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**Part I: Audit Committee Mandate**

**References to the Board of Directors**

Note that references contained herein to the Board of Directors shall mean the Board of Directors (the “**Board**”, each member of the Board a “**Director**”), of Cervus Equipment Corporation (“**Cervus**”).

**The Audit Committee**

The Board may establish Board committees (the “**Committees**”, each a “**Committee**”) to whom certain duties may be delegated by the Board. The Board has established, among others, the Audit Committee of Cervus, and has approved this mandate, which sets out the objectives, functions and responsibilities of the Audit Committee.

**Objectives and Authority**

The Audit Committee assists the Board by:

- Monitoring the effectiveness and integrity of Cervus’ financial reporting systems, management information systems and internal control systems, and by monitoring financial reports and other financial matters.
- Monitoring and reviewing the independence and effectiveness of Cervus’ external auditor. The external auditor is ultimately accountable to the shareholders but the shareholders are too dispersed to effectively oversee the external auditor. Therefore, Cervus’ management (“**Management**”) assumes this oversight role. However, the auditing process may be compromised if the external auditor views their responsibility as serving Management rather than the shareholders. The Board therefore assigns this oversight responsibility to the Audit Committee to ensure that the external audit is conducted independently of Management.
- Reviewing the effectiveness of Cervus’ internal audit function; and
- Approving on behalf of the Board certain financial matters as delegated by the Board, including the matters outlined in this mandate.

The Audit Committee does not have decision-making authority, except in the very limited circumstances described herein or where and to the extent that such authority is expressly delegated by the Board. The Audit Committee conveys its findings and recommendations to the Board for consideration and, where required, decision by the Board.

Primary responsibility for Cervus’ financial reporting, accounting systems and internal controls is vested in senior Management and is overseen by the Board. The Audit Committee is a standing Committee of the Board established to assist the Board in fulfilling its responsibilities in this regard. While the Audit Committee has the responsibilities and powers set forth in this mandate, it is not the duty of the Audit

Committee to plan or conduct audits or to determine if Cervus' financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles. Management is responsible for preparing Cervus' financial statements and the external auditor is responsible for auditing those financial statements. The Audit Committee has an oversight responsibility over Management and over the external auditor in these respects.

### **Constitution**

The Terms of Reference of the Board set out requirements for the composition of Committees and the qualifications for Committee membership, and specify that the chair and members of the Committees are determined annually by the Board. Unless otherwise determined by resolution of the Board or in Cervus' bylaws, a majority of the members of a Committee constitute a quorum for meetings of Committees and, in all other respects, each Committee determines its own rules of procedure.

### **Functions and Responsibilities**

The Audit Committee has the following functions and responsibilities:

#### ***Internal Controls***

1. Enquire as to the adequacy of Cervus' system of internal controls, and review the evaluation of internal controls by Management and the internal auditors.
2. Review the monitoring of compliance with Cervus' Code of Conduct by Management.
3. Establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by Cervus regarding accounting, internal accounting controls or auditing matters; and
  - (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal control, auditing or Code of Conduct matters;

and periodically review a summary of such complaints and concerns and their related resolution.

4. Review the findings of any significant examination by regulatory agencies concerning Cervus' financial matters.
5. Periodically review Management's governance processes for information technology resources to assess their effectiveness in addressing the integrity, the protection and the security of Cervus' electronic information systems and records.
6. Review the management practices in effect over officers' expenses and perquisites.

#### ***External and Internal Auditors***

7. Recommend to the Board the appointment of the external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest functions.
8. Review and approve the audit scope and engagement letter of the external auditor.

