

June 2, 2015

ATTN: ALL EMPLOYEES, OFFICERS AND DIRECTORS

**RE: CODE OF ETHICS REPORTING HOTLINE (THE “CONFIDENCE LINE”)
CONFIDENCE LINE PHONE NUMBER: 1-800-661-9675**

WHAT IS THE CONFIDENCE LINE?

The Confidence Line is provided for employees, shareholders, or other stakeholders of Rocky Mountain Dealerships Inc. and its subsidiaries (collectively “**Rocky**”), so that they may **safely** and **anonymously** report what they believe to be, in good faith, any ethical breaches, fraudulent acts, or other questionable acts or wrongdoing being committed within Rocky (as further explained below).

Reports can be made to the Confidence Line by calling 1-800-661-9675. The Confidence Line is available 24 hours a day, 7 days a week.

WHY DO WE HAVE THE CONFIDENCE LINE?

Rocky seeks to uphold the highest standards of ethical business and personal conduct, integrity and professionalism. We aim to be honest and dependable in all our dealings. While reaching our business goals is critical to our success, the method in which we achieve these goals is equally important.

As a publicly-traded company, Rocky is also responsible for and committed to providing accurate and reliable financial reporting to its shareholders, and to the market in general. To support that goal, we have established communication channels for employees and other stakeholders to report any concerns they may have regarding the following:

- Rocky’s accounting practices;
- Rocky’s internal controls;
- Auditing matters affecting Rocky;
- Violations to Rocky’s Code of Business Conduct and Ethics; and,
- Suspicion of theft or fraud.

WHY IT IS IMPORTANT TO REPORT WRONGDOING

Violations of Rocky's Code of Business Conduct and Ethics, as well as violations of applicable laws, rules and regulations, can result in serious damage to Rocky, its reputation and the reputation of its employees. Accordingly, if an employee has knowledge of any possible violation of the Code of Business Conduct and Ethics or any possible breach of applicable laws, rules or regulations or any possible wrongdoing or questionable practices regarding accounting, auditing matters or internal controls, that employee is encouraged to report this immediately.

HOW TO REPORT

Reports can be made in a number of different ways:

1. First, where appropriate and possible, employees are encouraged to report any alleged wrongdoing to his or her immediate supervisor.
2. If, in the employee's opinion, circumstances warrant not reporting the alleged wrongdoing to his or her immediate supervisor, then that employee has the right to directly contact the Confidence Line 24 hours a day, 7 days a week at **1-800-661-9675**.
3. The employee may also contact the Chief Financial Officer, Rocky's General Counsel, or Rocky's General Manager of Internal Audit, at Rocky's corporate office at **403-265-7364**.

Reports will then be escalated to the appropriate officer or director of Rocky, as appropriate.

YOU ARE PROTECTED

Unless otherwise required to by law, Rocky shall not make, nor shall it tolerate, any effort to ascertain the identity of the employee making an anonymous report. Rocky and its directors, officers and employees shall not retaliate against any employee who reports an alleged wrongdoing in good faith (i.e. the employee has reasonable grounds for believing that wrongdoing has occurred, and is not simply acting maliciously). Furthermore, **retaliatory acts against those who assist in the investigation of any alleged wrongdoing is strictly prohibited.**

WHAT SHOULD BE REPORTED TO THE CONFIDENCE LINE?

The Confidence Line is intended to be used only for reporting concerns regarding accounting practices, internal controls, auditing matters, violations to Rocky's Code of Business Conduct and Ethics, theft, fraud and other ethical or financial violations.

The Confidence Line is not meant to replace the other established methods employees or other stakeholders have traditionally used to communicate with Rocky. Feedback on other matters such as privacy issues, human resources matters, and general customer or employee complaints should continue to be made using the appropriate communication channels.