



ROCKY MOUNTAIN DEALERSHIPS INC.
(the "Corporation")

MAJORITY VOTING POLICY FOR DIRECTORS

In an uncontested election of Directors of the Corporation, any nominee for Director who is not elected by at least a majority (50% + 1 vote) of all the shareholder votes cast with respect to his or her election (a "**Majority Withheld Vote**") shall immediately tender his or her resignation to the Chair of the Board of Directors following the Corporation's annual meeting. In this policy, an "uncontested election" shall mean an election where the number of nominees for Director shall be equal to the number of Directors to be elected.

The Board of Directors (the "**Board**") shall consider the resignation and shall be expected to accept the resignation absent exceptional circumstances which would warrant the applicable Director to continue to serve on the Board. In considering whether or not to accept the resignation, the Board shall consider all factors deemed relevant by members of the Board for such a decision.

The Board shall determine whether or not to accept the resignation within 90 days following the applicable meeting of shareholders. Following the Board's decision on the resignation, the Corporation shall promptly disclose the Board's decision via news release, with a copy of said news release being provided directly to the Toronto Stock Exchange at that time. In the event the Board determines not to accept the resignation, the news release must fully state the Board's reasons for that decision.

The Director's resignation will be effective when accepted by the Board. If a resignation is accepted, the Board may, but shall not be required to, appoint a new Director to fill any vacancy created by resignation in accordance with the provisions of the *Business Corporations Act* R.S.A. 2000, c. B-9, and in accordance with the Corporation's by-laws.

Any Director who tenders his or her resignation pursuant to this policy shall not participate in the meeting of the Board or committee that is considering whether his or her resignation shall be accepted.

In the event that any Director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the Board of Directors to stand for election at the next annual meeting of shareholders.

The Board, under the advisement of the Corporation's Corporate Governance and Nominating Committee, may adopt such procedures as it sees fit to assist it in its determination with respect to this policy.

Date of Last Approval by Board of Directors

May 8, 2017