

# **MAJOR DRILLING GROUP INTERNATIONAL INC.**

## **CODE OF ETHICS AND BUSINESS CONDUCT**

### **1. PURPOSE AND SCOPE**

It is the policy of Major Drilling Group International Inc. (the “**Corporation**”) to conduct its business affairs honestly, ethically and in full accordance with the law. Conduct that may raise questions as to the Corporation's, or any of its employee's, director's or Employee's honesty, integrity, impartiality, or reputation, or activities that could cause embarrassment to the Corporation or damage its reputation is prohibited. Any activity, conduct, or transaction that is or may appear to be unethical, illegal, or improper business conduct must be avoided.

In this Code, “Employee” shall mean all employees, directors, officers or consultants engaged by the Corporation or its subsidiaries, including each member of senior management of the Corporation and its subsidiaries. All Employees are subject to this Code. Compliance with this Code is essential to preserving and enhancing the Corporation’s reputation as a responsible corporate citizen and ultimately in maximizing shareholder value.

Violation of the Code is a serious matter that could subject Employees or the Corporation to legal liability and furthermore, in the case of Employees, who are employees, disciplinary sanctions including termination. This Code is not meant to be a complete code of ethics and business conduct covering every eventuality. Consequently, should an Employee be confronted with a situation where further guidance is required, the matter should be discussed with designated persons as set forth in section 6 of this Code.

This Code applies equally to the Corporation’s subsidiaries and/or affiliates, where appropriate.

### **2. GENERAL CONDUCT AND BEHAVIOUR**

- 2.1 Each Employee is accountable for observing rules of conduct that are normally accepted as standard in a business enterprise.
- 2.2 The Corporation gives precedence to ethical conduct. Employees will conduct themselves in accordance with ethical principles and obligations in their decisions and actions. They shall respect all ethical obligations deriving from applicable laws, acts and regulations. Employees shall not condone unethical conduct.
- 2.3 The Corporation is committed to maintaining a work environment free from unlawful discrimination, including harassment based on sex, sexual orientation, gender identity, gender expression, race, age, religion, disability, ethnic group or any other protected class status. Harassment is unacceptable and will not be tolerated. Employees shall conduct themselves in accordance with the Corporation’s commitment in this regard.
- 2.4 From time to time, Employees may be exposed to confidential information. Confidential information includes things like, but not limited to; strategic plans,

sales figures, financial information, product designs, information regarding negotiations, agreements or dealings between the Corporation and others, employee-related information, software, trade secrets, patents, trademarks and similar information from customers or suppliers. Disclosing confidential information to any person or organization, directly or indirectly, without prior written consent from the Corporation, is prohibited, as is using confidential information for commercial or other purposes. Employees should not permit any of the Corporation's non-public, proprietary or confidential information to enter the public domain through electronic transmissions.

- 2.5 Safeguarding the Corporation's assets and records is the responsibility of all Employees. Employees should use and maintain assets with care and respect, while guarding against waste and abuse. Employees should also preserve or destroy business records (physical and electronic) in accordance with the Corporation's record retention policy and any applicable laws.
- 2.6 The Corporation is committed to respecting the privacy rights of its customers and Employees. The Corporation has implemented a variety of security measures to maintain the safety of this information. It is the responsibility of every Employee to respect the privacy of the Corporation's customers and fellow Employees. Access to and use of employee and customer information is limited to only that which is required to do an Employee's respective job function. Employee and customer information should not be used for personal benefit or the benefit of others.
- 2.7 An Employee's work-related activities at the Corporation must reflect the standards of honesty, loyalty, trustworthiness, fairness, concern for others and accountability. Any act that involves theft, fraud, embezzlement, or misappropriation of any property, including that of the Corporation or any of its Employees, suppliers or customers, is strictly prohibited.
- 2.8 The Corporation requires that its business actions be conducted with honesty and integrity based on objective factors like cost, quality, value, service and the ability to carry through on commitments. This includes decisions about which external partners the Corporation's works with, such as vendors, contract factories and suppliers, and how the Corporations works with these various external partners. The Corporation does not accept the making of business decisions based on improper factors. Therefore, Employees may not accept or offer gifts, gratuities, entertainment, or other favours unless they are of nominal value and are normal and customary given the business circumstance. Employees may not accept or offer cash at any time and should never accept or offer any gift, favour or entertainment if there is any expectation of a return favour implied.

