



# Management Information Circular

Dated

May 20, 2022

## Annual General Meeting

Thursday June 23, 2022

8:00 AM MDT

McCoy Global Inc. – Corporate Office

#210, 9910 39 Avenue NW

Edmonton, AB T6E 5H8



## **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (the "Meeting") of the holders of common shares ("Common Shares") of McCoy Global Inc. (the "Corporation" or "McCoy Global") will be held at the McCoy Global Inc. Corporate office, on the 23<sup>rd</sup> day of June 2022 at the hour of 8:00 a.m. MDT for the following purposes:

1. to fix the number of directors of the Corporation to be elected at the Meeting at six (6) members;
2. to elect the Board of Directors of the Corporation for the ensuing year;
3. to receive and consider the Audited Financial Statements of the Corporation for the fiscal year ended December 31, 2021 together with the Auditors' Report thereon;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to transact such other business as may properly come before the Meeting.

The date for determination of the shareholders entitled to receive Notice of the Meeting and vote shall be holders of Common Shares of the Corporation of record at the close of business on May 20<sup>th</sup>, 2022.

**DATED** at the City of Edmonton, in the Province of Alberta, this 25<sup>th</sup> day of April 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "Jim Rakievich"

**Jim Rakievich**

**President & Chief Executive Officer**

## INVITATION TO SHAREHOLDERS

On behalf of the Board of Directors and the executive management team of McCoy Global, we invite you to join us at McCoy Global Inc.'s Annual General Meeting. The Meeting will be held:

**Date:** Thursday, June 23, 2022

**Time:** 8:00 a.m. MDT

**Place:** McCoy Global Inc. – Corporate Office  
 #201, 9910 39 Avenue NW  
 Edmonton, AB T6E 5H8

At the Meeting, holders of Common Shares of McCoy Global will be asked to consider and, if thought appropriate, approve the business items in the notice of meeting and this Management Information Circular. At the end of the Meeting, a question and answer session will take place and at the reception following, you will have an opportunity to meet your directors and executive management team.

**A Shareholder who is unable to attend the Meeting in person and who wishes to ensure that such Shareholder's Common Shares will be voted at the Meeting, is requested to complete, date and execute the enclosed Form of Proxy or voting instruction form and deliver it by facsimile, by email, by hand or by mail or vote by telephone or via the internet, in each case in accordance with the instructions set out in the Form of Proxy or voting instruction form, as applicable, and in the Management Information Circular.** All proxies, to be valid, must be deposited with the Corporation in care of Computershare Trust Company of Canada, Proxy Department, 8<sup>th</sup> floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least forty-eight (48) hours prior to the meeting, excluding Saturday, Sunday and holidays, or any adjournment(s) thereof. Shareholders are cautioned that the use of the mail to transmit proxies is at each shareholder's risk. Late proxies may be accepted or rejected by the Chair of the meeting at the Chair's discretion, and the Chair is under no obligation to accept or reject any particulate late proxy.

Voting Method	If You Received a Proxy or Voting Instruction Form From:	If You Received a Voting Instruction Form From:
	Computershare	Broadridge Financial Solutions
<b>Internet</b> 	<a href="http://investorvote.com">investorvote.com</a>	<a href="http://www.proxyvote.com">www.proxyvote.com</a>
<b>Facsimile</b> 	1-866-249-7775	Complete, date, and sign the voting instruction form and fax it to the number listed therein.
<b>Telephone</b> 	1-866-732-8683 Toll Free	Call the toll-free number listed on your voting instruction form and vote using the control number provided therein.

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## Shareholder and Voting Information

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of McCoy Global Inc. (the "Corporation" or "McCoy Global") for use at the Annual General Meeting of the holders of common shares (the "Common Shares") of the Corporation to be held at the McCoy Global Inc. - Corporate Office, #201, 9910 39 Avenue NW, in the City of Edmonton, Alberta on Tuesday, the 23<sup>rd</sup> day of June, 2022 at 8:00 a.m. MDT, or at any adjournment thereof (the "Meeting"), for the purposes set forth in the enclosed Notice of Meeting. The information contained herein is given as of the 20<sup>th</sup> day of May 2022 (the "Effective Date"), except where otherwise indicated. There is enclosed herewith a form of proxy for use at the Meeting. The Corporation's annual consolidated financial statements to be presented at the Meeting are available on SEDAR at [www.sedar.com](http://www.sedar.com). Each shareholder who is entitled to attend at meetings of shareholders is encouraged to participate in the Meeting and shareholders are urged to vote in person or by proxy on matters to be considered.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone, or any form of electronic communication or by directors, officers and employees of the Corporation who will not be directly compensated, therefore. All costs of this solicitation will be borne by the Corporation.

In accordance with National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

### 1. Appointment and Revocation of Proxies

The persons named (the "Management Designees") in the enclosed instrument of proxy ("Instrument of Proxy") have been selected by the Board of Directors of the Corporation (the "Board") and have indicated their willingness to represent as proxy the shareholder who appoints them. A shareholder has the right to designate a person (whom need not be a shareholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Corporation. Such shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification with him or her to the Meeting. In any case, the form of proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached, where an attorney executed the proxy form or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. In addition, a proxy may be revoked by a shareholder personally attending the meeting and voting his or her shares.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Corporation's transfer agent, Computershare Trust Company of Canada, Proxy Department, 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in the Chair's discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the shareholder or the shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, with Computershare Trust Company of Canada, Proxy Department, 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be

used, or by depositing the instrument in writing with the Chair of such Meeting on the day of the Meeting, or any adjournment thereof. In addition, a proxy may be revoked by the shareholder personally attending the Meeting and voting their shares.

## 2. Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the shareholder's name. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders, and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. Additionally, there are two kinds of Beneficial shareholders: (i) those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners or "OBO"s; and (ii) those who do not object to their name being known to the issuers of securities which they own, known as non-objecting beneficial owners or "NOBOs".

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Beneficial Shareholder's broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

All references to shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

This Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting may have been sent directly by the Corporation, rather than through an intermediary, to non-objecting beneficial owners under National Instrument 54-101. These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory

requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

### 3. Voting of Proxies

Each shareholder may instruct the shareholder's proxy how to vote the shareholder's Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted for or against or withheld from voting (including the voting on any ballot) in respect of each proposed resolution, as the case may be, and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

**If you decide to appoint the directors and/or officers of the Corporation named in the enclosed Form of Proxy as your proxyholders, and do not indicate how you want to vote, they will vote as follows:**

- FOR** fixing the number of directors of the Corporation to be elected at the Meeting at six (6) members
- FOR** electing each of the six director nominees recommended by management
- FOR** appointing PricewaterhouseCoopers LP as auditors at a remuneration to be fixed by the Directors

**The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the Effective Date, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.**

### 4. Quorum

A quorum of shareholders is present at a meeting of shareholders if a holder or holders of not less than 10% of the Common Shares entitled to vote at a meeting of shareholders are present in person or represented by proxy at the Meeting.

### 5. Voting Securities and Principal Holders of Voting Securities

As at the Effective Date, the Corporation is authorized to issue an unlimited number of Common Shares, of which **28,317,499** Common Shares are issued and outstanding. The Corporation is also authorized to issue an unlimited number of preferred shares, none of which are issued or outstanding as at the Effective Date. The Common Shares are the only shares entitled to be voted at the meeting and holders of common shares are entitled to one vote for each Common Share held.

Holders of Common Shares of record at the close of business on May 20, 2022 (the "Record Date") are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (i) the holder transfers the holder's shares after the close of business on the Record Date, and (ii) such transferee produces properly endorsed share certificates to the Secretary or Transfer Agent of the Corporation, or otherwise establishes the holder's ownership of the shares, at least ten (10) days prior to the Meeting, in which case the transferee may vote those shares.

Set out below are the names of all persons or companies who, to the knowledge of the directors and executive officers of the Corporation, beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to all issued and outstanding Common Shares.

Name and Municipality	Type of Ownership	Number and Percentage of Common Shares Beneficially Owned Directly or Indirectly, Controlled or Directed
Burgundy Asset Management Ltd. ("Burgundy") Toronto, ON	Beneficial	4,783,500 (17%)
Ewing Morris & Co. Investment Partners Ltd. ("Ewing Morris") Toronto, ON	Beneficial	3,733,125 (13%)
Cannell Capital, LLC ("Cannell") Alta, WY	Beneficial	3,451,148 (12%)
Fidelity Management & Research Company ("Fidelity") Boston, MA	Beneficial	3,080,785 (11%)

## 6. Frequently Asked Questions

### **Q Am I entitled to receive notice of the Meeting and attend the Meeting?**

**A** Yes, if you are a holder of Common Shares of the Corporation as at May 20, 2022, which is the record date for the Meeting.

### **Q Am I entitled to vote and what am I voting for?**

**A** If you hold Common Shares as of the close of business on May 20, 2022, you are entitled to cast one vote per Common Share held on the matters set forth in the accompanying Notice of Meeting.

### **Q Am I a registered or beneficial shareholder?**

**A** You are a registered shareholder if you have a share certificate registered in your name.

You are a beneficial shareholder if:

- Your Common Shares are registered in the name of an intermediary (i.e. a bank, trustee, or an investment dealer) or the name of a clearing agency of which the intermediary is a participant; or
- You hold your Common Shares through the Corporation's Employee Share Purchase Plan.

### **Q How can I vote my Common Shares?**

**A** You can vote either by attending and voting your Common Shares at the Meeting or, if you cannot attend the Meeting, by having your Common Shares voted by proxy. How you exercise your vote depends on whether you are a registered or beneficial shareholder.

#### **Voting by attending the Meeting – registered and beneficial shareholders**

If you are a registered shareholder, you are entitled to attend the Meeting and cast your vote in person.

If you are a beneficial shareholder, you are entitled to attend the Meeting and cast your vote in person, provided you have submitted a properly executed voting instruction form (signed by the registered holder), inserting your name in the blank space provided and returning it in the envelope provided. When you arrive at the Meeting, advise the registration staff that you are a proxy appointee. If you have received a voting instruction form, please follow the instructions on the form.

#### **Voting by proxy**

How you vote depends on whether you are a registered shareholder, a beneficial shareholder, or a holder of employee shares.

***Voting by proxy – registered shareholders***

If you are a registered shareholder, you may vote your proxy by depositing same with the Corporation in care of Computershare Trust Company of Canada, Proxy Department, 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least forty-eight (48) hours prior to the Meeting, excluding Saturday, Sunday and holidays, or any adjournment(s) thereof. Shareholders are cautioned that the use of the mail to transmit proxies is at each shareholder's risk. For ease, Registered shareholders may submit their vote by telephone or via the internet. Late proxies may be accepted or rejected by the Chair of the Meeting at the Chair's discretion and the Chair is under no obligation to accept or reject any particular late proxy.

***Voting by proxy – beneficial shareholders***

If you are a beneficial shareholder and you receive materials entitling you to vote through an investment dealer or other intermediary, complete, and return such materials, by following the instructions provided to you by the investment dealer or other intermediary.

