

Notice of annual general meeting

Letter from the Chairman

Dear Shareholder

It gives me great pleasure to invite you to attend the first annual general meeting of shareholders of your recently listed Company, Master Drilling Group Ltd ("Master Drilling"), to be held on Thursday, 25 July 2013 at Sasfin Bank Limited, 29 Scott Street, Waverley, Johannesburg, 2090 at 09:30.

So as to provide you with an holistic view of Master Drilling, this notice of meeting forms part of, and should be read in conjunction with the **Integrated Report 2012** which has been produced in line with the recommendations of the King Report on Governance for South Africa 2009 ("King III"), the Companies Act, 2008 (Act 71 of 2008), as amended ("Companies Act") and the Listings Requirements of the JSE Limited. The financial statements included in the Integrated Report 2012 presents a comprehensive review of the year, has been prepared in accordance with the International Financial Reporting Standards ("IFRS").

This notice of annual general meeting sets out the resolutions to be proposed, and includes explanatory notes and guidance notes for shareholders who wish to attend the meeting, vote by proxy.

Report of the independent auditors: Grant Thornton Chartered Accountants (SA), the Company's independent external auditors have audited the financial statement for the 2012 financial period which comprise the statements of financial position, the income statements, the statements of comprehensive income, statements of cash flows and statements of changes in equity and notes to the financial statements. Their unmodified audit report is available for inspection at the Company's registered office.

Should you not be able to attend the annual general meeting in person, you are able to exercise your right as a shareholder to vote for the resolutions to be proposed at the meeting as well as to take part in the governance of the Company by completing, signing and returning the enclosed form of proxy to the share registrars at the address included in the corporate information reflected on page 109 of this document by no later than 09:30 on Tuesday, 23 July 2013.

It is our aim to move towards an online platform for our reporting but we have taken cognisance of the fact that some stakeholders may still prefer to receive copies of our reports either posted to them or in electronic form, and as such, stakeholders are requested to contact companysecretary@masterdrilling.com should they wish to receive either a hard copy or an electronic copy of current and future reports.

The Directors and I look forward to seeing as many of our shareholders as possible at the annual general meeting, and thank you for your continued support.



PJ Ledger
Chairman

24 June 2013

CONTENTS

Notice of annual general meeting

Form of proxy

This notice of annual general meeting has been approved by the Board of Directors of Master Drilling and was signed on their behalf by Mr PJ Ledger, Chairman, on 24 June 2013.

NOTICE OF ANNUAL GENERAL MEETING

This document is important and requires your immediate attention.

Registered and corporate office

4 Bosman Street, Fochville, Gauteng, South Africa
(PO Box 902, Fochville, 2515, South Africa)

Important information regarding attendance at the annual general meeting

Identification

In terms of section 63(1) of the Companies Act, before any person may attend or participate in the annual general meeting, that person must present reasonably satisfactory identification and the person presiding at the annual general meeting must be reasonably satisfied that the right of the person to participate and vote at the annual general meeting, either as a shareholder, or as a proxy for a shareholder, has been reasonably verified. Forms of identification include the presentation of a valid identity document, driver's licence or passport.

Record dates, voting and proxies

The Board of Directors of the Company ("Board") have determined, in accordance with sections 59(1)(a) and (b) of the Companies Act, that:

- the record date for the purposes of receiving notice of the annual general meeting (being the date on which a shareholder must be registered in the Company's register of shareholders in order to participate in and vote at the annual general meeting), shall be the close of business on Friday, 21 June 2013;
- the record date for the purposes of participating in and voting at the annual general meeting (being the date on which a shareholder must be registered in the Company's register of shareholders in order to participate in and vote at the annual general meeting) shall be the close of business on Friday, 19 July 2013 ("Record Date"); and
- the last day to trade for purposes of participating in and voting at the annual general meeting shall be the close of business on Friday, 12 July 2013.

A. If you have dematerialised your shares without "own name" registration

• Voting at the annual general meeting

- If you have not been contacted by your CSDP or broker, it would be advisable for you to contact your CSDP/broker and furnish them with your voting instructions.
- If your CSDP/broker does not obtain voting instructions from you, they will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP/broker.
- You must NOT complete the attached form of proxy.

