

Amended and Restated Final Terms dated 3 February 2011

These Amended and Restated Final Terms amend and restate the Final Terms dated 31 January 2011 relating to the Notes (as defined below) for the purpose solely of correcting the net proceeds amount and the currency of the estimated total expenses set out in paragraphs 4(ii) and 4(iii) respectively of Part B below.

TOTAL CAPITAL CANADA LTD.

**Issue of AUD 100,000,000 5.75 per cent. Notes due 4 February 2014 (the "Notes")
unconditionally and irrevocably guaranteed by Total S.A.
under the €20,000,000,000 Euro Medium Term Note Programme**

PART A - CONTRACTUAL TERMS

The Debt Issuance Programme Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly, any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 37 of Part A below, provided that such person is one of the persons mentioned in Paragraph 37 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Debt Issuance Programme Prospectus dated 19 November 2010 which received visa no. 10-407 from the *Autorité des Marchés Financiers* (the "**AMF**") on 19 November 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Debt Issuance Programme Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Debt Issuance Programme Prospectus. The Debt Issuance Programme Prospectus is available for viewing on the website of the AMF (<http://www.amf-france.org>) and during normal business hours at the offices of the Fiscal Agent and each of the Paying Agents and copies may be obtained from the offices of the Fiscal Agent and each of the Paying Agents.

1	(i) Issuer:	Total Capital Canada Ltd.
	(ii) Guarantor:	Total S.A.
2	(i) Series Number:	S67-1
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Australian Dollars ("AUD")
4	Aggregate Nominal Amount:	
	(i) Series:	AUD 100,000,000
	(ii) Tranche:	AUD 100,000,000
5	Issue Price:	100.574 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denomination:	AUD 2,000
	(ii) Calculation Amount:	AUD 2,000
7	(i) Issue Date:	4 February 2011
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	4 February 2014
9	Interest Basis:	5.75 per cent. per annum Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date of Board approval for issuance of Notes and Guarantee obtained:	Board Resolution of the Issuer dated 28 June 2010 and of the Guarantor dated 10 February 2010
14	Method of distribution:	Syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	5.75 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	4 February of each year, commencing on 4 February 2012, up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	AUD 115 per Calculation Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	4 February in each year

	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
20	Call Option	Not Applicable
21	Put Option	Not Applicable
22	Final Redemption Amount of each Note	AUD 2,000 per Calculation Amount
23	Early Redemption Amount	AUD 2,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
24	Form of Notes:	Bearer Notes Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25	New Global Note:	No
26	Financial Centre(s) or other special provisions relating to payment dates:	London, Sydney, TARGET
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
29	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable

30	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
31	Consolidation provisions:	Not Applicable
32	Other final terms:	Not Applicable
DISTRIBUTION		
33	(i) If syndicated, names and addresses of Managers and underwriting commitments:	<p><u>JOINT LEAD MANAGERS</u></p> <p>DAIWA CAPITAL MARKETS EUROPE LIMITED 5 King William Street London EC4N 7AX United Kingdom <i>AUD 43,000,000 Underwriting Commitment</i></p> <p>DEUTSCHE BANK AG, LONDON BRANCH Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom <i>AUD 43,000,000 Underwriting Commitment</i></p> <p><u>CO-LEAD MANAGERS</u></p> <p>AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED 28th Floor 40 Bank Street London E14 5EJ United Kingdom <i>AUD 2,000,000 Underwriting Commitment</i></p> <p>BANK VONTOBEL AG, ZURICH Bahnhofstrasse 3 8022 Zurich Switzerland <i>AUD 2,000,000 Underwriting Commitment</i></p> <p>FORTIS BANK NV/SA Montagne du Parc 3 B-1000 Brussels Belgium <i>AUD 2,000,000 Underwriting Commitment</i></p> <p>COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK</p>

		<p>B.A. (RABOBANK INTERNATIONAL) Croeselaan 18 3521 CB Utrecht The Netherlands <i>AUD 2,000,000 Underwriting Commitment</i></p> <p>ROYAL BANK OF CANADA EUROPE LIMITED 71 Queen Victoria Street London EC4V 4DE United Kingdom <i>AUD 2,000,000 Underwriting Commitment</i></p> <p>THE TORONTO-DOMINION BANK 60 Threadneedle Street London EC2R 8AP United Kingdom <i>AUD 2,000,000 Underwriting Commitment</i></p> <p>ZURICH CANTONALBANK Josefstrasse 222 8005 Zurich Switzerland <i>AUD 2,000,000 Underwriting Commitment</i></p>
	(ii) Date of Subscription Agreement:	31 January 2011
	(iii) Stabilising Manager(s) (if any):	Not Applicable
34	If non-syndicated, name and address of Dealer:	Not Applicable
35	Total commission and concession:	1.375 per cent. of the Aggregate Nominal Amount (consisting of 1.1875 per cent. selling concession and 0.1875 per cent. management and underwriting commission)
36	U.S. Selling Restrictions:	Regulation S Category 2; TEFRA D
37	Non-exempt offer:	Applicable. Austria, Belgium, Germany and Luxembourg (further particulars in paragraph 7 of Part B below)
38	Additional selling restrictions:	<p>Australia:</p> <p>No prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia) in relation to the Programme or the Notes has been lodged with the Australian Securities and Investments Commission ("ASIC"). Each Manager has represented and agreed that it: (I) has not</p>