**Q What if I am an employee of the Corporation and hold shares which were purchased through the Employee Share Purchase Plan?**

**A** If you are an employee of the Corporation and have purchased shares through the Employee Share Purchase Plan you are treated in the same manner as beneficial shareholders. You are entitled to attend the Meeting and cast your vote in person, provided you have submitted a properly executed proxy, inserting your name in the blank space provided and returning it according to the instructions on the form. When you arrive at the meeting, advise the registration staff that you are a proxy appointee.

**Q Who votes my shares?**

**A** Each of the Management Designees named in the proxy to represent shareholders at the Meeting is a director and/or officer of the Corporation. You can appoint someone else to represent you at the Meeting; however, you must appoint that person by proxy by inserting his or her name in the appropriate space on the proxy form, or completing another acceptable paper proxy. The person you appoint does not need to be a shareholder but must attend the Meeting in person in order for your vote to be cast.

**Q How will my shares be voted if I return a proxy?**

**A** By completing and returning a proxy, you are authorizing the person named in the proxy to attend the Meeting and vote your shares on each item of business you are entitled to vote on, according to your instructions. If there are no instructions with respect to your proxy, your Common Shares will be voted in favour of:

- fixing the number of directors to be elected at the Meeting at six (6) members;
- electing as a director each person nominated by the Corporation for the ensuing year;
- appointing PricewaterhouseCoopers LLP as auditors for the ensuing year and authorizing the directors to fix their remuneration;

**Q Can I revoke a proxy?**

**A** Yes, if you are a registered shareholder and have voted by proxy, you may revoke it by delivering a duly executed proxy with a later date or a form of revocation of proxy.

Such proxies can be delivered to the Corporation c/o Computershare Trust Company of Canada, Proxy Department, 8th floor, 100 University Avenue, Toronto Ontario, M5J 2Y1 at least forty eight (48) hours prior to the Meeting, excluding Saturday, Sunday and holidays, or any adjournment(s) thereof.

Alternatively, you may revoke your proxy and vote in person, by delivering a form of revocation of proxy to the Chair of the Meeting at the Meeting or any adjournment thereof before the vote in respect of which the proxy is to be used is taken. You may also revoke your proxy in any other manner permitted by law.

If you are a beneficial shareholder, you may revoke your proxy or voting instructions by contacting the individual who serves your account, prior to the proxy cut-off time of at least forty-eight (48) hours prior to the Meeting, excluding Saturday, Sunday and holidays, or any adjournment(s) thereof.

As a holder of employee shares, if you have provided your proxy you may revoke it by delivering another with a later date or a form of revocation of proxy, no later than forty-eight (48) hours prior to the Meeting, excluding Saturday, Sunday and holidays, or any adjournment(s) thereof.

**Q Who has discretionary authority to vote on amendments or variations to any of the business items and on any other matter that may properly come before the meeting?**

**A** Your voting instructions provided by proxy give discretionary authority to the person you appoint to vote as he or she sees fit on any amendment or variation to any of the matters identified in the notice of the meeting and any other matters that may properly be brought before the Meeting, to the extent permitted by law. As of the Effective Date, neither the directors nor senior officers of the Corporation are aware of any variation, amendment, or other matter to be presented for a vote at the Meeting.

## Business to be Transacted

To the knowledge of the Board of Directors of the Corporation, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

### 1. Number of Directors

Shareholders of the Corporation will be asked to consider, and if thought appropriate, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at six (6).

In order to be effective an ordinary resolution requires approval by a majority of the votes cast by shareholders who vote in respect of the resolution. At the Meeting, it will be proposed that six directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed it is the intention of the Management Designees, if named as proxy, to vote the proxies in favour of the resolution fixing the number of directors to be elected at the Meeting at six (6).**



Management recommends that Shareholders vote **FOR** fixing the number of directors of the Corporation to be elected at the Meeting at six (6) members

## 2. Election of Directors

The affairs of the Corporation are managed by its Board of Directors. The directors are elected by the shareholders annually at each annual general meeting of the shareholders and hold office until the next annual general meeting, or until their successors are duly elected or appointed or until a director vacates the director's office or his office is earlier vacated in accordance with the by-laws of the Corporation, or the provisions of the *Business Corporations Act* (Alberta) to which the Corporation is subject.

The Corporate Governance Guidelines includes a majority voting policy ("Policy") relating to the election of directors in non-contested elections. Under the Policy, each proxy for the election of directors will permit the shareholders to vote "For" or "Withhold" each individual director, and any director nominee who receives from the votes cast a greater number of "Withhold" votes than "For" votes shall promptly, following the certification of the shareholder vote, submit his or her resignation from the Board, which shall either accept or reject the resignation in accordance with the Policy. For the forthcoming year, it is proposed that the Board of Directors shall consist of six (6) members. The persons named below have been nominated for election and have consented to such nomination.

**Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the persons named in the following table to the Board of Directors.** Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies held by Management Designees will be voted for another nominee in their discretion unless the shareholder has specified in his form of proxy that his Common Shares are to be withheld from voting in the election of directors.**



Management recommends that Shareholders vote **FOR** each of the following six (6) nominees

### Director Profiles

The following provides the name and background information of each nominee, present principal occupation, principal occupations during the past five years, and positions held with the Corporation, if any.

**Michael Buker, ICD.D**

Houston, Texas, USA

**Director since:** August 2021**Status:** Independent**Committee Membership:**

Human Resources, Compensation &amp; Governance Committee



Michael Buker is the President of PHX Energy Services Corp. (PHX.TSX) or "PHX" and has been employed there since 1998. Mr. Buker has been instrumental in building PHX's operating divisions to become a top service provider and technology leader. Prior to becoming President, Mr. Buker held a variety of senior management positions including sales & marketing management, operations management, international business development as well as extensive field experience. Mr. Buker has completed the ICD-Rotman Directors Education Program and has obtained the ICD.D designation from the Institute of Corporate Directors. Mr. Buker has over 15 years' experience serving on various public and private boards.

**Equity Ownership as at May 20, 2022**

	<b>Total (#)<sup>(1)</sup></b>	<b>Total Value (\$)<sup>(2)</sup></b>
Common Shares	-	-
Deferred Share Units	82,142	80,499
<b>Total</b>	<b>82,142</b>	<b>80,499</b>

**Board & Committee Meeting Attendance from January 1, 2021 to December 31, 2021**

	<b>Attendance</b>	<b>Percentage</b>
Board	3 of 3	100%
Human Resource & Governance Committee	1 of 1	100%
<b>Overall</b>	<b>4 of 4</b>	<b>100%</b>

**Voting Results of 2021 Annual General Meeting**

	<b>Votes For</b>	<b>Votes Withheld</b>
<b>Percentage of Votes</b>	n/a	n/a

**Terry D. Freeman, FCPA, FCA, ICD.D**

Edmonton, Alberta, Canada

**Director since:** September 2009

**Chairman since:** June 2021

**Status:** Independent



Terry D. Freeman is a Fellow of the Institute of Chartered Accountants of Alberta and is Head of Investments for ATB Private Equity LP, 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).

#### Equity Ownership as at May 20, 2022

	<b>Total (#)<sup>(1)</sup></b>	<b>Total Value (\$)<sup>(2)</sup></b>
Common Shares	-	-
Deferred Share Units	102,035	99,994
<b>Total</b>	<b>102,035</b>	<b>99,994</b>

#### Board & Committee Meeting Attendance from January 1, 2021 to December 31, 2021

	<b>Attendance</b>	<b>Percentage</b>
Board	9 of 9	100%
Audit Committee <sup>(5)</sup>	4 of 4	100%
Human Resource & Governance Committee <sup>(5)</sup>	4 of 4	100%
<b>Overall</b>	<b>17 of 17</b>	<b>100%</b>

#### Voting Results of 2021 Annual General Meeting

	<b>Votes For</b>	<b>Votes Withheld</b>
<b>Percentage of Votes</b>	74.78%	25.22%

**Cory Janssen**

Edmonton, Alberta, Canada

**Director since:** February 2021**Status:** Independent**Committee Membership:**

Human Resource, Compensation &amp; Governance Committee (Chair)

Special Committee<sup>6</sup>

Cory Janssen has over 20 years' experience in technology and software development. He is the Co-Founder and Co-CEO of AltaML Inc., a Canadian artificial intelligence company that designs and implements applied AI solutions. In his current role, Mr. Janssen is responsible for overseeing AltaML's growth strategy and is actively involved in helping business leaders understand how AI can be used as a horizontal enabler to create competitive advantage. Before AltaML, Mr. Janssen was involved in several successful ventures and is best known for co-founding Investopedia.com which was sold to Forbes Media in 2007. Mr. Janssen is a current Director at Edmonton Global and serves on a number of private company boards. He holds a Bachelor of Commerce from the University of Alberta.

**Equity Ownership as at May 20, 2022**

	<b>Total (#)<sup>(1)</sup></b>	<b>Total Value (\$)<sup>(2)</sup></b>
Common Shares	-	-
Deferred Share Units	93,686	91,812
<b>Total</b>	<b>93,686</b>	<b>91,812</b>

**Board & Committee Meeting Attendance from January 1, 2021 to December 31, 2021**

	<b>Attendance</b>	<b>Percentage</b>
Board	9 of 9	100%
Audit Committee	2 of 2	100%
Human Resource & Governance Committee	3 of 3	100%
Special Committee	5 of 5	100%
<b>Overall</b>	<b>19 of 19</b>	<b>100%</b>

**Voting Results of 2021 Annual General Meeting**

	<b>Votes For</b>	<b>Votes Withheld</b>
<b>Percentage of Votes</b>	73.90%	26.10%

**Jim Rakievich, ICD.D**

Edmonton, Alberta, Canada

Director since: October 2002

Status: Non-independent



Mr. Jim Rakievich was appointed President and CEO of McCoy Global and a member of the Company's Board of Directors in 2002. With key strategic acquisitions, the launch of McCoy's innovative product line and expanding operations into the United States as well as in the Eastern Hemisphere, Mr. Rakievich has led the Company's evolution to become a provider of technical solutions and services for the global energy market.

Mr. Rakievich has more than 30 years of senior management experience: prior to his appointment as McCoy's President and CEO, Mr. Rakievich served as the Company's Vice President of Service from 1999-2001, and then as its Chief Operating Officer from 2001-2002. Prior to joining McCoy, Mr. Rakievich was Kleysen Transport's regional manager from 1987 to 1996. Mr. Rakievich completed the J.L. Kellogg Executive Development program at Northwestern University in 2001 and received his Institute of Corporate Directors (ICD.D) designation from the University of Toronto's Rotman School of Management in 2009.

