

**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	
	2022	2021	2022	2021
<b>TOTAL REVENUE</b>	<b>\$ 138,752</b>	<b>\$ 100,387</b>	<b>\$ 460,440</b>	<b>\$ 303,959</b>
<b>DIRECT COSTS (note 6)</b>	<b>115,325</b>	<b>89,329</b>	<b>369,115</b>	<b>254,924</b>
<b>GROSS PROFIT</b>	<b>23,427</b>	<b>11,058</b>	<b>91,325</b>	<b>49,035</b>
<b>OPERATING EXPENSES</b>				
General and administrative (note 6)	14,086	11,742	41,824	34,536
Other expenses	2,326	862	8,348	3,341
(Gain) loss on disposal of property, plant and equipment	(2)	(462)	(411)	(451)
Foreign exchange (gain) loss	(370)	20	740	(305)
Finance costs	373	337	1,244	961
	<b>16,413</b>	<b>12,499</b>	<b>51,745</b>	<b>38,082</b>
<b>EARNINGS (LOSS) BEFORE INCOME TAX</b>	<b>7,014</b>	<b>(1,441)</b>	<b>39,580</b>	<b>10,953</b>
<b>INCOME TAX EXPENSE (RECOVERY) (note7)</b>				
Current	2,108	896	7,452	4,760
Deferred	(770)	(870)	1,102	(1,497)
	<b>1,338</b>	<b>26</b>	<b>8,554</b>	<b>3,263</b>
<b>NET EARNINGS (LOSS)</b>	<b>\$ 5,676</b>	<b>\$ (1,467)</b>	<b>\$ 31,026</b>	<b>\$ 7,690</b>
<b>EARNINGS (LOSS) PER SHARE (note 8)</b>				
Basic	<b>\$ 0.07</b>	<b>\$ (0.02)</b>	<b>\$ 0.38</b>	<b>\$ 0.10</b>
Diluted	<b>\$ 0.07</b>	<b>\$ (0.02)</b>	<b>\$ 0.38</b>	<b>\$ 0.10</b>

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

	Three months ended January 31		Nine months ended January 31	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>NET EARNINGS (LOSS)</b>	<b>\$ 5,676</b>	<b>\$ (1,467)</b>	<b>\$ 31,026</b>	<b>\$ 7,690</b>
<b>OTHER COMPREHENSIVE EARNINGS</b>				
Items that may be reclassified subsequently to profit or loss				
Unrealized gain (loss) on foreign currency translations	4,397	(9,405)	3,884	(20,210)
Unrealized gain (loss) on derivatives (net of tax)	<u>(567)</u>	<u>122</u>	<u>(385)</u>	<u>1,835</u>
<b>COMPREHENSIVE EARNINGS (LOSS)</b>	<b><u>\$ 9,506</u></b>	<b><u>\$ (10,750)</u></b>	<b><u>\$ 34,525</u></b>	<b><u>\$ (10,685)</u></b>

**Major Drilling Group International Inc.**  
**Interim Condensed Consolidated Statements of Changes in Equity**  
For the nine months ended January 31, 2022 and 2021  
(in thousands of Canadian dollars)  
(unaudited)

