take the Alleged Wrongdoing to higher levels, due to either the nature of the Alleged Wrongdoing or, if earlier reports through normal channels have not been acted upon, then that Employee has the right to directly contact:
 - a. the Chairman of the Audit Committee of the Board of Directors, through the Whistleblower Hotline, to report an Alleged Wrongdoing that relates to any theft, fraud, questionable accounting (including internal accounting controls) or auditing matters or any other financial matters;
 - b. the human resources department of the Corporation to report an Alleged Wrongdoing that relates to any matter other than those financial matters described above.
33. Complaints will be handled on a strictly confidential basis and may be submitted anonymously provided that if the Employee does identify his/herself, disclosure of the person's identity and the confidential information submitted may be disclosed to the extent required to permit a thorough and effective investigation or may be required to be disclosed by law. Unless required by law, the Corporation shall not make, nor shall it tolerate, any effort to ascertain the identity of the Employee making an anonymous report.
34. Each complaint will be thoroughly investigated to ensure there are sufficient grounds and evidence supporting it. Upon confirmation of the Alleged Wrongdoing, the matter will be resolved by appropriate action.
35. To access the Whistleblower Hotline for complaints described above, Employees can use any of the methods provided to them in the internal information the Corporation has provided to them.

Retaliation

36. The Corporation and its directors, officers and Employees shall not retaliate against any Employee who reports, in good faith, an Alleged Wrongdoing or a retaliatory act or who assists in the investigation of the Alleged Wrongdoing. The term "*in good faith*" means that the reporting Employee should have evidence or reasonable grounds for believing that an Alleged Wrongdoing or retaliatory act has occurred and must act without malicious intent or personal agenda. Reports of Alleged Wrongdoings or retaliatory acts that were not made in good faith will be viewed as a serious disciplinary offence and may be subject to sanctions, including termination of employment for cause without notice or payment in lieu of notice.

37. Applicable Persons are required to cooperate with investigations regarding complaints including complaints regarding retaliation.

Consequences

38. Individuals may face disciplinary action if they violate the Code or assist others to violate the Code, condone or fail to report violations of the Code or retaliate against any individual who reports a Code violation, including:
- (a) a warning or written reprimand;
 - (b) suspension, demotion or termination of employment;
 - (c) required reimbursement of losses or damages; and
 - (d) referral for criminal prosecution or civil action.

Waivers

39. Employees who have breached or whose future conduct or actions may breach this Code must immediately report the failure or anticipated failure to either the Chairman of the Compensation, Governance and Nominating Committee or through the Whistleblower Hotline. If the reporting contains a request for a waiver of such breach, that request shall be filed with the Chairman of the Compensation, Governance and Nominating Committee for review and recommendation by that Committee. The Compensation, Governance and Nominating Committee shall examine the circumstances related to the breach or anticipated breach and the requested waiver and make an appropriate recommendation to the Board of Directors. The Corporation will promptly disclose waivers of this Code as required by law or stock exchange regulations.

Acknowledgement

I, _____, hereby acknowledge that I have read, understood and will comply with the above Code of Business Conduct and Ethics I also understand that non-compliance with the above Code of Business Conduct and Ethics can result in disciplinary action up to and including termination of my employment for just cause without notice or payment in lieu of notice.

(Signature of Applicable Person)