

CERVUS EQUIPMENT CORPORATION

ANNUAL INFORMATION FORM
FOR THE YEAR ENDED DECEMBER 31, 2009

March 15, 2010

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INTERPRETATION

Certain words and terms that are used in this Annual Information Form are defined below:

- (a) “**Agriturf**” means Agriturf Limited;
- (b) “**A.R. Williams**” means A.R. Williams Materials Handling Ltd.;
- (c) “**Board**” means the board of directors of Cervus;
- (d) “**Bobcat**” means Bobcat Equipment Ltd.;
- (e) “**CBCA**” means the *Canada Business Corporations Act*, as amended;
- (f) “**Cervus**” means Cervus Equipment Corporation and, as the context requires, its subsidiaries on a consolidated basis;
- (g) “**Clark**” means Clark Materials Handling Company;
- (h) “**Common Share**” means a common share in the capital of Cervus;
- (i) “**Conversion**” means the conversion of the LP into a corporation, i.e., Cervus, pursuant to a court-approved plan of arrangement under section 192 of the CBCA that became effective on October 22, 2009;
- (j) “**Director**” means a member from time to time of the Board;
- (k) “**Doosan**” means Doosan Infracor America Corporation, Forklifts;
- (l) “**Farm & Garden Centre**” means Farm & Garden Centre of Saskatoon Ltd.;
- (m) “**GP**” means Cervus GP Ltd.;
- (n) “**Greenline Equipment**” means Greenline Equipment Sales Ltd. and its related holding entities;
- (o) “**JCB**” means JCB Excavators Ltd.;
- (p) “**JLG**” means JLG Industries, Inc.;
- (q) “**John Deere**” means John Deere Limited;
- (r) “**LP**” means Cervus LP;
- (s) “**Maple Farm**” means Maple Farm Equipment Partnership;
- (t) “**NI 52-110**” means National Instrument 52-110 *Audit Committees*;
- (u) “**Nissan Forklift**” means Nissan forklift Corporation;
- (v) “**Preferred Share**” means a preferred share in the capital of Cervus;
- (w) “**Proventure**” means Proventure Income Fund;
- (x) “**Ranchers**” means Ranchers Supply Inc.
- (y) “**Sellick**” means Sellick Equipment Limited;

- (z) “**Shareholder**” means a holder from time to time of Common Shares;
- (aa) “**TSX-V**” means the TSX Venture Exchange;
- (bb) “**Unit**” means a partnership unit of the LP; and
- (cc) “**Unitholder**” means a holder from time to time of Units.

In addition, the personal pronouns “we”, “us” and “our” in this Annual Information Form refer to Cervus.

DATE OF INFORMATION

Unless otherwise specified, information in this Annual Information Form is given as of December 31, 2009, which is the last day of the most recently completed financial year of Cervus.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Information Form constitute “forward-looking statements.” All statements, other than statements of historical fact, that address activities, events, or developments that we or a third party expects or anticipates will or may occur in the future, including our future growth, results of operations, performance and business prospects and opportunities, and the assumptions underlying any of the foregoing, are forward-looking statements. The majority of these forward looking statements are contained in the “Outlook” section of this Annual Information Form which includes statements regarding the anticipated demand for products and services in each of the agricultural equipment and construction equipment segments. These forward-looking statements reflect our current beliefs and are based on information currently available to us and on assumptions we believe are reasonable.

Actual results and developments may differ materially from the results and developments discussed in the forward-looking statements as they are subject to a number of significant risks and uncertainties, including those discussed under “Risk Factors” and elsewhere in this Annual Information Form. Certain of these risks and uncertainties are beyond our control. Consequently, all of the forward-looking statements made in this Annual Information Form are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. These forward-looking statements are made as of the date of this Annual Information Form, and we assume no obligation to update or revise them to reflect subsequent information, events, or circumstances unless otherwise required by applicable securities legislation.

CORPORATE STRUCTURE

General

Cervus Equipment Corporation (i.e. the corporate entity formerly named Vasogen Inc. but renamed Cervus Equipment Corporation on October 22, 2009 upon the filing of Articles of Arrangement under the CBCA giving effect to the Conversion discussed below) was incorporated under the *Business Corporations Act* (Ontario) and was continued under the CBCA by certificate and articles of continuance dated August 9, 1999. The head office of Cervus is located at 205, 120 Country Hills Landing N.W., Calgary, Alberta T3K 5P3 and its registered office is located at 2800, 715 – 5th Avenue S.W., Calgary, Alberta T2P 2X6.

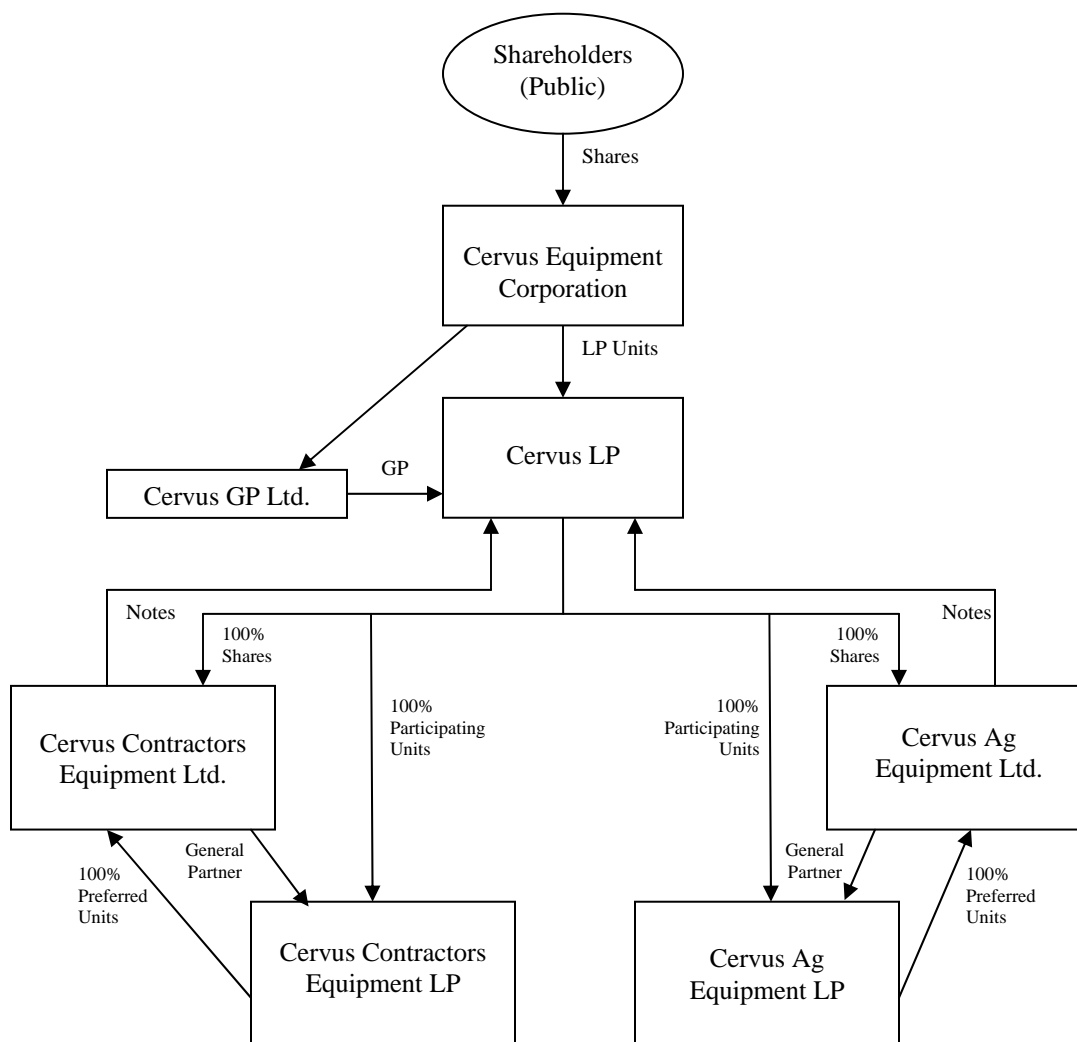
Conversion of Cervus from an LP into a Corporation

The LP was formed under the *Partnership Act* (Alberta) pursuant to a limited partnership agreement originally dated as of March 14, 2003. On October 22, 2009, the LP completed a court-approved plan of arrangement under section

192 of the CBCA with Vasogen Inc. which resulted in the Conversion. Pursuant to the Conversion, the LP and the GP became wholly-owned subsidiaries of Cervus (formerly named Vasogen Inc.) and former Unitholders exchanged their Units for Common Shares on the basis of three Common Shares for each two Units held. Unitholders did not retain any interest in the business of Vasogen Inc. and shareholders of Vasogen Inc. did not retain any interest in the businesses of the LP and its subsidiaries.

