

Major Drilling Announces Third Quarter Results and Declares Dividend

MONCTON, New Brunswick (March 2, 2015) – Major Drilling Group International Inc. (TSX: MDI) (the “Company”) today reported results for its third quarter of fiscal year 2015, ended January 31, 2015.

Highlights

In millions of Canadian dollars (except loss per share)	<u>Q3-15</u>	<u>Q3-14</u>	<u>YTD-15</u>	<u>YTD-14</u>
Revenue	\$69.8	\$71.8	\$224.5	\$272.3
Gross profit	7.8	17.8	45.2	82.9
As percentage of sales	11.2%	24.7%	20.1%	30.4%
EBITDA ⁽¹⁾	(6.6)	0.6	6.5	35.9
As percentage of revenue	(9.4%)	0.9%	2.9%	13.2%
Net loss	(19.0)	(12.8)	(36.5)	(30.4)
Loss per share	(0.24)	(0.16)	(0.46)	(0.38)

(1) Earnings before interest, taxes, depreciation and amortization, excluding restructuring charges and goodwill impairment (see “non-GAAP financial measures”)

- Cash on hand at quarter-end was \$50.7 million while total debt was \$18.8 million, for a net cash position of \$31.9 million.
- Quarterly revenue was \$69.8 million, down 3% from the \$71.8 million recorded for the same quarter last year.
- Gross margin percentage for the quarter was 11.2%, compared to 24.7% for the corresponding period last year.
- Net loss was \$19.0 million or \$0.24 per share for the quarter, compared to a net loss of \$12.8 million or \$0.16 per share for the prior year quarter.
- The Company has declared a semi-annual dividend of \$0.02 per share to be paid on May 1, 2015. This represents a reduction from the previous semi-annual dividend of \$0.10 per share, in order to preserve the Company’s ability to promptly respond to an increase in activity or to opportunities should they arise.

“Our third quarter was extremely challenging. Year-over-year revenue was relatively flat. The gains made with the addition of our new percussive drilling division were offset by the loss of revenue in our energy business and the closures of our operations in Australia and the Democratic Republic of Congo (“DRC”),” said Francis McGuire, President and CEO of Major Drilling Group International Inc.

“Third quarter margins are typically impacted by a slowdown during the holiday season, but this quarter was hit particularly hard. The three main elements affecting margins were: reduced pricing; extensive mobilizations and repositioning costs; and high repair and purchasing costs in anticipation of the post-Christmas startups. We have seen a significant decrease in higher margin specialized drilling and a much greater focus on production related drilling, which generates lower revenue and has lower margins. Revenue and margins should return to their pre-holiday levels as we move forward.”

“As we go through this challenging period, we continue to focus on cash preservation. Major Drilling remains net debt free, with a net cash position of \$31.9 million at the end of the quarter, a decrease of \$0.4 million during the quarter. The Company spent \$2.6 million on net capital expenditures this quarter, adding 2 underground drills while retiring 11 rigs,” added Mr. McGuire.

“Given the current low commodity price environment and the uncertainty over how long it will persist, the Company’s Board of Directors has approved an amended dividend policy, declaring a cash dividend of \$0.02 per common share payable on May 1, 2015 to shareholders of record as of April 7, 2015. The Company believes that it is prudent to lower the amount of its semi-annual dividend to ensure that it balances its cash inflows with capital expenditure requirements, preserves its ability to adequately respond to a future upturn in the mining industry and emerge as one of the strongest drilling companies. This dividend is designated as an “eligible dividend” for Canadian tax purposes,” said Mr. McGuire.

“Long-term, we believe that most commodities will face an imbalance between supply and demand as mining reserves continue to decrease due to the lack of exploration, while despite an economic slowdown, worldwide consumption continues to increase. At some point in the near future, the need to develop resources in areas that are increasingly difficult to access will significantly increase, at which time we expect to see a resurgence in demand for specialized drilling.”

Third quarter ended January 31, 2015

Total revenue for the quarter was \$69.8 million, down 3% from revenue of \$71.8 million recorded in the same quarter last year. There have been continued delays in the decision making process on the part of many of the Company’s senior customers in regards to their 2015 exploration drilling programs, and many junior customers have suspended drilling activities. The favourable foreign exchange translation impact for the quarter, when comparing to the effective rates for the same period last year, is estimated at \$2.6 million on revenue but negligible on net earnings.

