

Condensed Consolidated Financial Statements

For the Three Months Ended March 31, 2014 and 2013

Canadian Energy Services & Technology Corp. Condensed Consolidated Statements of Financial Position (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

	As at		
	March 31, 2014	December 31, 2013	
ASSETS			
Current assets			
Accounts receivable	244,313	207,106	
Income taxes receivable	2,519	3,805	
Inventory	94,196	87,621	
Prepaid expenses	7,612	7,795	
	348,640	306,327	
Property and equipment (note 3)	160,291	146,291	
Intangible assets	84,457	84,315	
Deferred income tax asset	5	5	
Goodwill	278,690	270,381	
bodwill	872,083	807,319	
LIA BILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	85,486	88,066	
Financial derivative liability	352	171	
Dividends payable (note 7)	4,743	4,362	
Income taxes payable	160	405	
Current portion of deferred acquisition consideration	11,306	10,878	
Current portion of long-term debt (note 4)	2,018	1,955	
Current portion of finance lease obligations	3,820	3,124	
	107,885	108,961	
Deferred acquisition consideration	13,224	12,723	
Long-term debt (note 4)	338,236	306,838	
Finance lease obligations	3,986	3,205	
Deferred income tax liability	18,375	15,073	
	481,706	446,800	
Commitments (note 8)			
Shareholders' equity			
Common shares (note 5)	349,974	342,532	
Contributed surplus	11,951	13,387	
Deficit	(4,345)	(10,349)	
Accumulated other comprehensive income	32,797	14,949	
	390,377	360,519	
	872,083	807,319	

Canadian Energy Services & Technology Corp. Condensed Consolidated Statements of Income and Comprehensive Income (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

	Three Months Ended March 31,	
	2014	2013
Revenue	231,310	149,309
Cost of sales	166,863	111,248
Gross margin	64,447	38,061
General and administrative expenses	33,146	21,292
Operating profit	31,301	16,769
Finance costs	5,879	3,315
Income before taxes	25,422	13,454
Current income tax expense	3,062	2,631
Deferred income tax expense	2,868	864
Net income	19,492	9,959
Other comprehensive gain: Unrealized foreign exchange gain on translation of foreign		
operations	17,848	1,235
Comprehensive income	37,340	11,194
Net income per share (note 5)		
Basic	0.29	0.17
Diluted	0.28	0.16

Canadian Energy Services & Technology Corp. Condensed Consolidated Statements of Changes in Equity (unaudited) (stated in thousands of Canadian dollars)

	Three Months Ended March 31,	
	2014	2013
COMMON SHARES		
Balance, beginning of period	342,532	215,571
Consideration for business combinations	-	61,036
Issued pursuant to stock-based compensation (note 5)	6,950	3,745
Issued pursuant to property and equipment acquisition (note 11)	60	-
Issued pursuant to stock dividend and stock settled director fee (note 5)	432	-
Balance, end of period	349,974	
CONTRIBUTED SURPLUS		
Balance, beginning of period	13,387	8,051
Reclassified pursuant to stock-based compensation (note 5)	(5,623)	(3,027)
Stock-based compensation expense (note 6)	4,187	2,142
Balance, end of period	11,951	7,166
ACCUMULA TED OTHER COMPREHENSIVE INCOME (LOSS)		
Balance, beginning of period	14,949	(4,917)
Unrealized foreign exchange gain on translation of foreign operations	17,848	1,235
Balance, end of period	32,797	(3,682)
DEFICIT		
Balance, beginning of period	(10,349)	(3,285)
Net income	19,492	9,959
Dividends declared (note 7)	(13,488)	(9,712)
Balance, end of period	(4,345)	(3,038)
-	390,377	280,798

Canadian Energy Services & Technology Corp. Condensed Consolidated Statements of Cash Flows (unaudited)

(stated in thousands of Canadian dollars)

