

Total Energy Services Inc.

Policy Respecting Election of Directors at Meetings of Shareholders (May 12, 2016)

In keeping with recent developments in Canadian corporate governance, the directors of Total Energy Services Inc. ("**Total Energy**") have determined that it is appropriate that shareholders ("**Shareholders**") of outstanding common shares of Total Energy ("**Total Shares**") be provided with an opportunity to signify their support for individual nominees to the Board of Directors of Total Energy at meetings of Shareholders, as opposed to being restricted to supporting (or not supporting) the election of an entire slate of directors. Accordingly, the directors have unanimously adopted this Policy. Nominees for election to the board of directors of Total Energy (the "**Board**") will be asked to confirm their acceptance of the principles and requirements of this Policy before their names are put forward for election at a meeting of the Shareholders. This Policy applies only in the case of uncontested elections, meaning elections where the number of nominees for election to the Board is equal to the number of directors to be elected as set out in the applicable management information circular for the meeting.

From the date hereof, any instrument of proxy forwarded by or on behalf of Total Energy to Shareholders in anticipation of a meeting of Shareholders at which directors of Total Energy are to be elected (or an authorization provided by Shareholders in respect of the election or appointment of the directors of Total Energy), will provide Shareholders with an opportunity to vote separately in favor of, or to withhold from voting for, each person nominated for election as a director of Total Energy. At the applicable Shareholders' meeting, the chairman of the meeting will call for a vote by ballot and the scrutineers will record, with respect to each nominee, the number of Total Shares voted in his or her favor and the number of Total Shares withheld from voting, unless the chairman of the meeting determines that less than 30% of the votes associated with proxies deposited by Shareholders prior to the meeting would be required to be withheld from voting in respect of any particular nominee (having regard to the voting directions provided in applicable proxies), in which case the chairman of the meeting may conduct a vote in respect of the election of directors of Total Energy by way of show of hands. If a ballot is conducted with respect to the election of the directors of Total Energy, the chairman of the meeting may, if feasible, announce the results of the vote prior to receiving the scrutineer's report on the ballot, based upon proxies received by Total Energy prior to the meeting. If, with respect to any particular nominee, the number of Total Shares withheld from voting exceeds the number of Total Shares voted in favor of the nominee, then that nominee must forthwith submit his or her resignation as a director of Total Energy to the chairman of the Board, even though the director may have been duly elected for purposes of applicable law. Any such resignation shall be subject to acceptance by the Board and shall not be considered to have been delivered to Total Energy unless and until accepted by the Board.

The chairman of the Board will advise the Corporate Governance and Nominating Committee of the Board of the receipt of any such resignation and the Corporate Governance and Nominating Committee will be directed by the Board to consider the resignation, having regard to its assessment of the best interests of Total Energy and any other factors considered relevant by the Corporate Governance and Nominating Committee, and to make a recommendation to the Board

with respect to the resignation. The Corporate Governance and Nominating Committee will be directed to provide a report to the Board as soon as reasonably practicable and, in any event, within 75 days of the date of the applicable meeting of Shareholders. Following receipt of such report, the Board will consider the same and shall make a determination whether to accept or not accept such resignation within 90 days of the date of the applicable meeting of Shareholders. The Board shall accept the resignation absent exceptional circumstances. A director who has tendered his or her resignation pursuant to this Policy will not participate in any meeting of the Corporate Governance and Nominating Committee or Board at which the resignation is considered. If the presence of the affected director at a meeting of the Corporate Governance and Nominating Committee or Board is required to satisfy quorum requirements, the affected director may be counted for quorum but must not participate in the portion of the meeting at which his or her resignation is considered.

As soon as recently practicable following completion of Board deliberations with respect to any such resignation, the decision of the Board will be announced by way of news release approved by the chairman of the Board, a copy of which shall be provided to the TSX. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision.

Subject to applicable law, the Board may, if a resignation is accepted as aforesaid, leave the resulting vacancy unfulfilled until the next annual meeting of Shareholders, or it may fill the vacancy through the appointment of a new director considered appropriate by the remaining members of the Board.