PRESS RELEASE **August 8, 2024**
FOR IMMEDIATE DISTRIBUTION

CES ENERGY SOLUTIONS CORP. ANNOUNCES STRONG Q2 2024 RESULTS WITH RECORD SECOND QUARTER REVENUE AND ADJUSTED EBITDAC AND DECLARES CASH DIVIDEND

CES Energy Solutions Corp. ("CES" or the "Company") **(TSX: CEU) (OTC: CESDF)** is pleased to announce strong financial results for the three and six months ended June 30, 2024, with record second quarter revenue and Adjusted EBITDAC. The Company's Board of Directors also approved a quarterly dividend of $0.030 per share, which will be paid on October 15, 2024, to the shareholders of record at the close of business on September 30, 2024. Second quarter highlights include:

- Record second quarter revenue of $553.2 million, increased 7% year over year
- Record second quarter Adjusted EBITDAC of $95.4 million at a 17.3% margin, increased 29% year over year
- Cash Flow from Operations of $83.2 million and Free Cash Flow of $54.8 million
- Total Debt/Adjusted EBITDAC reduced to 1.12x from 1.28x at Q1 2024 with long term debt declining by $48.8 million to $306.3 million
- On May 24, 2024, CES closed the private placement of $200.0 million aggregate principal amount of 6.875% senior unsecured notes due May 24, 2029, and settled the $250.0 million Canadian Term Loan Facility

CES' second quarter, record setting results demonstrate the significant merits of its unique business model. During the quarter, CES continued to provide critical chemical solutions enabling our customers to succeed in an era of high service intensity levels, and increasingly complex drilling fluids and production chemical technology requirements.

CES' performance is characterized by strong levels of financial resilience, cash flow generation, and profitability inherent in its capex light, asset light, consumable chemicals business model supported by industry leading people, infrastructure, and technology. CES continues to provide valuable solutions to increasingly complicated drilling programs which require higher levels of service intensity, effectively overcoming a lower US industry rig count. Attractive growth was also achieved by delivering superior production chemical services and technology to active, results oriented, high quality customers as they continue to maximize returns on their producing wells through effective chemical treatments.

Adjusted EBITDAC margins were sustained at 17.3%, in line with Q1 2024, as a result of continued levels of high service intensity, an attractive product mix, and adoption of innovative, technologically advanced products supported by a prudent cost structure, effective supply chain management, and vertically integrated business model.

CES continues to prioritize shareholder returns and distributed $7.0 million to shareholders through its quarterly dividend payments. There was no NCIB activity in Q2 2024, as the Company completed its July 21, 2023, NCIB program on March 31, 2024, repurchasing the maximum of 18,719,430 common shares allowable at an average price of $3.66 per share. On July 22, 2024, the Company renewed its NCIB program to repurchase for cancellation up to 19,198,719 common shares, being 10.0% of the public float of common shares at the time of renewal. The renewed NCIB will terminate on July 21, 2025, or such earlier date as the maximum number of common shares are purchased pursuant to the NCIB or the NCIB is completed or is terminated at the Company's election.

CES remains confident in its ability to continue generating strong surplus free cash flow, supported by its financial performance, outlook, and capital structure, and Furthermore, on August 8, 2024, the Company's Board of Directors approved a quarterly dividend of $0.030 per share, which will be paid on October 15, 2024, to the shareholders of record at the close of business on September 30, 2024.

Second Quarter Results

Revenue in the quarter was a second quarter record at $553.2 million, representing a sequential decrease of $35.4 million or 6% compared to Q1 2024, on seasonally lower activity levels in Canada as anticipated, and an increase of $37.4 million or 7% compared to CES' previous second quarter record of $515.8 million in Q2 2023. For the six months ended June 30, 2024, CES generated revenue of $1.1 billion, an increase of $68.2 million or 6% relative to the six months ended June 30, 2023. The increases over prior year comparative periods is driven by increasing service intensity levels, higher production chemical volumes, and strong market share positions, resulting in an overall uptick in revenue despite softening industry rig counts in the US.

Revenue generated in the US during Q2 2024 set a new quarterly record at $390.9 million, representing a sequential increase of $3.3 million or 1% compared to Q1 2024, and an increase of $15.5 million or 4% compared to Q2 2023. For the six months ended June 30, 2024, revenue generated in the US was up 5% to $778.6 million relative to the six months ended June 30, 2023. US revenues for both the three and six month periods benefited from higher production levels and increased service intensity, which more than offset the impact of decreased industry drilling activity when compared to prior year. CES continued to maintain its strong industry positioning, achieving US Drilling Fluids Market Share of 22% for both the three and six months ended June 30, 2024, compared to 20% for both the three and six months ended June 30, 2023.

