



**ROCKY MOUNTAIN DEALERSHIPS INC.**

**INSIDER TRADING POLICY (the "POLICY")**

**STATEMENT OF POLICY**

The purpose of this Policy is to ensure that Rocky Mountain Dealerships Inc. (the "Corporation") and all persons to whom this Policy applies meet their obligations under the provisions of securities laws and stock exchange rules by establishing a process for the timely disclosure of all Material Information (as defined herein), ensuring that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information and ensuring that all appropriate parties who have Undisclosed Material Information are prohibited from Insider Trading and Tipping under applicable law, stock exchange rules and this Policy. This Policy covers disclosures in documents filed with the securities regulators and written statements made in the Corporation's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Corporation's web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

Except as specifically defined in Schedule 'A,' all terms used in this Policy (whether capitalized or not) have the meanings set forth in the *Securities Act* (Alberta) and applicable rules thereunder.

**COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

This Policy applies to all directors, officers, employees and Consultants of the Corporation and its Affiliates or individuals authorized to speak on behalf of the Corporation and each Associate of a director, officer, employee or consultant of the Corporation.

New directors, officers, employees and Consultants of the Corporation and its Affiliates will be provided with a copy of this Policy when they join the Corporation or an Affiliate. Each director, officer, employee or consultant of the Corporation and its Affiliate will be required to complete and return to the Corporate Secretary, the Certification Statement attached hereto as Schedule 'B'.

**Any director, officer, employee or consultant of the Corporation who violates this Policy may face disciplinary action up to and including termination of his or her employment or contract for just cause and without notice.** Violation of this Policy may also constitute a breach of securities law, including laws against Insider Trading and Tipping, and the Corporation may refer any such breach to the appropriate regulatory authority. Accordingly, violation of this Policy could lead to fines, penalties, imprisonment and liability to investors and the Corporation for damages.

## **PURCHASE AND SALE OF SECURITIES**

### **A. TRADING OFFICER**

The "Trading Officer" will be, collectively, the Chief Executive Officer, the Chief Financial Officer, and the General Counsel/Corporate Secretary of the Corporation. The Trading Officer will be available to any director, officer, employee or consultant contemplating a purchase or sale of any Securities of the Corporation who may wish to consult with the Trading Officer regarding the advisability of such trade.

### **B. PROHIBITION AGAINST TIPPING AND INSIDER TRADING OF CORPORATION SECURITIES**

No director, officer, employee or consultant of the Corporation or its Affiliates: (i) may purchase or sell Securities of the Corporation while they possess Undisclosed Material Information. Doing so would constitute a breach of this Policy and constitute Insider Trading; or (ii) may inform others of Undisclosed Material Information, except in the necessary course of business. Doing so would constitute a breach of this Policy and constitute Tipping.

Without limiting the generality of the foregoing, and to avoid the appearance of trading while aware of Undisclosed Material Information, no director or Senior Officer of the Corporation and its Affiliates, or any Specified Person subject to the Executive Black-out Period, may purchase or sell Securities of the Corporation during an Executive Black-out Period.

Furthermore, certain Specified Persons shall be subject to the Financial Black-out Period. During this period, no Specified Person subject to this restriction may purchase or sell Securities of the Corporation.

The Corporation shall not grant any stock options to Insiders during any Black-out Period. It is also recommended that Insiders not leave open orders to trade Securities of the Corporation in place especially around scheduled Blackout-out Periods.

### **C. EXCEPTIONS**

The trading prohibitions in subsection B (i) above do not apply to: (i) the acquisition of Securities through the exercise of stock options but do apply to the subsequent sale of the Securities received on such exercise and the triggering of any exercise or payment right in connection with any "phantom" stock option plan which may be adopted by the Corporation; or (ii) the acquisition of Securities through the special group RRSP Plan.

## **OTHER ISSUERS**

Insider Trading in Securities of another public issuer and Tipping in respect of Securities of another public issuer, by the Corporation, Affiliates, directors, officers, employees and consultants of the Corporation and its Affiliates can bring the Corporation into disrepute. Accordingly, neither the Corporation nor its Affiliates nor a director, officer, employee or consultant of the Corporation or its Affiliates, who is in a special relationship with another

public issuer, shall engage in any Insider Trading in Securities of another public issuer or any Tipping in respect of Securities of another public issuer.

## **INSIDER REPORTS**

Immediately after becoming an Insider and immediately following the purchase or sale of any Securities of the Corporation, an Insider must ensure that their insider trading report is electronically filed unless such Insider is considered by the Corporation to be exempted from filing insider reports under *National Instrument 55-101-Insider Reporting Exemptions*.

The office of the Corporation's Corporate Secretary can prepare and electronically file insider reports, if requested, relating to the granting of employee stock options and the purchase (including the exercise of options) or sale of Securities. However, it is the responsibility of the Insider to ensure insider reports are filed electronically within the required time period.

## **ADDITIONAL PROHIBITED TRANSACTIONS**

Because the Corporation believes it is improper and inappropriate for any Corporation personnel to engage in short-term or speculative transactions involving Securities of the Corporation, no director, officer, employee or consultant of the Corporation or its Affiliates shall engage in any of the following activities with respect to the Securities of the Corporation:

- Trading in Securities on a short-term basis. Any Corporation Securities purchased on the open market must be held for a minimum of four months and ideally longer;
- Purchase of Corporation Securities on margin for the purpose of short-term speculation;
- Short sales;
- Buying or selling "put" or "call" options.