	Share capital	Retained earnings (deficit)	Other reserves	Share-based payments reserve	Foreign currency translation reserve	Total
<b>BALANCE AS AT MAY 1, 2020</b>	\$ 243,189	\$ (35,691)	\$ (611)	\$ 8,519	\$ 81,640	\$ 297,046
Exercise of stock options	58	-	-	(17)	-	41
Share-based compensation	-	-	-	222	-	222
Stock options expired/forfeited	-	3,525	-	(3,525)	-	-
	<u>243,247</u>	<u>(32,166)</u>	<u>(611)</u>	<u>5,199</u>	<u>81,640</u>	<u>297,309</u>
<b>Comprehensive earnings:</b>						
Net earnings	-	7,690	-	-	-	7,690
Unrealized gain (loss) on foreign currency translations	-	-	-	-	(20,210)	(20,210)
Unrealized gain (loss) on derivatives	-	-	1,835	-	-	1,835
Total comprehensive loss	-	7,690	1,835	-	(20,210)	(10,685)
<b>BALANCE AS AT JANUARY 31, 2021</b>	<u>\$ 243,247</u>	<u>\$ (24,476)</u>	<u>\$ 1,224</u>	<u>\$ 5,199</u>	<u>\$ 61,430</u>	<u>\$ 286,624</u>
<b>BALANCE AS AT MAY 1, 2021</b>	\$ 243,379	\$ (22,456)	\$ 1,067	\$ 5,559	\$ 52,614	\$ 280,163
Share issue (note 10)	12,911	-	-	-	-	12,911
Exercise of stock options	4,030	-	-	(1,129)	-	2,901
Share-based compensation	-	-	-	273	-	273
Stock options expired/forfeited	-	19	-	(19)	-	-
	<u>260,320</u>	<u>(22,437)</u>	<u>1,067</u>	<u>4,684</u>	<u>52,614</u>	<u>296,248</u>
<b>Comprehensive earnings:</b>						
Net earnings	-	31,026	-	-	-	31,026
Unrealized gain (loss) on foreign currency translations	-	-	-	-	3,884	3,884
Unrealized gain (loss) on derivatives	-	-	(385)	-	-	(385)
Total comprehensive earnings	-	31,026	(385)	-	3,884	34,525
<b>BALANCE AS AT JANUARY 31, 2022</b>	<u>\$ 260,320</u>	<u>\$ 8,589</u>	<u>\$ 682</u>	<u>\$ 4,684</u>	<u>\$ 56,498</u>	<u>\$ 330,773</u>

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

	Three months ended January 31		Nine months ended January 31	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>OPERATING ACTIVITIES</b>				
Earnings (loss) before income tax	\$ 7,014	\$ (1,441)	\$ 39,580	\$ 10,953
Operating items not involving cash				
Depreciation and amortization	11,013	9,853	32,541	30,048
(Gain) loss on disposal of property, plant and equipment	(2)	(462)	(411)	(451)
Share-based compensation	98	73	273	222
Finance costs recognized in earnings before income tax	373	337	1,244	961
	<u>18,496</u>	<u>8,360</u>	<u>73,227</u>	<u>41,733</u>
Changes in non-cash operating working capital items	31,030	5,739	21,609	(6,803)
Finance costs paid	(373)	(337)	(1,244)	(961)
Income taxes (paid) recovered	(1,229)	(833)	(3,668)	(3,698)
Cash flow from (used in) operating activities	<u>47,924</u>	<u>12,929</u>	<u>89,924</u>	<u>30,271</u>
<b>FINANCING ACTIVITIES</b>				
Repayment of lease liabilities	(338)	(169)	(1,008)	(967)
Repayment of long-term debt	-	(251)	(355)	(35,752)
Issuance of common shares due to exercise of stock options	34	17	2,901	41
Proceeds from draw on long-term debt (note 11)	-	-	35,000	-
Cash flow from (used in) financing activities	<u>(304)</u>	<u>(403)</u>	<u>36,538</u>	<u>(36,678)</u>
<b>INVESTING ACTIVITIES</b>				
Business acquisitions (net of cash acquired) (note 10)	-	-	(38,050)	-
Acquisition of property, plant and equipment (note 5)	(12,203)	(5,069)	(34,981)	(20,613)
Proceeds from disposal of property, plant and equipment	121	541	1,902	1,033
Cash flow from (used in) investing activities	<u>(12,082)</u>	<u>(4,528)</u>	<u>(71,129)</u>	<u>(19,580)</u>
Effect of exchange rate changes	95	(1,612)	614	(2,495)
<b>INCREASE (DECREASE) IN CASH</b>	<b>35,633</b>	<b>6,386</b>	<b>55,947</b>	<b>(28,482)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD</b>	<b>42,673</b>	<b>23,565</b>	<b>22,359</b>	<b>58,433</b>
<b>CASH AND CASH EQUIVALENTS, END OF THE PERIOD</b>	<b>\$ <u>78,306</u></b>	<b>\$ <u>29,951</u></b>	<b>\$ <u>78,306</u></b>	<b>\$ <u>29,951</u></b>

