

EMERGE ENERGY SERVICES GP LLC

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Managers (the “Board”) of Emerge Energy Services GP LLC (the “General Partner”), the general partner of Emerge Energy Services LP (the “MLP” and together with its subsidiaries and the General Partner, the “Company”) and, together with the charters of the Board’s committees, the General Partner’s Certificate of Formation and the Amended and Restated Limited Liability Company Agreement of the General Partner (the “LLC Agreement”), provide the framework for the governance of the Company. These Corporate Governance Guidelines will be reviewed periodically by the Board and, together with the committee charters and the Company’s Code of Business Conduct and Ethics, will be posted on the Company’s website.

COMPOSITION OF THE BOARD

1. *Independent Board Members*

The Board shall have at least three “independent” members as defined by the rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”) as set forth in the NYSE Listed Company Manual; provided, however, that, in accordance with the phase-in provisions of the NYSE set forth in the NYSE Listed Company Manual, the Board shall have at least one independent member by the date the MLP’s securities first trade on the NYSE (the “Listing Date”), at least two independent members within 90 days of the Listing Date and three independent members within one year of the Listing Date.

2. *Size of the Board*

The number of board members that constitutes the Board shall be fixed from time to time pursuant to the LLC Agreement. The members of the General Partner (the “Members”) are responsible for reviewing, on an annual basis, the advisability or need for any changes in the number and composition of the Board.

3. *Selection of Chairman of the Board and Chief Executive Officer*

The Board shall be free to choose its Chairman in any way that seems best for the General Partner at any given point in time. The Board does not have a policy regarding whether the role of the General Partner’s Chief Executive Officer (the “CEO”) and Chairman of the Board should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee Board members or be an employee of the Company. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the MLP for the Board to make a determination regarding this issue when it elects a new CEO, and thereafter as deemed appropriate.

4. *Board Membership Criteria*

In selecting the members of the Board, the Members shall take into consideration the following criteria and, in the case of individuals who will be intended to qualify as independent board members, the independence criteria set forth in the NYSE listing requirements and the criteria set forth in the charters of the various committees of the Board relating to qualifications for service on such committees:

- Personal and professional qualities, characteristics, attributes, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the MLP does business and in the MLP’s industry or other industries relevant to the MLP’s business;
- Ability and willingness to commit adequate time to Board and committee matters, including service on boards of other publicly-traded companies;

- The fit of the individual's skills and personality and how they fit with those of other Board members and potential Board members in building a Board that is effective, collegial and responsive to the needs of the MLP;
- Diversity of viewpoints, background, experience and other demographics versus those of other Board members and potential Board members; and
- Other relevant factors as the Members deem appropriate, including the current composition of the Board, the need for independent Board members, the need for Audit Committee expertise and its evaluations of other candidates.

5. *Selection of New Board Members*

The Members shall be responsible for electing members to serve on the Board. When making its Board membership determinations, the Members shall consider any advice and recommendations offered by the CEO.

6. *Service on Other Boards*

No Board member shall serve on the board of more than four (4) public companies (including the General Partner), and no member of the Audit Committee shall serve on an audit committee of more than three (3) public companies (including the General Partner).

7. *Board Member Orientation and Continuing Education*

The Board is responsible for seeing that new Board members are provided material and information concerning the operations and philosophy of the MLP and for monitoring and making recommendations concerning the continuing education of the Board members.

RESPONSIBILITIES OF BOARD MEMBERS

1. *Board Responsibility – Generally*

The basic responsibility of the Board is to oversee the management of the business of the MLP and, when acting on behalf of the General Partner in its capacity as such, to exercise their good faith business judgment to act in what they subjectively believe to be the best interests of the MLP and its unitholders. In addition to its general oversight of the management of the Company, the Board or, in some cases, the appropriate committee of the Board performs a number of specific functions including:

- selecting, evaluating and compensating the CEO and overseeing executive management succession planning;
- providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- assessing major risks facing the MLP and reviewing options for their mitigation; and
- ensuring that processes are in place for maintaining the integrity of the MLP including the integrity of the financial statements, compliance with law and ethics, relationships with customers and suppliers and relationships with other stakeholders.

2. *Conflicts of Interest*

Each Board member shall disclose to the Board any other business and personal relationships that could create an appearance of a conflict of interest, even if there is no actual conflict.

3. *Attendance at Board Meetings*

Board members are expected to attend and participate in Board meetings and meetings of committees on which they serve, to spend the time needed and meet as frequently as necessary to discharge their responsibilities.

4. Evaluation of the Board

The Board shall be responsible for coordinating annually a self-evaluation of its performance, and for considering the annual self-evaluations conducted by each committee of the Board.

MEETINGS OF THE BOARD

1. Frequency of Meetings

There shall be at least four regularly scheduled meetings of the Board each year. Additional special meetings shall be called as necessary to consider long-term strategic planning or significant transactions or events occurring throughout the year.

2. Executive Sessions of Non-Management Board Members

The non-management Board members shall meet in executive session without management participation at least quarterly. The Board members who so meet in executive session shall not constitute a committee of the Board and therefore shall not take action at such sessions, although the participating Board members may make recommendations for consideration by the full Board. If the non-management Board members include Board members who are not independent, the independent Board members shall meet separately in executive session at least once a year. These executive sessions shall be chaired by the chairman of the Audit Committee of the Board (the "Lead Board Member"). The Lead Board Member is responsible for preparing an agenda for the meetings of the independent Board members in executive session. The name of the Lead Board Member shall be disclosed in the MLP's Annual Report on Form 10-K.

