Major Drilling Group International Inc. Consolidated Statements of Operations

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

(unaudited)

		onths ended oril 30			Three months ended April 30			
	 2010		2009		2010		2009	
TOTAL REVENUE	\$ 307,856	\$	522,986	\$	97,368	\$	66,400	
DIRECT COSTS	233,483		347,352		74,996		48,594	
GROSS PROFIT	 74,373		175,634		22,372		17,806	
OPERATING EXPENSES								
General and administrative	33,437		46,866		8,507		9,394	
Other expenses	5,000		12,508		1,172		1,769	
Foreign exchange (gain) loss	(138)		1,441		525		487	
Interest (revenue) expense	(214)		224		(86)		4	
Interest expense on long-term debt	1,068		1,833		255		418	
Amortization	30,058		32,235		7,275		8,019	
Restructuring charge (note 5)	1,220		9,043		-		2,124	
Goodwill and intangible assets impairment (note 6)	1,519		732		(513)		-	
	 71,950		104,882		17,135		22,215	
EARNINGS (LOSS) BEFORE INCOME TAX	 2,423		70,752		5,237		(4,409)	
INCOME TAX - PROVISION (RECOVERY)								
Current	5,946		23,489		2,732		812	
Future	(3,059)		1,328		(720)		(620)	
	 2,887		24,817		2,012		192	
NET (LOSS) EARNINGS	\$ (464)	\$	45,935	\$	3,225	\$	(4,601)	
(LOSS) EARNINGS PER SHARE								
Basic *	\$ (0.02)	\$	1.94	\$	0.14	\$	(0.19)	
Diluted **	\$ (0.02)	\$	1.92	\$	0.13	\$	(0.19)	

*Based on 23,726,437 and 23,710,649 daily weighted average shares outstanding for the fiscal year to date 2010 and 2009, respectively and on 23,747,573 and 23,715,343 daily weighted average shares for the quarter ended April 30, 2010 and 2009, respectively. The total number of shares outstanding on April 30, 2010 was 23,747,573.

**Based on 23,917,678 daily weighted average shares outstanding for the fiscal year to date 2009 and on 23,965,511 daily weighted average shares outstanding for the fourth quarter ended April 30, 2010.

For the year ended April 30, 2010 and quarter ended April 30, 2009 the exercise of stock options would have been anti-dilutive.

Major Drilling Group International Inc. Consolidated Statements of Comprehensive (Loss) Earnings (in thousands of Canadian dollars)

(unaudited)

	Twelve months ended April 30			Т	Three months ended April 30			
		2010		2009		2010		2009
NET (LOSS) EARNINGS	\$	(464)	\$	45,935	\$	3,225	\$	(4,601)
OTHER COMPREHENSIVE (LOSS) EARNINGS Unrealized (loss) gain on translating financial statements of out sustaining farging operations		(20.254)		20 472		44 277)		007
of self-sustaining foreign operations		(39,254)		39,473		14,277)		997
COMPREHENSIVE (LOSS) EARNINGS	\$	(39,718)	\$	85,408	\$ (11,052)	\$	(3,604)

Consolidated Statements of Retained Earnings

(in thousands of Canadian dollars) (unaudited)

	Twelve months ended April 30				
	2010			2009	
RETAINED EARNINGS, BEGINNING OF THE YEAR	\$	218,983	\$	182,533	
Net (loss) earnings Dividends		(464) (9,494)		45,935 (9,485)	
RETAINED EARNINGS, END OF THE YEAR	\$	209,025	\$	218,983	

Consolidated Statements of Accumulated Other Comprehensive Loss

(in thousands of Canadian dollars) (unaudited)

	Twelve months ended April 30			
		2010		2009
ACCUMULATED OTHER COMPREHENSIVE LOSS, BEGINNING OF THE YEAR	\$	(5,079)	\$	(44,552)
Unrealized (losses) gains on translating financial statements of self-sustaining foreign operations		(39,254)		39,473
ACCUMULATED OTHER COMPREHENSIVE LOSS, END OF THE YEAR	\$	(44,333)	\$	(5,079)

