

**Form 62-103F1**

***Required Disclosure under the Early Warning Requirements***

This report amends the information disclosed in a previous early warning report dated October 4, 2024.

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

This report relates to the issued and outstanding common shares in the capital of the Issuer (as defined below) (the “**Shares**”).

McCoy Global Inc. (the “**Issuer**”)  
Suite 200  
16011 116 Ave NW Edmonton,  
Alberta T5M 3Y1

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Toronto Stock Exchange

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Cannell Capital, LLC (“**Cannell**”), a Wyoming limited liability company, in its capacity as general partner of and investment advisor for Tonga Partners, L.P., (“**Tonga**”) and Tristan Partners, L.P. (“**Tristan**”) as well as investment advisor to Tristan Offshore Fund, Ltd. (“**Tristan Offshore**”).

Cannell Capital, LLC 245  
Meriwether Circle  
Alta, WY 83414

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

The requirement to file this report was triggered on October 28, 2024 following the disposition of 50,783 Shares on October 28, 2024 at a trade price of C\$3.54 per share, for proceeds of C\$179,375.71, representing approximately 0.19% of the Shares outstanding at that time, on behalf of Tritan.

Following this disposition, the percentage of Shares that Cannell, through Tonga, Tristan, and Tristan Offshore, exercised control or direction over decreased to below 10% of the Shares.

**2.3 State the names of any joint actors.**

Cannell acts as the investment advisor and general partner of Tonga and Tristan, and as investment advisor to Tristan Offshore.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.**

See Items 2.2 and 3.4.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

See Item 2.2.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately before the transaction that triggered the requirement to file this report, on October 28, 2024, Cannell had control or direction over, directly or indirectly through Tonga, Tristan, and Tristan Offshore, an aggregate of 2,744,011 Shares, representing 10.10% of the Shares outstanding at that time. Immediately after that transaction, on October 28, 2024, Cannell had control or direction over, directly or indirectly through Tonga, Tristan, and Tristan Offshore, an aggregate of 2,693,228 Shares, representing 9.91% of the Shares at that time.

**3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

Not applicable.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

See Items 2.3 and 3.4 above.

Tonga, Tristan, and Tristan Offshore, as applicable, have beneficial ownership over the Shares described in this report. Cannell, as investment advisor and general partner to Tonga and Tristan, and as investment advisor to Tristan Offshore, exercises control and direction over all such Shares.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement. State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See Item 2.2.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

Tristan Partners, L.P. disposed of ownership of the Shares for investment purposes. Cannell does not currently intend to acquire or dispose of any additional securities of McCoy or pursue any of the actions listed in paragraphs (a) through (k) above. Nevertheless, Cannell will continue to review its holdings of Shares, and depending on market conditions, general economic conditions and industry conditions, the trading prices of the Shares, the Issuer's business and financial condition and prospects and/or other relevant factors, may develop plans or intentions in the future in respect of the actions listed in paragraphs (a) through (k) above and may increase or decrease investment in the Shares or pursue any of the actions above.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates,**

**including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

#### **Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

#### **Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

#### **Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

**DATED** this 30<sup>th</sup> day of October, 2024.

**CANNELL CAPITAL, LLC**

By: (Signed) Stephen C. Wagstaff

Name: Stephen C. Wagstaff  
Title: Chief Financial Officer