Interested parties may communicate directly with the independent Board members by submitting a communication in an envelope marked "Confidential" addressed to the "Independent Members of the Board" in care of the Secretary of the General Partner at:

Emerge Energy Services GP LLC
1400 Civic Place
Suite 250
Southlake, TX 76092

The MLP shall disclose in its Annual Report on Form 10-K the method by which interested parties may communicate with the independent Board members.

3. Selection of Agenda Items For Board Meetings

The Chairman of the Board, with input from the other Board members and certain members of management, establishes the preliminary agendas for Board meetings which are distributed, along with related materials, in advance of the meetings. Board members are encouraged to suggest agenda items. At any Board meeting, Board members are free to raise subjects, issues and questions that are not on the agenda.

4. Attendance of Management at Board Meetings

The Board normally invites the Company's executive officers to attend the regular sessions of the Board. Additional Company personnel may be invited to attend as deemed appropriate.

5. Board Materials Distributed In Advance of Meeting

Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Board members to afford them a reasonable amount of time to review such materials in advance of the meeting.

COMMITTEES OF THE BOARD

1. Number, Name and Composition of Committees

The standing committees of the Board are the Audit Committee and the Conflicts Committee. The Board may from time to time establish one or more other standing committees or ad hoc committees, or disband any such committee, as it deems necessary or appropriate. The Board, after consultation with the Chairman of the Board, will appoint annually the chairman and members of the committees.

2. Responsibilities of Committees

The charters of the various committees will set forth the purposes and responsibilities of the committees and the qualifications for committee membership. The charters will also provide that each committee will annually evaluate its performance.

3. Independence

Subject to the NYSE's phase-in provisions, each member of the Audit and Conflicts Committees shall be an independent Board member. The term "independent Board member" shall mean a member of the Board who is independent of management and free from any relationship with the Company or otherwise that, in the opinion of the Board, would interfere in the exercise of independent judgment as a Board member, and who is not an officer, employee, agent or affiliate (except as a board member) of the Company, in compliance with the definition of an "independent" in the listing standards issued by the NYSE. In addition, Board members who serve on the Audit Committee must meet additional, heightened independence criteria applicable to audit committee members in the NYSE Listing Company Manual.

4. Committee Agenda

Subject to the requirements of the respective committee charters, the Chairman of the Board, with input from each committee chairman and the appropriate members of management, establishes the preliminary agendas for the committee meetings which are distributed, along with related materials, in advance of the meetings. Committee members are encouraged to suggest agenda items. At any committee meeting, committee members are free to raise subjects, issues and questions that are not on the agenda.

5. Frequency and Length of Committee Meetings

The chairman of the committee, in consultation with the other committee members, will determine the frequency and length of the meetings of each committee.

BOARD COMPENSATION

The Board will determine and from time to time as it deems appropriate, make changes to, the form and amount of compensation to be provided for service on the Board and its committees. In making its recommendation, the Board will consider the form and amount of compensation provided to persons serving on the boards of companies that are comparable to the Company. The Board will also consider that a Board member's independence may be jeopardized if (1) Board compensation and perquisites exceed customary levels, (2) the Company makes substantial charitable contributions to organizations with which a Board member is affiliated or (3) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a Board member or an organization with which the Board member is affiliated. Board members who are officers or employees of the Company shall not receive any compensation for their service on the Board.

CEO EVALUATION AND MANAGEMENT SUCCESSION

The Board will conduct an annual review of the CEO's performance, and will review and discuss executive management succession planning including (i) the establishment of appropriate criteria for the selection and evaluation of potential successors to the CEO and other executive management of the Company and (ii) succession in the event of an emergency or retirement of the CEO. The CEO shall make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

CODE OF CONDUCT

The Company will at all times maintain a Code of Business Conduct and Ethics (the "Code") for its employees, officers and Board members. Among other matters, the Code addresses relationships with customers, affiliates, suppliers and competitors; safeguarding the Company's assets; conduct in the workplace; conflicts of interest; compliance with laws and regulations and other policies. The Code specifies the procedures for employees to report any concerns or suspected violations of laws, regulations or the Code and specifically provides that no retaliation will be taken against any employee for reporting such matters in good faith.

The Board expects Board members, as well as the Company's officers and employees, to act ethically at all times and to adhere to the Code. It is not expected that there will be waivers from the Code. Any waiver applicable to an executive officer or Board member must be approved by the Board or the Audit Committee and promptly disclosed to the MLP's unitholders.

OTHER KEY POLICIES AND PRACTICES

The Company will not make any personal loans or extensions, or arrangement for the extension, of credit to or for any Board member or executive officer.

Board members have full access to the management of the Company and its subsidiaries. Any meetings or contacts that a Board member wishes to initiate may be arranged through the CEO or the Secretary of the General Partner or directly by the Board member. Board members shall use sound business judgment to ensure that such access is not distracting to the business operations of the Company.

The Board and its committees have the authority, as necessary and appropriate and at the expense of the MLP, to retain independent outside financial, legal or other advisors.

The MLP will post these guidelines on its website as required by the applicable rules and regulations. In addition, the MLP shall disclose in its Annual Report on Form 10-K that a copy of these Guidelines is available on the Company's website.

Adopted as of May 8, 2013