

# Tourmaline Completes Strategic Acquisition of Jupiter

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CALGARY, Dec. 18, 2020 - [Tourmaline Oil Corp.](#) (TSX: TOU) ("Tourmaline" or the "Company") is pleased to announce completion of its previously announced acquisition of Jupiter Resources Inc. ("Jupiter") whereby it acquired all of the issued and outstanding shares of Jupiter for total consideration of approximately \$630.0 million, comprised of 24.2 million Tourmaline common shares, and the assumption of net debt of approximately \$200.0 million, inclusive of all transaction costs.

The Jupiter acquisition, accretive on both a cash flow<sup>(1)</sup> and free cash flow<sup>(2)</sup> basis, adds approximately 67,000 boepd of production in the Alberta Deep Basin with strong overall liquid production, currently 20,000 bpd (condensate and NGLs), and estimated 2P reserves<sup>(3)</sup> of 357 mmboe, over 500 net sections of land (average working interest 84%), and working interest in three, two of which are operated, deep cut natural gas processing plants in the Resthaven and Kakwa areas. Current production was acquired for approximately \$9,400/boepd, 2P reserves for \$1.77 boe.

The greater Musreau-Resthaven-Kakwa portion of the Deep Basin, where these assets are located, yields amongst the best EUR wells and liquid recoveries in the entire Deep Basin complex. Tourmaline has been delivering completed and equipping horizontal wells for 40% lower capital costs on immediately offsetting acreage, with similar EURs. The Company is operating a drilling rig on the lands acquired pursuant to the previously announced acquisition of Modern Resources Inc. and will have drilling rigs active on the Jupiter assets by late December.

With the acquisition of Jupiter, Tourmaline's current production is now in excess of 400,000 boepd.

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(1) "Cash flow" is defined as cash provided by operations before changes in non-cash operating working capital. See "Non-GAAP Financial Measures" in this news release and in the Company's Q3 2020 Management's Discussion and Analysis.

(2) "Free cash flow" is defined as cash flow less total net capital expenditures. Total net capital expenditures is defined as total capital spending before acquisitions and non-core dispositions. Free cash flow is prior to dividend payments. See "Non-GAAP Financial Measures" in this news release and the Company's Q3 2020 Management's Discussion and Analysis.

(3) Jupiter 2P reserves of 357 mmboe as at December 31, 2019 have been evaluated by GLJ Petroleum Consultants, an independent reserve evaluator. Reserves are working interest gross reserves before Royalty Adverses royalties payable to others and without including any royalty interests.

## CURRENCY

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

## FORWARD-LOOKING INFORMATION

This news release contains forward-looking information and statements (collectively, "forward-looking information") with the meaning of applicable securities laws. The use of any of the words "forecast", "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "on track", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information. More particularly and without limitation, this news release contains forward-looking information concerning Tourmaline's plans and other aspects of its anticipated future operations, management focus, objectives, strategies, financial, operating and production results and business opportunities, including the following:

anticipated petroleum and natural gas production and production for various periods; the benefits to be derived from the acquisition including statements with respect to the operational, capital, land and facility synergies of the acquisitions and the acquisition being accretive to cash flow and free cash flow; growth plans for the Jupiter assets; the degree to which Tourmaline's operations and production will be disrupted by circumstances attributable to the COVID-19 pandemic and the response of governments and the public to the pandemic; applicable royalty rates and tax laws; interest rates; future well production and reserve volumes; operating costs, the timing of receipt of regulatory approvals; the performance of existing wells; the success obtained in drilling new wells; anticipated timing and results of capital expenditures; the sufficiency of budgeted capital expenditures in carrying out planned activities; the timing, location and extent of future drilling operations; the benefits to be derived from acquisitions; the state of the economy and the exploration and production business including the impacts of the COVID-19 pandemic and the responses of governments and the public to the pandemic thereon; the availability and cost of financing, labour and services; and ability to market crude oil, natural gas and NGL successfully. Without limitation of the foregoing, future dividend payments, if any, and the level thereof is uncertain, as the Company's dividend policy and the amount available for the payment of dividends from time to time is dependent upon, among other things, free cash flow, financial requirements for the Company's operations and the execution of its growth strategy, fluctuations in working capital and the timing and amount of capital expenditures, debt service requirements and other factors beyond the Company's control. Further, the ability of Tourmaline to pay dividends will be subject to applicable laws (including the satisfaction of the solvency test contained in applicable corporate legislation) and contractual restrictions contained in the instruments governing its indebtedness, including its credit facility.