Revenue generated in Canada during Q2 2024 was a second quarter record at $162.3 million, representing a sequential decrease of $38.6 million or 19% compared to Q1 2024 as is expected on a seasonal basis given the 35% decline in industry rig count relative to Q1 2024, and an increase of $21.9 million or 16% compared to Q2 2023. For the six months ended June 30, 2024, revenue generated in Canada was up 10% to $363.2 million relative to the six months ended June 30, 2023. Canadian revenues for both the three and six month periods benefited from higher industry activity and production chemical volumes year over year. Canadian Drilling Fluids Market Share of 31% and 33% for the three and six months ended June 30, 2024, respectively, compared to 32% and 36% for the three and six months ended June 30, 2023, respectively.

Adjusted EBITDAC was a second quarter record at $95.4 million, representing a sequential decrease of 6% compared to Q1 2024, and an increase of 29% compared to Q2 2023. Adjusted EBITDAC as a percentage of revenue of 17.3% in Q2 2024, and was in line with the 17.3% recorded in Q1 2024 and ahead of the 14.3% recorded in Q2 2023. For the six months ended June 30, 2024, Adjusted EBITDAC was up 31% to $197.5 million from $151.0 million in the six months ended June 30, 2023. Adjusted EBITDAC improvements for both the three and six month periods were driven by strong revenue levels combined with improved margins, as a result of increased service intensity, an attractive product mix, effective supply chain management, and continued adoption of innovative, technologically advanced products, supported by a prudent cost structure and vertically integrated business model.

Net income for the three and six months ended June 30, 2024, increased 42% to $48.2 million$33.9, and 53% to $102.6 million, respectively, relative to prior year comparative periods, driven by strong activity levels combined with improved margins and prudent management of expenses.

During the quarter, CES returned $7.0 million to shareholders through its quarterly dividend payments (Q2 2023 - $7.6 million in shares repurchased under its NCIB and $5.1 million in dividend payments). There was no NCIB activity in Q2 2024, as the Company completed its July 21, 2023, NCIB program on March 31, 2024, repurchasing the maximum of 18,719,430 common shares allowable at an average price of $3.66 per share. For the six months ended June 30, 2024, CES returned $30.7 million to shareholders (2023 - $22.0 million), through $17.8 million in shares repurchased under its NCIB and $12.9 million in dividends paid (2023 - $11.8 million and $10.2 million, respectively).

For Q2 2024, net cash provided by operating activities totaled $83.2 million compared to $89.3 million during the three months ended June 30, 2023, driven by a lower working capital harvest as a result of the optimization of working capital balances. For the six months ended June 30, 2024, net cash provided by operating activities of $169.6 million compared to $162.6 million for the six months ended June 30, 2023. The improvement for the six month period was driven by strong financial performance with higher contribution margins on associated activity levels, combined with the benefits of ongoing working capital optimization efforts.

CES generated $61.6 million in Funds Flow from Operations in Q2 2024, compared to $74.2 million generated in Q1 2024 and a decrease of 2% from $63.0 million generated in Q2 2023. For the six months ended June 30, 2024 CES generated $135.7 million of Funds Flow from Operations compared to $125.6 million in 2023. Funds Flow from Operations excludes the impact of working capital, and is reflective of the continued strong surplus free cash flow generated in 2024.

CES generated $54.8 million in Free Cash Flow in Q2 2024, compared to $57.4 million generated in Q1 2024, and $66.7 million generated in Q2 2023. For the six months ended June 30, 2024, CES generated $112.2 million of Free Cash Flow compared to $120.8 million in 2023. The decrease for both year over year comparable periods was primarily driven by a lower working capital harvest as a result of optimization of working capital balances and stronger revenue levels. Free Cash Flow includes the impact of quarterly working capital variations, net of capital expenditures and lease repayments.

As at June 30, 2024, CES had a Working Capital Surplus of $639.6 million, which increased from $637.0 million at March 31, 2024 and $632.8 million as at December 31, 2023. The increase during the quarter was driven by reductions in accounts payable and accrued liabilities and accounts receivable, driven by strong collections and seasonally lower activity levels in line with the sequential decrease in revenue, partly offset by elevated financial derivative assets related to outstanding equity derivative contracts. The Company continues to focus on working capital optimization benefiting from the high quality of its customers and diligent internal credit monitoring processes.

On May 24, 2024, CES closed the private placement of $200.0 million aggregate principal amount of 6.875% senior unsecured notes due May 24, 2029 (the "Senior Notes"). The net proceeds from the issuance of the Senior Notes, together with draws on the Company’s Senior Facility, were used to repay the $250.0 million secured Canadian Term Loan Facility on more attractive terms, providing a maturity extension to 2029 to further strengthen the capital structure to meet the needs of the Company, while reducing the cost of capital.

