

3 NOVEMBER 2016

**AUTOCANADA INC.**  
**CODE OF BUSINESS CONDUCT**

The Company and its dealerships and related entities (collectively "AutoCanada") will adhere to the highest ethical standards in all of its activities, and all of AutoCanada's directors, officers, employees and consultants (collectively "**AutoCanada Personnel**") are expected to maintain these standards.

AutoCanada and all AutoCanada Personnel shall comply with the letter and spirit of all laws and regulations applicable to AutoCanada's activities. A concern for what is right must underlie all business decisions.

Ignorance of the law is not, in general, a defence should a law be contravened. Moreover, agreements or arrangements need not necessarily be in writing to be contrary to the law since it is possible for a contravention to be inferred from the conduct of the parties. Accordingly, AutoCanada Personnel must diligently ensure that their conduct is not and cannot be interpreted as being in contravention of laws governing the affairs of AutoCanada in any jurisdiction where it conducts its activities. AutoCanada Personnel shall be required to certify their compliance with this Code of Conduct of Business Conduct once every two years by way of executing and delivering a certification statement in the form set out in Schedule "A" attached hereto.

In view of the ever-increasing complexity of the law affecting business activity, whenever AutoCanada Personnel are in doubt about the application or interpretation of any legal requirement, the advice of AutoCanada's General Counsel or if that is not satisfactory, the Chair of the Governance & Compensation Committee should be sought.

1. AutoCanada believes that AutoCanada Personnel must be treated fairly without discrimination by reason of race, national or ethnic origin, colour, religion, age, gender, sexual orientation, marital status or physical handicap.
2. No business operation is considered effective or complete without proper attention to safety, health and the environment.
3. AutoCanada Personnel shall not use their status with AutoCanada to obtain personal gain from those doing or seeking to do business with AutoCanada.
4. AutoCanada Personnel shall not furnish or solicit, on behalf of AutoCanada, expensive gifts or provide or solicit excessive benefits to or from other persons. At times, AutoCanada's suppliers may offer gifts, including entertainment. While gifts of cash are never acceptable, AutoCanada Personnel may accept nominal gifts on behalf of AutoCanada. Acceptable gifts or entertainment are limited to entertainment and sporting event tickets, dinners with clients, customers or suppliers having a value of that is reasonable in the circumstances. If in doubt, consult AutoCanada General Counsel, or the Chair of the Governance & Compensation Committee for advice in this regard.

5. The direct or indirect use of AutoCanada's funds, goods or services as contributions to political parties, campaigns or candidates for election to any level of government requires approval of the Board of Directors.
6. All dealings between AutoCanada Personnel and public officials are to be conducted in a manner that will not compromise the integrity or impugn the reputation of any public official or AutoCanada.
7. AutoCanada Personnel who become involved in a situation in which their personal interests conflict or might conflict with their duties to AutoCanada must immediately report the situation to the Chair of the Governance Committee.
8. AutoCanada Personnel have an obligation to promote the best interests of AutoCanada at all times. They should avoid any action that may involve a conflict of interest with AutoCanada. AutoCanada Personnel should not have any undisclosed, unapproved financial or other business relationships with suppliers, customers or competitors that might impair the independence of any judgement they may need to make on behalf of AutoCanada. Conflicts of interest would also arise if a director, officer, employee or consultant, or a member of his or her family, solicits, receives or provides improper personal benefits as a result of his or her position with AutoCanada.
9. Where conflicts of interest arise, AutoCanada Personnel must provide full disclosure of the circumstances to the Chair of the Governance and Compensation Committee of the Board of Directors and not be involved in any related decision making process.
10. AutoCanada Personnel must also avoid apparent conflicts of interest, which occur where a reasonable observer might assume there is a conflict of interest and, therefore, a loss of objectivity in their dealings on behalf of AutoCanada.
11. AutoCanada Personnel are responsible for protecting AutoCanada's assets and Management, with the oversight of the Board of Directors, is responsible for establishing and maintaining appropriate internal controls to safeguard AutoCanada's assets against loss from unauthorized use or disposition.
12. The books and records of AutoCanada must reflect in reasonable detail all of its business transactions in a timely, fair and accurate manner in order to, among other things, permit the preparation of accurate financial statements in accordance with IFRS and applicable law. All assets and liabilities of AutoCanada must be recorded as necessary to maintain accountability for them. All business transactions must be properly authorized and transactions must be supported by accurate documentation in reasonable detail and recorded properly.
13. No information related to AutoCanada or AutoCanada Personnel may be concealed from AutoCanada's external auditors, the Board of Directors or the Audit Committee. In addition, it is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing AutoCanada's financial statements.

