

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 condensed consolidated financial statements and notes thereto of CES Energy Solutions Corp. ("CES" or the "Company") for three months ended March 31, 2024 and 2023, 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 May 8, 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, H₂S scavengers, paraffin control products, surfactants, scale inhibitors, biocides and other specialty products. Further, specialty chemicals are used throughout the pipeline and midstream industry to aid in hydrocarbon movement and manage transportation and processing challenges including corrosion, wax build-up and H₂S.

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

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

(\$000s, except per share amounts)	Three Months Ended March 31,		
	2024	2023	% Change
Revenue			
United States ⁽¹⁾	387,674	368,975	5 %
Canada ⁽¹⁾	200,904	188,721	6 %
Total Revenue	588,578	557,696	6 %
Net income	54,458	33,002	65 %
per share – basic	0.23	0.13	77 %
per share - diluted	0.23	0.13	77 %
Adjusted EBITDAC ⁽²⁾	102,032	77,103	32 %
Adjusted EBITDAC ⁽²⁾ % of Revenue	17.3 %	13.8 %	3.5 %
Funds Flow from Operations ⁽²⁾	74,165	62,625	18 %
Change in non-cash working capital	12,163	10,613	15 %
Cash provided by (used in) operating activities	86,328	73,238	18 %
Capital expenditures			
Expansion Capital ⁽¹⁾	17,084	10,630	61 %
Maintenance Capital ⁽¹⁾	5,462	4,299	27 %
Total capital expenditures	22,546	14,929	51 %
Dividends declared	7,036	5,103	38 %
per share	0.030	0.020	50 %
Common Shares Outstanding			
End of period - basic	234,519,860	255,129,525	
End of period - fully diluted ⁽²⁾	239,276,274	261,101,788	
Weighted average - basic	234,373,347	254,882,825	
Weighted average - diluted	238,934,382	260,850,689	

Financial Position (\$000s)	As at		
	March 31, 2024	December 31, 2023	% Change
Total assets	1,411,110	1,377,265	2 %
Total long-term debt	355,072	390,616	(9)%
Long-term financial liabilities ⁽³⁾	373,724	419,416	(11)%
Total Debt ⁽²⁾	434,529	469,619	(7)%
Working Capital Surplus ⁽²⁾	637,044	632,764	1 %
Net Debt ⁽²⁾	(202,515)	(163,145)	24 %
Shareholders' equity	708,294	657,995	8 %

¹Supplementary 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.

²Non-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.

³Includes 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 months ended March 31, 2024 in comparison to the three months ended March 31, 2023 for CES are as follows:

- **Revenue:** In the first quarter, CES generated record revenue of \$588.6 million, representing a sequential increase of \$35.1 million or 6% compared to Q4 2023, and 5% ahead the previous record of \$562.7 million set in Q4 2022. First quarter revenue of \$588.6 million also represented an increase of \$30.9 million or 6% relative to Q1 2023, as increasing service intensity, higher production chemical volumes, and strong market share resulted in an overall uptick in revenue compared to prior year, despite declines in the US and Canadian industry rig counts.
 - **Revenue - US:** Revenue generated in the US during Q1 2024 set a new record at \$387.7 million, representing a sequential increase of \$26.6 million or 7% compared to Q4 2023, and an increase of \$18.7 million or 5% compared to Q1 2023. US revenues benefited from higher production levels with increased service intensity and market share gains which more than offset the impact of decreased industry drilling activity when compared to Q1 2023. CES continued to grow its strong industry positioning, achieving US Drilling Fluids Market Share of 23% for three months ended March 31, 2024, demonstrating continued improvements from 22% and 20% in Q4 2023 and Q1 2023, respectively.
 - **Revenue - Canada:** Revenue generated in Canada during Q1 2024 set a new record at \$200.9 million, representing a sequential increase of \$8.5 million or 4% compared to Q4 2023, and an increase of \$12.2 million or 6% compared to Q1 2023. Canadian revenues were positively impacted by higher production chemical volumes and increased service intensity, outpacing the modest decrease in industry rig counts relative to Q1 2023. Canadian Drilling Fluids Market Share of 34% for the three months ended March 31, 2024, compared to 33% and 38% for Q4 2023 and Q1 2023, respectively.
- **Adjusted EBITDAC:** CES achieved record Adjusted EBITDAC of \$102.0 million in Q1 2024, representing a sequential increase of 21% compared to Q4 2023, and an increase of 32% compared to Q1 2023. Adjusted EBITDAC as a percentage of revenue of 17.3% significantly improved in Q1 2024, and compared to 15.3% recorded in Q4 2023 and 13.8% recorded in Q1 2023. Adjusted EBITDAC improvement was driven by strong activity levels combined with improved margins as a result of increased service intensity, an attractive product mix, and continued adoption of innovative, technologically advanced products, supported by a prudent cost structure and vertically integrated business model.
- **Net Income:** Net income for the three months ended March 31, 2024 was \$54.5 million compared to \$33.0 million in Q1 2023. Net Income increased by 65% over prior year, primarily as a result of strong activity levels combined with improved margins and prudent management of expenses.
- **Shareholder Returns:** During the quarter, CES returned \$23.7 million to shareholders (Q1 2023 - \$9.3 million), through \$17.8 million in shares repurchased under its NCIB and \$5.9 million in dividends paid. As at March 31, 2024, the Company completed its July 21, 2023 NCIB program, repurchasing the maximum of 18,719,430 common shares allowable.
- **Cash Flow From Operations:** For Q1 2024, net cash provided by operating activities totaled \$86.3 million compared to \$73.2 million during the three months ended March 31, 2023. This year over year improvement was driven by strong financial performance with higher contribution margins on associated activity levels, combined with the benefits of working capital optimization efforts.
- **Funds Flow from Operations:** CES generated \$74.2 million in Funds Flow from Operations in Q1 2024, up 9% from \$68.2 million generated in Q4 2023 and up 18% from \$62.6 million generated in Q1 2023. Funds Flow from Operations excludes the impact of working capital, and is reflective of the continued strong surplus free cash flow generated in Q1 2024.
- **Free Cash Flow:** CES generated \$57.4 million in Free Cash Flow in Q1 2024, compared to \$15.2 million generated in Q4 2023, and \$54.1 million generated in Q1 2023. The sequential increase in Free Cash Flow was driven by strong EBITDAC and working capital optimization while Q4 2023 was affected by a seasonal \$28.9 million investment in working capital as Canadian divisions ramped up inventory and accounts receivable balances commensurate with the winter drilling season. The increase over prior year was primarily driven by strong financial performance with higher contribution margins on associated activity levels, combined with working capital optimization efforts. Free Cash Flow includes the impact of quarterly working capital variations, net capital expenditures, and lease repayments.

- **Working Capital Surplus:** As at March 31, 2024, CES had a Working Capital Surplus of \$637.0 million, which increased from \$632.8 million at December 31, 2023. The increase during the quarter was driven by increased Accounts Receivable balances in proportion with higher activity levels as compared to the quarter ended December 31, 2023. The Company continues to focus on working capital optimization benefiting from the high quality of its customers and diligent internal credit monitoring processes.
- **Long-Term Debt, Total Debt and Net Debt:** CES exited the quarter with total long-term debt of \$355.1 million (December 31, 2023 - \$390.6 million) comprised of a net draw on its Senior Facility of \$105.1 million (December 31, 2023 - \$140.6 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 \$434.5 million at March 31, 2024 compared to \$469.6 million at December 31, 2023. The decrease in total long-term debt and Total Debt over the prior quarter was driven by strong financial performance combined with working capital optimizations throughout the quarter. Working Capital Surplus exceeded Total Debt at March 31, 2024 by \$202.5 million (December 31, 2023 - \$163.1 million). As of the date of this MD&A, the Company had total long-term debt of approximately \$315.0 million, comprised of a net draw on its Senior Facility of approximately \$65.0 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 suitable pricing, despite potential economic headwinds and geopolitical instability impacting customer spending plans. Currently, oil prices are sustained by increasing global demand and limited supply growth, with OPEC adhering to lower production quotas, and while natural gas has demonstrated price weakness since early 2023, we anticipate a sustained period of elevated gas drilling activity in the US and Canada as projects under construction come online.