As at June 30, 2024, CES had Total Debt, inclusive of lease obligations, of $405.1 million compared to $434.5 million at March 31, 2024, and $469.6 million at December 31, 2023. Total Debt is primarily comprised of a net draw on its Senior Facility of $110.6 million (March 31, 2024 - $105.1 million and December 31, 2023 - $140.6 million), $200.0 million of Senior Notes, which replaced the previously outstanding $250.0 million Canadian Term Loan Facility, and lease obligations of $85.3 million (March 31, 2024 - $71.0 million and December 31, 2023 - $73.1 million). The reduction in Total Debt in the quarter reflects the continued strong financial performance of CES, combined with ongoing efforts to optimize working capital. Working Capital Surplus exceeded Total Debt at June 30, 2024, by $234.5 million (December 31, 2023 - $163.1 million). As of the date of this MD&A, the Company had total long-term debt of approximately $320.5 million, comprised of a net draw on its Senior Facility of approximately $120.5 million and its outstanding $200.0 million Senior Notes due May 24, 2029.

On July 18, 2024, CES announced the renewal of its previous NCIB, which expired on July 20, 2024. Under the Company's renewed NCIB, which became effective on July 22, 2024, the Company may repurchase for cancellation up to 19,198,719 common shares, being 10.0% of the public float of common shares at the time of renewal. The renewed NCIB will terminate on July 21, 2025, or such earlier date as the maximum number of common shares are purchased pursuant to the NCIB or the NCIB is completed or is terminated at the Company's election. Subsequent to June 30, 2024, the Company has repurchased 1,498,200 additional shares at weighted average price of $7.90 for a total of $11.8 million.

On July 1, 2024, CES closed the acquisition of all of the business assets of Hydrolite Operating LLC. ("Hydrolite"). Hydrolite provides comprehensive completion fluids solutions, including advanced mixing plant services, onsite solids processing, and wholesale chemicals and kill mud, with a focus on servicing the Permian basin. The Hydrolite acquisition augments the full-cycle service offerings of the Company's operations and will be enhanced by CES' broad customer reach, extensive supply chain, and vertically integrated business model. The aggregate purchase price was approximately $15.0 million, with $8.1 million of cash consideration settled on close of the acquisition. The remaining consideration includes customary post-close adjustments and deferred consideration.

Outlook

The strong demand trends of developing countries and global demand requirements to support eventual energy transition initiatives, combined with depletion of existing resources, and reduced investment in the upstream oil and gas sector over recent years, has necessitated increased service intensity for available resources thereby resulting in continued constructive end markets for CES. This has led to stable commodity prices and a favorable outlook for CES' primary North American target market. Despite economic uncertainty and ongoing global conflicts, energy industry fundamentals continue to support critical drilling and production activity for oil and natural gas. Moreover, current depressed global inventories and fewer high-quality drilling locations provide cautious optimism for suitable pricing, despite potential economic headwinds and geopolitical instability impacting customer spending plans. Currently, oil prices are sustained by increasing global demand and limited supply growth, with OPEC adhering to lower production quotas, and while natural gas has demonstrated price weakness since early 2023, we anticipate a sustained period of elevated gas drilling activity in the US and Canada as projects under construction come online.

CES continues to be optimistic in its outlook for the remainder of the year as it expects to benefit from stable upstream activity, increased service intensity levels, adoption of advanced critical chemical solutions, and continued strength in commodity pricing across North America by capitalizing on its established infrastructure, industry leading positioning, vertically integrated business model, and strategic procurement practices.

Commensurate with current record revenue levels, CES expects 2024 capital expenditures, net of proceeds on disposals of assets, to be approximately $75.0 to $80.0 million, split evenly between maintenance and expansion capital to support sustained revenue levels and business development opportunities. CES plans to continue its disciplined and prudent approach to capital expenditures and will adjust its plans as required to support prudent growth initiatives throughout divisions.

CES has proactively managed both the duration and the flexibility of its debt. In May 2024, CES successfully issued $200.0 million of Senior Notes due May 24, 2029. The net proceeds from the issuance of the Senior Notes, together with draws on the Company's Senior Facility were used to repay the $250.0 million secured Canadian Term Loan Facility on more attractive terms, and provided maturing extension to 2029. This further strengthens the Company's capital structure and reduces the cost of capital alongside its previously amended and extended Senior Facility due April 2026. The combination of the Senior Notes and the Senior Facility effectively addresses CES' near-term and foreseeable longer-term requirements. CES routinely considers its capital structure, including increasing or decreasing the capacity of its Senior Facility, issuance or redemption of Senior Notes, and other potential financing options.

CES' underlying business model is capex light and asset light, enabling the generation of significant surplus free cash flow. As our customers endeavor to maintain or grow production in the current environment, CES will leverage its established infrastructure, business model, and nimble customer-oriented culture to deliver superior products and services to the industry. CES sees the consumable chemical market increasing its share of the oilfield spend as operators continue to: drill longer reach laterals and drill them faster; expand and optimize the utilization of pad drilling; increase the intensity and size of their fracs; and require increasingly technical and specialized chemical treatments to effectively maintain existing cash flow generating wells and treat growing production volumes and water cuts from new wells.

