



ANNUAL INFORMATION FORM

*For the fiscal year ended
December 31, 2019*

March 5, 2020

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FORWARD LOOKING INFORMATION AND STATEMENTS

This Annual Information Form ("AIF") contains certain forward-looking statements and forward-looking information (collectively referred to herein as "**forward-looking statements**") within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward-looking statements. Forward-looking information is often, but not always, identified by the use of words such as "could", "should", "can", "anticipate", "expect", "objective", "ongoing", "believe", "will", "may", "projected", "plan", "sustain", "continues", "strategy", "potential", "projects", "grow", "take advantage", "estimate", "well-positioned" or similar words suggesting future outcomes. In particular, this AIF contains:

Forward-looking statements relating to McCoy Global's:

- business strategy;
- future development and organic growth prospects;
- impact of re-structuring plans and cost structure;
- competitive advantages; and
- merger and acquisition strategy.

Forward-looking statements respecting:

- the business opportunities for the Corporation that are based on the views of management of the Corporation and current and anticipated market conditions; and
- the perceived benefits of the growth and operating strategies of the Corporation; which are based upon the financial and operating attributes of the Corporation as at the date hereof, as well as the anticipated operating and financial results.

Other forward-looking statements regarding the Corporation are located in the documents incorporated by reference in this AIF and are based on certain key expectations and assumptions of the Corporation concerning anticipated financial performance, business prospects, strategies, the sufficiency of budgeted capital expenditures in carrying out planned activities, the availability and cost of labour and services and the ability to obtain financing on acceptable terms, which are subject to change based on market conditions and potential timing delays. Although management of the Corporation considers these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties (both general and specific) and risks that forward-looking statements will not be achieved. Undue reliance should not be placed on forward-looking statements, as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in the forward-looking statements, including those set out below and those detailed elsewhere in this AIF:

- oil and natural gas price fluctuations;
- domestic and foreign competition;
- technology;
- replacement or reduced use of products and services;
- international operations and international trade relations;
- global health crisis;
- ability to effectively manage growth;
- business mergers and acquisitions;
- insurance sufficiency, availability and rate risk;
- supply chain;
- reliance on key persons workforce availability;
- legal compliance;
- litigation;
- breach of confidentiality;
- safety performance;
- foreign exchange;
- availability of financing;
- raising equity through the issuance of shares;

- shareholder activism;
- customers' inability to obtain credit/financing;
- material differences between actual results and management estimates and assumptions;
- impact of the United States-Mexico-Canada Agreement;
- Greenhouse Gas ("GHG") regulations;
- change in U.S. administration;
- conservation measures and technological advances;
- terrorist attack or armed conflict;
- sufficiency of internal controls;
- information security; and
- challenges by taxation authorities.

Readers are cautioned that the foregoing list is not exhaustive.

The reader is further cautioned that the preparation of financial statements in accordance with IFRS requires management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. These judgments and estimates may change, having either a negative or positive effect on net earnings as further information becomes available, and as the economic environment changes.

The information contained in this AIF, including the documents incorporated by reference herein, identifies additional factors that could affect the operating results and performance of the Corporation. The Corporation urges you to carefully consider those factors.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this AIF are made as of the date of this AIF and the Corporation does not undertake and is not obligated to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless so required by applicable securities laws.

CORPORATE OVERVIEW

McCoy Global Inc. ("McCoy Global" or the "Corporation") is a leading provider of equipment and technologies designed to support wellbore integrity and assist with collecting critical data for the global energy industry. McCoy Global's core products are used predominantly during the well construction phase for both land and offshore wells during both oil and gas exploration and development.

The Corporation is engaged in the following:

- design, production and distribution of capital equipment to support wellbore integrity and to support capital equipment sales through aftermarket products and services such as technical support, consumables, and replacement parts;
- design, production and distribution of data collection technologies used in rugged applications for the global energy industry as well as in construction, marine and aerospace;
- repair, maintenance, and calibration of the Corporation's capital equipment and similar competitor products; and
- rental of the Corporation's technologies.

The following table outlines the McCoy Global operating structure as at December 31, 2019.

Operating Name	Country of Incorporation	Operating Region	Ownership Interest
McCoy Global Canada Corp.	Canada	Canada	100%
McCoy Global FZE.	United Arab Emirates	Eastern Hemisphere	100%
McCoy Global USA, Inc.	United States	United States, Central America & Latin America	100%

Corporate Structure

McCoy Global was originally incorporated on February 29, 1996 under the Business Corporations Act (Alberta) ("the Act") as 686124 Alberta Ltd. Subsequent to incorporation the following events have occurred:

- July 14, 1997, 686124 Alberta Ltd. amended its Articles of Incorporation to change its name to McCoy Bros. Inc.
- December 31, 1997 McCoy Bros. Inc. amalgamated with MBP Holdings Inc.
- January 1, 1999 McCoy Bros. Inc. amalgamated with three of its wholly-owned subsidiaries, McCoy Bros. (Red Deer) Ltd., McCoy Bros. Transport Inc., and McCoy Bros. (Calgary) Ltd.
- June 13, 2005 McCoy Bros. Inc. amended its Articles of Incorporation to change its name to McCoy Corporation.
- July 7, 2014 McCoy Corporation amended its Articles of Incorporation to change its name to McCoy Global Inc.

The Corporate head office is located at #201, 9910 - 39 Avenue, Edmonton, Alberta T6E 5H8. The Corporation's registered address is DLA Piper (Canada) LLP, Livingston Place, 1000 - 250 2nd Street SW, Calgary, Alberta T2P 0C1.

Organizational Structure

The following table presents a list of the Corporation's operating subsidiaries as at December 31, 2019, the most recently completed financial year.

Corporation	Jurisdiction	% of voting securities owned by McCoy Global Inc.
McCoy Global Canada Corp.	Canada	100
McCoy Global FZE	United Arab Emirates	100
McCoy Global USA, Inc.	United States	100 (beneficially)

McCoy Global Inc. and its subsidiary companies are collectively referred to herein as the "Corporation" or "McCoy Global".

GENERAL DEVELOPMENT OF THE BUSINESS

The general development of McCoy Global's business during the last three financial years and to the date of this document's filing, which have had an influence on the Corporation's development, are described below.

2019

Key changes in senior management and Board of Directors:

- On December 6, 2019, William "John" Walker was appointed to the Corporation's Board of Directors, effective January 1, 2020.

In 2019, McCoy invested \$1.9 million to develop a cloud-based platform and digital infrastructure to enable digital product offerings and enhancements. In the fourth quarter of 2019 McCoy completed the first phase of the Roadmap with the successful introduction of two digital products:



A remote support service that enables real-time connection makeup evaluation support for Tubular Running Service customers



An applied calibration machine learning technology for McCoy's Tubular Make-Up equipment servicing requirements

In the fourth quarter of 2019, McCoy completed a critical advancement of its strategic technology initiatives with the acquisition of DrawWorks LP ("DrawWorks"). Total consideration for the acquisition was US\$6.0 million, of which US\$1.5 million was financed through vendor take-back consideration payable in equal quarterly instalments over 18 months, bearing interest at 5.25%. The total consideration for the acquisition is subject to customary closing adjustments. In connection with the acquisition, McCoy borrowed US\$2.4 million pursuant to a loan facility secured by certain of its U.S. real estate assets. The proceeds of the loan, net of fees, were applied to finance a portion of the purchase price. The loan bears interest at an annual rate equal to the greater of 12.25% or US prime plus 7% and is repayable within 24 months. The facility may be repaid at any time without penalty.

McCoy Torque Turn ("MTT") monitoring and control software product was commercialized in the second quarter of 2019. Along with its recently acquired ATEX certification for hazardous environments, the MTT has many improved functions and features that are already receiving positive customer response.

On May 31, 2019 the Corporation received approval from the TSX to undertake a proposed normal course issuer bid to purchase up to 1,371,422 common shares, representing approximately 5% of the issued and outstanding common shares of the Corporation. The Corporation repurchased 85,200 shares during the year.

2018

Key changes in senior management and Board of Directors:

- On July 16, 2018, the appointment of Lindsay McGill as Vice President & Chief Financial Officer, effective September 4, 2018
- On August 10, 2018, Jacob Coonan, Senior Vice President & Chief Financial Officer, departed from the Corporation

McCoy's 10" 40K hydraulic power tong was commercialized in the second quarter of 2018 and quickly became the top-selling capital product of 2018.

On May 30, 2018 the Corporation received approval from the TSX to undertake a proposed normal course issuer bid to purchase up to 1,379,041 common shares, representing approximately 5% of the issued and outstanding common shares of the Corporation. The Corporation repurchased 198,300 shares during the year.

