



## President's Report to Shareholders - Third Quarter 2019

Despite the standard seasonal slowdown, the Company generated \$2.8 million of EBITDA in the third quarter, and the Company's net cash position (net of debt) improved by \$5.3 million over the last three months, to end the quarter at \$20.2 million.

Our third quarter results reflect a normal part of our operational pattern, as mining and exploration companies shut down operations, in some cases for extended periods, over the holiday season. Additionally, the Company typically schedules substantial overhaul and maintenance work on its equipment during this slower period. As expected, January had a slow start as the company was still waiting on customer plans for calendar 2019 and many of our rigs only restarted between late January and mid-February.

Capital expenditures were \$6.3 million this quarter, as we added seven rigs that fit both our specialized and diversification strategies. During the quarter, we sold four rigs to local contractors in Burkina Faso and disposed of eighteen older, inefficient underground rigs, in line with our strategy of improving our underground fleet and services. This brings the fleet total to 610 rigs.

During the quarter, the Company made the decision to close its operations in Burkina Faso, and as such, took a total charge of \$8.1 million, after tax. This decision was based on the fact that this branch required significant additional investment to reach an acceptable return on investment, at a time when political and security risks are increasing in that country. The Company recorded \$6.9 million in restructuring charges consisting of a non-cash write-down of assets of \$6.0 million related to VAT receivable write-off and impairment charges relating to property, plant and equipment and inventory, as well as net cash charges of \$0.9 million for severance, moving costs and lease termination. Also, the Company wrote down \$1.2 million in deferred tax assets (recorded in its deferred tax expense) related to Burkina Faso. The Burkina Faso operations represented approximately 2% of the total Company revenue year-to-date.

We are continuing to make investments in innovation directed towards increased productivity, safety, and meeting customers' demands. We keep growing our fleet of computerized rigs, as well as retrofitting some of our newer rigs with computerized consoles. This

falls in line with the enhancement of our recruiting and training systems as we bring in a new generation of employees, while strengthening our customer service.

As we look forward, the fundamentals driving the business continue to be encouraging for the coming quarter and into fiscal 2020. Gold prices have increased recently and mineral reserves for gold and base metals continue to be depleted. Many industry experts expect that most base metals will face a significant deficit position in the next few years, due to the continued production and high grading of mines, combined with the lack of exploration work conducted to replace reserves. Given this situation, most of our senior and intermediate customers have increased their exploration budgets for calendar 2019, and the demand for drilling services continues to increase.

On a final note, we are pleased to be the recipient of the PDAC Safe Day Everyday Gold Award for the second consecutive year, in recognition of our Canadian crews having worked over 1,000,000 hours, lost time injury free, during 2017. Our Canadian crews have now worked more than 5,000,000 hours over four and a half years without a single lost time injury. The safety and well-being of our crews remains our first and highest responsibility on every project. We work hard to earn the trust and support of our crews, and we are pleased to see their success recognized by a group of our clients and peers.

As always, we value the continued support of our customers, employees, and shareholders.

Denis Larocque  
President & CEO



## **Management's Discussion and Analysis**

**Third Quarter Fiscal 2019**

# **MAJOR DRILLING GROUP INTERNATIONAL INC.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **Third Quarter Fiscal 2019**

This Management's Discussion and Analysis ("MD&A") relates to the results of operations, financial condition and cash flows of Major Drilling Group International Inc. ("Major Drilling" or the "Company") as at and for the three-month period ended January 31, 2019. All amounts in this MD&A are in Canadian dollars, except where otherwise noted.

This MD&A is a review of activities and results for the quarter ended January 31, 2019 as compared to the corresponding period in the previous year. Comments relate to, and should be read in conjunction with, the comparative unaudited Interim Condensed Consolidated Financial Statements as at and for the three months ended January 31, 2019, prepared in accordance with IAS 34 Interim Financial Reporting, and also in conjunction with the audited Consolidated Financial Statements and Management's Discussion and Analysis contained in the Company's Annual Report for the fiscal year ended April 30, 2018.

This MD&A is dated February 28, 2019. Disclosure contained in this document is current to that date, unless otherwise stated.

#### **FORWARD-LOOKING STATEMENTS**

Securities laws encourage companies to disclose forward-looking information in order for investors to have a better understanding of a corporation's future prospects and make informed investment decisions.

This MD&A contains statements that may constitute forward-looking statements about the Company's objectives, strategies, financial condition, results of operations, cash flows and businesses. These statements are "forward-looking" because they are based on current expectations, estimates, assumptions, risks and uncertainties. These forward-looking statements are typically identified by future or conditional verbs such as "outlook", "believe", "anticipate", "estimate", "project", "expect", "intend", "plan", and terms and expressions of similar import.

Such forward-looking statements are subject to a number of risks and uncertainties that include, but are not limited to: cyclical downturn; competitive pressures; dealing with business and political systems in a variety of jurisdictions; repatriation of funds or property in other jurisdictions; payment of taxes in various jurisdictions; exposure to currency movements; inadequate or failed internal processes, people or systems or from external events; dependence on key customers; safety performance; expansion and acquisition strategy; regulatory and legal risk; corruption, bribery or fraud by employees or agents; climate change risk; shortage of specialized skills and cost of labour increases; equipment and parts availability; reputational risk; cybersecurity risk; market price and dilution of common shares; and environmental, health and safety regulations and considerations. These factors and other risk factors, as described under "General Risks and Uncertainties" in the Company's Annual Information Form, represent risks the Company believes are material. Actual results could be materially different from expectations if known or unknown risks affect the business, or if estimates or assumptions turn out to be inaccurate. The Company does not guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place reliance on these forward-looking statements.

The Company disclaims any intention and assumes no obligation to update any forward-looking statement, even if new information becomes available, as a result of future events or for any other reasons, except in accordance with applicable securities laws. Risks that could cause the Company's actual results to materially differ from its current expectations are also discussed in the Company's Annual Information Form.