**Equity Ownership as at May 20, 2022**

	<b>Total (#)</b> <sup>(1)</sup>	<b>Total Value (\$)</b> <sup>(2)(3)(4)</sup>
Common Shares	722,421	707,973
Restricted Shares	120,000	117,600
Stock Options	625,000	66,000
<b>Total</b>	<b>1,467,421</b>	<b>891,573</b>

**Board & Committee Meeting Attendance from January 1, 2021 to December 31, 2021**

	<b>Attendance</b>	<b>Percentage</b>
Board	9 of 9	100%
Audit Committee <sup>(5)</sup>	4 of 4	100%
Human Resource & Governance Committee <sup>(5)</sup>	4 of 4	100%
<b>Overall</b>	<b>17 of 17</b>	<b>100%</b>

**Voting Results of 2021 Annual General Meeting**

	<b>Votes For</b>	<b>Votes Withheld</b>
<b>Percentage of Votes</b>	73.83%	26.17%

**Alex Ryzhikov, CFA**

Montreal, Quebec, Canada

**Director since:** June 2021**Status:** Independent**Committee Membership:**

Audit Committee

Special Committee (Chair) <sup>6</sup>

Mr. Alex Ryzhikov began his investment career at Burgundy Asset Management in 2011 where he worked as an investment analyst on Burgundy's US Large-Cap team. Mr. Ryzhikov joined Ewing Morris Investment Partners in 2014 and most recently, Mr. Ryzhikov was Partner and Portfolio Manager where he was responsible for the Canadian Small-Cap fund. From January 2019 until August 2020, Alex served as a director of Apteryx Imaging (XRAY.TSX.V), a publicly listed SaaS company providing software technology to the North American dental industry.

**Equity Ownership as at May 20, 2022**

	<b>Total (#)<sup>(1)</sup></b>	<b>Total Value (\$)<sup>(2)</sup></b>
Common Shares	-	-
Deferred Share Units	85,248	83,543
<b>Total</b>	<b>85,248</b>	<b>83,543</b>

**Board & Committee Meeting Attendance from January 1, 2021 to December 31, 2021**

	<b>Attendance</b>	<b>Percentage</b>
Board	4 of 4	100%
Audit Committee	2 of 2	100%
Special Committee	5 of 5	100%
<b>Overall</b>	<b>11 of 11</b>	<b>100%</b>

**Voting Results of 2021 Annual General Meeting**

	<b>Votes For</b>	<b>Votes Withheld</b>
<b>Percentage of Votes</b>	89.65%	10.35%

**William "John" Walker**

Houston, Texas, United States

**Director since:** January 2020**Status:** Independent**Committee Membership:**

Audit Committee

Human Resource, Compensation &amp; Governance Committee

Special Committee<sup>6</sup>

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.

**Equity Ownership as at May 20, 2022**

	<b>Total (#)<sup>(1)</sup></b>	<b>Total Value (\$)<sup>(2)</sup></b>
Common Shares	-	-
Deferred Share Units	103,948	101,869
<b>Total</b>	<b>103,948</b>	<b>101,869</b>

**Board & Committee Meeting Attendance from January 1, 2021 to December 31, 2021**

	<b>Attendance</b>	<b>Percentage</b>
Board	9 of 9	100%
Audit Committee	4 of 4	100%
Human Resource & Governance Committee	4 of 4	100%
Special Committee	5 of 5	100%
<b>Overall</b>	<b>22 of 22</b>	<b>100%</b>

**Voting Results of 2020 Annual General Meeting**

	<b>Votes For</b>	<b>Votes Withheld</b>
<b>Percentage of Votes</b>	55.09%	44.91%

- (1) The information as to the Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors.
- (2) The value of common shares, restricted shares and DSUs was determined by multiplying the number of Common Shares and DSUs held by each director by the closing price of the Common Shares on the Toronto Stock Exchange on May 20, 2022 of \$0.98.
- (3) The total number of Common Shares above excludes any Common Shares purchased through the Corporation's Employee Share Purchase Plan for the period of January 1, 2021 to December 21, 2021.
- (4) The value of stock options was determined by multiplying the difference between the option's exercise price and the closing price of Common Shares on the Toronto Stock Exchange on May 20, 2022 of \$0.98 by the number of options outstanding, for any in-the-money options.
- (5) The Board Chairman and President & CEO attend all committee meetings, with the exception of the Special Committee.
- (6) The Special Committee was formed June 1, 2021 and dissolved May 9, 2022.

### 3. Financial Statements

The Board has approved the audited comparative consolidated financial statements of the Corporation for the fiscal year ended December 31, 2021 and December 31, 2020, copies of which were posted on SEDAR at [www.sedar.com](http://www.sedar.com) on March 4, 2022. Financial information related to the Corporation for the year ended December 31, 2021 is provided in these financial statements and the related Management's Discussion and Analysis.

### 4. Appointment and Remuneration of Auditors

The shareholders will be asked to vote for the re-appointment of PricewaterhouseCoopers LLP, as auditors of the Corporation. **Unless directed otherwise by a proxyholder, or such authority is withheld, the Management Designees, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of a resolution appointing PricewaterhouseCoopers LLP, Chartered Accountants, of Edmonton, Alberta, as auditors for the Corporation for the ensuing year,** to hold office until the close of the next annual general meeting of shareholders or until the firm of PricewaterhouseCoopers LLP, Chartered Accountants, is removed from office or resigns as provided by law or by the Corporation's by-laws, and authorizing the directors to fix the compensation of the auditors.



Management and the Board recommend that Shareholders vote **FOR** the appointment of PricewaterhouseCoopers LP as auditor of the Corporation.

### 5. Other Business

While there is no other business other than that mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting, or any adjournment(s) thereof, in accordance with the discretion of the persons authorized to act thereunder.**

## Compensation Discussion & Analysis

### 1. Human Resources, Compensation & Governance Committee

In 2018, the Corporation's Human Resources and Compensation Committee and Governance Committee were amalgamated as the Human Resources, Compensation & Governance Committee ("the HRC&G Committee").

One of the mandates of the HRC&G Committee is to assist the Board of Directors in fulfilling its oversight responsibilities including the following:

- Appointment, performance, and compensation of the CEO;
- Compensation structure and succession planning for key executive positions; and
- Provision guidance on the Corporation's People and Culture strategy and alignment with the overall strategic plan of the Corporation.

In addition, the Board of Directors, with oversight by the HRC&G Committee, assesses risk associated with executive compensation by actively reviewing compensation design and compensation decision making processes. The Board, through the HRC&G Committee's workplan and charter, assess and determine risk and risk level related to compensation programs embedded in the business model as well as any short-term compensation gain for executives that may create excessive risk to the Corporation.

The HRC&G Committee is satisfied that:

- The Corporation's policy and plans on compensation do not encourage any Named Executive Officer (NEO) or employee who is in a senior management or leadership position to take inappropriate or excessive risks; and
- There were not any identified risks arising from the Corporation's compensation plans or policies that would have had any negative or material impact on the Corporation.

The Corporation's compensation practices and plans are aligned with the overall business strategy and are designed in accordance with progressive people and culture practices that are focused on engagement, retention, and performance.

Further information on the HRC&G Committee and its membership is available under the Statement of Corporate Governance Practices in this Management Information Circular.

## 2. Compensation of Directors

As at the Effective Date, the Corporation has six directors, of which four are considered to be independent directors. National Instrument 58-101 provides that a director is independent if he or she would be independent within the meaning of Section 1.4 of National Instrument 52-110.

The Corporation's director compensation program is designed to address the following:

- Complexity                      The complexity of the Corporation
- Competitiveness              Attracting and retaining knowledgeable and skilled directors is a challenge in today's economic climate
- Accountability                Increasing public and shareholder demands creates more accountability, governance, and responsibility
- Contribution                 The contribution made by the director in time and expertise
- Growth                         The organization has a strategy emphasizing growth

### Director Compensation Highlights

As a direct response to the economic impact of the COVID-19 pandemic, including the significant decrease in oil and gas consumption globally and accompanying decline in oil and gas prices, the Board of Directors voluntarily reduced both their annual retainers and meeting participation fees by 25%, effective May 1, 2020 to May 1, 2021. Effective May 1, 2021 to present the Board of Directors voluntarily reduced both their annual retainers and meeting participation fees by 20%.

### Annual Retainers and Board Meeting Fees

Annual retainers and Board meeting fees are presently paid to the members of the Board of Directors who are independent directors of the Corporation on the following basis:

	Stated Annual Retainer	Reduced Annual Retainer (May 1, 2020 to May 1, 2021)	Reduced Annual Retainer (May 1, 2021 to Present)
	\$	\$	\$
Board Chair	50,000	37,500	37,500
Director, other than Board Chair	30,000	22,500	22,500
Committee Chair			
- Audit	8,000	6,000	6,400
- Human Resources Compensation & Governance	8,000	6,000	6,400
- Special Committee <sup>(1)</sup>	8,000	n/a	6,400
Committee Member			
- Audit	7,000	5,250	5,250
- Human Resources Compensation & Governance	7,000	5,250	5,250
- Special Committee	7,000	n/a	5,250

(1) In addition to the Special Committee Chair retainer set out above, during the year ended December 31, 2021 a fee of \$57,000 was paid to the Special Committee Chair in connection with the execution of a strategic review initiated in June of 2021.

	Stated Meeting Participation Fee	Reduced Meeting Participation Fee (May 1, 2020 to May 1, 2021)	Reduced Meeting Participation Fee (May 1, 2021 to Present)
	\$	\$	\$
Board Meeting	1,000	750	800
Committee Meeting:			
- Audit	1,200	900	960
- Human Resources, Compensation & Governance	1,000	750	800
- Special	1,000	n/a	800

Executive officers of the Corporation who also act as directors of the Corporation did not receive any compensation for services rendered solely in their capacity as directors, other than as paid to them in their capacity as executive officers. Directors who are US residents are compensated in US dollars. Total cash remuneration earned by non-management directors of the Corporation in their capacity as directors from January 1, 2021 until December 31, 2021 was \$339,982. The Corporation also reimburses directors for related travel and out-of-pocket expenses incurred in the course of carrying out their duties as directors.

### Directors' Deferred Share Unit Plan

The Corporation has adopted a deferred share unit ("DSU") plan for its independent directors. The DSU plan has two components: an "appointment grant" and a "continuous grant". The appointment grant is provided to each newly appointed director. The number of DSUs issued for the appointment grant is equivalent to \$50,000, at the time of the grant. The appointment grant fully vests on the third anniversary of the grant date. The continuous grant provides for an annual issue of DSUs to eligible directors. The number of DSUs issued for the continuous grant is equivalent to \$7,500, at the time of the grant. One-third of the continuous grant vests annually on the anniversary of the grant date. On the date the participant ceases to be a director of the Corporation, the participant is paid a cash amount equal to the product obtained by multiplying the number of vested DSUs by the volume weighted average closing price of the Common Shares on the Toronto Stock Exchange for the 20 trading days prior to such date. The DSU plan is a cash plan.

