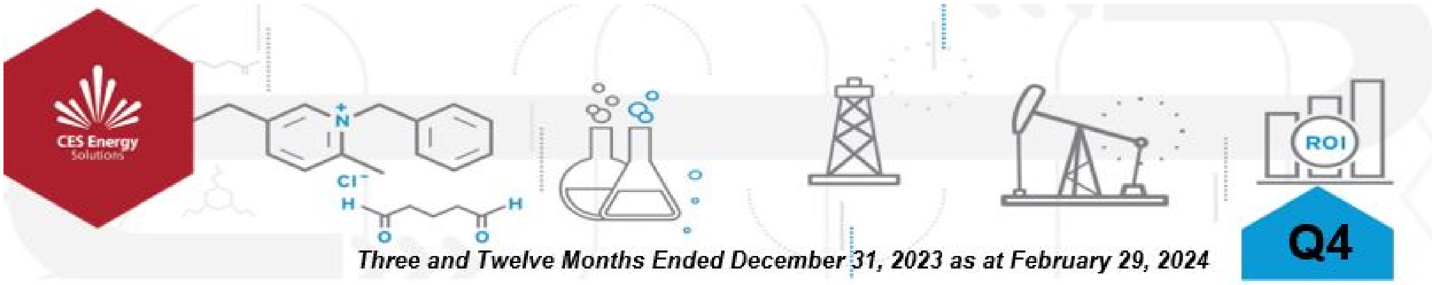


MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations should be read in conjunction with the consolidated financial statements and notes thereto of CES Energy Solutions Corp. ("CES" or the "Company") for the years ended December 31, 2023 and 2022, and CES' 2023 Annual Information Form. Readers should also refer to the "Forward-looking Information & Statements" legal advisory and the sections regarding "Non-GAAP Measures and Other Financial Measures" and "Operational Definitions" at the end of this MD&A. This MD&A is dated February 29, 2024, and incorporates all relevant Company information to that date. Amounts are stated in Canadian dollars unless otherwise noted.

USE OF NON-GAAP MEASURES AND OTHER FINANCIAL MEASURES

This MD&A contains certain financial measures that are not recognized by Canadian generally accepted accounting principles ("GAAP"), and which are used by Management to evaluate CES' financial performance, financial position and cash flow. These non-GAAP measures and other financial measures do not have a standardized meaning prescribed under International Financial Reporting Standards ("IFRS"), and therefore may not be comparable to similar measures presented by other entities. Securities regulations require that non-GAAP financial measures are clearly defined, qualified and reconciled with their most closely comparable GAAP measure. Please refer to the section titled "Non-GAAP Measures and Other Financial Measures" for further information on the definition, calculation and reconciliation of the non-GAAP measures and other financial measures contained in this MD&A.

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, H_2S 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 H_2S.

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").

CES continues to invest in research and development of new technologies and in the top-end scientific talent that can develop and refine these technologies. CES operates nine separate lab facilities across North America: two in Houston, Texas; two in Midland, Texas; one in Sterling, Kansas; and one in each of Calgary, Alberta; Grande Prairie, Alberta; Carlyle, Saskatchewan; and Delta, British Columbia. In the US, CES' main chemical manufacturing and reacting facility is located in Sterling, Kansas with additional low temperature reacting and chemical blending capabilities just outside of Midland, Texas and chemical blending capabilities in Sonora, Texas. In Canada, CES has a chemical manufacturing and reacting facility located in Delta, British Columbia with additional chemical blending capabilities located in Carlyle, Saskatchewan; Nisku, Alberta; and Grande Prairie, Alberta. CES also leverages third party partner relationships to drive innovation in the consumable fluids and chemicals business.

FINANCIAL HIGHLIGHTS

	Three Months Ended December 31,			Year Ended December 31,		
($000s, except per share amounts)	**2023**	2022	% Change	**2023**	2022	% Change
Revenue						
United States[1]	**361,091**	378,478	(5)%	**1,466,990**	1,276,944	15 %
Canada[1]	**192,366**	184,193	4 %	**696,522**	645,375	8 %
Total Revenue	**553,457**	562,671	(2)%	**2,163,512**	1,922,319	13 %
Net income	**49,187**	40,408	22 %	**154,642**	95,218	62 %
per share – basic	***0.21***	*0.16*	31 %	***0.62***	*0.37*	68 %
per share - diluted	***0.20***	*0.15*	33 %	***0.61***	*0.36*	69 %
Adjusted EBITDAC[2]	**84,607**	80,249	5 %	**315,821**	257,022	23 %
Adjusted EBITDAC[2] % of Revenue	***15.3 %***	*14.3 %*	1.0 %	***14.6 %***	*13.4 %*	1.2 %
Funds Flow from Operations[2]	**68,180**	66,892	2 %	**251,651**	195,020	29 %
Change in non-cash working capital	**(28,888)**	(28,108)	3 %	**50,128**	(197,758)	nmf
Cash provided by (used in) operating activities	**39,292**	38,784	1 %	**301,779**	(2,738)	nmf
Capital expenditures						
Expansion Capital[1]	**16,541**	7,448	122 %	**55,835**	28,714	94 %
Maintenance Capital[1]	**2,345**	7,568	(69)%	**17,575**	21,112	(17)%
Total capital expenditures	**18,886**	15,016	26 %	**73,410**	49,826	47 %
Dividends declared	**5,901**	5,090	16 %	**23,337**	17,359	34 %
per share	***0.025***	*0.020*	25 %	***0.095***	*0.068*	40 %
Common Shares Outstanding						
End of period - basic	**236,042,566**	254,515,682		**236,042,566**	254,515,682	
End of period - fully diluted[2]	**241,385,242**	260,438,045		**241,385,242**	260,438,045	
Weighted average - basic	**239,160,013**	255,031,387		**249,108,042**	255,223,348	
Weighted average - diluted	**244,555,366**	261,003,345		**254,909,191**	261,567,966	

	As at				
Financial Position ($000s)	**December 31, 2023**	September 30, 2023	% Change	December 31, 2022	% Change
Total assets	**1,377,265**	1,341,792	3 %	1,411,003	(2)%
Total long-term debt	**390,616**	377,190	4 %	491,482	(21)%
Long-term financial liabilities[3]	**419,416**	424,965	(1)%	532,771	(21)%
Total Debt[2]	**469,619**	453,955	3 %	557,531	(16)%
Working Capital Surplus[2]	**632,764**	614,564	3 %	691,096	(8)%
Net Debt[2]	**(163,145)**	(160,609)	2 %	(133,565)	22 %
Shareholders' equity	**657,995**	650,068	1 %	609,049	8 %

[1]Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to the section entitled "Non-GAAP Measures and Other Financial Measures" contained within this MD&A.

[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 within this MD&A.

[3]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.

Highlights for the three and twelve months ended December 31, 2023 in comparison to the three and twelve months ended December 31, 2022 for CES are as follows:

- **Revenue:** In the fourth quarter, CES generated revenue of $553.5 million, representing a sequential increase of $17.0 million or 3% compared to Q3 2023, and 2% behind the record revenue set in Q4 2022 as industry rig counts experienced decreases year over year in both the US and Canada. For the twelve months ended December 31, 2023, CES generated record revenue of $2.16 billion, an increase of $241.2 million or 13% relative to the twelve months ended December 31, 2022. Higher production chemical volumes, strong market share, and increasing service intensity resulted in an overall uptick in revenue compared to prior year, despite a decline in the US and Canadian industry rig counts.

    - **Revenue - US:** Revenue generated in the US during Q4 2023 was $361.1 million, in line with Q3 2023 and represented a decrease of $17.4 million or 5% compared to Q4 2022. For the twelve months ended December 31, 2023, revenue generated in the US of $1.5 billion was up 15% from the twelve months ended December 31, 2022. US revenues for the three and twelve months ended December 31, 2023 benefited from higher production levels with increased service intensity, and market share gains which partly offset the impact of decreased industry drilling activity. CES maintained its strong industry positioning, with US Drilling Fluids Market Share of 22% and 21% for three and twelve months ended December 31, 2023, respectively, and a year over year improvement from 19% and 18% for the three and twelve months ended December 31, 2022, respectively.

    - **Revenue - Canada:** Revenue generated in Canada during Q4 2023 set a new record at $192.4 million, representing a sequential increase of $17.4 million or 10% compared to Q3 2023, and an increase of $8.2 million or 4% compared to Q4 2022. Canadian revenues were positively impacted by higher production chemical volumes and increased service intensity, outpacing the 7% decrease in industry rig counts relative to Q4 2022. For the twelve months ended December 31, 2023, revenue generated in Canada of $696.5 million was up 8% from $645.4 million for the twelve months ended December 31, 2022, driven by higher production volumes year over year. Canadian Drilling Fluids Market Share of 33% and 34% for the three and twelve months ended December 31, 2023, respectively, compared to 38% and 36% for the three and twelve months ended December 31, 2022, respectively.

- **Adjusted EBITDAC:** CES achieved record Adjusted EBITDAC of $84.6 million in Q4 2023, representing a sequential increase of 5% compared to Q3 2023, and an increase of 5% compared to Q4 2022. Adjusted EBITDAC as a percentage of revenue of 15.3% achieved in Q4 2023 compared to 15.0% recorded in Q3 2023 and 14.3% recorded in Q4 2022. For the twelve months ended December 31, 2023, Adjusted EBITDAC was up 23% to a record $315.8 million from $257.0 million in 2022 and Adjusted EBITDAC as a percentage of revenue of 14.6% compared to 13.4% a year ago. For both the three and twelve month periods, Adjusted EBITDAC improved on strong activity levels combined with improved margins as a result of increased service intensity, attractive product mix, strategic procurement initiatives, and a prudent cost structure.

- **Net Income:** Net income for the three months ended December 31, 2023 was $49.2 million compared to $40.4 million in Q4 2022. Net income for the twelve months ended December 31, 2023 was $154.6 million compared to $95.2 million for the twelve months ended December 31, 2022. Net Income for both the three and twelve months ended December 31, 2023 benefited from strong activity levels combined with improved margins and prudent management of expenses.

- **Shareholder Returns:** During the quarter, CES returned $25.1 million to shareholders (Q4 2022 - $7.8 million), through $19.1 million in shares repurchased under its NCIB and $6.0 million in dividends paid. For the twelve months ended December 31, 2023, CES returned $93.5 million (2022 - $21.6 million) to shareholders, through $70.9 million in shares repurchased and $22.5 million in dividends paid.

- **Cash Flow From Operations:** For Q4 2023, net cash provided by operating activities totaled $39.3 million, compared to $38.8 million during the three months ended December 31, 2022. For the twelve months ended December 31, 2023, net cash provided by operating activities of $301.8 million compared to net cash used by operating activities of $2.7 million for the twelve months ended December 31, 2022. This year over year improvement was driven by strong financial performance with higher contribution margins on associated activity levels relative to the comparative periods, combined with a lower required investment in working capital through stabilizing revenue growth rates and working capital optimization efforts.

- **Funds Flow from Operations:** CES generated $68.2 million in Funds Flow from Operations in Q4 2023, compared to $57.9 million generated in Q3 2023 and up 2% from $66.9 million generated in Q4 2022. For the twelve months ended December 31, 2023, CES generated $251.7 million of Funds Flow from Operations compared to $195.0 million in 2022. Funds Flow from Operations excludes the impact of working capital, and is reflective of the continued strong surplus free cash flow generated in 2023.

- **Free Cash Flow:** CES generated $15.2 million in Free Cash Flow in Q4 2023, compared to $75.6 million generated in Q3 2023, and $20.8 million generated in Q4 2022. The sequential decrease in Free Cash Flow was primarily driven by a $28.9 million investment in working capital as Canadian divisions ramped up inventory and accounts receivable balances commensurate with the winter drilling season. For the twelve months ended December 31, 2023, CES generated $211.6 million of Free Cash Flow compared to a use of $64.4 million in 2022. Free Cash Flow includes the impact of quarterly working capital variations, net capital expenditures, and lease repayments.

- **Working Capital Surplus:** As at December 31, 2023, CES had a Working Capital Surplus of $632.8 million, which increased from $614.6 million at September 30, 2023 (December 31, 2022 - $691.1 million) as revenue levels increased compared to prior quarter. The increase during the quarter was driven by higher investments in working capital in support of elevated revenue levels quarter over quarter and in preparation for seasonally higher activity levels in Canada. The decrease year over year was driven by improving cash conversion cycle metrics on stable revenue and activity levels as compared to the year ended December 31, 2022. The Company continues to focus on working capital optimization benefiting from the high quality of its customers and diligent internal credit monitoring processes.

- **Financing:** On November 30, 2023, CES redeemed all of the Company's outstanding 6.375% Senior Notes due October 21, 2024, which had an aggregate principal amount of $288.0 million. CES redeemed the Notes by utilizing its available $250.0 million Canadian Term Loan Facility, with the balance of approximately $38.0 million drawn from its $450.0 million syndicated senior facility (the "Senior Facility"). These facilities mature on April 25, 2026, and provide CES with ample liquidity to support its current business requirements and potential future needs.

- **Long-Term Debt, Total Debt and Net Debt:** CES exited the quarter with total long-term debt of $390.6 million (December 31, 2022 - $491.5 million) comprised of a net draw on its Senior Facility of $140.6 million (December 31, 2022 - $208.5 million) and its Canadian Term Loan Facility of $250.0 million, which replaced the previously outstanding Senior Notes. Total Debt, inclusive of lease obligations, was $469.6 million at December 31, 2023 compared to $454.0 million at September 30, 2023 and $557.5 million at December 31, 2022. During the quarter, CES settled the Company's outstanding Senior Notes net of the Canadian Term Loan Facility, increased working capital investments in support of the upcoming winter drilling season, and returned $25.1 million to shareholders. The decrease in total long-term debt and Total Debt year over year was driven by strong financial performance combined with lower working capital requirements as revenue growth levels stabilized. Working Capital Surplus exceeded Total Debt at December 31, 2023 by $163.1 million (December 31, 2022 - $133.6 million). As of the date of this MD&A, the Company had total long-term debt of approximately $370.0 million, comprised of a net draw on its Senior Facility of approximately $120.0 million and a draw of $250.0 million on its Canadian Term Loan Facility.

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 price improvements, despite potential economic headwinds such as recession risks 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 is optimistic in its outlook for the next year as it expects to benefit from stable upstream activity, increased service intensity levels, 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 $70.0 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 April 2023, CES successfully amended and extended its Senior Facility to April 2026. The Senior Facility effectively addresses CES' near-term and foreseeable longer-term requirements. The Canadian Term Loan Facility provides CES with the opportunity to refinance and right-size the term portion of its capital structure on suitable terms at any time up until April of 2026. CES routinely considers its capital structure, including increasing or decreasing the capacity of its Senior Facility, refinancing of the Canadian Term Loan Facility, issuance 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.

RESULTS FOR THE PERIODS

Revenue and Operating Activities

Geographical revenue information relating to the Company's activities and key operating metrics are as follows:

	Revenue					
	Three Months Ended December 31,			Year Ended December 31,		
$000s	**2023**	2022	% Change	**2023**	2022	% Change
United States[1]	**361,091**	378,478	(5)%	**1,466,990**	1,276,944	15 %
Canada[1]	**192,366**	184,193	4 %	**696,522**	645,375	8 %
	553,457	562,671	(2)%	**2,163,512**	1,922,319	13 %

[1]Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.

	Key Operating Metrics					
	Three Months Ended December 31,			Year Ended December 31,		
	2023	2022	% Change	**2023**	2022	% Change
US	**31,913**	28,736	11 %	**30,391**	28,341	7 %
Canada	**8,752**	7,761	13 %	**7,641**	7,134	7 %
Total Treatment Points[1]	**40,665**	36,497	11 %	**38,032**	35,475	7 %
US	**12,340**	13,343	(8)%	**51,087**	46,807	9 %
Canada	**5,908**	7,145	(17)%	**23,780**	24,858	(4)%
Total Operating Days[1]	**18,248**	20,488	(11)%	**74,867**	71,665	4 %
US	**134**	145	(8)%	**140**	128	9 %
Canada	**64**	78	(18)%	**65**	68	(4)%
Total Average Rig Count[1]	**198**	223	(11)%	**205**	196	5 %
US industry rig count[2]	**601**	760	(21)%	**670**	705	(5)%
Canadian industry rig count[3]	**193**	208	(7)%	**189**	190	(1)%
US DF Market Share[1]	**22%**	19 %	3 %	**21 %**	18 %	3 %
Canadian DF Market Share[1]	**33%**	38 %	(5)%	**34 %**	36 %	(2)%

[1]Refer to "Operational Definitions" for further detail.
[2]Based on the monthly average of Baker Hughes published weekly land data for the United States in the referenced period.
[3]Based on the monthly average of CAODC published weekly data for Western Canada in the referenced period.

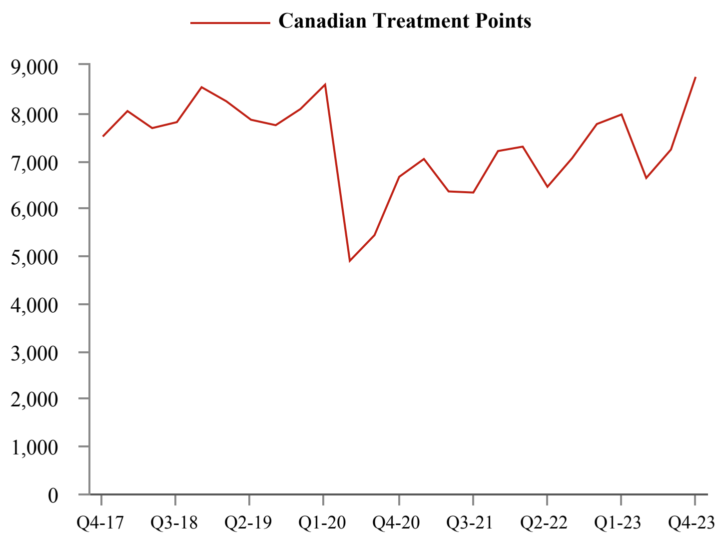
Industry rig counts in the US and Canada declined for both the three and twelve months ended December 31, 2023 compared to prior year; however, production levels have continued to increase from cycle lows illustrating the increasing speed and efficiency of drilling and completion activity which is supported by higher levels of consumable chemicals.