Additional information relating to the Company, including the Company's Annual Information Form for the previous year and the most recently completed financial year, are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## **CORPORATE OVERVIEW**

Major Drilling Group International Inc. is one of the world's largest drilling services companies primarily serving the mining industry. Established in 1980, Major Drilling has over 1,000 years of combined experience within its management team alone. The Company maintains field operations and offices in Canada, the United States, Mexico, South America, Asia, Africa and Europe. Major Drilling provides a complete suite of drilling services including surface and underground coring, directional, reverse circulation, sonic, geotechnical, environmental, water-well, coal-bed methane, shallow gas, underground percussive/longhole drilling, surface drill and blast, and a variety of mine services.

## **BUSINESS STRATEGY**

Major Drilling continues to base its business premise on the following: mining companies continue to deplete the more easily accessible mineral reserves around the world and attractive deposits will be in increasingly remote locations, areas difficult to access and/or deep in the ground. For this reason, Major Drilling's strategy is to focus its services on projects that have these characteristics, calling these services "specialized drilling". Over the years, the Company has positioned itself as one of the largest specialized drilling operators in the world by leveraging its main competitive advantages: skilled personnel, specialized equipment, robust safety systems, long-standing relationships with the world's largest mining companies and access to capital.

The Company intends to continue to modernize and innovate its fleet and expand its footprint in strategic areas while maintaining a strong balance sheet and remaining best in class in safety and human resources. The Company also seeks to continue to diversify by investing in underground and mine services that are complementary to its skill set.

The Company categorizes its mineral drilling services into three types: specialized drilling, conventional drilling and underground drilling.

Specialized drilling can be defined as any drilling project that, by virtue of its scope, technical complexity or location, creates significant barriers to entry for smaller drilling companies. This would include, for example, deep-hole drilling, directional drilling, and mobilizations to remote locations or high altitudes. Because significant ore bodies are getting more difficult to find, the Company expects specialized drilling services to continue to fuel future growth and the Company believes these skills will be in greater and greater demand over the next two decades.

Conventional drilling tends to be more affected by the industry cycle, as the barriers to entry are not as significant as with specialized drilling. This part of the industry is highly fragmented and has numerous competitors. Because the Company offers only limited differentiation in this sector, it is not its priority for investment.

The Company's underground services include both underground exploration drilling and underground percussive/longhole drilling. Underground exploration drilling takes on greater importance in the latter stages of the mining cycle as clients develop underground mines. Underground percussive/longhole drilling, which relates more to the production function of a mine, provides relatively more stable work during the mining cycles. By offering both underground production drilling and underground exploration drilling, the Company provides a wide range of complementary services to its clients.

The Company operates on a variable cost structure whereby most of its direct costs, including field staff, go up or down with contract revenue, and a large part of the Company's other expenses relate to variable incentive compensation based on the Company's profitability.

A key part of the Company's strategy is to maintain a strong balance sheet. As the industry appears to be in the early stages of the cyclical recovery, the Company is in a unique position to react quickly as its financial strength allows it to invest in safety and continuous improvement initiatives, to retain key employees and to maintain its equipment in good condition.

## **INDUSTRY OVERVIEW**

The metals and minerals drilling industry is reliant primarily on demand from two metal groups: gold and base metals. Each commodity group is influenced by distinct market forces.

Gold has historically been a significant driver in the mining industry, accounting for 40 to 50% of the exploration spend carried on around the world. Exploration activity generally varies up or down with the trend in gold prices.

The demand for base metals is dependent on economic activity. In the longer-term, the fundamental drivers of base metals remain positive, with worldwide supply of most metals expected to tighten and higher demand coming from the emerging markets. As these markets continue to urbanize, the requirement for base metals will continue to increase at the same time as easily accessible reserves are being depleted.

One of the realities of the mining industry is that future mineral deposits will have to come from areas difficult to access, either in remote or politically sensitive areas, deeper in the ground or at higher altitudes. This should improve demand for specialized services in the future.

In terms of customer base, the Company has two categories of customers: senior/intermediate companies, for which the Company provides greenfield exploration drilling and/or drilling at operating mines, and junior exploration companies.

The industry has experienced a cyclical downturn over the past several years. Mineral reserves for gold and base metals continue to be depleted. At this point in time, most of the Company's senior and intermediate customers have increased their exploration budgets for calendar 2019, although exploration levels are still lower than at the peak in 2012. The requirement for base metals will continue to increase as large base metal producers will either need to expand existing mines or develop new mines to meet world demand.

## **OVERALL PERFORMANCE**

The Company's third quarter results reflect a normal part of its operational pattern, as mining and exploration companies shut down operations, in some cases for extended periods, over the holiday season. Additionally, the Company typically schedules substantial overhaul and maintenance work on its equipment during this slower period. As expected, January had a slow start as the Company was waiting on customer plans for calendar 2019 and many rigs only restarted between late January and mid-February.

Revenue for the quarter ended January 31, 2019 was \$80.4 million, up 7% from revenue of \$75.0 million recorded in the same quarter last year. 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 million on revenue, with a negligible impact on net earnings.

Gross margin percentage for the quarter was 19.4%, up from 17.6% for the same period last year. Margins were impacted by late startups due to extremely cold weather, but were offset by improved pricing and operational efficiencies.

During the quarter, the Company made the decision to close its operations in Burkina Faso, and as such, took a total charge of \$8.1 million, after tax. This decision was based on the fact that this branch required significant additional investment to reach an acceptable return on investment, at a time when political and security risks are increasing in that country. The Company recorded \$6.9 million in restructuring charges consisting of a non-cash write-down of assets of \$6.0 million related to VAT receivable write-off and impairment charges relating to property, plant and equipment and inventory, as well as net cash charges of \$0.9 million for severance, moving costs and lease termination. Also, the Company wrote down \$1.2 million in deferred tax assets (recorded in its deferred tax expense) related to Burkina Faso. The Burkina Faso operations represented approximately 2% of the total Company revenue year-to-date.

Net loss for the quarter was \$15.9 million or \$0.20 per share, compared to a net loss of \$8.5 million or \$0.11 per share for the same period last year.

Despite the seasonal slowdown in the current quarter, the Company generated \$2.8 million of EBITDA and the net cash position (net of debt) improved by \$5.3 million over the last three months, to end the quarter at \$20.2 million. Capital expenditures were \$6.3 million this quarter, as the Company added seven rigs that fit both its specialized and diversification strategies. During the quarter, four rigs were sold to local contractors in Burkina Faso and the Company disposed of eighteen older, inefficient underground rigs, in line with the Company's strategy of improving the underground fleet and services. This brings the fleet total to 610 rigs.