Conference Call Details

With respect to the second quarter results, CES will host a conference call / webcast at 9:00 am MT (11:00 am ET) on Friday, August 9, 2024. A recording of the live audio webcast of the conference call will also be available on our website at www.cesenergysolutions.com. The webcast will be archived for approximately 90 days.

North American toll-free: 1-(844)-763-8274
International / Toronto callers: (647)-484-8814
Link to Webcast: http://www.cesenergysolutions.com/

Financial Highlights

	Three Months Ended June 30,			Six Months Ended June 30,		
($000s, except per share amounts)	**2024**	2023	% Change	**2024**	2023	% Change
Revenue						
United States[1]	**390,924**	375,455	4 %	**778,598**	744,430	5 %
Canada[1]	**162,272**	140,387	16 %	**363,176**	329,108	10 %
Total Revenue	**553,196**	515,842	7 %	**1,141,774**	1,073,538	6 %
Net income	**48,155**	33,901	42 %	**102,613**	66,903	53 %
per share – basic	***0.20***	*0.13*	54 %	***0.44***	*0.26*	69 %
per share - diluted	***0.20***	*0.13*	54 %	***0.43***	*0.26*	65 %
Adjusted EBITDAC[2]	**95,447**	73,893	29 %	**197,479**	150,996	31 %
Adjusted EBITDAC[2] % of Revenue	***17.3 %***	*14.3 %*	3.0 %	***17.3 %***	*14.1 %*	3.2 %
Funds Flow from Operations[2]	**61,560**	62,995	(2)%	**135,725**	125,620	8 %
Change in non-cash working capital	**21,685**	26,332	(18)%	**33,848**	36,945	(8)%
Cash provided by (used in) operating activities	**83,245**	89,327	(7)%	**169,573**	162,565	4 %
Capital expenditures						
Expansion Capital[1]	**15,357**	12,639	22 %	**32,441**	23,269	39 %
Maintenance Capital[1]	**6,289**	6,761	(7)%	**11,751**	11,060	6 %
Total capital expenditures	**21,646**	19,400	12 %	**44,192**	34,329	29 %
Dividends declared	**7,056**	6,312	12 %	**14,092**	11,415	23 %
per share	***0.030***	*0.025*	20 %	***0.060***	*0.045*	33 %
Common Shares Outstanding						
End of period - basic	**235,188,873**	252,463,642		**235,188,873**	252,463,642	
End of period - fully diluted[2]	**239,430,548**	258,516,081		**239,430,548**	258,516,081	
Weighted average - basic	**235,162,870**	253,756,497		**234,768,108**	254,316,550	
Weighted average - diluted	**239,402,896**	258,297,780		**239,407,658**	260,334,033	

	As at				
Financial Position ($000s)	**June 30, 2024**	March 31, 2024	% Change	December 31, 2023	% Change
Total assets	**1,413,278**	1,411,110	— %	1,377,265	3 %
Total long-term debt	**306,317**	355,072	(14)%	390,616	(22)%
Long-term financial liabilities[3]	**371,698**	373,724	(1)%	419,416	(11)%
Total Debt[2]	**405,140**	434,529	(7)%	469,619	(14)%
Working Capital Surplus[2]	**639,605**	637,044	— %	632,764	1 %
Net Debt[2]	**(234,465)**	(202,515)	16 %	(163,145)	44 %
Shareholders' equity	**761,872**	708,294	8 %	657,995	16 %

[1]Supplementary Financial Measure. Supplementary Financial Measures are provided herein because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" contained herein.

[2]Non-GAAP measure that does not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other entities. The most directly comparable GAAP measure for Adjusted EBITDAC is Net income, for Funds Flow from Operations is Cash provided by (used in) operating activities, for Shares Outstanding, End of period - fully diluted is Common Shares outstanding, and for Total Debt, Net Debt, and Working Capital Surplus is Long-term financial liabilities. Refer to the section entitled "Non-GAAP Measures and Other Financial Measures" contained herein.

[3]Includes long-term portion of the Senior Facility, the Canadian Term Loan Facility, the Senior Notes, lease obligations, deferred acquisition consideration, and cash settled incentive obligations.

Business of CES

CES is a leading provider of technically advanced consumable chemical solutions throughout the life-cycle of the oilfield. This includes total solutions at the drill-bit, at the point of completion and stimulation, at the wellhead and pump-jack, and finally through to the pipeline and midstream market. Key solutions include corrosion inhibitors, demulsifiers, H2S scavengers, paraffin control products, surfactants, scale inhibitors, biocides and other specialty products. Further, specialty chemicals are used throughout the pipeline and midstream industry to aid in hydrocarbon movement and manage transportation and processing challenges including corrosion, wax build-up and H2S.