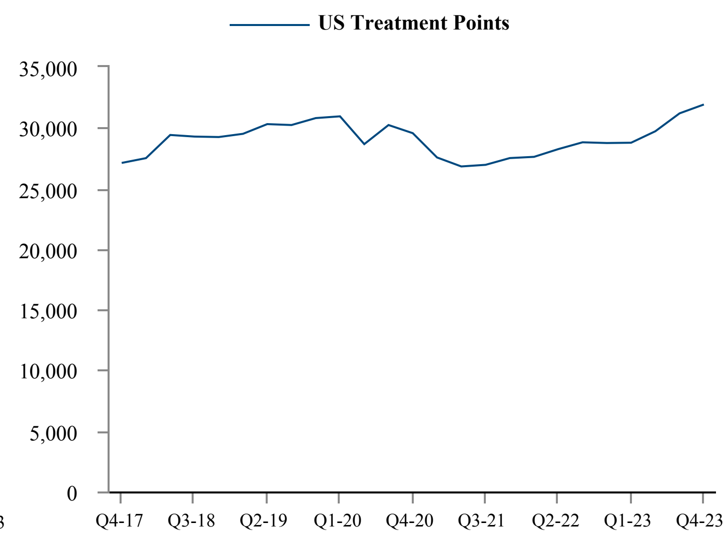
The US industry rig count decreased from 760 rigs in Q4 2022 to 601 rigs in Q4 2023 representing a 21% reduction, as drilling activity followed oil and gas prices lower year over year, amplified by industry consolidations and continued capital discipline by producers. Despite this decline, CES' US average rig count decreased by only 8% to 134 rigs in Q4 2023 compared to 145 rigs in Q4 2022, illustrating CES' presence in attractive markets. CES was able to participate in this drilling environment with US DF Market Share of 22% in Q4 2023, compared to 21% in Q3 2023 and 19% in Q4 2022. The US production chemicals business saw an increase in production and frac related chemical sales in Q4 2023 from Q4 2022 as actual volumes and revenues realized per treatment point continued to increase, leading to higher contributions following an 11% increase in treatment points as compared to Q4 2022.

The Canadian industry rig count decreased by 7% from 208 rigs in Q4 2022 to 193 rigs in Q4 2023 as drilling activity has followed oil and gas prices lower year over year. CES' Canadian average rig count declined to 64 rigs in Q4 2023 from 78 rigs in Q4 2022. The resulting Canadian Drilling Fluids Market Share for Q4 2023 was 33% compared to Q4 2022 of 38% and prior quarter of 34%. Canadian Treatment Points increased by 13% from Q4 2022 to Q4 2023 with increased production volumes and associated production and frac related chemical sales in the quarter.

Although absolute Treatment Points are a guiding indicator of activity levels for the production chemical business, these individual treated wells increasingly exhibit higher volumes of produced oil, natural gas, and associated water, which correspondingly requires higher volumes of production chemicals. These favorable characteristics are associated with increased measured depths and higher production volume attributes of many modern wells. As evidenced by the graphs below, Treatment Points have continued to generally trend upward since Q4 2016. 2020 and 2021 were negatively impacted by the economic effects of COVID-19, the lower commodity price environment seen throughout 2020, and the impact of extreme weather in the southern US in Q1 of 2021, with the subsequent period demonstrating growth and stabilization.

Quarterly Treatment Points





Included in revenue generated in Canada for the three and twelve months ended December 31, 2023 is $3.7 million and $10.5 million (2022 - $3.1 million and $11.5 million) of revenue generated by Clear, the Company's Environmental Services segment. Clear is a vertically integrated environmental service provider, providing environmental consulting, water management and water transfer services, as well as drilling fluids waste disposal services. The financial results of Clear are otherwise not material and as such have been aggregated with the consolidated results of the Company throughout this MD&A.

CES' top customers accounted for the following percentages of total revenue:

	Three Months Ended December 31,		Year Ended December 31,	
	2023	2022	**2023**	2022
Top five customers as a % of total revenue(1)	**28 %**	27 %	**27 %**	27 %
Top customer as a % of total revenue(1)	**9 %**	9 %	**9 %**	9 %

1 *Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.*

Cost of Sales and Gross Margin

Gross Margin represents the operating profit earned on revenue after deducting the associated costs of sales including cost of products, operational labour, operational related depreciation, transportation, and all other operational related costs. Margins vary due to changes in the type of products sold, relative product mix, well type, geographic area, and nature of activity. Generally, labour costs, although a significant component of cost of sales, have less of an impact on CES' margins than other cost elements such as product costs. Use of consultants and the variable component of compensation for employees provide CES with a means to manage seasonal activity swings as well as overall fluctuations in the demand for CES' products and services.

The table below details the calculation of Adjusted Gross Margin relative to Gross Margin determined in accordance with IFRS.

	Three Months Ended December 31,			Year Ended December 31,		
$000s	**2023**	2022	Change	**2023**	2022	Change
Gross Margin	**126,975**	118,885	8,090	**479,349**	396,948	82,401
Gross Margin % of revenue(1)	**23 %**	21 %	2 %	**22 %**	21 %	1 %
Adjust for:						
Depreciation included in cost of sales	**16,052**	13,427	2,625	**58,839**	50,702	8,137
Adjusted Gross Margin(2)	**143,027**	132,312	10,715	**538,188**	447,650	90,538
Adjusted Gross Margin(2) % of revenue	**26 %**	24 %	2 %	**25 %**	23 %	2 %

[1]Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.
[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 Gross Margin is Gross Margin. Refer to the section entitled "Non-GAAP Measures and Other Financial Measures" contained within this MD&A.

For the three and twelve months ended December 31, 2023, increased Adjusted Gross Margin was driven by strong activity levels combined with attractive product mix, strategic procurement initiatives, and a prudent cost structure. As a percentage of revenue, Adjusted Gross Margin in Q4 2023 of 26% demonstrated an increase from 25% in Q3 2023 and 24% in Q4 2022. As a percentage of revenue, Adjusted Gross Margins of 25% for the year ended December 31, 2023 demonstrated an increase from 23% for the year ended December 31, 2022 for the reasons noted above. While CES has been strategic in its procurement process, certain raw material inputs continue to see fluctuating costs which are lagged by pricing adjustments, most notably seen in the first quarter of 2022 impacting the year ended December 31, 2022 figures.

General and Administrative Expenses ("G&A")

The table below details the calculation of Adjusted General and Administrative Costs ("Adjusted G&A") relative to general and administrative expenses under IFRS.

	Three Months Ended December 31,			Year Ended December 31,		
$000s	**2023**	2022	Change	**2023**	2022	Change
General and administrative expenses	**64,306**	62,993	1,313	**256,180**	229,962	26,218
G&A expenses % of revenue(1)	**12 %**	11 %	1 %	**12 %**	12 %	— %
Adjust for:						
Stock-based compensation	**4,285**	4,687	(402)	**19,807**	15,552	4,255
Depreciation & amortization	**1,601**	6,243	(4,642)	**14,006**	23,782	(9,776)
Adjusted General and Administrative Costs(2)	**58,420**	52,063	6,357	**222,367**	190,628	31,739
Adjusted G&A costs(2) % of revenue	**11 %**	9 %	2 %	**10 %**	10 %	— %

[1]Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.

[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 General and Administrative Costs is General and Administrative Expenses. Refer to the section entitled "Non-GAAP Measures and Other Financial Measures" contained within this MD&A.

The increases in Adjusted General and Administrative Costs for the three and twelve months ended December 31, 2023 are primarily reflective of increased activity levels and associated headcount. As a percentage of revenue, Adjusted G&A increased to 11% for the three months ended December 31, 2023 as compared to 9% for the three months ended December 31, 2022 as revenue levels were impacted by a decline in industry drilling activity in both the US and Canada. For the twelve months ended December 31, 2023, Adjusted G&A as a percent of revenue remained flat at 10%, as the increase in revenue levels year over year aligned with the increase in the fixed cost base.

Stock-Based Compensation

Stock-based compensation expense decreased by 9% and and increased 27%, respectively, for the three and twelve months ended December 31, 2023 in comparison to the same periods in 2022, as a result of the timing of equity-based and cash-based grants under the Company's stock-based compensation plans and associated share price movements in the referenced periods.

Finance Costs

For the three and twelve months ended December 31, 2023 and 2022, finance costs were comprised of the following:

	Three Months Ended December 31,		Year Ended December 31,	
$000s	**2023**	2022	**2023**	2022
Interest on debt, net of interest income	**10,324**	9,195	**38,168**	29,100
Amortization of debt issue costs	**3,140**	790	**5,678**	2,012
Foreign exchange (gain) loss	**(5,113)**	(2,212)	**(6,041)**	10,426
Financial derivative loss (gain)	**2,085**	(2,378)	**(4,242)**	(2,312)
Other finance costs	**386**	266	**1,497**	342
Finance costs	**10,822**	5,661	**35,060**	39,568

Interest expense

Finance costs for the three and twelve months ended December 31, 2023 include interest on debt, net of interest income, of $10.3 million and $38.2 million, respectively, compared to $9.2 million and $29.1 million, respectively, for the three and twelve months ended December 31, 2022. Reference interest rates on CES' Senior Facility have been higher throughout 2023 relative to the comparative period in 2022, with correspondingly higher interest expense as a result. Included in these amounts is interest on the Company's Senior Notes in the amount of $3.0 million and $16.7 million for the three and twelve months ended December 31, 2023, respectively (2022 - $4.7 million and $18.4 million, respectively). The decrease in interest expense pertaining to the Company's Senior Notes for both the three and twelve months ended December 31, 2023 resulted from the redemption all of the Company's outstanding 6.375% Senior Notes on November 30, 2023. CES redeemed the Notes by utilizing its available $250.0 million Canadian Term Loan Facility, with the balance of approximately $38.0 million drawn from its $450.0 million Senior Facility.

Foreign exchange gains and losses

Finance costs for the three and twelve months ended December 31, 2023 include a foreign exchange gain of $5.1 million and $6.0 million, respectively, compared to a foreign exchange gain of $2.2 million and foreign exchange loss of $10.4 million, respectively for three and twelve months ended December 31, 2022. Foreign exchange gains and losses are primarily related to the Company's USD denominated balances held in Canada. The foreign exchange loss in the comparative twelve months ended was driven by higher USD denominated draws held in Canada, coupled with a significant appreciation of the USD in the three and twelve months ended December 31, 2022, relative to 2023.

Financial derivative gains and losses

Finance costs for the three and twelve months ended December 31, 2023 include a net derivative loss of $2.1 million and a net derivative gain of $4.2 million, respectively (2022 - net gains of $2.4 million and $2.3 million, respectively), relating to the Company's foreign currency and equity derivative contracts. As of December 31, 2023, the Company had a financial derivative asset of $5.1 million and a financial derivative liability of $0.1 million, respectively, relating to outstanding derivative contracts (December 31, 2022 - financial derivative asset of $2.2 million). CES has a Board approved hedging and derivative policy that sets out the guidelines and parameters Management follows when approaching its risk management strategies.

At December 31, 2023, the Company had entered into the following foreign exchange USD forward purchase contracts to manage its exposure to upcoming USD denominated purchases pursuant to its Canadian and US operations:

Period	Notional Balance $000s	Contract Type	Settlement	Average USDCAD Exchange Rate
January 2024	US$4,000	Deliverable Forward	Physical Purchase	$1.3306
February 2024	US$4,000	Deliverable Forward	Physical Purchase	$1.3306
March 2024	US$4,000	Deliverable Forward	Physical Purchase	$1.3306
April 2024	US$2,000	Deliverable Forward	Physical Purchase	$1.3266
May 2024	US$2,000	Deliverable Forward	Physical Purchase	$1.3266
June 2024	US$2,000	Deliverable Forward	Physical Purchase	$1.3266
Total	US$18,000			$1.3293

The Company periodically enters into equity derivative contracts to mitigate equity price risk on the cash-based portion of the stock-based compensation plan. The equity derivatives mitigate exposure to fluctuations in share price by fixing the future settlement cost on a portion of the cash-settled plan. The following table details the outstanding equity derivative contracts as of December 31, 2023:

Period	Price	Contract	Notional Principal	Number of Shares
July 2024	$2.3437	Swap	$5,351	2,283,159
July 2025	$2.4219	Swap	$3,887	1,605,074
July 2026	$2.5629	Swap	$2,501	975,771
Total	$2.4135		$11,739	4,864,004

Current and Deferred Income Taxes

Income tax expense is related to taxable income in Canada, the US, and other international jurisdictions.

	Three Months Ended December 31,		Year Ended December 31,	
$000s	**2023**	2022	**2023**	2022
Current income tax expense	**5,768**	1,924	**15,637**	6,937
Deferred income tax (recovery) expense	**(2,602)**	7,775	**19,294**	24,599
Total income tax expense	**3,166**	9,699	**34,931**	31,536

Current income tax expense increased for the three and twelve months ended December 31, 2023 relative to the comparative periods due to increased activity levels across the business and increased taxable earnings in Canada and other international jurisdictions. Deferred income tax expense decreased for the three and twelve months ended December 31, 2023 relative to the comparative periods due to the recognition of deferred tax assets previously unrecognized and other temporary difference movements.

Working Capital Surplus and Net Debt

CES had a Working Capital Surplus of $632.8 million as at December 31, 2023, an increase from $614.6 million as at September 30, 2023 (December 31, 2022 - $691.1 million). The increase during the quarter was driven by higher investments in working capital in support of elevated revenue levels quarter over quarter. As at December 31, 2023 CES' Working Capital Surplus of $632.8 million offset Total Debt of $469.6 million by $163.1 million (December 31, 2022 - $133.6 million). Refer to “Non-GAAP Measures and Other Financial Measures” for further details on the calculation of Net Debt.

Long-Term Financial Liabilities

Long-term financial liabilities as at December 31, 2023 of $419.4 million (December 31, 2022 - $532.8 million) is primarily comprised of long-term debt, which totaled $369.8 million as at December 31, 2023, compared to $491.5 million at December 31, 2022. The decrease of $121.7 million was driven by strong surplus free cash flow generation and reduced investments in working capital as activity levels stabilized, coupled with the reclassification to current of quarterly amortization payments on the Canadian Term Loan Facility due within the year. Additional discussion relating to the Company’s Senior Facility and other long-term financial liabilities is included in the Liquidity and Capital Resources section of this MD&A.

Related Party Transactions

Included in general and administrative expenses is remuneration of key management personnel, which includes executive officers and directors of the Company. In addition to salaries and director fees, respectively, the Company also provides compensation to executive officers and directors under the Company's RSU plan. Remuneration of key management personnel is comprised of:

	Year Ended December 31,	
	2023	2022
Salaries and cash-based compensation	**14,905**	15,122
Stock-based compensation	**8,543**	5,381
	23,448	20,503

QUARTERLY FINANCIAL SUMMARY

The following is a summary of selected financial information of the Company for the last eight completed quarters:

	Three Months Ended							
	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022
Revenue								
United States(1)	**361,091**	361,469	375,455	368,975	378,478	349,503	300,167	248,796
Canada(1)	**192,366**	175,048	140,387	188,721	184,193	175,214	133,483	152,485
Revenue	**553,457**	536,517	515,842	557,696	562,671	524,717	433,650	401,281
Net income	**49,187**	38,552	33,901	33,002	40,408	24,455	20,105	10,250
per share– basic	***0.21***	*0.15*	*0.13*	*0.13*	*0.16*	*0.10*	*0.08*	*0.04*
per share– diluted	***0.20***	*0.15*	*0.13*	*0.13*	*0.15*	*0.09*	*0.08*	*0.04*
Adjusted EBITDAC (2)	**84,607**	80,218	73,893	77,103	80,249	73,289	61,027	42,457
per share– basic(2)	***0.35***	*0.32*	*0.29*	*0.30*	*0.31*	*0.29*	*0.24*	*0.17*
per share– diluted(2)	***0.35***	*0.32*	*0.29*	*0.30*	*0.31*	*0.28*	*0.23*	*0.16*
Dividends declared	**5,901**	6,021	6,312	5,103	5,090	4,092	4,099	4,078
per share	***0.025***	*0.025*	*0.025*	*0.020*	*0.020*	*0.016*	*0.016*	*0.016*
Common Shares Outstanding								
End of period - basic	**236,042,566**	240,859,525	252,463,642	255,129,525	254,515,682	255,728,104	256,159,018	254,863,235
End of period - fully diluted(2)	**241,385,242**	246,637,289	258,516,081	261,101,788	260,438,045	261,818,856	262,269,370	262,100,659
Weighted average – basic	**239,160,013**	248,808,899	253,756,497	254,882,825	255,031,387	256,246,967	255,568,154	254,024,573
Weighted average – diluted	**244,555,366**	254,588,996	258,297,780	260,850,689	261,003,345	262,332,402	262,206,332	260,718,253

[1]*Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.*

[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, and for Shares Outstanding, End of period - fully diluted is Common shares outstanding. Refer to the section entitled "Non-GAAP Measures and Other Financial Measures" contained within this MD&A.*

Seasonality of Operations

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.

SELECTED ANNUAL INFORMATION

The following is a summary of selected annual financial information of the Company for the last three completed years:

	Year Ended December 31,				
($000s, except per share amounts)	**2023**	% Change	2022	% Change	2021
Revenue					
United States[1]	**1,466,990**	15 %	1,276,944	65 %	774,112
Canada[1]	**696,522**	8 %	645,375	53 %	422,308
Total Revenue	**2,163,512**	13 %	1,922,319	61 %	1,196,420
Income before taxes	**189,573**	50 %	126,754	142 %	52,331
per share - basic	***0.76***	*52 %*	*0.50*	*138 %*	*0.21*
per share - diluted	***0.74***	*54 %*	*0.48*	*140 %*	*0.20*
Net income	**154,642**	62 %	95,218	91 %	49,884
per share - basic	***0.62***	*68 %*	*0.37*	*85 %*	*0.20*
per share - diluted	***0.61***	*69 %*	*0.36*	*89 %*	*0.19*
Adjusted EBITDAC[2]	**315,821**	23 %	257,022	65 %	156,156
Adjusted EBITDAC[2] % of Revenue	***14.6 %***	9 %	*13.4 %*	2 %	*13.1 %*
per share - basic[2]	***1.27***	*26 %*	*1.01*	*65 %*	*0.61*
per share - diluted[2]	***1.24***	*26 %*	*0.98*	*66 %*	*0.59*
Dividends declared	**23,337**	34 %	17,359	113 %	8,139
per share	***0.095***	*40 %*	*0.068*	*113 %*	*0.032*

	As at December 31,				
Financial position ($000s)	**2023**	% Change	2022	% Change	2021
Total assets	**1,377,265**	(2)%	1,411,003	30 %	1,087,598
Total long-term debt	**390,616**	(21)%	491,482	24 %	395,184
Long-term financial liabilities[3]	**419,416**	(21)%	532,771	26 %	423,077
Total Debt[2]	**469,619**	(16)%	557,531	27 %	439,392
Working Capital Surplus[2]	**632,764**	(8)%	691,096	50 %	459,754
Net Debt[2]	**(163,145)**	22 %	(133,565)	556 %	(20,362)
Shareholders' equity	**657,995**	8 %	609,049	25 %	486,675

[1]Supplementary financial measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.
[2]Non-GAAP measure or ratio 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, 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 within this MD&A.
[3]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.

LIQUIDITY AND CAPITAL RESOURCES

Long-Term Debt

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

	As at	
$000s	**December 31, 2023**	December 31, 2022
Senior Facility	**142,458**	209,276
Canadian Term Loan Facility (1)	**250,000**	—
Senior Notes	—	287,954
	392,458	497,230
Less: net unamortized debt issue costs	**(1,842)**	(5,748)
Total long-term debt	**390,616**	491,482

[1] *Canadian Term Loan Facility includes current portion of $20.8 million.*

Senior Facility and Canadian Term Loan

On April 25, 2023, the Company entered into an amended and restated credit agreement with respect to its syndicated and operating credit facilities, the total size of which is approximately C$ equivalent $700.0 million consisting of an aggregated revolving facility (the "Senior Facility") of approximately C$ equivalent $450.0 million and a Canadian Term Loan Facility of $250.0 million. The syndicated and operating credit facilities mature on April 25, 2026 and is secured by substantially all of the Company's assets and includes customary terms, conditions and covenants.

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 0.25% to 2.00% or the Canadian Bankers' Acceptance rate or the SOFR rate plus an applicable pricing margin ranging from 1.25% to 3.00%. The Senior Facility has a standby fee ranging from 0.281% to 0.675%. The applicable pricing margins and standby fees are based on a sliding scale of Total Net Debt to EBITDA ratio.

Amounts drawn down on the Canadian Term Loan Facility incur interest at the bank's prime rate plus an applicable pricing margin ranging from 2.00% to 2.50% or the Canadian Banker's Acceptance rate plus applicable pricing margins ranging from 3.00% to 3.50%. The Canadian Term Loan Facility incurs a standby fee of 1.15% from the effective date of April 25, 2023 to the drawdown date.

As at December 31, 2023, the Senior Facility is comprised of a Canadian facility of $300.0 million and a US facility of US$110.0 million and had a net draw of $140.6 million (December 31, 2022 - net draw of $208.5 million), with capitalized transaction costs of $1.8 million (December 31, 2022 - $0.8 million). The Canadian Term Loan Facility was drawn down in full on November 30, 2023 and is subject to quarterly amortization payments of $10.4 million commencing in the third fiscal quarter following the drawdown, with the balance due upon maturity. Transaction costs attributable to the Senior Facility and Canadian Term Loan Facility are recorded as part of each facility and amortized to finance costs over the remaining term.

Under the Senior Facility and Canadian Term Loan Facility, CES is subject to the following financial covenants:

- The ratio of Total Net Debt to trailing EBITDA must not exceed 4.00:1.00 calculated on a rolling four-quarter basis;
- The ratio of Net Senior Debt to trailing EBITDA must not exceed 3.00:1.00 calculated on a rolling four-quarter basis. In the earlier of the fourth fiscal quarter end following the drawdown on the Canadian Term Loan Facility and the date of repayment in full, the ratio of Net Senior Debt to trailing EBITDA must not exceed 3.50:1.00; and
- The ratio of EBITDA to interest expense must be greater than 2.50:1.00, calculated on a rolling four-quarter basis.

The relevant definitions of key ratio terms as set forth in the syndicated and operating credit facilities agreement are as follows:

- Total Net Debt is defined as all obligations, liabilities, and indebtedness excluding deferred income tax liabilities and deferred tax credits, office leases, other leases characterized as an operating lease, and accrued interest not yet due and payable.
- Net Senior Debt is defined as Total Net Debt, as defined above, minus the principal amount owing on the Company's Senior Notes, any permitted vendor take-back debt, and all cash and cash equivalents.
- EBITDA is defined as net income before interest, taxes, depreciation and amortization, gains and losses on disposal of assets, amortization of capitalized deferred financing costs, goodwill impairment, unrealized foreign exchange gains and losses, unrealized derivative gains and losses, equity settled stock-based compensation, and other gains and losses not considered reflective of underlying operations. EBITDA attributable to businesses acquired in the period are permitted to be added to EBITDA.

The above noted definitions are not recognized under IFRS and are provided strictly for the purposes of the Company's Senior Facility covenant calculations.

The Company's debt covenant calculations, as at December 31, 2023 and December 31, 2022, are as follows:

	As at	
$000s	**December 31, 2023**	December 31, 2022
Total Net Debt	**427,784**	—
EBITDA for the four quarters ended	**295,252**	—
Ratio	**1.449**	—
Maximum [1]	**4.000**	—
Net Senior Debt	**427,784**	266,120
EBITDA for the four quarters ended	**295,252**	231,265
Ratio	**1.449**	1.151
Maximum	**3.000**	2.500
EBITDA for the four quarters ended	**295,252**	231,265
Interest Expense for the four quarters ended	**37,855**	28,062
Ratio	**7.800**	8.241
Minimum	**2.500**	2.500

[1] *Total Net Debt to trailing EBITDA ratio covenant came into effect for quarters ending after April 25, 2023*

Senior Notes

On November 30, 2023 (the "Redemption Date") the Company redeemed all of the outstanding 6.375% Senior Notes due October 21, 2024, which had an aggregate principal amount of $288.0 million. The Senior Notes were redeemed at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to, but excluding, the Redemption Date. Interest on the Senior Notes ceased to accrue on and after the Redemption Date. The Company redeemed the Senior Notes by drawing down on its available $250.0 million Canadian Term Loan Facility, with the balance drawn from its Senior Facility.

As at December 31, 2023, the Company was in compliance with the terms and covenants of its lending agreements. For the three and twelve months ended December 31, 2023, the Company recorded $13.2 million and $44.8 million, respectively (2022 - $10.2 million and $31.5 million, respectively) in interest expense related to its long-term debt and lease balances, including the amortization of debt issue costs.

Scheduled principal payments on the Company’s long-term debt at December 31, 2023, are as follows:

2024	20,800
2025	41,600
2026	330,058
2027	—
2028 and thereafter	—
	392,458

Leases

The Company incurs lease payments under a number of lease arrangements for which the underlying leased assets secure the lease obligations. Leases are entered into and exited in coordination with specific business requirements, which includes the assessment of the appropriate durations for the related leased assets. The Company’s leases are for terms ranging from January 2024 through May 2033 with a weighted average interest rate of 6.15% (2022 - 5.08%).

As at December 31, 2022	**59,645**
Additions	42,644
Interest expense	3,963
Lease payments	(32,175)
Effects of movements in exchange rates	(976)
As at December 31, 2023	**73,101**
Current portion of lease obligation	**27,980**
Long-term portion of lease obligation	**45,121**

Future minimum lease payments outstanding under the Company’s lease obligations at December 31, 2023 are as follows:

Less than 1 year	31,587
1-5 years	45,774
5+ years	4,259
Total lease payments	**81,620**
Amount representing implicit interest	(8,519)
Lease obligations	**73,101**

Payments recognized in the financial statements relating to short-term leases, variable lease payments, and leases of low-value assets for the year ended December 31, 2023 were $3.8 million (2022 - $3.7 million). The Company's short-term leases, variable lease payments, and leases of low-value assets consist of leases of information technology, office equipment, and short-term facility rentals.

Other Indebtedness

The following table details the remaining contractual maturities of the Company's financial liabilities as of December 31, 2023:

	Payments Due By Period[1]					
$000s	Less than 3 months	3 months to 1 year	1-2 years	2-5 years	5+ years	**Total**
Accounts payable and accrued liabilities	227,377	6,972	—	—	—	**234,349**
Dividends payable [2]	5,901	—	—	—	—	**5,901**
Income taxes payable	—	7,638	—	—	—	**7,638**
Deferred acquisition consideration	—	1,423	1,320	—	—	**2,743**
Senior Facility	—	—	—	142,458	—	**142,458**
Canadian Term Loan Facility [3]	—	20,800	41,600	187,600	—	**250,000**
Lease obligations [4]	4,937	23,043	18,613	22,677	3,831	**73,101**
Commitments [5]	13,265	23,408	—	—	—	**36,673**
Other long-term liabilities	—	—	2,470	689	—	**3,159**
	251,480	83,284	64,003	353,424	3,831	**756,022**

1 Payments denominated in foreign currencies have been translated using the December 31, 2023 exchange rate.
2 Dividends declared as of December 31, 2023.
3 Includes quarterly amortization payments of $10.4 million starting in Q3 2024.
4 Lease obligations reflect principal payments and excludes any associated interest portion.
5 Commitments include amounts relating to short-term leases, leases of low-value assets, variable payments associated with long-term leases, and inventory and capital commitments.

As of the date of this MD&A, Management is satisfied that CES has sufficient liquidity and capital resources to meet the long-term payment obligations of its outstanding loans and commitments. To support growth in the business and related working capital needs CES routinely considers its capital structure, including increasing or decreasing the capacity of its Senior Facility, refinancing of the Canadian Term Loan Facility, issuing new senior notes, and other potential financing options. CES assesses its requirements for capital on an ongoing basis and there can be no guarantee that CES will not have to obtain additional capital to finance the expansion plans of the business or to finance future working capital requirements. In the event that additional capital is required, based on the market conditions at the time, it may be difficult to issue additional equity or increase credit capacity and the cost of any new capital may exceed historical norms and/or impose more stringent covenants and/or restrictions on CES. CES continues to focus on evaluating credit capacity, credit counterparties, and liquidity to ensure its ability to be able to meet its ongoing commitments and obligations.

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

Summary of Statements of Cash Flows

The following table summarizes the Company's Statements of Cash Flows for the three and twelve months ended December 31, 2023 and 2022:

	Three Months Ended December 31,			Year Ended December 31,		
$000's	**2023**	2022	Change	**2023**	2022	Change
Net cash provided by (used in)						
Operating Activities	**39,292**	38,784	508	**301,779**	(2,738)	304,517
Investing Activities	**(15,885)**	(14,184)	(1,701)	**(71,833)**	(46,791)	(25,042)
Financing Activities	**(23,407)**	(24,600)	1,193	**(229,946)**	49,529	(279,475)

Cash Flows from Operating Activities

For the three months ended December 31, 2023, net cash provided by operating activities totaled $39.3 million compared to $38.8 million during the three months ended December 31, 2022. For the twelve months ended December 31, 2023, net cash provided by operating activities totaled $301.8 million, an increase from net cash used by operating activities of $2.7 million in the comparative 2022 period. The increase for the twelve month period was primarily driven by a lower required investment in working capital as activity levels stabilized during the year, coupled with higher net income on increased activity levels relative to the comparative year.

Cash Flows from Investing Activities

For the three months ended December 31, 2023, net cash flows used in investing activities totaled $15.9 million compared to $14.2 million during three months ended December 31, 2022. For the twelve months ended December 31, 2023, net cash used by investing activities totaled $71.8 million compared to $46.8 million during the twelve months ended December 31, 2022. The increase was driven by higher capital expenditures in the current year, in support of sustained elevated revenue levels, coupled with investments in other assets of $7.6 million relative to a distribution of other assets of $7.4 million in 2022.

Details of cash used for investment in property and equipment are as follows:

	Three Months Ended December 31,		Year Ended December 31,	
$000's	**2023**	2022	**2023**	2022
Expansion Capital (1)	**16,541**	7,448	**55,835**	28,714
Maintenance Capital (1)	**2,345**	7,568	**17,575**	21,112
Total investment in property and equipment	**18,886**	15,016	**73,410**	49,826
Change in non-cash investing working capital	**(601)**	255	**(1,235)**	2,568
Cash used for investment in property and equipment	**18,285**	15,271	**72,175**	52,394
Adjust for:				
Proceeds on disposal of assets	**(2,952)**	(1,947)	**(11,159)**	(8,573)
Net Cash used for investment in property and equipment(2)	**15,333**	13,324	**61,016**	43,821

[1]*Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.*

[2]*Non-GAAP measure or ratio 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 Net cash used for investment in property and equipment is Cash used for investment in property and equipment. Refer to the section entitled "Non-GAAP Measures and Other Financial Measures" contained within this MD&A.*

Expansion Capital expenditures in Q4 2023 included $2.9 million in respect of a new barite grinding facility in the Superior Weighting division and $1.6 million in respect of the Gardendale distribution expansion in the Jacam Catalyst division, in addition to spending incurred for field, processing and warehouse equipment, vehicles and tanks to support growth throughout the business in the quarter, particularly in the US. Maintenance Capital additions during Q4 2023 included $1.0 million for equipment and tanks, and $0.5 million for vehicles, trucks and trailers.

Historically, the long-term capital investments required for CES to execute its business plan are not significant in relation to the total revenue and EBITDAC generated by the Company and the majority of capital expenditures are made at the discretion of CES based on the timing and the expected overall return on the investment. CES expects 2024 capital expenditures, net of proceeds on disposals of assets, to be approximately $70.0 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.

Cash Flows from Financing Activities

For the three months ended December 31, 2023, cash flows used by financing activities totaled $23.4 million compared to $24.6 million in three months ended December 31, 2022. For the twelve months ended December 31, 2023, net cash used by financing activities totaled $229.9 million, compared to net cash provided by financing activities of $49.5 million during the twelve months ended December 31, 2022. The increase in cash used by financing activities for the year ended December 31, 2023 is primarily due to the settlement of Senior Notes, party offset by the utilization of the Canadian Term Loan Facility, coupled with a significant increase in shareholder returns of $71.9 million compared to 2022. Year over year, the net draw on the Company's Senior Facility decreased by

$68.4 million as required investments in working capital were lower than in the 2022. Excluding the $38.0 million impact of the Senior Notes settlement and $93.5 million in shareholder returns, the net draw would have decreased by $199.9 million.

Dividend Policy
The Company declared dividends to holders of common shares for the twelve months ended December 31, 2023, as follows:

$000s except per share amounts	**Dividend Record Date**	**Dividend Payment Date**	**Per Common Share**	**Total**
March	Mar 31	Apr 14	$0.020	**5,103**
June	Jun 30	Jul 14	$0.025	**6,312**
September	Sep 29	Oct 13	$0.025	**6,021**
December	Dec 29	Jan 15	$0.025	**5,901**
Total dividends declared			$0.095	**23,337**

During the three and twelve months ended December 31, 2023, the Company's Dividend Payout Ratio averaged 10% and 11%, respectively, compared to 9% and 11%, respectively in the comparative periods in 2022. For the three months ended December 31, 2023, the Dividend Payout Ratio increased as compared to 2022 as a result of the increased dividend declared per share. The Dividend Payout Ratio remained flat at 11% for both the year ended December 31, 2023 and 2022 as dividend increases were offset by increased share buybacks and higher Distributable earnings. Refer to "Non-GAAP Measures and Other Financial Measures" for further details on the calculation of Dividend Payout Ratio.

CES will continue to be protective of its balance sheet and provide liquidity to fund potential growth initiatives by being prudent with its cash dividend going forward. Through the course of the year, dividends declared as a proportion of net income and Distributable Earnings will vary based on the Company's financial performance. During periods of relatively strong financial performance, typically associated with higher activity levels, dividends declared as a percentage of net income and Distributable Earnings will decrease, and likewise, during periods of relatively weaker financial performance dividends declared as a percentage of net income and Distributable Earnings will increase. Dividends are funded by cash provided by operating activities. During periods of insufficient cash availability, due to relatively weaker financial performance or changes in the level of working capital, dividends may be funded by available cash or through CES' credit facilities.

Management and the Board of Directors review the appropriateness of dividends on a quarterly basis taking into account, among other considerations, the applicable solvency requirements under corporate legislation; current and anticipated industry conditions; and particularly, growth opportunities requiring Expansion Capital, management's forecast of Distributable Earnings, its forecasted Dividend Payout Ratio, and forecasted capital to be deployed under its NCIB. At this time, CES intends to continue to pay cash dividends to shareholders. In addition, future expansion, investments, acquisitions, or future share-buy backs under CES' NCIB program may be funded internally by allocating a portion of cash flow in conjunction with, or in replacement of, external sources of capital such as debt or the issuance of equity. To the extent that CES deploys cash flow to finance these activities, the amount of cash dividends to shareholders may be affected. Alternatively, to the extent that CES' sustainable operating after tax cash flow improves, the amount of cash dividends to shareholders may be increased. Over the long-term, CES' business model has historically shown it can support a proportion of cash flow from operations being paid out as a dividend or through share-buy backs as the long-term Expansion Capital investments and Maintenance Capital expenditures required for CES to execute its business plan have not been significant in relation to the total revenue and EBITDAC generated. Refer to "Non-GAAP Measures and Other Financial Measures" for further details on the calculation of Distributable Earnings.

NCIB
On July 18, 2023, CES announced the renewal of its previous NCIB, which expired on July 20, 2023. Under the Company's renewed NCIB, which became effective on July 21, 2023, the Company may repurchase for cancellation up to 18,719,430 common shares, being 10.0% of the public float of common shares at the time of renewal. The renewed NCIB will terminate on July 20, 2024 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.

A summary of the Company's NCIB program is as follows:

$000s except for share and per share amounts	**Three Months Ended December 31, 2023**	Year Ended December 31, 2023	Year Ended December 31, 2022
Number of shares	**5,301,700**	21,794,900	2,131,500
Cash outlay	**19,127**	70,941	5,242
Average price per share	**$3.61**	$3.25	$2.46

Subsequent to December 31, 2023, the Company repurchased 3,482,600 additional common shares at an average price of $3.61 per share for a total of $12.6 million. Since the commencement of the Company's current NCIB program and up to the date of this MD&A, the Company repurchased 17,625,900 common shares at an average price of $3.59 per share for a total of $63.3 million. Since inception of the Company's NCIB programs on July 17, 2018, and up to the date of this MD&A, the Company has repurchased 57,535,857 common shares at an average price of $2.59 per share for a total of $148.9 million, representing approximately 21% of common shares outstanding on July 17, 2018.

Share Capital and Stock-Based Compensation Plans
A summary of the Company’s common shares and stock-based compensation plans outstanding is as follows:

	February 29, 2024	December 31, 2023	December 31, 2022
Common shares outstanding	232,938,974	236,042,566	254,515,682
Restricted Share Unit Plan (“RSU”)	5,014,074	5,342,676	5,922,363
Phantom Share Unit Plan (“PSU”)	6,526,763	6,480,451	5,860,999

NON-GAAP MEASURES AND OTHER FINANCIAL MEASURES

The accompanying consolidated financial statements have been prepared in accordance with IFRS. Certain supplementary information and measures not recognized under IFRS are also provided in this MD&A 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 in this MD&A, 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 for use throughout this MD&A 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.

Adjusted EBITDAC per share (basic and diluted) - is a non-GAAP ratio calculated as Adjusted EBITDAC divided by the weighted average number of basic and diluted shares outstanding, respectively. Adjusted EBITDAC is a non-GAAP measure. Management believes it is a useful measure of the Company's normalized operating performance on a per share basis.

