

Major Drilling Group International Inc.
Consolidated Statements of Operations
(in thousands of Canadian dollars, except per share information)
(unaudited)

| | Nine months ended January 31 | | Three months ended January 31 | |
|--|---------------------------------|------------------|----------------------------------|-----------------|
| | <u>2009</u> | 2008 | <u>2009</u> | 2008 |
| TOTAL REVENUE | \$ 456,586 | \$ 420,314 | \$ 87,361 | \$ 120,758 |
| DIRECT COSTS | 298,758 | 284,293 | 63,275 | 87,046 |
| GROSS PROFIT | <u>157,828</u> | <u>136,021</u> | <u>24,086</u> | <u>33,712</u> |
| OPERATING EXPENSES | | | | |
| General and administrative | 37,472 | 32,094 | 11,300 | 11,238 |
| Other expenses | 10,739 | 10,424 | 2,043 | 2,608 |
| Foreign exchange loss (gain) | 954 | 2,154 | (674) | 449 |
| Interest expense (revenue) | 220 | (378) | 13 | 239 |
| Interest expense on long-term debt | 1,415 | 1,922 | 471 | 569 |
| Amortization | 24,216 | 19,511 | 8,463 | 6,973 |
| Restructuring charge (note 5) | 6,919 | - | 6,919 | - |
| Goodwill and intangible assets impairment (note 6) | 732 | - | 732 | - |
| | <u>82,667</u> | <u>65,727</u> | <u>29,267</u> | <u>22,076</u> |
| EARNINGS (LOSS) BEFORE INCOME TAX AND DISCONTINUED OPERATIONS | <u>75,161</u> | <u>70,294</u> | <u>(5,181)</u> | <u>11,636</u> |
| INCOME TAX - PROVISION (RECOVERY) | | | | |
| Current | 22,677 | 19,268 | (230) | 3,011 |
| Future | 1,948 | 1,717 | 119 | 955 |
| | <u>24,625</u> | <u>20,985</u> | <u>(111)</u> | <u>3,966</u> |
| EARNINGS (LOSS) FROM CONTINUING OPERATIONS | 50,536 | 49,309 | (5,070) | 7,670 |
| LOSS FROM DISCONTINUED OPERATIONS | - | (575) | - | (434) |
| NET EARNINGS (LOSS) | <u>\$ 50,536</u> | <u>\$ 48,734</u> | <u>\$ (5,070)</u> | <u>\$ 7,236</u> |
| <u>EARNINGS (LOSS) PER SHARE FROM CONTINUING OPERATIONS</u> | | | | |
| Basic * | <u>\$ 2.13</u> | <u>\$ 2.09</u> | <u>\$ (0.21)</u> | <u>\$ 0.32</u> |
| Diluted ** | <u>\$ 2.11</u> | <u>\$ 2.06</u> | <u>\$ (0.21)</u> | <u>\$ 0.32</u> |
| <u>EARNINGS (LOSS) PER SHARE</u> | | | | |
| Basic * | <u>\$ 2.13</u> | <u>\$ 2.07</u> | <u>\$ (0.21)</u> | <u>\$ 0.31</u> |
| Diluted ** | <u>\$ 2.11</u> | <u>\$ 2.04</u> | <u>\$ (0.21)</u> | <u>\$ 0.30</u> |

*Based on 23,709,136 and 23,541,827 daily weighted average shares outstanding for the fiscal year to date 2009 and 2008, respectively and on 23,711,073 and 23,621,029 daily weighted average shares for the quarter ended January 31, 2009 and 2008, respectively. The total number of shares outstanding on January 31, 2009 was 23,711,073.

**Based on 23,945,107 and 23,882,663 daily weighted average shares outstanding for the fiscal year to date 2009 and 2008, respectively and on 23,812,526 and 24,018,422 daily weighted average shares outstanding for the third quarter ended January 31, 2009 and 2008, respectively.

