



CES Energy
Solutions

Condensed Consolidated Financial Statements

For the Three Months Ended March 31, 2026 and 2025

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

	As at	
	March 31, 2026	December 31, 2025
ASSETS		
Current assets		
Accounts receivable	552,859	528,809
Financial derivative asset (note 9)	43,919	22,363
Income taxes receivable	102	262
Inventory	429,141	414,942
Prepaid expenses and deposits	35,571	33,413
	1,061,592	999,789
Property and equipment (note 4)	398,668	382,218
Right of use assets (note 5)	99,971	105,188
Intangible assets	43,467	41,351
Deferred income tax asset	1,409	1,457
Other assets	22,559	22,532
Goodwill	66,434	65,323
	1,694,100	1,617,858
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	317,481	288,475
Dividends payable (note 10)	11,604	8,965
Income taxes payable	14,702	8,942
Current portion of deferred acquisition consideration	4,011	3,439
Current portion of lease obligations	38,834	39,444
	386,632	349,265
Long-term debt (note 6)	375,577	382,299
Lease obligations	55,503	59,798
Deferred acquisition consideration	4,379	4,811
Deferred income tax liability	14,552	13,316
Other long-term liabilities (note 8)	13,896	6,845
	850,539	816,334
Commitments (note 11)		
Shareholders' equity		
Common shares (note 7)	361,342	371,995
Contributed surplus	32,766	36,683
Retained earnings	228,962	190,304
Accumulated other comprehensive income	220,491	202,542
	843,561	801,524
	1,694,100	1,617,858

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

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

	Three Months Ended March 31,	
	2026	2025
Revenue	681,506	632,431
Cost of sales	519,867	486,355
Gross margin	161,639	146,076
General and administrative expenses	105,364	71,917
Operating profit	56,275	74,159
Finance (income) costs	(7,788)	17,529
Other (income)	(19)	(138)
Income before taxes	64,082	56,768
Current income tax expense	12,630	12,144
Deferred income tax expense	1,190	522
Net income	50,262	44,102
Other comprehensive income (items that may be subsequently reclassified to net income):		
Unrealized foreign exchange gain (loss) on translation of foreign operations	18,448	(832)
Change in fair value of other assets, net of tax	(499)	(21)
Comprehensive income	68,211	43,249
Net income per share (note 7)		
Basic	0.24	0.20
Diluted	0.24	0.19

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

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

	Three Months Ended March 31,	
	2026	2025
COMMON SHARES		
Balance, beginning of period	371,995	502,045
Issued pursuant to stock-based compensation (note 7)	5,999	6,126
Issued pursuant to stock settled director fees	41	43
Common shares repurchased and canceled through NCIB (note 7)	(16,693)	(21,294)
Balance, end of period	361,342	486,920
CONTRIBUTED SURPLUS		
Balance, beginning of period	36,683	37,246
Reclassified pursuant to stock-based compensation (note 7)	(5,999)	(6,126)
Stock-based compensation expense (note 8)	2,082	2,191
Balance, end of period	32,766	33,311
RETAINED EARNINGS		
Balance, beginning of period	190,304	22,597
Net income	50,262	44,102
Dividends declared (note 10)	(11,604)	(9,535)
Balance, end of period	228,962	57,164
ACCUMULATED OTHER COMPREHENSIVE INCOME		
Balance, beginning of period	202,542	252,342
Unrealized foreign exchange gain (loss) on translation of foreign operations	18,448	(832)
Change in fair value of other assets, net of tax	(499)	(21)
Balance, end of period	220,491	251,489
	843,561	828,884

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

CES Energy Solutions Corp.

Condensed Consolidated Statements of Cash Flows (unaudited)
(stated in thousands of Canadian dollars)

