

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-35416



U.S. Silica Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction of
Incorporation or Organization)**

26-3718801
**(I.R.S. Employer
Identification No.)**

24275 Katy Freeway, Suite 600
Katy, Texas 77494
(Address of Principal Executive Offices) (Zip Code)
(281) 258-2170
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Securities Act:

Title of each class:	Trading Symbol:	Name of each exchange on which registered:
Common Stock, par value \$0.01 per share	SLCA	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Securities Act: None

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the outstanding common stock held by non-affiliates of the registrant as of June 30, 2023, the last business day of the registrant's most recently completed second fiscal quarter, was \$891,302,550 based on the closing price of \$12.13 per share, as reported on the New York Stock Exchange, on such date.

As of February 16, 2024, 78,087,577 shares of common stock, par value \$0.01 per share, of the registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain sections of the Proxy Statement for the 2024 Annual Meeting of Shareholders for U.S. Silica Holdings, Inc. (the "2024" Proxy Statement") are incorporated by reference in Part III of this Annual Report on Form 10-K where indicated.

U.S. Silica Holdings, Inc.
FORM 10-K
For the Fiscal Year Ended December 31, 2023

TABLE OF CONTENTS

	<u>Page</u>
PART I	
Item 1. Business	2
Item 1A. Risk Factors	11
Item 1B. Unresolved Staff Comments	24
Item 1C. Cybersecurity	24
Item 2. Properties	27
Item 3. Legal Proceedings	58
Item 4. Mine Safety Disclosures	58
PART II	
Item 5. Market for Registrant's Common Equity, Related Stock Holder Matters and Issuer Purchases of Equity Securities	59
Item 6. [Reserved]	61
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	61
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	77
Item 8. Financial Statements and Supplementary Data	78
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	120
Item 9A. Controls and Procedures	120
Item 9B. Other Information	121
Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections	121
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	122
Item 11. Executive Compensation	122
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	122
Item 13. Certain Relationships and Related Transactions, and Director Independence	122
Item 14. Principal Accounting Fees and Services	122
PART IV	
Item 15. Exhibits and Financial Statement Schedules	123
Item 16. Form 10-K Summary	127
Signatures	S-1

Forward Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Section 27A of the Securities Act of 1933, as amended. All statements other than statements of historical fact included in this Annual Report on Form 10-K are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "will," "should," "could," "can have," "likely" and other words and terms of similar meaning.

For example, all statements we make relating to our estimated and projected costs and cost reduction programs; reserve and finished products estimates; demand for our products; the strategies of our customers; anticipated expenditures, cash flows, growth rates and financial results; our plans and objectives for future operations, growth or initiatives; strategies and their anticipated effect on our performance and liquidity; and the expected outcome or impact of pending or threatened litigation are forward-looking statements.

All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expect. These risks and uncertainties include, but are not limited to, those described in Part I, "Item 1A. Risk Factors" and elsewhere in this Annual Report on Form 10-K and those described from time to time in our future reports filed with the Securities and Exchange Commission (the "SEC").

We derive many of our forward-looking statements from our operating budgets and forecasts, which are based on many detailed assumptions. While we believe that our assumptions are reasonable, it is impossible for us to anticipate all factors that could affect our actual results. As a result, forward-looking statements are not guarantees of future performance, and you should not place undue reliance on any forward-looking statements we make.

If one or more of the risks described above or other risks or uncertainties materialize (or the consequences of any such development changes), or should our underlying assumptions prove incorrect, actual outcomes may vary materially from those reflected in our forward-looking statements. The forward-looking statements included in this Annual Report on Form 10-K are made only as of the date hereof. We disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements as well as other cautionary statements that are made from time to time in our other filings with the SEC, and our other public communications.

PART I

ITEM 1. BUSINESS

Unless we state otherwise, or the context otherwise requires, the terms "we," "us," "our," "U.S. Silica," "the Company," "our business," and "our company" refer to U.S. Silica Holdings, Inc. and its consolidated subsidiaries as a combined entity.

Our Company

Business Overview

We are a global performance materials company and a leading producer of commercial silica used in the oil and gas industry and in a wide range of industrial applications. In addition, through our subsidiary EP Minerals, LLC ("EPM") we are an industry leader in the production of industrial minerals, including diatomaceous earth, clay (calcium bentonite and calcium montmorillonite) and perlite.

During our 124-year history, we have developed core competencies in mining, processing, logistics and materials science that enable us to produce and cost-effectively deliver over 800 diversified product types to customers across our end markets. As of December 31, 2023, we had 26 operating mines and processing facilities and two additional exploration stage properties across the United States. We control 479 million tons of reserves of commercial silica, which can be processed to

make 177 million tons of finished products that meet American Petroleum Institute ("API") frac sand specifications, and 81 million tons of reserves of diatomaceous earth, perlite, and clays.

Our operations are organized into two reportable segments based on end markets served and the manner in which we analyze our operating and financial performance: (1) Oil & Gas Proppants and (2) Industrial & Specialty Products. We believe our segments are complementary because our ability to sell to a wide range of customers across end markets in these segments allows us to maximize recovery rates in our mining operations and optimize our asset utilization.

Our Business Strategy and Strengths

We attribute our success to the following strengths:

- ***Large-scale producer with a diverse and high-quality reserve base.*** We believe our large-scale production, logistics capabilities and long reserve life make us a preferred supplier to our customers. Our consistent, reliable supply of reserves gives our customers the security to customize their production processes around our products. Furthermore, our relatively large scale and wide product portfolio provide us earnings diversification and the ability to reach broader market segments.
- ***Geographically advantaged footprint with intrinsic transportation advantages.*** We believe the strategic location of our facilities and our logistics capabilities contribute to our customer retention rates and our ability to reach broader market segments. We continue to strategically position our supply chain in order to deliver sand according to our customers' needs, whether at a plant, a transload, or the wellhead. In our Oil & Gas Proppants segment, our network of frac sand production facilities with access to barge and Class I rail, either onsite or by truck, combined with the strategic locations of our transloads, enable us to serve every major U.S. shale basin. Additionally, our SandBox Logistics service ("SandBox") extends our delivery capability directly to our customers' wellhead locations and provides a lower cost logistics solution. We believe we are one of the few frac sand producers capable of cost-effectively delivering API grade frac sand to most of the major U.S. shale basins by on-site rail.

Additionally, due to the high weight-to-value ratio of many silica products in our Industrial & Specialty Products segment, the proximity of our facilities to our customers' facilities often results in us being their sole supplier. This advantage has enabled us to enjoy strong customer retention in this segment, with our top Industrial & Specialty Products segment customers purchasing from us for an average of over 50 years.

Diatomaceous earth, clay, and perlite facilities are located near major highways and export corridors to optimize the cost of operations and shipment. Products can be shipped via bulk truck, rail or packaged. We utilize experienced in-house international logistics operations using a broad base of partners to enable efficient and cost-effective exports to approximately 100 countries.

- ***Low-cost operating structure.*** We focus on building and operating facilities with low delivered costs to enable us to better manage market downturns. We believe the combination of the following factors contributes to our goal of having a low-cost structure and high margins:
 - our ownership of the vast majority of our reserves, resulting in mineral royalty expense that was approximately 0.4% of our sales in 2023;
 - the optimal positioning of our mines and their respective processing plants, enabling cost-efficient and highly automated production processes;
 - the active management of our product mix at each of our plants as we seek to maximize our profit margins which requires us to use our expertise in balancing key variables such as mine geology, processing capacity, transportation availability, customer requirements, and pricing;
 - our integrated logistics management expertise and geographically advantaged facility network, which enables us to reliably ship products by the most cost-effective method available, whether domestic or overseas; we transport products by truck, rail or barge to meet the needs of our customers, including at in-basin transload locations and directly at wellhead locations via our SandBox operations;
 - our large customer base across numerous end markets, which allows us to maximize our mining recovery rate and asset utilization; and
 - our large overall and plant-level operating scale.
- ***Focus on safety and positive relationships with the communities in which we operate.*** We focus on the safety of our employees and maintain safe and responsible operations. We also believe we are known in the communities in which we operate as a preferred employer and a responsible corporate citizen, which generally serves us well in hiring new employees and securing difficult to obtain permits for expansions and new facilities.

- **Strong reputation with our customers.** We believe we have built a strong reputation during our 124-year operating history. We have a long track record of timely delivery of our products according to customer specifications, which we believe contributes to a reputation for dependability. We also have an extensive network of technical resources, including materials science and petroleum engineering expertise, which enables us to collaborate with our customers to develop products to improve the performance of their existing applications.
- **Commitment to innovation.** Our research and development teams work to enhance our existing products and develop new, patentable products. We expect this will increase our presence and market share in certain specialty products end markets and allow us to enter new markets. We manage a robust pipeline of new products in various stages of development.
- **Experienced management team.** The members of our senior management team bring significant experience to the dynamic environment in which we operate. Their expertise covers a range of disciplines, including industry-specific operating and technical knowledge. We believe we have assembled a flexible, creative and responsive team that can quickly adapt to changing market conditions.
- **Financial strength and flexibility.** We intend to maintain financial strength and flexibility to enable us to better manage through industry downturns and pursue acquisitions and new growth opportunities as they arise. On March 23, 2023, we entered into a Fourth Amended and Restated Credit Agreement (the "Credit Agreement"), by entering into a new \$1.1 billion senior secured Credit Facility, consisting of a \$950 million Term Loan and a \$150 million revolving credit facility that may also be used for swingline loans or letters of credit, and we may elect to increase the term loan or the revolving credit facility in accordance with the terms of the Credit Agreement. For more information on the Credit Agreement see Note J - Debt to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K. As of December 31, 2023, we had \$245.7 million of cash on hand and \$134.7 million of availability under the Revolver.

Our Products and Services

In order to serve a broad range of end markets, we produce and sell a variety of commercial silica, diatomaceous earth, clay and perlite products. We also offer services including transportation, equipment rental and contract labor.

Whole Grain Silica Products—We sell whole grain commercial silica products in a range of shapes, sizes and purity levels. We sell whole grain silica that has a round shape and high crush strength to be used as frac sand in connection with oil and natural gas recovery. We also sell whole grain silica products in a range of size distributions, grain shapes and chemical purity levels to our customers involved in the manufacturing of glass products, including a low-iron whole grain product sold to manufacturers of architectural and solar glass applications. In addition, we sell several grades of whole grain round silica to the foundry industry and provide whole grain commercial silica to the building products industry.

Performance Material Products—We sell engineered performance materials made from diatomaceous earth (DE), clay and perlite. DE is used in filtration for foods and beverages, pharmaceuticals and swimming pools. DE is also used as a functional additive for paint and coatings, plastics and rubber, and agriculture. Perlite (hydrated volcanic glass) is used mainly for filtration. Calcium bentonite clay is used for bleaching, catalysis and adsorption in edible oil processing, aromatics purification, and industrial and chemical applications.

Services—We offer services through the provision of transportation, equipment rental and contract labor services, primarily through SandBox, to companies in the oil and gas industry.

Additionally, we sell ground silica and industrial minerals products for use in a wide variety of products.

Our Industry and Primary End Markets

The commercial silica industry consists of businesses that are involved in the mining, processing and distribution of commercial silica. Commercial silica, also referred to as “silica,” “industrial sand and gravel,” “sand,” “silica sand” and “quartz sand,” is a term applied to sands and gravels containing a high percentage of silica (silicon dioxide, SiO₂) in the form of quartz. Commercial silica deposits occur throughout the United States, but mines and processing facilities are typically located near end markets and in areas with access to transportation infrastructure. Other factors affecting the feasibility of commercial silica production include deposit composition, product quality specifications, land-use and environmental regulation, including permitting requirements, access to electricity, natural gas and water and a producer’s expertise and know-how. New entrants face hurdles to establish their operations, including the capital investment required to develop a mine and build a plant, a lack of

industry-specific mining knowledge and experience, the difficulty of obtaining operating permits, and the difficulty of assembling a diverse portfolio of customers to optimize operations.

The special properties of commercial silica such as chemistry, purity, grain size, color, inertness, hardness and resistance to high temperatures make it critical to a variety of industries. Commercial silica is a key input in the well completion process, specifically, in the hydraulic fracturing techniques used in unconventional oil and natural gas wells. In the Industrial & Specialty Products end markets, stringent quality requirements must be met when commercial silica is used as an ingredient to produce thousands of everyday products, including glass, building and foundry products and metal castings, as well as certain specialty applications such as high-performance glass, specialty coatings, polymer additives and geothermal energy systems (such as solar panels). Due to the unique properties of commercial silica, we believe it is an economically irreplaceable raw material in a wide range of industrial applications.

EPM's DE, perlite, montmorillonite clay and bentonite clay products are sold globally, where they are used in hundreds of applications. High quality DE possesses superior characteristics for filtration, functional additives, absorbents and adsorbents. The largest industries for these products include food and beverage, wine, beer, paint and coatings, biofuel, pharmaceuticals, chemical, oil and gas, plastics and rubber, automotive and agriculture. The perlite (hydrated volcanic glass) is used for filtration, lightweight construction, horticulture, and insulation. The calcium bentonite clay from Mississippi and calcium montmorillonite clay from Tennessee are thermally processed to produce powder and granular products for bleaching clays, absorbents, catalysis, and adsorbents.

Commercial silica deposits are formed from a variety of sedimentary processes and have distinct characteristics that range from hard sandstone rock to loose, unconsolidated dune sands. While the specific extraction method utilized depends primarily on the deposit composition, most silica is mined using conventional open-pit bench extraction methods and begins after clearing the deposit of any overlying soil and organic matter. The silica deposit composition and chemical purity also dictate the processing methods and equipment utilized.

We conduct only surface mining operations and do not operate any underground mines, although we do lease underground reserves at our Festus, Missouri operation, which are mined underground by a contractor. Mining methods at our facilities include conventional hard rock mining, hydraulic mining, surface or open-pit mining of loosely consolidated silica deposits and dredge mining. Silica mining and processing typically has less of an environmental impact than the mining and processing of other minerals, in part because it uses fewer chemicals.

We maintain quality standards in all of our mining and processing facilities, some of which include International Organization for Standardization ("ISO") 9001-registered quality systems. We use automated process control systems that efficiently manage the majority of the mining and processing functions, and we monitor the quality and consistency of our products by conducting hourly tests throughout the production process to detect variances. All of our major facilities operate a testing laboratory to evaluate and ensure the quality of our products and services. We also provide customers with documentation verifying that all products shipped meet customer specifications. These quality assurance functions are designed to ensure that we deliver quality products to our customers and maintain customer trust and loyalty.

Our Customers

We sell our products to a variety of end markets. Our customers in the oil and gas proppants end market include major oilfield services companies and exploration and production companies that are engaged in hydraulic fracturing. Sales to the oil and gas proppants end market comprised approximately 64%, 63%, and 56% of our total sales in 2023, 2022 and 2021, respectively.

During most of our 124-year history, our primary markets have been core industrial end markets with customers engaged in the production of building and construction products, fillers and extenders, glass, foundry products, chemicals, and sports and recreation products. Our diverse customer base drives high recovery rates across our production. We also benefit from strong and long-standing relationships with our customers in each of the industrial and specialty products end markets we serve. Through EPM, we also serve a variety of industrial mineral markets including pool filtration, paints and plastics, absorbents and food and beverage. Sales to our Industrial and Specialty Products end markets comprised approximately 36%, 37%, and 44% of our total sales in 2023, 2022 and 2021, respectively.

Competition

Both of our reportable segments operate in highly competitive markets that are characterized by a small number of large, national producers and a larger number of small, regional or local producers. According to a January 2024 publication by the United States Geological Survey, in 2023, there were 106 producers of commercial silica with a combined 199 active operations in 33 states within the United States. Competition for both of our reportable segments is based on price, consistency and quality of product, site location, distribution capability, customer service, reliability of supply, breadth of product offering and technical support. Because transportation costs can be a significant portion of the total cost to customers of commercial

silica, the commercial silica market is typically local, and competition from beyond the local area is limited. Notable exceptions to this are the frac sand and fillers and extenders markets, where certain product characteristics are not available in all deposits and not all plants have the requisite processing capabilities, necessitating that some products be shipped for extended distances. For more information regarding competition, see Item 1A. Risk Factors of this Annual Report on Form 10-K.

Seasonality

Our business is affected to some extent by seasonal fluctuations in weather that impact our production levels and our customers' business needs. For example, during the second and third quarters we typically sell more commercial silica to our customers in the building products and recreation end markets due to increased construction activity resulting from more favorable weather. In the first and fourth quarters, we generally experience lower sales, and sometimes production levels, largely from adverse weather hampering logistical capabilities and general decreased customer activity levels.

Intellectual Property

Other than operating licenses for our mining and processing facilities, there are no third-party patents, patent licenses or franchises material to our business. Our intellectual property primarily consists of trade secrets, know-how and trademarks, including our name US SILICA® and products with trademarked names such as MIN-U-SIL®, Mystic White II®, Q-ROK®, SIL-CO-SIL®, White Armor®, EP Minerals®, EVERWHITE®, and SANDBOX® among others. We own patents and have patent applications pending related to SandBox, our "last mile" logistics solution. Most of the issued patents have expiration dates ranging from 2026-2041. With respect to our other products, we principally rely on trade secrets, rather than patents, to protect our proprietary processes, methods, documentation and other technologies, as well as certain other business information. Although we do seek patents from time to time, for example for our ultra-high reflectance cool roofing granules, patent protection for other industrial and specialty products requires a costly federal registration process with an uncertain outcome that would place our confidential information in the public domain. As a result, we typically utilize trade secrets to protect the formulations and processes we use to manufacture our products and to safeguard our proprietary formulations and methods. We strive to protect our trade secrets indefinitely through the use of confidentiality agreements and other security measures, understanding that these efforts may prove to be ineffective. See Item 1A. Risk Factors of this Annual Report on Form 10-K for more information.

Condition of Physical Assets and Insurance

Our business is capital intensive and requires ongoing capital investment for the replacement, modernization and/or expansion of equipment and facilities. For more information, see Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources of this Annual Report on Form 10-K.

We maintain insurance policies against property loss and business interruption and insure against other risks that are typical in the operation of our business, in amounts that we believe to be reasonable. Such insurance, however, contains exclusions and limitations on coverage, particularly with respect to environmental liability and political risk. There can be no assurance that claims would be paid under such insurance policies in connection with a particular event. See Item 1A. Risk Factors of this Annual Report on Form 10-K for more information.

Employees

As of December 31, 2023, we employed a workforce of approximately 1,873 employees, the majority of whom are hourly wage plant workers living in the areas surrounding our mining and processing facilities. Approximately 28% of our hourly employees are represented by labor unions that include the International Brotherhood of Teamsters Union; United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union; Laborers International Union of North America; Glass, Molders, Pottery, Plastics and Allied Workers International Union; Cement, Lime, Gypsum and Allied Workers' Division of International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers; and International Union of Operating Engineers A.F.L. - C.I.O. We believe that we maintain good relations with our workers and their respective unions and have not experienced any material strikes or work stoppages since 1987.

Human Capital Management

Our Board of Directors believes that our long-term success depends on the talents of our employees, and we work to attract, retain and motivate the highest quality workforce. Our Chief Operating Officer ("COO"), with the support of members of our Human Resources team, is responsible for developing and executing our human capital strategy. This includes talent attraction, acquisition, development and engagement, as well as the design of employee compensation and benefits programs. It also includes developing and implementing our diversity and inclusion framework. Management regularly updates our Board of

Directors and our Compensation Committee on human capital trends and efforts to improve diversity. The Board of Directors in particular has requested updates on the following topics:

Health and Safety: Our health and safety programs are industry leading and resulted in several company records in 2023. We require each of our locations to perform regular safety audits to ensure proper safety policies, program procedures, analyses and trainings are in place. In addition, we receive regular visits from inspectors on behalf of the U.S. Mine Safety and Health Administration ("MSHA") and the U.S. Occupational Safety and Health Administration ("OSHA"). We utilize both leading and lagging indicators to assess the health and safety performance of our operations. Lagging indicators include the Total Recordable Incident Rate ("TRIR") and the Lost Time (or Lost Workday) Incident Rate ("LTIR") based upon the number of incidents per 200,000 work hours. Leading indicators include reporting and assessment of all near miss events and Environmental, Health and Safety ("EHS") coaching and engagement conversations. In 2023, we had a TRIR of 0.52, a LTIR of 0.09 and zero work-related fatalities.

Diversity, Inclusion, and Belonging: We believe that a culture of inclusion, diversity, and belonging enables us to create, develop and fully leverage the strengths of our workforce. Current key initiatives include mandatory unconscious bias training for all employees, partnerships with diversity organizations, improving purchasing from Minority and Women Owned Businesses, utilizing an employee driven resource group, and diverse talent acquisition practices. We have implemented several measures that focus on ensuring accountabilities exist for making progress in diversity, and our senior leaders will have diversity and inclusion objectives embedded in their annual performance goals.

Training and Talent Development: We are committed to the continued development of our people. Strategic talent reviews and succession planning occur annually and across all business areas. The Chief Executive Officer ("CEO") and COO convene meetings with senior company leadership and the Board of Directors to review top enterprise talent. We also provide free training courses through LinkedIn Learning to all salaried employees, along with key development programs.

Regulation and Legislation

Mining and Workplace Safety

Federal Regulation

The U.S. Mine Safety and Health Administration ("MSHA") is the primary regulatory organization governing the commercial silica industry. Accordingly, MSHA regulates quarries, surface mines, underground mines and the industrial mineral processing facilities associated with quarries and mines. The mission of MSHA is to administer the provisions of the Federal Mine Safety and Health Act of 1977 (the "Mine Act") and to enforce compliance with mandatory safety and health standards. MSHA works closely with the Industrial Minerals Association, a trade association in which we have a significant leadership role, in pursuing this mission. As part of MSHA's oversight, representatives perform at least two unannounced inspections annually for each above-ground facility. For additional information regarding mining and workplace safety, including MSHA safety and health violations and assessments in 2023, see Item 4. Mine Safety Disclosures of this Annual Report on Form 10-K.

We also are subject to the requirements of the U.S. Occupational Safety and Health Act ("OSHA") and comparable state statutes that regulate the protection of the health and safety of workers. In addition, the OSHA Hazard Communication Standard requires that information be maintained about hazardous materials used or produced in operations and that this information be provided to employees, state and local government authorities and the public. OSHA regulates the customers and users of commercial silica and provides detailed regulations requiring employers to protect employees from overexposure to silica bearing dust through the enforcement of permissible exposure limits and the OSHA Hazard Communication Standard.

Internal Controls

We adhere to a strict occupational health program aimed at controlling exposure to silica bearing dust, which includes dust sampling, a respiratory protection program, medical surveillance, training and other components. Our safety program is designed to ensure compliance with the standards of our Occupational Health and Safety Manual and MSHA regulations. For both health and safety issues, extensive training is provided to employees. We have safety committees at our plants made up of salaried and hourly employees. We perform annual internal health and safety audits and conduct annual crisis management drills to test our plants' abilities to respond to various situations. Health and safety programs are administered by our corporate health and safety department with the assistance of plant Environmental, Health and Safety Coordinators.

Motor Carrier Regulation

Our trucking services are regulated by the U.S. Department of Transportation ("DOT"), the Federal Motor Carrier Safety Administration ("FMCSA") and by various state agencies. These regulatory authorities have broad powers, generally governing matters such as authority to engage in motor carrier operations, as well as motor carrier registration, driver hours of service, safety and fitness of transportation equipment and drivers, transportation of hazardous materials and periodic financial reporting. The transportation industry is subject to possible other regulatory and legislative changes (such as the possibility of more stringent environmental, climate change, security and/or occupational safety and health regulations, limits on vehicle weight and size and a mandate to implement electronic logging devices) that may affect the economics of our trucking services by requiring changes in operating practices or by changing the demand for motor carrier services or the cost of providing truckload or other transportation or logistics services.

Environmental Matters

We and the commercial silica industry in general are subject to extensive governmental regulations on, among other things, matters such as permitting and licensing requirements, plant and wildlife protection, hazardous materials, air and water emissions and environmental contamination and reclamation. A variety of state, local and federal agencies enforce these regulations.

Federal Regulation

At the federal level, we may be required to obtain permits under Section 404 of the Clean Water Act from the U.S. Army Corps of Engineers for the discharge of dredged or fill material into waters of the United States, including wetlands and streams, in connection with our operations. We also may be required to obtain permits under Section 402 of the Clean Water Act from the U.S. Environmental Protection Agency ("EPA") (or the relevant state environmental agency in states where the permit program has been delegated to the state) for discharges of pollutants into waters of the United States, including discharges of wastewater or storm water runoff associated with construction activities. Failure to obtain these required permits or to comply with their terms could subject us to administrative, civil and criminal penalties as well as injunctive relief.

The federal Safe Drinking Water Act (the "SDWA") regulates the underground injection of substances through the Underground Injection Control Program (the "UIC Program"). Hydraulic fracturing generally has been exempt from federal regulation under the UIC Program, and the hydraulic fracturing process has been typically regulated by state or local governmental authorities. The EPA, however, has taken the position that certain aspects of hydraulic fracturing with fluids containing diesel fuel may be subject to regulation under the UIC Program, specifically as "Class II" UIC wells. In February 2014, the EPA released an interpretive memorandum to clarify UIC Program requirements under the SDWA for underground injection of diesel fuels in hydraulic fracturing for oil and gas extraction and issued technical guidance containing recommendations for EPA permit writers to consider in implementing these UIC "Class II" requirements. Among other things, the memorandum and technical guidance clarified that any owner or operator who injects diesel fuels in hydraulic fracturing for oil or gas extraction must obtain a UIC "Class II" permit before injection.

The U.S. Clean Air Act and comparable state laws regulate emissions of various air pollutants through air emissions permitting programs and the imposition of other requirements. These regulatory programs may require us to install expensive emissions abatement equipment, modify our operational practices and obtain permits for our existing operations, and before commencing construction on a new or modified source of air emissions, such laws may require us to reduce emissions at existing facilities. As a result, we may be required to incur increased capital and operating costs because of these regulations. We could be subject to administrative, civil and criminal penalties as well as injunctive relief for noncompliance with air permits or other requirements of the U.S. Clean Air Act and comparable state laws and regulations.

As part of our operations, we utilize or store petroleum products and other substances such as diesel fuel, lubricating oils and hydraulic fluid. We are subject to applicable requirements regarding the storage, use, transportation and disposal of these substances, including the relevant Spill Prevention, Control and Countermeasure requirements that the EPA imposes on us. Spills or releases may occur in the course of our operations, and we could incur substantial costs and liabilities as a result of such spills or releases, including those relating to claims for damage or injury to property and persons.

Additionally, some of our operations are located on properties that historically have been used in ways that resulted in the release of contaminants, including hazardous substances, into the environment, and we could be held liable for the remediation of such historical contamination. The Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), also known as the Superfund law, and comparable state laws impose joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of hazardous substances into the environment. These persons include the owner or operator of the site where the release occurred and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. Under CERCLA, such persons may be subject to liability

for the costs of cleaning up the hazardous substances, for damages to natural resources, and for the costs of certain health studies. In addition, it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment.

In addition, the Resource Conservation and Recovery Act (“RCRA”) and comparable state statutes regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Under the auspices of the EPA, the individual states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements. In the course of our operations, we generate industrial solid wastes that may be regulated as hazardous wastes.

Our operations may also be subject to broad environmental review under the National Environmental Policy Act (“NEPA”). NEPA requires federal agencies to evaluate the environmental impact of all “major federal actions” significantly affecting the quality of the human environment. The granting of a federal permit for a major development project, such as a mining operation, may be considered a “major federal action” that requires review under NEPA. Therefore, our projects may require review and evaluation under NEPA.

Federal agencies granting permits for our operations must also consider impacts to endangered and threatened species and their habitat under the Endangered Species Act. We also must comply with and are subject to liability under the Endangered Species Act, which prohibits and imposes stringent penalties for the harming of endangered or threatened species and their habitat. Federal agencies must also consider a project’s impacts on historic or archaeological resources under the National Historic Preservation Act, and we may be required to conduct archaeological surveys of project sites and to avoid or preserve historical areas or artifacts.

State and Local Regulation

Because our operations are located in numerous states, we are also subject to a variety of different state and local environmental review and permitting requirements. Some states in which our projects are located or are being developed have state laws similar to NEPA; thus, our development of new sites or the expansion of existing sites may be subject to comprehensive state environmental reviews even if they are not subject to NEPA. In some cases, the state environmental review may be more stringent than the federal review. Our operations may require state law based permits in addition to federal permits, requiring state agencies to consider a range of issues, many the same as federal agencies, including, among other things, a project’s impact on wildlife and their habitats, historic and archaeological sites, aesthetics, agricultural operations and scenic areas. Some states also have specific permitting and review processes for commercial silica mining operations, and states may impose different or additional monitoring or mitigation requirements than federal agencies. The development of new sites and our existing operations also are subject to a variety of local environmental and regulatory requirements, including land use, zoning, building and transportation requirements.

As demand for frac sand in the oil and natural gas industry has driven a significant increase in current and expected future production of commercial silica, some local communities have expressed concern regarding silica sand mining operations. These concerns have generally included exposure to ambient silica sand dust, truck traffic, water usage and blasting. In response, certain state and local communities have developed or are in the process of developing regulations or zoning restrictions intended to minimize dust from getting airborne, control the flow of truck traffic, significantly curtail the amount of practicable area for mining activities, provide compensation to local residents for potential impacts of mining activities and, in some cases, ban issuance of new permits for mining activities. To date, we have not experienced any material impact or disruption to our existing mining operations or planned capacity expansions as a result of these types of concerns.

We have a long history of positive engagement with the communities that surround our existing mining operations. We believe our relatively stable workforce and strong relationship with our employees help foster good relations with the communities in which we operate. Although additional regulatory requirements could negatively impact our business, financial condition and results of operations, we believe our existing operations may be less likely to be negatively impacted by virtue of our good community relations.

Planned expansion of our mining and production capacity in new communities could be more significantly impacted by increased regulatory activity. Difficulty or delays in obtaining or inability to obtain new mining permits or increased costs of compliance with future state and local regulatory requirements could have a material negative impact on our ability to grow our business. In an effort to minimize these risks, we continue to be engaged with local communities in order to grow and maintain strong relationships with residents and regulators.

Costs of Compliance

We may incur significant costs and liabilities as a result of environmental, health and safety requirements applicable to our activities. Failure to comply with environmental laws and regulations may result in the assessment of administrative, civil and criminal penalties, imposition of investigatory, cleanup and site restoration costs and liens, the denial or revocation of permits or other authorizations and the issuance of injunctions to limit or cease operations. Compliance with these laws and regulations may also increase the cost of the development, construction and operation of our projects and may prevent or delay the commencement or continuance of a given project. In addition, claims for damages to persons or property may result from environmental and other impacts of our activities.

The process for performing environmental impact studies and reviews for federal, state and local permits for our operations involves a significant investment of time and monetary resources. We cannot control the permit approval process. We cannot predict whether all permits required for a given project will be granted or whether such permits will be the subject of significant opposition. The denial of a permit essential to a project or the imposition of conditions with which it is not practicable or feasible to comply could impair or prevent our ability to develop a project. Significant opposition and delay in the environmental review and permitting process also could impair or delay our ability to develop a project. Additionally, the passage of more stringent environmental laws could impair our ability to develop new operations and have an adverse effect on our financial condition and results of operations. We do not expect any material capital expenditures due to current regulatory compliance obligations.

Availability of Reports; Website Access; Other Information

Our Internet address is <http://www.ussilica.com>. Through “Investors” — “Financial Information” on our home page, we make available free of charge our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our proxy statements, our current reports on Form 8-K, SEC Forms 3, 4 and 5 and any amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our reports filed with the SEC are also available on its website at <http://www.sec.gov>.

Stockholders may also request a free copy of these documents from: U.S. Silica Holdings, Inc., attn.: Investor Relations, 24275 Katy Freeway, Suite 600, Katy, Texas 77494.

Information about our Executive Officers

Bryan A. Shinn, age 62, has served as our Chief Executive Officer and a member of the Board since January 2012. He also served as our President from March 2011 to January 2020. Prior to assuming this position, Mr. Shinn was our Senior Vice President of Sales and Marketing from October 2009 to February 2011. Before joining us, Mr. Shinn was employed by the E. I. du Pont de Nemours and Company from 1983 to September 2009, where he held a variety of key leadership roles in operations, sales, marketing and business management, including Global Business Director and Global Sales Director. Mr. Shinn earned a B.S. in Mechanical Engineering from the University of Delaware.

Kevin J. Hough, age 59, has served as interim Executive Vice President and Chief Financial Officer since October 2023. He had previously served as our Vice President and Corporate Controller since 2016 and as our Corporate Controller since 2011. Previously, Mr. Hough was global controller at Rockwood Pigments for nine years and the Director of Financial Planning and Analysis in the power tools division of Black and Decker. He began his career in public accounting with KPMG. Mr. Hough holds a Bachelor’s of Science degree in Accounting from Le Moyne College. Mr. Hough had previously informed us of his intention to retire in 2024 and we will be conducting a search for a permanent Chief Financial Officer.

Jay Moreau, age 58, has served as an Executive Vice President and Chief Operating Officer since August 2023. Before joining us, Mr. Moreau was Chief Executive Officer of the U.S. Aggregates and Construction Materials operations of Holcim US from February 2019 to January 2023 and held positions of increasing responsibility, most recently Senior Vice President of Operations, at Martin Marietta Materials from 2011 to February 2019. Mr. Moreau holds a Bachelor of Science degree from Juniata College in Huntingdon, Pennsylvania.

Zach Carusona, age 37, was appointed as our Executive Vice President and President, Industrial & Specialty Products in August 2022. He served as Senior Vice President and President, Specialty Minerals from December 2018 until July 2022, Vice President of SandBox Logistics from August 2016 until December 2018, the Director, Strategic Planning from June 2015 to August 2016, and in various roles in our strategy group from 2011 through 2015. Mr. Carusona earned an MBA from the Kellogg School of Management at Northwestern University, and a B.S. in Mechanical Engineering from the University of Illinois, Urbana-Champaign.

J. Derek Ussery, age 39, was appointed as our Executive Vice President and President, Oil and Gas in August 2022. He served as the Senior Vice President and President, Oil and Gas from November 2019 to July 2022 and Chief Operating Officer of SandBox Logistics from January 2019 to November 2019. He previously served as Vice President, North America ESG at Tetra Technologies, from May 2018 to December 2018. From April 2013 to May 2018, he served in roles of increasing responsibility with Key Energy Services, culminating in his position as Vice President for the Eastern Region. Mr. Ussery earned a B.B.A. from Texas A&M University.

Stacy Russell, age 53, has served as U.S. Silica's Executive Vice President, General Counsel and Secretary since March 2023. She served as the Senior Vice President, General Counsel and Secretary from January 2020 to March 2023. Prior to this role, Ms. Russell was the General Counsel for our Oil & Gas Proppants segment. She was previously Of Counsel at Boyar Millar from July 2018 to May 2019. From October 2010 to January 2018, she served as the Managing Counsel for the Litigation and HSE law groups at Halliburton Company. Ms. Russell earned B.A. in Government from the University of Texas and her J.D. from the University of Houston.

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described below and elsewhere in this Annual Report on Form 10-K. You should carefully consider the risk factors set forth below as well as the other information contained in this Annual Report on Form 10-K in connection with evaluating our business and our securities. The categorization of risks set forth below is meant to help you better understand the risks facing our business and is not intended to limit consideration of the possible effects of these risks to the listed categories, nor is it meant to imply that one category of risks is more material than another. Any adverse effects related to the risks discussed below may, and likely will, adversely affect many aspects of our business.

Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our stock price, business, results of operations or financial condition. Certain statements in these risk factors are forward-looking statements.

Risks Related to Market, Competition, & Sales

The global economic environment has recently created market uncertainty and volatility.

The global economic environment has recently created market uncertainty and volatility. Global financial conditions remain subject to sudden and rapid destabilization. A slowdown in the financial markets or other economic conditions, including but not limited to, global supply chain issues, inflation, increasing interest rates, fuel and energy costs, business conditions, lack of available credit, the state of the financial markets and tax rates, may adversely affect our business, financial condition and results of operations.

For example, recent inflation, including increases in freight rates, prices for energy and other costs, has adversely impacted us. Sustained inflation could result in higher costs for transportation, material, supplies and labor. Our efforts to recover inflation-based cost increases from our customers may be hampered as a result of the structure of our contracts and the contract bidding process as well as the competitive industries, economic conditions and countries in which we operate.

The continued or future occurrence of any of these market trends could have a material adverse effect on our business, financial condition and results of operations.

Our frac sand mining and logistics operations depend on the level of activity in the oil and natural gas industries, which experience substantial volatility.

Our operations that produce and transport frac sand are materially dependent on the levels of activity in natural gas and oil exploration, development and production. More specifically, the demand for the frac sand we produce is closely related to the number of natural gas and oil wells completed in geological formations where sand-based proppants are used in fracture treatments. These activity levels are affected by both short and long-term trends in natural gas and oil prices. In recent years, natural gas and oil prices and, therefore, the level of exploration, development and production activity, have experienced significant volatility.

When oil and natural gas prices decrease, exploration and production companies may reduce their exploration, development, production and well completion activities. During such periods, demand for our products and services which

supply oil and natural gas wells, including our transportation and logistics solutions, may decline, leading to a decline in the market price of frac sand due to an oversupply of frac sand. When demand for frac sand increases, there may not be a corresponding increase in the prices for our products or our customers may not increase use of our products, which could have a material adverse effect on our business, financial condition and results of operations.

Worldwide economic, political and military events, including war, terrorist activity, events in the Middle East and initiatives by the Organization of the Petroleum Exporting Countries (“OPEC”), have contributed, and are likely to continue to contribute, to oil and natural gas price volatility. Additionally, warmer than normal winters in North America and other weather patterns may adversely impact the short-term demand for natural gas and, therefore, demand for our products. Reduction in demand for natural gas to generate electricity could also adversely impact the demand for frac sand. In addition, any future decrease in the rate at which oil and natural gas reserves are discovered or developed, whether due to increased governmental regulation, limitations on exploration and drilling activity, technological innovations that result in new processes for oil and gas production that do not require proppants, or other factors, could adversely affect the demand for our products, even in a stronger natural gas and oil price environment. The continued or future occurrence of any of these risks could have a material adverse effect on our business, financial condition and results of operations.

A public health crisis or global outbreak of disease could materially and adversely affect our business, financial condition and results of operations.

A public health crisis, including pandemics, have previously adversely impacted our business and results of operations. A public health crisis, including a pandemic similar in nature to COVID-19, could affect our business in a number of ways, including but not limited to:

- disruptions or restrictions on our employees' ability to work;
- temporary closures or disruptions at our mines and processing plants or the facilities of our customers could reduce demand for our products or affect our ability to timely meet our customers' orders and negatively impact our supply chain; and
- the failure of third parties on which we rely, including our customers, contractors, commercial banks, transportation service providers and external business partners, to meet their respective obligations to us, or significant disruptions in their ability to do so, which may be caused by their own financial or operational difficulties.

For instance, the COVID-19 pandemic negatively affected our business and ongoing global impacts have negatively affected our sales, volumes, operating costs, and financial results to varying degrees and could continue to negatively affect our results of operations, cash flows, and financial position in the future.

The impact of any future contagious disease or other adverse public health developments could also exacerbate other risks discussed elsewhere in this section of this report, any of which could have a material adverse effect on us.

Our industrial materials operations are subject to the cyclical nature of our customers' businesses.

The majority of our industrial products customers are engaged in industries that have historically been cyclical, such as glassmaking, building products, foundry products, and paint. During periods of economic slowdown in one or more of the industries or geographic regions we serve or in the worldwide economy, our customers often reduce their production and capital expenditures by deferring or canceling pending projects, even if such customers are not experiencing financial difficulties. These developments can have an adverse effect on sales of our products and our results of operations.

Demand in many of the end markets for our industrial products is driven by cyclical industries, such as construction and automotive. For example, the flat glass market depends on the automotive and commercial and residential construction and remodeling markets; the market for commercial silica used to manufacture building products is driven primarily by demand in the construction markets; the market for foundry silica depends on the rate of automobile, light truck and heavy equipment production as well as construction; and the market for diatomaceous earth, perlite, clay and cellulose is driven by agricultural, food and beverage, chemical industries, filtration, catalyst and absorbent applications. When demand from one of these cyclical industries decreases, demand for the products we sell to customers in that industry may also decrease. When demand from one of these cyclical industries increases, however, there may not be a corresponding increase in the prices for our products or our customers may not increase the use of our products due to factors such as the use of recycled glass in glass production; substitution of our products for other materials; changes in residential and commercial construction demands, driven in part by fluctuating interest rates and demographic shifts; prices, availability and other factors relating to our products; competitors both locally and internationally; and other factors.

Weakness in the industries we serve has had, and may have in the future, an adverse effect on sales and our results of operations. A continued or renewed economic downturn in one or more of the industries or geographic regions that we serve, or in the worldwide economy, could cause actual results of operations to differ materially from historical and expected results.

Our sales, profitability and operations could be materially affected by weather conditions, seasonality and other factors.

Our sales and profitability from period to period are affected by a variety of factors, including weather conditions and seasonal periods. As a result, our results of operations may fluctuate on a quarterly basis and relative to corresponding periods in prior years. For example, we sell more of our products in the second and third quarters in the building products and recreation end markets due to the seasonal rise in construction driven by more favorable weather conditions. Conversely, we sell fewer of our products in the first and fourth quarters in these end markets due to reduced construction and recreational activity largely as a result of adverse weather conditions. These fluctuations in our operating results may render period-to-period comparisons less meaningful, and investors in our securities should not rely on the results of any one period as an indicator of performance in any other period.

In addition, severe seasonal or weather conditions, potentially exacerbated by climate change, may impact our operations by causing weather-related damage to our facilities and equipment or preventing us from delivering equipment, personnel or products to job sites, any of which could force us to delay or curtail services and potentially breach our contractual obligations or result in a loss of productivity, an increase in operating costs or other losses that may not be covered by applicable insurance policies. Severe weather conditions may also interfere with our customers' operations, which could reduce our customers' demand for our products. If any of these risks were to occur, it could have a material adverse effect on our business, financial condition and results of operations. Moreover, changing weather patterns, due to climate-warming trends and other effects of climate change or other causes, may lead to the increased frequency, severity or unpredictability of extreme weather events, which could intensify these risks.

A significant portion of our sales is generated at four of our plants. Any adverse developments at any of those plants or in the end markets those plants serve could have a material adverse effect on our business, financial condition, and results of operations.

A significant portion of our sales is generated at our plants located in Ottawa, Illinois; Lamesa, Texas; Lovelock, Nevada; and Crane County, Texas. These plants represented a combined 29% of our total sales in 2023. Any adverse development at these plants or in the end markets these plants serve, including adverse developments due to catastrophic events or weather, decreased demand for commercial silica products, or a decrease in the availability of transportation services or adverse developments affecting our customers, could have a material adverse effect on our business, financial condition and results of operations.

We may be adversely affected by decreased demand for frac sand or the development of effective alternative proppants or new processes to replace hydraulic fracturing.

Frac sand is a proppant used in the completion and re-completion of natural gas and oil wells through hydraulic fracturing. Frac sand is the most commonly used proppant and is less expensive than ceramic proppant, which is also used in hydraulic fracturing to stimulate and maintain oil and natural gas production. A significant shift in demand from frac sand to other proppants, such as ceramic proppants, the development and use of other effective alternative proppants, or the development of new alternative energy processes to replace hydraulic fracturing altogether, could cause a decline in demand for the frac sand we produce and could have a material adverse effect on our business, financial condition and results of operations.

Our future performance will depend on our ability to succeed in competitive markets, and on our ability to appropriately react to potential fluctuations in demand for and supply of our products.

We operate in a highly competitive market that is characterized by a small number of large, national producers and a larger number of small, regional or local producers. Competition in the industry is based on price, consistency and quality of product, site location, distribution capability, customer service, reliability of supply, breadth of product offering and technical support. Because transportation costs are a significant portion of the total cost to customers of commercial silica (in many instances transportation costs can represent more than 50% of delivered cost), the commercial silica market is typically local, and competition from beyond the local area is limited. Notable exceptions to this are the frac sand and fillers and extenders markets, where certain product characteristics are not available in all deposits and not all plants have the requisite processing capabilities, necessitating that some products be shipped for extended distances.

Because the markets for our products are typically local, we also compete with smaller, regional or local producers in addition to the other national producers. There typically is an increasing number of small producers servicing the frac sand market when there is increased demand for hydraulic fracturing services. If demand for hydraulic fracturing services decreases and the supply of frac sand available in the market increases, prices in the frac sand market could continue to materially decrease as less efficient producers exit the market, selling frac sand at below market prices. Furthermore, our competitors may choose to consolidate, which could provide them with greater financial and other resources than us and negatively impact demand for our frac sand products. In addition, oil and natural gas exploration and production companies and other providers of hydraulic fracturing services may acquire their own frac sand reserves, expand their existing frac sand production capacity or otherwise fulfill their own proppant requirements, and existing or new frac sand producers could add to or expand their frac sand production capacity, which would negatively impact demand for our frac sand products.

With regards to our international sales and operations, our performance is also subject to currency exchange fluctuations. In addition, our ability to sell and deliver our products to, and collect payment from, our international customers depends on fund transfer and trade restrictions and import/export duties, the ability to import and export goods, and fluctuating policies on tariffs on a number of goods that could impact our operations. These factors and uncertainties may cause our international customers to seek out producers who are not located in the United States to fulfill their commercial silica requirements or may otherwise make it more difficult for us to compete with international producers.

If our customers delay or fail to pay a significant amount of our outstanding receivables, it could have a material adverse effect on our business, liquidity, financial condition and results of operations.

We bill our customers for our products in arrears and are, therefore, subject to credit risks if our customers delay or fail to pay our invoices. In weak economic environments, we have experienced increased delays or failures due to, among other reasons, a reduction in our customers' cash flow from operations and ability to access the credit markets. In addition, some of our customers have experienced financial difficulties, including insolvency or bankruptcy proceedings, in which cases we have not been able to collect sums owed to us or have received significantly less than expected, and we may be required to refund pre-petition amounts paid to us during a specified period prior to the bankruptcy filing. Furthermore, we may experience longer collection cycles with our international customers due to foreign fund transfer restrictions, and we may have difficulty enforcing agreements and collecting accounts receivable from our international customers through a foreign country's legal system. If our customers delay or fail to pay us a significant amount of our outstanding receivables, it could have a material adverse effect on our business, liquidity financial condition, and results of operations.

