William Blair 33rd Annual Growth Stock Conference

June 13, 2013

Disclaimers

This presentation contains forward-looking statements that reflect, when made, our current views with respect to current events and financial performance. Such forward-looking statements are subject to many risks, uncertainties and factors relating to our operations and business environment, which may cause our actual results to be materially different from any future results, express or implied, by such forward-looking statements. All statements that address future operating, financial or business performance or our strategies or expectations are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “potential,” “outlook” or “continue,” and other comparable terminology. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, those discussed in our filings with the Securities and Exchange Commission, incorporated by reference into the prospectus, including our most recent Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise, except to the extent required by law.

This presentation includes certain non-GAAP financial measures, including Adjusted EBITDA and Segment Contribution Margin. These measures should be considered supplemental to and not a substitute for financial information prepared in accordance with GAAP and may differ from similarly titled measures used by others. For a reconciliation of such measures to the most directly comparable GAAP term, please see Appendix A to this presentation.

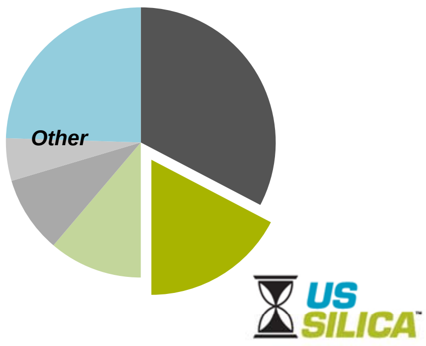
U.S. Silica Holdings, Inc. has filed a registration statement (including a prospectus) and preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and the other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request them by calling Morgan Stanley & Co. LLC at 1-866-718-1649 or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-866-500-5408.

U.S. Silica is Attractively Positioned

Company Profile

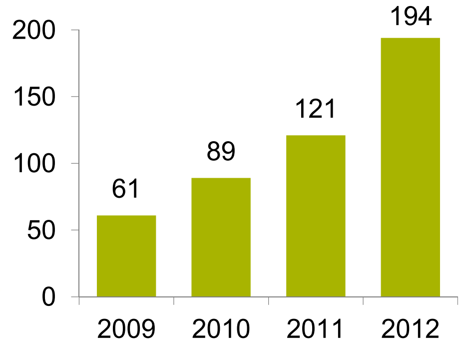
- Leading industrial minerals supplier
- 15 facilities and over 100 years of history
- Flagship Ottawa site home of 'Ottawa White'
- 307 million tons of high quality reserves
- 7.2 million tons sold in 2012
- 785 employees

Commercial Silica Market Share



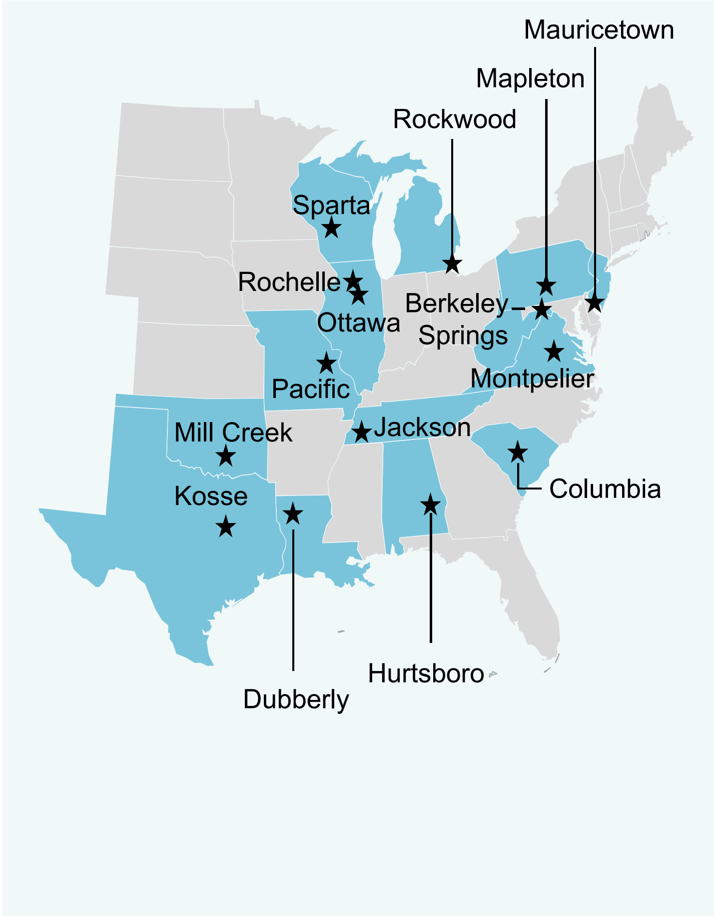
Contribution Margin (1)