## **RESULTS OF OPERATIONS - THIRD QUARTER RESULTS ENDED JANUARY 31, 2019**

Total revenue for the quarter was \$80.4 million, up 7% from revenue of \$75.0 million recorded in the same quarter last year. 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 million on revenue, with a negligible impact on net earnings.

Revenue for the quarter from Canada - U.S. drilling operations increased by 5% to \$37.3 million, compared to the same period last year, with all of the increase coming from underground operations.

South and Central American revenue increased by 6% to \$24.2 million for the quarter, compared to the same quarter last year. Activity increases in Mexico, Guiana Shield and Chile were offset by a decrease in Argentina.

Asian and African operations reported revenue of \$18.9 million, up 14% from the same period last year. Increases in Indonesia, the Philippines and Southern Africa were offset by the shutdown of the Burkina Faso operations early in the quarter.

The overall gross margin percentage for the quarter was 19.4%, up from 17.6% for the same period last year. Margins were impacted by late startups due to extremely cold weather, but were offset by improved pricing and operational efficiencies.

General and administrative costs were \$11.9 million, a decrease of \$0.2 million compared to the same quarter last year, despite a higher volume of activity.

Depreciation and amortization decreased by \$2.3 million to \$9.8 million, the result of reduced capital expenditures during the recent industry downturn.

The Company recorded a restructuring charge related to the closure of its Burkina Faso operations of \$6.9 million, consisting primarily of a non-cash write-down of assets of \$6.0 million and \$0.9 million of closedown costs relating to severance, lease termination and moving costs.

The income tax provision for the quarter was an expense of \$1.9 million compared to a recovery of \$3.7 million for the prior year period. The tax expense for the quarter included a write-down of \$1.2 million in deferred tax assets related to Burkina Faso. Also, the tax expense for the quarter was impacted by non-deductible expenses and non-tax affected losses in certain regions, while incurring taxes in profitable branches. In the same quarter last year, tax recovery benefitted from a one-time favourable adjustment of \$1.6 million from a reduction of the U.S. federal corporate tax rate.

Net loss was \$15.9 million or \$0.20 per share (\$0.20 per share diluted) for the quarter, compared to a net loss of \$8.5 million or \$0.11 per share (\$0.11 per share diluted) for the prior year quarter.

## **RESULTS OF OPERATIONS - YEAR-TO-DATE ENDED JANUARY 31, 2019**

Revenue for the nine months ended January 31, 2019 increased 15% to \$284.4 million from \$246.9 million for the corresponding period last year. The favourable foreign exchange translation impact for the year, when comparing to the effective rates for the same period last year, is estimated at \$3 million on revenue, with a negligible impact on net earnings.

Revenue from Canada - U.S. drilling operations increased modestly by 3% to \$145.1 million compared to the same period last year.

South and Central American revenue was up by 31% at \$80.1 million compared to the same period last year, due to increased activity levels, primarily in Mexico and the Guiana Shield.

Asian and African operations reported revenue of \$59.2 million, up 30% from the same period last year, driven by stronger activity in most areas, led by Indonesia, South Africa and the Philippines, offset slightly by the reduction in Burkina Faso as contracts in that country were completed.

Gross margin for the year-to-date was 23.9% compared to 20.7% last year, as pricing has improved in all regions and low-margin contracts have been renegotiated or have not been renewed.

General and administrative expenses remained relatively flat at \$35.5 million compared to the prior year. Although staffing levels and salaries have increased as the industry ramps up and the Company invests in recruitment and information technology, general and administrative expenses, as a percentage of revenue, have decreased to 12.5% in the current year from 14.4% in the previous year.

Depreciation and amortization decreased by \$5.2 million to \$31.1 million, the result of reduced capital expenditures during the recent industry downturn.

The Company recorded a restructuring charge related to the closure of its Burkina Faso operations of \$6.9 million, consisting primarily of a non-cash write-down of assets of \$6.0 million and \$0.9 million of closedown costs relating to severance, lease termination and moving costs.

The income tax provision was an expense of \$5.1 million compared to a recovery of \$4.3 million for the prior year period. The tax expense for the year included a write-down of \$1.2 million in deferred tax assets related to Burkina Faso. Also, the tax expense for the year was impacted by non-deductible expenses and non-tax affected losses in certain regions, while incurring taxes in profitable branches. In the same period last year, tax recovery benefitted from a one-time favourable adjustment of \$1.6 million from a reduction of the U.S. federal corporate tax rate.

Net loss was \$15.1 million or \$0.19 per share (\$0.19 per share diluted) compared to a net loss of \$18.1 million or \$0.23 per share (\$0.23 per share diluted) last year.

## SUMMARY OF QUARTERLY RESULTS

(in \$000s CAD, except per share)	<i>Fiscal 2017</i>	<i>Fiscal 2018</i>				<i>Fiscal 2019</i>		
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Revenue	\$ 81,469	\$ 83,952	\$ 87,992	\$ 74,970	\$ 95,412	\$ 98,485	\$ 105,501	\$ <b>80,439</b>
Gross profit	19,609	16,767	21,177	13,193	23,146	23,400	28,931	<b>15,625</b>
Gross margin	24.1%	20.0%	24.1%	17.6%	24.3%	23.8%	27.4%	<b>19.4%</b>
Net (loss) earnings	(8,231)	(6,890)	(2,722)	(8,494)	(4,346)	(2,482)	3,261	<b>(15,906)</b>
Per share - basic	(0.10)	(0.09)	(0.03)	(0.11)	(0.05)	(0.03)	0.04	<b>(0.20)</b>
Per share - diluted	(0.10)	(0.09)	(0.03)	(0.11)	(0.05)	(0.03)	0.04	<b>(0.20)</b>

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.

## LIQUIDITY AND CAPITAL RESOURCES

### *Operating Activities*

Cash flow from operations (before changes in non-cash operating working capital items, interest and income taxes) for the quarter was an inflow of \$2.0 million compared to an inflow of \$0.3 million for the same period last year.

The change in non-cash operating working capital items was an inflow of \$10.7 million for the quarter, compared to an inflow of \$11.7 million for the same period last year. The inflow of non-cash operating working capital was primarily impacted by:

- a decrease in accounts receivable of \$24.3 million;
- an increase in inventory of \$2.4 million; and
- a decrease in accounts payable of \$10.5 million.

### ***Financing Activities***

Under the terms of certain of the Company's debt agreements, the Company must satisfy specific 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.

During the year, the Company renewed and expanded its main credit facility for an aggregate of \$80 million for a five-year term, consisting of: (i) an extension and increase to \$30 million of an existing \$25 million operating credit facility, and (ii) an extension of an existing \$50 million revolving term facility. These facilities were renewed with the same terms and conditions with the exception of a slight reduction in interest rates.

### **Operating Credit Facilities**

The credit facilities related to operations total \$31.3 million (\$30.0 million from a Canadian chartered bank and \$1.3 million from an American chartered bank) and are primarily secured by corporate guarantees of companies within the group. At January 31, 2019, the Company had utilized \$2.0 million of these lines for stand-by letters of credit. The Company also has a credit facility of \$2.6 million for credit cards for which interest rate and repayment are as per cardholder agreements.

### **Long-Term Debt**

Total long-term debt decreased by \$1.5 million during the year to \$17.8 million at January 31, 2019. The decrease is due mainly to debt repayments of \$1.6 million, offset slightly by foreign exchange impact.

As of January 31, 2019, the Company had the following long-term debt facilities:

- \$50.0 million revolving facility for financing the cost of equipment purchases or acquisition costs of related businesses. At January 31, 2019, \$15.0 million had been drawn on this facility, bearing interest at 3.76%, maturing in October 2023.
- \$2.6 million non-revolving facility. This facility carries a fixed interest rate of 5.9% and is amortized over ten years ending in August 2021.
- The Company also has various other loans and capital lease facilities related to equipment purchases that totaled \$0.2 million at January 31, 2019, which were fully drawn and mature through 2022.

The Company believes that it will be able to generate sufficient cash flow to meet its current and future working capital, capital expenditure and debt obligations. As at January 31, 2019, the Company had unused borrowing capacity under its credit facilities of \$64.3 million and cash of \$38.0 million, for a total of \$102.3 million in available funds.

### ***Investing Activities***

Capital expenditures were \$6.3 million this quarter, as the Company added seven rigs that fit both its specialized and diversification strategies. During the quarter, four rigs were sold to local contractors in Burkina Faso and eighteen older, inefficient underground rigs were disposed, in line with the company's strategy of improving the underground fleet and services. This brings the fleet total to 610 rigs.

## **OUTLOOK**

The fundamentals driving the Company's business continue to be encouraging for the coming quarter and into fiscal 2020. Gold prices have increased recently and mineral reserves for gold and base metals continue to be depleted. Many industry experts expect that most base metals will face a significant deficit position in the next few years, due to the continued production and high grading of mines, combined with the lack of exploration work conducted to replace reserves. Given this situation, most of the Company's senior and intermediate customers have increased their exploration budgets for calendar 2019, and the demand for drilling services continues to increase.

The Company continues to invest in innovation directed towards increased productivity, safety, and meeting customers' demands. The Company keeps growing its fleet of computerized rigs, as well as retrofitting some of its newer rigs with computerized consoles. This falls in line with the enhancement of the Company's recruiting and training systems as it brings in a new generation of employees, while strengthening its customer service.



## NON-GAAP FINANCIAL MEASURE

The Company uses the non-GAAP financial measure, EBITDA (earnings before interest, taxes, depreciation and amortization, excluding restructuring charge). The Company believes this non-GAAP financial measure is key, for both management and investors, in evaluating performance at a consolidated level. EBITDA is commonly reported and widely used by investors and lending institutions as an indicator of a company's operating performance and ability to incur and service debt, and as a valuation metric. This measure does not have a standardized meaning prescribed by GAAP and therefore 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.

(in \$000s CAD)	<u>Q3 2019</u>	<u>Q3 2018</u>	<u>YTD 2019</u>	<u>YTD 2018</u>
Net loss	\$ (15,906)	\$ (8,494)	\$ (15,127)	\$ (18,106)
Finance costs	142	192	593	557
Income tax provision (recovery)	1,854	(3,743)	5,084	(4,294)
Depreciation and amortization	9,817	12,102	31,092	36,336
Restructuring charge	6,897	-	6,897	-
EBITDA	<u>\$ 2,804</u>	<u>\$ 57</u>	<u>\$ 28,539</u>	<u>\$ 14,493</u>

## FOREIGN EXCHANGE

The Company's reporting currency is the Canadian dollar, however a significant portion of the Company's revenue and operating expenses outside of Canada are denominated in U.S. dollars. The year-over-year comparisons in the growth of revenue and operating expenses have been impacted by the relative strength of the Canadian dollar against the U.S. dollar.

During the quarter, approximately 21% of revenue generated was in Canadian dollars with most of the balance being in U.S. dollars. Since most of the input costs related to this revenue is denominated in the same currency as the revenue, the impact on earnings is somewhat muted. The favourable foreign exchange translation impact for the three and nine months ended January 31, 2019, respectively, when comparing to the effective rates for the same period last year, is estimated at approximately \$2 and \$3 million on revenue, with a negligible impact on net earnings for both periods.

Currency controls and government policies in foreign jurisdictions, where a substantial portion of the Company's business is conducted, can restrict the Company's ability to exchange such foreign currency for other currencies, such as the U.S. dollar. To mitigate this risk, the Company has adopted a policy of carrying limited foreign currencies in local bank accounts.

As at January 31, 2019, the most significant carrying amounts of net monetary assets (which may include intercompany balances with other subsidiaries) that: (i) are denominated in currencies other than the functional currency of the respective Company subsidiary; and (ii) cause foreign exchange rate exposure, including the impact on earnings before income taxes ("EBIT"), if the corresponding rate changes by 10%, are as follows:

	<u>Rate variance</u>	<u>MNT/USD</u>	<u>USD/AUD</u>	<u>IDR/USD</u>	<u>MZN/USD</u>	<u>USD/CAD</u>	<u>Other</u>
Net exposure on monetary assets		\$ 3,813	\$ 2,284	\$ 1,898	\$ 1,696	\$ (3,701)	\$ 1,443
EBIT impact	+/-10%	424	254	211	188	411	160

## COMPREHENSIVE EARNINGS

The Interim Condensed Consolidated Statements of Comprehensive Loss for the quarter includes a \$2.7 million unrealized gain on translating the financial statements of the Company's foreign operations compared to a loss of \$10.2 million for the same period last year. The change relates to translating the net assets of the Company's foreign operations, which have a functional currency other than the Canadian dollar, to the Company's Canadian dollar currency presentation.

