

### Major Drilling Reports First Quarter Results and Increases Dividend

**MONCTON, New Brunswick (September 8, 2010)** – Major Drilling Group International Inc. (TSX: MDI) today reported results for its first quarter of fiscal year 2011, ended July 31, 2010.

### **Highlights**

In millions of Canadian dollars (except earnings per share)	<u>Q1-11</u>	<u>Q1-10</u>
Revenue	\$109.5	\$62.5
Gross profit	26.5	17.2
As percentage of sales	24.2%	27.6%
Net earnings (loss)	5.1	(3.3)
Earnings (loss) per share	0.21	(0.14)
Cash flow from operations (before changes in non-		
cash working capital items)	12.1	7.6

- Major Drilling posted quarterly revenue of \$109.5 million, an increase of 75 percent from the \$62.5 million recorded for the same quarter last year.
- Gross margin percentage for the quarter was 24.2 percent, up from 23.0 percent in the fourth quarter of fiscal 2010.
- Net earnings were \$5.1 million or \$0.21 per share for the quarter compared to a net loss of \$3.3 million or \$0.14 per share for the prior year quarter.
- Cash flow generated from operations during the quarter was \$12.1 million, an increase of 59 percent over the same quarter last year.
- Given the improving outlook, the Company has increased its semi-annual dividend by 10 percent, to \$0.22 per share, to be paid on November 1, 2010.

"Activity levels continue to improve in every region. Canada, Chile and Argentina sustained their strong recovery, while we also saw good growth in Mexico, U.S. and Mongolia this quarter. The 75 percent increase in revenue, despite an unfavourable foreign currency translation impact of \$6 million, came mainly from improved utilization. Pricing remains competitive, although we are starting to see improvements in certain geographic areas," said Francis McGuire, President and CEO of Major Drilling.

"The bulk of the increased activity is still coming from intermediate mining companies and junior mining companies with advanced properties, projects that require several years of multiring drilling. Early stage exploration companies are still experiencing difficulties in getting financing."

"Margins in this quarter improved from our fourth quarter of fiscal 2010, but were still impacted by training, mobilization and additional consumable purchases to support increased demand. As we continued to prepare more rigs for the field, higher repair costs also affected margins. In Australia, we continue to work our way out of some low-margin contracts. Going forward, margins should continue to gradually improve as we put those ramp-up costs behind us and pricing improves, although a shortage of experienced crews will put some pressure on productivity."

"Looking at the rest of fiscal 2011, if customers move forward with their stated plans, we expect to see continuing growth. Our global utilization rates are expected to continue to improve as each month goes by. In some of our regions, we have now reached high levels of utilization, which has begun to lead to a more positive pricing environment."

"As announced on July 6, 2010, we are very pleased to welcome North Star Drilling and its employees into the Major Drilling group. Through this purchase, we acquired 8 drill rigs. North Star, in combination with our SMD purchase from the previous quarter, provides an excellent platform for growth in the environmental and geotechnical drilling sector, a new venture for Major Drilling. This venture was not expected to be profitable in its first year but with the North Star contribution the time line for profitability should be expedited," stated Mr. McGuire. "The Company continues to seek acquisitions that complement our specialized drilling strategy, increase our diversification, or expand our geographic footprint."

"Net capital expenditures for the quarter were \$8.9 million as we purchased 11 rigs while retiring 11 rigs through our modernization program. In the two weeks following quarter-end, the Company took delivery of an additional 3 rigs. During the quarter, we also added a significant amount of support vehicles and other support equipment to meet changing patterns of demand and our continually rising safety standards. These additions will improve rig utilization and reliability."

"Given the Company's ability to generate cash and the improving outlook, the Company is pleased to announce that today its Board of Directors has authorized a semi-annual cash dividend of \$0.22 per share, which represents a 10 percent increase from previous dividends. This dividend is payable on November 1, 2010 to shareholders of record as of October 8, 2010. This dividend is designated as an "eligible dividend" for Canadian tax purposes."

"Finally, the Board and management would like to take this opportunity to thank John Schiavi and David Hope, who are retiring as Directors. Mr. Schiavi has been a Director of the Company for more than 15 years, joining the Board prior to its initial public offering in 1995, and Mr. Hope has been a Director of the Company since 2005."

### First quarter ended July 31, 2010

Total revenue for the quarter was \$109.5 million up 75 percent from the \$62.5 million recorded in the same quarter last year. Most of the Company's branches exhibited strong growth mainly coming from increased utilization. Revenue growth was affected by the strengthening Canadian dollar against the U.S. dollar as compared to the same period last year. The unfavourable foreign exchange translation impact for the year, when comparing to the effective rates for the same period last year, is estimated at over \$6 million on revenue.

Revenue for the quarter from Canada-U.S. drilling operations increased by 100 percent to \$40.5 million compared to \$20.2 million for the same period last year. Both countries contributed to this increase as utilization rates increased substantially while pricing remained relatively flat as compared to the same quarter last year.