($MM)



	2009	2010	2011	2012
Contribution Margin ($MM)	61	89	121	194

Operations Footprint



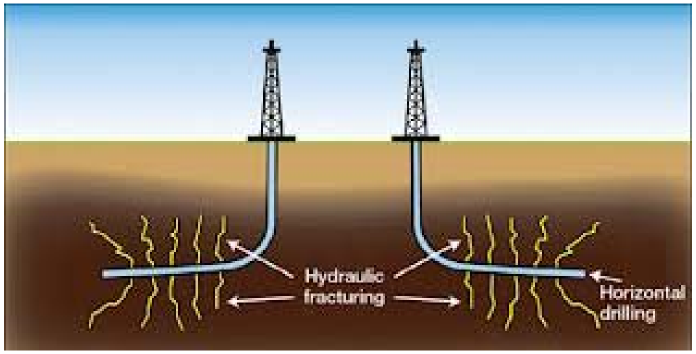
Source: Company Estimates

SLCA: A Unique Value Proposition

Rapid Demand Growth	Early Innings of Shale Revolution
A Balanced Mix of Stable and Growing Markets	Better Insulated From Market Forces and Entrants
Sustainable Competitive Advantages	Grow Faster Than the Market
Best-in-Class Total Shareholder Return	Optimal Mix of Organic Growth, M&A and Shareholder Return

Frac Sand Demand Outstrips Drilling Activity

Horizontal Rig Count ✖ **Wells per Rig** ✖ **Lateral Length** ✖ **Stages per Lateral** ✖ **Proppant per Stage** = **Proppant Demand**



Growth Drivers

- Proppant growth has outpaced rig count growth due to higher service intensity and increase horizontal drilling
- Pressure pumpers are increasing fracing efficiencies and completing jobs faster
- Wells per rig increased as operators found new drilling efficiencies
- Stage concentration within the laterals has increased as downhole technology advances
- Proppant per stage has increased as operators experiment with and evolve new completion designs

Unique Industrial & Specialty Position

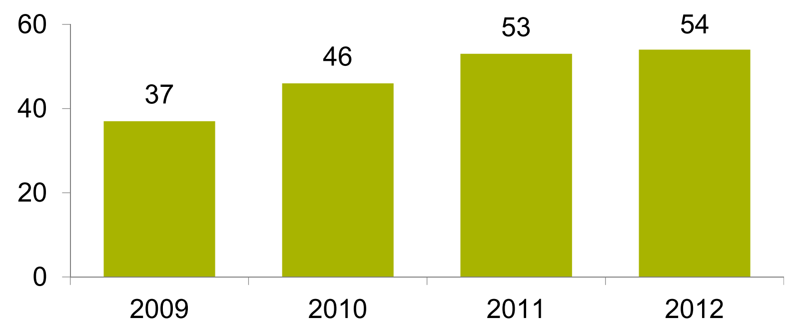
Segment		Applications
Glass		Smartphones, tablets, containers, automotive glass and fiberglass
Building Products		Mortars and grouts, specialty cements, roofing shingles and insulation
Foundry		Molds for high temperature castings and metal casting products
Chemicals		Silicon-based chemicals used in food processing, detergents and polymer additives
Fillers and Extenders		Performance coatings, architectural, industrial and traffic paints, EMC and silicone rubber

Drivers of Stability

- U.S. Silica's multiple plants provide supply redundancy and low transportation costs
- Often a single source supplier
- Spec'd in to customer formulas due to unique silica characteristics
- Low customer turnover

Stable and Growing Profitability

(Segment Contribution Margin, in $MM)



Transforming the ISP Segment

Invest in Talent

- New VP/GM
- Market Development team
- Technical Sales capability

Enhance R&D

- New Technical Director
- Product Development capability
- State-of-the-art lab
- Customer technical support

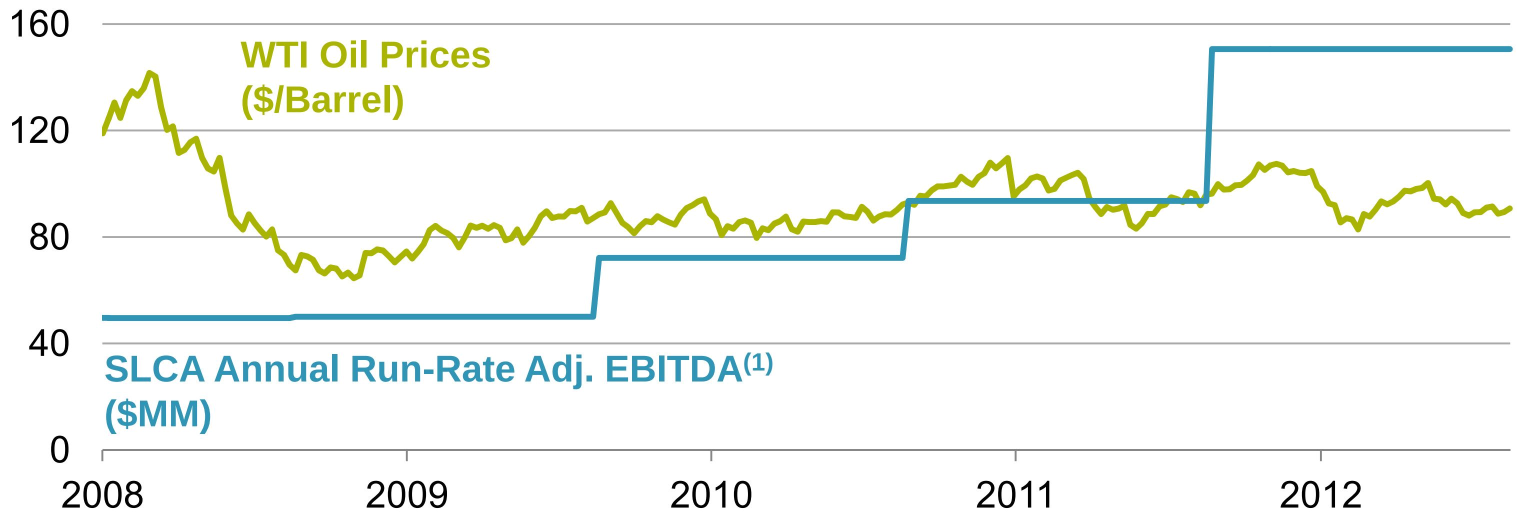
Implement New Technology

- Specialty deposits
- Enhanced processing
- Investing in new production capability for specialized applications

$s per ton — Growing our Specialty and Performance Products — $s per kilo

$s per ton		$s per kilo
Whole Grain Bulk	**Characteristics**	Ground High Purity
Automotive Glass Roofing Shingles	**Uses**	High-end Electronics Specialty Coatings
~300 Miles	**Shipping Radius**	Global

Attractive Margins & Revenues in Range of Oil Pricing Environments



Margins Protected By Solid Defensive Characteristics…

- **Extensive logistics and transport network**
- **High barriers to entry**
- **Long lead time for competitors to find, permit and build new mines (1-3 year approval process)**

Revenues Protected By…

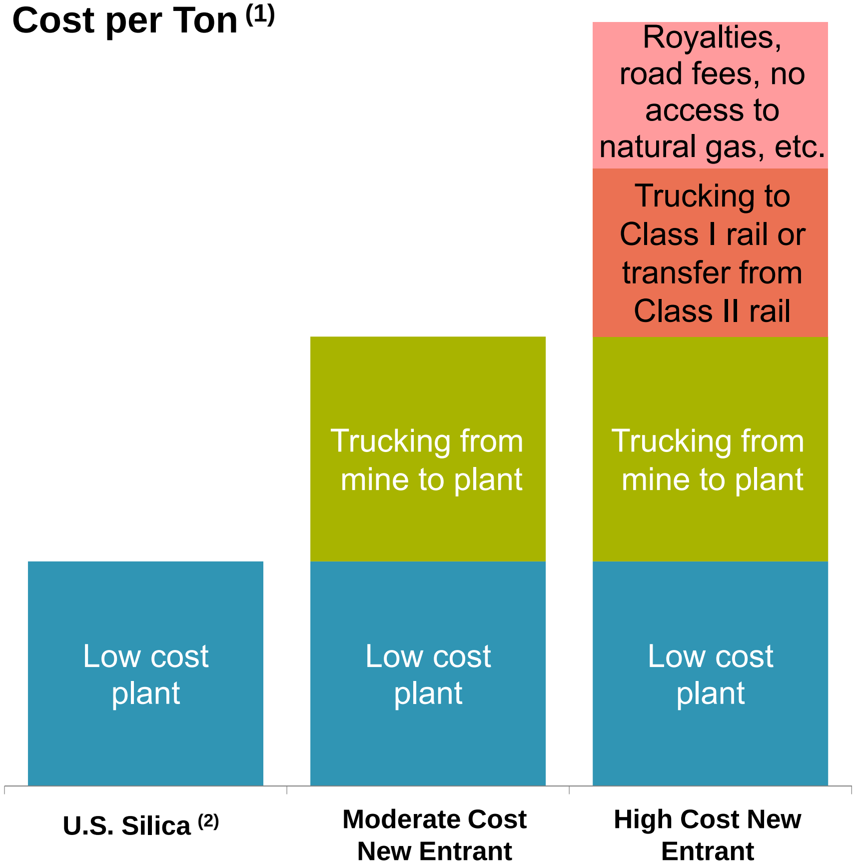
- **Superior product offering**
- **Diversified ISP business**
- **Long-standing, sticky customer relationships**
- **100-year history drives know-how and expertise**