	Three Months Ended March 31,	
	2014	2013
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES:	10.402	0.050
Net income for the period	19,492	9,959
Adjustments for:	0.042	4 0 4 5
Depreciation and amortization	8,843	4,845
Stock-based compensation	4,187	2,142
Non-cash expenses	412	106
Deferred income tax expense	2,868	864
Gain on disposal of assets	(236)	(44)
Change in non-cash working capital (note 9)	(40,106)	(19,306)
	(4,540)	(1,434)
FINANCING ACTIVITIES:		
Proceeds from the JACAM Acquisition Bridge Facility	-	160,000
Repayment of long-term debt and finance leases	(1,416)	(1,200)
Increase in Senior Facility	30,603	34,048
Shareholder dividends	(12,683)	(9,393)
Issuance of shares, net of issuance costs	1,328	718
	17,832	184,173
INVESTING ACTIVITIES:		
Investment in property and equipment	(13,053)	(8,833)
Investment in intangible assets	(936)	(36)
Business combinations	-	(174,290)
Proceeds on disposal of property and equipment	697	420
	(13,292)	(182,739)
CHANGE IN CASH	_	-
Cash, beginning of period	-	-
Cash, end of period	-	-
SUPPLEMENTARY CASH FLOW DISCLOSURE	01 -	0 154
Interest paid	815	3,154
Income taxes paid	2,038	1,412
The accompanying notes are an integral part of these consolidated financial statements		

Notes to the Condensed Consolidated Financial Statements (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

1. The Company

Canadian Energy Services & Technology Corp. (the "Company" or "CES") is a company domiciled in Canada. These unaudited condensed consolidated financial statements of the Company as at and for the three months ended March 31, 2014 and 2013 comprise the Company and its subsidiaries (together referred to as the "Company" or "CES").

CES' core business is to design, implement, and manufacture technically advanced consumable fluids and specialty chemicals for the oil and gas industry. CES operates in the Western Canadian Sedimentary Basin ("WCSB") and in several basins throughout the United States ("US"), with an emphasis on servicing the ongoing major resource plays. CES' business units include: Canadian Energy Services, Moose Mountain Mud, AES Drilling Fluids, AES Drilling Fluids Permian, PureChem Services, JACAM Chemicals, Clear Environmental Solutions, and Equal Transport.

The Western Canadian drilling industry is subject to seasonality with activity usually peaking during the winter months in the first and last quarters of any given calendar year. As temperatures rise in the spring, the ground thaws and becomes unstable, resulting in government road bans which severely restrict activity in the second quarter. These seasonal trends typically lead to quarterly fluctuations in Canadian operating results and working capital requirements which should be considered in any quarter over quarter analysis of the Company. The overall seasonality of the Company's operations has, and will continue to become less pronounced as a result of expansion in the US and increased diversification of operations away from the drill-bit.

2. Basis of Presentation

These unaudited condensed consolidated financial statements have been prepared by management of the Company in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting", following the same accounting principles and methods of computation as outlined in the Company's consolidated financial statements for the year ended December 31, 2013, with the exception of certain amendments to accounting standards or new interpretations issued by the International Accounting Standards Board, which were adopted effective January 1, 2014. These are as follows: amendments to IAS 32, "Financial Instruments: Presentation", and IAS 36, "Impairment of Assets", and the adoption of International Financial Reporting Interpretation Committee 21, "Levies". The adoption of these amendments and interpretations has not had a material impact on the accounting policies, methods of computation, or presentation applied by the Company.

These unaudited condensed consolidated financial statements include all necessary disclosures required for interim financial statements but do not include all disclosures required for annual financial statements. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the most recent audited annual consolidated financial statements and the notes thereto for the year ended December 31, 2013. These unaudited condensed consolidated financial statements were authorized for issue by the Company's Board of Directors on May 13, 2014.