Readers are cautioned that EBITDAC and Adjusted EBITDAC should not be considered to be more meaningful than net income (loss) determined in accordance with IFRS. EBITDAC, Adjusted EBITDAC, Adjusted EBITDAC % of Revenue and Adjusted EBITDAC per share are calculated as follows:

	Three Months Ended December 31,		Year Ended December 31,	
$000s	**2023**	2022	**2023**	2022
Net income	**49,187**	40,408	**154,642**	95,218
Adjust for:				
Depreciation and amortization	**17,653**	19,670	**72,845**	74,484
Current income tax expense	**5,768**	1,924	**15,637**	6,937
Deferred income tax (recovery) expense	**(2,602)**	7,775	**19,294**	24,599
Stock-based compensation	**4,285**	4,687	**19,807**	15,552
Finance costs	**10,822**	5,661	**35,060**	39,568
Other (income) loss	**(506)**	124	**(1,464)**	664
EBITDAC	**84,607**	80,249	**315,821**	257,022
Adjusted EBITDAC	**84,607**	80,249	**315,821**	257,022
Adjusted EBITDAC % of Revenue	***15.3 %***	*14.3 %*	***14.6 %***	*13.4 %*
Adjusted EBITDAC per share - basic	***0.35***	*0.31*	***1.27***	*1.01*
Adjusted EBITDAC per share - diluted	***0.35***	*0.31*	***1.24***	*0.98*

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 December 31,		Year Ended December 31,	
$000's	**2023**	2022	**2023**	2022
Cash provided by (used in) operating activities	**39,292**	38,784	**301,779**	(2,738)
Adjust for:				
Change in non-cash operating working capital	**28,888**	28,108	**(50,128)**	197,758
Less: Maintenance Capital [(1)]	**(2,345)**	(7,568)	**(17,575)**	(21,112)
Less: Repayment of lease obligations	**(8,128)**	(4,915)	**(27,944)**	(20,381)
Distributable Earnings	**57,707**	54,409	**206,132**	153,527
Dividends declared	**5,901**	5,090	**23,337**	17,359
Dividend Payout Ratio	**10 %**	9 %	**11 %**	11 %

[1]Supplementary Financial Measure. Supplementary Financial Measures are provided in this MD&A because Management believes they assist the reader in understanding CES' results. Refer to "Non-GAAP Measures and Other Financial Measures" for further detail.

Adjusted Gross Margin - is a non-GAAP measure that has been reconciled to Gross Margin for the financial periods, being the most directly comparable measure calculated in accordance with IFRS. It represents Gross Margin under IFRS adjusted to exclude depreciation included in cost of sales as it relates to assets associated with operations and operating related activities, as well as adjusted for specific items that are considered to be non-recurring in nature. Management believes that this metric assists in determining CES' profitability prior to charges for depreciation. This non-GAAP financial measure is also used by Management to quantify the operating costs inherent in the Company's business activities, prior to operational related depreciation.

Adjusted Gross Margin % of Revenue - is a non-GAAP ratio that is calculated as Adjusted Gross Margin divided by revenue. Management believes that this metric is a useful measure of the Company's normalized cost of sales relative to its top line revenue generation.

Readers are cautioned that Adjusted Gross Margin should not be considered to be more meaningful than Gross Margin determined in accordance with IFRS. Adjusted Gross Margin and Adjusted Gross Margin % of Revenue are calculated as follows:

	Three Months Ended December 31,		Year Ended December 31,	
$000s	**2023**	2022	**2023**	2022
Gross Margin	**126,975**	118,885	**479,349**	396,948
Gross Margin % of revenue	**23 %**	21 %	**22 %**	21 %
Adjust for:				
Depreciation included in cost of sales	**16,052**	13,427	**58,839**	50,702
Adjusted Gross Margin	**143,027**	132,312	**538,188**	447,650
Adjusted Gross Margin % of revenue	**26 %**	24 %	**25 %**	23 %

Adjusted General & Administrative Costs - is a non-GAAP measure that has been reconciled to General and Administrative expenses for the financial periods, being the most directly comparable measure calculated in accordance with IFRS. Adjusted G&A costs excludes stock-based compensation, which is not reflective of underlying operations, depreciation and amortization, as it relates to assets not associated with operations and operating related activities, and specific items that are considered to be non-recurring in nature. Management believes that Adjusted G&A costs and Adjusted G&A costs % of Revenue assist in demonstrating CES' profitability.

Adjusted General & Administrative Costs % of Revenue - is a non-GAAP ratio that is calculated as Adjusted General and Administrative costs divided by revenue. Management believes that this metric is a useful measure of the Company's normalized G&A relative to its top line revenue generation.

Readers are cautioned that Adjusted G&A costs should not be considered to be more meaningful than G&A expenses determined in accordance with IFRS. Adjusted G&A costs and Adjusted G&A costs % of Revenue are calculated as follows:

	Three Months Ended December 31,		Year Ended December 31,	
$000's	**2023**	2022	**2023**	2022
General and administrative expenses	**64,306**	62,993	**256,180**	229,962
G&A expenses % of revenue	**12 %**	11 %	**12 %**	12 %
Adjust for:				
Stock-based compensation	**4,285**	4,687	**19,807**	15,552
Depreciation & amortization	**1,601**	6,243	**14,006**	23,782
Adjusted General and Administrative Costs	**58,420**	52,063	**222,367**	190,628
Adjusted G&A Costs % of revenue	**11 %**	9 %	**10 %**	10 %

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 December 31,		Year Ended December 31,	
$000s	**2023**	2022	**2023**	2022
Cash provided by (used in) operating activities	**39,292**	38,784	**301,779**	(2,738)
Adjust for:				
Change in non-cash operating working capital	**28,888**	28,108	**(50,128)**	197,758
Funds Flow from Operations	**68,180**	66,892	**251,651**	195,020

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 after 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, comprehensive income (loss), 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 December 31,		Year Ended December 31,	
$000s	**2023**	2022	**2023**	2022
Cash provided by (used in) operating activities	**39,292**	38,784	**301,779**	(2,738)
Adjust for:				
Expansion Capital(1)	**(16,541)**	(7,448)	**(55,835)**	(28,714)
Maintenance Capital(1)	**(2,345)**	(7,568)	**(17,575)**	(21,112)
Repayment of lease obligations	**(8,128)**	(4,915)	**(27,944)**	(20,381)
Proceeds on disposal of assets	**2,952**	1,947	**11,159**	8,573
Free Cash Flow	**15,230**	20,800	**211,584**	(64,372)

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

Net Cash Used for Investment in Property and Equipment - 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 December 31,		Year Ended December 31,	
$000's	**2023**	2022	**2023**	2022
Cash used for investment in property and equipment	**18,285**	15,271	**72,175**	52,394
Adjust for:				
Proceeds on disposal of assets	**(2,952)**	(1,947)	**(11,159)**	(8,573)
Net Cash used for investment in property and equipment	**15,333**	13,324	**61,016**	43,821

Working Capital Surplus - 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 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 - 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 as determined in accordance with IFRS. Total Debt, Working Capital Surplus, and Net Debt are calculated as follows:

	As at	
$000's	**December 31, 2023**	December 31, 2022
Long-term financial liabilities[(1)]	**419,416**	532,771
Current portion of finance lease obligations	**27,980**	23,231
Current portion of long-term debt	**20,800**	—
Current portion of deferred acquisition consideration	**1,423**	1,529
Total Debt	**469,619**	557,531
Deduct Working Capital Surplus:		
Current assets	**880,772**	933,680
Current liabilities[(2)]	**(248,008)**	(242,584)
Working Capital Surplus	**632,764**	691,096
Net Debt	**(163,145)**	(133,565)

[1]*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.*
[2]*Excludes current portion of lease liabilities, long-term debt and deferred acquisition consideration.*

Shares outstanding, End of period - Fully Diluted - 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	
	December 31, 2023	December 31, 2022
Common shares outstanding	**236,042,566**	254,515,682
Restricted share units outstanding, end of period	**5,342,676**	5,922,363
Shares outstanding, end of period - fully diluted	**241,385,242**	260,438,045

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 MD&A 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.

Top 5 customers as a % of total revenue - calculated as revenue recorded from the five customers comprising the largest individual components of revenue divided by total revenue, as determined in accordance with IFRS, for the period.

Top customer as a % of total revenue - calculated as revenue recorded from the one customer comprising the largest individual components of revenue divided by total revenue, as determined in accordance with IFRS, for the period.

Gross Margin % of Revenue - calculated as gross margin, as determined in accordance with IFRS, divided by revenue, as determined in accordance with IFRS, for the period.

General and Administrative Expenses % of Revenue - calculated as general and administrative expenses, as determined in accordance with IFRS, divided by revenue, as determined in accordance with IFRS, for the period.

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.

OPERATIONAL DEFINITIONS

Operational terms used throughout this MD&A include:

Canadian DF Market Share - CES estimates its market share in Canada for its drilling fluids operations by comparing, on a semi-weekly basis, active rigs where CES was contracted to provide services to the total active rigs for Western Canada. The number of total active rigs for Western Canada is based on Canadian Association of Energy Contractors ("CAOEC") published data for Western Canada.

US DF Market Share - CES estimates its market share in the US for its drilling fluids operations by comparing, on a semi-weekly basis, active rigs where CES was contracted to provide services to the total active land rigs in the United States. The number of total active rigs in the United States is based on the weekly land based Baker Hughes North American Rotary Rig Count.

Operating Days - For its drilling fluids operations, CES estimates its Operating Days, which are revenue generating days, by multiplying the average number of active rigs where CES was providing drilling fluid services by the number of days in the period.

Average Rig Count - For its drilling fluids operations, CES estimates its Average Rig Count, which is the average monthly number of active rigs where CES was providing drilling fluids in the referenced period.

Treatment Points - Represents the average estimated number of unique wells or oilfield sites serviced monthly by CES in the referenced period with production and specialty chemicals.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

As a routine element of the financial statement preparation process, Management is required to make estimates and assumptions based on information available as at the financial statement date. These estimates and assumptions affect the reported amounts of assets and liabilities, and the possible disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses for the period. Although estimates and assumptions must be made during the financial statement preparation process, it is Management's opinion that none of the estimates or assumptions were highly uncertain at the time they were made. Actual outcomes may differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Management has made significant assumptions about the future and other sources of estimation uncertainty at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ. Assumptions made relate to, but are not limited to, the following:

Significant judgments

Determining CGUs

For the purpose of assessing impairment of non-financial assets, the Company must determine its CGUs. Assets and liabilities are grouped into CGUs at the lowest level of separately identified cash flows. Determination of what constitutes a CGU and the respective allocation of shared corporate carrying values is subject to management judgment. The asset composition of a CGU can directly impact the recoverability of assets included within the CGU. Management has determined that the appropriate CGUs for the Company are the Canadian Operations and the US Operations.

Significant estimates

Accounts receivable

Accounts receivable are recorded at the estimated recoverable amount, which requires management to estimate uncollectible accounts, taking into consideration the customer's payment history, their credit worthiness and the current economic environment in which the customer operates. The primary input in CES' expected credit loss model on trade receivables is historical credit losses incurred in the US and Canada, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. The Company's historical bad debt expenses have not been significant and are usually limited to specific customer circumstances. However, given the cyclical nature of the oil and natural gas industry along with the current economic operating environment, a customer's ability to fulfill its payment obligations can change suddenly and without notice.

Property and equipment

Management estimates the useful lives and residual value of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence, and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

Recoverability of asset carrying values

The recoverability of the Company's asset carrying values is assessed at the CGU level. The determination of the CGUs is subject to management judgments taking into consideration: the nature of the underlying business operations, geographical proximity of operations, shared infrastructure, and exposure to market risk.

The assessment of any impairment of property and equipment, intangible assets and goodwill is dependent upon estimates of the recoverable amount that take into account factors such as economic and market conditions, timing of cash flows, the useful lives of assets, and their related salvage values. The estimated future cash flows are dependent upon a number of factors including, among others, future activity levels within the oil and natural gas industry, current economic and market conditions, potential changes in government regulations, long term projections of future financial performance and the selection of appropriate discount rates used to determine the present value of future cash flows. Future activity cannot be predicted with certainty and, as such, actual results may differ from these estimates. Changes to these estimates may affect the recoverable amounts of the Company's CGUs, which may then require a material adjustment to their related carrying values.

Derivatives

The fair value of outstanding derivatives is based on forward prices, forward foreign exchange rates, and the Company's share price as at the reporting date and may differ from what will eventually be realized. Changes in the fair value of the derivative contracts are recognized in net income. The actual gains and losses realized on eventual cash settlement will vary due to subsequent fluctuations in realized prices.

Income taxes

Management evaluates tax positions, annually or when circumstances require, which involves judgment and could be subject to differing interpretations of applicable tax legislation. The Company recognizes a tax provision when a payment to tax authorities is considered probable. However, the results of audits and reassessments and changes in the interpretations of tax laws and regulations may result in changes to those positions and, potentially, a material increase or decrease in the Company's income tax assets, liabilities and net income.

Deferred income tax assets are recognized when it is considered probable that deductible temporary differences will be recovered in the foreseeable future. To the extent that future taxable income and the application of existing tax laws in each jurisdiction differ significantly from the Company's estimate, the ability of the Company to realize the deferred income tax assets could be impacted.

Deferred income tax liabilities are recognized when there are taxable temporary differences that will reverse and result in a future outflow of funds to a taxation authority. The Company records a provision for the amount that is expected to be settled, which requires judgment as to the ultimate outcome. Deferred income tax liabilities could be impacted by changes in the Company's judgment of the likelihood of a future outflow and estimates of the expected settlement amount, timing of reversals, and the tax laws in the jurisdictions in which the Company operates.

Other Provisions & Contingencies
The determination of other provisions and contingent liabilities is a complex process that involves judgments about the outcomes of future events, estimates of timing and amount of future expenditures, the interpretation of laws and regulations, and discount rates. The amount recognized as a provision is management's best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

MATERIAL ACCOUNTING POLICY INFORMATION

The Company's material accounting policy information can be found in Note 3 of the consolidated financial statements for the year ended December 31, 2023. There have been no new standards or interpretations issued during the three and twelve months ended December 31, 2023 that materially impact the Company.

CORPORATE GOVERNANCE

Disclosure Controls and Procedures ("DC&P")
DC&P have been designed to provide reasonable assurance that information required to be reported by CES is gathered, recorded, processed, summarized and reported to senior management, including the President and Chief Executive Officer and Chief Financial Officer of CES, to allow timely decisions regarding required public disclosure by CES in its annual filings, interim filings, or other reports filed or submitted in accordance with Canadian securities legislation.

As at December 31, 2023, Management, under the direction and supervision of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of CES' disclosure controls and procedures, as detailed by National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as at December 31, 2023, the disclosure controls and procedures were effective.

Internal Controls over Financial Reporting ("ICFR")
Management of CES is responsible for establishing and maintaining ICFR for CES to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with CES' GAAP and includes those policies and procedures that (a) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of CES; (b) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the CES' GAAP, and that receipts and expenditures of CES are being made only in accordance with authorizations of management and directors of CES; and (c) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the CES' assets that could have a material effect on the annual financial statements or interim financial statements.

Management, under the direction and supervision of the President and Chief Executive Officer and the Chief Financial Officer and based on criteria set out in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, conducted an evaluation of the design and effectiveness of CES' ICFR as at December 31, 2023. Based on their assessment, Management determined that ICFR were effective as at December 31, 2023.

There have been no changes to CES' internal controls over financial reporting during the year ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

While the President and Chief Executive Officer and Chief Financial Officer believe that CES' DC&P and ICFR provide a reasonable level of assurance that they are effective, they do not expect that the DC&P or ICFR will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

For information regarding the corporate governance policies and practices of CES, the reader should refer to CES' 2023 Annual Report, CES' Annual Information Form dated February 29, 2024 in respect of the year ended December 31, 2023, and CES' Information Circular in respect of the June 20, 2023 Annual General and Special Meeting of shareholders each of which are available on the CES' SEDAR profile at www.sedar.com.

RISKS AND UNCERTAINTIES AND NEW DEVELOPMENTS

CES' financial results described herein demonstrated the Company's capabilities in the markets in which the Company operates along with a proven defensible balance sheet and business model.

CES' customers are primarily North American oil and gas producers. Activity in the oil and gas industry is cyclical in nature. CES is directly affected by fluctuations in the level and complexity of oil and gas exploration and development activity carried on by its clients. In Canada, drilling activity is seasonal and, in turn, throughout North America it is directly affected by a variety of factors including: weather; natural disasters such as floods, tornadoes, and hurricanes; oil, natural gas, and natural gas liquids commodity prices; pipeline takeaway capacity; outcomes of major LNG projects; access to capital markets; government policies including, but not limited to, royalty, environmental, and industry regulations; and oil and natural gas demand fluctuations, which may be impacted by global political, military, economic, and social factors (such as the outbreak of a contagious disease or pandemic). Any prolonged or significant decrease in energy prices, economic activity or demand, or an adverse change in government regulations could have a significant negative impact on exploration and development drilling and completion activity in North America and, in turn, demand for CES' products and services.

As a provider of technically advanced consumable chemical solutions throughout the life-cycle of the oilfield, the volatility in activity experienced at the drill-bit, fracturing and completion stages is somewhat muted by the long-term and less variable revenue generated by CES at the pump-jack and wellhead during the production stage and in the mid-stream, pipeline and transportation phases. As CES grows these facets of its business, the predictability of its earnings should also increase. The revenue and general market consumption of consumable chemicals in these market segments is more stable and predictable than the drilling fluids market, however a material reduction in the demand for oil and gas may impact the demand for consumable chemicals as operators shut-in production. In addition, CES is a relatively new entrant and is much smaller than the larger, more established competitors in this space. This presents opportunities as well as risks to the overall success CES may achieve in the production and specialty chemical space.

From mid-2014 to early 2016, oil and natural gas prices fell dramatically, resulting in a significant decrease in the level of industry activity in the WCSB and the US. While oil and natural gas prices improved from the first quarter of 2016 until early 2020, the COVID-19 pandemic and production level decisions amongst OPEC+ members in the spring of 2020 collectively resulted in a sharp decline in commodity prices. Oil and natural gas prices have since made a significant recovery, rising to levels not seen since the period preceding the commodity price collapse in 2014. Although oil and gas operators have increased capital spending in response to improving prices, they continue to be cautious relative to previous market cycles and are increasingly focused on operating within cash flows and returning capital to shareholders. In addition, labor and supply chain constraints have moderated the industry's ability to significantly increase exploration and development activities. A retracement of oil and natural gas prices to levels seen in April 2020, would likely affect oil and natural gas production levels and therefore reduce the demand for drilling and oilfield services by operators, which could have a material adverse effect on CES' business, financial condition, results of operations and cash flows. In addition, in Canada many operators in the WCSB have traditionally been challenged by additional crude oil pricing differentials versus world benchmarks such as Brent and WTI, and there continues to be ongoing uncertainty around the ability for WCSB producers to reach markets given the status of several proposed pipeline projects, the potential for a change to US trade and climate policies, tax reform, and other potential changes to crude and natural gas transportation systems. While price differentials have narrowed as demand for oil and gas recovers in North America, oilfield activity in Canada may continue to face headwinds compared to activity in the United States. In addition, a retracement of oil and gas commodity prices to the lows seen during the COVID-19 pandemic would result in a significant reduction in demand for drilling and oilfield services by operators which could have a material adverse effect on CES' business, financial condition, results of operations and cash flows.

The volatility in the financial markets has impacted the general availability of both credit and equity financing in the marketplace. World-wide political and economic risks are also intensifying, including the conflict in Ukraine and the Middle East increased tensions between China and the United States, which continues to create uncertainty relating to global markets and supply chains. Should the conflict in Ukraine escalate or expand beyond Ukraine's borders, if the recent conflict in Israel expands into a broader conflict in the Middle East,or if tensions between China and the United States develop into a more significant trade and economic dispute, this could have a significant impact not only on credit and equity markets, but also on global supply chains and demand for CES' products and services.

Since the fall of 2014 there has been a retreat in the energy capital markets as a result of fluctuating commodity prices and perception regarding government policy, regulations and ESG concerns. While energy markets have been more positive since the COVID-19 pandemic, capital markets continue to see some challenges as it relates to the oil and gas industry. As such it may prove to be difficult under future market conditions to issue additional equity, maintain or increase credit capacity, or re-finance existing credit without significant costs. CES is also reliant on its Senior Facility to fund working capital and other growth initiatives. In the event CES' lenders are unable to, or choose not to continue to fund CES, it would impair CES' ability to operate until alternative sources of financing were obtained, as access to the Senior Facility is critical to the effective execution of CES' business plan. At December 31, 2023, CES is in compliance with terms and covenants of all of its lending agreements.

The ability of CES to sell and expand it's services will also depend upon the ability to attract and retain qualified personnel as needed. The demand for skilled employees has increased in recent years and the supply of top quality, experienced talent has been limited. The unexpected loss of CES' key personnel, the inability to retain or recruit skilled personnel, or potential disruptions to our employees' ability to perform their duties as a result of unforeseen events such as natural disasters or impacts from global pandemics like COVID-19, could have an adverse effect on CES' results. CES addresses these risks by:

- attracting well trained and experienced professionals;
- offering competitive compensation at all levels;
- providing a variety of tools and technologies to enable employees to work remotely;
- ensuring a safe working environment with clearly defined standards and procedures; and
- offering its employees both internal and external training programs.

CES takes its health, safety, and environmental responsibilities seriously and has standards, policies, and procedures to address these risks. In addition, CES maintains insurance policies with respect to its operations providing coverage over what it considers to be material insurable risks. Although the Company maintains insurance policies, such insurance may not provide adequate coverage in all circumstances, nor are all such risks insurable. There can also be assurance that the Company will be able to maintain adequate insurance in the future at rates it considers reasonable and commercially justifiable. It is possible that the Company's insurance coverage will not be sufficient to address the costs arising out of the allocation of liabilities and risk of loss.

Significant changes in the oil and gas industry including economic conditions, commodity prices, environmental regulations, government policy, pipeline takeaway capacity, and other factors may adversely affect CES' ability to realize the full value of its accounts receivable. In addition, a concentration of credit risk exists in trade accounts receivable since they are predominantly with companies operating in the WCSB in Canada and in the Texas, Mid-continent, Rockies, and Northeast regions of the US. CES continues to attempt to mitigate the credit risk associated with its customer receivables by performing credit checks as considered necessary, managing the amount and timing of exposure to individual customers, reviewing its credit procedures on a regular basis, reviewing and actively following up on older accounts, and insuring trade credit risks where deemed appropriate. CES does not anticipate any significant issues in the collection of its customer receivables at this time outside of those which have already been provided for, but continues to monitor these risks on an ongoing basis. If a low oil and natural gas price environment returns, particularly with respect to pricing differentials affecting producers in the WCSB, and if access to capital markets remains weak for CES' customers, there would be a risk of increased bad debts. It is not possible at this time to predict the likelihood, or magnitude, of this risk.

CES' US footprint and size of operations continues to make up the majority of CES' business. CES' significant US presence provides for upside potential and reduces certain risks through diversification of operations. It also exposes the Company to additional specific risks including: currency risk with added exposure to fluctuations in the USD; regulatory risks associated with environmental concerns; and the future impact of increased regulatory requirements.

The Company's ability to provide services to its customers is also dependent upon the availability at reasonable prices of raw materials, which the Company purchases from various suppliers, many of whom are located in North America but also increasingly from overseas including Asia and the Middle East. The availability and supply of materials has been consistent in the past; however since the COVID-19 pandemic, there have been increasing supply chain issues and disruptions. Coupled with increasing demand from the Company's customers, periodic shortages of certain materials have been experienced and costs have been affected. Although the Company generally does not source materials from Eastern Europe, the recent conflict in Ukraine could also further impact global supply chains and trade routes in ways which are not anticipated. The Company does source some limited, non-exclusive products from the Middle East; However, the specific source countries do not appear to be impacted by the recent conflict in Israel and the Company does not anticipate these countries to be impacted going forward. The Company can source these products from other regions should the conflict in the Middle East expand in a significant way. Additionally, increased political tensions relating to China and Taiwan, as well as China's relationship with the rest of the western world, could cause significant supply chain disruptions, particularly as the Company sources more materials from Asia. Moreover, disruptions to transportation networks, impacts from pandemics, shortages of transportation infrastructure (including container availability), or other disruptions to global supply chains may impact the Company's ability to deliver products and services to its customers. These disruptions may also impact global demand for oil and gas, which may in turn result in a reduction in drilling activity and production economics globally. CES continues to evaluate potential changes to customer activity levels and the potential impacts to our business.

The foregoing risks and uncertainties are not intended to be exhaustive. Reference should be made to CES' Annual Information Form dated February 29, 2024 for the year ended December 31, 2023, and in particular to the heading "Risk Factors" for further risks associated with the business, operations, and structure of CES, which is available on CES' SEDAR profile at www.sedar.com.

FORWARD-LOOKING INFORMATION & STATEMENTS

Certain statements in this MD&A 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 MD&A, 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 MD&A. 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. 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.

In particular, this MD&A contains forward-looking information pertaining to the following: the seasonality of CES' business and the ability of CES to manage seasonal activity swings; the certainty and predictability of future cash flows and earnings; Management's proposed corporate strategy for the Company; ability of CES to manage overall fluctuations in demand for CES' products and services; expectations regarding improving industry conditions and the Company's ability to generate free cash flow to sustain the quarterly dividend; expectations regarding CES' revenue and 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; expectations regarding CES' customer's capital expenditures and exploration and development activities; CES' ability to execute on financial goals relating to its balance sheet, liquidity, working capital and cost structure; expectations regarding the performance of CES' business model and counter cyclical balance sheet during downturns; expectations regarding CES' ability to qualify and participate in government support programs; the expectation that cash interest costs and maintenance capital will be funded from available cash or through CES' credit facilities; future estimates as to dividend levels; the business strategy regarding cash dividend payments in the future; the sufficiency of liquidity and capital resources to meet long-term payment obligations or other commitments not included as liabilities on its statement of financial position; potential M&A opportunities; the long-term capital investments required for CES to execute on its business plan; the amount of CES' non-acquisition related capital expenditures in 2024, including maintenance capital and discretionary expansion capital and the anticipated timing for spending such capital; the repurchase of CES' common shares pursuant to the NCIB; Management's opinion of the impact of any potential litigation or disputes; the application of critical accounting estimates and judgements; the timing of adoption of new accounting standards and the potential impact of new accounting standards on CES' financial statements; the collectability of accounts receivable; the effectiveness of CES' credit risk mitigation strategies; CES' ability to increase or maintain its market share; expectations regarding the number of Treatment Points in Canada and the US; CES' ability to leverage third party partner relationships to drive innovation in the consumable fluids and chemicals business; 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, and the impact of such increased sales on operating leverage and cost structure; impact of new drilling techniques, longer reach laterals and the increased intensity and size of hydraulic fracturing; industry activity levels and divergence in activity levels between Canada and the US; commodity prices and related pricing pressure; any forward curves for commodity prices; treatment under governmental regulatory and taxation regimes; expectations regarding expansion of services in Canada and the US; development of new technologies; expectations regarding CES' growth opportunities in Canada, the US and overseas; the effect of acquisitions on the Company; expectations regarding the performance or expansion of CES' operations; expectations regarding end markets for production chemicals and drilling fluids in Canada and the US including anticipated volatility throughout 2024; expectations regarding the demand for oil and natural gas; expectations relating to general economic conditions, interest rates and geopolitical risk; expectations regarding the diversification of operations away from the drill-bit; expectations regarding demand for CES' services and technology; investments in research and development and technology advancements; access to debt and capital markets and cost of capital; CES' ability to continue to comply with covenants in debt facilities; expectations regarding the timing and amount of common shares repurchased pursuant to the Company's NCIB; 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; 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; 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 and "Risks and Uncertainties" in this MD&A.

Without limiting the foregoing, the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

MARKET AND INDUSTRY DATA

Unless otherwise indicated, the market and industry data contained in this MD&A is based upon independent industry publications and websites or was based on estimates derived from the same along with the knowledge of and experience of management in the markets in which the Company operates. Government and industry publications and reports generally indicate that they have obtained their information from sources believed to be reliable, but do not guarantee the accuracy and completeness of their information. None of these sources have provided any form of consultation, advice or counsel regarding any aspect of, or is in any way whatsoever associated with, CES. Actual outcomes may vary materially from those forecasted in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. While the Company believes this data can be reasonably relied on, market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Company has not independently verified any of the data from third party sources referred to in this MD&A or ascertained the underlying assumptions relied upon by such sources.

ADDITIONAL INFORMATION

Additional information related to CES can be found on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Information is also accessible on CES' web site at www.cesenergysolutions.com.

Consolidated Financial Statements

For the Years Ended December 31, 2023 and 2022

MANAGEMENT'S REPORT

Management is responsible for the preparation of the consolidated financial statements in accordance with International Financial Reporting Standards and for the consistency therewith of all other financial and operating data presented in this annual report.

Management maintains a system of internal controls to provide reasonable assurance that all assets are safeguarded and to facilitate the preparation of relevant, reliable and timely financial and management information.

Independent auditors appointed by the shareholders have examined the consolidated financial statements. The Audit Committee, consisting of four independent, non-management directors, is responsible to review the consolidated financial statements with management and the auditors and to report to the Board of Directors. The Board of Directors is responsible to review and approve the consolidated financial statements.

"Kenneth E. Zinger"
Kenneth E. Zinger
President & Chief Executive Officer
February 29, 2024

"Anthony M. Aulicino"
Anthony M. Aulicino
Chief Financial Officer
February 29, 2024

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Board of Directors of CES Energy Solutions Corp.

Opinion
We have audited the consolidated financial statements of CES Energy Solutions Corp. (the "Company"), which comprise the consolidated statement of financial position as at December 31, 2023 and 2022, and the consolidated statements of net income and comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion
We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter
A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Revenue Recognition – Refer to Note 3 to the consolidated financial statements

Key Audit Matter Description

The Company's revenue is comprised of the sale of products and the provision of services. Revenue on the sale of products is recognized as the Company satisfies the performance obligations as control is transferred to its customers. Revenue on the provision of services is recognized as the services are performed.

Revenue is a key audit matter due to the significant audit effort required to perform audit procedures related to the Company's revenue recognition.

How the Key Audit Matter Was Addressed in the Audit

Our audit procedures related to revenue recognition included, among others, on a sample basis, evaluating the recognition of revenue by obtaining confirmations, or obtaining and inspecting customer approved invoices, and cash receipts. Where confirmations or customer approved invoices had not been received, obtained and inspected shipping documents and other support as applicable.

Other Information
Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the financial statements and our auditor's report thereon, in the Annual Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis and the Annual Report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Mandeep Singh.

/s/ Deloitte LLP

Chartered Professional Accountants
Calgary, Alberta
February 29, 2024

CES Energy Solutions Corp.
Consolidated Statement of Financial Position
(stated in thousands of Canadian dollars)

	As at	
	December 31, 2023	December 31, 2022
ASSETS		
Current assets		
Accounts receivable (note 19)	**441,836**	479,360
Financial derivative asset (note 19)	**5,085**	2,213
Income taxes receivable (note 14)	**66**	935
Inventory (note 4)	**408,600**	428,144
Prepaid expenses and deposits	**25,185**	23,028
	880,772	933,680
Property and equipment (note 5)	**306,475**	283,432
Right of use assets (note 6)	**75,640**	62,199
Intangible assets (note 7)	**25,993**	30,551
Deferred income tax asset (note 14)	**16,467**	36,335
Other assets (note 8)	**18,510**	10,114
Goodwill (note 7)	**53,408**	54,692
	1,377,265	1,411,003
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	**234,349**	234,299
Financial derivative liability (note 19)	**120**	—
Dividends payable (note 17)	**5,901**	5,090
Income taxes payable (note 14)	**7,638**	3,195
Current portion of deferred acquisition consideration	**1,423**	1,529
Current portion of lease obligations (note 10)	**27,980**	23,231
Current portion of long-term debt (note 9)	**20,800**	—
	298,211	267,344
Long-term debt (note 9)	**369,816**	491,482
Lease obligations (note 10)	**45,121**	36,414
Deferred acquisition consideration	**1,320**	2,810
Deferred income tax liability (note 14)	**1,643**	1,839
Other long-term liabilities (note 16)	**3,159**	2,065
	719,270	801,954
Commitments (note 18)		
Shareholders' equity		
Common shares (note 15)	**593,005**	658,820
Contributed surplus	**37,462**	34,866
Deficit	**(140,771)**	(272,076)
Accumulated other comprehensive income	**168,299**	187,439
	657,995	609,049
	1,377,265	1,411,003

APPROVED ON BEHALF OF THE BOARD:

"Kenneth E. Zinger"	*"Kyle D. Kitagawa"*
Kenneth E. Zinger	Kyle D. Kitagawa
President & Chief Executive Officer and Director	*Director & Chairman, Audit Committee*

The accompanying notes are an integral part of these consolidated financial statements.

CES Energy Solutions Corp.
Consolidated Statements of Net Income and Comprehensive Income
(stated in thousands of Canadian dollars, except per share amounts)

	Year Ended December 31,	
	2023	2022
Revenue	**2,163,512**	1,922,319
Cost of sales (note 11)	**1,684,163**	1,525,371
Gross margin	**479,349**	396,948
General and administrative expenses (note 12)	**256,180**	229,962
Operating profit	**223,169**	166,986
Finance costs (note 13)	**35,060**	39,568
Other (income) loss	**(1,464)**	664
Income before taxes	**189,573**	126,754
Current income tax expense (note 14)	**15,637**	6,937
Deferred income tax expense (note 14)	**19,294**	24,599
Net income	**154,642**	95,218
Other comprehensive income (items that may be subsequently reclassified to net income):		
Unrealized foreign exchange (loss) gain on translation of foreign operations	**(18,210)**	44,803
Change in fair value of other assets, net of tax	**1,125**	(1,541)
Comprehensive income	**137,557**	138,480
Net income per share (note 15)		
Basic	**0.62**	0.37
Diluted	**0.61**	0.36

The accompanying notes are an integral part of these consolidated financial statements.

CES Energy Solutions Corp.
Consolidated Statements of Changes in Equity
(stated in thousands of Canadian dollars)

	Year Ended December 31,	
	2023	2022
COMMON SHARES		
Balance, beginning of year	**658,820**	658,614
Issued pursuant to stock-based compensation (note 15)	**4,955**	5,292
Issued pursuant to stock settled director fees	**171**	156
Common shares repurchased and canceled through NCIB (note 15)	**(70,941)**	(5,242)
Balance, end of year	**593,005**	658,820
CONTRIBUTED SURPLUS		
Balance, beginning of year	**34,866**	33,819
Reclassified pursuant to stock-based compensation (note 15)	**(7,136)**	(5,292)
Stock-based compensation expense (note 16)	**9,732**	6,339
Balance, end of year	**37,462**	34,866
DEFICIT		
Balance, beginning of year	**(272,076)**	(349,935)
Net income	**154,642**	95,218
Dividends declared (note 17)	**(23,337)**	(17,359)
Balance, end of year	**(140,771)**	(272,076)
ACCUMULATED OTHER COMPREHENSIVE INCOME		
Balance, beginning of year	**187,439**	144,177
Reclassification of cumulative translation adjustment relating to foreign operations	**(2,055)**	—
Unrealized foreign exchange (loss) gain on translation of foreign operations	**(18,210)**	44,803
Change in fair value of other assets, net of tax	**1,125**	(1,541)
Balance, end of year	**168,299**	187,439
	657,995	609,049

The accompanying notes are an integral part of these consolidated financial statements.

CES Energy Solutions Corp.
Consolidated Statements of Cash Flows
(stated in thousands of Canadian dollars)

	Year Ended December 31,	
	2023	2022
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES:		
Net income	**154,642**	95,218
Adjustments for:		
Depreciation and amortization	**72,845**	74,484
Stock-based compensation (note 16)	**9,732**	6,339
Other non-cash loss (income)	**963**	(1,635)
Deferred income tax expense (note 14)	**19,294**	24,599
Gain on disposal of assets	**(5,825)**	(3,985)
Funds flow from operations	**251,651**	195,020
Change in non-cash working capital (note 21)	**50,128**	(197,758)
	301,779	(2,738)
FINANCING ACTIVITIES:		
Canadian Term Loan Facility issuance	**250,000**	—
6.375% Senior Notes redemption	**(287,954)**	—
Senior Notes consent solicitation	**—**	(3,815)
Repayment of lease obligations	**(27,944)**	(20,381)
(Decrease) increase in Senior Facility	**(68,400)**	95,297
Shareholder dividends	**(22,526)**	(16,330)
Settlement of restricted share units	**(2,181)**	—
Common shares repurchased and cancelled through NCIB (note 15)	**(70,941)**	(5,242)
	(229,946)	49,529
INVESTING ACTIVITIES:		
Investment in property and equipment	**(72,175)**	(52,394)
Investment in intangible assets	**(1,723)**	(779)
Investment in other assets (note 8)	**(7,576)**	7,369
Deferred acquisition consideration	**(1,518)**	—
Business combination	**—**	(9,560)
Proceeds on disposal of assets	**11,159**	8,573
	(71,833)	(46,791)
CHANGE IN CASH	**—**	—
Cash, beginning of year	**—**	—
Cash, end of year	**—**	—
SUPPLEMENTARY CASH FLOW DISCLOSURE		
Interest paid	**41,924**	29,026
Income taxes paid	**10,211**	5,900

The accompanying notes are an integral part of these consolidated financial statements.

1. The Company

CES Energy Solutions Corp. (the "Company" or "CES") is a company domiciled in Canada and was incorporated under the Canada Business Corporations Act on November 13, 1986. CES' principal place of business is located at Suite 1400, 332 – 6th Avenue SW, Calgary, Alberta, Canada T2P 0B2. The consolidated financial statements of the Company as at and for the year ended December 31, 2023 and 2022 comprise the accounts of 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 North American oil and gas industry. CES operates under the following trade names and brands: AES Drilling Fluids, Jacam Catalyst, Proflow Solutions, Superior Weighting Products, Canadian Energy Services, PureChem Services, StimWrx Energy Services, Sialco Materials Ltd, and Clear Environmental Solutions.