(1) See Appendix A for reconciliations to GAAP

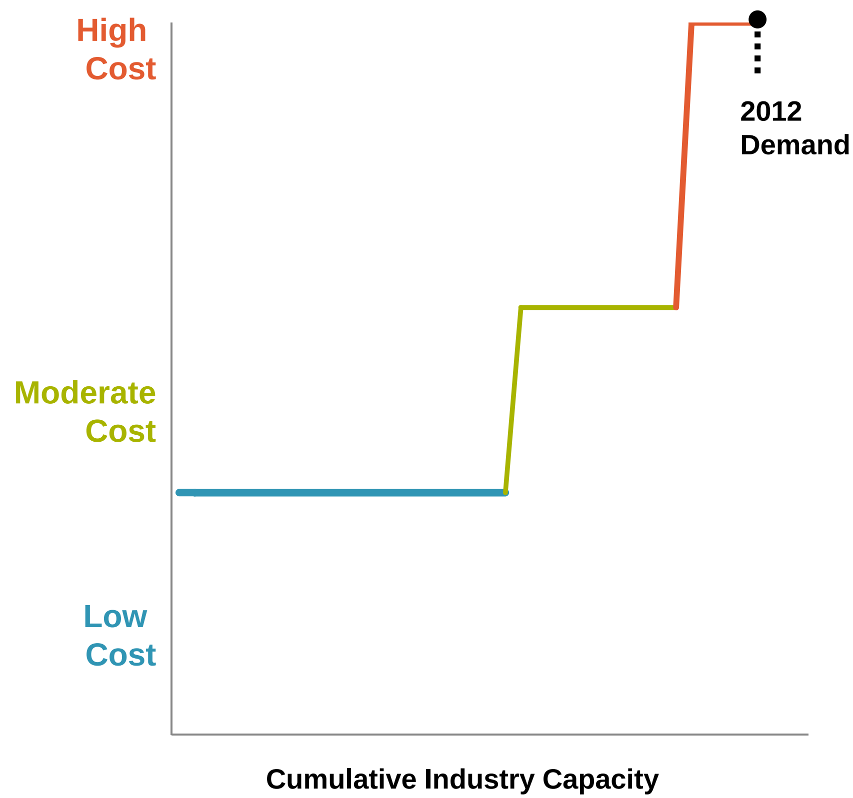
Structural Cost Advantage

U.S. Silica Frac Plants vs. New Project Examples

Cost per Ton (1)