(directly or indirectly) offered or invited applications, and will not offer or invite applications, for the issue, sale or purchase of the Notes in or from Australia (including an offer or invitation which is received by a person in Australia); and (II) has not distributed or published, and will not distribute or publish, any prospectus, draft, preliminary or definitive offering memorandum, advertisement or other offering material relating to the Notes in Australia unless the offeree or invitee is a "wholesale client" (within the meaning of Section 761G of the Corporations Act 2001 of Australia) and (1) the aggregate consideration payable by each offeree or invitee is at least AUD 500,000 (or its equivalent in other currencies, but disregarding any monies lent by the offeror or its associates) (2) or the offer or invitation otherwise does not require disclosure to investors in accordance with either Part 6D.2 of the Corporations Act 2001 of Australia, (3) such action complies with all applicable laws, regulations and directives (including, without limitation, the financial services licensing requirements of Chapter 7 of the Corporations Act 2001 of Australia) and (4) such action does not require any document to be lodged with the ASIC.

Austria:

Reference is made to the Austrian Selling Restriction on page 108 of the Debt Issuance Programme Prospectus which requires the filing of a notification with OeKB before the start of the offering of Notes in Austria.

Canada:

The following paragraph shall be supplemental to the Canadian selling restriction contained on page 108 of the Base Prospectus:

Each Manager agrees to deliver to any investor who purchases Notes from it a notice stating in substance that, by purchasing such Notes, such investor represents and agrees that it has not offered, sold, distributed or delivered and will not

	offer, sell, distribute or deliver, directly or indirectly, in Canada or to, or for the benefit of, any resident thereof in contravention of the securities laws or regulations of any province or territory of Canada and that it will deliver to another investor to whom it sells any such Notes within 40 days following the date of its initial purchase a notice containing substantially the same statement as is contained in this sentence. Each Manager agrees to furnish, upon request, a certificate stating such Manager has complied with the restriction described in this paragraph.
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Purpose of Final Terms

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on the Euronext Paris of the Notes described herein pursuant to the €20,000,000,000 Euro Medium Term Note Programme of Total, Total Capital Canada and Total Capital.

Responsibility

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: J. SCHMITT
Duly authorised

Signed on behalf of the Guarantor:

By: J. SCHMITT
Duly authorised

**PART B
OTHER INFORMATION**

1 Listing and Admission To Trading

Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the official list of Euronext Paris and admitted to trading on Euronext Paris with effect from 4 February 2011.

2 Ratings

Ratings:

The Notes to be issued have been rated:

S & P: AA*

Moody's: Aa1†

Standard & Poor's Ratings Services and Moody's Investors Services Limited are established in the European Union and have applied for registration under Regulation (EC) No 1060/2009, although the result of such application has not yet been notified by the relevant competent authority.

3 Interests of Natural and Legal Persons Involved In the Offer

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

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|---------------------------------|--|
| (i) Reasons for the offer: | As set out in "Use of Proceeds" in the Debt Issuance Programme Prospectus dated 19 November 2010 |
| (ii) Estimated net proceeds: | AUD 99,159,000 (after expenses) |
| (iii) Estimated total expenses: | AUD 40,000 |

5 Fixed Rate Notes only - YIELD

Indication of yield: 5.979 per cent. per annum

As set out above, the yield is calculated on the Issue Date on the basis of the relevant Issue Price. It is not an indication of future yield.

6 Operational Information

ISIN Code:	XS0586992504
Common Code:	058699250
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société	Not Applicable

* As defined by Standard & Poor's, an 'AA' rating means that the Issuer's capacity to meet its financial commitment under the Notes is very strong. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency without notice.