• Attendance and representation at the annual general meeting

In accordance with the mandate between you and your CSDP/broker, you must advise your CSDP/broker if you wish to attend the annual general meeting in person, or if you wish to send a proxy to represent you at the annual general meeting. Your CSDP/broker will issue the necessary letter of representation to you or your proxy to attend the annual general meeting.

B. If you have not dematerialised your shares or have dematerialised your shares with "own name" registration

- **Voting, attendance and representation at the annual general meeting**
 - You may attend, speak and vote at the annual general meeting in person.
 - Alternatively, you may appoint one or more proxies to represent you at the annual general meeting by completing the attached form of proxy in accordance with the instructions it contains. A proxy need not be a shareholder of the Company. It is requested that the form be lodged with or posted to the share registrars to be received no later than close of business day on Tuesday, 23 July 2013.

Notice of annual general meeting

Notice is hereby given that the first annual general meeting of shareholders of Master Drilling Group Limited since the Company's listing on the Johannesburg Stock Exchange ("JSE") will be held at Sasfin Bank Limited 29 Scott Street, Waverley, Johannesburg, 2090 on Thursday, 25 July 2013 at 09:30, to consider and, if deemed fit, pass, with or without modification, the following ordinary and special resolutions.

Ordinary business:

1. ORDINARY RESOLUTION NUMBER 1

Presentation and adoption of annual financial statements

"Resolved as an ordinary resolution that the consolidated audited annual financial statements of the Company and its subsidiaries, together with the auditors', Audit Committee's and directors' reports for the year ended 31 December 2012, be and are hereby received and adopted."

The reason for proposing ordinary resolution number 1 is to receive and adopt the consolidated annual financial statements of the Company and its subsidiaries for the financial year ended 31 December 2012 as contained in this report.

2. ORDINARY RESOLUTION NUMBER 2

Reappointment of Grant Thornton Chartered Accountants SA as auditors of the Company and that C Pretorius be appointed as the designated registered auditor to hold office until the conclusion of the next annual general meeting of the Company

"Resolved as an ordinary resolution that Grant Thornton Chartered Accountants SA be and are hereby appointed as the auditors of the Company and that C Pretorius be and is hereby appointed as the designated registered auditor, to hold office from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the Company."

The reason for proposing ordinary resolution number 2 is to reappoint Grant Thornton Chartered Accountants SA as the independent auditor and C Pretorius as the designated registered auditor, who retire as the independent auditor and designated registered auditor respectively of the Company at the conclusion of this annual general meeting, until the conclusion of the next annual general meeting of the Company.

3. ORDINARY RESOLUTION NUMBER 3

Re-election of Mr PJ Ledger as a Director and as Chairman

"Resolved as an ordinary resolution that Mr PJ Ledger, who was appointed by the Board and retires in terms of the Memorandum of Incorporation of the Company and is eligible and available for election, be and is hereby elected as a Director and Chairman of the Company."

The reason for proposing ordinary resolution number 3 is that Mr PJ Ledger retires by rotation as a Director at the annual general meeting and offers himself for re-election.

4. ORDINARY RESOLUTION NUMBER 4

Re-election of Mr RO Davey as a Director

“Resolved as an ordinary resolution that Mr RO Davey, who was appointed by the Board and retires in terms of the Memorandum of Incorporation of the Company and is eligible and available for election, be and is hereby elected as a Director of the Company.”

The reason for proposing ordinary resolution number 4 is that Mr RO Davey retires by rotation as a Director at the annual general meeting and offers himself for re-election.

5. ORDINARY RESOLUTION NUMBER 5

Re-election of Mr AA Deskmukh as a Director

“Resolved as an ordinary resolution that Mr AA Deskmukh, who was appointed by the Board and retires in terms of the Memorandum of Incorporation of the Company and is eligible and available for election, be and is hereby elected as a Director of the Company.”

The reason for proposing ordinary resolution number 5 is that Mr AA Deskmukh retires by rotation as a Director at the annual general meeting and offers himself for re-election.

6. ORDINARY RESOLUTION NUMBER 6

Re-election of Mr JP de Wet as a Director

“Resolved as an ordinary resolution that Mr JP de Wet, who was appointed by the Board and retires in terms of the Memorandum of Incorporation of the Company and is eligible and available for election, be and is hereby elected as a Director of the Company.”

The reason for proposing ordinary resolution number 6 is that Mr JP de Wet retires by rotation as a Director at the annual general meeting and offers himself for re-election.