CES continues to be optimistic in its outlook for the remainder of the year as it expects to benefit from stable upstream activity, increased service intensity levels, 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:

\$000s	Revenue		
	Three Months Ended March 31,		
	2024	2023	% Change
United States ⁽¹⁾	387,674	368,975	5 %
Canada ⁽¹⁾	200,904	188,721	6 %
	588,578	557,696	6 %

¹Supplementary 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 March 31,		
	2024	2023	% Change
US	32,931	28,760	15 %
Canada	9,071	7,962	14 %
Total Treatment Points ⁽¹⁾	42,002	36,722	14 %
US	12,235	13,046	(6)%
Canada	6,925	7,925	(13)%
Total Operating Days ⁽¹⁾	19,160	20,971	(9)%
US	136	151	(10)%
Canada	77	88	(13)%
Total Average Rig Count ⁽¹⁾	213	239	(11)%
US industry rig count ⁽²⁾	602	745	(19)%
Canadian industry rig count ⁽³⁾	226	231	(2)%
US DF Market Share ⁽¹⁾	23%	20 %	3 %
Canadian DF Market Share ⁽¹⁾	34%	38 %	(4)%

¹Refer to "Operational Definitions" for further detail.

²Based on the monthly average of Baker Hughes published weekly land data for the United States in the referenced period.

³Based on the monthly average of CAODC published weekly data for Western Canada in the referenced period.

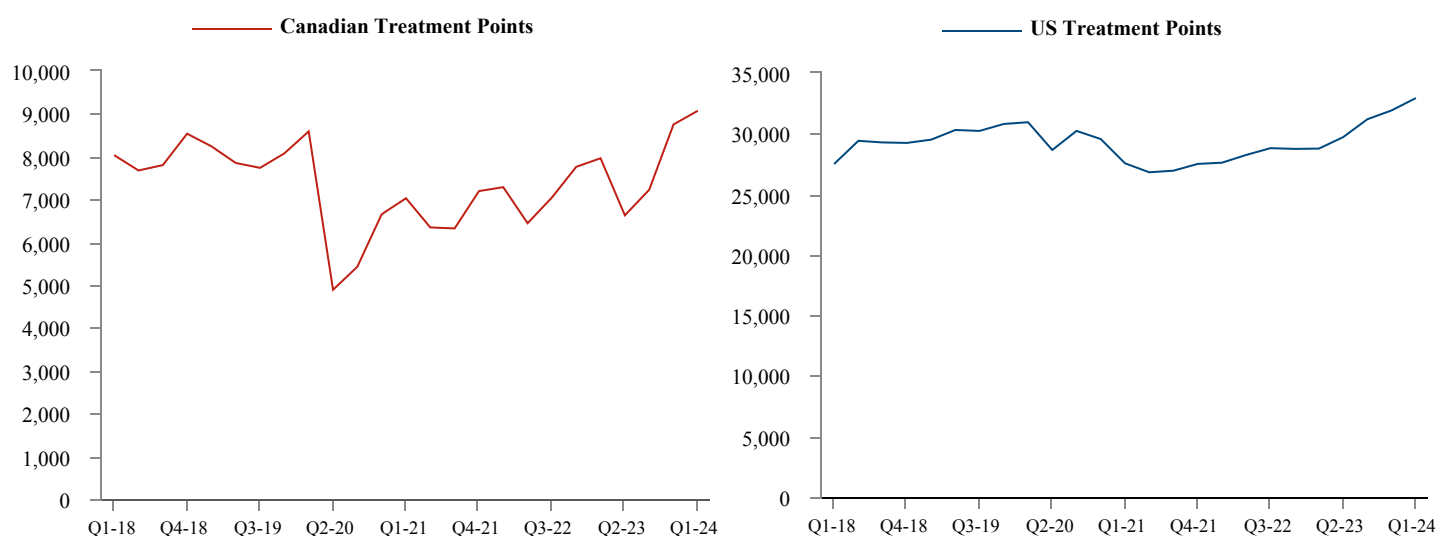
Industry rig counts in both the US and Canada declined for the three months ended March 31, 2024 compared to prior year, however, overall revenue levels in both countries set record levels in Q1 2024. The drilling fluids businesses continued to benefit from increased service intensity, while growing production levels illustrate the increasing speed and efficiency of drilling and completion activity which is supportive of higher levels of consumable chemicals consumption.

The US industry rig count decreased from 745 rigs in Q1 2023 to 602 rigs in Q1 2024 representing a 19% reduction, as drilling activity slowed year over year, amplified by industry consolidations and continued capital discipline by producers. Despite this decline, CES' US average rig count decreased by only 10% to 136 rigs in Q1 2024 compared to 151 rigs in Q1 2023, illustrating CES' presence in attractive markets. CES was able to participate in this drilling environment with US DF Market Share of 23% in Q1 2024, compared to 22% in Q4 2023 and 20% in Q1 2023. The US production chemicals business saw an increase in production chemical sales in Q1 2024 from Q1 2023 as actual volumes continued to increase, leading to higher contributions following a 15% increase in treatment points as compared to Q1 2023.