South and Central American revenue was up 120 percent to \$40.0 million for the quarter, compared to \$18.2 million posted for the prior year quarter. All regions exhibited strong growth, again driven primarily by increased rig utilization.

Australian, Asian and African operations reported revenue of \$29.0 million, up 20 percent from the \$24.1 million reported in the same period last year. Mongolia and Indonesia accounted for all of the growth in the region, offset by a decrease in activity in Australia as compared to last year. In Australia, market conditions were still difficult during the quarter given the recent concerns on mining tax. In the last month however, we have started to see early signs of a recovery.

The overall gross margin percentage for the quarter was 24.2 percent, down from 27.6 percent for the same period last year, but up from 23.0 percent in the fourth quarter of fiscal 2010. Margins in the quarter were impacted by training costs, mobilization costs and additional consumable purchases to support increased demand.

General and administrative costs were \$9.6 million for the quarter, up 7.9 percent compared to \$8.9 million in the same period last year. The increase was due to the addition of the new environmental division and also increased costs to support the strong growth in activity levels.

Other expenses for the quarter were \$1.9 million, up from \$0.9 million in the prior year quarter, due primarily to higher incentive compensation expenses given the Company's increased profitability, and consultant work.

Net earnings were \$5.1 million or \$0.21 per share (\$0.21 per share diluted) for the quarter compared to a net loss of \$3.3 million or \$0.14 per share (\$0.14 per share diluted) for the prior year quarter.

The Annual and Special Meeting of the shareholders of Major Drilling Group International Inc. will be held at The TMX Broadcast Centre Gallery, The Exchange Tower, 130 King St. W., Toronto, Ontario, tomorrow, September 9, 2010 at 10:00 am EDT.

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 starting on pages 15 to 17 of the 2010 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 service companies. To support its customers' mining operations, mineral exploration and environmental activities, Major Drilling maintains operations in Canada, the United States, South and Central America, Australia, Asia, and Africa.

Financial statements are attached.

Major Drilling will provide a simultaneous webcast of its quarterly conference call on Thursday, September 9, 2010 at 8:30 AM (EDT). To access the webcast please go to the webcast section of Major Drilling's website at <a href="www.majordrilling.com">www.majordrilling.com</a> and click the attached link, or go directly to the CNW Group website at <a href="www.newswire.ca">www.newswire.ca</a> for directions. Participants will require Windows MediaPlayer, which can be downloaded prior to accessing the call. Please note that this is listen only mode.

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### For further information:

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# **Major Drilling Group International Inc. Consolidated Statements of Operations**

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

Three months ended July 31

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	 2010		2009
TOTAL REVENUE	\$ 109,480	\$	62,489
DIRECT COSTS	82,948		45,259
GROSS PROFIT	26,532		17,230
OPERATING EXPENSES			
General and administrative	9,556		8,872
Other expenses	1,891		885
Foreign exchange loss (gain)	92		(680)
Interest expense (revenue)	86		(69)
Interest expense on long-term debt	200		303
Amortization	7,355		7,727
Restructuring charge (note 5)	-		1,220
Goodwill impairment (note 6)	-		2,032
	19,180	_	20,290
EARNINGS (LOSS) BEFORE INCOME TAX	 7,352		(3,060)
INCOME TAX - PROVISION (RECOVERY)			
Current	2,943		(285)
Future	(644)		521
	2,299	_	236
NET EARNINGS (LOSS)	\$ 5,053	\$	(3,296)
EARNINGS (LOSS) PER SHARE			
Basic *	\$ 0.21	\$	(0.14)
Diluted **	\$ 0.21	\$	(0.14)

<sup>\*</sup>Based on 23,784,913 and 23,716,073 daily weighted average shares outstanding for the fiscal year to date 2011 and 2010, respectively. The total number of shares outstanding on July 31, 2010 was 23,789,806.

For the quarter ended July 31, 2009 the exercise of stock options would have been anti-dilutive.

<sup>\*\*</sup>Based on 23,916,473 and 23,861,826 daily weighted average shares outstanding for the fiscal year to date 2011 and 2010, respectively.

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

(in thousands of Canadian dollars) (unaudited)

	Three months ended July 31		
	 2010		2009
NET EARNINGS (LOSS)	\$ 5,053	\$	(3,296)
OTHER COMPREHENSIVE EARNINGS (LOSS) Unrealized gains (losses) on translating financial statements			
of self-sustaining foreign operations	 5,637		(24,428)
COMPREHENSIVE EARNINGS (LOSS)	\$ 10,690	\$	(27,724)

### **Consolidated Statements of Retained Earnings**

(in thousands of Canadian dollars) (unaudited)

	Three months ended July 31		
	 2010		2009
RETAINED EARNINGS, BEGINNING OF THE PERIOD	\$ 209,025	\$	218,983
Net earnings (loss)	 5,053		(3,296)
RETAINED EARNINGS, END OF THE PERIOD	\$ 214,078	\$	215,687

# Consolidated Statements of Accumulated Other Comprehensive Loss

(in thousands of Canadian dollars) (unaudited)

	Three months ended July 31			
		2010		2009
ACCUMULATED OTHER COMPREHENSIVE LOSS, BEGINNING OF THE PERIOD	\$	(44,333)	\$	(5,079)
Unrealized gains (losses) on translating financial statements of self-sustaining foreign operations		5,637		(24,428)
ACCUMULATED OTHER COMPREHENSIVE LOSS, END OF THE PERIOD	\$	(38,696)	\$	(29,507)

# Major Drilling Group International Inc. Consolidated Statements of Cash Flows

(in thousands of Canadian dollars) (unaudited)

Three months ended July 31

OPERATING ACTIVITIES           Net earnings (loss)         \$ 5,053         \$ (3,296)           Operating items not involving cash Amortization         7,355         7,727           (Gain) loss on disposal of property, plant and equipment Future income tax (recovery)         (644)         521           Stock-based compensation         447         505           Goodwill impairment (note 6)         -         2,032           Changes in non-cash operating working capital items         (217)         (538)           Cash flow from operating activities         11,882         7,018           FINANCING ACTIVITIES           Repayment of long-term debt         (2,281)         (3,076)           Acquisition of short-term debt (note 10)         10,400         -           Acquisition of short-term debt (note 10)         10,400         -           Issuance of common shares         134         -           Dividend paid         (4,750)         (4,743)           Cash flow from (used in) financing activities         3,503         (7,819)           INVESTING ACTIVITIES           Business acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         540         895           Cash flow used in investing activities <th></th> <th>2010</th> <th>2009</th>		2010	2009
Net earnings (loss)   \$ 5,053   \$ (3,296)	OPERATING ACTIVITIES		
Operating items not involving cash Amortization         7,355         7,727           (Gain) loss on disposal of property, plant and equipment Future income tax (recovery)         (644)         521           Stock-based compensation         447         505           Goodwill impairment (note 6)         -         2,032           Changes in non-cash operating working capital items         (217)         (538)           Cash flow from operating activities         11,882         7,018           FINANCING ACTIVITIES           Repayment of long-term debt         (2,281)         (3,076)           Acquisition of short-term debt (note 10)         10,400         -           Issuance of common shares         134         -           Dividend paid         (4,750)         (4,743)           Cash flow from (used in) financing activities         3,503         (7,819)           INVESTING ACTIVITIES           Business acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         (8,919)         (3,304)           Proceeds from disposal of property, plant and equipment         540         895           Cash flow used in investing activities         (10,731)         (2,409)           OTHER ACTIVITIES		\$ 5.053	\$ (3.296)
Amortization         7,355         7,727           (Gain) loss on disposal of property, plant and equipment         (112)         67           Future income tax (recovery)         (644)         521           Stock-based compensation         447         505           Goodwill impairment (note 6)         -         2,032           Changes in non-cash operating working capital items         (217)         (538)           Cash flow from operating activities         11,882         7,018           FINANCING ACTIVITIES           Repayment of long-term debt         (2,281)         (3,076)           Acquisition of short-term debt (note 10)         10,400         -           Issuance of common shares         134         -           Dividend paid         (4,750)         (4,743)           Cash flow from (used in) financing activities         3,503         (7,819)           INVESTING ACTIVITIES           Business acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         (8,919)         (3,304)           Proceeds from disposal of property, plant and equipment         540         895           Cash flow used in investing activities         (10,731)         (2,409)           OTH		<b>,</b> 0,000	ψ (0,200)
(Gain) loss on disposal of property, plant and equipment         (112)         67           Future income tax (recovery)         (644)         521           Stock-based compensation         447         505           Goodwill impairment (note 6)         -         2,032           Changes in non-cash operating working capital items         (217)         (538)           Cash flow from operating activities         11,882         7,018           FINANCING ACTIVITIES           Repayment of long-term debt         (2,281)         (3,076)           Acquisition of short-term debt (note 10)         10,400         -           Issuance of common shares         134         -           Dividend paid         (4,750)         (4,743)           Cash flow from (used in) financing activities         3,503         (7,819)           INVESTING ACTIVITIES           Business acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         (8,919)         (3,304)           Proceeds from disposal of property, plant and equipment         540         895           Cash flow used in investing activities         (10,731)         (2,409)           OTHER ACTIVITIES           Foreign exchange translation adjustment	. •	7,355	7,727
Stock-based compensation         447         505           Goodwill impairment (note 6)         -         2,032           Changes in non-cash operating working capital items         (217)         (538)           Cash flow from operating activities         11,882         7,018           FINANCING ACTIVITIES           Repayment of long-term debt         (2,281)         (3,076)           Acquisition of short-term debt (note 10)         10,400         -           Issuance of common shares         134         -           Dividend paid         (4,750)         (4,743)           Cash flow from (used in) financing activities         3,503         (7,819)           INVESTING ACTIVITIES         8         8           Business acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         (8,919)         (3,304)           Proceeds from disposal of property, plant and equipment         540         895           Cash flow used in investing activities         (10,731)         (2,409)           OTHER ACTIVITIES           Foreign exchange translation adjustment         332         (5,883)           INCREASE (DECREASE) IN CASH         4,986         (5,883)           CASH POSITION, BEGINNING OF TH	(Gain) loss on disposal of property, plant and equipment	•	67
Changes in non-cash operating working capital items (217) (538) (538) (238) (217) (538) (238) (238) (247) (538) (247) (538) (247) (538) (247) (248) (247) (258) (248)	Future income tax (recovery)	(644)	521
12,099   7,556	Stock-based compensation	447	505
Changes in non-cash operating working capital items Cash flow from operating activities  FINANCING ACTIVITIES Repayment of long-term debt Acquisition of short-term debt (note 10) Issuance of common shares Dividend paid Cash flow from (used in) financing activities  INVESTING ACTIVITIES Business acquisition (note 7) Acquisition of property, plant and equipment Proceeds from disposal of property, plant and equipment Cash flow used in investing activities  OTHER ACTIVITIES Foreign exchange translation adjustment  INCREASE (DECREASE) IN CASH  CASH POSITION, BEGINNING OF THE PERIOD  30,232  58,035	Goodwill impairment (note 6)	-	2,032
Cash flow from operating activities         11,882         7,018           FINANCING ACTIVITIES         Repayment of long-term debt         (2,281)         (3,076)           Acquisition of short-term debt (note 10)         10,400         -           Issuance of common shares         134         -           Dividend paid         (4,750)         (4,743)           Cash flow from (used in) financing activities         3,503         (7,819)           INVESTING ACTIVITIES         Business acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         (8,919)         (3,304)           Proceeds from disposal of property, plant and equipment         540         895           Cash flow used in investing activities         (10,731)         (2,409)           OTHER ACTIVITIES         Foreign exchange translation adjustment         332         (2,673)           INCREASE (DECREASE) IN CASH         4,986         (5,883)           CASH POSITION, BEGINNING OF THE PERIOD         30,232         58,035		12,099	7,556
FINANCING ACTIVITIES Repayment of long-term debt (2,281) (3,076) Acquisition of short-term debt (note 10) 10,400 - Issuance of common shares 134 - Dividend paid (4,750) (4,743) Cash flow from (used in) financing activities 3,503 (7,819)  INVESTING ACTIVITIES Business acquisition (note 7) (2,352) - Acquisition of property, plant and equipment (8,919) (3,304) Proceeds from disposal of property, plant and equipment 540 895 Cash flow used in investing activities (10,731) (2,409)  OTHER ACTIVITIES Foreign exchange translation adjustment 332 (2,673)  INCREASE (DECREASE) IN CASH 4,986 (5,883)  CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035	Changes in non-cash operating working capital items	(217)	(538)
Repayment of long-term debt       (2,281)       (3,076)         Acquisition of short-term debt (note 10)       10,400       -         Issuance of common shares       134       -         Dividend paid       (4,750)       (4,743)         Cash flow from (used in) financing activities       3,503       (7,819)         INVESTING ACTIVITIES       8       8         Business acquisition (note 7)       (2,352)       -         Acquisition of property, plant and equipment       (8,919)       (3,304)         Proceeds from disposal of property, plant and equipment       540       895         Cash flow used in investing activities       (10,731)       (2,409)         OTHER ACTIVITIES       Foreign exchange translation adjustment       332       (2,673)         INCREASE (DECREASE) IN CASH       4,986       (5,883)         CASH POSITION, BEGINNING OF THE PERIOD       30,232       58,035	Cash flow from operating activities	11,882	7,018
Repayment of long-term debt       (2,281)       (3,076)         Acquisition of short-term debt (note 10)       10,400       -         Issuance of common shares       134       -         Dividend paid       (4,750)       (4,743)         Cash flow from (used in) financing activities       3,503       (7,819)         INVESTING ACTIVITIES       8       8         Business acquisition (note 7)       (2,352)       -         Acquisition of property, plant and equipment       (8,919)       (3,304)         Proceeds from disposal of property, plant and equipment       540       895         Cash flow used in investing activities       (10,731)       (2,409)         OTHER ACTIVITIES       Foreign exchange translation adjustment       332       (2,673)         INCREASE (DECREASE) IN CASH       4,986       (5,883)         CASH POSITION, BEGINNING OF THE PERIOD       30,232       58,035			
Acquisition of short-term debt (note 10)       10,400       -         Issuance of common shares       134       -         Dividend paid       (4,750)       (4,743)         Cash flow from (used in) financing activities       3,503       (7,819)         INVESTING ACTIVITIES       8         Business acquisition (note 7)       (2,352)       -         Acquisition of property, plant and equipment       (8,919)       (3,304)         Proceeds from disposal of property, plant and equipment       540       895         Cash flow used in investing activities       (10,731)       (2,409)         OTHER ACTIVITIES       Foreign exchange translation adjustment       332       (2,673)         INCREASE (DECREASE) IN CASH       4,986       (5,883)         CASH POSITION, BEGINNING OF THE PERIOD       30,232       58,035			
134	. ,		(3,076)
Dividend paid         (4,750)         (4,743)           Cash flow from (used in) financing activities         3,503         (7,819)           INVESTING ACTIVITIES         Susiness acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         (8,919)         (3,304)           Proceeds from disposal of property, plant and equipment         540         895           Cash flow used in investing activities         (10,731)         (2,409)           OTHER ACTIVITIES         Foreign exchange translation adjustment         332         (2,673)           INCREASE (DECREASE) IN CASH         4,986         (5,883)           CASH POSITION, BEGINNING OF THE PERIOD         30,232         58,035	. ,	•	-
Cash flow from (used in) financing activities 3,503 (7,819)  INVESTING ACTIVITIES  Business acquisition (note 7) (2,352) - Acquisition of property, plant and equipment (8,919) (3,304)  Proceeds from disposal of property, plant and equipment 540 895  Cash flow used in investing activities (10,731) (2,409)  OTHER ACTIVITIES  Foreign exchange translation adjustment 332 (2,673)  INCREASE (DECREASE) IN CASH 4,986 (5,883)  CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035			-
INVESTING ACTIVITIES Business acquisition (note 7) (2,352) - Acquisition of property, plant and equipment (8,919) (3,304) Proceeds from disposal of property, plant and equipment 540 895 Cash flow used in investing activities (10,731) (2,409)  OTHER ACTIVITIES Foreign exchange translation adjustment 332 (2,673)  INCREASE (DECREASE) IN CASH 4,986 (5,883)  CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035	•		
Business acquisition (note 7)         (2,352)         -           Acquisition of property, plant and equipment         (8,919)         (3,304)           Proceeds from disposal of property, plant and equipment         540         895           Cash flow used in investing activities         (10,731)         (2,409)           OTHER ACTIVITIES           Foreign exchange translation adjustment         332         (2,673)           INCREASE (DECREASE) IN CASH         4,986         (5,883)           CASH POSITION, BEGINNING OF THE PERIOD         30,232         58,035	Cash flow from (used in) financing activities	3,503	(7,819)
Acquisition of property, plant and equipment Proceeds from disposal of property, plant and equipment Cash flow used in investing activities (10,731) (2,409)  OTHER ACTIVITIES Foreign exchange translation adjustment 332 (2,673)  INCREASE (DECREASE) IN CASH 4,986 (5,883)  CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035	INVESTING ACTIVITIES		
Acquisition of property, plant and equipment Proceeds from disposal of property, plant and equipment Cash flow used in investing activities (10,731) (2,409)  OTHER ACTIVITIES Foreign exchange translation adjustment 332 (2,673)  INCREASE (DECREASE) IN CASH 4,986 (5,883)  CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035	Business acquisition (note 7)	(2,352)	_
Proceeds from disposal of property, plant and equipment Cash flow used in investing activities (10,731) (2,409)  OTHER ACTIVITIES Foreign exchange translation adjustment 332 (2,673)  INCREASE (DECREASE) IN CASH 4,986 (5,883)  CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035	• • •		(3,304)
OTHER ACTIVITIES Foreign exchange translation adjustment  INCREASE (DECREASE) IN CASH  CASH POSITION, BEGINNING OF THE PERIOD  30,232  58,035			,
Foreign exchange translation adjustment 332 (2,673) INCREASE (DECREASE) IN CASH 4,986 (5,883) CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035	Cash flow used in investing activities	(10,731)	(2,409)
Foreign exchange translation adjustment 332 (2,673) INCREASE (DECREASE) IN CASH 4,986 (5,883) CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035			
INCREASE (DECREASE) IN CASH         4,986         (5,883)           CASH POSITION, BEGINNING OF THE PERIOD         30,232         58,035	OTHER ACTIVITIES		
CASH POSITION, BEGINNING OF THE PERIOD 30,232 58,035	Foreign exchange translation adjustment	332	(2,673)
,	INCREASE (DECREASE) IN CASH	4,986	(5,883)
CASH POSITION, END OF THE PERIOD         \$ 35,218         \$ 52,152	CASH POSITION, BEGINNING OF THE PERIOD	30,232	58,035
	CASH POSITION, END OF THE PERIOD	\$ 35,218	\$ 52,152

# Major Drilling Group International Inc. Consolidated Balance Sheets

As at July 31, 2010 and April 30, 2010 (in thousands of Canadian dollars) (unaudited)

ASSETS	 July 2010	 April 2010
CURRENT ASSETS  Cash  Accounts receivable Income tax receivable Inventories Prepaid expenses Future income tax assets	\$ 35,218 69,923 8,045 63,491 9,523 287 186,487	\$ 30,232 62,128 10,053 63,170 4,813 793 171,189
PROPERTY, PLANT AND EQUIPMENT	216,773	210,812
FUTURE INCOME TAX ASSETS	8,777	8,117
GOODWILL AND INTANGIBLE ASSETS (note 9)	 26,434	 25,538
	\$ 438,471	\$ 415,656
LIABILITIES		
CURRENT LIABILITIES  Accounts payable and accrued charges Income tax payable  Short-term debt (note 10)  Current portion of long-term debt  Future income tax liabilities	\$ 56,350 3,872 10,624 8,383 350 79,579	\$ 54,027 2,830 - 8,887 819 66,563
LONG-TERM DEBT	13,360	15,041
FUTURE INCOME TAX LIABILITIES	 15,992 108,931	 15,783 97,387
SHAREHOLDERS' EQUITY Share capital Contributed surplus Retained earnings Accumulated other comprehensive loss	\$ 142,569 11,589 214,078 (38,696) 329,540	\$ 142,435 11,142 209,025 (44,333) 318,269 415,656

# MAJOR DRILLING GROUP INTERNATIONAL INC. NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) FOR THE PERIODS ENDED JULY 31, 2010 AND 2009

(in thousands of Canadian dollars)

### 1. <u>BASIS OF PRESENTATION</u>

These interim consolidated financial statements were prepared using accounting policies and methods consistent with those used in the preparation of the Company's audited consolidated financial statements for the year ended April 30, 2010. These interim consolidated financial statements conform in all respects to the requirements of Canadian generally accepted accounting principles for annual financial statements, with the exception of certain note disclosures. As a result, these interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes for the year ended April 30, 2010 contained in the Company's 2010 annual report.

### 2. FUTURE ACCOUNTING CHANGES

### International Financial Reporting Standards ("IFRS")

In February 2008, the Accounting Standards Board ("AcSB") confirmed that the use of IFRS will be required in 2011 for publicly accountable enterprises in Canada. In April 2008, the AcSB issued an IFRS Omnibus Exposure draft proposing that publicly accountable enterprises be required to apply IFRS, in full and without modification, on January 1, 2011 for companies with a calendar year end, therefore the transition date for the Company is May 1, 2011. This will require the restatement, for comparative purposes, of amounts reported by the Company for its year ended April 30, 2011, and of the opening balance sheet as at May 1, 2010. The Company is currently in the process of developing a conversion and implementation plan and assessing the impacts of the conversion on the consolidated financial statements and disclosures of the Company.

### 3. SEASONALITY OF OPERATIONS

The Company's operations tended to exhibit a seasonal pattern whereby its fourth quarter (February to April) was its strongest. With the exception of the third quarter, the Company has, over the past several years, exhibited comparatively less seasonality in quarterly revenue. 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, particularly in South and Central America. Coming out of the recent economic and industry downturn, it is not yet clear whether or not the Company's revenue will return to more historical seasonal patterns, or whether a recent lack of seasonality will continue.

### 4. FUNCTIONAL CURRENCY

Effective May 1, 2010, the Company's operation in Chile changed its functional currency from the U.S. dollar to the Chilean peso. Factors considered when changing the functional currency included contract revenue being determined in local currency, the currency of operating costs and local regulations requiring invoicing and settlement of these being performed in the local currency. This change has been done in accordance with CICA Handbook Section 1651, Foreign Currency Translation, and consequently applied prospectively. All items were translated to the new functional currency using the exchange rate at the date of the change.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) FOR THE PERIODS ENDED JULY 31, 2010 AND 2009

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### 5. <u>RESTRUCTURING CHARGE</u>

In the last year's first quarter, the Company recorded a restructuring charge of \$1,220 to account for retrenchment and closedown costs, primarily in Australia.

### 6. GOODWILL IMPAIRMENT

In the previous year's first quarter, the Company recorded a net non-cash goodwill impairment charge of \$2,032 relating to the Paragon del Ecuador S.A. acquisition.

### 7. <u>BUSINESS ACQUISITIONS</u>

### North Star Drilling

Effective June 30, 2010, the Company acquired the assets of North Star Drilling, which provides contract drilling services to the fresh water and geothermal markets in certain mid-western states in the USA, and operates from its head office in Little Falls, Minnesota, as well as from satellite offices in Brainerd and Bemidji, Minnesota. The acquired business includes drilling equipment, contracts and employees. The purchase price for the transaction was USD \$2,250 (CAD \$2,352), excluding customary working capital adjustments, financed with cash. There is also a contingent consideration of USD \$750 to the purchase price, based on future earnings.

The Company is in the process of finalizing the valuation of assets. As at July 31, 2010, \$1,664 of the purchase price was allocated to net tangible assets and \$688 was allocated to goodwill. These values are preliminary and are subject to adjustments as additional information is obtained.

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

### Assets acquired and liabilities assumed

Accounts receivable	\$ 874
Inventories	530
Prepaid expenses	31
Property, plant and equipment	1,075
Goodwill	688
Accounts payable	 (846)
Net assets	\$ 2,352

#### Consideration

Cash	\$	<u>2,352</u>

### **SMD Services**

Effective February 26, 2010, the Company acquired SMD Services based in Huntsville, Alabama. Through this purchase, Major Drilling entered the environmental drilling sector and acquired a small fleet of sonic, probe and auger drill rigs, as well as a skilled management team and personnel. The purchase price for the transaction was USD \$1,953 (CAD \$2,064), including customary working capital adjustments, financed with cash. There is also a contingent consideration of USD \$2,000 to the purchase price, based on future earnings.

### NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) FOR THE PERIODS ENDED JULY 31, 2010 AND 2009

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### 7. <u>BUSINESS ACQUISITIONS (Continued)</u>

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

Assets	aca	nired	and	liabilities	assumed
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Cash	\$	90
Accounts receivable		234
Prepaid expenses		46
Property, plant and equipment		1,605
Intangible assets		249
Accounts payable		(160)
Net assets	<u>\$</u>	2,064

### Consideration

Cash	\$	2,064

### 8. <u>INVENTORY</u>

The cost of inventory recognized as an expense and included in direct costs for the three months ended July 31, 2010 was \$18,718. During the period, there were no significant write-downs of inventory as a result of net realizable value being lower than cost and no inventory write-downs recognized in previous years were reversed.

### 9. GOODWILL AND INTANGIBLE ASSETS

	<u>July 2010</u> April 20					
Goodwill Intangible assets	\$ 25,249 1,185	\$ 24,464 1,074				
mangrore assets	\$ 26,434	\$ 25,538				

Intangible assets include the carrying value of customer relationships and a non-compete agreement, which are amortized on a straight-line basis between a three and five year period.

Changes in the goodwill and intangible assets balance were as follows for the three months ending July 31, 2010 and 2009:

	<u>2011 YTD</u>		2010 YTD		
Balance at beginning of the period	\$	25,538	\$	32,072	
Goodwill and intangible assets acquired		688		-	
Amortization of intangible assets		(132)		(132)	
Goodwill adjustment		-		(1,690)	
Goodwill impairment (note 6)		-		(2,032)	
Effect of foreign currency exchange rate changes		340		(1,526)	
	<u>\$</u>	26,434	\$	26,692	

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) FOR THE PERIODS ENDED JULY 31, 2010 AND 2009

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### 10. SHORT-TERM DEBT

In the first quarter of the current fiscal year, the Company borrowed 5,375 million Chilean pesos (CAD \$10.4 million), secured by a USD \$10 million stand-by letter of credit drawn from the Company's demand credit facility, carrying interest at an annual rate of 5.18% and maturing in May 2011.

### 11. <u>CAPITAL MANAGEMENT</u>

The Company includes shareholders' equity (excluding accumulated other comprehensive loss), short and long-term borrowings and demand credit facility net of cash in the definition of capital.

Total managed capital was as follows:

	<u><b>July 2010</b></u> April 2010			
Short-term debt	\$ 10,624	\$ -		
Long-term debt	21,743	23,928		
Share capital	142,569	142,435		
Contributed surplus	11,589	11,142		
Retained earnings	214,078	209,025		
Cash	(35,218)	(30,232)		
	<u>\$ 365,385</u>	\$ 356,298		

The Company's objective when managing its capital structure is to maintain financial flexibility in order to: i) preserve access to capital markets; ii) meet financial obligations; and iii) finance internally generated growth and potential new acquisitions. To manage its capital structure, the Company may adjust spending, issue new shares, issue new debt or repay existing debt.

Under the terms of certain of the Company's debt agreements, the Company must satisfy certain financial covenants. Such agreements also limit, among other things, the Company's ability to incur additional indebtedness, create liens, engage in mergers or acquisitions and make dividend and other payments. During the period, the Company was, and continues to be, in compliance with all covenants and other conditions imposed by its debt agreements.

In order to facilitate the management of its capital requirements, the Company prepares annual budgets that are updated as necessary, dependent on various factors.

The Company's objectives with regards to capital management remain unchanged from fiscal 2010.

### 12. FINANCIAL INSTRUMENTS

### Fair value

The carrying values of cash, accounts receivable and accounts payable and accrued charges approximate their fair value due to the relatively short period to maturity of the instruments. Long-term debt has a carrying value of \$21,743 as at July 31, 2010 (April 30, 2010 - \$23,928) which also approximates its fair value.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) FOR THE PERIODS ENDED JULY 31, 2010 AND 2009

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### 12. FINANCIAL INSTRUMENTS (Continued)

### Risk management

The Company is exposed to various risks related to its financial assets and liabilities. There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks, or the methods used to measure them, from previous periods, unless otherwise stated in this note.

### Credit risk

The Company is exposed to credit risk from its accounts receivable. The Company has adopted a policy of dealing only with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. It carries out, on a continuing basis, credit checks on its customers and maintains provisions for contingent credit losses. The Company also diversifies its credit risk by dealing with a large number of customers in various countries. Demand for the Company's drilling services depends upon the level of mineral exploration and development activities conducted by mining companies, particularly with respect to gold, nickel and copper. The Company's five largest customers account for 28 percent (34 percent in 2010) of total quarterly revenue, with no one customer representing more than 10 percent of its revenue for 2011 or 2010.

The carrying amounts for accounts receivable are net of allowances for doubtful accounts, which are estimated based on aged analyses of receivables, past experience, specific risks associated with the customer and other relevant information. The maximum exposure to credit risk is the carrying value of the financial assets.

As at July 31, 2010, 69 percent of the Company's trade receivables were aged as current (less than 30 days) and 2.6 percent of the trade receivables were impaired.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. This risk is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

### Interest rate risk

The demand loan and long-term debt of the Company bear a floating rate of interest, which exposes the Company to interest rate fluctuations.

As at July 31, 2010, the Company has estimated that a one percentage point increase in interest rates would have caused a quarterly decrease in net income of approximately \$50 and a one percentage decrease in interest rates would have caused a quarterly increase in net income of \$50.

### Foreign currency risk

Foreign currency risk arises as the Company has operations located internationally where local operational currency is not the same as the functional currency of the Company.

A significant portion of the Company's operations are located outside of Canada. The accounting impact of foreign currency exposure is minimized since the operations are classified as self-sustaining operations. In certain developing countries, the Company mitigates its risk of large exchange rate fluctuations by conducting business primarily in U.S. dollars. U.S. dollar revenue

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### 12. <u>FINANCIAL INSTRUMENTS (Continued)</u>

FOR THE PERIODS ENDED JULY 31, 2010 AND 2009

exposure is partially mitigated by offsetting U.S. dollar labour and material expenses. Monetary assets denominated in foreign currencies are exposed to foreign currency fluctuations.

Based on the Company's foreign currency net monetary exposures and net assets as at July 31, 2010, and assuming that all other variables remain constant, a 10 percent rise or fall in the Canadian dollar against the other foreign currencies would have resulted in increases (decreases) in the net earnings and comprehensive earnings as follows:

	Increase (decrease) in net earnings					
	Canadian dollar		Canad	Canadian dollar		
	appr	reciates 10%	depre	ciates 10%		
U.S. Dollar	\$	(865)	\$	865		
Increase (decrease) in comprehensive earnings						
	Canadian dollar		Canad	Canadian dollar		
	<u>appr</u>	reciates 10%	depre	ciates 10%		
U.S. Dollar	\$	(22,170)	\$	22,170		
Chilean Peso		(3,369)		3,369		
Australian Dollar		(884)		884		

### Liquidity risk

Liquidity risk, the risk that the Company would not be able to meet its financial obligations as they become due, arises from the Company's management of working capital, finance charges and principal repayments on its debt instruments.

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Total financial liabilities, by due date, as at July 31, 2010 are as follows:

	<u>Total</u>	<u>1 year</u>	<u>2-3 years</u>	<u>4-5 years</u>
Accounts payable & accrued charges Long-term debt	\$ 56,350 21,743	\$ 56,350 8,383	\$ - 11.473	\$ - 1.887
	\$ 78,093	\$ 64,733	\$ 11,473	\$ 1,887

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) FOR THE PERIODS ENDED JULY 31, 2010 AND 2009

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### 13. <u>SEGMENTED INFORMATION</u>

Revenue	<u>20</u>	011 YTD	<u>20</u>	010 YTD
Canada - U.S.	\$	40,451	\$	20,188
South and Central America		40,017		18,243
Australia, Asia and Africa		29,012		24,058
	\$	109,480	\$	62,489
Earnings (loss) from operations				
Canada - U.S.	\$	5,571	\$	1,613
South and Central America		4,532		1,906
Australia, Asia and Africa		994		(704)
		11,097		2,815
Eliminations		(231)		(324)
		10,866		2,491
Interest expense, net		286		234
General corporate expenses		3,228		2,065
Restructuring charge		-		1,220
Goodwill impairment		-		2,032
Income tax		2,299		236
Net earnings (loss)	\$	5,053	\$	(3,296)

Goodwill impairment relates to the South and Central American segment for the fiscal year 2010 (see Note 6 – Goodwill Impairment).