



FOR IMMEDIATE RELEASE

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Rockwater Energy Solutions Closes Private Placement of Class A-1 Common Stock

HOUSTON – February 27, 2017. Rockwater Energy Solutions, Inc. (“Rockwater”) is pleased to announce that it completed a private placement of 8.3 million shares of its Class A-1 Common Stock (“Common Stock”) for aggregate gross proceeds of approximately \$145 million. Rockwater intends to use the net proceeds from the offering to pay off all outstanding indebtedness and for general corporate purposes, including acquisitions and other growth opportunities.

The Common Stock offered and sold in this transaction was sold to qualified institutional buyers in the United States pursuant to Rule 144A, to accredited investors in the United States pursuant to Regulation D, and to investors outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Common Stock has not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release relates to an offering that has been closed and does not constitute an offer to sell or a solicitation of an offer to buy the Common Stock or any other securities, and does not constitute an offer, solicitation or sale in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

FBR Capital Markets & Co, which is a subsidiary of FBR & Co., was the sole placement agent and initial purchaser in the offering.

Rockwater’s counsel for the transaction was Vinson & Elkins L.L.P. Baker Botts L.L.P. represented FBR Capital Markets & Co.

About Rockwater Energy Solutions, Inc.

We are a leading provider of comprehensive water management solutions to the North American unconventional oil and gas industry, and we believe we are the only company that provides complementary chemistry products and expertise in connection with our water solutions. The water management solutions we provide include water sourcing, transfer, treatment and storage; flowback and well testing; fluids conditioning and recycling; and field fluids logistics. We also develop and manufacture a full suite of specialty chemicals used in the well completion process and production chemicals used to enhance performance over the producing life of a well, which we believe gives us a unique competitive advantage in our industry. We currently provide our services to exploration and production companies and

oilfield service companies operating in all the major shale and producing basins in North America, including the Permian Basin, the Mid-Continent (including the SCOOP/STACK plays), the Bakken, Western Canada, the Marcellus and Utica basins, the Rockies and the Eagle Ford.

Cautionary Statement Concerning Forward-Looking Statements. This press release includes “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such statements may include, but are not limited to, statements about our plans, objectives, expectations and intentions. Our forward-looking statements are generally, but not always, accompanied by words such as “estimate,” “project,” “predict,” “believe,” “expect,” “anticipate,” “potential,” “should,” “may,” “will,” “plan,” “goal,” “can,” “could,” “continuing,” “ongoing,” “intend,” or other words that convey the uncertainty of future events or outcomes. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control.