The Canadian industry rig count decreased by 2% from 231 rigs in Q1 2023 to 226 rigs in Q1 2024 as drilling activity was stable year over year. CES' Canadian average rig count declined to 77 rigs in Q1 2024 from 88 rigs in Q1 2023, for a resulting Canadian Drilling Fluids Market Share for Q1 2024 of 34% compared to Q1 2023 of 38%, and in line with Q4 2023 of 34%. Canadian Treatment Points increased by 14% from Q1 2023 to Q1 2024 with increased production volumes and associated production 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 months ended March 31, 2024 is \$2.9 million (2023 - \$2.6 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 March 31,	
	2024	2023
Top five customers as a % of total revenue ⁽¹⁾	27 %	27 %
Top customer as a % of total revenue ⁽¹⁾	9 %	9 %

¹Supplementary 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.

CES Energy Solutions Corp.

Management's Discussion and Analysis

Three Months Ended March 31, 2024

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.

\$000s	Three Months Ended March 31,		
	2024	2023	Change
Gross Margin	145,660	116,313	29,347
Gross Margin % of revenue ⁽¹⁾	25 %	21 %	4 %
Adjust for:			
Depreciation included in cost of sales	15,988	13,869	2,119
Adjusted Gross Margin ⁽²⁾	161,648	130,182	31,466
Adjusted Gross Margin ⁽²⁾ % of revenue	27 %	23 %	4 %

¹Supplementary 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.

²Non-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 months ended March 31, 2024, Adjusted Gross Margin of 27% demonstrated a meaningful increase from 23% in Q1 2023. This improvement to Adjusted Gross Margin was driven by strong activity levels combined with improved margins as a result of increased service intensity, an attractive product mix, and the continued vertical integration of technologically advanced products supported by a prudent cost structure.

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.

\$000s	Three Months Ended March 31,		
	2024	2023	Change
General and administrative expenses	72,964	61,259	11,705
G&A expenses % of revenue ⁽¹⁾	12 %	11 %	1 %
Adjust for:			
Stock-based compensation	9,641	3,139	6,502
Depreciation & amortization	3,707	5,041	(1,334)
Adjusted General and Administrative Costs ⁽²⁾	59,616	53,079	6,537
Adjusted G&A costs ⁽²⁾ % of revenue	10 %	10 %	— %

¹Supplementary 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.

²Non-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 months ended March 31, 2024 are primarily reflective of increased activity levels and associated headcount. As a percentage of revenue, Adjusted G&A of 10% for the three months ended March 31, 2024 was in line with 10% for the three months ended March 31, 2023 as the increase in revenue levels year over year aligned with the increase in the fixed cost base.

CES Energy Solutions Corp.

Management's Discussion and Analysis

Three Months Ended March 31, 2024

Stock-Based Compensation

Stock-based compensation expense increased by 207% for the three months ended March 31, 2024 in comparison to the same period in 2023, 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 appreciation in the referenced period.

Finance Costs

For the three months ended March 31, 2024 and 2023, finance costs were comprised of the following:

\$000s	Three Months Ended March 31,	
	2024	2023
Interest on debt, net of interest income	9,613	8,714
Amortization of debt issue costs	197	792
Foreign exchange loss	3,380	156
Financial derivative (gain) loss	(6,683)	455
Other finance costs	412	365
Finance costs	6,919	10,482

Interest expense

Finance costs for the three months ended March 31, 2024 include interest on debt, net of interest income, of \$9.6 million, compared to \$8.7 million for the three months ended March 31, 2023. Higher reference interest rates were partially offset by lower draw levels on CES' Senior Facility throughout Q1 2024 relative to the comparative period in 2023, resulting in a correspondingly higher interest expense. Included in these amounts is interest on the Company's Canadian Term Loan Facility of \$6.0 million for the current period, which compared to interest on the Company's Senior Notes in the amount of \$4.5 million in the prior period. The elimination of interest expense pertaining to the Company's Senior Notes for the three months ended March 31, 2024 resulted from the redemption all of the Company's outstanding 6.375% Senior Notes on November 30, 2023.

Foreign exchange gains and losses

Finance costs for the three months ended March 31, 2024 include a foreign exchange loss of \$3.4 million, compared to \$0.2 million for three months ended March 31, 2023. Foreign exchange gains and losses are primarily related to the Company's USD denominated balances held in Canada.

