



**PRESS RELEASE
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October 15, 2025

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**CES ENERGY SOLUTIONS CORP. ANNOUNCES OFFERING AND PRICING OF
\$75 MILLION REOPENING OF SENIOR UNSECURED NOTES**

CES Energy Solutions Corp. (“CES” or the “Company”) (TSX: CEU) (OTC: CESDF) announced today that it has entered into an underwriting agreement with a syndicate of underwriters to sell, pursuant to a private placement (the “**Offering**”), an additional \$75 million aggregate principal amount of its 6.875% senior unsecured notes due May 24, 2029 (the “**Notes**”), representing an additional issuance to the \$200 million aggregate principal amount of 6.875% senior unsecured notes issued on May 24, 2024 (the “**Initial Notes**”). Following the closing of the Offering, there is expected to be \$275 million aggregate principal amount of Initial Notes and Notes outstanding.

The Notes will be issued at a price of 103.125% of their face value (plus accrued interest from May 24, 2025, to, but excluding, the date of the closing of the Offering), with a yield to worst of 5.559%. The Notes will have identical terms (except for their issuance date, issuance price, and initial interest accrual date) and be fungible (following the expiry of the applicable statutory hold period) with and be part of the same series as the Initial Notes. The Offering is expected to close on or about October 23, 2025, subject to customary closing conditions.

The net proceeds from the issuance of the Notes will be used to repay outstanding indebtedness on the Company’s senior syndicated credit facility and for general corporate purposes, further strengthening CES’ capital structure and liquidity.

BMO Capital Markets and Scotiabank acted as joint active bookrunning managers for the private placement, in a syndicate that also included TD Securities as joint bookrunning manager, ATB Capital Markets, National Bank Financial Markets, RBC Capital Markets and Wells Fargo Securities Canada as co-lead managers, and CIBC Capital Markets, Peters & Co. Limited, and Raymond James as co-managers.

The Notes have not been registered under the United States *Securities Act of 1933* (the “**U.S. Securities Act**”) or applicable state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The Notes have not been, and will not be, qualified for sale to the public under applicable Canadian securities laws and, accordingly, any offer and sale of the Notes in Canada will be made on a basis which is exempt from the prospectus requirements of such securities laws. The Notes were offered and sold only to non-U.S. persons in reliance on the “accredited investor” prospectus exemption in Canada.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

About CES Energy Solutions Corp.

CES is a leading provider of technically advanced consumable chemical solutions throughout the lifecycle of the oilfield. This includes 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. CES' business model is relatively asset light and requires limited re-investment capital to grow. As a result, CES has been able to capitalize on the growing market demand for drilling fluids and production and specialty chemicals in North America while generating free cash flow.

Additional information about CES is available on SEDAR+ at www.sedarplus.ca or on the Company's website at www.cesenergysolutions.com.

Cautionary Statement

Except for the historical and present factual information contained herein, the matters set forth in this press release, may constitute forward-looking information or forward-looking statements (collectively referred to as "forward-looking information") which involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of CES, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. When used in this press release, such information uses such words as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", and other similar terminology. This information reflects CES' current expectations regarding future events and operating performance and speaks only as of the date of the press release. Forward-looking information involves significant risks and uncertainties, should not be read as a guarantee of future performance or results, and will not necessarily be an accurate indication of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including, but not limited to, the factors discussed below. The management of CES believes the material factors, expectations and assumptions reflected in the forward-looking information are reasonable but no assurance can be given that these factors, expectations and assumptions will prove to be correct. The forward-looking information contained in this document speaks only as of the date of the document, and CES assumes no obligation to publicly update or revise such information to reflect new events or circumstances, except as may be required pursuant to applicable securities laws or regulations.

In particular, this press release contains forward-looking information pertaining to the following: the anticipated timing for closing of the Offering; the use of proceeds of the Notes; and expectations that the proceeds of the Notes will strengthen the Company's capital structure and liquidity.

CES' actual results could differ materially from those anticipated in the forward-looking information as a result of a number of factors and risks, including but not limited those factors and risks referred to under "Risk Factors" in CES' Annual Information Form for the year ended December 31, 2024, dated March 6, 2025, and "Risks and Uncertainties and New Developments" in CES' MD&A for the three and six months ended June 30, 2025, dated August 7, 2025.

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