### **3. CONFLICT OF INTEREST**

- 3.1 It is the policy of the Corporation that transactions with other business entities, universities or other organizations and individuals shall not be influenced or

affected by the personal interests or activities of any Employee. Activities or personal interests of the Employees or their immediate family members which are actually or potentially harmful or detrimental to the best interests of the Corporation or which create the appearance of a conflict of interest should generally be avoided so as not to reflect negatively on the reputation of the Corporation or its Employees. This includes, but is not limited to, a prohibition on the involvement of an Employee, for compensation or otherwise, in ventures which are competitive in nature to the businesses of the Corporation. For practical business reasons, primarily cost efficiencies, and due to inter-corporate holdings, certain Employees are directors, officers or employees of affiliates of the Corporation. All transactions between the Corporation and its affiliates shall be completed on a fair market basis by reference to terms and conditions available from arm's length third parties. Any actual or apparent conflicts of interest between the Corporation and its affiliates shall be resolved on the basis that the Corporation's Employees must act in the best interests of the Corporation.

- 3.2 Activities or personal interests of Employees, including those of their immediate family members, which may or could appear to influence the objective decisions required in the performance of their Corporation responsibilities are considered to be a conflict of interest and are prohibited unless a waiver is granted by the Corporation's Board of Directors or designated committee in accordance with this Code. Such conflicts may create a presumption of favouritism or damage the reputation of the Corporation or its Employees in the eyes of others with whom the Corporation may transact business, including shareholders and the investment community.
- 3.3 All Employees have a responsibility to protect the Corporation's assets against loss, theft, abuse and unauthorized use or disposal. No Employee of the Corporation may use Corporation assets, facilities or positions to promote personal interests.

#### **4. INTEGRITY OF BOOKS AND RECORDS AND COMPLIANCE WITH SOUND ACCOUNTING PRACTICES**

##### **4.1 Preparation of Books and Records**

Accuracy and reliability in the preparation of all business records is a critical importance to the decision making process and to the proper discharge of financial, legal and reporting obligations by the Corporation. All business records, expense accounts, invoices, bills, payroll, corporate records and other reports are to be prepared with care and honesty. False or misleading entries are not permitted in the Corporation's books and records.

#### 4.2 Financial Transactions

All financial transactions are to be properly recorded in the books of account and accounting procedures are to be supported by the necessary internal controls. All books and records of the Corporation must be available for audit purposes.

All Employees responsible for establishing and managing the Corporation's financial reporting systems must ensure that:

- (i) all business transactions are properly authorized;
- (ii) all records fairly and accurately reflect the transactions or occurrences to which they relate;
- (iii) all records fairly and accurately reflect in reasonable detail the Corporation's assets, liabilities, revenues and expenses;
- (iv) the Corporation's accounting records do not contain any false or intentionally misleading entries;
- (v) no transactions are intentionally misclassified as to accounts, departments or accounting periods;
- (vi) all transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period; and
- (vii) no information is concealed from the CFO, the independent auditors, the internal auditor, the Audit Committee or the Board of Directors.

#### 4.3 Responsibilities of Employees

Full, fair, accurate, timely and understandable disclosure in the reports and other documents that the Corporation files with, or submits to, its regulators and in the Corporation's other public communications must comply fully with the Corporation's obligations under securities laws and other applicable laws and meet expectations of the Corporation's shareholders and other members of the investment community.