## **GENERAL RISKS AND UNCERTAINTIES**

A complete discussion of general risks and uncertainties may be found in the Company's Annual Information Form for the fiscal year ended April 30, 2018, which can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com). The Company is not aware of any significant changes to risk factors from those disclosed at that time.

## **OFF BALANCE SHEET ARRANGEMENTS**

Except for operating leases discussed in the annual MD&A for the year ended April 30, 2018, where there were no significant changes during the current quarter, the Company does not have any other off balance sheet arrangements.

## **DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

There have been no changes in the Company's disclosure and internal controls over financial reporting during the period beginning on November 1, 2018 and ended on January 31, 2019, that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

## **OUTSTANDING SHARE DATA**

As of February 28, 2019 there were 80,299,984 common shares issued and outstanding in the Company. This is the same number as reported in the Company's second quarter MD&A (reported as of November 30, 2018).

## **ADDITIONAL INFORMATION**

Additional information relating to the Company, including the Company's Annual Information Form, is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**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	
	2019	2018	2019	2018
<b>TOTAL REVENUE</b>	\$ 80,439	\$ 74,970	\$ 284,425	\$ 246,914
<b>DIRECT COSTS</b>	<b>64,814</b>	61,777	<b>216,469</b>	195,777
<b>GROSS PROFIT</b>	<b>15,625</b>	13,193	<b>67,956</b>	51,137
<b>OPERATING EXPENSES</b>				
General and administrative	11,884	12,149	35,526	35,473
Other expenses	1,009	952	3,305	2,215
(Gain) loss on disposal of property, plant and equipment	(89)	90	(375)	(49)
Foreign exchange loss (gain)	17	(55)	961	(995)
Finance costs	142	192	593	557
Depreciation of property, plant and equipment	9,817	12,102	31,092	35,679
Amortization of intangible assets	-	-	-	657
Restructuring charge (note 11)	6,897	-	6,897	-
	<b>29,677</b>	25,430	<b>77,999</b>	73,537
<b>LOSS BEFORE INCOME TAX</b>	<b>(14,052)</b>	(12,237)	<b>(10,043)</b>	(22,400)
<b>INCOME TAX - PROVISION (RECOVERY) (note 8)</b>				
Current	531	337	6,108	5,191
Deferred	1,323	(4,080)	(1,024)	(9,485)
	<b>1,854</b>	(3,743)	<b>5,084</b>	(4,294)
<b>NET LOSS</b>	<b>\$ (15,906)</b>	\$ (8,494)	<b>\$ (15,127)</b>	\$ (18,106)
<b>LOSS PER SHARE (note 9)</b>				
<b>Basic</b>	<b>\$ (0.20)</b>	\$ (0.11)	<b>\$ (0.19)</b>	\$ (0.23)
<b>Diluted</b>	<b>\$ (0.20)</b>	\$ (0.11)	<b>\$ (0.19)</b>	\$ (0.23)

**Major Drilling Group International Inc.**  
**Interim Condensed Consolidated Statements of Comprehensive Loss**  
(in thousands of Canadian dollars)  
(unaudited)

	Three months ended January 31		Nine months ended January 31	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>NET LOSS</b>	\$ (15,906)	\$ (8,494)	\$ (15,127)	\$ (18,106)
<b>OTHER COMPREHENSIVE EARNINGS</b>				
Items that may be reclassified subsequently to profit or loss				
Unrealized gain (loss) on foreign currency translations (net of tax)	2,691	(10,243)	4,995	(26,930)
Unrealized gain (loss) on derivatives (net of tax)	<u>22</u>	<u>74</u>	<u>(319)</u>	<u>(135)</u>
<b>COMPREHENSIVE LOSS</b>	<u>\$ (13,193)</u>	<u>\$ (18,663)</u>	<u>\$ (10,451)</u>	<u>\$ (45,171)</u>

**Major Drilling Group International Inc.**  
**Interim Condensed Consolidated Statements of Changes in Equity**  
For the nine months ended January 31, 2019 and 2018  
(in thousands of Canadian dollars)  
(unaudited)

