

NOTICE OF 2016 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

You are invited to the 2016 Annual and Special Meeting of Shareholders of Rocky Mountain Dealerships Inc. (the “**Meeting**”)

When

Tuesday, May 3, 2016
2:00 p.m. (Mountain Time)

Where

Rocky Mountain Equipment
260180 Writing Creek Crescent, Rocky View County, Alberta T4A 0M9

What the Meeting will deal with

1. Receiving the consolidated audited financial statements of Rocky Mountain Dealerships Inc. (“**Rocky**”) for the fiscal year ended December 31, 2015, as well as the Auditor’s report on those statements;
2. Approving an ordinary resolution to fix the number of directors of Rocky to be elected at the Meeting;
3. Electing the nominees to the board of directors of Rocky for the ensuing year;
4. Appointing PricewaterhouseCoopers LLP as auditors of Rocky for the ensuing year and to authorize Rocky’s directors to fix their remuneration;
5. Approving an ordinary resolution with respect to Rocky’s Stock Option Plan;
6. Considering and approving a non-binding, advisory resolution to accept Rocky’s approach to executive compensation; and,
7. Transacting such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

Who can participate

Shareholders of record at the close of business on March 29, 2016, are entitled to receive notice of and vote at the Meeting. Shareholders are encouraged to participate in the Meeting either by proxy or in person. Shareholders are entitled to vote their shares on items 2 through 6 above, as well as on any other items that may be properly brought before the meeting or any adjournment. Information on how to vote or otherwise participate in the Meeting is contained on pages 4-7 of this Information Circular. If you choose to attend the Meeting in person, you will need to register with our transfer agent, Computershare Trust Company of Canada (“**Computershare**”), before entering the Meeting. Computershare will have representatives at the Meeting to assist in this regard.

Approval of the Information Circular

The Board of Directors has approved in substance the content and sending of this Notice of Meeting and Information Circular to the holders of the Common Shares of the Corporation.

DATED at the City of Calgary, in the Province of Alberta this 22nd day of March



Jerald D. Palmer
General Counsel & Corporate Secretary