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

As at January 31, 2022 and April 30, 2021

(in thousands of Canadian dollars)

(unaudited)

	January 31, 2022	April 30, 2021
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 78,306	\$ 22,359
Trade and other receivables	85,408	102,571
Income tax receivable	2,747	5,973
Inventories	92,254	85,585
Prepaid expenses	9,958	6,710
	268,673	223,198
<b>PROPERTY, PLANT AND EQUIPMENT (note 5 and note 10)</b>	192,554	144,382
<b>RIGHT-OF-USE ASSETS</b>	5,826	3,773
<b>DEFERRED INCOME TAX ASSETS</b>	4,283	8,903
<b>GOODWILL (note 10)</b>	22,573	7,708
<b>INTANGIBLE ASSETS (note 10)</b>	4,891	568
	\$ 498,800	\$ 388,532
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Trade and other payables	\$ 77,237	\$ 73,083
Income tax payable	1,985	1,639
Current portion of lease liabilities	1,512	803
Current portion of contingent consideration (note 10)	8,289	-
Current portion of long-term debt	-	356
	89,023	75,881
<b>LEASE LIABILITIES</b>	4,279	2,943
<b>CONTINGENT CONSIDERATION (note 10)</b>	13,887	1,907
<b>LONG-TERM DEBT (note 11)</b>	50,016	15,106
<b>DEFERRED INCOME TAX LIABILITIES</b>	10,822	12,532
	168,027	108,369
<b>SHAREHOLDERS' EQUITY</b>		
Share capital	260,320	243,379
Retained earnings (deficit)	8,589	(22,456)
Other reserves	682	1,067
Share-based payments reserve	4,684	5,559
Foreign currency translation reserve	56,498	52,614
	330,773	280,163
	\$ 498,800	\$ 388,532

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2022 AND 2021 (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 Australia.

**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, 2021 with the exception of intangible assets acquired (see note 10).

On March 3, 2022, 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, 2021.

**3. 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.

Depending on the severity and duration of disruptions caused by the COVID-19 pandemic, results could be impacted in future periods. It is not possible at this time to estimate the magnitude of such potential future impacts.

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

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

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.

**4. 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.

**5. PROPERTY, PLANT AND EQUIPMENT**

Capital expenditures for the three and nine months ended January 31, 2022 were \$12,203 (2021 - \$5,069) and \$34,981 (2021 - \$20,613), respectively. The company did not obtain direct financing for the three and nine months ended January 31, 2022 or 2021.

**6. EXPENSES BY NATURE**

Direct costs by nature are as follows:

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
Depreciation	\$ 10,145	\$ 9,306	\$ 30,163	\$ 28,481
Employee salaries and benefit expenses	51,893	39,032	169,548	110,738
Cost of material	20,576	15,870	67,200	47,322
Other	32,711	25,121	102,204	68,383
	<u>\$ 115,325</u>	<u>\$ 89,329</u>	<u>\$ 369,115</u>	<u>\$ 254,924</u>

General and administrative expenses by nature are as follows:

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
Amortization of intangible assets	\$ 366	\$ 95	\$ 1,014	\$ 284
Depreciation	502	452	1,364	1,283
Employee salaries and benefit expenses	7,584	6,830	23,052	19,879
Other general and administrative expenses	5,634	4,365	16,394	13,090
	<u>\$ 14,086</u>	<u>\$ 11,742</u>	<u>\$ 41,824</u>	<u>\$ 34,536</u>

