



**CES ENERGY SOLUTIONS CORP.  
REPORT ON FIGHTING AGAINST FORCED LABOUR AND CHILD LABOUR IN SUPPLY CHAINS**

**FOR THE YEAR ENDED DECEMBER 31, 2023**

**DATED: MAY 8, 2024**

**Introduction**

CES Energy Solutions Corp (“**CES**” or, the “**Company**”) is committed to preventing the occurrence of forced labour and child labour in our operations and supply chains. We do not tolerate child labour, forced labour or any other form of slavery and we expect that our suppliers share our commitment to ethical and responsible business practices and support our values.

This report (the “**Report**”) has been prepared pursuant to Section 11 of the *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (the “**Act**”) and outlines the actions we have taken during the year ended December 31, 2023 (the “**Period**”) to prevent and reduce the risk of forced labour or child labour occurring in our business.

This Report has been prepared as a joint report and applies to CES, Canadian Energy Services LP (“**CESLP**”), and Canadian Energy Services Inc. (“**CESI**”, and together with CES and CESLP, the “**Reporting Entities**”). The use of the words “we”, “us” and “our” refers to CES Energy Solutions Corp. and these Reporting Entities.

This Report has not been prepared as financial or investment advice or to provide any guidance in relation to our future performance. Readers should review the disclaimers beginning on page 6 of this Report.

**Our Structure and Business**

Servicing the North American oil and natural gas industry, 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 during production, and finally through to the pipeline and midstream market. The Corporation’s two core businesses are drilling fluids and production and specialty chemicals which combined represent over 90 percent of the Corporation’s current revenue stream. The drilling fluids business implements drilling fluid systems for North American based oil and natural gas producers (“**Operators**”). The production and specialty chemicals business designs and manufactures a complete line of production specialty chemicals for use in both the North American oil and natural gas industry and for specific industrial applications.

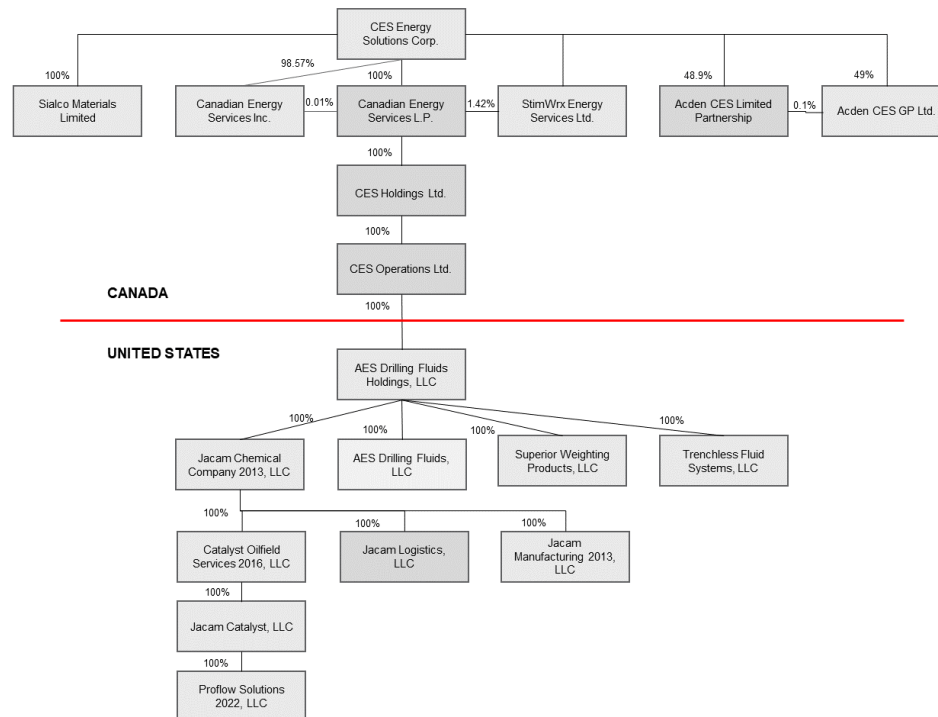
CES is incorporated in Alberta and headquartered in Calgary, Alberta, Canada. It is publicly traded on the Toronto Stock Exchange (TSX) under the symbol CEU and is quoted in the United States on the OTC under the symbol CESDF. CES is the ultimate parent company for the Reporting and Non-Reporting entities, but does not have any physical operations serving Operators or other end customers. CESLP is a limited partnership formed under the laws of the Province of Ontario and is headquartered in Calgary, Alberta, Canada. CESLP is the primary operating entity in Canada which provides drilling fluids and production chemicals to Operators in the Western Canadian Sedimentary Basin (“**WCSB**”) under the trade names

Canadian Energy Services, PureChem Services, Clear Environmental Services and StimWrx Energy Services. CESI is incorporated in Alberta and is headquartered in Calgary, Alberta Canada. CESI is the general partner of CESLP and acts on behalf of CESLP, and additionally CESI holds certain assets for the benefit of CESLP. References to CESLP in this Report should be read to include CESI due to the partnership relationship between these entities.

CES also has various subsidiaries and businesses that operate in Canada, the United States and other foreign jurisdictions which are not subject to reporting requirements under this Report. The businesses with physical operations include Sialco Materials Limited (“**Sialco**”), AES Drilling Fluids, LLC, Catalyst Oilfield Services 2016, LLC, Jacam Catalyst, LLC, Jacam Manufacturing 2013, LLC, Superior Weighting Products, LLC and Proflow Solutions 2022, LLC (collectively, the “**US Entities**”, and together with Sialco and the other subsidiaries and affiliates as more fully described in Schedule “A” to this Report, the “**Non-Reporting Entities**”). Sialco is incorporated in British Columbia and headquartered in Delta, British Columbia, Canada. Sialco develops and manufactures speciality chemicals which are used within our business and operations, as well as sells certain non oilfield speciality chemicals and products to third parties, including to the pulp and paper industry, mining industry and cosmetics market. Sialco does not meet the asset or employee reporting thresholds as required under the Act, and the US Entities do not produce, sell or distribute goods in Canada. Notwithstanding the foregoing, the Reporting Entities may purchase certain products from Sialco and the US Entities from time to time and do form part of the Reporting Entities supply chain.

