



ANNUAL INFORMATION FORM

For the Year Ended December 31, 2009

March 10, 2010

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GLOSSARY OF TERMS

"**ABCA**" means the *Business Corporations Act* (Alberta), as amended, including the regulations promulgated thereunder;

"**Acquisition**" means the acquisition of the Purchased Assets by the Partnership from the Vendors and the assumption by the Partnership of certain related liabilities pursuant to the Asset Purchase Agreements;

"**Acquisition Note**" means an approximately \$25.3 million non-interest bearing promissory note issued by the Partnership to each of the Vendors as part of the consideration for the Purchased Assets in connection with the Acquisition, which notes were repaid immediately upon closing of the IPO;

"**AES**" means AES Drilling Fluids, LLC, an indirect wholly-owned subsidiary of the Partnership;

"**Arrangement**" means the arrangement, under the provisions of section 192 of the CBCA, on the terms and conditions set forth in the Arrangement Agreement, pursuant to which the Conversion Transaction became effective;

"**Arrangement Agreement**" means the amended and restated arrangement agreement dated effective as of November 10, 2009, between the Partnership and Nevaro with respect to the Arrangement;

"**Asset Purchase Agreements**" means the asset purchase agreements dated March 2, 2006, as amended and restated on May 10, 2006, between the Partnership and each of CFS and Impact providing, in each case, for the acquisition by the Partnership of that portion of the Purchased Assets owned respectively by CFS and Impact, and the assumption by the Partnership of the liabilities associated with such Purchased Assets;

"**Board of Directors**" or "**Board**" means the board of directors of CESTC (and includes, as the context permits, the board of directors of the General Partner);

"**CBCA**" means the *Canada Business Corporations Act*, R.S.C. 1985, c. C 44 as from time-to-time amended or re-enacted, and all regulations promulgated thereunder;

"**CESTC**" or the "**Corporation**" means Canadian Energy Services & Technology Corp., a corporation arranged under the CBCA;

"**CFS**" means Canadian Fluid Systems Ltd., a corporation continued under the ABCA;

"**Champion**" means Champion Drilling Fluids Inc., a private corporation incorporated under the Oklahoma, USA;

"**Champion Acquisition**" means the acquisition by the Partnership of substantially all of the business and assets of Champion;

"**Champion Business Acquisition Agreement**" means the business acquisition agreement dated November 26, 2009 between the General Partner, on behalf of the Partnership, AES, Champion and the shareholders of Champion;

"**Champion Debenture**" means the subordinated convertible debenture of AES in the aggregate principal amount of \$6,627,157 issued to Champion pursuant to the Champion Acquisition and subsequently converted into 791,776 Common Shares in connection with the Conversion Transaction;

"**Champion Escrow Agreement**" means the escrow agreement among Champion, AES, the Partnership and the Escrow Agent pursuant to the Champion Acquisition;

"**Class A Units**" means the Class A Common limited partnership units of the Partnership;

"**Clear**" means Clear Environmental Solutions Inc., a corporation incorporated under the ABCA;

"**Clear Acquisition**" means the acquisition by the Partnership of all of the business and assets of Clear;

"**Clear Business Acquisition Agreement**" means the business acquisition agreement dated May 22, 2008 between the General Partner, on behalf of the Partnership, and Clear;

"**Clear Escrow Agreement**" means the escrow agreement among Clear, the Partnership and the Escrow Agent pursuant to the Clear Acquisition;

"**Common Shares**" means the common shares in the capital of the Corporation;

"**Conversion Rules**" has the meaning ascribed thereto under the heading "General Development of the Business-2007-Amendments to Tax Legislation Affecting the Partnership";

"**Conversion Transaction**" means the conversion of the business of CESTC from a limited partnership structure to a corporate structure pursuant to the Arrangement;

"**Convertible Note**" means the \$3.0 million aggregate principal amount convertible unsecured promissory note issued to each of CFS and Impact in respect of the working capital adjustment under their respective Asset Purchase Agreements;

"**Senior Credit Facility**" means the Corporation's senior credit facilities with the HSBC consisting of a revolving demand loan with a maximum available draw of \$30.0 million ; two fixed term loans in the aggregate amount of \$2.4 million, an undrawn fixed term loan with \$2.0 million capacity, and an undrawn leasing facility in the amount of \$5.0 million;

"**Divested Assets**" means all of the property and assets of Nevaro immediately prior to the Effective Time whether real or personal, tangible or intangible, of every kind and description and wheresoever situate, as further defined in the Divestiture Agreement, which specifically excluded the Partnership Loan Promissory Note;

"**Divestiture Agreement**" means the divestiture agreement entered into and dated as of the Effective Date providing for the transfer, assignment and conveyance by Nevaro of the Divested Assets to Newco;

"**Drilling Fluid Systems Business**" means the drilling fluid systems businesses acquired of CESTC;

"**Effective Date**" means the date the Arrangement became effective under the CBCA, being January 1, 2010;

"**ERCB**" means the Energy Resources Conservation Board of Alberta;

"**Escrow Agent**" means Computershare Trust Company of Canada, in its capacity as escrow agent under the Clear Escrow Agreement;

"**Facility Letter**" means the facility letter amended and restated May 27, 2009 and further amended and January 14, 2010 in respect of the Senior Credit Facility;

"**General Partner**" means Canadian Energy Services Inc., a corporation incorporated under the ABCA and the general partner of the Partnership;

"**General Partnership Interest**" means the 0.01% general partnership interest in the Partnership held by the General Partner;

"**HSBC**" means HSBC Bank Canada;

"**Impact**" means Impact Fluid Systems Inc., a corporation incorporated under the ABCA;

"**Impact Vendor Group**" means the members of the Vendor Group in respect of Impact;

"**IPO**" means the initial public offering of the Partnership that was completed on March 2, 2006;

"**Management**" means the senior officers of the General Partner;

"**Nevaro**" means Nevaro Capital Corporation, a corporation incorporated under the CBCA;

"**Newco**" means 7280157 Canada Ltd., a corporation incorporated under the CBCA and which changed its name to "Nevaro Capital Corporation" pursuant to the Arrangement;

"**Partnership**" means Canadian Energy Services L.P., a limited partnership formed under the laws of the Province of Ontario;

"**Partnership Agreement**" means the limited partnership agreement dated January 13, 2006, as amended and restated as of March 2, 2006 and January 1, 2010, between the General Partner and CESTC and as may be further amended, supplemented or replaced from time to time;

"**Partnership Loan Amount**" means the aggregate amount payable pursuant to the Partnership Loan Promissory Note, which amount is equal to \$2,800,000;

"**Preferred Shares**" has the meaning ascribed thereto under the heading "Description of Capital Structure" herein;

"**Partnership Loan Promissory Note**" means the promissory note of Nevaro, in an aggregate principal amount equal to the Partnership Loan Amount, issued in favour of the Partnership pursuant to the Arrangement in consideration of the loan to Nevaro by the Partnership of an amount equal to the Partnership Loan Amount;

"**Prime Rate**" means HSBC's prime rate from time to time for loans denominated in Canadian dollars;

"**Prospectus**" means the final prospectus of the Partnership dated February 21, 2006;

"**Purchased Assets**" means all of the assets, business, property and undertaking of each of the Vendors, other than certain excluded assets, acquired by the Partnership from the Vendors pursuant to the Asset Purchase Agreements;

"**SAGD**" means steam assisted gravity drainage, a tertiary recovery process used primarily in oilsands and heavy oil operations;

"**Securityholders Agreement**" means the agreement entered into among the Partnership, the General Partner, the Trustee and each of the Vendors providing for, among other things, the procedures relating to the election of certain members of the Board of Directors of the General Partner;

"**Shareholders**" means the holders of Common Shares from time to time;

"**Subordinated Class B Units**" means the Class B Subordinated limited partnership units of the Partnership;

"**Tax Act**" means the *Income Tax Act* (Canada), as amended, including the regulations promulgated thereunder;

"**Thixotropic**" means the property exhibited by certain gels of becoming fluid when stirred or shaken and returning to a semi-solid state upon standing;

"**Trust Agreement**" means the trust agreement entered into among the initial shareholder of the General Partner, who was the settlor of the trust created by the Trust Agreement, and the Trustee, as amended effective January 1, 2010;

"**Trustee**" means Computershare Trust Company of Canada, as trustee of all of the issued and outstanding shares of the General Partner under the Trust Agreement;

"**TSX**" means the Toronto Stock Exchange;

"**TSXV**" means the TSX Venture Exchange Inc.;

"**Unitholders**" means the holders of Units from time to time;

"Units" means, collectively, the Class A Units and the Subordinated Class B Units;

"Vendors" means, collectively, Impact and CFS and "Vendor" means either one of them;

"Vendor Group" means, in respect of each Vendor, the Vendor and any shareholder, associate or affiliate of such Vendor, any shareholder of a corporate shareholder of a Vendor, or any beneficiary of a trust that is a shareholder of a corporate shareholder of a Vendor, including any family member of a shareholder of such Vendor or any company, trust or other entity owned by or maintained for the benefit of any such person and "Vendor Groups" means, collectively, the Vendors and the members of each Vendor's Vendor Group; and

"WCSB" means the Western Canadian Sedimentary Basin.

Unless otherwise indicated, references in this Annual Information Form to "\$" or "dollars" are to Canadian dollars.

All information in this Annual Information Form is presented as of December 31, 2009 but after giving effect to the Conversion Transaction, unless otherwise indicated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this Annual Information Form may constitute "forward-looking information" which involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. When used in this Annual Information Form, such information uses such words as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate" and other similar terminology. This forward-looking information reflects the Corporation's current expectations regarding future events and operating performance and speaks only as of the date of this Annual Information Form. Forward-looking information involves significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily provide an accurate indication of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including, but not limited to, the factors discussed below and under "Risk Factors". Although the forward-looking information contained in this Annual Information Form is based upon what Management believes are reasonable assumptions, the Corporation cannot assure investors that actual results will be consistent with this forward-looking information. This forward-looking information is provided as of the date of this Annual Information Form, and, subject to applicable securities laws, the Corporation assumes no obligation to update or revise such information to reflect new events or circumstances.

In particular, this Annual Information Form contains forward-looking information pertaining to the following:

- uncertainty, frequency and amount of the payment of dividends of the Corporation;
- designation of dividends as "eligible dividends" under the Tax Act;
- capital expenditure programs and increases in the Corporation's equipment base;
- projections of market prices and costs;
- supply and demand for oilfield services and industry activity levels;
- expectations regarding the Corporation's ability to raise capital;
- expectations regarding the Corporation's lender's ability to continue to fund debt;
- amounts to be retained by the Corporation for capital expenditures and to manage seasonal fluctuations in operating cash flow;
- crude oil and natural gas prices;
- oil and natural gas drilling activity;
- marketing personnel;
- treatment under governmental regulatory regimes;
- dependence on equipment suppliers and equipment improvements;
- dependence on personnel;
- availability of required supplies;
- collection of accounts receivable;

- operating risk and liability;
- expectations regarding expansion of services and increased market share in the US natural gas shale plays;
- expectations regarding annual revenue growth in 2010 attributable to CESTC's US operations;
- expectations regarding improved activity levels throughout 2010;
- expectations regarding market prices and costs;
- potentially impact of IFRS adoption on financial results;
- results and impact of legal proceedings involving the Corporation or its subsidiaries;
- expansion of services and operations in Canada, the United States and internationally; and
- competitive conditions.

The Corporation's actual results could differ materially from those anticipated in such forward-looking information as a result of the risk factors set forth below and elsewhere in this Annual Information Form (see "Risk Factors"):

Risks relating to the Corporation and its business:

- volatility of industry conditions;
- seasonality;
- alternatives to and changing demands for hydrocarbon products;
- third party credit risk relating to completion of the Conversion Transaction;
- due diligence with respect to the Conversion Transaction;
- tax related risks associated with the Conversion Transaction;
- operational risks relating to Nevaro;
- Alberta royalty rate changes;
- sources, pricing and availability of products and third party services;
- credit risk;
- debt service;
- government regulation;
- environmental liability;
- regulations relating to reduction of greenhouse gases;
- operating risks and insurance;
- current and possible future capital market conditions, including current global financial conditions;
- vulnerability to market changes;
- proprietary technology;
- risk of third party claims for infringement;
- agreements and contracts;
- reliance on significant clients;
- reliance on key personnel;
- competition;
- acquisition and development risks;
- risks relating to the Champion Acquisition;
- ability to achieve profitability and manage growth;
- potential replacement or reduced use of products and services;
- performance of obligations;
- risks relating to disclosure controls and procedures and internal control over financial reporting;
- risks relating to forward looking information proving inaccurate;
- legal proceedings;
- uninsured or underinsured losses;
- dependence on capital markets to fund growth strategy;
- unpredictability and volatility of trading prices of the Common Shares;
- uncertainty, frequency and amount of dividends;

- leverage and restrictive covenants;
- restrictions on potential growth;
- future sales of Common Shares by CFS or the Impact Vendor Group;
- issuance of additional Common Shares by CESTC;
- income tax status;
- changes in laws;
- future adoption of International Financial Reporting Standards (“IFRS”) may adversely impact reported financial results; and
- conflicts of interest.

STRUCTURE OF CANADIAN ENERGY SERVICES & TECHNOLOGY CORP.

Canadian Energy Services & Technology Corp.

CESTC was incorporated under the CBCA on November 13, 1986 under the name "Senn D'Or Inc." with authorized capital comprising an unlimited number of Class "A" shares without par value. Pursuant to Articles of Amendment dated September 16, 1992, CESTC was authorized to issue up to 10,000,000, 8% non-cumulative, redeemable, non-voting Class "B" Shares with a stated capital of \$0.001. Effective August 27, 1993, CESTC changed its name to "Venoro Gold Corp." and subdivided its issued share capital on the basis of three new common shares of Venoro Gold Corp. for each issued common share. Effective December 3, 1997, CESTC changed its name to "New Venoro Gold Corp." and consolidated its share capital on the basis of eight old common shares for one new common share. Effective January 28, 2000, CESTC amended its articles to change the designation of the existing Class "A" voting shares without nominal or par value to Common Shares without par value and to eliminate the Class "B" shares.

Effective May 1, 2000, CESTC changed its name to Vanteck (VRB) Technology Corp. and effective January 17, 2003, Vanteck (VRB) Technology Corp. changed its name to VRB Power Systems Inc. to more accurately reflect the nature of the its business. The common shares of VRB Power Systems Inc. were publicly listed on the TSX Venture Exchange Inc. (the "**TSXV**") under the trading symbol "VRB". The TSXV halted trading on the VRB Power Systems Inc. shares on November 21, 2008 upon CESTC announcing that it was seeking creditor protection under the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"). Effective July 23, 2009 CESTC changed its name to "Nevaro Capital Corporation". The TSXV assigned Nevaro the trading symbol "NVO" effective August 24, 2009. Pursuant to a special resolution passed by shareholders on June 26, 2009 and pursuant to TSXV bulletin dated September 14, 2009, Nevaro consolidated all of its issued and outstanding common shares (the "**Pre-Consolidation Shares**") on the basis of one new common share (a "**Consolidated Share**") for each 5,000 Pre-Consolidation Shares. Immediately after the consolidation, Nevaro subdivided or split all of the Consolidated Shares on the basis of 250 new common shares for each whole Consolidated Share being subdivided.

The Conversion Transaction became effective January 1, 2010 wherein and pursuant to articles of arrangement filed under the CBCA: (i) all of the former shareholders of Nevaro ceased to become shareholders of Nevaro and became shareholders of Newco; (ii) all of the Divested Assets were transferred to Newco and Newco assumed all of the liabilities of Nevaro (other than the Partnership Loan Promissory Note); (iii) all of the Units were acquired by CESTC and exchanged for Common Shares on a one for one basis; (iv) all of the common shares of the General Partners were acquired by CESTC; and (v) Nevaro changed its name to "Canadian Energy Services & Technology Corp.". Following completion of the Conversion Transaction the former business of the Partnership is carried on by CESTC directly and indirectly through the Partnership and CESTC's other subsidiaries.

Complete details of the terms of the Arrangement Agreement, the Arrangement and the Conversion Transaction, are set out in the Information Circular filed under the Corporation's SEDAR profile at www.sedar.com.

The Common Shares are listed and posted for trading on the TSX under the symbol "CEU". The head office of CESTC is located at 900, 715 – 5th Avenue S.W., Calgary, Alberta, Canada, T2P 2X6, and its registered office is located at 3500, 855 – 2nd Street S.W., Calgary, Alberta, Canada, T2P 4J8. See "Business of the Corporation" and "Description of Capital Structure".

Canadian Energy Services L.P.

The Partnership is a limited partnership formed on January 13, 2006 under the *Limited Partnerships Act* (Ontario). The Partnership was organized in accordance with, and is governed by the terms and conditions of, the Partnership Agreement. All of the issued and outstanding units of the Partnership are directly owned by CESTC. The General Partner holds a 0.01% general partnership interest in the Partnership. The Partnership's business and affairs are managed by the General Partner. Prior to the Conversion Transaction the Partnership's Class A Units were listed and posted for trading on the TSX under the symbol "CEU.UN". The Class A Units were delisted from the TSX on January 7, 2010 and the Common Shares were listed in substitution thereof under the trading symbol "CEU".

Canadian Energy Services Inc.

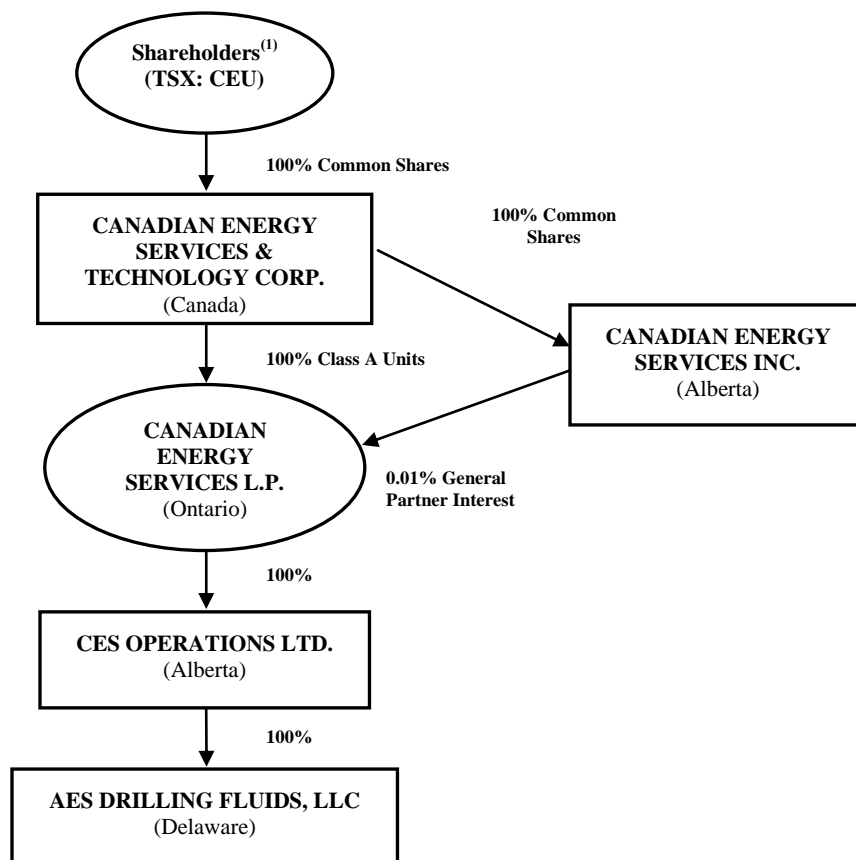
The General Partner was incorporated on December 9, 2005 under the ABCA. The General Partner is responsible for the administration and management of the Partnership and carries out the objects, purposes and business of the Partnership. The General Partner does not hold any material assets other than legal title to certain assets for the sole benefit of the Partnership and in accordance with the Partnership Agreement. The General Partner owns the 0.01% General Partnership Interest in the Partnership. All of the issued and outstanding common shares of the General Partner are directly owned by CESTC.