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

(in thousands of Canadian dollars)
(unaudited)

| | Nine months ended January 31 | | Three months ended January 31 | |
|--|---------------------------------|-------------------------|----------------------------------|-------------------------|
| | <u>2009</u> | <u>2008</u> | <u>2009</u> | <u>2008</u> |
| NET EARNINGS (LOSS) | \$ 50,536 | \$ 48,734 | \$ (5,070) | \$ 7,236 |
| OTHER COMPREHENSIVE EARNINGS (LOSS) | | | | |
| Unrealized gains (losses) on translating financial statements of self-sustaining foreign operations | <u>38,476</u> | <u>(19,429)</u> | <u>4,123</u> | <u>7,823</u> |
| COMPREHENSIVE EARNINGS (LOSS) | <u>\$ 89,012</u> | <u>\$ 29,305</u> | <u>\$ (947)</u> | <u>\$ 15,059</u> |

Consolidated Statements of Retained Earnings

(in thousands of Canadian dollars)
(unaudited)

| | Nine months ended January 31 | |
|---|---------------------------------|--------------------------|
| | <u>2009</u> | <u>2008</u> |
| RETAINED EARNINGS, BEGINNING OF THE PERIOD | \$ 182,533 | \$ 108,438 |
| Net earnings | <u>50,536</u> | 48,734 |
| Dividend | <u>(4,742)</u> | - |
| RETAINED EARNINGS, END OF THE PERIOD | <u>\$ 228,327</u> | <u>\$ 157,172</u> |

**Consolidated Statements of Accumulated Other
Comprehensive Loss**

(in thousands of Canadian dollars)
(unaudited)

| | Nine months ended January 31 | |
|--|---------------------------------|---------------------------|
| | <u>2009</u> | <u>2008</u> |
| ACCUMULATED OTHER COMPREHENSIVE LOSS, BEGINNING OF THE PERIOD | \$ (44,552) | \$ (30,383) |
| Unrealized gains (losses) on translating financial statements of self-sustaining foreign operations | <u>38,476</u> | <u>(19,429)</u> |
| ACCUMULATED OTHER COMPREHENSIVE LOSS, END OF THE PERIOD | <u>\$ (6,076)</u> | <u>\$ (49,812)</u> |

Major Drilling Group International Inc. Consolidated Statements of Cash Flows

(in thousands of Canadian dollars)
(unaudited)

