MAJOR DRILLING GROUP INTERNATIONAL INC.

MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act* (British Columbia)
Section 146(1) of the *Securities Act* (Alberta)
Section 84(1) of the *Securities Act* (Saskatchewan)
Section 75(2) of the *Securities Act* (Ontario)
Section 73 of the *Securities Act* (Quebec)
Section 81(2) of the *Securities Act* (Nova Scotia)
Section 76(2) of the *Securities Act* (Newfoundland)

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 August 11, 2003.

ITEM 3 - **Press Release**

The press release reporting the material change was issued on August 11, 2003 through Canada NewsWire. A copy of the press release is attached to this report.

ITEM 4 - **Summary of Material Change**

On August 11, 2003, the Company announced the closing of the private placement financing announced on July 25, 2003.

ITEM 5 - Full Description of Material Change

On August 11, 2003, the Company announced the closing of the private placement financing announced on July 25, 2003, pursuant to which 5,000,000 common shares were sold at a price of $5.25 per share. Net proceeds will be utilized to finance growth, for repayment of debt, and for general corporate purposes including working capital

ITEM 6 - **Reliance on Section 75(3) of the Act**

Not applicable.

ITEM 7 - **Omitted Information**

Not applicable.

ITEM 8 - **Senior Officers**

Further information can be obtained from James A. Gibson, Secretary and General Counsel of the Company, 111 St. George Street, Suite 200, Moncton, New Brunswick, E1C 1T7 at (506) 859-7669.

ITEM 9 - **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated the 11th day of August, 2003 at Moncton, New Brunswick.

Signed: "James A. Gibson"
Secretary and General Counsel
Major Drilling Group International Inc.

MAJOR DRILLING GROUP INTERNATIONAL INC.

TSX Symbol: MDI
August 11, 2003

NOT FOR DISTRIBUTION IN U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

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 $5.25 per share. The offering generated gross proceeds of $26,250,000. The Company plans to use the proceeds to finance growth, for repayment of debt, and for general corporate purposes including working capital. The shares were placed by a syndicate led by Griffiths McBurney & Partners and including Dundee Securities Corporation, Research Capital Corporation, Salman Partners Inc., Beacon Securities Limited and Orion 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.