

TOTAL ENERGY SERVICES INC.
COMPENSATION COMMITTEE CHARTER

1. Establishment

The board of directors (the "**Board**") of Total Energy Services Inc. ("**Total Energy**") hereby adopts this Charter for the compensation committee of the Board to be called the Compensation Committee.

2. Composition

The Compensation Committee shall be comprised of not less than three members, who are "independent" within the meaning set forth under Section 1.4 of Multilateral Instrument 52-110 *Audit Committees*. Members of the Compensation Committee shall be appointed by resolution of the Board. A member of the Compensation Committee shall cease to be a member of the Compensation Committee upon ceasing to be a director of Total Energy.

3. Specific Duties and Responsibilities

Subject to the powers and duties of the Board and in addition to any other duties and responsibilities assigned to the Compensation Committee from time to time by the Board, the Compensation Committee will have the following duties and responsibilities:

- (a) annually review the compensation policies and guidelines for Total Energy and, if the Compensation Committee considers any changes to such policies and guidelines to be appropriate, recommend such changes to the Board for its consideration;
- (b) review the base salaries and other compensation of Total Energy's officers;
- (c) annually conduct performance appraisals of the Chief Executive Officer of Total Energy and such other executive management as the Compensation Committee may determine, and report to the Board the results of such performance appraisals;
- (d) annually review Total Energy's employee incentive plans, bonus plans and security-based compensation arrangements, and, if the Compensation Committee considers any changes to such plans and arrangements to be appropriate, recommend such changes to the Board for its consideration;
- (e) review and comment on the executive compensation disclosure contained in any management information circular to be forwarded to securityholders of Total Energy;
- (f) annually review the compensation arrangements established for the benefit of directors of Total Energy and the Chairman of the Board and, if the Compensation

Committee considers any changes to such arrangements to be appropriate, recommend such changes to the Board for its consideration;

- (g) review any management contracts, change of control agreements, indemnity agreements, and significant consulting contracts and make recommendations to the Board respecting the results of such review; and
- (h) annually review and report to the Board on the adequacy of this Charter.

4. Administrative Matters

The following general provisions will govern the activities of the Compensation Committee.

- (a) A quorum for purposes of meetings of the Compensation Committee shall be two members thereof present in person or by telephone or other acceptable communications device. No business may be transacted by the Compensation Committee except at a meeting of its members at which a quorum is present or by a resolution in writing signed by all the members of the Compensation Committee.
- (b) Any member of the Compensation Committee may be removed or replaced at any time by resolution of the Board. If and whenever a vacancy shall exist on the Compensation Committee, the remaining members may exercise all its powers so long as a quorum is present at the applicable meeting or the applicable written resolution is signed by at least two members.
- (c) The Compensation Committee may invite such officers, directors and employees of Total Energy and other persons (including one or more representatives of the external auditor of Total Energy) as the Chair of the Compensation Committee may consider appropriate to attend any meeting of the Compensation Committee to assist members of the Compensation Committee in their deliberations.
- (d) The time and place at which the meetings of the Compensation Committee shall be held and the calling of and the procedures at such meetings shall be determined by the Compensation Committee, having regard to the by-laws of the Corporation.
- (e) The Chair of the Compensation Committee shall preside at all meetings of the Compensation Committee and shall have a second and deciding vote in the event of a tie. In the absence of the Chair, the other members of the Compensation Committee present at a meeting shall appoint one of those members to act as chair for that particular meeting (or the portion thereof at which the Chair is not present).
- (f) The Compensation Committee shall report to the Board on such matters and questions relating to the compensation practices of Total Energy, or any affiliates of Total Energy, as the directors of Total Energy may from time to time refer to the Compensation Committee.

- (g) The members of the Compensation Committee shall, for the purpose of performing their duties, have the right to inspect all the books and records of Total Energy and to discuss such books and records as are in any way related to the compensation practices of Total Energy with the officers and employees of Total Energy.
- (h) Minutes of the Compensation Committee meetings shall be prepared and maintained. The Chair of the Compensation Committee will report to the Board on the activities of the Compensation Committee at the next meeting of the Board or such earlier time as the Chair of the Compensation Committee may consider appropriate.
- (i) The Compensation Committee shall have the authority to:
 - (i) engage independent counsel and other advisors or consultants as it determines necessary to carry out its duties; and
 - (ii) set and pay the compensation for any advisors employed by the Compensation Committee.

Approved by the Board on March 8, 2018