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**7. INCOME TAXES**

The income tax provision for the period can be reconciled to accounting earnings before income tax as follows:

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
Earnings (loss) before income tax	\$ 7,014	\$ (1,441)	\$ 39,580	\$ 10,953
Statutory Canadian corporate income tax rate	27%	27%	27%	27%
Expected income tax provision based on statutory rate	1,894	(389)	10,687	2,957
Non-recognition of tax benefits related to losses	247	485	894	1,847
Utilization of previously unrecognized losses	(1,244)	(62)	(5,487)	(1,615)
Other foreign taxes paid	165	173	689	412
Rate variances in foreign jurisdictions	(156)	74	95	(158)
Derecognition of previously recognized losses	-	-	861	-
Permanent differences and other	432	(255)	815	(180)
Income tax provision recognized in net earnings	<u>\$ 1,338</u>	<u>\$ 26</u>	<u>\$ 8,554</u>	<u>\$ 3,263</u>

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.

**8. EARNINGS PER SHARE**

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

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
Net earnings (loss)	\$ 5,676	\$ (1,467)	\$ 31,026	\$ 7,690
Weighted average number of shares:				
Basic (000s)	82,389	80,641	82,156	80,638
Diluted (000s)	<u>82,793</u>	<u>80,829</u>	<u>82,587</u>	<u>80,743</u>
Earnings (loss) per share				
Basic	\$ 0.07	\$ (0.02)	\$ 0.38	\$ 0.10
Diluted	\$ 0.07	\$ (0.02)	\$ 0.38	\$ 0.10

The calculation of diluted earnings per share for the three and nine months ended January 31, 2022 excludes the effect of 52,500 and 42,799 options, respectively (2021 - 988,037 and 1,388,131, respectively) as they were anti-dilutive.

The total number of shares outstanding on January 31, 2022 was 82,392,054 (2021 - 80,640,753).



**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
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**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2022 AND 2021 (UNAUDITED)**

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

**9. 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 Australasia 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, 2021. 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:

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
<b>Revenue</b>				
Canada - U.S.*	\$ 78,298	\$ 56,802	\$ 257,547	\$ 173,464
South and Central America	31,976	21,820	103,950	62,928
Australasia and Africa	28,478	21,765	98,943	67,567
	<u>\$ 138,752</u>	<u>\$ 100,387</u>	<u>\$ 460,440</u>	<u>\$ 303,959</u>

\*Canada - U.S. includes revenue of \$36,284 and \$33,371 for Canadian operations for the three months ended January 31, 2022 and 2021, respectively and \$134,821 and \$85,090 for the nine months ended January 31, 2022 and 2021, respectively.

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
<b>Earnings (loss) from operations</b>				
Canada - U.S.	\$ 9,177	\$ (1,864)	\$ 34,915	\$ 9,546
South and Central America	(1,610)	(1,003)	(1,030)	(2,774)
Australasia and Africa	2,154	3,578	16,007	9,855
	<u>9,721</u>	<u>711</u>	<u>49,892</u>	<u>16,627</u>
<b>Finance costs</b>	373	337	1,244	961
<b>General corporate expenses**</b>	2,334	1,815	9,068	4,713
<b>Income tax</b>	1,338	26	8,554	3,263
	<u>4,045</u>	<u>2,178</u>	<u>18,866</u>	<u>8,937</u>
<b>Net earnings (loss)</b>	<u>\$ 5,676</u>	<u>\$ (1,467)</u>	<u>\$ 31,026</u>	<u>\$ 7,690</u>

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

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
<b>Capital expenditures</b>				
Canada - U.S.	\$ 7,533	\$ 3,598	\$ 21,900	\$ 16,184
South and Central America	2,288	255	6,298	1,039
Australasia and Africa	1,110	710	5,511	2,821
Unallocated and corporate assets	1,272	506	1,272	569
<b>Total capital expenditures</b>	<u>\$ 12,203</u>	<u>\$ 5,069</u>	<u>\$ 34,981</u>	<u>\$ 20,613</u>

