

## Major Drilling Reports Second Quarter Results for Fiscal 2017

MONCTON, New Brunswick (December 7, 2016) – Major Drilling Group International Inc. (TSX: MDI) today reported results for its second quarter of fiscal year 2017, ended October 31, 2016.

### Highlights

In millions of Canadian dollars (except loss per share)	<u>Q2-17</u>	<u>Q2-16</u>	<u>YTD-17</u>	<u>YTD-16</u>
Revenue	\$79.9	\$84.7	\$149.0	\$168.6
Gross profit	16.1	23.3	31.2	44.9
As percentage of revenue	20.1%	27.5%	21.0%	26.6%
EBITDA <sup>(1)</sup>	4.4	10.9	8.2	22.2
As percentage of revenue	5.5%	12.9%	5.5%	13.2%
Net loss	(9.8)	(5.3)	(19.5)	(16.5)
Loss per share	(0.12)	(0.07)	(0.24)	(0.21)

(1) Earnings before interest, taxes, depreciation and amortization, excluding restructuring charge (see “non-GAAP financial measures”)

- Revenue up 16% over the last 3 months.
- Quarterly revenue was \$79.9 million, down 6% from the \$84.7 million recorded for the same quarter last year.
- Gross margin percentage for the quarter was 20.1%, compared to 27.5% for the corresponding period last year.
- Net loss was \$9.8 million or \$0.12 per share for the quarter, compared to a net loss of \$5.3 million or \$0.07 per share for the prior year quarter.

“We continued to see an increase in activity, with revenue increasing 16% over the last three months as demand for our services has improved in all of our regions around the globe,” said Denis Larocque, President and CEO of Major Drilling Group International Inc. “Half of the recent increase in activity came from a resurgence of junior mining projects given recent mineral financings.”

“The recent increase in revenue came from improved rig utilization as pricing remains very competitive. Margins were impacted by mobilization, training and repair costs incurred to meet this increased demand.”

“The Company’s net cash position (net of debt) continues to be positive at \$26.3 million. The decrease this quarter is due to working capital requirements related to the increased activity, payment of the Taurus contingent consideration of \$3.9 million and capital expenditures of \$4.8 million, adding two new rigs to our fleet,” added Mr. Larocque.

“We continue to focus our efforts on getting prepared for a potential increase in activity. At the moment, most senior and intermediate mining companies are still working through their mining plans for calendar 2017. The recent increase in base metal prices, combined with recent mineral financings, are positive signs going into 2017, however, the recent volatility in gold prices following the U.S. election results makes it difficult to predict activity levels over the next year. The Company’s financial strength allows it to invest in safety, to maintain its equipment in good condition, and to retain many of its skilled employees, strategically positioning us to react quickly when the industry recovers.”

“It is important to note that we are now in our third quarter, traditionally the weakest quarter of our fiscal year, as mining and exploration companies shut down, often for extended periods over the holiday season. At this time, most senior and intermediate companies are still working through their budget process and have yet to decide on post-holiday start-up dates. As usual, due to the time it takes to mobilize once new contracts are awarded, a slow pace of start-ups is expected in January and February, which will impact overall third quarter revenue and margins.

### **Second quarter ended October 31, 2016**

Total revenue for the quarter was \$79.9 million, down 5.7% from revenue of \$84.7 million recorded in the same quarter last year. The foreign exchange translation impact for the quarter was negligible on both revenue and net earnings, when compared to the effective rates for the same period last year.

Revenue for the quarter from Canada-U.S. drilling operations decreased by 10% to \$50.6 million compared to the same period last year. The increase in revenue from the US operations was more than offset by the decrease from the Canadian operations.

South and Central American revenue was down 4% to \$16.2 million for the quarter, compared to the prior year quarter. The decrease came primarily from the Mexican and Argentine operations.

Asian and African operations reported revenue of \$13.1 million, up 12% from the same period last year. Both Asia and Africa showed improvement, which was partially offset by the closure in the Southern African operation and political uncertainty around mining laws in the Philippines.

The overall gross margin percentage for the quarter was 20.1%, down from 27.5% for the same period last year. Pricing pressure and higher repair costs continued to impact margins in the current quarter.

General and administrative costs were up \$0.1 million at \$10.9 million compared to the same quarter last year. The Company continues to control its general and administrative costs across all operations.