Financial derivative gains and losses

Finance costs for the three months ended March 31, 2024 include a net derivative gain of \$6.7 million (2023 - net loss of \$0.5 million), relating to the Company's foreign currency and equity derivative contracts. As of March 31, 2024, the Company had a financial derivative asset of \$11.4 million relating to outstanding derivative contracts (December 31, 2023 - financial derivative asset of \$5.1 million, and financial derivative liability of \$0.1 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 March 31, 2024, 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
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\$6,000			\$1.3266

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 March 31, 2024:

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.

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Current income tax expense	7,743	3,277
Deferred income tax expense	4,622	8,216
Total income tax expense	12,365	11,493

Current income tax expense increased for the three months ended March 31, 2024 relative to the comparative period 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 months ended March 31, 2024 relative to the comparative period due to lower recognition of deferred tax assets previously unrecognized and other temporary difference movements.

Working Capital Surplus

CES had a Working Capital Surplus of \$637.0 million as at March 31, 2024, which increased from \$632.8 million as at December 31, 2023. The increase during the quarter was driven by increased Accounts Receivable balances, partly offset by higher Accounts Payable and Accrued Liabilities in proportion with higher activity levels as compared to the prior period. 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 March 31, 2024 of \$373.7 million (December 31, 2023 - \$419.4 million) is primarily comprised of long-term debt, which totaled \$355.1 million as at March 31, 2024, compared to \$390.6 million at December 31, 2023. The decrease in total long-term debt over the prior quarter was driven by strong financial performance, working capital optimizations, and 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.

QUARTERLY FINANCIAL SUMMARY

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

\$000s	Three Months Ended							
	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022
Revenue								
United States ⁽¹⁾	387,674	361,091	361,469	375,455	368,975	378,478	349,503	300,167
Canada ⁽¹⁾	200,904	192,366	175,048	140,387	188,721	184,193	175,214	133,483
Revenue	588,578	553,457	536,517	515,842	557,696	562,671	524,717	433,650
Net income	54,458	49,187	38,552	33,901	33,002	40,408	24,455	20,105
<i>per share— basic</i>	0.23	0.21	0.15	0.13	0.13	0.16	0.10	0.08
<i>per share— diluted</i>	0.23	0.20	0.15	0.13	0.13	0.15	0.09	0.08
Adjusted EBITDAC ⁽²⁾	102,032	84,607	80,218	73,893	77,103	80,249	73,289	61,027
<i>per share— basic⁽²⁾</i>	0.44	0.35	0.32	0.29	0.30	0.31	0.29	0.24
<i>per share— diluted⁽²⁾</i>	0.43	0.35	0.32	0.29	0.30	0.31	0.28	0.23
Dividends declared	7,036	5,901	6,021	6,312	5,103	5,090	4,092	4,099
<i>per share</i>	0.030	0.025	0.025	0.025	0.020	0.020	0.016	0.016
Common Shares Outstanding								
End of period - basic	234,519,860	236,042,566	240,859,525	252,463,642	255,129,525	254,515,682	255,728,104	256,159,018
End of period - fully diluted ⁽²⁾	239,276,274	241,385,242	246,637,289	258,516,081	261,101,788	260,438,045	261,818,856	262,269,370
Weighted average – basic	234,373,347	239,160,013	248,808,899	253,756,497	254,882,825	255,031,387	256,246,967	255,568,154
Weighted average – diluted	238,934,382	244,555,366	254,588,996	258,297,780	260,850,689	261,003,345	262,332,402	262,206,332

¹Supplementary 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.

²Non-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.

LIQUIDITY AND CAPITAL RESOURCES

Long-Term Debt

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

<i>\$000s</i>	As at	
	March 31, 2024	December 31, 2023
Senior Facility	106,717	142,458
Canadian Term Loan Facility ⁽¹⁾	250,000	250,000
	356,717	392,458
Less: net unamortized debt issue costs	(1,645)	(1,842)
Total long-term debt	355,072	390,616

¹Canadian Term Loan Facility includes current portion of \$31.2 million.

Senior Facility and Canadian Term Loan

The Company has 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, are secured by substantially all of the Company's assets, and includes customary terms, conditions and covenants.

As at March 31, 2024, 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 \$105.1 million (December 31, 2023 - net draw of \$140.6 million), with capitalized transaction costs of \$1.6 million (December 31, 2023 - \$1.8 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 the Canadian Term Loan Facility are recorded as part of each facility and amortized to finance costs over the remaining term.