Additional information about our business can be found in CES’ Annual Information Form dated February 29, 2024 for the year ended December 31, 2023.

The following diagram sets forth the corporate organizational structure and material intercorporate relationships of CES<sup>1</sup> as at the date of this report:



<sup>1</sup> The organizational chart only includes material corporate entities and holding companies that form part of the chain of ownership. The entire list of subsidiaries and affiliates can be found on Schedule “A” to this Report.

## Our Supply Chains

CES' primary operating entity in Canada is CESLP and the supply chain department within CESLP, overseen by the Director of Procurement of CESLP, manages the procurement needs for the material operating divisions in Canada including Canadian Energy Services, PureChem Services, Clear Environmental Services and StimWrx Energy Services<sup>2</sup>. This supply chain department also assists Sialco in their procurement needs from time to time, however Sialco primarily manages its supplier relationships directly. The US Entities operate their own supply chain departments independent from the CESLP supply chain department.

CES has made significant strides to vertically integrate its operations to manufacture and blend a wide variety of the products it supplies to Operators and other end customers. However, the Company does rely on suppliers to provide basic chemical products and minerals which are used by the Company in our manufacturing of more specialized products. In certain instances we also rely on suppliers who sell certain proprietary and specialty chemicals used in our operations or which are re-sold by the Company to Operators and other end customers.

CESLP primarily sources (a) petrochemical products and their derivatives such as amines, solvents, oils and distillates, and transportation fuels; (b) minerals such as barite, barium sulphate, graphite, and calcium carbonate; and (c) and certain agricultural products such as plant oils and xanthan gum. We also purchase or lease equipment such as light and heavy-duty commercial vehicles, trailers, and related equipment from Canadian or US based equipment manufacturers.

The Reporting Entities have forged long-term relationships with many of our key suppliers and continue to monitor their performance and capabilities to ensure that they meet our expectation for quality, reliability, and compliance with our standards. The supply chain department at CESLP has also developed a vendor qualification process to assist in onboarding new suppliers and to assist in the due diligence process as outlined further in this Report.

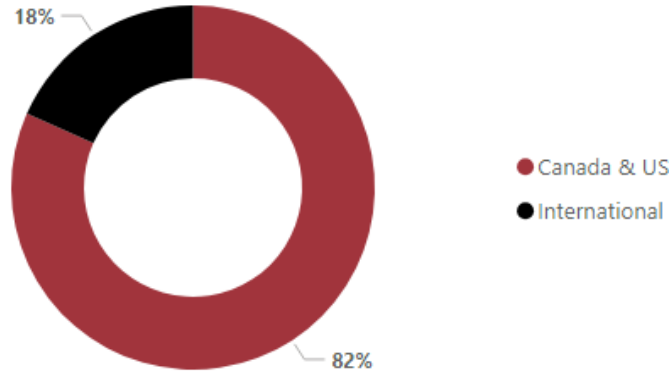
In the vast majority of cases, our purchases are governed by purchase order terms and conditions, and in some cases by longer-term supply contracts. These longer-term supply contracts will contain terms negotiated between the applicable Reporting Entity and the supplier. In circumstances where we have identified a higher risk of the use of forced or child labour, we will also include representations within the supply contract that forced or child labour is not used in the production of the goods subject to the contract.

Below is an overview of CESLP's supplier spend by Country for the products that the supply chain department purchases for the Company's manufacturing needs or for re-sale to Operators and other end customers. It does not include equipment purchases such as light and heavy-duty commercial vehicles, trailers and related equipment.

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<sup>2</sup> The business that operates under the brand StimWrx Energy Services is conducted from CESLP. StimWrx Energy Services Ltd. is a holding company that does not have any physical operations and is a Non-Reporting Entity for the purposes of this Report.

### Spend By Region



### Spend By Country

Country	% Spend
USA	41.82%
Canada	39.83%
China	8.36%
India	6.27%
Japan	1.09%
Turkey	0.55%
Mexico	0.53%
Spain	0.45%
South Korea	0.42%
UAE	0.29%
France	0.11%
UK	0.11%
Italy	0.08%
Chile	0.04%
Germany	0.03%
<b>Total</b>	<b>100.00%</b>

### Our Policies and Due Diligence Processes

CES is committed to conducting their collective business activities in a legal and ethical manner. CES has a variety of policies, procedures and due diligence processes that apply across its Reporting and Non-Reporting Entities including a Code of Business Conduct (the “**Code of Conduct**”), a Supplier Code of Conduct (the “**Supplier Code**”), a robust health, safety and environment program (the “**HSE Program**”), and other internal human resources and operational policies.

The Code of Conduct comprises CES’ guiding principles, namely that continued success is dependent on our business being ethical with honesty and integrity at its core. It applies to all employees, officers, consultants, service providers and directors, and it outlines CES’s expectations and guidelines regarding the conduct of its business. The Code of Conduct contains a mechanism for individuals to report violations of the Code of Conduct to management, the legal department, or anonymously through CES’ whistleblower hotline. A copy of the Code of Conduct is attached as Schedule “B” to this Report.

Additionally, CES has developed its Supplier Code and asks that any business providing material levels of products or services to execute, or alternatively to provide evidence that they adhere to their own code of conduct that is materially consistent with the Supplier Code. The Supplier Code has been translated into the five most common languages used by our suppliers globally and establishes specific obligations for suppliers regarding the following issues: compliance with laws, fair business dealings, labour and human rights (including the prohibition on the use of forced or child labour), health and safety, the environment, and the protection and use of corporate assets. The Supplier Code contains a mechanism for suppliers to report violations of the Supplier Code or raise other questions or concerns by contacting the legal department through a dedicated email address. A copy of the Supplier Code is attached as Schedule “C” to this Report.

The HSE Program for the Reporting Entities is modeled after the Petroleum Industry’s Basic Safety Program, the foundation of which is a commonly shared responsibility for workplace safety. Our safety rules, guidelines and procedures are clearly defined. All employees and contractors understand that working safely is a condition of employment. Our goals and objectives are achieved through the cooperation, involvement, awareness and action of all CES employees, contractors and visitors.

## Due Diligence

CESLP conducts a number of due diligence processes when onboarding material suppliers. This includes requesting information about the supplier entity including its financial position, location where the goods are being manufactured or sourced, ownership information, credit risk, reputation, and security of supply, among others. In certain instances, CESLP will conduct site visits to determine whether a key supplier meets our expectations regarding the quality of their products or services, their ability to meet the volumes of products or services required, as well as their compliance with the Supplier Code and their overall ethical standards. Notwithstanding the foregoing, CESLP is limited in its ability to conduct due diligence processes beyond our immediate contractual relationship with our supplier, and we rely on the commitments and assurances, including confirmation and acknowledgement of the Supplier Code.

The Director of Procurement is responsible for overseeing procurement activities and conducting any due diligence deemed necessary as it relates to CESLP's supply chains.

During and following the Period, CESLP has been exploring different third party offerings that would provide a more formal onboarding process, including the management of our supplier questionnaire, as well as the ability to conduct detailed research and investigations on key suppliers in our supply chain. We anticipate to implement these offerings during the year ending December 31, 2024.

## **Risks of Forced Labour and Child Labour in our Business and Supply Chains**

We have initiated an evaluation to identify the parts of our business and supply chains that carry an increased risk of forced or child labour. Approximately 84% of the products sourced by CESLP are imported from countries which we consider to have robust and developed legal and regulatory systems where the risk of forced or child labour are low to non-existent. The remaining 16% of the products sourced by the Reporting Entities are imported from areas of the world that CESLP has identified as having a higher risk of forced or child labour, and it is these areas where CESLP is placing increased focus on due diligence and supplier screening.

In particular, the Reporting Entities import products such as petrochemicals, minerals, and agricultural products from countries including China, India, and Turkey, which carry a heightened risk of forced or child labour as part of the production process. Notwithstanding, based on information and the relationships CESLP has with these suppliers, we do not believe that forced or child labour is being employed in the production of goods imported by the Reporting Entities from these regions.

As the Company develops its screening capabilities through third-party research and due diligence service providers, increased scrutiny and focus will be placed on suppliers whose products originate from these regions. As noted above, these suppliers are required to certify that no forced or child labour is used in their operations or their supply chains, and our procurement team continues to monitor these suppliers closely for information that would indicate problematic labour practices. To date, we have no indications that forced or child labour is being used by these suppliers, including those identified by our preliminary analysis as being located in areas where a higher risk of forced or child labour exists.

## **Measures Taken to Remediate Forced or Child Labour**

Our preliminary analysis of our supply chain does not indicate that forced or child labour is being used, therefore we have not taken any steps to remediate the use of forced or child labour.

## **Measures Taken to Remediate the Loss of Income to the Most Vulnerable Families that Result from any Measures taken to Eliminate the Use of Forced or Child Labour in our Activities or Supply Chains**

Our preliminary analysis of our supply chain does not indicate that forced or child labour is being used, therefore we have not taken any steps to remediate the loss of income to the most vulnerable families as a result of the elimination of the use of forced or child labour.

### **Employee Training**

We are in the process of evaluating training solutions focused on the topic of identification and mitigation of forced and child labour in supply chains, but to date has not implemented any formal training programs. However, the procurement team at CESLP and the other Reporting Entities are familiar with CES' policy on the use of forced or child labour in supply chains and continuously monitors suppliers identified as high risk for indications that forced or child labour may be employed.

### **Measuring Our Effectiveness**

The Reporting Entities continue to monitor high risk areas of our supply chain for indications of potential violations of the Code of Conduct, Supplier Code, or other problematic labour practices. As CES implements third party due diligence and monitoring services, CES' ability to track performance metrics will be enhanced. In addition, the Board of Directors of CES, including the Governance and Nominating Committee and Audit Committee, undertake an overall risk assessment on an annual basis, of which forced and child labour risks form part of that assessment.

With respect to our Supplier Code, approximately 71% of CESLP's suppliers have acknowledged and agreed to the Supplier Code, or otherwise confirmed that they have their own code of conduct that is materially similar to our Supplier Code and that prohibits the use of forced and child labour. Of CESLP's suppliers located in areas we have identified as high risk, the rate of compliance is approximately 83%. To date, there have also been 0 reports of forced or child labour being reported to our compliance team or through our whistleblower program. CESLP will continue to review its approach to measuring effectiveness of our programs to ensure that forced and child labour are not employed as part of our supply chain.

### **Disclaimers**

This Report does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any securities.

All references in this Report to dollars or "\$" are to Canadian dollars.

### **Forward-Looking Information**

Certain information in this Report may constitute forward-looking information within the meaning of applicable securities legislation. Specific forward-looking information in this Report includes, without limitation, statements or inferences relating to the timing and implementation of supply chain management systems and training programs (including onboarding systems and due diligence research offerings), response rates for confirming and acknowledging the Supplier Code, timing of risk management assessments by the Board of Directors and applicable Board committees, the Company's assessment of the risk of forced or child labour in our supply chains, and current and anticipated product spend by region or category. Forward-looking information may also include information regarding our respective future plans or objectives or other information that is not comprised of historical fact and includes statements that contain words such as "could", "should", "anticipate", "expect", "believe", "plan", "propose", "estimate", "intend", "project", "will", "may", "forecast", "outlook" and similar expressions suggesting future outcomes or events.

Any such forward-looking information is based on information currently available to us and is based on assumptions we believe are appropriate in the circumstances.

However, such forward-looking information involves significant risks and uncertainties. A number of factors could cause actual results to differ materially from those discussed in the forward-looking information. These risks are more fully discussed in our most recent management's discussion and analysis and annual information form which are available on our SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). We caution readers not to place undue reliance on any such forward-looking information. Such information is current only as of the date on which it was made. Unless otherwise required by applicable securities laws, we do not intend, nor do we undertake any obligation, to update or revise any forward-looking information contained in this Report.

**Board Approval**

In accordance with the requirements of the Act, and in particular section 11 thereof, I attest that I have reviewed the information contained in the report for the entity or entities listed above. Based on my knowledge, and having exercised reasonable diligence, I attest that the information in the report is true, accurate and complete in all material respects for the purposes of the Act, for the reporting year listed above.

*(signed) "Kenneth E. Zinger"*

**Ken Zinger**

**Director and Chief Executive Officer of CES Energy Solutions Corp. and Canadian Energy Services Inc.**

**Chief Executive Officer of Canadian Energy Services LP**

**May 8, 2024**

**I have authority to bind CES Energy Solutions Corp., Canadian Energy Services Inc., and Canadian Energy Services LP.**



**Schedule A  
Subsidiaries**

CES Energy Solutions Corp.

100% owned direct and indirect subsidiaries include:

<b>Name</b>	<b>Reporting Entity Status</b>
Canadian Energy Services L.P.	Reporting Entity
Canadian Energy Services Inc.	Reporting Entity
Sialco Materials Limited	Non-Reporting Entity
StimWrx Energy Services Ltd.	Non-Reporting Entity
CES Holdings Ltd.	Non-Reporting Entity
CES Operations Ltd.	Non-Reporting Entity
CES Financing Ltd.	Non-Reporting Entity
CES Canco 1, ULC	Non-Reporting Entity
CES Canco 2, Ltd.	Non-Reporting Entity
CES Canco 3, Ltd.	Non-Reporting Entity
AES Drilling Fluids Holdings, LLC	Non-Reporting Entity
AES Drilling Fluids, LLC	Non-Reporting Entity
Superior Weighting Products LLC	Non-Reporting Entity
Jacam Chemical Company 2013, LLC	Non-Reporting Entity
Jacam Catalyst, LLC	Non-Reporting Entity
Jacam Manufacturing 2013, LLC	Non-Reporting Entity
Jacam Aviation 2013, LLC	Non-Reporting Entity
Jacam Logistics, LLC	Non-Reporting Entity
Proflow Solutions 2022, LLC	Non-Reporting Entity
Catalyst Oilfield Services 2016, LLC	Non-Reporting Entity
Trenchless Fluid Systems, LLC	Non-Reporting Entity
CES International Financing, KFT	Non-Reporting Entity
CES International Technology, KFT	Non-Reporting Entity
CES (Barbados) Indemnity Corp.	Non-Reporting Entity
CES Operations SPC	Non-Reporting Entity
CES Global Operations AG	Non-Reporting Entity

49% or less owned direct and indirect subsidiaries include:

<b>Name</b>	<b>Reporting Entity Status</b>
Acden CES Limited Partnership	Non-Reporting Entity
Acden CES GP Ltd.	Non-Reporting Entity

**Schedule B  
CES Code of Conduct**

**(see attached)**



## **CODE OF BUSINESS CONDUCT**

**As adopted by the Board of Directors  
of CES Energy Solutions Corp.**

**(December 17, 2019)**

# **CES ENERGY SOLUTIONS CORP. CODE OF BUSINESS CONDUCT**

## **Introduction**

CES Energy Solutions Corp. (the "**Corporation**") is committed to conducting their collective business activities in a legal and ethical manner. Continued business success for the Corporation will be based on honesty, integrity and ethical conduct.

This code of business conduct (the "**Code**") outlines the Corporation's expectations and guidelines in the conduct of its business. It applies to all employees, officers, consultants, service providers (collectively referred to as "**staff**") and directors. Also, our business partners and suppliers are expected to conduct their business activities with the Corporation in accordance with applicable laws, rules and regulations and this Code.

Violation of this Code may result in disciplinary actions up to and including termination in the case of a director, officer, employee or other service provider or termination of the consulting contract in the case of a consultant.

## **Compliance with Laws and Regulations**

The Corporation will conduct its business in compliance with all applicable laws, regulations and other legal requirements. Violations or potential violations of laws, rules and regulations must be reported immediately to the President and Chief Executive Officer.

## **Conflict of Interest**

A conflict of interest occurs when an individual's private interest interferes, or may appear to interfere, in any way with the interests of the Corporation. A conflict of interest may occur where involvement in an activity prevents or could be perceived to prevent the proper performance of staff or director duties for the Corporation. Conflicts of interest also arise when staff or a director, or a member of his or her family, receives improper personal benefits as a result of his or her position at the Corporation. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between the Corporation and any other organization in which staff or directors and their families have a material interest.

Activities that could give rise to conflicts of interest are prohibited unless specifically approved in advance by the Audit and Governance Committee. It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interest must be reported immediately to a senior officer or the Chair of the Audit and Governance Committee.

The Corporation is engaged in the drilling fluid systems and production chemical business. In general, the private investment activities of staff and directors are not prohibited, however, should an existing investment pose a conflict of interest, the conflict should be disclosed to either the President and Chief Executive Officer or in the case of directors, to the Chair of the Audit Committee. Any other activities of staff or directors which pose a conflict of interest should be disclosed to either the President and Chief Executive Officer or the Chair of the Audit Committee.

It is acknowledged that staff and directors may be directors or officers of other entities engaged in the drilling fluid and production chemical business or competing businesses and that such entities may compete directly or indirectly with the Corporation. Passive investments in public or private entities of less than one per cent of the outstanding shares will not be viewed as "competing" with the Corporation. Any staff member or director of the Corporation who is actively engaged in the management of, or who owns an investment of one percent or more of the outstanding securities in public or private entities shall disclose such holding to the President and Chief Executive Officer (in the case of staff members) or Board of Directors (in the case of directors). In the event that any circumstance should arise as a result of such positions or investments being held which in the opinion of the President and Chief Executive Officer or Board of Directors constitutes a conflict of interest which reasonably affects such person's ability to act with a view to the best interests of the Corporation, the President and Chief Executive Officer or Board of Directors will take such actions as are reasonably required to resolve such matters with a view to the best interests of the Corporation. Such actions, without limitation, may include excluding such staff or directors from certain information or activities of the Corporation.

### **Corporate Opportunities**

Staff and directors are prohibited from taking for themselves personally opportunities that arise through the use of the Corporation's property, information or position and from using the Corporation's property, information or position for personal gain.

### **Privacy**

In conducting our business, the Corporation needs to maintain records and information about its staff, contractors, vendors, shareholders and other business associates. We value and respect the rights of these individuals to personal privacy. We collect and use only information that is necessary for us to administer our business effectively, efficiently, safely and reliably. This information is only for the appropriate internal use of the Corporation and will not be shared or used for other purposes unless permitted or required by law.

### **Protection and Proper use of Assets**

The Corporation's assets such as information, data, office equipment, tools, vehicles, supplies, facilities and services must only be used for legitimate business purposes. The Corporation's assets may never be used for illegal purposes.

### **Expense Policy**

The Corporation expects employees to act responsibly and professionally when incurring and submitting expenses. CES will reimburse employees for reasonable expenses relating to legitimate business purposes. Reimbursement is permitted only when reimbursement has not been, and will not be, received from other sources. This includes travel and accommodation costs for business trips, business development activities, and purchases made on behalf of the Corporation.

Expenses should be submitted through the Corporation's online expense reporting application with accompanying itemized receipts and a brief summary outlining the nature of the expense, the name and titles of the individuals involved and the business purpose for the expense. Expenses should be submitted within 30 days of the date of the expense when practicable.

### **Accuracy of the Corporation's Records and Reporting**

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions and to fulfill our responsibility as stewards of the Corporation's assets. The Corporation's accounting records are relied upon to produce reports for management, shareholders, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

All transactions must be:

- (a) Executed in compliance with documented controls and policies,
- (b) Recorded in accordance with International Financial Reporting Standards (IFRS). Where IFRS is not fully developed, transactions should be recorded with the goal of accurate and complete disclosure, which is reasonable and fair.

All staff and directors have a duty to submit in good faith questions and concerns regarding questionable accounting, auditing or disclosure matters or controls. Submissions about these or similar matters must be reported in accordance with the Corporation's Whistleblower Policy and Procedures.

No information may be concealed from the Corporation's external auditors, Board of Directors, the Audit Committee or the Compensation, Corporate Governance and Nominating Committee. It is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing the Corporation's financial statements.

### **Fair Dealing**

All staff and directors should endeavor to deal fairly with the Corporation's customers, contractors, suppliers, competitors and employees, and must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

### **Political Activities and Contributions**

We respect the right of our staff and directors to become involved in political activities as long as these activities are on their own behalf. However, these activities should not involve the use of the Corporation's resources. Staff and directors will not be reimbursed for personal political contributions.

The Corporation will not participate in any improper intervention in political process. The Corporation may express views on issues that affect its operations and in that case,

funds and resources may be used, but only when permitted by law and with the authorization of the President and Chief Executive Officer.

### **Gifts and Entertainment**

Business gifts and entertainment are customary courtesies designed to develop and foster goodwill among business partners. However, accepting gifts and entertainment can cause problems when they compromise, or appear to compromise, the ability to make fair and objective business decisions. Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided.

The value of gifts, given and received, should be nominal with respect to frequency and amount. Gifts that are repetitive (no matter how small) may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate. If you are having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, ask yourself these guiding questions:

- Is it legal?
- Is it clearly business related?
- Is it moderate, reasonable, and in good taste?
- Would public disclosure embarrass the Corporation?
- Is there any pressure to reciprocate or grant special favors?

If you are still unsure about the appropriateness of a specific gift or entertainment item, please consult with a senior officer of the Corporation.

Strict rules apply when we do business or have contact with governmental agencies and officials, whether in Canada or in other countries. Under Canadian and US law, the Corporation and/or an individual may be prosecuted for providing or offering to provide a loan, reward, advantage or benefit of any kind as consideration for an act or omission by a government official or to induce that governmental official to use his or her position to influence any acts or decisions of the state or organization for which the official performs duties or functions. Accordingly, all staff and management are prohibited from giving or receiving gifts, bribes or facilitation payments to any government officials, whether they be federal, state/provincial, or local officials in Canada, the US or any other foreign country. Furthermore, certain hospitality expenses may be considered gifts or bribes under anti-corruption and bribery legislation. As such, any hospitality extended to any government official must be approved in advance by the President and Chief Executive Officer.

### **Discrimination, Harassment and Human Rights**

The Corporation is committed to providing a working environment which supports human rights and is free from harassment, discrimination, and bullying. We are committed to providing a safe and healthy workplace, equal opportunity, fair compensation and other fundamental principles of human rights in all aspects of employment and our operations. This commitment applies to the Corporation as a whole, and applies equally irrespective of gender, race, ethnicity, nationality, sexual orientation, gender identity or expression, or disability.

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on gender, racial, or ethnic characteristics, unwelcome sexual advances, bullying, and intimidation. Staff are encouraged to speak out when a co-worker's conduct makes them uncomfortable, and to report discrimination, harassment, human rights violations, and suspected violations of applicable laws, policies and regulations. Retaliation for raising such concerns in good faith is prohibited.

If staff wish to report such matters, they may do so with their manager, directly to the Director of Legal, the Director of Human Resources, the President and Chief Executive Officer, or confidentially to the Corporation's 24-hour reporting hotline service ConfidenceLine™ at 1-800-661-9675.

### **Environment, Safety and Health**

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. The Corporation is committed to keeping its workplace free from hazards. Please report any accidents, injuries, unsafe equipment, practices or conditions immediately to a supervisor or other designated person. If at any time a staff member feels that there is a safety risk, that person has a right and the obligation to stop work and report the safety risk.

In order to protect the safety of all staff, staff must report to work free from the influence of any substance that could prevent them from conducting work activities safely and effectively.

The Corporation will strictly comply with all environmental legislation in all aspects of our work. The Corporation will monitor its environmental performance and will look for ways to reduce and prevent waste, emissions, spills and other releases from our operations so as to reasonably minimize, wherever possible, our impact on the environment.

Staff and directors should refer to the Corporation's Health, Safety and Environmental Policy as well as their divisional Health, Safety and Environment Program for further guidance related to health, safety and environmental matters.

### **Use of Computers, Mobile Phones and Other Electronic Devices**

Computers, mobile phones and other electronic devices including related e-mail and internet access are provided to assist staff in doing their work. Incidental and occasional personal use is permitted, but never for personal gain or improper use. You may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. The Corporation reserves the right, within applicable law, to monitor e-mail, internet and mobile phone usage, including text messages and other communications sent via mobile phone applications.

Any data stored on corporate computers, mobile phones or other electronic devices, such as messages (including voice mail, e-mail and text messages), photos, videos, documents and other information are considered The Corporation's property and you



should not have any expectation of privacy. Unless prohibited by law, The Corporation reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

Staff are required to safeguard computers, mobile phones and other electronic devices provided by the Corporation. This includes taking precautions to protect these devices from physical damage, theft, as well as security breaches and unauthorized access. Staff are expected to:

- use robust passwords to protect their computer and mobile phone,
- not leave electronic devices unlocked and unattended;
- not share their password with other staff or third parties including family;
- not attempt to access data they are not authorized to use or access;
- use caution when opening emails or messages and alert the IT Department of any suspicious electronic messages received;
- be aware of potential phishing attacks and not share usernames or passwords if requested via electronic messages or over the phone;
- not download any software from the internet without prior approval from the IT Department;
- not jailbreak or attempt to unlock mobile phones or remove or disable any anti-virus software installed on computers;
- not download any copyrighted material or infringe on any copyright or intellectual property of third parties; and
- avoid excessive data and roaming in respect of non-work related usage.

Computers, mobile phones and other electronic devices provided during the course of your employment are the property of the Corporation. The Corporation reserves the right to restrict or remove access to computers, mobile phones and other electronic devices if an individual fails to safeguard these devices or comply with this policy. If you have any questions regarding the use of electronic devices or the Corporation's systems and networks, please contact your division's IT Department.

### **Reporting of Violations**

Violations or potential violations of laws, rules, regulations and this policy must be reported to the President and Chief Executive Officer.

### **Waivers and Amendments**

Waivers and amendments of this Code for staff and directors will be made only by the Board of Directors and will be publicly disclosed to the extent required by law, rule or securities exchange requirements.

### **Confidentiality**

In connection with your employment with the Corporation, you may receive or become aware of certain confidential information of the Corporation or information entrusted to us by our suppliers, customers or partners. This confidential information includes all non-public information that may be of use to competitors, or could be harmful to the

Corporation or its customers if disclosed such as: information relating to the business, affairs, technical know-how, formulas, property, products, materials or other matters concerning the Corporation or its suppliers, customers or partners.

Staff and directors must maintain the confidentiality of information entrusted to them by the Corporation or that otherwise comes into their possession in the course of their duties, except when disclosure is authorized or legally mandated. This obligation continues in effect even beyond termination of employment, contracts or Board of Director appointments with the Corporation. **Unauthorized disclosure of confidential information will result in disciplinary action being taken which may include termination of employment, contract or Board of Directors' appointment.**

Taking advantage of, or benefiting from, information obtained at work that is not available to the public is not permitted. Friends, relatives or associates must not benefit from such information. Acquiring or disposing of any business interest, including publicly traded securities, whether directly or through another person, where "insider" information relating to that interest is known and not yet publicly disclosed is prohibited.

Staff and directors should refer to the Corporation's Disclosure and Media Policy and the Insider Trading Policy for further guidance related to the process of disclosure and insider trading guidelines.

### **Questions or Concerns**

Staff who have questions or concerns about the Code or their obligations under the Code may contact their manager, the Director of Human Resources or the Director of Legal. If staff believe that a violation of the Code or of applicable governmental laws or regulations has occurred, Staff are encouraged to raise such matters with their manager, the Director of Human Resources, the Director of Legal, the President and Chief Executive Officer, or confidentially to the Corporation's 24-hour reporting hotline service ConfidenceLine™ at 1-800-661-9675.

**Schedule C  
Supplier Code of Conduct**

**(See Attached)**



## **CES ENERGY SOLUTIONS CORP.**

### **SUPPLIER CODE OF CONDUCT**

This supplier code of conduct (the “**Code**”) outlines the obligations that third party suppliers, service providers, intermediaries, contractors and subcontractors, including their respective employees and representatives (each a “**Supplier**”) must comply with when conducting business with, or providing goods and services to, or acting on behalf of, CES Energy Solutions Corp. and its subsidiaries, affiliates, directors, officers, employees and authorized representatives (“**CES**”) world-wide. This Code applies to your conduct, decisions, actions and interactions with CES as well as our third-party contractors. As a supplier to CES, it is your responsibility to ensure that all persons involved in conducting business with, or providing goods and services to, or acting on behalf of, CES through you, including your employees, suppliers and subcontractors, comply with requirements, standards and principles that are, at a minimum, materially the same as those set forth in this Code.

This Code establishes specific obligations for Suppliers regarding the following issues: compliance with laws, fair business dealings, labour and human rights, health and safety, the environment, and the protection and use of corporate assets. Existing agreements between CES and its Suppliers also contain specific requirements which may address issues identified in this Code.

*In the event of a conflict or inconsistency between this Code and an agreement between CES and a Supplier, the agreement will govern and prevail.*

This Code may be updated or amended from time to time. It is your responsibility to review this Code and any amendments periodically to ensure you remain compliant with it.

#### **1. COMPLIANCE WITH LAWS**

In all your dealings with CES, you shall always comply in all respects with all applicable federal, state/provincial, municipal, and local laws, rules, regulations and ordinances, as well as applicable international conventions, including, without limitation, the International Labour Organization (ILO) Conventions (the “**ILO Conventions**”), in effect from time to time in the jurisdictions in which you operate (collectively, “**Laws**”).



## 2. FAIR BUSINESS DEALINGS

Antitrust and Fair Competition. You shall engage in fair competitive business practices in compliance with applicable antitrust and competition Laws. In particular, but without limitation, you shall not engage in any of the following practices: (i) price-fixing or price control; (ii) behaviour in restraint of trade or competition; or (iii) market or customer segmentation in collusion with anyone.

Protection Against Bribery. You shall comply with all applicable Laws enacted to combat corruption and bribery. Therefore, you shall not, without limitation, directly or through intermediaries, offer, grant, promise, facilitate or authorize the giving of anything in return for a preferential treatment, or to obtain an improper advantage or, in the case of a public official, as consideration for an act or omission in connection with their official duties or to influence official action or otherwise engage in conduct that would put CES at risk of violating anti-corruption or anti-bribery laws.

Suppliers must immediately notify CES if they become the subject of an investigation with respect to allegations of impropriety involving bribery or corruption.

Conflicts of Interest. You shall take all necessary and reasonable measures to avoid conflicts of interest, whether actual or potential, including even the appearance of any conflicts of interest in respect of your relationship with CES. Should any such conflicts of interest arise, you shall immediately notify CES.

Gratuities, Compensation and Other Advantages. CES employees are prohibited from asking for gifts, entertainment, travel or anything else of value (collectively, “**Gifts**”) from Suppliers. Conversely, you must not offer any Gift to any CES employee to gain an improper advantage or preferential treatment or with the intent to influence CES’ procurement or business activities involving you.

If you decide to provide any Gift to our employee, any such Gift must be of nominal value, legal, ethical and of a kind that does not conflict with our corporate image and reputation. Moreover, you shall not offer, grant, promise or authorize any Gifts to any of your business partners, suppliers or customers that could give rise to the appearance or suspicion of bribery or any other impropriety.



### 3. LABOUR AND HUMAN RIGHTS

Child Labour. In accordance with applicable Laws, and more specifically the ILO Conventions, the use of Child Labour is strictly prohibited. You must not use Child Labour in any of your business endeavours, including, without limitation, when conducting business with, or providing goods and services to, or acting on behalf of, CES.

The ILO's International Programme on the Elimination of Child Labour (IPEC) defines "**Child Labour**" as work that deprives children of their childhood, their potential and their dignity, and that is harmful to their physical or mental development, which includes work that is mentally, physically, socially or morally dangerous and/or harmful to children and/or interferes with their schooling. According to IPEC, participation in some activities, including agricultural activities, is not always Child Labour. Age-appropriate tasks that are of lower risk and do not interfere with a child's schooling and leisure time can be acceptable. Therefore, it is important to distinguish between light duties that do no harm to the child and Child Labour, which is work that interferes with compulsory schooling and damages health and personal development, based on hours and conditions of work, child's age, activities performed and hazards involved.

Forced Labour. Under no circumstances shall you use or in any other way benefit from forced or compulsory labour, nor be involved, directly or indirectly, in any form of human trafficking or slavery. Likewise, the use of labour under any form of indentured servitude is prohibited, as is the use of physical punishment, confinement, threats of violence, withholding of wages, retention of identity documents, restrictions of movement or other forms of harassment or abuse as a method of discipline or control. You shall not cause or permit the utilization of factories or production facilities that force work to be performed by unpaid or indentured labourers, nor shall you contract for the manufacture of products with your own direct or indirect suppliers that engage in such practices or utilize such facilities.

Coercion and Harassment. You shall treat each of your employees, contractors and agents with dignity and respect, and shall not use corporal punishment, threats of violence or other forms of physical, sexual, psychological or verbal harassment or abuse in dealing with any one of them.

Non-Discrimination and Diversity. You shall not discriminate in recruitment, hiring, promotion, compensation, employee development decisions, such as training, and all other practices of employment on the basis of race, national or ethnic origin, colour, religion, sex, gender, sexual orientation, matrimonial status, age, civil state or physical or



mental disability, or any other status protected by applicable Laws, as well as aim to promote diversity within your workplace.

Right of Association. You shall respect the rights of employees to associate, organize and bargain collectively in accordance with applicable Laws.

Working Conditions. Work shall be conducted on the basis of freely agreed and documented terms of employment. You must recognize that wages are essential to meeting your employees' basic needs. Therefore, you shall, at a minimum, comply with all applicable wage and hour Laws, including those relating to minimum wages, overtime, maximum hours, piece rates and other elements of compensation, and provide mandated benefits under applicable Laws. You will maintain a process for your employees to raise concerns without fear of reprisal which is transparent and ensures the confidentiality and protection of individuals that may raise concerns.

#### **4. HEALTH AND SAFETY**

You shall endeavour to provide a safe work environment for your employees. You shall maintain a work environment which protects the security, health and physical integrity of each of your employees; specifically, by implementing measures to ensure that work is performed safely in order to minimize the risk of injuries and illnesses. Consideration for health and safety shall govern your actions when planning and overseeing work and training, in supplying equipment, in operating facilities and any other activities that may have an impact on the health and safety of each of your employees, all in compliance with applicable Laws.

#### **5. ENVIRONMENT**

You shall commit to managing your operations in compliance, at a minimum, with applicable Laws, including environmental Laws, pursuing environmentally responsible business practices and seeking continuous improvement in your environmental performance. You shall seek to use natural resources in an economically, socially and environmentally sustainable way, and to implement solutions to reduce energy and water consumption and minimize all forms of waste, as well as seeking ways to reduce and mitigate your GHG emissions (which may include establishing GHG emission reduction targets, undertaking projects focused on operational efficiencies and technological improvements and offering low-carbon products and services to CES). Consideration for the environment shall govern your actions when planning and overseeing your operations



and in any other activities that may have an impact on the environment, all in compliance with applicable Laws.

You are encouraged to incorporate climate change risk assessment into your risk management procedures. This may include establishing ongoing monitoring of climate risks and maintaining appropriate governance and oversight structures to identify and manage climate risks. You are also encouraged to measure and publicly report on your climate change risk and environmental performance.

## **6. PROTECTION AND USE OF CORPORATE ASSETS AND INFORMATION**

Confidentiality and Safeguard of Privacy. You shall maintain the accuracy, confidentiality, privacy and security of all Confidential Information and shall take the necessary measures to safeguard all such Confidential Information. You shall not use, for your own benefit or the benefit of anyone else, nor disclose to anyone, any Confidential Information, unless you obtain CES' express prior written consent.

**"Confidential Information"** means any information that is confidential or proprietary to CES or to any third party having disclosed information to CES. The following are examples of Confidential Information: sales and price policies; business-sensitive information on customers, suppliers, business partners and third parties; any personal or other information about an identifiable individual, including any employee; CES' strategies and other information, including potential acquisitions, innovative or upcoming projects, financial information, systems and processes, trade secrets, know-how and technology, and information relating to facilities and equipment, including layout and photos and videos.

Insider Trading and Tipping. You may, by virtue of your dealings with CES, come into contact with material non-public information ("**Inside Information**") concerning CES. You must comply with legal and other restrictions with respect to trading in the securities of CES and disclosing any Inside Information to any third party. You and your personnel may not purchase or sell, whether yourselves or whether on behalf of another party, securities issued by CES while in the possession of Inside Information concerning CES. You must have appropriate policies and procedures in place to comply with applicable laws and regulatory requirements regarding the management of Inside Information and must prevent inappropriate access or disclosure of Inside Information.

Corporate Image. CES is committed to maintaining its credibility, image and reputation among our business partners and the general public. Therefore, you shall not make,





publish or otherwise communicate any disparaging or derogatory statement concerning CES, its directors, officers and employees. You are also prohibited from using or referring to CES' name and/or visual corporate identity, including our logo, in any manner whatsoever, including, without limitation, in any advertising, website, corporate document or written or oral public communications, without our express prior written consent.

Subcontracting. You shall not use third-party contractors or any other person or entity for the performance of the obligations you undertake towards CES, including, without limitation, the manufacture and/or supply of products or services for/to CES, without our express prior written consent. In situations where said prior written consent is given by CES, it is your responsibility to ensure that the approved third-party contractors comply with requirements, standards and principles that are, at a minimum, materially the same as those set forth in this Code.

## **7. RECORD KEEPING**

You must maintain accurate, detailed and complete books, accounts and records in order to verify compliance with applicable Laws, as well as this Code and your contractual obligations with CES. You must not destroy records that may be relevant to any pending or threatened legal or regulatory proceeding.

## **8. MONITORING AND ENFORCEMENT**

CES reserves the right to investigate and audit at any time your compliance with this Code. In this regard, you shall assist with any such investigation and audit and provide access to any information reasonably requested.

If remediation is required, you shall implement a corrective action plan and timeline to effectively and promptly resolve the nonconformity. Where applicable, we also reserve the right to temporarily suspend or terminate our relationship at our sole discretion should you fail to comply with the provisions of this Code or any requested remedial action plan.

## **9. REPORTING**

You are responsible for the prompt reporting of actual or suspected violations of this Code, including any applicable Laws, to our internal auditors and legal counsel at the following email address: [compliance@ceslp.ca](mailto:compliance@ceslp.ca). This includes violations by any employee, agent or



third-party contractor acting on behalf of either you or CES. Such reporting will remain confidential.

Acknowledged and agreed to this \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Company Name (Printed)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signatory Name (Printed)

\_\_\_\_\_  
Signatory Title (Printed)