



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To be held on June 23, 2020

NOTICE IS HEREBY GIVEN THAT the Annual General and Special Meeting (together with any and all adjournments and postponements thereof, the **"Meeting"**) of the holders (the **"Shareholders"**) of common shares (the **"Common Shares"**) of CES Energy Solutions Corp. (the **"Corporation"** or **"CES"**) will be held on June 23, 2020 at 9:00 a.m. (Calgary time). As a result of concerns relating to the unprecedented health impact of COVID-19, CES will conduct the Meeting in a virtual only format conducted via live audio webcast at <https://web.lumiagm.com/173366706>. **Shareholders will not be able to attend the Meeting in person.**

The Meeting will be held for the following purposes:

1. to receive and consider the audited consolidated comparative financial statements of the Corporation for the year ended December 31, 2019, together with the auditors' report on those financial statements;
2. to fix the number of directors to be elected at the Meeting at six (6) members;
3. to elect persons to serve as directors of the Corporation for the ensuing year;
4. to consider and, if thought fit, pass an ordinary resolution ratifying and approving certain amendments to the Corporation's restricted share unit plan (**"RSU Plan"**), as more fully described in the management information circular and proxy statement of the Corporation dated May 14, 2020 (the **"Information Circular"**);
5. to consider and, if thought fit, pass an ordinary resolution approving unallocated restricted share units (**"RSUs"**) under the RSU Plan, as more fully described in the Information Circular;
6. to consider and, if thought fit, pass a special resolution approving the continuance of the Corporation out of the jurisdiction of Canada under the *Canada Business Corporations Act* and into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta), as more fully described in the Information Circular;
7. to appoint Deloitte LLP as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the **"Board"**) to fix the remuneration of the auditors; and
8. to transact such other business as may properly be brought before the Meeting.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice of Meeting. The audited consolidated comparative financial statements of the Corporation for the year ended December 31, 2019, including the auditors' report on those financial statements, have been mailed to Shareholders who have requested the same, in accordance with

applicable securities laws. The financial statements are also available on the internet on the Corporation's SEDAR profile at www.sedar.com.

A Shareholder may attend the Meeting or may be represented at the Meeting by a third party proxy, in either case virtually via audio webcast only. Shareholders attending virtually, they will be able to ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements as set out in the Information Circular.

Shareholders of the Corporation who are unable or do not wish to attend the Meeting virtually are requested to complete, date and sign the enclosed form of proxy or voting instruction form (each referred to as a **"Form of Proxy"**) to appoint a third party proxyholder and return it in the enclosed envelope. Non-registered Shareholders (being Shareholders who hold their Common Shares through brokerage accounts or other intermediaries) who wish to appear attend virtually and vote at the Meeting must appoint themselves as proxy by inserting their name in the blank space provided on the Form of Proxy and returning the Form of Proxy in the envelope provided. In order to be valid and acted upon at the Meeting, the Form of Proxy must be received (either directly or through a Shareholder's broker or other intermediary) by Computershare Investor Services Inc. not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting. Further instructions with respect to attending the Meeting virtually or voting by proxy are provided in the Form of Proxy and in the Information Circular accompanying this Notice of Meeting.

Shareholders of record as of the close of business on May 14, 2020 are entitled to receive notice of the Meeting and to vote Common Shares registered in their name at the Meeting. Any transferee or person acquiring Common Shares after such date may, on proof of ownership of such Common Shares, demand not later than 10 days before the Meeting that his or her name be included in the list of persons entitled to attend and vote at the Meeting, in which case the transferee is entitled to vote those Common Shares at the Meeting.

DATED at Calgary, Alberta on May 14, 2020.

CES ENERGY SOLUTIONS CORP.

(signed) "Thomas J. Simons"

Thomas J. Simons
President and Chief Executive Officer