

## NEWS RELEASE

### SECURE ANNOUNCES SOLID SECOND QUARTER RESULTS AND AN INCREASED 2014 CAPITAL BUDGET TO \$275 MILLION

**CALGARY, ALBERTA – AUGUST 12, 2014**

Secure Energy Services Inc. ("Secure" or the "Corporation") (TSX – SES) today announced financial and operational results for the three and six months ended June 30, 2014. The following should be read in conjunction with the management's discussion and analysis ("MD&A"), the condensed consolidated financial statements and notes of Secure which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **FINANCIAL AND OPERATIONAL HIGHLIGHTS FOR THE SECOND QUARTER ENDED JUNE 30, 2014**

Due to the late onset of spring break-up and the prolonged winter drilling season, activity levels were at record highs for the second quarter in all three divisions that allowed Secure to deliver exceptional results. EBITDA increased 185% and net earnings increased 376%, compared to the second quarter of 2013. Oil and gas industry activity levels through the second quarter were trending at eight year highs with the average rig count for the quarter up 35% from the prior year quarter in conjunction with a 36% increase in meters drilled per well. Oil and gas development remains very strong, with producers focused in the deep basin with longer, deeper and more technically challenging well bores that require specialized drilling fluids systems that result in increased drilling waste and completion fluids. Overall, the increased activity levels and strong demand for products and services resulted in exceptional results in all three of the Corporation's divisions.

The operating and financial highlights for the three and six month periods ending June 30, 2014 can be summarized as follows:

(\$000's except share and per share data)	Three Months Ended June 30,			Six Months Ended June 30,		
	2014	2013	% change	2014	2013	% change
Revenue (excludes oil purchase and resale)	155,690	85,530	82	361,322	232,652	55
Oil purchase and resale	412,249	252,323	63	732,829	428,179	71
Total revenue	567,939	337,853	68	1,094,151	660,831	66
EBITDA <sup>(1)</sup>	40,393	14,158	185	97,084	53,862	80
Per share (\$), basic	0.34	0.13	162	0.82	0.51	61
Per share (\$), diluted	0.33	0.13	154	0.80	0.50	60
Net earnings (loss)	6,564	(2,375)	376	29,553	15,382	92
Per share (\$), basic	0.06	(0.02)	400	0.25	0.15	67
Per share (\$), diluted	0.05	(0.02)	350	0.24	0.14	71
Funds from operations <sup>(1)</sup>	40,956	17,016	141	97,313	58,450	66
Per share (\$), basic	0.35	0.17	106	0.83	0.50	66
Per share (\$), diluted	0.34	0.17	100	0.80	0.48	67
Cash dividends per common share	0.05	0.03	67	0.09	0.03	200
Capital Expenditures <sup>(1)</sup>	82,338	42,677	93	149,075	84,945	75
Total assets	1,157,212	824,413	40	1,157,212	824,413	40
Long term borrowings	177,541	144,420	23	177,541	144,420	23
Total long term liabilities	270,768	210,396	29	270,768	210,396	29
Common Shares - end of period	118,890,654	107,120,360	11	118,890,654	107,120,360	11
Weighted average common shares						
basic	118,489,217	106,824,753	11	117,865,604	105,785,632	11
diluted	121,757,066	106,824,753	14	121,100,256	108,539,612	12

<sup>(1)</sup> Refer to "Non GAAP measures and operational definitions" and "Additional GAAP measures" for further information

## REVENUE INCREASES

- REVENUE FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014 INCREASED 82% AND 55%
  - PRD division revenue (excluding oil purchase/resale) for the three and six months ended June 30, 2014 increased 86% and 62% respectively, from the 2013 comparative periods. Processing volumes increased 48% and 35% as higher activity resulted in increased demand for services and the addition of seven new facilities that were completed and commissioned after the first quarter of 2013 all contributed to the increase. Recovery revenues increased due to a 43% and 44% increase in throughput at the Corporation's facilities, increased crude oil marketing revenue and higher recovery of oil through waste processing. Disposal volumes increased 88% and 70% as a direct result of increased activity and the addition of the 13 Mile Landfill in North Dakota in October 2013 and the Saddle Hills Landfill in November 2013;
  - DS division Canadian revenue for the three and six months ended June 30, 2014 increased \$26.6 million and \$52.0 million respectively, from the 2013 comparative periods. Drilling fluids market share was 33% and 32% respectively, while revenue per operating day increased to \$8,430 and \$7,606 for the three and six months ended June 30, 2014. Drilling fluids revenue increased 50% and 30% as a result of an increase in meters drilled per well by the Corporation's customers that results in complex and deeper wells drilled that require oil based muds that contribute higher revenues. Overall there was higher field activity as meters drilled in Canada increased by 36% and 12% for the three and six month periods ended June 30, 2014 compared to the prior year periods as reported by the Canadian Association of Drilling Contractors ("CAODC"). Revenue from equipment rentals increased by 141% and 121% relating to higher utilization of equipment driven by robust industry activity, and an increase in the rental fleet from the acquisition of Target Rentals Inc. ("Target") in July 2013, and organic growth of the centrifuge fleet;
  - OS division revenue for both the three and six months ended June 30, 2014 increased 148% from the 2013 comparative periods. The acquisition of a private oilfield service company during the quarter, and the two acquisitions completed in the first quarter of 2014, accounted for the significant increase. A prolonged winter drilling season and favourable weather resulted in an overall increase in industry activity that drove demand for the services provided by the OS division. Equipment utilization remained strong for integrated fluids solutions as customers continually seek out an integrated service for water handling. The projects service line added additional customers and expanded geographic presence in Northern Alberta and BC as a result of the acquisition completed in the second quarter, both of which contributed to the solid results; and
  - Oil purchase and resale revenue in the PRD division for the three and six months ended June 30, 2014 increased 63% and 71% respectively, from the 2013 comparative periods. Increased pipeline capacity added at the Judy Creek FST in the third quarter of 2013, a 7% increase in crude oil prices year to date, increased oil throughput at the Corporation's pipeline connected FSTs, and increasing crude oil volumes shipped via rail all contributed to the increase.
- **EBITDA INCREASES 185% AND 80% FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014 DRIVING INCREASES IN NET EARNINGS OF 376% AND 92%**
  - For the three and six months ended June 30, 2014, the increase in EBITDA and net earnings is attributable to overall strong demand for the Corporation's services and products; the addition of new facilities in the PRD division combined with operational efficiencies achieved due to high volumes; the increase in revenue per operating day and rentals revenue in the DS division; and solid performance of the OS division with the newly acquired assets from three acquisitions executed in the first half of 2014 combined with favourable weather conditions which drove high equipment utilization through the second quarter.
- **FUNDS FROM OPERATIONS INCREASES 141% AND 66% FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014**
  - The 141% and 66% increase for the three and six month periods ended June 30, 2014 is directly attributable to the solid results achieved in all three of the Corporation's divisions driven by robust industry conditions experienced through the second quarter, which in turn drove EBITDA increases as discussed above and resulted in increased funds from operations.

- **2014 CAPITAL BUDGET AND STRATEGIC ACQUISITIONS**

- Secure has a focused strategy of constructing and expanding facilities in key under-served capacity constrained markets and to capitalize on market opportunities. The Corporation previously announced the 2014 capital expenditure budget of \$225.0 million which includes \$20.0 million of carry over capital from 2013 projects related to the Kindersley, Edson, and Keene FSTs. Total capital expenditures for the six months ended June 30, 2014 totaled \$148.0 million for both growth and expansion capital, and acquisitions. Growth capital expenditures included the following:
  - Kindersley FST was completed and operational during the first quarter;
  - Edson and Keene FSTs were completed, commissioned and operational during the second quarter of 2014;
  - Construction of the new oil based mud blending plant in Fox Creek was completed with operations commencing in July;
  - The Stanley and Brazeau SWDs are currently under construction to convert to FSTs with the waste portion of Stanley anticipated to be operational in the third quarter of 2014 and Brazeau in the fourth quarter of 2014;
  - Rycroft Full Service Rail ("FSR") facility is the Corporation's first heavy oil rail facility. The FSR facility will offer treating, storage, disposal and transloading services. It is expected the facility will be commissioned and operational in the fourth quarter of 2014; and
  - Tulliby Lake FST and landfill is the Corporation's first heavy oil and production sand treating, and landfill facility. It is expected the FST and landfill will be commissioned and operational near the end of the fourth quarter of 2014.
- Expansion capital expenditures included the following:
  - Landfill cells at South Grande Prairie, and Saddle Hills, both of which were under construction in the quarter. The additional cell capacity will be available for the fourth quarter of 2014;
  - Additional disposal wells at both the Obed and Drayton Valley FSTs were under construction in the quarter and will be commissioned in the fourth quarter of 2014;
  - Purchase of an office in Grande Prairie to accommodate growth of the Corporation and consolidate all three divisions into one space; and
  - Completion of the DS division's new state of the art laboratory facility that opened in July 2014.
- Strategic Acquisitions:
  - During the quarter, Secure executed three strategic acquisitions. A mineral products plant located in Alberta, an environmental contracting business, and a drilling fluids business for total consideration of \$16.4 million paid in cash and shares of the Corporation. These three strategic acquisitions are a continuation of the Corporation's strategy to add complementary services along the energy services value chain. The mineral products plant mainly processes barite which is a product used in drilling fluids. The mineral products plant allows Secure to vertically integrate the operations in the DS division to improve supply logistics and quality. The environmental contracting business provides services relating to spill cleanup, pond construction, and contaminated soil excavation, stockpiling, treatment, transportation and disposal and will expand the service area of the OS division. The drilling fluids business provides additional drilling fluid systems for highly complex wells in the deep basin and key customer relationships.

- **SOLID BALANCE SHEET**
  - Secure's debt to trailing twelve month EBITDA ratio was 1.14 as of June 30, 2014 compared to 1.38 as of December 31, 2013.
  - As at June 30, 2014, the Corporation had \$198.2 million available under its credit facility.
- **BRAND NAME CONSOLIDATION**
  - During the second quarter, Secure announced that it consolidated all of its operating entities and services under the SECURE Energy Services brand name. With all of its services under one brand, Secure is better positioned to support its clients throughout the entire lifecycle of a well from drilling and completions to production, final abandonment and reclamation.
- **SUBSEQUENT EVENTS**
  - Secure increased its 2014 Capital program to \$275.0 million from the previously announced \$225.0 million. The \$50.0 million increase consists of the following:
    - PRD division growth and expansion capital of \$38.0 million consisting of one FSR, and one FST conversion from an SWD;
    - DS division growth capital of \$6.0 million for various rental and site equipment; and
    - OS division growth capital of \$6.0 million for addition heavy duty equipment and water handling assets.
  - On August 12, 2014, Secure announced the acquisition of the assets of Predator Midstream Ltd. ("Predator") for total consideration of \$107.0 million comprised of cash and common shares. Predator is a private midstream company that owns and operates three rail transloading terminals in Alberta. Predator transloads crude oil from truck to rail, where rail cars are aggregated and subsequently sold to refineries. The acquisition will add three operational rail sites and combined with Secure's current construction of the Rycroft FSR, will provide an immediate rail terminal network from which to build on. Closing is expected to occur on or about August 15, 2014.
- **PRESS RELEASE SECOND QUARTER OPERATIONAL UPDATE**
  - The Corporation provided an operational update to the market on June 12, 2014 stating that EBITDA for the two months ended May 31, 2014 was estimated to be in the range of \$19.0 million - \$24.0 million. Actual results for the two months ended May 31, 2014 did fall in this range.

## PRD DIVISION OPERATING HIGHLIGHTS

(\$000's)	Three Months Ended June 30,			Six Months Ended June 30,		
	2014	2013	% Change	2014	2013	% Change
<b>Revenue</b>						
Processing, recovery and disposal services (a)	66,843	35,967	86	130,146	80,318	62
Oil purchase and resale service	412,249	252,323	63	732,829	428,179	71
<b>Total PRD division revenue</b>	<b>479,092</b>	<b>288,290</b>	<b>66</b>	<b>862,975</b>	<b>508,497</b>	<b>70</b>
<b>Operating Expenses</b>						
Processing, recovery and disposal services (b)	26,488	15,413	72	50,223	30,314	66
Oil purchase and resale service	412,249	252,323	63	732,829	428,179	71
Depreciation, depletion, and amortization	15,244	9,838	55	28,983	18,855	54
<b>Total operating expenses</b>	<b>453,981</b>	<b>277,574</b>	<b>64</b>	<b>812,035</b>	<b>477,348</b>	<b>70</b>
<b>General and administrative</b>	<b>7,761</b>	<b>5,746</b>	<b>35</b>	<b>14,528</b>	<b>10,705</b>	<b>36</b>
<b>Total PRD division expenses</b>	<b>461,742</b>	<b>283,320</b>	<b>63</b>	<b>826,563</b>	<b>488,053</b>	<b>69</b>
<b>Operating Margin <sup>(1)</sup> (a-b)</b>	<b>40,355</b>	<b>20,554</b>	<b>96</b>	<b>79,923</b>	<b>50,004</b>	<b>60</b>
<b>Operating Margin <sup>(1)</sup> as a % of revenue (a)</b>	<b>60%</b>	<b>57%</b>		<b>61%</b>	<b>62%</b>	

<sup>(1)</sup> Refer to "Non GAAP measures and operational definitions" and "Additional GAAP measures" for further information

### Highlights for the PRD division included:

- **Processing:** For the three and six months ended June 30, 2014, processing volumes increased 48% and 35% respectively, from the comparative periods in 2013. The increase in volumes and revenue is a result of an increase in overall demand for the PRD division's services and the addition of new facilities and expansions at current facilities subsequent to the second quarter of 2013 which include: completion of the Rocky and Judy Creek FSTs in May 2013; Kindersley FST in December 2013; Edson FST and Keene FST in North Dakota, in April 2014.
- **Recovery:** Revenue from recovery for the three and six months ended June 30, 2014 increased by 88% and 57% respectively, from the comparative periods in 2013. The increase in recovery revenue for the three and six months ended June 30, 2014 is a result of the Corporation's ability to capitalize on crude oil marketing opportunities at its pipeline connected FSTs resulting in a 33% and 21% increase in crude oil marketing revenues over the 2013 comparative periods, increased throughput at Secure facilities, and an increase in the price of crude oil of 9% and 7% as compared to the three and six months ended June 30, 2013.
- **Disposal:** Secure's disposal volumes for the three and six months ended June 30, 2014 increased by 88% and 70% respectively, from the comparative periods of 2013. The increase in volumes is related to increased demand and the addition of new facilities subsequent to the second quarter of 2013 which include: completion of the Kaybob SWD in August 2013; Stanley SWD in North Dakota in September 2013; 13 Mile Landfill in North Dakota in October 2013; Saddle Hills Landfill in November 2013; and the Keene SWD in North Dakota in November 2013.
- **Oil purchase/resale service:** Revenue from oil purchase and resale services for the three and six months ended June 30, 2014 increased 63% and 71% to \$412.2 million and \$732.8 million from \$252.3 million and \$428.2 million in the comparative periods of 2013. The increase in the period is due to increased pipeline capacity added at the Judy Creek FST in the third quarter of 2013, a 9% and 7% increase in crude oil prices for the three and six months ended June 30, 2014 over the prior year comparative periods, increased oil throughput at the Corporation's pipeline connected FSTs, and increased crude oil volumes shipped via rail. The revenue from this service line will fluctuate monthly based on the factors described above.
- **Operating margin as a percentage of revenue** for the three and six months ended June 30, 2014 was 60% and 61% compared to 57% and 62% in the comparative periods of 2013. The 3% increase for the three months ended June 30, 2014 is a direct result of higher activity levels and increased revenue associated with the prolonged winter drilling season and shorter than normal break-up period, an increase in crude oil marketing activities at the Corporation's pipeline connected facilities and increased volumes shipped by rail. The 1% decrease for the six months ended June

30, 2014 is a result of \$2.8 million of costs incurred for the ongoing liner repairs at the Corporation's landfill from the fourth quarter of 2013.

- General and administrative ("G&A") expenses for the three and six months ended increased 35% and 36% to \$7.8 million and \$14.5 million from \$5.7 million and \$10.7 million in the comparative periods of 2013. Major drivers for the three and six months ended June 30, 2014 over the prior year comparative periods are an increase relating to additional employees to support the opening of new facilities and organic growth at existing facilities both in Canada and the US, additional office space and an increase in costs related to Secure's rebranding initiative.

## DS DIVISION OPERATING HIGHLIGHTS

(\$000's)	Three Months Ended June 30,			Six Months Ended June 30,		
	2014	2013	% Change	2014	2013	% Change
<b>Revenue</b>						
Drilling services (a)	67,574	40,998	65	186,256	134,251	39
<b>Operating expenses</b>						
Drilling services (b)	51,444	33,412	54	139,825	104,165	34
Depreciation and amortization	5,386	3,803	42	10,382	7,474	39
<b>Total DS division operating expenses</b>	<b>56,830</b>	<b>37,215</b>	<b>53</b>	<b>150,207</b>	<b>111,639</b>	<b>35</b>
<b>General and administrative</b>	<b>6,972</b>	<b>4,812</b>	<b>45</b>	<b>14,826</b>	<b>10,962</b>	<b>35</b>
<b>Total DS division expenses</b>	<b>63,802</b>	<b>42,027</b>	<b>52</b>	<b>165,033</b>	<b>122,601</b>	<b>35</b>
<b>Operating Margin <sup>(1) (a-b)</sup></b>	<b>16,130</b>	<b>7,586</b>	<b>113</b>	<b>46,431</b>	<b>30,086</b>	<b>54</b>
<b>Operating Margin % <sup>(1)</sup></b>	<b>24%</b>	<b>19%</b>		<b>25%</b>	<b>22%</b>	

<sup>(1)</sup> Refer to "Non GAAP measures and operational definitions" and "Additional GAAP measures" for further information

### Highlights for the DS division included:

- Revenue from the DS division for the three and six months ended June 30, 2014 increased 65% and 39% to \$67.6 million and \$186.3 million from \$41.0 million and \$134.3 million in the comparative periods of 2013. The increase in revenue for the three months ended June 30, 2014 is the result of a shorter than normal spring break-up resulting in higher drilling activity from a prolonged winter drilling season allowing customers to stay in the field longer and return earlier than usual, and an increase in pad drilling which occurs throughout spring break-up. The average rig count for the second quarter increased 35% from the prior year quarter in conjunction with a 36% increase in meters drilled per well. This led to a combined 50% increase in the drilling fluids service line and a 141% increase for the equipment rentals service line from the comparative period in 2013.
- The DS division market share in Canada for the three and six months ended June 30, 2014 was 33% and 32%, a decrease of 1% for the three month comparative period and consistent for the six month comparative period. Meters drilled per well by the DS division's customers increased by 43% and 33% respectively, over the comparative periods of 2013. Additionally, the number of wells drilled that used oil based mud increased by 31% and 25% respectively, over comparative periods of 2013 as a result of an increase in horizontal and directional drilling in which these muds are utilized. Oil based muds contribute higher revenue that drives increases in revenue per operating day. As a result of the factors discussed above, the revenue per operating day increased to \$8,430 and \$7,606 for the three and six months ended June 30, 2014 from \$6,690 and \$6,036 in the comparative periods of 2013.
- The increase in the equipment rentals service line revenue for the three and six months ended June 30, 2014 over the comparative periods of 2013, is a direct result of the acquisition of Target Rentals Ltd. ("Target") in July 2013 which significantly increased the rental asset base, and organic growth in the centrifuge fleet. Additionally, overall rental asset utilization increased 14% and 6% respectively over the comparative periods of 2013 due to the overall higher industry activity levels experienced.

- For the three and six months ended June 30, 2014, operating margins increased to 24% and 25% from 19% and 22% in the 2013 comparative periods. As described above, higher activity levels, and increased revenue associated with the prolonged winter drilling season as well as equipment rentals both contributed to higher operating margins. Equipment rentals make up a significant portion of the growth in revenues from the 2013 comparative periods due to the acquisition and organic growth of the rental fleet, and increased equipment utilization which have inherently higher margins. This, combined with the increased drilling fluids revenue has driven the 5% and 3% increase in operating margin over the comparative periods of 2013.
- G&A expense for the three and six months ended June 30, 2014 increased 45% and 35% to \$7.0 million and \$14.8 million from \$4.8 million and \$11.0 million in the comparative periods of 2013. Major drivers for the three and six months ended June 30, 2014 over the prior year comparative periods are an increase of 37% and 26% in staffing costs to support the four strategic acquisitions executed in Canada since the second quarter of 2013 and to support the organic growth in both drilling fluids and rentals in Canada and US; and increased costs related to Secure's rebranding initiative.

## OS DIVISION OPERATING HIGHLIGHTS

(\$000's)	Three Months Ended June 30,			Six Months Ended June 30,		
	2014	2013	% Change	2014	2013	% Change
<b>Revenue</b>						
Onsite services (a)	21,273	8,565	148	44,920	18,083	148
<b>Operating expenses</b>						
Onsite services (b)	16,439	8,425	95	33,568	15,936	111
Depreciation and amortization	2,641	1,149	130	4,526	1,354	234
<b>Total OS division operating expenses</b>	<b>19,080</b>	<b>9,574</b>	<b>99</b>	<b>38,094</b>	<b>17,290</b>	<b>120</b>
<b>General and administrative</b>	<b>1,732</b>	<b>1,548</b>	<b>12</b>	<b>3,495</b>	<b>2,653</b>	<b>32</b>
<b>Total OS division expenses</b>	<b>20,812</b>	<b>11,122</b>	<b>87</b>	<b>41,589</b>	<b>19,943</b>	<b>109</b>
<b>Operating Margin <sup>(1) (a-b)</sup></b>	<b>4,834</b>	<b>140</b>	<b>3,353</b>	<b>11,352</b>	<b>2,147</b>	<b>429</b>
<b>Operating Margin % <sup>(1)</sup></b>	<b>23%</b>	<b>2%</b>		<b>25%</b>	<b>12%</b>	

<sup>(1)</sup> Refer to "Non GAAP measures and operational definitions" and "Additional GAAP measures" for further information

### Highlights for the OS division included:

- The overall increase for the three and six months ended June 30, 2014 is a direct result of the Frontline Integrated Services Ltd. ("Frontline") acquisition in April 2013, the three additional acquisitions completed since the second quarter of 2013, and a shortened spring break-up compared to the prior year as work continued through the second quarter and equipment remained on site.
- Projects revenue for the three and six months ended June 30, 2014 increased due to the acquisition completed in April 2014 which added a new geographic area and increased customer base. Additionally, there was an increase in remediation and reclamation projects completed that contributed to increased revenues combined with higher utilization of equipment as a result of favourable weather conditions and robust industry activity from the comparative periods of 2013.
- Integrated fluid solutions revenue increased for the three and six months ended June 30, 2014 as a direct result of the acquisition completed in the first quarter of 2014. High equipment utilization, addition of new customers, and the increased offering of complimentary and in demand services, has positively impacted integrated fluid solutions. As the drilling season was extended due to a late spring break-up, demand for an integrated fluids solutions package was at record highs for the second quarter.
- For the three and six months ended June 30, 2014, operating margins increased to 23% and 25% from 2% and 12% in the 2013 comparative periods. The operating margin for the OS division is expected to fluctuate depending on the volume and type of projects undertaken and the blend of business between remediation and reclamation

projects, demolition projects, pipeline integrity projects, site clean-up, and other services in any given period. In the 2013 comparative periods, the margins were negatively impacted by unfavourable weather as projects were delayed into the third quarter and upfront costs were incurred to prepare for the higher activity levels in the second half of the year therefore reducing margins to break-even levels. The acquisition of a rentals based business in the first quarter of 2014, which inherently achieves higher margins given the initial capital investment for the equipment, has also significantly contributed to the increase in margins achieved for both the three and six months ended June 30, 2014.

- G&A expenses for the three and six months ended June 30, 2014 increased to \$1.7 million and \$3.5 million from \$1.5 million and \$2.7 million in the comparative periods of 2013. G&A expenses increased due to the acquisition of Frontline in the April 2013, the three acquisitions completed since the second quarter of 2013, an overall increase in activity and operations in the division, increased costs related to Secure's rebranding initiative, and costs associated with moving to a new OS division office. G&A is expected to fluctuate based on the growth of the division.

## **INCREASE IN 2014 CAPITAL PROGRAM**

Secure's board of directors has approved the addition of \$50.0 million to Secure's 2014 organic capital budget, increasing the budget from approximately \$225.0 million to approximately \$275.0 million. The additional capital includes the following:

- PRD division growth and expansion capital of \$38.0 million consisting of one FSR, and one FST conversion from an SWD;
- DS division growth capital of \$6.0 million for various rental and site equipment; and
- OS division growth capital of \$6.0 million for addition heavy duty equipment and water handling assets.

The \$275.0 million capital budget has been allocated as follows:

- \$243 million PRD division: two FSRs (FST), one FST, three SWD conversions to FSTs, one SWD, one landfill; and expansion capital consisting of additional landfill cells, second treaters, pipeline connection, additional disposal wells, new office building purchased in Grande Prairie and various operational upgrades;
- \$20 million DS division: construction and completion of the Fox Creek Mud blending plant, opening of the new laboratory facility in July 2014, and various rental and site equipment; and
- \$12 million OS division: addition of heavy duty equipment, specialized tools, and water handling assets.

## **OUTLOOK**

Industry fundamentals have remained strong through the first half of the year and are forecasted to continue on this upward trend through the back half of 2014. This has resulted in increased capital forecasts and spending by producers and sets up the third quarter for all three divisions of Secure to deliver results that continue to exceed previous periods assuming activity levels remain robust, and favourable weather conditions remain for continued drilling activity and movement of equipment to sites.

Secure has a focused strategy of constructing and expanding facilities in key under-serviced capacity constrained markets. The list of organic opportunities contains several other projects beyond the ones currently under construction, that reflect the ability of Secure to take advantage of market potential that exists today. Therefore, Secure has increased its 2014 capital budget to \$275 million from the previously announced \$225 million to capitalize on these opportunities including building out an additional FSR and an FST conversion of an SWD. The Corporation is well positioned to fund its expanded 2014 capital program with available debt capacity from its credit facility and cash flow from operations while still maintaining a strong balance sheet.

Transporting crude by rail continues to provide a strategic alternative to pipeline constraints. As the heavy oil differentials remain strong, this supports the maximization of profits. With construction of the Rycroft FSR, anticipated to be commissioned in the third quarter, and the additional FSR included as part of the increased 2014 capital budget, Secure will have access to the North American rail network providing its customers with further alternatives for moving crude. Secure

is committed to continue to diversify its value chain of service offerings to exceed the expectations of its customers and maximize returns to shareholders.

Secure is committed to developing new technologies in order to continually strengthen the value chain of services Secure is able to provide to its customers and recycle and reduce waste in the drilling and completions process. The water recycling technology at the South Grande Prairie FST is in the pilot stage and it is expected to be commissioned and used to produce recycled fluids during the fourth quarter. Secure also continues the development and implementation of solids and processing technologies for the recovery of hydrocarbons used in the drilling process. Secure is excited about the potential that exists in these initiatives and is looking forward to further developing these technologies throughout the second half of the year.

## **FINANCIAL STATEMENTS AND MD&A**

The condensed consolidated financial statements and MD&A of Secure for the three and six months ended June 30, 2013 are available immediately on Secure's website at [www.secure-energy.ca](http://www.secure-energy.ca). The condensed consolidated financial statements and MD&A will be available tomorrow on SEDAR at [www.sedar.com](http://www.sedar.com).

## **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this document constitute "forward-looking statements" and/or "forward-looking information" within the meaning of applicable securities laws (collectively referred to as forward-looking statements). When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", and similar expressions, as they relate to Secure, or its management, are intended to identify forward-looking statements. Such statements reflect the current views of Secure with respect to future events and operating performance and speak only as of the date of this document. In particular, this document contains forward-looking statements pertaining to: corporate strategy; goals; general market conditions; the oil and natural gas industry; activity levels in the oil and gas sector, including market fundamentals, drilling levels, commodity prices for oil, natural gas liquids ("NGLs") and natural gas; industry fundamentals for the second half of 2014; capital forecasts and spending by producers; demand for the Corporation's services; expansion strategy; the amount of the increased 2014 capital budget; the amounts of the PRD, DS and OS divisions' proposed 2014 capital budgets and the intended use thereof; debt service; capital expenditures; completion of facilities; the impact of new facilities on the Corporation's financial and operational performance; future capital needs; access to capital; acquisition strategy; anticipated closing date of the Predator acquisition; anticipated commissioning of the Rycroft FSR; anticipated commissioning of the water recycling at South Grande Prairie FST; completion of the Stanley and Brazeau FSTs, and the Tulliby Lake FST and Landfill.

Forward-looking statements concerning expected operating and economic conditions are based upon prior year results as well as the assumption that increases in market activity and growth will be consistent with industry activity in Canada and the United States, and growth levels in similar phases of previous economic cycles. Forward-looking statements concerning the availability of funding for future operations are based upon the assumption that the sources of funding which the Corporation has relied upon in the past will continue to be available to the Corporation on terms favorable to the Corporation and that future economic and operating conditions will not limit the Corporation's access to debt and equity markets. Forward-looking statements concerning the relative future competitive position of the Corporation are based upon the assumption that economic and operating conditions, including commodity prices, crude oil and natural gas storage levels, interest rates, the regulatory framework regarding oil and natural gas royalties, environmental regulatory matters, the ability of the Corporation and its subsidiaries' to successfully market their services and drilling and production activity in North America will lead to sufficient demand for the Corporation's services and its subsidiaries' services including demand for oilfield services for drilling and completion of oil and natural gas wells, that the current business environment will remain substantially unchanged, and that present and anticipated programs and expansion plans of other organizations operating in the energy service industry will result in increased demand for the Corporation's services and its subsidiary's services. Forward-looking statements concerning the nature and timing of growth are based on past factors affecting the growth of the Corporation, past sources of growth and expectations relating to future economic and operating conditions. Forward-looking statements in respect of the costs anticipated to be associated with the acquisition and maintenance of equipment and property are based upon assumptions that future acquisition and maintenance costs will not significantly increase from past acquisition and maintenance costs.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether such results will be achieved. Readers

are cautioned not to place undue reliance on these statements as a number of factors could cause actual results to differ materially from the results discussed in these forward-looking statements, including but not limited to those factors referred to and under the heading "Business Risks" and under the heading "Risk Factors" in the Corporation's annual information form ("AIF") for the year ended December 31, 2013. Although forward-looking statements contained in this document are based upon what the Corporation believes are reasonable assumptions, the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements in this document are expressly qualified by this cautionary statement. Unless otherwise required by law, Secure does not intend, or assume any obligation, to update these forward-looking statements.

### **Non GAAP Measures and Operational Definitions**

- (1) The Corporation uses accounting principles that are generally accepted in Canada (the issuer's "GAAP"), which includes, International Financial Reporting Standards ("IFRS"). These financial measures are Non-GAAP financial measures and do not have any standardized meaning prescribed by IFRS. These non-GAAP measures used by the Corporation may not be comparable to a similar measures presented by other reporting issuers. See the management's discussion and analysis available at [www.sedar.com](http://www.sedar.com) for a reconciliation of the Non-GAAP financial measures and operational definitions. These non-GAAP financial measures and operational definitions are included because management uses the information to analyze operating performance, leverage and liquidity. Therefore, these non-GAAP financial measures and operational definitions should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

### **ABOUT SECURE ENERGY SERVICES INC.**

SECURE is a TSX publicly traded energy services company that provides safe and environmentally responsible fluids and solids solutions to the oil and gas industry.

The Corporation operates three divisions:

Processing, Recovery and Disposal Division ("PRD"): The PRD division owns and operates midstream infrastructure that provides processing, storing, shipping and marketing of crude oil, oilfield waste disposal and recycling. Specifically these services are clean oil terminalling and rail transloading, custom treating of crude oil, crude oil marketing, produced and waste water disposal, oilfield waste processing, landfill disposal, and oil purchase/resale service. Secure currently operates a network of facilities throughout western Canada and in North Dakota, providing these services at its full service terminals, landfills and stand-alone water disposal facilities.

Drilling Services Division ("DS"): The DS division provides equipment and chemicals for building, maintaining, processing and recycling of drilling and completion fluids. The drilling fluids service line comprises the majority of the revenue for the division which includes the design and implementation of drilling fluid systems for producers drilling for oil, bitumen and natural gas. The DS division focuses on providing products and systems that are designed for more complex wells, such as medium to deep wells, horizontal wells and horizontal wells drilled into the oil sands.

On Site Division ("OS"): The operations of the OS division include environmental services which provide pre-drilling assessment planning, drilling waste management, remediation and reclamation assessment services, laboratory services, and "CleanSite" waste container services; integrated fluid solutions which include water management, recycling, pumping and storage solutions; and projects which include pipeline integrity (inspection, excavation, repair, replacement and rehabilitation); demolition and decommissioning and reclamation and remediation of former wellsites, facilities, commercial and industrial properties.

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**TSX Symbol: SES**