A large portion of our sales is generated by our top ten customers, and the loss of or a significant reduction in purchases by our largest customers could adversely affect our results of operations.

Our ten largest customers accounted for approximately 44%, 40% and 40% of total sales during the years ended December 31, 2023, 2022 and 2021, respectively. As a result of market conditions, competition or other factors, these customers may not continue to purchase the same levels of our products in the future, if at all. Substantial reductions in purchase volumes across these customers could have a material adverse effect on our business, financial condition and results of operations.

Operational Risks

Our operations are subject to risks and dangers inherent to mining, some of which are beyond our control, and some of which may not be covered by insurance.

Our mining, processing and production facilities are subject to risks normally encountered in the commercial silica and earth minerals industries, many of which are not in our control. In addition to the other risks described in these risk factors, these risks include:

- unanticipated ground, grade or water conditions;
- unusual or unexpected geological formations or pressures;
- pit wall failures, underground roof falls or surface rock falls;
- environmental hazards;
- physical plant security breaches;
- inability to acquire or maintain necessary permits or mining or water rights;
- failure to maintain dust controls and meet restrictions on respirable crystalline silica dust;
- restrictions on blasting operations;
- failures in quality control systems or training programs;
- technical difficulties or key equipment failures;

- inability to obtain necessary mining or production equipment or replacement parts;
- fires, explosions or industrial accidents or other accidents; and
- facility shutdowns in response to environmental regulatory actions.

Any of these risks could result in damage to, or destruction of, our mining properties or production facilities, personal injury, environmental damage, delays in mining or processing, losses or possible legal liability. Any prolonged downtime or shutdowns at our mining properties or production facilities could have a material adverse effect on our business, financial condition, and results of operations.

Not all of these risks are reasonably insurable, and our insurance coverage contains limits, deductibles, exclusions and endorsements. Our insurance coverage may not be sufficient to meet our needs in the event of loss and any such loss may have a material adverse effect on our business, financial condition and results of operations.

Diminished access to water may adversely affect our operations.

The mining and processing activities in which we engage at a number of our facilities require significant amounts of water, and some of our facilities are located in areas that are water-constrained. We may not be able obtain water rights sufficient to service our current activities or to service any properties we may develop or acquire in the future. Moreover, the amount of water we are entitled to use pursuant to our water rights must be determined by the appropriate regulatory authorities, and these authorities may amend the regulations affecting our water rights, increase the cost of maintaining our water rights or reduce or eliminate our existing water rights, in which case we may be unable to retain these rights. Furthermore, our existing water rights could be disputed. Any such changes in laws, regulations or government policy and related interpretations pertaining to water rights or any successful claim that we lack appropriate water rights may alter our operating costs or the environment in which we do business, which may negatively affect our financial condition and results of operations.

Increasing costs, a lack of dependability or availability of transportation services, transload network access or infrastructure or an oversupply of transportation services could have a material adverse effect on our business, financial condition, and results of operations.

Because of the relatively low cost of producing commercial silica, transportation and related costs, including freight charges, fuel surcharges, transloading fees, switching fees, railcar lease costs, demurrage costs and storage fees, tend to be a significant component of the total delivered cost of sales. The high relative cost of transportation related expense tends to favor manufacturers located in close proximity to the customer. As a result, if we expand our commercial silica production to new geographic markets, we could need increased transportation services and transload network access and would be subject to higher overall costs for these services. We contract with truck, rail and barge services to move commercial silica from our production facilities to transload sites and our customers, and increased costs under these contracts could adversely affect our results of operations. In addition, we bear the risk of non-delivery under our contracts. Labor disputes, derailments, adverse weather conditions or other environmental events, shortages in the railcar leasing market or changes to rail freight systems could interrupt or limit available transportation services. A significant increase in transportation service rates, a reduction in the dependability or availability of transportation or transload services, or relocation of our customers' businesses to areas farther from our plants or transloads could impair our ability to deliver our products economically to our customers and to expand to new markets. Further, reduced demand for commercial silica sometimes results in railcar over-capacity, requiring us to pay railcar storage fees while, at the same time, continuing to make lease payments for those railcars in storage, which can have a material adverse effect on our business, financial condition and results of operations.

Our operations consume large amounts of natural gas, electricity and diesel fuel. An increase in the price or a significant interruption in the supply of these or any other energy sources could have a material adverse effect on our business, financial condition, and results of operations.

Energy costs, primarily natural gas and electricity, represented approximately 4%, 5% and 5% of our total sales in 2023, 2022 and 2021, respectively. Natural gas is the primary fuel source used for drying in the commercial silica production process. In addition, our operations are dependent on earthmoving equipment, railcars and tractor trailers, and diesel fuel costs are a significant component of the operating expense of these vehicles. To the extent that we perform these services with equipment that we own, we are responsible for buying and supplying the diesel fuel needed to operate these vehicles, which currently represents less than 1% of total cost of sales. To the extent that these services are provided by independent contractors, we may be subject to fuel surcharges that attempt to recoup increased diesel fuel expenses. Our profitability is impacted by the price and availability of these energy sources. The price and supply of diesel fuel and natural gas are unpredictable and can fluctuate significantly based on international political and economic circumstances, as well as other events outside our control, such as

changes in supply and demand due to weather conditions, actions by OPEC and other oil and natural gas producers, regional production patterns and environmental concerns. In addition, potential climate change regulations or carbon or emissions taxes could result in higher production costs for energy, which may be passed on to us in whole or in part or could reduce supply. In the past, the price of natural gas has been extremely volatile, and we believe this volatility may continue. In order to manage this risk, we have hedged natural gas prices through the use of derivative financial instruments and may enter into additional hedges in the future. However, these measures carry different risks (including nonperformance by counterparties) and do not in any event entirely eliminate the risk of decreased margins as a result of energy price increases. A significant increase in the price of energy that is not recovered through an increase in the price of our products or covered through our hedging arrangements or an interruption in the supply of the energy sources we use could have a material adverse effect on our business, financial condition and results of operations.

Certain of our contracts contain provisions requiring us to deliver products that meet certain specifications. Noncompliance with these contractual obligations may result in penalties or termination of the agreements.

In certain instances, we commit to deliver products under penalty of nonperformance. These obligations can require that we deliver products or services that meet certain specifications that a customer may designate. Our inability to meet these contract requirements may permit the counterparty to terminate the agreements, return products that fail to meet a customer's quality specifications, or require us to pay a fee equal to the difference between the amount contracted for and the amount delivered. Further, we may not be able to sell some of our products developed for one customer to a different customer because the products may be customized to meet specific customer quality specifications, and even if we are able to sell these products to another customer, our margin on these products may be reduced. Moreover, any inability to deliver products or services that meet customer requirements could harm our relationships with these customers and our reputation generally. In such events, our business, financial condition and results of operations may be materially adversely affected.

Inaccuracies in our estimates of mineral reserves and resource deposits, or deficiencies in our title to those deposits, could result in our inability to mine the deposits or require us to pay higher than expected costs.

We base our mineral reserve and resource estimates on engineering, economic and geological data assembled and analyzed by our mining engineers, which are reviewed periodically by outside firms. However, commercial silica reserve estimates can be imprecise and depend to some extent on statistical inferences drawn from available drilling data, which may prove unreliable. There are numerous uncertainties inherent in estimating quantities and qualities of commercial silica reserves and non-reserve commercial silica deposits and costs to mine recoverable reserves, many of which are beyond our control and any of which could cause actual results to differ materially from our expectations. These uncertainties include:

- geological and mining conditions and/or effects from prior mining that may not be fully identified by available data or that may differ from experience;
- assumptions regarding the effectiveness of our mining, quality control and training programs;
- assumptions concerning future prices of commercial silica products, operating costs, mining technology improvements, development costs and reclamation costs; and
- assumptions concerning future effects of regulation, including the issuance of required permits and taxes by governmental agencies.

In addition, title to, and the area of, mineral properties and water rights may be disputed. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that we do not have title to one or more of our properties or lack appropriate water rights could cause us to lose any rights to explore, develop and extract any minerals on that property, without compensation for our prior expenditures relating to such property. Any inaccuracy in our estimates related to our mineral reserves and non-reserve mineral deposits, or our title to such deposits, could result in our inability to mine the deposits or require us to pay higher than expected costs.

Our business and operations could suffer in the event of cybersecurity breaches, information technology system failures, or network disruptions.

We rely on our information technology systems to process transactions, summarize our operating results and manage our business. Our information technology systems are subject to damage or interruption from power outages; computer and telecommunications failures; computer viruses; cyberattack or other security breaches; catastrophic events, such as fires, floods, earthquakes, tornadoes, hurricanes, acts of war or terrorism; and usage errors by our employees. If our information technology systems are damaged or cease to function properly, we may need to make a significant investment to fix or replace them, and we may suffer loss of critical data and interruptions or delays in our operations.

We have experienced attempts by unauthorized agents to gain access to our computer systems through the internet, e-mail and other access points, which generally continue to increase due to evolving threats and our expanding information technology footprint. While to date none of these incidents has had a material impact on us, we expect to continue to be targeted in the future. Our risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, the current global economic and political environment, the outsourcing of some of our business operations, the ongoing shortage of qualified cybersecurity professionals, and the interconnectivity and interdependence of third parties to our systems. In recognition of these heightened risks, our management team updates our Board of Directors quarterly on material cybersecurity risks which might impact us. See Item 1C. Cybersecurity of this Annual Report on Form 10-K for additional detail regarding the programs, policies and procedures we have in place to identify, prevent and detect any unauthorized access.

The systems we employ to detect and prevent cyberattacks may be insufficient to protect us from an incident or to allow us to minimize the magnitude and effects of such incident for a significant period of time. The occurrence of a cyberattack, breach, unauthorized access, misuse, computer virus or other cybersecurity event could jeopardize our systems or result in the unauthorized disclosure, gathering, monitoring, misuse, corruption, loss or destruction of confidential and other information that belongs to us, our customers, our counterparties, third-party service providers or borrowers that is processed and stored in, and transmitted through, our computer systems and networks. Any such event could result in significant losses, loss of customers and business opportunities, reputational damage, litigation, regulatory fines, penalties or intervention, reimbursement or other compensatory costs, or otherwise adversely affect our business, financial condition or results of operations.

Mine closures entail substantial costs, and if we close one or more of our mines sooner than anticipated, our results of operations may be adversely affected.

We base our assumptions regarding the life of our mines on detailed studies that we perform from time to time, but our studies and assumptions do not always prove to be accurate. If we close any of our mines sooner than expected, sales will decline unless we are able to increase production at any of our other mines, which may not be possible. The closure of an open pit mine may also involve significant fixed closure costs, including accelerated employment legacy costs, severance-related obligations, reclamation and other environmental costs and the costs of terminating long-term obligations, including energy contracts and equipment leases. We accrue for the costs of reclaiming open pits, stockpiles, tailings ponds, roads and other mining support areas over the estimated mining life of our properties. If we were to reduce the estimated life of any of our mines, the fixed mine closure costs could be applied to a shorter period of production, which would increase production costs per ton produced and could materially and adversely affect our business, results of operations and financial condition.

Applicable statutes and regulations require that mining property be reclaimed following a mine closure in accordance with specified standards and an approved reclamation plan. The plan addresses matters such as the removal of facilities and equipment, re-grading, prevention of erosion and other forms of water pollution, re-vegetation and post-mining land use. Complying with these plans has had, and will continue to have, a significant effect on our business. Some environmental laws impose substantial penalties for noncompliance with a reclamation plan, and others, such as the CERCLA, impose strict, retroactive and joint and several liability for the remediation of releases of hazardous substances. We may be required to post a surety bond or other form of financial assurance equal to the anticipated cost of reclamation as set forth in the approved reclamation plan. The inability to acquire, maintain or renew such financial assurances could subject us to fines or the revocation of our operating permits. The establishment of the final mine closure reclamation liability is based on permit requirements and requires various estimates and assumptions, principally associated with reclamation costs and production levels. If our accruals for expected reclamation and other costs associated with mine closures for which we will be responsible were later determined to be insufficient, our business, results of operations and financial condition would be adversely affected.

Legal & Compliance Risks

We are subject to numerous environmental regulations that impose significant costs and liabilities, which could increase under potential future regulations or more stringent enforcement of existing regulations.

We are subject to a variety of federal, state and local environmental laws and regulations affecting the mining and mineral processing industry, including, among others, those relating to environmental permitting and licensing, plant and wildlife protection, wetlands protection, air and water emissions, greenhouse gas emissions, water pollution, waste management, remediation of soil and groundwater contamination, land use, reclamation and restoration of properties, hazardous materials and natural resources. These laws and regulations have had, and will continue to have, a significant effect on our business. Some environmental laws impose substantial penalties for noncompliance, and others, such as CERCLA, impose strict, retroactive and joint and several liability for the remediation of releases of hazardous substances.

Environmental requirements, and the interpretation and enforcement of these requirements, change frequently and have tended to become more stringent over time. Future environmental laws and regulations could restrict our ability to expand our facilities or extract our mineral deposits or could require us to acquire costly equipment or to incur other significant expenses in connection with our business. The costs associated with complying with such requirements, could have a material adverse effect on our business, financial condition and results of operations.

For example, greenhouse gas emissions regulation is becoming more rigorous, and concerns about climate change could cause this trend to continue or intensify. We expect to be required to report annual greenhouse gas emissions from our operations to the EPA, and additional greenhouse gas emission-related requirements are in various stages of development at the international, federal, state, regional and local levels. The U.S. Congress has considered, and may adopt in the future, various legislative proposals to address climate change, including a nationwide limit on greenhouse gas emissions. Any regulation of greenhouse gas emissions, including, for example, through a cap-and-trade system, technology mandate, emissions tax, reporting requirement, new permit requirement or other program, could curtail our operations, significantly increase our operating costs, impair demand for our products or otherwise adversely affect our business, financial condition, reputation and performance.

Additionally, various state, local and foreign governments have implemented, or are considering, increased regulatory oversight of hydraulic fracturing through additional permitting requirements, operational restrictions, disclosure requirements and temporary or permanent bans on hydraulic fracturing. A significant portion of our business supplies frac sand to hydraulic fracturing operators in the oil and natural gas industry. Although we do not directly engage in hydraulic fracturing activities, our customers purchase our frac sand for use in their hydraulic fracturing operations. There is significant federal oversight of these operations by the EPA, Bureau of Land Management (“BLM”), and Department of Energy (“DOE”). A number of local municipalities across the United States have also instituted measures resulting in temporary or permanent bans on or otherwise limiting or delaying hydraulic fracturing in their jurisdictions. Additionally, a number of states have enacted legislation or issued regulations that impose various disclosure requirements on hydraulic fracturing operators. Such moratoriums, bans, disclosure obligations, and other regulatory actions could make it more difficult to conduct hydraulic fracturing operations and increase our customers’ cost of doing business, which could negatively impact demand for our frac sand products. In addition, heightened political, regulatory and public scrutiny of hydraulic fracturing practices could potentially expose us or our customers to increased legal and regulatory proceedings, and any such proceedings could be time-consuming, costly or result in substantial legal liability or significant reputational harm. Any such developments could have a material adverse effect on our business, financial condition and results of operations, whether directly or indirectly.

If we or our customers are not able to obtain and maintain necessary permits, our results of operations could suffer.

We hold numerous governmental, environmental, mining and other permits and approvals authorizing operations at each of our facilities. Our future success depends on, among other things, our ability, and the ability of our customers, to obtain and maintain the necessary permits and licenses required to conduct operations. In order to obtain permits and renewals of permits in the future, we may be required to prepare and present data to governmental authorities pertaining to the impact that any proposed exploration or production activities may have on the environment. Compliance with these regulatory requirements is expensive and significantly lengthens the time needed to conduct operations. Additionally, obtaining or renewing required permits is sometimes delayed, conditioned or prevented due to community opposition, opposition from other parties, the location of existing or proposed third-party operations, or other factors beyond our control. The denial of a new or renewed permit essential to our operations, delays in the environmental review and permitting process, significant opposition to a permit by third parties or the imposition of conditions in order to acquire the permit could impair our ability to continue operations at the affected facilities, delay those operations, or involve significant unplanned costs, any of which could adversely affect our business, financial condition and results of operations.

We are subject to regulations that impose stringent health and safety standards on numerous aspects of our operations.

Multiple aspects of our operations are subject to health and safety standards, including our mining operations, our trucking operations, and employee exposure to crystalline silica.

Our mining operations are subject to the Mine Act, as amended by the Mine Improvement and New Emergency Response Act of 2006, which imposes stringent health and safety standards on numerous aspects of mineral extraction and processing operations, including the training of personnel, operating procedures, operating equipment and other matters. Our operating locations are regularly inspected by the MSHA for compliance with the Mine Act.

The DOT and various state agencies exercise broad powers over our trucking services, generally governing matters including authorization to engage in motor carrier service, equipment operation, safety, and financial reporting. In addition, our

operations must comply with the Fair Labor Standard Act, which governs such matters as wages and overtime, and which is administered by the Department of Labor (“DOL”). We may be audited periodically by the DOT or the DOL to ensure that we are in compliance with these safety, hours-of-service, wage and other rules and regulations.

We are also subject to laws and regulations relating to human exposure to crystalline silica. Several federal and state regulatory authorities, including MSHA and OSHA, may continue to propose changes to their regulations regarding workplace exposure to crystalline silica, such as permissible exposure limits, required controls and personal protective equipment. Our failure to comply with existing or new health and safety standards, or changes in such standards or the interpretation or enforcement thereof, could require us or our customers to modify operations or equipment, shut down some or all operating locations, impose significant restrictions on our ability to conduct operations or otherwise have a material adverse effect on our business, financial condition and results of operations.

Silica-related health issues and litigation could have a material adverse effect on our business, reputation and results of operations.

The inhalation of respirable crystalline silica is associated with the lung disease silicosis. There is evidence of an association between crystalline silica exposure or silicosis and lung cancer and possible association with other diseases, including immune system disorders such as scleroderma. These health risks have been, and may continue to be, a significant issue confronting the commercial silica industry. Concerns over silicosis and other potential adverse health effects, as well as concerns regarding potential liability from the use of silica, may have the effect of discouraging our customers’ use of our silica products. The actual or perceived health risks of mining, processing and handling silica could materially and adversely affect silica producers, including us, through reduced use of silica products, the threat of product liability or employee lawsuits, increased scrutiny by federal, state and local regulatory authorities of us and our customers or reduced financing sources available to the commercial silica industry.

Since at least 1975, we and/or our predecessors have been named as a defendant, usually among many defendants, in numerous product liability lawsuits brought by or on behalf of current or former employees of our customers alleging damages caused by silica exposure. Almost all of the claims pending against us arise out of the alleged use of our silica products in foundries or as an abrasive blast media, involve various other defendants and have been filed in the States of Texas, Louisiana and Mississippi, although some cases have been brought in many other jurisdictions over the years. For further information about material pending proceedings, see Item 3. Legal Proceedings of this Annual Report on Form 10-K. The silica-related litigation brought against us to date and associated litigation costs, settlements and verdicts have not resulted in a material liability to us to date, and we presently maintain insurance policies where available. However, we continue to have silica exposure claims filed against us, including claims that allege silica exposure for periods or in areas not covered by insurance, and the costs, outcome and impact to us of any pending or future claims is not certain. Any such pending or future claims or inadequacies of our insurance coverage could have a material adverse effect on our business, reputation, financial condition and results of operations.

Due to the international nature of parts of our business, we are subject to both U.S. and foreign regulations that could negatively impact our business.

In addition to U.S. laws and regulations, we are also subject to regulation in non-U.S. jurisdictions in which we conduct business, including with respect to environmental, employee and other matters. The requirements for compliance with these laws and regulations may be unclear or indeterminate and may involve significant costs, including additional capital expenditures or increased operating expenses, or require changes in business practice, in each case that could result in reduced profitability for our business. Our need to comply with these foreign laws and regulations may provide an advantage to competitors who are not subject to comparable restrictions or may restrict our ability to take advantage of growth opportunities. In addition, because the laws and regulations in different jurisdictions can vary substantially, we may be required to undertake different steps or otherwise experience increased costs or other challenges in order to comply with the laws and regulations in each of the multiple jurisdictions in which we operate.

In addition, the United States regulates our international operations through various statutes, including the U.S. Foreign Corrupt Practices Act (“FCPA”). The FCPA and similar anti-bribery laws in other jurisdictions generally prohibit U.S.-based companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. We operate in parts of the world that experience government corruption to some degree, and, in certain circumstances, compliance with anti-corruption laws may conflict with local customs and practices. Although we maintain policies, procedures and controls and deliver training designed to ensure compliance with anti-corruption laws, such efforts may not be sufficient to protect us from liability under these laws.

If we are found to be liable for regulatory violations related to our international operations, we could suffer from criminal or civil penalties or other sanctions, any of which could have a material adverse effect on our business, financial condition, and results of operations.

Strategic & General Business Risks

We must effectively manage our production capacity so that we can appropriately react to fluctuations in demand for our products.

To meet rapidly changing demand in the markets we serve, we must effectively manage our resources and production capacity. During periods of decreasing demand we must be able to appropriately align our cost structure with prevailing market conditions and effectively manage our mining operations. Our ability to rapidly and effectively reduce our cost structure in response to such downturns is limited by the fixed nature of many of our expenses in the near term and by our need to continue to invest in maintaining reserves and production capabilities. Conversely, when upturns occur in the markets we serve, we may have difficulty rapidly and effectively increasing our production capacity or incur substantial costs related to restarting idled facilities or executing other expansion plans. A failure to timely and appropriately adapt our resources, costs and production capacity to changes in our business environment could have a material adverse effect on our business, financial condition, and results of operations.

If we cannot successfully complete acquisitions or integrate acquired businesses, our growth may be limited, and our financial condition may be adversely affected.

Our business strategy includes supplementing internal growth by pursuing acquisitions of complementary businesses. Any acquisition involves potential risks, including, among other things:

- the validity of our assumptions about mineral reserves, future production, sales, capital expenditures, operating expenses and costs, including synergies;
- an inability to successfully integrate the businesses we acquire;
- the use of a significant portion of our available cash or borrowing capacity to finance acquisitions and the subsequent decrease in our liquidity, or the use of equity securities to fund an acquisition and the resulting dilution to our existing stockholders;
- a significant increase in our interest expense or financial leverage if we incur additional debt to finance acquisitions;
- the assumption of unknown liabilities, losses or costs for which we are not indemnified or for which our indemnity is inadequate;
- the diversion of management's attention from other business concerns;
- an inability to hire, train or retain qualified personnel to manage and operate any growth in our business and assets;
- the incurrence of other significant charges, such as impairment of goodwill or other intangible assets, asset devaluation or restructuring charges;
- unforeseen difficulties encountered in operating in new geographic areas or other new markets;
- customer or key employee losses at the acquired businesses; and
- the accuracy of data obtained from production reports and engineering studies, geophysical and geological analyses and other information used when deciding to acquire a property, the results of which are often inconclusive and subject to various interpretations.

We may need to recognize impairment charges related to goodwill, identifiable intangible assets, and fixed assets, in which case our net earnings and net worth could be materially adversely affected.

Under the acquisition method of accounting, net assets acquired are recorded at fair value as of the acquisition date, with any excess purchase price allocated to goodwill. Our acquisitions have resulted in significant balances of goodwill and identifiable intangible assets. There is significant judgment required in the analysis of a potential impairment of goodwill, identified intangible assets and fixed assets. If, as a result of a general economic slowdown, deterioration in one or more of the markets in which we operate, impairment in our financial performance and/or future outlook or decline in our market capitalization due to other factors, the estimated fair value of our long-lived assets or goodwill decreases, we may determine that one or more of our long-lived assets or our goodwill is impaired. Any such impairment charge would be determined based on the estimated fair value of the assets and could have a material adverse effect on our financial condition, and results of operations.

Failure to protect our intellectual property rights may undermine our competitive position, and protecting our rights or defending against third-party allegations of infringement may be costly.

Our commercial success depends on our proprietary information and technologies, know-how and other intellectual property. Because of the technical nature of our business, we rely primarily on patents, trade secrets, trademarks and contractual restrictions to protect our intellectual property rights. The measures we take to protect our patents, trade secrets and other intellectual property rights may be insufficient. In addition, certain non-U.S. jurisdictions where we operate offer limited intellectual property protections relative to the United States. Failure to protect, monitor and control the use of our existing intellectual property rights could cause us to lose our competitive advantage and incur significant expenses. It is possible that our competitors or others could independently develop the same or similar technologies or otherwise obtain access to our unpatented technologies. In such case, our patents and trade secrets would not prevent third parties from competing with us. Furthermore, third parties or employees may infringe or misappropriate our proprietary technologies or other intellectual property rights. Policing unauthorized use of intellectual property rights can be difficult and expensive, and adequate remedies may not be available.

In addition, third parties may claim that our products infringe or otherwise violate their patents or other proprietary rights and seek corresponding damages or injunctive relief. Defending ourselves against such claims, with or without merit, could be time-consuming and result in costly litigation. An adverse outcome in any such litigation could subject us to significant liability to third parties (potentially including treble damages) or temporary or permanent injunctions prohibiting the manufacture or sale of our products, the use of our technologies or the conduct of our business. Any adverse outcome could also require us to seek licenses from third parties (which may not be available on acceptable terms, or at all) or to make substantial one-time or ongoing royalty payments. Protracted litigation could also result in our customers or potential customers deferring or limiting their purchase or use of our products until resolution of such litigation. In addition, we may not have insurance coverage in connection with such litigation and may have to bear all costs arising from any such litigation to the extent we are unable to recover them from other parties. Any of these outcomes could have a material adverse effect on our business, financial condition, and results of operations.

Capital Resources & Stock Ownership Risks

We will need substantial additional capital to maintain, develop and increase our asset base, and the inability to obtain needed capital or financing, on satisfactory terms, or at all, whether due to restrictions in our Credit Agreement or otherwise, could have an adverse effect on our growth and profitability.

Our business plan requires a significant amount of capital expenditures to maintain and grow our production levels over the long term. Although we currently use a significant amount of our cash reserves and cash generated from our operations to fund the maintenance and development of our existing mineral reserves and our acquisitions of new mineral reserves, we may need to depend on external sources of capital to fund future capital expenditures if commercial silica prices were to decline for an extended period of time, if the costs of our acquisition and development operations were to increase substantially or if other events were to occur that reduce our sales or increase our costs. Our ability to obtain bank financing or to access the capital markets for future equity or debt offerings may be limited by our financial condition at the time of any such financing or offering, adverse market conditions or other contingencies and uncertainties that are beyond our control. Our failure to obtain the funds necessary to maintain, develop and increase our asset base could adversely impact our growth and profitability.

In addition, our existing Credit Agreement contains, and any future financing agreements we may enter into could also contain, operating and financial restrictions and covenants that may limit our ability to finance future operations or capital needs or to engage in, expand or pursue our business activities.

Our ability to comply with these restrictions and covenants is uncertain and will be affected by the levels of cash flow from our operations and events and circumstances beyond our control. If market or other economic conditions deteriorate, our ability to comply with these covenants may be impaired. If we violate any of the restrictions, covenants, ratios or tests in our Credit Agreement, a significant portion of our indebtedness may become immediately due and payable and our lenders' commitment to make further loans to us may terminate. We might not have, or be able to obtain, sufficient funds to make these accelerated payments. In addition, our obligations under our Credit Agreement are secured by substantially all of our assets, and if we are unable to repay our indebtedness or satisfy our other obligations under our Credit Agreement, the lenders could seek to foreclose on our assets.

Even if we are able to obtain financing or access the capital markets, incurring additional debt may significantly increase the risks associated with our existing indebtedness, as discussed elsewhere in these risk factors. In addition, the issuance of

additional common stock in an equity offering may result in significant stockholder dilution. Further, we may incur substantial costs in pursuing any capital-raising transactions, including investment banking, legal and accounting fees, which may not be adequately offset by the proceeds from the transaction.

Our substantial indebtedness and pension obligations could adversely affect our financial flexibility and our competitive position.

We have, and we expect to maintain in the near term, a significant amount of indebtedness. On March 23, 2023, we entered into the Credit Agreement, which consists of a \$950 million Term Loan and a \$150 million Revolver that may also be used for swingline loans or letters of credit.

As of December 31, 2023, we had \$868.1 million of outstanding indebtedness under the Term Loan and we were using \$15.3 million for outstanding letters of credit, leaving \$134.7 million of borrowing availability under the Revolver.

In response to increasing inflation, the U.S. Federal Reserve began to raise interest rates in March 2022. While the U.S. Federal Reserve has recently held interest rates steady and the U.S. Federal Reserve has indicated likely interest rate cuts in 2024, rates currently remain at a multi-decade high level. Prevailing high interest rates increase our cost of capital. Additionally, borrowings under certain of our indebtedness are at variable rates of interest and expose us to interest rate volatility. If interest rates increase, our debt service obligations on certain of our variable rate indebtedness will increase even though the amount borrowed remains the same.

In addition to our indebtedness, we also have, and will continue to have, significant pension obligations. The substantial level of these obligations increases the risk that we may be unable to generate cash sufficient to pay amounts owed under these obligations when due. In such a case, we may be forced to reduce or delay business activities, acquisitions, investments and/or capital expenditures; sell assets; restructure or refinance our indebtedness; or seek additional equity capital or bankruptcy protection, and we may not be able to affect any of these remedies when necessary, on satisfactory terms or at all. Our level of indebtedness and pension obligations could also have important consequences to you and significant effects on our business, including:

- increasing our vulnerability to adverse changes in general economic, industry and competitive conditions;
- requiring us to dedicate a substantial portion of our cash flow from operations to make payments on our indebtedness and pension obligations, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes, including dividend payments;
- restricting us from exploiting business opportunities;
- making it more difficult to satisfy our financial obligations, including payments on our indebtedness;
- disadvantaging us when compared to our competitors that have less debt and pension obligations; and
- increasing our borrowing costs or otherwise limiting our ability to borrow additional funds for the execution of our business strategy.

We may have to utilize significant cash to meet our unfunded pension obligations and post-retirement health care liabilities and these obligations are subject to increase.

Many of our employees participate in our defined benefit pension plans. Declines in interest rates or the market values of the securities held by the plans or other adverse changes could materially increase the underfunded status of our plans and affect the level and timing of required cash contributions. To the extent we continue to use cash to reduce these unfunded liabilities, the amount of cash available for our working capital needs would be reduced. In addition, under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), the Pension Benefit Guaranty Corporation (“PBGC”) has the authority to institute proceedings to terminate a pension plan in certain circumstances. In the event our tax-qualified pension plans are terminated by the PBGC, we could be liable to the PBGC for the underfunded amount, which could trigger default provisions in our Credit Agreement.

We also have a post-retirement health and life insurance plan for many of our employees and former employees. The post-retirement benefit plan is unfunded, and retiree health benefits are generally paid as covered expenses are incurred. We derive post-retirement benefit expense from an actuarial calculation based on the provisions of the plan and a number of assumptions provided by us. Our satisfaction of our obligations under our post-retirement benefit plan increases our expenses and reduces our cash available for other uses.

See Note P - Pension and Post-Retirement Benefits in our Consolidated Financial Statements included in Part II, Item 8. of this Annual Report on Form 10-K for more information about these plans.

Our stock price and trading volume has been and could continue to be volatile, and you may not be able to resell shares of your common stock when desired, at or above the price you paid, or at all.

The stock market has experienced and continues to experience extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the underlying businesses. In 2023, our stock closed at a high of \$14.36 per share and a low of \$10.48 per share. Broad market fluctuations may adversely affect the market price of our common stock, regardless of our actual operating performance. In addition to the other risks described in this section, the market price of our common stock may fluctuate significantly in response to a number of factors, many of which we cannot control, including inaccurate or unfavorable research or ratings published by industry analysts about our business, or a cessation of coverage of us by industry analysts; quarterly variations in our operating results compared to market expectations; announcements by others in or affecting our industry or our customers; actions by competitors; our acquisition of, investment in or disposition of other businesses; and other global or regional economic, political, legal and regulatory factors that may not be directly related to our performance.

Volatility in the market price or trading volume of our common stock may make it difficult or impossible for you to sell your common stock at or above the price at which you purchased the stock. As a result, you may suffer a loss on your investment. Securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company's securities. This litigation, if instituted against us, could result in substantial costs, reduce our profits, divert our management's attention and resources and harm our business.

Anti-takeover provisions in our charter documents and Delaware law might discourage or delay acquisition attempts for us that you might consider favorable.

Our certificate of incorporation and bylaws contain provisions that may make the acquisition of our company more difficult without the approval of our Board of Directors. These provisions:

- authorize the issuance of undesignated preferred stock, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividend, or other rights or preferences superior to the rights of our common stock;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that our Board of Directors is expressly authorized to make, alter or repeal our bylaws;
- establish advance notice requirements for nominations of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and
- prevent us from engaging in a business combination with a person who acquires at least 15% of our common stock for a period of three years from the date such person acquired such common stock, unless Board or stockholder approval is obtained prior to the acquisition.

These anti-takeover provisions and other provisions under Delaware law could discourage, delay or prevent a transaction involving a change in control of our company, even if doing so would benefit our stockholders. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and to cause us to take other corporate actions you desire.

Labor & Employment Risks

Our business may suffer if we are unable to attract and retain members of our workforce.

We depend to a large extent on the services of our senior management team and other key personnel. These employees have extensive experience and expertise in evaluating and analyzing industrial mineral properties, maximizing production from such properties, marketing industrial mineral production and developing and executing financing and hedging strategies.

Competition for management and key personnel is intense, and the pool of qualified candidates is limited. The loss of any of these individuals or the failure to attract additional personnel as needed could have a material adverse effect on our operations and could lead to higher labor costs or the use of less-qualified personnel. In addition, if any of our executives or other key employees were to join a competitor or form a competing company, we could lose customers, suppliers, know-how and other personnel. Our operations also rely on skilled laborers using modern techniques and equipment to mine efficiently. We may be unable to train or attract the necessary number of skilled laborers to maintain our operating costs.

With respect to our trucking services, the industry periodically experiences a shortage of qualified drivers, particularly during periods of economic expansion, in which alternative employment opportunities are more plentiful and freight demand increases, or during periods of economic downturns, in which unemployment benefits might be extended and financing is limited for independent contractors who seek to purchase equipment or for students who seek financial aid for driving school. Our independent contractors are responsible for paying for their own equipment, fuel, and other operating costs, and significant increases in these costs could cause them to seek higher compensation from us or seek other opportunities within or outside the trucking industry. The trucking industry suffers from a high driver turnover rate, which requires us to continually recruit a substantial number of drivers to operate our equipment and could negatively affect our operations and expenses if we are unable to do so. Our success will be dependent on our ability to continue to attract, employ and retain highly skilled personnel at all levels of our operations.

Our profitability could be negatively affected if we fail to maintain satisfactory labor relations.

As of December 31, 2023, various labor unions represented approximately 28% of our hourly employees. If we are unable to renegotiate acceptable collective bargaining agreements with these labor unions in the future, we could experience, among other things, strikes, work stoppages or other slowdowns by our workers and increased operating costs as a result of higher wages, health care costs or benefits paid to our employees. An inability to maintain good relations with our workforce could cause a material adverse effect on our business, financial condition, and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Cybersecurity represents a critical component of our overall approach to risk management. Our cybersecurity policies, standards and practices are fully integrated into our enterprise risk management (“ERM”) approach, and cybersecurity risks are among the core enterprise risks that are subject to oversight by our Board of Directors (the “Board”). Our cybersecurity policies, standards and practices follow recognized frameworks established by the National Institute of Standards and Technology (“NIST”), the International Organization for Standardization and other applicable industry standards. We generally approach cybersecurity threats through a cross-functional, multilayered approach, with specific goals of: (i) identifying, preventing and mitigating cybersecurity threats to us; (ii) preserving the confidentiality, security, integrity, and availability of the information that we collect and store to use in our business; (iii) protecting our intellectual property; (iv) maintaining the confidence of our customers, clients and business partners; and (v) providing appropriate public disclosure of cybersecurity risks and incidents when required.

Risk Management and Strategy

Consistent with overall ERM policies and practices, our cybersecurity program focuses on the following areas:

- **Vigilance:** We maintain a global presence, with cybersecurity threat operations functioning 24/7 with the specific goal of identifying, preventing and mitigating cybersecurity threats and responding to cybersecurity incidents in accordance with our established incident response and recovery plans.
- **Systems Safeguards:** We deploy systems safeguards that are designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated and improved through ongoing vulnerability assessments and cybersecurity threat intelligence.
- **Collaboration:** We utilize collaboration mechanisms established with public and private entities, including intelligence and enforcement agencies, industry groups and third-party service providers, to identify, assess and respond to cybersecurity risks.
- **Third-Party Risk Management:** We maintain a comprehensive, risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of our systems, as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

- **Training:** We provide routine mandatory training for personnel regarding cybersecurity threats, which reinforces our information security policies, standards and practices, and such training is scaled to reflect the roles, responsibilities and information systems access of such personnel.
- **Incident Response and Recovery Planning:** We have established and maintain comprehensive incident response and recovery plans that fully address our response to a cybersecurity incident and the recovery from a cybersecurity incident, and such plans are tested and evaluated on a regular basis.
- **Communication, Coordination and Disclosure:** We utilize a cross-functional approach to address the risk from cybersecurity threats, involving management personnel from our technology, operations, legal, risk management, internal audit and other key business functions, as well as the members of the Board and the Audit Committee of the Board in an ongoing dialogue regarding cybersecurity threats and incidents, while also implementing controls and procedures for the escalation of cybersecurity incidents pursuant to established thresholds so that decisions regarding the disclosure and reporting of such incidents can be made by management in a timely manner.
- **Governance:** The Board's oversight of cybersecurity risk management is supported by the Audit Committee, which regularly interacts with the company's ERM function, our Chief Information Officer, the Director of IT Security & Risk Management, other members of management and relevant management committees and councils, including the Information Security Governance Committee.

A key part of our strategy for managing risks from cybersecurity threats is the ongoing assessment and testing of our processes and practices through auditing, assessments, tabletop exercises, threat modeling, penetration and vulnerability testing and other assessments and exercises focused on evaluating the effectiveness of our cybersecurity measures. We regularly engage third parties to perform assessments on our cybersecurity measures, including information security maturity assessments, audits and independent reviews of our information security control environment and operating effectiveness. The results of such assessments, audits and reviews are reported to the Audit Committee and the Board, and we adjust our cybersecurity policies, standards, processes and practices as necessary based on the information provided by the assessments, audits and reviews.

Governance

The Board, in coordination with the Audit Committee, oversees the management of risks from cybersecurity threats, including the policies, standards, processes and practices that our management implements to address risks from cybersecurity threats. The Board and the Audit Committee each receive regular presentations and reports on cybersecurity risks, which address a wide range of topics including, for example, recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends and information security considerations arising with respect to our peers and third parties. The Board and the Audit Committee also are informed of any cybersecurity incident that meets established reporting thresholds, as well as ongoing updates regarding such incident until it has been addressed. At least once each year, the Board and the Audit Committee discuss our approach to cybersecurity risk management with our Chief Information Officer.

Our Chief Information Officer and the Director of IT Security & Risk Management are the members of management that are principally responsible for overseeing our cybersecurity risk management program, in partnership with other business leaders across the company. The Chief Information Officer and the Director of IT Security & Risk Management work in coordination with the other members of the Information Security Governance Committee (the "ISGC"), which includes our Chief Financial Officer, General Counsel, Environmental Health & Safety Director, Vice President of Finance, Vice President of Information Technology, Executive Vice President of Industrial & Specialty Products, and the Director of Corporate Human Resources & Talent Management.

The ISGC was established by the Audit Committee and its primary responsibility is to provide oversight to the Information Systems Security Program ("ISSP") to align information systems security activities to business goals, effectively manage risk, and ensure compliance. The ISGC is chaired by the Director, IT Risk Management, with the Chief Information Officer as an alternate. The ISGC's responsibilities include developing policies and supporting frameworks, controls, and procedures to protect company, customer, and employee data from cybersecurity breaches; establishing organizational risk tolerance and developing information security policies to align with this tolerance level; and ensuring adequate security controls, as specified in policies or otherwise agreed upon, to manage risk and compliance. The ISGC has developed an ISSP scorecard to communicate cybersecurity incidents and activity and report program accomplishments and provides quarterly updates to the Audit Committee, including the ISSP scorecard, and at least annual updates to the Company's extended leadership team.

Our Chief Information Officer and the Director of IT Security & Risk Management, in coordination with the ISGC, work collaboratively across the company to implement a program designed to protect our information systems from cybersecurity threats and to promptly respond to any cybersecurity incidents. To facilitate the success of this program, multidisciplinary teams throughout the company are deployed to address cybersecurity threats and to respond to cybersecurity incidents in accordance with our incident response and recovery plans. Through the ongoing communications from these teams, the Chief Information Officer, the Director of IT Security & Risk Management, and the ISGC monitor the prevention, detection, mitigation and remediation of cybersecurity incidents in real time, and the Chief Information Officer reports such incidents to the Audit Committee when appropriate.

Our Chief Information Officer has served in various roles in information technology and information security for over 25 years, including serving as Chief Information Officer for us for the past four and one-half years, as well as for another large public company, a private consulting firm providing technology and cybersecurity advisory services and a privately held fuel oil blending and distribution company. The Chief Information Officer holds an undergraduate degree in management and leadership from Northeastern University.

Our Director of IT Security & Risk Management holds an undergraduate degree in computer science and a master's degree in business administration from Texas Tech University and has served in various roles in information technology for over 20 years, including serving as an IT security consultant and performing IT audit work for PricewaterhouseCoopers, Deloitte, and Grant Thornton. He then returned to the industry to oversee the IT security program for classified systems at a publicly-traded defense contractor. He next joined a publicly-traded energy services company to lead the IT security program before joining us in 2019. Certifications he has held at various points throughout his career include the following – Certified Information Systems Auditor (CISA), Check Point Certified Security Administrator (CCSA), Check Point Certified Security Expert (CCSE), Cisco Certified Network Associate (CCNA), Cisco Certified Network Professional (CCNP), and Microsoft Certified Professional (MCP).

We do not currently believe cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to affect us, including its business strategy, results of operations, or financial condition; however, we could experience a cybersecurity incident that materially affects us in the future. See “Risk Factors—Operational Risks” for additional discussion of cybersecurity risks to our business.

ITEM 2. PROPERTIES

Our Properties and Logistics Network

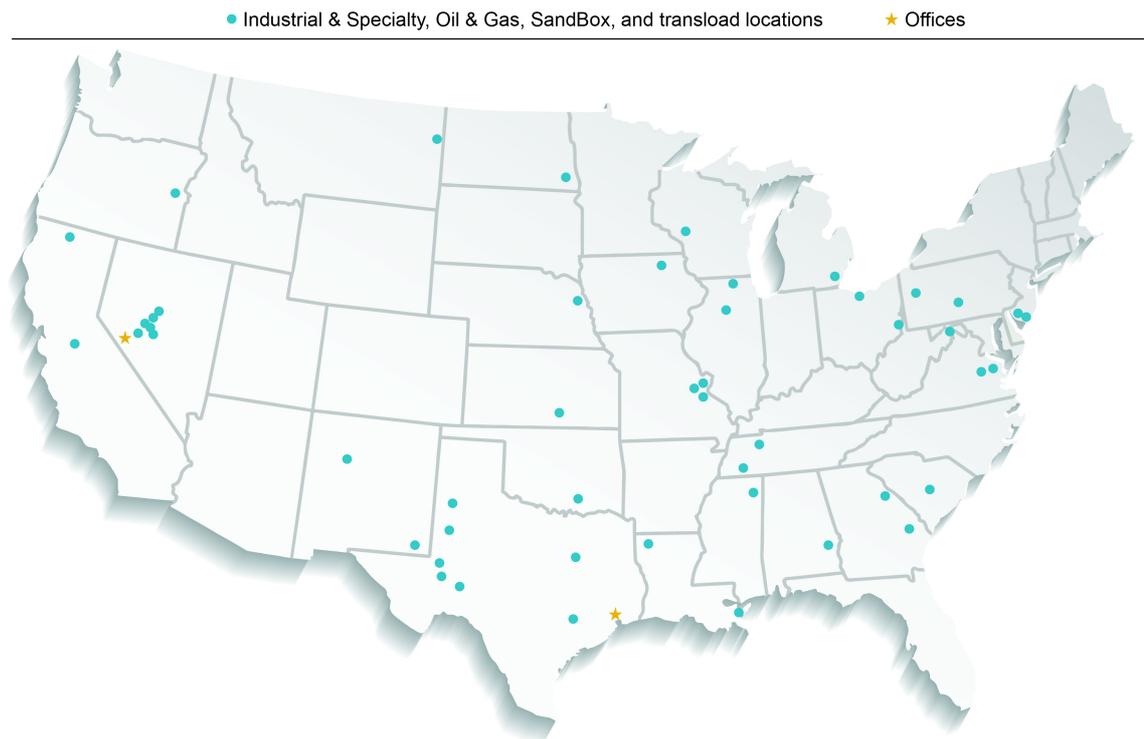
Our corporate headquarters is located in Katy, Texas. We also maintain a corporate support center and sales office in Reno, Nevada. Additionally, we operate corporate laboratories located in Berkeley Springs, West Virginia, Rochelle, Illinois and Reno, Nevada. These locations provide critical technical expertise, analytical testing resources and application development to promote product value and cost savings. We generally own our principal production properties, although some land is leased. Substantially all of our owned assets are pledged as security under the Credit Agreement; for additional information regarding our indebtedness see Note J - Debt to our Consolidated Financial Statements in Part II, Item 8. of this Annual Report on Form 10-K. Corporate offices, including sales locations are leased. In general, we consider our facilities, taken as a whole, to be suitable and adequate for our current operations.

We continue to strategically position our supply chain in order to deliver our products according to our customers' needs, whether at a plant, a transload, or at the wellhead. We believe that our supply chain network and logistics capabilities are a competitive advantage that enables us to provide superior service for our customers and positions us to take advantage of opportunistic spot market sales. As of December 31, 2023, we had 27 transload facilities strategically located near all the major shale basins in the United States. All of our transloads are operated by third-party transload service providers via service agreements, which include both longer term contracts (generally 2 to 5 years) and month-to-month arrangements.

We lease a significant number of railcars for shipping purposes and for short-term storage of our products, particularly our frac sand products. As of December 31, 2023, we had a leased fleet of 5,720 railcars.