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

(unaudited)

	Twelve mo Apri	nths ended il 30		Three months ended April 30		
	2010	2009	2010	2009		
OPERATING ACTIVITIES						
Net (loss) earnings	\$ (464)	\$ 45,935	\$ 3,225	\$ (4,601)		
Operating items not involving cash		00.005	7 075	0.040		
Amortization Restructuring charge (note 5)	30,058	32,235 5,194	7,275	8,019		
Loss (gain) on disposal of property, plant and equipment	662	832	- (272)	(129)		
Future income tax (recovery)	(3,059)	1,328	(720)	(620)		
Stock-based compensation	1,933	1,424	448	151		
Goodwill and intangible assets impairment (note 6)	1,519	732	(513)	-		
	30,649	87,680	9,443	2,820		
Changes in non-cash operating working capital items	(9,872)	28,944	(21,434)	(2,208)		
	20,777	116,624	(11,991)	612		
Changes in non-cash operating working capital items from						
discontinued operations	-	(1,898)	-	-		
Cash flow from (used in) operating activities	20,777	114,726	· (11,991)	612		
FINANCING ACTIVITIES	(44 500)		(0,400)	(5.000)		
Repayment of long-term debt Acquisition of long-term debt	(11,522)	(14,457) 10,000	(2,496)	(5,363)		
Repayment of demand credit facilities	-	(2,179)	-	-		
Issuance of common shares	202	(2,179) 94	- 174	- 66		
Dividends paid	(9,488)	(4,742)		-		
Cash flow used in financing activities	(20,808)	(11,284)	(2,322)	(5,297)		
	(,)	(,)		(0,-0)		
INVESTING ACTIVITIES						
Business acquisition (net of cash acquired) (note 7)	(1,974)	(21,867)	(1,974)	-		
Acquisition of property, plant and equipment, net of direct financing	(24,532)	(54,698)	(7,250)	(6,410)		
Proceeds from disposal of property, plant and equipment	2,932	4,800	1,322	1,760		
Cash flow used in investing activities	(23,574)	(71,765)	(7,902)	(4,650)		
OTHER ACTIVITIES						
Foreign exchange translation adjustment	(4,198)	5,663	(1,244)	611		
	(1,100)					
(DECREASE) INCREASE IN CASH	(27,803)	37,340	(23,459)	(8,724)		
CASH POSITION, BEGINNING OF THE PERIOD	58,035	20,695	53,691	66,759		
CASH POSITION, END OF THE PERIOD	\$ 30,232	\$ 58,035	\$ 30,232	\$ 58,035		

Major Drilling Group International Inc. Consolidated Balance Sheets

As at April 30, 2010 and April 30, 2009 (in thousands of Canadian dollars) (unaudited)

ASSETS	. <u></u>	April 2010		April 2009
CURRENT ASSETS Cash	\$	30,232	\$	58,035
Accounts receivable		62,128		52,538
Income tax receivable		10,053		6,014
Inventories Bronoid expenses		63,170		72,764
Prepaid expenses Future income tax assets		4,813 793		3,478 2,644
		171,189		195,473
PROPERTY, PLANT AND EQUIPMENT		210,812		240,224
FUTURE INCOME TAX ASSETS		8,117		1,403
GOODWILL AND INTANGIBLE ASSETS (note 9)		25,538		32,072
	\$	415,656	\$	469,172
LIABILITIES CURRENT LIABILITIES				
Accounts payable and accrued charges	\$	54,027	\$	47,691
Income tax payable	Ψ	2,830	Ψ	1,719
Current portion of long-term debt		8,887		15,049
Future income tax liabilities		819		1,071
		66,563		65,530
LONG-TERM DEBT		15,041		23,507
FUTURE INCOME TAX LIABILITIES		15,783		14,789
		97,387		103,826
SHAREHOLDERS' EQUITY				
Share capital		142,435		142,233
Contributed surplus		11,142		9,209
Retained earnings		209,025		218,983
Accumulated other comprehensive loss		(44,333)		(5,079)
		318,269		365,346
	\$	415,656	\$	469,172

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, 2009, 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, 2009 contained in the Company's 2009 annual report.