2. Basis of Presentation

Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and were authorized for issue by the Company's Board of Directors on February 29, 2024.

Basis of measurement

The consolidated financial statements have been prepared on a going concern basis using the historical cost convention except as disclosed in Note 3.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's presentation currency. All financial information presented in dollars has been rounded to the nearest thousand except for share and per share amounts.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the date of the transactions. At the end of each reporting period, foreign currency denominated monetary assets and liabilities are translated to the functional currency using the prevailing rate of exchange at the statement of financial position date. Gains and losses on translation of monetary items are recognized in the statement of net income and comprehensive income in finance costs, except for those foreign exchange gains or losses arising from assets and liabilities of a foreign operation, which are recognized in other comprehensive income ("OCI").

Assets and liabilities of subsidiaries having a functional currency different from the Company's presentation currency of Canadian dollars are translated at the rate of exchange at the reporting date. Revenues and expenses are translated at average rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transactions are used. The resulting foreign currency translation adjustments are recognized in OCI.

3. Material Accounting Policy Information

a) Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries. All inter-company balances and transactions are eliminated on consolidation.

b) Inventory

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is determined on a standard cost basis, and includes expenditures incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing them to their existing location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Any inventory valuation write-downs are included in cost of sales on the statement of net income and comprehensive income.

c) Property and equipment

Property and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, any other costs directly attributable to bringing the assets to a working condition for their intended use, and borrowing costs on qualifying assets.

Gains and losses on the disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognized within cost of sales on the statement of net income and comprehensive income.

When significant parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. The costs of the day-to-day servicing of property and equipment, including repairs and maintenance, are recognized in net income as incurred. Property and equipment are depreciated using the straight-line method over their estimated useful lives, which are as follows:

Buildings	3-30 years
Vehicles, trucks, and transportation equipment	3-15 years
Machinery and equipment	3-20 years
Office & computer equipment	1-5 years

Depreciation methods, useful lives, and residual values are reviewed at each financial year-end and adjusted prospectively if appropriate. The Company reviews its property and equipment at each reporting date to determine whether there is any indication of impairment.

d) Leases and ROU Assets

The Company recognizes a right of use ("ROU") asset and a lease liability at the lease commencement date. The ROU asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made on or before the commencement date, plus any initial direct costs incurred, less any lease incentives received. The ROU asset is subsequently depreciated to the earlier of the end of the useful life of the ROU asset or the lease term using the straight-line method. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. The ROU asset may be adjusted for certain remeasurements of the lease liability and impairment losses, if any.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s incremental borrowing rate. The Company uses a single discount rate for a portfolio of leases with reasonably similar characteristics. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the amount expected to be payable under a residual value guarantee, or if there is a change in the Company’s assessment of whether it will exercise a purchase, extension or termination option.

Leases that have a term of less than 12 months or leases with an underlying asset of low-value are recognized as an expense in the consolidated statement of net income and comprehensive income.

e) Identifiable intangible assets

The Company’s intangible assets include customer relationships, proprietary software, and patents and other intangibles with finite useful lives. Costs attributable to intangible assets are capitalized if future economic benefits are reasonably assured. Intangible assets are initially recorded at cost and are amortized using the straight-line method through net income over their estimated useful lives when the realization of economic benefits begins. The estimated useful lives are as follows:

Customer relationships	5-10 years
Software	3 years
Patents and other intangibles	5-20 years

Amortization methods, useful lives, and residual values are reviewed at each financial year-end and adjusted prospectively, if appropriate.

f) Goodwill

Goodwill is the residual amount that results when the purchase price of an acquired business exceeds the sum of the amounts allocated to the assets acquired less liabilities assumed based on their fair values as of the acquisition date. Goodwill acquired through a business combination is allocated to each cash generating unit (“CGU”), or group of CGUs, that is expected to benefit from the business combination. Each of these CGUs represents the lowest level within the Company at which the associated goodwill is monitored for management purposes.

g) Impairment

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If there is an indication of impairment, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the CGU). This allocation reflects the lowest level at which goodwill is monitored for internal reporting purposes. The Company's corporate assets do not generate separate cash inflows and cash outflows are allocated to CGUs. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in net income and are allocated first to reduce the carrying amount of any goodwill allocated to the respective CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss related to goodwill is not reversed.

h) Provisions

Provisions are recognized in accrued liabilities when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value as applicable. As well, the Company performs reviews to identify onerous contracts and, where applicable, records provisions for such contracts.

i) Revenue recognition

The Company's revenue is comprised of the sale of products and the provision of services. Revenue on the sale of products is recognized as the Company satisfies the performance obligations as control is transferred to its customers. Revenue on the provision of services is recognized as the services are performed. Transaction prices are determined based on the agreed upon prices with customers for CES' goods and services at the time contracts are entered into. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money, and expenses any incremental costs of obtaining contracts with customers as incurred. The Company's contract terms do not include a provision for significant post-service delivery obligations.

j) Stock-based compensation

Equity settled transactions

Restricted Share Units ("RSUs") are awarded to employees, officers, and directors of the Company and entitle the holder to a number of common shares plus reinvested notional dividends. Stock-based compensation expense for RSUs is based on the estimated fair value of the award at the date of grant, calculated using a five day volume weighted average share price, and is recognized in net income over the vesting period of the respective plan with a corresponding increase to contributed surplus. CES estimates the forfeiture rate for its RSUs at the date of grant based on the number of awards expected to vest taking into consideration past experience and future expectations and is adjusted upon actual vesting.

Cash settled transactions

Phantom Share Units ("PSUs") are awarded to non-executive employees and entitle the holder to the cash-equivalent of the five day volume weighted average share price of the Company's common shares plus reinvested notional dividends upon maturity. Stock-based compensation expense and a corresponding liability for PSUs is based on the estimated fair value of the units outstanding at the end of each quarter, calculated using a five day volume weighted average share price and recognized over the vesting period. CES estimates the forfeiture rate for its PSUs at the date of grant based on the number of awards expected to vest taking into consideration past experience and future expectations and is adjusted upon actual vesting. Upon maturity, the cash settlement paid reduces the liability. The current portion of the liability relating to PSUs is included in accounts payable and accrued liabilities and the long-term portion in other long-term liabilities in the consolidated statement of financial position. The expense is included in general and administrative expenses in the consolidated statement of net income and comprehensive income.

k) Finance costs

Finance costs are comprised of interest expense on borrowings, net of interest income, financial derivative gains and losses, foreign currency gains and losses, resulting from foreign currency monetary items which are translated into the Company's functional currency, and the amortization of capitalized debt issue costs.

l) Income taxes

The Company uses the liability method of accounting for income taxes, where deferred income tax assets and liabilities are recognized on the temporary differences between the carrying amounts of assets and liabilities and their respective income tax basis. Deferred income tax assets may also be recognized for the benefit expected from unused tax credits and losses available for carryforward. Deferred income tax assets and liabilities are measured based on income tax rates and tax laws that are enacted or substantively enacted by the end of the reporting period and that are expected to apply in the years in which temporary differences are expected to be realized or settled. Deferred income tax is charged or credited to net income, except when related to items charged or credited to either OCI or directly to equity, in which case the deferred income tax is also recorded to OCI or equity.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable income will be available against which the temporary differences or tax pools can be utilized. The carrying amount of deferred income tax assets is evaluated at the end of each reporting period and is adjusted accordingly based on increases or decreases to future taxable income. Deferred income tax assets and liabilities are presented as non-current and only offset where they arise within the same legal entity or jurisdiction and there is a legal right to offset.

Deferred income tax is recognized on temporary differences arising from investments in subsidiaries, except in the case where the Company controls the timing of the temporary difference reversals and it is probable that the temporary difference will not reverse in the foreseeable future.

m) Financial instruments

Classification

Financial assets and financial liabilities are classified into three categories: Amortized Cost, Fair Value through Profit and Loss ("FVTPL") and Fair Value through Other Comprehensive Income ("FVTOCI"). The classification of financial assets is determined by their context in the Company's business model and by the characteristics of the financial asset's contractual cash flows.

Measurement

Financial assets and financial liabilities are measured at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification.

Financial assets and liabilities measured at amortized cost are initially recognized at fair value and, subsequently carried at amortized cost less any impairment.

The Company uses derivative financial instruments to manage its exposure to various market risks. These derivative instruments are measured initially at FVTPL and are subsequently measured at fair value with changes in fair value recognized in net income. Realized gains and losses from derivatives are recognized as they occur. Unrealized gains and losses are recognized in net income at each respective reporting period. The fair value of these transactions is based upon the estimated amounts that would have been paid to or received from counterparties to settle the outstanding transactions with reference to the estimated forward prices as of the reporting date.

The Company, through its captive insurance subsidiary, holds investments for self-insured liabilities, which are classified as being measured at FVTOCI as the contractual cash flows received from the investments are solely payments of principal and interest and are held within a business model whose objective is both to hold the financial assets to collect the contractual cash flows as well as to sell the financial assets. Financial assets measured at FVTOCI are subsequently measured at fair value with changes in fair value recognized in OCI, net of tax. Upon derecognition of the underlying financial asset, amounts in OCI are reclassified to net income.

Fair value measurement
CES classifies the fair value of its financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 - Pricing inputs based on observable inputs other than quoted prices in active markets included in Level 1.
- Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Derecognition
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which either: substantially all of the risks and rewards of ownership of the financial asset are transferred; or the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. In instances where the Company enters into transactions whereby it transfers assets recognized in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in net income.

Impairment of financial assets
The Company recognizes a loss allowance for expected credit losses on financial assets. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve months of expected credit losses. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in net income. The assets, together with the associated allowance, are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Company. If, in a subsequent year, the amount of the estimated loss increases or decreases because of an event occurring after the loss was recognized, the previously recognized loss is increased or reduced by adjusting the allowance account.

n) Net income or loss per share
Basic net income or loss per share is based on the income or loss attributable to common shareholders for the period divided by the weighted average number of common shares outstanding during the period. The diluted net income or loss per share is based on the weighted average number of common shares outstanding during the period plus the effects of dilutive share equivalents, which include the outstanding Restricted Share Units. Diluted net income or loss per share is determined by adjusting the income or loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for the effects of all dilutive potential common shares.

o) Significant accounting judgments and estimates
The preparation of the consolidated financial statements requires management to make assumptions and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Actual outcomes may differ from these estimates. These consolidated financial statements include estimates, which by their nature, are uncertain. These assumptions and associated estimates are based on historical experience

and other factors that are considered to be relevant. As such, actual results may differ from estimates and the effect of such differences may be material. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Management has made assumptions about the future and other sources of estimation uncertainty at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ. Assumptions made relate to, but are not limited to, the following:

Significant judgments

Determining CGUs

For the purpose of assessing impairment of non-financial assets, the Company must determine its CGUs. Assets and liabilities are grouped into CGUs at the lowest level of separately identified cash flows. Determination of what constitutes a CGU and the respective allocation of shared corporate carrying values is subject to management judgment. The asset composition of a CGU can directly impact the recoverability of assets included within the CGU. Management has determined that the appropriate CGUs for the Company are the Canadian Operations and the US Operations.

Significant estimates

Accounts receivable

Accounts receivable are recorded at the estimated recoverable amount, which requires management to estimate uncollectible accounts, taking into consideration the customer's payment history, their credit worthiness and the current economic environment in which the customer operates. The primary input in CES' expected credit loss model on trade receivables is historical credit losses incurred in the US and Canada, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. The Company's historical bad debt expenses have not been significant and are usually limited to specific customer circumstances. However, given the cyclical nature of the oil and natural gas industry along with the current economic operating environment, a customer's ability to fulfill its payment obligations can change suddenly and without notice.

Property and equipment

Management estimates the useful lives and residual value of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence, and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

Recoverability of asset carrying values

The recoverability of the Company's asset carrying values is assessed at the CGU level. The determination of the CGUs is subject to management judgments taking into consideration: the nature of the underlying business operations, geographical proximity of operations, shared infrastructure, and exposure to market risk.

The assessment of any impairment of property and equipment, intangible assets and goodwill is dependent upon estimates of the recoverable amount that take into account factors such as economic and market conditions, timing of cash flows, the useful lives of assets, and their related salvage values. The estimated future cash flows are dependent upon a number of factors including, among others, future activity levels within the oil and natural gas industry, current economic and market conditions, potential changes in government regulations, long term projections of future financial performance and the selection of appropriate discount rates used to determine the present value of future cash flows. Future activity cannot be predicted with certainty and, as such, actual results may differ from these estimates. Changes to these estimates may affect the recoverable amounts of the Company's CGUs, which may then require a material adjustment to their related carrying values.

Derivatives

The fair value of outstanding derivatives is based on forward prices, forward foreign exchange rates, and the Company's share price as at the reporting date and may differ from what will eventually be realized. Changes in the fair value of the derivative contracts are recognized in net income. The actual gains and losses realized on eventual cash settlement will vary due to subsequent fluctuations in realized prices.

Income taxes
Management evaluates tax positions, annually or when circumstances require, which involves judgment and could be subject to differing interpretations of applicable tax legislation. The Company recognizes a tax provision when a payment to tax authorities is considered probable. However, the results of audits and reassessments and changes in the interpretations of tax laws and regulations may result in changes to those positions and, potentially, a material increase or decrease in the Company's income tax assets, liabilities and net income.

Deferred income tax assets are recognized when it is considered probable that deductible temporary differences will be recovered in the foreseeable future. To the extent that future taxable income and the application of existing tax laws in each jurisdiction differ significantly from the Company's estimate, the ability of the Company to realize the deferred income tax assets could be impacted.

Deferred income tax liabilities are recognized when there are taxable temporary differences that will reverse and result in a future outflow of funds to a taxation authority. The Company records a provision for the amount that is expected to be settled, which requires judgment as to the ultimate outcome. Deferred income tax liabilities could be impacted by changes in the Company's judgment of the likelihood of a future outflow and estimates of the expected settlement amount, timing of reversals, and the tax laws in the jurisdictions in which the Company operates.

Other Provisions & Contingencies
The determination of other provisions and contingent liabilities is a complex process that involves judgments about the outcomes of future events, estimates of timing and amount of future expenditures, the interpretation of laws and regulations, and discount rates. The amount recognized as a provision is management's best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

p) **Recent Accounting Pronouncements**
Newly adopted accounting standards
CES adopted amendments to IAS 1, *Presentation of Financial Statements* and IFRS Practice Statement 2 *Making Material Judgements - Disclosure of Accounting Policies,* on January 1, 2023. The amendments require companies to disclose material accounting policies instead of significant accounting policies and clarify what qualifies under material accounting policies. The amendments state that immaterial accounting policy information does not need to be disclosed. Accounting policy information is material if, when considered together with other information included in a company's financial statements, it can be reasonably expected to influence decisions that the primary users of financial statements make on the basis of those financial statements.

CES adopted amendments to IAS 12, *Income Taxes, International Tax Reform—Pillar Two Model Rules,* in preparing the December 31, 2023, financial statements. IAS 12 was amended to provide clarification on income taxes arising from tax law enacted or substantively enacted to implement the Organization for Economic Co-operation and Development's ("OECD") Inclusive Framework on Base Erosion and Profit Shifting ("BEPS") Pillar Two Model Rules. The amendments include a mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two Model Rules. There are also disclosure requirements for affected companies to help users of the financial statements better understand a company's exposure to Pillar Two income taxes, particularly before the effective date.

IFRS 17, *Insurance Contracts,* amendments to IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates,* and amendments to IAS 12, *Income Taxes, Deferred Tax related to Assets and Liabilities arising from a Single Transaction* were effective on January 1, 2023. The Company has adopted these new and amended policies, and their adoption has had no material impact on the disclosures or amounts reported in the consolidated financial statements.

Future accounting policy changes
There are new accounting standards, amendments to accounting standards and interpretations that are effective for periods on or after January 1, 2024, with early adoption permitted. These have not been applied in preparing the consolidated financial statements for the year ended December 31, 2023. These standards and interpretations are not expected to have a material impact on the Company's consolidated financial statements.

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

4. Inventory

The cost of inventory expensed in cost of sales for the year ended December 31, 2023, was $1,152,580 (2022 - $1,053,917). During the year ended December 31, 2023, the Company recorded $151 (2022 - $2,696) of inventory valuation write-downs.

5. Property and Equipment

Property and equipment are comprised of the following balances:

	Land and buildings	Vehicles, trucks, and transportation equipment	Machinery and equipment	Office & computer equipment	Total
Cost:					
Balance at December 31, 2022	198,116	121,540	232,352	19,112	571,120
Additions	9,254	18,971	43,053	1,200	72,478
Transfers	(7)	4	1,275	—	1,272
Disposals	(938)	(4,140)	(5,067)	(723)	(10,868)
Effect of movements in exchange rates	(3,527)	(4,796)	(5,043)	(314)	(13,680)
Balance at December 31, 2023	202,898	131,579	266,570	19,275	620,322
Depreciation:					
Balance at December 31, 2022	69,395	90,965	111,661	15,667	287,688
Depreciation for the year(1)	9,944	10,689	19,588	1,812	42,033
Disposals	(133)	(2,807)	(3,925)	(723)	(7,588)
Effect of movements in exchange rates	(1,341)	(4,143)	(2,546)	(256)	(8,286)
Balance at December 31, 2023	77,865	94,704	124,778	16,500	313,847
Carrying amount at December 31, 2023	**125,033**	**36,875**	**141,792**	**2,775**	**306,475**

1 Included in accumulated depreciation for the year ended December 31, 2023 is $331 that has been allocated to inventory.

	Land and buildings	Vehicles, trucks, and transportation equipment	Machinery and equipment	Office & computer equipment	Total
Cost:					
Balance at December 31, 2021	182,160	107,847	203,840	15,850	509,697
Additions through business combinations	—	175	110	—	285
Additions	10,404	13,251	23,149	3,000	49,804
Transfers	—	760	181	—	941
Disposals	(2,956)	(4,089)	(5,005)	(520)	(12,570)
Effect of movements in exchange rates	8,508	3,596	10,077	782	22,963
Balance at December 31, 2022	198,116	121,540	232,352	19,112	571,120
Depreciation:					
Balance at December 31, 2021	58,750	80,916	95,460	13,819	248,945
Depreciation for the year(1)	9,389	11,020	16,048	1,754	38,211
Disposals	(1,509)	(3,062)	(4,602)	(502)	(9,675)
Effect of movements in exchange rates	2,765	2,091	4,755	596	10,207
Balance at December 31, 2022	69,395	90,965	111,661	15,667	287,688
Carrying amount at December 31, 2022	**128,721**	**30,575**	**120,691**	**3,445**	**283,432**

1 Included in accumulated depreciation for the year ended December 31, 2022 is $301 that has been allocated to inventory.

