



MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of Cervus Equipment Corporation (the “**Corporation**”) hereby adopts the following policy with respect to the election of directors at meetings of shareholders (other than contested meetings):

1. The shareholders of the Corporation shall vote for the election of directors of the Corporation on an individual basis, as opposed to a slate.
2. Any director must immediately tender his or her resignation to the Board if he or she is not elected by at least a majority (50% +1 vote) of the votes cast with respect to his or her election.
3. The Board shall determine whether or not to accept the resignation within 90 days after the date of the relevant shareholder meeting. The Board shall accept the resignation absent exceptional circumstances.
4. The resignation will be effective when accepted by the Board and the Board may fill any vacancy created thereby with any person other than the director that so resigned.
5. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered.
6. The Corporation shall promptly issue a news release with the Board's decision, a copy of which shall be provided to TSX. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision.

A “contested meeting” is defined as a shareholder meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

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