### Total Compensation of Outside Directors

The table below reflects in detail the total compensation earned by the independent directors during the fiscal year ended December 31, 2021:

	Fees Earned		Other <sup>(5)</sup>	Share-based Awards <sup>(1)(3)</sup>	Option-based Awards <sup>(2)</sup>	Total
	Retainer (\$)	Meeting Participation (\$)				
Michael Buker <sup>(4)</sup>	15,462	3,009	-	57,500	-	75,971
Terry D. Freeman	39,763	6,380	-	7,500	-	53,643
Cory Janssen	32,543	10,460	-	57,500	-	100,503
Carmen Loberg	16,933	5,130	-	-	-	22,063
Alex Ryzhikov	20,630	7,360	57,000	57,500	-	142,490
Christopher T. Seaver	37,145	5,235	-	7,500	-	49,880
Dale E. Tremblay	16,558	3,180	-	-	-	19,738
William J. Walker <sup>(4)</sup>	49,479	13,715	-	7,500	-	70,694

- (1) "Share-Based Award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) "Option-Based Award" means an award under an equity incentive plan of options, including, for greater certainty, stock options, share appreciation rights and similar instruments that have option-like features.
- (3) Amounts shown are the DSUs granted under the terms of the Directors' Deferred Share Unit Plan and the fair value has been determined by the Board of Directors' intended value on grant date. The value of the continuous grant is currently equivalent to \$7,500, at the time of the grant.
- (4) Directors who are residents of the United States are compensated in US dollars for fees earned. US dollar amounts have been converted to Canadian dollars at the average exchange rate in effect for the fiscal year (2021 - 1.2537)
- (5) During the year ended December 31, 2021, a fee of \$57,000 was paid to Mr. Ryzhikov in connection with the execution of a strategic review initiated in June of 2021.

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all option-based awards and share-based awards outstanding for independent directors who are not also NEOs as at the most recent financial year end, including awards granted before the most recently completed financial year.

	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options(#)	Option Exercise Price(\$)	Option Expiry Date	Value of Unexercised In-The-Money Options(\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-based Awards that have not Vested (\$) <sup>(1)</sup>	Market or Payout Value of Share-based Awards not Paid Out or Distributed (\$) <sup>(1)</sup>
Michael Buker	-	-	-	-	82,142	54,214	-
Terry D. Freeman	-	-	-	-	25,829	17,047	50,296
Cory Janssen	-	-	-	-	93,686	61,833	-
Alex Ryzhikov	-	-	-	-	85,248	56,264	-
Christopher T. Seaver	-	-	-	-	25,829	17,047	34,756
William J. Walker	-	-	-	-	98,846	65,238	3,367

- (1) The market value of the DSUs was calculated using the market value of the Common Shares as at December 31, 2021 (\$0.66).

The following table sets forth the value of option-based awards and share-based awards that vested or were earned during the most recently completed financial year for independent directors of the Corporation.

	Option-based Awards – Value Vested during the Year (\$)	Share-based Awards – Value Vested during the Year (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation – Value Earned during the Year (\$)
Michael Buker	-	-	-
Terry D. Freeman	-	7,432	-
Cory Janssen	-	-	-
Carmen Loberg	-	-	-
Alex Ryzhikov	-	-	-
Christopher T. Seaver	-	7,432	-
Dale E. Tremblay	-	-	-
William J. Walker	-	3,367	-

(1) The figures in this column are based on multiplying the number of DSUs by the market value of underlying shares on the vesting date.

The significant terms of the Option Plan and the DSU plan are disclosed in this Management Information Circular under "Securities Authorized for Issuance under Equity Compensation Plans" and "Directors' Deferred Share Unit Plan", respectively.

### 3. Compensation of Executive Officers

#### Compensation Philosophy and Objectives

The Board of Directors' philosophy on total rewards is to ensure that the Corporation's executives are rewarded for achievement of the Corporation's strategic plan and financial results. In addition, executive compensation at the Corporation is established based on individual contribution and performance, relevant external labour markets and the following principles:

- Aligning executive goals to the interests of the organization and shareholders;
- Motivating and rewarding executives to exceed business objectives, performance, and growth; and
- Providing for the attraction and retention of superior executive talent.
- Supports the health and well-being of the executive team members

#### Executive Compensation Highlights

- As a direct response to the economic impact of the COVID-19 pandemic, including the significant decrease in oil and gas consumption globally and accompanying decline in oil and gas prices, the Executive voluntarily reduced their base compensation. Effective May 1, 2020 to May 1, 2021 the President & CEO's base compensation was reduced by 25%, while the base compensation of other Executives was reduced by 20%. Effective May 1, 2021 to present the President & CEO's base compensation was reduced by 20%, while the base compensation of other Executives was reduced by 15%.
- In response to the prolonged down-cycle and continued suppression of oil and natural gas prices and drilling activity, the Executive Officers elected to:

- Suspend any annual bonus or short-term incentive plan ("STIP") awards accruing for the years ended December 31, 2016 to present in response to the prolonged down-cycle and continued suppression of oil and natural gas prices and drilling activity; and
- Suspend the Corporation's retirement savings plan matching contributions effective January 1, 2016 to present.
- The Corporation does not:
  - Provide "single-trigger" change-of control cash payments;
  - Allow repricing of underwater options;
  - Provide excessive perquisites
- The Corporation has adopted a clawback policy as follows:

*"The board of directors ("Board") of McCoy Global Inc. ("McCoy" or the "Company") has set forth this clawback policy (the "Policy") which specifies the consequences with respect to incentive awards in the event of negligence, fraud or willful misconduct resulting in a restatement of the Company's financial statements. This Policy provides that where there is a restatement of the financial results of the Company for any reason other than a restatement caused by a change in applicable accounting rules or interpretations, and, in connection with such restatement an executive officer engaged in negligence, fraud or willful misconduct, the Board or the Human Resources, Compensation & Governance Committee ("HRCGC") may: (a) require that the executive officer return or repay to the Company, or reimburse the Company for, all or part of the after-tax portion of any excess compensation; and/or (b) cause all or part of any awarded and unpaid or unexercised performance-based compensation (whether vested or unvested) that constitutes excess compensation for such executive officer to be cancelled.*

*For purposes of this Policy, "excess compensation" means the difference between the amount or value of any performance-based compensation actually paid or awarded to an executive officer and the amount or value that would have been paid or awarded as calculated or determined based on the financial statements of the Company as restated. "Performance-based compensation" includes all bonuses and other incentive compensation that is paid or awarded to any executive officer based in whole or in part on the application of performance criteria or financial metrics measured during the applicable period preceding the applicable restatement as determined by the Board or the HRCGC, and includes incentive compensation awarded or paid in any form, including cash or equity-based, whether vested or unvested."*

## **Compensation Elements and Positioning**

Executive total compensation is defined as base pay, annual bonus program or STIP, and equity incentive or long-term incentive plan ("LTIP"). The combination of these elements, specifically the STIP and LTIP, provide the executive with reward for the successful execution of the Corporation's strategic plan.

## **Benchmarking Practices**

The Corporation uses publicly available salary information to form the base comparison and review of executive compensation.

## **Base Salary**

Base salaries for identified executive positions are targeted at the median or average base of the established comparator group. The Corporation conducts periodic reviews of organizations, of the target market, to identify the appropriate base salary for identified positions. Actual base salary for the executives is tied to the position's scope in the organization, overall competency, position complexity, performance, and retention risk.

## **Non-Equity Incentives**

While the Board wants to ensure the Corporation's executives receive fair base pay compensation, greater emphasis is placed on variable rewards, both STIP and LTIP, to motivate short and long-term results.

Annual bonus payouts have assigned maximums based on a percentage of salary specific to the executive's position with the Corporation. The Corporation's Board of Directors and executive management elected to suspend any STIP payments for the years ended December 31, 2019, 2020 and 2021 in response to the prolonged down-cycle and continued suppression of oil and natural gas prices and drilling activity.

Position	Maximum Bonus as a Percentage of Salary	Voluntarily Elected Bonus as a Percentage of Salary
President & Chief Executive Officer	125%	0%
Vice President, Marketing & Technology	100%	0%
Vice President & Chief Financial Officer	100%	0%

Historically, annual bonus was measured by a combination of financial measures and individual objectives.

The financial measure component of STIP included:

- Net earnings as a percentage of revenue;
- Adjusted EBITDA (net earnings (loss), before depreciation of property, plant and equipment; amortization of intangible assets; income tax expense (recovery); finance charges, net; provisions for excess and obsolete inventory; other losses (gains), net; restructuring charges; share-based compensation; and impairment losses) as a percentage of revenue; and
- Return on invested capital.

The amount of the STIP award for each financial measure was then determined based on actual financial performance by the Corporation, up to a maximum award for any individual financial measure.

## Equity Incentives

Equity incentives, namely the LTIP, are established as a component of total compensation and are designed to align the executives with the longer-term interests of the Corporation and the shareholders. The LTIP provides the executive with the opportunity for additional compensation based on achieving the long-term strategy and growth of the Corporation. The LTIP consists of the corporation stock option and restricted share plan.

The Corporation emphasizes stock options and restricted shares in executive compensation as they allow executive officers to share in positive corporate results. The President & Chief Executive Officer recommends to the Board stock options and restricted shares proposed to be granted to other employees. As part of its review of executive compensation the HRC&G Committee recommends to the Board stock options and restricted shares proposed to be granted to executives. In this review, previous grants of stock options and restricted shares are considered when recommending new grants.

The HRC&G Committee, with approval of the Board, established a stock option plan in 2011. The Board has the authority to amend or discontinue the stock option plan. On March 11, 2015, the Board adopted a policy such that, beginning in fiscal 2015, there will no longer be automatic annual grants of stock options to executives. Rather, stock options will be granted to the executives of the Corporation at the discretion of the Board. No stock options were granted to the Executive in 2021.

The HRC&G Committee, with approval of the Board, established a restricted share plan in 2018. The Board has the authority to amend or discontinue the restricted share plan.

### Summary of Executive Compensation

The following table summarizes the total compensation paid to individuals who were acting as, or were acting in a capacity similar to, a Chief Executive Officer or Chief Financial Officer and the three most highly compensated executive officers whose total compensation exceeded \$100,000 per annum (the "Named Executive Officers") during the financial year ended December 31, 2021, including their respective total compensation acting as an executive officer during the financial years ended December 31, 2020 and December 31, 2019.

Name and Principal Position <sup>(7)</sup>	Year	Salary (\$)	Non-Equity Incentive Plan Compensation (STIP) (\$)	Equity Incentive Plan Compensation (LTIP) (\$)		All Other Compensation (\$) <sup>(2)</sup>	Total Compensation (\$)
				Option-based Awards (\$) <sup>(1)</sup>	Restricted Share Plan Awards (\$) <sup>(3)</sup>		
Jim Rakievich President & Chief Executive Officer	2021	333,077	-	-	90,000	70,827	493,904
	2020	350,000	-	-	-	76,026	426,026
	2019	400,000	-	87,600	-	95,000	586,600
Lindsay McGill Vice President & Chief Financial Officer	2021	183,159	-	-	67,500	25,760	276,419
	2020	188,346	-	-	14,500	23,744	212,090
	2019	207,500	-	54,750	-	29,360	291,610
Bing Deng Vice President Marketing & Technology	2021	176,539	-	-	67,500	25,000	269,039
	2020	181,539	-	-	14,500	25,513	207,052
	2019	200,769	-	54,750	-	35,038	290,557

- (1) "Option-Based Award" means an award under an equity incentive plan of options, including, for greater certainty, stock options, share appreciation rights and similar instruments that have option-like features. The "grant date fair value" has been determined by using the Black-Scholes option pricing model. Calculating the value of stock options using the Black-Scholes option pricing model is very different from a simple "in-the-money" value calculation. In fact, stock options that are well out-of-the-money can still have a significant "grant date fair value" based on a Black-Scholes option pricing model, especially where, as in the case of the Corporation, the price of the Common Share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation.
- (2) "All Other Compensation" is defined as allowances and the employer contributions of the Corporation's Retirement Savings Plan, ESPP and benefits. For more details please see "Other Forms of Compensation" in this Management Information Circular.
- (3) Restricted Share Plan award is calculated using restricted share units granted multiplied by the share price on the issuance date.