	Three Months Ended March 31,	
	2026	2025
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES:		
Net income	50,262	44,102
Adjustments for:		
Depreciation and amortization	27,829	24,766
Stock-based compensation (note 8)	2,082	2,191
Other non-cash (income) loss	(17,910)	9,709
Deferred income tax expense	1,190	522
Gain on disposal of assets	(1,056)	(3,471)
Funds flow from operations	62,397	77,819
Change in non-cash working capital (note 12)	6,692	(17,728)
	69,089	60,091
FINANCING ACTIVITIES:		
Repayment of lease obligations	(10,495)	(9,538)
(Decrease) increase in Senior Facility	(6,324)	8,785
Shareholder dividends	(8,965)	(6,760)
Common shares repurchased and canceled through NCIB (note 7)	(16,693)	(21,294)
	(42,477)	(28,807)
INVESTING ACTIVITIES:		
Investment in property and equipment	(25,777)	(30,246)
Investment in intangible assets	(3,351)	(2,864)
(Investment in) distribution of other assets	(79)	221
Deferred acquisition consideration	—	(2,871)
Proceeds on disposal of assets	2,595	4,476
	(26,612)	(31,284)
CHANGE IN CASH:		
Cash, beginning of period	—	—
Cash, end of period	—	—
SUPPLEMENTARY CASH FLOW DISCLOSURE		
Interest paid	3,558	5,431
Income taxes paid	8,092	16,560

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

CES Energy Solutions Corp.

Notes to the Condensed Consolidated Financial Statements (unaudited)

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

1. The Company

CES Energy Solutions Corp. (the "Company" or "CES") is a company domiciled in Canada and is incorporated under the Business Corporations Act (Alberta). CES' principal place of business is located at Suite 1400, 332 – 6th Avenue SW, Calgary, Alberta, Canada T2P 0B2. The condensed consolidated financial statements of the Company as at and for the three months ended March 31, 2026, and 2025 comprise the accounts of the Company and its subsidiaries (together referred to as the "Company" or "CES").

CES' core business is to design, implement, and manufacture technically advanced consumable fluids and specialty chemicals for the North American oil and gas industry. CES operates under the following trade names and brands: AES Drilling Fluids, AES Completion Services, Jacam Catalyst, Superior Weighting Products, Canadian Energy Services, PureChem Services, StimWrx Energy Services, Sialco Materials, and Clear Environmental Solutions.

2. Basis of Presentation

Statement of Compliance

These condensed consolidated financial statements have been prepared by management of the Company in accordance with International Accounting Standard ("IAS") 34, "*Interim Financial Reporting*" and accordingly, do not include all disclosures required for annual financial statements. These condensed consolidated financial statements should be read in conjunction with the most recent audited annual consolidated financial statements and the notes thereto for the year ended December 31, 2025. These condensed consolidated financial statements were authorized for issue by the Company's Board of Directors on May 7, 2026.

3. Material Accounting Policy Information, Estimates and Judgments

These condensed consolidated financial statements have been prepared following the same accounting principles and methods of computation as outlined in the Company's annual consolidated financial statements for the year ended December 31, 2025. A description of accounting standards and interpretations that have been adopted by the Company can be found in the notes of the annual consolidated financial statements for the year ended December 31, 2025.

The preparation of the condensed consolidated financial statements requires management to make assumptions and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. These condensed consolidated financial statements include estimates, which by their nature, are uncertain. These assumptions and associated estimates are based on historical experience and other factors that are considered to be relevant. As such, actual results may differ from estimates and the effect of such differences may be material. Significant estimates and judgments used in the preparation of these condensed consolidated financial statements remained unchanged from those disclosed in the Company's annual consolidated financial statements for the year ended December 31, 2025.

Newly adopted accounting standards

On January 1, 2026, CES adopted amendments to IFRS 9, *Financial Instruments*, and IFRS 7, *Financial Instruments: Disclosures* to address the classification and measurement of financial instruments, with an emphasis to clarify the date of recognition and derecognition of financial asset and liabilities. This amendment does not have a material impact on the consolidated financial statements.

Future accounting policy changes

In April 2024, the IASB issued IFRS 18, *Presentation and Disclosures in Financial Statements*, to replace IAS 1, *Presentation of Financial Statements*. The new standard establishes a revised structure for the consolidated statements of net income and comprehensive income, required disclosure for certain non-GAAP measures, referred to as management-defined performance measures ("MPMs"), and enhanced guidance on the aggregation and disaggregation of line items in the financial statements and the accompanying notes. IFRS 18 is effective January 1, 2027, with early adoption permitted. The standard will be applied retrospectively, with certain transition provisions. Management is currently reviewing the impact the standard will have on the consolidated financial statements.

CES Energy Solutions Corp.