	Share capital	Reserves	Share-based payments reserve	Retained earnings	Foreign currency translation reserve	Total
<b>BALANCE AS AT MAY 1, 2017</b>	\$ 239,751	\$ 163	\$ 19,250	\$ 63,812	\$ 86,787	\$ 409,763
Exercise of stock options	1,513	-	(310)	-	-	1,203
Share-based compensation	-	-	615	-	-	615
	<u>241,264</u>	<u>163</u>	<u>19,555</u>	<u>63,812</u>	<u>86,787</u>	<u>411,581</u>
<b>Comprehensive earnings:</b>						
Net loss	-	-	-	(18,106)	-	(18,106)
Unrealized loss on foreign currency translations	-	-	-	-	(26,930)	(26,930)
Unrealized loss on derivatives	-	(135)	-	-	-	(135)
Total comprehensive loss	<u>-</u>	<u>(135)</u>	<u>-</u>	<u>(18,106)</u>	<u>(26,930)</u>	<u>(45,171)</u>
<b>BALANCE AS AT JANUARY 31, 2018</b>	<u>\$ 241,264</u>	<u>\$ 28</u>	<u>\$ 19,555</u>	<u>\$ 45,706</u>	<u>\$ 59,857</u>	<u>\$ 366,410</u>
<b>BALANCE AS AT MAY 1, 2018</b>	\$ 241,264	\$ 36	\$ 19,721	\$ 41,360	\$ 70,021	\$ 372,402
Share-based compensation	-	-	403	-	-	403
	<u>241,264</u>	<u>36</u>	<u>20,124</u>	<u>41,360</u>	<u>70,021</u>	<u>372,805</u>
<b>Comprehensive earnings:</b>						
Net loss	-	-	-	(15,127)	-	(15,127)
Unrealized gain on foreign currency translations	-	-	-	-	4,995	4,995
Unrealized loss on derivatives	-	(319)	-	-	-	(319)
Total comprehensive loss	<u>-</u>	<u>(319)</u>	<u>-</u>	<u>(15,127)</u>	<u>4,995</u>	<u>(10,451)</u>
<b>BALANCE AS AT JANUARY 31, 2019</b>	<u>\$ 241,264</u>	<u>\$ (283)</u>	<u>\$ 20,124</u>	<u>\$ 26,233</u>	<u>\$ 75,016</u>	<u>\$ 362,354</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	
	2019	2018	2019	2018
<b>OPERATING ACTIVITIES</b>				
Loss before income tax	\$ (14,052)	\$ (12,237)	\$ (10,043)	\$ (22,400)
Operating items not involving cash				
Depreciation and amortization	9,817	12,102	31,092	36,336
(Gain) loss on disposal of property, plant and equipment	(89)	90	(375)	(49)
Share-based compensation	126	187	403	615
Restructuring charge (non-cash portion)	6,047	-	6,047	-
Finance costs recognized in loss before income tax	142	192	593	557
	<u>1,991</u>	<u>334</u>	<u>27,717</u>	<u>15,059</u>
Changes in non-cash operating working capital items	10,730	11,684	7,183	9,616
Finance costs paid	(142)	(192)	(593)	(557)
Income taxes paid	(2,316)	(2,532)	(6,873)	(4,598)
Cash flow from operating activities	<u>10,263</u>	<u>9,294</u>	<u>27,434</u>	<u>19,520</u>
<b>FINANCING ACTIVITIES</b>				
Repayment of long-term debt	(355)	(805)	(1,628)	(2,451)
Proceeds from draw on long-term debt	-	-	-	15,000
Issuance of common shares due to exercise of stock options	-	-	-	1,203
Cash flow (used in) from financing activities	<u>(355)</u>	<u>(805)</u>	<u>(1,628)</u>	<u>13,752</u>
<b>INVESTING ACTIVITIES</b>				
Payment of consideration for previous business acquisition	-	-	-	(5,135)
Acquisition of property, plant and equipment (net of direct financing) (note 7)	(6,315)	(7,560)	(19,166)	(17,753)
Proceeds from disposal of property, plant and equipment	1,877	243	9,643	1,863
Cash flow used in investing activities	<u>(4,438)</u>	<u>(7,317)</u>	<u>(9,523)</u>	<u>(21,025)</u>
Effect of exchange rate changes	(448)	(1,010)	452	(3,743)
<b>INCREASE IN CASH</b>	<b>5,022</b>	<b>162</b>	<b>16,735</b>	<b>8,504</b>
<b>CASH, BEGINNING OF THE PERIOD</b>	<u>32,969</u>	<u>34,317</u>	<u>21,256</u>	<u>25,975</u>
<b>CASH, END OF THE PERIOD</b>	<u>\$ 37,991</u>	<u>\$ 34,479</u>	<u>\$ 37,991</u>	<u>\$ 34,479</u>

**Major Drilling Group International Inc.**  
**Interim Condensed Consolidated Balance Sheets**

As at January 31, 2019 and April 30, 2018

(in thousands of Canadian dollars)

(unaudited)

	January 31, 2019	April 30, 2018
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 37,991	\$ 21,256
Trade and other receivables	60,756	88,372
Note receivable	510	495
Income tax receivable	3,592	4,517
Inventories	87,653	82,519
Prepaid expenses	6,976	2,924
	197,478	200,083
<b>NOTE RECEIVABLE</b>	175	559
<b>PROPERTY, PLANT AND EQUIPMENT (note 7)</b>	167,186	185,364
<b>DEFERRED INCOME TAX ASSETS</b>	23,354	23,196
<b>GOODWILL</b>	58,123	57,851
	\$ 446,316	\$ 467,053
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Trade and other payables	\$ 49,033	\$ 55,906
Income tax payable	2,081	3,794
Current portion of long-term debt	1,317	1,934
	52,431	61,634
<b>LONG-TERM DEBT</b>	16,491	17,407
<b>DEFERRED INCOME TAX LIABILITIES</b>	15,040	15,610
	83,962	94,651
<b>SHAREHOLDERS' EQUITY</b>		
Share capital	241,264	241,264
Reserves	(283)	36
Share-based payments reserve	20,124	19,721
Retained earnings	26,233	41,360
Foreign currency translation reserve	75,016	70,021
	362,354	372,402
	\$ 446,316	\$ 467,053

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2019 AND 2018 (UNAUDITED)**  
**(in thousands of Canadian dollars, except per share information)**

**1. NATURE OF ACTIVITIES**

Major Drilling Group International Inc. (the “Company”) 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, Africa and Europe.

**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, 2018, except as noted in note 4.

On February 28, 2019, 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, 2018, except as noted in note 4.

**3. APPLICATION OF NEW AND REVISED IFRS**

The following IASB standards, adopted as of May 1, 2018, have had no significant impact on the Company’s Interim Condensed Consolidated Financial Statements:

- IFRS 2 Share-based Payment
- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers

The Company has not applied the following IASB standard that has been issued, but is not yet effective:

***IFRS 16 Leases (“IFRS 16”)***

IFRS 16, issued in January 2016, replaces IAS 17, Leases. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessor accounting remains substantially unchanged as they continue to classify leases as operating or finance. IFRS 16 is effective for periods beginning on or after January 1, 2019.



**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2019 AND 2018 (UNAUDITED)**  
**(in thousands of Canadian dollars, except per share information)**

**3. APPLICATION OF NEW AND REVISED IFRS (Continued)**

The Company has undertaken and completed a detailed review of existing contracts against the IFRS 16 criteria and has completed the calculation of lease liabilities for contracts that have been identified as containing right-of-use assets. It is expected that a lease liability of approximately \$3 million will be recognized on transition at May 1, 2019. The Company has elected to apply the modified transition approach whereby no restatement of comparative periods is required. Right-of-use assets will be recognized at the amount of the liability on transition. Leases with terms that end within 12 months of the mandatory transition date will be accounted for by the Company as short-term leases with payments made under the lease recognized as operating expenses.

