

MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer:

Tourmaline Oil Corp. ("**Tourmaline**" or the "**Company**")
Suite 3700, 250 – 6th Avenue S.W.
Calgary, Alberta T2P 3H7

2. Date of Material Change:

November 14, 2019

3. News Release:

On November 14, 2019 at Calgary, Alberta, a news release was issued and disseminated through the facilities of a recognized newswire service.

4. Summary of Material Change:

On November 14, 2019, the Company completed the transaction creating Topaz Energy Corp. ("**Topaz**"), a unique private hybrid royalty and infrastructure company with an \$800 million capitalization and aggressive long-term growth plans.

5. Full Description of Material Change:

5.1 Full Description of Material Change

On November 14, 2019, the Company completed the transaction creating Topaz, a private hybrid royalty and infrastructure company with an \$800 million capitalization.

The transaction included the purchase by Topaz of interests in certain revenue generating assets from Tourmaline which included a royalty interest on Tourmaline lands, a non-operated interest in two of Tourmaline's existing 19 natural gas processing plants, and a contracted interest in a portion of Tourmaline's current third-party revenue for consideration consisting of \$194.5 million in cash and 59.1 million Topaz common shares. The cash portion of the purchase consideration was funded by a private placement to investors of 20.9 million common shares at \$10.00/share. After giving effect to the completion of the transaction, Topaz is 74% owned by Tourmaline and 26% owned by the investors.

Topaz has access to Tourmaline's multiple, well-defined, future drilling and growth opportunities, providing direct exposure to future Tourmaline production growth.

The assets acquired from Tourmaline consisted of three components:

1. A gross overriding royalty ("**GORR**") on natural gas, oil, and condensate production on 100% of Tourmaline's existing lands (approximately 2.2 million net acres).
2. A non-operated 45% working interest in two natural gas processing plants underpinned by long-term take- or-pay commitments from Tourmaline.
3. A contracted interest in a portion of certain third-party revenues generated by natural gas processing and handling agreements.

The transaction with Topaz monetizes a portion of the currently-unrealized, substantial-intrinsic value in Tourmaline's significant infrastructure complex and Tourmaline's industry-leading low-cost profitable EP business.

Reader Advisories

U.S. SECURITIES MATTERS

The securities of Topaz have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirement of the U.S. Securities Act and applicable U.S. state securities laws. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

CURRENCY

All amounts in this material change report are stated in Canadian dollars unless otherwise specified.

FORWARD-LOOKING INFORMATION

*This material change report contains forward-looking information and statements (collectively, "forward-looking information") within 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 material change report contains forward-looking information concerning Tourmaline and Topaz'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: the benefits to be derived by Tourmaline and Topaz from the transaction described herein (the "**Transaction**"); the anticipated future revenue levels for Topaz and the intention for Topaz to pay dividends on its shares and the anticipated payout ratio of such dividends; the plans for the Board and management structure of Topaz; the potential for Topaz to complete additional transactions with Tourmaline or other industry participants; the potential impact of the Transaction on Topaz's cash flow and operating costs; the characteristics and quality of Tourmaline and Topaz's assets; maintenance and growth capital expenditure levels; anticipated petroleum and natural gas production and production growth for various periods; the future declaration and payment of dividends and the timing and amount thereof including; cash flow; cash flow per share; free cash flow; as well as Tourmaline and Topaz's plans, business strategy, future development and growth opportunities, prospects and asset base. The forward-looking information is based on certain key expectations and assumptions made by Tourmaline and Topaz, including expectations and assumptions concerning the following: prevailing and future commodity prices and currency exchange rates; applicable royalty rates and tax laws; interest rates; future well production rates 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 successful completion of acquisitions and dispositions; the state of the economy and the exploration and production business; the availability and cost of financing, labour and services; and the 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 Tourmaline and Topaz's dividend policy and the funds available for the payment of dividends from time to time is dependent upon, among other things, free cash flow, financial requirements for Tourmaline and Topaz's operations and the execution of their respective growth strategy, fluctuations in working capital and the timing and amount of capital expenditures, debt service requirements and other factors beyond Tourmaline and Topaz's control. Further, the ability of Tourmaline and Topaz 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 credit facilities.*

Statements relating to "reserves" are also deemed to be forward looking statements, 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 and Topaz believe 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 and Topaz can give no assurances 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 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 assessment of the value of acquisitions; failure to complete or realize the anticipated benefits of acquisitions or dispositions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals; and changes in legislation, including but not limited to tax laws, royalties and environmental regulations. 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 included in Tourmaline's most recently filed Management's Discussion and Analysis (See "Forward-Looking Statements" therein), Annual Information Form (See "Risk Factors" and "Forward-Looking Statements" therein) and other reports on file with applicable securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com) or Tourmaline's website (www.tourmalineoil.com).

The forward-looking information contained in this material change report is made as of the date hereof and neither Tourmaline nor Topaz undertakes any 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.

GENERAL

See also "Forward-Looking Statements", and "Non-GAAP Financial Measures" in the most recently filed Management's Discussion and Analysis.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The name and business numbers of the executive officer of Tourmaline who is knowledgeable of the material change and this report is:

Scott Kirker
Secretary and General Counsel
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9. Date of Report:

November 22, 2019