

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

McCoy Corporation ("McCoy" or the "Corporation")
Suite 301, 9618 - 42 Avenue N.W.
Edmonton, AB T6E 5Y4

2. Date of Material Change

May 16, 2013

3. News Release

A press release was disseminated on May 16, 2013 via Marketwire.

4. Summary of Material Change

Mr. Jacob Coonan has been appointed Chief Financial Officer ("CFO") of the Corporation.

5.1 Full Description of Material Change

The Corporation announced the appointment and promotion of Jacob Coonan as the Corporation's Chief Financial Officer effective immediately. Mr. Coonan previously held the position as the Corporation's Interim CFO.

5.2 Disclosure for Restructuring Transactions

Not Applicable

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The name and business number of the executive officer of McCoy Corporation who is knowledgeable about the material change and this report is:

Peter Watson, Vice-President, Legal & Corporate Secretary
Telephone: (832) 303-7410

9. Date of Report

May 17, 2013