CES operates in all major basins throughout the United States ("US"), including the Permian, Eagleford, Bakken, Marcellus and Scoop/Stack, as well as in the Western Canadian Sedimentary Basin ("WCSB") with an emphasis on servicing the ongoing major resource plays: Montney, Duvernay, Deep Basin and SAGD. In the US, CES operates under the trade names AES Drilling Fluids ("AES"), Jacam Catalyst LLC ("Jacam Catalyst"), Proflow Solutions ("Proflow"), and Superior Weighting Products ("Superior Weighting"). In Canada, CES operates under the trade names Canadian Energy Services, PureChem Services ("PureChem"), StimWrx Energy Services Ltd. ("StimWrx"), Sialco Materials Ltd. ("Sialco"), and Clear Environmental Solutions ("Clear").

Non-GAAP Measures and Other Financial Measures

CES uses certain supplementary information and measures not recognized under IFRS where management believes they assist the reader in understanding CES' results. These measures are calculated by CES on a consistent basis unless otherwise specifically explained. These measures do not have a standardized meaning under IFRS and may therefore not be comparable to similar measures used by other issuers.

Non-GAAP financial measures and non-GAAP ratios have the definition set out in National Instrument 52-112 "Non-GAAP and Other Financial Measures Disclosure". The non-GAAP measures, non-GAAP ratios and supplementary financial measures used herein, with IFRS measures, are the most appropriate measures for reviewing and understanding the Company's financial results. The non-GAAP measures and non-GAAP ratios are further defined as follows:

EBITDAC - is a non-GAAP measure that has been reconciled to net income for the financial periods, being the most directly comparable measure calculated in accordance with IFRS. EBITDAC is defined as net income before interest, taxes, depreciation and amortization, finance costs, other income (loss), stock-based compensation, and impairment of goodwill, which are not reflective of underlying operations. EBITDAC is a metric used to assess the financial performance of an entity's operations. Management believes that this metric provides an indication of the results generated by the Company's business activities prior to how these activities are financed, how the Company is taxed in various jurisdictions, and how the results are impacted by foreign exchange and non-cash charges. This non-GAAP financial measure is also used by Management as a key performance metric supporting decision making and assessing divisional results.

Adjusted EBITDAC - is a non-GAAP measure that is defined as EBITDAC noted above, adjusted for specific items that are considered to be non-recurring in nature. Management believes that this metric is relevant when assessing normalized operating performance.

Adjusted EBITDAC % of Revenue - is a non-GAAP ratio calculated as Adjusted EBITDAC divided by revenue. Management believes that this metric is a useful measure of the Company's normalized operating performance relative to its top line revenue generation and a key industry performance measure.

Readers are cautioned that EBITDAC and Adjusted EBITDAC should not be considered to be more meaningful than net income determined in accordance with IFRS.

EBITDAC, Adjusted EBITDAC, and Adjusted EBITDAC % of Revenue are calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
$000s	**2024**	2023	**2024**	2023
Net income	**48,155**	33,901	**102,613**	66,903
Adjust for:				
Depreciation and amortization	**20,948**	17,883	**40,643**	36,793
Current income tax expense	**9,261**	3,597	**17,004**	6,874
Deferred income tax expense	**4,396**	7,429	**9,018**	15,645
Stock-based compensation	**18,489**	4,589	**28,130**	7,728
Finance costs	**(5,121)**	6,453	**1,798**	16,935
Other (income) loss	**(681)**	41	**(1,727)**	118
EBITDAC	**95,447**	73,893	**197,479**	150,996
Adjusted EBITDAC	**95,447**	73,893	**197,479**	150,996
Adjusted EBITDAC % of Revenue	***17.3 %***	*14.3 %*	***17.3 %***	*14.1 %*
Adjusted EBITDAC per share - basic	***0.41***	*0.29*	***0.84***	*0.59*
Adjusted EBITDAC per share - diluted	***0.40***	*0.29*	***0.83***	*0.58*

Distributable Earnings - is a non-GAAP measure that is defined as cash provided by operating activities, adjusted for change in non-cash operating working capital less Maintenance Capital and repayment of lease obligations. Distributable Earnings is a measure used by Management and investors to analyze the amount of funds available to distribute to shareholders as dividends or through the NCIB program before consideration of funds required for growth purposes.

Dividend Payout Ratio - is a non-GAAP ratio that is defined as dividends declared as a percentage of Distributable Earnings. Management believes it is a useful measure of the proportion of available funds committed to being returned to shareholders in the form of a dividend relative to the Company's total Distributable Earnings.

Readers are cautioned that Distributable Earnings should not be considered to be more meaningful than cash provided by operating activities determined in accordance with IFRS. Distributable Earnings and Dividend Payout Ratio are calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
$000s	**2024**	2023	**2024**	2023
Cash provided by (used in) operating activities	**83,245**	89,327	**169,573**	162,565
Adjust for:				
Change in non-cash operating working capital	**(21,685)**	(26,332)	**(33,848)**	(36,945)
Maintenance Capital[(1)]	**(6,289)**	(6,761)	**(11,751)**	(11,060)
Repayment of lease obligations	**(8,348)**	(6,161)	**(16,048)**	(11,621)
Distributable Earnings	**46,923**	50,073	**107,926**	102,939
Dividends declared	**7,056**	6,312	**14,092**	11,415
Dividend Payout Ratio	**15 %**	13 %	**13 %**	11 %

[1]*Supplementary Financial Measure. Supplementary Financial Measures are provided herein because Management believes they assist the reader in understanding CES' results.*

Funds Flow From Operations - is a non-GAAP measure that has been reconciled to Cash provided by (used in) operating activities for the financial periods, being the most directly comparable measure calculated in accordance with IFRS. Funds Flow from Operations is defined as cash flow from operations before changes in non-cash operating working capital and represents the Company’s after-tax operating cash flows. Readers are cautioned that this measure is not intended to be considered more meaningful than cash provided by operating activities, or other measures of financial performance calculated in accordance with IFRS.

Funds Flow from Operations is used by Management to assess operating performance and leverage, and is calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
$000s	**2024**	2023	**2024**	2023
Cash provided by (used in) operating activities	**83,245**	89,327	**169,573**	162,565
Adjust for:				
Change in non-cash operating working capital	**(21,685)**	(26,332)	**(33,848)**	(36,945)
Funds Flow from Operations	**61,560**	62,995	**135,725**	125,620

Free Cash Flow **-** is a non-GAAP measure that has been reconciled to Cash provided by (used in) operating activities for the financial periods, being the most directly comparable measure calculated in accordance with IFRS. Free Cash Flow is defined as cash flow from operations adjusted for capital expenditures and repayment of lease obligations, net of proceeds on disposal of assets, and represents the Company's core operating results in excess of required capital expenditures. Readers are cautioned that this measure is not intended to be considered more meaningful than cash provided by operating activities, or other measures of financial performance calculated in accordance with IFRS. Free Cash Flow is used by Management to assess operating performance and leverage, and is calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
$000s	**2024**	2023	**2024**	2023
Cash provided by (used in) operating activities	**83,245**	89,327	**169,573**	162,565
Adjust for:				
Expansion Capital(1)	**(15,357)**	(12,639)	**(32,441)**	(23,269)
Maintenance Capital(1)	**(6,289)**	(6,761)	**(11,751)**	(11,060)
Repayment of lease obligations	**(8,348)**	(6,161)	**(16,048)**	(11,621)
Proceeds on disposal of assets	**1,586**	2,908	**2,874**	4,160
Free Cash Flow	**54,837**	66,674	**112,207**	120,775

1Supplementary Financial Measure. Supplementary Financial Measures are provided herein because Management believes they assist the reader in understanding CES' results.

Net Cash Used for Investment in Property and Equipment **-** is a non-GAAP measure that has been reconciled to Cash used for investment in property and equipment, being the most directly comparable measure calculated in accordance with IFRS. Management believes that this metric is a key measure to assess the total capital required to support ongoing business operations. Readers are cautioned that this measure is not intended to be considered more meaningful than cash used for investment in property and equipment or other measures of financial performance calculated in accordance with IFRS. Net Cash Used for Investment in Property and Equipment is calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
$000s	**2024**	2023	**2024**	2023
Cash used for investment in property and equipment	**20,693**	18,874	**41,680**	33,151
Adjust for:				
Proceeds on disposal of assets	**(1,586)**	(2,908)	**(2,874)**	(4,160)
Net Cash used for investment in property and equipment	**19,107**	13,025	**38,806**	13,025

Working Capital Surplus - is a non-GAAP measure that is calculated as current assets less current liabilities, excluding the current portion of finance lease obligations, current portion of long-term debt, and deferred acquisition consideration. Management believes that this metric is a key measure to assess operating performance and leverage of the Company and uses it to monitor its capital structure.

Net Debt and Total Debt **-** are non-GAAP measures that Management believes are key metrics to assess liquidity of the Company and uses them to monitor its capital structure. Net Debt represents Total Debt, which includes the Senior Facility, The Canadian Term Loan Facility, the Senior Notes, both current and non-current portions of lease obligations, both current and non-current portions of deferred acquisition consideration, non-current portion of cash settled incentive obligations, offset by the Company's cash position, less Working Capital Surplus.

Readers are cautioned that Total Debt, Working Capital Surplus, and Net Debt should not be construed as alternative measures to Long-term financial liabilities determined in accordance with IFRS.