Organizational Structure and Inter-corporate Relationships

The following diagram sets forth the organizational structure of Cervus as at March 15, 2010:



The following table lists the material subsidiaries of Cervus as at March 15, 2010, and for each such subsidiary, (a) the percentage of securities of the subsidiary beneficially owned, or controlled or directed, directly or indirectly, by Cervus and (b) its jurisdiction of incorporation, continuance, formation or organization.

Name of Subsidiary	Jurisdiction of Incorporation, Continuance, Formation or Organization	Percentage of Securities Owned, Controlled or Directed by Cervus
Cervus LP	Alberta	100%
Cervus GP Ltd.	Alberta	100%

Name of Subsidiary	Jurisdiction of Incorporation, Continuance, Formation or Organization	Percentage of Securities Owned, Controlled or Directed by Cervus
Cervus Ag Equipment LP	Alberta	100%
Cervus Ag Equipment Ltd.	Alberta	100%
Cervus Contractors Equipment Ltd.	Alberta	100%
Cervus Contractors Equipment LP	Alberta	100%

GENERAL DEVELOPMENT OF THE BUSINESS

Introduction

We acquire and manage authorized equipment dealerships in Western Canada. We presently operate 14 John Deere dealerships in Alberta, Saskatchewan and Manitoba and 5 construction equipment dealerships in Alberta that sell Bobcat, JCB and JLG equipment. Our Common Shares are listed on the TSX-V and trade under the symbol "CVL".

Upon the LP's formation in 2003, we owned and managed the authorized John Deere dealerships in Calgary, Trochu, Stettler, Coronation, and Ponoka, Alberta. Since then, we have undertaken a series of business acquisitions which have played a key role in achieving our growth strategies. Set forth below is the general development of our business over the last 3 fiscal years.

Three Year History

2007

On May 31, 2007, we acquired all of the issued and outstanding shares of Greenline Equipment, the authorized John Deere dealership for Olds, Alberta and surrounding trade area. The purchase price for Greenline Equipment was \$3,981,079 and was paid in cash.

On June 22, 2007, the Parliament of Canada enacted Bill C-52, thereby giving effect to the tax on distributions by publicly-traded income trusts and limited partnerships announced by the Department of Finance (Canada) on October 31, 2006.

On July 3, 2007, we announced the completion of a private placement of 384,616 Units at \$13.00 per Unit for aggregate gross proceeds of \$5,000,008. Each Unit issued pursuant to the private placement was also accompanied by one-half of one warrant. Each whole warrant entitled the holder to purchase one additional Unit at any time on or before June 30, 2009 at an exercise price of \$14.00 per Unit. The net proceeds from the private placement were used to fund further capital expenditures and business acquisitions and for general corporate purposes.

2008

On July 10, 2008, we completed a private placement of 1,000,000 Units at \$25.00 per Unit for aggregate gross proceeds of \$25,000,000. Each Unit issued pursuant to the private placement was also accompanied by one-half of one warrant. Each whole warrant entitles the holder to purchase one additional Unit at any time on or before July 10, 2009 at an exercise price of \$27.50 per Unit. The net proceeds from the private placement will be used to fund further capital expenditures and business acquisitions and for general corporate purposes.

On July 14, 2008, the Department of Finance Canada released proposed amendments to the *Income Tax Act* (Canada) to facilitate the conversion of existing publicly-traded income trusts and limited partnerships and other public flow-through entities, such as the LP, into corporations on a tax deferred basis.

On September 5, 2008, we acquired all of the operating assets of Northeast Ag Equipment Ltd., the authorized John Deere dealership for Melfort, Saskatchewan, and Prince Albert, Saskatchewan, and surrounding trade areas. The purchase price for Northeast Ag Equipment Ltd. was approximately \$8,302,374 and was paid in cash.

On October 14, 2008, we commenced a normal course issuer bid to purchase for cancellation, from time to time, approximately 5% of the issued and outstanding Units. Purchases under the normal course issuer bid are made on the open market through the TSX-V through Wellington West Capital Markets Inc. The price that we pay for any Units purchased by us under the normal course issuer bid is the prevailing market price of the Units on the TSX-V at the time of such purchase. The actual number of Units that may be purchased under the normal course issuer bid for cancellation and the timing of any such purchases is determined by us. The normal course issuer bid will terminate on October 13, 2009 or such earlier time as the normal course issuer bid is completed or terminated at our option. As at December 31, 2008, 117,000 Units were purchased for cancellation at an aggregate cost of \$1,091,124.

2009

On September 10, 2009, the LP concluded the purchase of substantially all of the net assets of Ranchers for \$5,376,595.30 in cash, subject to standard post closing adjustments, through its wholly-owned subsidiary, Cervus Ag Equipment LP, by its general partner, Cervus Ag Equipment Ltd. Concurrently with the asset purchase, Cervus Ag Equipment Ltd. purchased all of the issued and outstanding shares of 520781 Alberta Ltd., owner of the lands and buildings from which Ranchers operates, for cash of \$3,484,000 in cash. These lands and buildings were subsequently sold to Proventure.

On October 22, 2009, the LP completed a court-approved plan of arrangement under section 192 of the CBCA which resulted in the Conversion. Pursuant to the Conversion, the LP and the GP became wholly-owned subsidiaries of Cervus (formerly named Vasogen Inc.) and former Unitholders exchanged their Units for Common Shares on the basis of three Common Shares for each two Units held. Unitholders did not retain any interest in the business of Vasogen Inc. and shareholders of Vasogen Inc. did not retain any interest in the businesses of the LP and its subsidiaries.

On October 22, 2009, Cervus announced that it had acquired a 33.3% interest in a newly formed New Zealand company, Agriturf, for the purposes of consolidating John Deere dealerships on the North Island of New Zealand. The cost of the investment in Agriturf was \$100 NZ (or approximately \$78 CDN). Cervus has also advanced \$1,150,000 NZ (or approximately \$903,470 CDN) to Agriturf to be used for the proposed acquisition of the net assets of John Deere dealerships in Foxton and Rotorua, New Zealand.

On December 22, 2009, Cervus commenced a normal course issuer bid to purchase for cancellation, from time to time, as Cervus considers advisable, its issued and outstanding Common Shares. Pursuant to the bid, Cervus intends to purchase for cancellation up to a maximum of 706,981 Common Shares, being approximately 5% of Cervus' currently issued and outstanding Common Shares. The bid will terminate on December 21, 2010 or such earlier time as the bid is completed or terminated at the option of Cervus.

On October 29, 2009, Cervus announced that it had entered into a letter agreement to acquire all of the issued and outstanding shares of A.R. Williams, which sells, rents and services industrial products and equipment from 10 different locations in Alberta, Saskatchewan and Manitoba. Cervus completed the acquisition on January 1, 2010. Under the terms of the agreement, Cervus agreed to acquire all of the shares of A.R. Williams for an aggregate purchase price of \$22,700,000, plus an amount equal to 70% of the pre-tax earnings of A.R. Williams for the period beginning September 1, 2009 and ending December 31, 2009. Cervus and A.R. Williams amalgamated on January 4, 2010.

On November 2, 2009 Cervus announced that it had entered into a non-binding letter of intent to acquire a 20% partnership interest in Maple Farm, which carries on the business, through its subsidiaries, of offering official John Deere equipment, parts and service in the Province of Saskatchewan. Cervus completed the acquisition of January 20, 2010. The value of the acquisition was approximately \$3.3 million. As consideration for the partnership interest, Cervus sold the business and assets of its Moosomin, Saskatchewan and Russell, Manitoba dealerships to Maple Leaf.

DESCRIPTION OF THE BUSINESS

Introduction

The information in this section is given as of the date of this Annual Information Form, and therefore reflects the acquisition in early 2010 of A.R. Williams and the partnership interest in Maple Farm, as well as the sale in early 2010 of the Greenline Equipment dealerships.

We are in the business of acquiring and operating authorized agricultural and industrial equipment dealerships by facilitating dealership succession and providing capital, resources, training and opportunities to the next generation of equipment dealers in Canada. We are the owner of the largest group of John Deere agricultural equipment dealers in Canada. Additionally, as owners of Bobcat, JCB and JLG dealerships of Alberta, we have secured a significant presence in the thriving construction and industrial equipment sectors. We operate through 30 dealer stores in 25 locations across British Columbia, Alberta, Saskatchewan and Western Manitoba.