Notes to the Condensed Consolidated Financial Statements (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

3. Property and Equipment

Property and equipment are comprised of the following balances:

		As at			As at	
		March 31, 2014		Γ	December 31, 201	3
		Accumulated	Carrying		Accumulated	Carrying
\$000's	Cost	Depreciation	Value	Cost	Depreciation	Value
Buildings	46,592	(4,004)	42,588	45,657	(3,438)	42,219
Vehicles	24,264	(7,669)	16,595	21,019	(6,735)	14,284
Tanks	23,935	(2,938)	20,997	21,898	(2,505)	19,393
Trucks and trailers	31,729	(10,678)	21,051	30,305	(9,435)	20,870
Field equipment	23,550	(7,019)	16,531	16,589	(6,088)	10,501
Aircraft	19,063	(1,780)	17,283	18,466	(1,315)	17,151
Processing equipment	16,258	(2,043)	14,215	13,632	(1,630)	12,002
Computer equipment	5,020	(2,028)	2,992	4,673	(1,733)	2,940
Land	4,489	-	4,489	3,724	-	3,724
Leasehold improvements	3,803	(1,546)	2,257	3,449	(1,342)	2,107
Furniture and fixtures	2,094	(801)	1,293	1,800	(700)	1,100
	200,797	(40,506)	160,291	181,212	(34,921)	146,291

4. Long-Term Debt

The Company has a syndicated Senior Facility (the "Senior Facility") which allows the Company to borrow up to \$150,000. The Senior Facility has a term to maturity of three years, maturing on October 2, 2016 and may be extended by one year upon the agreement of the lenders and the Company. In addition, subject to certain terms and conditions, the Company may increase its Senior Facility by \$50,000 to a maximum borrowing of \$200,000. Amounts drawn on the Senior Facility incur interest at the bank's prime rate or US base rate plus an applicable pricing margin ranging from 0.50% to 1.25% or the Canadian Bankers Acceptance rate or the LIBOR rate plus an applicable pricing margin ranging from 1.50% to 2.25%. The Senior Facility has a standby fee ranging from 0.34% to 0.51%. The applicable pricing margins are based on a sliding scale of senior funded debt to EBITDA ratio. The obligations and indebtedness under the Senior Facility are secured by all of the assets of CES and its subsidiaries.

In conjunction with the Senior Facility, the following are the financial covenants imposed on CES:

- The ratio of total funded debt to EBITDA on a rolling four-quarter basis shall not exceed 4.00 to 1.00.
- The ratio of senior funded debt to trailing EBITDA must not exceed 2.50 to 1.00 calculated on a rolling four-quarter basis. The principal balance owing on the Senior Notes is not included in the calculation of senior funded debt.
- The quarterly ratio of EBITDA to interest expense must be more than 3.00 to 1.00 calculated on a rolling four-quarter basis.

As at March 31, 2014, the Company was in compliance with the terms and covenants of its lending agreements. As of March 31, 2014, the maximum available draw on the Senior Facility was \$150,000 (December 31, 2013 - \$150,000) and the Company had a net draw of \$115,835 (December 31, 2013 - \$84,001), net of capitalized transaction costs of \$309 (December 31, 2013 - \$384). Transaction costs attributable to the Senior Facility are recorded as part of the Senior Facility and amortized to finance costs over the remaining term.

Notes to the Condensed Consolidated Financial Statements (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

The Company's long-term debt is comprised of the following balances:

	As	at
\$000's	March 31, 2014	December 31, 2013
Senior Facility	116,144	84,385
Senior Notes	225,000	225,000
Vehicle financing loans	1,837	2,207
Equipment financing loans	1,016	1,162
	343,997	312,754
Less net unamortized debt issue costs	(3,743)	(3,961)
Less current portion of long-term debt	(2,018)	(1,955)
Long-term debt	338,236	306,838

Vehicle financing loans are secured by each related vehicle and incur interest at rates up to 8.19%, with a weighted average rate of approximately 6.07%, and have termination dates ranging from August 2014 to December 2016. Equipment financing loans are secured by each related piece of equipment and incur interest at 17.25%, and have a termination date of April 2015.