7. ORDINARY RESOLUTION NUMBER 7

Re-election of Mr ST Ferguson as a Director

“Resolved as an ordinary resolution that Mr ST Ferguson, who was appointed by the Board and retires in terms of the Memorandum of Incorporation of the Company and is eligible and available for election, be and is hereby elected as a Director of the Company.”

The reason for proposing ordinary resolution number 7 is that Mr ST Ferguson retires by rotation as a Director at the annual general meeting and offers himself for re-election.

8. ORDINARY RESOLUTION NUMBER 8

Re-election of Mr BJ Jordaan as a Director

“Resolved as an ordinary resolution that Mr BJ Jordaan, who was appointed by the Board and retires in terms of the Memorandum of Incorporation of the Company and is eligible and available for election, be and is hereby elected as a Director of the Company.”

The reason for proposing ordinary resolution number 8 is that Mr BJ Jordaan retires by rotation as a Director at the annual general meeting and offers himself for re-election.

9. ORDINARY RESOLUTION NUMBER 9

Re-election of Mr GR Sheppard as a Director

"Resolved as an ordinary resolution that Mr GR Sheppard, who was appointed by the Board and retires in terms of the Memorandum of Incorporation of the Company and is eligible and available for election, be and is hereby elected as a Director of the Company."

The reason for proposing ordinary resolution number 9 is that Mr GR Sheppard retires by rotation as a Director at the annual general meeting and offers himself for re-election.

10. ORDINARY RESOLUTION NUMBER 10

Appointment of Mr RO Davey as a member of the Audit and Risk Committee of the Company

"Resolved as an ordinary resolution that, subject to the approval of ordinary resolution number 4, Mr RO Davey be and is hereby appointed as a member of the Audit and Risk Committee, from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the Company."

11. ORDINARY RESOLUTION NUMBER 11

Appointment of Mr AA Deskmukh as a member of the Audit and Risk Committee of the Company

"Resolved as an ordinary resolution that, subject to the approval of ordinary resolution number 5, Mr AA Deskmukh be and is hereby appointed as a member of the Audit and Risk Committee, from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the Company."

12. ORDINARY RESOLUTION NUMBER 12

Appointment of Mr JP de Wet as a member of the Audit and Risk Committee of the Company

"Resolved as an ordinary resolution that, subject to the approval of ordinary resolution number 6, Mr JP de Wet be and is hereby appointed as a member of the Audit and Risk Committee, from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the Company."

The reason for proposing ordinary resolutions numbered 10, 11 and 12 is to appoint members of the Audit and Risk Committee ("Audit Committee") in accordance with the guidelines of King III and the requirements of the Companies Act. In terms of the aforementioned requirements, the Audit Committee should be comprised of a minimum of three members, all of whom must be independent Non-Executive Directors of the Company and membership of the Audit Committee may not include the Chairman of the Board.

Special business:

13. ORDINARY RESOLUTION NUMBER 13

General authority to Directors to allot and issue ordinary shares

"Resolved as an ordinary resolution that, subject to the provisions of the Companies Act and the JSE Listings Requirements, from time to time, the Directors of the Company be and are hereby, as a general authority and approval, authorised to allot and issue, for such purposes and on such terms as they may, in their discretion determine, ordinary shares of no par value each in the authorised but unissued share capital of the Company, up to a maximum of 5% of the number of ordinary shares of no par value each in issue from time to time."

The reason for proposing ordinary resolution number 13 is to seek a general authority and approval for the Directors to allot and issue ordinary shares, up to a maximum of 5% of the ordinary shares of the Company in issue from time to time, in order to enable the company to take advantage of business opportunities which might arise in the future. Pursuant to the Memorandum of Incorporation, this general authority shall be valid only until the next annual general meeting of the Company, at which time, it may be submitted for renewal.