As at March 31, 2024, the Company was in compliance with the terms and covenants of its lending agreements, as outlined below:

		Covenant
Total Net Debt to EBITDA for the four quarters ended	1.258	Not to exceed 4.0
Net Senior Debt to EBITDA for the four quarters ended	1.258	Not to exceed 3.0
EBITDA to Interest Expense, for the four quarters ended	7.677	Must exceed 2.5

For the three months ended March 31, 2024, the Company recorded \$9.9 million (2023 - \$10.2 million) 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 March 31, 2024, are as follows:

<i>\$000s</i>	
2024 - 9 months	20,800
2025	41,600
2026	294,317
2027	—
2028 and thereafter	—
	356,717

Other Indebtedness

The following table details the remaining contractual maturities of the Company's financial liabilities as of March 31, 2024:

<i>\$000s</i>	Payments Due By Period ⁽¹⁾					Total
	Less than 3 months	3 months to 1 year	1-2 years	2-5 years	5+ years	
Accounts payable and accrued liabilities	234,964	11,703	—	—	—	246,667
Dividends payable ⁽²⁾	7,036	—	—	—	—	7,036
Income taxes payable	—	12,999	—	—	—	12,999
Deferred acquisition consideration	—	2,706	—	—	—	2,706
Senior Facility	—	—	—	106,717	—	106,717
Canadian Term Loan Facility ⁽³⁾	—	31,200	41,600	177,200	—	250,000
Lease obligations ⁽⁴⁾	5,048	21,851	18,685	21,806	3,616	71,006
Commitments ⁽⁵⁾	3,515	19,499	—	—	—	23,014
Other long-term liabilities	—	—	4,351	1,394	—	5,745
	250,563	99,958	64,636	307,117	3,616	725,890

¹ Payments denominated in foreign currencies have been translated using the March 31, 2024 exchange rate.

² Dividends declared as of March 31, 2024.

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 months ended March 31, 2024 and 2023:

<i>\$000s</i>	Three Months Ended March 31,		
	2024	2023	Change
Net cash provided by (used in)			
Operating Activities	86,328	73,238	13,090
Investing Activities	(19,799)	(14,728)	(5,071)
Financing Activities	(66,529)	(58,510)	(8,019)

Cash Flows from Operating Activities

For the three months ended March 31, 2024, net cash provided by operating activities totaled \$86.3 million compared to \$73.2 million during the three months ended March 31, 2023. The increase for the period was primarily driven by strong financial performance with higher contribution margins on associated activity levels, combined with the effects of continued working capital optimization efforts.

Cash Flows from Investing Activities

For the three months ended March 31, 2024, net cash flows used in investing activities totaled \$19.8 million compared to \$14.7 million during three months ended March 31, 2023. The increase was driven by higher capital expenditures in the current year, in support of sustained elevated revenue levels.

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

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Expansion Capital ⁽¹⁾	17,084	10,630
Maintenance Capital ⁽¹⁾	5,462	4,299
Total investment in property and equipment	22,546	14,929
Change in non-cash investing working capital	(1,559)	(652)
Cash used for investment in property and equipment	20,987	14,277
Adjust for:		
Proceeds on disposal of assets	(1,288)	(1,252)
Net Cash used for investment in property and equipment ⁽²⁾	19,699	13,025

¹Supplementary 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.

²Non-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 Q1 2024 included \$3.6 million in respect of a new barite grinding facility in the Superior Weighting division and \$1.5 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.

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 March 31, 2024, cash flows used by financing activities totaled \$66.5 million compared to \$58.5 million in three months ended March 31, 2023. This quarter over quarter change is primarily due to an increase in NCIB spend and lease repayments of \$13.6 million and \$2.2 million, respectively, offset by a decrease in the net draw on the Company's Senior Facility of \$6.4 million.