9. Review and recommend to the Board the compensation of the external auditor.
10. Directly oversee the work of the external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Cervus, including the resolution of disagreements between Management and the external auditor regarding financial reporting.
11. Ensure that the external auditor is aware that it is to report directly to the Audit Committee.
12. Receive a written statement not less than annually from the external auditor describing in detail all relationships between the external auditor and Cervus, including Management, that may impact the objectivity and independence of the external auditor. Review annually with the Board the independence of the external auditor and either confirm to the Board that the external auditor is independent or recommend that the Board take appropriate action to satisfy itself of the external auditor's independence.
13. Evaluate the external auditor's qualifications, performance and independence and present the Committee's conclusions with respect to the external auditor to the Board.
14. Review and approve the hiring policies for Cervus' hiring of employees and former partners and employees of the present and former external auditor.
15. Review and pre-approve the provision of all permitted non-audit services (including the fees and terms thereof) in advance of the provision of those services by the external auditor to Cervus or its subsidiary entities (subject to the de minimus exception for non-audit services described in applicable legislation and regulations which are approved by the Audit Committee prior to the completion of the audit).
16. Review the external auditor's quality control procedures including any material issues raised by the most recent quality control review or peer review and any issues raised by a government authority or professional authority investigation of the external auditor, providing details on actions taken by the external auditor to address such issues.
17. Review the plans, activities, organizational structure, qualifications and performance of Management in relation to the external audit process and overall accounting and financial responsibilities.
18. Review the plans, activities, organizational structure, qualifications and performance of the internal auditors, and monitor the internal audit department's performance and independence.
19. Provide an open avenue of communication between Management, the internal auditors or the external auditor, and the Board.

***Financial Reporting and other Public Disclosure***

20. Review the external auditor's management comment letter and Management's responses thereto, and enquire as to any disagreements between Management and the external auditor or restrictions imposed by Management on the external auditor. Review any unadjusted differences brought to the attention of Management by the external auditor and the resolution of same.
21. Review with Management and the external auditor the financial materials and other disclosure documents referred to in paragraph 22, including any significant financial reporting issues, the

presentation and impact of significant risks and uncertainties, and key estimates and judgments of Management that may be material to financial reporting, including alternative treatments and their impacts.

22. Review and make recommendations to the Board on approval of (i) Cervus' interim consolidated financial statements and related Management's discussion and analysis ("MD&A"), (ii) Cervus' audited annual consolidated financial statements and related MD&A, and (iii) annual and interim earnings press releases, in all cases before Cervus publicly discloses this information.
23. Be satisfied that adequate procedures are in place for the review of Cervus' public disclosure of financial information extracted or derived from Cervus' financial statements, other than the public disclosure referred to in paragraph 22, and periodically assess the adequacy of those procedures.
24. Review any change in Cervus' accounting policies.
25. Review with legal counsel any legal matters having a significant impact on Cervus' financial reports.

#### ***Risk Management***

26. Periodically review the policies and practices of Cervus respecting cash management, financial derivatives, financing, credit, insurance, taxation, commodities trading and related matters.
27. Oversee and monitor Management's identification and management of principal business and financial risks.

#### ***Other Functions***

28. Conduct any independent investigations into any matters which come under its scope of responsibilities.
29. Review and/or approve other financial matters delegated specifically to it by the Board.

#### ***Reporting to the Board***

30. Report to the Board on the activities of the Audit Committee with respect to the foregoing matters as required at each Board meeting and at any other time deemed appropriate by the Audit Committee or upon request of the Board.

#### ***Engagement of Consultants and Payment of Expenses***

31. The Committee has the authority to (i) engage independent counsel and other advisors as it determines necessary to carry out its duties, (ii) set and pay the compensation for any advisors employed by the Committee, and (iii) communicate directly with Management.
32. Cervus shall provide for appropriate funding, as determined by the Committee in its capacity as a Committee of the Board, for payment of (i) compensation to the external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Cervus, (ii) compensation to any advisors employed by the Committee, and (iii) ordinary

administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Document Control Information**

Approved by Board of Directors: Yes  
Originally dated: October 22, 2009  
Last amended: N/A  
Last reviewed: October 22, 2009

## **Part II: Nominating and Governance Committee Mandate**

### **References to the Board of Directors**

Note that references contained herein to the Board of Directors shall mean the Board of Directors (the “**Board**”, each member of the Board a “**Director**”), of Cervus Equipment Corporation (“**Cervus**”).