2. <u>CHANGES IN ACCOUNTING POLICIES</u>

Goodwill and intangible assets

Effective May 1, 2009 the Company adopted the new CICA Handbook Section 3064, Goodwill and Intangible Assets, which establishes standards for recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition, and of intangible assets. Standards concerning goodwill are unchanged from the standards included in the previous CICA Handbook Section 3062. The adoption of this new standard did not have a material impact on the Company's consolidated financial statements.

3. <u>FUTURE ACCOUNTING CHANGES</u>

Business combinations

In January 2009, the CICA issued Section 1582, Business Combinations, which replaces Section 1581 of the same title. This Section applies prospectively to business combinations for which the date of acquisition is in fiscal years beginning on or after January 1, 2011. The Section establishes standards for accounting for a business combination.

Consolidated financial statements and non-controlling interests

In January 2009, the CICA issued Section 1601, Consolidated Financial Statements, and Section 1602, Non-Controlling Interests, which together replace Section 1600, Consolidated Financial Statements. These Sections apply to interim and annual consolidated financial statements for fiscal years beginning on or after January 1, 2011. They establish standards for the preparation of consolidated financial statements and accounting for a non-controlling interest in a subsidiary in the consolidated financial statements subsequent to a business combination. The Company is currently evaluating the impact of the adoption of these new Sections 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

3. <u>FUTURE ACCOUNTING CHANGES (Continued)</u>

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 and implementation plan and assessing the impacts of the conversion on the consolidated financial statements and disclosures of the Company.

4. <u>SEASONALITY OF OPERATIONS</u>

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 recent economic and industry downturn, 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. <u>RESTRUCTURING CHARGE</u>

The Company initiated a restructuring plan in fiscal year 2009 to standardize the drilling equipment fleet and reduce operating costs by rationalizing the workforce and business locations. These initiatives have generated a total restructuring charge of \$10,263, of which \$6,919 and \$2,124 were expensed in the third and fourth quarters respectively of fiscal year 2009 and \$1,220 was expensed in the first quarter of the current fiscal year.

The current fiscal year charges include \$594 for severance, \$204 for lease terminations and \$422 for other relocation expenses mainly relating to the closure of two regional offices in Australia.

As of April 30, 2010, these charges had been fully paid.

6. <u>GOODWILL AND INTANGIBLE ASSETS IMPAIRMENT</u>

In the first quarter of the current fiscal year, the Company recorded a net non-cash goodwill impairment charge of \$2,032. This eliminated goodwill of \$3,722 recorded on the Paragon del Ecuador S.A. acquisition offset by a reduction of a holdback of \$1,690, which was a contingent consideration to the purchase price and dependant on the political situation in Ecuador. In the fourth quarter of the current fiscal year, this impairment charge was reduced by \$513, to a total of \$1,519 for the current year, due to the write off of the remainder of the holdback. The goodwill impairment charge resulted from the inability of this region to generate the expected revenue due to political issues and uncertainty that continues to affect the mining industry in Ecuador.

6. <u>GOODWILL AND INTANGIBLE ASSETS IMPAIRMENT (Continued)</u>

In the third quarter of fiscal year 2009, 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 in the second quarter of fiscal year 2009. This impairment was required as the majority of these contracts had been completed early due to the economic conditions prevailing at that time. Goodwill of \$382 from the Longstaff Group of Companies, purchased in the third quarter of 2007, had also been impaired due to the economic downturn and the inability of this region to generate the expected revenue.

