

TERMS OF REFERENCE FOR THE CHAIRMAN OF THE BOARD

MAJOR DRILLING GROUP INTERNATIONAL INC. (the “Corporation”)

TERMS OF REFERENCE FOR THE CHAIRMAN OF THE BOARD

Title: Chairman of the Board (the “Chairman”)

Appointment: The Chairman of the Board is a Director of the Corporation who is elected as a Director by the Corporation’s shareholders. The Chairman serves at the pleasure of the Board of Directors (the “Board”) and is appointed annually by the Board. The Chairman is an independent Director in accordance with applicable regulatory and stock exchange requirements.

Reports: The Chairman maintains open communication with the Chief Executive Officer. The Chairman has unfettered two-way communication with all senior officers.

Function: The Chairman’s primary role includes ensuring that the Board functions properly, that it meets its obligations and responsibilities, and that its organization and mechanisms are in place and are working effectively.

Key Responsibilities:

1. Provides leadership to the Board with respect to its functions as described in the Board’s written mandate and as otherwise may be appropriate.
2. Chairs meetings of the Corporation’s Board and shareholders.
3. Ensures that the Board meets on a regular basis and at least quarterly, and that the Board meets at every Board meeting without management present.
4. In consultation with the Chief Executive Officer and Secretary, establishes a calendar for holding meetings of, and sets the agendas for the meetings of, the Board and the shareholders.
5. In consultation with the Secretary, coordinates the schedule of meetings of the Board Committees with the various chairmen of those committees.
6. In collaboration with the Chief Executive Officer and the Secretary, ensures that agenda items for all Board, Board Committee, and shareholder meetings are ready for presentation and that adequate information is distributed to Directors in advance of such meetings in order that Directors may properly inform themselves on matters to be acted upon.
7. Acts as liaison and maintains communication with all Directors and Board Committee chairmen to optimize and co-ordinate input from Directors, and optimizes effectiveness of the Board and Board Committees.
8. Ensures regular assessment of individual Board members, Committees, and the Board as a whole.
9. Ensures that the Board receives adequate and regular updates from the Chief Executive Officer on all issues important to the welfare and future of the Corporation.

10. Ensures, in concert with the Chairman of the Corporate Governance Committee, that the Board observes good governance practices.
11. Meets periodically with the Chief Executive Officer and the Secretary to optimize his liaison function and ensure efficient communication between management and the Board.
12. Reports annually to the Board on the role of the Chairman and the effectiveness of the Chairman role in contributing to the objectives and responsibilities of the Board as a whole.
13. At the request of the Chief Executive Officer, provides assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives, and also assists in representing the Corporation at senior levels of industry or government to promote specific corporate objectives.