For the three months ended March 31, 2014, the Company recorded \$5,146 (2013 - \$1,450) in interest expense related to its long-term debt and lease balances, including the amortization of capitalized transaction costs.

Scheduled principal payments for the next five years at March 31, 2014, are as follows:

\$000's	
2014 - 9 months	1,770
2015	876
2016	116,351
2017	-
2018	-
Total	118,997

5. Share Capital

a) Authorized

The Company is authorized to issue an unlimited number of common shares.

b) Issued and outstanding

A summary of the changes to common share capital is presented below:

	Three Months March 31, 2		Year Ended December 31, 2013	
Common Shares (\$000's except number of shares)	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of period	67,107,128	342,532	56,847,853	215,571
Issued pursuant to the Offering, net of share issue costs and taxes	-	-	2,110,000	33,472
Consideration for business combinations	-	-	6,292,621	74,200
Issued pursuant to stock-based compensation	625,075	1,327	1,567,560	7,008
Contributed surplus related to stock-based compensation	-	5,623	-	7,199
Issued pursuant to property and equipment acquisition	2,455	60	238,108	4,153
Issued pursuant to stock dividend and stock settled director fee	18,696	432	50,986	929
Balance, end of period	67,753,354	349,974	67,107,128	342,532

Notes to the Condensed Consolidated Financial Statements (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

c) Net income per share

In calculating the basic and diluted net income per share for the three months ended March 31, 2014 and 2013, the weighted average number of shares used in the calculation is shown in the table below:

	Three Months Ended	l March 31,	
\$000's, except share and per share amounts	2014	2013	
Net income	19,492	9,959	
Weighted average number of shares outstanding:			
Basic shares outstanding	67,325,138	58,885,788	
Effect of dilutive shares	2,863,553	1,850,090	
Diluted shares outstanding	70,188,691	60,735,878	
Net income per share - basic	\$0.29	\$0.17	
Net income per share - diluted	\$0.28	\$0.16	

Excluded from the calculation of dilutive shares for the three months ended March 31, 2014, are 36,000 Share Rights (2013 – 53,087) that are considered anti-dilutive.

6. Stock-Based Compensation

As at March 31, 2014, a total of 6,775,335 common shares were reserved for issuance under the Company's Share Rights Incentive Plan, Restricted Share Unit Plan, and Stock Settled Director Fee Program, of which 2,792,518 common shares remained available for grant. For the three months ended March 31, 2014, stock compensation expense of \$4,187 (2013 – \$2,142) was recorded in general and administrative expenses relating to the Company's stock-based compensation plans.

a) Share Rights Incentive Plan ("SRIP")

CES' SRIP provides incentives to the employees, officers, and directors of the Company by issuing options to acquire common shares. Share Rights generally vest as to one-third on each of the first, second, and third anniversary dates of the grant, or such other vesting schedule as determined by the Board of Directors, and expire no later than five years after the date of the grant. Under the SRIP, employees may elect to exercise the Share Rights at an adjusted exercise price in which the option exercise price will be adjusted downwards by the cumulative dividends paid by the Company.

A summary of changes under the SRIP is presented below:

	Three Months Ended March 31, 2014		Year Ended Dec	ember 31, 2013
	Aw	erage Exercise		Average Exercise
	Share Rights	Price	Share Rights	Price
Balance, beginning of period	2,391,548	\$11.53	2,920,088	\$7.65
Granted during the period	96,000	24.72	642,000	20.88
Exercised during the period	(198,235)	6.76	(1,085,801)	6.31
Forfeited during the period	(12,000)	10.71	(84,739)	9.80
Balance, end of period	2,277,313	\$12.51	2,391,548	\$11.53
Exercisable Share Rights, end of period	968,965	\$6.81	1,162,200	\$6.78