Other Subsidiaries

CES Operations Ltd., a wholly-owned subsidiary of the Partnership, was incorporated under the ABCA on September 22, 2006 and AES Drilling Fluids, LLC, a Delaware limited liability company of which CES Operations Ltd. is the sole shareholder, was formed on November 28, 2006. Each of CES Operations Ltd. and AES Drilling Fluids, LLC was formed in connection with the Partnership's operational expansion strategy into the United States. The United States operations are managed from two offices; the Rockies division in Denver, Colorado located at 1625 Broadway, Suite 1480, Denver, Colorado, USA 80202, and the mid-continent division which operates as Champion Drilling Fluids, a division of AES in Norman, Oklahoma located at 708 NW 24th Ave, Norman, Oklahoma, USA 73069.

Intercompany Relationships as at March 10, 2010

The following diagram sets forth the organizational structure of CESTC after completion of the Conversion Transaction.



Note:

- (1) Pursuant to the Conversion Transaction, Unitholders of the Partnership became shareholders of CESTC (formerly Nevaro) and CESTC acquired all of the Class A Units and all of the common shares of the General Partner.

GENERAL DEVELOPMENT OF THE BUSINESS

Drilling Fluids Business

The core business of the Corporation is to design and implement drilling fluid systems for oil and natural gas producers. CESTC operates in the Western Canadian Sedimentary Basin ("**WCSB**") and the United States ("**US**"), with an emphasis on servicing the ongoing major resource plays. The drilling of those major resource plays includes wells drilled vertically, directionally, and with increasing frequency, horizontally. Horizontal drilling can be utilized in tight formations like shale gas/oil and in the tarsands (SAGD) and in heavy oil. The designed drilling fluid encompasses the functions of cleaning the hole, stabilizing the rock drilled, controlling subsurface pressures, enhancing drilling rates and protecting potential production zones while conserving the environment in the surrounding surface and subsurface area. The Corporation's drilling fluid systems are designed to be adaptable to a broad range of complex and varied drilling scenarios, to help clients eliminate inefficiencies in the drilling process and to assist them in meeting operational objectives and environmental compliance obligations. The Corporation markets its technical expertise and services to oil and natural gas exploration and production entities by emphasizing the historical success of its patented and proprietary drilling fluid systems and the technical expertise and experience of its personnel.

Environmental Services

Clear Environmental Solutions ("**Clear**"), CESTC's environmental division, provides environmental and drilling fluids waste disposal services primarily to oil and gas producers active in the WCSB. The business of Clear involves determining the appropriate processes for disposing of or recycling fluids produced by drilling operations and to carry out various related services necessary to dispose of drilling fluids.

Trucking

EQUAL Transport ("**EQUAL**"), CESTC's transport division, provides its customers with the necessary trucks and trailers specifically designed to meet the demanding requirements of off-highway oilfield work, and trained personnel to transport and handle oilfield produced fluids and to haul, handle, manage and warehouse drilling fluids. EQUAL operates from two terminals and yards; one located in Edson, Alberta and one located in Carlyle, Saskatchewan.

The primary business of CESTC remains the supply of drilling fluids and drilling fluids systems.

2006

Initial Public Offering and Acquisition of Drilling Fluids Business

The Partnership commenced operations on March 2, 2006 by completing the acquisition of the Drilling Fluid Systems Business and the IPO of 5,893,866 Class A Units at a price of \$10.00 per Class A Unit, for aggregate gross proceeds of \$58.9 million and net proceeds of approximately \$53.6 million after deducting offering expenses and underwriters' commission of approximately \$5.3 million.

The Drilling Fluid Systems Business was acquired for an aggregate purchase price of \$80.7 million, plus an aggregate working capital adjustment of \$6.0 million. This total purchase price of \$86.7 million was funded by: (i) the payment of \$50.6 million in Acquisition Notes (which were immediately repaid upon closing of the IPO); (ii) the issuance of an aggregate of 860,594 Class A Units and of 2,151,486 Subordinated Class B Units to the Vendors at the IPO price of \$10 per Unit; and (iii) the issuance of a Convertible Note to each of the Vendors in the amount of \$3.0 million to account for the working capital adjustment. The Subordinated Class B Units issued to the Vendors in connection with the Acquisition are non-transferable (except among members of a Vendor Group) and were exchanged into Class A Units subsequent to expiry of the subordination period on March 2, 2009.

United States Expansion

In connection with the Partnership's United States operational expansion plans, the Partnership incorporated a wholly-owned subsidiary, CES Operations Ltd., which in turn incorporated AES Drilling Fluids, LLC ("AES"), a Delaware limited liability company.

2007

Amendments to Tax Legislation Affecting the Partnership

On October 31, 2006, the Minister of Finance announced the Federal government's plan to change the tax treatment of specified investment flow-through trusts and publicly traded limited partnerships (the "**SIFT Rules**"). Now enacted, the SIFT Rules impose a tax at the trust or partnership level on distributions of certain income from publicly traded mutual fund trusts and partnerships at rates of tax comparable to the combined federal and provincial corporate tax rate and treats such distributions as dividends to unitholders. Trusts and partnerships that were publicly traded at the time of the announcement are generally entitled to a four year transition period and are not subject to the SIFT Rules until 2011, provided such entities experience only "normal growth" and no "undue expansion" before that time in accordance with the guidelines issued by the Minister of Finance. The SIFT Rules had an immediate impact on the Canadian capital markets and resulted in a significant decline in trading prices for limited partnerships, including the Partnership, income trusts, royalty trusts and numerous other Canadian securities.

On July 14, 2008, the Minister of Finance announced proposed amendments to the Tax Act including technical amendments to clarify certain aspects of the SIFT Rules and to provide rules to facilitate the conversion of existing SIFT partnerships into corporations on a tax-deferred basis (the "**Conversion Rules**"). The Conversion Rules address many of the principal substantive and administrative issues that arise when structuring a corporate conversion of a partnership under the Tax Act. Bill C-10, which received Royal Assent on March 12, 2009, contained legislation implementing the Conversion Rules.

The Conversion Transaction, which was completed on January 1, 2010, was undertaken to convert the Partnership into a corporation. The Partnership investigated a number of restructuring alternatives subsequent to the Minister of Finance's October 31, 2006 announcement and the subsequently enacted SIFT Rules and Conversion Rules. The Partnership undertook the Conversion as the limited partnership structure restricted the ability of the Partnership to grow in the United States. The primary reason for the Conversion was to allow CESTC to access capital and grow its business in jurisdictions other than Canada. Under the former limited partnership structure, only persons who were residents in Canada, or, if partnerships, were Canadian partnerships, in each case for purposes of the Tax Act, could own Class A Units of the Partnership. The Partnership had proactively assessed several options available to expand its equity holding base beyond Canadian residents. In addition, in order to satisfy conditions of the Champion Acquisition, CES was required to alter its legal structure in order to facilitate this issuance of equity to US citizens. In September 2009, the Partnership identified a transaction with Nevaro as an opportunity to achieve its strategic objectives of providing long-term stability of distributions for Unitholders while minimizing the impact of the SIFT Rules and enhancing value for Unitholders. Consequently, on November 10, 2009, the Partnership entered into the Arrangement Agreement with Nevaro pursuant to which the Partnership converted from a partnership structure to a corporation pursuant to the Arrangement effective January 1, 2010.

Expansion of Trucking Services and United States Operations

In late 2007 CES, through its EQUAL Transport division, completed the construction of its Edson, Alberta trucking, warehousing and tank farm facility. This operation is key to CES' strategy to integrate the trucking of products and fluids to customers' well sites and capture incremental revenue and related profit.

In the fourth quarter of 2007, CES started to operate in the United States through its wholly-owned indirect subsidiary, AES, and since started to build a team to actively pursue targeted markets.

2008

Senior Credit Facility

On February 26, 2008, the Partnership entered into the Facility Letter providing for the Senior Credit Facility, which was further amended on October 8, 2008, May 27, 2009 and January 14, 2010. The Senior Credit Facility replaced the Partnership's revolving demand credit facility.

The Senior Credit Facility is secured by general security agreements creating a first priority security interest in all present and after-acquired personal property of CESTC, the General Partner, the Partnership and each of its subsidiaries, an unlimited corporate guarantee of the indebtedness, obligations and liabilities of the Partnership to the bank given by each of the General Partner, CESTC and each of the Partnership's subsidiaries, together with a demand collateral mortgage on CESTC's Edson, Alberta property.

2008 Prospectus Financing

On May 22, 2008, the Partnership entered into an underwriting agreement (the "**2008 Underwriting Agreement**") with a syndicate of underwriters led by Cormark Securities Inc. and including National Bank Financial Inc., Thomas Weisel Partners Canada Inc., Dundee Securities Corporation and Paradigm Capital Inc. pursuant to which the underwriters agreed to purchase, on a bought deal basis, 1,122,000 Class A Common limited partnership units of the Partnership ("**Class A Units**") at a price of \$10.25 per Class A Unit for aggregate gross proceeds to the Partnership of approximately \$11.5 million (the "**2008 Offering**"). The Partnership also granted the underwriters an option (the "**Over-Allotment Option**") exercisable in whole or in part for up to 30 days following the closing of the 2008 Offering to purchase up to an additional 112,200 Class A Units to cover over-allotments, if any, for additional gross proceeds to the Partnership of \$1,150,050. A portion of the proceeds were allocated to pay for a portion of the purchase price of the Clear Acquisition, with additional funds being allocated to the Partnership's 2008 capital budget. The 2008 Offering closed on June 5, 2008, with the Partnership raising total gross proceeds of \$12,650,550, including the exercise in full of the Over-Allotment Option.

Acquisition of Clear Environmental Solutions

On May 22, 2008, the Partnership and Clear Environmental Solutions Inc. ("**Clear**") entered into the Clear Business Acquisition Agreement pursuant to which the Partnership agreed to acquire all of the business and assets of Clear, being comprised of accounts receivable, computers, fixtures, furniture, goodwill and various other intangible assets of Clear. Pursuant to the Clear Business Acquisition Agreement, the Partnership assumed certain liabilities of Clear, including the accounts payable of Clear and such other ordinary course operating liabilities of Clear that arose prior to the completion of the Clear Acquisition. The Clear Business Acquisition Agreement contains representations and warranties of Clear and the Partnership which are typical to asset purchase transactions in the oil and gas services industry. The representations and warranties set forth in the Business Acquisition Agreement will survive for 24 months from the date of closing of the Clear Acquisition. The Clear Business Acquisition Agreement also contains industry standard indemnification provisions, including mutual indemnities by Clear and the Partnership for misrepresentations or breaches of warranties or the failure to perform or observe the covenants or agreements thereunder.

The purchase price paid by the Partnership to Clear pursuant to the Clear Business Acquisition Agreement was \$11.5 million, of which \$7.6 million was paid in cash with the balance paid through the issuance of 380,488 Class A Units priced at a deemed price of \$10.25 per Class A Unit. The Class A Units comprising the Unit portion of the consideration for the Clear Acquisition are subject to a contractual escrow agreement (the "**Clear Escrow Agreement**") among Clear, the Partnership and the Escrow Agent, which agreement was entered into concurrently with closing of the Clear Acquisition. The Clear Escrow Agreement provides that the certificates representing the Class A Units held in escrow pursuant to the Clear Escrow Agreement were released to Clear as to one half on June 12, 2009, and as to the balance on June 12, 2010, subject in each case to certain industry standard escrow release conditions relating to a "change of control" or take-over bid in respect of the Partnership. See "Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer".

Clear was also eligible to receive a single earn-out payment of up to a maximum of \$2.0 million (the "**Earn-Out Payment**"). The Earn-Out Payment was determined by subtracting \$2.4 million from the net income from

operations before management bonuses and investment income of the Partnership attributable to the business and assets acquired in connection with the acquisition for the 12 month period beginning July 1, 2008 and multiplying the positive result, if any, by a four times multiple. \$1.8 million of the Earn-Out Payment was satisfied by the issue of 223,054 Class A Units to Clear or its assignees on August 28, 2009. Such Class A Units were issued at a price per Class A Unit equal to the weighted average trading price of the Class A Units on the TSX for the ten trading days preceding (but not including) the payment date, being a per Class A Unit price of \$8.04. The remaining \$0.2 million Earn-Out Payment was settled in cash February 12, 2010.

The Clear Acquisition closed on June 12, 2008. Following the close of the Clear Acquisition, certain key personnel of Clear entered into employment agreements with the General Partner, on behalf of the Partnership, to continue to lead the development of the drilling fluids waste management business formerly conducted by Clear. Following completion of the Clear Acquisition, the Partnership continues to carry on the acquired business under the name "Clear Environmental Solutions".

Acquisition of Drilling Fluids Systems Technology

On June 26, 2008, the Partnership issued 75,000 Class A Units in connection with the acquisition of technology used in designing certain drilling fluids systems ("**Drilling Fluid Technology**") from a private company owned by a former employee of the Partnership. The Class A Units were valued at \$8.00 per unit based on the fair value of the Class A Units when the transaction was approved by the Board of Directors. Of the Class A Units issued, 50,000 were held in escrow with one-half of the units to be released on January 16, 2009 and the remaining Class A Units to be released on January 16, 2010. On January 9, 2009, the Partnership repurchased for cancellation at \$1 the 50,000 units held in escrow and transferred the Drilling Fluid Technology back to the same private company.

2009

Subordination Period Expiry

The subordination period relating to the Subordinated Class B Units expired on March 1, 2009, pursuant to the terms of the Partnership Agreement. Upon the expiration of the subordination period, distributions to the holders of the Subordinated Class B Units and Class A Units were payable monthly on a proportionate basis commencing on the March 31, 2009 record date, subject to the terms of the Partnership Agreement and at the discretion of the Board of Directors. Following March 1, 2009 all of the 2,151,486 issued and outstanding Subordinated Class B Units were exchanged for an equivalent number of Class A Units.

Conversion Transaction

On November 10, 2009, CES entered into an agreement (the "**Arrangement Agreement**") with Nevaro Capital Corporation ("**Nevaro**") whereby the Partnership converted from a limited partnership structure to a dividend paying corporation pursuant to a plan of arrangement under section 192 of the CBCA (the "**Arrangement**"). The Arrangement became effective January 1, 2010.

Pursuant to the Arrangement, as of the Effective Date the Class A Units of the Partnership and the common shares of the General Partner were transferred to Nevaro (now CESTC), which now carries on the businesses of the Partnership, and the Unitholders of the Partnership received one (1) Common Share for each Class A Unit held. In addition, the assets and liabilities of Nevaro (other than the Partnership Loan Promissory Note) were transferred to Newco, which subsequent to the Effective Date carries on Nevaro's former businesses is owned by the former shareholders of Nevaro. Following completion of the Arrangement, CESTC did not retain any interest in the businesses of Nevaro and former Nevaro shareholders did not retain any interest in the businesses of the Partnership (or CESTC). See also "Structure of Canadian Energy Services & Technology Corp."

In connection with the Arrangement, the Trust Agreement and the Securityholders Agreements were terminated and the name of Nevaro was changed to "Canadian Energy Services & Technology Corp."

Complete details of the terms of the Arrangement Agreement, the Arrangement and the Conversion Transaction, are set out in the Information Circular filed under the Partnership's SEDAR profile at www.sedar.com.

Acquisition of Champion Drilling Fluids

On November 26, 2009 the Partnership and AES entered into the Champion Business Acquisition Agreement pursuant to which it agreed to acquire all of the business assets of Champion, a private Oklahoma based drilling fluids company. On November 30, 2009 the Partnership and AES closed the Champion Acquisition for a purchase price of US\$16.4 million. The Champion Acquisition is strategically aligned with CESTC's long-term business plan to pursue growth opportunities in the United States.

Total consideration for the Champion Acquisition, excluding transaction costs, was US\$16.4 million, consisting of US\$7.8 million in net cash consideration after a working capital adjustment, plus US\$2.3 million in additional deferred acquisition consideration, and US\$6.3 million balance payable through the issuance of the Champion Debenture. US\$2.0 million of the additional deferred acquisition consideration is payable in cash upon the earlier of the second anniversary of the closing of the Champion Acquisition or the successful business expansion of the Champion Drilling Fluids business operations into the Marcellus shale region of the United States. The face value of the Champion Debenture was \$6.6 million with fixed a conversion price of C\$8.37 per CESTC common share and paid interest monthly at 12% per annum. The Champion Debenture was subject to forced conversion into 791,776 Common Shares of CESTC upon completion of the Conversion Transaction. The Conversion Transaction became effective January 1, 2010. The Common Shares issued upon the completion of the Conversion Transaction are subject to escrow provisions, with one-third of the escrowed shares being released, subject to industry standard exceptions including a change of control of CESTC, on each of the first, second and third anniversaries after closing of the Champion Acquisition. See "Escrowed Securities"

The cash payable at closing of the Acquisition was funded through the Senior Credit Facility.

Following the closing of the Champion Acquisition, certain key personnel of Champion entered into employment agreements with AES, to continue to lead the development of the drilling fluids business in the United States. Further information regarding the Champion Acquisition is set forth in the business acquisition report of CESTC dated February 16, 2010 which is available on CESTC's SEDAR profile at www.sedar.com.

2009 Offering

On November 26, 2009 the Partnership entered into a private placement financing agreement, on a bought-deal basis, with an underwriting syndicate led by RBC Dominion Securities Inc. and Cormark Securities Inc. and including FirstEnergy Capital Corp., Thomas Weisel Partners Canada Inc., Wellington West Capital Markets Inc., HSBC Securities (Canada) Inc. and Paradigm Capital Inc., pursuant to which the Partnership issued and the Underwriters purchased 1,000,000 Class A Units at a price of \$10.00 per Class A Unit for aggregate gross proceeds of \$10 million (the "**2009 Offering**").