On May 10, 2018, at the Corporation's Annual General and Special Meeting, the Corporation received approval to move from the Toronto Stock Exchange (TSX) to the TSX Venture Exchange. The Corporation subsequently determined to remain on the Toronto Stock Exchange.

In the first quarter of 2018, the Corporation repaid its outstanding borrowings. On March 13, 2018, the Corporation entered into a term loan agreement for \$4.0 million USD. The loan has a term of four years and is repayable in equal quarterly payments of principal, plus interest.

The Corporation consolidated its Eastern Hemisphere operations at its location in the United Arab Emirates. McCoy will continue to support the European and Asia Pacific regions with a lower cost structure model.

2017

Key changes in senior management and Board of Directors:

- On December 19, 2017 the resignation of Kenneth Watt, Senior Vice President, Sales and Technology, effective March 1, 2018;
- On December 19, 2017 the appointment of Bing Deng as Vice President, Sales & Marketing, effective February 22, 2018; and
- On November 9, 2017 the retirement of two long-standing directors, Mr. Frank Burdzy and Mr. John Irwin.

The Corporation took further steps to reduce its cost structure, including the:

- Consolidation of McCoy's production in two production centers; wellbore construction products in Louisiana, USA and data acquisition products in Texas, USA. This resulted in the closure of the Corporation's Edmonton production facility in the fourth quarter of 2017;

- transition of the Corporation's production model to an assembly only model (with the exception of the Corporation's die and insert product line). The shift away from in-house manufacturing will result in a lower production cost structure and reduced capital expenditures; and
- additional headcount reductions.

On May 19, 2017, McCoy Global received approval from the Toronto Stock Exchange ("TSX") to undertake a proposed normal course issuer bid (the "Bid") to purchase up to 1,385,212 common shares, representing approximately 5% of the issued and outstanding common shares of the Corporation. The period of the bid extended from May 24, 2017 to May 23, 2018. In 2017, the Corporation repurchased 20,000 common shares under the Bid.

Effective January 1, 2017, McCoy Global acquired the assets of Austin, Texas based 3PS Inc., a company specialized in sensors, systems and services for several industry applications, including TTS (Torque and Tension Sub) technology. This strategic acquisition positions McCoy as a global leader in TTS technology and contributes valuable design and engineering expertise for further development of data collection technologies. The total acquisition consideration was US \$6.1 million.

The Corporation's \$5.0 million operating line was cancelled and replaced with a non-revolving term loan and an operating line of credit. US \$4.5 million was drawn against these new facilities in the first quarter of 2017 to fund the acquisition of 3PS.

DESCRIPTION OF THE BUSINESS

Products & Service Offerings

McCoy Global is a leading provider of equipment and technologies designed to support wellbore integrity and assist with collecting critical data for the global energy industry. McCoy Global's core products are used predominantly during the well construction phase for both land and offshore wells during both oil and gas exploration and development. In the second quarter of 2018, McCoy's 10" 40K hydraulic power tong was commercialized.

The Corporation is engaged in the following:

- design, production and distribution of capital equipment to support wellbore integrity and to support capital equipment sales through aftermarket products and services such as technical support, consumables, and replacement parts;
- design, production and distribution of data collection technologies used in rugged applications for the global energy industry as well as in construction, marine and aerospace;
- repair, maintenance, and calibration of the Corporation's capital equipment and similar competitor products; and
- rental of the Corporation's technologies.

The Corporation's primary capital equipment product offerings include:

- Hydraulic power tongs used to make-up and break-out casing, tubing and drill-pipe, for both land and offshore rig applications;
- Casing running tools;
- Tubular running technologies;
- Mud handling equipment;
- Torque-turn monitoring and control software system;
- Wireless data subs;
- Bucking units used for assembling couplings to casing in tubular manufacturing plants, make/break machines used for assembling or breaking out downhole tool assemblies and testing tubular connections;
- Diesel and electric hydraulic power units;
- Torque-turn monitoring and control software system;
- Roughnecks;
- Load monitoring systems;
- Portable Aircraft Digital Scales; and
- Winch Control Systems.

The Corporation's primary aftermarket product and service offerings include:

- Replacement parts for the Corporation's capital equipment product offerings;
- Dies and inserts for a wide variety of tubular make-up and tubular handling equipment;
- Repair, maintenance, training and calibration of the Corporation's capital equipment and similar competitor products;
- Rental of the Corporation's technologies;
- Remote support service for tubular running service;
- Applied calibration machine learning technology for tubular make-up equipment servicing requirements; and
- Gauging service.

These products and services are currently offered under the McCoy Global brand. Several of McCoy Global's products are also marketed with additional branding including those listed below:

Virtual ThreadRep™	Cloud based IoT technology that enables enhanced connection integrity
CalCERT™	Applied calibration machine learning technology for tubular make-up equipment servicing
DWCRT™	Casing running tool
weCATT®	Wireless torque and tension sub
weVERIFY®	Torque calibration bar
winCATT®	Torque turn monitoring software
GRITFACE®	Dies and inserts with hardened surface
CLINCHER®	Compression load cell-style backup
HYTOPS™	Hydraulic tong positioning system
CHROMEMASTER™	Reduced marking power tong system
LOCKJAW™	Tong back-up
weTORQ™	Roughneck
Autofill™	Casing fill-up tool
AutoValve™	MudSaver valve
SWSES™	Side entry swivel

Revenue

A substantial proportion of the Corporation's revenue is generated from sales outside of Canada (2019 - 96%; 2018 - 96%).

The following chart sets out the geographic distribution of revenue in 2019 and 2018. Revenue is attributed to a geographical region based on the location of the customer invoiced, which may not necessarily reflect the product's final destination.

Geographic Region (CDN\$ 000 except percentages)	For the year ended December 31			
	2019	% of total	2018	% of total
United States & Latin America	23,975	45%	27,074	55%
Middle East & Africa	13,845	26%	9,293	19%
Europe & Russia	9,995	19%	7,028	14%
Asia Pacific	3,213	6%	3,506	7%
Canada	2,363	4%	2,175	4%
Total	53,392	100%	49,076	100%

The Corporation sells its products through: (i) direct sales channels utilizing an internal sales force; and (ii) agents, re-sellers and distributors.

Foreign Operations

After the announcement of restructuring initiatives in 2017, the Corporation closed its Canadian production and now produces all of its products in the United States.

The Corporation's foreign operations consist of subsidiaries located outside of Canada. Revenue invoiced from these foreign operations was approximately 91% (2018 - 93%) of the Corporation's consolidated revenues in 2018. Approximately 9% (2018 - 7%) of the Corporation's consolidated revenues in 2019 were invoiced from Canada.

The Corporation's property, plant and equipment (PPE) and intangible assets are geographically located as follows:

Geographic Region	PPE and Intangibles Assets	
	2019	2018
As at December 31		
United States	85%	88%
United Kingdom, Singapore and UAE	7%	11%
Canada	8%	1%

Health, Safety and Environment

McCoy Global is committed to protecting its employees, equipment, the public and the environment from harm. The implementation, enforcement and maintenance of McCoy Global's health, safety and environmental ("HSE") program are the responsibility of everyone within the Corporation. McCoy Global recognizes that an effective HSE program has a positive impact on long-term business results. Accordingly, management supports the training, equipment and procedures needed to ensure the health and safety of all McCoy Global employees and guests.

All employees have the responsibility for ensuring relevant legislation, policies, procedures, guidelines and safe work practices are understood and followed and to bring forward any improvements or suggestions they have to the HSE program.

The Corporation is committed to complying with, or exceeding, all relevant external regulations regarding the environment and health and safety in addition to meeting internal standards. McCoy Global strives to meet or exceed external standards by setting annual internal HSE goals and objectives that meet or exceed external regulation standards.

Human Resources

McCoy Global strives to be an exceptional place to work. McCoy Global provides employee programs and policies that ensure employees have the necessary tools to be successful.

The Corporation is an equal opportunity employer and has a zero-tolerance policy on discrimination or harassment in the workplace.

The Corporation strictly prohibits discrimination by age, religion, disability, race, ethnicity, gender, sexual orientation, or any other characteristic prohibited by law.

McCoy Global values integrity in the organization and expects all employees to maintain the highest standards of conduct. McCoy Global's Business Code of Conduct is designed to commit the Corporation and all employees, directors and officers to performing business activities and operations with integrity and due regard to the public interest and the interest of McCoy Global shareholders. Employees, directors and officers review and confirm compliance with the Business Code of Conduct annually.

As at December 31, 2019, McCoy Global employed a total of 126 employees.