Summary

Agriculture Division

The Agriculture Division sells and services new and pre-owned agricultural, commercial and residential products that are manufactured by John Deere. The Agriculture Division consists of 15 dealerships at 14 locations in Western Canada and operates through two main dealership groups: (a) Agro Equipment and (b) Farm & Garden Centre. Agro Equipment has ten dealerships located in Alberta and British Columbia; and Farm and Garden Centre has five dealerships located in Saskatchewan.

In addition, Cervus holds a 20% partnership interest in Maple Farm, which carries on the business, through its subsidiaries, of offering official John Deere equipment, parts and service in the Province of Saskatchewan.

The locations of each of Cervus' dealerships are summarized below, together with a brief description of the products they sell and the services they provide.

Dealership Group	Dealership Location	Product Manufacturers	Product Type
Agro Equipment	Calgary, Alberta	John Deere	Agricultural
	Calgary, Alberta	John Deere	Commercial and residential
	Claresholm, Alberta	John Deere	Agricultural, commercial and residential
	Coronation, Alberta	John Deere	Agricultural, commercial and residential
	Cranbrook, British Columbia	John Deere, Bobcat	Agricultural, commercial and residential
	Olds, Alberta	John Deere	Agricultural, commercial and residential
	Pincher Creek, Alberta	John Deere	Agricultural, commercial and residential
	Ponoka, Alberta	John Deere	Agricultural, commercial and residential
	Stettler, Alberta	John Deere	Agricultural, commercial and residential
	Trochu, Alberta	John Deere	Agricultural, commercial and residential

Dealership Group	Dealership Location	Product Manufacturers	Product Type
Farm & Garden Centre	Melfort, Saskatchewan	John Deere	Agricultural, commercial and residential
	Prince Albert, Saskatchewan	John Deere	Agricultural, commercial and residential
	Rosthern, Saskatchewan	John Deere	Agricultural, commercial and residential
	Saskatoon, Saskatchewan	John Deere	Agricultural, commercial and residential
	Watrous, Saskatchewan	John Deere	Agricultural, commercial and residential

John Deere Products and Equipment

The John Deere products that we sell include: agricultural equipment, commercial equipment and residential equipment.

John Deere agricultural equipment includes a full line of farm equipment and related service parts, including tractors, combine harvesting equipment, tillage, seeding, nutrient management and soil preparation machinery, sprayers, hay and forage equipment, material handling equipment, integrated agricultural systems technology, and precision agricultural irrigation equipment and supplies.

John Deere commercial and residential equipment includes lawn and garden tractors, compact utility tractors, residential and commercial zero-turn radius mowers, front mowers, utility vehicles, and golf and turf equipment. A broad line of associated implements for mowing, tilling, snow and debris handling, aerating, and many other residential and commercial applications are also included. The product line also includes walk-behind mowers and other outdoor power products.

Construction/Industrial Division

Our Construction/ Division sells and services construction equipment that is manufactured by companies including, but not limited to Bobcat, JCB and JLG. The Construction Division consists of 5 dealerships at locations in Alberta.

In early 2010, Cervus significantly expanded the size and scope of the Construction Division with the acquisition of A.R. Williams, which sells, rents and services industrial products and equipment, including forklifts, aerial platforms, telescopic handlers and sweepers, from locations in Alberta, Saskatchewan and Manitoba.

The name and location of the dealerships through which our Construction Division operates are set forth below, together with a brief description of the products that each such dealership sells and services.

Dealership Name	Dealership Location	Main Product Manufacturers	Product Type
Bobcat of Calgary	Calgary, Alberta	Bobcat, JCB and JLG	Heavy and light construction equipment
Bobcat of Edmonton	Edmonton, Alberta	Bobcat	Heavy and light construction equipment
Bobcat of Fort McMurray	Fort McMurray, Alberta	Bobcat, JCB and JLG	Heavy and light construction equipment

Dealership Name	Dealership Location	Main Product Manufacturers	Product Type
Bobcat of Red Deer	Red Deer, Alberta	Bobcat, JCB and JLG	Heavy and light construction equipment
Cervus Contractors Equipment	Edmonton, Alberta	JCB and JLG	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Calgary, Alberta	Sellick, Doosan, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Edmonton, Alberta	Sellick, Doosan, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Grand Prairie, Alberta	Sellick, Doosan, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Lethbridge, Alberta	Sellick, Doosan, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Lloydminster, Alberta	Sellick, Doosan, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Medicine Hat, Alberta	Sellick, Doosan, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Red Deer, Alberta	Sellick, Doosan, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Regina, Saskatchewan	Sellick, Doosan, Nissan Forklift, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Saskatoon, Saskatchewan	Sellick, Doosan, Nissan Forklift, Clark	Heavy and light construction equipment
A.R. Williams Materials Handling Ltd.	Winnipeg, Manitoba	Sellick, Nissan Forklift, Clark	Heavy and light construction equipment

The products that we sell at our Bobcat and Cervus Contractors Equipment dealerships include Bobcat light construction equipment, JCB heavy construction equipment and JLG heavy and light construction equipment.

The Bobcat light construction equipment includes all-wheel steer loaders, utility products, Toolcat utility work machines, skid-steer loaders, mini track loaders, light construction equipment, compact tractors, compact track loaders and compact excavators and attachments. In addition to these products, the Construction Division also provides parts, rentals, new and used sales, service, and after-market care.

The JCB heavy construction equipment includes articulated dump trucks, backhoe loaders, excavators, mini excavators, rough terrain forklifts, skid steer loaders, telescopic handlers, track loaders, wheel loaders and industrial

forklifts. In addition, the Construction Division provides a wide selection of used construction equipment, attachments, and supplies such as pre-owned and used telescopic handlers, compactors, wheel loaders, mulchers and tools.

The JLG heavy and light construction equipment includes a range of telehandlers and aerial work platforms (mast booms, scissor lifts, vertical masts, electric vertical masts, boom lifts, towable & trailer mounted booms) with ranges from 10 to 150 feet.

The products that we sell at our A.R. Williams dealerships include cushion tire forklifts, electric forklifts, multi directional forklifts, narrow aisle forklifts, pneumatic tire forklifts, power workers and stackers, rough terrain forklifts, heavy forklifts, sweepers and scrubbers, telescopic handlers, aerial work platforms and drop deck trailers from brands such as JLG, Sellick, Nissan Forklift, Bendi, Powerboss, Clark and Combilift.

Revenue By Operating Segment

The following table sets forth our revenue by operating segment for the last two completed fiscal years.

Operating Segment	Year Ended December 31, 2009	Year Ended December 31, 2008
Agriculture Division	\$317,875,562,	\$244,680,856
Construction Division	\$59,599,201	\$103,993,918
Total	\$377,474,763	\$348,674,774

Production and Services

The success of our business depends on the timely supply of equipment and parts from our manufacturers to ensure the timely delivery of products and services to our customers. We also depend on our suppliers to provide competitive prices and quality products.

Competitive Conditions

The retail agricultural equipment industry is very competitive. We face a number of competitors, including other “in-line” John Deere dealerships and authorized Agco, Case, Caterpillar, Kubota and New Holland dealerships that may be located in the same communities as our dealerships or are located in communities surrounding our dealerships.

Our Construction Division has traditionally sold light and medium construction equipment and is comprised of several companies manufacturing and selling various lines of equipment. The major construction industry dealers are Caterpillar, Komatsu, Case New Holland, John Deere, Volvo, Hitachi and Liebherr. With the acquisition of A.R. Williams, we now sell industrial products and equipment, including forklifts, aerial platforms, telescopic handlers and sweepers, from several of the best-known brands.

Sources, Availability and Pricing of Products and Equipment

The availability and pricing of the products and equipment that we sell is determined to a significant extent by the dealership agreements to which we are a party.

Our dealership agreements provide that our suppliers will generally accept an order placed by us for products and equipment, specifically orders for products and equipment that have been presold to our customers, subject to certain exceptions (e.g. such as a determination by a supplier that our financial condition does not justify the extension of additional credit or the addition of inventory, that we have consistently failed to perform our obligations under a dealership agreement, or that our inventory is excessive or would become excessive with additional shipments). In particular, John Deere has a formula for providing new equipment that is based upon previous sales.

Certain products and equipment may be delivered to us on a consignment basis for sale, lease or rental by us on behalf of the supplier. In such cases, the supplier retains title to the consigned product or equipment and we hold

such product or equipment as the property of the supplier unless or until they are leased or sold. Other products and equipment may be delivered to us on terms that require us to pay for them by a specified date. Title to such products and equipment remains with the supplier until such products and equipment are paid for in full.