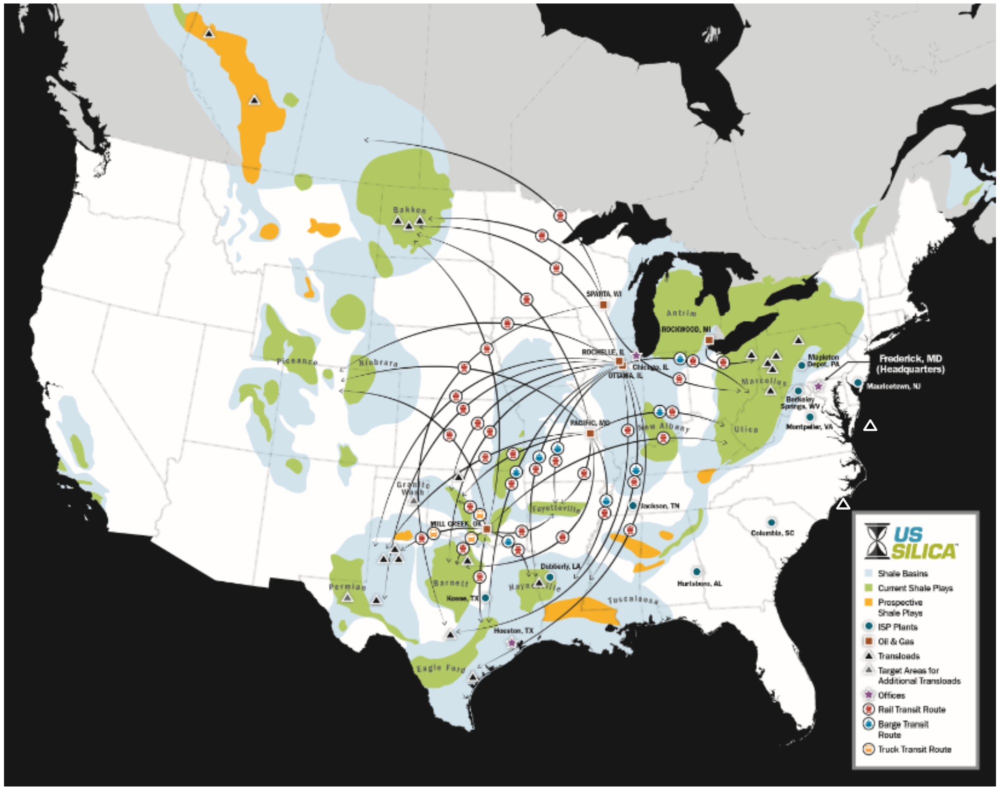
2012 Industry Cost Curve



(1) Cost per ton to Class I rail

(2) Represents U.S. Silica’s four plants used for frac sand

Differentiated Footprint and Logistics Capability

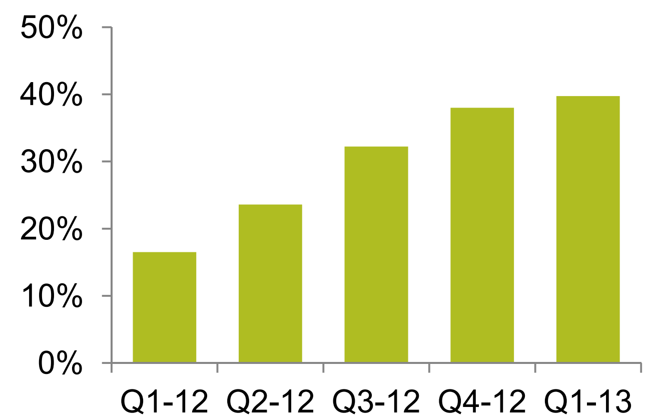


Right Product, Right Place, Right Time

Transportation Assets

- Railroad access on BNSF, Union Pacific, CN, CP and CSX
- Barge access
- 22 in-basin transloads, many of which can be turned ‘on’ or ‘off’ to meet demand
- Anticipate 25 to 30 transloads in 2013

Percent Transload Sales



U.S. Silica's Highly Efficient Logistic Solutions

Plant → Unit Train → Transload → Well Head

What is a unit train?

- Consists of 70-100 cars (8k -11k tons) that are shipped direct from origin to destination
- Streamlines shipping process by sending railcars in an express loop and reducing railcar cycle time by 75%
- Reduces cost and ensures higher quality control

What is a transload?

- Rail terminal located in the basin
- Proppant is unloaded from railcars and stored for trucking to the wellhead
- Includes storage silos, equipment for loading/unloading and local staff

Challenges of running unit trains

- Only works for high volume plants that can fill all cars in a short time and without incurring demurrage
- Must have a destination capable of quickly unloading and storing large volumes, such as our San Antonio transload

Our design offers key advantages

- Dedicated storage allows us to control quality further into the supply chain
- Vertical silos, gravity fed loadout and automated billing drive a 6-8 minute turnaround time for trucks
- Track length allows unit train deliveries
- Large storage capacity enables high margin 'spot sales'

Sparta and Rochelle Milestones

Rochelle Plant
Resin-Coated Proppant (RCS)

- **Phase I Capacity: 200k tons**
- Pre-cured product developed and tested
- Client testing / evaluation underway
- Building inventory at plant and staging inventory at various transloads
- Curable product under development