Hiring practices at McCoy Global's foreign locations follow the same standard procedures as in Canada, while also ensuring that local labour and regulatory laws are followed.

Intangible Property

It is the Corporation's practice to protect its intellectual property in several ways, depending on the nature of the property. The Corporation files patent applications on new or improved technology that it develops which it believes has commercial value and represents an advantage over its competitors. Most of the Corporation's patents are filed in Canada and the United States. Applications are filed in other countries when there is a strategic advantage to do so. Access to the Corporation's proprietary information is limited, to the extent possible, through the use of confidentiality and non-disclosure

agreements with contractors, employees, consultants, customers and suppliers. The Corporation also has agreements with its employees who may develop intellectual property during the course of their employment requiring such employees to assign such property to the Corporation. The Corporation evaluates new inventions and discerns whether there is value to patenting the invention.

RISK FACTORS

Financial Risk Management

The Corporation's activities are exposed to a variety of financial risks of varying degrees of significance, which could affect the Corporation's ability to achieve strategic objectives. Overall, risk management programs focus on the unpredictability of financial and economic markets and seek to minimize potential adverse effects on financial performance. The principal financial risks to which the Corporation is exposed are described in note 22 of the Consolidated Annual Financial Statements for the year ended December 31, 2019.

Liquidity

Liquidity risk is the risk the Corporation will not be able to meet its obligations with financial liabilities as they come due. The Corporation maintains sufficient cash and cash equivalents to meet financial obligations. The Corporation has committed to payments under leases for premises. Based on remaining contractual maturities, the undiscounted cash flows for its financial liabilities; future aggregate minimum lease payments under non-cancellable leases; and commitments to purchase inventory and operating supplies are as follows:

As at December 31 (000's)	Due in less than one year	Due between one and two years	Due between two and three years	Total
	\$	\$	\$	\$
Trade and other payables	5,584	-	-	5,584
Borrowings	3,247	5,492	662	9,401
Lease liabilities	1,287	2,343	-	3,630
Onerous lease provisions	97	-	-	97
Undiscounted cash flows for financial liabilities	10,215	7,835	662	21,965
Purchase commitments for inventory and operating supplies	2,006	1,122	125	3,253
As at December 31, 2019	12,221	8,957	787	21,965

Other Critical Risks & Uncertainties

The Corporation's results of operations, business prospects, financial condition, cash distributions to shareholders and the trading price of the Corporation's shares are subject to a number of risks. These risk factors include:

- oil and natural gas price fluctuations;
- domestic and foreign competition;
- technology;
- replacement or reduced use of products and services;
- international operations and international trade relations;
- global health crisis;
- ability to effectively manage growth;
- business mergers and acquisitions;
- insurance sufficiency, availability and rate risk;
- supply chain;
- reliance on key persons workforce availability;
- legal compliance;
- litigation;

- breach of confidentiality;
- safety performance;
- foreign exchange;
- availability of financing;
- raising equity through the issuance of shares;
- customers' inability to obtain credit/financing;
- material differences between actual results and management estimates and assumptions;
- impact of the United States-Mexico-Canada Agreement;
- Greenhouse Gas ("GHG") regulations;
- change in U.S. administration;
- conservation measures and technological advances;
- terrorist attack or armed conflict;
- sufficiency of internal controls;
- information security; and
- challenges by taxation authorities.

A discussion of these risks and other risks associated with investment of the Corporation's shares is discussed below and are also available in the MD&A available at www.sedar.com.

OIL AND NATURAL GAS FLUCTUATIONS

A downturn in oil and natural gas prices worldwide has a direct impact on activities of the Corporation's customers.

Generally, there is higher demand for the Corporation's products and services when commodity prices are relatively high and the opposite is true when commodity prices are low. The volatility of crude oil and natural gas prices accounts for much of the cyclical nature of the oilfield services business.

Worldwide military, political and economic events, expectations for global economic growth, or initiatives by the Organization of the Petroleum Exporting Countries and other major petroleum exporting countries, can affect supply and demand for oil and natural gas. Weather conditions, governmental regulation (in Canada and elsewhere), levels of consumer demand, the availability of pipeline capacity, U.S. and Canadian natural gas storage levels, and other factors beyond the Corporation's control can also affect the supply of and demand for oil and natural gas and lead to future price volatility. A prolonged reduction in oil and natural gas prices would likely depress the level of exploration and production activity. This would likely result in a corresponding decline in the demand for McCoy Global's products and services and could have a material adverse effect on the Corporation's revenue, cash flow and profitability.

McCoy Global has trade receivables with customers in the oil and natural gas industry and their revenues may be affected by fluctuations in commodity prices. The Corporation's ability to collect receivables may be adversely affected by any prolonged weakness in oil and natural gas prices.

DOMESTIC AND FOREIGN COMPETITION

The Corporation has competitors. If the Corporation does not respond effectively to competitors' new products, geographic expansion, quality, delivery, pricing and marketing strategies, the Corporation may lose market share. Further, drillers and operators are constantly evolving the means of extracting hydrocarbons, with an emphasis on safety and automation. If competitors develop complimentary or similar products which better align with customer requirements, the Corporation is at risk of customers switching to competitor products.

Reduced levels of activity in the oil and natural gas industry can intensify competition and result in pricing pressure on McCoy Global's products and services, and corresponding lower revenue to the Corporation.

TECHNOLOGY

The oilfield products and services industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other oilfield product and services companies may have greater financial, technical and personnel resources that allow them to expedite development of new technologies before the Corporation. There can be no assurance that the Corporation will be able to respond to such competitive pressures and develop such technologies on a timely basis or at an acceptable cost. One or more of the technologies

currently developed by the Corporation or developed in the future may become obsolete which could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows. No assurances can be given that McCoy Global's competitors will not achieve technological advantages or introduce disruptive technologies.

McCoy Global may seek patents or other similar protections in respect of particular products and technology, however, McCoy Global may not be successful in such efforts. Competitors may also develop similar products and technology thereby adversely affecting McCoy Global's competitive advantage in one or more of McCoy Global's product lines. Additionally, there is no assurance that certain products or technology McCoy Global develops, may not be the subject of future patent infringement claims or other similar matters which could result in litigation, the requirement to pay licensing fees or other results that could have a material adverse effect on McCoy Global's business, financial condition, results of operations and cash flows. Furthermore, others may infringe on McCoy Global's intellectual property rights, McCoy Global may not be successful in defence of such infringement claims.

REPLACEMENT OR REDUCED USE OF PRODUCTS AND SERVICES

Certain of the Corporation's products may become obsolete or experience a decrease in demand through the introduction of competing products that are lower in cost, exhibit enhanced performance characteristics or are determined by the market to be preferable for other reasons. The Corporation will need to remain current with the changing market for oil and natural gas services and technological and regulatory changes. If the Corporation fails to do so, this could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

INTERNATIONAL OPERATIONS & INTERNATIONAL TRADE RELATIONS

McCoy Global operates internationally through direct sales and distributors with operations in Canada, the United States and the United Arab Emirates. The Corporation's international operations are subject to risks normally associated with conducting business in foreign countries, including among others:

- an uncertain political and economic environment;
- the loss of revenue or property and equipment as a result of expropriation, confiscation, nationalization, contract deprivation and force majeure;
- war, terrorist acts or threats, civil insurrection, and geopolitical and other political risks;
- fluctuations in foreign currency and exchange controls;
- restrictions on the repatriation of income or capital;
- increases in duties, taxes and governmental royalties;
- changes in laws and policies governing operations of foreign-based companies; and
- trade restrictions or embargoes imposed by the U.S. or other countries.

If there is a dispute relating to the Corporation's international operations, McCoy Global may be subject to the exclusive jurisdiction of foreign courts or may not be able to subject foreign persons to the jurisdiction of a court in Canada or the U.S.

In the international markets where the Corporation operates, McCoy Global is subject to various laws and regulations that govern the operation and taxation of its businesses and the import and export of the Corporation's equipment from country to country. There may be uncertainty about how these laws and regulations are imposed, applied or interpreted, and they could be subject to change. Since McCoy Global derives a portion of its revenues from subsidiaries outside of Canada and the U.S., the subsidiaries paying dividends or making other cash payments or advances may be restricted from transferring funds in or out of the respective countries, or face exchange controls or taxes on any payments or advances. McCoy Global has organized its foreign operations partly based on certain assumptions about various tax laws (including capital gains and withholding taxes), foreign currency exchange, and capital repatriation laws and other relevant laws of a variety of foreign jurisdictions. McCoy Global believes these assumptions are reasonable; however, there is no assurance that foreign taxing or other authorities will reach the same conclusion. If these foreign jurisdictions change or modify the laws, the Corporation could suffer adverse tax and financial consequences.