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**9. SEGMENTED INFORMATION (Continued)**

	<u>Q3 2022</u>	<u>Q3 2021</u>	<u>YTD 2022</u>	<u>YTD 2021</u>
<b>Depreciation and amortization</b>				
Canada - U.S.	\$ 4,990	\$ 4,915	\$ 15,011	\$ 15,037
South and Central America	2,422	2,965	7,446	9,365
Australasia and Africa	2,843	1,589	9,150	5,155
Unallocated and corporate assets	758	384	934	491
<b>Total depreciation and amortization</b>	<u>\$ 11,013</u>	<u>\$ 9,853</u>	<u>\$ 32,541</u>	<u>\$ 30,048</u>

	<u>January 31, 2022</u>	<u>April 30, 2021</u>
<b>Identifiable assets</b>		
Canada - U.S.*	\$ 195,984	\$ 191,320
South and Central America	107,485	99,435
Australasia and Africa	199,715	111,504
Unallocated and corporate liabilities	(4,384)	(13,727)
<b>Total identifiable assets</b>	<u>\$ 498,800</u>	<u>\$ 388,532</u>

\*Canada - U.S. includes property, plant and equipment as at January 31, 2022 of \$50,162 (April 30, 2021 - \$43,409) for Canadian operations.

**10. BUSINESS ACQUISITION**

***McKay Drilling PTY Limited***

Effective June 1, 2021, the Company acquired all of the issued and outstanding shares of McKay Drilling PTY Limited ("McKay"), a leading specialty drilling contractor based in Western Australia.

The acquisition was accounted for using the acquisition method. The Company acquired 20 drill rigs, support equipment and inventory, existing contracts and receivables, as well as retaining the operation's management team, and other employees, including experienced drillers.

The purchase price for the transaction was \$71,073, consisting of \$38,050 in cash (net of cash acquired), \$12,911 in Major Drilling shares and an additional payout of \$20,112 (discounted) tied to performance. The maximum amount of the contingent consideration is \$25,000 AUD, with a payout period extending over three years from the effective date of June 1, 2021, contingent upon achievement of certain milestones.

As the acquisition occurred early in the first quarter, the Company is in the process of finalizing the valuation of assets and purchase price allocation. As at January 31, 2022, the values allocated to net tangible and intangible assets are preliminary and are subject to adjustments as additional information is obtained.

Goodwill arising from this acquisition was equal to the excess of the total consideration paid over the fair value of the net assets acquired and represents the benefit of expected synergies, revenue growth, an experienced labour force and future market development.

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2022 AND 2021 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**10. BUSINESS ACQUISITION (Continued)**

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

<b>Net assets acquired</b>		
Trade and other receivables	\$	10,475
Inventories		1,595
Prepaid expenses		1,773
Property, plant and equipment		44,466
Goodwill (not tax deductible)		15,543
Intangible assets		5,558
Trade and other payables		(7,379)
Deferred income tax liabilities		(958)
<b>Total assets</b>	<b>\$</b>	<b>71,073</b>
<b>Consideration</b>		
Cash	\$	39,031
Less: cash acquired		(981)
Contingent consideration		20,112
Shares of Major Drilling		12,911
<b>Total consideration</b>	<b>\$</b>	<b>71,073</b>

Subsequent to the date of acquisition, the trade and other receivables included in the above net assets acquired have been fully collected. Intangible assets acquired are amortized over five years.

The above consideration includes non-cash investing activities, which are not reflected in the Interim Condensed Consolidated Statements of Cash Flows, including the issuance of 1,318,101 shares of Major Drilling for a total of \$12,911, and contingent consideration of \$20,112 (discounted).

The Company incurred acquisition-related costs of \$454 relating to external legal fees and due diligence costs. These acquisition costs have been included in the other expenses line of the Interim Condensed Consolidated Statements of Operations.