The 2009 Offering closed on December 15, 2009. The Partnership used a portion of the gross proceeds of the 2009 Offering to fund a portion of the purchase price of the Champion Acquisition.

INDUSTRY OVERVIEW

Overview

The upstream oil and natural gas industry in Canada and the United States is largely comprised of two types of entities: (i) exploration and production entities; and (ii) oilfield service entities. Exploration and production entities generally explore for, develop and produce oil and natural gas reserves. Oilfield service entities generally provide services, products and equipment to assist exploration and production entities in their efforts to explore, develop and produce oil and natural gas reserves. CESTC is an oilfield service provider supplying drilling fluid systems, drilling fluid technical expertise, supporting laboratory services, trucking capacity and drilling fluid waste management services to exploration and production entities to assist in the drilling component of their business. The vast majority of oil and natural gas wells drilled require drilling fluids. Deep wells and other technically complex wells require sophisticated drilling fluid systems, a high level of drilling fluid expertise and technical support.

Demand for oilfield services, including drilling fluid systems, trucking and drilling fluid waste management services, is closely correlated with overall oil and natural gas drilling activity and the related capital expenditure

budgets of exploration and production entities. Exploration and production entities base their capital expenditures on many factors, including, but not limited to, hydrocarbon commodity prices, production levels of their current reserves, exploration and development opportunities, political climates and access to both debt and equity capital. Activity levels within the oil and natural gas industry are ultimately affected by the above factors. See "Risk Factors".

An effective drilling fluid system, though representing a relatively small proportion of the overall cost of drilling, can reduce time to drill, increase wellbore stability and maximize recovery from the reservoir, which ultimately impacts the economic return of the well. Given the significant economic benefits that drilling fluids can provide, service providers that have the technical expertise and experience to provide optimal drilling fluid systems are valuable to exploration and production entities.

To date, the Corporation's operations have been conducted primarily within the WCSB, in the provinces of Alberta, British Columbia, Saskatchewan and Manitoba. The success of the Corporation's business is tied, in large part, to the strength of the oil and natural gas industry in western Canada and, in particular, to the drilling activity of exploration and production entities in the WCSB. Expansion into the United States and the Champion Acquisition have broadened the exposure of the business geographically, however the business of the Corporation remains sensitive to the industry conditions relating to the oil and natural gas industry that directly or indirectly affect the level of drilling activity by exploration and production entities in North America and in particular the WCSB.

Drilling Activity

There had been consistent growth in Canadian drilling activity during 2003 through 2005. Starting in 2006, this trend reversed and year over year activity levels in WCSB declined into what appears to be a near-term bottoming of activity in 2009. The Petroleum Services Association of Canada ("PSAC"), announced in January 2010 that they expected the number of wells drilled in Canada to total 9,000 in 2010, which is a increase of 12% over the 8,360 wells drilled in 2009 and a reduction of 47% from the 17,043 wells drilled in 2008. Exploration and production entities continue to direct resources to resource plays that are often drilled deeper and horizontally, and have longer life gas reserves and production.

The Corporation classifies oil and natural gas wells by depth for vertical wells and tracks horizontal wells as a single class, as follows:

- *shallow wells* – generally less than 1,000 metres;
- *medium wells* – generally between 1,000 and 2,500 metres;
- *deep wells* – generally greater than 2,500 metres; and
- *horizontal wells* – drilled vertically then horizontally, often with multiple lateral legs, reaching out 500 to 1,500 metres each.

Deeper wells are faced with a range of drilling, stability, pressure and other issues which generally require a greater volume of drilling fluids, a more sophisticated drilling fluid system and a higher level of technical expertise from drilling fluid personnel. In addition, the complexity associated with horizontal wells also increases the importance of effective drilling fluid systems. Well-bore integrity is increasing difficult to maintain as operators drill the "elbow" or "build" section of the horizontal leg. Accordingly, medium, deep and horizontal wells generally provide attractive margins for drilling fluid systems providers as the drilling fluid has to be high-graded and becomes more complex to achieve successful drilling outcomes. The Corporation's focus and expertise relates primarily to horizontal wells, and vertical and directional wells which are greater than 1,500 metres. Management's experience has been that drilling fluid system profitability increases significantly with the depth and complexity of the well drilled.

The number of deep and horizontal wells drilled over the past few years has been increasing. In particular, Management believes the increased challenge to find new, substantial oil and natural gas reserves in the WCSB and the United States has led some exploration and production entities to focus on more complex and deeper reservoir

targets. Until recently, there had been increasing activity in non-conventional drilling and production activities such as oilsands, SAGD and natural gas from coal and shale reservoirs, each of which require specialized drilling fluids.

Management believes the volatility in drilling activity can be attributed to a number of key factors including, but not limited to, hydrocarbon commodity prices, access of operators to debt and equity capital an increased number of available drilling rigs, expanded use of non-conventional extraction and production techniques, such as SAGD, coal bed methane extraction and activity in previously uneconomic and marginally economic resource plays through multi-stage fracturing techniques applied in horizontal drilling.

Finding and Development Costs

Management believes the combination of the increased depth and complexity of wells being drilled and the challenge of finding and developing oil and natural gas reserves has led to escalating finding and development costs. As exploration and production entities attempt to control costs, the use of effective oil and natural gas services becomes increasingly important. In particular, drilling fluid systems, while generally a small proportion of the overall cost of drilling, can significantly reduce costs and improve recovery economics for exploration and production entities. Effective drilling fluid systems can reduce the time to drill, increase wellbore stability and maximize recovery from the reservoir, which ultimately impacts the economic return of the well. Properly designed drilling fluid systems can also minimize the environmental impact of drilling operations and reduce environmental clean-up costs.

SAGD

SAGD is an extraction process which is used primarily in oilsands development and heavy oil operations and requires specialized drilling fluid solutions. The SAGD process typically involves drilling pairs of horizontal wells into oilsands or heavy oil reservoirs. The upper well injects steam into the deposit in order to heat the bitumen or heavy oil to improve its ability to flow. The oil then drains into the production well and is pumped to the surface. If SAGD usage grows, SAGD will be a source of increasing revenues for oil and natural gas service companies having expertise in this area. The Corporation provides drilling fluid systems to operators drilling wells for SAGD operations, primarily in northeast Alberta.

Resource Plays

Some previously uneconomic or marginally economic oil and natural gas accumulations have become economically viable through the application of new technologies, like multi-stage fracturing. "Resource plays" typically involve large accumulations of oil or natural gas either over a large area and/or vertical section which are often characterized as "tight" having low productivity, permeability issues and/or susceptibility to formation damage. Resource plays can be profitable if drilled effectively and costs are controlled. Drilling fluid providers who have experience in developing drilling fluid systems for these types of reservoirs can assist exploration and production entities in minimizing costs and improving reservoir returns and wellbore stability. The Corporation has experience working in resource plays and provides drilling fluid systems to entities operating in various areas throughout the WCSB and the United States.

Trends

Dependent on overall drilling activity levels, management expects the demand for the Corporation's services to continue to grow over time as drilling applications, like horizontal drilling, utilize more complex drilling fluids. The oil and natural gas industry has been subject to extreme volatility in recent years due to significant changes in demand for, and supply of, oil and natural gas. Many factors including the fluctuation in demand for oil and natural gas brought about by swings between global economic growth and contraction, have caused wide swings in commodity prices. In addition, political uncertainty, application of new technologies and certain natural disasters, such as hurricanes, throughout the world have contributed to supply swings. Although crude oil prices have rebounded off their lows in early 2009 and appear to have stabilized, natural gas prices continue to remain relatively weak in context to oil prices in recent history. In 2009, overall drilling activity in both the WCSB and the US dropped considerably on a year-over-year basis and, despite CES' improved market share statistics in the WCSB, the Corporation also experienced a significant decline in overall activity levels compared to the previous year. Beginning in the fourth quarter of 2009, activity levels began to rebound in both Canada and the US. The

Corporation has experienced very robust levels of activity based on daily job counts in the current winter drilling season in the WCSB. The Corporation's activity in the US has also increased as a result of the Champion Acquisition and a general increase in drilling activity. Given the volatile nature of commodity prices coupled with the tentative global economic recovery, the outlook for the remainder of 2010 is difficult to predict. However current expectations are for a modest improvement in industry activity levels throughout 2010 compared to 2009..

See "Risk Factors – Risks Relating to the Corporation and its Business – Volatility of Industry Conditions" and "Risks Relating to the Structure of the Corporation—Cash Dividends".

Seasonality

Drilling activity in the WCSB is subject to seasonal fluctuations with peak activity levels often occurring between mid-November and mid-March. The annual drilling cycle can generally be separated into four time periods:

- *Mid-November through mid-March* – winter drilling season; this is the period when the majority of drilling activity takes place and exploration and production entities take advantage of the frozen landscape to access northern winter drilling locations.
- *Mid-March through mid-May* – spring break-up; the northern drilling locations thaw and southern lands become impractical for travel due to wet road conditions or road bans. Drilling activity is generally lower with exploration and production entities planning their summer drilling programs.
- *Mid-May through mid-October* – summer and fall drilling season; generally focused on non-northern areas that are accessible in the summer; summer drilling activity is medium to strong.
- *Mid-October to mid-November* – switchover to winter drilling season; characterized by lighter drilling activity when many exploration and production entities are moving off summer drilling locations and preparing winter drilling leases for delivery of equipment.

The traditional effects of seasonality have become mitigated to some extent due to the increased use of access/transportation "mats" which allow for access into wet, swampy or environmentally sensitive areas with minimal environmental impact. In addition, horizontal drilling and SAGD projects, which are markets to which the Corporation supplies a significant portion of its services, are less affected by spring break-up conditions.

Environmental Regulations

The oil and natural gas industry is subject to environmental regulations under a variety of provincial and federal laws. Such laws provide for restrictions and prohibitions on the release or emission of various substances produced in connection with various oil and natural gas industry operations. Exploration and production entities are required to submit toxicological data on specific drilling fluid additives used by the oil and natural gas industry in the Province of Alberta to the ERCB. The toxicological data must comply with the current (October 1996) ERCB (formerly AEUB) Guide 50: Drilling Waste Management Requirements. The Petroleum Services Association of Canada maintains a "Product Listing For Potential Toxicity" designed to provide guidelines on product toxicity. One of Petroleum Services Association of Canada's roles is to monitor government regulatory bodies and represent the drilling fluids industry to government regulatory bodies. The provinces of British Columbia, Saskatchewan and Manitoba and the Northwest Territories have similar regulatory requirements as Alberta.

Before disposal of any drilling materials in Alberta, a disposal plan must be approved by the ERCB. The various disposal methods range widely in cost and are not all applicable for each additive. Although the disposal plan and clean-up is the obligation of the operator, a drilling fluid provider can add value and reduce the cost of environmental disposal by using a drilling fluid system that minimizes the environmental impact both during drilling and on disposal. The Corporation uses certain proprietary products, such as the Envirobond product, and drilling fluid systems, such as Liquidrill, which can be used and disposed of easily and cost effectively. The Corporation, through its business unit Clear Environmental Solutions, also provides drilling fluid waste management solutions.

Competition

The market in which the Corporation operates is competitive and in order to be successful the Corporation must provide services that meet the specific needs of its clients. The principal competitive factors in the drilling fluid and waste management markets include reliability and performance of the drilling fluid system, service quality and availability, technical knowledge and experience, environmental and safety certification and price. Reliability and performance of a drilling fluid system is measured by the system's ability to enhance and improve production and to lower overall drilling time and costs. The Corporation's competitors offer similar services in all geographic regions in which the Corporation operates. See "Risk Factors – Risks Relating to the Corporation and its Business – Competition".

BUSINESS OF THE CORPORATION

Overview

The core business of the Corporation is to design and implement drilling fluid systems for oil and natural gas producers. CESTC operates in the WCSB and the United States, with an emphasis on servicing the ongoing major resource plays. The drilling of those major resources plays includes wells drilled vertically, directionally, and with increasing frequency, horizontally. Horizontal drilling can be utilized in tight formations like shale gas/oil and in the oilsands (SAGD) and in heavy oil. The designed fluid encompasses the functions of cleaning the hole, stabilizing the rock drilled, controlling subsurface pressures, enhancing drilling rates and protecting potential production zones while conserving the environment in the surrounding surface and subsurface area. The Corporation's drilling fluid systems are designed to be adaptable to a broad range of complex and varied drilling scenarios, to help clients eliminate inefficiencies in the drilling process and to assist them in meeting operational objectives and environmental compliance obligations. The Corporation markets its technical expertise and services to oil and natural gas exploration and production entities by emphasizing the historical success of its patented and proprietary drilling fluid systems and the technical expertise and experience of its personnel

Medium to deep and horizontal wells represented approximately 96% of the Corporation's drilling fluids revenue for the year ended December 31, 2009, approximately 97% of the Partnership's drilling fluids revenue for the year ended December 31, 2008 and approximately 95% of the Partnership's drilling fluids revenue for the period ended December 31, 2007.

On June 12, 2008 the Partnership added a drilling fluid waste management business through the Clear Acquisition. Clear provides environmental and drilling fluids waste disposal services mostly to oil and gas producers active in the shallow natural gas producing areas of Alberta as well as to Alberta's oil sands. The business of Clear involves determining the appropriate processes for disposing of, or recycling fluids produced by drilling operations and to carry out various related services necessary to dispose of drilling fluids. In 2009 the Clear business unit contributed approximately 10% of the Partnership's revenue and during the period from June 12, 2008 to December 31, 2008, the Clear business unit contributed approximately 13% of the Partnership's revenue (8% of annual revenue for the period from January 1, 2008 to December 31, 2008).

EQUAL, CES' transport division, provides its customers with the necessary trucks and trailers specifically designed to meet the demanding requirements of off-highway oilfield work, and trained personnel to transport and handle oilfield produced fluids and to haul, handle, manage and warehouse drilling fluids. EQUAL operates from two terminals and yards located in Edson, Alberta and Carlyle, Saskatchewan.

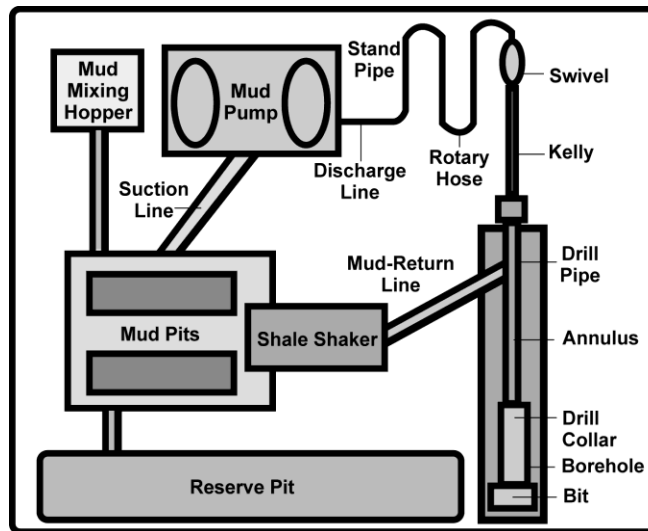
CES' head office and the sales and services headquarters are located in Calgary, Alberta and its stock point facilities and other operations are located throughout Alberta, British Columbia, and Saskatchewan. CES' indirect wholly-owned subsidiary, AES, conducts operations in the United States from its head office in Denver, Colorado and in the mid-continent and Marcellus shale regions through its Champion Drilling Fluids division headquartered in Norman, Oklahoma. AES has stock point facilities located in Oklahoma, Texas, Pennsylvania, Colorado, North Dakota and Utah.

Description of the Drilling Fluids Business

Drilling Fluid

Drilling fluid, also referred to as "drilling mud", is a term that includes most fluids used in the drilling business to facilitate the drilling of oil and natural gas wells. The term includes fluids based upon water, hydrocarbons or gases, together with various additives designed to adjust the properties of the drilling fluid systems. The designed fluid encompasses the functions of cleaning the hole, stabilizing the strata drilled, controlling subsurface pressures, sealing fluid losses, enhancing drilling rates and protecting potential production zones while conserving the environment in the surrounding surface and subsurface area.

Each drilling site has facilities to mix and contain drilling fluids. The following diagram illustrates the conventional circulation of drilling fluids through a drilling rig.



The drilling fluid system is the only component of the well facilities that remains in contact with the wellbore throughout the entire drilling operation. An effective drilling fluid system can minimize costs of drilling by reducing the number of days required on a wellbore. Using fluid that ensures wellbore stability while drilling can reduce the risk of excessive costs while drilling.

A properly designed and maintained drilling fluid system performs the following essential functions:

- circulates drilled cuttings from the bottom of the hole to the surface where they can be mechanically separated from the drilling fluid and analyzed;
- controls formation pressures to eliminate the risk of well flow and/or blowout;
- stabilizes the wellbore while evaluating the formations drilled for potential production;
- prevents or minimizes formation damage;
- prevents loss of circulation to the drilled strata;
- lubricates the drill string and bit; and
- allows analysis of the borehole through logging techniques, analysis of recovered cuttings and formation fluids entrapped in the drilling fluid.

Drilling Fluid Systems

Drilling fluid systems designed for the WCSB and the United States are commonly based upon a water or hydrocarbon base fluid to which various products are added to achieve the properties specified prior to drilling. Design considerations include the geology of the area to be drilled, the results of systems used on other wells drilled in the area, the current expected pressures and composition of expected formation fluids that may be encountered, and the governing environmental regulations. The drilling fluid system is designed to minimize the total well cost and to ensure that the objectives of the drilling process are achieved.

Typical drilling fluid systems designed using a water base include the following additives: bentonite clays, synthetic polymers, weighting agents and alkalinity controls. Hydration inhibitors, lubricants and fluid loss control agents are also commonly added to the systems.

Hydrocarbon based fluids known as "Invert" mud are designed to avoid hydration problems in formations which are partly composed of hydratable minerals or are susceptible to water damage. Shale formations are an example of a formation often drilled with Invert to avoid hydration complications. Emulsifiers are required in these systems along with some of the materials used to build a water-based system. Invert mud systems are gaining a larger market share as it has become a more common application used in horizontal drilling.

Gas based fluids are used to maximize drilling rates or to avoid formation damage. Additives that enhance the cleaning ability of the gas flow are required. These systems have no ability to control formation pressure.

Each drilling fluid system design is area specific. The design and execution of the design are the critical aspects of a successful drilling fluid.

Proprietary Drilling Fluid System

Through a suite of proprietary drilling fluid systems and products, the Corporation provides a fully integrated approach to the design and execution of drilling fluid systems in the Corporation's target market. The Corporation's drilling fluid systems are designed with the assistance of the chemical laboratories of the Corporation's suppliers and are customized to address specific drilling requirements. Management believes that the Corporation's proprietary technology and its proven track record in the field have been key factors in obtaining a number of contracts with active exploration and production entities.