| | Nine months ended January 31 | | Three months ended January 31 | |
|--|---------------------------------|------------------|----------------------------------|------------------|
| | <u>2009</u> | <u>2008</u> | <u>2009</u> | <u>2008</u> |
| OPERATING ACTIVITIES | | | | |
| Earnings (loss) from continuing operations | \$ 50,536 | \$ 49,309 | \$ (5,070) | \$ 7,670 |
| Operating items not involving cash | | | | |
| Amortization | 24,216 | 19,511 | 8,463 | 6,973 |
| Restructuring charge (note 5) | 5,194 | - | 5,194 | - |
| Loss (gain) on disposal of capital assets | 961 | 1,268 | (203) | 265 |
| Future income tax | 1,948 | 1,717 | 119 | 955 |
| Stock-based compensation | 1,273 | 1,955 | 175 | 388 |
| Goodwill and intangible assets impairment (note 6) | 732 | - | 732 | - |
| | <u>84,860</u> | <u>73,760</u> | <u>9,410</u> | <u>16,251</u> |
| Changes in non-cash operating working capital items | <u>31,152</u> | <u>(16,757)</u> | <u>33,604</u> | <u>1,145</u> |
| | <u>116,012</u> | <u>57,003</u> | <u>43,014</u> | <u>17,396</u> |
| Loss from discontinued operations, adjusted for non-cash items | - | (689) | - | (437) |
| Changes in non-cash operating working capital items from discontinued operations | <u>(1,898)</u> | <u>(803)</u> | <u>(1,898)</u> | <u>1,923</u> |
| Cash flow from operating activities | <u>114,114</u> | <u>55,511</u> | <u>41,116</u> | <u>18,882</u> |
| FINANCING ACTIVITIES | | | | |
| Repayment of long-term debt | (9,094) | (10,916) | (3,171) | (2,831) |
| Additional long-term debt | 10,000 | 10,000 | - | 10,000 |
| (Repayment of) increase in demand loans | (2,179) | 8,489 | - | (7,323) |
| Issuance of common shares | 28 | 3,829 | - | 1,180 |
| Issuance of dividend | (4,742) | - | - | - |
| Discontinued operations | - | (3,064) | - | 32 |
| Cash flow (used in) from financing activities | <u>(5,987)</u> | <u>8,338</u> | <u>(3,171)</u> | <u>1,058</u> |
| INVESTING ACTIVITIES | | | | |
| Business acquisitions, net of cash acquired (note 7) | (21,867) | (27,429) | (62) | - |
| Acquisition of capital assets, net of direct financing | (48,288) | (45,401) | (14,324) | (16,469) |
| Proceeds from disposal of capital assets | 3,040 | 2,510 | 1,147 | 95 |
| Other | - | 36 | - | 36 |
| Cash flow used in investing activities | <u>(67,115)</u> | <u>(70,284)</u> | <u>(13,239)</u> | <u>(16,338)</u> |
| OTHER ACTIVITIES | | | | |
| Foreign exchange translation adjustment | <u>5,052</u> | <u>(334)</u> | <u>3,027</u> | <u>(1,046)</u> |
| INCREASE (DECREASE) IN CASH | 46,064 | (6,769) | 27,733 | 2,556 |
| CASH POSITION, BEGINNING OF THE PERIOD | 20,695 | 25,022 | 39,026 | 15,697 |
| CASH POSITION, END OF THE PERIOD | \$ 66,759 | \$ 18,253 | \$ 66,759 | \$ 18,253 |

Major Drilling Group International Inc.

Consolidated Balance Sheets

As at January 31, 2009 and April 30, 2008

(in thousands of Canadian dollars)

(unaudited)

| ASSETS | January 2009 | April 2008 |
|--|-------------------------|-----------------------|
| CURRENT ASSETS | | |
| Cash | \$ 66,759 | \$ 20,695 |
| Accounts receivable | 52,952 | 103,555 |
| Income tax receivable | 6,411 | 3,218 |
| Inventories | 74,440 | 75,094 |
| Prepaid expenses | 5,981 | 6,280 |
| Future income tax assets | 1,571 | 3,948 |
| | 208,114 | 212,790 |
| CAPITAL ASSETS | 241,885 | 199,007 |
| FUTURE INCOME TAX ASSETS | 1,292 | 334 |
| GOODWILL AND INTANGIBLE ASSETS (note 9) | 32,087 | 14,837 |
| | \$ 483,378 | \$ 426,968 |
| LIABILITIES | | |
| CURRENT LIABILITIES | | |
| Demand loan | \$ - | \$ 2,179 |
| Accounts payable and accrued charges | 44,904 | 73,870 |
| Income tax payable | 5,808 | 10,541 |
| Current portion of long-term debt | 18,552 | 11,798 |
| Future income tax liabilities | 1,024 | 1,177 |
| Liabilities of discontinued operations | - | 2,028 |
| | 70,288 | 101,593 |
| LONG-TERM DEBT | 25,591 | 28,317 |
| FUTURE INCOME TAX LIABILITIES | 14,022 | 9,152 |
| | 109,901 | 139,062 |
| SHAREHOLDERS' EQUITY | | |
| Share capital | 142,168 | 142,140 |
| Contributed surplus | 9,058 | 7,785 |
| Retained earnings | 228,327 | 182,533 |
| Accumulated other comprehensive loss | (6,076) | (44,552) |
| | 373,477 | 287,906 |
| | \$ 483,378 | \$ 426,968 |

MAJOR DRILLING GROUP INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE PERIODS ENDED JANUARY 31, 2009 AND 2008
(in thousands of Canadian dollars)

1. BASIS OF PRESENTATION

These interim consolidated financial statements were prepared using accounting policies and methods consistent with those used in the preparation of the Company's audited consolidated financial statements for the year ended April 30, 2008, except for the adoption of new accounting policies as disclosed in Note 2 below. These interim consolidated financial statements conform in all respects to the requirements of Canadian generally accepted accounting principles for annual financial statements, with the exception of certain note disclosures. As a result, these interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes for the year ended April 30, 2008 contained in the Company's 2008 annual report.

2. CHANGES IN ACCOUNTING POLICIES

Effective May 1, 2008, the Company adopted the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3031, Inventories, replacing Section 3030, Inventories, Section 3862, Financial Instruments – Disclosures, Section 3863, Financial Instruments – Presentation, and Section 1535, Capital Disclosures.

Section 3031, Inventories, provides more guidance on the determination of the cost of inventory and the subsequent recognition of inventory as an expense, as well as requiring additional associated disclosures. The new standard also allows for the reversal of any write downs previously recognized. The adoption of this policy had no material effect on the Company's consolidated financial statements. (see Note 8 – Inventory)

Section 3862 on financial instruments disclosures requires the disclosure of information about: a) the significance of financial instruments for the entity's financial position and performance and b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. Section 3863 on the presentation of financial instruments is unchanged from the presentation requirements included in Section 3861. Section 1535 on capital disclosures requires the disclosure of information about an entity's objectives, policies and processes for managing capital. As the standards relate only to disclosure requirements, they have had no effect on financial results. (see Note 10 – Capital Management and Note 11 – Financial Instruments)

3. FUTURE ACCOUNTING CHANGES

Goodwill and Intangible Assets

In February 2008, the CICA issued Section 3064, Goodwill and Intangible Assets, replacing Section 3062, Goodwill and Other Intangible Assets and Section 3450, Research and Development Costs. Various changes have been made to other sections of the CICA Handbook for consistency purposes. The new Section will be applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. Accordingly, the Company will adopt the new standards for its fiscal year

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3. FUTURE ACCOUNTING CHANGES (Continued)

beginning May 1, 2009. Section 3064 establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The Company is currently evaluating the impact of the adoption of this new Section on its consolidated financial statements.

International Financial Reporting Standards (IFRS)

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

4. SEASONALITY OF OPERATIONS

The Company’s operations tended to exhibit a seasonal pattern whereby its fourth quarter (February to April) was its strongest. With the exception of the third quarter, the Company has, over the past several years, exhibited comparatively less seasonality in quarterly revenue. The third quarter (November to January) is normally the Company’s weakest quarter due to the shutdown of mining and exploration activities, often for extended periods, over the holiday season, particularly in South and Central America. With the current economic and industry downturn ongoing, it is not yet clear whether or not the Company’s revenue will return to more historical seasonal patterns, or whether a recent lack of seasonality will continue.

5. RESTRUCTURING CHARGE

During the third quarter of 2009, the Company initiated a restructuring plan to standardize the drilling equipment fleet and reduce operating costs by rationalizing the workforce and business locations. These initiatives generated a total restructuring charge of \$6,919 as detailed below.

The current economic environment presented an opportunity to accomplish significant progress in the rationalization of the Company’s drilling equipment fleet, which was initiated a number of years ago. The Company eliminated 55 drill rigs from its global fleet for a non-cash charge of \$5,194 with the objective of increasing the focus on hydraulic drill rigs equipped with the latest safety features.

Employee severance charges of \$1,578 have been incurred to rationalize the workforce and centralize some administrative functions. These charges have been fully paid out in the quarter.

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5. RESTRUCTURING CHARGE (Continued)

Business relocation charges of \$147, relating to early termination of leases, have been expensed and are not yet paid at the end of the quarter.

6. GOODWILL AND INTANGIBLE ASSETS IMPAIRMENT

In the current quarter, the Company recorded an impairment charge of \$732. Of this amount, \$350 relates to the value attributed to the acquired contracts, and recorded as intangible assets, from the Forage à Diamant Benoît Ltée purchase earlier this fiscal year. This impairment was required as the majority of these contracts have been completed early due to the current economic conditions. Goodwill of \$382 from the Longstaff Group of Companies, purchased in the third quarter of 2007, has also been impaired due to the economic downturn and the inability of this region to generate the expected revenue.