It is expected that the transition to IFRS 16 will result in increases to assets and liabilities of approximately \$3 million, as well as increases of approximately \$0.8 million to depreciation expense and \$0.2 million to finance costs and a reduction of operating costs of approximately \$1 million.

**4. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES**

IFRS 9 Financial Instruments ("IFRS 9"), replacing IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"), includes finalized guidance on the classification and measurement of financial assets and liabilities, impairment, and hedge accounting. The Company adopted the new requirements on May 1, 2018 by applying the requirements for classification and measurement, including impairment, retrospectively with no restatement of comparative periods.

***Financial instruments***

Under IFRS 9, financial assets are classified and measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL") and financial liabilities are classified and measured as amortized cost or FVTPL, depending on the business model in which they are held and the characteristics of their contractual cash flows. All of the Company's financial assets and liabilities are measured at amortized cost.

***Impairment***

IFRS 9 replaces the incurred loss model in IAS 39 with a forward-looking expected credit loss ("ECL") model. Since the Company's trade receivables have a maturity of less than one year, the Company utilized a practical expedient available under the standard and estimated lifetime ECL using historical credit loss experiences, resulting in a minimal impact on the Company's financial statements.

***Hedge accounting***

As it was under IAS 39, hedge accounting remains optional under IFRS 9. Under IFRS 9, the effectiveness test has been replaced with the principle of an "economic relationship". Retrospective assessment of hedge effectiveness is also no longer required. The Company's interest rate swap and share-forward transaction hedges continue to qualify for hedge accounting under IFRS 9 and as a result, the adoption of IFRS 9 did not have a significant impact on its Interim Condensed Consolidated Financial Statements with respect to hedge accounting.

The three types of hedges: cash flow, fair value and net investment, remain the same under IFRS 9. All of the Company's hedges continue to be classified as FVTOCI.

**5. 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 are not readily apparent from other sources, which 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

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2019 AND 2018 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENTS (Continued)**

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 depreciation purposes, property, plant and equipment and inventory valuation, determination of income and other taxes, assumptions used in the compilation of share-based payments, fair value of assets acquired and liabilities assumed in business acquisitions, amounts recorded as accrued liabilities and allowance for doubtful accounts, and impairment testing of goodwill.

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, the recognition of provisions and accrued liabilities, and the determination of the probability that deferred income tax assets will be realized from future taxable earnings.

**6. 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.

**7. PROPERTY, PLANT AND EQUIPMENT**

Capital expenditures for the three months ended January 31, 2019 were \$6,315 (2018 - \$7,560) and \$19,166 (2018 - \$17,804) for the nine months ended January 31, 2019. The Company did not obtain direct financing for the three and nine months ended January 31, 2019 (2018 - nil and \$51 respectively).

**8. INCOME TAXES**

The income tax provision (recovery) for the period can be reconciled to accounting loss before income tax as follows:

	<u>Q3 2019</u>	<u>Q3 2018</u>	<u>YTD 2019</u>	<u>YTD 2018</u>
Loss before income tax*	\$ (14,052)	\$ (12,237)	\$ (10,043)	\$ (22,400)
Statutory Canadian corporate income tax rate	27%	27%	27%	27%
Expected income tax recovery based on statutory rate	(3,794)	(3,304)	(2,711)	(6,048)
Non-recognition of tax benefits related to losses	2,729	943	4,245	2,754
Utilization of previously unrecognized losses	56	-	(16)	(811)
Other foreign taxes paid	184	64	478	263
Rate variances in foreign jurisdictions	(84)	(258)	(145)	(5)
Permanent differences	1,569	399	2,117	698
Effect of change in U.S. tax rate	-	(1,587)	-	(1,587)
De-recognition of previously recognized Burkina Faso losses	1,212	-	1,212	-
Other	(18)	-	(96)	442
Income tax provision (recovery) recognized in net loss	<u>\$ 1,854</u>	<u>\$ (3,743)</u>	<u>\$ 5,084</u>	<u>\$ (4,294)</u>

\*Loss before income tax includes restructuring charges (as detailed in note 11) in the current quarter and year of \$6,897 (2018 - nil) for which no deferred tax asset has been recognized.

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2019 AND 2018 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**8. 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 favourable or unfavourable adjustments to these estimated tax liabilities in the period the assessments are made, or resolved, or when the statutes of limitations lapse.

**9. LOSS PER SHARE**

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

	<u>Q3 2019</u>	<u>Q3 2018</u>	<u>YTD 2019</u>	<u>YTD 2018</u>
Net loss	\$ <b>(15,906)</b>	\$ (8,494)	\$ <b>(15,127)</b>	\$ (18,106)
Weighted average number of shares:				
Basic and diluted (000s)	<u>80,300</u>	80,300	<u>80,300</u>	80,248
Loss per share				
Basic	\$ <b>(0.20)</b>	\$ (0.11)	\$ <b>(0.19)</b>	\$ (0.23)
Diluted	\$ <b>(0.20)</b>	\$ (0.11)	\$ <b>(0.19)</b>	\$ (0.23)

The calculation of diluted loss per share for the three and nine months ended January 31, 2019 excludes the effect of 3,350,159 and 3,462,454 options, respectively (2018 - 3,347,361 and 2,727,342) as they were anti-dilutive.

The total number of shares outstanding on January 31, 2019 was 80,299,984 (2018 - 80,229,984).