The price of the products and equipment that we sell is, in most cases, determined at our discretion, taking into account prevailing market conditions. Each of our suppliers provides us with price lists for the sale of products and equipment to the public. We are under no obligation to sell, offer to sell or advertise the products and equipment at the prices contained in the price lists, as such list prices are suggested retail prices only and we are permitted, under our dealership agreements, to sell products and equipment at higher or lower prices.

Intangible Properties

We believe that the John Deere name and brand is one of our biggest competitive advantages. John Deere is among North America's oldest and most respected brands. It is the world's leading manufacturer of farm equipment and offers a complete line of farming services and solutions with products primarily sold and serviced through the agricultural industry's largest dealer network. In addition, John Deere produces and markets North America's broadest line of lawn and garden tractors, mowers and other outdoor power products.

We believe that the Bobcat, JCB and JLG names and brands are also a big competitive advantage. Bobcat has established itself as a leader in North America in the manufacture and delivery of light construction equipment. In addition, Bobcat has the largest share of the light equipment market in Alberta. JCB and LIG are also well-regarded global brands.

With the acquisition of A.R. Williams, we have added several established and well-known brands that specialize in industrial products and equipment, such as JLG, Sellick, Nissan Forklift, Bendi, Powerboss, Clark and Combilift.

Cycles

Sales activity for the Agriculture Division is normally highest between April and September during growing seasons in Canada. The Construction Division is not as volatile but does see slower sales activity in the winter months.

Economic Dependence

Our business is substantially dependent on dealership agreements we currently have in place with John Deere, Bobcat and JCB, as well as the manufacturers of products and equipment sold through our A.R. Williams Dealerships.

John Deere

We have dealership agreements in place with John Deere. These dealership agreements provide that we are responsible for the marketing, selling, leasing, renting, servicing and overall support of John Deere products and equipment in the geographic regions to which the agreements pertain. To that end, we are required to maintain: inventories for products and equipment available for demonstration, sale, lease, and rental; sales and parts and service facilities; highly qualified management and sales personnel; and sales training and personnel development programs.

John Deere conducts reviews of our business, operations and financial condition from time to time. During these reviews, we and John Deere agree upon expected levels of performance and identify objectives for each dealership. We are required by the dealership agreements to achieve these objectives. We are also required by the dealership agreements to maintain certain levels of equity, based on our equity to assets percentage and determined by John Deere.

The dealership agreements may be terminated by the mutual consent of the parties. We can terminate a dealership agreement upon at least 180 days prior written notice to John Deere. John Deere can terminate a dealership agreement if we fail to achieve our performance objectives, we fail to maintain the required levels of equity or in certain other circumstances.

Bobcat

We have dealership agreements in place with Bobcat. The dealership agreements in place with Bobcat, pursuant to which we act as an authorized dealer for Bobcat, are one year agreements; however the agreements are normally renewed on a year by year basis.

Under the Bobcat agreements, we are responsible for the marketing, selling, leasing, renting, servicing and overall support of Bobcat products and equipment in the geographic regions to which the agreements pertain and are authorized to make use of the Bobcat trademark and trade names when identifying ourselves to the public as a dealer of products and parts merchandized by Bobcat. To that end, we are required to maintain: inventories for products and equipment available for demonstration, sale, lease, and rental; sales and parts and service facilities; highly qualified management and sales personnel; and sales training and personnel development programs.

Bobcat has the right to conduct reviews of our business, operations and financial condition from time to time. During these reviews, expected levels of performance and identify objectives for each dealership are agreed upon. We are required by the dealership agreements to achieve these objectives. We are also required to maintain in place floor plan and rental financing adequate to support our performance obligations. We may select any source for such financing but, at all time, must be qualified and approved to obtain adequate levels of such financing from the supplier with which Bobcat has made arrangements for the provision of same.

Bobcat has reserved the right to alter, change or reduce geographic regions to which the agreements pertain should we fail to meet our performance obligations. Upon termination of each agreement, Bobcat will repurchase at our net cost, and we will sell, all of our inventory of new and unused Bobcat products and parts not previously sold or rented by us which are in good and usable condition and not obsolete. Each agreement also provides that, in the event we receive an offer to purchase our business from a party who sells or intends to sell goods which compete with Bobcat's products, and we are willing to accept such offer, Bobcat will have the right of first refusal to purchase the business at the same price and on such terms.

JCB

We have dealership agreements in place with JCB. The dealership agreements in place with JCB, pursuant to which we act as an authorized dealer for JCB, are one year agreements; however the agreements are normally renewed on a year by year basis.

We have agreed to grant JCB a security interest in any and all present and after acquired items of our inventory of JCB products which were/are acquired on credit from JCB, together with all proceeds resulting from the sale of such items of inventory. We have been granted the right and license to use the trade-mark "JCB" solely for the purpose of carrying on our business as a JCB dealer, subject to the terms and conditions set out in the JCB agreements.

Upon complete termination of each agreement, neither party will be released from any payment then owing to the other. All indebtedness and other obligations of us to JCB will immediately become due and payable.

Environmental Protection

We are subject to a wide range of environmental laws and regulations, including those governing discharges into the air and water, the storage of petroleum substances and chemicals, the handling and disposal of wastes and the remediation of contamination. As with dealerships generally, and service and parts and repair centre operations in particular, our business involves the generation, use, handling and disposal of hazardous or toxic substances and wastes. Pursuant to these laws, provincial environmental agencies have established approved methods for the handling, storage, treatment, transportation and disposal of regulated substances and wastes with which we must comply. We are also subject to laws and regulations governing remediation of contamination at or from our facilities or those facilities to which we send hazardous or toxic substances or wastes for treatment, recycling or disposal.

Despite being subject to a wide range of environmental laws and regulations, we do not consider the financial and operational effects of environmental protection requirements on our capital expenditures, earnings and competitive position in the current financial year or in future years to be material.

Financing

Pursuant to a lending agreement we have in place with the Toronto-Dominion Bank, we have an operating bank line of credit available to a maximum amount of \$15,000,000.00. The operating line of credit bears interest at rates ranging from prime plus 0.25% to prime plus 0.75% based on certain financial covenants and is secured by a general security agreement, a priority agreement; trade accounts receivable, unencumbered inventories, assignment of fire insurance and guarantees from our subsidiaries.

We currently have floor plan financing in place for our equipment inventories. Our floor plan payables fluctuate significantly from quarter to quarter based on the timing between the receipt of equipment inventories and their actual payment so that we may take advantage of any programs made available to us by our key suppliers. Our floor plan facilities are provided by our equipment manufacturers directly or through partnering arrangements that they have with third party lenders. We currently have an aggregate facility with John Deere Credit and GE Canada Equipment Financing G.P. of approximately \$80 million available for equipment inventory financing. At December 30, 2009, floor plan liabilities total approximately were \$40.4 million.

Employees

As at December 31, 2009, we had approximately 454 full-time and 24 part-time employees. As a result of the acquisitions of A.R. Williams and the partnership interest in Maple Farm in early 2010, the number of our full-time employees increased to 663.

OUTLOOK

Market Outlook

Agricultural equipment

As discussed in our 2009 annual MD&A, market conditions appear relatively stable in the agricultural equipment segment; however some decrease may be experienced in 2010 based on the Association of Equipment Manufacturers' ("AEM") annual forecast for U.S. and Canadian agricultural machinery sales which provided an overall snapshot of manufacturers' predictions for 2010 business. Per their forecast, the overall Canadian agriculture sector is expected to see a decrease of 4.9% in agriculture equipment sales. However, due to the segment's increased machine population as a result of increased machine volume sales experienced over the past couple of years, we believe that our parts and service departments operations will remain consistent.

Global populations continue to grow and are expected to increase by an additional 23% by 2025. It is predicted food production will need to increase by 50% by 2025 and double by 2050. Also, the demand for energy continues to rise. Agricultural equipment is required to plant and harvest crops to meet both food and alternative fuel needs. Consequently, while we may see some short-term impact as a result of the overall economic slowdown and the strengthening Canadian dollar, agriculture can rely upon these sound fundamentals over the longer term.

Construction equipment

As discussed in our 2009 annual MD&A, in North America the residential housing market was significantly impacted in 2009 by the U.S. economic downturn which affected new housing construction and development. We expect these adverse conditions to continue to pose challenges in 2010. The outlook for Canada has also been overshadowed by the ongoing financial crisis and the severity of the global recession. However, based on Canada Mortgage and Housing Corporation's ("CMHC") fourth quarter 2009 Housing Market Outlook, Alberta is estimated to see growth in new construction for 2010 of 22% over 2009 results and a significant turnaround from the estimated decrease of 38.5% experienced in 2009 when compared to 2008.