7. <u>BUSINESS ACQUISITIONS</u>

SMD Services

Effective February 26, 2010 the Company acquired SMD Services based in Huntsville, Alabama. Through this purchase, Major Drilling entered the environmental drilling sector and acquired a small fleet of sonic, probe and auger drill rigs, as well as a skilled management team and personnel. The purchase price for the transaction was USD \$1,953 (CAD \$2,064), including customary working capital adjustments, financed with cash. There is also a contingent consideration of USD \$2,000 to the purchase price, based on future earnings.

The Company is in the process of finalizing the valuation of assets. As at April 30, 2010, \$1,815 of the purchase price was allocated to net tangible assets and \$249 was allocated to goodwill. These values are preliminary and are subject to adjustments as additional information is obtained.

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

Assets acquired and liabilities assumed

Cash	\$ 90)
Accounts receivable	234	1
Prepaid expenses	40	5
Property, plant and equipment	1,605	5
Goodwill (not tax deductible)	249)
Accounts payable	(160))
Net assets	<u>\$ 2,064</u>	<u>1</u>
Consideration		
Cash	<u>\$ 2,064</u>	1

Forage à Diamant Benoît Ltée

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.

7. <u>BUSINESS ACQUISITIONS (Continued)</u>

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
Property, plant and equipment	7,489
Intangible assets	2,350
Goodwill (not tax deductible)	13,223
Accounts payable	(884)
Income tax payable	(2,842)
Future income tax liability	 (2,048)
Net assets	\$ 23,117
Consideration	
Cash	\$ 21,867
Accounts payable	500
Long-term debt	 750
	\$ 23,117

8. **INVENTORY**

The cost of inventory recognized as an expense and included in direct costs for the twelve and three months ended April 30, 2010 was \$65,204 and \$20,677 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.

9. <u>GOODWILL AND INTANGIBLE ASSETS</u>

	<u>April 2010</u>		<u>April 2009</u>
Goodwill			\$ 30,470
Intangible assets	<u> </u>		1,602 32,072

Intangible assets include the carrying value of customer relationships and a non-compete agreement, which are amortized on a straight-line basis over four and three years respectively.

9. <u>GOODWILL AND INTANGIBLE ASSETS (Continued)</u>

Changes in the goodwill and intangible assets balance were as follows for the twelve and three months ending April 30, 2010 and 2009:

	<u>2</u>	010 YTD	<u>20</u>	009 YTD	<u>2010 Q4</u>	<u>2009 Q4</u>
Balance at beginning of the period Amortization of intangible assets	\$	32,072 (528)	\$	14,837 (398)	\$ 26,137 (132)	\$ 32,087 (368)
Goodwill adjustment (note 6) Goodwill impairment (note 6)		(2,203) (1,519)		(732)	(513) 513	-
Goodwill and intangible assets acquired Effect of foreign currency exchange rate		249		15,573	249	642
changes	\$	(2,533) 25,538	\$	2,792 32,072	\$ (716) 25,538	\$ (289) 32,072

10. <u>CAPITAL MANAGEMENT</u>

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

Total managed capital was as follows:

	<u>April 2010</u>	<u>April 2009</u>		
Long-term debt	\$ 23,928	\$ 38,556		
Share capital	142,435	142,233		
Contributed surplus	11,142	9,209		
Retained earnings	209,025	218,983		
Cash	(30,232)	(58,035)		
	<u>\$ 356,298</u>	<u>\$ 350,946</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.

10. <u>CAPITAL MANAGEMENT (Continued)</u>

In the third quarter of the current fiscal year, the Company reviewed the available credit facilities and decided to reduce its operating facility from \$30.0 million to \$25.0 million and its facility available for financing the cost of equipment purchases or acquisition costs of related businesses from \$65.0 million to \$45.0 million. This reduction in total available funds of \$25.0 million was made at the sole discretion of the Company in order to reduce financing costs.

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 fiscal 2009.