Our acquisition of SandBox extended our delivery capability directly to our customers' wellhead locations. SandBox provides last mile logistics to companies in the oil and gas industry, which increases efficiency and provides a lower cost logistics solution for our customers. SandBox has operations in the major United States oil and gas producing regions, including the Permian Basin, Eagle Ford Shale, Mid-Con, Rocky Mountains and the Marcellus/Utica Shale, where its largest customers are located. We expect we will continue to make strategic investments and develop partnerships with transload operators and transportation providers that will enhance our portfolio of supply chain services that we can provide to customers.

The map below shows the location of our mines, production facilities, transload facilities, SandBox operation sites and Corporate offices:



Summary Overview of Mining Operations

Information concerning our material mining properties in this Annual Report on Form 10-K has been prepared in accordance with the requirements of subpart 1300 of Regulation S-K, which first became applicable to us for the fiscal year ended December 31, 2021. As used in this Annual Report on Form 10-K, the terms "mineral resource", "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are defined and used in accordance with subpart 1300 of Regulation S-K. As of December 31, 2023, our individually material mining properties, as determined in accordance with subpart 1300 of Regulation S-K, were the Crane, TX site (the "Crane site"), Lamesa, TX site (the "Lamesa site"), the Ottawa, IL site (the "Ottawa site") and the Lovelock/Colado, NV site (the "Colado site").

The information that follows related to the Crane site, the Lamesa site, the Ottawa site and the Colado site is derived, in part, from the technical report summaries ("TRSs") prepared by John T. Boyd Company, our third party mining and geological consultant and an external qualified person, ("JT Boyd"), and filed with our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 TRSs"). We believe, and JT Boyd concurs, that all material assumptions and information pertaining to the disclosure of our mineral resources and mineral reserves, including material assumptions relating to all modifying factors, price estimates, and scientific and technical information, as described in the 2022 TRSs remain current as of December 31, 2023. As a result, we are relying on the 2022 TRSs. Portions of the following information are based on assumptions, qualifications and procedures that are summarized here and are described in more detail in the 2022 TRSs. Reference should be made to the full text of the TRSs, incorporated herein by reference and made a part of this annual report.

As of December 31, 2023, we had 26 operating mines and processing facilities and two additional exploration stage properties, as summarized below. Note that this list includes two processing facilities (Blair, NE and Millen, GA), but excludes mines and processing facilities that have been closed or idled, none of which have any current economic reserves.

Berkeley Springs, West Virginia

We, through U.S. Silica Company, operate surface mines and a silica sand processing plant in Berkeley Springs, Morgan County, West Virginia. The Berkeley Springs site includes a total of 4,435 acres that are owned outright by U.S. Silica. This ownership includes subsurface mineral and water rights. The site has no leased property and pays no royalties.

Our surface mines at the Berkeley Springs facility use hard rock mining methods to produce high-purity sandstone. The plant uses natural gas, propane, fuel oil and electricity to make whole grain, ground and fine ground silica. Berkeley Springs also produces a synthetic magnesium-silica product called Florisil. The reserves are part of the Ridgeley Sandstone Formation along the Warm Springs Ridge in eastern West Virginia. The processing plant allows the Berkeley Springs facility to meet a wide variety of focused specifications from customers producing specialty epoxies, resins and polymers, geothermal energy equipment and fiberglass. As such, the Berkeley Springs facility services multiple end markets, such as glass, building products, foundry, chemicals and fillers and extenders.

Berkeley Springs operates under 13 different operating permits and complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Blair, Nebraska [processing plant only]

EPM operates a perlite processing plant located near the town of Blair, Washington County, Nebraska. The site sits on a 6.6-acre leased parcel that is a portion of a 25.2 acre lot owned by Blair Ag., LLC. The site has a mobile office, expander building, a compressor room and three storage silos.

Our Blair facility uses natural gas, electricity and perlite raw ore from our open-pit Popcorn, Nevada mine that has been initially processed at our Lovelock, Nevada process facility, then shipped by rail to Blair. After unloading, the ore goes through an expander. At temperatures over 1,600-degrees Fahrenheit, perlite expands to almost 15 times its size. The expanded perlite is then sized, packaged or sent to storage silos for bulk shipment to customers. Perlite products are used as a filter media in the manufacturing of bio-fuels, food grade oils, beverages and pharmaceuticals.

The Blair plant operates under one operating permit and complies with other state and federal regulations that do not require a specific permit. The required permit is secured, and the site is operating in full compliance.

Clark, Nevada

EPM operates the Clark, Nevada mine and DE processing plant located 20 miles east of the city of Reno, Nevada. The Clark processing plant is located on approximately 302 acres of private land. The Clark mine consists of approximately 1,123 acres of private land and 292 acres of federal land. EPM maintains two mineral claim leases, with EPM holding 71% ownership. The leases consist of 19 mineral claims, 15 of which are placer claims and four of which are millsite claims.

Our Clark open pit, ramp and bench mine uses mechanical, hard-rock mining methods to extract the DE ore strata. The DE mined at the Clark mine is part of the Miocene-aged Truckee Formation, comprised of up to 200-ft thick, lacustrine DE deposits with interbedded, gravels, sands and volcanic tuffs. The Clark processing plant utilizes a rotary kiln to produce granular DE products utilized in the soil amendment, absorbent and carrier markets. In addition, a flash dryer process is utilized in producing natural DE powders in support of the functional additive and natural insecticide and animal feed markets.

The Clark mine operates under four permits, while the Clark processing plant must abide by eight separate operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Columbia, South Carolina

We, through U.S. Silica Company, operate a surface mine and silica sand processing plant in Columbia, Lexington County, South Carolina. The processing plant is situated on a 193 acre parcel of owned land. The active mine is located directly north of the plant and is comprised of a 733-acre parcel of leased land. Royalties in the amount of 5% of the total monthly sales revenue are paid to the lessor.

Our surface mines in Columbia use natural gas, fuel oil and electricity to produce whole grain, ground and fine ground silica. The reserves are part of the Tuscaloosa Formation in central South Carolina. The processing plant allows the Columbia facility to meet a wide variety of focused specifications on product composition from customers. As such, the Columbia facility services multiple end markets, such as glass, building products, fillers and extenders, and filtration.

The Columbia, South Carolina site actively maintains five regulatory and operating permits. The facility also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Crane, Texas

In accordance with subpart 1300 of Regulation S-K, we have determined that the Crane site is a material mining property. Therefore, a description of the Crane site and its operations can be found below. See “Material Site Descriptions — Crane, Texas.”

Dubberly, Louisiana

We, through U.S. Silica Company, operate a surface dredge mine and a silica sand processing plant near Dubberly, Louisiana. The land holdings include a total of 356 acres that are owned outright by the Company. The site pays an annual \$200 royalty to the former land owner. Another 20 acres of land is leased for \$8,500 per year to provide access to the site’s National Pollutant Discharge Elimination System water discharge point. The owned and leased tracts include subsurface mineral and water rights.

Our surface mines in Dubberly use natural gas and electricity to produce whole grain silica through dredge mining. The reserves are part of the Sparta Formation. The processing plant allows the Dubberly facility to meet a wide variety of focused specifications on product composition from customers. As such, the Dubberly facility services multiple end markets, such as glass, foundry and building products.

Dubberly maintains four operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Fernley, Nevada

EPM owns and operates a surface mine and DE processing plant near the town of Fernley, Nevada. The processing plant is located on a 39.9 acre parcel of private land. The Fernley mine property is comprised of 5,668 acres, which mostly consists of federal BLM land (142 active and owned placer mineral claims) and 72.2 acres of private land. Portions of the private land are surface rights only, and related minerals rights are sub-leased from private land owners. There are no royalties associated with the private land holdings at Fernley. BLM land lease payments are around \$23,000 annually.

Our Fernley facility surface-mines DE and has a rotary kiln for granular DE products. The processing plant utilizes electricity and recycled oil to manufacture granular products used in absorbent products, soil amendments, fertilizer and pet litter.

The Fernley mine operates under four operating permits. The Fernley processing plant operates under an additional six operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Festus, Missouri

We, through U.S. Silica Company, lease and have mineral rights for silica sand on 635 acres covering a limestone quarry that is owned and operated by Fred Weber, Inc. (“Fred Weber”). The processing plant was constructed on a 40 acre tract within this lease. Fred Weber mines a layer of sandstone in the quarry and delivers it to the processing plant on a price per ton basis. Any and all property ownership, leases and environmental permits related to the mine are the responsibility of Fred Weber.

The Festus facility uses natural gas and electricity to produce whole grain silica from a sandstone reserve that we lease, subject to the lease’s expiration on June 30, 2048. The ore is mined by a contractor using both surface and underground hard-rock mining methods. The reserves are part of the St. Peter Sandstone Formation that stretches north-south from Minnesota to Missouri and east-west from Illinois to Nebraska and South Dakota. While the Festus facility’s production techniques and distribution model enable it to serve all major silica markets, the primary production has been frac sand for oil and gas proppants.

Fred Weber holds and maintains six operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Hazen Mine, Nevada

EPM operates the Hazen, Nevada DE mine that is located three miles southwest of the unincorporated town of Hazen, Churchill County, Nevada. The Hazen mine is located on approximately 1,255 acres of land, comprised of 120 acres of private land and 1,135 acres of federal BLM land. The BLM land is held by four different claim holders. The largest 640 acre parcel

has an annual minimum payment of \$24,000 and a \$1/ton shipped royalty. The second 480-acre parcel has an annual minimum payment of \$7,200 and a \$1/ton shipped royalty. The next 13.5-acre parcel has a \$1,650 annual payment and a \$1/ton shipped royalty. The last 1.7-acre property has a fixed annual payment of \$413. Additionally, EPM pays all of the annual mining claim fees at \$165 per claim.

Our small open-pit surface mine at Hazen operates as a stand-alone, satellite mine that provides raw DE to several sites. Most of the raw ore is shipped by truck to the Company's nearby DE processing plant at Clark, Nevada. To a lesser extent, raw ore is loaded and shipped by rail to Johns Manville's processing plants in Fruita, Colorado and Grambling, Louisiana. Contracted mining campaigns take place every two to three years and these are designed to build on-site stockpiles to meet shipping requirements. On average, 20,000 bank cubic yards of DE are shipped off site each year.

The Hazen mine operates under five operating permits issued by federal and state agencies. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Hurtsboro, Alabama

We, through U.S. Silica Company, operate a silica sand mine and processing plant near Hurtsboro, Macon County, Alabama. The Hurtsboro processing plant is located on 117 acres of owned land. Mining occurs within 10 miles of the processing plant, on three separate leased land parcels that encompass a total of some 1,100 acres. The mineral leases include subsurface mineral rights, with royalties paid at \$0.60 to \$0.75 per ton mined.

Our surface mines in Hurtsboro use propane and electricity to produce whole grain silica. The reserves are mined from the Cusseta member of the lower Ripley Formation. The processing plant allows the Hurtsboro facility to meet a wide variety of focused specifications on product composition from customers. As such, the Hurtsboro site services multiple end markets, such as foundry, building products and recreation.

The Hurtsboro site maintains 11 separate mining and environmental permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Jackson/Aberdeen, Mississippi

EP Engineered Clays, our indirect subsidiary, operates a bentonite clay processing plant in the town of Jackson, Hinds County, Mississippi. The Jackson processing facility sits on 70 acres of private land leased from BASF, the former owner of the site. The annual lease rate for the plant is \$157,000. EPM also owns a one-acre lot located next to the processing plant as an injection well site. The calcium bentonite raw ore supplied to the Jackson plant is mined at the Aberdeen / Fowlkes Mine, near the town of Aberdeen, Monroe County, Mississippi. The mine property is 648 acres, comprised of 502 acres of owned land and 146 acres of private leased land, split between three landowners. The total annual lease payment for the private property is \$12,000.

Our Jackson facility uses natural gas, electricity, water and sulfuric acid to process calcium bentonite from our Fowlkes open-pit mine, located approximately 170 miles from the Jackson plant. Once the calcium bentonite is processed into finished product, the product is shipped to the animal feed, oleo bleaching/filtration or refinery catalyst/purification markets.

The Jackson plant operates under five separate operating permits. The Fowlkes Mine operates under two operating permits. Both sites also comply with other state and federal regulations that do not require a specific permit. All required permits are secured, and the sites are operating in full compliance.

Jackson, Tennessee

We, through U.S. Silica Company, operate a silica sand mine and processing plant near Jackson, Tennessee. The Jackson, Tennessee site includes 132 acres of owned land in two separate parcels. The processing plant is located on the smaller 27 acre parcel of owned land. The second parcel of 105 acres hosts a mined-out dredge pond. There are no leases, no royalties and no other associated payments specific to the Jackson, Tennessee land parcels.

Our surface mines in Jackson, Tennessee use natural gas and electricity to produce whole grain and ground silica. Sand is purchased from a local dredging company whose reserves are alluvial sands associated with an ancient river system. The processing plant allows the Jackson, Tennessee facility to meet a wide variety of focused specifications on product composition from customers. As such, the site services multiple end markets, such as fiberglass, building products, ceramics, fillers and extenders and recreation.

The Jackson, Tennessee site operates under three active permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Lamesa, Texas

In accordance with subpart 1300 of Regulation S-K, we have determined that the Lamesa site is a material mining property. Therefore, a description of the Lamesa site and its operations can be found below. See “Material Site Descriptions — Lamesa, Texas.”

Lovelock/Colado, Nevada

In accordance with subpart 1300 of Regulation S-K, we have determined that the Colado site, which includes the Lovelock Processing Plant, in Lovelock, Nevada, is a material mining property. Therefore, a description of the Colado site and its operations can be found below. See “Material Site Descriptions — Lovelock, Nevada - Colado Mine.”

Mapleton Depot, Pennsylvania

We, through U.S. Silica Company, operate surface mines and a silica sand processing plant near Mapleton Depot, Huntingdon County, Pennsylvania. The Mapleton Depot operation includes a total of 1,838 acres that are owned outright by U.S. Silica. This ownership includes subsurface mineral and water rights. An additional 345 acres of land is leased for mineral rights and access from three different land owners. The standard lease payment is \$0.255 per ore ton mined on 260 acres of the lease land total. The remaining 85 acres have an annual lease amount of \$98,000 for mine haulage route access.

Our surface mines in Mapleton Depot use natural gas, fuel oil and electricity to produce whole grain silica through hard rock mining. The reserves are part of the Ridgeley (sometimes called the Oriskany) Sandstone Formation in central Pennsylvania. The processing plant allows the Mapleton Depot facility to meet a wide variety of focused specifications on product composition from customers. As such, the Mapleton Depot site services multiple end markets, such as glass, specialty glass, building products, recreation and oil and gas proppants.

Mapleton Depot operates under 21 different operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Mauricetown, New Jersey

We, through U.S. Silica Company, own and operate a silica sand processing plant near the unincorporated community of Mauricetown, Cumberland County, New Jersey. The processing plant is located on the west side of Mauricetown and sits on 488 owned acres of private land. The dredge mining operation, almost six miles northeast near Port Elizabeth, is located on 816 acres of owned land. All property at both sites is owned outright by U.S. Silica. No royalties are paid for the mining of sand on the property.

Our surface mines near the Mauricetown facility use natural gas, fuel oil and electricity to produce whole grain silica through dredge mining. The reserves are mined from alluvial sands in the Maurice River Valley and are similar to those found in the Cohansey, Bridgeton and Cape May deposits. The processing plant allows the Mauricetown facility to meet a wide variety of focused specifications on product composition from customers. As such, the Mauricetown site services multiple end markets, such as foundry, filtration, building products and recreation.

Mauricetown operates under 25 separate permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Middleton, Tennessee

EPM owns and operates the Middleton, Tennessee site, comprised of some 1,328 acres located on both sides of the border between Tennessee and Mississippi. The bentonite clay processing plant sits on an owned, 135-acre parcel of land located five miles south of the town of Middleton, Hardeman County, Tennessee. The Tennessee mines consist of 672 acres of owned land. Mining activities occur in both Tennessee and Mississippi. The Mississippi mines consist of 521 acres of owned land.

The Middleton facility surface-mines montmorillonite clay, a high calcium bentonite, and has two rotary kilns that have a capacity of roughly 150,000 tons per year. The facility uses natural gas, electricity and sulfuric acid to process ore. With on-site milling, screening and multiple packaging capabilities, the Middleton site serves several different industries including agriculture, sports fields and absorbents.

The Middleton mine operates under five separate operating permits. The Middleton processing plant operates under two additional state permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Mill Creek, Oklahoma

We, through U.S. Silica Company, own and operate the Mill Creek mine and processing plant, near the town of Mill Creek, Johnston County, Oklahoma. The Mill Creek operation consists of two silica sand processing plants separated by four miles. The South Plant sits on 369 owned acres and is the home to the ground silica milling, sizing and bagging operations. The North Plant is comprised of 1,501 owned acres and is home to the mine and the whole grain silica sand drying and shipping operations. There are two leased tracts at the North Plant totaling 71 acres; both tracts have been fully mined, but the acreage is still part of the active state mining permit. The purchase agreements for lands at the North Plant included provisions for royalty payments based on tons mined and sold from the individual tracts. Some of this property was purchased over 40 years ago, and the royalty rates are less than \$0.10 per ton.

Our surface mines in Mill Creek use natural gas and electricity to produce whole grain, ground and fine ground silica through hydraulic mining. The reserves are part of the Oil Creek Formation in south central Oklahoma. The processing plant enables the site to produce multiple whole grain and ground silica products through various methods. As such, the Mill Creek facility services multiple end markets, such as glass, foundry, fillers and extenders, building products and oil and gas proppants.

The North Plant and mine operate under eight separate operating permits. The South Plant must abide by six separate operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and both sites are operating in full compliance.

Millen, Georgia [processing plant only]

We, through U.S. Silica Company, operate a silica processing facility located near the town of Millen, Jenkins County, Georgia. The site sits on 819 leased acres, of which the processing plant covers approximately 50 acres.

Our Millen facility has a natural gas kiln that enables the production of specialty industrial products that require high temperature heat treatments. These products are sold to customers that produce finished goods for the building products and residential construction markets. The site can ship bulk or packaged material via truck and the Norfolk Southern railway.

There is only one operating permit of record for the Millen, Georgia plant. The site also complies with other state and federal regulations that do not require a specific permit. The required permit is secured, and the site is operating in full compliance.

Montpelier, Virginia

We, through U.S. Silica Company, own and operate an aplite mine and processing plant near the unincorporated community of Montpelier, Hanover County, Virginia. The mine and processing plant are located on 824 owned acres, with full mineral rights. No leases or royalties are associated with the property.

Our surface mines in Montpelier use fuel oil and electricity to produce aplite through hard rock mining. The reserves are part of an igneous rock complex that is unique to this location. The processing plant allows the Montpelier facility to meet a wide variety of focused specifications on product composition from customers. As such, the Montpelier site services multiple end markets, such as glass, building products and recreation.

The Montpelier site maintains four different operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Ottawa, Illinois

In accordance with subpart 1300 of Regulation S-K, we have determined that the Ottawa site is a material mining property. Therefore, a description of the Ottawa site and its operations can be found below. See “Material Site Descriptions — Ottawa, Illinois.”

Pacific, Missouri

We, through U.S. Silica Company, own and operate a silica sand mine and production facility near the town of Pacific, St. Louis County, Missouri. The mine and processing plant are located on 524 wholly owned acres, with full sub-surface mineral and water rights. No leases, royalties or other specific payments are associated with the property.

Our surface mines at the Pacific facility use natural gas and electricity to produce whole grain, ground and fine ground silica through a variety of mining methods, including hard rock and hydraulic mining. The reserves are part of the St. Peter Sandstone Formation that stretches north-south from Minnesota to Missouri and east-west from Illinois to Nebraska and South Dakota. The processing plant allows the Pacific facility to meet a wide variety of focused specifications on product composition from

customers. As such, the Pacific site services multiple end markets, such as glass, foundry, fillers and extenders, alternative energy applications and oil and gas proppants.

The Pacific site maintains nine different operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Popcorn, Nevada

EPM operates a stand-alone, satellite perlite mine located 18 miles south of the town of Fallon, Churchill County, Nevada. The mine is located on 196 acres of leased federal BLM land, and is comprised of 10 lode mineral claims. The mineral claims are renewed with the BLM on an annual basis at a cost of \$165/claim, with a total annual cost of \$1,650.

There are no buildings or facilities on this mine site. The only equipment is an owned service front-end loader that is used to muck from blasted ore stockpiles and to load over-the-road haul trucks. The mine operates seasonally (typically for only 30-days per year) in order to build ore stockpiles for shipping. The average annual mine production from the Popcorn mine is around 10,000 stockpile cubic yards.

The raw perlite ore is trucked as needed throughout the year to the Lovelock processing plant, some 80 miles away. At the Lovelock processing plant, the perlite ore is crushed, sized and passed through a flash dryer. At this point, it is either loaded into railcars for shipment to the Blair, Nebraska facility or it is further processed at the Lovelock plant.

The Popcorn mine maintains three different operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Rockwood, Michigan

We, through U.S. Silica Company, own and operate a silica sand production facility within the city of Rockwood, Wayne County, Michigan. The site is comprised of two land parcels, totaling 872 wholly owned acres with full sub-surface mineral and water rights. One land parcel hosts the processing plant; the other land parcel is a drill-proven, undeveloped future mining reserve. No leases, royalties or other specific payments are associated with the Rockwood property.

Our Rockwood facility uses natural gas and electricity to produce whole grain silica. Rockwood's own surface mining reserves are part of the Sylvania Formation and are notable for their low iron content, making them particularly valuable to customers producing specialty glass for architectural or alternative energy applications. Currently, sandstone ore is purchased from a local construction material company from that company's surface mining operation. The processing plant allows the Rockwood facility to meet a wide variety of focused specifications on product composition from customers. As such, the Rockwood site services multiple end markets, such as glass, building products, oil and gas proppants and chemicals.

The Rockwood facility maintains five operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Sanders, Arizona

EPM operates a calcium bentonite clay mine near the town of Sanders, Apache County, Arizona. There is no clay processing plant at Sanders, just an open pit mine. The mine property consists of some 10,240 acres comprised of private lands leased from Newmont Realty Company. The lease is based on a royalty structure, with an advanced annual royalty of \$20,000 and a production royalty of \$0.72/ton of dry clay or \$1.01/ton of overburden sand (both of which are deducted from the royalty advance). Sand from the site is sold to a third-party, Silica Services. The royalty unit values are annually adjusted based on the Consumer Price Index ("CPI"). No additional fees are associated with the property as Silica Services manages transportation logistics and associated fees with BLM and the Navajo Indian Nation.

Mine operations include two open pits, and a seasonal mechanized bench mining strategy is employed. Overburden waste is mined and removed to access the bentonite clay ore horizon during the wet, winter months. The ore is typically mined and stockpiled in the dry summer periods so that the clay has minimal interaction with water. Mining is completed by a third-party contractor.

Due to the Sanders mine's location on tribal lands within the Navajo Indian Nation's Reservation, there are no permits required from any regulatory authority for mining. Regardless, our operation still abides by the requirements captured in the Company's Corporate Environmental Management Plan.

Sequoia, Nevada [exploration property]

The Sequoia, Nevada property is an advanced greenfield DE exploration property in Churchill County, Nevada. It is strategically located along a major highway only seven miles northwest of our Fernley, Nevada plant and 34 miles southeast from our Lovelock, Nevada processing plant. The site is accessible by exploration and gravel roads that connect back to the I-80 exit at Jessup. EPM owns 42 placer claims that cover 840 acres of public land. The mineral claims are renewed with the BLM on an annual basis at a cost of \$165/claim, with a total annual cost of \$6,930.

The site only contains a couple of open surface test pits where a bulk sample had been obtained for plant process testing and does not contain any buildings or facilities on site.

The site is currently permitted only for exploration and is in full compliance. No operating permits are required since the site is not developed for operations.

Siskiyou, California [exploration property]

The Siskiyou, California site is a greenfield DE exploration property in Siskiyou County, California and it is located approximately 23 miles south of Klamath Falls, Oregon. EPM controls 152 placer claims (146 owned, 6 leased) that cover some 2,240 acres of public land. The owned claims are renewed with the BLM on an annual basis at a cost of \$165/claim, with a total annual cost of \$24,090. The leased claims are renewed annually at a cost of \$7,920.

The property is comprised mostly of undeveloped, high-plains ranch lands with suitable access for exploration drilling provided by pre-existing ranch roads. There are no buildings or facilities on this exploration property.

The site is currently permitted only for exploration and is in full compliance. No operating permits are required since the site is not developed for operations.

Sparta, Wisconsin

We, through U.S. Silica Company, own and operate a silica sand dredge mine and production facility within the town of Sparta, Monroe County, Wisconsin. The site is comprised of 614 wholly owned acres, with full sub-surface mineral and water rights. No leases, royalties or other specific payments are associated with the Sparta site.

Our facility at Sparta uses natural gas and electricity to produce whole grain silica products. The reserve geology is that of high purity alluvial sands, with the primary erosional source being the Wonewoc Formation, known for its round, coarse grains and superior crush strength properties, which makes it an ideal substrate for oil and gas proppants. We mine sand through dredging, where the sand is extracted from the ground with water without the use of any chemicals. The sand is then transported as slurry via pipeline to the processing facility where it is sorted and dried in a no-emissions manner with vibratory screens that use gravity and clean-burning natural gas dryers.

The Sparta site maintains seven operating permits. The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Vale, Oregon

EPM owns and operates a DE mine and processing plant near the town of Vale, Malheur County, Oregon. The processing plant is on 300 owned acres located seven miles southwest of Vale. The Vale mine is located 50 miles southwest of Vale, near Juntura, Oregon. The mine consists of some 12,640 acres of land that is a combination of private, state and federal lands. There are 1,680 acres of private land, 1,280 acres of Oregon state land, 8,080 acres (186 mineral claims) of BLM land and 1,600 acres of land patented under the Stock Raising Homestead Act ("SRHA") with private surface estate and federal mineral estate (320 acres of which are owned by EPM). Annual lease and royalty payments are made to the Diatomite Products Company (\$15,000 minimum plus \$10.60/ton sold), the State of Oregon (\$10,000 minimum plus \$3.16/ton sold) and the federal government of the United States (\$165/claim fee). The royalty unit values are adjusted annually based on the CPI.

Our Vale open pit, ramp and bench mine uses mechanical, hard-rock mining methods to extract the DE ore strata. The DE ore strata are part of the Miocene-aged, Juntura Formation. At the processing plant, two kilns can produce calcined and flux-calcined DE for use as filter aids, functional additives and low iron brewing grades of filter aids. It has an annual capacity of approximately 120,000 tons and uses DE ore from the open-pit Celatom mine, natural gas, electricity and soda ash.

The Vale site maintains eight operating permits (four plant and four mine). The site also complies with other state and federal regulations that do not require a specific permit. All required permits are secured, and the site is operating in full compliance.

Summary of Annual Production

The table below shows annual mined volumes (in thousands) at our mining properties for the fiscal years ended December 31, 2023, 2022 and 2021:

Mine / Location	Product Type	Tons Mined		
		2023	2022	2021
Berkeley Springs, WV	Silica Sand	267	283	301
Blair, NE ⁽¹⁾	Perlite	—	—	—
Clark, NV	Diatomaceous Earth	106	54	63
Columbia, SC	Silica Sand	318	377	398
Crane, TX	Silica Sand	4,193	3,886	3,263
Dubberly, LA	Silica Sand	160	132	138
Fernley, NV	Diatomaceous Earth	58	63	67
Festus, MO ⁽²⁾	Silica Sand	1,062	1,468	1,567
Hazen, NV	Diatomaceous Earth	2	7	9
Hurtsboro, AL	Silica Sand	199	196	196
Jackson/Aberdeen, MS ⁽³⁾	Bentonite Clay	75	84	84
Jackson, TN ⁽⁴⁾	Silica Sand	—	—	—
Lamesa, TX	Silica Sand	6,386	5,871	4,692
Lovelock/Colado, NV ⁽⁵⁾	Diatomaceous Earth	185	175	166
Mapleton Depot, PA	Silica Sand	555	457	308
Mauricetown, NJ	Silica Sand	163	113	166
Middleton, TN	Bentonite Clay	135	190	198
Mill Creek, OK	Silica Sand	1,828	1,898	1,544
Millen, GA ⁽⁶⁾	Silica Sand	—	—	—
Montpelier, VA	Aplite	254	245	163
Ottawa, IL	Silica Sand	3,321	3,230	2,967
Pacific, MO	Silica Sand	631	951	942
Popcorn, NV ⁽⁷⁾	Perlite	7	8	—
Rockwood, MI ⁽⁸⁾	Silica Sand	—	—	—
Sanders, AZ	Bentonite Clay	13	14	14
Sequoia, NV ⁽⁹⁾	Diatomaceous Earth	—	—	—
Siskiyou, CA ⁽¹⁰⁾	Diatomaceous Earth	—	—	—
Sparta, WI	Silica Sand	1,283	1,232	2,025
Vale, OR	Diatomaceous Earth	155	133	117

⁽¹⁾ Blair, NE is a perlite processing plant. There are no tons mined on site.

⁽²⁾ Festus, MO was idled in 2023.

⁽³⁾ Mining occurs at the Aberdeen, MS mine. Jackson, MS is the location of the clay processing plant.

⁽⁴⁾ Jackson, TN purchases raw sand from a third party. There are no tons mined on site.

⁽⁵⁾ Mining occurs at the Colado, NV mine. Lovelock, NV is the location of the DE processing plant.

⁽⁶⁾ Millen, GA is a silica sand processing plant. There are no tons mined on site.

⁽⁷⁾ Popcorn, NV mining is campaigned every two to three years. Raw ore is processed at Blair, NE and/or Lovelock/Colado, NV processing plant.

⁽⁸⁾ Rockwood, MI purchases raw sand from a third party. There are no tons mined on site.

⁽⁹⁾ Sequoia, NV is an advanced greenfield exploration property. No mining except a small (~300 tons) bulk sample has been mined from this site.

⁽¹⁰⁾ Siskiyou, CA is a greenfield exploration property. To date, no tons have been mined on site.

Summary of Resources and Reserves

In accordance with subpart 1300 of Regulation S-K, we engaged JT Boyd as the qualified person to prepare the TRSs for the disclosure of resources and reserves at our four material mining properties: Crane, TX, Lamesa, TX, Ottawa, IL and Lovelock/Colado, NV. The estimates of measured, indicated and inferred resources and proven and probable reserves at our four material mining properties in this Annual Report on Form 10-K have been prepared by JT Boyd and in accordance with the technical definitions established by the SEC under subpart 1300 of Regulation S-K.

Set forth in the tables below are our estimates (in thousands of tons) as of December 31, 2023 of (1) measured, indicated and inferred resources (exclusive of proven and probable reserves), (2) proven and probable reserves and (3) saleable reserves for each of our properties.

The reference point for the resources is in situ or in-place material. The reference point for mineable reserves is recoverable tons after mining extraction losses. The reference point for saleable reserves is finished goods available for sale after process plant losses.

Summary of Resources for the fiscal year ended December 31, 2023⁽¹⁾

	Measured Resources	Indicated Resources	Measured + Indicated Resources	Inferred Resources
Silica Sand⁽²⁾				
United States				
Berkeley Springs, WA	—	—	—	—
Columbia, SC	—	—	—	2,811
Crane, TX	—	2,246	2,246	16,396
Dubberly, LA	—	—	—	1,959
Festus, MO	—	—	—	—
Hurtsboro, AL	—	—	—	—
Jackson, TN ⁽³⁾	—	—	—	—
Lamesa, TX	622	4,748	5,370	5,002
Mapleton Depot, PA	—	—	—	—
Mauricetown, NJ	—	—	—	4,000
Mill Creek, OK	—	—	—	16,361
Millen, GA ⁽⁴⁾	—	—	—	—
Ottawa, IL	—	—	—	88
Pacific, MO	—	—	—	—
Rockwood, MI ⁽⁵⁾	—	—	—	—
Sparta, WI	—	—	—	13,500
Total Silica Sand	622	6,994	7,616	60,117
Diatomaceous Earth⁽⁶⁾				
United States				
Clark, NV	—	—	—	1,258
Fernley, NV	—	—	—	4,727
Hazen, NV	—	—	—	—
Lovelock/Colado, NV	—	—	—	689
Sequoya, NV	—	—	—	1,978
Siskiyou, CA	—	—	—	3,656
Vale, OR	—	—	—	19,780
Total Diatomaceous Earth	—	—	—	32,088
Bentonite Clay⁽⁷⁾				
United States				

Jackson/Aberdeen, MS	—	—	—	—
Middleton, TN	—	—	—	11,806
Sanders, AZ	—	—	—	—
Total Bentonite Clay	—	—	—	11,806
Perlite⁽⁷⁾				
United States				
Blair, NE ⁽⁸⁾	—	—	—	—
Popcorn, NV	—	—	—	—
Total Perlite	—	—	—	—
Aplite⁽⁷⁾				
United States				
Montpelier, VA	—	—	—	—
Total Aplite	—	—	—	—

⁽¹⁾ Item 1303(b)(ii) of Regulation S-K requires disclosure of resources to be exclusive of reserves. Unless otherwise noted, properties with no resources reported represent a 100% conversion of currently known geologic resources to mineable reserves.

⁽²⁾ Silica sand resources are based on the 2023 average price of \$47 per ton.

⁽³⁾ Jackson, TN purchases raw sand from a third party. There are no resources on this site.

⁽⁴⁾ Millen, GA is a silica sand processing plant that receives ore from other sites. There are no resources on this site.

⁽⁵⁾ Rockwood, MI purchases raw sand from a third party. There are no resources on this site.

⁽⁶⁾ Diatomaceous earth resources are based on the 2023 average price of \$684 per ton.

⁽⁷⁾ Resources are based on the 2023 average price of \$289 per ton of bentonite clay, perlite and aplite.

⁽⁸⁾ Blair, NE is a perlite processing plant. There are no resources on this site.

Summary Reserves for the fiscal year ended December 31, 2023

	Proven Reserves ⁽¹⁾	Probable Reserves ⁽¹⁾	Total Mineable Reserves ⁽¹⁾	Total Saleable Reserves ⁽¹⁾
Silica Sand⁽²⁾				
United States				
Berkeley Springs, WV	19,945	—	19,945	17,152
Columbia, SC	8,809	—	8,809	7,188
Crane, TX ⁽³⁾	106,686	37,522	144,208	118,971
Dubberly, LA	3,657	—	3,657	3,072
Festus, MO	10,064	7,411	17,475	13,106
Hurtsboro, AL	294	92	386	271
Jackson, TN ⁽⁴⁾	—	—	—	—
Lamesa, TX ⁽⁵⁾	90,241	12,800	103,041	77,281
Mapleton Depot, PA	7,095	—	7,095	6,386
Mauricetown, NJ	10,806	—	10,806	9,185
Mill Creek, OK	16,507	—	16,507	15,022
Millen, GA ⁽⁶⁾	—	—	—	—
Ottawa, IL ⁽⁷⁾	86,421	1,486	87,907	76,040
Pacific, MO	8,854	7,994	16,848	14,321
Rockwood, MI ⁽⁸⁾	7,600	—	7,600	4,940
Sparta, WI	16,228	2,740	18,968	16,369
Total Silica Sand	393,207	70,045	463,252	379,304

Diatomaceous Earth⁽⁹⁾				
United States				
Clark, NV	1,614	1,745	3,359	2,351
Fernley, NV	1,027	4,713	5,740	4,632
Hazen, NV	335	84	419	293
Lovelock/Colado, NV ⁽¹⁰⁾	1,535	2,797	4,332	3,535
Sequoyah, NV	111	755	866	707
Siskiyou, CA ⁽¹¹⁾	—	—	—	—
Vale, OR	16,233	27,287	43,520	37,993
Total Diatomaceous Earth	20,855	37,381	58,236	49,511
Bentonite Clay⁽¹²⁾				
United States				
Jackson/Aberdeen, MS	—	988	988	686
Middleton, TN	2,376	12,854	15,230	6,549
Sanders, AZ	—	557	557	557
Total Bentonite Clay	2,376	14,399	16,775	7,792
Perlite⁽¹²⁾				
United States				
Blair, NE ⁽¹³⁾	—	—	—	—
Popcorn, NV	4,316	1,790	6,106	5,495
Total Perlite	4,316	1,790	6,106	5,495
Aplite⁽¹²⁾				
United States				
Montpelier, VA	—	11,747	11,747	5,873
Total Aplite	—	11,747	11,747	5,873

⁽¹⁾ Ore reserves are stated as "mineable" reserves (after mining losses) and saleable reserves (after processing plant losses) as finished product available for sale to customers.

⁽²⁾ Unless otherwise stated, silica sand reserves are based on the 2023 average price of \$47 per ton.

⁽³⁾ Crane, TX economic evaluation based on \$23.92/product ton.

⁽⁴⁾ Jackson, TN purchases raw sand from a third party. There are no reserves or tons mined on site.

⁽⁵⁾ Lamesa, TX economic evaluation based on \$23.90/product ton.

⁽⁶⁾ Millen, GA is a silica sand processing plant that receives ore from other U.S. Silica sites. There are no ore reserves or tons mined at this site.

⁽⁷⁾ Ottawa, IL economic evaluation based on \$42.37/product ton.

⁽⁸⁾ Rockwood, MI purchases raw sand ore from a third party. Unmined, proven ore reserves are wholly owned.

⁽⁹⁾ Unless otherwise stated, diatomaceous earth reserves are based on the 2023 average price of \$684 per ton.

⁽¹⁰⁾ Lovelock/Colado, NV economic evaluation based on \$697.27/product ton.

⁽¹¹⁾ Siskiyou, CA is a greenfield exploration property. As such, there are no mineable reserves to report.

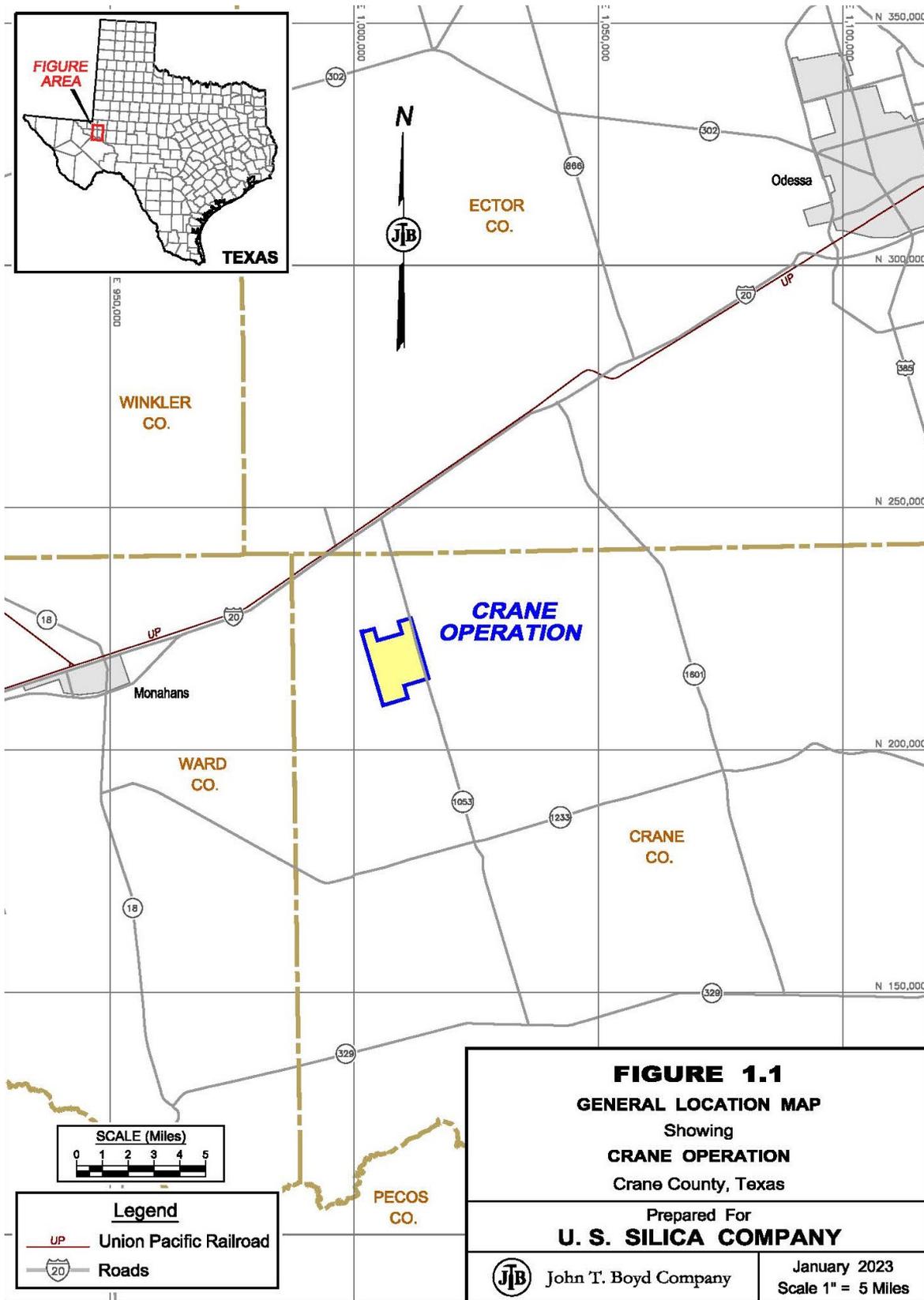
⁽¹²⁾ Reserves are based on the 2023 average price of \$289 per ton of bentonite clay, perlite and aplite.

⁽¹³⁾ Blair, NE is a perlite processing plant. There are no reserves or tons mined at this site.

MATERIAL SITE DESCRIPTIONS

Crane, Texas

The Crane site is a surface proppant sand mining and processing operation located 25 miles west of the City of Odessa in Crane County, Texas. The cities of Lubbock and Dallas, Texas, are located approximately 147 miles northeast and 355 miles east, respectively, of the Crane Operation. Geographically, the Crane Operation's processing plant is located at approximately 31° 38' 58.34" N latitude and 102° 42' 2.52" W longitude.



The Crane site is comprised of approximately 3,200 acres of surface and mineral rights wholly owned by U.S. Silica. We purchased the Crane site in May 2017 from McKnight Natural Resources and Flying U Properties after completing an initial reconnaissance-level exploration drilling campaign. The purchase agreement included a royalty of \$1 per ton of finished sand sold to be paid to the former owners. U.S. Silica is the first landowner to mine proppant sand at this location. Other than sparse agricultural activity and various oil and gas infrastructure, previous landowners had not developed the site.

The Crane site is supported by various utilities and transportation networks needed to allow processing and transportation of finished proppant sands. Electricity is delivered through an above-ground network that terminates at a substation at the processing facility, and from there electricity is distributed via several underground and above-ground powerlines. Initial makeup water for industrial use is obtained through a regional water gathering and transport system for mining and oil and gas operators in west Texas. Potable water is delivered via water jugs and bottles. Natural gas is supplied via several underground pipelines. Tailings from processing are disposed of in old mining pit impoundments. Transportation needs are met through a well-developed road network on both paved and graded dirt roads. No local railheads are present.

We conducted two exploration campaigns on the Crane site. The 26 drill holes completed in and around the property were utilized to define the lateral extent, thickness, particle size distribution, and mineralogy of the target sand deposit at the Crane site. In August 2023, we conducted an ore definition drilling program consisting of 82 holes (~3,000 ft. of drill core) to provide detailed geologic data for the five-year mine plan. The site is currently in production phase. Contractors are employed to conduct surface mining on the Crane site. The target sand deposit is excavated using conventional truck and excavator methods. The sand does not require drilling or blasting. Excavators and front-end loaders are used to load articulated haul trucks with disaggregated sand. The haul trucks deliver raw sand material to stockpiles located near the processing facilities.

Mined material from the stockpile arrives at the Wet Processing Plant by truck, where it is screened and washed to remove vegetation, oversize (> 40-mesh) and fine waste (<200-mesh) material. The remaining material is mixed with water to create a slurry that is passed through a series of desliming cyclones and attrition scrubbers to remove clay and undersized (very fine) particles. The deslimed material is then processed through a series of hydrosizers, hydro-cyclones, and vacuum filters to remove excess water. The remaining work-in-progress ("WIP") material is stockpiled outside on a drain pad to further reduce moisture before it is recovered and enters the Dry Processing Plant. Within the Dry Processing Plant, the WIP sand is dried, sized and sorted. The 40/70-mesh and 100-mesh dry finished products are stored in silos prior to loading in bulk truck for shipment to customers in the Permian Basin.

The Crane, TX process facility was built in early 2018 with all new and state-of-the-art equipment. This six-year old equipment and facility infrastructure have been responsibly operated and maintained with a rigorous preventive maintenance program, which keeps the plant ready to respond to customer demand. The total net book value of the Crane site's real property and fixed assets as of December 31, 2023 was \$162.8 million.

Several natural and man-made features have been identified in and around the Crane site which may limit the mineable areas of the property. These features include setbacks from neighboring properties, setbacks from oil production infrastructure and setbacks from existing utility corridors. We have included suitable setbacks in our mining plans to avoid disturbing these areas.

Mining and processing activities on the Crane site are regulated by several federal and state laws. As mandated by these laws and regulations, numerous permits are required for mining, processing, and other incidental activities. All necessary permits are in place or applied for to support immediate operations.

A summary of Crane's mineral resources and reserves as of December 31, 2023 and 2022 is shown below (in thousands of tons). For more information on material assumptions and information pertaining to the disclosure of our mineral resources and mineral reserves, please refer to Sections 11.0 and 12.0 of the 2022 Crane TRS.

Crane, TX - Summary of Resources

	December 31, 2023	December 31, 2022		
Classification	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Measured	—	—	—	—
Indicated	2,246	2,246	—	— %
Total Measured + Indicated Resources	2,246	2,246	—	— %
Inferred	16,396	16,396	—	— %

⁽¹⁾ Item 1304(b)(2)(d)(2) of regulation S-K requires disclosure of resources to be exclusive of reserves. Unless otherwise noted, line items with no resources represent a 100% conversion of currently known geologic resources to mineable reserves.

⁽²⁾ Only one commodity (silica sand) is mined, processed and sold at the Crane site. Production of silica sand is driven by market demand. Silica sand production can be modified in response to that demand. As such, the application of minimum mining thicknesses, maximum stripping ratios, or cut-off grades is not generally considered in the estimation of silica sand resources for the Crane site.