14. ORDINARY RESOLUTION NUMBER 14

General authority to Directors to issue for cash, those ordinary shares which the Directors are authorised to allot and issue in terms of ordinary resolution number 13

“Resolved as an ordinary resolution that, subject to ordinary resolution number 13 being passed, the Directors of the Company be and are hereby authorised, in accordance with the Listings Requirements of the JSE Limited to allot and issue for cash, on such terms and conditions as they may deem fit, all or any of the ordinary shares of no par value each (“ordinary shares”) in the authorised but unissued share capital of the Company which they shall have been authorised to allot and issue in terms of ordinary resolution number 13, subject to the following conditions:

- this authority shall be limited to a maximum number of 5% of the number of ordinary shares in the issued share capital of the Company from time to time;
- this authority shall only be valid until the next annual general meeting of the Company but shall not extend beyond 15 months;
- a paid press announcement giving full details, including the impact on net asset value and earnings per share of the Company, shall be published after any issue representing, on a cumulative basis within one financial year, 5% of the number of ordinary shares in issue prior to the issue concerned;
- in determining the price at which an issue of ordinary shares for cash will be made in terms of this authority, the maximum discount permitted shall be 10% of the weighted average traded price of the ordinary shares on the JSE Limited (adjusted for any dividend declared but not yet paid or for any capitalisation award made to shareholders), over the 30 business days prior to the date that the price of the issue is determined or agreed between the issuer and the party subscribing for the securities; and
- any issues of ordinary shares under this authority shall be made only to a public shareholder as defined in the Listings Requirements of the JSE Limited.”

The reason for proposing ordinary resolution number 14 is that the Directors consider it advantageous to have the authority to issue ordinary shares for cash in order to enable the Company to take advantage of any business opportunity which might arise in the future.

It should be noted that this authority relates only to those ordinary shares which the Directors are authorised to allot and issue in terms of ordinary resolution number 13 and is not intended to (nor does it) grant the Directors authority to issue ordinary shares over and above, and in addition to, the ordinary shares which the Directors are authorised to allot and issue in terms of ordinary resolution number 13.

In terms of the JSE Listings Requirements, a 75% majority of the votes cast by shareholders present in person or represented by proxy at the annual general meeting is required for the approval of ordinary resolution number 14.

15. ORDINARY RESOLUTION NUMBER 15

Authority to sign all required documents

“Resolved that each Director of the Company (acting individually or together with any others) be and is hereby authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of the resolutions to be approved at the annual general meeting of the Company convened to consider such resolutions.”

The reason for proposing ordinary resolution number 15 is to authorise the Directors to take all actions and to do all such things as is necessary to implement the resolutions approved by shareholders at the annual general meeting.

16. ADVISORY ENDORSEMENT

Advisory endorsement of the Master Drilling remuneration policy

“To endorse, through a non-binding advisory vote, the remuneration policy of the Company as set out on page 52 of this document (excluding the remuneration of Non-Executive Directors for their services as Directors and members of the Board or statutory committees), in terms of the King Report on Governance for South Africa 2009.”

The Group remuneration policy is set out on page 52 of this document, of which this notice forms part.

17. SPECIAL RESOLUTION NUMBER 1

Acquisition of the Company's own shares

“Resolved, pursuant to the Company's Memorandum of Incorporation, that the acquisition by the Company or by any of the Company's subsidiaries from time to time, of ordinary shares issued by the Company, in accordance with the Companies Act and the JSE Listings Requirements, is hereby authorised by way of a general approval, provided that:

- any such acquisition of shares shall be effected through the order book operated by the JSE Limited trading system or on the open market of any other stock exchange on which the shares are or may be listed, subject to the approval of the JSE Limited and of the relevant other stock exchange, as necessary, in either event without any prior understanding or arrangement between the Company and the counterparty;
- this approval shall be valid only until the next annual general meeting of the Company, or for 15 months from the date of passing of this resolution, whichever period is shorter;
- shares issued by the Company may not be acquired at a price greater than 10% above the weighted average market price of the Company's shares for the five business days immediately preceding the date of the acquisition being effected;
- the Company only appoints one agent to effect any acquisitions on its behalf;
- the Board of the Company has resolved to authorise the acquisition and that the Company and its subsidiaries will satisfy the solvency and liquidity test immediately after the acquisition and that since the test was done there have been no material changes to the financial position of the Group;
- the Company may not, in any one financial year, acquire in excess of 20% of the Company's issued ordinary share capital as at the date of passing of this resolution;
- an announcement containing details of such acquisitions will be published as soon as the Company and/or the subsidiaries, collectively, shall have acquired ordinary shares issued by the Company constituting, on a cumulative basis, not less than 3% of the number of ordinary shares in the Company in issue as at the date of this approval; and an announcement containing details of such acquisitions will be published in respect of each subsequent acquisition by either the Company and/or by the subsidiaries, collectively, of ordinary shares issued by the Company, constituting, on a cumulative basis, not less than 3% of the number of ordinary shares in the Company in issue as at the date of this approval;
- the acquisition of shares by the Company or its subsidiaries may not be effected during a prohibited period, as defined in the JSE Listings Requirements unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;

- the Company's subsidiaries shall not be entitled to acquire ordinary shares issued by the Company if the acquisition of shares will result in them holding, on a cumulative basis, more than 10% of the number of ordinary shares in issue in the Company; and
- the shares acquired by the Company's subsidiaries shall not carry with them any voting rights."

