# NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of Shareholders (the "Meeting") of Major Drilling Group International Inc. (the "Corporation") will be held at the TMX Broadcast Centre, Gallery, The Exchange Tower, 130 King Street West, Toronto, Ontario, on Friday, September 11, 2015 at 11:00 a.m. (Eastern time), for the purposes of:

(1) receiving the consolidated financial statements for the year ended April 30, 2015, together with the auditors' report thereon;

(2) electing the directors of the Corporation (the "Directors") for the ensuing year;

(3) considering an advisory resolution to accept the approach taken by the Board of Directors of the Corporation in respect of executive compensation;

(4) appointing Deloitte LLP as independent auditors for the ensuing year and authorizing the Directors to fix the auditors' remuneration; and

(5) transacting such other business as may properly be brought before the Meeting or any adjournment thereof.

To ensure that a proxy is counted, the completed form of proxy must be received by CST Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1, or by email at proxy@canstockta.com, or by fax at fax number 416-368-2502, or 1-866-781-3111(toll free in North America) or in person at 320 Bay Street, B-1 Level, Toronto, Ontario, on or before 11:00 a.m. (Eastern time) Wednesday, September 9, 2015 or not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the start of the Meeting, or any adjournment or postponement thereof.

The 2015 Annual Report, the Management Proxy Circular, and a form of proxy accompany this Notice of Annual Meeting of Shareholders.

**BY ORDER OF THE BOARD**

James A. Gibson
Secretary

Moncton, New Brunswick
July 17, 2015

**Shareholders who are unable to be present at the Meeting are requested to complete and to return the enclosed form of proxy in the envelope provided for that purpose.**