The income tax provision for the quarter was an expense of \$0.8 million compared to an expense of \$2.4 million for the prior year period. The tax expense for the quarter was impacted by non-tax affected losses and non-deductible expenses, while incurring taxes in profitable branches.

## **Non-GAAP Financial Measures**

In this news release, the Company uses the non-GAAP financial measure, EBITDA, excluding restructuring charges. The Company believes these non-GAAP financial measures provide useful information to both management and investors in measuring the financial performance of the Company. These measures do not have a standardized meaning prescribed by GAAP and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies, and should not be construed as an alternative to other financial measures determined in accordance with GAAP.

## **Forward-Looking Statements**

Some of the statements contained in this news release may be forward-looking statements, such as, but not limited to, those relating to worldwide demand for gold and base metals and overall commodity prices, the level of activity in the minerals and metals industry and the demand for the Company's services, the Canadian and international economic environments, the Company's ability to attract and retain customers and to manage its assets and operating costs, sources of funding for its clients, particularly for junior mining companies, competitive pressures, currency movements, which can affect the Company's revenue in Canadian dollars, the geographic distribution of the Company's operations, the impact of operational changes, changes in jurisdictions in which the Company operates (including changes in regulation), failure by counterparties to fulfill contractual obligations, and other factors as may be set forth, as well as objectives or goals, and including words to the effect that the Company or management expects a stated condition to exist or occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements by reason of factors such as, but not limited to, the factors set out in the discussion on pages 15 to 18 of the 2016 Annual Report entitled "General Risks and Uncertainties", and such other documents as available on SEDAR at [www.sedar.com](http://www.sedar.com). All such factors should be considered carefully when making decisions with respect to the Company. The Company does not undertake to update any forward-looking statements, including those statements that are incorporated by reference herein, whether written or oral, that may be made from time to time by or on its behalf, except in accordance with applicable securities laws.

Major Drilling Group International Inc. is one of the world's largest drilling services companies primarily serving the mining industry. To support its customers' varied exploration drilling requirements, Major Drilling maintains field operations and offices in Canada, the United States, Mexico, South America, Asia, Africa and Europe. Major Drilling provides all types of drilling services including surface and underground coring, directional, reverse circulation, sonic, geotechnical, environmental, water-well, coal-bed methane, shallow gas, underground percussive/longhole drilling and a variety of drilling-related mine services.

Financial statements are attached.

## **Webcast/Conference Call Information**

*Major Drilling will provide a simultaneous webcast and conference call to discuss its quarterly results on Thursday, December 8, 2016 at 9:00 AM (EST). To access the webcast, which includes a slide presentation, please go to the investors/webcast section of Major Drilling's website at [www.majordrilling.com](http://www.majordrilling.com) and click on the link. Please note that this is listen only mode.*

*To participate in the conference call, please dial 416-340-2216 and ask for Major Drilling's Second Quarter Results Conference Call. To ensure your participation, please call in approximately five minutes prior to the scheduled start of the call.*

*For those unable to participate, a taped rebroadcast will be available approximately one hour after the completion of the call until midnight, Thursday December 22, 2016. To access the rebroadcast, dial 905-694-9451 and enter the passcode 5963711. The webcast will also be archived for one year and can be accessed on the Major Drilling website at [www.majordrilling.com](http://www.majordrilling.com).*

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### **For further information:**

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**Major Drilling Group International Inc.**  
**Interim Condensed Consolidated Statements of Operations**