† Notes rated Aa by Moody's are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates a ranking in the higher end of that generic rating category.

anonyme and the relevant identification number(s):

Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	Citibank, N.A., London Branch (Principal Paying Agent)
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No

7 Terms and Conditions of the Offer

The AMF has been asked to provide the competent authorities in, *inter alia*, each of Austria, Belgium, Luxembourg and Germany (together, the "**Public Offer Jurisdictions**") with a certificate of approval attesting that the Debt Issuance Programme Prospectus has been drawn up in accordance with the Prospectus Directive. Copies of these Final Terms will be provided to the competent authorities in the Public Offer Jurisdictions (save for the German competent authority which has confirmed that it does not require such a copy).

The Issuer has agreed to allow the use of these Final Terms and the Debt Issuance Programme Prospectus by each of the Managers in connection with possible offers of the Notes to the public in the Public Offer Jurisdictions during the period from 1 February 2011 to 4 February 2011 (the "**Offer Period**"), provided that the Offer Period will not commence in Austria until such time as notification has been duly filed with the "*Meldestelle*" operated by Oesterreichische Kontrollbank in accordance with the Austrian Capital Markets Act, which is expected to be on or about 31 January 2011.

Investors (as defined in the final paragraph on the second page of the Debt Issuance Programme Prospectus) intending to acquire or acquiring the Notes from any Offeror (as defined on the second page of the Debt Issuance Programme Prospectus) should, as indicated in the legend, make appropriate enquiries as to whether that Offeror is acting in association with the Issuer. Whether or not the Offeror is described as acting in association with the Issuer, the Issuer's only relationship is with the Managers and the Issuer has no relationship with or obligation to, nor shall it have any relationship with or obligation to, an Investor, save as may arise under any applicable law or regulation.

The Issuer is only offering to and selling to the Managers pursuant to and in accordance with the terms of the Subscription Agreement. All sales to persons other than the Managers will be made by the Managers or persons to whom they sell, and/or otherwise make arrangements with. The Issuer shall not be liable for any offers and/or sales of Notes to, or purchases of Notes by, Investors at any time (including during the Offer Period) (other than in respect of offers and sales to, and purchases of Notes by, the Managers and only then pursuant to the Subscription Agreement) which are made by Managers or any Offeror or in accordance with the arrangements in place between any such Manager or Offeror and its customers. Any person selling Notes at any time during the Offer Period may not be a financial intermediary of the Issuer; any person selling Notes at any time after the Offer Period is not a financial intermediary of the Issuer.

Each of the Managers has acknowledged and agreed that for the purpose of offer(s) of the Notes the Issuer has passported the Debt Issuance Programme Prospectus into each of the Public Offer Jurisdictions and will not passport the Debt Issuance Programme Prospectus into any other European Economic Area Member State; accordingly, the Notes may only be publicly offered in Public Offer Jurisdictions during the Offer Period or offered to qualified investors (as defined in the Prospectus Directive) or otherwise in compliance with Article 3(2) of the Prospectus Directive in any other European Economic Area Member State pursuant to and in accordance with the Debt Issuance Programme Prospectus and the Final Terms (without modification or supplement); and that all offers of Notes by it will be made only in accordance with the selling restrictions set forth in the Debt Issuance Programme Prospectus and the provisions of these Final Terms and in compliance with all applicable

laws and regulations, provided that no such offer of Notes shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive (or supplement a prospectus pursuant to Article 16 of the Prospectus Directive) or to take any other action in any jurisdiction other than as described above.

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| (i) Offer Price: | The Issuer has offered and will sell the Notes to the Managers (and no one else) at the Issue Price of 100.574 per cent. less a total commission and concession of 1.375 per cent. of the Aggregate Nominal Amount of the Notes. The Managers will offer and sell the Notes to their customers in accordance with arrangements in place between each such Manager and its customers by reference to the relevant Issue Price and market conditions prevailing at the time. |
| (ii) Conditions to which the offer is subject: | Offers of the Notes are conditional on their issue and are subject to such conditions as are set out in the Subscription Agreement. As between Managers and their customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them. |
| (iii) Description of the application process: | A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Manager and its customers relating to the purchase of securities generally. Noteholders (other than Managers) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes. |
| (iv) Description of possibility of reducing subscriptions and manner of refunding excess amount paid by applicants: | Not Applicable |
| (v) Details of the minimum and/or maximum amount of application: | There are no pre-identified allotment criteria. The Managers will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them. |
| (vi) Details of the method and time limits for paying up and delivering the Notes: | The Notes will be sold by the Issuer to the Managers on a delivery versus payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Manager of their allocations of Notes and the settlement arrangements in respect thereof. |
| (vii) Manner in and date on which results of the offer are to be made public: | Not Applicable |
| (viii) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and | Not Applicable |

treatment of subscription rights not exercised:

(xi) Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: Not Applicable

(x) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Prospective Noteholders will be notified by the relevant Manager in accordance with the arrangements in place between such Managers and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders.

(xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

(xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. None known to the Issuer