

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

To :

FINANCIAL SERVICES AUTHORITY (FSA)
FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA)
FINANZMARKTAUFSICHT (FMA)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (CSSF)
BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGS AUFSICHT (BAFIN)

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 June 17, 2011.

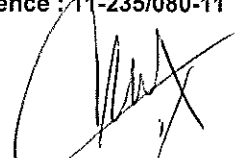
Name of Issuers : I) TOTAL SA
II) TOTAL CAPITAL
III) TOTAL CAPITAL CANADA
IV) TOTAL CAPITAL INTERNATIONAL

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 : June 17, 2011
Reference : 11-235/080-11



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

Attachment :

(1) Base prospectus approved on June 17, 2011.