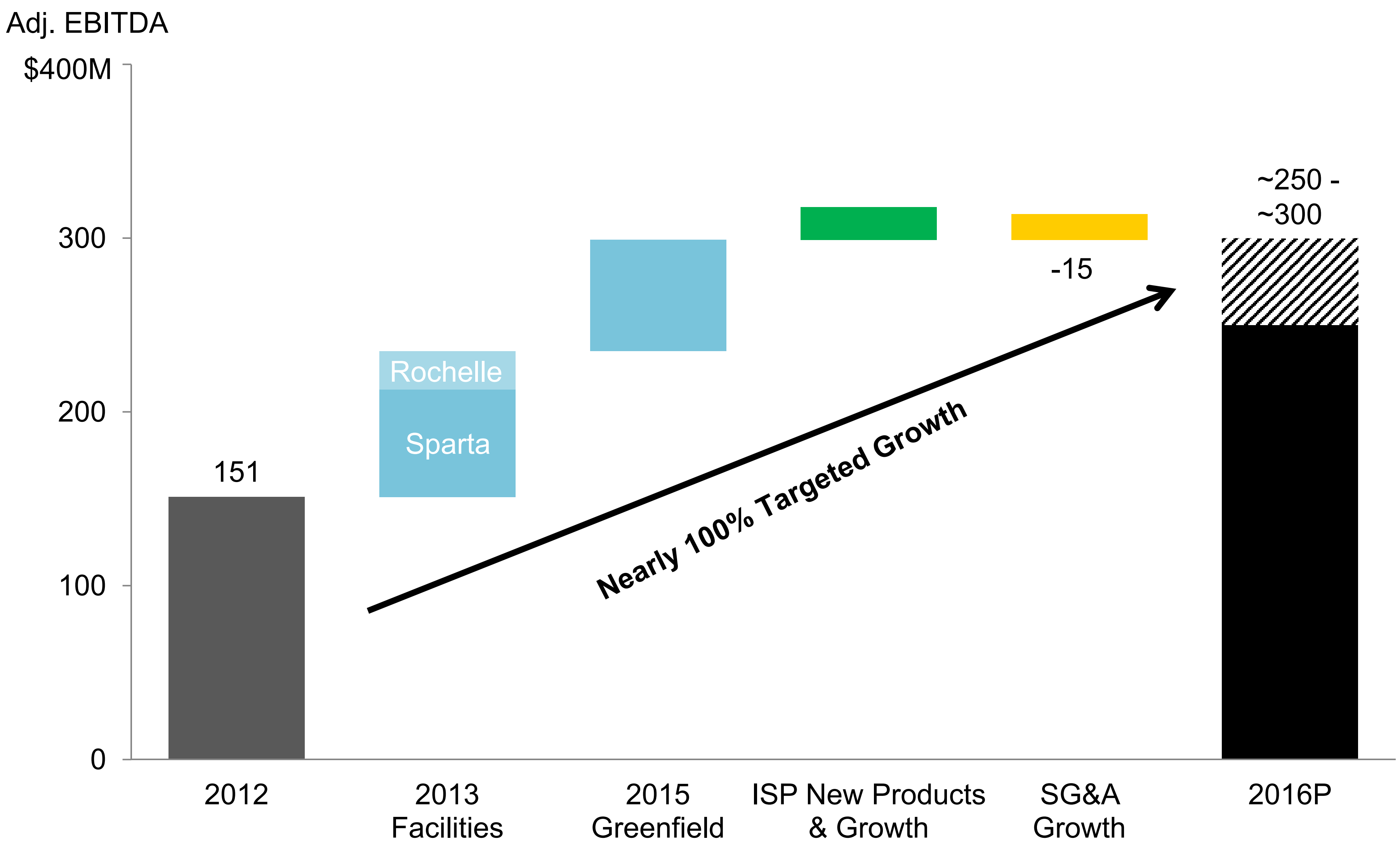
Sparta Plant
Greenfield Mine

- **Phase I Capacity: 850k tons**
  Phase II Capacity: 850k tons
- Shipping and selling into Canada
- Distributing product throughout transload network
- Establishing direct plant purchase customer base
- Preparing for first unit train distribution

Robust U.S. Silica Growth Platform

Segment	Strategic Goal	Key Actions & Triggers	Role of M&A
Oil & Gas	Increase Market Share	• New actionable sites being explored (~1.5 million tons) • Expand capacity at existing facilities (e.g. Sparta – 1.7 million tons)	• Accelerate growth through ‘scale’ acquisitions • Act as industry consolidator
	Earn a ‘Premium’ on Each Ton Sold	• Addition of new transloads (~10 – 20 targeted)	
		• Grow value added products and services, including RCS	
Industrial & Specialty Products	*Industrial:* Protect the Core	• Remain the supplier of choice for glass, foundry & building products	• Accelerate growth by acquiring new capabilities • Act as industry consolidator
	Specialty: Shift From $ Per Ton to $ Per Kilo	• Forward integrate into downstream high value add processes	
		• Develop ‘new to the world’ products and applications	

