

MAJOR DRILLING GROUP INTERNATIONAL INC.

ENVIRONMENT, HEALTH & SAFETY COMMITTEE CHARTER

I. Committee Purpose

The Environment, Health & Safety Committee (the “Committee”) is a committee of the board of directors (the “Board”) of Major Drilling Group International Inc. (the “Corporation”), appointed by and reporting to the Board, whose primary function is to assist the Board in matters of the Corporation related to the environment, health and safety.

II. Committee Composition, Appointment and Procedures

1. Composition of Committee

The Committee shall be comprised of not less than three directors, all of whom must be independent directors in accordance with applicable regulatory and stock exchange requirements.

2. Appointment of Committee Members

Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board.

3. Vacancies

- (a) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.
- (b) The Board shall fill any vacancy if the membership of the Committee is less than three directors.

4. Committee Chairman

The Board shall appoint a Chairman for the Committee. The Chair of the Committee shall fulfill the duties as set out in the Terms of Reference, as provided to each Committee Chair.

5. Absence of Committee Chairman

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

6. Secretary of Committee

The Committee shall appoint its own secretary who shall serve as the secretary of the Committee.

7. Meetings

- (a) The Chairman of the Committee or the Chairman of the Board, or any two members of the Committee may call a meeting of the Committee.
- (b) The Committee shall meet at such times during each year as it deems appropriate.
- (c) The Committee will ordinarily meet *in camera* at the end of each of its formal meetings and may meet *in camera* at any other time as required.
- (d) There shall be senior management personnel available for meetings of the Committee at the invitation of the Chairman of the Committee.
- (e) Committee meetings may be held in person, by video-conference, by telephone or by any combination of the foregoing.

8. Quorum

A majority of the members of the Committee present, in person, by video-conference, by telephone or by any combination of the foregoing, shall constitute a quorum.

9. Notice of Meetings

- (a) Notice of the time and place of every meeting shall be given in writing (including by way of written facsimile communication) to each member of the Committee at least 72 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting.
- (b) Attendance of a member at a meeting constitutes a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10. Review of Charter

The Committee shall review its performance and this Charter annually or otherwise as it deems appropriate and propose recommended changes to the Board.

III. Responsibilities of the Committee

11. The Committee shall:

- (a) satisfy itself that the Corporation has developed, is implementing, and is maintaining policies, practices and procedures that will ensure its compliance

with legislation regulating health and safety, and the environment, in the various jurisdictions in which it conducts its business;

- (b) inform itself about such policies, practices and procedures, and the actions to be taken to implement and maintain them as the first priorities of the Corporation;
- (c) review and appraise results achieved by such policies, practices and procedures, and as appropriate, suggest such modifications as necessary to ensure success;
- (d) review and comment upon the ethical, social, political, financial or other assumptions implicit in such policies, practices and procedures; and
- (e) consult with the Chief Executive Officer, executive officers and other senior employees of the Corporation as designated by the Chief Executive Officer and such other persons as the Committee may reasonably determine in the performance of such responsibilities.

IV. Resources, Meetings and Reports

- 12. The Committee shall have adequate resources to discharge its responsibilities. The Committee may, for and on behalf of the Corporation and at the Corporation's sole expense, engage such consultants as it considers in its sole discretion necessary to assist it in fulfilling its duties and responsibilities. The Committee shall have the authority to obtain advice and assistance from internal or external legal or other advisors.
- 13. The Committee shall meet not less than two times per year.
- 14. The Chairman of the Board shall be an *ex officio* member of the Committee if not otherwise appointed as a member of the Committee. The Committee may request the attendance of other officers at its meetings from time to time.
- 15. The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.
- 16. The Committee shall keep minutes of its meetings in which shall be recorded all actions taken by the Committee which minutes shall be made available to the Board.
- 17. The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries.