



**REVISED**  
**ANNUAL INFORMATION FORM**  
**FOR THE YEAR ENDED**  
**DECEMBER 31, 2012**

**March 26, 2013**

## TABLE OF CONTENTS

	<b>Page</b>
CONVENTIONS.....	1
CORPORATE STRUCTURE .....	1
DESCRIPTION OF THE BUSINESS .....	1
DESCRIPTION OF CORE LONG-TERM GROWTH AREAS.....	5
STATEMENT OF RESERVES DATA AND OTHER OIL AND GAS INFORMATION.....	7
OTHER BUSINESS INFORMATION .....	18
DIVIDENDS .....	19
DESCRIPTION OF CAPITAL STRUCTURE .....	20
MARKET FOR SECURITIES.....	21
ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER.....	21
DIRECTORS AND OFFICERS.....	21
LEGAL PROCEEDINGS AND REGULATORY ACTIONS.....	24
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....	24
AUDITOR, TRANSFER AGENT AND REGISTRAR.....	24
MATERIAL CONTRACTS.....	25
INTERESTS OF EXPERTS.....	25
INDUSTRY CONDITIONS.....	25
RISK FACTORS .....	36
AUDIT COMMITTEE INFORMATION .....	48
ADDITIONAL INFORMATION.....	49
SELECTED ABBREVIATIONS .....	49
SELECTED CONVERSIONS .....	50
FORWARD-LOOKING STATEMENTS.....	50
CERTAIN RESERVES DATA INFORMATION .....	52

### SCHEDULES

SCHEDULE "A" –	GLJ PETROLEUM CONSULTANTS LTD. FORM 51-101F2 REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR OR AUDITOR
SCHEDULE "B" –	DELOITTE LLP FORM 51-101F2 REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR OR AUDITOR
SCHEDULE "C" –	REPORT OF MANAGEMENT AND DIRECTORS ON OIL AND GAS DISCLOSURE
SCHEDULE "D" –	AUDIT COMMITTEE MANDATE AND AUDIT COMMITTEE DISCLOSURE

## CONVENTIONS

Unless otherwise indicated, any reference in this Annual Information Form to "**Tourmaline**" or the "**Company**" means Tourmaline Oil Corp. Certain other terms used but not defined herein are defined in National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* ("**NI 51-101**") and in the Canadian Oil and Gas Evaluation Handbook Volume I (the "**COGE Handbook**"). Unless otherwise specified, information in this Annual Information Form is as at the end of the Company's most recently completed financial year, being December 31, 2012. All dollar amounts herein are in Canadian dollars, unless otherwise stated. See "Selected Abbreviations", "Selected Conversions", "Forward-Looking Statements" and "Certain Reserves Data Information".

## CORPORATE STRUCTURE

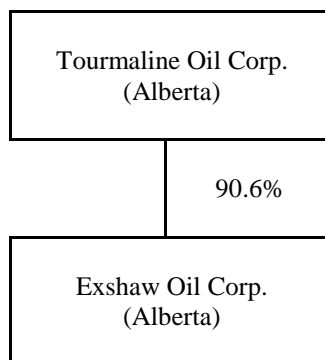
### Name, address and incorporation

Tourmaline Oil Corp. was incorporated under the *Business Corporations Act* (Alberta) (the "**ABCA**") under the name "1415065 Alberta Ltd." on July 21, 2008. On August 26, 2008, Tourmaline filed Articles of Amendment to change its name to "Tourmaline Oil Corp.". On October 24, 2008, Tourmaline filed Articles of Amendment to: (i) create a new class of shares designated as first preferred shares (the "**First Preferred Shares**"), issuable in series, and a new class of shares designated as second preferred shares (the "**Second Preferred Shares**"), issuable in series, and amend the terms of the common shares (the "**Common Shares**"); (ii) remove the "private company" restrictions; and (iii) change the minimum number of directors of the Company from one to three. Tourmaline amalgamated with its wholly-owned subsidiaries Pienza Petroleum Inc. ("**Pienza**") and Vigilant Exploration Inc. ("**Vigilant**") on January 1, 2010, amalgamated with its wholly-owned subsidiary Altia Energy Ltd. ("**Altia**") on January 1, 2011, amalgamated with its wholly-owned subsidiary Cinch Energy Corp. ("**Cinch**") on January 1, 2012, amalgamated with its wholly-owned subsidiary Huron Energy Corporation ("**Huron**") on January 1, 2013 in each case continuing as Tourmaline Oil Corp.

Tourmaline's head office is located at Suite 3700, 250 – 6th Avenue S.W., Calgary, Alberta T2P 3H7 and its registered office is located at Suite 2400, 525 – 8th Avenue S.W., Calgary, Alberta T2P 1G1.

### Intercorporate relationships

The following diagram illustrates the intercorporate relationship between Tourmaline and its material subsidiary, the percentage of votes attached to all voting securities of the subsidiary beneficially owned, or controlled or directed, directly or indirectly, by Tourmaline and the jurisdiction of incorporation of the subsidiary.



## DESCRIPTION OF THE BUSINESS

### Overview

Tourmaline is a Canadian intermediate crude oil and natural gas exploration and production company focused on long-term growth through an aggressive exploration, development, production and acquisition program in the Western Canadian Sedimentary Basin ("**WCSB**"). Tourmaline commenced active operations in the fall of

2008 with the objective of building a successful Canadian intermediate crude oil and natural gas exploration, development and production company with a long-term business strategy similar to that of Duvernay Oil Corp. ("**Duvernay**") and Berkley Petroleum Corp. ("**Berkley**"), companies previously founded and managed by certain key members of Tourmaline's senior management team. Through a series of strategic acquisitions, farm-ins and land acquisitions combined with its active capital exploration and development program, Tourmaline has increased current production to 71,000 Boe/d. The Company has assembled an extensive undeveloped land position with a large, multi-year drilling inventory and operating control of important natural gas processing and transportation infrastructure in two core long-term growth areas – the Alberta Deep Basin and the Greater Peace River High.

To date, the Company has raised approximately \$2.1 billion through private placement equity financings and public offerings, approximately \$350 million of which was raised from Tourmaline's directors, officers, employees and their associates, and strategically completed 23 acquisitions to cost-effectively build its current production and extensive land position. The acquisitions have complemented an aggressive exploration, development and production program that is intended to be the Company's primary long-term growth engine.

Management believes that the location, size, concentration and other attributes of the Company's two core long-term growth areas provide an opportunity for the Company to achieve operating cost, reserve recovery, deliverability and production efficiencies through a large-scale, repeatable capital exploration and development program. Tourmaline is aggressively executing this program using principally 3D seismic data to identify drilling locations for multi-stage fracture stimulations of vertical and horizontal wells. A key component of Tourmaline's long-term business strategy has always been to be one of the lowest cost operators within its core areas. In Tourmaline's view, striving to be a low cost operator is especially important in the current natural gas price environment.

### **Business Strategy**

Tourmaline's long-term business strategy is to increase shareholder value by building an extensive asset base over two to 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. The Company seeks to execute this strategy by: aggressively drilling and developing its extensive undeveloped land position; adopting and employing advanced drilling and completion techniques; enhancing returns by focusing on operational and cost efficiencies; pursuing strategic acquisitions with significant potential synergies; and undertaking wildcat exploration drilling for new pool discoveries.

### **General Development of the Business**

#### ***2010***

Tourmaline completed a private placement equity financing in March of 2010, raising approximately \$224 million. This financing provided the Company with the funds required to pursue additional, sizeable asset acquisitions that were available for sale during the first half of 2010.

In June 2010, Tourmaline completed an acquisition of crude oil and natural gas assets in the Alberta Deep Basin. Pursuant to this acquisition, Tourmaline acquired from a senior Canadian producer approximately 4,000 Boe/d of production and 462 gross (356 net) sections of developed and undeveloped lands in the Alberta Deep Basin. This acquisition consolidated the Company's position as one of the largest producers and land and drilling inventory holders in the entire Alberta Deep Basin.

In August 2010, Tourmaline completed a private placement equity financing of "flow-through" Common Shares for aggregate proceeds of \$25.3 million.

On November 1, 2010, Tourmaline acquired additional petroleum and natural gas properties and related assets in the Alberta Deep Basin for a cash purchase price of approximately \$50.4 million.

In November and December of 2010, Tourmaline completed its initial public offering and a concurrent private placement raising approximately \$259.3 million.

## **2011**

On March 8, 2011, Tourmaline completed a private placement of 1,580,000 "flow-through" Common Shares at a price of \$30.00 per share for aggregate proceeds of approximately \$47.4 million.

On May 17, 2011, Tourmaline completed a public offering of 6,325,000 Common Shares and a concurrent private placement of 500,000 Common Shares at a price of \$25.50 per share for aggregate proceeds of approximately \$174.0 million.

On July 12, 2011, Tourmaline acquired all of the outstanding shares of Cinch in consideration for the issuance of 6,363,523 Common Shares.

In October, 2011, Tourmaline completed a public offering of 4,600,000 Common Shares and a concurrent private placement of 300,000 Common Shares at a price of \$33.00 per share for aggregate proceeds of approximately \$161.7 million.

On December 1, 2011, Tourmaline completed a public offering of 1,200,000 "flow-through" Common Shares and a concurrent private placement of 161,500 "flow-through" Common Shares at a price of \$41.00 per share for aggregate proceeds of approximately \$55.8 million.

## **2012**

On April 4, 2012, Tourmaline completed a private placement of 1,402,000 "flow-through" Common Shares at a price of \$28.80 per share for aggregate proceeds of approximately \$40.4 million.

On August 30, 2012, Tourmaline completed a public offering of 4,600,000 Common Shares and a concurrent private placement of 39,000 Common Shares at a price of \$29.00 per share for aggregate proceeds of approximately \$134.5 million.

On November 1, 2012, Tourmaline completed a public offering of 1,000,000 "flow-through" Common Shares and a concurrent private placement of 50,000 "flow-through" Common Shares at a price of \$36.90 per share for aggregate proceeds of approximately \$38.7 million.

On November 30, 2012, Tourmaline acquired all of the outstanding shares of Huron in consideration for the issuance of approximately 7.4 million Common Shares.

## **Recent Developments**

On March 12, 2013, Tourmaline completed a public offering of 5,750,000 Common Shares and 750,000 "flow-through" Common Shares and a concurrent private placement of 30,000 Common Shares and 85,000 "flow-through" Common Shares at a price of \$34.25 per Common Share and \$42.15 per "flow-through" Common Share for aggregate proceeds of approximately \$233.2 million.

## **Potential Acquisitions and Financings**

Tourmaline continues to evaluate potential acquisitions of all types of petroleum and natural gas and other energy-related assets and/or companies as part of its ongoing acquisition program. Tourmaline is regularly in the process of evaluating several potential acquisitions at any one time, which individually or together could be material. As of the date hereof, Tourmaline has not reached agreement on the price or terms of any potential material acquisition. Tourmaline cannot predict whether any current or future opportunities will result in one or more acquisitions for Tourmaline. In addition, Tourmaline may, in the future, complete financings of equity or debt

(which may be convertible into equity) for purposes that may include financing of acquisitions, Tourmaline's operations and capital expenditures and repayment of indebtedness.

### Acquisition Summary

The Company did not complete any significant acquisitions during its most recently completed financial year for which disclosure is required under Part 8 of National Instrument 51-102.

The following table summarizes the Company's key acquisitions since inception.

### Acquisition Summary

Date	Acquisition	Areas	Purchase Price (MM\$) <sup>(1)</sup>	Production <sup>(2)</sup> (Boe/d)	Undeveloped Land	
					Gross Acres	Net Acres
April 30, 2009 .....	Alberta Deep Basin acquisition	Hinton/Musreau/ Narraway	\$103.0	2,350	86,072	27,466
August 28, 2009 .....	Wild River acquisition	Wild River/ Harley/ Olsen/Sundance	\$145.9	2,550	44,196	24,016
September 15, 2009 .....	Pienza acquisition <sup>(3)</sup>	Sunrise NEBC	\$50.0	350	23,348	15,980
November 10, 2009 .....	Exshaw acquisition	Peace River Arch	\$131.8	2,510	56,960	41,718
November 10, 2009 .....	Vigilant acquisition <sup>(3)</sup>	Musreau/Chime/ Whitecourt	\$47.5	650	92,734	88,538
January 14, 2010 .....	Altia acquisition <sup>(4)</sup>	Dawson NEBC	\$100.8	1,500	122,600	56,980
June 1, 2010 .....	Greater Hinton acquisition	Greater Hinton	\$275.0	4,000	266,849	204,560
July 12, 2011 .....	Cinch acquisition <sup>(5)</sup>	Dawson/Musreau-Kakwa	\$211.1	3,700	134,274	87,580
November 30, 2012 .....	Huron acquisition <sup>(6)</sup>	Groundbirch/Sunrise/Tupper	\$245.4	5,500	84,405	55,766
			<b>\$1,310.5</b>	<b>23,110</b>	<b>911,438</b>	<b>602,604</b>

#### Notes:

- (1) These amounts reflect the purchase price paid in cash and/or Common Shares and associated transaction costs.
- (2) Estimated production as at the effective date of the acquisition.
- (3) Subsequent to the Pienza and Vigilant acquisitions, Tourmaline amalgamated with Pienza and Vigilant on January 1, 2010 under the ABCA, continuing as Tourmaline Oil Corp.
- (4) Subsequent to the Altia acquisition, Tourmaline amalgamated with Altia on January 1, 2011 under the ABCA, continuing as Tourmaline Oil Corp.
- (5) Subsequent to the Cinch acquisition, Tourmaline amalgamated with Cinch on January 1, 2012 under the ABCA, continuing as Tourmaline Oil Corp.
- (6) Subsequent to the Huron acquisition, Tourmaline amalgamated with Huron on January 1, 2013 under the ABCA, continuing as Tourmaline Oil Corp.

### Summary of Equity Financings

The following table summarizes the equity financings completed by the Company since commencement of active operations as well as Company insider, employee and associate participation in such equity financings.

### Summary of Equity Financings

Date	Financings		Insider, Employee and Associate Participation <sup>(16)</sup>	
	Shares Issued	Total Gross Proceeds	Gross Subscriptions	Percentage of Gross Proceeds
October 27, 2008.....	50,500,000 <sup>(11)</sup>	\$301,000,000	\$147,000,000	48.8%
December 17, 2008 .....	2,500,000 <sup>(2)</sup>	\$25,000,000	\$12,500,000	50.0%
May 28, 2009 .....	14,000,000 <sup>(3)</sup>	\$140,000,000	\$30,000,000	21.4%
November 10, 2009.....	13,543,624 <sup>(4)</sup>	\$208,404,360	\$47,904,360	23.0%
March 19, 2010 .....	11,950,000 <sup>(5)</sup>	\$223,920,000	\$36,720,000	16.4%
August 12, 2010 .....	1,150,000 <sup>(6)</sup>	\$25,300,000	\$6,600,000	26.1%
November 23, 2010.....	12,350,000 <sup>(7)</sup>	\$259,350,000	\$17,850,000	6.9%
March 8, 2011 .....	1,580,000 <sup>(8)</sup>	\$47,400,000	\$11,400,000	24.1%
May 17, 2011 .....	6,825,000 <sup>(9)</sup>	\$174,037,500	\$12,750,000	7.3%
October 12, 2011.....	4,900,000 <sup>(10)</sup>	\$161,700,000	\$9,900,000	6.1%
December 1, 2011 .....	1,361,500 <sup>(11)</sup>	\$55,821,500	\$6,621,500	11.9%
April 4, 2012 .....	1,402,000 <sup>(12)</sup>	\$40,377,600	\$4,377,600	10.8%
August 30, 2012 .....	4,639,000 <sup>(13)</sup>	\$134,531,000	\$1,131,000	0.8%

Date	Financings		Insider, Employee and Associate Participation <sup>(16)</sup>	
	Shares Issued	Total Gross Proceeds	Gross Subscriptions	Percentage of Gross Proceeds
November 1, 2012.....	1,050,000 <sup>(14)</sup>	\$38,745,000	\$1,845,000	4.8%
March 12, 2013 .....	6,615,000 <sup>(15)</sup>	\$233,160,250	\$4,610,250	2.0%
	<b>134,366,124</b>	<b>\$2,068,747,210</b>	<b>\$351,209,710</b>	<b>17.0%</b>

*Notes:*

- (1) Private placement of 15,000,000 Common Shares at \$3.50 per share and 35,500,000 Common Shares at \$7.00 per share.
- (2) Private placement of 2,500,000 flow-through Common Shares at \$10.00 per share.
- (3) Private placement of 14,000,000 Common Shares at \$10.00 per share.
- (4) Private placement of 11,793,624 Common Shares at \$15.00 per share and 1,750,000 flow-through Common Shares at \$18.00 per share.
- (5) Private placement of 9,500,000 Common Shares at \$18.00 per share and 2,450,000 flow-through Common Shares at \$21.60 per share.
- (6) Private placement of 1,150,000 flow-through Common Shares at \$22.00 per share.
- (7) Initial public offering of 12,350,000 Common Shares at \$21.00 per share which includes the issuance of 1,500,000 Common Shares issued pursuant to the exercise of the underwriters' over-allotment option (completed on December 23, 2010) and 850,000 Common Shares issued pursuant to a concurrent private placement to certain executive officers.
- (8) Private placement of 1,580,000 flow-through Common Shares at \$30.00 per share.
- (9) Public offering of 6,825,000 Common Shares at \$25.50 per share which includes the issuance of 825,000 Common Shares issued pursuant to the exercise of the underwriters' over-allotment option and 500,000 Common Shares issued pursuant to a concurrent private placement to certain executive officers.
- (10) Public offering of 4,900,000 Common Shares at \$33.00 per share which includes the issuance of 600,000 Common Shares issued pursuant to the exercise of the underwriters' over-allotment option (completed on October 19, 2011) and 300,000 Common Shares issued pursuant to a concurrent private placement to certain executive officers.
- (11) Public offering of 1,361,500 flow-through Common Shares at \$41.00 per share which includes 161,500 Common Shares issued pursuant to a concurrent private placement to certain executive officers.
- (12) Public offering of 1,250,000 flow-through Common Shares at \$28.80 per share and a concurrent private placement of 152,000 flow-through Common Shares of which 94,000 flow-through Common Shares were issued to certain executive officers.
- (13) Public offering of 4,600,000 Common Shares at \$29.00 per share which includes the issuance of 600,000 Common Shares issued pursuant to the exercise of the underwriters' over-allotment option and a concurrent private placement of 39,000 Common Shares of which 37,000 Common Shares were issued to certain executive officers.
- (14) Public offering of 1,000,000 flow-through Common Shares at \$36.90 per share and a concurrent private placement of 50,000 flow-through Common Shares of which 16,000 flow-through Common Shares were issued to certain executive officers.
- (15) Public offering of 5,750,000 Common Shares at \$34.25 per share which includes the issuance of 750,000 Common Shares issued pursuant to the exercise of the underwriters' over-allotment option and 750,000 flow-through Common Shares at \$42.15 per share. Concurrent with the public offering was a private placement of 30,000 Common Shares and 85,000 flow-through Common Shares of which 30,000 Common Shares and 17,000 flow-through Common Shares were issued to certain executive officers.
- (16) Represents percentage of insider, employee and associate participation for the total amount raised by the Company, which has been calculated based on the percentage of Common Shares issued to directors, officers, employees and other service providers of the Company and certain family, friends and business associates of the foregoing relative to the total number of Common Shares issued in each financing.

### DESCRIPTION OF CORE LONG-TERM GROWTH AREAS

The following is a description of Tourmaline's two core long-term growth areas – an area within the WCSB approximately 250 km west of Edmonton, Alberta (the "**Alberta Deep Basin**") and an area within the WCSB extending from Grande Prairie, Alberta to approximately 30 km southwest of Fort St. John, NEBC (the "**Greater Peace River High**").

### **Alberta Deep Basin Core Area**

The Alberta Deep Basin core area is a multi-objective tight natural gas sand play area with up to 15 separate lower Cretaceous tight natural gas sand reservoirs. Tourmaline's target exploration and production area is in that portion of the Alberta Deep Basin where the entire lower Cretaceous stratigraphic section is gas saturated. The primary vehicle for accessing these extensive reserves in stacked sandstones is multi-stage fracture stimulation in horizontal and vertical well-bores. Tourmaline uses 3D seismic data to select the majority of its drilling locations, and management believes it is an industry leader in adopting and adapting the improving drilling and completion technologies. The majority of the Company's working interest lands have already received approval for down-spacing at four vertical wells per section.

Certain formations within the lower Cretaceous stack of tight sand reservoirs in the Alberta Deep Basin are more amenable to horizontal drilling (including the Cardium, Wilrich, and Fahler-Notikewin Formations). Accordingly, each section in the Alberta Deep Basin core area are expected to include one or two targeted multi-phase stimulated horizontal wells in the Company's long-term development plan. Management estimates that up to 3,650 gross horizontal drilling locations exist in the Alberta Deep Basin which are currently being assessed as part of the ongoing drilling program. These horizontal drilling locations have been included in the Company's drilling locations inventory. Future evaluation of these "embedded" resource plays is an important component of the 2013 capital exploration and development program, with in excess of 50 horizontal wells planned. When developed, these embedded resource plays will utilize the natural gas infrastructure that has been constructed for ongoing development and down spacing.

Tourmaline has ownership interests in six natural gas plants in the Alberta Deep Basin, five of which, the Wild River 14-20 plant (100% owned), the Hinton 6-32 gas plant (100% owned), the Minehead 15-12 plant (100% owned), the Anderson 1-9 plant (100% owned) and the Musreau 8-13 plant (100% owned), are operated by Tourmaline. In addition, Tourmaline owns and operates a substantial compression and dehydration facility at Horse capable of processing approximately 50 MMcf/d of natural gas. Tourmaline's goal is to be one of the lowest-cost, most efficient operators in the Alberta Deep Basin, and during the next 12 to 18 months, the Company plans to optimize and systematically continue to reduce costs of operating the Alberta Deep Basin assets.

In the Alberta Deep Basin, Tourmaline drilled 29 natural gas wells in 2009, drilled 49 gross natural gas wells as well as 10 recompletions in 2010, drilled 52 gross natural gas wells in 2011 and drilled 41 gross natural gas wells in 2012. Tourmaline's net production in the Alberta Deep Basin is currently estimated at approximately 49,000 Boe/d with further production growth anticipated through the balance of the year. Year-end 2012 proved plus probable reserves were 239 MMboe in the Alberta Deep Basin, with approximately 292 drilling locations recognized in the Consolidated Reserve Report.

### **Greater Peace River High Core Area**

Tourmaline has assembled its second core exploration and production area in the Greater Peace River High where the focus is liquids rich natural gas in the Triassic Montney formation and oil and gas charged reservoirs in the Triassic Charlie Lake formation. Industry participants have been pursuing Triassic Montney plays and reservoirs in the WCSB for over four decades. Exploration and production of the Montney has evolved over time from conventional reservoirs in the south east portion of the play area in Alberta to unconventional Montney reservoirs in the Peace River Arch area of Alberta and NEBC. Technological developments, including the drilling of horizontal multi-stage fracture stimulation wells, have allowed access to the thickest, highest pressured and highest deliverability Montney in the NEBC play area. It is in this Groundbirch/Sunrise/Dawson area of the Peace River Arch where senior management of Tourmaline gained extensive experience with Duvernay and where Tourmaline has concentrated its exploration and production program.

The Company has assembled its large Montney position primarily through the acquisitions completed in 2009, 2010, 2011 and 2012. In NEBC, Tourmaline has an inventory of over 550 horizontal Montney development drilling locations in the Sunrise/Dawson area, making the Company one of the largest participants in this resource play. In the Greater Peace River High, Tourmaline has drilled 55 Montney multi-stage fracture stimulated horizontal natural gas wells; 24 Montney horizontal wells are planned for the balance of 2013.

Complementing this growing Montney drilling inventory in NEBC is a series of high deliverability/low operating cost sweet Mississippian Kiskatinaw and Wabamun natural gas pools. Management believes that these deeper pools also have considerable exploration and production potential and will be the subject of ongoing exploration and development in 2013 and 2014. Tourmaline has completed the construction of an operated natural gas processing facility and gathering system which was expanded during 2011 from 35 MMcf/d to 75 MMcf/d of processing capacity. During the second quarter of 2013, Tourmaline plans to commission a new 50 MMcf/d gas processing facility in its Sunrise-Dawson area.

The second substantial component of the Greater Peace River High core area is the Company's producing complex at Spirit River, Alberta. The majority of the production at Spirit River is derived from oil and natural gas-charged reservoirs of the Triassic Charlie Lake formation. This area, currently producing approximately 5,500 Boe/d, has a large inventory of vertical and horizontal development drilling prospects in the Charlie Lake formation as well as attractive plays in several other formations. The Company has drilled 32 horizontal Charlie Lake oil wells to date and plans an additional 13-15 horizontals through the balance of 2013.

Tourmaline's total net production in the Greater Peace River High area is currently estimated at approximately 22,000 Boe/d and year-end 2012 proved plus probable reserves were 199 MMboe. The Company estimates that it currently has approximately 15,000 Boe/d awaiting tie-in, all of which was included as proved reserves in the Consolidated Reserve Report (as defined herein) as proved developed producing, proved developed non-producing or proved undeveloped reserves. In the Alberta portion of the Greater Peace River High area, Tourmaline has arranged to dispose of approximately 79 gross (38.2 net) sections of prospective acreage in the rapidly developing Montney play at Elmworth. This disposition closed in the first quarter of 2013 for proceeds of \$77.5 million, before closing adjustments.

## **STATEMENT OF RESERVES DATA AND OTHER OIL AND GAS INFORMATION**

### **Date of Statement**

The statement of reserves data and other oil and gas information set forth below is dated February 6, 2013 and effective as at December 31, 2012.

### **Disclosure of Reserves Data**

The reserves data set forth below is based upon the report of GLJ Petroleum Consultants Ltd. ("**GLJ**") dated effective December 31, 2012, with a preparation date of February 6, 2013 (the "**GLJ Reserve Report**") and the report of Deloitte LLP ("**Deloitte**") dated effective December 31, 2012, with a preparation date of February 6, 2013 (the "**Deloitte Reserve Report**"), which are contained in the consolidated report of GLJ dated effective December 31, 2012, with a preparation date of February 6, 2013 (the "**Consolidated Reserve Report**"). The Consolidated Reserve Report evaluated, as at December 31, 2012, the crude oil, NGL and natural gas reserves of Tourmaline, its then consolidated subsidiary Cinch and its current consolidated subsidiary Exshaw Oil Corp. ("**Exshaw**").

GLJ evaluated in the GLJ Reserve Report approximately 72% of the assigned total proved plus probable reserves and 71% of the total proved plus probable future net revenue discounted at 10%. Deloitte evaluated in the Deloitte Reserve Report approximately 28% of the assigned total proved plus probable reserves and 29% of the total proved plus probable future net revenue discounted at 10%. Deloitte evaluated in the Deloitte Reserve Report the Company's Greater Hinton property located in the Alberta Deep Basin and Exshaw's properties, which are located in the Alberta portion of the Peace River High. Deloitte incorporated the GLJ forecast price and cost assumptions in their evaluation. GLJ evaluated in the GLJ Reserve Report the balance of the Company's properties.

GLJ prepared the Consolidated Reserve Report by consolidating the GLJ Reserve Report with the Deloitte Reserve Report adjusted to apply certain of GLJ's assumptions and methodologies used in the preparation of the GLJ Reserve Report to the Deloitte Reserve Report including GLJ's pricing and cost assumptions. Accordingly, the consolidated reserves information below varies from the reserve information that would be derived from a simple

arithmetic summation of the GLJ Reserve Report and the Deloitte Reserve Report. Also due to rounding, certain columns may not add.

In accordance with NI 51-101, the Consolidated Reserve Report and the Deloitte Reserve Report include 100% of the reserves and future net revenue attributable to Exshaw's properties, without reduction to reflect the 9.4% third-party minority interest in Exshaw. Accordingly, the reserves data for the Company's consolidated reserves set forth below, which has been derived from the Consolidated Reserve Report, reflects 100% of Exshaw's reserves and future net revenue without reduction to reflect the third-party minority interest. Approximately 0.53% of the assigned total proved plus probable reserves and 1.07% of the total proved plus probable future net revenue discounted at 10% in the Consolidated Reserve Report is attributable to the 9.4% third-party minority interest in Exshaw.

The Consolidated Reserve Report has been prepared in accordance with the standards contained in the COGE Handbook and the reserve definitions contained in NI 51-101 and the COGE Handbook. Additional information not required by NI 51-101 has been presented to provide continuity and additional information which Tourmaline believes is important to readers of this Annual Information Form. GLJ and Deloitte were engaged to provide evaluations of proved and proved plus probable reserves and no attempt was made to evaluate possible reserves.

All of the Company's consolidated reserves are in Canada and, more specifically in the provinces of Alberta and British Columbia.

The applicable Reports on Reserves Data by Independent Qualified Reserves Evaluators in Form 51-101F2 and the Report of Management and Directors on Oil and Gas Disclosure in Form 51-101F3 are attached as Schedules A through C to this Annual Information Form.

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 in this Annual Information Form are estimates only. In general, estimates of economically recoverable oil and natural gas 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, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary materially from actual results. For those reasons, estimates of the economically recoverable crude oil, NGL and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with 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 information relating to the Company's crude oil, NGL and natural gas reserves contains forward-looking statements relating to future net revenues, forecast capital expenditures, future development plans and costs related thereto, forecast operating costs, anticipated production and abandonment costs. See "Forward-Looking Statements", "Certain Reserves Data Information", "Industry Conditions" and "Risk Factors – Reserves Estimates".

***Reserves and Future Net Revenue Data (Forecast Prices and Costs)***

**Summary of Crude Oil and Natural Gas Reserves and  
Net Present Values of Future Net Revenue  
as of December 31, 2012  
Forecast Prices and Costs**

<b>Reserves Category</b>	<b>Light and Medium Crude Oil</b>		<b>Natural Gas</b>		<b>NGL</b>	
	<b>Company Gross (Mbbls)</b>	<b>Company Net (Mbbls)</b>	<b>Company Gross (MMcf)</b>	<b>Company Net (MMcf)</b>	<b>Company Gross (Mbbls)</b>	<b>Company Net (Mbbls)</b>
Proved Developed Producing .....	2,471	1,883	493,761	441,894	7,069	5,275
Proved Developed Non-Producing .....	284	230	59,097	53,364	942	758

Reserves Category	Light and Medium Crude Oil		Natural Gas		NGL	
	Company Gross (Mbbls)	Company Net (Mbbls)	Company Gross (MMcf)	Company Net (MMcf)	Company Gross (Mbbls)	Company Net (Mbbls)
Proved Undeveloped .....	5,460	3,959	764,973	692,431	13,213	10,839
Total Proved Reserves .....	8,215	6,072	1,317,831	1,187,689	21,224	16,873
Total Probable Reserves .....	5,438	3,645	1,001,968	897,661	16,359	12,674
Total Proved Plus Probable Reserves .....	13,653	9,717	2,319,800	2,085,351	37,583	29,547

**Net Present Values Of Future Net Revenue (\$000s)**

Reserves Category	Before Future Income Taxes Discounted at					After Future Income Taxes Discounted at <sup>(1)</sup>					Unit Value Before Income Tax Discounted at 10%/year	
	(%/year)					(%/year)					(\$/Mcf)	(\$/Boe)
	0	5	10	15	20	0	5	10	15	20		
Proved Developed Producing .....	2,157,237	1,645,088	1,345,345	1,149,531	1,011,424	2,157,237	1,645,088	1,345,345	1,149,531	1,011,424	2.77	16.65
Proved Developed Non-Producing .....	221,357	159,087	123,079	99,927	83,875	221,357	159,087	123,079	99,927	83,875	2.08	12.45
Proved Undeveloped .....	2,932,739	1,859,824	1,274,990	916,871	679,486	2,261,576	1,454,876	1,006,092	726,165	537,705	1.63	9.79
Total Proved Reserves .....	5,311,333	3,663,999	2,743,414	2,166,329	1,774,785	4,640,170	3,259,052	2,474,516	1,975,623	1,633,004	2.07	12.42
Total Probable Reserves .....	4,821,401	2,554,200	1,603,176	1,108,636	814,048	3,626,397	1,900,330	1,174,496	797,654	574,341	1.61	9.66
Total Proved Plus Probable Reserves .....	10,132,734	6,218,200	4,346,591	3,274,965	2,588,833	8,266,568	5,159,382	3,649,012	2,773,277	2,207,346	1.87	11.24

Note:

- (1) The after-tax net present value of the Company's oil and gas properties reflects the tax burden on the properties on a stand-alone basis. It does not consider the corporate tax situation, or tax planning. It does not provide an estimate of the value at the level of the corporation which may be significantly different. The Company's financial statements and the management's discussion and analysis should be consulted for information at the level of the corporation.

**Total Future Net Revenue (\$000s)  
(Undiscounted)  
as of December 31, 2012  
Forecast Prices and Costs**

Reserves Category	Revenue	Royalties	Operating Costs	Development Costs	Abandonment and Reclamation Costs	Future Net Revenue Before Deducting Future Income Tax Expenses	Future Income Tax Expenses	Future Net Revenue After Future Income Tax Expenses <sup>(1)</sup>
Proved .....	9,672,694	1,186,484	1,705,904	1,401,952	67,021	5,311,333	671,163	4,640,170
Proved Plus Probable .....	18,031,808	2,290,274	3,126,844	2,388,333	93,624	10,132,734	1,866,166	8,266,568

Note:

- (1) The after-tax net present value of the Company's oil and gas properties reflects the tax burden on the properties on a stand-alone basis. It does not consider the corporate tax situation, or tax planning. It does not provide an estimate of the value at the level of the corporation, which may be significantly different. The Company's financial statements and the management's discussion and analysis should be consulted for information at the level of the corporation.

**Future Net Revenue  
by Production Group  
as of December 31, 2012  
Forecast Prices and Costs**

Reserves Category	Production Group	Future Net Revenue Before Income Taxes (discounted at 10%/year) (\$000s)	Unit Value (discounted at 10%/year) (\$/Mcf)	Unit Value (discounted at 10%/year) (\$/Boe)
Proved Reserves	Light and Medium Crude Oil .....	289,457	4.15	24.91
	Natural Gas (including by-products but excluding solution gas) .....	2,454,028	1.95	11.73
	<b>Total .....</b>	<b>2,743,486</b>	<b>2.07</b>	<b>12.42</b>

Reserves Category	Production Group	Future Net Revenue Before	Unit Value	
		Income Taxes (discounted at 10%/year) (\$000s)	(\$/Mcf)	(\$/Boe)
Proved Plus Probable	Light and Medium Crude Oil.....	486,094	4.34	26.04
	Natural Gas (including by-products but excluding solution gas).....	3,860,593	1.75	10.49
	<b>Total.....</b>	<b>4,346,688</b>	<b>1.87</b>	<b>11.24</b>

### Reconciliation of Changes in Reserves

#### Reconciliation of Gross Reserves by Principal Product Type Forecast Prices and Costs

Factors	Light and Medium Crude Oil			Natural Gas		
	Proved	Probable	Proved Plus Probable	Proved	Probable	Proved Plus Probable
	(Mbbl)	(Mbbl)	(Mbbl)	(MMcf)	(MMcf)	(MMcf)
<b>December 31, 2011 .....</b>	6,254	4,677	10,931	782,457	633,486	1,415,942
Discoveries .....	0	0	0	9,951	1,671	11,622
Extensions .....	4,016	1,861	5,877	308,816	219,195	528,010
Infill Drilling .....	0	0	0	8,040	8,059	16,100
Improved Recovery .....	0	0	0	478	96	573
Technical Revisions.....	(1,223)	(1,061)	(2,284)	96,763	17,769	114,532
Acquisitions.....	0	0	0	212,842	136,620	349,461
Dispositions.....	(19)	(40)	(58)	(4,588)	(14,926)	(19,514)
Economic Factors .....	0	0	0	0	0	0
Production .....	(813)	0	(813)	(96,927)	0	(96,927)
<b>December 31, 2012 .....</b>	<b>8,215</b>	<b>5,438</b>	<b>13,653</b>	<b>1,317,831</b>	<b>1,001,969</b>	<b>2,319,800</b>

Factors	NGL			BOE		
	Proved	Probable	Proved Plus Probable	Proved	Probable	Proved Plus Probable
	(Mbbl)	(Mbbl)	(Mbbl)	(Mbbl)	(Mbbl)	(Mbbl)
<b>December 31, 2011 .....</b>	12,186	10,690	22,876	148,849	120,948	269,797
Discoveries .....	354	60	414	2,013	338	2,351
Extensions .....	5,303	3,615	8,918	60,789	42,009	102,797
Infill Drilling .....	235	305	540	1,576	1,648	3,224
Improved Recovery .....	7	1	8	86	17	103
Technical Revisions.....	1,357	(73)	1,284	16,261	1,828	18,089
Acquisitions.....	3,318	2,116	5,434	38,791	24,886	63,677
Dispositions.....	(111)	(355)	(466)	(894)	(2,882)	(3,776)
Economic Factors .....	0	0	0	0	0	0
Production .....	(1,425)	0	(1,425)	(18,392)	0	(18,392)
<b>December 31, 2012 .....</b>	<b>21,224</b>	<b>16,359</b>	<b>37,583</b>	<b>249,077</b>	<b>188,791</b>	<b>437,869</b>

#### Notes to Reserves Data Tables:

- (1) Columns may not add due to rounding.
- (2) Tourmaline has no unconventional reserves (bitumen, synthetic crude oil, natural gas from coal or heavy oil).
- (3) The crude oil, NGL and natural gas reserve estimates in this Annual Information Form are based on the definitions and guidelines contained in the COGE Handbook.

## GLJ Reserve Report Pricing Assumptions

Summary of Pricing and Inflation Rate Assumptions  
Forecast Prices and Costs <sup>(1)</sup>

## Crude Oil and Natural Gas Liquids Pricing

Year	Inflation <sup>(2)</sup> %	Bank of Canada Average Noon Exchange Rate \$/US/SCdn <sup>(3)</sup>	NYMEX WTI Near Month Futures Contract Crude Oil at Cushing Oklahoma		ICE BRENT Near Month Futures Contract Crude Oil FOB North Sea Then Current \$/Cdn/Bbl	Light, Sweet Crude Oil (40 API, 0.3% S) at Edmonton Then Current \$/Cdn/Bbl	Bow River Crude Oil Stream Quality at Hardisty Then Current \$/Cdn/Bbl	WCS Stream Quality at Hardisty Then Current \$/Cdn/Bbl	Heavy Crude Oil Proxy (12 API) at Hardisty Then Current \$/Cdn/Bbl	Light Crude Oil (35 API, 1.2% S) at Cromer Then Current \$/Cdn/Bbl	Medium Crude Oil (29 API, 2.0% S) at Cromer Then Current \$/Cdn/Bbl	Alberta Natural Gas Liquids (Then Current Dollars)			
			Constant 2013 \$/ Bbl	Then Current \$/US/ Bbl								Spec Ethane \$/Cdn/Bbl	Edmonton Propane \$/Cdn/Bbl	Edmonton Butane \$/Cdn/Bbl	Edmonton Pentanes Plus \$/Cdn/Bbl
2013 Q1 .....	2.00	1.000	90.00	90.00	110.00	82.50	67.65	66.20	55.10	80.85	77.55	10.63	28.88	63.53	99.00
2013 Q2 .....	2.00	1.000	90.00	90.00	105.00	85.00	72.25	70.75	61.39	83.30	79.90	10.63	34.00	65.45	97.75
2013 Q3 .....	2.00	1.000	90.00	90.00	102.50	85.00	72.25	70.75	62.66	83.30	79.90	11.25	34.00	65.45	93.50
2013 Q4 .....	2.00	1.000	90.00	90.00	102.50	87.50	74.38	72.83	64.54	85.75	82.25	11.87	39.38	67.38	96.25
2013 Full Year	2.00	1.000	90.00	90.00	105.00	85.00	71.63	70.13	60.92	83.30	79.90	11.09	34.06	65.45	96.63
2014.....	2.00	1.000	90.69	92.50	102.50	91.50	77.77	76.15	68.36	87.84	84.18	12.65	45.75	70.46	97.91
2015.....	2.00	1.000	91.31	95.00	102.50	94.00	79.90	78.22	71.10	90.24	86.48	14.20	56.40	72.38	97.76
2016.....	2.00	1.000	91.88	97.50	102.50	96.50	82.03	80.29	73.02	92.64	88.78	15.75	57.90	74.31	100.36
2017.....	2.00	1.000	90.07	97.50	100.00	96.50	82.03	80.29	73.02	92.64	88.78	16.53	57.90	74.31	100.36
2018.....	2.00	1.000	88.31	97.50	100.00	96.50	82.03	80.29	73.02	92.64	88.78	17.46	57.90	74.31	100.36
2019.....	2.00	1.000	87.50	98.54	101.35	97.54	82.91	81.16	73.81	93.64	89.74	17.81	58.52	75.11	101.44
2020.....	2.00	1.000	87.50	100.51	103.38	99.51	84.58	82.79	75.32	95.53	91.55	18.18	59.71	76.62	103.49
2021.....	2.00	1.000	87.50	102.52	105.45	101.52	86.29	84.46	76.87	97.46	93.40	18.55	60.91	78.17	105.58
2022.....	2.00	1.000	87.50	104.57	107.55	103.57	88.03	86.16	78.44	99.43	95.28	18.92	62.14	79.75	107.71
2023+.....	2.00	1.000	87.50	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr

## Natural Gas and Sulphur Pricing

Year	Henry Hub Nymex Near Month Contract		Midwest Price @ Chicago Then Current \$/US/ MMbtu	AECO /NT Spot Then Current \$/Cdn/ MMbtu	Alberta Plant Gate			Saskatchewan Plant Gate			British Columbia					
	Constant 2013 \$ SUS/ MMbtu	Then Current \$/US/ MMbtu			Spot		Alliance \$/MMbtu	SaskEnergy \$/MMbtu	Spot \$/MMbtu	Sumas Spot \$/US/ MMbtu	Westcoa st Station 2 \$/MMbtu	Spot Plant Gate \$/MMbtu	Sulphur FOB Vancouver \$/US/MT	Alberta Sulphur at Plant Gas \$/Cdn/MT		
					Constant 2013 \$ S/MMbtu	Then Current \$/MMbtu									ARP \$/ MMbtu	
2013 Q1 .....	3.60	3.60	3.70	3.24	3.05	3.05	2.99	2.40	3.09	3.16	3.70	3.04	2.87	175.00	132.00	
2013 Q2 .....	3.60	3.60	3.70	3.24	3.05	3.05	2.99	2.40	3.09	3.16	3.20	3.04	2.87	175.00	132.00	
2013 Q3 .....	3.80	3.80	3.90	3.42	3.23	3.23	3.17	2.60	3.27	3.34	3.40	3.22	3.05	175.00	132.00	
2013 Q4 .....	4.00	4.00	4.10	3.60	3.41	3.41	3.34	2.79	3.44	3.52	4.10	3.40	3.23	175.00	132.00	
2013 Full Year	3.75	3.75	3.85	3.38	3.19	3.19	3.12	2.55	3.22	3.30	3.60	3.18	3.00	175.00	132.00	
2014.....	4.17	4.25	4.35	3.83	3.56	3.63	3.56	3.03	3.66	3.74	4.10	3.63	3.45	150.00	107.00	
2015.....	4.57	4.75	4.85	4.28	3.92	4.08	4.00	3.51	4.10	4.20	4.60	4.08	3.90	125.00	82.00	
2016.....	4.95	5.25	5.35	4.72	4.27	4.53	4.44	3.99	4.54	4.64	5.10	4.52	4.34	125.00	82.00	
2017.....	5.08	5.50	5.60	4.95	4.39	4.75	4.66	4.23	4.76	4.87	5.35	4.75	4.57	127.50	84.50	
2018.....	5.25	5.80	5.90	5.22	4.55	5.02	4.92	4.52	5.02	5.14	5.65	5.02	4.83	130.05	87.05	
2019.....	5.25	5.91	6.01	5.32	4.54	5.12	5.01	4.62	5.11	5.24	5.76	5.12	4.93	132.65	89.65	
2020.....	5.25	6.03	6.13	5.43	4.55	5.22	5.12	4.74	5.22	5.35	5.88	5.23	5.04	135.30	92.30	
2021.....	5.25	6.15	6.25	5.54	4.55	5.33	5.22	4.85	5.32	5.46	6.00	5.34	5.15	138.01	95.01	
2022.....	5.25	6.27	6.37	5.64	4.55	5.44	5.33	4.97	5.43	5.56	6.12	5.44	5.25	140.77	97.77	
2023+.....	5.25	+2.0%/yr	+2.0%/yr	+2.0%/yr	4.55	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr	+2.0%/yr

Notes:

- (1) Pricing assumptions provided by GLJ as used in the GLJ Reserve Report.
- (2) Inflation rates used for forecasting prices and costs.
- (3) Exchange rates used to generate the benchmark reference prices in this table.

During the year ended December 31, 2012, the Company received the following weighted average prices, excluding the gains and losses on financial instruments, in respect of its production: natural gas – \$2.61/Mcf; NGL – \$62.33/bbl; and oil – \$88.01/bbl. The overall weighted average price received by Tourmaline on an oil equivalent basis was \$23.77/Boe.

### Additional Information Relating to Reserves Data

The additional information contained in this section pertains to Tourmaline and Exshaw on a consolidated basis and references to Tourmaline include Exshaw (without reduction to reflect the 9.4% third-party minority interest in Exshaw). See "Disclosure of Reserves Data".

#### Undeveloped Reserves

The following tables set forth the proved undeveloped reserves and the probable undeveloped reserves, each by product type, attributed to Tourmaline's properties as at the end of the financial years ended December 31, 2012, 2011 and 2010.

#### Proved Undeveloped Reserves

Year	Light and Medium Crude Oil		Natural Gas		NGL		Boe Oil Equivalent	
	(Mbbls)		(MMcf)		(Mbbls)		(Mbbls)	
	First Attributed <sup>(1)</sup>	Total at Year-end	First Attributed	Total at Year-end	First Attributed	Total at Year-end	First Attributed	Total at Year-end
2010 .....	2,043	2,711	173,291	234,358	3,934	4,801	34,859	46,572
2011 .....	2,809	4,089	168,228	388,420	2,753	6,537	33,600	75,362
2012 .....	2,940	5,460	271,689	764,973	4,041	13,213	52,262	146,168

Note:

- (1) "First Attributed" refers to reserves first attributed at year-end of the corresponding fiscal year.

It is anticipated that most of the proved undeveloped locations will be drilled by December 31, 2014.

#### Probable Undeveloped Reserves

Year	Light and Medium Crude Oil		Natural Gas		NGL		Boe Oil Equivalent	
	(Mbbls)		(MMcf)		(Mbbls)		(Mbbls)	
	First Attributed <sup>(1)</sup>	Total at Year-end	First Attributed	Total at Year-end	First Attributed	Total at Year-end	First Attributed	Total at Year-end
2010 .....	24	1,623	185,671	259,414	3,228	4,518	34,197	49,377
2011 .....	2,433	3,347	309,203	506,049	6,078	8,947	60,044	96,635
2012 .....	2,200	9,540	328,933	1,590,122	5,597	27,046	62,619	301,606

Note:

- (1) "First Attributed" refers to reserves first attributed at year-end of the corresponding fiscal year.

It is anticipated that most of the future development capital associated with the probable undeveloped reserves will be incurred by December 31, 2015.

In general, once proved and/or probable undeveloped reserves are identified, they are scheduled into Tourmaline's development plans. Normally, Tourmaline plans to develop its proved and probable undeveloped reserves within two years. A number of factors that could result in delayed or cancelled development are as follows: changing economic conditions (due to pricing, operating and capital expenditure fluctuations); changing technical

conditions (production anomalies such as water breakthrough or accelerated depletion); multi-zone developments (delay of a prospective formation completion until the initial completion is no longer economic); a larger development program may need to be spread out over several years to optimize capital allocation and facility utilization; and surface access issues (landowners, weather conditions and/or regulatory approvals). See "Risk Factors" and "Industry Conditions".

### ***Significant Factors or Uncertainties***

The process of estimating reserves is complex. It requires significant judgments and decisions based on available geological, geophysical, engineering and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance becomes available and as economic conditions impacting oil and gas prices and costs change. The reserves estimates contained in this Annual Information Form are based on current production forecasts, prices and economic conditions.

As circumstances change and additional data becomes available, reserve estimates also change. Estimates made are reviewed and revised, either upward or downward, as warranted by the new information. Revisions are often required due to changes in well performance, prices, economic conditions and governmental restrictions.

Although every reasonable effort is made to ensure that reserve estimates are accurate, reserve estimation is an inferential science. As a result, the subjective decisions, new geological or production information and a changing environment may impact these estimates. Revisions to reserve estimates can arise from changes in year-end oil and natural gas prices and reservoir performance. Such revisions can be either positive or negative.

Other than as discussed above and the various risks and uncertainties that participants in the oil and natural gas industry are exposed to generally, Tourmaline is unable to identify any important economic factors or significant uncertainties that will affect any particular components of the reserves data disclosed in this Annual Information Form. See "Risk Factors" and "Industry Conditions".

### ***Future Development Costs***

The following table sets forth development costs deducted in the estimation of Tourmaline's future net revenue attributable to the reserve categories noted below (\$000s):

<b>Year</b>	<b>Undiscounted Forecast Prices and Costs</b>	
	<b>Proved Reserves</b>	<b>Proved Plus Probable Reserves</b>
2013 .....	447,674	622,288
2014 .....	463,637	603,611
2015 .....	300,412	608,281
2016 .....	138,520	312,658
2017.....	51,710	241,494
2018.....	0.00	0.00
Thereafter .....	0.00	0.00
<b>Total.....</b>	<b>1,401,952</b>	<b>2,388,333</b>

Tourmaline expects that the capital listed in the preceding table will be funded through its existing cash balance, expected cash flow from operations and completed financings.