## Outstanding Option-Based Awards

The following table sets forth details of all option-based awards outstanding for NEOs as at the most recent financial year end:

Name	Option-based Awards			
	Number of Securities Underlying Unexercised Options(#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) <sup>(1) (2)</sup>
Jim Rakievich	200,000	3.74	March 17, 2025	-
President & Chief Executive Officer	150,000	1.88	March 18, 2026	-
	75,000	2.05	January 6, 2027	-
	200,000	0.65	December 12, 2029	2,000
Lindsay McGill	75,000	1.10	December 11, 2028	-
Vice President & Chief Financial Officer	125,000	0.65	December 10, 2029	1,250
Bing Deng	50,000	1.88	March 18, 2026	-
Vice President, Marketing & Technology	25,000	2.05	January 6, 2027	-
	75,000	1.10	December 11, 2028	-
	125,000	0.65	December 10, 2029	1,250

(1) Unexercised "in-the-money" options refer to the options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the option.

(2) The aggregate of the difference between the market value of the Common Shares as at December 31, 2021, being \$0.66 per Common Share, and the exercise price of the options.

## Incentive Plan Awards

The following table sets forth the value of option-based awards that vested or were earned during the most recently completed financial year for NEOs.

Name	In-The-Money Option-based Awards - Value Vested During the Year (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation - Value Earned During the Year (\$)
Jim Rakievich, President & Chief Executive Officer	800	-
Lindsay McGill, Vice President & Chief Financial Officer	500	-
Bing Deng, Vice President, Marketing & Technology	500	-

(1) The figures in this column are based on the difference between the market price of the options at the vesting dates and the exercise price. Figure excludes options where no value was created on vesting date.

## **Other Forms of Compensation**

### *Benefits and Allowances*

The Corporation's executive officers may choose to participate in the Corporation's employee benefit program which includes extended health care, dental, life and disability insurance. A portion of the costs of the premiums are paid by the employee and a portion of the premium costs are paid by the Corporation. In addition, the executive officers receive a spending account, to a maximum of \$5,000 in accordance with applicable laws and regulations.

The Corporation provides the executive officers a vehicle allowance to assist with travel expenses incurred during the normal course of business operations. These benefits and allowances are designed to be competitive with equivalent positions comparable in the targeted industry.

### *Retirement Benefits*

The Corporation's executive officers are eligible to participate in the Corporation's retirement savings plan. Under the plan the Corporation matches 100% of the participant's contributions to a maximum of 3.0% of base salary. These programs are available to all regular full-time employees at the same contribution levels. The other executive officers may contribute up to an additional 2% of base salary, above the Corporation's employee plans, to a maximum of 5.0% of base salary and the Corporation matches this amount to a company maximum of 5.0%, or the annual maximum in accordance with applicable laws and regulations.

A retirement savings program has been designed for Jim Rakievich providing for a company contribution of 10% of base salary with Mr. Rakievich contributing 2.5%. For contributions in excess of the maximum retirement savings plan amounts, as defined by the applicable laws and regulations, the Corporation funds a retirement compensation arrangement (RCA).

For 2016 through 2021, the Corporation suspended its matching contribution, with the exception of Mr. Rakievich's RCA.

The Corporation does not have a registered pension plan, or a deferred compensation plan for its executive officers.

### *Employee Share Purchase Plan*

Under the Corporation's Employee Share Purchase Plan ("ESPP"), the Corporation matches a portion of the participant's contributions to a maximum of 2.0% of base salary. The Corporation's matching obligation is dependent on the employee's contribution years in the plan: less than one year a 33% match; between one and three years a 67% match; between four and seven years a 100% match; and greater than eight years a 133% match. This program is available to all regular full-time employees and may, if available, be directed to: a non-registered account; a registered retirement savings plan account; or a registered tax-free savings account. The amounts are considered vested immediately, however the employee is restricted from accessing the Corporation's matching amount for 12 months following the purchase. In addition, the plan 'penalizes' transfers or withdrawals prior to 5 years' service in the plan and every five years thereafter. Any transfer or withdraw of Common Shares from the plan will result in the matching level being reset to the 33%.

Notwithstanding the above, the Board requires the Corporation's executive officers to contribute 5.0% to the ESPP. The Corporation matches this amount according to the contribution years in the plan. Matching contributions are not made by issuing shares from treasury.

### *Termination and Change of Control Agreements*

The employment agreement for all NEOs provides for severance in the event of termination without cause or permanent disability. The severance amount is the greater of a one-time lump sum amount equal to twelve (12) months' notice plus one additional month of notice for each complete year of service after 12 complete years of service, to a maximum of eighteen (18) months' notice, or pay in lieu of that notice, calculated as follows: (i) the applicable number of month's annual base salary; (ii) an amount equal to twenty (20%) percent of the base salary to compensate for loss of benefits and perquisites; (iii) an amount equal to the average of the three (3) years' STIP payments or an amount equal to 50% of the annual base salary, whichever is greater; and (iv) an amount equal to the STIP payment earned (if any) for the fiscal year in which the termination date occurs, pro-rated as of the termination date and paid after the end of the relevant fiscal year per policy. The employment agreement also contains a change in control clause, defined as one of the following events occurring: (i) a transaction or series of transactions resulting in the sale, transfer, conveyance, lease or exchange by the Corporation of all or substantially of its assets; (ii) the acceptance by the Corporation's shareholders of any offer, whether by way of a takeover bid or otherwise, representing in the aggregate fifty percent (50%) or more of all of the issued and outstanding Shares; (iii) a transaction or series of transactions resulting in the acquisition, by whatever means, by a person (or two or more persons who, in such acquisition, have acted jointly or in concert or intend to exercise jointly or in concert any voting rights attaching to the Shares acquired), directly or indirectly, of beneficial ownership of such number of Shares or rights to Shares, which together with such person's then-owned Shares and rights to Shares, if any, represent (assuming the full exercise of such rights) fifty percent (50%) or more of the combined voting rights attached to the then-outstanding Shares; (iv) the entering into of any agreement by the Corporation to merge, consolidate, restructure, amalgamate, initiate an arrangement or be absorbed by, into or with another corporation which is not an affiliate (as defined under applicable securities laws) of the Corporation; (v) the circumstances in which individuals who were members of the Board of Directors immediately prior to a meeting of the shareholders involving a contest for the election of directors no longer constitute a majority of the Board at any time within the subsequent twelve (12) months following such meeting; or (vi) such other transaction or series of transactions which the Board of Directors, acting reasonably, by resolution deems to be a Change of Control Event. For a period of twelve months following a change of control event, if the Corporation terminates any NEO employment without cause or a NEO terminates their employment for "Good Reason", the NEO is entitled to the severance pay as above.

The following table summarizes the benefits for all NEOs:

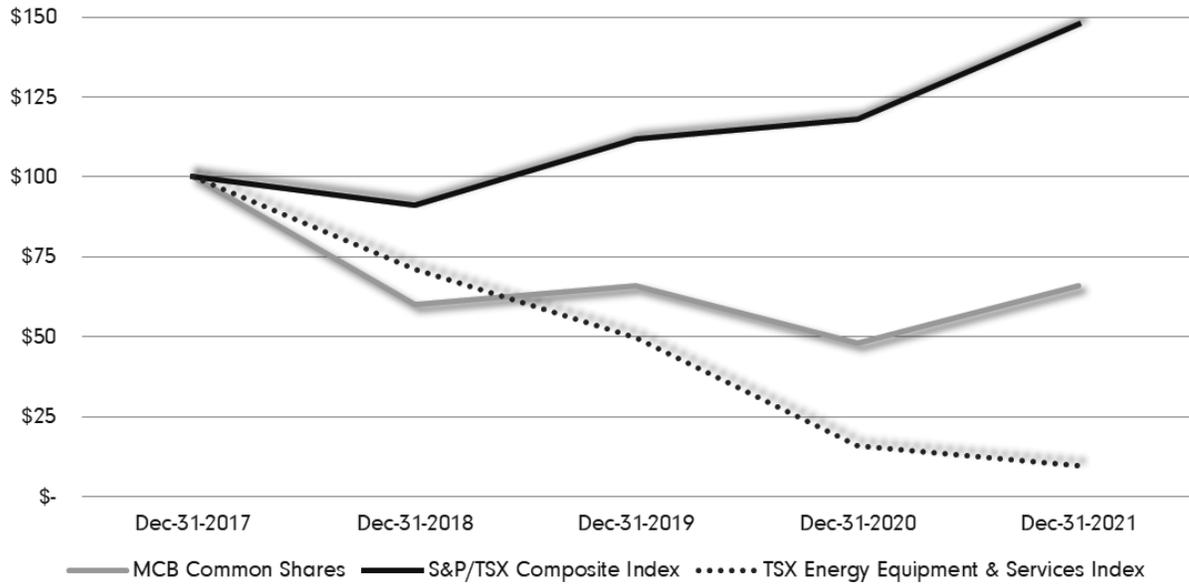
Type of Termination or Change of Control	Base Salary	Short-Term Incentive Plan	Benefits
Resignation	None	None	None
Termination by Employer (involuntary, not for cause)	Base salary is paid out as a one-time lump sum amount equal to twelve (12) months' notice plus one additional month of notice for each complete year of service after twelve (12) complete years of service, to a maximum of eighteen (18) months' notice	Payment equal to the average of the three (3) years' STIP payments or an amount equal to 50% of the annual base salary, whichever is greater; and an amount equal to the STIP payment earned (if any) for the fiscal year in which the termination date occurs, pro-rated as of the termination date and paid after the end of the relevant fiscal year	Payment equal to twenty (20%) percent of the base salary to compensate for loss of benefits and perquisites
Termination for cause	None	None	None
Change in Control	Consistent terms to that of involuntary termination if termination for "Good Reason" occurs within twelve (12) months from the date of change in control	Consistent terms to that of involuntary termination if termination for "Good Reason" occurs within twelve (12) months from the date of change in control	Consistent terms to that of involuntary termination if termination for "Good Reason" occurs within twelve (12) months from the date of change in control

The following table illustrates the total severance payable for each NEO if termination occurred on December 31, 2021:

Name	Base Salary Lump Sum Payment (\$)	Short-term Incentive Plan Payment (\$)	Loss of Benefits Payment (\$)	Total Severance Payment (\$)
Jim Rakievich President & Chief Executive Officer	600,000	200,000	80,000	880,000
Lindsay McGill Vice President & Chief Financial Officer	207,500	103,750	41,500	352,750
Bing Deng Vice President, Marketing & Technology	200,000	100,000	40,000	340,000

#### 4. Performance Graph

The following graph compares cumulative shareholder return commencing on December 31, 2017 and ending on December 31, 2021 (assuming a \$100 investment was made on December 31, 2017) with the cumulative total return of S&P/TSX Composite Index and TSX Energy Equipment and Services Index. This assumes all dividends paid by the Corporation were re-invested in the Corporation's Common Shares.