While the Corporation has developed policies and procedures designed to achieve compliance with applicable international laws, McCoy Global could be exposed to potential claims, economic sanctions, or other restrictions for alleged or actual violations of international laws related to the Corporation's international operations, including anti-corruption and anti-bribery legislation, trade laws and trade sanctions. The Canadian government, the U.S. Department of Justice, the Securities and Exchange Commission, the U.S. Office of Foreign Assets Control, and similar agencies and authorities in other jurisdictions have a broad range of civil and criminal penalties they may seek to impose against corporations and individuals for such violations, including injunctive relief, disgorgement, fines, penalties and modifications to business practices and compliance programs, among other things. While the impact of any of these factors, if any of those risks materialize, cannot be accurately predicted, it could have a material adverse effect on the Corporation's reputation, business, financial condition, results of operations and cash flow.

GLOBAL HEALTH CRISIS

The Corporation may be impacted by global health pandemics, including through supply chain disruption, business interruption, changes in customer demand for McCoy's products and services, stock price volatility, among other risks.

ABILITY TO EFFECTIVELY MANAGE GROWTH

The Corporation may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The Corporation's ability to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The Corporation's inability to deal with this growth could have a material adverse impact on its business, financial condition, results of operations and cash flows.

BUSINESS MERGERS AND ACQUISITIONS

McCoy Global considers and evaluates mergers and acquisitions of, or investments in, complementary businesses and assets as part of McCoy Global's growth strategy. Any merger or acquisition could have a material adverse effect on the Corporation's operating results, financial condition, or the price of the Corporation's securities. Mergers and acquisitions involve numerous risks, including unanticipated costs and liabilities, difficulty in integrating the operations and assets of the acquired business, the ability to properly access and maintain an effective internal control environment over an acquired company to comply with public reporting requirements, potential loss of key employees and customers of the acquired companies, and an increase in the Corporation's expenses and working capital requirements.

If McCoy Global is successful in integrating current or future acquisitions into its operations, the full benefits, such as operational or administrative synergies, expected from acquisitions may not be realized, which may result in the Corporation committing capital resources and not receiving the expected returns. In addition, McCoy Global may not be able to continue to identify attractive acquisition opportunities or successfully acquire identified targets. In certain situations, the Corporation may find itself competing for targets with other strategic and non-strategic buyers which may have the desire or ability to value targets at a higher purchase price than McCoy Global.

INSURANCE SUFFICIENCY, AVAILABILITY AND RATE

Although the Corporation believes its insurance coverage to be appropriate for the nature of the risks relative to the costs of coverage, such coverage may not be adequate. Furthermore, the Corporation's ability to procure effective insurance at favorable rates is dependent on various operational factors including the number of claims and amounts paid out.

Furthermore, the Corporation may become the subject of claims, lawsuits and and/or administrative proceedings seeking damages or other remedies concerning our commercial operations, product, employees and other matters. Some of these claims could relate to the activities of businesses that have been acquired, even though these activities may have occurred prior the Corporation's acquisition of such businesses. The Corporation's insurance may not cover all of its potential losses, or the Corporation may be subject to various retentions or deductibles under its insurance. A judgment may be rendered against the Corporation, in which the Corporation could be uninsured, or which exceed the amounts currently reserved or anticipate incurring for such matters.

SUPPLY CHAIN

The Corporation relies on various key suppliers and their risks and costs are ultimately borne by the Corporation. McCoy Global may further outsource key components, raw materials and component parts from a variety of suppliers in Canada, the U.S. and overseas. McCoy Global may also place advance orders for components or parts that have long lead times. The Corporation may experience cost increases, inferior quality, delays in delivery due to strong activity or financial hardship of suppliers or contractors, or other unforeseen circumstances relating to third parties. If the Corporation's current or alternate suppliers are unable to deliver the necessary components, materials, parts and services required at acceptable quality standards, it may delay delivery of products to McCoy Global's customers and have a material adverse effect on the Corporation's revenue, cash flow and earnings.

RELIANCE ON KEY PERSONS AND WORKFORCE AVAILABILITY

The Corporation's future and growth is dependent on retaining qualified employees at all levels of the organization. There is no assurance that the Corporation will be able to retain key personnel. Losing these individuals could have a material adverse effect on McCoy Global's operations and financial condition.

Additionally, McCoy's future growth may be dependent upon its ability to attract additional qualified employees. The inability to recruit skilled personnel could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

LEGAL COMPLIANCE

The Corporation does business in, and sells goods into, many countries and its operations are subject to many different laws, customs and cultures. Business is conducted by both McCoy Global personnel and third-party representatives. The Corporation is required to comply with applicable anti-corruption laws, including the Canadian Corruption of Foreign Public Officials Act, the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act 2010, as well as local laws in all countries in which the corporation does business. Furthermore, certain products and services are subject to the export control laws of the United States, Canada, the United Kingdom, Singapore, the United Arab Emirates and other countries where its products are sold. Failure to comply with the laws and regulations governing exports may result in monetary fines for individuals as well as McCoy Global, loss of McCoy Global's export privileges, imprisonment, and other sanctions. The Corporation has established policies and procedures that McCoy Global personnel must follow to ensure compliance with those laws and regulations.

LITIGATION

In the normal course of the Corporation's business, it may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions, related to personal injuries, contractual disputes, patent infringement, property damage, and the environment. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Corporation and as a result, could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

BREACH OF CONFIDENTIALITY

In the normal course of the Corporation's business the Corporation may discuss potential business relationships, transactions with third parties, financing solutions or other activities and at which time the Corporation may disclose confidential information relating to the business, operations or affairs of the Corporation. The Corporation takes commercially reasonable measures to ensure confidentiality agreements are signed by third parties prior to the disclosure of any confidential information or to otherwise ensure the confidentiality of such information is maintained; however, a breach or failure of these measures could put the Corporation at competitive risk and may cause significant damage to its business. The harm to the Corporation's business from a breach of confidentiality cannot presently be quantified, but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, the Corporation will be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

SAFETY PERFORMANCE

Standards for accident prevention in the oil and natural gas industry are governed by service company safety policies and procedures, accepted industry safety practices, customer-specific safety requirements, and health and safety legislation. Safety is a key factor that customers consider when selecting an oilfield product and service company. A decline in McCoy Global's safety performance could result in lower demand for its products and services, and this could have a material adverse effect on the Corporation's revenue, cash flow and earnings.

The Corporation is subject to various health and safety laws, rules, legislation and guidelines which can impose material liability, increase its costs or lead to lower demand for its products and services.

FOREIGN EXCHANGE

McCoy Global's United States and international operations have revenues, expenses, assets and liabilities denominated in currencies other than the Canadian dollar. This means that changes in currency exchange rates can result in changes in profitability from period to period.

AVAILABILITY OF FINANCING

McCoy Global may need to obtain additional debt or equity financing in the future to support ongoing operations, undertake capital expenditures, repay existing or future debt, or pursue acquisitions or other business combination transactions. Volatility or uncertainty in the credit markets may increase costs associated with issuing debt or equity, and there is no assurance that the Corporation will be able to access additional financing when needed, or on acceptable or favourable terms. If the Corporation is unable to obtain financing to support ongoing operations or to fund capital expenditures, acquisitions, debt repayments, or other business combination transactions, it could limit growth and may have a material adverse effect on the Corporation's revenue, cash flow and profitability.

RAISING EQUITY THROUGH THE ISSUANCE OF SHARES

The Corporation may issue additional common shares in the future to fund its needs, as authorized by the Board of Directors. Other than as may be required by the TSX or other regulatory bodies in certain circumstances, the Corporation does not require shareholder approval to issue additional common shares, and shareholders do not have any pre-emptive rights related to share issues. The Corporation may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Corporation which may be dilutive.

SHAREHOLDER ACTIVISM

The Corporation may be subject to legal and business challenges in the operation of our company due to actions instituted by activist shareholders or others. These activities may not be aligned with long-term shareholder value creation for all. Responding to such actions could be costly and time-consuming, may not align with our business strategies and could divert the attention of our Board of Directors, Executive team and senior management from the pursuit of our business strategies. Perceived uncertainties as to our future direction as a result of activism may lead to the perception of a change in the direction of the business or other instability and may adversely affect our relationships with vendors, customers, prospective and current employees and others.

CUSTOMERS' INABILITY TO OBTAIN CREDIT/FINANCING

Many of McCoy Global's customers require reasonable access to credit facilities and debt capital markets to finance their oil and gas drilling activity. If the availability of credit to McCoy Global's customers is reduced, they may reduce their drilling expenditures, thereby decreasing demand for McCoy Global's products and services. Any such reduction in spending by the Corporation's customers could adversely affect the Corporation's operating results and financial condition.