The reason for this special resolution is to grant a general authority for the acquisition of the Company's ordinary shares by the Company, or by a subsidiary or subsidiaries of the Company.

The effect of special resolution number 1, if passed and becoming effective will be to authorise the Company or any of its subsidiaries to acquire ordinary shares issued by the Company on the JSE Limited or any other stock exchange on which the Company's shares are or may be listed.

The Directors of Master Drilling believe that the Company should retain the flexibility to take action if future acquisitions of its shares were considered desirable and in the best interests of the Company and its shareholders.

The Directors will ensure at the time of the commencement of any acquisitions of its shares, after considering the effect of acquisitions, up to the maximum limit, of the Company's issued ordinary shares, that they are of the opinion that if such acquisitions were implemented:

- the Company and the Group would be able in the ordinary course of business to pay its debts for a period of 12 months after the repurchase;
- the assets of the Company and the Group would be in excess of the liabilities of the Company and the Group for a period of 12 months after the repurchase. For this purpose, the assets and liabilities would be recognised and measured in accordance with the accounting policies used in the latest audited group annual financial statements; and
- the ordinary capital and reserves of the Company and the Group would be adequate for ordinary business purposes for a period of 12 months after the date of the notice issued in respect of the annual general meeting; and the working capital of the Company and the Group would be adequate in the ordinary course of business for a period of 12 months after the date of the repurchase.

The Company will ensure that its sponsor provides the necessary sponsor letter on the adequacy of the working capital in terms of the JSE Listings Requirements prior to the commencement of any acquisitions of the Company's shares on the open market.

In terms of section 11.26 of the JSE Listings Requirements, the following information is disclosed either in this document:

- Directors and management – pages 19 to 22 of this document;
- major shareholders – page 89, of this document;
- material change statement – page 44, of this document;
- Directors' interest in securities – page 43, of this document; and
- share capital of the Company – page 76, of this document.

18. SPECIAL RESOLUTION NUMBER 2

Non-Executive Directors' fees

"Resolved as a special resolution, that in terms of section 66(9) of the Companies Act, that the Company be authorised to pay fees to its Directors for their services as Directors and for serving on committees of the Board, with effect from 1 January 2013, as detailed below:

	2013
Board Chairman	R450 000
Board member	R142 000
Audit and Risk Committee Chairman	R57 000
Audit and Risk Committee member	R22 000
Remuneration and Nomination Committee Chairman	R42 000
Remuneration and Nomination Committee member	R32 000
Social and Ethics Committee Chairman	R20 000
Social and Ethics Committee member	R10 000
Foreign-based board member	£30 000

The fees payable in terms of special resolution 2 will be in proportion to the period during which the office of the Director, Chairman or member of the Committees of the Board, as the case may be, has been held during the year".

The reason for proposing special resolution 2 and the effect of this special resolution, if passed and becoming effective, is to reward Non-Executive Directors for their services as Directors and as members of the Committees of the Board in line with best practice.

19. SPECIAL RESOLUTION NUMBER 3

Financial assistance

"Resolved as a special resolution, in terms of section 45 of the Companies Act that the shareholders be and hereby approve of Master Drilling providing, at any time and from time to time during the period of 2 (two) years, commencing on the date of this special resolution, if passed and becoming effective, any direct or indirect financial assistance as contemplated in such section of the Companies Act to any 1 (one) or more related or inter-related companies or corporations of Master Drilling, provided that:

- (i) the recipient or recipients of such financial assistance, (ii) the form, nature and extent of such financial assistance, and (iii) the terms and conditions under which such financial assistance is provided, are determined by the Board from time to time;
- the Board may not authorise Master Drilling to provide any financial assistance pursuant to this special resolution unless the Board meets all those requirements of section 45 of the Companies Act which it is required to meet in order to authorise Master Drilling to provide such financial assistance; and
- such financial assistance to a recipient thereof is, in the opinion of the Board, required for the purpose of (i) meeting all or any of such recipient's operating expenses (including capital expenditure), and/or (ii) funding the growth, expansion, reorganisation or restructuring of the businesses or operations of such recipient, and/or (iii) funding such recipient for any other purpose which in the opinion of the Board is directly or indirectly in the interest of Master Drilling".