7. BUSINESS ACQUISITIONS

Effective August 1, 2008 the Company acquired the assets of the exploration drilling company Forage à Diamant Benoît Ltée (“Benoît”) based in Val-d’Or, Québec. Through this purchase, Major Drilling acquired 19 drill rigs, support equipment and inventory, existing contracts and personnel. The purchase price for the transaction was \$23,117, including customary working capital adjustments, financed by cash and debt.

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

| | |
|--|-------------------------|
| Assets acquired and liabilities assumed | |
| Accounts receivable | \$ 5,055 |
| Prepaid expenses | 241 |
| Inventories | 533 |
| Capital assets | 7,489 |
| Intangible assets | 700 |
| Goodwill | 14,231 |
| Accounts payable | (884) |
| Income tax payable | (2,842) |
| Future income tax liability | (1,406) |
| Net assets | <u>\$ 23,117</u> |
| | |
| Consideration | |
| Cash | \$ 21,867 |
| Accounts payable | 500 |
| Long-term debt | 750 |
| | <u>\$ 23,117</u> |

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7. BUSINESS ACQUISITIONS (Continued)

Effective October 25, 2007 the Company acquired the assets of the exploration drilling company Paragon del Ecuador S.A. (“Paragon”) in Ecuador. Through this purchase, Major Drilling acquired 7 drill rigs, support equipment and inventory, existing contracts and personnel. The purchase price for the transaction was US\$5,999 (C\$5,805), subject to various holdbacks, financed by cash and debt.

Net assets acquired at fair market value at acquisition are as follows:

| | |
|------------------------|-----------------|
| Assets acquired | |
| Inventories | \$ 586 |
| Capital assets | 2,023 |
| Goodwill | 3,196 |
| Net assets | <u>\$ 5,805</u> |

| | |
|----------------------|-----------------|
| Consideration | |
| Cash | \$ 3,871 |
| Long-term debt | 1,934 |
| | <u>\$ 5,805</u> |

Effective September 1, 2007 the Company acquired the exploration drilling company Harris y Cia Ltda. (“Harris”) in Chile. Through this purchase, Major Drilling acquired 11 drill rigs, support equipment, inventory, an office and repair facilities. As part of this acquisition, the Company also acquired Harris’ existing contracts and retained key management personnel, as well as the other employees, including a number of experienced drillers. The purchase price for the transaction was US\$23,934 (C\$25,203), including customary working capital adjustments, financed with cash.

Net assets acquired at fair market value at acquisition are as follows:

| | |
|--|------------------|
| Assets & liabilities acquired | |
| Cash | \$ 1,149 |
| Accounts receivable | 631 |
| Inventories | 1,060 |
| Capital assets | 9,621 |
| Future income tax assets | 2,328 |
| Goodwill | 11,570 |
| Accounts payable | (1,156) |
| Net assets | <u>\$ 25,203</u> |

| | |
|----------------------|------------------|
| Consideration | |
| Cash | <u>\$ 25,203</u> |

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8. INVENTORY

The cost of inventory recognized as an expense and included in cost of goods sold for the nine and three months ended January 31, 2009 was \$70,564 and \$11,292 respectively. During the period, there were no significant write downs of inventory as a result of net realizable value being lower than cost and no inventory write downs recognized in previous years were reversed.

The Company's credit facility related to operations is in part secured by a general assignment of the Company's inventory.