Revenue for the quarter from Canada-U.S. drilling operations increased by 27% to \$41.1 million compared to the same period last year. The increase relates to the Taurus acquisition and is somewhat offset by the slowdown in the energy sector.

South and Central American revenue was down 8% to \$17.2 million for the quarter, compared to the same quarter last year. Chile and Argentina were affected by a reduction in work by juniors and the cancellation of certain projects, while Mexico saw a slight increase in demand compared to the same period last year.

Australian, Asian and African operations reported revenue of \$11.5 million, down 45% from the same period last year. Several factors affected the region's revenue this quarter compared to last year. The Company closed its operations in Australia earlier in the year, and also closed its operations in the DRC due to ongoing administrative difficulties associated with operating in that country. Also, Mongolia continues to be affected by political uncertainty around mining laws.

The overall gross margin percentage for the quarter was 11.2%, down from 24.7% for the same period last year. Third quarter margins are typically impacted by a slowdown during the holiday season combined with higher than usual mobilizations, demobilizations and increased repairs during this period. Margins continue to be affected by reduced pricing due to increased competitive pressures. As well, customers are focusing on mine site drilling, especially underground drilling, which tends to have lower margins.

General and administrative costs decreased 3% from last year at \$11.7 million for the quarter despite an increase due to foreign exchange translation and the Taurus acquisition. With the decrease in activity, the Company has reduced its general and administrative costs by implementing reductions of salaried employees and restructuring certain branches.

Foreign exchange loss was \$0.8 million compared to a loss of \$3.3 million last year. Most of last year's quarterly loss was related to the devaluation of the Argentine peso and the Company crystalized currency losses by converting some of its Argentine pesos into U.S. dollar investments, although at a significant discount, to protect against further devaluations.

The income tax provision for the quarter was a recovery of \$1.7 million compared to a recovery of \$0.5 million for the prior year period. The tax recovery for the quarter was impacted by non-tax affected losses and non-deductible expenses.

Net loss was \$19.0 million or \$0.24 per share (\$0.24 per share diluted) for the quarter, compared to a net loss of \$12.8 million or \$0.16 per share (\$0.16 per share diluted) for the prior year quarter.

Non-GAAP Financial Measures

In this news release, the Company uses the non-GAAP financial measure, EBITDA, excluding restructuring charges and goodwill impairment. The Company believes these non-GAAP financial measures provide useful information to both management and investors in measuring the financial performance of the Company. These measures do not have a standardized meaning prescribed by GAAP and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies, and should not be construed as an alternative to other financial measures determined in accordance with GAAP.

Forward-Looking Statements

Some of the statements contained in this press release may be forward-looking statements, such as, but not limited to, those relating to worldwide demand for gold and base metals and overall commodity prices, the level of activity in the minerals and metals industry and the demand for the Company's services, the Canadian and international economic environments, the Company's ability to attract and retain customers and to manage its assets and operating costs, sources of

funding for its clients, particularly for junior mining companies, competitive pressures, currency movements, which can affect the Company's revenue in Canadian dollars, the geographic distribution of the Company's operations, the impact of operational changes, changes in jurisdictions in which the Company operates (including changes in regulation), failure by counterparties to fulfill contractual obligations, and other factors as may be set forth, as well as objectives or goals, and including words to the effect that the Company or management expects a stated condition to exist or occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements by reason of factors such as, but not limited to, the factors set out in the discussion on pages 15 to 18 of the 2014 Annual Report entitled "General Risks and Uncertainties", and such other documents as available on SEDAR at www.sedar.com. All such factors should be considered carefully when making decisions with respect to the Company. The Company does not undertake to update any forward-looking statements, including those statements that are incorporated by reference herein, whether written or oral, that may be made from time to time by or on its behalf, except in accordance with applicable securities laws.

Based in Moncton, New Brunswick, Major Drilling Group International Inc. is one of the world's largest metals and minerals contract drilling services companies. To support its customers' mining operations, mineral exploration and environmental activities, Major Drilling maintains field operations and offices in Canada, the United States, Mexico, South America, Asia, and Africa.

Financial statements are attached.