The Government of Alberta is predicting a 3% real gross domestic product growth for 2010 based on Alberta's Finance and Enterprise economic review. This, combined with an expected 3.9% increase in budgeted program expenses for 2010/2011 from the Alberta Government's 2010 budget, including an 83% increase in infrastructure spending for 2010, should help stabilize the construction equipment sector.

Also, based on AEM's 2010 construction equipment outlook, AEM is estimating that equipment sales for the construction sector will increase by 6.5% in Canada when compared to a decrease of 34.2% in 2009 when compared to 2008.

Overall

As described above, we expect to see continued strength in the agricultural equipment segment through 2010 based on early indications of our new equipment sales for delivery in 2010. We also expect the 2010 construction segment results to improve based on AEM's estimate of construction equipment growth and CMHC's estimate for new housing growth in 2010. It is too early to predict what effect the Government of Alberta's announcements in its 2010/2011 budget for infrastructure spending increases will have on our construction equipment segment. Our success will continue to be measured by the growth of our current business through improving our overall market share, satisfying our customer's needs, controlling expenditures and the pursuit of acquisitions that are accretive to our shareholders.

Based on the transactions completed subsequent to December 31, 2009, including the A.R. Williams and the partnership interest in Maple Farms as well as the investment in Agriturf, we believe we will be successful in growing our business through 2010.

RISK FACTORS

Risk factors specific to the businesses carried on by Cervus and its subsidiaries include, but are not limited to, the following:

Economic Dependence on Material Contracts

Our primary source of income is from the sale of agricultural and construction equipment and services pursuant to agreements to act as an authorized dealer. Currently, all of our dealership agreements are in good standing with our suppliers. We do not expect any aspect of our business to be affected in the current financial year by the renegotiation or termination of these dealership contracts. However, there can be no guarantee that circumstances will not arise which give our suppliers with whom we currently have dealership contracts the right to terminate their agreements.

Dependence on Agriculture Sector

Authorized John Deere agricultural dealerships sell John Deere agricultural and lawn and garden products and equipment. The majority of sales are derived from the agricultural sector. Consequently, grain and livestock prices, weather conditions, Canadian versus U.S. currency exchange rates, interest rates, disease, Canadian and U.S. government trade policies and customer confidence have an impact on demand for equipment, parts and service.

Presently, Deere & Company, the parent of John Deere, has a reputation for the manufacture and delivery of high quality, competitively priced products. John Deere has the largest market share of manufacturing and sales of farm equipment in North America. There can be no assurance that John Deere will continue to manufacture high quality, competitively priced products or maintain its market share in the future.

We have mitigated these risks by geographical diversification in Western Canada within the agricultural sector and by industry diversification into the construction sector in Alberta.

Dependence on Construction Sector

Our Construction Division sells light and medium construction equipment and is comprised of several companies manufacturing and selling various lines of equipment. The light and medium construction equipment market is very much dependant upon residential construction of new housing. Prior to mid-2008, the residential construction markets in Alberta have been very strong but recently there has been a significant decline. We believe that adverse conditions resulting from the worldwide economic downturn will continue to pose challenges in 2010 and into 2011. However, there can be no guarantee that factors could not arise that would change the housing starts quickly and suddenly.

Presently the majority of the Construction Division's revenue is derived from the sale of Bobcat equipment and products. Bobcat has established itself as an industry leader in the Alberta market for the manufacture and delivery of light construction equipment. Bobcat has the largest market share in this niche in the Alberta market. There can be no assurance however that Bobcat will continue to manufacture high quality, competitively priced products or maintain its market share in the future.

Seasonal and Cyclical Nature of Our Business

Weather has a direct impact on our customers' earnings, which in turn affects their need and ability to purchase equipment. The construction and agriculture business are also cyclical in nature and can fluctuate based on market factors beyond our control.

Workforce Availability

Our ability to provide high quality services to our customers depends on our ability to attract and retain well trained, experienced employees. The industry in which we operate continues to experience a very high demand for and corresponding shortage of quality employees. We need to attract and retain quality employees, or our long-term success and ability to take advantage of growth opportunities could be threatened. We have established a number of human resource initiatives and compensation strategies to address this risk.

Failure to Realize Anticipated Benefits from Acquisitions

Achieving the benefits of business acquisitions depends, in part, on successfully consolidating functions and integrating operations, equipment and procedures in a timely and efficient manner. Failure to successfully integrate acquisitions in the future may have an adverse effect on our earnings.

Environmental Compliance

Environmental laws and regulations are very complex and it has become difficult for businesses that routinely handle hazardous and non-hazardous wastes to achieve and maintain full compliance with all applicable environmental laws. Like any business involved in the repair and servicing of vehicles and equipment, from time to time we are involved in, and subject to, incidents and conditions that render us in non-compliance with environmental laws and regulations.

However, none of our dealerships have been subject to any material environmental liabilities in the past and we do not anticipate that any material environmental liabilities will be incurred in the future. We are in the process of establishing an environmental management program that is intended to reduce the risk of non-compliance with environmental laws and regulations. Nevertheless, environmental laws and regulations and their interpretation and enforcement are changed frequently and we believe that the trend of more expansive and stricter environmental legislation and regulations is likely to continue. Hence, there can be no assurance that compliance with environmental laws or regulations or the future discovery of unknown environmental conditions will not require additional expenditures by us, or that such expenditures would not be material.

Interest Rate Fluctuation

Interest rate fluctuations may adversely affect our customers' ability to finance their purchases and may negatively impact our revenue. In addition, the cash flow required to service our long-term debt and our operating and floor plan lines will fluctuate as a result of changes in market rates.

Foreign Currency Fluctuations

Cervus is not exposed to fluctuations in foreign currency in that all sales and expenditures are incurred in Canadian dollars. However, many of our products, including equipment and parts are based on a U.S. dollar price structure as they are supplied primarily by U.S. manufacturers. This may cause fluctuations in future sale amounts primarily related to equipment and parts sales as it is the intent of Cervus to maintain a consistent gross margin return where possible. Certain of Cervus' manufacturers also have programs in place to facilitate and/or reduce the effect of foreign currency fluctuations, primarily on new equipment inventory purchases.

DESCRIPTION OF CAPITAL STRUCTURE

Cervus is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series. As at December 31, 2009, 14,139,614 Common Shares were issued and outstanding and nil Preferred Shares were issued and outstanding. Pursuant to the acquisition of A.R. Williams on January 1, 2010, Cervus created a new series of Preferred Shares called the Series 1 Preferred Shares and issued 425,492 Series 1 Preferred Shares with a stated amount of \$10.67 per share (i.e. \$4,540,000 stated amount in aggregate). The material characteristics of the Common Shares, Preferred Shares and Series 1 Preferred Shares are described below.

Common Shares

Shareholders are entitled to: (i) dividends if, as and when declared by the Board; (ii) to one vote per share at meetings of the Common Shareholders; and (iii) upon liquidation, dissolution or winding up of Cervus to receive pro rata the remaining property and assets of Cervus, subject to the rights of shares having priority over the Common Shares.

Preferred Shares

The Preferred Shares are issuable in series and each class of Preferred Shares has such rights, restrictions, conditions and limitations as the Board may from time to time determine. The holders of Preferred Shares are entitled, in priority to holders of Common Shares, to be paid rateably with holders of each other series of Preferred Shares the amount of accumulated dividends, if any, specified to be payable preferentially to the holders of such series and upon liquidation, dissolution or winding up of Cervus, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to holders of such series.

Series 1 Preferred Shares

The Series 1 Preferred Shares are entitled to a preference over the Common Shares with respect to priority in the payment of dividends. Each Series 1 Preferred Share is entitled to a cumulative dividend at the rate of 7% per annum on the stated amount. It is anticipated that the dividends on the Series 1 Preferred Shares will be paid in cash quarterly concurrently with the payment of cash dividends on the Common Shares. If the 30 day volume weighted average trading price of the Common Shares on any stock exchange recognized for the purposes of the *Income Tax Act* (Canada) upon which the Common Shares are listed and posted for trading is equal to or greater than \$16.00 per Common Share, Cervus shall have the right to redeem the Series 1 Preferred Shares, in whole or in part. Each Series 1 Preferred Share so redeemed by Cervus will be redeemed or purchased by Cervus by delivering one Common Share for each Series 1 Preferred Share so redeemed, together with the payment of any declared but unpaid dividends on such Series 1 Preferred Share. If Cervus redeems any Series 1 Preferred Share prior to the cash payment of all declared but unpaid dividends, all declared but unpaid dividends payable on that Series 1 Preferred Share will be paid in Common Shares, such Common Shares being issued at a deemed price per share equal to \$10.67 per share. The holders of Series 1 Preferred Shares shall be entitled to exchange those shares at any time for

Common Shares on the basis of one Common Share for each Series 1 Preferred Share exchanged. If the holder exchanges any Series 1 Preferred Share prior to the payment of all declared but unpaid dividends, all declared but unpaid dividends payable on that Series 1 Preferred Share shall be paid in Common Shares, such Common Shares being issued at a deemed price per share equal to \$10.67 per share.