⁽³⁾ Mineral resources for Crane, TX are based on an ASP of \$30.78/product ton.

Crane, TX - Summary of Reserves

	December 31, 2023	December 31, 2022		
Classification ⁽¹⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Proven Reserves				
Mineable	106,686	110,156	(3,470)	(3)%
Saleable	88,016	90,879	(2,863)	(3)%
Probable Reserves				
Mineable	37,522	37,632	(110)	— %
Saleable	30,955	31,046	(91)	— %
Total Reserves				
Mineable Total	144,208	147,788	(3,580)	(2)%
Saleable Total	118,971	121,925	(2,954)	(2)%

⁽¹⁾ Ore reserves are stated as "mineable" reserves (after mining losses) and saleable reserves (after processing plant losses) as finished product available for sale to customers. Crane's mine recovery rate is 95% and process recovery rate is 82.5%, resulting in an overall product yield of 78.4%.

⁽²⁾ Only one commodity (silica sand) is mined, processed and sold at the Crane site. Production of silica sand is driven by market demand. Silica sand production can be modified in response to that demand. As such, the application of minimum mining thicknesses, maximum stripping ratios, or cut-off grades is not generally considered in the estimation of silica sand reserves for the Crane site.

⁽³⁾ Crane, TX economic evaluation based on \$23.92/product ton.

⁽⁴⁾ Based on the lateral geologic continuity of Crane's sand dune deposits, Proven ore is defined within 1/4-mile radius of a drill hole. Probable ore extends out to 1/2-mile radius from a drill hole.

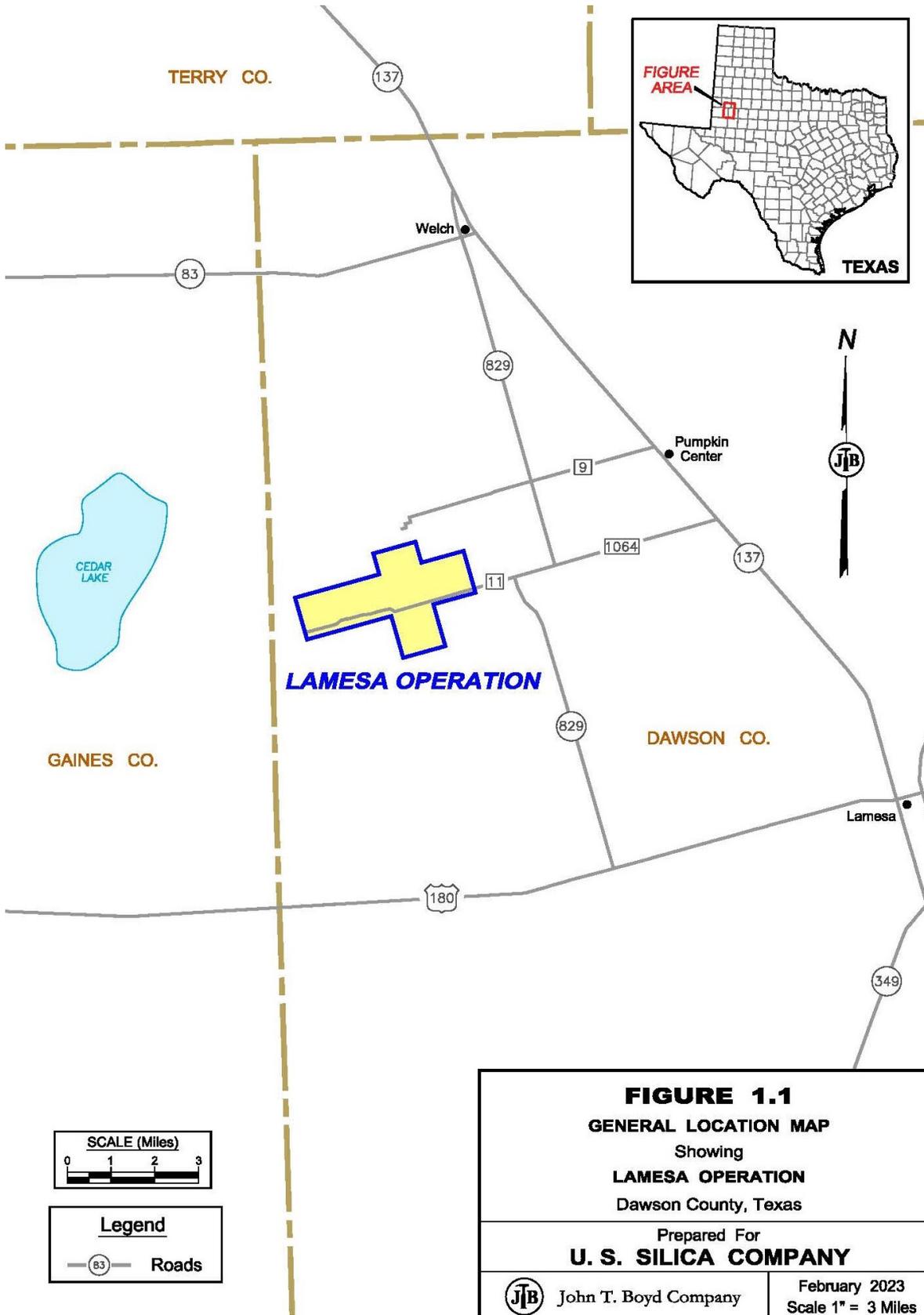
There was no change in resources from 2022 to 2023. The decrease in reserves from 2022 to 2023 is primarily attributable to (1) ordinary mining production (depletion), and (2) other minor adjustments to account for variations between planned and actual mining boundaries.

Key assumptions and parameters relating to the mineral reserves at the Crane site are discussed in Sections 11.0 and 12.0, respectively, of the 2022 Crane TRS. Only material that can be economically, safely, and legally extracted is contained in these ore reserve estimates. Other key assumptions include the lateral geologic continuity of the mineable dune sand ore strata, ore

block model construction criteria, mine design elements (stable pit slope geometries, mining bench height, pit floor limitations, pit dewatering, etc.), and setbacks (from property boundaries, power, natural gas, and water utility lines, oil well infrastructure and ore quality).

Lamesa, Texas

The Lamesa site is a surface proppant sand mining and processing operation located 11 miles northwest of the town of Lamesa in Dawson County, Texas. The cities of Dallas and Lubbock, Texas are located approximately 312 miles east and 56 miles northeast, respectively, of the Lamesa Operation. Geographically, the Lamesa site's processing plant is located at approximately 32° 48' 22.522" N latitude and 102° 7' 33.823" W longitude.



The Lamesa site comprises approximately 3,523 acres of surface and minerals rights fully owned by U.S. Silica. We are the first owner to explore for and mine proppant sand from the property. In developing the Lamesa Operation, we have completed three separate geologic exploration campaigns.

The site is accessible by private, state and county roads. The Lamesa site is connected to the local electrical and natural gas distribution systems. Lamesa has four on-site water wells and contracts in place with third parties which cover the life of the mine and provide for adequate access to processing water. The site has offices holding administrative, engineering, and operations staff. Additionally, there are several buildings that house the plant maintenance and support facilities.

Contractors are employed to conduct surface mining on the central and western portions of the Lamesa property. The unconsolidated dune sands sit at the surface, making it very amenable to open pit, mechanized mining methods utilizing heavy mobile mining equipment. At the mine, the unconsolidated sand is extracted directly from the open pit wall / mining face by front-end loader or by excavator and loaded into 40-ton or 60-ton articulated haul trucks. A fleet of haul trucks then delivers the mined sand ore to the processing plant.

At the processing plant, raw sand is sent through a static grizzly deck and vibratory dry scalping screen to remove any coarse debris. The sand and other material that passes the dry scalping screen is conveyed to the wet processing plant, where it is washed, creating a sand slurry. The underflow sand slurry then passes through a series of de-sliming cyclones and attrition scrubber cells that remove any free interstitial clays and grain-coating clays. The de-slimed sand slurry is then de-watered by another series of cyclones and de-water screens as it is conveyed to the drain pad stockpile. Once on the drain pad, gravity helps to naturally drain. This damp sand is then conveyed into one of the dry processing plant's three rotary dryers. Within the dry processing plant, the sand is dried, sized and sorted. The 40/70-mesh and 100-mesh dry finished products are stored in silos prior to loading into bulk trucks for shipment to customers in the Permian Basin.

We are the first landowner to mine silica at the Lamesa site. Since purchasing the Lamesa property in 2017, we have invested funds to increase the efficiency and expand the capacity of the Lamesa site. All buildings were constructed in 2018. We contract for the loading and hauling portion of the operations at Lamesa. No U.S. Silica equipment is currently dedicated to the mine operations. Similarly, we primarily use leased mobile equipment in the processing plant. We believe that the Lamesa site and its operating equipment are maintained in good working condition. The total net book value of the Lamesa site's real property and fixed assets as of December 31, 2023 was \$125.2 million.

Several natural and man-made features have been identified in and around the Lamesa site which may limit the mineable areas of the property. These features include setbacks from neighboring properties, setbacks from oil production infrastructure and setbacks from existing utility corridors. We have included suitable setbacks in our mining plans to avoid disturbing these areas.

Mining and processing activities on the Lamesa site are regulated by several federal and state laws. The Lamesa site is primarily environmentally regulated by the Texas Commission on Environmental Quality (the "TCEQ"). However, the State of Texas does not require a mining permit to extract material. The Lamesa site has secured and is operating in compliance with all required licenses, registrations, and permits.

A summary of Lamesa's mineral resources and reserves as of December 31, 2023 and 2022 is shown below (in thousands of tons). For more information on material assumptions and information pertaining to the disclosure of our mineral resources and mineral reserves, please refer to Sections 11.0 and 12.0 of the 2022 Lamesa TRS.

Lamesa, TX - Summary of Resources

	December 31, 2023	December 31, 2022		
Classification	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Measured	622	622	—	— %
Indicated	4,748	4,748	—	— %
Total Measured + Indicated Resources	5,370	5,370	—	— %
Inferred	4,397	5,002	(605)	— %

⁽¹⁾ Item 1304(b)(2)(d)(2) of regulation S-K requires disclosure of resources to be exclusive of reserves. Unless otherwise noted, line items with no resources represent a 100% conversion of currently known geologic resources to mineable reserves.

⁽²⁾ Only one commodity (proppant sand) is mined, processed and sold at the Lamesa site. Production of proppant sand is driven by market demand and can be modified in response to that demand. As such, the application of minimum thicknesses, maximum stripping ratios, or cut-off grades is not generally considered in the estimation of silica sand resources for the Lamesa site.

⁽³⁾ Mineral resources for Lamesa, TX are based on an ASP of \$31.39/ product ton.

Lamesa, TX - Summary of Reserves

	December 31, 2023	December 31, 2022		
Classification ⁽¹⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Proven Reserves				
Mineable	90,241	93,311	(3,070)	(3)%
Saleable	67,681	69,983	(2,302)	(3)%
Probable Reserves				
Mineable	12,800	12,800	—	— %
Saleable	9,600	9,600	—	— %
Total Reserves				
Mineable Total	103,041	106,111	(3,070)	(3)%
Saleable Total	77,281	79,583	(2,302)	(3)%

⁽¹⁾ Ore reserves are stated as "mineable" reserves (after mining losses) and saleable reserves (after processing plant losses) as finished product available for sale to customers. Lamesa's mine recovery rate is 95% and process recovery rate is 75%, resulting in an overall product yield of 71.3%

⁽²⁾ Only one commodity (proppant sand) is mined, processed and sold at the Lamesa site. Production of proppant sand is driven by market demand and can be modified in response to that demand. As such, the application of minimum thicknesses, maximum stripping ratios, or cut-off grades is not generally considered in the estimation of silica sand reserves for the Lamesa site.

⁽³⁾ Lamesa, TX economic evaluation based on \$23.90/ product ton.

⁽⁴⁾ Based on the lateral geologic continuity of Lamesa's sand dune deposits, Proven Ore is defined within 1/4-mile radius of a drill hole. Probable ore extends out to 1/2-mile radius from a drill hole. No P+P ore is considered outside the "dune line" where dunes are absent.

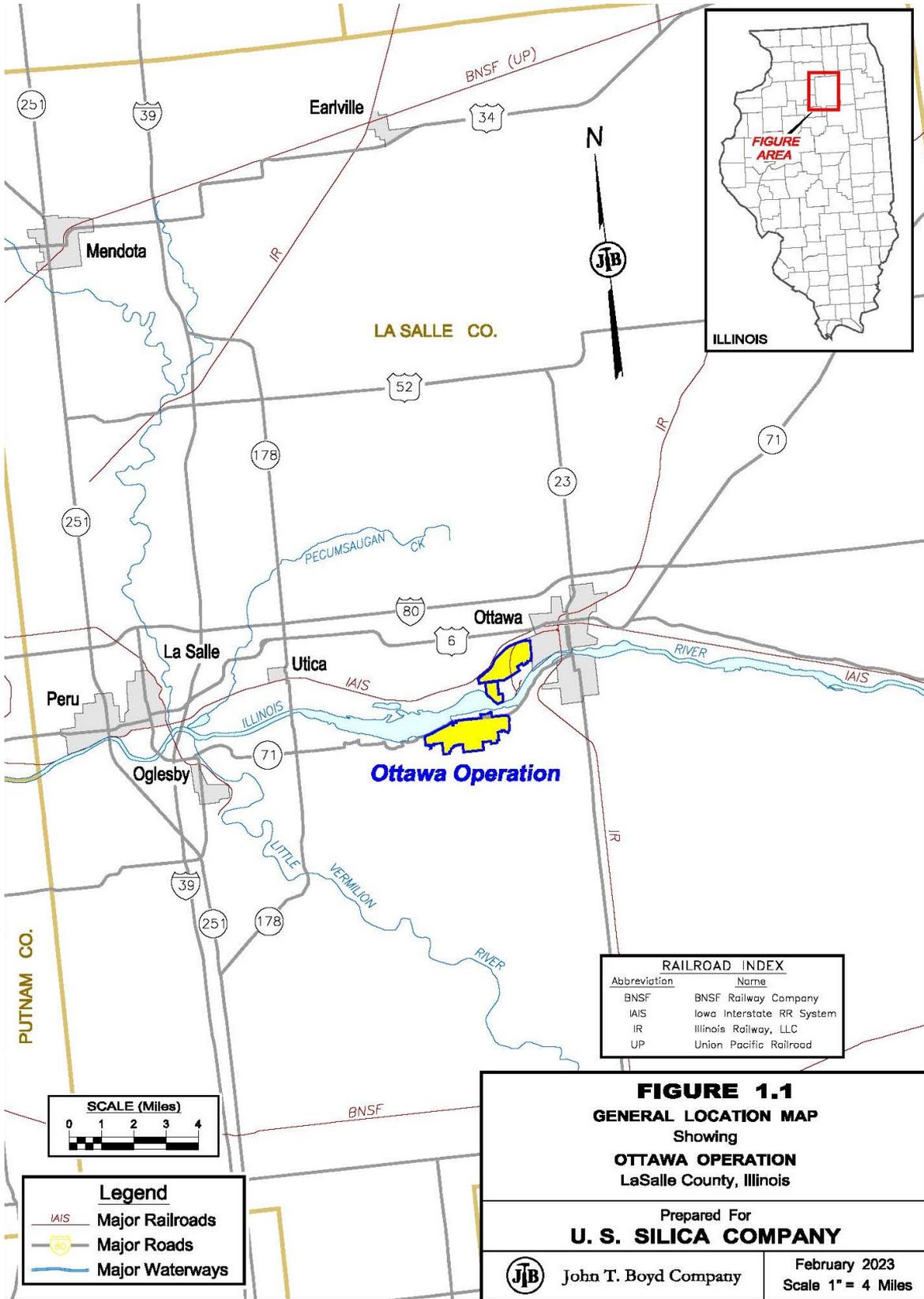
The decrease in resources from 2022 to 2023 is primarily attributable to (1) ordinary mining production (depletion), and (2) minor revisions to the deposit's geologic model. The decrease in reserves from 2022 to 2023 is attributed to (1) ordinary mining production (depletion), and (2) significant mining of sand not previously included in reserve estimates (i.e., mining beyond delineated reserve boundaries).

Key assumptions and parameters relating to the mineral reserves at the Lamesa site are discussed in Sections 11.0 and 12.0, respectively, of the 2022 Lamesa TRS. Only material that can be economically, safely, and legally extracted is contained in these ore reserve estimates. Other key assumptions include the lateral geologic continuity of the mineable dune sand ore strata; ore block model construction criteria; mine design elements (stable pit slope geometries, mining bench height, pit floor

limitations, pit dewatering, etc.); and setbacks (from property boundaries, power, natural gas, and water utility lines, oil well infrastructure; and ore quality).

Ottawa, Illinois

U.S. Silica's Ottawa Operation is a surface silica sand mining and processing operation located immediately west of the City of Ottawa in LaSalle County, Illinois. The cities of Chicago and Peoria, Illinois, are located approximately 95 miles east-northeast and 75 miles southwest, respectively, of the Ottawa Operation. Geographically, the Ottawa Operation's processing plant is located at approximately 41° 20' 45.19" N latitude and 88° 52' 33.11" W longitude.



The Ottawa site includes approximately 2,072 acres of surface and mineral rights that we own outright. The North Ottawa site and former mine site covers 857 acres, the South Ottawa mine includes 1,215 acres. The St. Peter Sandstone has been extensively explored and mined on the Ottawa Operation. The North Ottawa site was mined out by 2010, and exploration on the South Ottawa site began in the year 2000. U.S. Silica provided data for 225 drill holes, wells, field measurements, and test holes in and around the South Ottawa site. These data were utilized to define the lateral extent, thickness, particle size distribution, and mineralogy of the remaining St. Peter Sandstone reserves at the Ottawa Operation.

The site is accessible by city, county and state roads as well as by two railroads. Our Ottawa site has an extensive rail-car loading, storage, and handling facility. Additionally, we have access to a privately-owned barge terminal that leases property from us. The Ottawa site is connected to the local electrical and natural gas distribution systems. Potable water is provided to the plant location by the City of Ottawa's public water system. Additionally, we have a private well at the mine site. The site has offices holding administrative, engineering, and operations staff. In addition, there are several buildings that house the processing facilities plant maintenance and support facilities.

We acquired the Ottawa site in 1987 by merger with the Ottawa Silica Company, which historically used the property to produce whole grain and ground silica for customers in industrial and specialty products end markets. Since acquiring the facility, we renovated and upgraded its production capabilities to enable it to produce multiple products through various processing methods, including washing, hydraulic sizing, grinding, screening and blending. These production techniques allow the Ottawa site to meet a wide variety of focused specifications on product composition from customers. As such, the Ottawa site services multiple end markets, such as glass, building products, foundry, fillers and extenders, chemicals and oil and gas proppants. In November 2009, we expanded the silica sand capacity by 500,000 tons. During the fourth quarter of 2011, we completed a follow-on expansion project that added an additional 900,000 tons of silica sand capacity. None of Ottawa's mining equipment is more than 15 years old. We believe that the Ottawa facility and its operating equipment are maintained in good working condition. The total net book value of the Ottawa facility's real property and fixed assets as of December 31, 2023 was \$81.6 million.

Current mining at the Ottawa Operation takes place on the South Ottawa pit, where the St. Peter Sandstone is excavated using conventional surface mining methods. The first step in the mining process is the removal of the alluvial cover material, or "overburden," from the sandstone layer. This is completed by a third-party contractor who uses a tracked excavator and articulated haul trucks. Next, blast holes are drilled into the sandstone and charged with a blasting agent. A front-end loader loads the sand into articulated haul trucks that carry the sand to a stockpile located on the pit floor. A bulldozer pushes sand from the stockpile to a high-pressure water cannon, or "monitor," that uses recycled water from the plant. The water stream breaks up larger chunks of sand and creates a sand-water slurry that flows to a pump. The pump transfers the slurry to the processing plant.

At the processing plant, the sand slurry is fed to a washer that removes some of the ultrafines, which are pumped to tailings. From the washer, the slurry is pumped to hydrosizers that separate the sand into coarse and fine particle size fractions. From this point forward, the two streams are processed in dedicated, parallel circuits. Both streams are wet screened to remove oversized material, which is pumped to an abandoned pit. The screened sand is then thickened and dewatered by vacuum filter belts before being fed to the four fluidized bed dryers. Dried fine sand from the dryers reports to a sizing system where screening units sort the sand by grain size and store it in dedicated bins. A system of blending conveyors then produce sands, which are then loaded into bulk railcars or trucks or bagged for specific end-use markets. Separate streams from the sizing operation feed the fine sand plant and grinding mills.

The fine sand processing plant was built in the 1950's and consists of a screening system and sixteen product bins. The bagging processing plant is automated and includes a warehouse for packaged product. Truck loading was upgraded in 1998. Whole grain products are shipped primarily to the foundry, glass and hydraulic fracturing industries. The milling processing plant was commissioned in the 1940's. Whole grain sand is pulverized in dry ball mills using ceramic grinding balls to minimize product contamination. The mill discharge is air-classified, and the product is transported to storage bins for bulk loading or packaging. The oversize grains are rejected by the classifiers and return to the mill feed for re-grinding in a closed loop.

Several natural and man-made features have been identified in and around the Ottawa site which may limit the mineable areas of the property. These features include setbacks from neighboring properties, right of ways, marshes, brooks, wetlands and archaeologically significant sites.

To operate active mining operations on the property, the Illinois Department of Natural Resources, Department of Mines and Minerals required an approved Land Reclamation Plan. Additional restrictions on the use of lands are included in other permits that are required by various Illinois State agencies to operate the mine and plant. The Ottawa site has secured necessary permits and is operating in compliance with all required licenses, registrations, and permits.

A summary of Ottawa's mineral resources and reserves as of December 31, 2023 and 2022 is shown below (in thousands of tons). For more information on our resources and reserves, please refer to Sections 11.0 and 12.0 of the 2022 Ottawa TRS.

Ottawa, IL - Summary of Resources

	December 31, 2023	December 31, 2022		
Classification	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Measured	—	—	—	— %
Indicated	—	—	—	— %
Total Measured + Indicated Resources	—	—	—	— %
Inferred	88	88	—	— %

⁽¹⁾ Item 1304(b)(2)(d)(2) of regulation S-K requires disclosure of resources to be exclusive of reserves. Unless otherwise noted, line items with no resources represent a 100% conversion of currently known geologic resources to mineable reserves.

⁽²⁾ Only one commodity (silica sand) is mined, processed and sold at the Ottawa site. Production of silica sand is driven by market demand. Silica sand production can be modified in response to that demand. As such, the application of minimum mining thicknesses, maximum stripping ratios, or cut-off grades is not generally considered in the estimation of silica sand resources for the Ottawa site.

⁽³⁾ Mineral resources for Ottawa, IL are based on an ASP of \$42.37/product ton.

Ottawa, IL - Summary of Mineral Reserves

	December 31, 2023	December 31, 2022		
Classification ⁽¹⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Proven Reserves				
Mineable	86,421	89,742	(3,321)	(4)%
Saleable	74,754	77,627	(2,873)	(4)%
Probable Reserves				
Mineable	1,486	1,486	—	— %
Saleable	1,286	1,286	—	— %
Total Reserves				
Mineable Total	87,907	91,228	(3,321)	(4)%
Saleable Total	76,040	78,913	(2,873)	(4)%

⁽¹⁾ Ore reserves are stated as "mineable" reserves (after mining losses) and saleable reserves (after processing plant losses) as finished product available for sale to customers. Ottawa's mine recovery rate is 95% and process recovery rate is 86.5%, resulting in an overall product yield of 82.2%.

⁽²⁾ Only one commodity (silica sand) is mined, processed and sold at the Ottawa site. Production of silica sand is driven by market demand. Silica sand production can be modified in response to that demand. As such, the application of minimum mining thicknesses, maximum stripping ratios, or cut-off grades is not generally considered in the estimation of silica sand reserves for the Ottawa site.

⁽³⁾ Ottawa, IL economic evaluation based on \$42.37/product ton.

⁽⁴⁾ The St. Peter Sandstone occurs as a massive, thick sandstone stratum that is well defined geologically and well understood from historical mining. As such, "reasonable" drill hole spacing in conjunction with mine exposures are used to define Proven Ore. Probable Ore has a more widely spaced drill pattern in the same geologically continuous strata but absent of any mine development exposure.

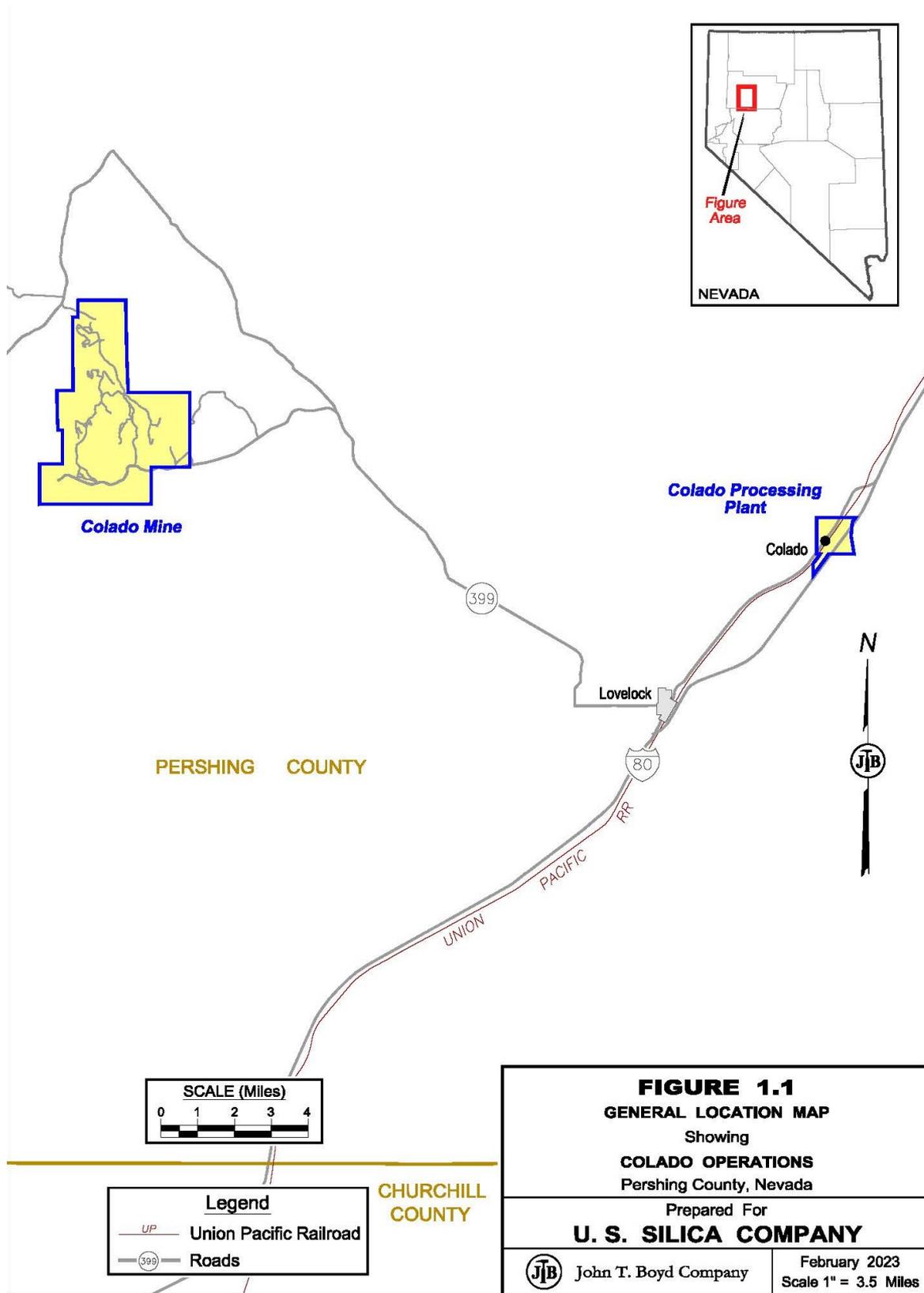
There was no change in resources from 2022 to 2023. The decrease in reserves from 2022 to 2023 is attributed to depletion due to mining.

Key assumptions and parameters relating to the mineral reserves at the Ottawa site are discussed in Sections 11.0 and 12.0, respectively, of the 2022 Ottawa TRS. Only material that can be economically, safely, and legally extracted is contained in these ore reserve estimates. Other key assumptions include the lateral geologic continuity of the ubiquitous St. Peter

Sandstone ore strata; ore block model construction criteria; mine design elements (stable pit slope geometries, mining bench height, ground control, pit dewatering, etc.); setbacks (from property boundaries, power, natural gas, and other utility lines); and ore quality).

Lovelock, Nevada - Colado Mine

Located in Pershing County, Nevada, U.S. Silica's Colado site comprises a surface DE mining operation (the "Colado Mine") and a DE processing plant (the "Lovelock Processing Plant") and is approximately 80 miles northeast of the City of Reno. The Lovelock Processing Plant is located seven miles northeast of the City of Lovelock and the Colado Mine is located approximately 19 miles northwest of the plant. Geographically, the southeastern-most access to the Colado Mine is located at approximately 40° 16' 29.66" N latitude and 118° 43' 41.51" W longitude. The Lovelock Processing Plant is located at approximately 40° 14' 45.51" N latitude and 118° 23' 25.35" W longitude.



We hold surface and/or mineral rights to approximately 9,526 acres across the two sites that comprise the Colado Operation. The Colado Mine property comprises approximately 8,993 acres of private and federal lands leased from the Franco-Nevada U.S. Corporation (Franco-Nevada) and the BLM, respectively. The Lovelock Processing Plant property encompasses approximately 493 acres owned in fee by U.S. Silica and 40 acres leased from the BLM.

The land lease with Franco-Nevada is for 3,842 acres of surface and mineral control at the Colado Mine and is renewed annually. The BLM leases provide U.S. Silica with surface control on federal lands at both the Colado Mine and Lovelock Processing Plant properties. Mineral rights on the BLM-administered lands at the Colado Mine are provided to U.S. Silica by way of 148 active mining claims, of which 132 are active placer claims. Mineral claims are renewed on an annual basis. The Franco-Nevada U.S. Corporation leases are based on a royalty-type structure that considers the tons of product sold during the lease period and how material used for the product tons sold was mined from each lease area. The leases also include a minimum annual amount to ensure a minimum annual payment to the landowners. The royalty unit values are adjusted based on the Consumer Price Index, a statistical index that is calculated and published annually by the U.S. Bureau of Labor Statistics. As for the federal land lease, the Bureau of Land Management publishes a mining claim fees schedule on an annual basis.

The Colado site is remote with few improved roads and installed mine-related infrastructure. The site is accessible by private and state roads. Energy is provided primarily by diesel powered equipment. Water requirements are primarily for dust suppression which is supplied by a municipal water source that is trucked by tanker to the Colado mine. The only onsite buildings are a maintenance shelter used to service the mine equipment and a small portable office. The existing infrastructure is adequate for current production levels and for the ramp-up of operations to full capacity.

The Colado site was initially commissioned in 1959. We acquired the Colado site in connection with the completion of the acquisition of EPM in May 2018. Significant exploration had been undertaken by EPM (and affiliates) prior to our acquisition of the property in 2018. Throughout various exploration campaigns, the subject DE deposits have been identified and delineated through geologic mapping, outcrop sampling, trenching, geophysical surveys, and extensive exploration drilling. Despite Colado's long history, none of the site's mining equipment is more than 50 years old. We believe that the Colado site's facility and its operating equipment are maintained in good working condition. The total net book value of Colado's real property and fixed assets as of December 31, 2023 was \$69.4 million. The total net book value for the mine previously excluded the reserves because during purchase accounting we did not allocate the reserves by mine and they were included at the corporate level. In the current year, we allocated the reserves to each location.

The DE mining horizons at the Colado Mine are relatively shallow, quite thick, and are moderately dipping. These characteristics favor conventional surface mining techniques. The Colado site is currently in the production phase. Mining occurs on benches, in a stair-like fashion, to remove the overburden waste material and expose the DE beds. The Colado Mine maintains a stockpile of approximately 600,000 cubic yards at the mine site to meet the demands of the processing plant. The raw ore is delivered by truck to the Lovelock Processing Plant.

At the plant, ore is fed into a crusher, where the ore is appropriately sized. The ore is fed into feed silos and then introduced into a flash dryer. There the ore is heated and pneumatically transferred through the wet end of the process. Grit or heavy particles are classified and separated from the process as waste (about 10% of material), while all other material continues through the process. The classified ore is fed to a variable-speed natural gas rotary kiln, where it is processed up to temperatures of 2,000 degrees Fahrenheit. Depending on the final product to be made, soda ash can be added to the kiln, in a process called flux-calcining. The final product from the kiln is then fed to a series of classifiers to further sort the product into different size ranges. Material that is oversized is fed to a hammer mill to be ground, and then to be re-processed; material that is undersized is sent to the fine filler circuit, and everything else is sent to corresponding bins for the last step, packaging and shipping.

No significant encumbrances exist at the mine site. State and federal permits are required to mine the DE and operate the processing plant. Surface disturbance is permitted as needed in accordance with state regulations. Major modifications to the permit are made as needed. We submitted a major modification application during 2021 to address unpermitted disturbance, reclamation of erosion areas, and proposed expansions for continued DE mining operations. We expect final approval of this application during 2024, however, its pending status does not negatively impact current mine operations.

A summary of Colado's DE mineral resources and reserves as of December 31, 2023 and 2022 is shown below (in thousands of tons). For more information on our resources and reserves, please refer to Sections 11.0 and 12.0 of the 2022 Colado TRS.

Lovelock/Colado, NV - Summary of Resources

	December 31, 2023	December 31, 2022		
Classification	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount ⁽¹⁾⁽²⁾⁽³⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Measured	—	—	—	— %
Indicated	—	—	—	— %
Total Measured + Indicated Resources	—	—	—	— %
Inferred	689	689	—	— %

⁽¹⁾ Item 1304(b)(2)(d)(2) of regulation S-K requires disclosure of resources to be exclusive of reserves. Unless otherwise noted, line items with no resources represent a 100% conversion of currently known geologic resources to mineable reserves.

⁽²⁾ Only one commodity (DE) is mined, processed and sold. The end use can result in multiple products based on customer need. Because targeted blending can be used to meet finished product specification, application of cut-off grades is not generally considered in the estimation of DE resources for the Colado site.

⁽³⁾ Mineral resources for Lovelock/Colado, NV are based on an ASP of \$697.27/product ton.

Lovelock, NV - Summary of Mineral Reserves

	December 31, 2023	December 31, 2022		
Classification ⁽¹⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount ⁽²⁾⁽³⁾⁽⁴⁾	Amount Change 2023 vs. 2022	Percent Change 2023 vs. 2022
Proven Reserves				
Mineable	1,535	1,671	(136)	(8)%
Saleable	1,253	1,364	(111)	(8)%
Probable Reserves				
Mineable	2,797	2,808	(11)	— %
Saleable	2,282	2,291	(9)	— %
Total Reserves				
Mineable	4,332	4,479	(147)	(3)%
Saleable	3,535	3,655	(120)	(3)%

⁽¹⁾ Ore reserves are stated as "mineable" reserves (after mining losses) and saleable reserves (after processing plant losses) as finished product available for sale to customers. Lovelock/Colado's mine recovery rate is 76.4% and process recovery rate is 81.6%, resulting in an overall site recovery of 62.3%.

⁽²⁾ Only one commodity DE is mined, processed and sold at the Lovelock/Colado site. The end use can result in multiple products based on customer need. Because targeted blending can be used to meet finished product specification, application of cut-off grades is not generally considered in the estimation of DE reserves for the Lovelock/Colado site.

⁽³⁾ Lovelock/Colado, NV economic evaluation based on \$697.27/product ton.

⁽⁴⁾ The DE ore at Colado occurs as layered, basin-controlled, lacustrine sedimentary deposits interbedded with volcanic ash deposits. As such, tighter drill hole spacings are required to delineate ore reserves. Proven Ore is defined by drill hole spacings of less than 200-ft. and containing at least 5-ore intercepts. Probable Ore is defined by drill hole spacing of less than 400-ft. and containing at least 3-ore intercepts.

There was no change in resources from 2022 to 2023. The decrease in reserves from 2022 to 2023 is predominantly the result of ordinary mining production (depletion). Other minor year-over-year changes were due to (1) corrections to mis-categorized inventory reductions and (2) reclassification of resources/reserves.

Key assumptions and parameters relating to the mineral reserves at Colado are discussed in Sections 11.0 and 12.0, respectively, of the 2022 Colado TRS. Among them are assumptions with respect to geologic continuity of the ore; specific chemical and physical characteristics of the DE deposits; mine design criteria defining safe, efficient and "mineable" geometries (stable pit designs, mining bench height, ground control, economic overburden stripping ratios, haul road design, pit floor design, waste mining and backfill requirements; and ore stockpile management).

Internal Controls Disclosure

The modeling and analysis of our reserves has been developed by our personnel, reviewed by several levels of internal management and, in the case of the four material properties, audited by JT Boyd. This section summarizes the internal control considerations for our development of estimations, including assumptions, used in resource and reserve analysis and modeling.

When determining resources and reserves, as well as the differences between resources and reserves, management developed specific criteria, each of which must be met to qualify as a resource or reserve, respectively. These criteria, such as demonstration of economic viability, repeatable geologic continuity, and meeting generally accepted quality specifications, are specific and attainable, as applicable. Calculations using site specific criteria for the four material properties were reviewed by JT Boyd. JT Boyd was provided with our exploration data, geologic models, and volumetric estimates and took a three-step approach to validate our resource and reserve estimates at the four material properties: (1) verified the accuracy of geologic model inputs by comparison with drilling logs and laboratory reports, (2) compared the geologic model with compiled drilling data and (3) prepared a stratigraphic grid model of the geologic unit and independently estimated pit shell volumes. All

calculations were conducted independently by JT Boyd, then compared to our internal estimates and found to be within acceptable variance.

For all properties, geographical modeling and mine planning efforts serve as a base assumption for resource and reserve estimates at each location. These outputs have been prepared by both our personnel and third-party consultants, and the methodology is compared to industry best practices. Mine planning decisions, such as mining bench height, execution of mining processes and ground control, are determined and agreed upon by our management. Management adjusts forward-looking models by reference to historic mining results, including reviewing performance versus predicted levels of production from the mineral deposit, and if necessary, re-evaluating mining methodologies if production outcomes were not realized as predicted. Ongoing mining and investigation of the mineral deposit, coupled with product quality validation pursuant to industry best practices and customer expectations, provides further empirical evidence as to the homogeneity, continuity and characteristics of the mineral resource. Ongoing quality validation of production also provides a means to monitor for any potential changes in ore-body quality.

Management also assesses risks inherent in mineral resource and reserve estimates, such as the accuracy of geological data that is used to support mine planning, identify hazards and inform operations of the presence of mineable deposits. Also, management is aware of risks associated with potential gaps in assessing the completeness of mineral extraction licenses, entitlements or rights, or changes in laws or regulations that could directly impact the ability to assess mineral resources and reserves or impact production levels. Risks inherent in overestimated reserves can impact financial performance when revealed, such as changes in amortization that are based on life of mine estimates. Quarterly, and as part of our SOX compliance guidelines, a review meeting is held with senior leadership from operations, finance, mine planning, and environmental to review the overall ore reserve changes and any potential impacts to our site asset retirement obligations or site financial metrics.

ITEM 3. LEGAL PROCEEDINGS

In addition to the matters described below, we are subject to various legal proceedings, claims, and governmental inspections, audits or investigations incidental to our business, which can cover general commercial, governmental regulations, antitrust and trade regulations, product liability, environmental, intellectual property, employment and other matters. Although the outcomes of these ordinary routine claims cannot be predicted with certainty, in the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on our financial position or results of operations.

Prolonged inhalation of excessive levels of respirable crystalline silica dust can result in silicosis, a disease of the lungs. Breathing large amounts of respirable silica dust over time may injure a person's lungs by causing scar tissue to form. Crystalline silica in the form of quartz is a basic component of soil, sand, granite and most other types of rock. Cutting, breaking, crushing, drilling, grinding and abrasive blasting of or with crystalline silica containing materials can produce fine silica dust, the inhalation of which may cause silicosis, lung cancer and possibly other diseases including immune system disorders such as scleroderma. Sources of exposure to respirable crystalline silica dust include sandblasting, foundry manufacturing, crushing and drilling of rock, masonry and concrete work, mining and tunneling, and cement and asphalt pavement manufacturing.

Since at least 1975, we and/or our predecessors have been named as a defendant, usually among many defendants, in numerous lawsuits brought by or on behalf of current or former employees of our customers alleging damages caused by silica exposure. Prior to 2001, the number of silicosis lawsuits filed annually against the commercial silica industry remained relatively stable and was generally below 100, but between 2001 and 2004 the number of silicosis lawsuits filed against the commercial silica industry substantially increased. This increase led to greater scrutiny of the nature of the claims filed, and in June 2005 the U.S. District Court for the Southern District of Texas issued an opinion in the former federal silica multi-district litigation remanding almost all of the 10,000 cases then pending in the multi-district litigation back to the state courts from which they originated for further review and medical qualification, leading to a number of silicosis case dismissals across the United States. In conjunction with this and other favorable court rulings establishing "sophisticated user" and "no duty to warn" defenses for silica producers, several states, including Texas, Ohio and Florida, have passed medical criteria legislation that requires proof of actual impairment before a lawsuit can be filed.

As a result of the above developments, the filing rate of new claims against us over the past few years has decreased to below pre-2001 levels, and we were named as a defendant in zero, zero, and two new silicosis cases filed in 2023, 2022 and 2021, respectively. As of December 31, 2023, there were 39 active silica-related product liability claims pending in which U.S. Silica is a defendant. Almost all of the claims pending against us arise out of the alleged use of our silica products in foundries or as an abrasive blast media and involve various other defendants. Prior to the fourth quarter of 2012, we had insurance policies for our predecessors that cover certain claims for alleged silica exposure for periods prior to certain dates in 1985 and 1986 (with respect to certain insurance). As a result of a settlement with a former owner and its insurers in the fourth quarter of 2012, some of these policies are no longer available to us and we will not seek reimbursement for any defense costs or claim payments from these policies. Other insurance policies, however, continue to remain available to us and will continue to make such payments on our behalf.

The silica-related litigation brought against us to date has not resulted in material liability to us. However, we continue to have silica-related product liability claims filed against us, including claims that allege silica exposure for periods for which we do not have insurance coverage. Although the outcomes of these claims cannot be predicted with certainty, in the opinion of management, it is not reasonably possible that the ultimate resolution of these matters will have a material adverse effect on our financial position or results of operations that exceeds the accrual amounts. For more information regarding silica-related litigation, see Part I, Item 1A. Risk Factors of this Annual Report on Form 10-K and Note O - Commitments and Contingencies to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K.

ITEM 4. MINE SAFETY DISCLOSURES

Safety is one of our core values and we strive to achieve a workplace free of injuries and occupational illnesses. Our health and safety leadership team has developed comprehensive safety policies and standards, which include detailed standards and procedures for safe production and address topics such as employee training, risk management, workplace inspection, emergency response, accident investigation and program auditing. We place special emphasis on the importance of continuous improvement in occupational health, personal injury avoidance and prevention, emergency preparedness, and property damage elimination. In addition to strong leadership and involvement from all levels of the organization, these programs and procedures form the cornerstone of our safety initiatives and are intended as a means to reduce workplace accidents, incidents and losses, comply with all mining-related regulations and provide support for both regulators and the industry to improve mine safety.

While we want to have productive operations in full regulatory compliance, we know it is equally essential that we motivate and train our people to think, practice and feel a personal responsibility for health and safety on and off the job.

All of our production facilities identified in Part 1, Item 2. Properties of this Annual Report on Form 10-K, with the exception of our Blair, Nebraska, facility, are classified as mines and are subject to regulation by MSHA under the Mine Act. MSHA inspects our mines on a regular basis and issues various citations and orders when it believes a violation has occurred under the Mine Act. Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is included in Exhibit 95.1 to this Annual Report filed on Form 10-K.

PART II.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Shares of our common stock, traded under the symbol "SLCA", have been listed and publicly traded on the New York Stock Exchange since February 1, 2012.

Holders of Record

On February 16, 2024, there were 78,087,577 shares of our common stock outstanding, which were held by approximately 22 stockholders of record. Because many of our shares of common stock are held by brokers and other institutions on behalf of beneficial owners, we are unable to estimate the total number of stockholders represented by these record holders. For additional information related to ownership of our stock by certain beneficial owners and management, refer to Part III, Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters of this Annual Report on Form 10-K.

Purchase of Equity Securities by the Issuer

From time to time, we repurchase our common stock in the open market pursuant to programs approved by our Board of Directors. We may repurchase our common stock for a variety of reasons, such as to offset dilution related to equity-based incentives and to optimize our capital structure.

We consider several factors in determining when to make share repurchases including, among other things, our cash needs, the availability of funding, our future business plans and the market price of our stock. We expect that cash provided by future operating activities, as well as available liquidity, will be the sources of funding for our share repurchase program.

The following table presents the total number of shares of our common stock that we purchased during the fourth quarter of 2023, the average price paid per share, the number of shares that we repurchased as part of our share repurchase program, and the approximate dollar value of shares that still could have been repurchased at the end of the applicable fiscal period pursuant to our share repurchase program:

Period	Total Number of Shares Withheld or Forfeited ⁽²⁾	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program ⁽¹⁾	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Program ⁽¹⁾
October 1, 2023 - October 31, 2023	18,637	\$ 13.25	—	\$ 126,540,060
November 1, 2023 - November 30, 2023	7,384	\$ 11.20	—	\$ 126,540,060
December 1, 2023 - December 31, 2023	804	\$ 11.31	—	\$ 126,540,060
Total	26,825	\$ 12.63	—	

(1) In May 2018, our Board of Directors authorized and announced the repurchase of up to \$200 million of our common stock from time to time on the open market or in privately negotiated transactions. Stock repurchases, if any, will be funded using our available liquidity. The timing and amount of stock repurchases will depend on a variety of factors, including the market conditions as well as corporate and regulatory considerations. As of December 31, 2023, we have repurchased a total of 5,036,139 shares of our common stock at an average price of \$14.59.

(2) Represents shares withheld by U.S. Silica to pay taxes due upon the vesting of employee restricted stock and restricted stock units for the months ended October 31, November 30 and December 31, 2023, respectively.

