

MAJOR DRILLING GROUP INTERNATIONAL INC.

ENVIRONMENT, HEALTH & SAFETY COMMITTEE CHARTER

I. **Committee Purpose**

The Environment, Health & Safety 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 discharging the Board’s oversight responsibilities relating to the environment, health and safety matters 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.

2. Appointment of Committee Members

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

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

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 four times annually 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 senior management personnel available for meetings of the Committee at the invitation of the Chair of the Committee.
- (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) satisfy itself that the Corporation has developed, is implementing, and is maintaining policies, practices and procedures designed to ensure its compliance with legislation regulating health and safety, and the environment, in the various jurisdictions in which it conducts its business;
 - (b) review the health, safety and environmental performance of the Corporation, including by reviewing, on a quarterly and annual basis, reports by management on health and safety and the environment;
 - (c) satisfy itself that management of the Corporation is monitoring trends and reviewing current and emerging issues in the health and safety and environmental fields, as well as evaluating their impact on the Corporation;
 - (d) request investigation of any extraordinary negative health and safety and environmental performance where appropriate;
 - (e) make periodic visits, as individual members or as the Committee, to corporate locations in order to become familiar with the nature of the operations, and to review and observe the application of relevant objectives, procedures and performance with respect to health and safety and environmental matters;
 - (f) consult with the Chief Executive Officer, executive officers and other senior employees of the Corporation as designated by the Chief Executive Officer and such other persons as the Committee may reasonably determine in the performance of such responsibilities.
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. 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.