Statements relating to "reserves" are also deemed to be forward looking information, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described exist in the quantities predicted or estimated and that the reserves can be profitably produced in the future.

Although Tourmaline believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Tourmaline can give no assurance that it will prove to be correct. Since forward-looking information addresses future events and conditions, by its very nature it involves inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to: the risks associated with the oil and gas industry in general such as operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertain impacts of COVID-19 on Tourmaline's business, and the social, economic and governmental response to COVID-19; the uncertainty of estimates and projections relating to reserves, production, revenues, costs and expenses; health, safety and environmental risks; commodity price and exchange rate fluctuations; interest rate fluctuations; marketing and transportation; loss of markets; environmental risks; competition; incorrect assessments of the value of acquisitions, including the Jupiter acquisition; failure to realize the anticipated benefits of acquisitions or dispositions; inability to access sufficient capital from internal and external sources; uncertainties associated with counterparty credit ratings; inability to obtain required regulatory and other approvals; changes in legislation, including but not limited to tax laws, royalties and environmental regulations; and political party policy changes or mandates resulting from governmental elections in Canada and in the United States. Readers are cautioned that the foregoing list of factors is not exhaustive.

Additional information on these and other factors that could affect Tourmaline, or its operations or financial results, are contained in the Company's most recently filed Management's Discussion and Analysis (See "Forward-Looking Statements" therein) and Annual Information Form (See "Risk Factors" and "Forward-Looking Statements" therein) and other reports on file with securities regulatory authorities and may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)) or Tourmaline's website ([www.tourmalineoil.com](http://www.tourmalineoil.com)).

The forward-looking information contained in this news release is made as of the date hereof and Tourmaline undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless expressly required by applicable securities laws.

## NON-GAAP FINANCIAL MEASURES

This news release includes references to "free cash flow" and "cash flow", "net debt" and "net capital expenditures" which are financial measures commonly used in the oil and gas industry and do not have a standardized meaning prescribed by International Financial Reporting Standards ("GAAP"). Accordingly, the Company's use of these terms may not be comparable to similarly defined financial measures presented by other companies. Management uses the term "free cash flow", "cash flow", "net debt" and "net capital expenditures" for its own performance measures and to provide shareholders and potential investors with a measurement of the Company's efficiency and its ability to generate the cash necessary to fund a portion of its future growth expenditures, to pay dividends or to repay debt. Investors are cautioned that these non-GAAP financial measures should not be construed as an alternative to net income or cash from operating activities determined in accordance with GAAP as an indication of the Company's performance. Free cash flow is calculated as cash flow less total net capital expenditures available for dividend payments. Cash flow is defined as cash provided by operations before changes in non-cash operating work-

capital. Net debt is defined as bank debt plus working capital (adjusted for the fair value of financial instruments and liabilities). Net capital expenditures is defined as the sum of E&P capital program and other corporate expenditures, net of non-core dispositions. See "Non-GAAP Financial Measures" in the most recently filed Management's Discussion and Analysis for additional information regarding these non-GAAP financial measures including reconciliations to the most directly comparable GAAP financial measures.

## OIL AND GAS METRICS

This news release contains certain oil and gas metrics which do not have standardized meanings or standard methods of calculation and therefore such measures may not be comparable to similar measures used by other companies and should not be used to make comparisons. Such metrics have been included in this document to provide readers with additional information to evaluate the Company's performance; however, such measures are not reliable indicators of the Company's future performance and future performance may not compare to the Company's performance in previous periods and therefore such metrics should not be unduly relied upon.