Notice of annual general meeting *continued . . .*

The reason for proposing special resolution 3 and the effect of this special resolution, if passed and becoming effective, is to allow Master Drilling to grant direct or indirect financial assistance to any company or corporation forming part of the Group, including in the form of loans or the guaranteeing of their debts. This authority will be in place for a period of two years from the date of adoption of this special resolution 3.

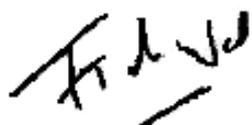
Litigation

The Company is not party to any legal or arbitration proceedings that are pending or threatened, of which it is aware, that may have or have had in the recent past, being at least the previous 12 months, a material effect on the Group's financial position. For the risk factors, refer to the supplement information available on the Company's website www.masterdrilling.com.

The Directors whose names appear on pages 19 to 21 of this document collectively and individually accept full responsibility for the accuracy of the information given in this notice and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that this notice contains all information required by law and the Listings Requirements of the JSE Limited.

By order of the Board

Company Secretary



Theophilus (Theo) de Wet
De Wets Incorporated
(Registration number 2000/003792/21)
6 Dwars Street
Krugersdorp, 1739
South Africa

(PO Box 158, Krugersdorp, 1740)
South Africa

24 June 2013

Registered and corporate office

4 Bosman Street
PO Box 902
Fochville, 2515
South Africa

Important notes about the annual general meeting

Date

Thursday, 25 July 2013

Venue

Sasfin Bank Limited, 29 Scott Street, Waverley, Johannesburg, 2090

Timing

The annual general meeting will start promptly at 09:30 (South African time).

Refreshments

Refreshments will be served after the meeting.

Admission

Shareholders and others attending the annual general meeting are asked to register at the registration desk at the venue. Shareholders and proxies are required to provide proof of identity – see “identification” on page 92 of this notice of meeting.

Security

Secure parking is provided at the venue. Mobile telephones should be switched off during the annual general meeting.

Enquiries and questions

Shareholders who intend to ask questions related to the business of the annual general meeting or on related matters are asked to furnish their name, address and question(s) at the registration desk. Personnel will be available to provide any advice and assistance required.

Queries about the annual general meeting

If you have any queries about the annual general meeting, please telephone any of the contact names listed on page 109.

Share registrars

Computershare Investor Services (Pty) Ltd
Ground Floor, 70 Marshall Street, Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)
South Africa
www.masterdrilling.com

Form of proxy

MASTER DRILLING GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2011/008265/06)

Share code on the JSE Limited: "MDI"

ISIN: ZAE000171948

("Master Drilling" or "the Company")



FORM OF PROXY for Master Drilling shareholders

Only for use by certificated shareholders or dematerialised shareholders of Master Drilling Group Limited who have selected "own name" registration.

For use by Master Drilling shareholders at the annual general meeting of shareholders to be held at Sasfin Bank, 29 Scott Street, Waverley, Johannesburg on Thursday, 25 July 2013 at 09:30 and at any adjournment of that meeting.

If you have dematerialised your shares with a Central Securities Depository Participant ("CSD Participant") or broker and have not selected "own name" registration, you must arrange with your CSD Participant or broker to provide you with the necessary letter of representation to attend the general meeting or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSD Participant or broker.

I/We (names in full in block letters)

of (address):

being the holder/s of shares in issued ordinary share capital of Master Drilling hereby appoint:

1. _____ of _____ or failing him/her,
2. _____ of _____ or failing him/her,
3. the Chairman of the annual general meeting

as my/our proxy to attend, speak and vote on a show of hands or on a poll for me/us and on my/our behalf at the annual general meeting of Master Drilling shareholders to be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the Master Drilling ordinary shares registered in my/our name in accordance with the following instructions (see notes):