The Corporation has worked with various chemical laboratories as well as its own laboratory facility to design a comprehensive suite of drilling fluid systems focused on the geological formations and drilling methods employed in the WCSB and the United States. The Corporation's drilling fluid systems are designed to help clients eliminate inefficiencies in the drilling process and to assist them in meeting operational objectives and environmental compliance obligations. The Corporation's drilling fluid systems are proprietary and are protected by industry confidentiality practices, in some cases by a letter agreement, and brand recognition by oil and natural gas exploration and production entities operating throughout the WCSB and the United States. In addition, the Corporation's Seal-AX™ technology has been granted patent protection in Canada, the patent has been allowed in the United States and is expected to be granted in 2010, and has patent pending status in several other jurisdictions. The Corporation's drilling fluid systems are designed to be adaptable to a broad range of complex and varied drilling scenarios. When the Corporation begins work on a project, the Corporation's Technical Services Group identifies the critical drilling issues and chooses the optimal drilling fluid system for the project. If necessary, the Technical Services Group then identifies additional additives required to tailor the drilling fluid system to the project. The Corporation's field technicians monitor the drilling fluid systems at the well site by testing the chemical composition and physical properties of the drilling fluids that are pumped through the annulus of the wellbore. This data is recorded and communicated to the Corporation's Operations Group, which then analyzes the data to determine if modifications or enhancements are required to the drilling program or the drilling fluid system.

The Corporation's key suite of proprietary drilling fluid systems consists of the following:

Drilling Fluid System	Application	Function
Seal-AX™ (patent issued in Canada) (patent allowed in US)	Deep Vertical/Horizontal Coalbed Methane	<ul style="list-style-type: none"> • Provides unique method of reducing seepage and fighting total losses of drilling fluids while drilling in oil-based and water-based muds
Polarbond..... (patent pending)	Deep Directional/Horizontal	<ul style="list-style-type: none"> • Water based shale inhibitor and friction reducing agent
Envirobond	Medium-Deep Vertical/ Directional	<ul style="list-style-type: none"> • Advanced water-based shale inhibitor • Inhibits hydration and migration of fine solids, clays and shales • Prevents damage to heavy oil production zone • Controls mud density
Liquidrill™	Horizontal Heavy Oil Long Reach Lateral Sections Long Interval Sections SAGD Multi-Lateral Horizontal Wells Coalbed Methane	<ul style="list-style-type: none"> • Clay-free polymer mud system • Controls fluid loss • Proven in many multi-hole projects in high risk areas for shallow vertical depths and long reach lateral sections • Non-damaging water-based drilling fluid
Invert/Ecovert	Deep Vertical/Horizontal	<ul style="list-style-type: none"> • Hydrocarbon based • Maintains stability in highly deviated wellbores • Allows pipe to be tripped without restriction
Tarbreak.....	SAGD	<ul style="list-style-type: none"> • Reduces adhesiveness of bitumen • Enables drilling by reducing viscosity
Tarbreak #2.....	SAGD	<ul style="list-style-type: none"> • Reduces adhesiveness of bitumen • Enables drilling by reducing viscosity
Poly-Core.....	SAGD	<ul style="list-style-type: none"> • Core fluid for bitumen reservoirs • Oilsands delineation drilling

The Corporation's other proprietary drilling fluid products are:

- Ez-Gel™ – polymeric viscosifier (non-Thixotropic)
- Lubrigel – polymeric viscosifier (Thixotropic)
- Enviro K – amine clay inhibitor
- Liquislide – oilfield lubricant
- Polysafe – PHPA polymeric rheology modifier and encapsulator
- Liquibreak – time released water based soluble enzyme breaker designed to reduce viscosity
- EZ-Break – water based soluble enzyme breaker designed to rapidly reduce viscosity
- Drill In-20 – designed to minimize formation damage and achieve maximum oil production in heavy oil horizontal wells
- IFS NE1 and NE2 – non-emulsifier used to prevent water in oil emulsions from forming while drilling

Technology is constantly evolving when it comes to recovering maximum production from bitumen deposits of northeast Alberta and northwest Saskatchewan. SAGD is currently the primary recovery method. The Corporation is positioned to maintain or increase its market share in the bitumen production segment with its Liquidrill/Tarbreak system regardless of the recovery method utilized. The problems encountered while drilling in these areas are the same regardless of the post drilling recovery method used and the Liquidrill™/Tarbreak will continue to offer value to operations in this area.

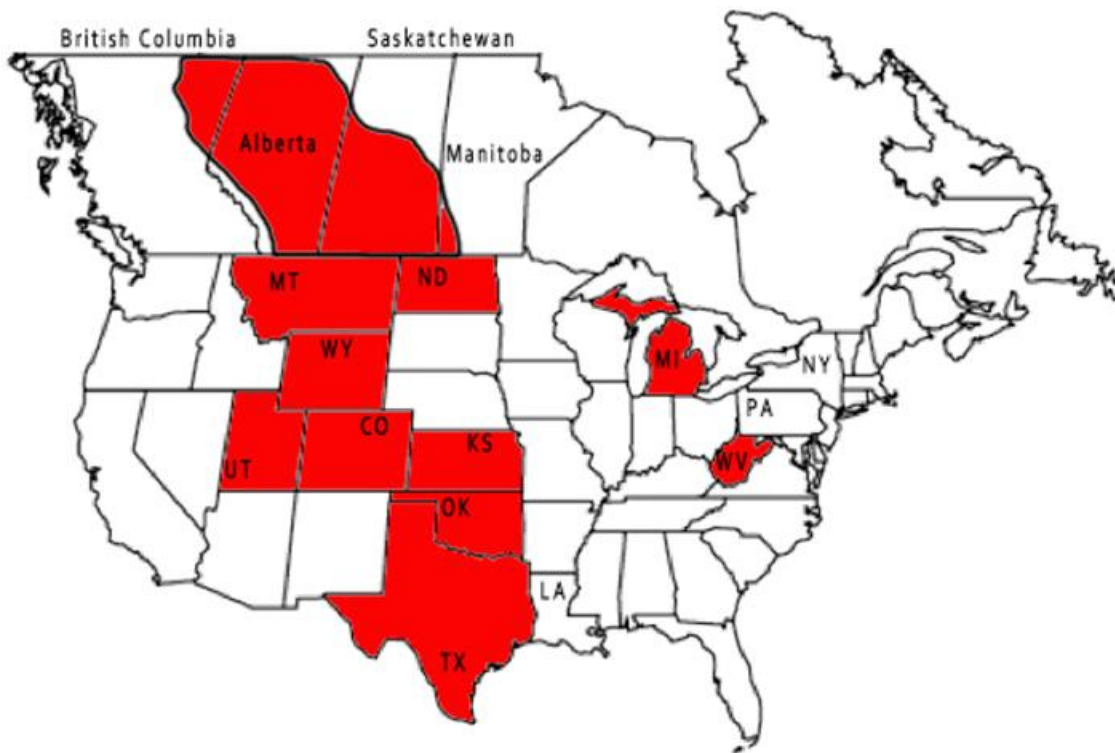
In addition, the Corporation's Envirobond and Invert product lines continue to be leading technologies in the deeper, horizontal long-life gas market. The unique improvement to Invert fluid losses through its patented technology,

Seal-AX™, positions the Corporation with a value-added proposition for its customers in this attractive market which has expanded with the growth in horizontal drilling throughout the WCSB. Poly-Core has delivered stable wellbore while drilling test wells for heavy oil exploration and in oilsands delineation drilling projects.

As drilling has become more complex, the applied down-hole technologies are becoming increasingly important in driving success for operators. In 2006, the Corporation established a laboratory facility and continues to focus on the development of new technologies in response to down-hole issues identified in the field. The Corporation is researching further production development opportunities which may eventually become commercial to the operations.

Target Market

The Corporation focuses on the provision of drilling fluid systems to oil and natural gas exploration and production entities in the WCSB and the United States with drilling activities in the Corporation's target market and areas of expertise. In particular, the Corporation is putting an emphasis on servicing the ongoing major resource plays. The drilling of those major resources plays includes medium to deep wells drilled vertically, directionally, and with increasing frequency, horizontally. The following map outlines in red the main geographic locations of the Drilling Fluid Systems Business of the Corporation by focus of operations:



Increasingly industry is drilling more wells horizontally in conjunction with multi-stage fracturing technology. Horizontal drilling is a technique utilized in tight formations like tight gas, tight oil, in heavy oil, and in the oil sands. These wells are characterized by long lead times required for project development, regulatory approvals and infrastructure construction, moderate to high drilling complexity and relatively high costs for land, infrastructure and drilling. These wells demand strong technical skills, application of the latest technologies, experience and efficiency in order to maximize successful drilling.

The Corporation is positioned both in southeast Saskatchewan and along the northwest United States to participate in the development of the Bakken oilfield. The Bakken formation, which expands from southeast Saskatchewan into South Dakota and west into Montana, was reported in the National Post in 2008 as potentially being the largest light-oil pool discovered in Western Canada since 1957 and one of the top onshore fields found in the United States in the last half century. In 2009, horizontal drilling in the Cardium light oil play in Alberta gained momentum and

appears to be poised for increased activity in 2010. The Corporation will actively pursue opportunities as they develop and our stockpoint and trucking operations located in Edson, Alberta should provide CES with logistical advantages as this play develops.

The Corporation has a significant market share in the heavy oil and the oilsands (SAGD) drilling markets in Alberta and Saskatchewan.

The Corporation has also gained significant work and continues to pursue work in many of the new shale gas plays in both Canada (Montney, Horn River (Muskwa), Nordegg as examples) and the United States (Haynesville, Marsellus, Fayetteville as examples). The Champion Acquisition is expected to position CESTC for expansion into the shale plays in mid-continent and the north eastern regions of the United States.

The Corporation has four wholly-owned subsidiaries, CES Operations Ltd., the Partnership, the General Partner and AES, a Delaware limited liability company of which CES Operations Ltd. is the sole shareholder, to facilitate the Corporation's operational expansion strategy in the United States. During the year ended December 31, 2009, AES contributed approximately 7% of the Corporation's consolidated annual revenue. As a result of the Champion Acquisition and organic growth the share of CES consolidated annual revenue generated by United States operations is expected to rise in 2010.

Specialized Skill and Knowledge

Management of the Corporation has substantial technical expertise and experience in designing and implementing drilling fluid systems for medium to deep wells drilled vertically, directionally, and with increasing frequency, horizontally including for SAGD and other heavy oil and bitumen extraction methods. Management of the Corporation includes the former senior officers and principals of each of the Vendors, who collectively have over 60 years of experience in the oilfield services and drilling fluid businesses and who have built and maintained significant relationships with a substantial client base of approximately 125 oil and natural gas exploration and production entities in Canada. In the United States, as a result of the Champion Acquisition, CESTC has broadened its localized experience and gained access to a long-time customer base of over 25 oil and gas production companies.

Services

The Corporation strives to deliver the highest quality service efficiently and effectively. Services are centralized as much as practically possible, allowing for close supervision and quality assurance. In order to ensure that its goals of providing excellent service and effective drilling fluid system design are being achieved, the Corporation reviews its client satisfaction levels. The Corporation utilizes rigorous quality assurance processes in the development and delivery of its products and services, hires qualified personnel and strives to create an environment that attracts and retains talented employees and contractors. In addition, to further improve its service capabilities, during 2007 the Corporation established the EQUAL division, and acquired tanker trucks and dry goods hauling equipment in order to control transport of drilling fluid products and drilling fluids to its clients on a more consistent timeframe and at a more consistent cost than is currently available from third parties and to capture margins currently paid to third party service providers. In 2009, EQUAL expanded services in Saskatchewan to include hauling of produced fluids for operators. In 2008, the Partnership completed the Clear Acquisition, adding a drilling fluid waste management business to its portfolio of services.

The Corporation's drilling fluid systems are designed to meet client-specific objectives which typically include minimizing drilling costs and maximizing reserves and production rates. The Corporation's technical services group designs specific fluid systems to optimize drilling and recovery while minimizing costs at each specific drill site. Design considerations include such factors as wellbore stability, wellbore pressure management, drilling time, formation impact, completion impact and environmental impact, all with a view to selecting drilling fluids which are best suited to the specific drilling operation. The Corporation's environmental business line, Clear, provides waste management and disposal solutions which are complementary to the Corporation's core drilling fluids business.

Equipment and Facilities

The Corporation's business is generally not very capital intensive. The Corporation's equipment consists of field trucks, field testing equipment, information technology equipment, telecommunications equipment, office equipment and facility improvements. In addition, in 2007 the Corporation constructed a trucking, warehousing and tank farm facility in Edson, Alberta. In 2008, the Corporation expanded its trucking operations into Southeast Saskatchewan with the establishment of a trucking base and the purchase of several trucks and trailers. In 2009, Saskatchewan trucking business was expanded to include hauling of produced fluids for operators. Although the business of the Corporation does not require significant capital expenditures, the Corporation plans to retain, over the long term, a portion of its cash flow from operations to be used for growth opportunities and managing seasonal fluctuations in operating cash flow.

The Corporation's head office and sales and services headquarters are located in Calgary, Alberta. In Canada, the Corporation also rents warehouse space throughout Alberta, British Columbia and Saskatchewan as inventory and stock point locations to facilitate efficient delivery of its services and products to clients. These warehouses are owned by trucking companies or oilfield service providers. The following map provides the Canadian geographic locations of the storage and stock point facilities used by the Corporation and its administrative centre. CESTC is the owner of two warehouses and truck terminals located in Edson, Alberta and Carlyle, Saskatchewan.



In addition, the Corporation has one owned warehouse in the United States located in Cado, Oklahoma and utilizes other rented facilities in Utah, Colorado, Pennsylvania, North Dakota, Oklahoma and Texas.

Personnel

As at January 1, 2010, the Corporation, together with its subsidiaries, employed 174 employees and retained the services of approximately 25 consultants. As at March 1, 2010, the Corporation, together with its subsidiaries, employed 203 employees and retained the services of approximately 20 consultants.

Clients

The Corporation's vast majority client base represents a cross-section of the Canadian oil and natural gas industry, including junior oil and natural gas exploration and production entities, oil and natural gas income trusts, large multinational producers and oilsands joint ventures. In 2008, with the expansion into the United States, the

Corporation worked for a small number of US based businesses and has since expanded its customer base in the US both through organic growth, and more substantially in December 2009 through the Champion Acquisition.

The Corporation's business is based in large part on strong client relationships. The Corporation's ability to design and execute effective drilling fluid systems has historically led to a high retention rate for existing clients that have recurring needs for the Corporation's services. The Corporation has a well established client base of approximately 150 oil and natural gas exploration and production entities having operations throughout western Canada and in the United States. The top five clients of the Corporation accounted for approximately 35% of its revenues for the year ended December 31, 2009, with one large independent exploration and production company accounting for approximately 12%.

The Corporation markets its technical expertise and services to oil and natural gas exploration and production entities by emphasizing the historical successes of its drilling fluid systems, its technologies, and the technical expertise and experience of its personnel. Large operators generally tender bids for services or approve prime vendors through sales and technical presentations. Large operators base selections on price; technical ability; field experience; area knowledge; health, safety and environmental compliance; and overall size and strength of the service provider. Smaller operators and drilling and completion engineering firms tend to rely on continual technical support, professional support and track records of the service provider.

Suppliers

The Corporation has developed relationships with and utilizes a number of suppliers for products used in designing drilling fluids and drilling fluid systems, including manufacturers, wholesalers and chemical specific international suppliers. The Corporation will continue to use all available options to supply the appropriate products to its client base and utilize suppliers to:

- supply commodity products to site specific warehouse locations;
- develop and market new products utilizing manufacturers' production facilities and laboratory resources in conjunction with the Corporation's market strategies and needs; and
- purchase inventory where economically feasible to lower costs or increase margins.

The products used by the Corporation are generally priced and sold by a supplier based on a fee schedule that is fixed for a period of 30 days or more. Because the Corporation is not bound by any long-term commitments to purchase raw materials, the Corporation is able to purchase directly from manufacturers or from wholesalers, depending on several factors, including price and the quantity available to meet the Corporation's ongoing demand. Suppliers generally compete for the Corporation's business, which in turn allows the Corporation to benefit from competitive pricing while maintaining the ability to seek out and take advantage of other low-cost alternatives. In addition, the Corporation tries to insulate itself from fluctuations in the cost of raw materials by referencing the pricing of its drilling fluids and drilling fluid systems to the cost of the raw materials, thereby passing costs on to its clients. If costs of raw materials rise, the Corporation's competitors will all generally be exposed to cost increases.

During 2007, the Corporation established a procurement position, whose responsibilities including implementing a number of procurement initiatives. This included a more focused approach to direct procurement for manufacturers to realize cost-savings. During 2008, initial steps were taken to procure products directly from overseas source manufacturers. With the slow-down in activity levels in 2009, the Corporation was able to focus even more attention on the procurement process and implemented more sophisticated purchasing procedures, which resulted in cost reductions of input materials. These improvements allowed the Corporation to defend margin integrity in an extremely price conscious environment.

Competition

The drilling fluids business is competitive. There are approximately 40 drilling fluid companies operating in the WCSB, and considerably more in the continental United States, all of which are in competition with the Corporation. Three large integrated oilfield service companies control a broad majority of the world-wide drilling fluids market-place. Drilling fluid entities compete by focusing their efforts on the price of materials, quality of

product, technological advantages, and the knowledge and technical expertise of management and field personnel. Management believes that the Corporation's specialty fluids provide significant productivity increases, drilling cost reductions, solutions to environmental issues and solutions to a wide variety of drilling operations, including conventional and heavy oil drilling, and for downhole problems such as water/oil separation, wellbore ballooning and other production specific problems. Management believes that the Corporation will maintain its competitive status by offering what Management believes is state-of-the-art technology in its drilling fluid systems.

The segment of the drilling fluids market in which the Corporation operates has barriers to entry such as:

- *Proprietary Drilling Fluid Systems* – a drilling fluid provider that possesses proprietary technology and builds a proven history with that technology has an advantage over competitors who attempt to copy technology but do not have a working history.
- *Reputation for Expertise* – a drilling fluids provider with technical expertise, particularly with respect to a specific formation or drilling process, has an advantage over other drilling fluids providers.
- *Certificates of Recognition* – Alberta Human Resources and Employment and the Petroleum Industry Training Service (the certifying partner for the petroleum industry) issues certificates of recognition to entities for achieving the provincial minimum standards for a health and safety program, and evidence that a drilling fluids provider has a safety program in place which meets minimum provincial standards. Most large exploration and production entities require their drilling fluid provider to hold a current certificates of recognition in order to work on their drilling projects.
- *Master Service Agreements* – many senior exploration and production entities as well as integrated oil companies require their service providers to be engaged through master service agreements which designate those service providers as approved service providers.

Management believes the Corporation's proprietary and in the case of Seal-AX™ patented, drilling fluid systems; its trained, loyal and experienced staff; its solid relationships with its clients, some of which are evidenced by master service agreements; and its efficient operations give the Corporation a competitive advantage over other drilling fluids providers.