11. <u>FINANCIAL INSTRUMENTS</u>

Fair value

The carrying values of cash, accounts receivable and accounts payable and accrued charges approximate their fair value due to the relatively short period to maturity of the instruments. Long-term debt has a carrying value of \$23,928 as at April 30, 2010 (April 30, 2009 - \$38,556) and also approximates its fair market value.

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 27 percent (32 percent in 2009) of total quarterly revenue, with no one customer representing more than 10 percent of its revenue for 2010 or 2009.

The carrying amounts for accounts receivable are net of allowances for doubtful accounts, which are estimated based on aged analyses 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.

11. FINANCIAL INSTRUMENTS (Continued)

As at April 30, 2010, 84.5 percent of the Company's trade receivables were aged as current (less than 30 days) and 2.7 percent of the trade receivables were 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.

Interest rate risk

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

As at April 30, 2010 the Company has estimated that a one percentage point increase in interest rates would have caused a quarterly decrease in net income of approximately \$53 and a one percentage decrease in interest rates would have caused a quarterly increase in net income of \$53.

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.

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 monetary exposures and net assets as at April 30, 2010, and assuming that all other variables remain constant, a 10 percent rise or fall in the Canadian dollar against the other foreign currencies would have resulted in increases (decreases) in the net earnings and comprehensive earnings as follows:

	Ca	<u>crease (decreas</u> nadian dollar preciates 10%	Can	<u>et earnings</u> adian dollar eciates 10%
US Dollar	\$	1,755	\$	(1,755)
Indonesian Rupiah		(184)		184
Mexican Peso		(412)		412
Mongolian Tugrik		(179)		179
		Increase (o comprehens nadian dollar preciates 10%	sive ear Can	
Australian Dollar US Dollar	\$	(1,036) (23,527)	\$	1,036 23,527

11. FINANCIAL INSTRUMENTS (Continued)

Liquidity risk

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

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.

Total financial liabilities, by due date, as at April 30, 2010 are as follows:

	<u>Total</u>	<u>1 year</u>	<u>2-3 years</u>	<u>4-5 years</u>
Accounts payable & accrued charges Long-term debt	\$ 23,928	\$ 54,027 <u>8,887</u>	12,156	\$
	\$ <u>77,955</u>	<u>\$ 62,914</u>	<u>\$ 12,156</u>	<u>\$ 2,885 </u>

12. <u>SEGMENTED INFORMATION</u>

	<u>2010 YTD</u>		<u>2009 YTD</u>	<u>2010 Q4</u>		<u>2009 Q4</u>	
Revenue							
Canada - U.S.	\$	103,337	\$ 167,243	\$	37,257	\$	19,596
South and Central America		107,434	155,182		38,545		22,063
Australia, Asia and Africa		97,085	200,561		21,566		24,741
	\$	307,856	<u>\$ 522,986</u>	\$	<u>97,368</u>	<u>\$</u>	66,400
Earnings (loss) from operations							
Canada - U.S.	\$	10,098	\$ 38,186	\$	4,704	\$	46
South and Central America		10,884	36,568		5,484		3,977
Australia, Asia and Africa		(3,823)	23,073		(1,506)		(4,489)
		17,159	97,827		8,682		(466)
Eliminations		(1,342)	(1,184)		(318)		(268)
		15,817	96,643		8,364		(734)
Interest expense, net		854	2,057		169		422
General corporate expenses		9,801	14,059		3,471		1,129
Restructuring charge		1,220	9,043		-		2,124
Goodwill and intangible assets impairment		1,519	732		(513)		-
Income tax		2,887	24,817		2,012		192
Net (loss) earnings	\$	(464)	<u>\$ 45,935</u>	<u>\$</u>	3,225	\$	(4,601)

Goodwill and intangible assets impairment relates to the South and Central American segment for the current fiscal year and includes \$382 of goodwill impairment relating to the Australia, Asia and African segment and \$350 of intangible assets impairment relating to Canada – U.S. for the 2009 year (see Note 6 – Goodwill and Intangible Assets Impairment).