## Securities Authorized for Issuance under Equity Plans

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at May 20, 2021:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Outstanding Securities Reflected in Column 1)
Equity compensation plans approved by security holders, including both the Stock Option Plan and the Restricted Share Plan	2,055,000 Common Shares	\$1.18 per Common Share	770,250 Common Shares
Equity compensation plans not approved by security holders	Nil	-	Nil
<b>Total</b>	<b>2,055,000 Common Shares</b>	<b>\$1.18 per Common Share</b>	<b>770,250 Common Shares</b>
Total as a percentage of issued and outstanding common shares	7.17%	-	2.73%

The following table sets forth the annual burn rate of the Corporation's stock options over the past three fiscal years:

Burn rate <sup>(1)</sup>	2021	2020	2019
Burn rate	-%	0.04%	2.82%

(1) Burn rate is calculated as at December 31, 2021 by dividing the number of awards granted under the arrangement during the applicable fiscal year by the average number of shares outstanding for the applicable fiscal year. The following table sets forth the annual burn rate of the Corporation's restricted shares over the past three fiscal years:

Burn rate <sup>(2)</sup>	2021	2020	2019
Burn rate	2.07%	1.48%	-%

(2) Burn rate is calculated as at December 31, 2021 by dividing the number of restricted granted under the arrangement during the applicable fiscal year by the average number of shares outstanding for the applicable fiscal year.

## Statement of Corporate Governance Practices

Corporate Governance Practices relates to the activities of the Board, the members of which are elected and are accountable to the Corporation's shareholders, and take into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board and senior management considers good corporate governance to be central in the effective and efficient operation of the Corporation.

Pursuant to the provisions of National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") issuers are required to disclose their corporate governance practices annually and provide guidance on corporate governance practices respectively. The Board has reviewed its practices relative to the new guidelines and offers the following summary.

### 1. Board of Directors

Pursuant to NI 58-101, a director is independent if the director would be considered independent within the meaning contained in section 1.4 of National Instrument 52-110 ("NI 52-110") which states that a director is independent if he or she has no direct or indirect relationship with the Corporation which could, in the view of the Corporation's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

As at the Effective Date, the Board is comprised of seven (7) directors, six (6) of whom the Board has determined are independent. In assessing whether a director is independent for these purposes, the circumstances of each director have been examined in relation to the factors described in NI 52-110. Eighty-six percent (86%) of the directors are independent.

Director	Independence Status	Basis for Determination of Independence
Michael Buker	Independent	Not applicable - no material relationship
Terry D. Freeman, Chair	Independent	Not applicable - no material relationship
Cory Janssen	Independent	Not applicable- no material relationship
Jim Rakievich, President & CEO	Not independent	Is considered to have a material relationship with the Corporation by virtue of his current executive officer position with the Corporation
Alex Ryzhikov	Independent	Not applicable - no material relationship
Christopher T. Seaver <sup>(1)</sup>	Independent	Not applicable - no material relationship
William. J. Walker	Independent	Not applicable - no material relationship

- (1) In accordance with the agreement between Burgunday Asset Management Ltd and the Corporation, dated April 22, 2021, Mr. Christopher T. Seaver is not running for re-election to the Board of Directors at the Corporation's 2022 AGM.

The Corporation has taken steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management. Each Board meeting concludes with an *in-camera* session which excludes management and management directors. These sessions are of no fixed duration and participating directors are encouraged to raise and discuss any issues of concern. The independent directors may choose to meet privately at any time, either following an in-camera session or at another time of their choosing.

Currently, the Board is satisfied that it exercises its responsibilities for independent oversight of management. The ability to establish ad hoc committees comprised solely of independent directors provides the Board with the ability to meet independently of management whenever deemed necessary or appropriate and the chair of each such ad hoc committee provides leadership for such committee.

Directors and officers of the Corporation are required to declare any material conflict or potential conflict of interest, either in writing to the Corporation or to the Board or by request to have the nature and extent of his or her interest entered in the minutes of the Board meeting. A director having declared such an interest shall abstain from voting on any resolution approving the arrangement. The disclosure requirements for directors and officers are in accordance with the *Business Corporations Act* (Alberta). Similarly, any related-party transactions must be approved by the non-related directors and appropriately disclosed to the public.

The following table sets out details of directorships currently held by each director of the Corporation in reporting issuers other than the Corporation:

Name of Director	Name of Public Corporation(s)	Market (if applicable)
Micheal Buker	Nil	n/a
Terry D. Freeman	Vertex Resource Group Phoenix Technology Services	TSX:V TSX
Cory Janssen	Nil	n/a
Jim Rakievich	Nil	n/a
Alex Rzyhikov	Nil	n/aX
Christopher T. Seaver <sup>(1)</sup>	Exterran Corporation Oil States International Inc.	NYSE NYSE
William. J. Walker	Nil	n/a

(1) In accordance with the agreement between Burgunday Asset Management Ltd and the Corporation, dated April 22, 2021, Mr. Christopher T. Seaver is not running for re-election to the Board of Directors at the Corporation's 2022 AGM.

## **2. Board Mandate**

The primary responsibility of the Board is to foster the long-term success of the Corporation.

While the Board is responsible for the "management of the business and affairs of the Corporation", this is done by proxy through the President and Chief Executive Officer, who is charged with the day to day management of the Corporation.

In performing its function, the Board also considers the legitimate interest which shareholders and other stakeholders have in the Corporation by supervising the conduct of its business. The Board, through the President and Chief Executive Officer, will set standards of conduct for the Corporation and ensure the safety of its operations.

The Board has delineated the roles and responsibilities of the Board and the President and Chief Executive Officer. The President and Chief Executive Officer's employment agreement further defines his specific role and responsibilities. While the Board is responsible for the management of the business and affairs of the Corporation, this is accomplished in part by delegation to the President and Chief Executive Officer who is charged with the day-to-day management of the Corporation. The President and Chief Executive Officer reports directly to the Board and has responsibility for the leadership and management of the Corporation within the parameters adopted by the Board.

The following table provides a description of how the Board has delineated various roles and responsibilities between it and the Corporation's President and Chief Executive Officer. The Board Mandate was reviewed by the Governance Committee in place in 2011 and revisions were recommended to the Board and approved.

## Roles & Responsibilities of the President & CEO

Responsibility	Board	President & CEO
Written medium and long range strategic plan	Participate and Approve	Develop and Execute
Overall integration of business units	Review	Define and Execute
Ensure the timely preparation and review of:		
Annual operating budgets and plans	Approve	Develop
Annual capital budgets and plans	Approve	Develop
Annual financial statements	Approve	Prepare
Quarterly financial statements	Approve	Prepare
Management, take-over and directors' circulars	Approve	Prepare
Operate within all applicable laws and regulations and file all required Public Company documents	Review	Define and Execute
Appoint auditors	Recommend	Review
Adequate internal controls and management information systems	Review and Approve	Develop and Implement
Compliance with Business Code of Conduct	Review	Monitor
Issuance and acquisition of corporation securities	Approve	Develop
Adopt, amend or repeal articles	Approve	Develop
Communication plan:	Approve	Develop
Investor Relations	Approve	Develop
Significant or material developments	Approve	Develop
Governance Practices	Prepare and Develop	
Ensure principal risks are identified and effectively managed	Review and Approve	Define
Ensure a strong, capable management team is in place:		
President and Chief Executive Officer, role and responsibilities and compensation	Define and Engage	
Senior management, role and responsibilities and compensation	Approve	Define and Engage
Succession and training plan	Approve	Define and Engage
Safety of employees	Review	Define and Execute
Business acquisitions	Approve	Develop and Execute
Business dispositions	Approve	Develop and Execute
Exercise statutory duties and obligations under the law:		
Employment	Approve	Define
Environmental	Approve	Define
Statutory Remittances	Approve	Define
Board of Directors:		
Size	Define	
Compensation	Define	
Board vacancy	Appoint	
Chairs, committees and mandates	Define and Appoint	
Education and orientation	Define and Implement	
Corporate Governance	Define and Adopt	
Expectations and Responsibilities of Board members	Define and Adopt	

### ***Strategic Planning and Principal Risks***

The Board reviews and approves an annual plan (operating and capital budgets) of the Corporation prepared by management. The annual plan sets out the material corporate and financial objectives, plans and actions of the Corporation and sets out and takes into account the opportunities and risks of the Corporation's businesses. The Board is kept current on the Corporation's progress towards achieving these objectives through detailed monthly financial statements and the President's Report to the Board which is delivered in advance of each scheduled Board meeting. It is the responsibility of the President and CEO of the Corporation to initiate the strategic planning process and it is the responsibility of the Board to support the strategic planning activities of the President and CEO. The Board reviews and approves any major policy initiatives and strategic decisions. The Board has also implemented a strategic planning process which includes a formal Board session.

### ***Policy Review, Financial Reporting and Disclosure***

The Board oversees the integrity and effectiveness of the Corporation's Disclosure and Confidentiality, Disclosure Controls and Procedures, Insider Trading Policies and the Corporation's Business Code of Conduct and, in conjunction with the Disclosure Committee, undertakes a review of such policies annually and revises them as appropriate with input from management. The Board also monitors and oversees all aspects of the Corporation's financial reporting and disclosure. Finally, the Board requires all news releases and reports to shareholders containing financial information regarding the Corporation to be reviewed by the Audit Committee prior to their public release.

### ***Internal Controls and Management Information Systems***

The Audit Committee is responsible for overseeing the adequacy and effectiveness of the Corporation's internal controls and management information systems. Any deficiencies or concerns are reported to the full Board.

### ***Management Evaluation and Succession Planning***

The HRC&G reviews and assesses the performance of the President and Chief Executive Officer and, with the President and Chief Executive Officer, the performance of executive officers who report to the President and Chief Executive Officer and establishes and recommends for approval to the Board the compensation packages of the President and Chief Executive Officer and other executive officers of the Corporation. The HRC&G Committee is charged with committee oversight of the succession plan for the President and Chief Executive Officer and other executive officers and periodically report to the Board on such succession plan.

### ***Expectations and Responsibilities of Board Members***

Directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of shareholders. They must be in good standing with respect to financial matters and all applicable laws, regulations and statutes. Directors must have mature judgment and demonstrated ability to provide leadership and relevant expertise, industry knowledge, or marketing acumen. Directors should possess knowledge of securities regulations, disclosure requirements and other corporate governance principles as appropriate for a TSX listed public company. Directors must be able to devote sufficient time to effectively fulfill their responsibilities and duties and must be willing to limit their other activities to ensure this ability. Consistent with the importance of Board responsibilities, each director is expected to be familiar with the Corporation's business and public disclosures, to review in advance of Board meetings all related materials distributed to the Board and to attend and participate in meetings of the Board and meetings of any committee of which such director is a member.