The results of the McKay operations are included in the Interim Condensed Consolidated Statements of Operations from June 1, 2021. Since the date of acquisition, revenue attributable to the McKay operations for the three and nine months ended January 31, 2022 was approximately \$12 million and \$43 million, respectively and (loss) earnings were approximately \$(1) million and \$4 million, respectively. Had the business combination been effective as of May 1, 2021, pro-forma revenue and net earnings of the combined entity for the nine months ended January 31, 2022, would have been approximately \$465 million and \$32 million, respectively.

**11. FINANCIAL INSTRUMENTS**

***Fair value***

The carrying values of cash, trade and other receivables, demand credit facilities and trade and other payables approximate their fair value due to the relatively short period to maturity of the instruments. The carrying value of contingent consideration and long-term debt approximates their fair value as the interest applicable is reflective of fair market rates.

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**11. FINANCIAL INSTRUMENTS (Continued)**

Financial assets and liabilities measured at fair value are classified and disclosed in one of the following categories:

- 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).

The Company has entered into certain derivative financial instruments to manage its exposure to interest rate and market risks, including an interest rate swap, with a notional value of \$15,000 maturing in May of 2022, and share-price forward contracts with a combined notional amount of \$6,216, maturing at varying dates through June 2024.

The fair value hierarchy 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.

The Company's derivatives, with fair values as follows, are classified as level 2 financial instruments. There were no transfers of amounts between level 1, level 2 and level 3 financial instruments for the quarter ended January 31, 2022.

	<u>January 31, 2022</u>	<u>April 30, 2021</u>
Interest rate swap	\$ (16)	\$ (106)
Share-price forward contracts	\$ 3,313	\$ 2,167

**Credit risk**

As at January 31, 2022, 87.0% (April 30, 2021 - 93.7%) of the Company's trade receivables were aged as current and 2.1% (April 30, 2021 - 1.8%) 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, 2022</u>	<u>April 30, 2021</u>
<b>Opening balance</b>	\$ 1,638	\$ 1,226
Increase in impairment allowance	539	588
Recovery of amounts previously impaired	(225)	(115)
Write-off charged against allowance	(418)	-
Foreign exchange translation differences	(23)	(61)
<b>Ending balance</b>	<u>\$ 1,511</u>	<u>\$ 1,638</u>

**Foreign currency risk**

As at January 31, 2022, the most significant carrying amounts of net monetary assets and/or liabilities (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 (in 000s CAD):

	<u>Rate variance</u>	<u>IDR/USD</u>	<u>MNT/USD</u>	<u>USD/AUD</u>	<u>MZN/USD</u>	<u>USD/CLP</u>	<u>USD/BRL</u>	<u>Other</u>
Net exposure on monetary assets (liabilities)		11,269	4,267	4,026	1,079	(5,707)	(2,786)	(1,043)
EBIT impact	+/-10%	1,252	474	447	120	634	310	116

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**11. FINANCIAL INSTRUMENTS (Continued)**

***Liquidity risk***

Early in the current fiscal year, the Company negotiated an expansion of its existing revolving term facility to an aggregate \$75,000 to provide liquidity to fund operations as it made a \$35,000 draw from this facility to fund the cash portion of the McKay acquisition. As of January 31, 2022, the Company has unused capacity of \$25,000 under this facility.

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

	<u>1 year</u>	<u>2-3 years</u>	<u>4-5 years</u>	<u>Thereafter</u>	<u>Total</u>
Trade and other payables	\$ 77,237	\$ -	\$ -	\$ -	\$ 77,237
Lease liabilities (interest included)	1,854	2,534	1,189	354	5,931
Contingent consideration (undiscounted)	8,754	16,081	-	-	24,835
Long-term debt (interest included)	1,576	51,170	-	-	52,746
	<u>\$ 89,421</u>	<u>\$ 69,785</u>	<u>\$ 1,189</u>	<u>\$ 354</u>	<u>\$ 160,749</u>