Competitive Advantages

Management believes that the following factors provide the Corporation with a competitive advantage in the drilling fluid systems industry:

Strong Reputation and Diversified Client Base

The Corporation is, by our estimated market-share, the largest Canadian drilling fluid systems provider, serving a wide range of oil and natural gas entities operating in the WCSB. The Corporation's client base represents a cross-section of the Canadian oil and natural gas industry, including junior oil and natural gas exploration and production entities, oil and natural gas income trusts, large multinational producers and oilsands joint ventures. Management of the Corporation has a strong reputation which they expect will provide the Corporation with continued client referrals. Through AES in the US, the Corporation's reputation and client base has been growing. The Champion Acquisition has accelerated the growth of AES' client base and significantly enhanced AES' presence in the US mid-continent region.

Client Retention

The Corporation's business is based in large part on strong client relationships. The Corporation's ability to design and execute effective drilling fluid systems has historically led to a high retention rate for existing clients that have recurring needs for the Corporation's services. The Corporation has a well established client base of approximately 150 oil and natural gas exploration and production entities having operations throughout western Canada and the US.

Proprietary Drilling Fluid Systems

The Corporation's drilling fluid systems are designed to meet client-specific objectives which typically include minimizing drilling costs and maximizing reserves and production rates. Through a suite of proprietary drilling fluid systems and products, the Corporation provides a fully integrated approach to the design and execution of drilling fluid systems in the Corporation's target market. The Corporation's drilling fluid systems are designed in-house with its own lab facilities and scientists or with the assistance of the chemical laboratories of the Corporation's suppliers and are customized to address specific drilling requirements.

Attractive Margin Business Model

The Corporation is focused on business segments that offer reasonable margins. The Corporation strives to maintain its focus on its core drilling fluids business while maintaining a low cost operating structure requiring a modest capital investment.

Experienced and Committed Management and Professional Team

The Corporation has been successful in attracting and retaining talented professionals. The average years of experience of Management exceeds 20 years. Management's interests are aligned with those of the Corporation and Shareholders through their holding of approximately 15% of the outstanding Common Shares. See "Directors and Officers", "Description of Capital Structure" and "Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer".

Complimentary Environmental Business

Clear provides environmental and drilling fluids waste disposal services mostly to oil and gas producers active in the shallow natural gas producing areas of Alberta as well as to Alberta's oil sands. The business of Clear involves determining the appropriate processes for disposing of, or recycling fluids produced by drilling operations and to carry out various related services necessary to dispose of drilling fluids. This business line is complementary to the drilling fluids business and provides opportunity to provide a more integrated service in certain circumstances.

Warehousing and trucking

The Corporation's owned warehouses in Edson, Alberta and Carlyle, Saskatchewan provide staging facilities in key operating areas for the Corporation to house its own materials and provide trucking support which allows CESTC to manage and control inventory of products more efficiently and reduces the reliance on third parties for trucking and warehousing.

Health, Safety and Environment

The Corporation has very high standards with respect to environmental, health and safety matters. The Corporation employs rigorous safety and training standards aimed at protecting the environment and its employees. The Corporation employs safety coordinators to ensure compliance with all necessary safety and regulatory requirements.

The Partnership (through which CESTC's operations are conducted) has been issued a certificate of recognition by Alberta Human Resources and Employment and the Petroleum Industry Training Service. Certificates of recognition are issued to companies that have safety program in place that meet minimum provincial standards. Most clients require that service providers have a certificate of recognition. Entities registered in the Alberta Workers' Compensation Board financial incentive program, Partners in Injury Reduction, are eligible to receive up to a 20% reduction in their WCB premiums for implementing successful health, safety and disability programs and for achieving a certificate of recognition. The certificate of recognition program is part of an industry-wide effort to reduce the number of injuries and incidents.

Insurance

The Corporation maintains insurance which, in Management's view, provides coverage that addresses all material insurable risks, is similar to that which would be maintained by a prudent operator of a similar business and is subject to deductibles, limits and exclusions which are customary and reasonable given the cost of procuring insurance and current operating conditions. The Corporation is responsible for obtaining or causing to be obtained a policy of insurance for its directors and officers. See "Risk Factors – Risks Relating to the Corporation and its Business – Operating Risks and Insurance" and "Risk Factors – Risks Relating to the Corporation and its Business – Uninsured or Underinsured Losses".

DESCRIPTION OF CAPITAL STRUCTURE

CESTC is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares ("**Preferred Shares**"), issuable in series. The following is a summary of the rights, privileges, restrictions and conditions which attach to the Common Shares and Preferred Shares.

Common Shares

The holders of Common Shares are entitled to: dividends if, as and when declared by the Board of Directors; to one vote per share at meetings of the holders of Common Shares; and upon liquidation, dissolution or winding up of CESTC to receive pro rata the remaining property and assets of CESTC, subject to the rights of shares having priority over the Common Shares.

Preferred Shares

The Preferred Shares are issuable in series and each class of Preferred Shares have such rights, restrictions, conditions and limitations as the Board of Directors may from time to time determine. The holders of Preferred Shares are entitled, in priority to holders of Common Shares, to be paid rateably with holders of each other series of Common Shares the amount of accumulated dividends, if any, specified to be payable preferentially to the holders of such series and upon liquidation, dissolution or winding up of CESTC, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to holders of such series. As at the date hereof there were nil Preferred Shares outstanding.

DISTRIBUTION AND DIVIDEND HISTORY

The Conversion Transaction was completed on January 1, 2010 and resulted in the Unitholders of the Partnership becoming Shareholders of CESTC. As such, the Board of Directors of CESTC has the discretion to determine if and when dividends are declared and the amount that is paid to Shareholders through any such dividends of CESTC.

In connection with the Conversion Transaction, the Board of Directors became responsible for determining the dividend policy of CESTC from time to time. As a CBCA corporation, the dividend policy must comply with the requirements of the CBCA, including the satisfaction of the liquidity test contained therein. The members of the Board of Directors follow a dividend policy to provide sustainable dividends to Shareholders to the extent that it is appropriate considering cash flow from operations, financial condition, financial leverage, working capital requirements and investment opportunities. Dividends are expected to continue to be paid monthly to Shareholders of record on the last business day of each calendar month with actual payment to be made to such Shareholders on or about the 15th day of the following month, subject to any contractual restrictions on such dividends including any agreements entered into with lenders of CESTC or its affiliates. The Board of Directors can modify the dividend policy from time to time in its discretion.

The Corporation currently intends to designate all dividends to be "eligible dividends" for the purposes of the Tax Act such that Shareholders who are individuals will benefit from the enhanced gross-up and dividend tax credit mechanism under the Tax Act.

The following cash distributions were declared by the Partnership to its Unitholders since it commenced operations on March 2, 2006 up to and including December 31, 2009:

2006		
Distribution Record Date	Monthly Distributions per Class A Unit	Quarterly Distributions per Subordinated Class B Unit⁽²⁾
March 31, 2006 ⁽¹⁾	\$0.0792	\$0.0792 ⁽¹⁾
April 30, 2006	\$0.0792	Nil
May 31, 2006	\$0.0792	Nil
June 30, 2006	\$0.0792	\$0.2376
July 31, 2006	\$0.0792	Nil
August 31, 2006	\$0.0792	Nil
September 30, 2006	\$0.0792	\$0.2376
October 31, 2006	\$0.0792	Nil
November 30, 2006	\$0.0792	Nil
December 31, 2006	\$0.0792	\$0.2376
TOTAL	\$0.7920	\$0.7920

2007		
Distribution Record Date	Monthly Distributions per Class A Unit	Quarterly Distributions per Subordinated Class B Unit⁽²⁾
January 31, 2007	\$0.0792	Nil
February 28, 2007	\$0.0792	Nil
March 31, 2007 ⁽¹⁾	\$0.0792	\$0.2376
April 30, 2007	\$0.0792	Nil
May 31, 2007	\$0.0792	Nil
June 30, 2007	\$0.0792	\$0.2376
July 31, 2007	\$0.0792	Nil
August 31, 2007	\$0.0792	Nil
September 30, 2007	\$0.0792	\$0.2376
October 31, 2007	\$0.0792	Nil
November 30, 2007	\$0.0792	Nil
December 31, 2007	\$0.0792	\$0.2376
TOTAL	\$0.9504	\$0.9504

2008		
Distribution Record Date	Monthly Distributions per Class A Unit	Quarterly Distributions per Subordinated Class B Unit⁽²⁾
January 31, 2008	\$0.0792	Nil
February 29, 2008	\$0.0792	Nil
March 31, 2008	\$0.0792	\$0.2376
April 30, 2008	\$0.0792	Nil
May 31, 2008	\$0.0792	Nil
June 30, 2008	\$0.0792	\$0.2376
July 31, 2008	\$0.0792	Nil
August 31, 2008	\$0.0792	Nil
September 30, 2008	\$0.0792	\$0.2376
October 31, 2008	\$0.0792	Nil
November 30, 2008	\$0.0792	Nil
December 31, 2008	\$0.0792	\$0.2376
TOTAL	\$0.9504	\$0.9504

2009		
Distribution Record Date	Monthly Distributions per Class A Unit	Quarterly Distributions per Subordinated Class B Unit⁽²⁾
January 31, 2009	\$0.0792	Nil
February 28, 2009	\$0.0792	Nil
March 31, 2009	\$0.0792	\$0.2376
April 30, 2009	\$0.0792	Nil
May 31, 2009	\$0.0792	Nil
June 30, 2009	\$0.0792	Nil
July 31, 2009	\$0.0792	Nil
August 31, 2009	\$0.0792	Nil
September 30, 2009	\$0.0792	Nil
October 31, 2009	\$0.0792	Nil
November 30, 2009	\$0.0792	Nil
December 31, 2009	\$0.0792	Nil
TOTAL	\$0.9504	\$0.2376

Notes:

- (1) For the period from March 2, 2006 to March 31, 2006.
- (2) During the Subordination Period from March 2, 2006 to March 1, 2009, no distributions on the Subordinated Class B Units were subordinated in favour of distributions payable on the Class A Units.

The following cash dividends have been declared by CESTC to its Shareholders since January 1, 2010.

2010	
Dividend Record Date	Monthly Dividend per Common Share
January 31, 2010	\$0.06
February 28, 2010 ⁽¹⁾	\$0.06

Notes:

- (1) Dividend declared and expected to be paid on or about March 15, 2010.

The historical distribution and dividend payments described above may not be reflective of future dividend payments, which will be subject to review by the Board of Directors taking into account the prevailing circumstances at the relevant time. See "Risk Factors – Risks Relating to the Structure of the Corporation".

The Corporation is indebted to HSBC under the Senior Credit Facility. Principal and interest payable under the Senior Credit Facility have priority over distributions from the Partnership to CESTC, which in turn could affect dividends payable to Shareholders. Accordingly, the Corporation may have to reduce or suspend dividends in order to ensure debt amounts are paid. In addition, the terms of the Senior Credit Facility impose certain restrictive covenants on the Corporation that may affect the payment of distributions. See "Risk Factors – Risks Relating to the Corporation and its Business – Debt Service".

MARKET FOR SECURITIES

Prior to the Conversion Transaction, the Class A Units were listed and posted for trading on the TSX under the symbol "CEU.UN". As of January 7, 2010, the Common Shares have been listed on the TSX under the symbol "CEU". The following tables set forth certain trading information for the Class A Units on the TSX since they began trading March 2, 2006 and for the Common Shares since they began trading on January 7, 2010:

2006

Period	Price Range (\$)		Trading Volume
	High	Low	
March 2 to 31	10.50	9.50	2,015,285
April	10.55	9.65	541,975
May	9.85	9.25	461,873
June	9.38	7.81	495,696
July	9.00	8.10	182,968
August	9.80	8.75	155,374
September	9.25	7.65	306,997
October	8.00	7.10	269,958
November	7.00	5.10	705,015
December	7.00	5.45	325,219

2007

Period	Price Range (\$)		Trading Volume
	High	Low	
January	6.51	5.11	177,754
February	6.69	5.60	193,740
March	6.45	6.05	143,781
April	7.55	6.16	259,292
May	8.75	7.11	218,381
June	8.49	7.10	77,750
July	7.80	6.80	61,138
August	7.24	6.10	57,099
September	7.00	6.25	81,929
October	6.55	5.50	204,660
November	6.33	5.40	119,325
December	5.90	5.00	153,095

2008

Period	Price Range (\$)		Trading Volume
	High	Low	
January	6.20	4.85	187,765
February	8.07	6.02	53,332
March	8.15	7.31	209,111
April	9.85	7.76	336,196
May	11.26	8.90	432,598
June	12.87	10.25	713,674
July	13.20	10.10	389,627
August	12.50	11.25	202,248
September	12.22	8.25	248,038
October	9.90	5.00	355,705
November	9.70	7.48	327,762
December	7.95	6.11	209,297

2009			
Period	Price Range (\$)		Trading Volume
	High	Low	
January	8.00	6.30	175,909
February	6.60	4.50	119,680
March	5.90	4.90	197,894
April	5.85	5.13	190,092
May	7.39	5.70	122,150
June	8.20	7.00	371,030
July	8.25	7.00	341,056
August	8.40	7.76	118,122
September	9.90	7.80	258,940
October	9.62	8.62	541,020
November	10.75	9.25	242,408
December	11.90	10.53	202,764

2010			
Period	Price Range (\$)		Trading Volume
	High	Low	
January	14.30	12.00	893,502
February	15.00	13.26	584,083
March 1 to 5, 2009	14.09	13.90	95,029

See "Risk Factors".

ESCROWED SECURITIES

The following table sets forth the class, percentage and number of securities of the Partnership that are subject to escrow or contractual restrictions on transfer.

Designation of Class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of Class
Common Shares	190,244 Common Shares ⁽¹⁾	1.4%
Common Shares	791,776 Common Shares ⁽²⁾	5.9%

Notes:

- (1) The 190,244 Common Shares are held by the Escrow Agent in accordance with the terms of the Clear Escrow Agreement pursuant to the Clear Acquisition. The Clear Escrow Agreement provides that the certificates representing the Common Shares held in escrow pursuant to the Clear Escrow Agreement will be released to Clear on June 12, 2010, subject in each case to certain industry standard escrow release conditions relating to a "change of control" or take-over bid in respect of the Corporation.
- (2) The 791,776 Common Shares are held by the Escrow Agent in accordance with the terms of the Champion Escrow Agreement pursuant to the Champion Acquisition. The Champion Escrow Agreement provides that the certificates representing the Common Shares held in escrow pursuant to the Champion Escrow Agreement will be released to Champion as to 1/3 on November 30, 2010, 2011 and 2012 respectively, subject in each case to certain industry standard escrow release conditions relating to a "change of control" or take-over bid in respect of the Corporation.

DIRECTORS AND OFFICERS

Directors and Officers

The following sets out the respective names, municipalities of residence, positions with CESTC and the General Partner and principal occupations of the directors and officers of CESTC and the General Partner for the prior five year period.

Name and Municipality of Residence	Position with CESTC and the General Partner	Director or Officer of CESTC (and the General Partner) Since	Occupation during Last Five Years
COLIN D. BOYER ⁽¹⁾⁽²⁾ Calgary, Alberta	Director	January 1, 2010 (December 9, 2005)	Independent businessman since August, 2006. Prior thereto, President and Chief Executive Officer of Birchill Energy Limited from March, 2004 to August, 2006. Prior thereto, President and Chief Operating Officer of Birchill Exploration Limited.
JOHN M. HOOKS ⁽¹⁾ Calgary, Alberta	Director	January 1, 2010 (December 9, 2005)	President, Chief Executive Officer and a Director of Phoenix Technology Services Inc., the administrator of Phoenix Technology Income Fund (a directional and horizontal drilling services company).
KYLE D. KITAGAWA, CA ⁽²⁾ Calgary, Alberta	Director and Chairman of the Board of Directors	January 1, 2010 (December 9, 2005)	Managing Director of North River Capital Corp. (a privately held holding investment company) since March, 2003. Prior thereto, President and Chief Executive Officer of Enron Canada Corp.
D. MICHAEL G. STEWART ⁽²⁾ Calgary, Alberta	Director	January 1, 2010 (January 5, 2006)	Corporate director and principal of Ballinacurra Group since March, 2002. Prior thereto, Executive Vice President , Business Development of Westcoast Energy Inc.
RODNEY L. CARPENTER Calgary, Alberta	Director	January 1, 2010 (December 9, 2005)	Independent Businessman. Former Vice President, Business Development of the General Partner from January, 2006 to December 31, 2008. Prior thereto, President and Chief Executive Officer of CFS.
THOMAS J. SIMONS Calgary, Alberta	Director and President and Chief Executive Officer	January 1, 2010 (December 9, 2005)	President and Chief Executive Officer of the General Partner since March, 2006 and of CESTC since January 1, 2010 and Vice President and principal of Impact.
KENNETH D. ZANDEE..... Calgary, Alberta	Vice President, Sales and Marketing	January 1, 2010 (December 9, 2005)	Vice President, Sales and Marketing of the General Partner since March, 2006 and of CESTC since January 1, 2010. Prior thereto, Vice President and Sales Manager of CFS.
KENNETH E. ZINGER Calgary, Alberta	Chief Operating Officer	January 1, 2010 (December 9, 2005)	Chief Operating Officer of the General Partner since January, 2006 and of CESTC since January 1, 2010 and President of Impact.

Name and Municipality of Residence	Position with CESTC and the General Partner	Director or Officer of CESTC (and the General Partner) Since	Occupation during Last Five Years
CRAIG F. NIEBOER Calgary, Alberta	Chief Financial Officer	January 1, 2010 (November 17, 2008)	Chief Financial Officer of the General Partner since November 17, 2008 and of CESTC since January 1, 2010. Prior thereto, Chief Financial Officer of BrazAlta Resources Corp. from December, 2006 to November, 2008. Prior thereto, Chief Financial Officer of Quorum Information Technologies Inc. from September, 2003 to December, 2006.
SCOTT R. COCHLAN Calgary, Alberta	Corporate Secretary	January 1, 2010 (February 3, 2006)	Partner, Blake, Cassels & Graydon LLP (Barristers & Solicitors).

Notes:

- (1) Member of the Corporate Governance and Compensation Committee. Mr. Hooks is the Chair of the Corporate Governance and Compensation Committee.
- (2) Member of the Audit Committee. Mr. Stewart is the Chair of the Audit Committee.

Share Ownership

In view of the fact that Mr. Carpenter and Mr. Zandee indirectly control CFS, and Mr. Simons and Mr. Zinger directly or indirectly control corporations that are members of the Impact Vendor Group, the officers and directors of the Corporation, as a group, beneficially own, or control or direct, directly or indirectly, 3,236,903 Common Shares, being approximately 24% of the outstanding Common Shares.