9. GOODWILL AND INTANGIBLE ASSETS

| | <u>January 2009</u> | <u>April 2008</u> |
|-------------------|---------------------|-------------------|
| Goodwill | \$ 31,767 | \$ 14,837 |
| Intangible assets | <u>320</u> | <u>-</u> |
| | <u>\$ 32,087</u> | <u>\$ 14,837</u> |

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

| | <u>2009 YTD</u> | <u>2009 Q3</u> |
|--|------------------|------------------|
| Balance at beginning of the period | \$ 14,837 | \$ 32,354 |
| Goodwill acquired | 14,231 | (526) |
| Intangible assets acquired | 700 | 700 |
| Amortization of intangible assets | (30) | (30) |
| Goodwill and intangible impairment | (732) | (732) |
| Effect of foreign currency exchange rate changes | <u>3,081</u> | <u>321</u> |
| | <u>\$ 32,087</u> | <u>\$ 32,087</u> |

Intangible assets balance represents the carrying value of a non-competition agreement and is amortized on a straight-line basis over the three-year life of the agreement.

10. CAPITAL MANAGEMENT

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

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10. CAPITAL MANAGEMENT (Continued)

Total managed capital was as follows:

| | <u>January 2009</u> | <u>April 2008</u> |
|---------------------|---------------------|-------------------|
| Demand loan | \$ - | \$ 2,179 |
| Long-term debt | 44,143 | 40,115 |
| Share capital | 142,168 | 142,140 |
| Contributed surplus | 9,058 | 7,785 |
| Retained earnings | 228,327 | 182,533 |
| Cash | <u>(66,759)</u> | <u>(20,695)</u> |
| | <u>\$ 356,937</u> | <u>\$ 354,057</u> |

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

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

The Company's banking facilities have been renewed in November 2008 with no material changes in the borrowing conditions of the facilities.

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

The Company's objectives with regards to capital management remain unchanged from 2008.

11. FINANCIAL INSTRUMENTS

Fair value

The carrying values of cash, accounts receivable, demand loans and accounts payable approximate their fair value due to the relatively short period to maturity of the instruments. Long-term debt has a carrying value of \$44,143 as at January 31, 2009 (April 30, 2008 - \$40,115) and also approximates its fair market value.

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11. FINANCIAL INSTRUMENTS (Continued)

Risk management

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

Credit risk

The Company is exposed to credit risk from its accounts receivable. The Company has adopted a policy of dealing only with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. It carries out, on a continuing basis, credit checks on its customers and maintains provisions for contingent credit losses. The Company also diversifies its credit risk by dealing with a large number of customers in various countries. Demand for the Company's drilling services depends upon the level of mineral exploration and development activities conducted by mining companies, particularly with respect to gold, nickel and copper. The Company's five largest customers account for 28% (19% in 2008) of total quarterly revenue, with no one customer representing more than 10% of its revenue for 2009 or 2008.

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

As at January 31, 2009, 57.3% of the Company's trade receivables are aged as current (under 30 days) and 4.4% of the trade receivables are impaired.

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

The Company does not enter into derivatives to manage credit risk.

Interest rate risk

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

As at January 31, 2009 the Company has estimated that a one percentage point increase in interest rates would have caused a quarterly decrease in net income of approximately \$74 and a 1% decrease in interest rates would have caused a quarterly increase in net income of \$74.

Foreign currency risk

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

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11. FINANCIAL INSTRUMENTS (Continued)

A significant portion of the Company's operations are located outside of Canada. The accounting impact of foreign currency exposure is minimized since the operations are classified as self-sustaining operations. In certain developing countries, the Company mitigates its risk of large exchange rate fluctuations by conducting business primarily in U.S. dollars. U.S. dollar revenue exposure is partially mitigated by offsetting U.S. dollar labour and material expenses. Monetary assets denominated in foreign currencies are exposed to foreign currency fluctuations.