Notes to the Condensed Consolidated Financial Statements (unaudited)

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

4. Property and Equipment

Balance at December 31, 2025	382,218
Additions	27,939
Disposals, net of depreciation	(806)
Depreciation	(15,965)
Effect of movements in exchange rates	5,282
Balance at March 31, 2026	398,668

5. Right of Use Assets

Balance at December 31, 2025	105,188
Additions	5,063
Disposals, net of depreciation	(1,257)
Depreciation	(10,039)
Effect of movements in exchange rates	1,016
Balance at March 31, 2026	99,971

6. Long-Term Debt

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

	As at	
	March 31, 2026	December 31, 2025
Senior Facility	103,812	110,837
Senior Notes	275,000	275,000
	378,812	385,837
Unamortized debt issue costs	(5,294)	(5,758)
Unamortized debt premium	2,059	2,220
Total long-term debt	375,577	382,299

Senior Facility

The Company has syndicated and operating credit facilities (the "Senior Facility"), the total size of which is approximately C\$ equivalent \$550,000, consisting of a Canadian facility of \$400,000 and a US facility US\$110,000. The Senior Facility matures on November 24, 2028, and is secured by substantially all of the Company's assets, and includes customary terms, conditions and covenants.

As at March 31, 2026, the Senior Facility had a net draw of \$102,472 (December 31, 2025 - \$109,345), with capitalized transaction costs of \$1,340 (December 31, 2025 - \$1,492). Transaction costs attributable to the Senior Facility are recorded as part of the facility and amortized to finance costs over the remaining term. As at March 31, 2026, 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	1.256	Not to exceed 4.0
Net Senior Debt to EBITDA for the four quarters ended	0.440	Not to exceed 3.0
EBITDA to Interest Expense, for the four quarters ended	11.248	Must exceed 2.5

CES Energy Solutions Corp.

Notes to the Condensed Consolidated Financial Statements (unaudited)

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

Senior Notes

At March 31, 2026, the Company had \$275,000 of outstanding principal on senior unsecured notes (the "Senior Notes") due on May 24, 2029. The Senior Notes incur interest at a rate of 6.875% per annum and interest is payable semi-annually on May 24 and November 24. The Senior Notes contain certain early redemption options, whereby the Company can choose to redeem all of or a portion of at various redemption prices, which include the principal amount plus any accrued and unpaid interest to the applicable redemption date. The Company has the ability to redeem all of its outstanding Senior Notes on or after May 24, 2026. The Senior Notes are unsecured, ranking equal in right of payment to all existing and future unsecured indebtedness, and have been guaranteed by the Company's current and future subsidiaries. Certain restrictions exist relating to items such as making restricted payments and incurring additional debt.

For the three months ended March 31, 2026, the Company recorded \$8,911 (2025 - \$9,001) in interest expense related to its long-term debt and lease balances, including the amortization of debt issue costs and premium. Scheduled principal payments on the Company's long-term debt at March 31, 2026, are as follows:

2026 - 9 months	—
2027	—
2028	103,812
2029	275,000
2030 and thereafter	—
	378,812

7. Share Capital

a) Authorized and issued common shares

The Company is authorized to issue an unlimited number of common shares. A summary of the changes to common share capital is presented below:

	Three Months Ended March 31, 2026		Year Ended December 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of period	210,949,911	371,995	225,329,085	502,045
Issued pursuant to stock-based compensation	1,314,528	—	2,400,708	—
Contributed surplus related to stock-based compensation	—	5,999	—	9,891
Issued pursuant to stock settled director fee	3,278	41	20,637	166
Common shares repurchased and canceled through NCIB	(1,283,100)	(16,693)	(16,800,519)	(140,107)
Balance, end of period	210,984,617	361,342	210,949,911	371,995

b) Normal Course Issuer Bid ("NCIB")

On July 22, 2025, the Company renewed the previous NCIB to repurchase for cancellation up to 18,911,524 common shares, being 10.0% of the public float of common shares at the time of renewal. The renewed NCIB will terminate on July 21, 2026, or such earlier date as the maximum number of common shares are purchased pursuant to the NCIB or the NCIB is completed or is terminated at the Company's election. A summary of the Company's NCIB program, excluding any associated taxes on share repurchases, is presented below:

	Renewed NCIB July 22, 2025 to March 31, 2026	Three Months Ended March 31, 2026	Since Inception July 17, 2018 to March 31, 2026
Common shares repurchased and canceled through NCIB	9,485,000	1,283,100	87,313,106
Cash outlay	94,772	16,693	392,189
Average price per share	9.99	13.01	4.49

CES Energy Solutions Corp.