We did not repurchase any shares of common stock under our share repurchase program during the three months ended December 31, 2023.

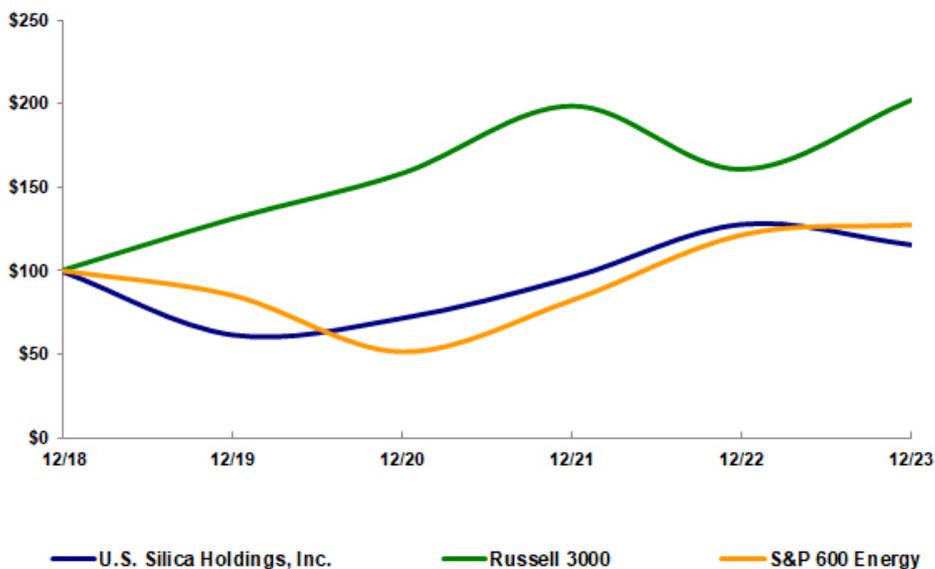
U.S. Silica Holdings, Inc. Comparative Stock Performance Graph

The information contained in this U.S. Silica Holdings, Inc. Comparative Stock Performance Graph section shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act or the Exchange Act.

The graph below compares the cumulative total shareholder return on our common stock to the cumulative total return on the Russell 3000 index and the Standard and Poor's SmallCap 600 Energy Sector index, in each case assuming \$100 was invested on December 31, 2018 and the reinvestment of all dividends. We elected to include the Standard and Poor's SmallCap 600 Energy Sector index because a number of companies in this index are included in the custom peer group used to determine relative total shareholder return performance share units that we have granted to employees.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among U.S. Silica Holdings, Inc., the Russell 3000 Index and the S&P 600 Energy Index



*\$100 invested on 12/31/18 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

Copyright© 2024 Standard & Poor's, a division of S&P Global. All rights reserved. Copyright© 2024 Russell Investment Group. All rights reserved.

Unregistered Sales of Equity Securities

None.

ITEM 6. SELECTED FINANCIAL DATA

[Reserved]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read together with the description of the business appearing in Item 1. Business and the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

This discussion contains forward-looking statements, as discussed under "Forward-Looking Statements". These statements are based on current expectations and assumptions and are subject to risks and uncertainties. Actual results could differ materially from those discussed in or implied by forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report, particularly under "Forward-Looking Statements" and in Item 1A. Risk Factors of this Annual Report on Form 10-K.

Adjusted EBITDA and segment contribution margin as used herein are non-GAAP measures. For a detailed description of Adjusted EBITDA and segment contribution margin and reconciliations to their most comparable GAAP measures, please see the discussion below under "How We Evaluate Our Business."

Overview

We are a global performance materials company and a leading producer of commercial silica used in the oil and gas industry and in a wide range of industrial applications. In addition, through our subsidiary EP Minerals, LLC ("EPM") we are an industry leader in the production of industrial minerals, including diatomaceous earth, clay (calcium bentonite and calcium montmorillonite), and perlite.

During our 124-year history, we have developed core competencies in mining, processing, logistics and materials science that enable us to produce and cost-effectively deliver over 800 diversified product types to customers across our end markets. As of December 31, 2023, we had 26 operating mines and processing facilities and two additional exploration stage properties across the United States. We control 479 million tons of reserves of commercial silica, which can be processed to make 177 million tons of finished products that meet API frac sand specifications, and 81 million tons of reserves of diatomaceous earth, perlite, and clays.

Our operations are organized into two reportable segments based on end markets served and the manner in which we analyze our operating and financial performance: (1) Oil & Gas Proppants and (2) Industrial & Specialty Products. We believe our segments are complementary because our ability to sell to a wide range of customers across end markets in these segments allows us to maximize recovery rates in our mining operations and optimize our asset utilization.

Recent Trends and Outlook

Oil and gas proppants end market trends

Our operations in our Oil & Gas Proppants segment are materially dependent on the levels of activity in natural gas and oil exploration, development and production, which are affected by trends in natural gas and oil prices. In recent years, natural gas and oil prices and, therefore, the level of exploration, development, and production activity, have experienced significant volatility.

During 2020, the COVID-19 pandemic and related economic repercussions, coupled with an inadequate supply response and exacerbated by the lack of global storage capacity, resulted in a precipitous decline in crude oil prices. Demand for our proppant and logistics services declined as our customers reduced their capital spending budgets and drilling and completion operations in response to lower oil prices. Crude oil prices began to rebound from 2020 levels, with the West Texas Intermediate price of crude oil increasing as much as 52% during 2022 and as much as 17% during 2023, though prices have

declined 11% as of year end. The broader energy industry is currently experiencing a positive multi-year energy cycle after years of underinvestment, supported by improved commodity prices in addition to drilling and completion efficiencies.

Recent international conflicts, including Russia and Ukraine and Israel and Hamas, have increased the disruption, instability and volatility in global markets and industries. As our operations are significantly U.S. based, we have not been, to date, materially impacted by these conflicts. We continue to monitor the uncertainty surrounding the extent and duration of these ongoing conflicts and the impact that they may have on the global economy and on our business.

Heightened levels of inflation present risk for us in terms of increased labor costs, transportation costs and energy costs that may not be able to be passed on to customers through increased pricing. In addition, rising interest rates will increase our borrowing costs on new and existing debt.

During the three months ended December 31, 2023, frac sand demand, average selling price and tons sold decreased compared to the three months ended September 30, 2023, as summarized below. Sales decreased by 12% or \$30.9 million in our Oil & Gas Proppants segment during the three months ended September 30, 2023 compared to the three months ended June 30, 2023 primarily due to a 9% decrease in tons sold and a 3% decrease in average selling price per ton and decreased by 13% or \$37.7 million during the three months ended June 30, 2023 compared to the three months ended March 31, 2023. This was primarily due to a 13% decrease in tons sold.

*Amounts in thousands,
except per ton data*

	Three Months Ended				Percentage Change for the Three Months Ended		
	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2023 vs. September 30, 2023	September 30, 2023 vs. June 30, 2023	June 30, 2023 vs. March 31, 2023
Oil & Gas Proppants							
Sales	\$ 200,552	\$ 231,426	\$ 262,285	\$ 300,013	(13)%	(12)%	(13)%
Tons Sold	2,907	3,122	3,419	3,921	(7)%	(9)%	(13)%
Average Selling Price per Ton	\$ 68.99	\$ 74.13	\$ 76.71	\$ 76.51	(7)%	(3)%	—%

If oil and gas drilling and completion activity does not grow, or if frac sand supply remains greater than demand, then we may sell fewer tons, sell tons at lower prices, or both. If we sell less frac sand or sell frac sand at lower prices, our revenue, net income, cash generated from operating activities, and liquidity would be adversely affected, and we could incur material asset impairments. If these events occur, we may evaluate actions to reduce costs and improve liquidity.

Industrial and specialty products end market trends

Demand in the industrial and specialty products end markets has been relatively stable in recent years and is primarily influenced by key macroeconomic drivers such as housing starts, population growth, light vehicle sales, beer and wine production, repair and remodel activity and industrial production. The primary end markets served by our Industrial & Specialty Products segment are building and construction products, fillers and extenders, filtration, glassmaking, absorbents, foundry, and sports and recreation. We have been increasing our value-added product offerings in the industrial and specialty products end markets organically as well as through acquisitions, such as White Armor® and EPM. Additionally, we have increased our focus on the alternative energy markets and products necessary for the supply chains of solar panels, renewable diesel and wind turbines. Sales of these new higher margin products have increased our Industrial & Specialty Products segment's profitability.

Heightened levels of inflation present risk for us in terms of increased labor costs, transportation costs and energy costs that may not be able to be passed on to customers through increased pricing. In addition, rising interest rates will increase our borrowing costs on new and existing debt. Additionally, we continue to monitor the uncertainty surrounding the extent and duration of the Russia and Ukraine and Israel and Hamas conflicts on our business as discussed above.

Our Business Strategy

The key drivers of our strategy include:

- increasing our presence and product offerings in specialty products end markets;
- optimizing efficiencies and our product mix while further developing value-added capabilities to maximize margins;
- effectively positioning our Oil & Gas Proppants facilities to optimally serve our customers;
- optimizing our supply chain network and leveraging our logistics capabilities to meet our customers' needs;

- evaluating both Greenfield and Brownfield expansion opportunities and other acquisitions; and
- maintaining financial strength and flexibility.

For additional information about our key business strategies, see the discussion under “Our Business Strategy and Strengths” in Item 1. Business of this Annual Report on Form 10-K.

How We Generate Our Sales

Products

We derive our product sales by mining and processing minerals that our customers purchase for various uses. Our product sales are primarily a function of the price per ton and the number of tons sold. We primarily sell our products through individual purchase orders executed under short-term price agreements or at prevailing market rates. The amount invoiced reflects the price of the product, transportation, surcharges, and additional handling services as applicable, such as storage, transloading the product from railcars to trucks and last mile logistics to the customer site. We invoice most of our product customers on a per shipment basis, although for some larger customers, we consolidate invoices weekly or monthly. Standard collection terms are net 30 days, although extended terms are offered in competitive situations.

Services

We derive our service sales primarily through the provision of transportation, equipment rental, and contract labor services to companies in the oil and gas industry. Transportation services typically consist of transporting customer proppant from storage facilities to proximal well-sites and are contracted through work orders executed under established pricing agreements. The amount invoiced reflects transportation services rendered. Equipment rental services provide customers with use of either dedicated or nonspecific wellhead proppant delivery equipment solutions for contractual periods defined either through formal lease agreements or executed work orders under established pricing agreements. The amounts invoiced reflect the length of time the equipment set was utilized in the billing period. Contract labor services provide customers with proppant delivery equipment operators through work orders executed under established pricing agreements. The amounts invoiced reflect the amount of time our labor services were utilized in the billing period. We typically invoice our customers on a weekly or monthly basis; however, some customers receive invoices upon well-site operation completion. Standard collection terms are net 30 days, although extended terms are offered in competitive situations.

Our ten largest customers accounted for approximately 44%, 40% and 40% of total sales during the years ended December 31, 2023, 2022 and 2021, respectively. No single customer accounted for more than 10% of our total sales during the years ended December 31, 2023, 2022 and 2021. At December 31, 2023 and 2022, none of our customers' accounts receivable represented 10% or more of our total trade accounts receivable.

For a limited number of customers, we sell under long-term, minimum purchase supply agreements. These agreements define, among other commitments, the volume of product that our customers must purchase, the volume of product that we must provide, and the price that we will charge and that our customers will pay for each product. Prices under these agreements are generally fixed and subject to certain contractual adjustments. Sometimes these agreements may undergo negotiations regarding pricing and volume requirements, particularly in volatile market conditions. When these negotiations occur, we may deliver sand at prices or at volumes below the requirements in our existing supply agreements. We do not consider these agreements solely representative of contracts with customers. An executed order specifying the type and quantity of product to be delivered, in combination with the noted agreements, comprise our contracts in these arrangements. Selling more tons under supply contracts enables us to be more efficient from a production, supply chain, and logistics standpoint. As discussed in Part I, Item 1A., Risk Factors of this Annual Report on Form 10-K, these customers may not continue to purchase the same levels of product in the future due to a variety of reasons, contract requirements notwithstanding.

As of December 31, 2023, we had 11 minimum purchase supply agreements in the Oil & Gas Proppants segment with initial terms expiring between 2024 and 2034. As of December 31, 2022, we had 12 minimum purchase supply agreements in the Oil & Gas Proppants segment with initial terms expiring between 2023 and 2034. Collectively, sales to customers with minimum purchase supply agreements accounted for 58% and 52% of Oil & Gas Proppants segment sales during the years ended December 31, 2023 and 2022, respectively.

In the industrial and specialty products end markets we have not historically entered into long-term minimum purchase supply agreements with our customers because of the high cost to our customers of switching providers. We may periodically do so when capital or other investment is required to meet customer needs. Instead, we often enter into supply agreements with our customers with targeted volumes and terms of one to five years. Prices under these agreements are generally fixed and subject to annual increases.

The Costs of Conducting Our Business

The principal expenses involved in conducting our business are transportation costs, labor costs, electricity and drying fuel costs, and maintenance and repair costs for our mining and processing equipment and facilities. Transportation and related costs include freight charges, fuel surcharges, transloading fees, switching fees, railcar lease costs, demurrage costs, storage fees and labor costs. Our operating costs can vary significantly based on the volume of product produced and current economic conditions. We benefit from owning the majority of the mineral deposits that we mine and having long-term mineral rights leases or supply agreements for our other primary sources of raw material, which limits royalty payments.

Additionally, we incur expenses related to our corporate operations, including costs for sales and marketing; research and development; and the finance, legal, human resources, information technology, and environmental, health and safety functions of our organization. These costs are principally driven by personnel expenses.

How We Evaluate Our Business

Our management team evaluates our business using a variety of financial and operating metrics. We evaluate the performance of our two segments based on their tons sold, average selling price and contribution margin earned. Additionally, we consider a number of factors in evaluating the performance of our business as a whole, including total tons sold, average selling price, total segment contribution margin, and Adjusted EBITDA. We view these metrics as important factors in evaluating our profitability and review these measurements frequently to analyze trends and make decisions, and we believe the presentation of these metrics provides useful information to our investors regarding our financial condition and results of operations for the same reasons.

Segment Contribution Margin

Segment contribution margin, a non-GAAP measure, is a key metric that management uses to evaluate our operating performance and to determine resource allocation between segments. Segment contribution margin excludes selling, general, and administrative costs, corporate costs, plant capacity expansion expenses, and facility closure costs.

Segment contribution margin is not a measure of our financial performance under GAAP and should not be considered an alternative measure or superior to measures derived in accordance with GAAP. Our measure of segment contribution margin is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation. For more information about segment contribution margin, including a reconciliation of this measure to its most directly comparable GAAP financial measure, net income (loss), see Note U - Segment Reporting to our Consolidated Financial Statements in Part II, Item 8. of this Annual Report on Form 10-K.

Adjusted EBITDA

Adjusted EBITDA, a non-GAAP measure, is included in this report because it is a key metric used by management to assess our operating performance and by our lenders to evaluate our covenant compliance. Adjusted EBITDA excludes certain income and/or costs, the removal of which improves comparability of operating results across reporting periods. Our target performance goals under our incentive compensation plan are tied, in part, to our Adjusted EBITDA.

Adjusted EBITDA is not a measure of our financial performance or liquidity under GAAP and should not be considered as an alternative or superior to net income (loss) as a measure of operating performance, cash flows from operating activities as a measure of liquidity or any other performance measure derived in accordance with GAAP. Additionally, Adjusted EBITDA is not intended to be a measure of free cash flow for management's discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. Adjusted EBITDA contains certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and cash costs to replace assets being depreciated and amortized, and excludes certain charges that may recur in the future. Management compensates for these limitations by relying primarily on our GAAP results and by using Adjusted EBITDA only supplementally. Our measure of Adjusted EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

The following table sets forth a reconciliation of net income (loss), the most directly comparable GAAP financial measure, to Adjusted EBITDA.

<i>(amounts in thousands)</i>	Year ended December 31,		
	2023	2022	2021
Net income (loss) attributable to U.S. Silica Holdings, Inc.	\$ 146,925	\$ 78,176	\$ (33,761)
Total interest expense, net of interest income	92,694	75,437	69,173
Provision for taxes	49,080	26,159	(2,755)
Total depreciation, depletion and amortization expenses	137,259	140,166	161,131
EBITDA	425,958	319,938	193,788
Non-cash incentive compensation ⁽¹⁾	14,699	19,653	19,692
Post-employment expenses (excluding service costs) ⁽²⁾	(1,698)	(2,654)	(1,920)
Merger and acquisition related expenses ⁽³⁾	2,155	6,984	2,961
Plant capacity expansion expenses ⁽⁴⁾	163	213	928
Contract termination expenses ⁽⁵⁾	—	6,500	—
Goodwill and other asset impairments ⁽⁶⁾	—	—	202
Business optimization projects ⁽⁷⁾	1,892	1,209	105
Facility closure costs ⁽⁸⁾	3,737	1,503	1,347
Other adjustments allowable under the Credit Agreement ⁽⁹⁾	(7,906)	212	6,372
Adjusted EBITDA	\$ 439,000	\$ 353,558	\$ 223,475

- (1) Reflects equity-based, non-cash compensation expense.
- (2) Includes net pension cost and net post-retirement cost relating to pension and other post-retirement benefit obligations during the applicable period, but in each case excluding the service cost relating to benefits earned during such period. Non-service net periodic benefit costs are not considered reflective of our operating performance because these costs do not exclusively originate from employee services during the applicable period and may experience periodic fluctuations as a result of changes in non-operating factors, including changes in discount rates, changes in expected returns on benefit plan assets, and other demographic actuarial assumptions. See Note P - Pension and Post-Retirement Benefits to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K for more information.
- (3) Merger and acquisition related expenses include legal fees, professional fees, bank fees, severance costs, and other employee related costs. While these costs are not operational in nature and are not expected to continue for any singular transaction on an ongoing basis, similar types of costs, expenses and charges have occurred in prior periods and may recur in the future as we continue to integrate prior acquisitions and pursue any future acquisitions.
- (4) Plant capacity expansion expenses include expenses that are not inventoriable or capitalizable as related to plant expansion projects greater than \$2 million in capital expenditures or plant start up projects. While these expenses are not operational in nature and are not expected to continue for any singular project on an ongoing basis, similar types of expenses have occurred in prior periods and may recur in the future.
- (5) Reflects contract termination expenses related to strategically exiting a supplier service contract. While these expenses are not operational in nature and are not expected to continue for any singular event on an ongoing basis, similar types of expenses have occurred in prior periods and may recur in the future as we continue to strategically evaluate our contracts.
- (6) Reflects impairment charges to long-lived and intangible assets. While these expenses are not operational in nature and are not expected to continue for any singular event on an ongoing basis, similar types of expenses have occurred in prior periods and may recur in the future.
- (7) Reflects costs incurred related to business optimization projects mainly within our corporate center, which aim to measure and improve the efficiency, productivity and performance of our organization. While these costs are not operational in nature and are not expected to continue for any singular project on an ongoing basis, similar types of expenses may recur in the future.
- (8) Reflects costs incurred mainly related to idled sand facilities and closed corporate offices, including severance costs and remaining contracted costs such as office lease costs, and common area maintenance fees. While these costs are not operational in nature and are not expected to continue for any singular event on an ongoing basis, similar types of expenses may recur in the future.
- (9) Reflects miscellaneous adjustments permitted under the Credit Agreement such as recruiting fees and relocation costs. The year ended December 31, 2023 also included costs related to severance restructuring of \$0.9 million, recruiting costs of \$1.5 million, an adjustment to non-controlling interest of \$0.4 million and \$8.5 million related to the loss on extinguishment of debt, offset by an insurance recovery of \$0.6 million and net proceeds of the sale of assets of \$18.6 million. The year ended December 31, 2022 also included costs related to weather events and supplier and logistical issues of \$1.1 million, severance restructuring costs of \$1.8 million, an adjustment to non-controlling interest of \$0.6 million, partially offset by net proceeds of the sale of assets of \$1.7 million and \$2.9 million related to the gain on extinguishment of debt. The year ended December 31, 2021 also included \$3.4 million of transload shortfall and exit fees, \$2.1 million related to expenses incurred with severe winter storms during the first quarter, \$0.7 million of costs related to a power interruption at a plant location, partially offset by \$0.1 million for a measurement period adjustment related to the Arrows Up bargain purchase.

Adjusted EBITDA-Trailing Twelve Months

Our Revolver contains a covenant that we maintain a consolidated total net leverage ratio of no more than 4.00:1.00 that, unless we have the consent of our lenders, we must meet as of the last day of any fiscal quarter whenever usage of the Revolver (other than certain undrawn letters of credit) exceeds 35% of the Revolver commitment. This ratio is calculated based on our Adjusted EBITDA for the trailing twelve months. Noncompliance with this financial ratio covenant could result in the acceleration of our obligations to repay all amounts outstanding under the Revolver and the term loan (the "Term Loan") (collectively the "Credit Facility"). Moreover, the Revolver and the Term Loan contain covenants that restrict, subject to certain exceptions, our ability to make permitted acquisitions, incur additional indebtedness, make restricted payments (including dividends) and retain excess cash flow based, in some cases, on our ability to meet leverage ratios calculated based on our Adjusted EBITDA for the trailing twelve months.

See the description under "Adjusted EBITDA" above for certain important information about Adjusted EBITDA-trailing twelve months, including certain limitations and management's use of this metric in light of its status as a non-GAAP measure.

As of December 31, 2023, we are in compliance with all covenants under our Credit Facility, and our Revolver usage was zero (other than certain undrawn letters of credit). Since the Revolver usage, less issued and undrawn letters of credit, did not exceed 35% of revolving loan commitments, the consolidated leverage ratio covenant did not apply. Based on our consolidated leverage ratio of 1.91:1.00 as of December 31, 2023, we have access to the full availability of the Revolver. The calculation of the consolidated leverage ratio incorporates the Adjusted EBITDA-trailing twelve months as follows:

<i>(All amounts in thousands)</i>	December 31, 2023
Total debt	\$ 836,929
Finance leases	3,108
Total consolidated debt	<u>\$ 840,037</u>
Adjusted EBITDA-trailing twelve months	\$ 439,000
Pro forma Adjusted EBITDA including impact of acquisitions ⁽¹⁾	—
Other adjustments for covenant calculation ⁽²⁾	252
Total Adjusted EBITDA-trailing twelve months for covenant calculation	<u>\$ 439,252</u>
Consolidated leverage ratio ⁽³⁾	1.91

- (1) Covenant calculation allows for the Adjusted EBITDA-trailing twelve months to include the impact of acquisitions on a pro forma basis.
- (2) Covenant calculation excludes activity at legal entities above the operating company, which is mainly interest income offset by public company operating expenses.
- (3) Calculated by dividing Total consolidated debt by Total Adjusted EBITDA-trailing twelve months for covenant calculation.

Results of Operations for the Years Ended December 31, 2023 and 2022

This section of this Form 10-K generally discusses 2023 and 2022 items and year-to-year comparisons between 2023 and 2022. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021 that are not included in this Form 10-K can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which is incorporated by reference herein.

Sales

(In thousands except per ton data)

	Year ended December 31,		Percent Change
	2023	2022	2023 vs. 2022
Sales:			
Oil & Gas Proppants	\$ 994,276	\$ 961,667	3 %
Industrial & Specialty Products	557,746	563,480	(1)%
Total sales	\$ 1,552,022	\$ 1,525,147	2 %
Tons:			
Oil & Gas Proppants	13,368	13,654	(2)%
Industrial & Specialty Products	4,010	4,362	(8)%
Total Tons	17,378	18,016	(4)%
Average Selling Price per Ton:			
Oil & Gas Proppants	\$ 74.38	\$ 70.43	6 %
Industrial & Specialty Products	139.09	129.18	8 %
Overall Average Selling Price per Ton	\$ 89.31	\$ 84.66	5 %

Total sales increased 2% for the year ended December 31, 2023 compared to the year ended December 31, 2022, driven by a 5% increase in overall average selling price, partially offset by a 4% decrease in total tons sold.

The increase in total sales was mainly driven by Oil & Gas Proppants sales, which increased 3% for the year ended December 31, 2023 compared to the year ended December 31, 2022. Oil & Gas Proppants average selling price increased 6% while tons sold decreased 2%. This overall increase is due to increased average sales price and increased SandBox loads year over year.

The increase in total sales was partially offset by Industrial & Specialty Products sales, which decreased 1% for the year ended December 31, 2023 compared to the year ended December 31, 2022. Industrial & Specialty Products average selling price increased 8% while tons sold decreased 8%. The overall decrease is due primarily to decreased demand in certain markets such as foundry, glass and housing, partially offset by pricing increases implemented throughout the prior and current years.

Cost of Sales (excluding depreciation, depletion and amortization)

Cost of sales decreased by \$49.6 million, or 5%, to \$1.02 billion for the year ended December 31, 2023 compared to \$1.07 billion for the year ended December 31, 2022. These changes result from the main components of cost of sales as discussed below. As a percentage of sales, cost of sales represented 66% for the year ended December 31, 2023 compared to 70% for the same period in 2022.

We incurred \$480.3 million and \$509.8 million of transportation and related costs for the years ended December 31, 2023 and 2022, respectively. The decrease was mainly due to decreased freight charges in the Industrial & Specialty Products segment partially offset by increased rail car and barge rates. As a percentage of sales, transportation and related costs represented 31% for the year ended December 31, 2023 compared to 33% for the same period in 2022.

We incurred \$177.4 million and \$171.0 million of operating labor costs for the years ended December 31, 2023 and 2022, respectively. The \$6.4 million increase in labor costs incurred was mainly due to merit increases. As a percentage of sales, operating labor costs represented 11% for both the years ended December 31, 2023 and 2022.

We incurred \$64.1 million and \$83.8 million of electricity and drying fuel (principally natural gas) costs for the years ended December 31, 2023 and 2022, respectively. The \$19.7 million decrease in electricity and drying fuel costs incurred was

mainly due to decreased natural gas prices. As a percentage of sales, electricity and drying fuel costs represented 4% and 5% for the years ended December 31, 2023 and 2022, respectively.

We incurred \$88.2 million and \$93.8 million of maintenance and repair costs for the years ended December 31, 2023 and 2022, respectively. The decrease in maintenance and repair costs incurred was mainly due to a decrease in maintenance projects as production decreased. As a percentage of sales, maintenance and repair costs represented 6% for both the years ended December 31, 2023 and 2022.

Segment Contribution Margin

Oil & Gas Proppants contribution margin increased by \$60.2 million to \$362.0 million for the year ended December 31, 2023 compared to \$301.8 million for the year ended December 31, 2022, driven by a \$32.6 million increase in sales and a \$27.6 million decrease in cost of sales. The increase in segment contribution margin was mainly driven by increased average sales prices and reduced costs.

Industrial & Specialty Products contribution margin increased by \$17.4 million, or 10%, to \$187.7 million for the year ended December 31, 2023 compared to \$170.3 million for the year ended December 31, 2022, driven by \$23.1 million in decreased cost of sales, partially offset by a \$5.7 million decrease in revenue. The increase in segment contribution margin was due to price increases implemented throughout the year as well as a decrease in costs as discussed above.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by \$25.0 million, or 17%, to \$118.8 million for the year ended December 31, 2023 compared to \$143.8 million for the year ended December 31, 2022. The decrease was primarily due to fees related to the termination of a supplier contract, expenses related to the strategic review of our Industrial & Specialty Products segment which did not recur in 2023 and decreased compensation costs including equity compensation expense. In total, our selling, general and administrative expenses represented approximately 8% and 9% of our sales for the years ended December 31, 2023 and 2022, respectively.

Depreciation, Depletion and Amortization

Depreciation, depletion and amortization expense decreased by \$2.9 million, or 2%, to \$137.3 million for the year ended December 31, 2023 compared to \$140.2 million for the year ended December 31, 2022. The decrease was primarily due to certain assets fully depreciating in 2022. Depreciation, depletion and amortization expense represented approximately 9% of our sales for both the years ended December 31, 2023 and 2022.

Goodwill and Other Asset Impairments

During the years ended December 31, 2023 and 2022, no impairment charges were recorded.

Operating Income (Loss)

Operating income was \$275.3 million for the year ended December 31, 2023 compared to operating income of \$171.0 million for the year ended December 31, 2022. The increase was driven by a 2% increase in total sales, a 5% decrease in cost of sales, a 2% decrease in depreciation, depletion and amortization expense, and a 17% decrease in selling, general and administrative expense.

Interest Expense

Interest expense increased by \$24.1 million, or 31%, to \$101.7 million for the year ended December 31, 2023 compared to \$77.6 million for the year ended December 31, 2022, primarily due to higher interest rates.

Other Income (Expense), net, including interest income

Other income increased by \$11.3 million to \$21.9 million for the year ended December 31, 2023 compared to \$10.6 million for the year ended December 31, 2022. The increase is primarily due to the gains on sales of assets, including a \$16.8 million gain on a non-operating parcel of land, an increase in interest income, offset by the loss on extinguishment of debt of \$8.5 million and an adjustment in non-service pension costs.

Provision for Income Taxes

We had income tax expense of \$49.1 million for the year ended December 31, 2023 compared to income tax expense of \$26.2 million for the year ended December 31, 2022. The effective tax rates were 25% for both the years ended December 31, 2023 and 2022, respectively. See Note R - Income Taxes to our Consolidated Financial Statements in Part II, Item 8. of this Annual Report on Form 10-K for more information.

Net income (loss)

Net income attributable to U.S. Silica Holdings, Inc., was \$146.9 million and \$78.2 million for the years ended December 31, 2023 and 2022, respectively. The year over year changes were due to the factors noted above.

Liquidity and Capital Resources

This section of this Annual Report on Form 10-K generally discusses 2023 and 2022 items and year-to-year comparisons between 2023 and 2022. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Liquidity and Capital Resources" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which is incorporated by reference herein.

Overview

Our principal liquidity requirements have historically been to service our debt, to meet our working capital, capital expenditure and mine development expenditure needs, to return cash to our stockholders, and to pay for acquisitions. We have historically met our liquidity and capital investment needs with funds generated through operations. We have historically funded our acquisitions through cash on hand, borrowings under our credit facilities, or equity issuances. Our working capital is the amount by which current assets exceed current liabilities and is a measure of our ability to pay our liabilities as they become due. As of December 31, 2023, our working capital was \$414.9 million and we had \$134.7 million of availability under the Revolver. Based on our consolidated leverage ratio of 1.91:1.00 as of December 31, 2023, we have access to the full availability of the Revolver.

On March 23, 2023, we entered into a Fourth Amended and Restated Credit Agreement (the "Credit Agreement"), by entering into a new \$1.1 billion senior secured credit facility, consisting of a \$950 million Term Loan and a \$150 million Revolver that may also be used for swingline loans or letters of credit, and we may elect to increase the term loan or the revolving credit facility in accordance with the terms of the Credit Agreement. Borrowings under the Credit Agreement will bear interest at variable rates as determined at our election, based on the Term Secured Overnight Financing Rate ("SOFR") or a base rate, in each case, plus an applicable margin.

Management and our Board remain committed to evaluating additional ways of creating shareholder value. Any determination to pay dividends or other distributions in cash, stock, or property in the future or otherwise return capital to our stockholders, including decisions about existing or new share repurchase programs, will be at the discretion of our Board and will be dependent on then-existing conditions, including industry and market conditions, our financial condition, results of operations, liquidity and capital requirements, contractual restrictions including restrictive covenants contained in debt agreements, and other factors. Additionally, because we are a holding company, our ability to pay dividends on our common stock may be limited by restrictions on the ability of our subsidiaries to pay dividends or make distributions to us, including restrictions under the terms of the agreements governing our indebtedness. During the second quarter of 2020, our Board of Directors determined that it was not in the best interest of our shareholders to issue a dividend and we have not issued dividends subsequently. We do not have plans to resume issuing dividends.

Net Debt (non-GAAP measure)

Net debt is a non-GAAP measure and is included in this report because we believe net debt is meaningful to investors as we consider net debt and its components to be important indicators of liquidity and financial position. Net debt may not be computed the same as similarly titled measures used by other companies. We define net debt as total debt less cash and cash equivalents. Net debt should not be considered as an alternative or superior to other performance measures derived in accordance with GAAP. The following table provides net debt (in thousands):

	December 31, 2023		December 31, 2022	
Total Debt	\$	840,037	\$	1,056,993
Less:				
Cash and cash equivalents		245,716		280,845
Net Debt	\$	594,321	\$	776,148

Total Debt:

Total debt was \$840 million and \$1.06 billion as of December 31, 2023 and 2022, respectively. The decrease was primarily due to the repurchase and voluntary prepayments of \$184.0 million of debt and principal payments on the Term Loan.

Cash and Cash Equivalents:

Cash and cash equivalents were \$245.7 million and \$280.8 million as of December 31, 2023 and 2022, respectively. The decrease was primarily due to the repurchase of \$109 million of debt and \$41.6 million of financing fees paid associated with the execution of the Fourth Amended and Restated Credit Agreement and prepayments which totaled \$75 million of debt offset by strong cash generation from business operations and the sale of a non-operating parcel of land.

Cash Flow Analysis

A summary of operating, investing and financing activities (in thousands) is shown in the following table:

	Year ended December 31,		
	2023	2022	2021
Net cash provided by (used in):			
Operating activities	\$ 263,868	\$ 262,716	\$ 169,347
Investing activities	(44,721)	(50,953)	(29,856)
Financing activities	(254,276)	(170,343)	(50,986)

Net Cash Provided by / Used in Operating Activities

Operating activities consist primarily of net income adjusted for certain non-cash and working capital items. Adjustments to net income for non-cash items include depreciation, depletion and amortization, deferred revenue, deferred income taxes, equity-based compensation and allowance for credit losses. In addition, operating cash flows include the effect of changes in operating assets and liabilities, principally accounts receivable, inventories, prepaid expenses and other current assets, income taxes payable and receivable, accounts payable and accrued liabilities.

Net cash provided by operating activities was \$263.9 million for the year ended December 31, 2023. This was mainly due to \$146.5 million of net income adjusted for non-cash items, including \$137.3 million in depreciation, depletion and amortization, \$35.3 million in deferred income taxes, \$14.6 million in equity-based compensation, \$15.7 million in deferred revenue, \$18.0 million related to the gain on sales of property, plant and equipment, and \$30.3 million in other miscellaneous non-cash items. Also contributing to the change was a \$22.8 million decrease in accounts receivable, a \$1.7 million increase in inventories, a \$10.2 million decrease in prepaid expenses and other current assets, a \$0.2 million increase in income taxes, a \$65.9 million decrease in accounts payable and accrued liabilities, \$25.5 million of payments on operating lease liabilities, and \$6.5 million in other operating assets and liabilities.

Net Cash Used in / Provided by Investing Activities

Investing activities consist primarily of cash consideration paid for capital expenditures for growth and maintenance.

Net cash used in investing activities was \$44.7 million for the year ended December 31, 2023. This was mainly due to capital expenditures of \$65.2 million and capitalized intellectual property costs of \$0.3 million, partially offset by proceeds from the sale of property, plant and equipment of \$20.7 million. Capital expenditures for the year ended December 31, 2023 were primarily related to facility improvement and maintenance projects, growth projects, and other environmental and health and safety projects.

Subject to our continuing evaluation of market conditions, we anticipate that our capital expenditures in 2024 will be approximately \$60 million, which is primarily associated with maintenance, cost improvement capital projects and various growth projects. We expect to fund our capital expenditures through cash on our balance sheet and cash generated from our operations.

Net Cash Used in / Provided by Financing Activities

Financing activities consist primarily of equity issuances, borrowings and repayments related to the Revolver and Term Loan, as well as fees and expenses paid in connection with our credit facilities.

Net cash used in financing activities was \$254.3 million for the year ended December 31, 2023. This was mainly due to \$191.0 million of long-term debt payments, which included \$184.0 million in debt repurchases and voluntary prepayments, \$8.9 million of short term debt payments, \$41.6 million in financing fees paid, \$10.5 million of tax payments related to shares withheld for vested restricted stock and stock units, \$0.8 million principal payments on finance lease obligations, and a \$1.4 million distribution to a non-controlling interest.

Share Repurchase Program

We did not make any repurchases of our common stock under our stock repurchase program in 2023. See Purchase of Equity Securities by the Issuer in Part II, Item 5. to our Consolidated Financial Statements in Part II, Item 8. of this Annual Report on Form 10-K for information related to our share repurchase program.

Credit Facilities

See Note J - Debt to our Consolidated Financial Statements in Part II, Item 8. of this Annual Report on Form 10-K for information related to our credit facilities.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have a current material effect or are reasonably likely to have a future material effect on our financial condition, changes in financial condition, sales, expenses, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

As of December 31, 2023, the total of our future contractual cash commitments, including the repayment of our debt obligations under the Term Loan, is summarized as follows:

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(amounts in thousands)				
Principal payments on long-term debt ⁽¹⁾	\$ 868,063	\$ 8,750	\$ 17,500	\$ 17,500	\$ 824,313
Estimated interest payments on long-term debt ⁽⁴⁾	398,855	78,236	126,716	121,103	72,800
Retirement plans	75,464	8,138	15,976	15,494	35,856
Finance lease obligations ⁽⁵⁾	3,534	1,342	1,956	92	144
Operating lease obligations ⁽⁵⁾	92,140	23,405	30,424	16,584	21,727
Minimum purchase obligations ⁽²⁾	31,686	10,124	11,502	4,176	5,884
Total Contractual Cash Obligations⁽³⁾	\$ 1,469,742	\$ 129,995	\$ 204,074	\$ 174,949	\$ 960,724

(1) Excludes the unamortized debt issuance costs and original issue discount.

(2) Includes estimated future minimum purchase obligations related to transload service agreements and transportation service agreements. As of December 31, 2023, we accrued zero in shortfall fees under these service agreements.

(3) The above table excludes discounted asset retirement obligations in the amount of \$30.4 million at December 31, 2023, the majority of which have a settlement date beyond 2026, as well as indemnification for surety bonds issued on our behalf discussed in Note O - Commitments and Contingencies to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K.

(4) Estimated interest payment amounts are computed using forecasted SOFR rates as of December 31, 2023.

(5) Includes interest and other operating costs. See Note Q - Leases to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K for additional information on interest costs.

Environmental Matters

We are subject to various federal, state and local laws and regulations governing, among other things, hazardous materials, air and water emissions, environmental contamination and reclamation and the protection of the environment and natural resources. We have made, and expect to make in the future, expenditures to comply with such laws and regulations, but we cannot estimate or predict the full amount of such future expenditures. As of December 31, 2023, we had \$30.4 million accrued for future reclamation costs, as compared to \$20.7 million as of December 31, 2022.

We discuss certain environmental matters relating to our various production and other facilities, certain regulatory requirements relating to human exposure to crystalline silica and our mining activity and how such matters may affect our business in the future under Item 1. Business, Item 1A. Risk Factors and Item 3. Legal Proceedings of this Annual Report on Form 10-K.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported revenues and expenses during the reporting periods. We evaluate these estimates and assumptions on an ongoing basis and base our estimates on historical experience, current conditions and various other assumptions that are believed to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities as well as identifying and assessing the accounting treatment with respect to commitments and contingencies. Our actual results may materially differ from these estimates.

A summary of our significant accounting policies is included in Note B - Summary of Significant Accounting Policies to the Consolidated Financial Statements in Item 8. of this Annual Report on Form 10-K. Management believes that the application of these policies on a consistent basis enables us to provide the users of the Consolidated Financial Statements with useful and reliable information about our operating results and financial condition.

Described below are the accounting policies we believe are critical to our financial statements due to the degree of uncertainty regarding the estimates or assumptions involved, and that we believe are critical to the understanding of our operations and our performance.

Revenue Recognition

Products

We derive our product sales by mining and processing minerals that our customers purchase for various uses. Our product sales are primarily a function of the price per ton and the number of tons sold. We primarily sell our products through individual purchase orders executed under short-term price agreements or at prevailing market rates. The amount invoiced reflects product, transportation and additional handling services as applicable, such as storage, transloading the product from railcars to trucks and last mile logistics to the customer site. We invoice most of our product customers on a per shipment basis, although for some larger customers, we consolidate invoices weekly or monthly. Standard collection terms are net 30 days, although extended terms are offered in competitive situations.

We recognize revenue for products and materials at a point in time following the transfer of control of such items to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying contracts. We account for shipping and handling activities related to product and material sales contracts with customers as costs to fulfill our promise to transfer the associated products pursuant to the accounting policy election allowed under ASC 606-10-25-10b. Accordingly, we record amounts billed for shipping and handling costs as a component of net sales and accrue and classify related costs as a component of cost of sales at the time revenue is recognized.

For a limited number of customers, we sell under long-term, minimum purchase supply agreements. These agreements define, among other commitments, the volume of product that our customers must purchase, the volume of product that we must provide and the price that we will charge and that our customers will pay for each product. Prices under these agreements are generally fixed and subject to certain contractual adjustments. Sometimes these agreements may undergo negotiations regarding pricing and volume requirements, which may often occur in volatile market conditions. While these negotiations continue, we may deliver sand at prices or at volumes below the requirements in our existing supply agreements. An executed order specifying the type and quantity of product to be delivered, in combination with the noted agreements, comprise our contracts in these arrangements.

Service

We derive our service revenues primarily through the provision of transportation, equipment rental, and contract labor services to companies in the oil and gas industry. Transportation services typically consist of transporting customer proppant from storage facilities to proximal well-sites and are contracted through work orders executed under established pricing agreements. The amount invoiced reflects the transportation services rendered. Equipment rental services provide customers with use of either dedicated or nonspecific wellhead proppant delivery equipment solutions for contractual periods defined either through formal lease agreements or executed work orders under established pricing agreements. The amounts invoiced reflect the length of time the equipment set was utilized in the billing period. Contract labor services provide customers with proppant delivery equipment operators through work orders executed under established pricing agreements. The amounts invoiced reflect the amount of time our labor services were utilized in the billing period.

We typically invoice our customers on a weekly or monthly basis; however, some customers receive invoices upon well-site operation completion. Standard collection terms are net 30 days, although extended terms are offered in competitive situations.

Contracts with Multiple Performance Obligations

From time to time, we may enter into contracts that contain multiple performance obligations, such as work orders containing a combination of product, transportation, equipment rentals, and contract labor services. For these arrangements, we allocate the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognize the related revenue as control of each individual product or service is transferred to the customer, in satisfaction of the corresponding performance obligations. We typically invoice our customers on a weekly or monthly basis; however, some customers receive invoices upon well-site operation completion. Standard collection terms are net 30 days, although extended terms are offered in competitive situations.

Impairment or Disposal of Property, Plant and Mine Development

We periodically evaluate whether current events or circumstances indicate that the carrying value of our property, plant and equipment assets may not be recoverable. If circumstances indicate that the carrying value may not be recoverable, we

estimate future undiscounted net cash flows using estimates of proven and probable sand reserves, estimated future sales prices (considering historical and current prices, price trends and related factors) and operating costs and anticipated capital expenditures. If the undiscounted cash flows are less than the carrying value of the assets, we recognize an impairment loss equal to the amount by which the carrying value exceeds the fair value of the assets.

The recoverability of the carrying value of our mineral properties is dependent upon the successful development, start-up and commercial production of our mineral deposit and the related processing facilities. Our evaluation of mineral properties for potential impairment primarily includes assessing the existence or availability of required permits and evaluating changes in our mineral reserves, or the underlying estimates and assumptions, including estimated production costs. Assessing the economic feasibility requires certain estimates including the prices of products to be produced and processing recovery rates, as well as operating and capital costs.

Goodwill and Other Intangible Assets and Related Impairment

Our intangible assets consist of goodwill, which is not amortized, indefinite-lived intangibles, which consist of certain trade names that are not subject to amortization, intellectual property and customer relationships.

Intellectual property mainly consists of patents and technology, and it is amortized on a straight-line basis over an average useful life of 15 years. Customer relationships are amortized on a straight-line basis over their useful life of 13 - 20 years.

Goodwill represents the excess of the purchase price of business combinations over the fair value of net assets acquired. Goodwill and trade names are reviewed for impairment annually as of October 31, or more frequently when indicators of impairment exist. An impairment exists if the fair value of a reporting unit to which goodwill has been allocated, or the fair value of indefinite-lived intangible assets, is less than their respective carrying values. Prior to conducting a formal impairment test, we have an option to assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that is more likely than not (more than 50%) that the fair value of a reporting unit is less than its carrying amount. Such qualitative factors may include the following: macroeconomic conditions; industry and market considerations; cost factors; overall financial performance; and other relevant entity-specific events. If the qualitative assessment determines that an impairment is more likely than not, or if we choose to bypass the qualitative assessment, we perform a quantitative assessment by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit.

A trade name is a legally protected trade or similar mark. Acquired trade names are valued using an income method approach, generally the relief-from-royalty valuation method. The method uses a royalty rate based on comparable marketplace royalty agreements for similar types of trade names and applies it to the after-tax discounted free cash flow attributed to the trade name. The discount rate used is based on an estimated weighted average cost of capital and the anticipated risk for intangible assets. The valued trade names have an indefinite life based on our plans and expectations for the trade names going forward and are reviewed for impairment annually, or more frequently when indicators of impairment exist.

Intellectual property and technology ("IP") is a design, work or invention that is the result of creativity to which one has ownership rights that may be protected through a patent, copyright, trademark or service mark. IP is valued using the relief-from-royalty valuation method. The method uses a royalty rate based on comparable marketplace royalty agreements for similar types of IP and applies it to the after-tax discounted free cash flow attributed to the IP. The discount rate used is based on an estimated weighted average cost of capital and the anticipated risk for intangible assets. The IP is amortized following the pattern in which the expected benefits will be consumed or otherwise used up over each component's useful life, based on our plans and expectations for the IP going forward, which is generally the underlying IP's legal expiration dates. IP is reviewed for impairment annually, or more frequently when indicators of impairment exist.

Customer relationships are intangible assets that consist of historical and factual information about customers and contacts collected from repeat transactions with customers, with or without any underlying contracts. The information is generally organized as customer lists or customer databases. We have the expectation of repeat patronage from these customers based on the customers' historical purchase activity, which creates the intrinsic value over a finite period of time and translates into the expectation of future revenue, income, and cash flow. Customer relationships are valued using projected operating income, adjusted for estimated future existing customer growth less estimated future customer attrition, net of charges for net tangible assets, IP charge, trade name charge and work force. The concluded value is the after-tax discounted free cash flow. Customer relationships are reviewed for impairment annually, or more frequently when indicators of impairment exist.