## ESTIMATED ULTIMATE RECOVERY (EUR)

This news release contains a metric commonly used in the oil and natural gas industry, "estimated ultimate recovery" (EUR). The term EUR is the estimated quantity petroleum that is potentially recoverable or has already been recovered from a well. EUR does not have a standardized meaning and may not be comparable to similar measures presented by other companies and it should not be used to make comparisons. Management uses EUR for its own performance measurements and to provide shareholders with measures to compare the Company's performance over time; however, such measure is not a reliable indicator of the Company's future performance and future performance may not compare to the performance in previous periods and therefore should not be unduly relied upon. EUR was determined internally by the Company by a non-independent reserve evaluator incorporating current well results and historical well performance from the Company's analogous properties in the nearby area.

## RESERVES DATA

Jupiter 2P reserves of 357 mmbbl as at December 31, 2019 have been evaluated by GLJ Petroleum Consultants, an independent reserve evaluator. Reserves are working interest gross reserves before deduction of royalties payable to other parties without including any royalty interests.

There are numerous uncertainties inherent in estimating quantities of crude oil, natural gas and NGL reserves and the future cash flows attributed to such reserves. The reserve and associated cash flow information set forth above are estimates in general, estimates of economically recoverable crude oil, natural gas and NGL reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, production rates, ultimate reserve recovery, timing and amount of capital expenditures, marketability of oil and natural gas, royalty rates, assumed effects of regulation by governmental agencies and future operating costs, all of which may vary materially. For these reasons, estimates of the economically recoverable crude oil, NGL and natural gas reserves attributable to any particular property, classification of such reserves based on risk of recovery and estimates of future net revenues associated with such reserves prepared by different engineers, or by the same engineers at different times, may vary. The Company's actual production, revenues, taxes and development and operating expenditures with respect to its reserves will vary from estimates thereof and such variations could be material.

The estimates of reserves and future net revenue for individual properties may not reflect the same confidence level as the estimates of reserves and future net revenue for all properties, due to effects of aggregations. The estimated values of future net revenues disclosed in this news release do not represent fair market value. There is no assurance that the forecast prices and costs and assumptions used in the reserve evaluations will be attained and variances could be material.

## BOE EQUIVALENCY

Per barrel of oil equivalent amounts have been calculated using a conversion rate of six thousand cubic feet of natural gas per barrel of oil equivalent (6:1). Barrel of oil equivalents (boe) 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 current prices of natural gas and crude oil is significantly different from the energy equivalency of 6:1, utilizing a conversion ratio of 6:1 basis may be misleading as an indication of value.

## Certain Definitions:

bbl	barrel
bbls/day	barrels per day
bbl/mmcf	barrels per million cubic feet
bcf	billion cubic feet
bcfe	billion cubic feet equivalent
bpd or bbl/d	barrels per day
boe	barrel of oil equivalent
boepd or boe/d	barrel of oil equivalent per day
bopd or bbl/d	barrel of oil, condensate or liquids per day
CO <sub>2</sub>	carbon dioxide
DUC	drilled but uncompleted wells
EUR	estimated ultimate recovery
FCP	flowing casing pressure
gj	gigajoule
gjs/d	gigajoules per day
mbbls	thousand barrels
mmbbls	million barrels
mboe	thousand barrels of oil equivalent
mboepd	thousand barrels of oil equivalent per day
mcf	thousand cubic feet
mcfpd or mcf/d	thousand cubic feet per day
mcfe	thousand cubic feet equivalent
mmboe	million barrels of oil equivalent
mmbtu	million British thermal units
mmbtu/d	million British thermal units per day
mmcf	million cubic feet
mmcfpd or mmcf/d	million cubic feet per day

MPa	megapascal
mstb	thousand stock tank barrels
NGL or NGLs	natural gas liquids
NO <sub>x</sub>	nitrogen oxide
SO <sub>2</sub>	sulphur dioxide
tcf	trillion cubic feet

## ABOUT TOURMALINE OIL CORP.

Tourmaline is an investment grade Canadian senior crude oil and natural gas exploration and production company focused on providing strong and predictable long-term growth and a steady return to shareholders through an aggressive exploration, development, production and acquisition program in the Western Canadian Sedimentary Basin by building its extensive asset base in its three core exploration and production areas and exploiting and developing these areas to increase reserves, production and cash flows at an attractive return on invested capital.

SOURCE [Tourmaline Oil Corp.](#)

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