

MAJORITY VOTING POLICY
MAJOR DRILLING GROUP INTERNATIONAL INC.
(the “**Corporation**”)

The board of directors (the “**Board**”) of Major Drilling Group International Inc. (the “**Corporation**”) is committed to fulfilling its mandate to supervise the management of the business and affairs of the Corporation in accordance with best practice standards in Canada and in the best interests of the Corporation and its shareholders. The Board has unanimously adopted this statement of policy providing for majority voting in director elections at any meeting of the Corporation’s shareholders where an “uncontested election” of directors is held. For the purposes of this policy, an “uncontested election” of directors of the Corporation means an election where the number of nominees for directors is equal to the number of directors to be elected.

Pursuant to this policy, if any nominee for director fails to receive at least a majority of the votes cast for his or her election, treating for such purpose “withhold” votes as a vote against such election, that nominee will immediately tender his or her resignation to the Board following the relevant shareholders’ meeting, which resignation will become effective upon acceptance by the Board.

Following receipt of a resignation submitted pursuant to this policy, the Corporate Governance and Nominating Committee of the Corporation (the “**Committee**”) will consider the resignation offer and will recommend to the Board whether or not to accept it. Absent exceptional circumstances, the Board will accept the resignation. In considering whether to recommend the acceptance of the resignation, the Committee will consider the best interests of the Corporation and its shareholders and will consider a number of factors including, without limitation, any obligations of the Corporation with respect to the nomination of directors, and whether accepting the resignation would cause the Corporation to fail to meet any applicable listing or regulatory requirement.

Within 90 days following the applicable shareholders meeting of the Corporation’s shareholders, the Board shall make its decision and, promptly following its decision, the Board will issue a press release announcing its decision, a copy of which must be provided to the Toronto Stock Exchange. In the event that the Board declines to accept the director’s resignation offer, the press release must fully state the reasons for the decision.

If the resignation is accepted, the Board may, in accordance with the provision of the *Canada Business Corporations Act*, appoint a new director to fill any vacancy created by resignation or reduce the size of the Board or call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.

Any director who tenders his or her resignation pursuant to this policy will not participate in the deliberations of the Committee or the Board at which his or her resignation is considered.