Notes to the Condensed Consolidated Financial Statements (unaudited)

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

As at March 31, 2026, the Company has repurchased 87,313,106 or approximately 32% of the common shares outstanding since inception of the NCIB programs on July 17, 2018. Subsequent to March 31, 2026, the Company repurchased 240,000 additional shares at a weighted average price of \$17.81 for a total of \$4,275.

c) Net income per share

In calculating the basic and diluted net income per share for the three months ended March 31, 2026, and 2025, the weighted average number of shares used in the calculation is shown in the table below:

	Three Months Ended March 31,	
	2026	2025
Net income	50,262	44,102
Weighted average number of shares outstanding:		
Basic shares outstanding	210,209,468	225,058,610
Effect of dilutive shares	2,206,362	3,296,210
Diluted shares outstanding	212,415,830	228,354,820
Net income per share - basic	0.24	0.20
Net income per share - diluted	0.24	0.19

Excluded from the calculation of dilutive shares for the three months ended March 31, 2026, are 107,904 of RSUs (2025 - Nil) that are considered anti-dilutive.

8. Stock-Based Compensation

For the three months ended March 31, 2026, stock-based compensation expense of \$27,610 (2025 - \$973) was recorded in general and administrative expenses relating to the Company's stock-based compensation plans. As at March 31, 2026, a total of 10,549,231 common shares were reserved for issuance under the Company's Restricted Share Unit Plan and Stock Settled Director Fee Program, of which 8,792,463 common shares remained available for grant.

a) Restricted Share Unit ("RSU") Plan

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

	Three Months Ended March 31, 2026		Year Ended December 31, 2025	
	Restricted Share Units	Average Price	Restricted Share Units	Average Price
Balance, beginning of period	2,523,252	5.36	3,619,138	3.96
Granted during the period	539,522	18.06	1,244,436	7.04
Reinvested during the period	8,522	5.36	60,386	5.11
Vested during the period	(1,314,528)	4.57	(2,400,708)	4.11
Balance, end of period	1,756,768	9.85	2,523,252	5.36

Included in the stock-based compensation expense for the three months ended March 31, 2026, is an expense of \$2,082 (2025 - \$2,191) relating to the Company's RSU Plan. The stock-based compensation costs for RSUs granted are based on the five day volume weighted average share price at the date of grant. The amount of compensation expense associated with awards granted during the three months ended March 31, 2026, was reduced by an estimated weighted average forfeiture rate of 0.38% (2025 - 0.30%) per year at the date of grant.

CES Energy Solutions Corp.

Notes to the Condensed Consolidated Financial Statements (unaudited)

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

b) Phantom Share Unit ("PSU") Plan

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

	Three Months Ended March 31, 2026	Year Ended December 31, 2025
	Phantom Share Units	Phantom Share Units
Balance, beginning of period	4,663,290	5,025,015
Granted during the period	4,931	2,302,560
Reinvested during the period	13,589	99,194
Vested during the period	(24,090)	(2,662,075)
Forfeited during the period	(26,986)	(101,404)
Balance, end of period	4,630,734	4,663,290

Included in the stock-based compensation expense for the three months ended March 31, 2026, is an expense of \$25,528 (2025 - recovery of \$1,218) relating to the Company's PSU Plan. The amount of compensation expense associated with awards granted during the three months ended March 31, 2026, was reduced by an estimated weighted average forfeiture rate of 2.68% (2025 - 2.77%) per year at the date of grant. As at March 31, 2026, \$40,494 (December 31, 2025 - \$22,415) was included in accounts payable and accrued liabilities and \$13,896 (December 31, 2025 - \$6,845) was included in other long-term liabilities for outstanding PSUs.