Webcast/Conference Call Information

*Major Drilling will provide a simultaneous webcast and conference call of its quarterly results on **Tuesday, March 3, 2015 at 9:00 AM (EST)**. To access the webcast please go to the investors/webcast section of Major Drilling's website at www.majordrilling.com and click the attached link, or go directly to the CNW Group website at www.newswire.ca for directions. Participants will require Windows MediaPlayer, which can be downloaded prior to accessing the call. Please note that this is listen only mode.*

To access the conference call, please dial 647-427-7450 and ask for Major Drilling's Third Quarter Conference Call. To ensure your participation, please call in approximately five minutes prior to the scheduled call.

For those unable to participate, a taped rebroadcast will be available approximately two hours after the completion of the call until midnight, Tuesday March 10, 2015. To access the rebroadcast, dial 416-849-0833, 514-807-9274, 403-451-9481 or 902-455-3955 and enter the passcode 81564254. The webcast will also be archived for 90 days and can be accessed on the Major Drilling website at www.majordrilling.com or on the CNW Group website at www.newswire.ca.

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Major Drilling Group International Inc.
Interim Condensed Consolidated Statements of Operations

(in thousands of Canadian dollars, except per share information)
(unaudited)

	Three months ended January 31		Nine months ended January 31	
	2015	2014	2015	2014
TOTAL REVENUE	\$ 69,784	\$ 71,830	\$ 224,527	\$ 272,309
DIRECT COSTS	61,998	54,060	179,338	189,406
GROSS PROFIT	7,786	17,770	45,189	82,903
OPERATING EXPENSES				
General and administrative	11,667	12,070	33,907	37,386
Other expenses	1,436	636	3,980	2,719
Loss (gain) on disposal of property, plant and equipment	469	826	(1,561)	1,259
Loss on short-term investments	-	307	-	307
Foreign exchange loss	804	3,291	2,322	5,295
Finance costs	178	198	572	736
Depreciation of property, plant and equipment	12,145	12,886	38,107	38,862
Amortization of intangible assets	1,351	343	2,199	1,027
Impairment of goodwill	-	-	-	12,057
Restructuring charge	405	508	3,826	3,220
	28,455	31,065	83,352	102,868
LOSS BEFORE INCOME TAX	(20,669)	(13,295)	(38,163)	(19,965)
INCOME TAX - (RECOVERY) PROVISION (note 7)				
Current	(195)	886	4,320	9,361
Deferred	(1,475)	(1,384)	(6,005)	1,049
	(1,670)	(498)	(1,685)	10,410
NET LOSS	\$ (18,999)	\$ (12,797)	\$ (36,478)	\$ (30,375)
LOSS PER SHARE (note 8)				
Basic	\$ (0.24)	\$ (0.16)	\$ (0.46)	\$ (0.38)
Diluted	\$ (0.24)	\$ (0.16)	\$ (0.46)	\$ (0.38)

Major Drilling Group International Inc.
Interim Condensed Consolidated Statements of Comprehensive Earnings (Loss)

(in thousands of Canadian dollars)
(unaudited)

	Three months ended January 31		Nine months ended January 31	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
NET LOSS	\$ (18,999)	\$ (12,797)	\$ (36,478)	\$ (30,375)
OTHER COMPREHENSIVE EARNINGS				
Items that may be reclassified subsequently to profit or loss				
Unrealized gains on foreign currency translations (net of tax)	<u>37,277</u>	<u>17,078</u>	<u>43,623</u>	<u>21,658</u>
COMPREHENSIVE EARNINGS (LOSS)	<u>\$ 18,278</u>	<u>\$ 4,281</u>	<u>\$ 7,145</u>	<u>\$ (8,717)</u>

Major Drilling Group International Inc.
Interim Condensed Consolidated Statements of Changes in Equity

For the nine months ended January 31, 2014 and 2015

(in thousands of Canadian dollars)

(unaudited)

	<u>Share capital</u>	<u>Share-based payments reserve</u>	<u>Retained earnings</u>	<u>Foreign currency translation reserve</u>	<u>Total</u>
BALANCE AS AT MAY 1, 2013	\$ 230,985	\$ 14,204	\$283,088	\$ 10,052	\$538,329
Share-based payments reserve	-	1,372	-	-	1,372
Dividends	-	-	(7,916)	-	(7,916)
	<u>230,985</u>	<u>15,576</u>	<u>275,172</u>	<u>10,052</u>	<u>531,785</u>
Comprehensive loss:					
Net loss	-	-	(30,375)	-	(30,375)
Unrealized gains on foreign currency translations	-	-	-	21,658	21,658
Total comprehensive loss	<u>-</u>	<u>-</u>	<u>(30,375)</u>	<u>21,658</u>	<u>(8,717)</u>
BALANCE AS AT JANUARY 31, 2014	<u>\$ 230,985</u>	<u>\$ 15,576</u>	<u>\$244,797</u>	<u>\$ 31,710</u>	<u>\$523,068</u>
BALANCE AS AT MAY 1, 2014	\$ 230,985	\$ 15,937	\$211,945	\$ 25,480	\$484,347
Exercise of stock options	46	(12)	-	-	34
Share issue (note 10)	8,689	-	-	-	8,689
Share-based payments reserve	-	1,015	-	-	1,015
Dividends	-	-	(8,014)	-	(8,014)
	<u>239,720</u>	<u>16,940</u>	<u>203,931</u>	<u>25,480</u>	<u>486,071</u>
Comprehensive earnings:					
Net loss	-	-	(36,478)	-	(36,478)
Unrealized gains on foreign currency translations	-	-	-	43,623	43,623
Total comprehensive earnings	<u>-</u>	<u>-</u>	<u>(36,478)</u>	<u>43,623</u>	<u>7,145</u>
BALANCE AS AT JANUARY 31, 2015	<u>\$ 239,720</u>	<u>\$ 16,940</u>	<u>\$167,453</u>	<u>\$ 69,103</u>	<u>\$493,216</u>

Major Drilling Group International Inc.
Interim Condensed Consolidated Statements of Cash Flows

(in thousands of Canadian dollars)
(unaudited)

	Three months ended January 31		Nine months ended January 31	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
OPERATING ACTIVITIES				
Loss before income tax	\$ (20,669)	\$ (13,295)	\$ (38,163)	\$ (19,965)
Operating items not involving cash				
Depreciation and amortization	13,496	13,229	40,306	39,889
Loss (gain) on disposal of property, plant and equipment	469	826	(1,561)	1,259
Loss on short-term investments	-	307	-	307
Share-based payments reserve	313	391	1,015	1,372
Impairment of goodwill	-	-	-	12,057
Restructuring charge	-	-	1,953	665
Finance costs recognized in loss before income tax	178	198	572	736
	<u>(6,213)</u>	1,656	<u>4,122</u>	36,320
Changes in non-cash operating working capital items	16,014	1,890	18,415	1,997
Finance costs paid	(161)	(195)	(549)	(722)
Income taxes paid	(2,730)	(2,422)	(6,939)	(11,882)
Cash flow from operating activities	<u>6,910</u>	<u>929</u>	<u>15,049</u>	<u>25,713</u>
FINANCING ACTIVITIES				
Increase (decrease) in demand loan	1,372	4,066	(1,324)	4,066
Repayment of long-term debt	(1,655)	(1,683)	(8,154)	(18,717)
Issuance of common shares	-	-	34	-
Dividends paid	(8,014)	(7,916)	(15,930)	(15,832)
Cash flow used in financing activities	<u>(8,297)</u>	<u>(5,533)</u>	<u>(25,374)</u>	<u>(30,483)</u>
INVESTING ACTIVITIES				
Business acquisition (note 10)	57	-	(20,834)	(205)
Acquisition of short-term investments	-	(3,587)	-	(3,587)
Acquisition of property, plant and equipment (net of direct financing) (note 6)	(3,536)	(6,227)	(13,593)	(17,436)
Proceeds from disposal of property, plant and equipment	962	502	16,842	3,385
Cash flow used in investing activities	<u>(2,517)</u>	<u>(9,312)</u>	<u>(17,585)</u>	<u>(17,843)</u>
Effect of exchange rate changes	<u>3,597</u>	1,203	<u>4,412</u>	2,713
DECREASE IN CASH	(307)	(12,713)	(23,498)	(19,900)
CASH, BEGINNING OF THE PERIOD	<u>51,053</u>	75,124	<u>74,244</u>	82,311
CASH, END OF THE PERIOD	<u>\$ 50,746</u>	<u>\$ 62,411</u>	<u>\$ 50,746</u>	<u>\$ 62,411</u>

Major Drilling Group International Inc.
Interim Condensed Consolidated Balance Sheets

As at January 31, 2015 and April 30, 2014

(in thousands of Canadian dollars)

(unaudited)