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

	Three months ended October 31		Six months ended October 31	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>TOTAL REVENUE</b>	<b>\$ 79,913</b>	<b>\$ 84,667</b>	<b>\$ 149,002</b>	<b>\$ 168,601</b>
<b>DIRECT COSTS</b>	<b>63,825</b>	<b>61,356</b>	<b>117,773</b>	<b>123,673</b>
<b>GROSS PROFIT</b>	<b><u>16,088</u></b>	<b><u>23,311</u></b>	<b><u>31,229</u></b>	<b><u>44,928</u></b>
<b>OPERATING EXPENSES</b>				
General and administrative	10,902	10,805	21,531	21,445
Other expenses	920	813	1,643	1,881
Loss (gain) on disposal of property, plant and equipment	27	285	185	(2,339)
Foreign exchange (gain) loss	(126)	558	(300)	1,726
Finance costs	97	81	144	151
Depreciation of property, plant and equipment	12,540	12,670	24,496	24,928
Amortization of intangible assets	654	976	1,304	1,934
Restructuring charge (note 11)	-	59	-	6,491
	<b><u>25,014</u></b>	<b><u>26,247</u></b>	<b><u>49,003</u></b>	<b><u>56,217</u></b>
<b>LOSS BEFORE INCOME TAX</b>	<b><u>(8,926)</u></b>	<b><u>(2,936)</u></b>	<b><u>(17,774)</u></b>	<b><u>(11,289)</u></b>
<b>INCOME TAX - PROVISION (RECOVERY) (note 7)</b>				
Current	2,043	3,588	5,728	6,472
Deferred	(1,212)	(1,175)	(3,963)	(1,232)
	<b><u>831</u></b>	<b><u>2,413</u></b>	<b><u>1,765</u></b>	<b><u>5,240</u></b>
<b>NET LOSS</b>	<b><u>\$ (9,757)</u></b>	<b><u>\$ (5,349)</u></b>	<b><u>\$ (19,539)</u></b>	<b><u>\$ (16,529)</u></b>
<b>LOSS PER SHARE (note 8)</b>				
Basic	<b><u>\$ (0.12)</u></b>	<b><u>\$ (0.07)</u></b>	<b><u>\$ (0.24)</u></b>	<b><u>\$ (0.21)</u></b>
Diluted	<b><u>\$ (0.12)</u></b>	<b><u>\$ (0.07)</u></b>	<b><u>\$ (0.24)</u></b>	<b><u>\$ (0.21)</u></b>

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

(in thousands of Canadian dollars)  
(unaudited)

	Three months ended October 31		Six months ended October 31	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>NET LOSS</b>	<b>\$ (9,757)</b>	<b>\$ (5,349)</b>	<b>\$ (19,539)</b>	<b>\$ (16,529)</b>
<b>OTHER COMPREHENSIVE EARNINGS</b>				
Items that may be reclassified subsequently to profit or loss				
Unrealized gain (loss) on foreign currency translations (net of tax)	<b>8,816</b>	(668)	<b>20,184</b>	20,297
Unrealized (loss) gain on derivatives (net of tax)	<b>(152)</b>	4	<b>(289)</b>	4
<b>COMPREHENSIVE (LOSS) EARNINGS</b>	<b>\$ (1,093)</b>	<b>\$ (6,013)</b>	<b>\$ 356</b>	<b>\$ 3,772</b>

**Major Drilling Group International Inc.**  
**Interim Condensed Consolidated Statements of Changes in Equity**

For the six months ended October 31, 2016 and 2015

(in thousands of Canadian dollars)

(unaudited)

	Share capital	Reserves	Share-based payments reserve	Retained earnings	Foreign currency translation reserve	Total
<b>BALANCE AS AT MAY 1, 2015</b>	\$ 239,726	\$ 24	\$ 17,234	\$152,764	\$ 50,644	\$460,392
Share-based payments reserve	-	-	528	-	-	528
Dividends	-	-	-	(1,603)	-	(1,603)
	<u>239,726</u>	<u>24</u>	<u>17,762</u>	<u>151,161</u>	<u>50,644</u>	<u>459,317</u>
<b>Comprehensive earnings:</b>						
Net loss	-	-	-	(16,529)	-	(16,529)
Unrealized gain on foreign currency translations	-	-	-	-	20,297	20,297
Unrealized gain on derivatives	-	4	-	-	-	4
Total comprehensive earnings	<u>-</u>	<u>4</u>	<u>-</u>	<u>(16,529)</u>	<u>20,297</u>	<u>3,772</u>
<b>BALANCE AS AT OCTOBER 31, 2015</b>	<u>\$ 239,726</u>	<u>\$ 28</u>	<u>\$ 17,762</u>	<u>\$134,632</u>	<u>\$ 70,941</u>	<u>\$463,089</u>
<b>BALANCE AS AT MAY 1, 2016</b>	\$ 239,726	\$ 326	\$ 18,317	\$105,876	\$ 61,896	\$426,141
Share-based payments reserve	-	-	477	-	-	477
	<u>239,726</u>	<u>326</u>	<u>18,794</u>	<u>105,876</u>	<u>61,896</u>	<u>426,618</u>
<b>Comprehensive earnings:</b>						
Net loss	-	-	-	(19,539)	-	(19,539)
Unrealized gain on foreign currency translations	-	-	-	-	20,184	20,184
Unrealized loss on derivatives	-	(289)	-	-	-	(289)
Total comprehensive earnings	<u>-</u>	<u>(289)</u>	<u>-</u>	<u>(19,539)</u>	<u>20,184</u>	<u>356</u>
<b>BALANCE AS AT OCTOBER 31, 2016</b>	<u>\$ 239,726</u>	<u>\$ 37</u>	<u>\$ 18,794</u>	<u>\$ 86,337</u>	<u>\$ 82,080</u>	<u>\$426,974</u>