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

6. Right of Use Assets

Right of use assets are comprised of the following balances:

	Land and buildings	Vehicles, trucks, and transportation equipment	Machinery and equipment	Intangible ROU assets	Total
Cost:					
Balance at December 31, 2022	44,746	61,811	4,337	545	111,439
Additions	6,926	33,560	3,088	—	43,574
Transfers	(1,373)	(53)	(249)	—	(1,675)
Disposals	(4,274)	(13,733)	(164)	—	(18,171)
Effect of movements in exchange rates	(579)	(1,788)	(95)	(13)	(2,475)
Balance at December 31, 2023	45,446	79,797	6,917	532	132,692
Depreciation:					
Balance at December 31, 2022	14,781	31,554	2,504	401	49,240
Depreciation for the year	7,775	16,181	1,291	64	25,311
Transfers	(166)	(50)	(154)	—	(370)
Disposals	(4,007)	(11,597)	(144)	—	(15,748)
Effect of movements in exchange rates	(206)	(1,129)	(35)	(11)	(1,381)
Balance at December 31, 2023	18,177	34,959	3,462	454	57,052
Carrying amount at December 31, 2023	**27,269**	**44,838**	**3,455**	**78**	**75,640**

	Land and buildings	Vehicles, trucks, and transportation equipment	Machinery and equipment	Intangible ROU assets	Total
Cost:					
Balance at December 31, 2021	33,983	53,480	3,213	510	91,186
Additions through business combinations	89	—	—	—	89
Additions	14,570	20,187	1,653	—	36,410
Transfers	—	(3,044)	(604)	—	(3,648)
Disposals	(5,398)	(11,560)	—	—	(16,958)
Effect of movements in exchange rates	1,502	2,748	75	35	4,360
Balance at December 31, 2022	44,746	61,811	4,337	545	111,439
Depreciation:					
Balance at December 31, 2021	12,972	29,428	2,096	208	44,704
Depreciation for the year	6,413	13,098	714	171	20,396
Transfers	—	(2,371)	(336)	—	(2,707)
Disposals	(5,111)	(9,971)	—	—	(15,082)
Effect of movements in exchange rates	507	1,370	30	22	1,929
Balance at December 31, 2022	14,781	31,554	2,504	401	49,240
Carrying amount at December 31, 2022	**29,965**	**30,257**	**1,833**	**144**	**62,199**

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

7. Intangible Assets and Goodwill

	Customer relationships	Software	Patents and other intangibles	Total intangibles	Goodwill
Cost:					
Balance at December 31, 2022	116,130	30,393	67,325	213,848	54,692
Additions	—	1,747	—	1,747	—
Effect of movements in exchange rates	(1,974)	(470)	(1,678)	(4,122)	(1,284)
Balance at December 31, 2023	114,156	31,670	65,647	211,473	53,408
Amortization:					
Balance at December 31, 2022	94,089	27,825	61,383	183,297	—
Amortization for the year	4,872	883	2,642	8,397	—
Effect of movements in exchange rates	(1,665)	(438)	(4,111)	(6,214)	—
Balance at December 31, 2023	97,296	28,270	59,914	185,480	—
Carrying amount at December 31, 2023	**16,860**	**3,400**	**5,733**	**25,993**	**53,408**

	Customer relationships	Software	Patents and other intangibles	Total intangibles	Goodwill
Cost:					
Balance at December 31, 2021	100,670	29,319	64,973	194,962	50,527
Additions through business combinations	10,662	—	394	11,056	669
Additions	—	649	130	779	—
Disposals	(620)	(836)	(1,125)	(2,581)	—
Effect of movements in exchange rates	5,418	1,261	2,953	9,632	3,496
Balance at December 31, 2022	116,130	30,393	67,325	213,848	54,692
Amortization:					
Balance at December 31, 2021	83,975	24,737	53,099	161,811	—
Amortization for the year	6,524	2,829	6,824	16,177	—
Disposals	(620)	(836)	(1,125)	(2,581)	—
Effect of movements in exchange rates	4,210	1,095	2,585	7,890	—
Balance at December 31, 2022	94,089	27,825	61,383	183,297	—
Carrying amount at December 31, 2022	**22,041**	**2,568**	**5,942**	**30,551**	**54,692**

Impairment testing for cash-generating units containing goodwill
For the purpose of impairment testing, goodwill is allocated to the Company's CGUs, which represent the lowest level within the Company at which the goodwill is monitored. Goodwill is allocated to the Company's US CGU.

The Company's impairment analysis as of December 31, 2023, indicated that the recoverable amount of the net assets for the US Operations CGU exceeded its respective carrying value, and therefore, no impairment was recorded. The recoverable amount of the CGU was based on its value in use and the key assumptions for the value in use calculations were the expected growth rates in future cash flows and the discount rates. At December 31, 2023, the Company used an estimated risk adjusted, pre-tax discount rate of 18.0% (2022 - 15.5%) and a terminal growth rate of 2.0% (2022 - 2.0%). Future cash flows are based on various judgments and estimates including actual performance of the business, management's estimates of future performance, and indicators of future industry activity levels. A 1% increase in the after-tax discount rate and a 1% decrease in the terminal growth rate would not have resulted in an impairment being recognized.

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

8. Other Assets

The Company holds investments within its Barbados-based captive insurance company for self-insured liabilities that are subject to insurance regulatory requirements and are categorized as financial assets at fair value through OCI. The investment portfolio is comprised of US dollar ("USD") cash and cash equivalents and investment grade corporate and government securities as follows:

	As at	
	December 31, 2023	December 31, 2022
Fixed income securities, with maturities due:		
Less than 1 year	**6,288**	573
1-5 years	**5,100**	2,704
Greater than 5 years	**1,500**	582
	12,888	3,859
Cash and cash equivalents	**1,884**	4,711
Equities	**3,738**	1,544
Other assets	**18,510**	10,114

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

Certain of these investments in the amount of $1,685 (December 31, 2022 - $1,841) have been pledged as collateral for letters of credit by the banker of the Company's captive insurance company in favor of the underwriting companies.

9. Long-Term Debt

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

	As at	
	December 31, 2023	December 31, 2022
Senior Facility	**142,458**	209,276
Canadian Term Loan Facility (1)	**250,000**	—
Senior Notes	—	287,954
	392,458	497,230
Less: unamortized debt issue costs	**(1,842)**	(5,748)
Total long-term debt	**390,616**	491,482

[1] *Canadian Term Loan Facility includes current portion of $20,800.*

Senior Facility and Canadian Term Loan

On April 25, 2023, the Company entered into an amended and restated credit agreement with respect to its syndicated and operating credit facilities, the total size of which is approximately C$ equivalent $700,000 consisting of an aggregated revolving facility (the "Senior Facility") of approximately C$ equivalent $450,000 and a Canadian Term Loan Facility of $250,000. The syndicated and operating credit facilities mature on April 25, 2026, are secured by substantially all of the Company's assets, and includes customary terms, conditions and covenants.

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 0.25% to 2.00% or the Canadian Bankers' Acceptance rate or the SOFR rate plus an applicable pricing margin ranging from 1.25% to 3.00%. The Senior Facility has a standby fee ranging from 0.281% to 0.675%. The applicable pricing margins and standby fees are based on a sliding scale of Total Net Debt to EBITDA ratio.

Amounts drawn down on the Canadian Term Loan Facility incur interest at the bank's prime rate plus an applicable pricing margin ranging from 2.00% to 2.50% or the Canadian Banker's Acceptance rate plus applicable pricing margins ranging from 3.00% to 3.50%. The Canadian Term Loan Facility incurs a standby fee of 1.15% from the effective date of April 25, 2023 to the drawdown date.

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

As at December 31, 2023, the Senior Facility is comprised of a Canadian facility of $300,000 and a US facility of US$110,000 and had a net draw of $140,616 (December 31, 2022 - net draw of $208,512), with capitalized transaction costs of $1,842 (December 31, 2022 - $764). The Canadian Term Loan Facility was drawn down in full on November 30, 2023, and is subject to quarterly amortization payments of $10,400 commencing in the third fiscal quarter following the drawdown, with the balance due upon maturity. Transaction costs attributable to the Senior Facility and the Canadian Term Loan Facility are recorded as part of each facility and amortized to finance costs over the remaining term.

Under the Senior Facility and Canadian Term Loan Facility, CES is subject to the following financial covenants:

- The ratio of Total Net Debt to trailing EBITDA must not exceed 4.00:1.00 calculated on a rolling four-quarter basis;
- The ratio of Net Senior Debt to trailing EBITDA must not exceed 3.00:1.00 calculated on a rolling four-quarter basis. In the earlier of the fourth fiscal quarter end following the drawdown on the Canadian Term Loan Facility and the date of repayment in full, the ratio of Net Senior Debt to trailing EBITDA must not exceed 3.50:1.00; and
- The ratio of EBITDA to interest expense must be greater than 2.50:1.00, calculated on a rolling four-quarter basis.

The relevant definitions of key ratio terms as set forth in the syndicated and operating credit facilities agreement are as follows:

- Total Net Debt is defined as all obligations, liabilities, and indebtedness excluding deferred income tax liabilities and deferred tax credits, office leases, other leases characterized as an operating lease, and accrued interest not yet due and payable.
- Net Senior Debt is defined as Total Net Debt, as defined above, minus the principal amount owing on the Company's Senior Notes, any permitted vendor take-back debt, and all cash and cash equivalents.
- EBITDA is defined as net income before interest, taxes, depreciation and amortization, gains and losses on disposal of assets, amortization of capitalized deferred financing costs, goodwill impairment, unrealized foreign exchange gains and losses, unrealized derivative gains and losses, equity settled stock-based compensation, and other gains and losses not considered reflective of underlying operations. EBITDA attributable to businesses acquired in the period are permitted to be added to EBITDA.

The above noted definitions are not recognized under IFRS and are provided strictly for the purposes of the Company's Senior Facility covenant calculations.

The covenant calculations as at December 31, 2023 and December 31, 2022, are as follows:

	As at	
	December 31, 2023	December 31, 2022
Total Net Debt	**427,784**	—
EBITDA for the four quarters ended	**295,252**	—
Ratio	**1.449**	—
Maximum [1]	**4.000**	—
Net Senior Debt	**427,784**	266,120
EBITDA for the four quarters ended	**295,252**	231,265
Ratio	**1.449**	1.151
Maximum	**3.000**	2.500
EBITDA for the four quarters ended	**295,252**	231,265
Interest Expense for the four quarters ended	**37,855**	28,062
Ratio	**7.800**	8.241
Minimum	**2.500**	2.500

[1] *Total Net Debt to trailing EBITDA ratio covenant came into effect for quarters ending after April 25, 2023*

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

Senior Notes

On November 30, 2023 (the "Redemption Date"), the Company redeemed all of the outstanding 6.375% Senior Notes due October 21, 2024, which had an aggregate principal amount of $287,954. The Senior Notes were redeemed at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to, but excluding, the Redemption Date. Interest on the Senior Notes ceased to accrue on and after the Redemption Date. The Company redeemed the Senior Notes by drawing down on its available $250,000 Canadian Term Loan Facility, with the balance drawn from its Senior Facility.

As at December 31, 2023, the Company was in compliance with the terms and covenants of its lending agreements. For the year ended December 31, 2023, the Company recorded $44,808 (2022 - $31,514) in interest expense related to its long-term debt and lease balances, including the amortization of debt issue costs.

Scheduled principal payments on the Company’s long-term debt at December 31, 2023, are as follows:

2024	20,800
2025	41,600
2026	330,058
2027	—
2028 and thereafter	—
	392,458

10. Leases

The Company incurs lease payments under a number of lease arrangements for which the underlying leased assets secure the lease obligations. Leases are entered into and exited in coordination with specific business requirements, which includes the assessment of the appropriate durations for the related leased assets. The Company’s leases are for terms ranging from January 2024 through May 2033 with a weighted average interest rate of 6.15% (2022 - 5.08%).

As at December 31, 2022	**59,645**
Additions	42,644
Interest expense	3,963
Lease payments	(32,175)
Effects of movements in exchange rates	(976)
As at December 31, 2023	**73,101**
Current portion of lease obligation	**27,980**
Long-term portion of lease obligation	**45,121**

Future minimum lease payments outstanding under the Company’s lease obligations at December 31, 2023 are as follows:

Less than 1 year	31,587
1-5 years	45,774
5+ years	4,259
Total lease payments	**81,620**
Amount representing implicit interest	(8,519)
Lease obligations	**73,101**

Payments recognized in the financial statements relating to short-term leases, variable lease payments, and leases of low-value assets for the year ended December 31, 2023 were $3,818 (2022 - $3,739). The Company's short-term leases, variable lease payments, and leases of low-value assets consist of leases of information technology, office equipment, and short-term facility rentals.

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

11. Cost of Sales

Included in cost of sales for the year ended December 31, 2023, is depreciation charged on property and equipment and ROU assets of $58,839 (2022 - $50,702), and employee compensation and benefits of $255,612 (2022 - $224,125).

12. General and Administrative Expenses

Included in general and administrative expenses for the year ended December 31, 2023, is depreciation charged on property and equipment and ROU assets, and amortization charged on intangible assets of $14,006 (2022 - $23,782), stock-based compensation of $19,807 (2022 - $15,552), and employee compensation and benefits of $122,600 (2022 - $108,335).

13. Finance Costs

The Company recognized the following finance costs in its consolidated statement of net income and comprehensive income:

	Year Ended December 31,	
	2023	2022
Interest on debt, net of interest income	**38,168**	29,100
Amortization of debt issue costs and premium	**5,678**	2,012
Foreign exchange (gain) loss	**(6,041)**	10,426
Financial derivative gain	**(4,242)**	(2,312)
Other finance costs	**1,497**	342
Finance costs	**35,060**	39,568

14. Income Taxes

CES is subject to federal, provincial, and state income taxes in Canada, the US, and other international jurisdictions based on the taxable income or loss, including the transactions entered into and recorded by the Company, and based on the estimates and calculations used by the Company during the normal course of business to the extent that income is not sheltered by existing tax pools. The provision for the Company's income taxes consists of:

	Year Ended December 31,	
	2023	2022
Current income tax expense		
Current year income tax expense	**15,739**	7,479
Prior year income tax expense adjustment	**(102)**	(542)
Current income tax expense	**15,637**	6,937
Deferred income tax expense		
Origination and reversal of temporary differences	**19,977**	23,970
Changes in tax rates (1)	**298**	1,222
Prior year income tax expense adjustment	**(981)**	(593)
Deferred income tax expense	**19,294**	24,599
Income tax expense	**34,931**	31,536

[1]*The changes in tax rates is due to the impacts of changes to state tax apportionment and provincial allocation of taxable income in the US and Canada, respectively.*

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

The variation between the income taxes calculated at the Canadian statutory rate and the Company's recorded income taxes is explained as follows:

	Year Ended December 31,	
	2023	2022
Income before taxes	**189,573**	126,754
Combined Canadian statutory rate	**23.79 %**	23.97 %
Provision for income taxes computed at the Canadian statutory rate	**45,099**	30,383
Effects on taxes resulting from:		
Non-deductible expenses	**2,284**	2,117
Stock-based compensation	**(344)**	2,745
Deductions for tax in excess of accounting, net	**—**	(11,621)
Adjustment of prior year taxes	**(1,083)**	(607)
Non-taxable capital (gain) loss	**(478)**	709
Income tax in jurisdictions with different tax rates	**(6,193)**	2,169
Foreign exchange gain (loss)	**25**	(258)
Change in unrecognized deferred income tax asset	**(4,677)**	4,677
Change in statutory tax rates	**298**	1,222
Income tax expense	**34,931**	31,536
Effective tax rate	**18.4 %**	24.9 %

The components of deferred income tax assets and liabilities are as follows:

	As at	
	December 31, 2023	December 31, 2022
Property and equipment	**(39,351)**	(37,662)
Goodwill and intangible assets	**23,692**	31,023
Financing costs and other tax credits	**183**	(393)
Lease obligations	**7,327**	5,414
Restricted interest carryforward	**5,974**	6,222
Other temporary differences	**17,439**	17,201
Non-capital losses	**11,224**	30,059
Capital losses	**1,630**	1,364
Unrecognized tax benefit, net	**(13,294)**	(18,732)
Net deferred income tax asset	**14,824**	34,496
Deferred income tax asset	**16,467**	36,335
Deferred income tax liability	**(1,643)**	(1,839)

Change in deferred income tax assets and liabilities:

	Year Ended December 31,	
	2023	2022
Net deferred income tax asset, beginning of year	**34,496**	56,562
Deferred income tax expense in earnings	**(19,294)**	(24,599)
Deferred income tax (expense) recovery in equity	**(378)**	2,533
Net deferred income tax asset, end of year	**14,824**	34,496

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

Tax loss carry forwards that can be utilized in future years are as follows:

	As at	
	December 31, 2023	Expiration Date
Canada:		
Non-capital losses	**14,137**	2031-2043
Net capital losses	**13,645**	Indefinite
United States:		
Non-capital losses	**32,770**	After 2034

Deferred income tax assets are only recognized to the extent that the realization of the tax benefits is probable based on estimated future earnings. As at December 31, 2023, there are unrecognized deferred income tax assets relating to capital and non-capital losses of $2,316 (2022 - $5,939), goodwill of $5,004 (2022 - $7,088), and restricted interest carryforwards of $5,974 (2022 - $6,222).

International Tax Reform - Pillar Two Model Rules
The Pillar Two Global anti-Base Erosion Model Rules ("GloBE Model Rules") were introduced by the Organization for Economic Co-operation and Development ("OECD") as part of the Inclusive Framework on Base Erosion and Profit Shifting ("BEPS"). Pillar Two legislation, based on the GloBE Model Rules, has been enacted or substantively enacted in certain jurisdictions that the Company operates. The legislation will be effective for the Company's financial year beginning January 1, 2024. The Company is in scope of the enacted or substantively enacted legislation and has performed an assessment of the potential exposure to Pillar Two income taxes based on the most recent tax filings and available financial information for the constituent entities. Based on the assessment, the Company does not expect a material exposure to Pillar Two income taxes in the jurisdictions in which it operates.

15. 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:

	Year Ended December 31, 2023		Year Ended December 31, 2022	
	Number of Shares	**Amount**	Number of Shares	Amount
Balance, beginning of year	**254,515,682**	**658,820**	253,830,896	658,614
Issued pursuant to stock-based compensation	**3,262,192**	**(2,181)**	2,747,074	—
Contributed surplus related to stock-based compensation	**—**	**7,136**	—	5,292
Issued pursuant to stock settled director fee	**59,592**	**171**	69,212	156
Common shares repurchased and canceled through NCIB	**(21,794,900)**	**(70,941)**	(2,131,500)	(5,242)
Balance, end of year	**236,042,566**	**593,005**	254,515,682	658,820

During the year ended December 31, 2023, the Company elected to cash settle 779,890 RSUs that were vested and released for an aggregate value of $2,181.