MATERIAL DIFFERENCES BETWEEN ACTUAL RESULTS AND MANAGEMENT ESTIMATES AND ASSUMPTIONS

In preparing consolidated financial statements in conformity with IFRS, estimates and assumptions are used by management in determining the reported amounts of assets and liabilities, revenues and expenses recognized during the periods presented and disclosures of contingent assets and liabilities known to exist as of the date of the financial statements. These estimates and assumptions must be made because certain information that is used in the preparation of such financial

statements is dependent on future events, cannot be calculated with a high degree of precision from data available, or is not capable of being readily calculated based on generally accepted methodologies. In some cases, these estimates are particularly difficult to determine and the Corporation must exercise significant judgment. Estimates may be used in management's assessment of items such as allowance for doubtful accounts, business combinations, depreciation, impairment of assets, functional currency, fair values, income taxes, share-based compensation and asset retirement obligations. Actual results for all estimates could differ materially from the estimates and assumptions used by the Corporation, which could have a material adverse effect on McCoy Global's business, financial condition, results of operations, cash flows and future prospects.

IMPACT OF THE UNITED STATES-MEXICO-CANADA AGREEMENT

McCoy Global's customers and vendors may be located across North America and therefore may be subject to or impacted by the United States-Mexico-Canada Agreement. Provisions within this agreement may have a material adverse effect on the business, financial condition, results of operations and prospects of the Corporation.

GREENHOUSE GAS REGULATIONS

The oil and natural gas industry's exploration and production facilities and other operations and activities emit GHGs and both oil and gas exploration and production ("E&P") companies and oilfield services providers may be required to comply with GHG emissions legislation in Canada, the U.S. and in other jurisdictions in which they operate. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. As a signatory to the United Nations Framework Convention on Climate Change ("UNFCCC") and as a participant to the Copenhagen Agreement (a non-binding agreement created by the UNFCCC), the Government of Canada announced on January 29, 2010 that it will seek a 17% reduction in GHG emissions from 2005 levels by 2020. These GHG emission reduction targets are not binding. In May 2015, Canada submitted its Intended Nationally Determined Contribution ("INDC") to the UNFCCC, ahead of the 2015 United Nations Climate Change Conference ("COP 21"), held in Paris. As a result, the Government of Canada will replace the 17% reduction target established in the Copenhagen Agreement with INDC of 30% reduction below 2005 levels by 2030. INDCs were communicated prior to the COP 21 and constitute the actions and targets that individual countries will undertake to help keep global temperatures from rising more than 2° Celsius and to pursue efforts to limit below 1.5° Celsius. The UNFCCC adopted the Paris Agreement on December 12, 2015.

In addition, on December 9, 2016, the Government of Canada formally announced the Pan-Canadian Framework on Clean Growth and Climate Change. As a result, the federal government will implement a Canada wide carbon pricing scheme beginning in 2018. This may be implemented through either a cap and trade system or a carbon tax regime at the option of each province or territory. The federal government will impose a price on carbon of \$10 per tonne on any province or territory which fails to implement its own system by 2018. This amount will increase by \$10 annually until it reaches \$50 per tonne in 2022 at which time the program will be reviewed.

In recent years, the United States Congress has considered legislation to reduce emissions of GHGs, including methane, a primary component of natural gas, and carbon dioxide, a by-product of the burning of natural gas. It presently appears unlikely that comprehensive climate legislation will be passed by either house of Congress or signed by the President in the near future, although energy legislation and other regulatory initiatives are expected to be proposed that may be relevant to GHG emissions issues. In addition, a number of states are addressing GHG emissions, primarily through the development of emission inventories or regional GHG cap and trade programs.

Independent of Congress, the U.S. Environmental Protection Agency (the "EPA") has adopted regulations controlling GHG emissions under its existing authority under the United States Clean Air Act (the "CAA"). For example, following its findings that emissions of GHGs present an endangerment to human health and the environment because such emissions contributed to warming of the earth's atmosphere and other climatic changes, the EPA has adopted regulations under existing provisions of the CAA that, among other things establish construction and operating permit reviews for GHG emissions from certain large stationary sources that are already potential major sources for conventional pollutants. In addition, the EPA has adopted rules requiring the monitoring and reporting of GHG emissions from specified production, processing, transmission and storage facilities in the United States on an annual basis.

Furthermore, in December 2015, at COP 21, like Canada the U.S. became a signatory to the Paris Agreement which has set broad goals to, among other things, limit global climate change to not more than 2° Celsius (or less), preparing, maintaining

and publishing national greenhouse gas reduction targets and creating a “carbon-neutral” world by 2050. The agreement came into force on November 4, 2016, however U.S. President Donald Trump announced on June 1, 2017 that the U.S. would cease all participation in the Paris Agreement. Although it is not possible at this time to predict how new laws or regulations in the U.S. and Canada, or any legal requirements imposed following Canada agreeing to the Paris Agreement that may be adopted or issued to address GHG emissions would impact McCoy Global’s business, any such future laws, regulations or legal requirements imposing reporting or permitting obligations on, or limiting emissions of GHGs from, the Corporation’s equipment and operations could require it to incur costs to reduce emissions of GHGs associated with its operations as well as delays or restrictions in its ability to permit GHG emissions from new or modified sources. Such changes could also decrease the activity of the Corporation’s clients.

The direct or indirect costs of compliance with these regulations may have a material adverse effect on the business, financial condition, results of operations and prospects of the Corporation. Any such regulations could also increase the cost of consumption, and thereby reduce demand for the oil, natural gas liquids and natural gas the Corporation’s clients produce. Given the evolving nature of the debate related to climate change and the control of GHGs and resulting requirements, it is not possible to predict with certainty the impact on the Corporation and its operations and financial condition.

There has been public discussion that climate change may be associated with extreme weather conditions such as more intense hurricanes, thunderstorms, tornados and snow or ice storms, as well as rising sea levels. Another possible consequence of climate change is increased volatility in seasonal temperatures. Some studies indicate that climate change could cause some areas to experience temperatures substantially colder than their historical averages. Extreme weather conditions can interfere with the Corporation’s operations and the operations of its clients and increase the Corporation’s costs, and damage resulting from extreme weather may not be insured. However, at this time, the Corporation is unable to determine the extent to which climate change may lead to increased storm or weather hazards affecting its operations.

Additionally, the environmental regulations in the other jurisdictions in which McCoy Global operates may have a material adverse effect on the business, financial condition, results of operations and prospects of the Corporation.

CHANGES IN U.S. ADMINISTRATION

Changes in U.S. administrations may impact operations of McCoy Global as production operations are predominately located within the United States of America. The Corporation can not predict the impact of administration changes and could have a material adverse effect on its business, financial condition, results of operations and cash flows.

CONSERVATION MEASURES AND TECHNOLOGICAL ADVANCES

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices could reduce the demand for crude oil and other hydrocarbons. The Corporation cannot predict the impact of changing demand for oil and natural gas products, and any major changes could have a material adverse effect on its business, financial condition, results of operations and cash flows.

TERRORIST ATTACK OR ARMED CONFLICT

Terrorist activities (including environmental terrorism), anti-terrorist efforts and other armed conflicts involving the jurisdictions in which McCoy Global operates may adversely affect global economies and could prevent the Corporation from meeting its financial and other obligations. If any of these events occur, the resulting political instability and societal disruption could reduce overall demand for oil, natural gas and natural gas liquids, potentially putting downward pressure on demand for the Corporation’s services and causing a reduction in the Corporation’s revenues. Oil and natural gas related facilities could be direct targets of terrorist attacks, and the Corporation’s operations could be adversely impacted if infrastructure integral to the Corporation’s clients’ operations is destroyed or damaged. Costs for insurance and other security may increase as a result of these threats, and some insurance coverage may become more difficult to obtain, if available at all.

SUFFICIENCY OF INTERNAL CONTROLS

Effective internal controls are necessary for the Corporation to provide reliable financial reports and to help prevent fraud. Although the Corporation has undertaken and will undertake a number of procedures in order to help ensure the reliability of its financial reports, including those that may be imposed on it under applicable securities laws, the Corporation cannot be certain that such measures will ensure that the Corporation will maintain adequate control over financial processes and

reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Corporation's results of operations or cause it to fail to meet its reporting obligations. Additionally, implementing and monitoring effective internal controls can be costly. If the Corporation or its independent auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Corporation's financial statements and harm the trading price of the Common Shares.