**Major Drilling Group International Inc.**  
**Interim Condensed Consolidated Statements of Cash Flows**

(in thousands of Canadian dollars)  
(unaudited)

	Three months ended October 31		Six months ended October 31	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>OPERATING ACTIVITIES</b>				
Loss before income tax	\$ (8,926)	\$ (2,936)	\$ (17,774)	\$ (11,289)
Operating items not involving cash				
Depreciation and amortization	13,194	13,646	25,800	26,862
Loss (gain) on disposal of property, plant and equipment	27	285	185	(2,339)
Share-based payments reserve	187	265	477	528
Restructuring charge	-	-	-	5,045
Finance costs recognized in loss before income tax	97	81	144	151
	<u>4,579</u>	<u>11,341</u>	<u>8,832</u>	<u>18,958</u>
Changes in non-cash operating working capital items	(1,742)	(1,774)	(9,366)	(2,870)
Finance costs paid	(97)	(79)	(144)	(151)
Income taxes paid	(2,110)	(1,414)	(2,745)	(5,532)
Cash flow from (used in) operating activities	<u>630</u>	<u>8,074</u>	<u>(3,423)</u>	<u>10,405</u>
<b>FINANCING ACTIVITIES</b>				
Repayment of long-term debt	(1,681)	(1,897)	(3,753)	(3,681)
Dividends paid	-	-	-	(1,603)
Cash flow used in financing activities	<u>(1,681)</u>	<u>(1,897)</u>	<u>(3,753)</u>	<u>(5,284)</u>
<b>INVESTING ACTIVITIES</b>				
Business acquisition (note 10)	(3,881)	(1,783)	(3,881)	(1,783)
Acquisition of property, plant and equipment (net of direct financing) (note 6)	(4,794)	(3,830)	(7,571)	(7,095)
Proceeds from disposal of property, plant and equipment	265	151	1,437	6,020
Cash flow used in investing activities	<u>(8,410)</u>	<u>(5,462)</u>	<u>(10,015)</u>	<u>(2,858)</u>
Effect of exchange rate changes	<u>748</u>	<u>287</u>	<u>1,870</u>	<u>2,418</u>
<b>(DECREASE) INCREASE IN CASH</b>	<u>(8,713)</u>	<u>1,002</u>	<u>(15,321)</u>	<u>4,681</u>
<b>CASH, BEGINNING OF THE PERIOD</b>	<u>43,620</u>	<u>48,576</u>	<u>50,228</u>	<u>44,897</u>
<b>CASH, END OF THE PERIOD</b>	<u>\$ 34,907</u>	<u>\$ 49,578</u>	<u>\$ 34,907</u>	<u>\$ 49,578</u>



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

As at October 31, 2016 and April 30, 2016

(in thousands of Canadian dollars)

(unaudited)