	January 31, 2015	April 30, 2014
ASSETS		
CURRENT ASSETS		
Cash	\$ 50,746	\$ 74,244
Trade and other receivables	56,639	66,211
Income tax receivable	14,263	12,179
Inventories	85,262	81,308
Prepaid expenses	4,253	4,690
	211,163	238,632
PROPERTY, PLANT AND EQUIPMENT	300,319	307,288
DEFERRED INCOME TAX ASSETS	8,782	5,825
GOODWILL	57,764	38,056
INTANGIBLE ASSETS	7,394	1,923
	\$ 585,422	\$ 591,724
LIABILITIES		
CURRENT LIABILITIES		
Demand loan	\$ 2,735	\$ 3,909
Trade and other payables	38,026	52,155
Income tax payable	1,772	3,416
Current portion of long-term debt	6,502	9,655
	49,035	69,135
CONTINGENT CONSIDERATION (note 10)	10,130	-
LONG-TERM DEBT	9,612	14,187
DEFERRED INCOME TAX LIABILITIES	23,429	24,055
	92,206	107,377
SHAREHOLDERS' EQUITY		
Share capital	239,720	230,985
Share-based payments reserve	16,940	15,937
Retained earnings	167,453	211,945
Foreign currency translation reserve	69,103	25,480
	493,216	484,347
	\$ 585,422	\$ 591,724

MAJOR DRILLING GROUP INTERNATIONAL INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2015 AND 2014 (UNAUDITED)
(in thousands of Canadian dollars, except per share information)

1. NATURE OF ACTIVITIES

Major Drilling Group International Inc. (the “Company” or “Major Drilling”) is incorporated under the Canada Business Corporations Act and has its head office at 111 St. George Street, Suite 100, Moncton, NB, Canada. The Company’s common shares are listed on the Toronto Stock Exchange (“TSX”). The principal source of revenue consists of contract drilling for companies primarily involved in mining and mineral exploration. The Company has operations in Canada, the United States, Mexico, South America, Asia and Africa.

2. BASIS OF PRESENTATION

Statement of compliance

These Interim Condensed Consolidated Financial Statements have been prepared in accordance with IAS 34 Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”) and using the accounting policies as outlined in the Company’s annual Consolidated Financial Statements for the year ended April 30, 2014, with the exception of the impact of certain amendments to accounting standards or new interpretations issued by the IASB, which were applicable for fiscal years beginning on or after January 1, 2014.

On March 2, 2015 the Board of Directors authorized the financial statements for issue.

Basis of consolidation

These Interim Condensed Consolidated Financial Statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The results of subsidiaries acquired or disposed of during the period are included in the Consolidated Statements of Operations from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Intra-group transactions, balances, income and expenses are eliminated on consolidation, where appropriate.

Basis of preparation

These Interim Condensed Consolidated Financial Statements have been prepared based on the historical cost basis except for certain financial instruments that are measured at fair value, using the same accounting policies and methods of computation as presented in the Company’s annual Consolidated Financial Statements for the year ended April 30, 2014.

MAJOR DRILLING GROUP INTERNATIONAL INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2015 AND 2014 (UNAUDITED)
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3. APPLICATION OF NEW AND REVISED IFRS

The following IASB standards, now in effect, have had no significant impact on the Company's Consolidated Financial Statements:

IAS 32 (*amended*) *Financial Instruments: Presentation*
IAS 36 (*amended*) *Impairment of Assets*
IAS 39 (*amended*) *Financial Instruments: Recognition and Measurement*
IFRIC 21 *Levies*

The Company has not applied the following revised IASB standards that have been issued, but are not yet effective:

IFRS 9 (*as amended in 2014*) *Financial Instruments*
IFRS 10 (*amended*) *Consolidated Financial Statements*
IFRS 11 (*amended*) *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations*
IFRS 15 *Revenue from Contracts with Customers*
IAS 1 (*amended*) *Presentation of Financial Statements*
IAS 16 (*amended*) *Property, Plant and Equipment*
IAS 27 (*amended*) *Separate Financial Statements*
IAS 28 (*amended*) *Investments in Associates and Joint Ventures*
IAS 38 (*amended*) *Intangible Assets*

The Company is currently in the process of assessing the impact of the adoption of these standards on the Consolidated Financial Statements.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENTS

The preparation of financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. Significant areas requiring the use of management estimates relate to the useful lives of property, plant and equipment for amortization purposes, property, plant and equipment and inventory valuation, determination of income and other taxes, assumptions used in compilation of share-based payments, fair value of assets acquired and liabilities assumed in business acquisitions, amounts recorded as accrued liabilities and contingent considerations, and impairment testing of goodwill and intangible assets.

The Company applied judgment in determining the functional currency of the Company and its subsidiaries, the determination of cash generating units ("CGUs"), the degree of componentization of property, plant and equipment, and the recognition of provisions and accrued liabilities.

MAJOR DRILLING GROUP INTERNATIONAL INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2015 AND 2014 (UNAUDITED)
(in thousands of Canadian dollars, except per share information)

5. SEASONALITY OF OPERATIONS

The third quarter (November to January) is normally the Company's weakest quarter due to the shutdown of mining and exploration activities, often for extended periods over the holiday season.

6. PROPERTY, PLANT AND EQUIPMENT

Capital expenditures for the three months ended January 31, 2015 were \$3,759 (2014 - \$6,227) and for the nine months ended January 31, 2015 were \$14,028 (2014 - \$17,436). The Company obtained direct financing of \$223 for the three months ended January 31, 2015 (2014 - nil) and of \$435 for the nine months ended January 31, 2015 (2014 - nil).

7. INCOME TAXES

The income tax expense for the period can be reconciled to accounting loss as follows:

	<u>Q3 2015</u>	<u>Q3 2014</u>	<u>YTD 2015</u>	<u>YTD 2014</u>
Loss before income tax	<u>\$ (20,669)</u>	<u>\$(13,295)</u>	<u>\$ (38,163)</u>	<u>\$ (19,965)</u>
Statutory Canadian corporate income tax rate	27%	28%	27%	28%
Expected income tax recovery based on statutory rate	(5,581)	(3,723)	(10,304)	(5,590)
Non-recognition of tax benefits related to losses	1,994	1,275	5,558	2,356
Other foreign taxes paid	408	71	579	273
Rate variances in foreign jurisdictions	(351)	(854)	(627)	990
Permanent differences	876	1,726	1,310	5,394
De-recognition of previously recognized tax losses	-	-	-	4,536
Other	984	1,007	1,799	2,451
Income tax (recovery) expense recognized in net loss	<u>\$ (1,670)</u>	<u>\$ (498)</u>	<u>\$ (1,685)</u>	<u>\$ 10,410</u>

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FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2015 AND 2014 (UNAUDITED)
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7. INCOME TAXES (Continued)

The Company periodically assesses its liabilities and contingencies for all tax years open to audit based upon the latest information available. For those matters where it is probable that an adjustment will be made, the Company records its best estimate of these tax liabilities, including related interest charges. Inherent uncertainties exist in estimates of tax contingencies due to changes in tax laws. While management believes they have adequately provided for the probable outcome of these matters, future results may include favorable or unfavorable adjustments to these estimated tax liabilities in the period the assessments are made, or resolved, or when the statutes of limitations lapse.

8. LOSS PER SHARE

All of the Company's earnings are attributable to common shares therefore net earnings are used in determining earnings per share.

	<u>Q3 2015</u>	<u>Q3 2014</u>	<u>YTD 2015</u>	<u>YTD 2014</u>
Net loss	<u>\$ (18,999)</u>	<u>\$ (12,797)</u>	<u>\$ (36,478)</u>	<u>\$ (30,375)</u>
Weighted average shares outstanding – basic (000's)	<u>80,136</u>	<u>79,161</u>	<u>79,807</u>	<u>79,161</u>
Net effect of dilutive securities:				
Stock options (000's)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Weighted average number of shares – diluted (000's)	<u>80,136</u>	<u>79,161</u>	<u>79,807</u>	<u>79,161</u>
Loss per share:				
Basic	<u>\$ (0.24)</u>	<u>\$ (0.16)</u>	<u>\$ (0.46)</u>	<u>\$ (0.38)</u>
Diluted	<u>\$ (0.24)</u>	<u>\$ (0.16)</u>	<u>\$ (0.46)</u>	<u>\$ (0.38)</u>

There were no anti-dilutive options for the three and nine months ended January 31, 2015 and 2014.

The total number of shares outstanding on January 31, 2015 was 80,135,883 (2014 - 79,161,378).