### ***Board Approval***

The Board reviews and approves various corporate documents and transactions including the annual plan (budget); the annual financial statements and associated public disclosure materials; all capital expenditures; all mergers, business acquisitions and dispositions; all material borrowing and banking arrangements; equity financings of the Corporation; the purchase and redemption of securities; any changes to the by-laws or articles of the Corporation; the recruitment, and if necessary, the termination of the President and Chief Executive Officer; all major strategic and policy decisions; and any other matter specified by the Board as requiring its approval.

### ***Shareholder Communication with the Board***

Shareholders may communicate directly with non-management directors through the Vice President & Chief Financial Officer, by writing to:

Ms. Lindsay McGill  
Vice President & Chief Financial Officer  
McCoy Global, Inc.  
#201, 9910 39 Avenue NW  
Edmonton AB T6E 5H8  
[lmcgill@mccoyglobal.com](mailto:lmcgill@mccoyglobal.com)

## **3. Position Descriptions**

The Board has adopted the following position descriptions for the Chair of the Board and the Chair of each Committee of the Board. The position description for the President & CEO is provided in the table above titled "Roles & Responsibilities of the Board and President & CEO."

### **Chair of the Board of Directors**

In addition to the Chair's responsibilities as a director of the Corporation, as provided by the *Business Corporations Act* (Alberta) (the "Act"), and the Corporation's By-Laws, the Chair shall also have specific duties and responsibilities as set out below. In addition, the Chair shall have other such powers and duties as the Board may specify.

#### *Provisions of the Corporation's By-laws:*

"The Chair of the Board of Directors (the "Board") shall be a director and shall have such other duties and powers as the directors may specify and delegate. During the absence or disability of the Chair of the board, his duties shall be performed and his powers exercised by the Vice-Chair of the Board or by the President or by any other director designated by the directors.

The Chair of any meeting of the directors shall be the first mentioned of such of the following persons as has been appointed and who is a director and is present at the meeting: Chair of the Board, Vice-Chair of the Board, or President. If no such person is present, or if such persons decline to act, the directors present shall choose one of their numbers to be Chair."

#### Responsibilities

The Chair must act in the best interests of the Corporation and the shareholders within applicable legislation and best practices in corporate governance.

The Chair must set the appropriate atmosphere for the Board and its members, and will require a combination of relationship and consensus building skills to do so. The Chair must encourage directors to participate in healthy debate and take independent viewpoints when appropriate. The Chair must also provide the

guidance and leadership to support a group perspective. Such an atmosphere is intended to promote ethical and responsible decision making, proper oversight of management and best practices in corporate governance.

#### Specific Undertakings

The Chair is specifically responsible to ensure that the following actions occur:

- (i) times and places of meetings of the Board and shareholders are determined and disseminated to appropriate parties;
- (ii) the Board meets a minimum of four times a year plus as many additional times as required to carry out its duties;
- (iii) the shareholders meet at least once annually and any other additional times as may be required by law or circumstances;
- (iv) all business required to be brought before a meeting of shareholders is brought before a meeting of shareholders;
- (v) all business required to be brought before the Board is brought before the Board in a manner that facilitates the Board in the performance of its duties to manage, or supervise the management of, the business and affairs of the Corporation;
- (vi) all business on the agenda of any Board or shareholder meeting is discussed, the discussion is closed, and the matter is brought to resolution as required;
- (vii) all meetings of the Board and shareholders are presided over by the Chair or allowable alternate;
- (viii) the Board meets, or has the opportunity to meet, at regular intervals without management present;
- (ix) the Board and its members and Board Committees are given leadership to assist with effectively carrying out their duties and responsibilities;
- (x) the President and Chief Executive Officer receives counsel and support from the Chair, the Board and its members; and
- (xi) alternative views of the Board members are given due consideration.

#### **Chair of the Audit Committee**

The primary functions of the Audit Committee are to fulfill the Board's oversight responsibilities as they relate to the Corporation's accounting policies, internal controls, disclosure controls, financial reporting practices, and legal and regulatory compliance.

#### Responsibilities

The Audit Committee Chair is appointed annually or more frequently if required, by the Board. The Chair is charged with oversight of the Committee. Oversight responsibilities include convening and presiding over Committee meetings and taking the lead role as a member of the Board in dealings with the external auditor.

#### Specific Undertakings

The Chair is specifically responsible to ensure that the following actions occur:

- (i) meetings are scheduled in sufficient number and at appropriate times of the year to facilitate proper continuous disclosure of the Corporation's financial performance and related documents;
- (ii) Committee members are kept current with any changes in the CICA Handbook that pertain to the Corporation;
- (iii) all disclosure documents that are required to be reviewed and approved by the Committee are reviewed, amended as required and approved;
- (iv) all members of the Committee are independent and financially literate within the guidelines of National Instrument 52-110 (*Audit Committees*);
- (v) new members to the Committee are recommended based on relevant education and experience;
- (vi) the Committee's findings, conclusions and recommendations are reported to the Board;
- (vii) an annual self-evaluation of the Committee is undertaken and the results reported to the Board;
- (viii) the Committee's terms of reference are reviewed at least annually and any proposed changes are recommended to the Board for approval;
- (ix) management is able to communicate with the Committee through the Chair during the intervals between scheduled meetings; and
- (x) the Chief Financial Officer receives counsel and support from the Chair, and the Committee's members.

#### **Chair of the Human Resources, Compensation and Governance (HRC&G) Committee**

The primary function of the HRC&G Committee is to assist the Board of Directors with all corporate governance related matters and in fulfilling its oversight responsibilities in relation to the Corporation's overall compensation and human resource philosophy.

The HRC&G Committee is responsible for reviewing, reporting and making recommendations to the Board on matters of human resources, corporate governance, Board composition, Board succession, and the formation and membership of committees. The Committee has the responsibility to address governance issues; and also holds the responsibility of identifying, recruiting, nominating, endorsing, recommending appointment of, and orienting new directors. The Committee is also responsible for the content and application of the Corporation's Code of Conduct and the disclosure of the Corporation's corporate governance practices in response to legal and regulatory requirements. Other responsibilities of the Committee include ensuring that the mission and strategic direction of the Corporation is reviewed annually and that the Board and its committees carry out their functions in accordance with due process. The Committee is also responsible for assessing the effectiveness of the Board as a whole, the committees of the Board, and the contribution of each individual director. This also includes the assessment of the performance and compensation of the Chief Executive Officer and other officers. The Committee shall consist of at least three unrelated directors.

#### **Responsibilities**

The Chair of the HRC&G Committee bears primary responsibility for leading the Committee and is charged with oversight of the Committee. Oversight responsibilities include convening and presiding over Committee meetings. The Chair is appointed annually by the Board from the Committee's members and is responsible to schedule meetings of the Committee and establish the agenda and any related documents for the meetings. The Chair must provide leadership in developing and amending the Corporation's compensation philosophy and encourage orderly discussion among the Committee members. The Chair is responsible for reporting significant developments to the Corporation's Board.

### Specific Undertakings

The Chair is specifically responsible to ensure the following actions occur:

- (i) the Committee is convened at least three times per year and an agenda is distributed in advance of the meeting;
- (ii) the annual *Report on Executive Compensation* is reviewed and, if required, amended, prior to inclusion in proxy materials;
- (iii) provides regular reports to the Board regarding the Committee's activities and decisions;
- (iv) the Committee's terms of reference are reviewed at least annually and any proposed changes are recommended to the Board for approval;
- (v) ensures periodic self-evaluations of the Committee's functions are performed and communicated to the Board;
- (vi) revises and provides recommendations to the Board on the Corporation's compensation philosophy, policies and guidelines, including controversial executive compensation practices;
- (vii) advises and gives counsel to other Board members of the Corporation on matters of compensation, reviews major activities and plans to ensure conformity with the Board's view on corporation compensation philosophy and policy;
- (viii) presents any proposed changes in major policies of the Corporation for Board action;
- (ix) retains and works with outside consultants and other advisors when necessary;
- (x) promotes legal and regulatory compliance in the Committee's activities;
- (xi) succession plans for the officers and for key employees of the Corporation are in place;
- (xii) manages meetings so that there is adequate time for review and discussion of all matters;
- (xiii) ensures that all members of the Board have been informed of and are aware of their duties and responsibilities as a director of the Corporation;
- (xiv) management is able to communicate with the Committee through the Chair during the intervals between scheduled meetings;
- (xv) assure assessments of the Board's' performance are conducted at least annually;
- (xvi) assure written statements affirming compliance with the Corporation's *Business Code of Conduct* are received from each employee annually;
- (xvii) any matters brought to the Chair by any employee, member of management or director is brought to the full Committee for review and reported to the Board;
- (xviii) Committee members are current with regulatory requirements and best practices pertaining to corporate governance;
- (xix) assure the development of clear position descriptions for the Chairman of the Board, Committee Chair and CEO roles;
- (xx) develop written corporate governance guidelines and mandate for the Board in which it explicitly acknowledges responsibility for the stewardship of the Corporation; and

- (xxi) develop and follow a process for identifying, recruiting and evaluating the potential of new directors.

#### **4. Orientation and Continuing Education**

The HRC&G Committee provides significant written orientation and educational material for new directors. The Corporation has prepared a "Directors' Manual" for new directors that includes comprehensive background information on the Corporation and its various divisions and subsidiaries and contains key corporate policies. In addition, an existing Board member is assigned to conduct facility tours and to further orient and inform any new Board member on an ad hoc basis.

Each director is responsible for attaining and maintaining the skill and knowledge necessary to ensure his substantial participation and contribution to the Board and its committees. The Corporation encourages directors to participate in courses and seminars dealing with financial literacy, corporate governance and related matters.

#### **5. Ethical and Business Conduct**

The Corporation is committed to performing its business activities and operations with integrity and due regard to the public interest and the interest of its shareholders. For the Corporation to meet those standards, the Corporation expects all employees, contractors, directors and officers to make a conscientious effort to maintain a high standard of business ethics and social awareness while conducting their corporate and operating activities.

The Board has adopted a Business Code of Conduct (the "Code") for the directors, officers, and employees of the Corporation, its divisions and wholly owned subsidiaries. The Code formally sets out standards for behavior and practice and requires all directors, officers, and employees to indicate in writing their familiarity with the Code and their agreement to comply with it. The Code is reviewed and revised periodically to ensure currency and inclusiveness. A hard copy is provided to each new employee who must agree to comply with it as a condition of employment and each employee must certify annually that they have received, read, understood and complied with the Code. In addition, each manager responsible for a business unit certifies annually that the manager's employees have received, read and understood the Code. Each member of the Board certifies their compliance with the Code annually. The responses are reported to the President and Chief Executive Officer and the HRC&G Committee as well as the full Board. A copy of the Code is posted on the Corporation's web site and available to any party who requests a hard copy.