Based on the Company's foreign currency net exposures as at January 31, 2009, and assuming that all other variables remain constant, a 10% rise or fall in the Canadian dollar against the other foreign currencies would have resulted in increases (decreases) in the net income and comprehensive earnings as follows:

| | <u>Increase (decrease) in net income</u> | |
|-------------------|--|------------------------|
| | <u>Canadian dollar</u> | <u>Canadian dollar</u> |
| | <u>appreciates 10%</u> | <u>depreciates 10%</u> |
| Australian Dollar | \$ 227 | \$ (227) |
| Chilean Peso | (677) | 677 |
| Indonesian Rupiah | (216) | 216 |
| Mexican Peso | 393 | (393) |
| US Dollar | (182) | 182 |

| | <u>Increase (decrease) in</u> | |
|-------------------|-------------------------------|------------------------|
| | <u>comprehensive earnings</u> | |
| | <u>Canadian dollar</u> | <u>Canadian dollar</u> |
| | <u>appreciates 10%</u> | <u>depreciates 10%</u> |
| Australian Dollar | \$ (3,333) | \$ 3,333 |
| US Dollar | (26,704) | 26,704 |

Liquidity risk

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

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

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11. FINANCIAL INSTRUMENTS (Continued)

Total financial liabilities, by due date, as at January 31, 2009 are as follows:

| | <u>Total</u> | <u>0-1 year</u> | <u>2-3 years</u> | <u>4-5 years</u> | <u>5+ years</u> |
|------------------------------------|------------------|------------------|------------------|------------------|-----------------|
| Accounts payable & accrued charges | \$ 44,904 | \$ 44,904 | \$ - | \$ - | \$ - |
| Long-term debt | <u>44,143</u> | <u>18,552</u> | <u>10,232</u> | <u>6,029</u> | <u>9,330</u> |
| | <u>\$ 89,047</u> | <u>\$ 63,456</u> | <u>\$ 10,232</u> | <u>\$ 6,029</u> | <u>\$ 9,330</u> |

12. SEGMENTED INFORMATION

| | <u>2009 YTD</u> | <u>2008 YTD</u> | <u>2009 Q3</u> | <u>2008 Q3</u> |
|--|-------------------|-------------------|-------------------|-------------------|
| Revenue | | | | |
| Canada - U.S. | \$ 147,647 | \$ 136,477 | \$ 28,376 | \$ 35,133 |
| South and Central America | 133,119 | 126,093 | 23,515 | 38,818 |
| Australia, Asia and Africa | <u>175,820</u> | <u>157,744</u> | <u>35,470</u> | <u>46,807</u> |
| | <u>\$ 456,586</u> | <u>\$ 420,314</u> | <u>\$ 87,361</u> | <u>\$ 120,758</u> |
| Earnings from operations | | | | |
| Canada - U.S. | \$ 38,142 | \$ 25,282 | \$ 3,286 | \$ 3,083 |
| South and Central America | 32,591 | 33,317 | 2,778 | 7,791 |
| Australia, Asia and Africa | <u>27,562</u> | <u>27,960</u> | <u>124</u> | <u>5,453</u> |
| | <u>98,295</u> | <u>86,559</u> | <u>6,188</u> | <u>16,327</u> |
| Eliminations | <u>(916)</u> | <u>(833)</u> | <u>(313)</u> | <u>(268)</u> |
| | <u>97,379</u> | <u>85,726</u> | <u>5,875</u> | <u>16,059</u> |
| Interest expense, net | 1,635 | 1,544 | 484 | 808 |
| General corporate expenses | 12,932 | 13,888 | 2,921 | 3,615 |
| Restructuring charge | 6,919 | - | 6,919 | - |
| Goodwill and intangible assets impairment | 732 | - | 732 | - |
| Income tax | <u>24,625</u> | <u>20,985</u> | <u>(111)</u> | <u>3,966</u> |
| Earnings (loss) from continuing operations | <u>50,536</u> | <u>49,309</u> | <u>(5,070)</u> | <u>7,670</u> |
| Loss from discontinued operations | - | (575) | - | (434) |
| Net earnings (loss) | <u>\$ 50,536</u> | <u>\$ 48,734</u> | <u>\$ (5,070)</u> | <u>\$ 7,236</u> |

Goodwill and intangible assets impairment includes \$382 of goodwill impairment relating to the Australia, Asia and Africa segment and \$350 of intangible assets impairment relating to the Canada – U.S. segment (see Note 6 - Goodwill and Intangible Assets Impairment).