9. SEGMENTED INFORMATION

The Company's operations are divided into three geographic segments corresponding to its management structure, Canada - U.S., South and Central America, and Australia, Asia and Africa. The services provided in each of the reportable segments are essentially the same. The accounting policies of the segments are the same as those described in the Company's annual Consolidated Financial Statements for the year ended April 30, 2014. Management evaluates performance based on (loss) earnings from operations in these three geographic segments before finance costs, general corporate expenses and income taxes. Data relating to each of the Company's reportable segments is presented as follows:

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9. SEGMENTED INFORMATION (Continued)

	<u>Q3 2015</u>	<u>Q3 2014</u>	<u>YTD 2015</u>	<u>YTD 2014</u>
Revenue				
Canada – U.S.	\$ 41,115	\$ 32,389	\$ 127,347	\$ 129,421
South and Central America	17,179	18,633	54,615	57,895
Australia, Asia and Africa	11,490	20,808	42,565	84,993
	<u>\$ 69,784</u>	<u>\$ 71,830</u>	<u>\$ 224,527</u>	<u>\$ 272,309</u>
(Loss) earnings from operations				
Canada – U.S.	\$ (7,533)	\$ (4,278)	\$ (5,566)	\$ 7,246
South and Central America*	(5,288)	(5,731)	(10,800)	(22,304)
Australia, Asia and Africa	(5,211)	(1,934)	(14,021)	1,763
	<u>(18,032)</u>	<u>(11,943)</u>	<u>(30,387)</u>	<u>(13,295)</u>
Eliminations	-	(135)	-	(419)
	<u>(18,032)</u>	<u>(12,078)</u>	<u>(30,387)</u>	<u>(13,714)</u>
Finance costs	178	198	572	736
General corporate expenses**	2,459	1,019	7,204	5,515
Income tax	(1,670)	(498)	(1,685)	10,410
Net loss	<u>\$ (18,999)</u>	<u>\$ (12,797)</u>	<u>\$ (36,478)</u>	<u>\$ (30,375)</u>

* Loss from South and Central American operations includes an impairment of goodwill totaling \$12,057 for the nine-month period ended January 31, 2014.

** General corporate expenses include expenses for corporate offices and stock options.

Canada – U.S. includes revenue of \$22,423 and \$18,627 for Canadian operations for the three months ended January 31, 2015 and 2014, respectively, and \$74,060 and \$81,413 for the nine months ended January 31, 2015 and 2014, respectively.

	<u>Q3 2015</u>	<u>Q3 2014</u>	<u>YTD 2015</u>	<u>YTD 2014</u>
Depreciation and amortization				
Canada – U.S.	\$ 7,213	\$ 5,727	\$ 19,697	\$ 17,199
South and Central America	3,027	2,929	9,611	8,923
Australia, Asia and Africa	2,861	4,053	9,856	12,146
Unallocated corporate assets	395	520	1,142	1,621
Total depreciation and amortization	<u>\$ 13,496</u>	<u>\$ 13,229</u>	<u>\$ 40,306</u>	<u>\$ 39,889</u>

	<u>January 31, 2015</u>	<u>April 30, 2014</u>
Identifiable assets		
Canada – U.S.	\$ 232,498	\$ 197,673
South and Central America	175,716	178,026
Australia, Asia and Africa	126,338	148,806
	<u>534,552</u>	<u>524,505</u>
Unallocated and corporate assets	50,870	67,219
	<u>\$ 585,422</u>	<u>\$ 591,724</u>

Canada – U.S. includes property, plant and equipment at January 31, 2015 of \$86,293 (April 30, 2014 - \$88,347) for Canadian operations.

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10. BUSINESS ACQUISITION

Taurus Drilling Services

Effective August 1, 2014, the Company entered into the underground percussive/longhole drilling sector with its purchase of the operations of Taurus Drilling Services (“Taurus”), based in Canada and the United States.

The acquisition has been accounted for using the acquisition method and the results of this operation have been included in the Interim Condensed Consolidated Statements of Operations from the closing date. Through this purchase, which fits with the Company’s strategic focus on specialized drilling, the Company acquired 39 underground drill rigs, support equipment and inventory, existing contracts and receivables, the operation’s management team, and other employees, including experienced drillers.

The purchase price for the transaction was \$29.5 million (consisting of \$20.7 million in cash, \$8.7 million in Major Drilling shares, and \$0.1 million in assumption of debt), and an additional maximum amount of \$11.5 million (undiscounted) tied to performance. The estimated fair value of the contingent consideration was \$10.1 million at January 31, 2015. The additional payout period extends for three years, commencing on August 1, 2014, and payments are contingent on growing EBITDA (earnings before interest, taxes, depreciation and amortization) run rates above levels at the date of acquisition.