Total Debt, Working Capital Surplus, and Net Debt are calculated as follows:

	As at	
$000s	**June 30, 2024**	December 31, 2023
Long-term financial liabilities(1)	**371,698**	419,416
Current portion of lease obligations	**30,709**	27,980
Current portion of long-term debt	—	20,800
Current portion of deferred acquisition consideration	**2,733**	1,423
Total Debt	**405,140**	469,619
Deduct Working Capital Surplus:		
Current assets	**884,318**	880,772
Current liabilities(2)	**(244,713)**	(248,008)
Working Capital Surplus	**639,605**	632,764
Net Debt	**(234,465)**	(163,145)

1 Includes long-term portion of the Senior Facility, the Canadian Term Loan Facility, the Senior Notes, lease obligations, deferred acquisition consideration, and long-term portion of cash settled incentive obligations.
2 Excludes current portion of lease liabilities, long-term debt and deferred acquisition consideration.

Total Debt/Adjusted EBITDAC – is a non-GAAP ratio that Management believes to be a useful measure of the Company's liquidity and leverage levels, and is calculated as Total Debt divided by Adjusted EBITDAC for the most recently ended four quarters. Total Debt and Adjusted EBITDAC are non-GAAP measures that do not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other entities. Total Debt and Adjusted EBITDAC are calculated as outlined above.

Shares outstanding, End of period - fully diluted - is a non-GAAP measure that has been reconciled to Common Shares outstanding for the financial periods, being the most directly comparable measure calculated in accordance with IFRS. This measure is not intended to be considered more meaningful than Common shares outstanding. Management believes that this metric is a key measure to assess the total potential shares outstanding for the financial periods and is calculated as follows:

	As at	
	June 30, 2024	December 31, 2023
Common shares outstanding	**235,188,873**	236,042,566
Restricted share units outstanding, end of period	**4,241,675**	5,342,676
Shares outstanding, end of period - fully diluted	**239,430,548**	241,385,242

Supplementary Financial Measures

A Supplementary Financial Measure: (a) is, or is intended to be, disclosed on a periodic basis to depict the historical or expected future financial performance, financial position or cash flow of the Company; (b) is not presented in the financial statements of the Company; (c) is not a non-GAAP financial measure; and (d) is not a non-GAAP ratio. Supplementary financial measures found within this press release are as follows:

Revenue - United States - comprises a component of total revenue, as determined in accordance with IFRS, and is calculated as revenue recorded from the Company's US divisions.

Revenue - Canada - comprises a component of total revenue, as determined in accordance with IFRS, and is calculated as revenue recorded from the Company's Canadian divisions.

Expansion Capital - comprises a component of total investment in property and equipment as determined in accordance with IFRS, and represents the amount of capital expenditure that has been or will be incurred to grow or expand the business or would otherwise improve the productive capacity of the operations of the business.

Maintenance Capital - comprises a component of total investment in property and equipment as determined in accordance with IFRS, and represents the amount of capital expenditure that has been or will be incurred to sustain the current level of operations.

Cautionary Statement

Except for the historical and present factual information contained herein, the matters set forth in this press release, may constitute forward-looking information or forward-looking statements (collectively referred to as "forward-looking information") which involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of CES, 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 press release, such information uses such words as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", and other similar terminology. This information reflects CES' current expectations regarding future events and operating performance and speaks only as of the date of the press release. Forward-looking information involves significant risks and uncertainties, should not be read as a guarantee of future performance or results, and will not necessarily be 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. The management of CES believes the material factors, expectations and assumptions reflected in the forward-looking information are reasonable but no assurance can be given that these factors, expectations and assumptions will prove to be correct. The forward-looking information contained in this document speaks only as of the date of the document, and CES assumes no obligation to publicly update or revise such information to reflect new events or circumstances, except as may be required pursuant to applicable securities laws or regulations. The material assumptions in making forward-looking statements include, but are not limited to, assumptions relating to demand levels and pricing for the oilfield consumable chemical offerings of the Company; fluctuations in the price and demand for oil and natural gas; anticipated activity levels of the Company's significant customers; commodity pricing; general economic and financial market conditions; the successful integration of recent acquisitions; the Company's ability to finance its operations; levels of drilling and other activity in the WCSB, the Permian and other US basins, the effects of seasonal and weather conditions on operations and facilities; changes in laws or regulations; currency exchange fluctuations; the ability of the Company to attract and retain skilled labour and qualified management; and other unforeseen conditions which could impact the Company's business of supplying oilfield consumable chemistry to the Canadian and US markets and the Company's ability to respond to such conditions.