### **The Nominating and Governance Committee**

The Board may establish Board committees (the “**Committees**”, each a “**Committee**”) to whom certain duties may be delegated by the Board. The Board has established, among others, the Nominating and Governance Committee of Cervus, and has approved this mandate, which sets out the objectives, functions and responsibilities of the Nominating and Governance Committee.

### **Objectives and Authority**

The Nominating and Governance Committee assists the Board by:

- Reviewing key matters pertaining to corporate values, beliefs and standards of ethical conduct.
- Reviewing key matters pertaining to Cervus’ governance issues, including the organization and composition of the Board, the organization and conduct of Board meetings, and the effectiveness of the Board, Committees, and individual directors, in performing and fulfilling their responsibilities.
- Recommending to the Board, in consultation with the Compensation Committee, the nominee(s) for the positions of President and Chief Executive Officer of Cervus when a vacancy occurs or is about to occur.

The Nominating and Governance Committee does not have decision-making authority except where, and to the extent that, such authority is expressly delegated by the Board. The Nominating and Governance Committee conveys its findings and recommendations to the Board for consideration and, where required, decision by the Board.

### **Constitution**

The Terms of Reference of the Board set out requirements for the composition of Committees and the qualifications for Committee membership, and specify that the chair and members of the Committees are determined annually by the Board. Unless otherwise determined by resolution of the Board or in Cervus’ bylaws, a majority of the members of a Committee constitute a quorum for meetings of Committees and, in all other respects, each Committee determines its own rules of procedure.

## Functions and Responsibilities

The Nominating and Governance Committee has the following functions and responsibilities:

### *Corporate Governance*

1. Monitor developments relating to governance issues and make recommendations to the Board regarding Cervus' approach to governance issues including the corporate governance principles applicable to Cervus.

### *Board Structure, Composition and Process*

2. Assess and recommend timely changes in the role, composition and structure of the Board, including the role of chair of the Board ("**Board Chair**"), and, with input from the Board Chair, make annual recommendations for the composition and chair of the Committees.
3. With input from the full Board:
  - (a) establish and review from time to time criteria for selecting new directors;
  - (b) identify prospective director candidates;
  - (c) on behalf of the Board, when appropriate, retain, instruct and determine the remuneration of any consulting firms engaged to assist in the identification and assessment of director candidates;
  - (d) consider nominations for directors and recommend director nominees to the full Board.
4. Assess the needs of the Board in terms of frequency and location of Board meetings, meeting agenda and conduct of meetings.
5. Formulate policies, rules and guidelines for recommendation to the Board governing and regulating the affairs of the Board, such as tenure and retirement of directors.

### *Nomination of Directors*

6. Identify individuals qualified to become new Board members and recommend to the Board the new director nominees. Prior to recommending the nomination or appointment of individuals as directors, the Nominating and Governance Committee will adopt a process involving the following steps:
  - (a) Consider what competencies and skills the Board, as a whole, should possess. In doing so, the Nominating and Governance Committee will recognize the particular competencies and skills required for Cervus may not be the same as those required for another company.
  - (ii) Assess what competencies and skills each existing Director possesses. It is unlikely that any one Director will have all the competencies and skills required by the Board. Instead, the Board should be considered as a group, with each individual Director making his or

her own contribution. Attention should also be paid to the personality and other qualities of each Director, as these may ultimately determine the boardroom dynamic.

The Nominating and Governance Committee will also consider the appropriate size of the Board, with a view to facilitating effective decision-making and whether or not each new director nominee can devote sufficient time and resources to his or her duties as a Board member.

### ***Board Effectiveness***

7. Ensure that the information needs of the members of the Board are being met and met on a timely basis.
8. Establish procedures to evaluate the performance and contribution of individual members of the Board in their capacity as Directors and as members of any Committee, the effectiveness of Committees, and the effectiveness of the Board as a whole, complete such evaluations annually and report to the Board on the conclusions of such evaluations.