The Company is in the process of finalizing the valuation of assets. As at January 31, 2015, the values allocated to net tangible and intangible assets are preliminary and are subject to adjustments as additional information is obtained. Changes during the current quarter relate to fair value assessments of goodwill and intangible assets.

Trade and other receivables are recorded at fair value. Goodwill arising from this acquisition will represent the excess of the total consideration paid over the fair value of the net assets acquired and the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Taurus and Major Drilling.

The estimated net assets acquired at fair value at acquisition are as follows:

Assets acquired:

Trade and other receivables	\$ 5,500
Inventories	606
Prepaid expenses	40
Property, plant and equipment	9,268
Goodwill	18,367
Intangible assets	7,095
Trade and other payables	(1,223)
Total assets	<u>\$ 39,653</u>

Consideration:

Cash	\$ 20,683
Trade and other payable	151
Contingent consideration	10,130
Shares of Major Drilling	8,689
	<u>\$ 39,653</u>

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10. BUSINESS ACQUISITION (Continued)

The above consideration includes non-cash investing activities, which are not reflected in the Interim Condensed Consolidated Statements of Cash Flows, including the issuance of 966,495 shares of Major Drilling at \$8.99 for a total of \$8,689 and contingent consideration of \$10,130.

The Company incurred acquisition-related costs of \$343 relating to external legal fees and due diligence costs. These acquisition costs have been included in the other expenses line of the Interim Condensed Consolidated Statements of Operations.

Revenue since the date of acquisition attributable to the additional business generated by Taurus was \$22,090. Due to the integration of the Taurus acquisition with existing operations, it is impracticable to estimate the revenue and net income of the combined entity for the year as though the acquisition date was May 1, 2014.

11. FINANCIAL INSTRUMENTS

Fair value

The carrying values of cash, trade and other receivables, demand credit facility, demand loan and trade and other payables approximate their fair value due to the relatively short period to maturity of the instruments. The following table shows the carrying value of long-term debt, which approximates its fair value, as most debts carry variable interest rates and the remaining fixed rate debts continue to reflect fair value. The fair value of the interest rate swap included in long-term debt is measured using quoted interest rates.

	<u>January 31, 2015</u>	<u>April 30, 2014</u>
Long-term debt	\$ 16,114	\$ 23,842

During the quarter, the Company was in compliance with all covenants and other conditions imposed by its debt agreements.

Credit risk

As at January 31, 2015, 76.4% of the Company's trade receivables were aged as current (April 30, 2014 - 79.8%) and 7.7% of the trade receivables were impaired (April 30, 2014 - 5.1%).

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11. FINANCIAL INSTRUMENTS (Continued)

The movement in the allowance for impairment of trade receivables during the nine-month periods were as follows:

	<u>January 31, 2015</u>	<u>January 31, 2014</u>
Opening balance	\$ 3,016	\$ 2,790
Increase in impairment allowance	1,769	744
Recovery of amounts previously impaired	(186)	-
Write-off charged against allowance	(811)	(844)
Foreign exchange translation differences	(144)	10
Ending balance	<u>\$ 3,644</u>	<u>\$ 2,700</u>

Foreign currency risk

The carrying amounts of net monetary assets in Canadian subsidiaries, which are denominated in United States dollars and that may include intercompany balances with other subsidiaries, is US \$298 as of January 31, 2015.

If the Canadian dollar moved by plus or minus 10% against the United States dollar at January 31, 2015, the unrealized foreign exchange gain or loss recognized in net loss would move by approximately US \$30.

Liquidity risk

The following table details contractual maturities for the Company's financial liabilities.

	<u>1 year</u>	<u>2-3 years</u>	<u>4-5 years</u>	<u>thereafter</u>	<u>Total</u>
Demand loan	\$ 2,735	\$ -	\$ -	\$ -	\$ 2,735
Trade and other payables	38,026	-	-	-	38,026
Long-term debt	6,807	6,066	2,244	1,790	16,907
	<u>\$ 47,568</u>	<u>\$ 6,066</u>	<u>\$ 2,244</u>	<u>\$ 1,790</u>	<u>\$ 57,668</u>