Income Taxes

Deferred taxes are recognized on the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. This approach requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based upon the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the expenses are expected to reverse. Valuation allowances are provided if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

Recent Accounting Pronouncements

New accounting guidance that has been recently issued is described in Note B - Summary of Significant Accounting Policies to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

We are exposed to certain market risks, which exist as a part of our ongoing business operations. Such risks arise from adverse changes in market rates, prices and conditions. We address such market risks in "Recent Trends and Outlook" and "How We Generate Our Sales" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Annual Report on Form 10-K.

Interest Rate Risk

We are exposed to interest rate risk arising from adverse changes in interest rates. As of December 31, 2023, we had \$868.1 million of debt outstanding under the Credit Agreement. Assuming SOFR is greater than the 1.0% minimum base rate on the Term Loan, a hypothetical increase in interest rates by 1.0% would have increased our interest expense by \$8.7 million per year.

Upon execution of the Credit Agreement, we have transitioned from LIBOR to SOFR. See Note J - Debt to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K for discussion of the Credit Agreement.

Commodity Risk

We use natural gas swaps in order to manage our exposure to the volatility of natural gas prices. We do not use derivatives for trading or speculative purposes. As of December 31, 2023, the fair value of our natural gas swaps was a liability of \$1.9 million. As of December 31, 2022, the fair value of our natural gas swaps was a liability of \$3.1 million. For more information see Note M - Derivative Instruments to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K.

Credit Risk

We are subject to risks of loss resulting from nonpayment or nonperformance by our customers. We examine the creditworthiness of third-party customers to whom we extend credit and manage our exposure to credit risk through credit analysis, credit approval, credit limits and monitoring procedures, and for certain transactions, we may request letters of credit, prepayments or guarantees, although collateral is generally not required.

Despite enhancing our examination of our customers' creditworthiness, we may still experience delays or failures in customer payments. Some of our customers have reported experiencing financial difficulties. With respect to customers that may file for bankruptcy protection, we may not be able to collect sums owed to us by these customers and we also may be required to refund pre-petition amounts paid to us during the preference period (typically 90 days) prior to the bankruptcy filing.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following Consolidated Financial Statements are filed as part of this Annual Report on Form 10-K:

U.S. SILICA HOLDINGS, INC.

Report of Independent Registered Public Accounting Firm (PCAOB ID Number 248)	79
Consolidated Balance Sheets as of December 31, 2023 and 2022	80
Consolidated Statements of Operations for the Years Ended December 31, 2023, 2022 and 2021	81
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2023, 2022 and 2021	82
Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2023, 2022 and 2021	83
Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, 2022 and 2021	85
Notes to the Consolidated Financial Statements	87

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
U.S. Silica Holdings, Inc.

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of U.S. Silica Holdings, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income, shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated February 27, 2024 expressed an unqualified opinion.

Basis for opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical audit matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ GRANT THORNTON LLP

We have served as the Company’s auditor since 2004.

Houston, Texas
February 27, 2024

U.S. SILICA HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	December 31,	
	2023	2022
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 245,716	\$ 280,845
Accounts receivable, net	185,917	208,631
Inventories, net	149,429	147,626
Prepaid expenses and other current assets	19,682	20,182
Total current assets	600,744	657,284
Property, plant and mine development, net	1,125,220	1,178,834
Lease right-of-use assets	41,095	42,374
Goodwill	185,649	185,649
Intangible assets, net	131,384	140,809
Other assets	12,501	9,630
Total assets	\$ 2,096,593	\$ 2,214,580
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 147,479	\$ 216,239
Current portion of operating lease liabilities	18,569	19,773
Current portion of long-term debt	16,367	19,535
Current portion of deferred revenue	3,124	16,275
Income tax payable	311	128
Total current liabilities	185,850	271,950
Long-term debt, net	823,670	1,037,458
Deferred revenue	12,388	14,477
Liability for pension and other post-retirement benefits	28,715	30,911
Deferred income taxes, net	100,458	64,636
Operating lease liabilities	55,089	64,478
Other long-term obligations	34,896	25,976
Total liabilities	1,241,066	1,509,886
Commitments and Contingencies (Note O)		
Stockholders' Equity:		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized; zero issued and outstanding at December 31, 2023 and 2022	—	—
Common stock, \$0.01 par value, 500,000,000 shares authorized; 87,970,110 issued and 77,192,239 outstanding at December 31, 2023; 85,631,109 issued and 75,738,512 outstanding at December 31, 2022	877	854
Additional paid-in capital	1,249,460	1,234,834
Retained deficit	(204,159)	(351,084)
Treasury stock, at cost, 10,777,871 and 9,892,597 shares at December 31, 2023 and 2022, respectively	(196,745)	(186,196)
Accumulated other comprehensive loss	(125)	(1,723)
Total U.S. Silica Holdings, Inc. stockholders' equity	849,308	696,685
Non-controlling interest	6,219	8,009
Total stockholders' equity	855,527	704,694
Total liabilities and stockholders' equity	\$ 2,096,593	\$ 2,214,580

The accompanying notes are an integral part of these financial statements.

U.S. SILICA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended December 31,		
	2023	2022	2021
Sales:			
Product	\$ 1,231,594	\$ 1,139,773	\$ 896,203
Service	320,428	385,374	207,676
Total sales	1,552,022	1,525,147	1,103,879
Cost of sales (excluding depreciation, depletion and amortization):			
Product	808,706	801,789	633,857
Service	211,921	268,400	161,126
Total cost of sales (excluding depreciation, depletion and amortization)	1,020,627	1,070,189	794,983
Operating expenses:			
Selling, general and administrative	118,797	143,838	119,628
Depreciation, depletion and amortization	137,259	140,166	161,131
Goodwill and other asset impairments	—	—	202
Total operating expenses	256,056	284,004	280,961
Operating income	275,339	170,954	27,935
Other (expense) income:			
Interest expense	(101,709)	(77,598)	(71,157)
Other income, net, including interest income	21,939	10,643	6,146
Total other expense	(79,770)	(66,955)	(65,011)
Income (loss) before income taxes	195,569	103,999	(37,076)
Income tax (expense) benefit	(49,080)	(26,159)	2,755
Net income (loss)	\$ 146,489	\$ 77,840	\$ (34,321)
Less: Net loss attributable to non-controlling interest	(436)	(336)	(560)
Net income (loss) attributable to U.S. Silica Holdings, Inc.	\$ 146,925	\$ 78,176	\$ (33,761)
Earnings (loss) per share attributable to U.S. Silica Holdings, Inc.:			
Basic	\$ 1.91	\$ 1.04	\$ (0.45)
Diluted	\$ 1.87	\$ 1.01	\$ (0.45)
Weighted average shares outstanding:			
Basic	76,980	75,512	74,350
Diluted	78,520	77,670	74,350
Dividends declared per share	\$ —	\$ —	\$ —

The accompanying notes are an integral part of these financial statements.

U.S. SILICA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)

	Year Ended December 31,		
	2023	2022	2021
Net income (loss)	\$ 146,489	\$ 77,840	\$ (34,321)
Other comprehensive (loss) income:			
Unrealized gain (loss) on derivatives (net of tax of \$281, \$(746), and \$0 for 2023, 2022, and 2021, respectively)	882	(2,342)	—
Foreign currency translation adjustment (net of tax of \$90, \$(269), and \$(309) for 2023, 2022 and 2021, respectively)	281	(845)	(1,000)
Pension and other post-retirement benefits liability adjustments (net of tax of \$139, \$355, and \$3,131 for 2023, 2022 and 2021, respectively)	435	1,115	9,828
Comprehensive income (loss)	\$ 148,087	\$ 75,768	\$ (25,493)
Less: Comprehensive loss attributable to non-controlling interest	(436)	(336)	(560)
Comprehensive income (loss) attributable to U.S. Silica Holdings, Inc.	\$ 148,523	\$ 76,104	\$ (24,933)

The accompanying notes are an integral part of these financial statements.

U.S. SILICA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except per share amounts)

	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive (Loss) Income	Total U.S. Silica Holdings Inc., Stockholders' Equity	Non-controlling Interest	Total Stockholders' Equity
Balance at January 1, 2021	\$ 827	\$ (181,615)	\$ 1,200,023	\$ (395,496)	\$ (8,479)	\$ 615,260	\$ 11,531	\$ 626,791
Net loss	—	—	—	(33,761)	—	(33,761)	(560)	(34,321)
Foreign currency translation adjustment	—	—	—	—	(1,000)	(1,000)	—	(1,000)
Pension and post-retirement liability	—	—	—	—	9,828	9,828	—	9,828
Cash dividends	—	—	—	(3)	—	(3)	—	(3)
Distribution to non-controlling interest	—	—	—	—	—	—	(1,103)	(1,103)
Common stock-based compensation plans activity:								
Equity-based compensation	—	—	18,809	—	—	18,809	—	18,809
Proceeds from options exercised	—	344	(239)	—	—	105	—	105
Shares withheld for tax payments related to vested restricted stock and stock units	18	(5,023)	(18)	—	—	(5,023)	—	(5,023)
Balance at December 31, 2021	845	(186,294)	1,218,575	(429,260)	349	604,215	9,868	614,083
Net income	—	—	—	78,176	—	78,176	(336)	77,840
Unrealized loss on derivatives	—	—	—	—	(2,342)	(2,342)	—	(2,342)
Foreign currency translation adjustment	—	—	—	—	(845)	(845)	—	(845)
Pension and post-retirement liability	—	—	—	—	1,115	1,115	—	1,115
Distributions to non-controlling interest	—	—	—	—	—	—	(1,523)	(1,523)
Common stock-based compensation plans activity:								
Equity-based compensation	—	—	18,364	—	—	18,364	—	18,364
Proceeds from options exercised	—	3,051	(2,096)	—	—	955	—	955
Shares withheld for tax payments related to vested restricted stock and stock units	9	(2,953)	(9)	—	—	(2,953)	—	(2,953)
Balance at December 31, 2022	854	(186,196)	1,234,834	(351,084)	(1,723)	696,685	8,009	704,694
Net income	—	—	—	146,925	—	146,925	(436)	146,489
Unrealized gain on derivatives	—	—	—	—	882	882	—	882
Foreign currency translation adjustment	—	—	—	—	281	281	—	281
Pension and post-retirement liability	—	—	—	—	435	435	—	435

Distributions to non-controlling interest	—	—	—	—	—	—	(1,354)	(1,354)
Common stock-based compensation plans activity:								
Equity-based compensation	—	—	14,649	—	—	14,649	—	14,649
Shares withheld for tax payments related to vested restricted stock and stock units	23	(10,549)	(23)	—	—	(10,549)	—	(10,549)
Balance at December 31, 2023	\$ 877	\$ (196,745)	\$ 1,249,460	\$ (204,159)	\$ (125)	\$ 849,308	\$ 6,219	\$ 855,527

The accompanying notes are an integral part of these financial statements.

U.S. SILICA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2023	2022	2021
Operating activities:			
Net income (loss)	\$ 146,489	\$ 77,840	\$ (34,321)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation, depletion and amortization	137,259	140,166	161,131
Goodwill and other asset impairments	—	—	202
Debt issuance amortization	3,105	4,815	5,059
Original issue discount amortization	3,353	974	1,026
Deferred income taxes	35,311	20,940	(7,493)
Deferred revenue	(15,734)	(15,801)	(18,158)
Gain on disposal of property, plant and equipment	(17,951)	(1,005)	(131)
Equity-based compensation	14,649	18,364	18,809
Allowance for credit losses, net of recoveries	(103)	617	(455)
Other	23,962	11,959	28,632
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable	22,817	(8,075)	5,026
Inventories	(1,688)	(31,209)	(11,029)
Prepaid expenses and other current assets	10,206	6,277	12,371
Income taxes	182	(1,072)	1,828
Accounts payable and accrued liabilities	(65,916)	67,576	48,709
Operating lease liabilities	(25,541)	(22,410)	(24,451)
Liability for pension and other post-retirement benefits	(2,328)	(2,134)	(15,341)
Other noncurrent assets and liabilities	(4,204)	(5,106)	(2,067)
Net cash provided by operating activities	<u>263,868</u>	<u>262,716</u>	<u>169,347</u>
Investing activities:			
Capital expenditures	(65,155)	(53,168)	(30,307)
Capitalized intellectual property costs	(315)	(394)	(210)
Proceeds from sale of property, plant and equipment	20,749	2,609	661
Net cash used in investing activities	<u>(44,721)</u>	<u>(50,953)</u>	<u>(29,856)</u>
Financing activities:			
Dividends paid	(23)	(164)	(26)
Proceeds from options exercised	—	955	105
Tax payments related to shares withheld for vested restricted stock and stock units	(10,549)	(2,953)	(5,023)
Payments on draw down on the Revolver	—	—	(25,000)
Payments on short-term debt	(8,863)	(7,237)	(6,398)
Payments on long-term debt	(190,999)	(158,064)	(12,800)
Financing fees paid	(41,649)	—	—
Distributions to non-controlling interest	(1,354)	(1,523)	(1,103)
Principal payments on finance lease obligations	(839)	(1,357)	(741)
Net cash used in financing activities	<u>(254,276)</u>	<u>(170,343)</u>	<u>(50,986)</u>
Net (decrease) increase in cash and cash equivalents	(35,129)	41,420	88,505
Cash and cash equivalents, beginning of period	280,845	239,425	150,920
Cash and cash equivalents, end of period	\$ 245,716	\$ 280,845	\$ 239,425

Supplemental cash flow information:

Cash paid (received) during the period for:

Interest	\$	95,133	\$	71,235	\$	64,650
Taxes, net of refunds	\$	13,923	\$	(14,809)	\$	(12,994)

Non-cash Items:

Net assets assumed in business acquisition	\$	—	\$	—	\$	68
Accrued capital expenditures	\$	1,632	\$	6,175	\$	1,196

The accompanying notes are an integral part of these financial statements.

U.S. SILICA HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE A—ORGANIZATION

U.S. Silica Holdings, Inc. (“Holdings,” and together with its subsidiaries “we,” “us” or the “Company”) is a global performance materials company and a leading producer of commercial silica used in the oil and gas industry and in a wide range of industrial applications. In addition, through our subsidiary EP Minerals, LLC (“EPM”) we are an industry leader in the production of industrial minerals, including diatomaceous earth, clay (calcium bentonite and calcium montmorillonite) and perlite. During our 124-year history, we have developed core competencies in mining, processing, logistics and materials science that enable us to produce and cost-effectively deliver products to customers across our end markets. Our operations are organized into two reportable segments based on end markets served: (1) Oil & Gas Proppants and (2) Industrial & Specialty Products. See Note U - Segment Reporting for more information on our reportable segments.

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Consolidation

The accompanying Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). In the opinion of management, all adjustments necessary for a fair presentation of the Consolidated Financial Statements have been included. Such adjustments are of a normal, recurring nature.

Throughout this report we refer to (i) our Consolidated Balance Sheets as our “Balance Sheets,” (ii) our Consolidated Statements of Operations as our “Income Statements,” and (iii) our Consolidated Statements of Cash Flows as our “Cash Flows.”

Consolidation

The Consolidated Financial Statements include the accounts of Holdings and its direct and indirect wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. The areas requiring the use of management estimates and assumptions relate to the purchase price allocation for businesses acquired; mineral reserves that are the basis for future cash flow estimates utilized in impairment calculations and units-of-production amortization calculations; environmental, reclamation and closure obligations; estimates of recoverable minerals; estimates of allowance for credit losses; estimates of fair value for certain reporting units and asset impairments (including impairments of goodwill, intangible assets and other long-lived assets); write-downs of inventory to net realizable value; equity-based compensation expense; post-employment, post-retirement and other employee benefit liabilities; valuation allowances for deferred tax assets; contingent considerations; reserves for contingencies and litigation and the fair value and accounting treatment of financial instruments. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results may differ significantly from these estimates under different assumptions or conditions.

Cash and Cash Equivalents

Cash and cash equivalents consist of all highly liquid investments with a maturity of three months or less when purchased. Because of the short maturity of these investments, the carrying amounts approximate their fair value. Cash and cash equivalents are invested primarily in money market securities held by financial institutions with high credit ratings. Accounts at each institution are insured by the Federal Deposit Insurance Corporation. Cash balances at times may exceed federally-insured limits. We have not experienced any losses in such accounts and believe we are not exposed to any significant credit risk on cash.

Accounts Receivable

The majority of our accounts receivable are due from companies in the oil and natural gas drilling, building and construction products, filler and extenders, filtration, glass, absorbents, sports and recreation, foundry and other major industries. Credit is extended based on evaluation of a customer's financial condition and, generally, collateral is not required. Accounts receivable are stated at amounts due from customers net of allowance for credit losses. Accounts outstanding longer than the payment terms are considered past due. We determine our allowance by considering a number of factors, including the length of time trade accounts receivable are past due, our previous loss history, the customer's current ability to pay its obligation to us and the condition of the general economy and the industry as a whole. Ongoing credit evaluations are performed. We write-off accounts receivable when they are deemed uncollectible, and payments subsequently received on such receivables are credited to the allowance for credit losses. See Note E - Accounts Receivable and Note S - Revenue.

Inventories

Inventories include raw stockpiles, in-process product and finished product available for shipment, as well as spare parts and supplies for routine facility maintenance. We value inventory at the lower of cost and net realizable value. Cost is determined using the first-in, first-out and average cost methods. Our inventoriable costs include production costs and transportation and additional service costs as applicable. See Note F - Inventories.

Property, Plant and Mine Development

Plant and equipment

Plant and equipment is recorded at cost and depreciated over their estimated useful lives. Interest incurred during construction of facilities is capitalized and depreciated over the life of the asset. Costs for normal repairs and maintenance that do not extend economic life or improve service potential are expensed as incurred. Costs of improvements that extend economic life or improve service potential are capitalized and depreciated over the estimated remaining useful life.

Depreciation is recorded using the straight-line method over the assets' estimated useful lives as follows: buildings (15 years); land improvements (10 years); machinery and equipment, including computer equipment and software (3-10 years); furniture and fixtures (8 years). Leasehold improvements are depreciated over the shorter of the asset life or lease term. Construction-in-progress is primarily comprised of machinery and equipment which have not yet been placed in service.

Mining property and development

Mining property and development includes mineral deposits and mine exploration and development. Mineral deposits are initially recognized at cost, which approximates the estimated fair value on the date of purchase. Mine exploration and development costs include engineering and mineral studies, drilling and other related costs to delineate an ore body, and the removal of overburden to initially expose an ore body for production. Costs incurred before mineralization are classified as proven and probable reserves are expensed and classified as exploration or advanced projects, research and development expense. Capitalization of mine development project costs, which meet the definition of an asset, begins once mineralization is classified as proven and probable reserves.

The cost of removing overburden and waste materials to access the ore body at an open pit mine prior to the production phase are referred to as "pre-stripping costs." Pre-stripping costs are capitalized during the development of an open pit mine. The production phase of an open pit mine commences when saleable minerals, beyond a de minimis amount, are produced. Stripping costs incurred during the production phase of a mine are variable production costs that are included as a component of inventory to be recognized in costs applicable to sales in the same period as the revenue from the sale of inventory.

Depletion and amortization of mineral deposits and mine development costs are recorded as the minerals are extracted, based on units of production and engineering estimates of mineable reserves. The impact of revisions to reserve estimates is recognized on a prospective basis.

See Note G - Property, Plant and Mine Development.

Mine reclamation costs and asset retirement obligations

We recognize the fair value of any liability for conditional asset retirement obligations, if sufficient information exists to reasonably estimate the fair value of the liability. These obligations include environmental remediation liabilities when incurred, which is generally upon acquisition, construction or development and/or through the normal operation of the asset. These obligations also generally include the estimated net future costs of dismantling, restoring and reclaiming operating mines and related mine sites in accordance with federal, state, local regulatory and land lease agreement requirements. The liability is

accreted over time through periodic charges to earnings. In addition, the asset retirement cost is capitalized as part of the asset's carrying value and amortized over the life of the related asset. Reclamation costs are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either the timing or amount of the reclamation and abandonment costs. The reclamation obligation is based on when spending for an existing environmental disturbance will occur. If the asset retirement obligation is settled for other than the carrying amount of the liability, a gain or loss is recognized on settlement. We review, on an annual basis, unless otherwise deemed necessary, the reclamation obligation at each mine site in accordance with ASC guidance for accounting for reclamation obligations.

See Note K - Asset Retirement Obligations.

Impairment or Disposal of Property, Plant and Mine Development

We periodically evaluate whether current events or circumstances indicate that the carrying value of our property, plant and equipment assets may not be recoverable. If circumstances indicate that the carrying value may not be recoverable, we estimate future undiscounted net cash flows using estimates of proven and probable sand reserves, estimated future sales prices (considering historical and current prices, price trends and related factors) and operating costs and anticipated capital expenditures. If the undiscounted cash flows are less than the carrying value of the assets, we recognize an impairment loss equal to the amount by which the carrying value exceeds the fair value of the assets.

The recoverability of the carrying value of our mineral properties is dependent upon the successful development, start-up and commercial production of our mineral deposit and the related processing facilities. Our evaluation of mineral properties for potential impairment primarily includes assessing the existence or availability of required permits and evaluating changes in our mineral reserves, or the underlying estimates and assumptions, including estimated production costs. Assessing the economic feasibility requires certain estimates including the prices of products to be produced and processing recovery rates, as well as operating and capital costs.

Gains on the sale of property, plant and mine development are included in income when the assets are disposed of provided there is more than reasonable certainty of the collectability of the sales price and any future activities required to be performed by us relating to the disposal of the assets are complete or insignificant. Upon retirement or disposal of assets, all costs and related accumulated depreciation or amortization are written-off.

Goodwill and Other Intangible Assets and Related Impairment

Our intangible assets consist of goodwill, which is not amortized, indefinite-lived intangibles, which consist of certain trade names that are not subject to amortization, intellectual property and customer relationships. Intellectual property mainly consists of patents and technology, and it is amortized on a straight-line basis over an average useful life of 15 years. Customer relationships are amortized on a straight-line basis over their useful life of 13 - 20 years. Intangible assets that are amortized are reviewed for impairment annually, or more frequently when indicators of impairment exist.

Goodwill represents the excess of the purchase price of business combinations over the fair value of net assets acquired. Goodwill and trade names are reviewed for impairment annually as of October 31, or more frequently when indicators of impairment exist. An impairment exists if the fair value of a reporting unit to which goodwill has been allocated, or the fair value of indefinite-lived intangible assets, is less than their respective carrying values. Prior to conducting a formal impairment test, we have an option to assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that is more likely than not (more than 50%) that the fair value of a reporting unit is less than its carrying amount. Such qualitative factors may include the following: macroeconomic conditions; industry and market considerations; cost factors; overall financial performance; and other relevant entity-specific events. If the qualitative assessment determines that an impairment is more likely than not, or if we choose to bypass the qualitative assessment, we perform a quantitative assessment by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit.

A trade name is a legally protected trade or similar mark. Acquired trade names are valued using an income method approach, generally the relief-from-royalty valuation method. The method uses a royalty rate based on comparable marketplace royalty agreements for similar types of trade names and applies it to the after-tax discounted free cash flow attributed to the trade name. The discount rate used is based on an estimated weighted average cost of capital and the anticipated risk for intangible assets. The valued trade names have an indefinite life based on our plans and expectations for the trade names going forward and are reviewed for impairment annually, or more frequently when indicators of impairment exist.

Intellectual property and technology (“IP”) is a design, work or invention that is the result of creativity to which one has ownership rights that may be protected through a patent, copyright, trademark or service mark. IP is valued using the relief-from-royalty valuation method. The method uses a royalty rate based on comparable marketplace royalty agreements for similar types of IP and applies it to the after-tax discounted free cash flow attributed to the IP. The discount rate used is based on an estimated weighted average cost of capital and the anticipated risk for intangible assets. The IP is amortized following the pattern in which the expected benefits will be consumed or otherwise used up over each component’s useful life, based on our plans and expectations for the IP going forward, which is generally the underlying IP’s legal expiration dates. IP is reviewed for impairment annually, or more frequently when indicators of impairment exist.

Customer relationships are intangible assets that consist of historical and factual information about customers and contacts collected from repeat transactions with customers, with or without any underlying contracts. The information is generally organized as customer lists or customer databases. We have the expectation of repeat patronage from these customers based on the customers’ historical purchase activity, which creates the intrinsic value over a finite period of time and translates into the expectation of future revenue, income, and cash flow. Customer relationships are valued using projected operating income, adjusted for estimated future existing customer growth less estimated future customer attrition, net of charges for net tangible assets, IP charge, trade name charge and work force. The concluded value is the after-tax discounted free cash flow. Customer relationships are reviewed for impairment annually, or more frequently when indicators of impairment exist.

See Note H - Goodwill and Intangible Assets.

Leases

We lease railroad cars, office space, mining property, mining/processing equipment, and transportation and other equipment. Operating leases are included in lease right-of-use (“ROU”) assets, current portion of operating lease liabilities, and operating lease liabilities in our consolidated balance sheets. Finance leases are included in lease right-of-use assets, current portion of long-term debt, and long-term debt in our consolidated balance sheets. Leases with an initial term of 12 months or less are not recorded on the balance sheet. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at the commencement date of the lease based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The ROU assets also include any lease payments made at or before the commencement date of the lease and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. We have lease agreements with lease and non-lease components, the latter of which are generally accounted for separately. See Note Q - Leases.

We periodically evaluate whether current events or circumstances indicate that the carrying value of our ROU assets exceeds fair value. If circumstances indicate an impairment exists, we estimate fair value primarily utilizing internally developed cash flow models and quoted market prices, discounted at an appropriate weighted average cost of capital. If the undiscounted cash flows are less than the carrying value of the assets, we recognize an impairment loss equal to the amount by which the carrying value exceeds the fair value of the assets.

Revenue Recognition

Products

We derive our product sales by mining and processing minerals that our customers purchase for various uses. Our product sales are primarily a function of the price per ton and the number of tons sold. We primarily sell our products through individual purchase orders executed under short-term price agreements or at prevailing market rates. The amount invoiced reflects product, transportation and additional handling services as applicable, such as storage, transloading the product from railcars to trucks and last mile logistics to the customer site. We invoice most of our product customers on a per shipment basis, although for some larger customers, we consolidate invoices weekly or monthly. Standard collection terms are net 30 days, although extended terms are offered in competitive situations.

We recognize revenue for products and materials at a point in time following the transfer of control of such items to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying contracts. We account for shipping and handling activities related to product and material sales contracts with customers as costs to fulfill our promise to transfer the associated products pursuant to the accounting policy election allowed under ASC 606-10-25-18b. Accordingly, we record amounts billed for shipping and handling costs as a component of net sales and accrue and classify related costs as a component of cost of sales at the time revenue is recognized.

For a limited number of customers, we sell under long-term, minimum purchase supply agreements. These agreements define, among other commitments, the volume of product that our customers must purchase, the volume of product that we must provide and the price that we will charge and that our customers will pay for each product. Prices under these agreements are generally fixed and subject to certain contractual adjustments. Sometimes these agreements may undergo negotiations regarding pricing and volume requirements, which may often occur in volatile market conditions. While these negotiations continue, we may deliver product at prices or at volumes below the requirements in our existing supply agreements. An executed order specifying the type and quantity of product to be delivered, in combination with the noted agreements, comprise our contracts in these arrangements.

Service

We derive our service revenues primarily through the provision of transportation, equipment rental, and contract labor services to companies in the oil and gas industry. Transportation services typically consist of transporting customer proppant from storage facilities to proximal well-sites and are contracted through work orders executed under established pricing agreements. The amount invoiced reflects the transportation services rendered. Equipment rental services provide customers with use of either dedicated or nonspecific wellhead proppant delivery equipment solutions for contractual periods defined either through formal lease agreements or executed work orders under established pricing agreements. The amounts invoiced reflect the length of time the equipment set was utilized in the billing period. Contract labor services provide customers with proppant delivery equipment operators through work orders executed under established pricing agreements. The amounts invoiced reflect the amount of time our labor services were utilized in the billing period.

We typically invoice our customers on a weekly or monthly basis; however, some customers receive invoices upon well-site operation completion. Standard collection terms are net 30 days, although extended terms are offered in competitive situations. We typically recognize revenue for specific, dedicated equipment set rental arrangements under ASC 842, Leases. For the remaining components of service revenue, we have applied the practical expedient allowed under ASC 606-10-55-18 to recognize transportation revenues in proportion to the amount we have the right to invoice.

Contracts with Multiple Performance Obligations

From time to time, we may enter into contracts that contain multiple performance obligations, such as work orders containing a combination of product, transportation, equipment rentals, and contract labor services. For these arrangements, we allocate the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognize the related revenue as control of each individual product or service is transferred to the customer, in satisfaction of the corresponding performance obligations. We typically invoice our customers on a weekly or monthly basis; however, some customers received invoices upon well-site operation completion. Standard collection terms are net 30 days, although extended terms are offered in competitive situations.

Taxes Collected from Customers and Remitted to Governmental Authorities.

We exclude from our measurement of transaction prices all taxes assessed by governmental authorities that are both (i) imposed on and concurrent with a specific revenue-producing transaction and (ii) collected from customers. Accordingly, such tax amounts are not included as a component of net sales or cost of sales.

See Note S - Revenue.

Deferred Revenues

For a limited number of customers, we enter into supply agreements which give customers the right to make advanced payments toward the purchase of certain products at specified volumes over an average initial period of one to fifteen years. These payments represent consideration that is unconditional and for which we have yet to transfer the related product. These payments are recorded as contract liabilities referred to as “deferred revenues” upon receipt and recognized as revenue upon delivery of the related product.

Unbilled Receivables

Revenues recognized in advance of invoice issuance create assets referred to as “unbilled receivables.” Any portion of our unbilled receivables for which our right to consideration is conditional on a factor other than the passage of time is considered a contract asset. These assets are presented on a combined basis with accounts receivable and are converted to accounts receivable once billed.

Debt Issuance Costs

We defer costs directly associated with acquiring third-party financing, primarily loan origination costs and related professional expenses. Debt issuance costs are deferred and amortized using the effective interest rate method over the term of our senior secured Term Loan facility and the straight-line method for our Revolver facility. Debt issuance costs related to long-term debt are reflected as a direct deduction from the carrying amount of the debt. See Note J - Debt.

Employee Benefit Plans

We provide a range of benefits to our employees and retired employees, including pensions and post-retirement healthcare and life insurance benefits. We record annual amounts relating to these plans based on calculations specified by generally accepted accounting principles, which include various actuarial assumptions, including discount rates, assumed rates of returns, compensation increases, turnover rates, mortality tables, and healthcare cost trend rates. We review the actuarial assumptions on an annual basis and make modifications to the assumptions based on current rates and trends when it is deemed appropriate to do so. As required by U.S. generally accepted accounting principles, the effect of the modifications is generally recorded or amortized over future periods. We believe that the assumptions utilized in recording our obligations under the plans are reasonable based on advice from our actuaries and information as to assumptions used by other employers. See Note P - Pension and Post-Retirement Benefits.

Environmental Costs

Environmental costs, other than qualifying capital expenditures, are accrued at the time the exposure becomes known and costs can be reasonably estimated. Costs are accrued based upon management’s estimates of all direct costs, after taking into account expected reimbursement by third parties (primarily the sellers of acquired businesses) and are reviewed by outside consultants. Environmental costs are charged to expense unless a settlement with an indemnifying party has been reached.

Self-Insurance

We are self-insured for various levels of employee health insurance coverage, workers’ compensation and third-party product liability claims alleging occupational disease. We purchase insurance coverage for claim amounts which exceed our self-insured retentions. Depending on the type of insurance, these self-insured retentions range from \$0.1 million to \$0.5 million per occurrence. Our insurance reserves are accrued based on estimates of the ultimate cost of claims expected to occur during the covered period. These estimates are prepared with the assistance of outside actuaries and consultants. Our actuaries periodically review the volume and amount of claims activity, and based upon their findings, we adjust our insurance reserves accordingly. The ultimate cost of claims for a covered period may differ from our original estimates. The current portion of our self-insurance reserves is included in accrued liabilities and the non-current portion is included in other long-term obligations in our Balance Sheets. As of December 31, 2023 and 2022, our self-insurance reserves totaled \$5.0 million and \$5.6 million, respectively, of which \$1.7 million and \$1.8 million, respectively, were classified as current.

Research and Development Costs

We may incur immaterial internal research and development (“R&D”) expenditures, and research and development conducted for others, all of which are expensed as incurred, and included in selling, general and administrative expense. R&D costs may include, but are not limited to, research and administrative salaries, contractor fees, building costs, utilities, administrative expenses, and allocations of corporate costs.

Advertising Costs

We recognize advertising expense when incurred as selling, general and administrative expense. Advertising costs have not been a significant component of expense for the years ended December 31, 2023, 2022, or 2021.

Equity-based Compensation

We grant stock options, restricted stock, restricted stock units and performance share units to certain of our employees and directors under the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan. We recognize the cost of employee services rendered in exchange for awards of equity instruments.

Vesting of restricted stock and restricted stock units is based on the individual continuing to render service over a pre-defined vesting schedule, generally three years. Cash dividend equivalents are accrued and paid to the holders of time-based restricted stock units and restricted stock. The fair value of the restricted stock awards is equal to the market price of our stock at date of grant. The restricted award-related compensation expense is recognized on a straight-line basis over the vesting period.

We grant performance share units to certain employees in which the number of shares of common stock ultimately received is determined based on achievement of certain performance thresholds over a specified performance period (generally three years) in accordance with the stock award agreement. Cash dividend equivalents are not accrued or paid on performance share units. We recognize expense based on the estimated vesting of our performance share units granted and the grant date market price. The estimated vesting of the performance share units is principally based on the probability of achieving certain financial performance levels during the vesting periods. In the period it becomes probable that the minimum performance criteria specified in the award agreement will be achieved, we recognize expense for the proportionate share of the total fair value of the award related to the vesting period that has already lapsed. The remaining fair value of the award is expensed on a straight-line basis over the remaining vesting period.

We grant certain employees performance share units, the vesting of which is based on our total shareholder return ("TSR") ranking among a peer group over a three-year period. The number of units that will vest will depend on the percentage ranking of our TSR compared to the TSRs for each of the companies in the peer group over the performance period. For these awards subject to market conditions, a binomial-lattice model (i.e., Monte Carlo simulation model) is used to fair value these awards at grant date. We also grant certain employees performance share units, the vesting of which is based on adjusted free cash flow ("ACF") targets. The number of ACF measured units that will vest will be based on ACF achievement versus target. The ACF targets are set annually and are approved by the Board of Directors. The related compensation expense is recognized on a straight-line basis over the vesting period.

See Note N - Equity-based Compensation.

Income Taxes

Deferred taxes are recognized on the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. This approach requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based upon the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the expenses are expected to reverse. Valuation allowances are provided if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

We recognize a tax benefit associated with an uncertain tax position when, in management's judgment, it is more likely than not that the position will be sustained upon examination by a taxing authority. For a tax position that meets the more likely than not recognition threshold, we initially and subsequently measure the tax benefit as the largest amount that we judge to have a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority. The liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, case law developments and new or emerging legislation. Such adjustments are recognized entirely in the period in which they are identified. The effective tax rate includes the net impact of changes in the liability for unrecognized tax benefits and subsequent adjustments as considered appropriate by management.

See Note R - Income Taxes.

Financial Instruments

We currently use natural gas swaps to manage our exposure to natural gas price increases. Our policy is to not hold or issue derivative financial instruments for trading or speculative purposes. Gains and losses on derivatives designated as cash flow hedges are recorded in other comprehensive income (loss), net of tax, and reclassified to earnings in a manner that matches the timing of the earnings impact of the hedged transactions. The ineffective portion of all

hedges, if any, is recognized currently in income.

See Note M - Derivative Instruments.

Foreign Currency Translation

For our operations in countries where the functional currency is other than the U.S. dollar, balance sheet amounts are translated using the exchange rate in effect at the balance sheet date. Income statement amounts are translated monthly using the average exchange rate for the respective month. The gains and losses resulting from the changes in exchange rates from year-to-year are recorded as a component of accumulated other comprehensive income or loss as currency translation adjustments, net of tax. Any gains or losses on transactions in currencies other than the functional currency are included in other income (expense), net, including interest income.

Comprehensive Income (loss)

In addition to net income (loss), comprehensive income (loss) includes all changes in equity during a period, such as adjustments to minimum pension liabilities and the effective portion of changes in fair value of derivative instruments that qualify as cash flow hedges.

Business Combinations

We account for business combinations using the acquisition method of accounting. Under this method, acquired assets, including separately identifiable intangible assets and any assumed liabilities, are recorded at their acquisition date estimated fair value. The excess of purchase price over the fair value amounts assigned to the assets acquired and liabilities assumed represents the goodwill amount resulting from the acquisition. Determining the fair value of assets acquired and liabilities assumed involves the use of significant estimates and assumptions.

New Accounting Pronouncements Recently Adopted

In March 2020, the FASB issued Accounting Standards Update ("ASU") 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting followed by ASU 2021-01, Reference Rate Reform (Topic 848): Scope, issued in January 2021 to provide clarifying guidance regarding the scope of Topic 848. ASU 2020-04 was issued to provide optional guidance for a limited period of time to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting. Generally, the guidance is to be applied as of any date from the beginning of an interim period that includes or is subsequent to March 12, 2020, or prospectively from a date within an interim period that includes or is subsequent to March 12, 2020, up to the date that the financial statements are available to be issued. ASU 2020-04 and ASU 2021-01 are effective for all entities through December 31, 2022. In April 2022, the FASB proposed to extend the effective date through December 31, 2024 and affirmed this decision in December 2022. Upon execution of the Fourth Amended and Restated Credit Agreement, we have transitioned from LIBOR. See Note J - Debt for discussion of the Fourth Amended and Restated Credit Agreement.

New Accounting Pronouncements Not Yet Adopted

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more decision-useful financial analyses. The amendments in this Update do not change or remove current disclosure requirements as required by Topic 280. The amendments in this Update also do not change how a public entity identifies its operating segments, aggregates those operating segments, or applies the quantitative thresholds to determine its reportable segments. The amendments in this Update are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Public entities will be required to apply the amendments in this Update retrospectively to all prior periods presented in the financial statements. We are currently evaluating the effect this guidance will have on our disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The amendments in this Update related to the rate reconciliation and income taxes paid disclosures improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. The amendments allow investors to better assess, in their capital allocation decisions, how an entity's worldwide operations and related tax risks and tax planning and operational opportunities affect its income tax rate and prospects for future cash flows. The other amendments in this Update improve the

effectiveness and comparability of disclosures by (1) adding disclosures of pretax income (or loss) and income tax expense (or benefit) to be consistent with U.S. Securities and Exchange Commission (SEC) Regulation S-X 210.4-08(h), Rules of General Application—General Notes to Financial Statements: Income Tax Expense, and (2) removing disclosures that no longer are considered cost beneficial or relevant. The amendments in this Update are effective for annual periods beginning after December 15, 2024. We are currently evaluating the effect this guidance will have on our disclosures.

NOTE C—EARNINGS PER SHARE

Basic earnings per common share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per common share is computed similarly to basic earnings per common share except that the weighted average number of common shares outstanding is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares had been issued.

The following table shows the computation of basic and diluted earnings per share:

In thousands, except per share amounts

	Year ended December 31,		
	2023	2022	2021
Numerator:			
Net income (loss) attributable to U.S. Silica Holdings, Inc.	\$ 146,925	\$ 78,176	\$ (33,761)
Denominator:			
Weighted average shares outstanding	76,980	75,512	74,350
Diluted effect of stock awards	1,540	2,158	—
Weighted average shares outstanding assuming dilution	78,520	77,670	74,350
Earnings (loss) per share attributable to U.S. Silica Holdings, Inc.:			
Basic earnings (loss) per share	\$ 1.91	\$ 1.04	\$ (0.45)
Diluted earnings (loss) per share	\$ 1.87	\$ 1.01	\$ (0.45)

Potentially dilutive shares are excluded from the calculation of diluted weighted average shares outstanding and diluted earnings per share if we are in a loss position. Certain stock options, restricted stock awards and performance share units were excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive. Such potentially dilutive shares and stock awards (in thousands) excluded from the calculation of diluted earnings (loss) per common share were as follows:

	Year ended December 31,		
	2023	2022	2021
Potentially dilutive shares excluded	—	—	1,714
Stock options excluded	349	509	667
Restricted stock and performance share units awards excluded	48	36	66

NOTE D—ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)***Accumulated Other Comprehensive Income (Loss)***

Accumulated other comprehensive income (loss) consists of fair value adjustments associated with cash flow hedges, accumulated adjustments for net experience gains or losses and prior service cost related to employee benefit plans and foreign currency translation adjustments, net of tax. The following table presents the changes in accumulated other comprehensive income (loss) by component (in thousands):

	For the Year Ended December 31, 2023			
	Unrealized loss on cash flow hedges	Foreign currency translation adjustments	Pension and other post- retirement benefits liability	Total
Beginning Balance	\$ (2,342)	\$ (1,262)	\$ 1,881	\$ (1,723)
Other comprehensive income before reclassifications	882	281	1,189	2,352
Amounts reclassified from accumulated other comprehensive loss	—	—	(754)	(754)
Ending Balance	<u>\$ (1,460)</u>	<u>\$ (981)</u>	<u>\$ 2,316</u>	<u>\$ (125)</u>

Any amounts reclassified from accumulated other comprehensive income (loss) related to pension and other post-retirement benefits are included in the computation of net periodic benefit costs at their pre-tax amounts.

NOTE E—ACCOUNTS RECEIVABLE

Accounts receivable (in thousands) consisted of the following:

	December 31, 2023	December 31, 2022
Trade receivables	\$ 190,189	\$ 209,683
Less: Allowance for credit losses	(5,323)	(5,691)
Net trade receivables	184,866	203,992
Other receivables	1,051	4,639
Total accounts receivable	<u>\$ 185,917</u>	<u>\$ 208,631</u>

We classify our trade receivables into the following portfolio segments: Oil & Gas Proppants and Industrial & Specialty Products, which also aligns with our reporting segments. We estimate the allowance for credit losses based on historical collection trends, the age of outstanding receivables, risks attributable to specific customers, such as credit history, bankruptcy or other going concern issues, and current economic and industry conditions. If events or circumstances indicate that specific receivable balances may be impaired, further consideration is given to the collectability of those balances and the allowance is adjusted accordingly. Past due balances are written off when we have exhausted our internal and external collection efforts and have been unsuccessful in collecting the amount due.

The following table reflects the change of the allowance for credit losses (in thousands) disaggregated by portfolio segments:

	Oil & Gas Proppants	Industrial & Specialty Products	Total
Beginning balance, December 31, 2022	\$ 4,028	\$ 1,663	\$ 5,691
Allowance for credit losses	—	(103)	(103)
Recoveries	95	—	95
Write-offs	(300)	(60)	(360)
Ending balance, December 31, 2023	<u>\$ 3,823</u>	<u>\$ 1,500</u>	<u>\$ 5,323</u>

Our ten largest customers accounted for approximately 44%, 40% and 40% of total sales during the years ended December 31, 2023, 2022 and 2021, respectively. No single customer accounted for more than 10% of our total sales during the years ended December 31, 2023, 2022 and 2021. At December 31, 2023 and 2022, none of our customers' accounts receivable represented 10% or more of our total trade accounts receivable.

NOTE F—INVENTORIES

Inventories (in thousands) consisted of the following:

	December 31, 2023	December 31, 2022
Supplies	\$ 65,422	\$ 54,805
Raw materials and work in process	54,142	47,042
Finished goods	29,865	45,779
Total inventories	<u>\$ 149,429</u>	<u>\$ 147,626</u>

NOTE G—PROPERTY, PLANT AND MINE DEVELOPMENT

Property, plant and mine development (in thousands) consisted of the following:

	December 31, 2023	December 31, 2022
Mining property and mine development	\$ 793,582	\$ 789,601
Asset retirement cost	14,728	8,869
Land	53,100	53,128
Land improvements	87,618	76,456
Buildings	76,691	73,151
Machinery and equipment	1,253,734	1,217,933
Furniture and fixtures	2,841	3,922
Construction-in-progress	54,186	55,696
	<u>2,336,480</u>	<u>2,278,756</u>
Accumulated depletion, depreciation, amortization and impairment charges	<u>(1,211,260)</u>	<u>(1,099,922)</u>
Total property, plant and mine development, net	<u>\$ 1,125,220</u>	<u>\$ 1,178,834</u>

Depreciation, depletion, and amortization expense related to property, plant and mine development for the years ended December 31, 2023 and 2022 was \$124.9 million and \$128.4 million, respectively.

NOTE H—GOODWILL AND INTANGIBLE ASSETS

The changes in the carrying amount of goodwill (in thousands) by business segment consisted of the following:

	Oil & Gas Proppants Segment	Industrial & Specialty Products Segment	Total
Balance at December 31, 2021	\$ —	\$ 185,649	\$ 185,649
Impairment losses	—	—	—
Balance at December 31, 2022	<u>—</u>	<u>185,649</u>	<u>185,649</u>
Impairment losses	—	—	—
Balance at December 31, 2023	<u>\$ —</u>	<u>\$ 185,649</u>	<u>\$ 185,649</u>

Goodwill and trade names are evaluated for impairment annually as of October 31, or more frequently when indicators of impairment exist. We evaluated events and circumstances since the date of our last qualitative assessment, including macroeconomic conditions, industry and market conditions, and our overall financial performance. There were no triggering events identified, therefore, no impairment charges were recorded related to goodwill or trade names for the years ended December 31, 2023 and 2022.

The changes in the carrying amount of intangible assets (in thousands) consisted of the following:

	December 31, 2023			December 31, 2022		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Technology and intellectual property	\$ 71,936	\$ (34,894)	\$ 37,042	\$ 71,651	\$ (29,990)	\$ 41,661
Customer relationships	66,999	(37,597)	29,402	66,999	(32,791)	34,208
Total definite-lived intangible assets:	\$ 138,935	\$ (72,491)	\$ 66,444	\$ 138,650	\$ (62,781)	\$ 75,869
Trade names	64,240	—	64,240	64,240	—	64,240
Other	700	—	700	700	—	700
Total intangible assets:	\$ 203,875	\$ (72,491)	\$ 131,384	\$ 203,590	\$ (62,781)	\$ 140,809

Estimated useful life of technology and intellectual property is 15 years. Estimated useful life of customer relationships is a range of 13 - 20 years.

Amortization expense was \$9.7 million, \$9.7 million and \$9.7 million for the years ended December 31, 2023, 2022, and 2021, respectively.

At December 31, 2023, the estimated amortization expense related to definite-lived intangible assets (in thousands) for the five succeeding years is as follows:

2024	\$	9,717
2025	\$	9,716
2026	\$	9,716
2027	\$	9,716
2028	\$	9,676

NOTE I—ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities (in thousands) consisted of the following:

	December 31,	
	2023	2022
Trade payables	\$ 123,667	\$ 182,555
Accrued salaries and wages	7,013	10,911
Accrued vacation liability	3,567	3,093
Current portion of liability for pension and post-retirement benefits	986	1,118
Accrued healthcare liability	1,571	1,492
Accrued property taxes and sales taxes	3,422	4,287
Current portion of derivative liability	1,819	2,312
Other accrued liabilities	5,434	10,471
Accounts payable and accrued liabilities	\$ 147,479	\$ 216,239

Other accrued liabilities consist of employer related expenses, royalties payable, accrued interest payable, and other items.

NOTE J—DEBT

Debt (in thousands) consisted of the following:

	December 31, 2023	December 31, 2022
Senior secured credit facility:		
Revolver expiring March 23, 2028 (10.21% at December 31, 2023 and 8.44% at December 31, 2022)	\$ —	\$ —
Term Loan facility—final maturity March 23, 2030 (10.21% at December 31, 2023 and 8.44% December 31, 2022)	868,063	1,059,062
Less: Unamortized original issue discount	(24,183)	(2,035)
Less: Unamortized debt issuance cost	(13,421)	(8,922)
Insurance financing notes payable	6,470	5,628
Finance leases	3,108	3,260
Total debt	840,037	1,056,993
Less: current portion	(16,367)	(19,535)
Total long-term portion of debt	\$ 823,670	\$ 1,037,458

Senior Secured Credit Facility

On March 23, 2023, we entered into a Fourth Amended and Restated Credit Agreement (the "Credit Agreement"), by entering into a new \$1.1 billion senior secured Credit Facility, consisting of a \$950 million Term Loan (the "Term Loan") and a \$150 million revolving credit facility (the "Revolver") (collectively the "Credit Facility") that may also be used for swingline loans or letters of credit, and we may elect to increase the term loan or the revolving credit facility in accordance with the terms of the Credit Agreement. Borrowings under the Credit Agreement will bear interest at variable rates as determined at our election, based on the Term Secured Overnight Financing Rate ("SOFR") or a base rate, in each case, plus an applicable margin. In addition, under the Credit Agreement, we are required to pay a per annum commitment fee to revolving lenders and fees for letters of credit. The Credit Agreement is secured by substantially all of our assets and our domestic subsidiaries' assets and a pledge of the equity interests in such entities. The Term Loan matures on March 23, 2030, and the Revolver expires March 23, 2028. We capitalized \$45.9 million in debt issuance costs and original issue discount as a result of the new Credit Agreement. Additionally, as a result of the exit of certain lending parties, a portion of debt issuance and original discount costs were written off which resulted in additional expense of approximately \$4.3 million. This was recorded as a loss on the extinguishment of debt, which was recorded in Other (expense) income, net, including interest income in the Consolidated Statements of Operations.

The Credit Facility contains covenants that, among other things, limit our ability, and certain of our subsidiaries' abilities, to create, incur or assume indebtedness and liens, to make acquisitions or investments, to sell assets and to pay dividends. The Credit Agreement also requires us to maintain a consolidated leverage ratio of no more than 4.00:1.00 as of the last day of any fiscal quarter whenever usage of the Revolver (other than certain undrawn letters of credit) exceeds 35%, of the Revolver commitment. These covenants are subject to a number of important exceptions and qualifications. The Credit Agreement includes events of default and other affirmative and negative covenants that are usual for facilities and transactions of this type. As of December 31, 2023 and 2022, we were in compliance with all covenants in accordance with our senior secured Credit Facility.

Term Loan

At December 31, 2023, contractual maturities of our senior secured Credit Facility (in thousands) are as follows:

2024	\$ 8,750
2025	8,750
2026	8,750
2027	8,750
2028	8,750
Thereafter	824,313
Total	\$ 868,063

Debt Repurchases

Prior to the execution of the Fourth Amended and Restated Credit Agreement, we repurchased outstanding debt under the Term Loan in the amount of \$109 million. A proportionate share of debt issuance and original discount costs were written off in conjunction with this repurchase which resulted in additional expense of approximately \$1.0 million. As a result, we recorded a loss on extinguishment of debt in the amount of \$1.0 million. The loss on extinguishment was recorded in Other (expense) income, net, including interest income in the Consolidated Statements of Operations.

During the year ended December 31, 2023, we made voluntary prepayments on the Term Loan of \$75 million. A proportionate share of debt issuance and original discount costs were written off in conjunction with the prepayments of this debt which resulted in additional expense of \$3.2 million. These expenses were recorded in Other (expense) income, net, including interest income in the Consolidated Statements of Operations.

During the year ended December 31, 2022, we repurchased outstanding debt under the Term Loan in the amounts of \$100 million and \$50 million, discounted at rates of 97% and 96.25%, respectively. A proportionate share of debt issuance and original discount costs were written off in conjunction with these repurchases which resulted in additional expense of approximately \$1.8 million. As a result, we recorded gains on extinguishment of debt in the amount of approximately \$2.9 million. The gains on extinguishment were recorded in Other income, net, including interest income in the Consolidated Statements of Operations.

Revolving Line-of-Credit

We have a \$150.0 million Revolver with zero drawn and \$15.3 million allocated for letters of credit as of December 31, 2023, leaving \$134.7 million available under the Revolver.

Based on our consolidated leverage ratio of 1.91:1.00 as of December 31, 2023, we have access to the full availability of the Revolver.

Insurance Financing Notes Payable

During the third quarter of 2023, we renewed our insurance policies and financed the payments through notes payable with a stated interest rate of 6.6%. These payments will be made in installments throughout a nine-month period and, as such, were classified as current debt. As of December 31, 2023, the notes payable had a balance of \$6.5 million.

NOTE K—ASSET RETIREMENT OBLIGATIONS

Mine reclamation or future remediation costs for inactive mines are accrued based on management's best estimate at the end of each period of the costs expected to be incurred at a site. Such cost estimates include, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates at inactive mines are reflected in earnings in the period an estimate is revised. Liabilities related to our asset retirement obligations are recorded in other long-term liabilities on our balance sheets. Changes in the asset retirement obligations (in thousands) are as follows:

	December 31, 2023	December 31, 2022
Beginning balance	\$ 20,732	\$ 32,049
Accretion	2,057	1,498
Additions and revisions of estimates	7,957	(12,753)
Payments	(332)	(62)
Ending balance	<u>\$ 30,414</u>	<u>\$ 20,732</u>

The increase in liability is primarily attributable to revisions of estimates of reclamation costs and changes to lives of mines.

NOTE L—FAIR VALUE ACCOUNTING

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure

fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

Cash Equivalents

Due to the short-term maturity, we believe our cash equivalent instruments at December 31, 2023 and 2022, approximate their reported carrying values, therefore, we have classified our cash equivalents as Level 1 of the fair value hierarchy.

Long-Term Debt, Including Current Maturities

We believe that the fair values of our long-term debt, including current maturities, approximate their carrying values based on their effective interest rates compared to current market rates, therefore we have classified our long-term debt as Level 1 of the fair value hierarchy.

Derivative Instruments

The estimated fair value of our derivative instruments is recorded at each reporting period and is determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. Therefore, we have classified these swap agreements as Level 2 of the fair value hierarchy.

NOTE M—DERIVATIVE INSTRUMENTS

Cash Flow Hedges of Natural Gas Price Risk

Natural gas is the primary fuel source used for drying in the commercial silica production process. In the past, the price of natural gas has been volatile, and we believe this volatility may continue. In order to manage our exposure to natural gas price increases, we have entered into natural gas swaps. All of these swap agreements commenced in December 2022. The derivative instruments are recorded on the balance sheet within other current or long-term assets or liabilities based on maturity dates at their fair values. As of December 31, 2023, the fair value of our natural gas swaps was a liability of \$1.9 million, of which \$1.8 million is classified within accounts payable and accrued liabilities on our balance sheet and \$0.1 million is classified within other long-term obligations on our balance sheet. As of December 31, 2022, the fair value of our natural gas swaps was a liability of \$3.1 million, of which \$2.3 million is classified within accounts payable and accrued liabilities on our balance sheet and \$0.8 million is classified within other long-term obligations on our balance sheet.

We have designated the natural gas swap agreements as qualified cash flow hedges. Accordingly, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and recognized in earnings in the same period or periods during which the hedged transaction affects earnings.

The following table summarizes the fair value of our derivative instruments (in thousands, except contract/notional amount). See Note L - Fair Value Accounting for more information regarding the estimated fair values of our derivative instruments.

	December 31, 2023				December 31, 2022			
	Maturity Date	Contract/Notional Amount (MMBtu)	Carrying Amount	Fair Value	Maturity Date	Contract/Notional Amount	Carrying Amount	Fair Value
Natural Gas - W. Texas (WAHA) - Inside FERC	2023	1,200,000	\$ —	\$ —	2023	1,200,000	\$ (1,887)	\$ (1,887)
Natural Gas - W. Texas (WAHA) - Inside FERC	2024	870,000	\$ (1,542)	\$ (1,542)	2024	870,000	\$ (656)	\$ (656)
Natural Gas - W. Texas (WAHA) - Inside FERC	2024	750,000	\$ (11)	\$ (11)	N/A	N/A	\$ —	\$ —
Natural Gas - Henry Hub - NYMEX	2023	300,000	\$ —	\$ —	2023	300,000	\$ (425)	\$ (425)
Natural Gas - Henry Hub - NYMEX	2024	120,000	\$ (258)	\$ (258)	2024	120,000	\$ (85)	\$ (85)
Natural Gas - Henry Hub - NYMEX	2025	90,000	\$ (115)	\$ (115)	2025	90,000	\$ (35)	\$ (35)

During the year ended December 31, 2023, we had no ineffectiveness for the natural gas swap derivatives.

The following table summarizes the effect of derivative instruments (in thousands) on our income statements and our consolidated statements of comprehensive income:

	Year ended December 31,		
	2023	2022	2021
Deferred losses from derivatives in OCI, beginning of period	\$ (2,342)	\$ —	\$ —
Gain (loss) recognized in OCI from derivative instruments	882	(2,342)	—
Deferred losses from derivatives in OCI, end of period	\$ (1,460)	\$ (2,342)	\$ —

NOTE N—EQUITY-BASED COMPENSATION

In July 2011, we adopted the U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan (the “2011 Plan”), which was amended and restated in May 2015, amended and restated effective February 1, 2020, amended and restated effective May 13, 2021, amended and restated effective May 12, 2022 and amended and restated May 11, 2023. The 2011 Plan provides for grants of stock options, restricted stock, performance share units and other incentive-based awards. We believe our 2011 Plan aligns the interests of our employees and directors with those of our common stockholders. At December 31, 2023, we had 4,490,066 shares of common stock that may be issued under the 2011 Plan. We use a combination of treasury stock and new shares if necessary to satisfy option exercises or vesting of restricted awards and performance share units.

Stock Options

The following table summarizes the status of, and changes in, our stock option awards:

	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term in Years
Outstanding at December 31, 2022	508,523	\$ 36.22	\$ —	2.0 years
Granted	—	\$ —	\$ —	
Exercised	—	\$ —	\$ —	
Forfeited	(122,009)	\$ 36.79	\$ —	
Expired	(37,434)	\$ 24.80	\$ —	
Outstanding at December 31, 2023	349,080	\$ 37.24	\$ —	1.1 years
Exercisable at December 31, 2023	349,080	\$ 37.24	\$ —	1.1 years

There were no grants of stock options during the years ended December 31, 2023, 2022 and 2021.

The following table summarizes stock option exercise activity:

	As of December 31,		
	2023	2022	2021
Options exercised (in actual shares)	—	90,000	10,164
Intrinsic value of options exercised (in thousands)	\$ —	\$ 613	\$ 44
Cash received from options exercised (in thousands)	\$ —	\$ 955	\$ 105
Tax benefit realized from options exercised (in thousands)	\$ —	\$ 148	\$ 11

As of December 31, 2023, 2022 and 2021, there was no unrecognized compensation expense related to these options. We account for forfeitures as they occur.

Restricted Stock and Restricted Stock Unit Awards

The following table summarizes the status of, and changes in, our unvested restricted stock awards:

	Number of Shares	Grant Date Weighted Average Fair Value
Unvested, December 31, 2022	1,438,386	\$ 9.37
Granted	776,339	\$ 12.16
Vested	(792,727)	\$ 9.00
Forfeited	(168,019)	\$ 9.41
Unvested, December 31, 2023	1,253,979	\$ 11.33

We granted 776,339, 728,357 and 881,261 restricted stock and restricted stock unit awards during the years ended December 31, 2023, 2022 and 2021, respectively. The fair value of the awards was based on the market price of our stock at date of grant.

We recognized \$7.6 million, \$6.8 million and \$7.3 million of equity-based compensation expense related to restricted stock awards during the years ended December 31, 2023, 2022 and 2021, respectively. As of December 31, 2023, there was \$8.4 million of unrecognized compensation expense related to these restricted stock awards, which is expected to be recognized over a weighted-average period of 1.8 years.

We also granted cash awards during the year ended December 31, 2020. These awards vested over a period of three years and were settled in cash. As such, these awards were classified as liability instruments. We recognized zero, \$0.9 million and \$0.9 million of expense related to these awards for the years ended December 31, 2023, 2022 and 2021. The liability for these awards was included in accounts payable and other accrued liabilities on our balance sheets. These awards were remeasured at fair value each reporting period with resulting changes reflected in our income statements. As of December 31, 2023, there was no unrecognized expense related to these awards.

Performance Share Unit Awards

The following table summarizes the status of, and changes in, our performance share unit awards:

	Number of Shares	Grant Date Weighted Average Fair Value
Unvested, December 31, 2022	2,292,751	\$ 9.51
Granted	1,295,904	\$ 9.54
Vested	(1,549,033)	\$ 6.60
Forfeited/Cancelled	(165,562)	\$ 11.76
Unvested, December 31, 2023	<u>1,874,060</u>	<u>\$ 11.73</u>

We granted 1,295,904, 920,681 and 886,091 of performance share unit awards during the years ended December 31, 2023, 2022 and 2021, respectively. A portion of these awards was measured against total shareholder return ("TSR"), and a portion was measured against adjusted free cash flow ("ACF") targets. The grant date weighted average fair value of these awards was estimated to be \$9.54, \$11.79 and \$12.04 for the years ended December 31, 2023, 2022 and 2021, respectively. The number of TSR measured units that will vest will depend on the percentage ranking of our TSR compared to the TSR for each of the companies in the peer group over the three year period from January 1, 2023 through December 31, 2025 for the 2023 grant, January 1, 2022 through December 31, 2024 for the 2022 grant, and January 1, 2021 through December 31, 2023 for the 2021 grant. The number of ACF measured units that will vest will be based on ACF achievement versus target. The ACF targets are set annually and are approved by the Board of Directors. The related compensation expense is recognized on a straight-line basis over the vesting period.

The grant date fair value for the TSR awards was estimated using a Monte Carlo simulation model. The Monte Carlo simulation model requires the use of highly subjective assumptions. Our key assumptions in the model included the price and the expected volatility of our common stock and our self-determined peer group companies' stock, risk-free rate of interest, dividend yields and cross-correlations between our common stock and our self-determined peer group companies' stock.

We recognized \$7.0 million, \$11.5 million and \$11.5 million of compensation expense related to performance share unit awards during the years ended December 31, 2023, 2022 and 2021, respectively. As of December 31, 2023, there was \$7.8 million of unrecognized compensation expense related to these performance share unit awards, which is expected to be recognized over a weighted-average period of 1.7 years.

We also granted cash awards during the year ended December 31, 2020. These awards vested over a period of three years and were settled in cash. As such, these awards were classified as liability instruments. We recognized \$0.1 million, \$1.1 million and \$0.7 million of expense related to these awards for the years ended December 31, 2023, 2022 and 2021, respectively. The liability for these awards was included in accounts payable and other accrued liabilities on our balance sheets. These awards were remeasured at fair value each reporting period with resulting changes reflected in our income statements. As of December 31, 2023, there was no unrecognized expense related to these awards.

NOTE O—COMMITMENTS AND CONTINGENCIES

Future Minimum Annual Commitments (in thousands):

Year ending December 31,		Minimum Purchase Commitments
2024	\$	10,124
2025		6,815
2026		4,687
2027		2,288
2028		1,888
Thereafter		5,884
Total future purchase commitments	\$	<u>31,686</u>

Minimum Purchase Commitments

We enter into service agreements with our transload and transportation providers as well as commodity suppliers. Some of these agreements require us to purchase a minimum amount of services over a specific period of time. Any inability to meet these minimum contract requirements requires us to pay a shortfall fee, which is based on the difference between the minimum amount contracted for and the actual amount purchased.

Contingent Liability on Royalty Agreement

On May 17, 2017, we purchased reserves in Crane County, Texas, for \$94.4 million cash plus contingent consideration. The contingent consideration is a royalty that is based on the tonnage shipped to third-parties. Because the contingent consideration is dependent on future tonnage sold, the amounts of which are uncertain, it is not currently possible to estimate the fair value of these future payments. The contingent consideration will be capitalized at the time a payment is probable and reasonably estimable, and the related depletion expense will be adjusted prospectively.

Other Commitments and Contingencies

Our operating subsidiary, U.S. Silica Company (“U.S. Silica”), has been named as a defendant in various product liability claims alleging silica exposure causing silicosis. During the years ended December 31, 2023, 2022 and 2021, zero, zero and two claims, respectively, were brought against U.S. Silica. As of December 31, 2023, there were 39 active silica-related products liability claims pending in which U.S. Silica is a defendant. Although the outcomes of these claims cannot be predicted with certainty, in the opinion of management, it is not reasonably possible that the ultimate resolution of these matters will have a material adverse effect on our financial position or results of operations that exceeds the accrual amounts.

We have recorded estimated liabilities for these claims in other long-term obligations and an estimate of future recoveries under insurance in other assets on our consolidated balance sheets. As of both December 31, 2023 and 2022, other non-current assets included zero for insurance for third-party products liability claims, and other long-term obligations included \$0.9 million and \$0.8 million, respectively, for third-party products liability claims.

Obligations Under Guarantees

We have indemnified our insurers against any loss they may incur in the event that holders of surety bonds, issued on our behalf, execute the bonds. As of December 31, 2023, there were \$55.8 million in bonds outstanding. The majority of these bonds, \$51.8 million, relate to reclamation requirements issued by various government authorities. Reclamation bonds remain outstanding until the mining area is reclaimed and the authority issues a formal release. The remaining bonds relate to licenses, permits, and tax collections.

NOTE P— PENSION AND POST-RETIREMENT BENEFITS

We maintain a single-employer noncontributory defined benefit pension plan covering certain employees. The plan is frozen to all new employees. The plan provides benefits based on each covered employee's years of qualifying service. Our funding policy is to contribute amounts within the range of the minimum required and maximum deductible contributions for the plan consistent with a goal of appropriate minimization of the unfunded projected benefit obligations. The pension plan uses a benefit level per year of service for covered hourly employees and a final average pay method for covered salaried employees. The plan uses the projected unit credit cost method to determine the actuarial valuation.

We employ a total rate of return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and corporate financial condition. The investment portfolio contains a diversified blend of equity and fixed-income investments. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks, as well as growth, value and small and large capitalizations. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, annual liability measurements, and periodic asset/liability studies.

We employ a building block approach in determining the long-term rate of return for plan assets. Historical markets are studied and long-term historical relationships between equities and fixed-income are preserved consistent with the widely accepted capital market principle that assets with higher volatility generate a greater return over the long run. Current market factors such as inflation and interest rates are evaluated before long-term capital market assumptions are determined. The long-term portfolio return is established via a building block approach with proper consideration of diversification and rebalancing. Peer data and historical returns are reviewed to check for reasonability and appropriateness.

In addition, we provide defined benefit post-retirement health care and life insurance benefits to some employees. Covered employees become eligible for these benefits at retirement after meeting minimum age and service requirements. The projected future cost of providing post-retirement benefits, such as healthcare and life insurance, is recognized as an expense as employees render services. In general, retiree health benefits are paid as covered expenses are incurred.

Net pension benefit cost (in thousands) consisted of the following:

	Year Ended		
	December 31,		
	2023	2022	2021
Service cost	\$ 2,325	\$ 2,516	\$ 2,855
Interest cost	5,343	3,120	2,619
Expected return on plan assets	(6,373)	(5,887)	(5,688)
Settlement loss	1,803	—	—
Net amortization and deferral	41	2,249	3,212
Net pension benefit costs	\$ 3,139	\$ 1,998	\$ 2,998

Net post-retirement benefit cost (in thousands) consisted of the following:

	Year Ended December 31,		
	2023	2022	2021
Service cost	\$ 8	\$ 18	\$ 24
Interest cost	332	180	141
Unrecognized prior service cost	(2,063)	—	—
Unrecognized net gain	(792)	(2,360)	(2,204)
Net post-retirement benefit costs	\$ (2,515)	\$ (2,162)	\$ (2,039)

The changes in benefit obligations and plan assets (in thousands), as well as the funded status (in thousands) of our pension and post-retirement plans were as follows:

	Pension Benefits		Post-retirement Benefits	
	2023	2022	2023	2022
Benefit obligation at January 1,	\$ 112,247	\$ 144,251	\$ 7,577	\$ 9,391
Service cost	2,325	2,516	8	18
Interest cost	5,343	3,120	332	180
Actuarial loss (gain)	2	(28,494)	(552)	(1,566)
Benefits paid	(31,352)	(9,486)	(469)	(504)
Other	74	340	34	58
Benefit obligation at December 31,	\$ 88,639	\$ 112,247	\$ 6,930	\$ 7,577
Fair value of plan assets at January 1,	\$ 88,919	\$ 120,911	\$ —	\$ —
Actual return on plan assets	7,497	(22,507)	—	—
Employer contributions	2,000	—	435	446
Benefits paid	(31,352)	(9,486)	(469)	(504)
Other	—	1	34	58
Fair value of plan assets at December 31,	\$ 67,064	\$ 88,919	\$ —	\$ —
Plan assets less than benefit obligations at December 31 recognized as liability for pension and other post-retirement benefits	\$ (21,575)	\$ (23,328)	\$ (6,930)	\$ (7,577)

The accumulated benefit obligation for the defined benefit pension plans, which excludes the assumption of future salary increases, totaled \$88.6 million and \$112.2 million at December 31, 2023 and 2022, respectively. We record components other than service costs in Other income, net, including interest income in the Consolidated Statements of Operations.

On November 20, 2023, U.S. Silica Company entered into a commitment agreement with subsidiaries of Securian Financial (Securian) under which U.S. Silica Company agreed to purchase nonparticipating single premium group annuity contracts that would transfer to Securian approximately \$21.6 million of the Plan's defined benefit pension obligations related to certain retirees, participants and beneficiaries under the Plan.

The purchase of the group annuity contracts covers approximately 521 U.S. Silica Company participants and beneficiaries (Transferred Participants). Under the group annuity contracts, Securian, through its wholly-owned subsidiary Minnesota Life Insurance Company, made an irrevocable commitment, and will be solely responsible, to pay the pension benefits of each Transferred Participant beginning with their January 2024 pension payments. The transaction does not change the amount of pension benefits payable to the Transferred Participants.

The purchase of the group annuity contracts was funded directly by assets of the Plan via the pension trust underlying the Plan and required no cash or asset contributions by U.S. Silica Company. We transferred approximately \$21.6 million of pension benefit obligation and related plan assets upon close of the transaction and recognized a pre-tax pension settlement loss of \$1.8 million. The funded status of the Plan did not materially change due to this transaction.

We also sponsor unfunded, nonqualified pension plans. The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for these plans were \$1.2 million, \$1.2 million and zero, respectively, at both December 31, 2023 and December 31, 2022.

Future estimated annual benefit payments (in thousands) for pension and post-retirement benefit obligations were as follows:

	Benefits			
	Pension	Post-retirement		
		Before Medicare Subsidy	After Medicare Subsidy	
2024	\$ 7,159	\$ 864	\$ 864	
2025	7,117	776	776	
2026	7,145	711	711	
2027	7,051	659	659	
2028	6,966	596	596	
2029-2033	32,951	2,400	2,400	

Our best estimate of expected contributions to the pension and post-retirement medical benefit plans for the 2024 fiscal year are \$4.8 million and \$0.9 million, respectively.

The total amounts in accumulated other comprehensive income (loss) related to net actuarial loss for the pension and post-retirement plans were \$3.8 million and \$6.5 million as of December 31, 2023 and 2022, respectively. The total amounts in accumulated other comprehensive income (loss) related to prior service cost for the pension and post-retirement plans, were gains of \$3.3 million and \$5.4 million as of December 31, 2023 and 2022, respectively.

The actuarial gains in 2023 and 2022 were primarily driven by the change in discount rates on the U.S. qualified plan and postretirement medical plans. The impact of the discount rate change was partially offset by the actual return on plan assets exceeding the expected return on plan assets.

The following weighted-average assumptions were used to determine our obligations under the plans:

	Pension Benefits		Post-retirement Benefits	
	2023	2022	2023	2022
Discount rate	5.0 %	5.2 %	4.9 %	5.1 %
Long-term rate of compensation increase	N/A	N/A	N/A	N/A
Long-term rate of return on plan assets	7.3 %	6.0%	N/A	N/A
Health care cost trend rate:				
Pre-65 initial rate/ultimate rate	N/A	N/A	7.3%/4.5%	6.8%/4.5%
Pre-65 ultimate year	N/A	N/A	2032	2031
Post-65 initial rate/ultimate rate	N/A	N/A	N/A/N/A	N/A/N/A
Post-65 ultimate year	N/A	N/A	N/A	N/A

The weighted average discount rates used to determine the projected pension and post-retirement obligations were updated to reflect the expected long-term rates of return with maturities comparable to payments for the plan obligations utilizing Aon Hewitt's AA Above Medium Curve.

Mortality tables used for pension benefits and post-retirement benefits plans were the following:

	Pension and Post-retirement Benefits	
	2023	2022
Healthy Lives	Pri-2012 base mortality tables with generational mortality improvements using Scale MP-2021	Pri-2012 base mortality tables with generational mortality improvements using Scale MP-2021
Disabled Lives	Pri-2012 base mortality tables with generational mortality improvements using Scale MP-2021	Pri-2012 base mortality tables with generational mortality improvements using Scale MP-2021

The major investment categories and their relative percentage of the fair value of total plan assets as invested were as follows:

	Pension Benefits		Post-retirement Benefits ⁽¹⁾	
	2023	2022	2023	2022
Equity securities	54.1 %	54.3 %	— %	— %
Debt securities	43.4 %	44.2 %	— %	— %
Cash	2.5 %	1.5 %	— %	— %

⁽¹⁾Retiree health benefits are paid by the Company as covered expenses are incurred.

The fair values of the pension plan assets (in thousands) at December 31, 2023, by asset category, were as follows:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ —	\$ 1,652	\$ —	\$ 1,652
Mutual funds:				
Diversified emerging markets	2,960	—	—	2,960
Foreign large blend	11,707	—	—	11,707
Large-cap blend	11,685	—	—	11,685
Mid-cap blend	6,763	—	—	6,763
Real estate	3,204	—	—	3,204
Fixed income securities:				
Corporate notes and bonds	17,768	—	—	17,768
U.S. Treasuries	5,012	—	—	5,012
Mortgage-backed securities	—	3,250	—	3,250
Asset-backed securities	—	3,063	—	3,063
Net asset	\$ 59,099	\$ 7,965	\$ —	\$ 67,064

The fair values of the pension plan assets (in thousands) at December 31, 2022, by asset category, were as follows:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ —	\$ 1,362	\$ —	\$ 1,362
Mutual funds:				
Diversified emerging markets	4,221	—	—	4,221
Foreign large blend	16,740	—	—	16,740
Large-cap blend	15,464	—	—	15,464
Mid-cap blend	7,720	—	—	7,720
Real assets	4,144	—	—	4,144
Fixed income securities:				
Corporate notes and bonds	27,892	—	—	27,892
U.S. Treasuries	5,223	—	—	5,223
Mortgage-backed securities	—	3,000	—	3,000
Asset-backed securities	—	3,153	—	3,153
Net asset	\$ 81,404	\$ 7,515	\$ —	\$ 88,919

We contribute to three multiemployer defined benefit pension plans under the terms of collective-bargaining agreements for union-represented employees. A multiemployer plan is subject to collective bargaining for employees of two or more unrelated companies. These plans allow multiple employers to pool their pension resources and realize efficiencies associated with the daily administration of the plan. Multiemployer plans are generally governed by a board of trustees composed of management and labor representatives and are funded through employer contributions. However, in most cases, management is not directly represented.

The risks of participating in multiemployer plans differ from single employer plans as follows: 1) assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers, 2) if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers, and 3) if we cease to have an obligation to contribute to one or more of the multiemployer plans to which we contribute, we may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

A summary of each multiemployer pension plan for which we participate is presented below:

Pension Fund	EIN/ Pension Plan No.	Pension Protection Act Zone Status ⁽¹⁾		FIP/RP Status Pending/ Implemented	Company Contributions (in thousands)			Surcharge Imposed	Expiration Date of CBA
		2023	2022		2023	2022	2021		
LIUNA	52-6074345/001	Green	Green	No	\$ 406	\$ 395	\$ 378	No	6/7/2025
IUOE	36-6052390/001	Green	Green	No	349	376	328	No	8/1/2027
CSSS ⁽²⁾	36-6044243/001	Red	Red	Yes	51	51	51	NA	NA

- (1) The Pension Protection Act of 2006 defines the zone status as follows: green—healthy, yellow—endangered, orange—seriously endangered and red—critical.
- (2) In 2011, we withdrew from the Central States, Southeast and Southwest Areas Pension Plan. The withdrawal liability of \$1.0 million will be paid in monthly installments of approximately \$4,000 until 2031.

Our contributions to individual multiemployer pension funds did not exceed 5% of the fund's total contributions for the years ended December 31, 2023, 2022 and 2021. Additionally, our contributions to multiemployer post-retirement benefit plans were immaterial for all periods presented in the accompanying consolidated financial statements.

We also sponsor a defined contribution plan covering certain employees. We contribute to the plan in two ways. For certain employees not covered by the defined benefit plan, we make a contribution equal to 4% of their salary. For all other eligible employees, we make a contribution of up to 6% of eligible earnings. Contributions were \$7.7 million, \$6.9 million and \$5.9 million for the years ended December 31, 2023, 2022 and 2021, respectively.

NOTE Q—LEASES

We lease railroad cars, office space, mining property, mining/processing equipment, and transportation and other equipment. The majority of our leases have remaining lease terms of approximately one year to 20 years. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. We have lease agreements with lease and non-lease components, the latter of which are generally accounted for separately.

Supplemental balance sheet information related to leases (in thousands except for term and rate information) was as follows:

Leases	Classification	December 31, 2023	December 31, 2022
Assets			
Operating	Lease right-of-use assets	\$ 37,890	\$ 39,088
Finance	Lease right-of-use assets	3,205	3,286
Total leased assets		\$ 41,095	\$ 42,374
Liabilities			
Current			
Operating	Current portion of operating lease liabilities	\$ 18,569	\$ 19,773
Finance	Current portion of long-term debt	1,147	1,107
Non-Current			
Operating	Operating lease liabilities	55,089	64,478
Finance	Long-term debt, net	1,961	2,153
Total lease liabilities		\$ 76,766	\$ 87,511

Operating lease liabilities are based on the net present value of the remaining lease payments over the remaining lease term. As most of our leases do not provide an implicit rate, in determining the lease liability and the present value of lease payments, we used our incremental borrowing rate based on the information available at the lease commencement date. The weighted average remaining lease term and discount rate related to leases were as follows:

Lease Term and Discount Rate	December 31, 2023	December 31, 2022
Weighted average remaining lease term:		
Operating leases	6.2 years	6.4 years
Finance leases	4.8 years	4.4 years
Weighted average discount rate:		
Operating leases	6.3 %	5.7 %
Finance leases	6.6 %	5.1 %

The components of lease expense included in our Consolidated Statements of Operations were as follows:

Lease Costs	Classification	Year Ended	
		December 31, 2023	December 31, 2022
Operating lease costs ⁽¹⁾	Cost of Sales	\$ 37,648	\$ 38,576
Operating lease costs ⁽²⁾	Selling, general, and administrative	2,539	1,641
Total ⁽³⁾		\$ 40,187	\$ 40,217

⁽¹⁾ Included short-term operating lease costs of \$23.3 million and \$23.5 million for the years ended December 31, 2023 and 2022, respectively.

⁽²⁾ Included short-term operating lease costs of \$1.2 million and \$0.5 million for the years ended December 31, 2023 and 2022, respectively.

⁽³⁾ Does not include expense of \$0.9 million and \$1.5 million for the years ended December 31, 2023 and 2022 for finance leases.

Supplemental cash flow information related to leases was as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	\$ 25,541	\$ 22,410
Financing cash flows for finance leases	\$ 1,009	\$ 1,576
Right-of-use assets obtained in exchange for new lease liabilities:		
Operating leases	\$ 4,768	\$ 14,744
Finance leases	\$ 1,626	\$ 2,536

Maturities of lease liabilities as of December 31, 2023:

<i>Maturities of lease liabilities</i>	Operating leases	Finance leases
2024	\$ 23,405	\$ 1,342
2025	17,252	1,060
2026	13,172	896
2027	9,413	46
2028	7,171	46
Thereafter	21,727	144
Total lease payments	\$ 92,140	\$ 3,534
Less: Interest	16,714	426
Less: Other operating expenses	1,768	—
Total	\$ 73,658	\$ 3,108

NOTE R— INCOME TAXES

We evaluate our deferred tax assets periodically to determine if valuation allowances are required. Ultimately, the realization of deferred tax assets is dependent upon generation of future taxable income during those periods in which temporary differences become deductible and/or credits can be utilized. To this end, management considers the level of historical taxable income, the scheduled reversal of deferred tax liabilities, tax-planning strategies and projected future taxable income. Based on these considerations, and the carry-forward availability of a portion of the deferred tax assets, management believes it is more likely than not that we will realize the benefit of the deferred tax assets.

Income (loss) before income taxes (in thousands) consisted of the following:

	Year ended December 31,		
	2023	2022	2021
United States	\$ 172,214	\$ 87,686	\$ (48,328)
Foreign	23,355	16,313	11,252
Total	\$ 195,569	\$ 103,999	\$ (37,076)

Income tax (expense) benefit (in thousands) consisted of the following:

	Year ended December 31,		
	2023	2022	2021
Current:			
Federal	\$ (6,603)	\$ (1,650)	\$ —
State	(5,936)	(3,078)	(3,353)
Foreign	(1,230)	(491)	(1,385)
	<u>(13,769)</u>	<u>(5,219)</u>	<u>(4,738)</u>
Deferred:			
Federal	(32,972)	(17,881)	7,589
State	(2,339)	(3,059)	(96)
Foreign	—	—	—
	<u>(35,311)</u>	<u>(20,940)</u>	<u>7,493</u>
Income tax (expense) benefit	<u>\$ (49,080)</u>	<u>\$ (26,159)</u>	<u>\$ 2,755</u>

Income tax (expense) benefit (in thousands) differed from the amount that would be provided by applying the U.S. federal statutory rate due to the following:

	Year ended December 31,		
	2023	2022	2021
Income tax (expense) benefit computed at U.S. federal statutory rate	\$ (41,069)	\$ (21,838)	\$ 7,786
Decrease (increase) resulting from:			
Statutory depletion	3,758	2,963	2,012
Prior year tax return reconciliation	(996)	(1,564)	(2,490)
State income taxes, net of federal benefit	(7,385)	(4,003)	445
Impact of international operations	(854)	(830)	(380)
Unrecognized tax benefits	1,055	(89)	(1,302)
Equity compensation	1,684	(195)	(627)
Executive compensation	(4,963)	(300)	(2,092)
Other, net	(310)	(303)	(597)
Income tax (expense) benefit	<u>\$ (49,080)</u>	<u>\$ (26,159)</u>	<u>\$ 2,755</u>

Deferred tax assets and liabilities are recognized for the estimated future tax effects, based on enacted tax laws, of temporary differences between the values of assets and liabilities recorded for financial reporting and for tax purposes and of net operating loss and other carryforwards.

The tax effects of the types of temporary differences and carry forwards that gave rise to deferred tax assets and liabilities (in thousands) consisted of the following:

	December 31,	
	2023	2022
Gross deferred tax assets:		
Net operating loss carry forward and state tax credits	\$ 23,839	\$ 54,638
Pension and post-retirement benefit costs	6,214	6,789
Property, plant and equipment	8,210	5,935
Accrued expenses	12,989	18,232
Inventories	369	—
Federal tax credits	—	1,047
Stock-based compensation expense	4,187	6,374
Interest expense limitation	21,685	19,826
Intangibles	4,139	6,366
Lease obligation liability	8,918	11,393
Other	7,406	5,886
Total deferred tax assets	<u>97,956</u>	<u>136,486</u>
Gross deferred tax liabilities:		
Land and mineral property basis difference	(130,764)	(124,669)
Fixed assets and depreciation	(67,014)	(74,714)
Inventories	—	(1,170)
Other	(636)	(569)
Total deferred tax liabilities	<u>(198,414)</u>	<u>(201,122)</u>
Net deferred tax liabilities	<u>\$ (100,458)</u>	<u>\$ (64,636)</u>

We have federal net operating loss carry forwards of approximately \$74.6 million at December 31, 2023, of which \$50.5 million is subject to the 80% taxable income limitation with no expiration. The remaining portion of those losses are subject to an annual limitation under Internal Revenue Code Section 382, which will begin to expire 2028 through 2033, but are expected to be fully realized.

The following table is a reconciliation of our unrecognized tax benefits (in thousands):

	Year ended December 31,		
	2023	2022	2021
Balance as of January 1	\$ 856	\$ 856	\$ —
Additions for tax positions of prior years	—	—	856
Lapse in statute of limitations	(856)	—	—
Balance as of December 31	<u>\$ —</u>	<u>\$ 856</u>	<u>\$ 856</u>

We include potential interest and penalties related to uncertain tax positions in the income tax (expense)/benefit line item in our Consolidated Statements of Operations. During 2023, 2022 and 2021, we accrued estimated interest and penalties related to uncertain tax positions of approximately zero, \$0.1 million and \$0.4 million, respectively. As of December 31, 2023, 2022 and 2021, we had approximately zero, \$0.5 million, and \$0.4 million, respectively, of interest and penalties related to uncertain tax positions. We do not expect a significant change to the unrecognized tax benefits during the next twelve months. Tax returns filed with the IRS for the years 2020 through 2022 along with tax returns filed with numerous state entities remain subject to examination.

NOTE S— REVENUE

We consider sales disaggregated at the product and service level by business segment to depict how the nature, amount, timing and uncertainty of revenues and cash flow are impacted by changes in economic factors. The following table reflects our sales disaggregated by major source (in thousands):

Category	Year Ended December 31, 2023			Year Ended December 31, 2022		
	Oil & Gas Proppants	Industrial & Specialty Products	Total Sales	Oil & Gas Proppants	Industrial & Specialty Products	Total Sales
Product	\$ 673,848	\$ 557,746	\$ 1,231,594	\$ 576,293	\$ 563,480	\$ 1,139,773
Service	320,428	—	320,428	385,374	—	385,374
Total Sales	<u>\$ 994,276</u>	<u>\$ 557,746</u>	<u>\$ 1,552,022</u>	<u>\$ 961,667</u>	<u>\$ 563,480</u>	<u>\$ 1,525,147</u>

The following tables reflect the changes in our contract assets, which we classify as unbilled receivables and our contract liabilities, which we classify as deferred revenues (in thousands):

	Unbilled Receivables	
	December 31, 2023	December 31, 2022
Beginning Balance	\$ —	\$ 1,957
Reclassifications to billed receivables	—	(4,457)
Revenues recognized in excess of period billings	—	2,500
Ending Balance	<u>\$ —</u>	<u>\$ —</u>

We enter into certain customer supply agreements which give the customers the right to purchase certain products for a discounted price at certain volumes over an average initial contract term of one to fifteen years. The advance payments represent future purchases and are recorded as deferred revenue, recognized as revenue over the contract term of each supply agreement.

	Deferred Revenue	
	December 31, 2023	December 31, 2022
Beginning Balance	\$ 30,752	\$ 20,741
Revenues recognized from balances held at the beginning of the period	(15,370)	(3,905)
Revenues deferred from period collections on unfulfilled performance obligations	130	27,398
Revenues recognized from period collections	—	(13,482)
Ending Balance	<u>\$ 15,512</u>	<u>\$ 30,752</u>

We have elected to use the practical expedients allowed under ASC 606-10-50-14, pursuant to which we have excluded disclosures of transaction prices allocated to remaining performance obligations and when we expect to recognize such revenue. The majority of our remaining performance obligations are primarily comprised of unfulfilled product, transportation service, and labor service orders, all of which hold a remaining duration of less than one year. The long term portion of deferred revenue primarily represents a combination of refundable and nonrefundable customer prepayments for which related current performance obligations do not yet exist, but are expected to arise, before the expiration of the contract. Our residual unfulfilled performance obligations are comprised primarily of long-term equipment rental arrangements in which we recognize revenues equal to what we have a right to invoice. Generally, no variable consideration exists related to our remaining performance obligations and no consideration is excluded from the associated transaction prices.

Foreign Operations

The following table includes information related to our foreign operations (in thousands):

	For the years ended		
	December 31, 2023	December 31, 2022	December 31, 2021
Total Sales	\$ 110,107	\$ 112,753	\$ 96,317
Pre-tax income	\$ 23,355	\$ 16,313	\$ 11,252
Net income	\$ 18,450	\$ 12,887	\$ 8,889

Foreign operations constituted approximately \$23.1 million and \$33.4 million of consolidated assets as of December 31, 2023 and 2022, respectively.

NOTE T— RELATED PARTY TRANSACTIONS

There were no related party transactions during the years ended December 31, 2023, 2022 or 2021.

NOTE U— SEGMENT REPORTING

Our business is organized into two reportable segments, Oil & Gas Proppants and Industrial & Specialty Products, based on end markets. The reportable segments are consistent with how management views the markets that we serve and the financial information reviewed by the chief operating decision maker. We manage our Oil & Gas Proppants and Industrial & Specialty Products businesses as components of an enterprise for which separate information is available and is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and assess performance.

In the Oil & Gas Proppants segment, we serve the oil and gas recovery market primarily by providing and delivering fracturing sand, or “frac sand,” which is pumped down oil and natural gas wells to prop open rock fissures and increase the flow rate of oil and natural gas from the wells.

The Industrial & Specialty Products segment consists of over 800 product types and materials used in a variety of markets including building and construction products, fillers and extenders, filtration, glassmaking, absorbents, foundry, and sports and recreation.

An operating segment’s performance is primarily evaluated based on segment contribution margin, which excludes selling, general, and administrative costs, corporate costs, plant capacity expansion expenses, and facility closure costs. We believe that segment contribution margin, as defined above, is an appropriate measure for evaluating the operating performance of our segments. However, segment contribution margin is a non-GAAP measure and should be considered in addition to, not a substitute for, or superior to, net income (loss) or other measures of financial performance prepared in accordance with GAAP. The other accounting policies of each of the two reportable segments are the same as those in Note B - Summary of Significant Accounting Policies to these Consolidated Financial Statements.

The following table presents sales and segment contribution margin (in thousands) for the reportable segments and other operating results not allocated to the reported segments:

	Year Ended		
	December 31,		
	2023	2022	2021
Sales:			
Oil & Gas Proppants	\$ 994,276	\$ 961,667	\$ 615,448
Industrial & Specialty Products	557,746	563,480	488,431
Total sales	1,552,022	1,525,147	1,103,879
Segment contribution margin:			
Oil & Gas Proppants	361,998	301,837	160,052
Industrial & Specialty Products	187,665	170,280	168,499
Total segment contribution margin	549,663	472,117	328,551
Operating activities excluded from segment cost of sales	(18,268)	(17,159)	(19,655)
Selling, general and administrative	(118,797)	(143,838)	(119,628)
Depreciation, depletion and amortization	(137,259)	(140,166)	(161,131)
Goodwill and other asset impairments	—	—	(202)
Interest expense	(101,709)	(77,598)	(71,157)
Other income, net, including interest income	21,939	10,643	6,146
Income tax (expense) benefit	(49,080)	(26,159)	2,755
Net income (loss)	\$ 146,489	\$ 77,840	\$ (34,321)
Less: Net loss attributable to non-controlling interest	(436)	(336)	(560)
Net income (loss) attributable to U.S. Silica Holdings, Inc.	<u>\$ 146,925</u>	<u>\$ 78,176</u>	<u>\$ (33,761)</u>

Asset information, including capital expenditures and depreciation, depletion, and amortization, by segment is not included in reports used by management in its monitoring of performance and, therefore, is not reported by segment. At both December 31, 2023 and 2022, goodwill of \$185.6 million has been allocated to these segments with zero assigned to Oil & Gas Proppants and \$185.6 million to Industrial & Specialty Products.

