

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the “Meeting”) of Major Drilling Group International Inc. (the “Corporation”) will be held on Thursday, September 10, 2020, at 3:00 p.m. (Eastern Time), for the purposes of:

- (1) receiving the consolidated financial statements for the fiscal year ended April 30, 2020, together with the auditor’s report therein;
- (2) electing the directors of the Corporation for the ensuing year;
- (3) considering an advisory resolution to accept the approach taken by the board of directors of the Corporation (the “Board”) in respect of executive compensation; and
- (4) appointing Deloitte LLP as independent auditors for the ensuing year and authorizing the directors to fix the auditors’ remuneration.

The Meeting may also consider such other business as may properly be brought before the Meeting or any adjournment thereof.

This year, out of an abundance of caution, to proactively address the unprecedented public health impact of the global coronavirus (COVID-19) pandemic and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, we will hold a virtual-only meeting, which will be conducted via live online audio webcast. All shareholders will have an opportunity to participate in the virtual meeting regardless of their geographic location. Shareholders will not be able to attend the Meeting in person. All shareholders will be able to attend, participate and vote at the Meeting online at www.virtualshareholdermeeting.com/MDI2020. Please see the “General Proxy Matters” section of this Management Information Circular of the Corporation dated July 20, 2020 (the “Circular”).

As a shareholder, it is very important that you read the following information on how to vote your shares and then vote your shares, either by proxy or by attending the Meeting.

Shareholders who are unable to attend the Meeting or who wish to vote in advance of the Meeting, are asked to carefully follow the instructions on the proxy or voting instruction form. Only registered shareholders and proxyholders may attend and vote at the Meeting. If you are a non-registered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder.

It is recommended that you vote by telephone or Internet to ensure that your vote is received before the Meeting. To cast your vote by telephone or Internet, please have your proxy card or voting instruction form in hand and carefully follow the instructions contained therein. Your telephone or Internet vote authorizes the named proxyholders to vote your shares in the same manner as if you mark, sign and return your proxy card. If you vote by telephone or Internet, your vote must be received before 5:00 p.m. (Eastern Time) on September 8, 2020.

Non-registered shareholders whose shares are registered in the name of an intermediary, such as a bank, trust company, securities broker or other financial institution, should carefully follow the voting instructions provided by the intermediary or as described elsewhere in the Circular. Non-registered shareholders who have duly appointed themselves as proxyholder may attend the Meeting, submit questions and vote their shares. Non-registered shareholders who have not duly appointed themselves as proxyholder may only attend the Meeting and submit questions, but will not be able to vote.

Please note that you cannot vote by returning this notice. For additional information, please refer to the instructions on your separate proxy or voting instruction form or in the Circular under the heading “General Proxy Matters” on how to vote using these methods.

Notice-and-Access

As permitted by Canadian securities regulators, we are using notice-and-access to deliver this Circular and other proxy-related materials (collectively, the “Meeting Materials”) to both our registered and non-registered shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR and one other website, rather than mailing paper copies of such materials to shareholders. Moreover, notice-and-access is more environmentally friendly as it reduces paper and energy consumption and it will also reduce the Corporation’s printing and mailing costs.

The Meeting Materials are available on our website: www.majordrilling.com under www.majordrilling.com/annual-meeting/ and on SEDAR: www.sedar.com under the Corporation’s profile.

Voting

You are entitled to receive notice of, and vote at, the Meeting or any adjournment thereof if you were a shareholder on July 20, 2020. Shareholders are reminded to read the Circular and other Meeting Materials carefully before voting their shares.

Questions

If you have any questions regarding this notice, the Meeting or if you have any questions regarding the notice-and-access mechanism, contact Major Drilling at 1-866-264-3986 (North American toll-free number) or 1-506-857-8636 (outside of North America) or via email to ir@majordrilling.com.

BY ORDER OF THE BOARD

“Andrew McLaughlin”
Andrew McLaughlin
Secretary

Moncton, New Brunswick
July 20, 2020