

Tourmaline And Topaz Announce \$242 Million Bought Deal Secondary Offering Of Topaz Common Shares

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CALGARY, AB, Nov. 25, 2024 /CNW/ - [Tourmaline Oil Corp.](#) (TSX: TOU) ("Tourmaline" or the "Selling Shareholder") and [Topaz Energy Corp.](#) (TSX: TPZ) ("Topaz" or the "Company") announced today that they have entered into an agreement with Peters & Co. Limited and BMO Capital Markets (the "Lead Underwriters"), on behalf of a syndicate of underwriters (together with the Lead Underwriters, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, from Tourmaline 8,700,000 common shares of the Company (the "Common Shares") at a price of \$27.80 per Common Share (the "Offering Price") for total gross proceeds to the Selling Shareholder of approximately \$242 million (the "Offering"). The Underwriters will have an option to purchase up to an additional 15% of the Common Shares issued under the Offering at the Offering Price to cover over-allotments and for market stabilization purposes exercisable in whole or in part at any time until 30 days after the closing. The Company will not receive any of the proceeds of the Offering.

The Selling Shareholder currently holds 45,149,494 common shares of Topaz, representing approximately 29.4% of the issued and outstanding common shares. Following the closing of the Offering, the Selling Shareholder will hold 36,449,494 common shares, representing approximately 23.8% of the issued and outstanding common shares of Topaz (22.9% if the over-allotment option is exercised in full).

Tourmaline is selling the Common Shares as part of a long-term plan to reduce its equity position as Topaz develops and continues to succeed as an independent royalty and infrastructure company. Tourmaline will use the net proceeds of the Offering in part to fund its planned extensive NEBC infrastructure build-out, which is expected to add over 150,000 boepd of production over current levels in the next five years while maintaining net debt⁽¹⁾ at the long-term \$1.5 billion target. The Offering will expand Topaz's free-trading share float and generate enhanced trading liquidity which is in-line with Topaz's structural objectives.

The Common Shares will be offered by way of a short form prospectus to be filed in all of the provinces of Canada other than Quebec and may also be placed privately in the United States to "qualified institutional buyers" pursuant to Rule 144A of the United States Securities Act of 1933. The Offering is expected to close on or about December 11, 2024 and is subject to customary closing conditions including, the receipt of all necessary regulatory approvals, including the approval of the Toronto Stock Exchange. No securities regulatory authority has either approved or disapproved of the contents of this news release.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

(1) "Net debt" is a capital management measure. See "Non-GAAP and Other Financial Measures" in this news release and Tourmaline's Q3 MD&A.

Reader Advisories

CURRENCY

All amounts in this news release are stated in Canadian dollars unless otherwise specified.

FORWARD-LOOKING INFORMATION

This news release contains forward-looking statements and information (collectively, "forward-looking information") within the meaning of applicable securities legislation, which reflects Tourmaline's and Topaz's current expectations regarding future events, including but not limited to the use of proceeds of the Offering, Tourmaline's planned extensive infrastructure build out in NEBC and the benefits of such build out including the incremental production growth, the timing for such incremental production growth and the ability to maintain long-term net debt targets, the date the Offering is expected to close and the anticipated benefits for Tourmaline and Topaz to be derived from Tourmaline's reduction in Topaz equity including that the Offering will expand Topaz's free-trading share float and generate enhanced trading liquidity. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond Tourmaline's and Topaz's control that could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to, the factors discussed under "Risk Factors" in Tourmaline's and Topaz's most recently filed Management's Discussion and Analysis and Annual Information Form, which are available on SEDAR+ at www.sedarplus.ca. Tourmaline and Topaz do not undertake any obligations to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable laws.

BOE EQUIVALENCY

In this news release, production is presented on a "barrel of oil equivalent" or "BOE" basis. BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf:1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. In addition, as the value ratio between natural gas and crude oil based on the current prices of natural gas and crude oil is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

NON-GAAP AND OTHER FINANCIAL MEASURES

This news release includes references to "net debt" which is considered a "capital management measure" and does not have a standardized meaning prescribed by International Financial Reporting Standards ("GAAP"). Tourmaline's management uses the term "net debt" as a key measure for evaluating Tourmaline's capital structure and to provide shareholders and potential investors with a measurement of total indebtedness. Accordingly, Tourmaline's use of this term may not be comparable to similarly defined measures presented by other companies. Investors are cautioned that this measure should not be construed as an alternative to or more meaningful than the most directly comparable GAAP measures in evaluating Tourmaline's performance. See "Non-GAAP and Other Financial Measures" in Tourmaline's most recent Management's Discussion and Analysis for more information on the definition and description of these terms.

ABOUT TOURMALINE OIL CORP.

Tourmaline is Canada's largest and most active natural gas producer dedicated to producing the lowest-cost natural gas in North America. We are an investment grade exploration and production company providing strong and predictable operating and financial performance through the development of our three core areas in the Western Canadian Sedimentary Basin. With our existing large reserve base, decades-long drilling inventory, relentless focus on execution and cost management, and industry-leading environmental performance, we are excited to provide shareholders an excellent return on capital, and an attractive source of income through our base dividend and surplus free cash flow distribution strategies.

Website: www.tourmalineoil.com

ABOUT TOPAZ ENERGY CORP.

Topaz is a unique royalty and infrastructure energy company focused on generating free cash flow growth

and paying reliable and sustainable dividends to its shareholders, through its strategic relationship with Canada's largest and most active natural gas producer, Tourmaline, an investment-grade senior Canadian E&P company, and leveraging industry relationships to execute complementary acquisitions from other high-quality energy companies. Topaz focuses on top-quartile energy resources and assets best positioned to attract capital in order to generate sustainable long-term growth and profitability.

Topaz's common shares are listed and posted for trading on the TSX under the trading symbol "TPZ" and it is included in the S&P/TSX Composite Index. This is the headline index for Canada and is the principal benchmark measure for the Canadian equity markets, represented by the largest companies on the TSX.

For further information, please visit the Company's website at www.topazenergy.ca. Topaz's SEDAR+ filings are available at www.sedarplus.ca.

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