## **CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY**

Any director, officer, employee or consultant of the Corporation who violates this Policy may face disciplinary action up to and including termination of his or her employment or contract for cause and without notice. Violation of this Policy may also constitute a breach of securities law, including laws against Insider Trading and Tipping, and the Corporation may refer any such breach to the appropriate regulatory authority. Accordingly, violation of this Policy could lead to fines, penalties, imprisonment and liability to investors and the Corporation for damages.

*Approved by the Board of Directors January 9, 2009*

*Approved by the Board of Directors May 9, 2011*

*Ratified by the Board of Directors November 5, 2012*

*Amended and Approved by the Board of Directors August 12, 2013*

*Amended and Approved by the Board of Directors November 11, 2014*

## SCHEDULE 'A'

### Definitions

**"Associate"** shall have the meaning ascribed to it in the *Securities Act* (Alberta) and includes any corporation in which the director, officer, employee or consultant is a 10% shareholder, any trust estate in which the director, officer, employee or consultant has a substantial interest, any business partner, and any spouse, common-law spouse, partner or other relative that resides in his or her home;

**"Insider"** shall have the meaning ascribed to it in the *Securities Act* (Alberta) and includes each director and Senior Officer of the Corporation and its subsidiaries.

**"Affiliate"** has the meaning ascribed thereto in the Business Corporations Act (Alberta).

**"Black-out Period"** means both the Executive Black-out Period and the Financial Black-out Period, as the case may require.

**"Consultant"** means

- (i) those individuals that have entered into an agreement with any of the Corporation or its Affiliates those individuals that have entered into an agreement with any of the corporation or its Affiliates to provide specified services and that individual is to carry out such services at the direction of the particular member of the Corporation or its Affiliates; or
- (ii) those corporate entities that have entered into a contract with any of the Reporting Issuer Group which contract contemplates the provision of the specified services to be carried out by a specified individual or individuals and that individual or individuals are to carry out such services at the direction of the particular member of the Reporting Issuer Group; and
- (iii) consultants shall include all individuals specified in (ii) above;

**"Executive Black-out Period"** means:

- (i) each period commencing at the close of trading on the 1<sup>st</sup> Trading Day following the conclusion each fiscal quarter, and continuing until the end of the first Trading Day after the financial results for the subsequent quarter have been disclosed by way of a press release; and,
- (ii) the period from the date of notice from a Trading Officer that a black-out period (other than a Financial Black-out Period) has been imposed until the earlier of the end of a full trading day after the press release pertaining to the reason for the particular black-out period, unless a Trading Officer has otherwise advised, in which case it shall end at the time specified by the Trading Officer.

**“Financial Black-out Period”** means:

- (i) each period commencing two weeks prior to the disclosure of the Corporation’s financial results for each fiscal quarter and each fiscal year by way of a press release, and continuing until the end of the first Trading Day after the financial results have been disclosed by way of a press release; and,
- (ii) any other period designated by a Trading Officer or the Disclosure Committee.

**“Material Information”** means: (i) a change in the business, operations or capital of the issuer or a fact that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the issuer; or (ii) a decision to implement a change referred to in subclause (i) made by the board of directors or other persons acting in a similar capacity or by senior management of the issuer who believe that confirmation of the decision by the board of directors or such other persons acting in a similar capacity is probable;

**“Securities”** of a corporation or other issuer means securities as defined under applicable securities law (and includes shares, units, options, warrants, rights and other instruments and interests) issued by a corporation or other issuer and includes any security, whether issued by the particular corporation or issuer or by others, the market price, value or payment obligation of which vary materially with the market price of securities of the corporation or issuer of which is derived from, referenced to or based on a security of the corporation or other issuer.

**“Senior Officer”** of the Corporation means (a) the chair or vice-chair of the board of directors, the chief executive officer, chief operating officer, chief financial officer, president, vice presidents, secretary, assistant secretary, treasurer, assistant treasurer or controller; (b) an individual who is designated as an officer under a bylaw or similar authority of the Corporation or subsidiary and (c) an individual who performs functions for the Corporation or subsidiary similar to those normally performed by an individual referred to in subclause (a) or (b).

**“Specified Person”** means each person who is advised in writing by a Trading Officer that such person is a Specified Person and subject to a Black-out Period for the purposes of this Policy.

**“Trading Day”** means a day on which the Toronto Stock Exchange is open for trading and on which the trading in the Corporation’s Securities is not halted or suspended;

**“Undisclosed Material Information”** means Material Information that has not been generally disclosed. Material Information shall not be considered generally disclosed until the end of the first Trading Day after the Material Information was fully disclosed by press release.

**SCHEDULE 'B'**  
**CERTIFICATION STATEMENT**

I have read Rocky Mountain Dealership Inc.'s Insider Trading Policy (the "Policy"), and I can certify that:

- (a) I understand the content, purpose and consequences of contravening the Policy;
- (b) I am not and have not been in violation of the Policy except as may be stated below; and
- (c) I will comply fully with the terms of the Policy.

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Print or type name

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Signature

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Title and Location

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Date