14. Certain of AutoCanada's records, reports, papers, devices, processes, plans, methods and apparatus are considered by AutoCanada to be confidential information, and AutoCanada Personnel are prohibited from revealing such matters except as may be allowed under AutoCanada's Disclosure Policy. Confidential information includes, but is not limited to, technical information, results, observations, analyses, compilations, evaluations, assessments, business or commercial data or plans and investor related data. The term "confidential information" relates to the underlying nature of the information, covering both oral and written information, and is independent of the medium on which the information is stored. It thus covers information stored on paper, various magnetic media, computer, microfiche or any other medium.
15. Subject to any additional obligations or restrictions contained in any agreement between AutoCanada and the applicable party, during the course of employment in the case of employees, the term of the consulting contract with AutoCanada in the case of consultants and during their term as directors or officers in the case of directors and officers of AutoCanada and for period of two (2) years thereafter, officers, employees and consultants shall not use for their own financial gain or disclose for the use of others, confidential information, obtained as a result of their position with AutoCanada.
16. AutoCanada Personnel must strictly adhere to the terms outlined in AutoCanada's Disclosure Policy to ensure compliance with applicable securities laws governing trading in securities of AutoCanada while in possession of material non-public information concerning AutoCanada, and tipping or disclosing material non-public information to outsiders and to avoid embarrassment by preventing the appearance of improper trading or tipping.
17. As a publicly traded entity, the Company has an obligation to comply with the rules relating to disclosure of material and price sensitive information under the relevant securities legislation and the rules and guidance of the Toronto Stock Exchange.
18. In accordance with the Company's disclosure obligations, all financial communications and reports must contain full, fair, accurate, timely and understandable disclosure and be delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will be able to quickly and accurately determine their significance and consequence. All directors, officers, employees and consultants who are responsible for the preparation of AutoCanada's public disclosure, or who provide information as part of the process, have a responsibility to ensure that such disclosure is prepared and information is provided honestly, accurately and in compliance with AutoCanada's disclosure controls and procedures.
19. In accordance with AutoCanada's Disclosure Policy, any director, officer, employee or consultant in possession of material information must not disclose such information before its public disclosure and must take steps to ensure that the Company complies with its timely disclosure obligations.
20. Speculation in business, shares and other securities, land or other ventures of any kind on the basis of confidential information obtained in the course of a director's, officer's,

employee's or consultant's duties with AutoCanada is prohibited. This includes but is not limited to shares or securities of any company that AutoCanada is evaluating or is studying as a possible acquisition or joint venture partner or with whom a major contract may be concluded. Use or disclosure of such information can result in civil or criminal penalties, for both the individuals involved and AutoCanada.

21. It is the responsibility of AutoCanada Personnel to bring to the attention of AutoCanada knowledge of any situation that might adversely affect AutoCanada's reputation. AutoCanada Personnel are encouraged to report, verbally, or in writing any evidence of improper practice of which they are aware. As used here, the term "improper practice" means any illegal, fraudulent, dishonest, unsafe, negligent or otherwise unethical action by a director, officer, employee or consultant.
22. AutoCanada and AutoCanada's directors and officers and AutoCanada's employees and consultants shall comply with copyright law and any other laws applicable to the use of computer software, hardware and related materials, as well as with any and all contracts entered into by AutoCanada with suppliers or licensors of computer software, hardware and related materials.
23. Any waiver of this Code for AutoCanada Personnel may be made only by the Board of Directors and may be disclosed as required by law, regulation or stock exchange requirement. Any amendment of this Code will be disclosed as required by law.

AutoCanada Personnel are responsible for abiding by this Code. This includes individuals responsible for the failure to exercise proper supervision and to detect and report a violation by their subordinates. AutoCanada Personnel are encouraged to report violations of this Code. Violations of this Code will result in AutoCanada taking effective remedial action commensurate with the severity of the violation. This action may include disciplinary measures up to and including termination in the case of a director, employee or officer or termination of the consulting contract in the case of a consultant and, if warranted, legal proceedings. If determined appropriate, a matter may be referred to the appropriate authorities.

**SCHEDULE "A"**

**AUTOCANADA INC.**

**CERTIFICATION STATEMENT FOR THE CODE OF BUSINESS CONDUCT**

I have read the AutoCanada Inc. Code of Business Conduct and I can certify that except as specifically noted below:

1. I understand the content, purpose and consequences of contravening the Code of Business Conduct.
2. I am not and have not since the date of my last certification been in violation of the Code of Business Conduct except as may be stated below.
3. After due inquiry and to my best knowledge and belief, no employee or consultant under my direct supervision is in violation of the Code of Business Conduct.
4. I will exercise my best efforts to assure full compliance with the Code of Business Conduct by all employees or consultants under my direct supervision and I will continue to abide fully by the Code of Business Conduct.

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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

Any/All Exceptions

(Please include any potential conflict of interest situations)

1. \_\_\_\_\_

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2. \_\_\_\_\_

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(if required, provide additional details on the reverse side of this sheet or by appendage to this Certificate.)