
Bri-Chem Corp. Files Management Information Circular and Urges Shareholders to Vote Only the YELLOW Proxy FOR Bri-Chem's Nominees

Edmonton, Canada, September 4, 2025 – Bri-Chem Corp. (“Bri-Chem” or “Company”) (TSX: BRY) (OTCQB: BRYFF), a leading North American oilfield chemical distribution and blending company, announces that it has filed a management information circular (the “**Information Circular**”) and proxy materials (the “**Meeting Materials**”) for the Company’s upcoming annual and special meeting of shareholders scheduled to be held on September 16, 2025 (the “**Meeting**”).

Bri-Chem appreciates the support it has received from its shareholders and strongly encourages all shareholders to vote **FOR** the Bri-Chem nominees without delay, being Don Caron, Eric Sauze, Brian Campbell and Albert Sharp (the “**Bri-Chem Nominees**”) on the **YELLOW** form of proxy or voting instruction form (“**Yellow Proxy**”). The Meeting Materials, including the Yellow Proxy, have been mailed to shareholders of Bri-Chem and are available via SEDAR+ at www.sedarplus.ca and on the Company’s website.

The Meeting will cover both normal course matters and the ratification and approval of By-Law No. 2 (the “**Advance Notice By-Law**”) adopted by the board of directors of the Company (the “**Board**”). As noted in the Company’s press release of June 18, 2025, the Board determined it was in the best interests of the Company and its shareholders to reschedule the Company’s shareholder meeting to allow for a detailed review of dissident nominees and to fully inform shareholders about the important voting decision they face.

The Board has reviewed the dissident nominees put forward by Mr. Barry Huggins and has provided the information below to assist shareholders to make an informed voting decision.

The Dissident Group Notice

In connection with the Meeting, Bri-Chem has received an advance notice letter (“**Notice**”) from Mr. Barry Huggins, as trustee for Cenatex Holdings, LLC (the “**Dissident Group**”), pursuant to the Advance Notice By-Law. In the Notice, the Dissident Group has provided notice of its nomination of four (4) individuals to the Board (the “**Dissident Group Nominees**”). At the Meeting, the Company intends to set the number of directors of the Company at four (4). As the Company and the Dissident Group each intend to nominate four (4) individuals for election to the Board, the number of nominees for election to the Board will be greater than the number of directors to be elected at the Meeting. The Meeting is therefore a “contested election” and the four (4) nominees who receive the greatest number of votes will be elected.

The Board has serious concerns about the experience and independence of the Dissident Group Nominees, as outlined below. **Bri-Chem’s shareholders are faced with an important choice about the future of the Company and are urged to vote FOR the Bri-Chem Nominees on the YELLOW PROXY.**

The Dissident Group Nominees

Upon receipt of the Notice, the Board undertook a review and consideration of the Dissident Group Nominees and their qualifications. The Board believes that none of the four (4) Dissident Group Nominees are qualified additions to the Board and the Company’s best interests. Most critically, the Dissident Group Nominees all appear to lack relevant public company experience and suffer from inherent conflicts of interest as outlined below.

Dissident Group Nominee	Notes
Barry Huggins	<ul style="list-style-type: none"> - No observable public company director experience in the United States or Canada.
John H. Cale	<ul style="list-style-type: none"> - No observable public company director experience in the United States or Canada. - Principal occupation is Technical Director of Reliant Technologies, Inc. (“Reliant”). <ul style="list-style-type: none"> o Reliant is controlled by Mr. Huggins. As a result, Mr. Cale is inherently conflicted and lacks true independence.
William Colby Swain	<ul style="list-style-type: none"> - No observable public company director experience in the United States or Canada.
Scott Gaudin	<ul style="list-style-type: none"> - No observable public company director experience in the United States or Canada. - Principal occupation is President and CEO of Axxess Partners, Inc. (“Axxess”), a privately held bank, and President and CEO of Currency Bank, a privately held bank and wholly-owned subsidiary of Axxess. <ul style="list-style-type: none"> o Mr. Huggins is a director and shareholder of Axxess and a director of Currency Bank. As a result, Mr. Gaudin is inherently conflicted and lacks true independence.

The Bri-Chem Nominees

In contrast, Bri-Chem’s existing board is independent, deeply invested and accountable to all shareholders.

Unlike the Dissident Group Nominees, **the Bri-Chem Nominees are truly independent.** In putting forth the conflicted Dissident Group Nominees, Mr. Huggins seeks to gain full, unchecked control of Bri-Chem - despite owning only 14% of Bri-Chem and without paying a control premium to the rest of Bri-Chem’s shareholders.

The **Bri-Chem Nominees are deeply invested** and aligned with Bri-Chem’s shareholder group. As a whole, the Bri-Chem Nominees own approximately 15.6% of Bri-Chem demonstrating strong shareholder alignment. The Board is strongly committed to maintaining financial discipline during these declining commodity markets, while positioning the Company for future growth and improved shareholder returns as conditions improve.

The Board looks forward to welcoming its shareholders at the Meeting. If you are a shareholder of the Company but cannot attend the Meeting, it is important that your shares be represented. Whether or not you expect to attend the Meeting, you are encouraged to carefully read the Meeting Materials and **to vote FOR the Bri-Chem Nominees on the YELLOW PROXY.**

Thank you for your continued support and engagement, and we look forward to hosting you on September 16, 2025.

About Bri-Chem

Bri-Chem has established itself, through a combination of strategic acquisitions and organic growth, as the North American industry leader for wholesale distribution and blending of oilfield drilling, completion, stimulation and production chemical fluids. We sell, blend, package and distribute a full range of drilling fluid products from 25 strategically located warehouses throughout Canada and the United States. Additional information about Bri-Chem is available at www.sedarplus.ca or at Bri-Chem's website at www.brichem.com.

To receive Bri-Chem news updates send your email to ir@brichem.com.

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Forward-Looking Statements

Certain statements contained in this news release constitute forward-looking information or forward-looking statements, as defined under applicable Canadian securities legislation (collectively, "forward-looking statements"). These statements relate to future events or future performance and include statements regarding our intent, or the beliefs or current expectations of our officers and directors. The use of any of the words "could", "should", "anticipates", "plans", "intends", "expects", "believes", "continue", "forecasts", "will", "estimated", "projected" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking statements and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially.

Although the Company believes that the expectations and assumptions on which such forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. By their nature, such forward-looking statements are subject to various risks and uncertainties, which could cause actual results to differ materially from the anticipated results or expectations expressed herein. These risks and uncertainties include, but are not limited to general economic conditions, prevailing and anticipated industry conditions, access to debt and equity financing on acceptable terms, levels and volatility of commodity prices, maintained demand for drilling fluids, market forces, ability to achieve geographic expansion through new warehouse locations, anticipated impact of new warehouse locations, ability to obtain equipment from suppliers, ability to maintain negotiating power with suppliers and customers, ability to obtain and retain skilled personnel, competition from other industry participants and regulatory conditions. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date it is expressed in this press release or otherwise. Except as required by applicable law, the Company does not undertake any obligation to publicly update or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.