The highest standard of care must be exercised in preparing such reports, documents and other public communications. In accordance with the guidances set forth below, an Employee must:

- (i) not intentionally cause Corporation documents to be incorrect in any way;
- (ii) not create or participate in the creation of any records that are intended to conceal anything that is improper;
- (iii) properly and promptly record or cause to be recorded all disbursements of funds;
- (iv) co-operate with internal and external auditors;
- (v) report, in accordance with section 6 of this Code, any knowledge of any untruthful or inaccurate statements or records or transactions that do not appear to serve a legitimate commercial purpose;

- (vi) not make any unusual financial arrangements with a client or a supplier (such as over-invoicing or under-invoicing) for payments on their behalf to a third party;
- (vii) comply with generally accepted accounting principles at all times. However, technical compliance with GAAP may not be sufficient and, to the extent that technical compliance with GAAP would render financial information that the Corporation reports misleading, additional disclosure will be required;
- (viii) comply with the Corporation's system of internal accounting controls at all times. No action designed to circumvent such controls and procedures will be tolerated; and
- (ix) comply with the Corporation's disclosure controls and procedures at all times. No action designed to circumvent such controls and procedures will be tolerated; and
- (x) Report improprieties by external parties or their employees, in a timely manner to local management.

## 5. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

- 5.1 All Employees are expected to act in full accordance with all domestic and foreign laws, rules and regulations applicable to the business of the Corporation. Violation of laws, rules or regulations or compromise of the Corporation's ethical expectations could result in written reprimands or other disciplinary action, including termination and criminal or civil legal proceedings where applicable.
- 5.2 The Corporation is involved, from time to time, in matters which are sensitive in nature and important to the Corporation, its Employees and its shareholders. Securities laws impose certain obligations on the Corporation regarding the disclosure of information to the investing public. To comply with these laws and the regulations promulgated thereunder, the Corporation has established a disclosure and insider trading policies. In addition, the following policies and procedures are applicable to all Employees:
- 5.2.1 **Confidentiality:** The Corporation's ability to effectively discharge its disclosure obligations under the securities laws can be adversely affected by the premature or otherwise unauthorized disclosure of internal information relating to the Corporation. All Employees, therefore, must make every effort to maintain the confidentiality of the Corporation's internal information. These efforts include securely handling and storing all sensitive documents. Employees should not communicate internal information to friends, family or other third parties, except as may be required in the ordinary course of business.
- 5.2.2 **Designated Spokesperson:** The Corporation has designated a limited number of spokespersons responsible for communication with the media, investors and analysts. The Chief Executive Officer of the Corporation (the "CEO") and the Chief Financial Officer of the Corporation ( the

“CFO”) shall be the official spokespersons for the Corporation. Individuals holding these offices may, from time to time, designate others within the Corporation to speak on behalf of the Corporation as back-ups or to respond to specific inquiries from the investment community or the media.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson.

Except for discussions with business partners by senior management, employees should refrain from discussing confidential and potentially material affairs of the Corporation with third parties, unless expressly authorized to do so.

- 5.2.3 **Trading of Securities:** The insider trading policy of the Corporation (attached) sets forth the prohibitions concerning unauthorized trades of the Corporation’s securities and other guidelines that must be respected by applicable employees and directors with respect to trades of the corporation’s securities.

## 6. REPORTING OF CODE VIOLATIONS (WHISTLEBLOWING)

6.1 Employees have a responsibility to promptly report any conduct or proposed conduct that they reasonably believe to be a violation of this Code.

6.1.1 (a) If an Employee reasonably believes that a violation of the Code has occurred or may occur, he or she should speak to:

(i) in the case of financial and internal controls and accounting matters, to our Internal Auditor. The Internal Auditor is an employee of the Corporation but acts independent of the Corporation’s management team and reports directly to the Audit Committee of the Board of Directors. The Internal Auditor will communicate all matters to the Chairman of the Audit Committee;

or

(ii) in the case of all other matters, to the Vice President of Legal Affairs and General Counsel.

(b) If an Employee reasonably believes that a violation of the Code has occurred or may occur and wishes to maintain anonymity and confidentiality, he or she should speak to:

(i) in the case of financial and internal controls and accounting matters, to the Chairman of the Audit Committee of the Board of Directors; or

- (ii) all other matters, to the Chairman of the Corporate Governance Committee of the Board of Directors.