How We'll Reach our Goal of Growing EBITDA by 2016 by Nearly 100%



(1) See Appendix A for reconciliations to GAAP

Translating Growth Into Shareholder Value

Share Repurchases

- In June 2012, Board authorized the Company to repurchase up to **$25 million of stock**, funded over 18 months using available cash

Dividends

- Declared a special cash dividend of $0.50 per share in December 2012
- Initiated a regular quarterly cash dividend of **$0.125 per share** to be paid initially in July 2013

Committed to Sustainable Shareholder Returns and Prudent Cash-Flow Management

Strong Balance Sheet to Fund Growth Initiatives

Summary Capitalization
(US$ in thousands)

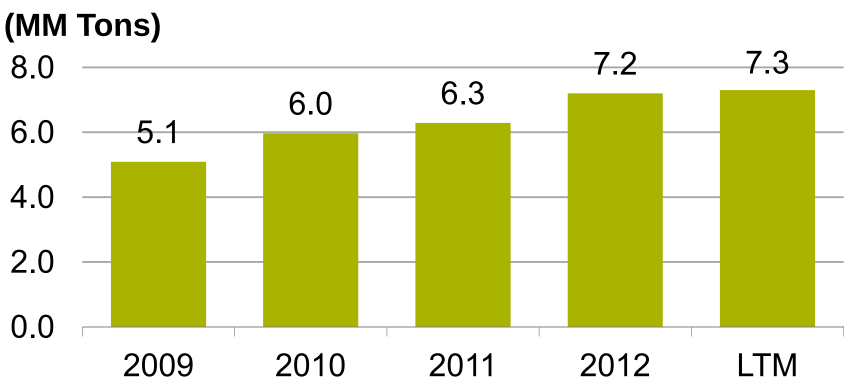
	3/31/2013	12/31/2012
Cash and Cash Equivalents	$ 42,919	$ 61,022
Asset-Based Revolving Line-of-Credit	10,551	–
Term Loan Facility	254,817	255,425
Other Borrowings	–	–
Total Debt	265,368	255,425
Net Debt	222,449	194,403
Leverage (Debt/LTM Adj EBITDA)(1)(2)	1.7x	1.7x
Net Leverage (Net Debt/LTM Adj EBITDA)(1)(2)	1.5x	1.3x

- $50MM total available borrowing base under asset-based revolving line-of-credit
- $29.0MM capacity available under asset-based revolving line-of-credit (3)
- Total liquidity of ~$72MM for growth initiatives as of March 31, 2013

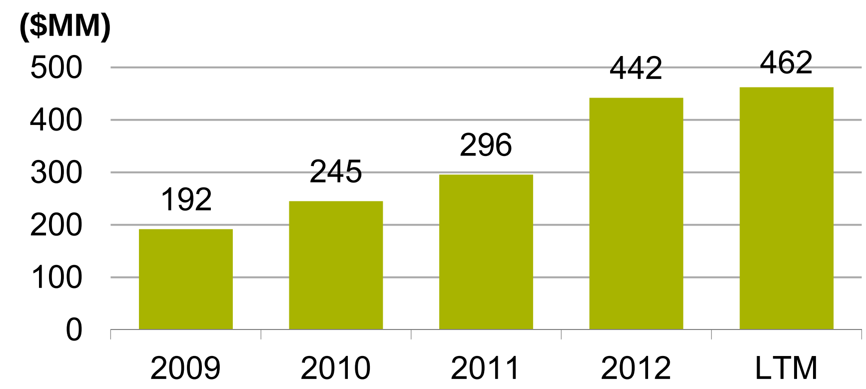
(1) Leverage and Net Leverage as of December 31, 2012 are calculated using LTM Adj EBITDA as of the reporting date
(2) See Appendix A for GAAP reconciliation
(3) $10.6MM drawn, and another $10.4MM allocated for letters of credit as of 3/31/2013