**10. SEGMENTED INFORMATION**

The Company's operations are divided into the following three geographic segments, corresponding to its management structure: Canada - U.S.; South and Central America; and 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, 2018, except as noted in note 4. Management evaluates performance based on 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:

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2019 AND 2018 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**10. SEGMENTED INFORMATION (Continued)**

	<u>Q3 2019</u>	<u>Q3 2018</u>	<u>YTD 2019</u>	<u>YTD 2018</u>
Revenue				
Canada - U.S.*	\$ 37,317	\$ 35,473	\$ 145,123	\$ 140,343
South and Central America	24,182	22,935	80,095	61,203
Asia and Africa	18,940	16,562	59,207	45,368
	<u>\$ 80,439</u>	<u>\$ 74,970</u>	<u>\$ 284,425</u>	<u>\$ 246,914</u>
(Loss) earnings from operations				
Canada - U.S.	\$ (3,544)	\$ (7,887)	\$ 4,503	\$ (7,087)
South and Central America	(2,192)	(2,296)	(3,550)	(7,826)
Asia and Africa**	(6,641)	(124)	(4,947)	(2,041)
	<u>(12,377)</u>	<u>(10,307)</u>	<u>(3,994)</u>	<u>(16,954)</u>
Finance costs	142	192	593	557
General corporate expenses***	1,533	1,738	5,456	4,889
Income tax	1,854	(3,743)	5,084	(4,294)
	<u>3,529</u>	<u>(1,813)</u>	<u>11,133</u>	<u>1,152</u>
Net loss	<u>\$ (15,906)</u>	<u>\$ (8,494)</u>	<u>\$ (15,127)</u>	<u>\$ (18,106)</u>

\*Canada - U.S. includes revenue of \$17,098 and \$17,130 for Canadian operations for the three months ended January 31, 2019 and 2018, respectively and \$68,101 and \$68,470 for the nine months ended January 31, 2019 and 2018, respectively.

\*\*Asia and Africa includes restructuring charges (as detailed in note 11) in the current quarter and year of \$6,897 (2018 - nil).

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

	<u>Q3 2019</u>	<u>Q3 2018</u>	<u>YTD 2019</u>	<u>YTD 2018</u>
Capital expenditures				
Canada - U.S.	\$ 2,908	\$ 4,755	\$ 9,805	\$ 11,857
South and Central America	1,673	2,521	5,124	3,617
Asia and Africa	1,734	284	4,237	2,330
Total capital expenditures	<u>\$ 6,315</u>	<u>\$ 7,560</u>	<u>\$ 19,166</u>	<u>\$ 17,804</u>
Depreciation and amortization				
Canada - U.S.	\$ 4,350	\$ 6,704	\$ 14,520	\$ 18,499
South and Central America	3,309	3,690	9,563	10,051
Asia and Africa	2,071	2,394	6,768	7,544
Unallocated and corporate assets	87	(686)	241	242
Total depreciation and amortization	<u>\$ 9,817</u>	<u>\$ 12,102</u>	<u>\$ 31,092</u>	<u>\$ 36,336</u>

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2019 AND 2018 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**10. SEGMENTED INFORMATION (Continued)**

	<u>January 31, 2019</u>	<u>April 30, 2018</u>
<b>Identifiable assets</b>		
Canada - U.S.*	\$ 192,353	\$ 188,947
South and Central America	146,086	137,153
Asia and Africa	94,594	94,005
Unallocated and corporate assets	13,283	46,948
<b>Total identifiable assets</b>	<u>\$ 446,316</u>	<u>\$ 467,053</u>

\*Canada - U.S. includes property, plant and equipment at January 31, 2019 of \$33,172 (April 30, 2018 - \$44,891) for Canadian operations.

**11. RESTRUCTURING CHARGE**

During the quarter, the Company made the decision to close its operations in Burkina Faso, based on the fact that this branch required significant additional investment to reach an acceptable return on investment, at a time when political and security risks are increasing in that country.

These restructuring initiatives generated impairment losses calculated based on the determination of the fair value of assets less cost of disposal. Fair value was determined through the use of industry knowledge.

The costs related to these initiatives, and recorded as part of the restructuring charge, total \$6,897. This amount consists of non-cash charges totaling \$6,047, including an impairment charge of \$258 relating to property, plant and equipment; a write-down of \$2,307 to reduce inventory to net realizable value; and other non-cash charges of \$3,482. Cash charges include employee severance costs of \$545 incurred to rationalize the workforce, and \$305 relating to the cost of winding down operations. The unpaid portion of these charges, totaling \$845 at January 31, 2019, is recorded in trade and other payables.

**12. FINANCIAL INSTRUMENTS**

***Fair value***

The carrying values of cash, trade and other receivables, demand credit facility and trade and other payables approximate their fair value due to the relatively short period to maturity of the instruments. The carrying value of long-term debt approximates its fair value. The fair value of the interest rate swap included in long-term debt is classified as level 1 in the fair value hierarchy detailed below.

The fair value hierarchy, detailed below, requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in level 1 that are observable for the assets or liabilities, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There were no transfers of amounts between level 1, level 2 and level 3 financial instruments for the quarter ended January 31, 2019.

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2019 AND 2018 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**12. FINANCIAL INSTRUMENTS (Continued)**

***Credit risk***

As at January 31, 2019, 83.0% (April 30, 2018 - 84.3%) of the Company's trade receivables were aged as current and 1.7% (April 30, 2018 - 1.3%) of the trade receivables were impaired.

The movements in the allowance for impairment of trade receivables during the nine and twelve month periods were as follows:

	<u>January 31, 2019</u>	<u>April 30, 2018</u>
<b>Opening balance</b>	\$ 928	\$ 847
Increase in impairment allowance	469	500
Recovery of amounts previously impaired	(44)	(281)
Write-off charged against allowance	(437)	(69)
Foreign exchange translation differences	(24)	(69)
<b>Ending balance</b>	<u>\$ 892</u>	<u>\$ 928</u>

***Foreign currency risk***

As at January 31, 2019, the most significant carrying amounts of net monetary assets (which may include intercompany balances with other subsidiaries) that: (i) are denominated in currencies other than the functional currency of the respective Company subsidiary; and (ii) cause foreign exchange rate exposure, including the impact on earnings before income taxes ("EBIT"), if the corresponding rate changes by 10%, are as follows:

	<u>Rate variance</u>	<u>MNT/USD</u>	<u>USD/AUD</u>	<u>IDR/USD</u>	<u>MZN/USD</u>	<u>USD/CAD</u>	<u>Other</u>
Net exposure on monetary assets		\$ 3,813	\$ 2,284	\$ 1,898	\$ 1,696	\$ (3,701)	\$ 1,443
EBIT impact	+/-10%	424	254	211	188	411	160

***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>Total</u>
Trade and other payables	\$ 49,033	\$ -	\$ -	\$ 49,033
Long-term debt (interest included)	1,945	2,837	16,128	20,910
	<u>\$ 50,978</u>	<u>\$ 2,837</u>	<u>\$ 16,128</u>	<u>\$ 69,943</u>