In either case, the contacted individual will work with the Employee to investigate the concern. Contact information has been provided to all Employees.

Reported violations of this Code will be handled promptly, and professionally. All reports will be investigated and forwarded to appropriate members of management or the Board of Directors for follow up. Persons who report suspected improprieties are provided feedback when possible and appropriate.

- 6.1.2 An Employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue. If it has been determined that an Employee has violated this Code, disciplinary measures may be taken against the Employee. Depending on the nature and severity of the violation, disciplinary action may include termination. Certain violations also may require the Corporation to refer the matter to criminal or civil authorities for investigation or prosecution.
- 6.1.3 Any supervisor who directs or approves of conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, will be subject to disciplinary action, up to and including termination.
- 6.1.4 In the case of an alleged violation by an executive officer or director, the Chairman of the Board of Directors, the CEO and/or the Audit Committee of the Board of Directors, as applicable, are responsible for determining whether a violation has occurred and, if so, what disciplinary measures are appropriate.
- 6.2 The person to whom a potential Code violation is reported pursuant to 6.1.1. will maintain a comprehensive list of all concerns received. In the case of financial and internal controls and accounting matters, an immediate report will be provided to the Chairman of the Audit Committee, and otherwise an immediate report will be provided to the Chairman of the Corporate Governance Committee, unless the allegation(s) is found to be wholly without merit.
- 6.3 The Corporation does not consider reporting a known or suspected violation of the Code to be an act of “disloyalty” and it is against Corporation policy to retaliate against any Employee who reports what he reasonably believes to be a violation or suspected violation of this Code. This means that Employees will not be disciplined, fired, or discriminated against in any way for voicing concern about a violation or potential violation so long as the Employee acts honestly and in good faith. Any reprisal or retaliation against an Employee who has in good

faith reported a known or suspected violation of this Code is itself cause for disciplinary action, including termination.

**7. DISCLOSURE & REVIEW**

Compliance with this Code will be monitored by the Board of Directors of the Corporation. Where appropriate, either the Corporate Governance Committee or Audit Committee of the Board of Directors is responsible for granting any waivers of this policy.

I have read, understand and agree to comply with the letter and intent of this Code of Ethics and Business Conduct.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Signature of Employee

\_\_\_\_\_  
Print name

\_\_\_\_\_  
Date

## **POLICY AND PROCEDURES FOR TRADING BY INSIDERS**

Most publicly traded companies have policies creating certain restrictions in the trading of the shares of the company during times where certain employees, officers and/or directors either have or could be thought to have sensitive information about the company.

Trading is never permitted at a time when the person wishing to trade has material information relating to the company that has not yet been disclosed to the public.

Additionally, there is a general prohibition against persons passing such material undisclosed information along to others, outside of the necessary course of business.

In addition, there are certain times when the public may feel that persons in a special relationship with a company, such as certain employees, officers and directors, may have such sensitive information, whether they do or not. The most obvious time for this to occur is during the period of time from the end of a financial quarter until the company publicly discloses its quarterly financial results in a press release.

As a result, the board of directors has determined that it is appropriate to maintain a policy to the effect that there should be no trading in Major Drilling shares by certain employees, officers or directors in the period starting at the close of business at the end of each financial quarter (in other words, from April 30, July 31, October 31, and January 31) and extending until the start of the third day after the public release of the financial results for that quarter. Certain employees, for the purpose of this policy, refer to Major Drilling employees working in the Moncton head office.

Trades include the buying and selling of shares in Major Drilling, and, in most cases, the exercise of Major Drilling stock options.

Additionally, and even outside of closed trading windows, certain employees, officers and directors must check with the General Counsel of the Corporation before making trades, to ensure that there are not ongoing but as yet undisclosed events that could create a perception that such person may have traded improperly. The General Counsel shall likewise be advised when any trading has been completed.

All insiders are ultimately responsible for ensuring the filing of accurate and complete insider reports by them or on their behalf, whenever required.