Dividend Policy

The Company declared dividends to holders of common shares for the three months ended March 31, 2024, as follows:

<i>(\$000s, except per share amounts)</i>	Dividend Record Date	Dividend Payment Date	Per Common Share	Total
March	Mar 29	Apr 15	\$0.030	7,036
Total dividends declared			\$0.030	7,036

During the three months ended March 31, 2024, the Company's Dividend Payout Ratio averaged 12% ahead of 10% in the comparative period in 2023 as dividend increases were partially 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 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. As at March 31, 2024, the Company has repurchased the maximum number of common shares and has completed the current NCIB. A summary of the Company's NCIB program is presented below:

	Renewed NCIB July 21, 2023 to March 31, 2024	Three Months Ended March 31, 2024	Since Inception July 17, 2018 to March 31, 2024
Common shares repurchased and canceled through NCIB	18,719,430	4,576,130	58,629,387
Cash outlay	68,534	17,766	154,046
Average price per share	\$3.66	\$3.88	\$2.63

Share Capital and Stock-Based Compensation Plans

A summary of the Company's common shares and stock-based compensation plans outstanding is as follows:

	As at		
	May 8, 2024	March 31, 2024	December 31, 2023
Common shares outstanding	235,172,136	234,519,860	236,042,566
Restricted Share Unit Plan ("RSU")	4,258,411	4,756,414	5,342,676
Phantom Share Unit Plan ("PSU")	6,534,842	6,506,420	6,480,451

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.

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

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Net income	54,458	33,002
Adjust for:		
Depreciation and amortization	19,695	18,910
Current income tax expense	7,743	3,277
Deferred income tax expense	4,622	8,216
Stock-based compensation	9,641	3,139
Finance costs	6,919	10,482
Other (income) loss	(1,046)	77
EBITDAC	102,032	77,103
Adjusted EBITDAC	102,032	77,103
Adjusted EBITDAC % of Revenue	17.3 %	13.8 %
<i>Adjusted EBITDAC per share - basic</i>	<i>0.44</i>	<i>0.30</i>
<i>Adjusted EBITDAC per share - diluted</i>	<i>0.43</i>	<i>0.30</i>

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:

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Cash provided by (used in) operating activities	86,328	73,238
Adjust for:		
Change in non-cash operating working capital	(12,163)	(10,613)
Maintenance Capital ⁽¹⁾	(5,462)	(4,299)
Repayment of lease obligations	(7,700)	(5,460)
Distributable Earnings	61,003	52,866
Dividends declared	7,036	5,103
Dividend Payout Ratio	12 %	10 %

¹Supplementary 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.

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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:

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Gross Margin	145,660	116,313
Gross Margin % of revenue	25 %	21 %
Adjust for:		
Depreciation included in cost of sales	15,988	13,869
Adjusted Gross Margin	161,648	130,182
Adjusted Gross Margin % of revenue	27 %	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:

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
General and administrative expenses	72,964	61,259
G&A expenses % of revenue	12 %	11 %
Adjust for:		
Stock-based compensation	9,641	3,139
Depreciation & amortization	3,707	5,041
Adjusted General and Administrative Costs	59,616	53,079
Adjusted G&A Costs % of revenue	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:

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Cash provided by (used in) operating activities	86,328	73,238
Adjust for:		
Change in non-cash operating working capital	(12,163)	(10,613)
Funds Flow from Operations	74,165	62,625

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

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Cash provided by (used in) operating activities	86,328	73,238
Adjust for:		
Expansion Capital ⁽¹⁾	(17,084)	(10,630)
Maintenance Capital ⁽¹⁾	(5,462)	(4,299)
Repayment of lease obligations	(7,700)	(5,460)
Proceeds on disposal of assets	1,288	1,252
Free Cash Flow	57,370	54,101

¹Supplementary 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 - 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:

<i>\$000s</i>	Three Months Ended March 31,	
	2024	2023
Cash used for investment in property and equipment	20,987	14,277
Adjust for:		
Proceeds on disposal of assets	(1,288)	(1,252)
Net Cash used for investment in property and equipment	19,699	13,025

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

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

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

<i>\$000s</i>	As at	
	March 31, 2024	December 31, 2023
Long-term financial liabilities ⁽¹⁾	373,724	419,416
Current portion of lease obligations	26,899	27,980
Current portion of long-term debt	31,200	20,800
Current portion of deferred acquisition consideration	2,706	1,423
Total Debt	434,529	469,619
Deduct Working Capital Surplus:		
Current assets	903,746	880,772
Current liabilities ⁽²⁾	(266,702)	(248,008)
Working Capital Surplus	637,044	632,764
Net Debt	(202,515)	(163,145)

¹Includes 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.