	October 31, 2016	April 30, 2016
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 34,907	\$ 50,228
Trade and other receivables	71,263	55,829
Note receivable	467	457
Income tax receivable	5,562	7,513
Inventories	84,241	74,144
Prepaid expenses	6,304	2,498
	<b>202,744</b>	<b>190,669</b>
<b>NOTE RECEIVABLE</b>	<b>1,295</b>	<b>1,531</b>
<b>PROPERTY, PLANT AND EQUIPMENT</b>	<b>234,234</b>	<b>240,703</b>
<b>DEFERRED INCOME TAX ASSETS</b>	<b>13,380</b>	<b>9,564</b>
<b>GOODWILL</b>	<b>58,258</b>	<b>57,641</b>
<b>INTANGIBLE ASSETS</b>	<b>1,988</b>	<b>3,193</b>
	<b>\$ 511,899</b>	<b>\$ 503,301</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Trade and other payables	\$ 47,807	\$ 34,068
Income tax payable	2,628	1,859
Current portion of contingent consideration	4,466	3,000
Current portion of long-term debt	3,132	5,288
	<b>58,033</b>	<b>44,215</b>
<b>CONTINGENT CONSIDERATION</b>	<b>-</b>	<b>5,347</b>
<b>LONG-TERM DEBT</b>	<b>5,507</b>	<b>6,936</b>
<b>DEFERRED INCOME TAX LIABILITIES</b>	<b>21,385</b>	<b>20,662</b>
	<b>84,925</b>	<b>77,160</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital	239,726	239,726
Reserves	37	326
Share-based payments reserve	18,794	18,317
Retained earnings	86,337	105,876
Foreign currency translation reserve	82,080	61,896
	<b>426,974</b>	<b>426,141</b>
	<b>\$ 511,899</b>	<b>\$ 503,301</b>

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2016 AND 2015 (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 Europe.

**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, 2016.

On December 7, 2016, 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, 2016.

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2016 AND 2015 (UNAUDITED)**  
**(in thousands of Canadian dollars, except per share information)**

**3. APPLICATION OF NEW AND REVISED IFRS**

The following IASB standards, now in effect, have had no significant impact on the Company's Consolidated Financial Statements:

IFRS 10 (*amended*) Consolidated Financial Statements  
IFRS 11 (*amended*) Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations  
IAS 1 (*amended*) Presentation of Financial Statements  
IAS 16 (*amended*) Property, Plant and Equipment  
IAS 28 (*amended*) Investments in Associates and Joint Ventures  
IAS 38 (*amended*) Intangible Assets

The Company has not applied the following revised IASB standards that have been issued, but are not yet effective:

IFRS 2 (*as amended in 2016*) Share-based Payment\*  
IFRS 9 (*as amended in 2014*) Financial Instruments\*  
IFRS 15 Revenue from Contracts with Customers\*  
IFRS 16 Leases\*\*  
IAS 7 (*amended*) Statement of Cash Flows\*\*\*  
IAS 12 (*amended*) Income Taxes\*\*\*

\*Effective for annual periods beginning on or after January 1, 2018, with earlier application permitted.

\*\*Effective for annual periods beginning on or after January 1, 2019, with earlier application permitted.

\*\*\*Effective for annual periods beginning on or after January 1, 2017, with earlier application permitted.

The adoption of the above standards is not expected to have a significant impact on the Company's Consolidated Financial Statements.

**4. 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.

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 share-based payments, fair value of assets acquired and liabilities assumed in business acquisitions, amounts recorded as accrued liabilities, contingent consideration and allowance for doubtful accounts, and impairment testing of goodwill and intangible assets.

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2016 AND 2015 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**4. 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, and the recognition of provisions and accrued liabilities.

**5. 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.

**6. PROPERTY, PLANT AND EQUIPMENT**

Capital expenditures for the three months ended October 31, 2016 were \$4,829 (2015 - \$6,523) and for the six months ended October 31, 2016 were \$7,606 (2015 - \$11,759). The Company obtained direct financing of \$35 for the three and six months ended October 31, 2016 (2015 - \$2,693 and \$4,664, respectively).

**7. INCOME TAXES**

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

	<u>Q2 2017</u>	<u>Q2 2016</u>	<u>YTD 2017</u>	<u>YTD 2016</u>
Loss before income tax	<u>\$ (8,926)</u>	<u>\$ (2,936)</u>	<u>\$ (17,774)</u>	<u>\$ (11,289)</u>
Statutory Canadian corporate income tax rate	27%	27%	27%	27%
Expected income tax recovery based on statutory rate	<u>(2,410)</u>	(793)	<u>(4,799)</u>	(3,048)
Non-recognition of tax benefits related to losses	<u>1,342</u>	1412	<u>2,549</u>	4,673
Other foreign taxes paid	<u>82</u>	179	<u>373</u>	632
Rate variances in foreign jurisdictions	<u>483</u>	372	<u>620</u>	79
Permanent differences	<u>1,158</u>	1,009	<u>2,328</u>	2,555
Other	<u>176</u>	234	<u>694</u>	349
Income tax provision recognized in net loss	<u>\$ 831</u>	<u>\$ 2,413</u>	<u>\$ 1,765</u>	<u>\$ 5,240</u>

**MAJOR DRILLING GROUP INTERNATIONAL INC.**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2016 AND 2015 (UNAUDITED)**  
(in thousands of Canadian dollars, except per share information)

**7. INCOME TAXES (Continued)**

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 favorable or unfavorable adjustments to these estimated tax liabilities in the period the assessments are made, or resolved, or when the statutes of limitations lapse.