### ***Conflict and Independence***

9. Review, in conjunction with the Board Chair, and make recommendations to the Board on requests by the Chief Executive Officer to serve on outside boards of directors of "for profit" business organizations.
10. Review and assess and, where appropriate, make recommendations to the Board on the independence of individual Directors, and conflicts of interest, actual or perceived, between Cervus and individual Directors, including any issues that arise as a result of a material change in circumstance of any Director.

### ***Corporate Responsibility***

11. Periodically review Cervus' key statements and policies regarding corporate values, beliefs and standards of ethical conduct.

### ***Other Functions***

12. Review and/or approve such other matters related to the foregoing as are specifically delegated to it by the Board.

### ***Reporting to the Board***

13. The Nominating and Governance Committee shall report to the Board on the activities of the Nominating and Governance Committee with respect to the foregoing matters at each Board meeting and at any other time deemed appropriate by the Nominating and Governance Committee or upon request of the Board.

### ***Engagement of Consultants and Payment of Expenses***

14. The Nominating and Governance Committee has the authority to (i) engage independent counsel and other advisors as it determines necessary to carry out its duties, (ii) set and pay the compensation for any advisors employed by the Nominating and Governance Committee, and (iii) communicate directly with Management.
15. Cervus shall provide for appropriate funding, as determined by the Nominating and Governance Committee in its capacity as a Committee of the Board, for (i) the payment of compensation to any advisors employed by the Nominating and Governance Committee, and (ii) the payment of ordinary administrative expenses of the Nominating and Governance Committee that are necessary or appropriate in carrying out its duties.

### **Standards of Liability**

Nothing contained in this mandate is intended to expand applicable standards of liability under statutory, regulatory, common law or any other legal requirements for the Board or members of the Nominating and Governance Committee. The purposes and responsibilities outlined in this mandate are meant to serve as guidelines rather than inflexible rules and the Nominating and Governance Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

### **Document Control Information**

Approved by Board of Directors: Yes  
Originally dated: October 22, 2009  
Last amended: N/A  
Last reviewed: October 22, 2009

### **Part III: Compensation Committee Mandate**

#### **References to the Board of Directors**

Note that references contained herein to the Board of Directors shall mean the Board of Directors (the “**Board**”, each member of the Board a “**Director**”), of Cervus Equipment Corporation (“**Cervus**”).

#### **The Compensation Committee**

The Board may establish Board committees (the “**Committees**”, each a “**Committee**”) to whom certain duties may be delegated by the Board. The Board has established, among others, the Compensation Committee of Cervus, and has approved this mandate, which sets out the objectives, functions and responsibilities of the Compensation Committee.

#### **Objectives and Authority**

The Compensation Committee assists the Board by:

- Reviewing and making recommendations to the Board annually with respect to the overall corporate goals and objectives of Cervus relevant to compensation of the Chief Executive Officer (“**CEO**”), and ensuring that the overall goals and objectives of Cervus are supported by appropriate Executive compensation philosophy and programs;

- Evaluating the performance of the CEO against predetermined goals and criteria, and recommending to the Board the total compensation for the CEO based on such evaluation;
- Reviewing annually the CEO's:
  - evaluation of the other Executives' performance; and
  - recommendation for total compensation of the other Executives.
- Reviewing at least annually the succession planning process and results of the process as it relates to the Executive roles;
- Reviewing, on a summary basis, any significant compensation and benefit programs for employees generally, with consideration to accounting, tax, design, legal and regulatory environment; and
- Reviewing the competitiveness and form of compensation for the Board and recommending any changes to such compensation to the full Board.

“**Executive**” means the CEO and the officers who report to the CEO.

The Compensation Committee does not have decision-making authority, except in the very limited circumstances described herein or where and to the extent that such authority is expressly delegated by the Board. The Compensation Committee conveys its findings and recommendations to the Board for consideration and, where required, decision by the Board.

### **Constitution**

The Terms of Reference of the Board set out requirements for the composition of Committees, the qualifications for Committee membership, and specify that the chair and members of the Committees are determined annually by the Board. Unless otherwise determined by resolution of the Board or in Cervus' bylaws, a majority of the members of a Committee constitute a quorum for meetings of Committees and, in all other respects, each Committee determines its own rules of procedure.

### **Functions and Responsibilities**

The Compensation Committee has the following functions and responsibilities:

#### *Executive Compensation*

1. Oversee the development and approval of the Executive compensation philosophy and guidelines that support Cervus' overall business strategic objectives;
2. Annually review and recommend to the Board the Executives' total compensation structure, including the base salary range, annual incentive opportunity, long-term incentive opportunity, Executive perquisites, supplemental benefits including pension, and any employment agreements;
3. Review changes in competitiveness with respect to Executive compensation relative to the defined market and consider the cost to Cervus of any change in the compensation philosophy to increase market competitiveness;

4. Annually review and make recommendations to the Board regarding corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those corporate goals and objectives, and make recommendations to the Board with respect to the CEO's compensation level based on this evaluation;
5. Annually review and provide input to the recommendation by the CEO regarding the total compensation to be paid each year to his direct reports;
6. Review and recommend the performance target goals (including the full performance range, e.g. threshold and maximum) for any Executive incentive plan established at the start of each plan year or cycle to the Board and determine whether performance goals have been achieved at the end of each plan year or plan cycle;
7. Review the cost of the Executives' total compensation (both cash costs and dilution) under different performance scenarios for alignment with Cervus' business strategies;
8. Establish stock ownership guidelines, if any, for Executives and monitor compliance;
9. Review the purpose, level, and value of Executive pension plans, if any, and review and making recommendations to the Board regarding any changes to such plans;
10. Annually review and recommend to the Board, the disclosure of Director and Executive Compensation for inclusion in Cervus' management proxy circular for the annual general meeting of shareholders;

#### ***Succession Planning and Organizational Change***

11. Annually review the succession planning process and the succession plans for Executive roles including specific focus on the development and career planning for potential Executive successors;
12. Review significant changes to the organization's structure as they arise and their impact on the Executive roles;

#### ***Incentive Compensation Plans and Programs***

13. Review and recommend to the Board any new equity based compensation plans or significant amendments to existing equity based compensation plans in Cervus including an examination of their cost implications and alignment with strategy and administer (or delegate and oversee the administration of) any equity based compensation program with Executive participants;
14. Review, on a summary basis, any significant compensation or benefit program for employees generally with consideration to design, cost implications (both cash costs and dilution), accounting, tax, legal, and regulatory environment and their alignment with Cervus' business strategies;

### ***Board Compensation***

15. Annually review the competitiveness and form of Board compensation and make recommendations to the Board on the level and form of Board compensation and share ownership guidelines, if any;

### ***Other Functions***

16. Review and make recommendations to the Board on such other matters related to human resource issues that are specifically delegated to the Compensation Committee by the Board;

### ***Engagement of Consultants***

17. In fulfilling its mandate, the Compensation Committee may, on behalf of the Board, retain, instruct and determine the remuneration of consultants engaged to assist in the design and evaluation of Director, CEO or Executive Compensation. The Compensation Committee will assure itself as to the independence of those consultants, and, when circumstances warrant, will terminate their engagement and hire new consultants. Such an evaluation might include an assessment as to the character and expertise of the consultant, the quality of their work, clarity around their mandate and reporting relationship, and an awareness or approval of the financial arrangements of that consulting firm, or its affiliates, with Cervus.

### ***Reporting to the Board***

18. The Compensation Committee shall report to the Board on the activities of the Compensation Committee with respect to the above matters at each Board Meeting and at any other time that is deemed appropriate by the Compensation Committee or upon request of the Board.

### **Standards of Liability**

Nothing contained in this mandate is intended to expand applicable standards of liability under statutory, regulatory, common law or any other legal requirements for the Board or members of the Compensation Committee. The purposes and responsibilities outlined in this mandate are meant to serve as guidelines rather than inflexible rules and the Compensation Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

### **Document Control Information**

Approved by Board of Directors: Yes  
Originally dated: October 22, 2009  
Last amended: N/A  
Last reviewed: October 22, 2009