INFORMATION SECURITY

The efficient operation of McCoy Global's business is dependent on computer hardware and software systems. In the ordinary course of McCoy's business, McCoy collects and stores sensitive data, including intellectual property, proprietary business information and identifiable personal information of its employees and customers. The Corporation's information technology and infrastructure may be vulnerable to attacks by hackers and cyberterrorists motivated by, among others, geopolitical, financial or activist reasons, or breached due to employee error, malfeasance or other disruptions. Any such disclosed, lost, stolen or compromised. Any such attack, breach, access, disclosure or loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, disruptions to McCoy's operations, decreased performance, increased costs and damage to McCoy's reputation, which could have a material adverse effect on its business, financial condition, results of operations and cash flow.

If any programs or systems were to fail or create erroneous information in the Corporation's hardware or software network infrastructure, possible consequences include a loss of communication links and inability to automatically process commercial transactions or engage in similar automated or computerized business activities. Any such consequence could have a material adverse effect on the Corporation's business.

CHALLENGES BY TAXATION AUTHORITIES

Taxation authorities may not agree with the classification of expenses the Corporation or its subsidiaries have claimed or may challenge the amount of interest expense deducted. If the taxation authorities successfully challenge these classifications or deductions, it could have an adverse effect on the Corporation's return to shareholders.

DIVIDEND RECORD & POLICY

On September 3, 2015, the Corporation announced that the Board of Directors approved the suspension of the quarterly dividend payment. Future declarations of dividends is at the sole discretion of the Board and will continue to be evaluated on a quarterly basis.

DESCRIPTION OF CAPITAL STRUCTURE

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares. As of the date of this Annual Information Form there are 27,630,989 Common Shares and nil Preferred Shares issued and outstanding. The Common Shares have attached to them the rights, privileges, restrictions and conditions as set forth below:

- Except for meetings at which only holders of another specified class shares of the Corporation are entitled to vote separately as a class, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation.
- Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation then outstanding, the holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors of the Corporation.
- Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation then outstanding, the holders of the Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

MARKET FOR SECURITIES

The Common Shares of the Corporation trade on the Toronto Stock Exchange under the symbol "MCB". The following is the trading data in respect of the Common Shares for 2019 reported by the Toronto Stock Exchange.

Month	Open \$	High \$	Low \$	Close \$	Volume Traded
JANUARY	0.96	1.10	0.96	1.02	310,700
FEBRUARY	0.99	1.27	0.94	1.02	123,200
MARCH	1.14	1.18	0.81	0.85	167,700
APRIL	0.86	0.90	0.76	0.80	172,600
MAY	0.80	0.80	0.64	0.66	162,600
JUNE	0.66	0.70	0.56	0.65	1,010,800
JULY	0.62	0.67	0.51	0.51	594,200
AUGUST	0.50	0.54	0.48	0.48	371,100
SEPTEMBER	0.48	0.63	0.41	0.63	7,203,300
OCTOBER	0.62	0.63	0.52	0.63	444,600
NOVEMBER	0.59	0.69	0.59	0.63	445,500
DECEMBER	0.69	0.69	0.0	0.60	365,300

DIRECTORS & OFFICERS

Set forth below are the current directors of the Corporation as at the date of this AIF, together with their municipality of residence, positions and offices held by them with McCoy Global, their principal occupations for the last five years and the year first elected to the Board of the Corporation. Each director holds office until the next Annual General Meeting or until his or her successor is earlier elected or appointed.

Directors

Name & Municipality of Residence	Position	Principal Occupation Last Five Years	Independent	Director Since
TERRY FREEMAN, FCPA, FCA, ICD.D⁽¹⁾ Edmonton, Alberta, Canada	Director	Current <i>Head of Investments</i> ATB Capital, a private equity firm <i>Corporate Director</i> Past <i>Chairman & CEO</i> Corrosion and Abrasion Solutions Ltd., a service company in the business of preventing surface wear from corrosion and abrasion (2012 to 2017)	Yes	2009
CARMEN LOBERG Calgary, Alberta, Canada	Director	Current <i>Corporate Director</i>	Yes	2008
JIM RAKIEVICH, ICD.D Edmonton, Alberta, Canada	Director President & CEO	Current <i>President & CEO</i> McCoy Global Inc.	No	2002
CHRIS SEAVER, MBA, JD.⁽²⁾ Calgary, Alberta, Canada	Director Chairperson of the Board	Current <i>Corporate Director</i>	Yes	2010
DALE E. TREMBLAY⁽³⁾ Calgary, Alberta, Canada	Director	Current <i>Corporate Director</i>	Yes	2015
WILLIAM "JOHN" WALKER Houston, Texas, USA	Director	Current <i>Corporate Director</i> Past <i>Vice President Tubular Running Services/Advisor to the President</i> Nabors Drilling Technologies Inc. (2017 to 2019) <i>Executive Vice President Global Operations</i> Frank's International N.V. (2013-2016)	Yes	2020

⁽¹⁾ Mr. Terry Freeman was a director of GLM Industries Ltd., a private company, until April 9, 2015. GLM Industries Ltd. was placed into receivership on July 6, 2015.

⁽²⁾ Mr. Chris Seaver served as a director of a start-up company, Innovative Wireline Solutions Inc. ("IWS"), from June 30, 2010 until October 26, 2011. On December 2, 2011 the Alberta Securities Commission issued a Cease Trade Order ("CTO") for the ceasing of trading in or purchasing of any securities of IWS; on December 6, 2011, the British Columbia Securities Commission issued a CTO, and on December 19, 2011, the Ontario Securities Commission issued a CTO in respect of IWS. These orders were issued due to the failure of IWS to file

interim financial statements and the associated management's discussion and analysis and certificates under National Instrument 52-109 for the interim period ended September 30, 2011, as a result of the corporation ceasing operations. These CTOs have not been revoked.

⁽³⁾ Mr. Dale Tremblay was a director of GASFRAC Energy Services Inc. ("GASFRAC") between May 27, 2014 and February 13, 2015. Pursuant to a court supervised creditor protection proceedings commenced under the CCAA, GASFRAC sold most of its operating assets and intellectual property to a third party service industry competitor on April 17, 2015 and subsequently then completed a court approved CCAA Plan of Compromise and Arrangement pursuant to which a third party service industry competitor acquired 100% equity ownership of GASFRAC as an operating entity on July 7, 2015. Mr. Tremblay was also a director of ATK Oilfield Transportation Inc., a private company that was placed into receivership by its lenders on April 1, 2016.

Board Committees

McCoy Global has two committees of the Board: the Audit Committee and the Human Resources, Compensation & Governance ("HRC&G") Committee. The voting members of each of these committees, as at December 31, 2019, are identified below:

Audit Committee	HRC&G Committee
Terry Freeman, Chair Carmen Loberg Dale E. Tremblay	Carmen Loberg, Chair Terry Freeman Dale E. Tremblay

The charters of the Audit Committee and HRC&G Committee can be found as Appendices 1 and 2 to this AIF. The charter of the Audit Committee was revised and approved by the Board in March 2016. The charter of the HRC&G Committee was approved by the Board in March 2018.

Additional information about the Audit Committee can be found later in this AIF under the heading "Audit Committee Information."

Officers

The following table sets forth the name, municipality of residence and principal occupation during the last five years for executive officers of the Corporation as at the date of this AIF.

Name & Municipality of Residence	Position With the Corporation	Principal Occupation Last Five Years
JIM RAKIEVICH, ICD.D Edmonton, Alberta, Canada	President & Chief Executive Officer	Current President & Chief Executive Officer
LINDSAY MCGILL, CPA, CA ⁽¹⁾ Edmonton, Alberta, Canada	Vice President & Chief Financial Officer	Current Vice President & Chief Financial Officer Past <i>EPCOR Utilities Inc.</i> Senior Manager, Taxation (2017-2018) <i>McCoy Global Inc.</i> Director of Finance (2016-2017) Director of Financial Reporting (2014-2016)
BING DENG, B.SC. ⁽²⁾ Edmonton, Alberta, Canada	Vice President, Technology & Marketing	Current Vice President, Sales & Marketing Past <i>McCoy Global Inc.</i> General Manager, Western Hemisphere & Russia (2016-2017) Director of Sales & Marketing (2015 - 2016) Product Line Manager (2012 - 2014)

Name & Municipality of Residence	Position With the Corporation	Principal Occupation Last Five Years
SUZANNE LANGIER⁽³⁾ Edmonton, Alberta, Canada	Senior Vice President Corporate Services, People & Culture	Current Senior Vice President Corporate Services, People & Culture Past <i>McCoy Global Inc.</i> Vice President, Human Resources (2015 - 2017) <i>Finning (Canada)</i> Director, HR Corporate Services & Talent Management (2012 - 2015)

⁽¹⁾ Ms. Lindsay McGill was appointed officer on September 4, 2018

⁽²⁾ Mr. Bing Deng was appointed officer on March 1, 2018.