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

Normal Course Issuer Bid ("NCIB")

On July 21, 2023, the Company announced the renewal of its previous NCIB, which ended on July 20, 2023, to repurchase for cancellation up to 18,719,430 common shares, being 10.0% of the public float of common shares at the time of renewal. The renewed NCIB will terminate on July 20, 2024 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. A summary of the Company's NCIB program is presented below:

	Renewed NCIB July 21, 2023 to December 31, 2023	Year Ended December 31, 2023	Since Inception July 17, 2018 to December 31, 2023
Common shares repurchased and canceled through NCIB	14,143,300	21,794,900	54,053,257
Cash outlay	50,768	70,941	136,280
Average price per share	$3.59	$3.25	$2.52

Subsequent to December 31, 2023, the Company repurchased 3,482,600 additional shares at a weighted average price of $3.61 for a total of $12,581.

c) Net income per share

In calculating the basic and diluted net income per share for the year ended December 31, 2023 and 2022, the weighted average number of shares used in the calculation is shown in the table below:

	Year Ended December 31,	
	2023	2022
Net income	**154,642**	95,218
Weighted average number of shares outstanding:		
Basic shares outstanding	**249,108,042**	255,223,348
Effect of dilutive shares	**5,801,149**	6,344,618
Diluted shares outstanding	**254,909,191**	261,567,966
Net income per share - basic	**$0.62**	$0.37
Net income per share - diluted	**$0.61**	$0.36

16. Stock-Based Compensation

For the year ended December 31, 2023, stock-based compensation expense of $19,807 (2022 – $15,552) was recorded in general and administrative expenses relating to the Company's stock-based compensation plans. As at December 31, 2023, a total of 11,802,128 common shares were reserved for issuance under the Company's Restricted Share Unit Plan and Stock Settled Director Fee Program, of which 6,459,452 common shares remained available for grant.

a) 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.

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

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

	Year Ended December 31, 2023		Year Ended December 31, 2022	
	Restricted Share Units	**Average Price**	Restricted Share Units	Average Price
Balance, beginning of year	**5,922,363**	**$1.83**	6,604,022	$1.62
Granted during the year	**3,279,159**	**2.83**	1,889,238	2.65
Reinvested during the year	**183,236**	**2.35**	182,433	1.79
Vested during the year	**(4,042,082)**	**1.76**	(2,747,074)	1.92
Forfeited during the year	**—**	**—**	(6,256)	2.31
Balance, end of year	**5,342,676**	**$2.50**	5,922,363	$1.83

During the year ended December 31, 2023, the Company elected to cash settle 779,890 RSUs that were vested and released for an aggregate value of $2,181. Included in the stock-based compensation expense for the year ended December 31, 2023 is an expense of $9,732 (2022 - $6,339) relating to the Company's RSU Plan. 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 year ended December 31, 2023, was reduced by an estimated weighted average forfeiture rate of 0.85% (2022 - 0.81%) per year at the date of grant.

b) Phantom Share Unit ("PSU") Plan

CES' PSU Plan provides cash-settled incentives to eligible non-executive employees and consultants of the Company through the issuance of PSUs. The PSUs generally vest over three years, on the anniversary from the date of grant, subject to other such vesting schedules or conditions as determined by the Plan Administrator. Throughout the vesting period, holders of PSUs will be entitled to the dividend equivalents in the form of additional PSUs on each dividend payment date, to be held in the PSU account until such time as the awards have vested. A summary of changes under the PSU plan is presented below:

	Year Ended December 31, 2023	Year Ended December 31, 2022
	Phantom Share Units	Phantom Share Units
Balance, beginning of year	**5,860,999**	5,916,448
Granted during the year	**3,908,971**	2,525,894
Reinvested during the year	**171,531**	155,103
Vested during the year	**(3,312,943)**	(2,534,685)
Forfeited during the year	**(148,107)**	(201,761)
Balance, end of year	**6,480,451**	5,860,999

Included in the stock-based compensation expense for the year ended December 31, 2023 is an expense of $10,075 (2022 - $9,213) relating to the Company's PSU Plan. The amount of compensation expense recorded for the year ended December 31, 2023, was reduced by an estimated weighted average forfeiture rate of 3.03% (2022 - 2.71%) per year at the date of grant. As at December 31, 2023, $7,030 (2022 - $6,514) was included in accounts payable and accrued liabilities and $3,159 (2022 - $2,065) was included in other long-term liabilities for outstanding PSUs.

17. Dividends

The Company declared dividends to holders of common shares for the year ended December 31, 2023, as follows:

	Dividend Record Date	**Dividend Payment Date**	**Per Common Share**	**Total**
March 2023	Mar 31	Apr 14	$0.020	**5,103**
June 2023	Jun 30	Jul 14	$0.025	**6,312**
September 2023	Sep 29	Oct 13	$0.025	**6,021**
December 2023	Dec 29	Jan 15	$0.025	**5,901**
Total dividends declared			$0.095	**23,337**

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

18. Commitments

The Company has commitments related to short-term leases, leases of low-value assets, variable payments associated with long-term leases, and inventory and capital commitments as at December 31, 2023, with payments due as follows:

Less than 1 year	36,673
1-5 years	—
5+ years	—
Total	**36,673**

Payments denominated in foreign currencies have been translated using the December 31, 2023 exchange rate.

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.

19. Financial Instruments and Risk Management

a) Financial instrument measurement and classification

The Company's financial assets and liabilities consist of accounts receivable, deposits, accounts payable and accrued liabilities, dividends payable, lease obligations, long-term debt, other long-term liabilities, and deferred acquisition consideration. The carrying values of which approximate fair value due to the short-term nature of these instruments. The carrying values of financial liabilities where interest is charged based on a variable rate approximates fair value as it bears interest at floating rates and the applicable margin is indicative of the Company's current credit premium. The carrying value of long-term debt and lease obligations where interest is charged at a fixed rate is not significantly different than fair value.

The following table aggregates the Company's financial derivatives at fair value through profit and loss and financial assets at fair value through OCI in accordance with the fair value hierarchy:

	Carrying Value	Fair Value	Quoted Prices In Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As at December 31, 2023					
Financial derivative asset	5,085	5,085	—	5,085	—
Financial derivative liability	(120)	(120)	—	(120)	—
Other assets	18,510	18,510	18,510	—	—
	23,475	23,475	18,510	4,965	—
As at December 31, 2022					
Financial derivative asset	2,213	2,213	—	2,213	—
Other assets	10,114	10,114	10,114	—	—
	12,327	12,327	10,114	2,213	—

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

b) Credit risk

Credit risk reflects the risk of loss if counterparties do not fulfill their contractual obligations to the Company. The Company manages credit risk by assessing the creditworthiness of its customers on an ongoing basis and continuously reviews individual customer trade receivables, taking into consideration payment history and the aging of the trade receivable, to assess collectability. Accounts receivable are primarily comprised of balances from customers operating in the oil and natural gas industry, whose revenues may be affected by fluctuations in oil and natural gas prices. Collection of these receivables could be influenced by economic factors affecting this industry. The carrying value of trade receivables reflects management's assessment of the associated risk. The Company has trade and other receivables as follows:

	As at	
	December 31, 2023	December 31, 2022
Trade receivables	**355,194**	386,025
Allowance for doubtful accounts	**(7,361)**	(3,269)
Total trade receivables	**347,833**	382,756
Accrued revenue	**87,468**	92,113
Other receivables	**6,535**	4,491
Total accounts receivables	**441,836**	479,360

During the year ended December 31, 2023 and 2022 the Company did not have any customers that comprised greater than 10% of total revenue. The aging of trade receivables is as follows:

	As at	
	December 31, 2023	December 31, 2022
Less than 30 days	**170,544**	174,647
31-60 days	**117,216**	146,805
61-90 days	**36,681**	40,595
Greater than 90 days	**30,753**	23,978
Total past due	**355,194**	386,025

The Company uses an expected credit loss model in determining provisions for trade and other receivables that measures lifetime expected credit losses based on historical loss rates, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. The change in the provision for expected credit losses is as follows:

	As at	
	December 31, 2023	December 31, 2022
Balance, beginning of year	**3,269**	2,786
Additional allowance	**5,280**	1,316
Amounts collected	**(23)**	(786)
Amounts used	**(1,053)**	(197)
Effect of movements in exchange rates	**(112)**	150
Balance, end of year	**7,361**	3,269

c) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in prevailing market interest rates. The Company is exposed to interest rate risk as a result of funds borrowed at floating interest rates. The Company manages this risk by monitoring interest rate trends and forecasted economic conditions. As of December 31, 2023, the Company had not entered into any interest rate derivatives to manage its exposure to fluctuations in interest rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally and represents management's assessment of the reasonably possible change in interest rates. For the year ended December 31, 2023, a 50 basis point favourable or unfavourable change in interest rates, with all other variables held constant, is estimated to increase or decrease, respectively, net income by approximately $982 (2022 - $1,131).

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

d) Foreign currency risk

Foreign currency risk is the risk that the value of future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The Company's foreign currency risk arises primarily from its working capital balances denominated in foreign currencies and on the investment in its foreign operations. The Company uses the USD as its functional currency in its US operations and in other foreign jurisdictions. The Company manages foreign currency risk by monitoring exchange rate trends and forecasted economic conditions and, as appropriate, through the use of financial derivatives. A 1% increase or decrease is used when reporting foreign currency risk internally and represents management's assessment of the reasonable change in foreign exchange rates. Excluding financial currency derivatives, for the year ended December 31, 2023, a favourable or unfavourable 1% change in the Canadian dollar vis-à-vis the USD is estimated to result in an increase or decrease, respectively, of net income by approximately $4,681 (2022 - $5,205).

The fair value of financial currency derivative transactions is based upon the estimated amounts that would have been paid to or received from counterparties in order to settle the outstanding transactions with reference to the estimated forward prices as of the date of the consolidated statement of financial position. The contracts are transacted with counterparties with whom management has assessed credit risk and due to their relative short-term nature, management has determined that no adjustment for credit risk or liquidity risk is required in determining the estimated settlement price. The actual amounts realized will be based on the settlement prices at the time of settlement and will differ from these estimates. The Company has not designated any of these financial contracts as hedges, and has therefore recorded the unrealized gains and losses on these contracts in the consolidated statement of financial position as assets or liabilities with changes in their fair value recorded in net income for the period. For the year ended December 31, 2023, a favourable or unfavourable 1% change in the Canadian dollar vis-à-vis the US dollar is estimated to result in a decrease or increase, respectively, to net income of $1,406 (2022 - $383).

At December 31, 2023, the Company had entered into the following foreign exchange USD forward purchase contracts to manage its exposure to upcoming USD denominated purchases pursuant to its Canadian and US operations:

Period	Notional Balance	Contract Type	Settlement	Average USDCAD Exchange Rate
January 2024	US$4,000	Deliverable Forward	Physical Purchase	$1.3306
February 2024	US$4,000	Deliverable Forward	Physical Purchase	$1.3306
March 2024	US$4,000	Deliverable Forward	Physical Purchase	$1.3306
April 2024	US$2,000	Deliverable Forward	Physical Purchase	$1.3266
May 2024	US$2,000	Deliverable Forward	Physical Purchase	$1.3266
June 2024	US$2,000	Deliverable Forward	Physical Purchase	$1.3266
Total	US$18,000			$1.3293

e) Equity price risk

The Company is exposed to equity price risk on its own share price in relation to its cash-settled PSU plan. The Company manages equity price risk, as appropriate, through the use of financial derivatives. The Company has entered into equity derivative contracts to mitigate its exposure to fluctuations in its share price by fixing the future settlement cost on a portion of the cash-settled PSU plan. A 10% increase or decrease is used when reporting equity price risk internally and represents management's assessment of the reasonably possible change in the Company's share price. For the year ended December 31, 2023, a favourable or unfavourable 10% change in the Company's share price is estimated to result in an increase or decrease, respectively, to net income of $2,286 (2022 – $1,197).

The following table details the outstanding equity derivative contracts as of December 31, 2023:

Period	Price	Contract	Notional Principal	Number of Shares
July 2024	$2.3437	Swap	$5,351	2,283,159
July 2025	$2.4219	Swap	$3,887	1,605,074
July 2026	$2.5629	Swap	$2,501	975,771
Total	$2.4135		$11,739	4,864,004

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

f) Commodity price risk

Commodity price risk is the risk that the value of future cash flows will fluctuate as a result of changes in commodity prices. The Company is exposed both directly and indirectly to changes in underlying commodity prices, namely crude oil and natural gas. The prices of these commodities are significantly impacted by world economic events, which impact the supply and demand of crude oil and natural gas. The Company is primarily impacted by the effects of changes in the prices of crude oil and natural gas, which impact overall activity and the demand for the Company's products and services. In addition, through its operations, the Company purchases various minerals, chemicals, and oil-based products and is directly exposed to changes in the prices of these items. As of December 31, 2023, the Company had not entered into any commodity derivatives to manage its exposure to fluctuations in commodity prices.

g) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due and describes the Company's ability to access cash. The Company requires sufficient cash resources to finance operations, fund capital expenditures, repay debt, fund shareholder dividends, and settle other liabilities of the Company as they come due. The Company manages liquidity risk by ensuring it has access to multiple sources of capital and through prudent management of its operational cash flows.

The following table details the remaining contractual maturities of the Company's financial liabilities as of December 31, 2023:

	Payments Due By Period [1]					
	Less than 3 months	3 months to 1 year	1-2 years	2-5 years	5+ years	**Total**
Accounts payable and accrued liabilities	227,377	6,972	—	—	—	**234,349**
Dividends payable [2]	5,901	—	—	—	—	**5,901**
Income taxes payable	—	7,638	—	—	—	**7,638**
Deferred acquisition consideration	—	1,423	1,320	—	—	**2,743**
Senior Facility	—	—	—	142,458	—	**142,458**
Canadian Term Loan Facility	—	20,800	41,600	187,600	—	**250,000**
Lease obligations [3]	4,937	23,043	18,613	22,677	3,831	**73,101**
Commitments [4]	13,265	23,408	—	—	—	**36,673**
Other long-term liabilities	—	—	2,470	689	—	**3,159**
	251,480	83,284	64,003	353,424	3,831	**756,022**

[1]Payments denominated in foreign currencies have been translated using the December 31, 2023 exchange rate.
[2]Dividends declared as of December 31, 2023.
[3]Lease obligations reflect principal payments and excludes any associated interest portion.
[4]Commitments include amounts relating to short-term leases, leases of low-value assets, variable payments associated with long-term leases, inventory and capital commitments.

20. Capital Management

The overall capitalization of the Company is as follows:

	As at	
	December 31, 2023	December 31, 2022
Long-term debt [1]	**392,458**	497,230
Shareholders' equity	**657,995**	609,049
Total capitalization	**1,050,453**	1,106,279

[1]Excludes: Unamortized debt issue costs.

For the year ended December 31, 2023, the Company considers capital to include shareholders' equity and long-term debt. The Company's objectives when managing capital are to permit prudent capital allocation to one or a combination of: investment in current operations, debt reduction, opportunistic share repurchases, dividends and acquisitions; as well as to maintain creditor and shareholder confidence.

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

The Company's overall capital management strategy remains unchanged in 2023. Management of the Company sets the amount of capital in proportion to risk, and manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, CES may adjust the level of dividends paid to shareholders, issue or repurchase shares, issue senior notes, dispose of assets, repay or incur new debt.

In addition to monitoring the external financial covenants as detailed in Note 9, the Company manages capital by analyzing working capital levels, forecasted cash flows, strategic investments in key raw materials, planned investments in property and equipment, and general economic conditions. The Company is subject to certain financial covenants in its Senior Facility and Canadian Term Loan Facility and as at December 31, 2023, is in compliance with all of the financial requirements under its lending agreement.

21. Supplemental Information

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

	Year Ended December 31,	
	2023	2022
(Increase) decrease in current assets		
Accounts receivable[(1)]	**38,393**	(168,901)
Inventory	**19,544**	(154,368)
Prepaid expenses and deposits	**(2,157)**	12,632
Increase (decrease) in current liabilities		
Accounts payable and accrued liabilities[(2)]	**5,586**	82,350
Effects of movement in exchange rate	**(10,003)**	27,961
	51,363	(200,326)
Relating to:		
Operating activities	**50,128**	(197,758)
Investing activities	**1,235**	(2,568)

[1]Includes income taxes receivable.
[2]Includes income taxes payable and other long-term liabilities relating to the cash-settled PSU plan.

For the year ended December 31, 2023 and 2022, 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.

22. Geographical Information

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

	Revenue	
	Year Ended December 31,	
	2023	2022
United States	**1,466,990**	1,276,944
Canada	**696,522**	645,375
	2,163,512	1,922,319

	Long-Term Assets [(1)]	
	December 31, 2023	December 31, 2022
United States	**346,725**	321,987
Canada	**133,301**	119,001
	480,026	440,988

[1]Includes: Property and equipment, right of use assets, intangible assets, other assets and goodwill.

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

23. Related Parties

Included in general and administrative expenses is remuneration of key management personnel, which includes executive officers and directors of the Company. In addition to salaries and director fees, respectively, the Company also provides compensation to executive officers and directors under the Company's RSU plan (note 16). Remuneration of key management personnel is comprised of:

	Year Ended December 31,	
	2023	2022
Salaries and cash-based compensation	**14,905**	15,122
Stock-based compensation	**8,543**	5,381
	23,448	20,503

24. Significant Subsidiaries

The Company operates through two significant subsidiaries based on geographic location:

		Ownership Interest %	
Subsidiary Name	Country of Incorporation	**December 31, 2023**	December 31, 2022
Canadian Energy Services L.P.	Canada	**100%**	100%
AES Drilling Fluids Holdings, LLC	United States	**100%**	100%

STOCK EXCHANGE LISTINGS
The Toronto Stock Exchange
Trading Symbol: CEU

OTC
Trading Symbol: CESDF

BOARD OF DIRECTORS
Philip J. Scherman[1]
Chairman

John M. Hooks[2,3]

Spencer D. Armour III[2,3]

Kyle D. Kitagawa[1,2]

Stella Cosby[3,4]

Ian Hardacre[1,4]

Joe Wright[1,4]

Kenneth E. Zinger

[1]Member of the Audit Committee
[2]Member of the Compensation Committee
[3]Member of the Corporate Governance and Nominating Committee
[4]Member of the Health, Safety and Environment Committee

EXECUTIVE OFFICERS
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President & Chief Executive Officer
President, Canadian Operations

Anthony M. Aulicino
Chief Financial Officer

Richard Baxter
President, US Drilling Fluids

Vernon J. Disney
President, US Production Chemicals

CORPORATE SECRETARY
Matthew S. Bell

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Chartered Professional Accountants, Calgary, AB

BANKERS
Scotiabank Canada, Calgary, AB

LEGAL COUNSEL
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