**8. LOSS PER SHARE**

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

	<u>Q2 2017</u>	<u>Q2 2016</u>	<u>YTD 2017</u>	<u>YTD 2016</u>
Net loss	<u>\$ (9,757)</u>	<u>\$ (5,349)</u>	<u>\$ (19,539)</u>	<u>\$ (16,529)</u>
Weighted average number of shares – basic and diluted (000's)	<u>80,137</u>	<u>80,137</u>	<u>80,137</u>	<u>80,137</u>
<b>Loss per share:</b>				
Basic	<b>\$ (0.12)</b>	<b>\$ (0.07)</b>	<b>\$ (0.24)</b>	<b>\$ (0.21)</b>
Diluted	<b>\$ (0.12)</b>	<b>\$ (0.07)</b>	<b>\$ (0.24)</b>	<b>\$ (0.21)</b>

The total number of shares outstanding on October 31, 2016 was 80,136,884 (2015 - 80,136,884).

**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 Asia 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, 2016. 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:

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**9. SEGMENTED INFORMATION (Continued)**

	<u>Q2 2017</u>	<u>Q2 2016</u>	<u>YTD 2017</u>	<u>YTD 2016</u>
Revenue				
Canada - U.S.*	\$ 50,645	\$ 56,056	\$ 94,442	\$ 107,087
South and Central America	16,169	16,924	29,665	37,405
Asia and Africa	13,099	11,687	24,895	24,109
	<u>\$ 79,913</u>	<u>\$ 84,667</u>	<u>\$ 149,002</u>	<u>\$ 168,601</u>
(Loss) earnings from operations				
Canada - U.S.	\$ (508)	\$ 3,511	\$ (3,826)	\$ 4,337
South and Central America	(4,691)	(1,212)	(6,591)	(7)
Asia and Africa	(1,667)	(2,369)	(3,292)	(10,874)
	<u>(6,866)</u>	<u>(70)</u>	<u>(13,709)</u>	<u>(6,544)</u>
Finance costs	97	81	144	151
General corporate expenses**	1,963	2,785	3,921	4,594
Income tax	831	2,413	1,765	5,240
Net loss	<u>\$ (9,757)</u>	<u>\$ (5,349)</u>	<u>\$ (19,539)</u>	<u>\$ (16,529)</u>

\*Canada - U.S. includes revenue of \$22,260 and \$30,548 for Canadian operations for the three months ended October 31, 2016 and 2015, respectively, and \$42,200 and \$62,220 for the six months ended October 31, 2016 and 2015, respectively.

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

	<u>Q2 2017</u>	<u>Q2 2016</u>	<u>YTD 2017</u>	<u>YTD 2016</u>
Capital expenditures				
Canada - U.S.	\$ 2,394	\$ 5,632	\$ 3,753	\$ 9,669
South and Central America	2,085	726	3,055	1,412
Asia and Africa	350	165	798	678
Total capital expenditures	<u>\$ 4,829</u>	<u>\$ 6,523</u>	<u>\$ 7,606</u>	<u>\$ 11,759</u>

	<u>Q2 2017</u>	<u>Q2 2016</u>	<u>YTD 2017</u>	<u>YTD 2016</u>
Depreciation and amortization				
Canada - U.S.	\$ 7,304	\$ 6,925	\$ 14,437	\$ 13,649
South and Central America	3,232	2,924	6,341	6,439
Asia and Africa	1,977	3,422	3,988	6,026
Unallocated and corporate assets	681	375	1,034	748
Total depreciation and amortization	<u>\$ 13,194</u>	<u>\$ 13,646</u>	<u>\$ 25,800</u>	<u>\$ 26,862</u>

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**9. SEGMENTED INFORMATION (Continued)**

	<u>October 31, 2016</u>	<u>April 30, 2016</u>
Identifiable assets		
Canada - U.S.*	\$ 227,266	\$ 223,606
South and Central America	152,716	138,961
Asia and Africa	101,303	95,554
Unallocated and corporate assets	30,614	45,180
Total identifiable assets	<u>\$ 511,899</u>	<u>\$ 503,301</u>

\*Canada - U.S. includes property, plant and equipment at October 31, 2016 of \$63,459 (April 30, 2016 - \$70,527) for Canadian operations.

**10. BUSINESS ACQUISITION**

During the current quarter, the Company made the second payment on the contingent consideration arising out of the Taurus Drilling Services acquisition, for \$3,881 (2015 - \$1,783).

**11. RESTRUCTURING CHARGE**

During the previous year, due to ongoing market difficulties in the Republic of South Africa and Namibia, the Company decided to close its operations in those countries.

These restructuring initiatives generated impairment losses calculated based on the determination of the fair value of assets less cost of disposal. Fair value was determined through the use of industry knowledge and specialists.

The costs related to these initiatives were recorded as part of the restructuring charge for a total of \$59 and \$6,491 for the three and six months ended October 31, 2015, respectively. For the three months ended October 31, 2015, the amount consists of employee severance charges of \$59. For the six months ended October 31, 2015, the amount includes an impairment charge of \$3,479 relating to property, plant and equipment; a write-down of \$1,304 to reduce inventory to net realizable value; employee severance charges of \$446 and other non-cash charges of \$262 along with a charge of \$1,000 relating to the cost of winding down operations.

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**12. FINANCIAL INSTRUMENTS**

***Fair value***

The carrying values of cash, trade and other receivables, demand credit facility and trade and other payables approximate their fair value due to the relatively short period to maturity of the instruments. The carrying value of long-term debt approximates its fair value as most debts carry variable interest rates, and the remaining fixed rate debts have been acquired recently and their carrying value continues to reflect fair value. The fair value of the interest rate swap included in long-term debt is measured using quoted interest rates. Contingent consideration is recorded at fair value and is classified as level 2 in accordance with the fair value hierarchy.

- 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).

There were no transfers of amounts between Level 1, Level 2 and Level 3 financial instruments for the quarter ended October 31, 2016. Additionally, there are no financial instruments classified as Level 3.

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.

***Credit risk***

As at October 31, 2016, 84.6% (April 30, 2016 - 85.9%) of the Company's trade receivables were aged as current and 1.7% (April 30, 2016 - 7.2%) of the trade receivables were impaired.

The movements in the allowance for impairment of trade receivables during the six month periods were as follows:

	<u>October 31, 2016</u>	<u>October 31, 2015</u>
<b>Opening balance</b>	\$ 3,554	\$ 4,204
Increase in impairment allowance	642	801
Recovery of amounts previously impaired	(63)	(191)
Write-off charged against allowance	(3,127)	(206)
Foreign exchange translation differences	49	113
<b>Ending balance</b>	<u>\$ 1,055</u>	<u>\$ 4,721</u>



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**12. FINANCIAL INSTRUMENTS (Continued)**

***Foreign currency risk***

As at October 31, 2016, the most significant carrying amounts of net monetary assets that: (i) are denominated in currencies other than the functional currency of the respective Company subsidiary; (ii) cause foreign exchange rate exposure; and (iii) may include intercompany balances with other subsidiaries, including the impact on earnings before income taxes ("EBIT"), if the corresponding rate changes by 10%, are as follows:

	<u>Rate Variance</u>	<u>CFA/USD</u>	<u>USD/CAD</u>	<u>ARS/USD</u>	<u>USD/AUD</u>	<u>USD/CLP</u>
Exposure		\$ 2,412	\$ 2,072	\$ 1,233	\$ 818	\$ (1,330)
EBIT impact	+10%	268	230	137	91	(148)
	<u>Rate Variance</u>	<u>IDR/USD</u>	<u>Other</u>			
Exposure		\$ (1,433)	\$ 796			
EBIT impact	+10%	(159)	89			

***Liquidity risk***

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>Total</u>
Trade and other payables	\$ 47,807	\$ -	\$ -	\$ 47,807
Contingent consideration	4,466	-	-	4,466
Long-term debt (interest included)	3,290	3,824	1,942	9,056
	<u>\$ 55,563</u>	<u>\$ 3,824</u>	<u>\$ 1,942</u>	<u>\$ 61,329</u>