In particular, this press release contains forward-looking information pertaining to the following: the certainty and predictability of future cash flows, profitability and earnings; expectations that Adjusted EBITDAC will exceed the sum of expenditures on interest, taxes and capital expenditures; expectations of capital expenditures in 2024; expectations that Adjusted EBITDAC will provide sufficient free cash flow to pay down the Company's Senior Facility and repurchase common shares pursuant to the Company's NCIB; expectations regarding CES' revenue and surplus free cash flow generation and the potential use of such free cash flow including to increase its dividend or repurchase the common shares of the Company; expectations regarding end market activity levels; the strength of the Company's balance sheet, the achievement of the Company's strategic objectives, and the generation of shareholder value; expectations regarding improving industry conditions and the Company's ability to generate free cash flow to sustain and increase the quarterly dividend; CES' ability to execute on financial goals relating to its balance sheet, liquidity, working capital and cost structure; the sufficiency of liquidity and capital resources to meet long-term payment obligations; CES' ability to increase or maintain its market share; optimism with respect to future prospects for CES; impact of CES' vertically integrated business model on future financial performance; supply and demand for CES' products and services, including expectations for growth in CES' production and specialty chemical sales, expected growth in the consumable chemicals market; industry activity levels; expectations regarding service intensity in the upstream oil and gas sector; expectations regarding the adoption of advanced critical chemical solutions; continued strength in commodity prices; oil and gas inventory levels; reduced availability of high quality drilling locations; expectations regarding OPEC production quotas; anticipated drilling activity for natural gas projects; development of new technologies; expectations regarding CES' growth opportunities in Canada the US and overseas; expectations regarding the performance or expansion of CES' operations and working capital optimization; expectations relating to general economic conditions, interest rates and geopolitical risk; expectations regarding end markets for production chemicals and drilling fluids in Canada and the US; expectations regarding demand for CES' services and technology; access to debt and capital markets and cost of capital; impacts of the Company's issuance of Senior Notes on the Company's capital structure and reduced cost of capital; expectations regarding capital allocation including the use of surplus free cash flow, debt reduction through the repayment of the Company's Senior Facility; investments in current operations, issuing dividends, or market acquisitions; expectations regarding the timing and amount of common shares repurchased pursuant to the Company's NCIB; CES' ability to continue to comply with covenants in debt facilities; and competitive conditions.

CES' actual results could differ materially from those anticipated in the forward-looking information as a result of the following factors: general economic conditions in the US, Canada, and internationally; geopolitical risk; fluctuations in demand for consumable fluids and chemical oilfield services, downturn in oilfield activity; oilfield activity in the Permian, the WCSB, and other basins in which the Company operates; a decline in frac related chemical sales; a decline in operator usage of chemicals on wells; decreased service intensity levels; an increase in the number of customer well shut-ins; a shift in types of wells drilled; volatility in market prices for oil, natural gas, and natural gas liquids and the effect of this volatility on the demand for oilfield services generally; declines in prices for natural gas, natural gas liquids, and oil, and pricing differentials between world pricing, pricing in North America, and pricing in Canada; decisions by OPEC regarding production quotas; competition, and pricing pressures from customers in the current commodity *environment; conflict, war and political and societal unrest that may impact CES' operations, supply chains as well as impact the market for oil and natural gas generally; currency risk as a result of fluctuations in value of the US dollar; liabilities and risks, including environmental liabilities and risks inherent in oil and natural gas operations; sourcing, pricing and availability of raw materials, consumables, component parts, equipment, suppliers, facilities, shipping containers, and skilled management, technical and field personnel; the collectability of accounts receivable; ability to integrate technological advances and match advances of competitors; ability to protect the Company's proprietary technologies; availability of capital; uncertainties in weather and temperature affecting the duration of the oilfield service periods and the activities that can be completed; the ability to successfully integrate and achieve synergies from the Company's acquisitions; changes in legislation and the regulatory environment, including uncertainties with respect to oil and gas royalty regimes, programs to reduce greenhouse gas and other emissions and regulations restricting the use of hydraulic fracturing; pipeline capacity and other transportation infrastructure constraints; changes to government mandated production curtailments; reassessment and audit risk and other tax filing matters; changes and proposed changes to US policies including tax policies or policies relating to the oil and gas industry; international and domestic trade disputes, including restrictions on the transportation of oil and natural gas and regulations governing the sale and export of oil, natural gas and refined petroleum products; the impact of climate change policies in the regions which CES operates; the impact and speed of adoption of low carbon technologies; potential changes to the crude by rail industry; changes to the fiscal regimes applicable to entities operating in the US and WCSB; access to capital and the liquidity of debt markets; fluctuations in foreign exchange and interest rates, including the impact of changing interest rates on the broader economy; CES' ability to maintain adequate insurance at rates it considers reasonable and commercially justifiable; and the other factors considered under "Risk Factors" in CES' Annual Information Form for the year ended December 31, 2023, dated February 29, 2024, and "Risks and Uncertainties" in CES' MD&A for the three and six months ended June 30, 2024, dated August 8, 2024.*

For further information, please contact:

Ken Zinger
President and Chief Executive Officer
CES Energy Solutions Corp.
(403) 269-2800

Anthony Aulicino
Chief Financial Officer
CES Energy Solutions Corp.
(403) 269-2800

Or by email at: info@ceslp.ca