

TOTAL ENERGY SERVICES INC.

BOARD OF DIRECTORS CHARTER

1. Composition

The board of directors (the "Board") of Total Energy Services Inc. ("Total Energy") considers it desirable that the Board be comprised of a majority of "independent" directors (within the meaning set forth under Section 1.4 of Multilateral Instrument 52-110 -- *Audit Committees*). The Board will take the foregoing observation respecting its composition into consideration in exercising its responsibilities set out under Section 7 below. For greater certainty, nothing set out in this Charter is intended to affect the validity of actions taken by the Board that are otherwise valid for purposes of applicable corporate law.

2. Responsibilities

In addition to its other responsibilities under applicable law, the Board shall be responsible for the stewardship of Total Energy, and, in that regard, shall have responsibility for:

- (a) to the extent feasible, satisfying itself: (i) as to the integrity of the Chief Executive Officer (the "CEO") and other executive officers; and (ii) that the CEO and other executive officers create and maintain a culture of integrity throughout Total Energy;
- (b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks associated with the business of Total Energy;
- (c) approving annually goals and objectives of Total Energy that the CEO is responsible for meeting;
- (d) the identification of the principal risks to which Total Energy is exposed in the conduct of its business, and overseeing the implementation of appropriate systems to manage these risks;
- (e) succession planning (including appointing, training and monitoring senior management);
- (f) Total Energy's internal control and management information systems;
- (g) satisfying itself that Total Energy's financial results are reported fairly to securityholders, regulators and the public in accordance with generally accepted accounting principles; and
- (h) adopting a disclosure policy for Total Energy and satisfying itself as to the timely reporting of developments material to Total Energy.

Members of the Board are expected to attend all meetings of the Board (and committees of the Board of which they are a member) whenever possible and to adequately prepare for such meetings. The independent directors should regularly meet in the absence of non-independent directors and members of management.

3. Committees

The Board shall establish and approve charters for an Audit Committee, a Corporate Governance and Nominating Committee and a Compensation Committee. The Board shall establish special or independent committees at such times and for such purposes as it sees fit.

4. Position Descriptions

The Board shall approve position descriptions for the chair of Board and the chair of each of the committees of the Board. In addition, the Board, together with the CEO, shall develop a position description for the CEO, which includes a description of management's responsibilities.

5. Orientation and Continuing Education

All new directors are to receive a comprehensive orientation designed to provide such directors, among other things, with an understanding of the business of Total Energy, the role of the Board and its various committees and expectations respecting the contributions of individual directors. In addition, directors, where appropriate, will be provided with continuing education opportunities, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of Total Energy's business remains current.

6. Code Of Business Conduct And Ethics

The Board will adopt a written code of business conduct and ethics (the "Code") for Total Energy, which will be applicable to directors, officers, employees and consultants. The Code will confirm the expectations of the Board respecting the conduct of directors, officers, employees and consultants and will address the following:

- (a) conflicts of interest;
- (b) protection and proper use of corporate assets and opportunities;
- (c) use and protection of confidential information;
- (d) dealings with Total Energy's security holders, customers, suppliers, competitors and employees;
- (e) compliance with laws, rules and regulations; and
- (f) reporting of any illegal or unethical behavior.

The Board shall be responsible for monitoring compliance with the Code. The Board shall have the sole authority to grant any waivers from the Code for the benefit of any of the directors or executive officers.

7. Nomination of Directors

To the extent permitted by applicable law and the Articles of Incorporation and bylaws of Total Energy, the Board will establish the number of members of the Board, within the range prescribed by Total Energy's articles, with a view to facilitating effective decision-making. Prior to nominating or appointing individuals as directors, the Board will:

- (a) consider which competencies and skills the Board, as a whole, should possess;
- (b) assess which competencies and skills each existing director possesses; and
- (c) consider the advice and input of the Corporate Governance and Nominating Committee concerning the foregoing and its recommendations to the Board concerning new director nominees.

8. Compensation

Following consideration of the recommendations of the Compensation Committee, the Board will:

- (a) review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those corporate goals and objectives and any other factors considered relevant by the Board and determine the CEO's compensation based on this evaluation; and
- (b) determine non-CEO officer and director compensation, incentive-compensation plans and equity-based plans.

9. Assessment

The Board will regularly assess the effectiveness of the Board, the committees of the Board and each individual director. An assessment will consider:

- (a) in the case of a Board or a committee of the Board, its charter;
- (b) in the case of an individual director, the applicable position descriptions, as well as the competencies and skills each individual director is expected to bring to the Board; and
- (c) the opinions and recommendations of the Corporate Governance and Nominating Committee.