Corporate Cease Trade Orders or Bankruptcies

Except as set forth below, no current director or officer of the Corporation and no securityholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within 10 years prior to the date of this Annual Information Form, has been, a director or officer of any other issuer that, while such person was acting in that capacity: (i) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any statutory exemption for a period of more than 30 consecutive days; or (ii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Hooks was previously a director of Octane Energy Services Ltd. ("**Octane**"), an oilfield services company. On October 15, 2004, Octane announced that it, and its wholly-owned subsidiaries, Octane Energy Services Inc. and Octane Energy Services (B.C.) Inc., filed voluntary applications for protection under the *Companies' Creditors Arrangement Act* ("**CCAA**") to assist Octane in carrying out a restructuring plan. Subsequently, Octane Energy Services Inc. and Octane Energy Services (B.C.) Inc. were placed into receivership by consent and, on June 21, 2005, Octane emerged from protection under the CCAA by satisfying all of its secured and unsecured creditors by payment of 100% of the outstanding claims submitted under the claims process pursuant to the CCAA plan of arrangement. On June 28, 2005, Octane announced that its shareholders voted in favour of changing the name of the company to NX Capital Corp. Mr. Hooks ceased to be a director of Octane in May 2005.

Personal Bankruptcies

No director or officer of the Corporation (or personal holding company of any such person) and no securityholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has, during the 10 years prior to the date hereof, become bankrupt or, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

Penalties and Sanctions

No director or officer of the Corporation (or personal holding company of any such person) and no securityholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other material penalties or sanctions imposed by a court or regulatory body.

Conflicts of Interest

Certain directors of CESTC are associated with other companies or entities, including entities engaged in the oil and natural gas industry and the oilfield services business, which may give rise to conflicts of interest. In accordance with the CBCA, directors who have a material interest in any person who is a party to a material contract or proposed material contract with the Corporation are required, subject to certain exceptions, to disclose that interest and abstain from voting on any resolution to approve that contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Partnership. See "Risk Factors – Conflicts of Interest".

RISK FACTORS

The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Annual Information Form and the Corporation's other public disclosure documents, including the managements' discussion and analysis of operations for the Corporation for the period ended December 31, 2009. These risks and uncertainties are not the only ones facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently considers remote or immaterial, may also impair the operations of the Corporation and its subsidiaries. If any such risks actually occur, the business, financial condition, or liquidity and results of operations of the Corporation could be materially adversely affected.

Risks Relating to the Corporation and its Business

Volatility of Industry Conditions

The demand, pricing and terms for oilfield services, including drilling fluid systems and environmental waste management, largely depend upon the level of industry activity for oil and natural gas exploration and development in the markets in which CESTC operates, including the WCSB and the United States. Oil and natural gas industry conditions are influenced by numerous factors over which the Corporation has no control, including: oil and natural gas prices; expectations about future oil and natural gas prices; levels of consumer demand; the cost of exploring for, producing and delivering oil and natural gas; the expected rates of declining current production; the discovery rates of new oil and natural gas reserves; available pipeline and other oil and natural gas transportation and processing capacity; worldwide weather conditions; global political, military, regulatory and economic conditions; availability of capital for oil and gas exploration and capital budgets; and the ability of oil and natural gas entities to raise equity capital or debt financing.

The level of activity in the oil and natural gas exploration and production industry is volatile. No assurance can be given that expected trends in oil and natural gas production activities will continue or that demand for oilfield services will reflect the level of activity in the industry. Any prolonged substantial reduction in oil and natural gas prices would likely affect oil and natural gas production levels and therefore affect the demand for drilling and well services by oil and natural gas clients. A material decline in oil or natural gas prices or industry activity in any of the areas in which the Corporation operates could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows and therefore on the dividends declared on the Common Shares. Any addition to, or elimination or curtailment of, government incentives could have a significant impact on the oilfield service industry in the WCSB. Lower oil and natural gas prices could also: cause the Corporation's clients to seek to terminate, renegotiate or fail to honour the Corporation's services contracts; impair the fair market value of the Corporation's tangible assets, intangible assets and or goodwill which in turn would trigger a writedown

for accounting purposes; affect the Corporation's ability to retain skilled oilfield services personnel; and affect the Corporation's ability to obtain access to capital to finance and grow the Corporation's business.

Seasonality

The level of activity in the oilfield services industry within the WCSB is influenced by seasonal weather patterns. The spring thaw during the second quarter leaves many secondary roads temporarily incapable of supporting the weight of heavy equipment, which results in severe restrictions in the level of oilfield services that may be provided. In addition, municipalities and transportation departments enforce road bans during such times that restrict the movement of heavy equipment. The duration of this period may have a direct impact on the level of the Corporation's activities. The spring thaw typically occurs earlier in the year in southeastern Alberta than it does in northern Alberta and British Columbia. The timing and duration of spring thaw is dependent on weather patterns but generally occurs in April and May. In addition, during excessively rainy periods, equipment moves may be delayed, thereby adversely affecting the Corporation's equipment utilization rates and revenues.

There is greater demand within the WCSB for oilfield services, including the drilling fluid systems provided by the Corporation, in the winter season when the occurrence of freezing permits the movement and operation of heavy equipment. Consequently, oilfield service activities tend to increase in the fall and peak in the winter months of November through March. However, if an unseasonably warm winter prevents sufficient freezing, the Corporation may not be able to access well sites, and its operating results and financial condition may therefore be adversely affected. The demand for oilfield services, including drilling fluid systems, may also be affected by the severity of the Canadian winters. The volatility in the weather and temperature can therefore create unpredictability in activity, which can have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows and consequently on dividends declared on the Common Shares.

Alternatives to and Changing Demand for Hydrocarbon Products

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices could reduce the demand for crude oil and other liquid hydrocarbons. The Corporation cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows and therefore on the dividends declared on the Common Shares.

Third Party Credit Risk Relating to Completion of the Conversion Transaction

CESTC is or may be exposed to third party credit risk relating to any obligations of Nevaro that are not transferred, or if transferred, from which obligations CESTC has not been released. CESTC has, through the contractual provisions in the Arrangement Agreement and the indemnity agreement (the "**Indemnity Agreement**") and divestiture agreement ("**Divestiture Agreement**") contemplated thereby, attempted to ensure that the liabilities and obligations relating to the business of Nevaro are transferred to and assumed by Newco, that CESTC is released from any such obligations and, even where such transfer or release is not effective or is not obtained, CESTC is indemnified by Newco for all such obligations. However, in the event Newco fails or is unable to meet such contractual obligations to CESTC, CESTC may be liable for such obligations which could have a material adverse effect on the business, financial condition and results of operations of CESTC.

Due Diligence with Respect to the Conversion Transaction

Although the Partnership conducted investigations of, and engaged legal counsel to review, the corporate, legal, financial and business records of Nevaro and attempted to ensure, through the contractual provisions in the Arrangement Agreement, Indemnity Agreement and Divestiture Agreement, that the liabilities and obligations relating to the business of Nevaro are transferred to and assumed by Newco, there may be liabilities or risks that the Partnership may not have uncovered in its due diligence investigations, or that may have an unanticipated material adverse effect on CESTC. These liabilities and risks could have, individually or in the aggregate, a material adverse effect on the business, financial condition and results of operations of CESTC.

Tax Related Risks Associated with the Conversion Transaction

The steps under the Arrangement Agreement were structured to be tax deferred to the Partnership and Unitholders based on the SIFT Rules and Conversion Rules. See "General Development of the Business". If amendments to existing legislation are proposed or announced, there is a risk that the tax consequences contemplated by the Partnership or the tax consequences of the Conversion Transaction to CESTC, the Partnership and the Unitholders may be materially different than the tax consequences described in the Arrangement Agreement. While CESTC is confident in its position, there is a possibility that the CRA could successfully challenge the tax consequences of the Conversion Transaction or prior transactions of Nevaro or legislation could be enacted or amended, resulting in different tax consequences than those contemplated in the Arrangement Agreement for CESTC. Such a challenge or legislation could potentially affect the availability or quantum of the tax basis or other tax accounts of CESTC. On March 4, 2010, the Minister of Finance announced certain proposed amendments to the Tax Act to restrict the ability to utilize tax losses in transactions, which are similar to the Conversion Transaction, where units of a SIFT partnership are exchanged for shares of a corporation. However, the proposed amendments as announced are intended to apply to transactions undertaken after March 4, 2010, and as such should not apply to the Conversion Transaction.

Nevaro Operational Risks

The Partnership has, through its due diligence and the contractual provisions in the Arrangement Agreement, the Indemnity Agreement and the Divestiture Agreement, attempted to ensure that the liabilities and obligations relating to the business of Nevaro are transferred to and assumed by Newco, that CESTC is released from any such obligations and, even where such transfer or release is not effective or is not obtained, CESTC is indemnified by Newco for all such obligations. However, in the event Newco fails or is unable to meet such contractual obligations to CESTC, CESTC could be exposed to liabilities and risks associated with the operations of Nevaro which include, without limitation, risks relating to claims with respect to intellectual property matters, product liability or environmental damages

Alberta Royalty Rate Changes

In Alberta, the Crown royalty rates on conventional oil and natural gas fluctuate, depending on when a well was drilled, well depth, well production volume and the price of oil and natural gas. On October 25, 2007, the Alberta provincial government introduced a new royalty regime which became effective on January 1, 2009 and is applicable to all existing conventional oil and natural gas wells in Alberta. The new royalty regime assesses the applicable royalty rate on a well by well basis using a sliding scale which takes into account the price of oil and/or natural gas and the well's production volumes.

On November 19, 2008 and November 24, 2008 the Alberta provincial government announced details of an optional five-year transitional royalty program that applies to conventional oil and natural gas wells drilled to measured depths between 1,000 to 3,500 meters between November 19, 2008 and January 1, 2014. For each well, the producer can make a one time election to produce the well under the transitional royalty program or the new royalty regime. As of January 1, 2014, all production subject to the transitional program will revert to the new royalty regime.

Subsequent to these changes to the royalty structure, the Alberta provincial government launched a study of the competitiveness of Alberta's conventional oil and gas business. Additionally, on March 3, 2009, the Government of Alberta announced a short-term incentive program to encourage the drilling of new wells over the following twelve months, which includes lower initial royalty rates and certain royalty credits.

These changes to the Alberta royalty regime, as well as the potential for future corresponding changes in the royalty regimes applicable in other provinces, have created uncertainty surrounding the ability of oil and natural gas producers to accurately estimate future royalties, resulting in additional volatility and uncertainty in the oil and gas market. At the current time it is not possible to predict what the impact on the Corporation will be.

Sources, Pricing and Availability of Products and Third Party Services

The Corporation sources its products and third party services parts from a variety of suppliers, most of whom are located in Canada. Should any suppliers of the Corporation be unable to provide the necessary products or services

or otherwise fail to deliver products or services in the quantities required or at acceptable prices, any resulting delays in the provision of services or in the time required to find new suppliers could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows and therefore on the dividends declared on the Common Shares. In addition, the ability of the Corporation to compete and grow will be dependent on the Corporation having access, at a reasonable cost and in a timely manner, to equipment, parts and components. Failure of suppliers to deliver such equipment, parts and components at a reasonable cost and in a timely manner would be detrimental to the Corporation's ability to maintain and expand its client list. No assurance can be given that the Corporation will be successful in maintaining the required supply of equipment, parts and components. It is also possible that the final costs of the equipment contemplated by the Corporation's capital expenditure program may be greater than anticipated by Management, and may be greater than the amount of funds available to the Corporation, in which circumstance the Corporation may curtail or extend the timeframes for completing its capital expenditure plans.

The Corporation's ability to provide services to its customers is also dependent upon the availability at reasonable prices of raw materials which the Corporation purchases from various suppliers, most of whom are located in Canada or the United States. Alternate suppliers exist for all raw materials. The source and supply of materials has been consistent in the past; however in periods of high activity, such as those that have occurred in recent years, periodic shortages of certain materials have been experienced and costs may be affected. Management maintains relationships with a number of suppliers in an attempt to mitigate this risk. However, if the current suppliers are unable to provide the necessary raw materials, or otherwise fail to deliver products in the quantities required, any resulting delays in the provision of services to the Corporation's clients could have a material adverse effect on the Corporation's results of operation and cash flows and therefore on the dividends declared on the Common Shares.

Credit Risk

A concentration of credit risk exists in the Corporation's accounts receivable since they are exclusively from companies in the western Canadian and the United States oil and natural gas industry. Significant changes in the oil and natural gas industry, including fluctuations in commodity prices and economic conditions, environmental regulations, government policy, royalty rates and geopolitical factors, may adversely affect the Corporation's ability to realize the full value of its accounts receivable. It is not possible to predict the likelihood or magnitude of this risk. The Corporation attempts to mitigate this risk through its credit, invoicing and collections policies, which includes procedures such as performing credit checks as considered necessary and managing the amount and timing of exposure to individual customers. The Corporation reviews these procedures on a regular basis. Although collection of these receivables could be influenced by economic factors affecting this industry, Management considers the risk of a significant loss to be remote at this time.

Debt Service

The Corporation is indebted to HSBC under the Senior Credit Facility in accordance with the terms of the Facility Letter. Principal and interest payable under the Senior Credit Facility have priority over dividends declared on the Common Shares. Accordingly, the Corporation may have to reduce or suspend dividends in order to ensure debt amounts are paid. In addition, the terms of the Senior Credit Facility impose certain restrictive covenants on the Corporation that may affect the payment of distributions.

Variations in interest rates and scheduled principal repayments, or the need to refinance all or a portion of the Senior Credit Facility upon expiration, could result in significant changes in the amount required to be applied to service the debt of the Corporation under the Senior Credit Facility before the distribution of any amounts to Shareholders.

There can be no assurance that the amounts available under the Senior Credit Facility will be adequate for the financial obligations of the Corporation.

Government Regulation

The operations of the Corporation are subject to a variety of federal, provincial and local laws of Canada and foreign laws, regulations, and guidelines, including laws and regulations relating to health and safety, the conduct of operations, the protection of the environment, the operation of equipment used in its operations, the disposal of fluids used in its drilling fluid systems and the manufacture, management, transportation, storage and disposal of

certain materials and equipment used in the Corporation's operations. The Corporation invests financial and managerial resources to ensure such compliance and will continue to do so in the future. Although such expenditures have not historically been material to the Corporation, such laws or regulations are subject to change. Accordingly, it is impossible for the Corporation to predict the cost or impact of such laws and regulations on its future operations. It is not expected that any changes to these laws, regulations or guidelines would affect the operations of the Corporation in a manner materially different than they would affect other oil and natural gas service companies of a similar size.

Environmental Liability

Certain operations of the Corporation routinely deal with natural gas, oil and other petroleum products, as well as chemical additives used in connection with drilling fluid systems. The Corporation is therefore exposed to potential environmental liability in connection with its business. The Corporation has programs to address compliance with current environmental standards and monitors its practices concerning the handling of environmentally hazardous materials, however, there can be no assurance that the Corporation's procedures will prevent environmental damage occurring from spills of materials handled by the Corporation or that such damage has not already occurred. As a result of its drilling fluid systems, the Corporation will also generate or manage hazardous wastes, such as waste oil and washdown wastes. Although the Corporation enforces a program to identify and address contamination issues before acquiring or leasing properties, and attempts to utilize generally accepted operating and disposal practices, hydrocarbons or other wastes may have been disposed of or released on or under properties owned, leased, or operated by the Corporation prior to the Corporation owning, leasing or operating these properties. These properties and the wastes disposed thereon may be subject to environmental laws that could require the Corporation to remove the wastes or remediate sites where they have been released.

In addition, laws and regulations relating to the environment and which apply to the business and operations of the Corporation are likely to change and become more stringent in the future. While regulatory developments that may follow in subsequent years could have the effect of reducing industry activity, the Corporation cannot predict the nature of the restrictions that may be imposed. The Corporation may be required to increase operating expenses or capital expenditures in order to comply with any new environmental restrictions or regulations, which could in turn reduce the amount of dividends declared on the Common Shares.

Regulations Relating to the Reduction of Greenhouse Gases

The oil and natural gas industry is subject to extensive environmental regulation pursuant to local, provincial and federal legislation in Canada and federal and state laws and regulations in the United States. Legislation regulating the oil and gas natural gas industry may be changed to impose higher standards and potentially more costly obligations. For example, the 1997 Kyoto Protocol to the United Nations Framework Convention on Climate Change, known as the Kyoto Protocol, which would require (among other things) significant reductions in greenhouse gas emissions, was ratified by Canada in late 2002, and the Canadian federal government is currently evaluating other proposals and legislative measures that would achieve similar environmental objectives. One such measure is the "Turning the Corner" plan details announced on March 10, 2007, in which the Canadian federal government proposed new regulations that would require oil sands projects starting operations in 2012 and beyond to reduce greenhouse gas emissions, largely through carbon capture technology. The potential impact on oil sands producers is currently unclear given the draft nature of the regulations and the fact that carbon capture technology has not yet been proven on a large scale, although the cost of implementation of the new measures could be significant. Additionally, in its 2008 provincial budget, the Government of British Columbia proposed a carbon tax and a "cap and trade" system for large emitters of greenhouse gases. Although the outcome of this process is unknown at this time, the implementation of more stringent environmental legislation or regulatory requirements may result in additional costs for oil and natural gas producers that are customers of the Corporation, which could in turn cause a decrease in demand for oil and natural gas services such as those provided by the Corporation. Any changes in environmental regulation could also impair the Corporation's ability to provide its services economically. Management is unable to predict the impact of greenhouse gas emissions legislation and regulation on the Corporation and it is possible that it could have a material adverse affect on the Corporation's business, financial condition, results of operations and cash flows, and therefore on the dividends declared on the Common Shares.

Operating Risks and Insurance

The Corporation's operations take place, in part, at well sites and are therefore subject to hazards inherent in the oil and natural gas industry, such as equipment defects, malfunction and failures, and natural disasters which could result in fires, vehicle accidents, explosions and uncontrollable flows of natural gas or well fluids that can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruption and damage to or destruction of property, equipment and the environment. The Corporation's operations also involve volatile and toxic materials which can result in fires, explosions, burns, respiratory illness and other problems. These risks could expose the Corporation to substantial liability for personal injury, wrongful death, property damage, loss of oil and natural gas production, pollution and other environmental damages. The frequency and severity of such incidents will affect operating costs, insurability and relationships with clients, employees and regulators.

The Corporation has an insurance and risk management program in place to protect its assets, operations and employees and to address compliance with current safety and regulatory standards. In addition, the Corporation continuously monitors its activities for quality control and safety. However, the Corporation's operations are subject to risks inherent in the oilfield services industry, such as equipment defects, malfunctions, failures and natural disasters, and hazards such as unusual or unexpected geological formations, pressures, blow-outs, fires or other conditions may be encountered in drilling and servicing wells. Although such hazards are primarily the responsibility of the oil and natural gas companies which contract with the Corporation, there are no assurances that the Corporation's safety programs will always prevent risks and hazards and these risks and hazards could expose the Corporation to substantial liability for personal injury, loss of life, business interruption, property damage or destruction, pollution and other environmental damages.

Although the Corporation maintains insurance coverage against certain of the risks to which it is exposed which it considers adequate and customary in the oilfield services industry, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Corporation is exposed. In addition, there can be no assurance that such insurance will be adequate to cover the Corporation's liabilities or will be generally available in the future. Further, there can be no assurance that the Corporation will be able to maintain adequate insurance in the future at rates it considers reasonable and commercially justifiable. The occurrence of a significant uninsured claim, a claim in excess of the insurance coverage limits maintained by the Corporation, or a claim at a time when it is not able to obtain liability insurance, could have a material adverse effect on the Corporation's ability to conduct normal business operations and on its financial condition, results of operations and cash flows and therefore on the dividends declared on the Common Shares.

Capital Markets

As a result of the weakened global economic situation, the Corporation, along with all participants in the oil and gas and oil and gas service industries, may have restricted access to capital and increased borrowing costs. The lending capacity of all financial institutions has diminished and risk premiums have increased independent of the Corporation's business and asset base. As future capital expenditures will be financed out of cash generated from operations, borrowings and possible future equity sales, the Corporation's ability to do so is dependent on, among other factors, the overall state of capital markets and investor demand for investments in the energy industry and the Corporation's securities in particular.

To the extent that external sources of capital become limited or unavailable or available on onerous terms, the Corporation's ability to make capital investments and maintain existing assets may be impaired, and its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.

At December 31, 2009, the Corporation had approximately \$12.1 million of unused credit available under its Senior Credit Facility.

Based on current funds available and expected cash from operations, the Corporation believes it has sufficient funds available to fund its projected capital expenditures. However, if cash flow from operations is lower than expected or capital costs for these projects exceed current estimates, if the Corporation incurs major unanticipated expenses related to repairs to equipment, or if the Corporation seeks to acquire other business or business assets, it may be

required to seek additional capital to maintain its capital expenditures at planned levels. Failure to obtain any financing necessary for the Corporation's capital expenditure plans may have an adverse effect of the Corporation's business and operations, which effect may be material.

Global Financial Conditions

Global financial conditions have been subject to increased volatility and over the past eighteen months numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Corporation to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Corporation. If these increased levels of volatility and market turmoil continue, the Corporation's operations could be adversely impacted and the trading price of the Common Shares could continue to be adversely affected.

Vulnerability to Market Changes

Fixed costs, including leases, labour costs and depreciation, account for a significant portion of the Corporation's costs and expenses. As a result, reduced productivity resulting from reduced demand, equipment failure, weather or other factors could have a material adverse effect on the Corporation's financial condition, results of operations and cash flows and therefore on dividends declared on the Common Shares.

Proprietary Technology

The success and ability of the Corporation to compete depends in part on the proprietary technology of the Corporation, and the ability of the Corporation to prevent others from copying such proprietary technologies. The Corporation currently relies on industry confidentiality practices, in some cases by a letter agreement, brand recognition by oil and natural gas exploration and production entities and in some cases patents (or patents pending) to protect its proprietary technology. The Corporation may have to engage in litigation in order to protect its intellectual property rights, including patents or patents pending, or to determine the validity or scope of the proprietary rights of itself or others. This kind of litigation can be time-consuming and expensive, regardless of whether or not the Corporation is successful.

Despite the efforts of the Corporation, the intellectual property rights of the Corporation may be invalidated, circumvented, challenged, infringed or required to be licensed to others. It cannot be assured that any steps the Corporation may take to protect its intellectual property rights and other rights to such proprietary technologies that are central to the Corporation's operations will prevent misappropriation or infringement.

Risk of Third Party Claims for Infringement

A third party may claim that the Corporation has infringed such third party's intellectual property rights or may challenge the right of the Corporation in their intellectual property. In such event, the Corporation will undertake a review to determine what, if any, actions the Corporation should take with respect to such claim. Any claim, whether or not with merit, could be time consuming to evaluate, result in costly litigation, cause delays in the operations of the Corporation or require the Corporation to enter into licensing agreements that may require the payment of a license fee or royalties to the owner of the intellectual property. Such royalty or licensing agreements, if required, may not be available on terms acceptable to the Corporation.

Agreements and Contracts

The business operations of the Corporation may depend on verbal, performance based agreements with its client base that are cancellable at any time by either the Corporation or its clients. There can be no assurance that the Corporation's relationship with its clients will continue. A significant reduction or total loss of the business from these clients, if not offset by sales to new or existing clients, could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows and therefore on dividends declared on the Common Shares.

Reliance on Significant Clients

Certain of the Corporation's clients account for a potentially significant portion of the Corporation's revenues and income. The top five customers of the Corporation accounted for approximately 35% of its revenue for the year ended December 31, 2009, with one large independent exploration and production company accounting for approximately 12%. There is no guarantee that the Corporation could find new clients to replace the loss of any of its significant clients. A loss of any one or more of these significant clients could have a significant adverse effect on the Corporation's business, financial condition, results of operations and cash flows and therefore on dividends declared on the Common Shares.

Reliance on Key Personnel

The successful operation of the Corporation's business depends upon the relationships, abilities, expertise, judgment, discretion, integrity and good faith of the Corporation's executive officers, general managers, employees and consultants. In addition, the ability of the Corporation to expand its services will depend upon the ability to attract qualified personnel as needed. The demand for skilled oilfield employees and drilling fluid technicians is high, and the supply is limited. The inability to retain or recruit skilled personnel could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows and therefore on dividends declared on the Common Shares.

Competition

The oilfield service industry is highly competitive and the Corporation competes with a substantial number of companies that have greater technical and financial resources. The Corporation's ability to generate revenue and earnings depends primarily upon its ability to provide drilling fluid systems that meet the specific needs of its clients and its ability to win bids in competitive bidding processes and to perform awarded projects within estimated times and costs. There can be no assurance that the Corporation's competitors will not substantially increase the resources devoted to the development and marketing of products and services that compete with those of the Corporation or that new or existing competitors will not enter the various markets in which the Corporation is active. In addition, reduced levels of activity in the oil and natural gas industry can intensify competition and may result in lower revenue to the Corporation.

The principal competitive factors in the drilling fluids market include reliability and performance of drilling fluids programs, service quality and availability, technical knowledge and experience, environmental and safety certification and price. Reliability and performance of a drilling fluids program is measured by the program's ability to enhance and improve production and to lower overall drilling time and costs. The Corporation's competitors offer similar services in all geographic regions in which the Corporation operates.

Acquisition and Development Risks

The Corporation expects to continue to selectively seek strategic acquisitions. The Corporation's ability to consummate and to integrate effectively any future acquisitions on terms that are favourable to it may be limited by the number of attractive acquisition targets, internal demands on the Corporation's resources and, to the extent necessary, the Corporation's ability to obtain financing on satisfactory terms for larger acquisitions, if at all. Acquisitions may expose the Corporation to additional risks, including: difficulties in integrating administrative, financial reporting, operational and information systems and managing newly-acquired operations and improving their operating efficiency; difficulties in maintaining uniform standards, controls, procedures and policies through all of the Corporation's operations; entry into markets in which the Corporation has little or no direct prior experience; difficulties in retaining key employees of the acquired operations; disruptions to the Corporation's ongoing business; and diversion of management time and resources.

Failure to Achieve Benefits of the Champion Acquisition

The full benefits of the Champion Acquisition will require the integration of each of Champion's management, administration and finance functions, and the implementation of appropriate operations, financial and management systems and controls in order to capture the benefits and efficiencies that were anticipated to result from the Champion Acquisition. This will require substantial attention from management of the Corporation. The diversion

of management attention, as well as any other difficulties that may be encountered in the transition and integration processes, could have an adverse impact on the Corporation's revenues and operating results, which could in turn impact dividends declared on the Common Shares. The Corporation could experience difficulties in effectively integrating the businesses and assets of Champion. If any such difficulties resulted in the Corporation failing to achieve the anticipated benefits resulting from the Champion Acquisition, the Corporation could face higher costs and lower than expected revenue and miss other market opportunities. There can be no assurance that the business of Champion will be successfully integrated.

Operational and Business Risks Relating to Champion

The Corporation has conducted due diligence on the business, assets and operations of Champion in relation to business, legal, operational, financial and environmental matters but there can be no assurance that the Corporation has identified all of the potential liabilities related to those business and assets being acquired. In particular, if the assets of Champion prove to be less valuable than anticipated, the Corporation's financial results could be adversely affected.

In addition, future acquisitions could result in the incurrence of additional debt, costs, and contingent liabilities. The Corporation may also incur costs for and divert management attention to potential acquisitions that are never consummated. For acquisitions that are consummated, expected synergies may not materialize. The Corporation's failure to effectively address any of these issues could adversely affect its results of operations, financial condition and ability to service debt.

Although the Corporation plans to conduct due diligence for future acquisitions, there may be liabilities of the acquired businesses or assets that the Corporation fails to or is unable to uncover during its due diligence investigation and for which the Corporation, as a successor owner, may be responsible. When feasible, the Corporation may seek to minimize the impact of these types of potential liabilities by obtaining indemnities and warranties from the seller. However, these indemnities and warranties, if obtained, may not fully cover the liabilities because of their limited scope, amount or duration, the financial resources of the indemnitor or warrantor or for other reasons.

Ability to Achieve Profitability and Manage Growth

There can be no assurance that the Corporation will be able to achieve profitability in future periods. The Corporation's future operating results will depend on a number of factors, including its ability to continue to successfully execute the Corporation's strategic plan, which includes expanding relationships with existing clients, continuing to attract new clients, improving inventory management and profit margins, developing new products and technologies, and pursuing selective acquisitions.

There can be no assurance that the Corporation will be successful in achieving the objectives of its strategic plan or that its strategic plan will enable it to maintain its historical revenue growth rates or to sustain profitability. Failure to successfully execute any material part of the Corporation's strategic plan could have a material adverse effect on its business, financial condition, results of operations and cash flows and therefore on dividends declared on the Common Shares.

There can be no assurance that the Corporation will be able to effectively manage its growth, and any failure to do so could have a material adverse effect on its business, financial condition, results of operations and cash flow and therefore on dividends declared on the Common Shares.

Potential Replacement or Reduced Use of Products and Services

Certain of the Corporation's drilling fluid systems may become obsolete or experience a decrease in demand through the introduction of competing products that are lower in cost, exhibit enhanced performance characteristics or are determined by the market to be more preferable for environmental or other reasons. The Corporation will need to keep current with the changing market for drilling fluids and technological and regulatory changes. If the Corporation fails to do so, Shareholders may be negatively affected.

Performance of Obligations

The Corporation's success depends in large part on whether it fulfills its obligations with clients and maintains client satisfaction. If the Corporation fails to satisfactorily perform its obligations, or makes professional errors in the services that it provides, its clients could terminate contracts, including master service agreements, exposing the Corporation to loss of its professional reputation and risk of loss or reduced profits or, in some cases, the loss of a project.

Risks Associated with Disclosure Controls and Procedures on Internal Control Over Financial Reporting

The Corporation's business could be adversely impacted if it has deficiencies in its disclosure controls and procedures or internal controls over financial reporting.

The design and effectiveness of the Corporation's disclosure controls and procedures and internal controls over financial reporting may not prevent all errors, misstatements or misrepresentations. While management continues to review the effectiveness of the Corporation's disclosure controls and procedures and internal controls over financial reporting, it can not assure you that the Corporation's disclosure controls and procedures or internal controls over financial reporting will be effective in accomplishing all control objectives all of the time. Deficiencies, particularly material weaknesses, in internal controls over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in our Common Share price, or otherwise materially adversely affect our business, reputation, results of operation, financial condition or liquidity.

The design of the Corporation's disclosure controls and procedures and internal controls over financial reporting has been limited to exclude controls, policies and procedures of a business that the Corporation has acquired not more than 365 days before its financial year end.

Forward-Looking Information May Prove Inaccurate

Numerous statements containing forward-looking information are found in this Annual Information Form, documents incorporated by reference herein and other documents forming part of CESTC's public disclosure record. Such statements and information are subject to risks and uncertainties and involve certain assumptions, some, but not all, of which are discussed elsewhere in this document. The occurrence or non-occurrence, as the case may be, of any of the events described in such risks could cause actual results to differ materially from those expressed in the forward-looking information.

Legal Proceedings

The Corporation is involved in litigation and claims arising in the normal course of operations. Management is of the opinion that pending litigation is not material to the Corporation and will not have a material adverse effect on the Corporation's financial position or results of operations. In addition, future legal proceedings could be filed against the Corporation and no assurance can be given as to the final outcome of any legal proceedings or that the ultimate resolution of any legal proceedings will not have a material adverse effect on the Corporation.

Uninsured or Underinsured Losses

The Corporation maintains insurance at levels that it believes are reasonable and that are typical for its industry's insurance coverages. However, the Corporation cannot give any assurances that its insurance coverages will be adequate for any given risk or liability, that such insurance will continue to be available on commercially reasonable terms, that all events that could give rise to a loss or liability are insured or reasonably insurable or that its insurers would be capable of honouring their commitments if an unusually high number of claims were made against their policies. In addition, the amount of any insurance deductibles that the Corporation may pay may decrease the amount of dividends declared on the Common Shares.

Dependence on Capital Markets to Fund Growth Strategy

The ability of the Corporation to fund its growth strategy, including making selective acquisitions, investing in further inventory or acquiring infrastructure will depend on the Corporation being able to acquire credit facilities on reasonable terms or to raise financing through equity and/or debt capital markets. If the Corporation is unable to obtain equity and/or debt financing, either at all or on favourable terms, it may not be able to fund its growth strategy which could have an adverse effect on the prospects of the Corporation.

Risks Relating to the Structure of the Corporation

Unpredictability and Volatility of Share Price

The prices at which the Common Shares trade cannot be predicted. The market price of the Common Shares could be subject to significant fluctuations in response to variations in quarterly operating results and other factors. The annual yield on the Common Shares as compared to the annual yield on other financial instruments may also influence the price of Common Shares in the public trading markets. An increase in prevailing interest rates will result in higher yield on other financial instruments, which could adversely affect the market price of the Common Shares.

In addition, the securities markets have experienced significant market wide and sectoral price and volume fluctuations from time to time that often have been unrelated or disproportionate to the operating performance of particular issuers. Such fluctuations may adversely affect the market price of the Common Shares.

Cash Dividends to Shareholders are Dependent on the Performance of the Corporation and its Subsidiaries

There is no assurance regarding the amounts of cash to be generated by CESTC and its subsidiaries (including the Partnership), and therefore, funds available for dividends to Shareholders. The actual amount of cash available for dividends will depend on a variety of factors, including without limitation, the performance of CESTC's operating businesses, the effect of acquisitions or dispositions on CESTC, and other factors that may be beyond the control of CESTC. In the event significant sustaining capital expenditures are required by CESTC or the profitability of CESTC declines, there would be a decrease in the amount of cash available for dividends to Shareholders and such decrease could be material.

CESTC's dividend policy is subject to change at the discretion of the Board of Directors. CESTC's dividend policy is also limited by contractual agreements including agreements with lenders to the Corporation and its affiliates.

Leverage and Restrictive Covenants

The degree to which the Corporation is financially leveraged could have important consequences to the Shareholders, including: (i) a portion of the Corporation's cash flow from operations will be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for dividends on the Common Shares; and (ii) certain of the Corporation's borrowings will be at variable rates of interest, which exposes the Corporation to the risk of increased interest rates. The Corporation's ability to make scheduled payments of principal and interest on, or to refinance, its indebtedness will depend on its future operating performance and cash flow, which are subject to prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control.

The Corporation's lender, HSBC, has been provided with security over all of the assets of the Corporation and its guarantors (including the Partnership and the Corporation's other subsidiaries). A failure to comply with the obligations in the agreements in respect of the Senior Credit Facility could result in an event of default which, if not cured or waived, could permit acceleration of the relevant indebtedness. If the indebtedness under the Senior Credit Facility were to be accelerated, there can be no assurance that the Corporation's assets would be sufficient to repay in full that indebtedness. See "Risk Factors – Risks Relating to the Corporation and its Business – Debt Service".

Restrictions on Potential Growth

The payout by the Corporation of a significant portion of its operating cash flow will make additional capital and operating expenditures dependent on increased cash flow or additional financing in the future. Lack of those funds could limit the future growth of the Corporation and its cash flow.

Future Sales of Common Shares by CFS and Impact Vendor Group or the Vendor Group

As at January 1, 2010, CFS and the Impact Vendor Group held, collectively, approximately 21% of the outstanding Common Shares. If either of CFS (or a member of the CFS Vendor Group) or members of the Impact Vendor Group sells a substantial number of its Common Shares in the public market, the market price of the Common Shares could fall. The perception among the public that such sales may occur could also cause such effect.

Issuance of Additional Common Shares

The Corporation may issue an unlimited number of additional Common Shares and Preferred Shares without the approval of the Shareholders such that the holders of Common Shares may be subject to a dilution of their interests. Shareholders have no pre-emptive rights in connection with such additional issues.

Changes in Laws

Income tax laws and other laws or government incentive programs relating to the oil and natural gas industry may in the future be changed or interpreted in a manner that adversely affects the Corporation and Shareholders. Tax authorities having jurisdiction over the Corporation or the Shareholders may disagree with the manner in which the Corporation calculates its income for tax purposes or could change their administrative practices to the Corporation's detriment or to the detriment of Shareholders.

Expenses incurred by the Corporation are only deductible to the extent they are reasonable. Although the Corporation is of the view that all expenses to be claimed by the Corporation should be reasonable and deductible, there can be no assurance that CRA will agree. If CRA were to successfully challenge the deductibility of such expenses, the return to Shareholders may be adversely affected.

Future adoption of International Financial Reporting Standards may adversely impact reported financial results

The requirement for CESTC to implement International Financial Reporting Standards ("IFRS") to replace Canadian GAAP effective January 1, 2011 may materially affect the Corporation's financial results as reported in its financial statements and its results of operations and may require CESTC to amend its Credit Facilities to address the changes in accounting principles. CESTC is in the process of transitioning to IFRS and has completed its diagnostic phase assessing the differences between Canadian GAAP and IFRS but at this time CESTC is unable to quantify the impact IFRS will have on its financial statements. For additional information, see CESTC's management's discussion and analysis for the year ended December 31, 2009.

