

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Cervus LP
205, 120 Country Hills Landing NW
Calgary, AB T3K 5P3

ITEM 2 Date of Material Change:

July 3, 2007

ITEM 3 News Release:

A press release was issued on July 3, 2007 via Filing Services Canada.

ITEM 4 Summary of Material Change:

Management of Cervus LP announced that Cervus LP closed its previously announced un-brokered private placement of 384,616 limited partnership units of Cervus LP at \$13.00 per unit for aggregate gross proceeds of \$5,000,008. Each limited partnership unit issued pursuant to the private placement was accompanied by one-half of one warrant, each whole warrant entitling the holder thereof to purchase one additional limited partnership unit at any time on or before June 30, 2009 at an exercise price of \$14.00 per limited partnership unit. The Units were offered in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, and such other jurisdictions as determined by Cervus LP. The total net proceeds from the private placement offering will be used by Cervus LP to fund further capital expenditures and business acquisitions and for general corporate purposes. Cervus LP paid a finder's fee of 3.0% of the proceeds raised by Cervus LP from parties introduced to Cervus LP by the respective finders.

ITEM 5 Full Description of Material Change:

Management of Cervus LP announced that Cervus LP closed its previously announced un-brokered private placement of 384,616 limited partnership units of Cervus LP at \$13.00 per unit for aggregate gross proceeds of \$5,000,008. Each limited partnership unit issued pursuant to the private placement was accompanied by one-half of one warrant, each whole warrant entitling the holder thereof to purchase one additional limited partnership unit at any time on or before June 30, 2009 at an exercise price of \$14.00 per limited partnership unit. The Units were offered in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, and such other jurisdictions as determined by Cervus LP. The total net proceeds from the private placement offering will be used by Cervus LP to fund further capital expenditures and business acquisitions and for general corporate purposes. Cervus LP paid a finder's fee of 3.0% of the proceeds raised by Cervus LP from parties introduced to Cervus LP by the respective finders.

The Cervus LP limited partnership units issued pursuant to the private placement are subject to a statutory restriction on trading.

In addition, management of Cervus LP also announced that the general partner has amended and restated the Limited Partnership Agreement for Cervus LP to remove any and all provisions that prevent persons who are "non-Canadian" within the meaning of the *Investment Canada Act* (Canada) from being partners in Cervus LP. The general partner made such a change pursuant to Section 12.2 of the Limited

Partnership Agreement which states that the general partner may amend any provision within the Limited Partnership Agreement provided that in the sole discretion of the general partner the change in the Limited Partnership Agreement does not materially adversely affect the Limited Partners.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

The name and business telephone number of an executive officer of each of the reporting issuers who is knowledgeable about the material change and the report is as follows:

Peter Lacey – President & CEO

Telephone: (403) 567-0339

Fax: (403) 567-0392

ITEM 9 Date of Report:

Dated July 3, 2007.