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

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	
	March 31, 2024	December 31, 2023
Common shares outstanding	234,519,860	236,042,566
Restricted share units outstanding, end of period	4,756,414	5,342,676
Shares outstanding, end of period - fully diluted	239,276,274	241,385,242

Supplementary Financial Measures

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

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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 condensed consolidated financial statements and the reported amounts of revenue and expenses for the period. These estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The current fluctuation in market conditions introduce additional uncertainties, risks and complexities in Management's determination of the estimates and assumptions used to prepare CES' financial results. 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 condensed 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. The most significant estimates in CES' condensed consolidated financial statements have been set out in the Company's MD&A for the year ended December 31, 2023, and its audited annual consolidated financial statements and notes thereto for the year ended December 31, 2023.

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 months ended March 31, 2024 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.

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 IFRS. There have been no changes to CES' internal controls over financial reporting during the three months ended March 31, 2024 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 18, 2024 Annual General and Special Meeting of shareholders each of which are available on the CES' SEDAR+ profile at www.sedarplus.ca.

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 its 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.sedarplus.ca.

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, profitability, 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; expectations regarding service intensity in the upstream oil and gas sector; commodity prices, related pricing pressures and oil and gas inventory levels; reduced availability of high quality drilling locations; expectations regarding OPEC production quotas; anticipated drilling activity for natural gas projects; 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; decreased service intensity levels; an increase in the number of customer well shut-ins; a shift in types of wells drilled; volatility in market prices for oil, natural gas, and natural gas liquids and the effect of this volatility on the demand for oilfield services generally; declines in prices for natural gas, natural gas liquids, and oil, and pricing differentials between world pricing, pricing in North America, and pricing in Canada; decisions by OPEC regarding production quotas; competition, and pricing pressures from customers in the current commodity environment; conflict, war and political and societal unrest that may impact CES' operations, supply chains as well as impact the market for oil and natural gas generally; currency risk as a result of fluctuations in value of the US dollar; liabilities and risks, including environmental liabilities and risks inherent in oil and natural gas operations; sourcing, pricing and availability of raw materials, consumables, component parts, equipment, suppliers, facilities, shipping containers, and skilled management, technical and field personnel; the collectability of accounts receivable; ability to integrate technological advances and match advances of competitors; ability to protect the Company's proprietary technologies; availability of capital; uncertainties in weather and temperature affecting the duration of the oilfield service periods and the activities that can be completed; the ability to successfully integrate and achieve synergies from the Company's acquisitions; changes in legislation and the regulatory environment, including uncertainties with respect to oil and gas royalty regimes, programs to reduce greenhouse gas and other emissions and regulations restricting the use of hydraulic fracturing; pipeline capacity and other transportation infrastructure constraints; changes to government mandated

production curtailments; reassessment and audit risk and other tax filing matters; changes and proposed changes to US policies including tax policies or policies relating to the oil and gas industry; international and domestic trade disputes, including restrictions on the transportation of oil and natural gas and regulations governing the sale and export of oil, natural gas and refined petroleum products; the impact of climate change policies in the regions which CES operates; the impact and speed of adoption of low carbon technologies; potential changes to the crude by rail industry; changes to the fiscal regimes applicable to entities operating in the US and WCSB; access to capital and the liquidity of debt markets; fluctuations in foreign exchange and interest rates, including the impact of changing interest rates on the broader economy; CES' ability to maintain adequate insurance at rates it considers reasonable and commercially justifiable; and the other factors considered under "Risk Factors" in CES' Annual Information Form for the year ended December 31, 2023 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.sedarplus.ca. Information is also accessible on CES' web site at www.cesenergysolutions.com.

CES Energy Solutions Corp.

Management's Discussion and Analysis Information

STOCK EXCHANGE LISTINGS

Toronto Stock Exchange
Trading Symbol: CEU

OTC

Trading Symbol: CESDF

BOARD OF DIRECTORS

Philip J. Scherman¹
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

¹Member of the Audit Committee

²Member of the Compensation Committee

³Member of the Corporate Governance and Nominating Committee

⁴Member of the Health, Safety and Environment
Committee

EXECUTIVE OFFICERS

Kenneth E. Zinger
President & Chief Executive Officer
President, Canadian Operations

Anthony M. Aulicino
Chief Financial Officer

James F. Strickland
President, US Drilling Fluids

Vernon J. Disney
President, US Production Chemicals

CORPORATE SECRETARY

Matthew S. Bell

AUDITORS

Deloitte LLP
Calgary, AB

BANKERS

Scotiabank Canada, Calgary, AB

LEGAL COUNSEL

Stikeman Elliot, LLP, Calgary, AB
Crowe & Dunlevy, Oklahoma City, OK

REGISTRAR & TRANSFER AGENT

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