DIVIDENDS

Dividends

The Board is responsible for determining the dividend policy of Cervus from time to time. As a CBCA corporation, the dividend policy must comply with the requirements of the CBCA, including satisfying the dividend test applicable to CBCA corporations.

The current dividend policy of Cervus is designed to provide for quarterly dividend payments to Shareholders of \$0.18 per Common Share (i.e. \$0.72 per Common Share on an annualized basis which, after adjustment for the three for two stock split resulting from the Conversion, is equal, on an annualized basis, to the monthly cash distribution per Unit paid by the LP immediately prior to the Conversion). The following table summarizes our dividends for the fourth quarter of most recently completed financial year (\$ thousands, except per Common Share amounts):

2009 Record Date	Dividend Per Share	Dividend Payable	Distributions Reinvested	Net Distributions Paid
December 31, 2009	0.18	2,545	139	2,406
Total Dividend	0.18	2,545	139	2,406

Distributions

Prior to the Conversion, the LP, in accordance with its limited partnership agreement, was entitled, at the discretion of the board of directors of the GP, to make cash distributions to Unitholders. The following tables summarize the LP's distributions for 2007, 2008 and the period from January 2009 to September 2009 (\$ thousands, except per Unit amounts):

2009 Record Date	Distribution Per Unit	Distribution Payable	Distributions Reinvested	Net Distributions Paid
January 30, 2009	0.09	842	95	747
February 27, 2009	0.09	843	101	742
March 31, 2009	0.09	844	103	741
April 30, 2009	0.09	845	105	740
May 29, 2009	0.09	846	69	777
June 30, 2009	0.09	846	58	788
July 31, 2009	0.09	847	76	771
August 31, 2009	0.09	847	57	790
September 30, 2009	0.09	848	58	790
	0.81	7,608	722	6,886
General Partner	-	64	-	64
Total Distributions	-	7,672	722	6,950

2008 Record Date	Distribution Per Unit	Distribution Payable	Distributions Reinvested	Net Distributions Paid
January 31, 2008	0.09	728	88	640
February 29, 2008	0.09	731	87	644
March 31, 2008	0.09	733	89	644
April 30, 2008	0.09	740	305	435
May 31, 2008	0.09	742	304	438

2008 Record Date	Distribution Per Unit	Distribution Payable	Distributions Reinvested	Net Distributions Paid
June 30, 2008	0.09	743	303	440
July 31, 2008	0.09	845	305	540
August 31, 2008	0.09	847	311	536
September 30, 2008	0.09	849	313	536
October 31, 2008	0.09	850	95	755
November 30, 2008	0.09	841	99	742
December 31, 2008	0.09	841	90	751
	1.08	9,491	2,389	7,102
General Partner	-	199	-	199
Total Distributions	-	9,690	2,389	7,301

2007 Record Date	Distribution Per Unit	Distribution Payable	Distributions Reinvested	Net Distributions Paid
January 31, 2007	0.09	621	294	327
February 28, 2007	0.09	628	302	326
March 31, 2007	0.09	631	278	353
April 30, 2007	0.09	640	280	360
May 31, 2007	0.09	642	311	331
June 30, 2007	0.09	644	316	328
July 31, 2007	0.09	690	328	362
August 31, 2007	0.09	694	329	365
September 30, 2007	0.09	696	128	568
October 31, 2007	0.09	704	129	575
November 30, 2007	0.09	707	125	582
December 31, 2007	0.09	707	93	614
	1.08	8,004	2,913	5,091
General Partner	-	125	-	125
Preferred Units	-	329	-	329
Total Distributions	-	8,458	2,913	5,545

MARKET FOR SECURITIES

The Common Shares began trading on October 27, 2009 under the symbol “CVL” on the TSX-V. Prior to the Conversion, the Units traded under the symbol “CVL” on the TSX-V. The following tables set forth the high, low and closing prices and the volume of the Common Shares and Units on the TSX-V for 2009.

Common Shares

	High	Low	Close	Volume
2009				
October 27-31.....	\$11.33	\$10.35	\$11.05	31,900
November.....	\$12.97	\$10.80	\$12.45	336,500
December.....	\$12.74	\$12.15	\$12.60	286,400
Total for Period				654,800

Units

	High⁽¹⁾	Low⁽¹⁾	Close⁽¹⁾	Volume⁽¹⁾
2009				
January	\$11.50	\$8.70	\$9.30	200,138
February.....	\$11.00	\$9.10	\$9.50	216,140

	High ⁽¹⁾	Low ⁽¹⁾	Close ⁽¹⁾	Volume ⁽¹⁾
March.....	\$10.94	\$8.00	\$10.92	517,765
April.....	\$13.70	\$10.50	\$13.00	286,607
May.....	\$13.00	\$11.00	\$11.20	949,908
June.....	\$12.50	\$11.10	\$12.23	272,989
July.....	\$12.35	\$11.51	\$12.19	92,206
August.....	\$8.13	\$7.80	\$8.10	899,700
September.....	\$9.27	\$8.00	\$9.27	298,350
October 1-26.....	\$12.00	\$9.17	\$10.17	266,250
Total for Period				4,000,053

Note:

- (1) Prices and volume prior to the Conversion, pursuant to which Units were exchanged for Common Shares on the basis of three Common Shares for each two Units held.

DIRECTORS AND OFFICERS OF CERVUS

The following table and notes thereto sets forth the name, province or state, and country of residence of each Director and executive officer of Cervus and their respective positions and offices held with Cervus and their respective principal occupations during the five preceding financial years. Directors will hold office until the next annual general meeting of the shareholders of Cervus unless re-elected at that meeting.

Name and Jurisdiction of Residence	Office	Director of Cervus Since	Principal Occupation During Five Preceding Years
Peter Lacey Alberta, Canada	President, Chief Executive Officer and Director	October 2009	<p>Mr. Lacey has been the President, Chief Executive Officer and a Director of Cervus since October 2009. Prior thereto, Mr. Lacey was President, Chief Executive Officer and a director of the general partner of the LP, the predecessor of Cervus, from May 2003 until its conversion into Cervus in October 2009.</p> <p>Mr. Lacey has also been the President, Chief Executive Officer and a trustee of Proventure Income Fund, a public company listed on the TSX-V which is in the commercial property development business and leases real estate to the LP, since November 2005. Mr. Lacey was the President, Chief Executive Officer and a director of Cervus Corporation, the predecessor to Proventure, from November 1998 until the conversion of that company into Proventure on December 31, 2005. Cervus Corporation also served as the general partner of the LP prior to being replaced in that role by Cervus GP Ltd. in May 2005.</p> <p>Mr. Lacey was also the Chairman of the Board and a director of Eveready Inc., a public company previously listed on the Toronto Stock Exchange that provided industrial and oilfield maintenance and production services to the energy, resource, and industrial sectors, since its creation pursuant to the reorganization of its predecessor, Eveready Income Fund, from an income trust structure to a corporate structure effective December 31, 2008. Mr. Lacey was Chairman of the Board and a trustee of Eveready Income Fund from September 2004 until its reorganization into Eveready Inc. on December 31, 2008. Mr. Lacey was a director of the former River Valley Energy Services Ltd., a</p>

