

## TOTAL ENERGY SERVICES INC.

### CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

#### 1. Establishment

The board of directors (the "**Board**") of Total Energy Services Inc. ("Total Energy"), hereby establishes a Corporate Governance and Nominating Committee to be called the Corporate Governance and Nominating Committee (the "Committee").

#### 2. Composition

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

#### 3. Mandate

The mandate of the Committee is to assess the corporate governance practices of Total Energy on an ongoing basis and to assist the Board by identifying individuals qualified to become directors of Total Energy and recommending nominees for election/appointment as directors of Total Energy.

#### 4. Specific Duties and Responsibilities

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

- (a) following consultation with the Chair of the Board, to consider the membership needs of the Board and its committees, review at least annually the composition of the Board and its committees, and, as considered appropriate by the Committee, make recommendations to the Board as to: (A) the appropriate number of members of the Board and its committees, respectively; (B) the skills and competencies required of Board and committee members to promote effective and efficient decision-making on the part of the Board and its committees, respectively; and (C) regular assessments and, if required, updating of the skill matrix for the Board to respond to strategic, market or regulatory changes.
- (b) following consultation with the Chair of the Board, to evaluate the various committees established by the Board and their respective charters and the performance of the chairmen of the various board committees and to report to the Board the results of such evaluations;

- (c) to assess the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors, and to make such recommendations as the Committee may consider appropriate having regard to such assessments;
- (d) to consider and, where appropriate, approve requests from directors or committees of directors respecting the engagement of special advisors;
- (e) to consider, and where appropriate, recommend to the Board suitable candidates for appointment to, or nominations for election to the Board; and
- (f) to annually review and report to the Board on the adequacy of this Charter.

## **5. Administrative Matters**

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

- (a) The quorum for purposes of meetings of the Committee shall be two members present in person or by telephone or other acceptable communications device. No business may be transacted by the 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 Committee.
- (b) Any member of the Committee may be removed or replaced at any time by the Board. If a vacancy exists on the Committee, the remaining members may exercise all of the powers of the Committee 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 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 Committee may consider appropriate to attend at meetings of the Committee and assist members of the Committee in their deliberations.
- (d) The Committee shall determine the time and place at which the meetings of the Committee shall be held and the procedures for calling and conducting business at such meetings, having regard to the Articles of Incorporation and the by-laws of Total Energy, as applicable.
- (e) The chair of the Committee shall preside at all meetings of the Committee. In the absence of the chair, the members of the 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 Committee shall report to the Board on such matters and questions relating to the governance practices of Total Energy and the nomination of directors of Total Energy as the Board may from time to time refer to the Committee.

- (g) The members of the 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 governance of Total Energy.
- (h) Minutes of Committee meetings shall be prepared and maintained. The Chair of the Committee shall report to the Board on the activities of the Committee at the next meeting of the Board or such earlier time as the Chair of the Committee may consider appropriate.
- (i) The Committee shall have the authority:
  - (i) to engage independent counsel and other advisors that it determines to be necessary to permit it to carry out its duties; and
  - (ii) to set and pay the compensation for any advisors engaged by the Committee.