

EMERGE ENERGY SERVICES GP LLC

CONFLICTS COMMITTEE CHARTER

PURPOSES OF THE COMMITTEE

The Partnership Agreement of Emerge Energy Services LP (the “MLP”) as amended from time to time (the “Partnership Agreement”), contemplates that certain actions may be approved by a Conflicts Committee (the “Committee”) of the Board of Directors (the “Board”) of Emerge Energy Services GP LLC (the “General Partner” and, together with the MLP and its subsidiaries, the “Company”). The Committee is established to (i) review specific matters that the Board believes may involve conflicts of interest, (ii) advise the Board on actions to be taken by the MLP or the General Partner upon the request of the Board, and (iii) carry out any other duties delegated to the Committee by the Board. Capitalized terms not otherwise defined herein shall have the meaning as set forth in the Partnership Agreement.

STRUCTURE AND COMPOSITION OF THE COMMITTEE

The Board shall appoint the members of the Committee to serve for the ensuing twelve months or until their successors shall be duly appointed and qualify. Committee members may be removed by the Board. If a Committee Chairman is not designated by the Board or present at a meeting, the members of the Committee may designate a chairperson by majority vote of the members of the Committee who are present.

The Committee shall consist of one or more members of the Board, each of whom (i) is not a holder of ownership interest in the Company other than (a) Common Units (as defined in the Partnership Agreement) and (b) awards that are granted to such Committee member in his capacity as a Committee member under any long-term incentive plan, equity compensation plan or similar plan implemented by the General Partner of the MLP, and (ii) satisfies the independence standards required of directors who serve on the Audit Committee of the Board under the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission thereunder and by the New York Stock Exchange Rules.

MEETINGS OF THE COMMITTEE

The Committee shall meet as frequently as the Committee may determine or as the Board shall request. The chairman of the Committee or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee.

A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or the Amended and Restated Limited Liability Company Agreement of the General Partner (the “LLC Agreement”). All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where the Committee consists of only two members, by unanimous vote). The Committee may also take action by written consent of not less than the number of Committee members that would be necessary to take such action at a meeting at which all Committee members were present.

AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall act on an informed basis, in good faith, and in the subjective belief that any action taken by the Committee is in the best interests of the MLP. In connection with the Committee's resolution of any conflict of interest, the Committee is authorized to consider (A) the relative interests of any party to such conflict, agreement, transaction or situation and the benefits and burdens relating to such interest; (B) any customary or accepted industry practices and any customary or historical dealings with a particular Person; (C) any applicable generally accepted accounting practices or principles; and (D) such additional factors as the Committee determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances.

The Committee has the authority to engage its own special legal counsel, financial advisors and other experts or consultants as it deems necessary or appropriate to assist in the full performance of its functions. The Committee shall have sole authority to retain and terminate any such consultants, including sole authority to approve the consultants' fees and other retention terms. The Board shall authorize appropriate funding, as determined by the Committee, for the payment of any reasonable costs incurred by the Committee.

Without limiting the generality of the preceding statements, the Committee is responsible for:

- Reviewing and approving any amendment to the Partnership Agreement that the Board submits to the Conflicts Committee;
- Upon the request of the Board, reviewing the General Partner's election to cause the MLP to purchase or not to purchase certain assets and reviewing the determination of the General Partner of the fair market value of any assets to be purchased by the MLP;
- Upon the request of the Board, reviewing specific matters requiring action of the Committee pursuant to any agreement to which the General Partner or the Company is a party;
- Reviewing specific matters that the Board submits to the Committee because the Board believes such matters may involve conflicts of interest, including, without limitation, potential conflicts of interest between the General Partner or any of its affiliates on the one hand, and the MLP or any partner, on the other hand;
- Upon the request of the Board, advising the Board on actions to be taken by the MLP or the General Partner; and
- Carrying out any other duties delegated to the Committee by the Board from time to time.

MINUTES, REPORTS AND EVALUATION

The Committee will maintain written minutes of its meetings that will be filed with the minutes of the meetings of the Board.

The Committee will report periodically to the Board regarding the Committee's activities, which will be incorporated as a part of the minutes of the Board at which those reports are presented.

The Committee shall evaluate its performance on an annual basis and develop appropriate criteria for such evaluation. In addition, at least annually, this Charter shall be reviewed and reassessed by the Committee, and any proposed changes shall be submitted to the Board for approval.

As adopted May 8, 2013