

**Certificate of Approval of a Prospectus  
in accordance with Articles 17 and 18 of Directive 2003/71/EC**

**To :**

COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (CSSF)  
COMMISSION BANCAIRE FINANCIERE ET DES ASSURANCES (CBFA)  
BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFSICHT (BAFIN)  
FINANZMARKTAUFSICHT (FMA)

**From :**

**Autorité des marchés financiers (AMF)**

17, place de la Bourse  
75002 PARIS  
FRANCE

We hereby certify that the base prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC and was approved by us on November 19, 2010.

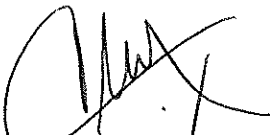
**Name of Issuers :** I) TOTAL SA  
II) TOTAL CAPITAL  
III) TOTAL CAPITAL CANADA

**Registered Office :** I) et II) 2 place Jean Millier, 92078 PARIS LA DEFENSE CEDEX  
III) 2900, 240-4th avenue S.W., Calgary, Alberta, T2P4H4 CANADA

**Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) :** Annexes 4, 5, 6, 12 and 13

**Guarantor :** TOTAL SA

Date : November 19, 2010  
Reference : 10-407/103-10

  
Thierry FRANCO  
Secrétaire Général  
Autorité des marchés financiers  
(AMF)  
17, place de la Bourse  
75002 PARIS

**Attachments :**

(1) Base prospectus approved on November 19, 2010.