The compensation costs for Share Rights granted during the three months ended March 31, 2014, were calculated using a Black-Scholes option pricing model using the following weighted average assumptions:

	Three Months Ended
	March 31, 2014
Risk-free interest rate	1.23%
Expected average life of Share Rights	3.25 years
Share Right term	5.0 years
Annual forfeiture rate	2.64%
Dividend yield	3.28%
Expected volatility	33.23%
Weighted average fair value per Share Right	\$4.66

Notes to the Condensed Consolidated Financial Statements (unaudited)

(stated in thousands of Canadian dollars, except per share amounts)

		Share Rights Outsta	anding	Share Righ	nts Exercisable
Range of exercise prices	Share Rights	Weighted average exercise price	Weighted average term remaining in years	Share Rights	Weighted average exercise price
\$4.24 - \$5.91	125,000	\$4.93	1.06	125,000	\$4.93
\$5.92 - \$8.25	669,500	6.17	1.51	669,500	6.17
\$8.26 - \$10.93	721,465	10.64	3.31	169,465	10.61
\$10.94 - \$20.04	107,348	14.40	3.76	5,000	11.40
\$20.05 - \$28.04	654,000	22.19	4.73	-	-
	2,277,313	\$12.51	3.09	968,965	\$6.81

The following table summarizes information about the outstanding grants under the Company's SRIP as at March 31, 2014:

b) Restricted Share Unit ("RSU") Plan

CES' RSU Plan provides incentives to eligible employees, officers, and directors of the Company through the issuance of RSUs. The RSUs generally vest from one year, and up to three years, on the anniversary from the date of grant, subject to other such vesting schedules or conditions as determined by the Board of Directors. Throughout the vesting period, holders of Restricted Shares will be entitled to the dividend equivalents in the form of additional Restricted Shares on each dividend payment date, to be held in the RSU account until such time as the awards have vested.

A summary of changes under the RSU plan is presented below:

	Three Months Ended Marc	Three Months Ended March 31, 2014		31, 2013
	Restricted	Average	Restricted	Average
	Share Units	Price	Share Units	Price
Balance, beginning of period	1,657,500	\$14.52	741,510	\$11.57
Granted during the period	269,410	26.45	1,296,287	15.41
Reinvested during the period	12,971	14.69	53,229	12.24
Vested during the period	(426,839)	12.62	(424,155)	11.90
Forfeited during the period	(6,471)	10.71	(9,371)	10.70
Balance, end of period	1,506,571	\$17.22	1,657,500	\$14.52

The weighted average fair value of RSUs granted during the three months ended March 31, 2014, was \$26.45 per RSU. The stock-based compensation costs for RSUs granted are based on the five day volume weighted average share price at the date of grant. The amount of compensation expense recorded for the three months ended March 31, 2014, was reduced by an estimated weighted average forfeiture rate of 0.2% per year at the date of grant.

7. Dividends

The Company declared dividends to holders of common shares for the three months ended March 31, 2014, as follows:

	Dividend	Dividend	Per Common	
\$000's except per share amounts	Record Date	Payment Date	Share	Total
January	Jan 31	Feb 15	\$0.065	4,372
February	Feb 28	Mar 15	0.065	4,373
March	Mar 28	Apr 15	0.070	4,743
Total dividends declared during the period			\$0.200	13,488

Subsequent to March 31, 2014, the Company declared dividends to holders of common shares in the amount of \$0.07 per common share payable on May 15, 2014, for shareholders of record on April 30, 2014.

Notes to the Condensed Consolidated Financial Statements (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

8. Commitments

The Company has commitments with payments due as follows:

\$000's	2014 - 9 months	2015	2016	2017	2018	Total
Office and facility rent	3,053	3,400	2,757	1,376	220	10,806

Payments denominated in foreign currencies have been translated at the respective period end exchange rates

The Company is involved in litigation and disputes arising in the normal course of operations. Management is of the opinion that any potential litigation will not have a material adverse impact on the Company's financial position or results of operations and, therefore, the commitment table does not include any provisions for outstanding litigation and potential claims.