Conflicts of Interest

Certain directors of the Corporation are associated with other companies or entities, including entities engaged in the oil and natural gas industry and the oilfield services business, which may give rise to conflicts of interest. In accordance with the CBCA, directors who have a material interest in any person who is a party to a material contract or proposed material contract with the Corporation are required, subject to certain exceptions, to disclose that interest and abstain from voting on any resolution to approve that contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Annual Information Form, none of the directors or senior officers of the General Partner and no associate or affiliate of any of them has a material interest in any transaction involving the Corporation or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Corporation:

AUDIT COMMITTEE INFORMATION

The disclosure regarding the Corporation's Audit Committee required under Multilateral Instrument 52-110, adopted by certain of the Canadian securities regulatory authorities, is contained in **Appendix "A"** of this Annual Information Form. The Charter of the Audit Committee is contained in **Appendix "B"** of this Annual Information Form.

LEGAL PROCEEDINGS

The Corporation is not a party to, and none of the property of assets of the Corporation is the subject of, any legal proceedings which are material to the Corporation or any contemplated legal proceeding, of which Management is aware.

MATERIAL CONTRACTS

Other than in the ordinary course of the Corporation's business, there are no material contracts that have been entered into by the Corporation or the Partnership in the most recently completed financial year, or before the most recently completed financial year, that are still in effect.

INTERESTS OF EXPERTS

Deloitte & Touche LLP is the auditor of the Corporation and is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants, Alberta.

TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent for the Common Shares is Computershare Investor Services Inc. at its principal offices in Calgary, Alberta and Toronto, Ontario.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the internet on the Corporation's SEDAR profile at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans for the year ended December 31, 2009 will be contained in the Corporation's Information Circular for the Annual General Meeting of Shareholders to be held before June 30, 2010. Such information for the year ended December 31, 2008 is contained in the Partnership's Information Circular for the Annual General and Special Meeting of Unitholders held on June 26, 2009. Additional financial information is provided in the Corporation's audited consolidated financial statements for the year ended December 31, 2009 and the accompanying management's discussion and analysis of financial conditions and results of operations dated March 9, 2010. Shareholders who wish to receive printed copies of these documents free of charge should contact the Corporation using the contact information included on the final page of this Annual Information Form.

SCHEDULE "A"
AUDIT COMMITTEE DISCLOSURE
PURSUANT TO MULTILATERAL INSTRUMENT 52-110

Overview

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities of oversight and supervision of, among other things:

- the annual audit and quarterly interim review of the financial statements of the Corporation, managing the relationship with the independent auditor and meeting with the independent auditor as required in connection with the audit services provided by the auditor;
- the pre-approval of the non-audit services provided by the independent auditor;
- the accounting and financial reporting practices and procedures of the Corporation;
- the adequacy of the internal controls and accounting procedures of the Corporation; and
- the quality and integrity of the financial statements and MD&A of the Corporation.

The Audit Committee Charter

The Audit Committee Charter is attached hereto as Schedule "B".

Composition of the Audit Committee

The Audit Committee is comprised of three directors, Messrs. Stewart (Chair), Kitagawa and Boyer, all of whom are independent in accordance with National Instrument 52-110 and are financially literate within the meaning of National Instrument 52-110. See "Directors and Officers".

Relevant Education and Experience

All members of the Audit Committee possess the work experience and education necessary to understand the accounting principles used by the Corporation to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, experience preparing, analyzing or auditing financial statements that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements and an understanding of internal controls and procedures for financial reporting.

Below are brief biographies for the members of the Audit Committee which illustrate the relevant education and experience of each such member.

Name	Principal Occupation and Biography
D. Michael G. Stewart	Mr. Stewart is a corporate director and the principal of the Ballinacurra Group, serves on the Boards of Directors of TransCanada Corporation, Orleans Energy Ltd., Pengrowth Corporation, the administrator of Pengrowth Energy Trust and Northpoint Energy Ltd. Until March 2002, Mr. Stewart was Executive Vice President, Business Development of Westcoast Energy and was responsible for the development of Westcoast Energy's power, international and major new projects. He also held the following positions with subsidiary and affiliate companies: President of Westcoast Energy International Inc.; Chairman of Westcoast Power Inc.; Chairman of the Management Committee of Maritimes & Northeast Pipeline Limited Partnership; and Co-Chief Executive Officer of Foothills Pipelines Ltd. Before joining Westcoast Energy in September 1993 as President and Chief Executive Officer of Westcoast Gas Services Inc., Mr. Stewart held a number of executive positions with companies involved in the energy, fertilizer and sulphur businesses. Mr. Stewart graduated from Queen's University in Kingston, Ontario in 1973 with a Bachelor of Science degree with honours in Geological Sciences. He is a member of the Institute of Corporate Directors and the Association of Professional Engineers, Geologists and Geophysicists of Alberta.
Colin D. Boyer	Independent Businessman. Mr. Boyer was, until August 15, 2006, the President and Chief Executive Officer of Birchill Energy Limited, a private oil and natural gas company. Mr.

Name	Principal Occupation and Biography
	Boyer's 30 years of experience in the oil and natural gas industry includes acting as President of Boyer Petroleum Engineering Ltd. from 1985 to 2000, a consulting engineering firm providing services for field operations, production and reservoir analysis and management. Mr. Boyer is currently a director of publicly traded Ember Resources Inc. as well as several private oil and natural gas companies. Mr. Boyer has a Bachelor of Science degree with a major in Petroleum Engineering from the University of Wyoming (1974) and has been a member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta since 1976.
Kyle D. Kitagawa, CA	Mr. Kitagawa is the Managing Director of North River Capital Corp. Mr Kitagawa brings over 20 years experience in commodity trading, equity investing and structured finance in both energy and energy intensive industries. Prior to April 2003, Mr. Kitagawa was President and Chief Executive Officer of Enron Canada Corp. Mr. Kitagawa serves on the board of directors of ProspEx Resources Ltd. and Zargon Energy Trust. Mr. Kitagawa is also the non executive Chairman Livingston Energy Ltd. And Coral Hill Energy Ltd. He is a former director of Advanced Mobile Power Systems LLC., Esprit Exploration Ltd., Ferus Trust, Invasion Energy Inc., Papier Masson Ltee., and Wave Energy Ltd. Mr. Kitagawa holds a Master of Business Administration degree from Queen's University (1988), a Bachelor of Commerce degree from the University of Calgary (1982) and has been a Chartered Accountant since 1985.

External Auditor Service Fees

The following table sets out the aggregate fees billed by the Corporation's external auditor for the years ended December 31, 2008 and December 31, 2009.

Period Ended	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2008	\$196,630	\$116,840	\$40,478	Nil
December 31, 2009	\$162,710	\$54,623	\$214,791	Nil

Notes:

- (1) Audit Fees are comprised of the aggregate fees billed by the Corporation's auditor. The Corporation has been billed for professional services for the audit of the Corporation's annual consolidated financial statements and reviews of the Corporation's quarterly financial statements, as well as services provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-Related Fees are comprised of the aggregate fees billed for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit review of the Corporation's financial statements and are not reported under note (1) above.
- (3) Tax Fees are comprised of the aggregate fees billed for professional services rendered by the Corporation's external auditor for tax compliance, tax advice, and tax planning. The Partnership incurred Tax Fees during the year ended December 31, 2009 in respect of tax compliance and general tax advice, tax planning for the Conversion, tax planning and advice with respect to the Champion Acquisition, and other planning matters.
- (4) All Other Fees are comprised of the aggregate fees billed for products and services provided by the Corporation's external auditor, other than the services reported under notes (2), (3), and (4), above.

SCHEDULE "B"
AUDIT COMMITTEE CHARTER

PART I
ESTABLISHMENT OF COMMITTEE

1. Committee Purpose

The Audit Committee (the "**Committee**") is established by the board of directors (the "**Board of Directors** ") of Canadian Energy Services & Technology Corp. (the "**Corporation**"), primarily for the purpose of overseeing the accounting and financial reporting processes of the Corporation and the reviews and audits of the financial statements of the Corporation.

The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities by monitoring, among other things:

- (a) the quality and integrity of the financial statements and related disclosure of the Corporation;
- (b) compliance by the Corporation with legal and regulatory requirements that could have a material effect upon the financial position of the Corporation which are not subject to the oversight of another committee of the Board of Directors or the Board of Directors as a whole;
- (c) the independent auditor's qualifications and independence; and
- (d) performance of the Corporation's independent auditor.

2. Composition of Committee

The Committee shall consist of as many members as the Board of Directors shall determine, but in any event not fewer than three directors of the Corporation, provided that each member of the Committee shall be determined by the Board of Directors to be:

- (a) an "unrelated" and "independent" director as defined in, and for the purposes of, any applicable governance guidelines or listing standards of any stock or securities exchange upon which the securities of the Corporation are, from time to time, listed; and
- (b) an "independent" and "financially literate" director for the purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument, policy, guideline or interpretation under such legislation, including, but not limited to, National Instrument 52-110 - Audit Committees promulgated under the Securities Act (Alberta).

3. Appointment of Committee Members

The members of the Committee shall be appointed by the Board of Directors on the recommendation of the Corporate Governance and Compensation Committee. The members of the Committee shall be appointed at the time of each annual meeting of shareholders and shall hold office until the next annual meeting, until they are removed by the Board of Directors or until their successors are earlier appointed, or until they cease to be directors of the Corporation.

**PART II
COMMITTEE PROCEDURE**

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board of Directors on the recommendation of the Corporate Governance and Compensation Committee and shall be filled by the Board of Directors, by resolution, if the membership of the Committee is fewer than three directors. The Board of Directors may remove and replace any member of the Committee.

5. Committee Chair

The Board of Directors shall appoint a chair (the "**Chair**") for the Committee. The Chair may be removed and replaced by the Board of Directors.

6. Absence of Chair

If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

7. Secretary of Committee

The Committee shall appoint a Secretary who need not be a director of the Corporation.

8. Regular Meetings

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least quarterly to approve the interim or annual financial statements of the Corporation, as applicable. The Committee at any time may, and at each regularly scheduled Committee meeting shall, meet without management present and shall meet periodically with management and the independent auditor of the Corporation. The Committee shall also meet separately with the independent auditor at every regularly scheduled meeting of the Committee at which the independent auditor is present and shall also meet separately with the Chief Financial Officer at every regularly scheduled meeting of the Committee.

9. Special Meetings

The Chair, any two members of the Committee, the independent auditor or the President and Chief Executive Officer of the Corporation may call a special meeting of the Committee.

10. Quorum

A majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

11. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may, in any manner, waive notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. Agenda

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board of Directors and management of the Corporation. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

13. Delegation

Subject to subsection 19(e), the Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

14. Access

In discharging its oversight role, the Committee shall have full access to all books, records, facilities and personnel of the Corporation and the Corporation.

15. Attendance of Others at a Meeting

At the invitation of the Chair, one or more officers, directors or employees of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee.

16. Procedure, Records and Reporting

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board of Directors when the Committee may deem appropriate (but not later than the next meeting of the Board of Directors).

17. Outside Consultants or Advisors

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors (including independent counsel) to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain or terminate such consultants or advisors, including the sole authority to approve the fees and other retention terms for such persons.

PART III MANDATE OF COMMITTEE

18. Appointment of the Corporation's Independent Auditor

Subject to confirmation by the independent auditor of its compliance with regulatory registration requirements, the Committee shall recommend to the Board of Directors the appointment of the independent auditor for the purpose of preparing or issuing any audit report or performing other audit, review or attest services for the Corporation, such appointment to be confirmed by the Corporation's shareholders at each annual meeting. The Committee shall also recommend to the Board of Directors the engagement letter with the independent auditor, the approval of fees to be paid to the independent auditor for audit services and shall pre-approve the retention of the independent auditor for any permitted non-audit service. The Committee shall also be directly responsible for the oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. The Committee shall communicate directly with the independent auditor. The independent auditor shall report directly to the Committee.

The Committee shall review the independence of the independent auditor including a written report from the independent auditor delineating all relationships between the independent auditor, the Corporation and the Corporation, considering whether the advisory services performed by the independent auditor during the course of the year have affected its independence, and ensuring that no relationship or service between the independent

auditor, the Corporation and the Corporation is in existence that may affect the objectivity and independence of the auditor, or recommending appropriate action to ensure the independence of the independent auditor.

19. Specific Mandates

The Committee, to the extent required by applicable laws or rules, or otherwise considered by the Committee to be necessary or appropriate, shall:

- (a) Oversight in Respect of Financial Disclosure
 - (i) review, discuss with management and the independent auditor, and recommend to the Board of Directors for approval:
 - A. the audited annual financial statements;
 - B. the annual information form;
 - C. the annual management's discussion and analysis;
 - D. the portions of the management proxy circular, for any annual or special meeting of shareholders, containing significant financial information respecting the Corporation;
 - E. all financial statements included in prospectuses or other offering documents;
 - F. any significant financial information contained in all prospectuses and all documents which may be incorporated by reference in a prospectus;
 - G. any significant financial information respecting the Corporation contained in a material change report, business acquisition report or press release;
 - (ii) review, discuss with management and the independent auditor, and recommend to the Board of Directors for approval:
 - A. the unaudited interim financial statements of the Corporation;
 - B. the quarterly management's discussion and analysis of the Corporation;
 - C. the interim reports of the Corporation;
 - (iii) review and discuss with management:
 - A. each press release which contains significant financial information respecting the Corporation (including, without limitation, annual and interim earnings press releases) or contains earnings guidance, prior to public dissemination thereof;
 - B. the use of "pro forma" or "adjusted" non-GAAP information;
 - C. financial information and earnings guidance provided to analysts and rating agencies; provided, however, that such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and in accordance with the Disclosure and Media Policy of the Corporation, and the Committee need not discuss in advance each instance in which the Corporation may provide earnings guidance or presentations to rating agencies;

- (iv) review with management and the independent auditor the scope of the audit, in particular the independent auditor's view of the Corporation's accounting principles as applied in the financial statements in terms of disclosure quality and evaluation methods, inclusive of the clarity of the Corporation's financial disclosure and reporting, degree of conservatism or aggressiveness of the Corporation's accounting principles and underlying estimates, and other significant decisions made by management in preparing the financial disclosure and reviewed by the independent auditor;
 - (v) review with management and the independent auditor major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls and procedures for financial reporting and management information systems and inquire of management and the independent auditor about significant risks and exposures to the Corporation that could significantly affect the Corporation's financial statements;
 - (vi) review with management and the independent auditor, and satisfy itself as to the adequacy of the procedures that are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of those procedures;
 - (vii) review with management and the independent auditor (including those of the following that are contained in any report of the independent auditor): (a) all critical accounting policies and practices to be used by the Corporation in preparing its financial statements; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of these alternative treatments, and the independent auditor's assessment of the alternatives; and (c) other material communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences;
 - (viii) review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet transactions on the Corporation's financial statements;
 - (ix) review the plans of management and the independent auditor regarding any significant changes in accounting practices or policies and the financial and accounting impact thereof;
 - (x) review with management, the independent auditor and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters have been disclosed in the financial statements;
 - (xi) review disclosures by the Corporation's President and Chief Executive Officer and Chief Financial Officer with respect to any required certification for the Corporation's financial statements by such individuals; and
 - (xii) discuss with management the Corporation's material financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's financial risk assessment and financial risk management policies and insurance policies.
- (b) Oversight in Respect of Legal and Regulatory Matters
- (i) review, if necessary, with legal counsel, the Corporation's compliance policies, legal matters and any material reports or inquiries received from regulators or governmental agencies that could have a material effect upon the financial position of the Corporation and which are not subject to the oversight of another committee of the Board of Directors or the Board of Directors as a whole.
- (c) Oversight in Respect of the Chief Financial Officer and Controller

- (i) consult with management on management's appointment, replacement, reassignment or dismissal of the Chief Financial Officer of the Corporation; and
 - (ii) ensure the Chief Financial Officer of the Corporation and the Controller of the Corporation have access to the Chair, the Chairman of the Board of Directors and the Chief Executive Officer of the Corporation and the Controller of the Corporation, and shall meet separately with the Chief Financial Officer of the Corporation and the Controller of the Corporation to review any problems or difficulties he or she may have encountered in the performance of his or her responsibilities and report to the Board of Directors on such meetings.
- (d) Oversight in Respect of the Independent Auditor
- (i) meet with the independent auditor prior to the annual audit to review the planning and staffing of the audit;
 - (ii) review annually the independent auditor's formal written statement of independence delineating all relationships between itself and the Corporation and the Corporation and review all such relationships;
 - (iii) receive confirmation from the independent auditor as to its standing as a "participating audit firm" and its compliance with any restrictions or sanctions imposed by the Canadian Public Accountability Board as those concepts are set forth in National Instrument 52-108 of the Canadian Securities Administrators;
 - (iv) review and evaluate the independent auditor, including the lead partner of the independent auditor team;
 - (v) meet separately with the independent auditor to review with them any problems or difficulties they may have encountered and specifically:
 - A. any difficulties which were encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management; and
 - B. any changes required in the planned scope of the audit;and report to the Board of Directors on such meetings;
 - (vi) review the engagement reports of the independent auditor on unaudited financial statements of the Corporation; and
 - (vii) review and approve the Corporation's hiring policies regarding partners, employees, former partners and former employees of the Corporation's present and former independent auditor.
- (e) Oversight in Respect of Audit and Non-Audit Services
- (i) have the sole authority to pre-approve all audit services (which may entail providing comfort letters in connection with securities underwritings) and all permitted non-audit services, other than non-audit services where:
 - A. the aggregate amount of all such non-audit services provided to the Corporation or its subsidiaries constitutes not more than 5% of the total amount of fees paid by the Corporation (and its subsidiaries) to the independent auditor during the fiscal year in which the non-audit services are provided;

- B. such services were not recognized by the Corporation (or any subsidiary) at the time of the engagement to be non-audit services; and
 - C. such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee; and
- (ii) delegate to one or more designated members of the Committee the authority to grant pre-approvals required by this section; provided that the decision of any member to whom authority is delegated to pre-approve an activity shall be presented to the Committee at the first scheduled meeting following such decision, and provided further that, if the Committee approves an audit service within the scope of the engagement of the independent auditor, such audit service shall be deemed to have been pre-approved for purposes of this section
- (f) Oversight in Respect of Certain Policies
- (i) establish procedures for: (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
 - (ii) periodically review the Corporation's public disclosure policy.

20. Self-Evaluation

The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation.

21. Non-Exhaustive List

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight responsibilities.

22. Review of Committee's Charter

The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board of Directors.

23. Oversight Function

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate or are in accordance with generally accepted accounting principles. These are the responsibilities of management and the independent auditor. The Committee and its Chair are members of the Board of Directors, appointed to the Committee to provide broad oversight of the financial risk and control related activities of the Corporation, and are specifically not accountable nor responsible for the day to day operation or performance of such activities. The role of all Committee members is to oversee the process, not to certify or guarantee the accuracy or completeness of the external audit of the Corporation's financial information or public disclosure.



CANADIAN ENERGY SERVICES & TECHNOLOGY CORP.
900, 715 – 5th Avenue S.W.,
Calgary, Alberta, Canada
T2P 2X6

Telephone: 1-888-785-6695
Fax: (403) 264-6255
www.CanadianEnergyServices.com