Name and Jurisdiction of Residence	Office	Director of Cervus Since	Principal Occupation During Five Preceding Years
			<p>predecessor to Eveready Income Fund, from August 1995 until September 2004.</p> <p>Mr. Lacey has also been a director of BioExx Specialty Proteins Ltd., a public company listed on the TSX-V which has a cold extraction process to produce vegetable proteins for the food additive industry. The company has recently started operations in a plant in Saskatoon, Saskatchewan.</p> <p>Mr. Lacey has also been a director for Collicutt Energy Services Ltd. and VHQ Entertainment Inc., both publicly traded companies that were listed on the Toronto Stock Exchange until they were acquired in separate transactions.</p> <p>Mr. Lacey has been a member of the Red Deer College Board of Governors since October 1997, and was Chairman from May 2000 until February 2004 at which time the Chairman's appointment term concluded.</p> <p>Mr. Lacey sat as a trustee on the Alberta Ingenuity Fund's Board of Trustees until August 2009 when it merged with Alberta Innovates.</p>
Graham Drake Alberta, Canada	Vice President and Director	October 2009	<p>Mr. Drake has been the Vice President, Operations of the Agricultural Division and a Director of Cervus since October 2009. Mr. Drake was also the Vice President, Operations of the Agricultural Division of the general partner of the LP, the predecessor of Cervus, from 2005 until its conversion into Cervus in October 2009 and a director of the general partner of the LP from May 2003 to October 2009. Prior thereto, Mr. Drake was the manager of the John Deere farm implement dealership in Stettler, Alberta since 1996. Mr. Drake also owned that dealership from 1996 until its acquisition by the predecessor to the LP in 2000.</p> <p>Mr. Drake has also been a trustee of Proventure, a public company listed on the TSX-V which is in the commercial property development business and leases real estate to the LP, since November 2005. Mr. Drake was a Director of Cervus Corporation, the predecessor to Proventure, from November 1998 until the conversion of that company into Proventure on December 31, 2005. Cervus Corporation also served as the general partner of the LP prior to being replaced in that role by Cervus GP Ltd. in May 2005.</p>
Steven M. Collicutt ⁽¹⁾ Alberta, Canada	Director	October 2009	<p>Mr. Collicutt was the President and Chief Executive Officer of Collicutt Energy Services Ltd., a public company listed on the Toronto Stock Exchange involved in the fabrication and service of natural gas compression packages and power generation units, from April 1986 until its acquisition by Finning International Inc. in January 2008. Collicutt Energy</p>

Name and Jurisdiction of Residence	Office	Director of Cervus Since	Principal Occupation During Five Preceding Years
			<p>Services Ltd. had been providing maintenance services, equipment design, engineering and fabrication to western Canada's energy industry since 1986.</p> <p>Mr. Collicutt has been a Director of Cervus, a public company listed on the TSX-V that owns and manages a number of authorized John Deere, Bobcat and JCB equipment dealers in Western Canada, since October 2009. Prior thereto, Mr. Collicutt was a director of the general partner of the LP, the predecessor of Cervus, from May 2003 until its conversion into Cervus in October 2009.</p> <p>Mr. Collicutt has also been a director of Proventure, a public company listed on the TSX-V which is in the commercial property development business and leases real estate to the LP, since November 2005. Mr. Collicutt was a director of Cervus Corporation, the predecessor to Proventure, from October 2002 until the conversion of that company into Proventure on December 31, 2005. Cervus Corporation also served as the general partner of the LP prior to being replaced in that role by Cervus GP Ltd. in May 2005.</p>
<p>Gary Wayne Harris⁽¹⁾ Alberta, Canada</p>	<p>Director</p>	<p>October 2009</p>	<p>Mr. Harris has been the President and CEO of Westward Parts Services Ltd., a private wholesale distributor of all makes of agricultural parts and small sprayer, grounds maintenance and recreational equipment, and Westward Products Ltd, a private manufacturer of farm equipment and other equipment, since 1988. Mr. Harris is also a member of the Law Society of Alberta.</p> <p>Mr. Harris has been a Director of Cervus since October 2009. Prior thereto, Mr. Harris was a director of the general partner of the LP, the predecessor of Cervus, from May 2003 until its conversion into Cervus in October 2009.</p> <p>Mr. Harris has also been a director of Proventure, a public company listed on the TSX-V which is in the commercial property development business and leases real estate to the LP, since November 2005. Mr. Harris was a director of Cervus Corporation, the predecessor to Proventure, from January 2003 until the conversion of that company into Proventure on December 31, 2005. Cervus Corporation also served as the general partner of the LP prior to being replaced in that role by Cervus GP Ltd. in May 2005.</p> <p>Mr. Harris was a director of Collicutt Energy Services Ltd., a public company listed on the Toronto Stock Exchange involved in the fabrication and service of natural gas compression packages and power</p>

Name and Jurisdiction of Residence	Office	Director of Cervus Since	Principal Occupation During Five Preceding Years
			generation units, from April 2004 until January 2008.
David Heide Saskatchewan, Canada	Director	October 2009	<p>Mr. Heide operated a 7,500 acre grain farm with his family located near Moosomin, Saskatchewan until its sale in 2008.</p> <p>Mr. Heide has been a Director of Cervus since October 2009. Prior thereto, Mr. Heide was a director of the general partner of the LP, the predecessor of Cervus, from April 2004 until its conversion into Cervus in October 2009.</p> <p>Mr. Heide was also a director of Proventure, a public company listed on the TSX-V which is in the commercial property development business and leases real estate to the LP, from November 2005 to April 2006. Mr. Heide was a director of Cervus Corporation, the predecessor to Proventure, from January 2003 until the conversion of that company into Proventure on December 31, 2005. Cervus Corporation also served as the general partner of the LP prior to being replaced in that role by Cervus GP Ltd. in May 2005.</p>
Don Bell ⁽¹⁾ Alberta, Canada	Director	October 2009	<p>Mr. Bell has been a Director of Cervus since October 2009. Prior thereto, Mr. Bell was a director of the general partner of the LP, the predecessor of Cervus, from August 2008 until its conversion into Cervus in October 2009.</p> <p>Mr. Bell is one of the founders of WestJet Airlines Ltd. and occupied several positions within that organization, including Executive Vice-President, Culture and Executive Vice-President, Customer Service until his retirement in July 2007.</p> <p>Mr. Bell has also held the role of Chairman of the Air Transport Association of Canada until his retirement in July 2007.</p>
Randall Muth Alberta, Canada	Chief Financial Officer	N/A	<p>Mr. Muth has been the Chief Financial Officer of Cervus since October 2009. Prior thereto, he was the Chief Financial Officer of the general partner of the LP, the predecessor of Cervus, from 2005 until its conversion into Cervus in October 2009.</p> <p>Prior to joining the predecessor to Cervus, Mr. Muth held financial and operational roles at a number of different companies in Canada and the U.S., most recently as Chief Financial Officer of Amerivision Communications, a telecommunication services company based in Oklahoma City, Oklahoma. He is a Chartered Accountant and a Certified Public Accountant.</p>

Name and Jurisdiction of Residence	Office	Director of Cervus Since	Principal Occupation During Five Preceding Years
John Higgins Alberta, Canada	Vice President	N/A	<p>Mr. Higgins has been Vice President of Operations, Industrial/Construction Division of Cervus since October 2009. Prior thereto, he was General Manager of the Industrial/Construction Division of the general partner of the LP, the predecessor of Cervus, from 2007 until its conversion into Cervus in October 2009.</p> <p>Before joining the predecessor to Cervus, Mr. Higgins was General Manager of Signature Tractor Inc., an agricultural equipment dealer.</p>

Notes:

(1) Member of the Audit Committee.

As at March 15, 2010, the Directors and executive officers listed above, as a group, beneficially owned, or controlled or directed, directly or indirectly, 4,845,121 Common Shares (34.2% of the outstanding Common Shares).

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set forth in the paragraph below, to the best of the knowledge of management of Cervus, no person who is a Director of Cervus:

- (a) is, as at the date of this Annual Information Form, or has been, within 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including Cervus) that,
 - (i) was subject to an order (as defined below) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of this Annual Information Form, or has been within 10 years before the date of this Annual Information Form, a director or executive officer of any company (including Cervus) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director or trustee.

For the purposes of (a) above, “**order**” means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation; that was in effect for a period of more than 30 consecutive days.

On July 5, 2002 the Alberta Securities Commission issued a final cease trade order for all of the securities of River Valley Energy Services Corporation for failure to file annual audited financial statements for the year ended December 31, 2001 and unaudited interim financial statements for the three month period ended March 31, 2002. Peter Lacey, the President and Chief Executive Officer of Cervus and a director of Cervus, was a director and officer

of River Valley Energy Services Corporation at the time the foregoing cease trade order was issued. On September 20, 2002 a revocation order was issued for the aforementioned cease trade order following the filing of the outstanding financial statements by River Valley Energy Services Corporation. At approximately the same times and for the same reasons, similar cease trade orders and revocation orders were issued by the British Columbia Securities Commission.

Conflicts of Interest

Conflicts of interest may arise from time to time. For example, certain Directors and officers of Cervus are also trustees and officers of Proventure. Proventure is a public income trust listed on the TSX-V that is in the commercial property development business and leases real estate to the LP. There are significant commercial agreements and transactions which exist between Proventure and the LP. For more information with respect to the commercial agreements and transactions which exist between the LP and Proventure, see “Interest of Management and Others in Material Transactions”.