NOTE V— PARENT COMPANY FINANCIALS

U.S. SILICA HOLDINGS, INC.
(PARENT COMPANY ONLY)
CONDENSED BALANCE SHEETS

	December 31,	
	2023	2022
	(in thousands)	
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 101,378	\$ 48,398
Other receivables	—	275
Due from affiliates	98,206	160,315
Total current assets	199,584	208,988
Investment in subsidiaries	655,993	495,776
Total assets	\$ 855,577	\$ 704,764
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 50	\$ 50
Dividends payable	—	20
Total current liabilities	50	70
Total liabilities	50	70
Stockholders' Equity:		
Preferred stock	—	—
Common stock	877	854
Additional paid-in capital	1,249,460	1,234,834
Retained deficit	(204,159)	(351,084)
Treasury stock, at cost	(196,745)	(186,196)
Accumulated other comprehensive (loss) income	(125)	(1,723)
Total U.S. Silica Holdings, Inc. stockholders' equity	849,308	696,685
Non-controlling interest	6,219	8,009
Total stockholders' equity	855,527	704,694
Total liabilities and stockholders' equity	\$ 855,577	\$ 704,764

U.S. SILICA HOLDINGS, INC.
(PARENT COMPANY ONLY)

CONDENSED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

	Year ended December 31,		
	2023	2022	2021
	(in thousands)		
Sales	\$ —	\$ —	\$ —
Cost of sales	—	—	—
Operating expenses			
Selling, general and administrative	252	253	252
Total operating expenses	252	253	252
Operating loss	(252)	(253)	(252)
Other income (expense)			
Interest income	2,983	565	5
Total other income	2,983	565	5
Income (loss) before income taxes and equity in net earnings of subsidiaries	2,731	312	(247)
Income tax expense	—	—	—
Income (loss) before equity in net earnings of subsidiaries	2,731	312	(247)
Equity in earnings of subsidiaries, net of tax	143,758	77,528	(34,074)
Net income (loss)	\$ 146,489	\$ 77,840	\$ (34,321)
Less: Net loss attributable to non-controlling interest	(436)	(336)	(560)
Net income (loss) attributable to U.S. Silica Holdings, Inc.	\$ 146,925	\$ 78,176	\$ (33,761)
Net income (loss)	\$ 146,489	\$ 77,840	\$ (34,321)
Other comprehensive income (loss)			
Unrealized gain (loss) on derivatives (net of tax of \$281, \$(746), and \$0 for 2023, 2022, and 2021, respectively)	882	(2,342)	—
Foreign currency translation adjustment (net of tax of \$90, \$(269), and \$(309) for 2023, 2022 and 2021, respectively)	281	(845)	(1,000)
Pension and other post-retirement benefits liability adjustment (net of tax of \$139, \$355, and \$3,131 for 2023, 2022 and 2021, respectively)	435	1,115	9,828
Comprehensive income (loss)	\$ 148,087	\$ 75,768	\$ (25,493)
Less: Comprehensive loss attributable to non-controlling interest	(436)	(336)	(560)
Comprehensive income (loss) attributable to U.S. Silica Holdings, Inc.	\$ 148,523	\$ 76,104	\$ (24,933)

U.S. SILICA HOLDINGS, INC.

(PARENT COMPANY ONLY)

CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY

<i>(amounts in thousands)</i>	Par Value	Treasury Stock	Additional Paid-In Capital	Retained Deficit - Present	Accumulated Other Comprehensive (Loss) Income	Total U.S. Silica, Inc. Stockholders' Equity	Non-controlling Interest	Total Stockholders' Equity
Balance at January 1, 2021	\$ 827	\$ (181,615)	\$ 1,200,023	\$ (395,496)	\$ (8,479)	\$ 615,260	\$ 11,531	\$ 626,791
Net loss	—	—	—	(33,761)	—	(33,761)	(560)	(34,321)
Foreign currency translation adjustment	—	—	—	—	(1,000)	(1,000)	—	(1,000)
Pension and post-retirement liability	—	—	—	—	9,828	9,828	—	9,828
Cash dividends	—	—	—	(3)	—	(3)	—	(3)
Distributions to non-controlling interest	—	—	—	—	—	—	(1,103)	(1,103)
Common stock-based compensation plans activity:								
Equity-based compensation	—	—	18,809	—	—	18,809	—	18,809
Proceeds from options exercised	—	344	(239)	—	—	105	—	105
Shares withheld for employee taxes related to vested restricted stock and stock units	18	(5,023)	(18)	—	—	(5,023)	—	(5,023)
Balance at December 31, 2021	\$ 845	\$ (186,294)	\$ 1,218,575	\$ (429,260)	\$ 349	\$ 604,215	\$ 9,868	\$ 614,083
Net income	—	—	—	78,176	—	78,176	(336)	77,840
Unrealized loss on derivatives	—	—	—	—	(2,342)	(2,342)	—	(2,342)
Foreign currency translation adjustment	—	—	—	—	(845)	(845)	—	(845)
Pension and post-retirement liability	—	—	—	—	1,115	1,115	—	1,115
Distributions to non-controlling interest	—	—	—	—	—	—	(1,523)	(1,523)
Common stock-based compensation plans activity:								
Equity-based compensation	—	—	18,364	—	—	18,364	—	18,364
Proceeds from options exercised	—	3,051	(2,096)	—	—	955	—	955
Shares withheld for employee taxes related to vested restricted stock and stock units	9	(2,953)	(9)	—	—	(2,953)	—	(2,953)
Balance at December 31, 2022	\$ 854	\$ (186,196)	\$ 1,234,834	\$ (351,084)	\$ (1,723)	\$ 696,685	\$ 8,009	\$ 704,694
Net income	—	—	—	146,925	—	146,925	(436)	146,489
Unrealized gain on derivatives	—	—	—	—	882	882	—	882
Foreign currency translation adjustment	—	—	—	—	281	281	—	281
Pension and post-retirement liability	—	—	—	—	435	435	—	435
Distributions to non-controlling interest	—	—	—	—	—	—	(1,354)	(1,354)
Common stock-based compensation plans activity:								
Equity-based compensation	—	—	14,649	—	—	14,649	—	14,649
Shares withheld for employee taxes related to vested restricted stock and stock units	23	(10,549)	(23)	—	—	(10,549)	—	(10,549)
Balance at December 31, 2023	\$ 877	\$ (196,745)	\$ 1,249,460	\$ (204,159)	\$ (125)	\$ 849,308	\$ 6,219	\$ 855,527

U.S. SILICA HOLDINGS, INC.
(PARENT COMPANY ONLY)
CONDENSED STATEMENTS OF CASH FLOWS

	Year ended December 31,		
	2023	2022	2021
(in thousands)			
Operating activities:			
Net income (loss)	\$ 146,489	\$ 77,840	\$ (34,321)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Undistributed (income) loss from equity method investment, net	(143,758)	(77,528)	34,074
Changes in assets and liabilities, net of effects of acquisitions:			
Other receivables	275	(275)	—
Accounts payable and accrued liabilities	—	—	(236)
Net cash provided by (used in) operating activities	<u>3,006</u>	<u>37</u>	<u>(483)</u>
Investing activities:			
Investment in subsidiary	—	—	—
Net cash used in investing activities	<u>—</u>	<u>—</u>	<u>—</u>
Financing activities:			
Dividends paid	(23)	(164)	(26)
Proceeds from options exercised	—	955	105
Tax payments related to shares withheld for vested restricted stock and stock units	(10,549)	(2,953)	(5,023)
Distributions to non-controlling interest	(1,354)	(1,523)	(1,103)
Net financing activities with subsidiaries	<u>61,900</u>	<u>5,050</u>	<u>6,675</u>
Net cash provided by financing activities	<u>49,974</u>	<u>1,365</u>	<u>628</u>
Net increase in cash and cash equivalents	52,980	1,402	145
Cash and cash equivalents, beginning of period	48,398	46,996	46,851
Cash and cash equivalents, end of period	<u>\$ 101,378</u>	<u>\$ 48,398</u>	<u>\$ 46,996</u>
Supplemental cash flow information:			
Cash received during the period for:			
Interest	\$ (2,983)	\$ (565)	\$ (17)

Notes to Condensed Financial Statements of Registrant (Parent Company Only)

These condensed parent company only financial statements have been prepared in accordance with Rule 12-04, Schedule I of Regulation S-X, because the restricted net assets of the subsidiaries of U.S. Silica Holdings, Inc. (as defined in Rule 4-08(e)(3) of Regulation S-X) exceed 25% of our consolidated net assets. The ability of our operating subsidiaries to pay dividends may be restricted due to the terms of our Credit Facility, as discussed in Note J - Debt to these financial statements.

These condensed parent company financial statements have been prepared using the same accounting principles and policies described in the notes to the consolidated financial statements; the only exceptions are that (a) the parent company accounts for its subsidiaries using the equity method of accounting, (b) taxes are allocated to the parent from the subsidiary using the separate return method, and (c) intercompany loans are not eliminated. In the parent company financial statements, our investment in subsidiaries is stated at cost plus equity in undistributed earnings of subsidiaries since the date of acquisition. These condensed parent company financial statements should be read in conjunction with our consolidated financial statements and related notes thereto included elsewhere in this report.

No cash dividends were paid to the parent by its consolidated entities for the years presented in the condensed financial statements.

NOTE W— SUBSEQUENT EVENTS

We evaluated subsequent events through the date the consolidated financial statements were available for issuance and did not identify any events requiring disclosure.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2023. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of December 31, 2023, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Management’s Annual Report on Internal Control over Financial Reporting

Our management, under the direction of our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Exchange Act Rule 13a-15(f).

Our system of internal control over financial reporting is designed to provide reasonable assurance to our management and Board of Directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting using the framework in 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). As noted in the COSO framework, an internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance to management and the Board of Directors regarding achievement of an entity's financial reporting objectives. Based upon the evaluation under this framework, management concluded that our internal control over financial reporting was effective as of December 31, 2023.

Our independent registered public accounting firm has audited the effectiveness of our internal control over financial reporting as of December 31, 2023, as stated in its report below.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management’s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended December 31, 2023 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
U.S. Silica Holdings, Inc.

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of U.S. Silica Holdings, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2023, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Company as of and for the year ended December 31, 2023, and our report dated February 27, 2024 expressed an unqualified opinion on those financial statements.

Basis for opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and limitations of internal control over financial reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

GRANT THORNTON LLP

Houston, Texas
February 27, 2024

ITEM 9B. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the three months ended December 31, 2023, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b-5-1(c) or any "non-Rule 10b-5-1 trading arrangement".

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item with respect to directors and corporate governance will be set forth under "Proposal No. 1: Election of Directors" in the 2024 Proxy Statement and is incorporated herein by reference.

The information required by this item with respect to executive officers of U.S. Silica, pursuant to the instruction of Item 401 of Regulation S-K, is set forth following Part I, Item 1. of this Annual Report on Form 10-K under "Executive Officers of the Registrant".

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item will be set forth under "Executive and Director Compensation" and "Report of Compensation Committee" in the 2024 Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 403 of Regulation S-K regarding security ownership of certain beneficial owners and management will be set forth under "Stock Ownership" in the 2024 Proxy Statement and is incorporated herein by reference.

The information required by Item 201(d) of Regulation S-K regarding securities authorized for issuance under equity compensation plans is furnished as a separate item captioned "Securities Authorized for Issuance Under Equity Compensation Plans" included in Part II, Item 5. of this Annual Report on Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item will be set forth under "Transactions with Related Persons" and "Determination of Independence" in the 2024 Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item will be set forth under "Ratification of Grant Thornton LLP as Independent Registered Public Accounting Firm for 2024" in the 2024 Proxy Statement and is incorporated herein by reference.

PART IV.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed as a part of this report:

Consolidated Financial Statements

The Consolidated Financial Statements, together with the report thereon of Grant Thornton LLP, dated February 27, 2024, are included as part of Item 8. Financial Statements and Supplementary Data.

	Page
Report of Independent Registered Public Accounting Firm	79
Consolidated Balance Sheets as of December 31, 2023 and 2022	80
Consolidated Statements of Operations for the Years Ended December 31, 2023, 2022 and 2021	81
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2023, 2022 and 2021	82
Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2023, 2022 and 2021	83
Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, 2022 and 2021	85
Notes to the Consolidated Financial Statements	87

Financial Statement Schedules

Schedule I - Condensed Financial Information of Parent (U.S. Silica Holdings, Inc.) at December 31, 2023 and 2022 and for the years ended December 31, 2023, 2022 and 2021 is included in Note V - Parent Company Financial Statements to the Consolidated Financial Statements, included as part of Item 8. Financial Statements and Supplementary Data.

Exhibits

The information called for by this Item is incorporated herein by reference from the Exhibit Index included in this Annual Report on Form 10-K.

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
2.1#	Agreement and Plan of Merger, dated as of March 22, 2018, by and among EP Acquisition Parent, Inc. US Silica Company, Tranquility Acquisition Corp., EPMC Parent LLC, as the Stockholders' Representative, and solely for the purposes of Section 11.17, Golden Gate Private Equity, Inc.	10-Q	001-35416	2.1	April 24, 2018
3.1	Third Amended and Restated Certificate of Incorporation of U.S. Silica Holdings, Inc., effective May 4, 2017.	8-K	001-35416	3.1	May 10, 2017
3.2	Third Amended and Restated Bylaws of U.S. Silica Holdings, Inc., effective May 4, 2017.	8-K	001-35416	3.2	May 10, 2017
4.1	Specimen Common Stock Certificate.	S-1/A	333-175636	4.1	December 7, 2011
4.2	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Exchange Act	10-K	001-35416	4.2	February 25, 2020
10.1+	Employment Agreement dated as of March 22, 2012 by and between U.S. Silica Company and Bryan A. Shinn	8-K	001-35416	10.1	March 22, 2012
10.2+	Form of Nonqualified Stock Option Agreement.	S-1/A	333-175636	10.17	August 29, 2011

10.3+	Form of Indemnification Agreement.	S-1/A	333-175636	10.20	December 29, 2011
10.4+	Letter Agreement, dated as of December 27, 2011, by and between William J. Kacal and U.S. Silica Holdings, Inc.	S-1/A	333-175636	10.24	December 29, 2011
10.5+	Letter Agreement, dated April 27, 2012, by and between Peter Bernard and U.S. Silica Holdings, Inc.	8-K	001-35416	10.10	May 1, 2012
10.6+	Omnibus Amendment dated February 18, 2016 to Award Agreements.	8-K	001-35416	10.3	February 23, 2016
10.7+	Form of Nonqualified Stock Option Agreement.	10-K	001-35416	10.2	February 25, 2015
10.8+	Amendment dated February 18, 2016 to Employment Agreement by and between U.S. Silica Holdings, Inc. and Bryan Shinn.	8-K	001-35416	10.2	February 23, 2016
10.9+	Omnibus Amendment dated November 3, 2016 to Award Agreements.	10-K	001-35416	10.22	February 23, 2017
10.10+	Letter Agreement, effective August 15, 2017, by and between Diane Duren and U.S. Silica Holdings, Inc.	8-K	001-35416	10.1	August 18, 2017
10.11#	Fourth Amended and Restated Credit Agreement, dated as of March 23, 2023, by and among USS Holdings, Inc., as guarantor, U.S. Silica Company, as borrower, certain of U.S. Silica Company's subsidiaries as additional guarantors, the lenders named therein and BNP Paribas, as administrative agent for the lenders.	8-K	001-35416	10.1	March 23, 2023
10.12+	Form of Restricted Stock Unit Agreement, Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan.	10-Q	001-35416	10.1	May 1, 2020
10.13+	U.S. Silica Holdings, Inc. Amended and Restated Change in Control Severance Plan, as amended and restated April 29, 2020.	10-Q	001-35416	10.2	May 1, 2020
10.14+	Form of Performance Share Unit Agreement (Relative TSR) Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan	10-Q	001-35416	10.1	April 30, 2021
10.15+	Letter Agreement, effective September 21, 2021, by and between Sandra Rogers and U.S. Silica Holdings, Inc.	10-K	001-35416	10.19	February 25, 2022
10.16+	Form of Restricted Stock Unit Agreement Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan	10-Q	001-35416	10.1	April 29, 2022
10.17+	Form of Performance Share Unit Agreement (Relative TSR) Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan	10-Q	001-35416	10.2	April 29, 2022
10.18+	Form of Performance Share Unit Agreement (Adjusted Cash Flow) Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan	10-Q	001-35416	10.3	April 29, 2022
10.19+	Form of Restricted Stock Unit Agreement, Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan.	10-Q	001-35416	10.2	April 28, 2023
10.20+	Form of Performance Share Unit Agreement (Relative TSR) Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan	10-Q	001-35416	10.3	April 28, 2023

10.21+	Form of Performance Share Unit Agreement (Adjusted Cash Flow) Pursuant to the Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan	10-Q	001-35416	10.4	April 28, 2023
10.22+	Fifth Amended and Restated U.S. Silica Holdings, Inc. 2011 Incentive Compensation Plan, as amended and restated May 11, 2023	8-K	001-35416	10.1	May 12, 2023
10.23+*	Letter Agreement, dated June 29, 2023, by and between Simon Bates and U.S. Silica Holdings, Inc.				
10.24+*	Letter Agreement, dated July 13, 2023, by and between Jimmi Sue Smith and U.S. Silica Holdings, Inc.				
10.25+#	Separation, Consulting and General Release Agreement dated August 10, 2023 by and between Michael L. Winkler, U.S. Silica Company and U.S. Silica Holdings, Inc.	8-K	001-35416	10.1	August 11, 2023
10.26+#	Confidential Separation, Severance and General Release Agreement dated November 17, 2023 by and between Donald A. Merrill, U.S. Silica Company and U.S. Silica Holdings, Inc.	8-K	001-35416	10.1	November 24, 2023
21.1*	List of subsidiaries of U.S. Silica Holdings, Inc.				
23.1*	Consent of Independent Registered Public Accounting Firm.				
23.2*	Consent of Third Party Qualified Person				
31.1*	Rule 13a-14(a)/15(d)-14(a) Certification by Bryan A. Shinn, Chief Executive Officer.				
31.2*	Rule 13a-14(a)/15(d)-14(a) Certification by Kevin J. Hough, Chief Financial Officer.				
32.1*	Section 1350 Certification by Bryan A. Shinn, Chief Executive Officer.				
32.2*	Section 1350 Certification by Kevin J. Hough, Chief Financial Officer.				
95.1*	Mine Safety Disclosure.				
96.1	Technical Report Summary, Ottawa Site, LaSalle County, Illinois	10-K	001-35416	96.1	February 24, 2023
96.2	Technical Report Summary, Colado Site, Pershing County, Nevada	10-K	001-35416	96.2	February 24, 2023
96.3	Technical Report Summary, Lamesa Site, Lamesa, Dawson County, Texas	10-K	001-35416	96.3	February 24, 2023
96.4	Technical Report Summary, Crane Site, Crane County, Texas	10-K	001-35416	96.4	February 24, 2023
97.1*	Executive Compensation Clawback Policy (As Amended and Restated July 20, 2023)				
101*	101.INS XBRL Instance - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document				
	101.SCH XBRL Taxonomy Extension Schema				
	101.CAL XBRL Taxonomy Extension Calculation				
	101.LAB XBRL Taxonomy Extension Labels				
	101.PRE XBRL Taxonomy Extension Presentation				

101.DEF XBRL Taxonomy Extension Definition

104* Cover Page from the Company's Annual Report on Form
10-K for the year ended December 31, 2020 formatted
Inline XBRL (and contained in Exhibit 101)

Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. We will furnish the omitted schedules to the Securities and Exchange
Commission upon request by the Commission.

+ Management contract or compensatory plan/arrangement

* Filed herewith

We will furnish to any of our stockholders a copy of any of the above exhibits upon the written request of such stockholder and the payment to U.S. Silica Holdings, Inc. of the reasonable expenses incurred in furnishing such copy or copies.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, this 27th day of February, 2024.

U.S. Silica Holdings, Inc.

/s/ BRYAN A. SHINN

Name: Bryan A. Shinn

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ BRYAN A. SHINN</u>		February 27, 2024
Bryan A. Shinn	Chief Executive Officer and Director (Principal Executive Officer)	
<u>/s/ KEVIN J. HOUGH</u>		February 27, 2024
Kevin J. Hough	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	
<u>/s/ CHARLES SHAVER</u>	Chairman of the Board	February 27, 2024
Charles Shaver		
<u>/s/ PETER BERNARD</u>	Director	February 27, 2024
Peter Bernard		
<u>/s/ DIANE DUREN</u>	Director	February 27, 2024
Diane Duren		
<u>/s/ WILLIAM J. KACAL</u>	Director	February 27, 2024
William J. Kacal		
<u>/s/ SANDRA ROGERS</u>	Director	February 27, 2024
Sandra Rogers		
<u>/s/ JIMMI SUE SMITH</u>	Director	February 27, 2024
Jimmi Sue Smith		
<u>/s/ SIMON BATES</u>	Director	February 27, 2024
Simon Bates		



June 29, 2023

Simon Bates
115 Old Cedar Lane
Milton, GA 30004

Dear Simon:

Re: **U.S. Silica Board of Directors**

On behalf of U.S. Silica Holdings, Inc. (the "Company"), I am pleased to invite you to become a member of the Company's Board of Directors (the "Board"), effective July 3, 2023. We believe that your skills, expertise and knowledge will prove very helpful to the Company and our stockholders as we strive to deliver best in class returns while balancing the needs of all our stakeholders. In addition to your normal Board duties, we invite you to also serve as a member of the Compensation Committee and of the Nominating & Governance Committee of the Board.

To facilitate your onboarding, please complete, sign and return the following enclosed documents:

- Section 16 Power of Attorney
- Consent to Use of Electronic Signature
- Indemnification Agreement

For your reference, we have also enclosed copies of the 2022 Form 10-K and the 2023 Proxy Statement.

In connection with your service as a director, you will be eligible for equity awards under the Company's Amended and Restated 2011 Incentive Compensation Plan. Upon the commencement of your service on the Board, you will receive the 2023 director equity award of restricted stock units with a fair market value of \$135,000, pro-rated to reflect the time you will serve on the Board between July 3, 2023 and May 11, 2024. The award will vest on July 3, 2024. The number of restricted stock units to be granted to you will be determined by dividing the value of the grant by the average closing price of a share of the Company's common stock on the New York Stock Exchange over the thirty (30) trading days immediately preceding the grant date. Future annual equity grants will be determined by the Board based on the recommendation of the Compensation Committee of the Board.

In addition to equity compensation, you will be entitled to receive cash compensation of (1) an annual retainer of \$80,000, payable in quarterly installments, for your service as a director, (2) an annual retainer of \$10,000, payable in quarterly installments, for your service as a member of the Compensation Committee, and (3) an annual retainer of \$10,000, payable in quarterly installments, for your service as a member of the Nominating & Governance Committee. You will be reimbursed for reasonable out-of-pocket expenses incurred in connection with your services to the Company in accordance with the Company's established policies. Further, you will be covered by the Company's D&O insurance and given an opportunity to execute the Company's standard director indemnification agreement.

The Board and its committees will meet at least quarterly. It is our expectation that you will participate in those meetings in person to the extent possible. We also ask that you make yourself available to participate in various telephonic meetings from time to time.

Your services on the Board will be in accordance with, and subject to, the Company's Bylaws and Certificate of Incorporation, as such may be amended from time to time. By accepting this offer, you represent to us that (1) you do not know of any conflict that would restrict you from becoming a director of the Company, and (2) you will not provide the Company with any documents, records or other confidential information belonging to any other parties.

To accept this offer, please sign below and return the fully executed letter to us. You should keep one copy of this letter for your own records. This letter sets forth the terms of your service with the

Company and supersedes any prior representations or agreements, whether written or oral. This letter may not be modified or amended except by a written agreement, signed by a duly authorized representative of the Company and by you.

I look forward to receiving your acceptance and I am very excited to have you join our Board. We are looking forward to seeing you in Texas for our Board meeting on July 19th and 20th.

Sincerely,

U.S. Silica Holdings, Inc.

/s/Bryan A. Shinn

Bryan A. Shinn

Chief Executive Officer

Accepted and agreed to this 3rd day of July, 2023

/s/ Simon Bates

Simon Bates

Enclosures

cc: Charles Shaver, Chairman of the Board
Peter Bernard, Chairman of the Nominating & Governance Committee
Stacy Russell, Executive Vice President, General Counsel & Corporate Secretary





July 13, 2023

Jimmi Sue Smith
429 Pine Valley Drive
Bridgeville, PA 15017

Dear Jimmi Sue:

Re: **U.S. Silica Board of Directors**

On behalf of U.S. Silica Holdings, Inc. (the "Company"), I am pleased to invite you to become a member of the Company's Board of Directors (the "Board"), effective July 14, 2023. We believe that your skills, expertise and knowledge will prove very helpful to the Company and our stockholders as we strive to deliver best in class returns while balancing the needs of all our stakeholders. In addition to your normal Board duties, we invite you to also serve as a member of the Audit Committee of the Board.

To facilitate your onboarding, please complete, sign and return the following enclosed documents:

- Section 16 Power of Attorney
- Consent to Use of Electronic Signature
- Indemnification Agreement

For your reference, we have also enclosed copies of the 2022 Form 10-K and the 2023 Proxy Statement.

In connection with your service as a director, you will be eligible for equity awards under the Company's Amended and Restated 2011 Incentive Compensation Plan. Upon the commencement of your service on the Board, you will receive the 2023 director equity award of restricted stock units with a fair market value of \$135,000, pro-rated to reflect the time you will serve on the Board between July 14, 2023 and May 11, 2024. The award will vest on July 14, 2024. The number of restricted stock units to be granted to you will be determined by dividing the value of the grant by the average closing price of a share of the Company's common stock on the New York Stock Exchange over the thirty (30) trading days immediately preceding the grant date. Future annual equity grants will be determined by the Board based on the recommendation of the Compensation Committee of the Board.

In addition to equity compensation, you will be entitled to receive cash compensation of (1) an annual retainer of \$80,000, payable in quarterly installments, for your service as a director, and (2) an annual retainer of \$10,000, payable in quarterly installments, for your service as a member of the Audit Committee. You will be reimbursed for reasonable out-of-pocket expenses incurred in connection with your services to the Company in accordance with the Company's established policies. Further, you will be covered by the Company's D&O insurance and given an opportunity to execute the Company's standard director indemnification agreement.

The Board and its committees will meet at least quarterly. It is our expectation that you will participate in those meetings in person to the extent possible. We also ask that you make yourself available to participate in various telephonic meetings from time to time.

Your services on the Board will be in accordance with, and subject to, the Company's Bylaws and Certificate of Incorporation, as such may be amended from time to time. By accepting this offer, you represent to us that (1) you do not know of any conflict that would restrict you from becoming a director of the Company, and (2) you will not provide the Company with any documents, records or other confidential information belonging to any other parties.

To accept this offer, please sign below and return the fully executed letter to us. You should keep one copy of this letter for your own records. This letter sets forth the terms of your service with the Company and supersedes any prior representations or agreements, whether written or oral. This letter may not be modified or amended except by a written agreement, signed by a duly authorized representative of the Company and by you.

I look forward to receiving your acceptance and I am very excited to have you join our Board. We are looking forward to seeing you in Texas for our Board meeting on July 19 and 20.

Sincerely,

U.S. Silica Holdings, Inc.

/s/ Bryan A. Shinn

Bryan A. Shinn

Chief Executive Officer

Accepted and agreed to this 14th day of July, 2023

/s/ Jimmi Sue Smith

Jimmi Sue Smith

Enclosures

cc: Charles Shaver, Chairman of the Board
Peter Bernard, Chairman of the Nominating & Governance Committee
Stacy Russell, Executive Vice President, General Counsel & Corporate Secretary



Exhibit 21.1

<u>Name</u>	<u>Jurisdiction of Formation</u>
Hourglass Acquisition I, LLC	Delaware
Preferred Rocks USS Inc.	Delaware
Hourglass Holdings, LLC	Delaware
USS Holdings, Inc.	Delaware
U.S. Silica Company	Delaware
Pennsylvania Glass Sand Corporation	Delaware
The Fulton Land and Timber Company	Pennsylvania
Ottawa Silica Company	Delaware
Ottawa Silica Company, Ltd.	Quebec, Canada
Coated Sand Solutions, LLC	Delaware
Cadre Services Inc.	Delaware
Cadre Material Products, LLC	Texas
Fairchild Silica, LLC	Delaware
Utica Silica, LLC	Delaware
Tyler Silica Company	Delaware
New Birmingham Resources, LLC	Texas
NBR Sand, LLC	Texas
NBR Maritime I, LLC	Texas
NBR Maritime II, LLC	Texas
Sandbox Enterprises, LLC	Texas
Oren Technologies, LLC	Texas
Sandbox Leasing, LLC	Texas
Sandbox Logistics, LLC	Texas
Sandbox Transportation, LLC	Texas
Mississippi Sand, LLC	Missouri
Arcadia Sand, LLC	Delaware
Boss Energy Resources, LLC	Delaware
Seagraves Development, LLC	Delaware
EP Minerals Holdings, Inc.	Delaware

EP Acquisition, LLC	Delaware
EP Management Corporation	Delaware
EP Minerals, LLC	Delaware
EP Engineered Clays Corporation	Delaware
EP Minerals International S.A.S.	France
EP Minerals Europe Verwaltungs und Beteiligungs GmbH	Germany
EP Minerals Europe GmbH & Co. KG	Germany
EP Mexican Parent, Inc.	Delaware
EP Minerals de Mexico S. de R.L. de C.V.	Mexico
Celatom de Mexico S. de R.L. de C.V.	Mexico
Kermit Pipeline, LLC (50% ownership)	Texas
Spruce Acquisition, LLC	Delaware

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 27, 2024, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of U.S. Silica Holdings, Inc. on Form 10-K for the year ended December 31, 2023. We hereby consent to the incorporation by reference of said reports in the Registration Statements of U.S. Silica Holdings, Inc. on Form S-3ASR (333-258323) and Forms S-8 (333-179480, 333-204062, 333-238198, 333-256389, 333-265119 and 333-272084).

/s/ Grant Thornton LLP

Houston, Texas
February 27, 2024



John T. Boyd Company

Mining and Geological Consultants

Chairman
James W. Boyd

President and CEO
John T. Boyd II

Managing Director and COO
Ronald L. Lewis

Vice Presidents
Robert J. Farmer
John L. Weiss
Michael F. Wick
William P. Wolf

Managing Director - Australia
Jacques G. Steenkamp

Managing Director - China
Rongjie (Jeff) Li

Managing Director – South America
Carlos F. Barrera

Pittsburgh
4000 Town Center Boulevard, Suite 300
Canonsburg, PA 15317
(724) 873-4400
(724) 873-4401 Fax
jtboydp@jtboyd.com

Denver
(303) 293-8988
jtboydd@jtboyd.com

Brisbane
61 7 3232-5000
jtboydau@jtboyd.com

Beijing
86 10 6500-5854
jtboyden@jtboyd.com

Bogota
+57-3115382113
jtboydcol@jtboyd.com

www.jtboyd.com

February 27, 2024
File: 3076.021

**Subject: CONSENT OF THIRD-PARTY
QUALIFIED PERSON**

Ladies and Gentlemen:

The John T. Boyd Company (“BOYD”) in connection with the filing of the U.S. Silica Holdings, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and any amendments or supplements and/or exhibits thereto (collectively, the “Form 10-K”), consent to:

- the use of and references to the technical report summary titled “Technical Report Summary, Silica Sand Resources and Reserves, Ottawa Operation, LaSalle County, Illinois” (the “Ottawa Technical Report”), with an effective date of December 31, 2022, as an exhibit to and referenced in the Form 10-K;
- the use of and references to the technical report summary titled “Technical Report Summary, Proppant Sand Resources and Reserves, Lamesa Operation, Dawson County, Texas” (the “Lamesa Technical Report”), with an effective date of December 31, 2022, as an exhibit to and referenced in the Form 10-K;
- the use of and references to the technical report summary titled “Technical Report Summary, Proppant Sand Resources and Reserves, Crane Operation, Crane County, Texas” (the “Crane Technical Report”), with an effective date of December 31, 2022, as an exhibit to and referenced in the Form 10-K;
- the use of and references to the technical report summary titled “Technical Report Summary, Diatomaceous Earth Resources and Reserves, Colado Operation, Pershing County, Nevada” (the “Colorado Technical Report” and together with the Ottawa Technical Report, Lamesa Technical Report, and Crane Technical Report, the “Technical Reports”), with an effective date of December 31, 2022, as an exhibit to and referenced in the Form 10 K;

- the use of and references to our name, including our status as an expert or “qualified person” (as defined in Subpart 1300 of Regulation S-K promulgated by the Securities and Exchange Commission), in connection with the Form 10-K and any such Technical Report; and
- the information derived, summarized, quoted or referenced from any of the Technical Reports, or portions thereof, that was prepared by BOYD, that BOYD supervised the preparation of and/or that was reviewed and approved by BOYD, that is included or incorporated by reference in the Form 10-K.

BOYD is responsible for authoring, and this consent pertains to, the Technical Reports. BOYD certifies that it has read the Form 10-K and that it fairly and accurately represents the information in the sections of the Technical Reports for which BOYD is responsible.

BOYD also consents to the incorporation by reference in U.S. Silica Holdings, Inc.’s registration statements on Form S-8 (Nos. 333-272084, 333-265119, 333-256389, 333-238198, 333-204062, 333-179480) and Form S-3ASR (No.333-258323) of the above items as included in the Form 10-K.

Respectfully submitted,

JOHN T. BOYD COMPANY
By: /s/ John T. Boyd

John T. Boyd II
President and CEO

CERTIFICATION

I, Bryan A. Shinn, certify that:

1. I have reviewed this Annual Report on Form 10-K of U.S. Silica Holdings, Inc. (the “Company”) for the year ended December 31, 2023;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Dated: February 27, 2024

/s/ BRYAN A. SHINN

Name: Bryan A. Shinn

Title: Chief Executive Officer

CERTIFICATION

I, Kevin J. Hough, certify that:

1. I have reviewed this annual report on Form 10-K of U.S. Silica Holdings, Inc. (the “Company”) for the year ended December 31, 2023;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Dated: February 27, 2024

/s/ KEVIN J. HOUGH

Name: Kevin J. Hough

Title: Chief Financial Officer

SECTION 1350 CERTIFICATION

I, Bryan A. Shinn, Chief Executive Officer, U.S. Silica Holdings, Inc. (the "Company"), hereby certify, on the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- i. The Annual Report on Form 10-K of the Company for the year ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- ii. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 27, 2024

/s/ BRYAN A. SHINN

Name: Bryan A. Shinn

Title: Chief Executive Officer

A signed copy of this original statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff on request.

SECTION 1350 CERTIFICATION

I, Kevin J. Hough, Chief Financial Officer, U.S. Silica Holdings, Inc. (the "Company"), hereby certify, on the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- i. The Annual Report on Form 10-K of the Company for the year ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- ii. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 27, 2024

/s/ KEVIN J. HOUGH

Name: Kevin J. Hough

Title: Chief Financial Officer

A signed copy of this original statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff on request.

Exhibit 95.1

Mine Safety Disclosure

The following disclosures are provided pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act") and Item 104 of Regulation S-K, which requires certain disclosures by companies required to file periodic reports under the Securities Exchange Act of 1934, as amended, that operate mines regulated under the Federal Mine Safety and Health Act of 1977 (the "Mine Act").

Mine Safety Information. Whenever the Federal Mine Safety and Health Administration ("MSHA") believes a violation of the Mine Act, any health or safety standard or any regulation has occurred, it may issue a citation which describes the alleged violation and fixes a time within which the U.S. mining operator must abate the alleged violation. In some situations, such as when MSHA believes that conditions pose a hazard to miners, MSHA may issue an order removing miners from the area of the mine affected by the condition until the alleged hazards are corrected. When MSHA issues a citation or order, it generally proposes a civil penalty, or fine, as a result of the alleged violation, that the operator is ordered to pay. Citations and orders can be contested and appealed, and as part of that process, are often reduced in severity and amount, and are sometimes dismissed. The number of citations, orders and proposed assessments vary depending on the size and type (underground or surface) of the mine as well as by the MSHA District's approach to enforcement. Due to timing and other factors, the data below may not agree with the mine data retrieval system maintained by the MSHA at www.MSHA.gov

The following table details the citations and orders issued and civil penalties assessed to us by MSHA during the year ended December 31, 2023:

(whole dollars)

Mine or Operating Name/MSHA Identification Number	Section 104 S&S Citations	Section 104(b) Orders	Section 104(d) Citations and Orders	Section 110(b) (2) Violations	Section 107(a) Orders	Total Dollar Value of MSHA Assessments Proposed (1)	Total Number of Mining Related Fatalities	Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no)	Received Notice of Pattern Under Section 104(e) (yes/no)
Berkley Springs, WV / 4602805	0	0	0	0	0	\$0.00	0	No	No
Celatom Mine, OR / 3503237	0	0	0	0	0	\$143.00	0	No	No
Celatom Plant, OR / 3503236	0	0	0	0	0	\$572.00	0	No	No
Cheto Mine, AZ / 0200103	0	0	0	0	0	\$0.00	0	No	No
Clark, NV / 2600677	1	0	0	0	0	\$2,341.00	0	No	No
Columbia, SC / 3800138	0	0	0	0	0	\$5,115.00	0	No	No
Crane, TX / 4105331	1	0	0	0	0	\$7,389.00	0	No	No
Dubberly, LA / 1600489	0	0	0	0	0	\$0.00*	0	No	No
Fernley, NV / 2601950	0	0	0	0	0	\$0.00	0	No	No
Festus, MO / 2302377	1	0	0	0	0	\$2,666.00	0	No	No
Fowlkes Mine, MS / 2200460	0	0	0	0	0	\$0.00	0	No	No
Hazen Mine, NV/ 2600679	0	0	0	0	0	\$0.00	0	No	No
Hurtsboro, AL / 0100617	0	0	0	0	0	\$143.00	0	No	No
Jackson, MS / 2200415	0	0	0	0	0	\$828.00	0	No	No

Jackson, TN / 4002937	0	0	0	0	0	\$0.00	0	No	No
Kosse, TX / 4100262	0	0	0	0	0	\$0.00	0	No	No
Lamesa, TX / 4105363	0	0	0	0	0	\$3,824.00	0	No	No
Lovelock (Colado Plant) / 2600680	0	0	0	0	0	\$429.00	0	No	No
Lovelock, NV (Colado Mine) / 2600672	0	0	0	0	0	\$1,350.00*	0	No	No
Mapleton, PA / 3603122	0	0	0	0	0	\$960.00*	0	No	No
Mauricetown, NJ / 2800526	2	0	0	0	0	\$1,001.00	0	No	No
Middletown, TN / 4002968	2	0	0	0	0	\$1,944.00*	0	No	No
Mill Creek Mine, OK / 3400836	0	0	0	0	0	\$1,931.00	0	No	No
Mill Creek Plant, OK / 3400377	0	0	0	0	0	\$325.00	0	No	No
Millen, GA / 0901232	0	0	0	0	0	\$0.00	0	No	No
Montpelier, VA / 4402829	0	0	0	0	0	\$0.00	0	No	No
Ottawa, IL / 1101013	7	0	0	0	0	\$20,427.00	0	No	No
Pacific, MO / 2300544	16	0	0	0	0	\$35,571.00	0	No	No
Popcorn Mine, NV / 2602236	0	0	0	0	0	\$0.00	0	No	No
Port Elizabeth, NJ / 2800510	0	0	0	0	0	\$0.00	0	No	No
Rockwood, MI / 2000608	4	0	0	0	0	\$1,150.00*	0	No	No
Sparta, WI / 4703644	0	0	0	0	0	\$182.00	0	No	No
Tyler, TX /4104182	0	0	0	0	0	\$0.00	0	No	No
Utica, IL / 1103268	0	0	0	0	0	\$0.00	0	No	No

(1) Amounts included are the total dollar value of proposed assessments received from MSHA from January 1, 2023 through December 31, 2023, regardless of whether the assessment has been challenged or appealed. Citations and orders can be contested and appealed, and as part of that process, are sometimes reduced in severity and amount, and sometimes dismissed. The number of citations, orders, and proposed assessments vary by the MSHA District's approach to enforcement and vary depending on the size and type of the operation

- * As of December 31, 2023, MSHA had not yet proposed an assessment for 1 non-S&S citation to the Dubberly Plant, LA.
- * As of December 31, 2023, MSHA had not yet proposed an assessment for 1 non-S&S citation to the Colado Mine, NV.
- * As of December 31, 2023, MSHA had not yet proposed an assessment for 3 non-S&S citations to the Mapleton Plant, PA.
- * As of December 31, 2023, MSHA had not yet proposed an assessment for 1 S&S citation the Middletown Plant, TN.
- * As of December 31, 2023, MSHA had not yet proposed an assessment for 2 S&S citations to the Rockwood Plant, MN.

Pending Legal Actions. The following table provides a summary of legal actions pending before the Federal Mine Safety and Health Review Commission (Commission) an independent adjudicative body that provides administrative trial and appellate review of legal disputes arising under the Mine Act. These cases may involve, among other questions, challenges by the operators to citations, orders, and penalties they have received from MSHA, or complaints of discrimination by miners under Section 105(c) of the Mine Act. The following is a brief description of the types of proceedings that may be brought before the Commission:

- Contests of Citations and Orders:* A contest proceeding may be filed with the Commission by operators, miners or miners' representatives to challenge the issuance of a citation or order issued by MSHA, including citations related to disputed provisions of operators' emergency response plans.
- Contests of Proposed Penalties (Petitions for Assessment of Penalties):* A contest of a proposed penalty is an administrative proceeding before the Commission challenging a civil penalty that MSHA has proposed for the violation. Such proceedings may also involve appeals of judges' decisions or orders to the Commission on proposed penalties, including petitions for discretionary review and review by the Commission on its own motion.

Complaints for Compensation: A complaint for compensation may be filed with the Commission by miners entitled to compensation when a mine is closed by certain withdrawal orders issued by MSHA. The purpose of the proceeding is to determine the amount of compensation, if any, due miners idled by the orders.

Complaints of Discharge, Discrimination, or Interference: A discrimination proceeding is a case that involves a miner's allegation that he or she has suffered a wrong by the operator because he or she engaged in some type of activity protected under the Mine Act, such as making a safety complaint. This category includes temporary reinstatement proceedings, which involve cases in which a miner has filed a complaint with MSHA stating he or she has suffered discrimination, and the miner has lost his or her position.

Applications for Temporary Relief: An application for temporary relief from any modification or termination of any order or from any order issued under certain subparts of section 104 of the Mine Act may be filed with the Commission at any time before such order becomes final.

Legal actions pending at December 31, 2023, and legal actions initiated during 2023 are based on the date that a docket number was assigned to the proceedings. Legal actions resolved during 2023 are based on the date that a final decision is issued regarding the disputed matter effectively closing the matter.

U.S. Silica Holdings, Inc.

Executive Compensation Clawback Policy

As Amended and Restated July 20, 2023

In the event of any required accounting restatement of the financial statements of U.S. Silica Holdings, Inc. (the “Company”) due to the material noncompliance of the Company with any financial reporting requirement under the applicable U.S. federal securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a “Restatement”), the Board of Directors of the Company (the “Board”) or the Compensation Committee (the “Committee”) of the Board shall recover reasonably promptly from any person, who is or was an executive officer, as such term is defined in Rule 10D-1 adopted under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), of the Company (each, an “Officer”) the amount of any “Erroneously Awarded Incentive-Based Compensation” (as defined below); provided that the Board or the Committee shall have the right to recover more than the amount of Erroneously Awarded Incentive-Based Compensation from any Officer whose fraud or other intentional misconduct (in the Board’s or the Committee’s judgment) alone or with others caused such restatement.

The amount of incentive-based compensation that must be recovered from an Officer pursuant to the immediately preceding paragraph in the event that the Company is required to prepare a Restatement is the amount of incentive-based compensation received by an Officer that exceeds the amount of incentive-based compensation that otherwise would have been received had it been determined based on the restated amounts and must be computed without regard to any taxes paid (referred to as the “Erroneously Awarded Incentive-Based Compensation”). For incentive-based compensation based on stock price or total shareholder return, where the amount is not subject to mathematical recalculation directly from the information in a Restatement, the amount must be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return, as applicable, upon which the incentive-based compensation was received, and the Company must maintain documentation of that reasonable estimate and provide such documentation to the New York Stock Exchange. For the purposes of this Policy, incentive-based compensation will be deemed to be received in the fiscal period during which the financial reporting measure specified in the applicable incentive-based compensation award is attained, even if the payment or grant occurs after the end of that period.

In determining the amount of Erroneously Awarded Incentive-Based Compensation to be recovered from an Officer pursuant to the immediately preceding paragraph, this Policy shall apply to all incentive-based compensation received by an Officer: (i) after beginning service as an executive officer; (ii) who served as an executive officer at any time during the performance period for the incentive-based compensation; (iii) while the Company has a class of securities listed on a national securities exchange or a national securities association; and (iv) during the three completed fiscal years immediately preceding the date that the Company is required to prepare a Restatement, including any applicable transition period that results from a change in the Company’s fiscal year within or immediately following those three completed fiscal years. For this purpose, the Company is deemed to be required to prepare a Restatement on the earlier of: (i) the date the Board, or the Company’s officers authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement. The Company’s obligation to recover Erroneously Awarded Incentive-Based Compensation is not dependent on if or when the restated financial statements are filed with the Securities and Exchange Commission.

The Company shall recover the Erroneously Awarded Incentive-Based Compensation from Officers unless the Board or the Committee determines that recovery is impracticable because: (i) the direct expense to a third party to assist in enforcing this Policy would exceed the amount of Erroneously Awarded Incentive-Based Compensation; provided that the Company must make a reasonable attempt to recover the Erroneously Awarded Incentive-Based Compensation before concluding that recovery is impracticable, document such reasonable attempt to recover the Erroneously Awarded Incentive-Based

Compensation and provide such documentation to the New York Stock Exchange; or (ii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the applicable requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

For purposes of this Policy, “incentive-based compensation” refers to any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a “financial reporting measure,” which refers to measures that are determined and presented in accordance with Generally Accepted Accounting Principles which are used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also financial reporting measures for this purpose. For avoidance of doubt, a financial reporting measure need not be presented within the Company’s financial statements or included in a filing with the Securities and Exchange Commission.

In no event will the Company indemnify any Officer for any amounts that are recovered under this Policy. This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or right of offset against any employees that is required pursuant to any statutory repayment requirement (regardless of whether implemented at any time prior to or following the adoption or amendment of this Policy), including Section 304 of the Sarbanes-Oxley Act of 2002. Any amounts paid to the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 shall be considered in determining any amounts recovered under this Policy.

Any recoupment under this Policy will be in addition to any other remedies that may be available under applicable law, including termination of employment. The terms of this Policy shall be binding and enforceable against all persons subject to this Policy and their beneficiaries, heirs, executors, administrators or other legal representatives.

This Policy shall be interpreted in a manner that is consistent with Rule 10D-1 under the Exchange Act, Section 303A.14 of the New York Stock Exchange Listed Company Manual and any related rules or regulations adopted by the Securities and Exchange Commission or the New York Stock Exchange as well as any other applicable law, and shall otherwise be interpreted in the business judgment of the Board. This Policy shall be incorporated by reference into and shall apply to all performance-based compensation plans and awards granted to Officers on or after its adoption by the Committee.

The Committee will review this Policy periodically and may modify this Policy in its sole discretion, including to expand the scope of covered employees, the types of covered compensation and the actions for which recoupment may be sought and to reflect changes in legal and regulatory requirements.