

TGC INDUSTRIES, INC.

Proxy Solicited on Behalf of the Board of Directors for the  
Annual Meeting of Shareholders, June 6, 1996

The undersigned hereby appoint(s) Allen T. McInnes, Robert J. Campbell, and William J. Barrett, or any of them, each with full power of substitution, as proxies, to vote all Common Stock in TGC Industries, Inc. which the undersigned would be entitled to vote on all matters which may come before the 1996 Annual Meeting of Shareholders of the Company and any adjournments thereof.

THE PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2.

Please mark your  
/X/ votes as in this  
example.

The Board of Directors recommends a vote FOR each  
of items 1 & 2:

1. ELECTION OF DIRECTORS:

<input type="checkbox"/>	FOR all nominees listed at right (except as marked to the contrary below	<input type="checkbox"/>	Withhold authority to vote for the nominees listed at right	Nominees: Allen T. McInnes Robert J. Campbell Wayne A. Whitener William J. Barrett  Herbert M. Gardner
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INSTRUCTIONS: To withhold authority to vote for any individual nominee, vote for all nominees and strike a line through the individual nominee's name listed at right.

2. RATIFICATION OF SELECTION OF  
GRANT THORNTON LLP AS  FOR  AGAINST  ABSTAIN  
INDEPENDENT AUDITORS:

Returned proxy forms when properly executed will be voted: (1) as specified on the matter(s) listed above; (2) in accordance with the Directors' recommendations where a choice is not specified; and (3) in accordance with the judgment of the proxies on any matters that may properly come before the meeting.

PLEASE COMPLETE, SIGN, DATE AND RETURN THE CARD PROMPTLY.

Signature(s) \_\_\_\_\_ Date: \_\_\_\_\_

Note: Executors, trustees and others signing in a representative capacity should include their names and capacity in which they sign. PLEASE DATE AND SIGN AS SHOWN HERE AND MAIL PROMPTLY IN THE ENCLOSED ENVELOPE.