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
Ordinary resolution 1 Presentation and adoption of annual financial statements			
Ordinary resolution 2 Reappointment of Grant Thornton Chartered Accountants SA as auditors and C Pretorius as designated audit partner			
Ordinary resolution 3 Re-election of Mr PJ Ledger as a Director and as Chairman			
Ordinary resolution 4 Re-election of Mr RO Davey as a Director			
Ordinary resolution 5 Re-election of Mr AA Deskmukh as a Director			
Ordinary resolution 6 Re-election of Mr JP de Wet as a Director			

Form of proxy *continued . . .*

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
Ordinary resolution 7 Re-election of Mr ST Ferguson as a Director			
Ordinary resolution 8 Re-election of Mr BJ Jordaan as a Director			
Ordinary resolution 9 Re-election of Mr GR Sheppard as a Director			
Ordinary resolution 10 Appointment of Mr RO Davey as a member of the Audit and Risk Committee			
Ordinary resolution 11 Appointment of Mr AA Deskmukh as a member of the Audit and Risk Committee			
Ordinary resolution 12 Appointment of Mr JP de Wet as a member of the Audit and Risk Committee			
Ordinary resolution 13 General authority to Directors to allot and issue ordinary shares			
Ordinary resolution 14 General authority to Directors to issue for cash, those ordinary shares placed under the control of the Directors in terms of ordinary resolution 13			
Advisory endorsement Endorsement of the Master Drilling remuneration policy			
Special resolution 1 Acquisition of Company's own shares			
Special resolution 2 Non-Executive Directors' fees			
Special resolution 3 Approval to grant financial assistance in terms of sections 44 and 45 of the Companies Act			

Signed at _____ on _____ 2013

Name of shareholder/joint holders _____

Signature/s _____

Assisted by me (if applicable) _____

Full name/s of signatory/ies if signing in a representative capacity: _____

(In BLOCK LETTERS and authority to be attached – see note 12)

Notice to the form of proxy

Notes

1. *Every shareholder present in person or represented by proxy and entitled to vote at the annual general meeting of the Company shall, on a show of hands, have only one vote, irrespective of the number of shares such shareholder holds. In the event of a poll, the total number of votes exercised and abstained by the shareholder or his/her proxy shall be counted, provided that such votes shall not exceed the total of the votes exercisable by the shareholder or the proxy.*
2. *A signatory to this form of proxy may insert the name of a proxy or the name of an alternate proxy of the signatory's choice in the blank spaces provided, with or without deleting "the Chairman of the of the annual general meeting", but an such deletion must be signed in full by the signatory. Any insertion or deletion not complying with the foregoing will be deemed not to have been validly effected. The person present at the annual general meeting, whose name appears first on the list of names overleaf, shall be the validly appointed proxy for the shareholder at the annual general meeting.*
3. *A shareholder's instructions to the proxy must be indicated in the appropriate spaces provided. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, or to cast all those votes in the same way, but the total of votes cast, and in respect of whereof abstention is directed, may not exceed the total of the votes exercisable by the shareholder or the proxy. Failure to comply with the above or to provide voting instructions or the giving of contradictory instructions will be deemed to authorise the proxy, if he is the Chairman of the annual general meeting, to vote in favour of all resolutions at the annual general meeting in respect of all the shareholder's votes exercisable at the annual general meeting or if he/she is not the Chairman of the annual general meeting, to vote or abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the annual general meeting.*
4. *A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.*
5. *A vote given in terms of an instrument of proxy shall be valid in relation to the annual general meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the share in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the share registrars not less than 24 hours before the commencement of the annual general meeting, or at any adjournment thereof.*
6. *Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.*
7. *Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the share registrars of the Company.*
8. *A minor must be assisted by his/her guardian and the relevant documentary evidence establishing his/her legal capacity must be attached to this form of proxy unless previously recorded by the share registrars of the Company.*
9. *When there are joint holders of shares, any one holder may sign the form of proxy.*
10. *The completion and lodging of this form of proxy will not preclude the shareholder who grants the proxy from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.*
11. *The Chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.*
12. *The appointment of a proxy or proxies:*
 - 12.1 *is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;*
 - 12.2 *is revocable in which case a shareholder may revoke the proxy appointment by:*
 - 12.2.1 *cancelling it in writing or making a later inconsistent appointment of a proxy; and*
 - 12.2.2 *delivering a copy of the revocation instrument to the proxy and to the Company.*
13. *Forms of proxy must be lodged with or posted to the share registrars, Computershare Investor Services (Pty) Ltd, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than close of business day on Tuesday, 23 July 2013.*