

TOTAL ENERGY SERVICES INC.

POSITION DESCRIPTION - CHAIR OF THE BOARD OF DIRECTORS

In addition to the responsibilities and specific duties set out in any applicable charter or other position description, the chair (the "Chair") of the Board of Directors (the "Board") of Total Energy Services Inc. ("Total Energy") has the responsibilities and specific duties set out below.

1. **Appointment**

The Chair will be a member of the Board and will be appointed by resolution of the Board. The Chair will be "independent" within the meaning set forth under Section 1.4 of Multilateral Instrument 52-110 *Audit Committees*.

2. **Responsibilities**

The role of the Chair is to provide independent, effective leadership to the Board and lead the Board in fulfilling its duties.

3. **Specific Duties**

(a) Leadership

The Board expects that the Chair will:

- (i) provide overall leadership to the Board;
- (ii) satisfy himself/herself that the Board functions independently of management of Total Energy and make any recommendations considered appropriate by the Chair concerning the ability of the board to function independently of management of Total Energy;
- (iii) assist the CEO in mentoring and counseling new members of the Board;
- (iv) take all steps considered reasonable by the Chair to promote the understanding by members of the Board of their responsibilities and duties as directors; and
- (v) take all steps considered reasonable by the Chair to promote the efficient and effective discharge by the Board of its responsibilities and duties.

(b) Ethics

The Board expects that the Chair will promote ethical and responsible decision making by the Board and its individual members.

(c) Board Governance

The Board expects that the Chair will:

- (i) assess the structure, composition, membership and activities of the Board on an ongoing basis; and
- (ii) provide the Board with his/her assessment as to whether the Board is composed of a majority of "independent" directors, as defined above in this Position Description.

(d) Board Meetings

The Board expects that the Chair will:

- (i) schedule Board meetings at least four times annually and schedule such additional meetings of the Board as the Chair considers necessary in order to permit the Board to carry out its duties effectively;
- (ii) in consultation with other Board members, members of management and outside advisors, as the Chair may consider appropriate, establish the agenda for each Board meeting;
- (iii) preside as chairman at all meetings of the Board at which he/she is present, including closed sessions and in camera sessions, except to the extent he/she is absent from such session on his/her own initiative or at the request of other directors. If the Chair is not present, the Board members present will choose a Board member to chair the meeting (or the applicable portion thereof);
- (iv) promote efficient consideration of matters to be considered by the Board at each applicable meeting, with a view to providing sufficient time during Board meetings to fully discuss agenda items, having regard to the relative importance of the applicable agenda items;
- (v) encourage Board members to ask questions and express viewpoints during meetings;
- (vi) endeavor to deal effectively with dissent and work constructively to arrive at decisions and achieve consensus;
- (vii) structure the agenda for meetings of the Board such that independent directors meet in separate, in camera sessions in the absence of non-independent directors and management; and
- (viii) structure the agenda for meetings of the Board such that the independent directors meet in separate, closed sessions with internal personnel or

outside advisors and in the absence of non-independent directors and management, as the Chair may consider appropriate.

(e) Board Reporting

The Board expects that the Chair will use all reasonable efforts to provide Board materials to any director on request or otherwise make such materials available to directors upon request.

(f) Board / Management Relationships

The Board expects that the Chair will:

- (i) take reasonable steps to provide members of the Board with the written materials required by directors to consider and discuss items of business scheduled for deliberation at meetings of the Board and to arrange for such presentations by management or others as the Chair may consider necessary or appropriate to support the deliberations of the Board at its meetings;
- (ii) communicate to the CEO and management any areas of concern identified by the Board;
- (iii) at the request of the CEO, discuss issues and offer advice on matters before the Board;
- (iv) facilitate communication between Board members and management, both inside and outside of Board meetings; and
- (v) endeavor to maintain an effective working relationship with members of management.

(g) Evaluations

The Board expects that the Chair will:

- (i) except to the extent such activities are delegated to a separate committee of the Board, conduct or oversee a performance evaluation of the Board, soliciting input from all Board members, other directors and appropriate members of management; and
- (ii) lead the Board in monitoring and evaluating the performance of the CEO and in assessing the effectiveness of Total Energy's senior management.

(h) Advisors / Resources

The Board expects that the Chair will:

- (i) consider the resources and expertise available to the Board and assess whether the Board has sufficient resources to conduct its work effectively and efficiently; and
- (ii) coordinate with the Board to retain, oversee, compensate and terminate independent advisors engaged to assist the Board in its activities (except where responsibility for the retention, oversight, compensation or termination of independent advisors has been delegated to a committee of the Board).

(i) Other

The Board expects that the Chair will:

- (i) perform such other duties and responsibilities consistent with the role of a chair of the board of directors, as may be requested by the Board from time to time;
- (ii) perform such other duties and responsibilities as may be set out in the bylaws of Total Energy or that are customarily discharged by the chair of the board of directors of an organization of similar size to Total Energy; and
- (iii) periodically consider and, where appropriate, make recommendations to the Board respecting amendments to this Position Description, it being acknowledged that the Chair will have the authority to make minor technical amendments to this Position Description, which amendments will be reported to the Board at the first scheduled meeting of the Board following the implementation of such amendments.