9. Financial Derivatives

The Company periodically enters into foreign currency and equity derivative contracts to manage its exposure to upcoming USD denominated purchases and mitigate equity price risk, respectively. As of March 31, 2026, the Company had a financial derivative asset of \$43,919 (December 31, 2025 - \$22,363) relating to outstanding derivative contracts. A summary of financial derivative gains and losses recognized in finance costs is presented below:

	Three Months Ended March 31,	
	2026	2025
Financial derivative gain (loss)	21,910	(9,370)

At March 31, 2026, the Company had the following foreign exchange USD forward purchase contracts outstanding:

Period	Notional Balance	Contract Type	Settlement	Average USDCAD Exchange Rate
April 2026	US\$4,000	Deliverable Forward	Physical Purchase	1.3573
May 2026	US\$4,000	Deliverable Forward	Physical Purchase	1.3573
June 2026	US\$4,000	Deliverable Forward	Physical Purchase	1.3573
Total	US\$12,000			1.3573

As at March 31, 2026, the Company had the following equity derivative contracts outstanding:

Period	Price	Contract	Notional Principal	Number of Units
July 2026	4.8078	Swap	9,262	1,926,490
July 2027	7.1119	Swap	6,761	950,721
July 2028	6.8348	Swap	3,791	554,721
	5.7737		19,814	3,431,932

CES Energy Solutions Corp.

Notes to the Condensed Consolidated Financial Statements (unaudited)

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

10. Dividends

The Company declared dividends to holders of common shares for the three months ended March 31, 2026, as follows:

	Dividend Record Date	Dividend Payment Date	Per Common Share	Total
March 2026	Mar 31	Apr 15	0.055	11,604
Total dividends declared			0.055	11,604

11. Commitments

The Company has commitments related to inventory and other lease-related items including short-term leases, leases of low-value assets, and variable payments associated with long-term leases as at March 31, 2026, with payments due as follows:

	Inventory	Lease Related	Total
Less than 1 year	21,824	3,380	25,204
1-5 years	27,227	16	27,243
5+ years	—	—	—
Total	49,051	3,396	52,447

Payments denominated in foreign currencies have been translated using the March 31, 2026, exchange rate.

The Company is also involved in litigation and disputes arising in the normal course of operations. Management is of the opinion that any potential litigation will not have a material adverse impact on the Company's financial position or results of operations, and therefore, provisions for outstanding litigation and potential claims are included in accounts payable and accrued liabilities.

12. Supplemental Information

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

	Three Months Ended March 31,	
	2026	2025
(Increase) decrease in current assets:		
Accounts receivable ⁽¹⁾	(23,890)	(41,425)
Inventory	(14,199)	4,501
Prepaid expenses and deposits	(2,158)	(1,449)
Increase (decrease) in current liabilities:		
Accounts payable and accrued liabilities ⁽²⁾	41,780	20,340
Effects of movement in exchange rate	7,488	(513)
	9,021	(18,546)
Relating to:		
Operating activities	6,692	(17,728)
Investing activities	2,329	(818)

⁽¹⁾Includes income taxes receivable.

⁽²⁾Includes income taxes payable and other long-term liabilities relating to the cash-settled PSU plan.

For the three months ended March 31, 2026, and 2025, changes in non-cash working capital relating to investing activities have been included in "Investment in property and equipment" on the consolidated statements of cash flows.

CES Energy Solutions Corp.

Notes to the Condensed Consolidated Financial Statements (unaudited)

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

13. Geographical Information

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

	Revenue	
	Three Months Ended March 31,	
	2026	2025
United States	437,777	402,461
Canada	243,729	229,970
	681,506	632,431

	Long-Term Assets ⁽¹⁾	
	March 31, 2026	December 31, 2025
United States	477,252	462,890
Canada	153,847	153,722
	631,099	616,612

⁽¹⁾Includes: Property and equipment, right of use assets, intangible assets, other assets and goodwill.

STOCK EXCHANGE LISTINGS

Toronto Stock Exchange
Trading Symbol: CEU

OTC

Trading Symbol: CESDF

BOARD OF DIRECTORS

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Chairman

John M. Hooks^{2,3}

Spencer D. Armour III^{2,3}

Stella Cosby^{3,4}

Ian Hardacre^{1,4}

Joe Wright^{1,4}

Theresa Roessel¹

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

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President & Chief Executive Officer
President, Canadian Operations

Anthony M. Aulicino
Executive Vice President & Chief Financial Officer

Vernon J. Disney
President, US Production Chemicals

James F. Strickland
President, US Drilling Fluids

CORPORATE SECRETARY

Matthew S. Bell

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