

MAJOR DRILLING GROUP INTERNATIONAL INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Committee Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the board of directors (the “Board”) of Major Drilling Group International Inc. (the “Corporation”), appointed by and reporting to the Board, whose primary function is to assist the Board in assessing the effectiveness of the governance practices and policies of the Corporation.

II. Committee Composition, Appointment and Procedures

1. Composition of Committee

The Committee shall be comprised of not less than three directors, all of whom must be independent directors in accordance with applicable regulatory and stock exchange requirements.

The Chair of the Board shall be an *ex officio* member of the Committee if not otherwise appointed as a member of the Committee.

2. Appointment of Committee Members

Members of the Committee shall be appointed annually and shall hold office at the pleasure of the Board.

3. Vacancies

- (a) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.
- (b) The Board shall fill any vacancy if the membership of the Committee is less than three directors.

4. Committee Chair

The Board shall appoint a Chair for the Committee.

5. Absence of Committee Chair

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

6. Secretary of Committee

The Committee shall appoint its own secretary who shall serve as the secretary at meetings of the Committee.

7. Meetings

- (a) The Chair of the Committee or the Chair of the Board, or any two members of the Committee may call a meeting of the Committee.
- (b) The Committee shall meet at least two times per year at such times as it deems appropriate.
- (c) The Committee will ordinarily meet *in camera* at the end of each of its formal meetings and may meet *in camera* at any other time as required.
- (d) There shall be three senior management personnel available for meetings of the Committee at the invitation of the Chair of the Committee. These three persons will be those holding the positions of Chief Executive Officer, Chief Financial Officer and Corporate Secretary. The Committee may request the attendance of other officers at its meetings from time to time.
- (e) Committee meetings may be held in person, by video-conference, by telephone or by any combination of the foregoing.

8. Quorum

A majority of the members of the Committee present, in person, by video-conference, by telephone or by any combination of the foregoing, shall constitute a quorum.

9. Notice of Meetings

- (a) Notice of the time and place of every meeting shall be given in writing (including by way of written facsimile communication) to each member of the Committee at least 72 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting.
- (b) Attendance of a member at a meeting constitutes a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10. Review of Charter

The Committee shall review its performance and this Charter annually or otherwise as it deems appropriate and propose recommended changes to the Board.

III. Responsibilities of the Committee

11. The Committee shall:

- (a) review on an ongoing basis the Corporation's approach to governance and generally recommend the establishment from time to time of appropriate governance policies, standards and practices;
- (b) annually assess and make recommendations to the Board regarding the effectiveness of the Board, each of its Committees, and individual Board members in relation to oversight of the affairs of the Corporation, including
 - (i) an assessment of the skills and experience of the Board as a whole and its Committees and individual Board members in relation to the needs of the Corporation, and
 - (ii) a review of the size and profile of the Board and its Committees;
- (c) make recommendations to the Board of Directors as to the recruitment and selection of candidates for election to the Board of Directors by the shareholders or appointment by the Board, and establish credentials appropriate for directors recruitment taking into account relevant factors including diversity;
- (d) consider and approve proposals by the directors to engage outside advisors on behalf of the directors as a whole or on behalf of the independent directors at the expense of the Corporation and report to the Board;
- (e) determine and oversee the existence and implementation of the most appropriate orientation and education programs for new Board and Committee members;
- (f) assess the availability, relevance and timeliness of information provided to the Board in relation to its responsibilities;
- (g) ensure that any issues relating to governance which are identified by the directors are raised with management;
- (h) oversee the Corporation's approach to environmental, social and governance (ESG) matters and its ESG program generally, making recommendations to the Board with respect to such approach and program; and
- (i) undertake such other initiatives as are necessary or desirable to provide effective governance for the Corporation.

12. The Committee may, at the request of the Board, consider such other matters as the Board considers appropriate in the circumstances.

IV. Resources and Reports

13. The Committee shall have adequate resources to discharge its responsibilities. The Committee may, for and on behalf of the Corporation and at the Corporation's sole expense, engage such consultants as it considers in its sole discretion necessary to assist it in fulfilling its duties and responsibilities, including a search firm to assist it in identifying, selecting and evaluating any potential candidates for election or appointment to the Board. The Committee shall have the authority to obtain advice and assistance from internal or external legal or other advisors.
14. The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.
15. The Committee shall keep minutes of its meetings in which shall be recorded all actions taken by the Committee which minutes shall be made available to the Board.
16. The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries.