



## ClearStream Announces Board and Executive Changes

**Calgary – January 9, 2019** – ClearStream Energy Services Inc. (“ClearStream”, or the “Company”, TSX: CSM and CSM.DB.A) is pleased to announce the following Board and Executive changes effective January 9, 2019:

- ClearStream is enhancing its governance structure with the appointment of an independent, non-executive Chairman of the Board of Directors, transitioning from an Executive Chairman role.
- Sean McMaster has been appointed as Chairman (non-executive) of the Board of Directors of ClearStream.
- Dean MacDonald, formerly Executive Chairman, will continue in his role as a member of the Board of Directors of ClearStream.
- Jordan Bitove has resigned from his role as lead Director. Mr. Bitove will continue in his role as a member of the Board of Directors of ClearStream.

Mr. McMaster has been a member of the Board of Directors of ClearStream since September 16, 2014. Mr. McMaster is an independent Director who will now serve as Chairman of the Board. Mr. McMaster is the former Executive Vice-President, Stakeholder Relations and General Counsel, TransCanada Corporation and brings significant business, legal, governance, compliance and stakeholder relations experience to the role of Chairman of the Board of ClearStream. He is based in Calgary and very familiar with ClearStream’s Oil & Gas market dynamics and blue chip client base.

Mr. McMaster commented: “The Board is grateful for all the efforts that Mr. MacDonald has put into leading ClearStream through a period of market volatility. We are pleased that Dean will continue to support and guide ClearStream through his continued service on the Board. I am excited for the opportunity to lead ClearStream’s Board of Directors as the Company continues on its path of strategic growth initiatives to establish ClearStream as the most trusted provider of industrial and asset integrity services, in order to improve our customers’ facilities and operations in a safe, efficient and cost effective manner.”

Mr. MacDonald joined the Company in December 2008 as the President and Chief Executive Officer, and has held the role of Executive Chairman since June 2015. He served as Interim Chief Executive Officer of ClearStream from June 12, 2017 until August 20, 2018. Mr. MacDonald has had a long and successful career as an operating executive and entrepreneur.

Mr. MacDonald commented: “It has been an honor to serve as Interim Chief Executive Officer and Executive Chairman through the period leading up to the appointment of Yves Paletta as Chief Executive Officer and Mr. McMaster as Chairman of the Board. I am confident in the ability of our experienced Executive Leadership Team and newly appointed Chairman to lead ClearStream into the next phase of profitable growth in order to create shareholder value.”

The transition to an independent, non-executive Chairman of the Board of Directors coincides with the re-building of ClearStream Executive Leadership Team, with the previously announced appointments of Yves Paletta as Chief Executive Officer on August 20, 2018, Alec Silenzi as General Counsel and Corporate Secretary and Barry Card as Chief Commercial Officer on October 3, 2018, as well as Randy Watt as Chief Financial Officer on November 15, 2018.

With the support of its main stakeholder Canso Investment Counsel, Ltd. (in its capacity as portfolio manager for and on behalf of certain accounts that it manages), ClearStream completed during 2018 two refinancing transactions to strengthen its balance sheet as well as the acquisition of incremental manufacturing capacity for our Wear Technology business. ClearStream is now well-positioned to expand further its scope of services and geographical footprint with more value-added solutions and technologies.

### **About ClearStream Energy Services Inc.**

With a legacy of excellence and experience stretching back more than 50 years, ClearStream provides solutions to the Energy and Industrial markets including: Oil & Gas, Petrochemical, Mining, Power, Agriculture, Forestry, Infrastructure and Water Treatment. With offices strategically located across Canada and over 3,000 employees, we provide maintenance, construction and environmental services that keep our clients moving forward. For more information about ClearStream, please visit [www.ClearStreamEnergy.ca](http://www.ClearStreamEnergy.ca).

### **For further information, please contact:**

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### **Forward-looking information**

This report contains certain forward-looking information. Certain information included in this report may constitute forward-looking information within the meaning of securities laws. In some cases, forward-looking information can be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue” or the negative of these terms or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management’s future outlook and anticipated events or results and may include statements or information regarding the future plans or prospects of ClearStream and reflects management’s expectations and assumptions regarding the growth, results of operations, performance and business prospects and opportunities of ClearStream. Without limitation, information regarding the future operating results and economic performance of ClearStream constitute forward-looking information. Such forward-looking information reflects management’s current beliefs and is based on information currently available to management of ClearStream. Forward-looking information involves significant risks and uncertainties. A number of factors could cause actual events or results to differ materially from the events and results discussed in the forward-looking information including risks related to investments, conditions of capital markets, economic conditions, commodity prices, dependence on key personnel, limited customer bases, interest rates, regulatory change, ability to meet working capital requirements and capital expenditures needs of the Company, factors relating to the weather and availability of labour. These factors should not be considered exhaustive. In addition, in evaluating this information, investors should specifically consider various factors, including the risks outlined under “Risk Factors,” in the company’s 2017 Annual Information Form dated February 28, 2018, which may cause actual events or results to differ materially from any forward-looking statement. In formulating forward-looking information herein, management has assumed that business and economic conditions affecting ClearStream will continue substantially in the ordinary course, including without limitation with respect to general levels of economic activity, regulations, taxes and interest rates. Although the forward-looking information is based on

what management of ClearStream considers to be reasonable assumptions based on information currently available to it, there can be no assurance that actual events or results will be consistent with this forward-looking information, and management's assumptions may prove to be incorrect. This forward-looking information is made as of the date of this report, and ClearStream does not assume any obligation to update or revise it to reflect new events or circumstances except as required by law. Undue reliance should not be placed on forward-looking information. ClearStream is providing the forward-looking financial information set out in this report for the purpose of providing investors with some context for the outlook presented. Readers are cautioned that this information may not be appropriate for any other purpose.

#### **Non-standard measures**

The terms "EBITDAS" and "Adjusted EBITDAS" (collectively the "Non-GAAP measures") are financial measures used in this report that are not standard measures under IFRS. ClearStream's method of calculating Non-GAAP measures may differ from the methods used by other issuers. Therefore, ClearStream's Non-GAAP measures, as presented may not be comparable to similar measures presented by other issuers.

**EBITDAS** refers to net earnings determined in accordance with IFRS, before depreciation and amortization, interest expense, income tax expense (recovery) and stock based compensation. EBITDAS is used by management and the directors of ClearStream (the "Directors") as well as many investors to determine the ability of an issuer to generate cash from operations. Management also uses EBITDAS to monitor the performance of ClearStream's reportable segments and believes that in addition to net income or loss and cash provided by operating activities, EBITDAS is a useful supplemental measure from which to determine ClearStream's ability to generate cash available for debt service, working capital, capital expenditures and income taxes. ClearStream has provided a reconciliation of income (loss) from continuing operations to EBITDAS in its consolidated financial statements and MD&A.

**Adjusted EBITDAS** refers to EBITDAS excluding income from equity investments, the gain on sale of assets held for sale, impairment of goodwill and intangible assets, restructuring costs, one-time non-recurring costs as identified by management, and gain on sale of property plant and equipment. ClearStream has used Adjusted EBITDAS as the basis for the analysis of its past operating financial performance. Adjusted EBITDAS is used by ClearStream and management believes it is a useful supplemental measure from which to determine ClearStream's ability to generate cash available for debt service, working capital, capital expenditures, and income taxes. Adjusted EBITDAS is a measure that management believes facilitates the comparability of the results of historical periods and the analysis of its operating financial performance which may be useful to investors. ClearStream has provided a reconciliation of income (loss) from continuing operations to Adjusted EBITDAS in its MD&A.

Investors are cautioned that the Non-GAAP Measures are not alternatives to measures under IFRS and should not, on their own, be construed as an indicator of performance or cash flows, a measure of liquidity or as a measure of actual return on the shares. These Non-GAAP measures should only be used with reference to ClearStream's Interim Financial Statements and Annual Financial Statements available on SEDAR at [www.sedar.com](http://www.sedar.com) or [www.clearstreamenergy.ca](http://www.clearstreamenergy.ca).