If any director or officer has a material interest in any potential or existing transaction or agreement involving the Corporation, the director or officer must disclose that interest in writing in accordance with the provisions of the *Business Corporations Act* (Alberta). The disclosing director may be excused from any discussions pertaining to the topic and must abstain from voting on any motion regarding the matter.

The Board supports a culture of ethical business conduct and leads by example. The Board has also adopted a whistleblower policy and engaged a third-party service provider to ensure that employees can report inappropriate conduct anonymously and without fear of reprisal.

#### **6. Nomination of Directors**

The HRC&G Committee shall carry out the nomination process on an annual basis, and specifically shall:

- (i) Develop criteria which reflect the needs of the Board in recruiting new directors;
- (ii) Meet with, interview and evaluate potential candidates for the position of Director to ensure that:
  - the Board is constituted with individuals of diverse background talents and experience;
  - when a vacancy occurs, qualified candidates are available;
- (iii) Request nominations from the membership and place into nomination the names of candidates who are nominated by the members of the Corporation, in accordance with the Corporation's by-laws;

- (iv) Provide Committee endorsement of one or more of the nominees for each of the open positions, and communicate its recommendation to the membership in the election process; and
- (v) Review and recommend changes in policy and procedures related to the nomination and election of Directors, subject to the Corporation's by-laws.

## **7. Human Resources, Compensation & Governance Committee**

The Board has an HRC&G Committee composed of a minimum of three directors, a majority of whom are not officers or employees of the Corporation and are unrelated, independent directors of the Corporation. The Board's policy regarding director independence is to adopt the practice which best serves the Corporation's needs at any particular time. In the Board's view, the current HRC&G Committee structure is appropriate considering the size of the Corporation and the Board, and that the Corporation has four significant shareholders. The HRC&G Committee members are well-versed in compensation and governance practices for the regions and industry in which the Corporation operates. The HRC&G Committee also encourages every member of the Board to actively participate in discussions relating to executive compensation, and full Board approval is required for the President and Chief Executive Officer's compensation. The HRC&G Committee makes recommendations to the full Board for review and approval. As of the Effective Date, the HRC&G Committee members are Cory Janssen (Chair), Michael Buker and William John Walker. All members are considered to be independent as at December 31, 2021.

The HRC&G Committee charter was approved in 2018. In respect of compensation matters, the Committee reviews and provides recommendations to the Board on the following matters:

- (i) Compensation policies and guidelines for supervisory and management personnel of the Corporation and its related entities;
- (ii) Corporate benefits, bonuses and other incentives, including equity-based compensation;
- (iii) Reviewing and approving 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, evaluating the CEO's performance in light of those corporate goals and objectives and determining the CEO's compensation level based on this evaluation;
- (iv) Non-CEO officer and director compensation, incentive compensation plans and equity-based plans;
- (v) The review of executive compensation disclosure before the Corporation publicly discloses such information;
- (vi) Succession plans for the officers and for key employees of the Corporation; and
- (vii) Any material changes or trends in human resources policy, procedure, compensation and benefits.

In respect of corporate governance matters, the Committee reviews and provides recommendations to the Board on the following matters:

## **Board Performance & Effectiveness**

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;

- (i) Develop clear position descriptions for the Chair 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;
- (ii) Oversee the assessment of the Board, its committees and each individual director in respect of effectiveness and contribution;
- (iii) Cause the Board to annually review its definition of an "independent" director;
- (iv) Develop a comprehensive orientation and continuing education program for all directors;
- (v) Review aggregate skills and competencies of the Board;
- (vi) 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;

## **Regulatory Oversight**

- (i) Ensuring compliance by the Board and the Corporation with all applicable securities laws and stock exchange rules;
- (ii) Develop and monitor the Corporation's general approach to corporate governance issues as they may arise;
- (iii) 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;
- (iv) Ensure that the Corporation has in effect adequate policies and procedures to allow the Corporation to meet all of its continuous disclosure requirements;
- (v) Develop and monitor the Corporation's policies relating to trading in securities of the Corporation by insiders as well as communication and confidentiality;

## **Risk Management**

- (i) 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;
- (ii) Annually reviewing areas of potential personal liability of directors and ensure reasonable protective measures are in place;

## **Corporation Effectiveness**

- (i) Ensure that the vision, values and strategic direction of the Corporation are reviewed annually including execution by management
- (ii) 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.
- (iii) Develop a written code of business conduct and ethics that is applicable to all directors, officers and employees of the Corporation;

## **Director Succession Planning**

- (i) Develop and follow a process for identifying, recruiting and evaluating the potential of new directors;
- (ii) Nominate, to the Board, directors with the appropriate skills and abilities to enable the Board to carry out its responsibilities;

If, in order to properly discharge its functions, duties and responsibilities, it is necessary, in the opinion of the Committee, that the Committee obtain the advice and counsel of external advisors, the Chair of the Committee shall, at the request of the Committee, engage the necessary advisors.

## **8. Assessments**

The HRC&G Committee is responsible for, and has established processes for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director. A Board Self-Evaluation Survey has been developed for periodic use at the discretion of the HRC&G Committee. The HRC&G Committee periodically considers the effectiveness of the full board and contributions of individual directors as well as reviews the structure and terms of reference for each of the Board committees. Additionally, the contributions of individual directors may be discussed in camera at any HRC&G Committee or Board meeting. The HRC&G Committee conducts, on behalf of the board, a board evaluation and an individual board member evaluation annually. Results were summarized by the Committee and discussed with the board.

## **9. Diversity**

### **Policies Regarding the Representation of Diversity on the Board**

The Corporation has adopted the following Diversity Policy:

#### *Board Diversity Policy*

The Human Resources, Compensation & Governance Committee ("HRCGC") of the board of directors ("Board") of McCoy Global Inc. ("McCoy" or the "Company") regularly reviews the skills and competencies of the Company's directors including to assess alignment with McCoy's current and longer term strategic vision and business strategy.

When recruiting to fill a vacant Board position or to add or enhance Board skills and competencies, the HRCGC considers candidates with the attributes, knowledge and experience that are aligned with, and will further and enhance the execution of, McCoy's strategic vision and business strategy.

The Board recruiting process administered by the HRCGC also considers diversity as an important element when identifying suitable candidates.

The Company seeks to maintain a Board in which at least one member of the Board is a woman by its annual meeting in 2023, and thereafter maintain a Board with at least one member of the Board being a woman.

At least annually, the Board or a committee of the Board will review this policy and assess its effectiveness in promoting a diverse Board and the progress of the Company in achieving objectives set out in this policy.

#### Management Diversity Policy

Diversity is essential to any management team and the Company recognizes the value of a broad range of skills and diversity of background, race and gender among the executive leadership team.

McCoy's executive and senior leadership group reflects these attributes and the Company will continue to assess candidates on these merits when recruiting or promoting from within to leadership positions.

Although no specific targets for female management roles have been adopted, the Company's track record has consistently reflected gender diversity as, and it will continue to be, one of the important considerations in appointing candidates to management roles.

As of the Effective Date, there are no women on the Board and one of the Corporation's three executive officers is a woman.

#### **Director Term Limits and Other Mechanisms of Board Renewal**

The Board has not adopted director term limits or other mechanisms of board renewal for the following reasons:

- the implementation of director term limits is problematic, as it is an unproven method of encouraging board effectiveness;
- the imposition of director term limits on a board implicitly discounts the value of experience and continuity amongst board members and runs the risk of excluding experienced and potentially valuable board members as a result of an arbitrary determination;
- the impositions of rigid, prescribed term limits on the tenure of directors implies that boards cannot properly govern themselves, by usurping core functions of the board and replacing them with fixed criteria that may not adequately represent the interests of shareholders;
- directors with the level of understanding of a company's business, history and culture acquired through long service on the board provide additional value;
- term limits run the risk of acting as a substitute for proper board self-assessment and renewal; and
- there is little empirical evidence that a director's ability to act independently of management declines after any specific period of service.

#### **10. Other Board Committees**

The Board has no standing committees other than the Audit Committee (as described in the Corporation's Annual Information Form dated March 4, 2022 for the year ended December 31, 2021 filed on SEDAR at [www.sedar.com](http://www.sedar.com)) and the HRC&G Committee (as described above).

## Miscellaneous Disclosures

### 1. Indebtedness of Directors and Executive Officers

None of the executive officers or directors of the Corporation and its subsidiaries, past and present, are, or have been since the beginning of the last completed financial year, indebted to the Corporation, nor has the Corporation or its subsidiaries guaranteed or otherwise supported any indebtedness of such persons as at the Effective Date.

### 2. Management Contract

The Corporation has no management contracts or other arrangements in place where management functions are performed by a person other than the directors or officers of McCoy Global.

### 3. Interest of Certain Persons in Matters to be Acted Upon

Except as otherwise set out herein, no director or executive officer of the Corporation or any proposed nominee of management of the Corporation for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

### 4. Interests of Informed Persons in Material Transactions

Management of the Corporation is not aware of any material interest, direct or indirect, of any informed person or persons of the Corporation, or any associate or affiliate of any informed person of the Corporation, in any past or proposed transaction which in either case has materially affected or will materially affect the Corporation since January 1, 2014.

### 5. Additional Disclosures Relating to Directors

#### *Cease Trade Orders and Bankruptcies*

Except as described below, to the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such proposed directors) is, as of the Effective Date, or has been within ten (10) years before the Effective Date, a director, chief executive officer or chief financial officer of any company (including the Corporation), that: (i) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as described below, to the knowledge of the Corporation no proposed director of the Corporation (nor any personal holding company of any of such proposed directors): (i) is, as of the Effective Date, or has been within the ten (10) years before the Effective Date, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten (10) years before the Effective Date, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Terry D. 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.

*Penalties or Sanctions*

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such proposed directors) has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## General

**Unless otherwise directed, it is management's intention to vote proxies in favour of the resolutions set forth herein.** All special resolutions to be brought before the Meeting require, for the passing of the same, a two-thirds majority of the votes cast at the Meeting by the holders of Common Shares. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. All approvals by disinterested shareholders require the approval of the shareholders not affected by, or interested in, the matter to be approved.

The contents and the sending of this Management Information Circular have been approved by the Board as of the Effective Date.

**Additional financial information is provided in the comparative consolidated financial statements for the years ended December 31, 2021 and December 31, 2020 and associated Management's Discussion & Analysis, which are available in their entirety on SEDAR at [www.sedar.com](http://www.sedar.com). Single copies of the Annual Report 2021, Annual Information Form and Information Circular are available upon request, from the Corporation's Corporate 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.**

**Refer to the Corporation's Annual Information Form dated March 4, 2022 for the year ended December 31, 2021, a copy of which is available on SEDAR, for information regarding the Audit Committee of the Board in the form prescribed by Form 52-110F1 of National Instrument 52-110.**

Annual General Meeting

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Thursday, June 23, 2022

8:00 A.M. MDT

McCoy Global Inc.- Corporate Office

#201, 9910 39 Avenue NW

Edmonton, Alberta, Canada

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