Historical Financial Summary

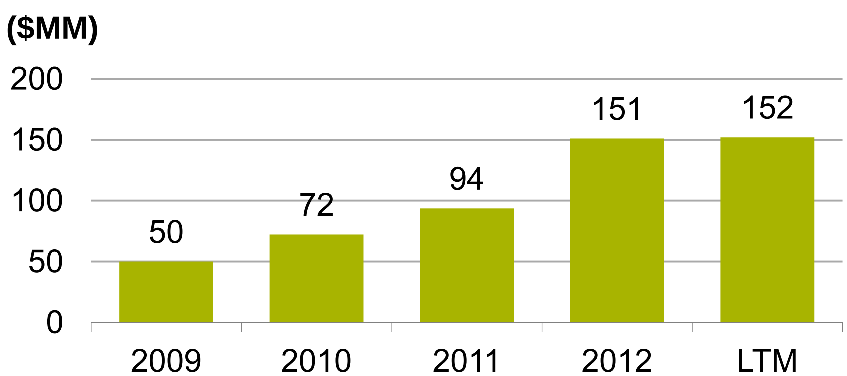
Volume



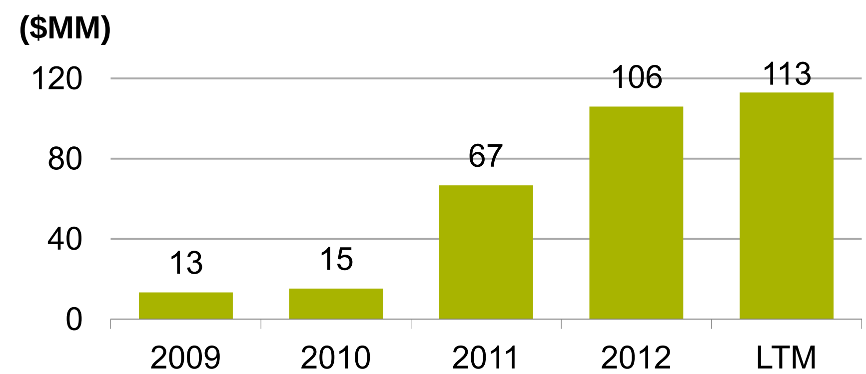
Revenue



Adjusted EBITDA [1]



Capital Expenditures



(1) See Appendix A for GAAP reconciliation

Compelling Investment Opportunity

Proven Results	• 2x Revenue over last 3 years • 3x Adj. EBITDA[1] over last 3 years • Strong operating cash flows
Unique Option to Play NA Shale Growth	• Economically irreplaceable ingredient • Strong long-term demand projections • Not tied to specific basins or service companies
Industry Leader for More Than a Century	• Top market positions in most segments • Low cost operations with industry leading logistics • Balanced mix of stable and growing markets
Clear Growth Opportunities	• Increase share of rapidly growing proppant segment • Introduce new, value added products • Highly accretive M&A opportunities

(1) See Appendix A for reconciliations to GAAP



Appendix A



Non-GAAP Financial Performance Measures

Segment Contribution Margin

The Company organizes its business 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 served by the Company and the financial information reviewed by the chief operating decision maker. The Company manages its 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.

An operating segment's performance is primarily evaluated based on segment contribution margin, which excludes certain corporate costs not associated with the operations of the segment. These corporate costs are separately stated and include costs that are related to functional areas such as operations management, corporate purchasing, accounting, treasury, information technology, legal and human resources. The Company believes that segment contribution margin, as defined above, is an appropriate measure for evaluating the operating performance of its segments. However, this measure should be considered in addition to, not a substitute for, or superior to, income from operations or other measures of financial performance prepared in accordance with generally accepted accounting principles. For a reconciliation of segment contribution margin to its most directly comparable GAAP financial measure, see Note T to our financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Adjusted EBITDA

Adjusted EBITDA is not a measure of our financial performance or liquidity under GAAP and should not be considered as an alternative to net income 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 non-recurring 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 as a supplement. 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.

Reconciliation (Adjusted EBITDA to Net Income)

Reconciliation of Adjusted EBITDA US$ in thousands	12/31/12	12/31/11
Net Income	79,154	30,253
Total Interest Expense, Net of Interest Income	13,615	18,347
Provisions of Taxes	30,651	7,162
Total Depreciation, Depletion and Amortization Expenses	25,099	20,999
EBITDA	**148,519**	**76,761**
Non-Cash Deductions, Losses and Charges(1)	379	(526)
Non-Recurring Expenses (Income)(2)	(4,206)	(2,028)
Transaction Expenses(3)	156	6,043
Permitted Management Fees and Expenses(4)	-	9,250
Non-Cash Incentive Compensation(5)	2,330	1,237
Post-Employment Expenses (Excluding Service Costs) (6)	1,794	1,689
Other Adjustments Allowable Under Existing Credit Agreements(7)	1,617	1,131
Adjusted EBITDA	**150,589**	**93,557**

See following page for explanation of adjustments to EBITDA