9. Supplemental Information

The changes in non-cash working capital were as follows:

	Three Months	Three Months Ended		
	March 31,			
\$000's	2014	2013		
Decrease (increase) in current assets				
Accounts receivable	(31,297)	(39,737)		
Inventory	(4,205)	(2,352)		
Prepaid expenses	319	(108)		
Increase (decrease) in current liabilities				
Accounts payable and accrued liabilities	(5,377)	22,897		
	(40,560)	(19,300)		
Relating to:				
Operating activities	(40,106)	(19,306)		
Investing activities	(454)	6		

For the three months ended March 31, 2014 and 2013, changes in non-cash working capital relating to investing activities have been included in "Investment in property and equipment" on the Consolidated Statements of Cash Flows.

10. Geographical Information

Geographical information relating to the Company's activities is as follows:

\$000's	Revenue	Revenue		
	Three Months Ended March 3	Three Months Ended March 31,		
	2014	2013		
Canada	106,946 6	57,377		
United States	124,364 8	31,932		
Total	231,310 14	9,309		
	Long-Term Assets (1)			

\$000's	March 31, 2014	December 31, 2013
Canada	117,997	118,560
United States	405,441	382,427
Total	523,438	500,987

⁽¹⁾ Includes: Property and equipment, goodwill, and intangible assets

Notes to the Condensed Consolidated Financial Statements (unaudited) (stated in thousands of Canadian dollars, except per share amounts)

11. Related Parties

During the three months ended March 31, 2014, the Company made principal payments on equipment purchased from the spouse of one of the Company's directors in the amount of \$192 (2013 - \$413). As at March 31, 2014, the Company had an outstanding liability of \$1,016 (December 31, 2013 - \$1,162) for the remaining payments.

For the three months ended March 31, 2014, lease payments on equipment and office leases in the amount of \$28 (2013 - \$17) were made for rental agreements CES has with companies controlled by a director and insiders of the Company.

During the three months ended March 31, 2014, the Company acquired property and equipment from a company controlled by one of the Company's employees and insiders. The aggregate purchase price was \$821, consisting of \$761 in cash paid on the date of the transaction and \$60 in share consideration satisfied through the issuance of 2,455 common shares of the Company.

These transactions have been accounted for at the exchange amount being the amount agreed to by the related parties, which approximates the arm's length equivalent fair value.

STOCK EXCHANGE LISTINGS

The Toronto Stock Exchange Trading Symbol: CEU

OTCQX Trading Symbol: CESDF

BOARD OF DIRECTORS

Kyle D. Kitagawa¹ Chairman

Colin D. Boyer^{1, 2}

John M. Hooks²

D. Michael G. Stewart^{1,3}

Thomas J. Simons

Rodney L. Carpenter³

James (Jim) G. Sherman

Jason H. West

Burton J. Ahrens¹

¹Member of the Audit Committee ²Member of the Governance and Compensation Committee ³Member of the Health, Safety and Environment Committee

OFFICERS

Thomas J. Simons President & Chief Executive Officer

Craig F. Nieboer, CA Chief Financial Officer

Kenneth E. Zinger Canadian President & Chief Operating Officer

Kenneth D. Zandee Vice President, Marketing

Jason D. Waugh Vice President

James M. Pasieka Corporate Secretary

AUDITORS Deloitte LLP Chartered Accountants, Calgary, AB

BANKERS HSBC Bank Canada, Calgary, AB

SOLICITORS McCarthy Tetrault, LLP, Calgary, AB Crowe & Dunlevy, Oklahoma City, OK

REGISTRAR & TRANSFER AGENT

Computershare Investor Services Inc. Calgary, AB and Toronto, ON

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