TOROMONT INDUSTRIES LTD.
FORM OF PROXY
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD WEDNESDAY, APRIL 27, 2016
THIS PROXY IS SOLICITED BY AND ON BEHALF OF MANAGEMENT OF THE CORPORATION

Reference is made to the accompanying Management Information Circular (the "Circular") dated February 29, 2016 relating to the Annual Meeting (the "Meeting") of shareholders of Toromont Industries Ltd. (the "Corporation") to be held on April 27, 2016 and any adjournment(s) or postponement(s) thereof. Please see the reverse side for instructions on how to vote by mail, fax, telephone or the internet.

The undersigned holder of common shares of the Corporation hereby appoints R.M. OGILVIE, or failing him, S.J. MEDHURST, or instead of the foregoing, ____, as nominee of the undersigned to attend and act for and on behalf of the undersigned at the Meeting, to the same extent and with the same power as if the undersigned was personally present at the said Meeting, with full power of substitution and, without limiting the generality of the power hereby conferred, the nominees named above are specifically directed to vote all the common shares of the Corporation registered in the name of the undersigned as indicated below.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Jeffrey S. Chisholm	☐	☐	02. Cathryn E. Cranston	☐	☐	03. Robert M. Franklin	☐	☐
04. David A. Galloway	☐	☐	05. James W. Gill	☐	☐	06. Wayne S. Hill	☐	☐
07. John S. McCallum	☐	☐	08. Scott J. Medhurst	☐	☐	09. Robert M. Ogilvie	☐	☐
10. Katherine A. Rethy	☐	☐						

2. Appointment of Auditors	**For**	**Withhold**
To appoint Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Corporation until the next annual general meeting at a remuneration to be fixed by the Directors of the Corporation.	☐	☐

3. Advisory Resolution on Executive Compensation Approach	**For**	**Against**
To approve a non-binding resolution accepting the Corporation's approach to executive compensation, as described on page 20 of the Corporation's Circular.	☐	☐

4. Variations, Amendments and Other Business

To vote in the discretion of the proxyholder on any amendments or variations to the matters identified in the accompanying Notice of Annual Meeting of Shareholders or in respect of such other matters as are presented for action at the Meeting.

Authorized Signature(s): This section must be completed for your foregoing instructions to be executed. I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this proxy will be voted as recommended by management of the Corporation.**

Name of Shareholder, as registered (please print)	*Signature of Shareholder*	*Date*
		______/ _____/_____ *(dd / mm / yyyy)*

* (please see reverse) **

NOTES:

(1) If you are unable to attend the Meeting in person, kindly fill out and sign this form of proxy and submit it as instructed below. To be used at the Meeting, proxies must be properly completed and signed and deposited with CST Trust Company no later than 5:00 p.m. (Eastern Time) on April 25, 2016, or if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting.

INSTRUCTIONS FOR SUBMITTING YOUR PROXY:

By mail: Complete and return this proxy in the envelope provided to CST Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1.
By fax: Complete and fax to (416) 368-2502 or to 1-866-781-3111.
By telephone: Vote by telephone using the toll free number 1-888-489-5760 (English only).
By internet: Vote online at **www.cstvotemyproxy.com** and follow the instructions on the website. You will need to refer to your control number printed below.

(2) **Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**

(3) This proxy must be dated and executed by the shareholder or his/her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

(4) If the proxy is not dated, it shall be deemed to bear the date on which it was mailed to the shareholder. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

(5) **The securities represented by this proxy will be voted or withheld from voting as directed by the shareholder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by management of the Corporation.**

(6) This proxy should be read in conjunction with the accompanying documentation provided by management.

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