The CBCA contains “conflict of interest” provisions that require each Director to disclose to Cervus any interest in a material contract or transaction or proposed material contract or transaction with Cervus or the fact that such person is a director or officer of or otherwise has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with Cervus. Such disclosure is required to be made at the first meeting at which a proposed contract or transaction is considered. In the event that a material contract or transaction or proposed material contract or transaction is one that in the ordinary course would not require approval by the Directors, a Director is required to disclose in writing to Cervus or request to have entered into the minutes of the meeting of the Directors the nature and extent of his or her interest forthwith after the Director becomes aware of the contract or transaction or proposed contract or transaction. In any case, a Director who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction is one relating primarily to his or her remuneration as a director, officer, employee or agent of Cervus or one for indemnity under the provisions of an indemnity agreement or Cervus’ liability insurance.

AUDIT COMMITTEE MATTERS

Mandate

The mandate of the Audit Committee is set forth in Schedule "A" attached hereto.

Composition

The Audit Committee consists of Don Bell, Steven M. Collicutt and Gary Wayne Harris. Mr. Collicutt is the Chair of the Audit Committee. Each member of the Audit Committee is independent as such term is defined in National Instrument 52-110 *Audit Committees* (“NI 52-110”) aside from Peter Lacey who is not independent due to the fact that he is also the President and Chief Executive Officer of Cervus. Further, each member of the Audit Committee is financially literate as such term is defined in NI 52-110.

Relevant Education and Experience

Below is a summary of the education and experience of each member of the Audit Committee that is relevant to the performance of such person’s duties as a member of the Audit Committee.

Don Bell

Mr. Bell was the President and owner of a private company for 18 years and was the Executive Vice-President, Senior Vice-President Customer Service and Co-Chief Operating Officer of a large publicly traded entity at different times during his 13 years with that entity. During his career, Mr. Bell has actively supervised the preparation of financial statements, as well as the internal controls and procedures for financial reporting, for those companies. This experience has provided Mr. Bell with the ability to read and understand a set of financial statements that

present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of accounting issues that can reasonably be expected to be raised by Cervus' financial statements.

Steven M. Collicutt

Mr. Collicutt was the President and Chief Executive Officer of a publicly traded entity for over 22 years. During his career, Mr. Collicutt has actively supervised the preparation of financial statements, as well as the internal controls and procedures for financial reporting, for that entity. This experience has provided Mr. Collicutt with the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of accounting issues that can reasonably be expected to be raised by Cervus' financial statements.

Gary Wayne Harris

Mr. Harris has been the President and Chief Executive Officer of a privately held business for almost 23 years. During his career, Mr. Harris has actively supervised the preparation of financial statements, as well as the internal controls and procedures for financial reporting, for that entity. This experience has provided Mr. Harris with the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of accounting issues that can reasonably be expected to be raised by Cervus' financial statements.

Pre-Approval Policies and Procedures

The Audit Committee must pre-approve all non-audit services to be provided to Cervus or its subsidiary entities by its external auditors or the external auditors of the subsidiary entities of Cervus. Prior to engaging the auditor to provide any services over and above the regular audit engagement, management will contact the Chair of the Audit Committee for approval. The Chair of the Audit Committee will assess whether or not he should seek the approval of the entire Audit Committee prior to approving the engagement.

External Auditor Service Fees

The following table sets forth the aggregate fees billed by KPMG LLP, Cervus' auditor, in each of the last two completed fiscal years.

	2009	2008
Audit fees ⁽¹⁾	\$215,500	\$225,520
Audit-related fees ⁽²⁾	\$96,700	\$-
Tax fees ⁽³⁾	\$-	\$6,825
All other fees ⁽⁴⁾	\$-	\$-
Total	\$312,200	\$232,345

Notes:

- (1) "Audit fees" include the aggregate professional fees paid for the audit of the annual consolidated financial statements of Cervus and other regulatory audits and filings.
- (2) "Audit-related fees" include the aggregate fees paid for services related to the audit services, including namely involvement with the Conversion and consultations regarding financial reporting and accounting standards.
- (3) "Tax fees" include the aggregate fees paid for tax compliance, tax advice, tax planning and advisory services.
- (4) "All other fees" include the aggregate fees paid for all other services other than those presented in the categories of audit fees, audit-related fees and tax fees.

The Audit Committee considered and agreed that the above fees are compatible with maintaining the independence of the auditor of Cervus. Further, the Audit Committee determined that, in order to ensure the continued independence of the auditor, only limited non-audit related services will be provided to Cervus by KPMG LLP, the auditor of Cervus, and in such case, only with the prior approval of the Audit Committee.

LEGAL PROCEEDINGS

From time to time Cervus is subject to claims and lawsuits arising in the ordinary course of operations. In the opinion of management, the ultimate resolution of such pending legal proceedings will not have a material adverse effect on Cervus' financial position.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set forth in notes 5 and 22 of the audited financial statements of the LP for the year ended December 31, 2007, notes 5 and 21 of the audited financial statements of the LP for the year ended December 31, 2008, notes 4, 5 and 22 of the audited financial statements of Cervus for the year ended December 31, 2009, which notes are incorporated by reference in this Annual Information Form, no Director, executive officer or any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares or any associate or affiliate of any of the foregoing, had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect us.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Common Shares is Computershare Trust Company of Canada, at its principal offices in Calgary, Alberta and Toronto, Ontario.

MATERIAL CONTRACTS

We have entered into the following material contracts within the last financial year or before the last financial year that are still in effect:

1. Dealership Agreement between JCB Excavators Ltd. and Cervus Contractors Equipment LP by its general partner, Cervus Contractors Equipment Ltd. dated December 8, 2005 (See "Description of the Business – Economic Dependence");
2. Dealership Agreement between JCB Excavators Limited and Cervus Contractors Equipment LP by its general partner, Cervus Contractors Equipment Ltd. dated December 23, 2008 (See "Description of the Business – Economic Dependence");
3. Dealership Agreement between Bobcat Equipment Ltd. and Cervus Contractors Equipment LP operating as Bobcat of Calgary, effective January 1, 2008 (See "Description of the Business – Economic Dependence");
4. Dealership Agreement between Bobcat Equipment Ltd. and Cervus Contractors Equipment LP operating as Bobcat of Red Deer, effective January 1, 2008 (See "Description of the Business – Economic Dependence");
5. Dealership Agreement between Bobcat Equipment Ltd. and Cervus Contractors Equipment LP operating as Bobcat of Edmonton, effective January 1, 2008 (See "Description of the Business – Economic Dependence");
6. Dealership Agreement between Bobcat Equipment Ltd. and Cervus Contractors Equipment LP operating as Bobcat of Fort McMurray, effective January 1, 2008 (See "Description of the Business – Economic Dependence");
7. Dealership Agreement between John Deere Limited and Cervus AG Equipment LP operating as Agro Equipment Ltd., dated June 14, 2007 (See "Description of the Business – Economic Dependence");

8. Dealership Agreement between John Deere Limited and Cervus AG Equipment LP operating as Farm & Garden Centre of Saskatoon Ltd., dated July 30, 2007 (See “Description of the Business – Economic Dependence”);
9. Dealership Agreement between John Deere Limited and Cervus AG Equipment LP operating as Greenline Equipment Ltd., dated July 30, 2007 (See “Description of the Business – Economic Dependence”);
10. Dealership Agreement between John Deere Limited and Cervus AG Equipment LP operating as Farm & Garden Centre, dated October 2, 2008 (See “Description of the Business – Economic Dependence”);
11. Dealership Agreement between John Deere Limited and Cervus AG Equipment LP operating as Greenline Equipment Ltd., dated October 2, 2008 (See “Description of the Business – Economic Dependence”);
12. Lending Agreement between The Toronto-Dominion Bank and Cervus LP by its general partner Cervus GP Ltd., dated October 14, 2008, as amended October 13, 2009 (See “Description of the Business – Financing”); and
13. Dealership Agreement between JCB Excavators Limited and Cervus Contractors Equipment LP, by its general partner, Cervus Contractors Equipment Ltd, dated December 23, 2008 (See “Description of the Business – Economic Dependence”).

INTERESTS OF EXPERTS

Our auditor is KPMG LLP, Chartered Accountants. KPMG LLP has confirmed that it is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

ADDITIONAL INFORMATION

Additional information relating to Cervus, including the documents that are incorporated by reference in this Annual Information Form, may be found on SEDAR at www.sedar.com.

Additional information concerning Cervus, including Directors’ and officers’ remuneration and indebtedness, principal holders of Cervus’ securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in Cervus’ information circular for its most recent annual meeting of securityholders.

Additional financial information is also provided in Cervus’ consolidated financial statements and management’s discussion and analysis for its most recently completed financial year.

SCHEDULE A

AUDIT COMMITTEE MANDATE

References to the Board

Note that references contained herein to the Board 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