MAJOR DRILLING GROUP INTERNATIONAL INC.

MATERIAL CHANGE REPORT

under Section 75(2) of
the Securities Act (Ontario)
and the corresponding provisions of the
securities legislation of the Provinces of Canada

ITEM 1 - Reporting Issuer

The name and address of the reporting issuer is Major Drilling Group International Inc. (the “Company”), 111 St. George Street, Suite 200, Moncton, New Brunswick, E1C 1T7.

ITEM 2 - Date of Material Change

The material change occurred on April 30, 2002.

ITEM 3 - Press Release

The press release reporting the material change was issued on April 30, 2002 through Canada NewsWire. A copy of the press release is attached to this report.

ITEM 4 - Summary of Material Change

On April 30, 2002, the Company announced the closing of the private placement financing announced on April 23, 2002.

ITEM 5 - Full Description of Material Change

On April 30, 2002, the Company announced the closing of the private placement financing announced on April 23, 2002, pursuant to which 5,000,000 common shares were sold at a price of $3.10 per share. Net proceeds will be utilized for repayment of debt and for general corporate purposes.

ITEM 6 - Reliance on Section 74(3) of the Act

Not applicable.

ITEM 7 - Omitted Information

Not applicable.

ITEM 8 - Senior Officers

Further information can be obtained from Mike A. Pavey, Chief Financial Officer of the Company, 111 St. George Street, Suite 200, Moncton, New Brunswick, E1C 1T7 at (506) 857-8636.

ITEM 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated the 30rd day of April, 2002 at Moncton, New Brunswick.

Signed: "Mike A. Pavey"
Chief Financial Officer
Major Drilling Group International Inc.

MAJOR DRILLING GROUP INTERNATIONAL INC.

TSE SYMBOL: MDI
April 30, 2002

Moncton, N.B. -- Major Drilling Group International Inc. announces the completion of its previously announced offering by way of private placement of 5,000,000 common shares at a price of $3.10 per share. The offering generated gross proceeds of $15,500,000. The Company plans to use the proceeds for repayment of debt and for general corporate purposes. The shares were placed by a syndicate led by Griffiths McBurney & Partners and Dundee Securities Corporation, and including Haywood Securities Inc.

For further information, please contact Michael Pavey, Chief Financial Officer, Major Drilling Group International Inc., 111 St. George Street, Moncton, New Brunswick, E1C 1T7, Tel: (506) 857-8636, Fax: (506) 857-9211.