⁽³⁾ Mrs. Suzanne Langier resigned effective January 7, 2020.

Excluding Common Shares that may be issued pursuant to the exercise of stock options, as of December 31, 2019 the directors and officers of the Corporation as a group beneficially owned, directly or indirectly, 1,151,517 Common Shares representing approximately 4.2% of the issued and outstanding Common Shares. The information as to the beneficial ownership of such shares, not being within the knowledge of the Corporation, has been confirmed by the directors and officers of the Corporation individually.

Conflicts of Interest

On September 15, 2014, the Corporation divested the Coating & Hydraulics division. The Corporation has entered into agreements indemnifying the purchaser with respect to certain leased premises associated with the Coatings & Hydraulics division as described in note 10(d) of the Consolidated Annual Financial Statements. A member of the Corporation's Board of Directors is the Chairman of, and holds an equity interest in, the purchaser of the Coatings & Hydraulics division.

The existence of existing or potential conflicts of interest is required to be disclosed by directors and officers in accordance with McCoy Global policies governing directors and officers and in accordance with the Business Corporations Act (Alberta). The Governance Committee monitors relationships among directors to ensure that business associations do not affect the Board's performance. In a circumstance where a director declares an interest in any material contract or material transaction being considered at a meeting, the director generally abstains from the discussion and consideration of the matter, and does not vote on the matter.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Management of the Corporation is not aware of any material interest, direct or indirect, of any insider of the Corporation or any associate or affiliate of any insider of the Corporation in any past or proposed transaction which in either case has materially affected or will materially affect the Corporation during the last three completed financial years or during the current financial year, except as noted above under "Conflicts of Interest".

TRANSFER AGENTS AND REGISTRARS

Computershare Trust Company of Canada, Toronto, Ontario is the Transfer Agent and Registrar for the Corporation's Common Shares.

INTERESTS OF EXPERTS

The Corporation's auditors, PricewaterhouseCoopers LLP, have confirmed that they are independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

ADDITIONAL INFORMATION

Other Information

Other information relating to the Corporation, has been filed on SEDAR at www.sedar.com as well as on the Corporation's website at www.mccoymglobal.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities, and options to purchase securities is included in the Management Information Circular prepared by the Corporation and sent to shareholders in connection with the Annual General Meeting scheduled for May 7, 2020.

Additional financial information is provided in the comparative consolidated financial statements for the years ended December 31, 2019 and December 31, 2018 and associated MD&A, which are included in their entirety in the Corporation's Annual Report for 2019. Single copies of the Annual Report, Annual Information Form and Information Circular are available from the Corporation's website, www.mccoymglobal.com, or upon request from the Corporation's Secretary at #201, 9910 - 39 Avenue, Edmonton, Alberta T6E 5H8 (780) 453-8451, fax (780) 453-8756. Requests for multiple copies may be subject to a nominal fee.

AUDIT COMMITTEE INFORMATION

The Corporation's Audit Committee is a standing committee of the Board and is established to assist the Board in: fulfilling its fiduciary responsibilities in regard to financial reporting, control systems, and ensuring accountability for the use of assets; communicating effectively with the Board, external auditor, internal auditors, and management; promoting the independence of the external and internal auditors; and reporting regularly to the full Board. The Audit Committee's Charter is attached as Appendix 1 to this AIF.

Composition of the Audit Committee

As at March 5, 2020, the Audit Committee is constituted as set out in the following table.

Name	Independent	Financially Literate
Terry Freeman, FCA, ICD.D	Yes	Yes
Carmen Loberg	Yes	Yes
Dale E. Tremblay	Yes	Yes
William "John" Walker	Yes	Yes

Relevant Education and Experience

Name	Relevant Experience & Education
Terry Freeman, FCPA, FCA ICD.D	<p>Terry D. Freeman is a Fellow of the Institute of Chartered Accountants of Alberta and is Head of Investments for ATB Capital, a private equity firm investing in Alberta based businesses as well as a member of the Boards of a number of private real estate, construction and energy services businesses. Mr. Freeman also serves on two public boards, Phoenix Technology Services (PHX.TSX) and Vertex Resource Group (VTX.TSX:V).</p> <p>Mr. Freeman regularly attends continuing education sessions on audit committee matters offered by the Institute of Corporate Directors and leading Canadian accounting firms.</p>
Carmen Loberg	<p>Carmen Loberg retired in 2010 as the President and CEO of NorTerra Inc., a private investment and management company based in Edmonton with investments in transportation, logistics and manufacturing. Mr. Loberg is a Director of Stuart Olson Inc. (SOX.TSX). He also serves as a Board member of the Vancouver Fraser Port Authority d.b.a. Port of Vancouver. Mr. Loberg was a Director of HNZ Group, a global supplier of helicopter services including to the offshore drilling industry, prior to its sale in 2017.</p> <p>Mr. Loberg regularly attends continuing education sessions on audit committee matters offered by the Institute of Corporate Directors and leading Canadian accounting firms.</p>
Dale E. Tremblay	<p>Mr. Tremblay has more than 25 years of experience in the oilfield services industry with extensive dealings in the public markets in both Canada and the United States. Mr. Tremblay was the founder, Chairman and Chief Executive Officer of the recapitalized Western Energy Services Corp. from December 2009 to December 2013. Mr. Tremblay was the President and Chief Executive Officer of Saxon Energy Services Inc. and Chairman of SES Holdings Limited, the parent company of Saxon Energy Services Inc., from August 2005 to December 2009. From 1988 to 2005, Mr. Tremblay was the Senior Vice President, Finance and Chief Financial Officer of Precision Drilling Corporation. Mr. Tremblay currently serves as a director on two corporate boards, including Horizon North Logistics Inc. (TSX:HNL) and Cathedral Energy Services Ltd. (TSX:CET).</p>
William "John" Walker	<p>Mr. Walker has more than 35 years of international business experience in the energy industry primarily focused on well construction and automated digital technologies while at Nabors Industries Ltd. and at Frank's International N.V., the global oilfield service company where he spent much of his career. With these public companies his roles included Business Development and Sales, Marketing and Commercialization, and Global Operations. He is known for a collaborative working style and has advised Boards of Directors on strategic planning, market development, safety performance and integration of new technologies. Mr. Walker has worked in the Houston area for the past 15 years and previously lived in Europe, Asia Pacific and the Middle East since joining the industry in 1983. He studied Engineering at Aberdeen Technical College in the United Kingdom.</p>

Pre-Approval Policies & Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services. See "Appendix 1: Audit Committee Charter – External Auditors."

External Auditor Service Fees

Category	2019	2018
Audit Fees	179,535	190,322
Audit-Related Fees	100,000	82,750
Tax Fees	2,300	6,550
All Other Fees	3,200	3,200
Total	285,035	282,822

"Audit Fees" are those fees billed during the fiscal year by the Corporation's external auditor for the audit of the annual consolidated financial statements.

"Audit-related fees" are those fees billed for attendance at quarterly audit committee meetings and review of quarterly filings, audit procedures performed related to the IFRS conversions and include audit fees related to statutory audit filings for certain subsidiaries.

"Tax Fees" relate primarily to the preparation of certain of the Corporation's employees cross-border income tax returns.

"All Other Fees" is comprised of fees related to specified procedures performed over the Corporation's internal controls over financial reporting.

APPENDIX 1

Audit Committee Charter

The following is the full text of the Audit Committee's charter (the "Charter") adopted by the Audit Committee (the "Committee") and the Board of Directors of McCoy Global Inc. (the "Corporation") on November 1, 2002, as amended effective September 30, 2011 and March 8, 2016.

A. Mandate

The primary function of the Audit Committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements.
- Review and appraise the performance of the Corporation's external auditors.
- Provide an open avenue of communication among the Corporation's auditors, financial and senior management and the Board of Directors.

B. Composition

1. The Committee shall be comprised of a minimum of three directors as determined by the Board of Directors, all of whom shall be independent directors, pursuant to the policies of the Toronto Stock Exchange and National Instrument 52-110 - Audit Committees.
2. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate within a reasonable period of time following appointment to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Charter, the definition of "financially literate" is 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 the issues that can presumably be expected to be raised by the Corporation's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the

Board on the recommendation of the Governance Committee. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

C. Meetings

1. The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with management and the external auditors in separate sessions.
2. A quorum for meetings shall be a majority of the Committee members present in person or by telephone or other communication device that permit all persons participating in the meeting to speak and hear each other.
3. Notice of time and place of and an agenda and related materials respecting every meeting shall be given in writing or via electronic communication to each member of the Committee at least 72 hours prior to the time listed for such meeting.
4. The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Committee members with copies to the Board of Directors, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor. The President & CEO and the Chief Financial Officer shall attend all meetings.

D. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

- a. Review and update this Charter annually.
- b. Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases, and Annual Information Form before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

2. External Auditors

- a. Require the external auditors to report directly to the Committee.
- b. Oversee the work of the external auditors in preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation.
- c. Resolve any disagreements between management and the external auditors regarding financial reporting of the Corporation.
- d. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Corporation.
- e. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation and confirming their independence from the Corporation.
- f. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- g. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- h. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.
- i. Review with management and the external auditors the terms of the external auditors' engagement letter.

- j. At each meeting, may consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
- k. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- l. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- m. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent (5%) of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Process

- a. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- b. Periodically examine the procedures in place for the review of the issuer's public disclosure of financial information derived from the issuer's financial statements, other than the MD&A and annual and interim profit or loss press releases.
- c. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- d. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- e. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- f. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- g. Review any significant disagreement among management and the external auditors regarding financial reporting.
- h. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

- i. Review the certification process.
- j. Establish procedures for:
 - i. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - ii. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- k. Adopt specific policies and procedures for the Committee to follow when pre-approving the engagement of external auditors to complete non-audit services for the Corporation, ensuring that:
 - i. such policies and procedures describe in detail the particular non-audit services that may be proposed to be provided;
 - ii. the Committee is informed of each type of non-audit service that the external auditor may provide; and
 - iii. the policies and procedures do not allow the committee to delegate pre-approval of non-audit services to management.

4. Other

- a. Review disclosure of any related-party transactions.

E. Authority

The Committee may:

- b. engage independent outside counsel and other advisors as it determines necessary to carry out its duties;
- c. set and pay the compensation for any advisors employed by the Committee; and
- d. communicate directly with the internal and external auditors.
- e. The Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

APPENDIX 2

Human Resources, Compensation & Governance Committee Charter

The purpose of the HR, Compensation & Governance Committee (the "Committee") is to review, report and make recommendations to the Board on matters of human resources, corporate governance, Board composition, Board succession, the formation and membership of committees, the objectives, performance and compensation of the Chief Executive Officer and other officers, and the content and application of McCoy Global Inc. Business Code of Conduct.

History

Governance Committee

The following is the full text of the Governance Committee's charter adopted by the Governance Committee (the "Committee") and the Board of Directors on March 5, 2001

- Amended Effective March 4, 2018
- Amended Effective March 22, 2012

HR & Compensation Committee

The following is the full text of the HR & Compensation Committee's charter adopted by the HR & Compensation Committee (the "Committee") and the Board of Directors on December 5, 2001

- Amended Effective March 4, 2018
- Amended Effective September 30, 2011 from the Compensation Committee to the HR & Compensation Committee with approval received from the Board.

HR, Compensation and Governance Committee (as amended effective November 8, 2017)

The following is the full text of the HR, Compensation and Governance Committee adopted by the HR, Compensation and Governance Committee on November 8, 2018.

Charter approval on March 7th, 2018 for the merged Committees

A. Mandate

Governance

1. The primary function of the HR, Compensation & Governance Committee (the "Committee") is to assist the Board of Directors with all corporate governance related matters that build and enhance the Board's and the Corporation's effectiveness.

HR and Compensation

The primary function of the HR & Compensation Committee (the "Committee") is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to the Corporation's:

1. Overall compensation and human resource philosophy
2. Appointment, performance and compensation of the Chief Executive Officer
3. Compensation structure and succession planning for key executive positions
4. Compensation disclosure as per Canadian securities law
5. Share ownership guidelines
6. Key strategic HR issues

B. Composition of the Board and Committees

1. The HR, Compensation and Governance Committee (the “**Committee**”) shall be composed of a minimum of three members of the Board of Directors of the Corporation (the “**Board**”), all of who shall be independent directors.
2. Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience.
3. The Chairperson shall be a director appointed by the Board for a one-year term and may serve any number of consecutive terms.
4. The Chairperson shall, in consultation with management and the members of the Committee, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting.
5. The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to Committee members with copies to the Board and the Chief Executive Officer, or such other officer acting in that capacity (“**CEO**”).
6. The Committee shall maintain and follow an annual work plan.

C. Meetings

1. The Committee will meet at least three times per year. In addition, the independent directors of the Committee will consider holding regularly scheduled meetings (or holding in camera sessions at regular Board meetings) at which non-independent directors and members of management are not in attendance. All meetings will be scheduled to permit timely consideration of topics or responsibilities. Additional meetings may be held as deemed necessary by the Chairperson of the Committee or as requested by any member of the Committee.
2. A quorum at meetings of the Committee shall be a majority of the Committee members present in person or by telephone or other communication device that permit all persons participating in the meeting to speak and hear each other.
3. Notice of time and place of and an agenda and related materials respecting every meeting shall be given in writing or via electronic communication to each member of the Committee at least 72 hours prior to the time listed for such meeting.

D. Responsibilities

In respect of Human Resources and Compensation matters, to review and provide recommendations to the Board on the following:

1. Compensation policies and guidelines for supervisory and management personnel of the Corporation and its related entities.
2. Corporate benefits, bonuses and other incentives, including equity based compensation.
3. Reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO’s performance in light of those corporate goals and objectives relevant to CEO compensation, evaluating the CEO’s performance in light of those corporate goals and objectives and determining the CEO’s compensation level based on this evaluation.
4. Non- CEO officer and director compensation, incentive compensation plans and equity based plans.
5. The review of executive compensation disclosure before the Corporation publicly discloses such information.
6. Succession plans for the officers and for key employees of the Corporation.
7. Any material changes or trends in human resources policy, procedure, compensation and benefits.

In respect of Governance matters, to review and provide recommendations to the Board on the following:

1. Develop written corporate governance guidelines and mandate for the Board in which it explicitly acknowledges responsibility for the stewardship of the Corporation and considers (i) measures for receiving feedback from stakeholders and (ii) expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.
 2. Develop clear position descriptions for the Chairman of the Board and the Chair of each Board Committee, and together with the CEO, developing a clear position description for the CEO, which includes delineating management's responsibilities and developing the corporate goals and objectives that the CEO is responsible for meeting.
 3. Oversee the assessment of the Board, its committees and each individual director in respect of effectiveness and contribution.
 4. Cause the Board to annually review its definition of an "independent" director.
 5. Develop a comprehensive orientation and continuing education program for all directors.
 6. Review aggregate skills and competencies of the Board.
 7. Ensure that all members of the Board have been informed of and are aware of their duties and responsibilities as a director of the Corporation.
- 2. Regulatory Oversight**
1. Ensuring compliance by the Board and the Corporation with all applicable securities laws and stock exchange rules.
 2. Develop and monitor the Corporation's general approach to corporate governance issues as they may arise.
 3. Propose changes as necessary from time to time to respond to particular governance recommendations or guidelines from regulatory authorities and ensure that all appropriate or necessary governance systems remain in place and are periodically reviewed for effectiveness.
 4. Ensure that the Corporation has in effect adequate policies and procedures to allow the Corporation to meet all of its continuous disclosure requirements.
 5. Develop and monitor the Corporation's policies relating to trading in securities of the Corporation by insiders as well as communication and confidentiality.
- 3. Risk Management**
1. In conjunction with the Audit Committee, ensure that the Corporation has in effect adequate policies and procedures to identify and manage the principal risks of the Corporation's business.
 2. Annually reviewing areas of potential personal liability of directors and ensure reasonable protective measures are in place.
- 4. Corporation Effectiveness**
1. Ensure that the vision, values and strategic direction of the Corporation are reviewed annually including execution by management.
 2. Periodically consider the need for special policies of the Corporation, initiated by the Board, in unique or emerging policy areas such as corporate ethics, gender equality, sexual harassment or environmental practices.
 3. Develop a written code of business conduct and ethics that is applicable to all directors, officers and employees of the Corporation.

5. Director Succession Planning

1. Develop and follow a process for identifying, recruiting and evaluating the potential of new directors.
2. Nominate, to the Board, directors with the appropriate skills and abilities to enable the Board to carry out its responsibilities.

E. Authority

1. The Committee shall be appointed by and report to the Board.
2. The Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary, including the engagement and compensation of outside advisors, to carry out its responsibilities.

F. Reporting

1. Report, through the Chairperson of the Committee, to the Board following each meeting on the major discussions and decisions made by the Committee.
2. Review the Committee's Charter annually and propose recommended changes to the Board.