### **Other Oil and Natural Gas Information**

**The additional information contained in this section pertains to Tourmaline and Exshaw on a consolidated basis and references to Tourmaline include Exshaw (without reduction to reflect the 9.4% third-party minority interest in Exshaw).**

### Crude Oil and Natural Gas Wells

The following table sets forth the number and status of wells in which Tourmaline had a working interest as at December 31, 2012, that Tourmaline considers capable of production.

	Crude Oil Wells <sup>(1)</sup>				Natural Gas Wells <sup>(1)</sup>			
	Producing		Non-Producing <sup>(2)</sup>		Producing		Non-Producing <sup>(2)</sup>	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Alberta <sup>(1)</sup> .....	79.0	74.5	5.0	4.1	533.0	389.4	125.0	93.6
British Columbia <sup>(1)</sup> .....	1.0	0.2	0.0	0.0	86.0	71.6	47.0	33.6
<b>Total</b> .....	<b>80.0</b>	<b>74.7</b>	<b>5.0</b>	<b>4.1</b>	<b>619.0</b>	<b>461.0</b>	<b>172.0</b>	<b>127.2</b>

Notes:

- (1) All of Tourmaline's wells are located onshore.
- (2) The non-producing oil wells and natural gas wells capable of production but which are not currently producing will be re-evaluated with respect to future product prices, proximity to facility infrastructure, design of future exploration and development programs and access to capital.
- (3) Includes wells of Exshaw (without reduction to reflect the 9.4% third-party minority interest in Exshaw).

For a general description of Tourmaline's important properties, facilities and installations, see "Description of Core Long-Term Growth Areas".

### Landholdings

The following table sets out Tourmaline's developed and undeveloped properties as at December 31, 2012, in which Tourmaline has an interest.

	Developed Acres		Undeveloped Acres		Total Acres	
	Gross	Net	Gross	Net	Gross	Net
Alberta .....	347,471	230,606	1,062,789	865,713	1,410,260	1,096,319
British Columbia .....	53,104	35,594	195,410	145,280	248,514	180,874
Saskatchewan .....	—	—	73,737	65,754	73,737	65,754
<b>Total<sup>(1)</sup></b> .....	<b>400,575</b>	<b>266,200</b>	<b>1,331,936</b>	<b>1,076,747</b>	<b>1,732,511</b>	<b>1,342,947</b>

Note:

- (1) Includes developed and undeveloped properties of Exshaw (without reduction to reflect the 9.4% third-party minority interest in Exshaw).

The following table sets out Tourmaline's developed and undeveloped properties as at March 7, 2013, in which Tourmaline has an interest.

	Developed Acres		Undeveloped Acres		Total Acres	
	Gross	Net	Gross	Net	Gross	Net
Alberta .....	350,671	231,730	1,073,376	878,469	1,424,047	1,110,199
British Columbia .....	52,929	35,419	185,585	136,834	238,514	172,253
Saskatchewan .....	—	—	73,737	65,754	73,737	65,754
<b>Total<sup>(1)</sup></b> .....	<b>403,600</b>	<b>267,149</b>	<b>1,332,698</b>	<b>1,081,057</b>	<b>1,736,298</b>	<b>1,348,206</b>

Note:

- (1) Includes developed and undeveloped properties of Exshaw without reduction to reflect the 9.4% third-party minority interest in Exshaw).

### Properties with no Attributable Reserves

Tourmaline has approximately 1.24 million gross acres (1.01 million net acres) of property to which no reserves have been specifically attributed. There are no material work commitments in respect of these properties. Tourmaline expects that rights to explore, develop and/or exploit up to 63,000 net acres (99 net sections) of its undeveloped land holdings could expire by December 31, 2013.

**Significant Factors or Uncertainties Relevant to Properties With No Attributed Reserves**

See "Additional Information Relating to Reserves Data – Significant Factors or Uncertainties" above.

**Additional Information Concerning Abandonment and Reclamation Costs**

Tourmaline uses its internal historical costs to estimate its abandonment and reclamation costs when available. The costs are estimated on an area-by-area basis. The industry's historical costs are used when available. If representative comparisons are not readily available, an estimate is prepared based on the various regulatory abandonment requirements. As at December 31, 2012, Tourmaline had 745 net wells for which it expects to eventually incur abandonment and reclamation costs by 2029.

The total abandonment and reclamation costs in respect of proved and probable reserves using forecast prices are \$93.6 million (undiscounted) and \$14.7 million (discounted at 10%). One hundred percent of such amounts were deducted as abandonment and reclamation costs in estimating Tourmaline's future net revenue in respect of proved and probable reserves as disclosed above.

The following table sets forth abandonment and reclamation costs deducted in the estimation of Tourmaline's future net revenue:

<b>Year</b>	<b>Forecast Prices and Costs (Total Proved plus Probable) (000s)</b>	
	<b>Abandonment and Reclamation Costs (Undiscounted)</b>	<b>Abandonment and Reclamation Costs (Discounted at 10%)</b>
2013 .....	276	263
2014 .....	864	748
2015 .....	987	777
Thereafter .....	91,497	12,889
<b>Total .....</b>	<b>93,624</b>	<b>14,677</b>

Tourmaline expects to pay approximately \$1.5 million in the next three financial years in respect of its abandonment and reclamation costs,

**Tax Horizon**

Tourmaline has no current tax expense and, based on current reserve forecasts, will be able to realize the benefit of its non-capital losses and expects to remain non-taxable through at least 2015. Tourmaline has approximately \$2.7 billion of tax pools available as at December 31, 2012, which can be used to offset taxable income in future years.

**Capital Expenditures**

The following table summarizes capital expenditures (including corporate acquisitions and capitalized general administrative expenses) related to Tourmaline's activities for the year ended December 31, 2012:

	<b>\$000's</b>
Exploration, drilling and completions .....	462,671
Development, equipping and facilities .....	87,352
Property and corporate acquisitions <sup>(1)(2)</sup> .....	75,937
Equipment and facilities .....	97,055
Geological and geophysical.....	7,075
Other (including capitalized G&A) .....	11,550
<b>Total<sup>(3)</sup> .....</b>	<b>741,640</b>

Notes:

- (1) Approximately \$74.4 million of the property acquisition expenditures were for proved properties and approximately \$1.5 million of the property acquisition expenditures were for unproved properties.

- (2) Excludes non-cash corporate acquisition of Huron which resulted in increased property, plant and equipment of \$251.5 million and Exploration and Evaluation assets of \$59.1 million.
- (3) Includes capital expenditures related to Exshaw (without reduction to reflect the 9.4% third-party minority interest in Exshaw).

### ***Exploration and Development Activities***

The following table sets forth the gross and net exploratory and development wells in which Tourmaline participated in the year ended December 31, 2012:

	<b>Exploratory Wells</b>		<b>Development Wells</b>	
	<b>Gross</b>	<b>Net</b>	<b>Gross</b>	<b>Net</b>
Natural Gas .....	15	12.32	41	35.02
Oil .....	–	–	19	18.50
Service .....	–	–	–	–
Dry .....	–	–	–	–
<b>Total<sup>(1)</sup></b> .....	<b>15</b>	<b>12.32</b>	<b>60</b>	<b>53.52</b>

*Note:*

- (1) Includes wells in which Exshaw participated (without reduction to reflect the 9.4% third-party minority interest in Exshaw).

See "Description of Core Long-Term Growth Areas" and "Description of the Business" for a description of Tourmaline's exploration and development plans.

### ***Production Estimates***

The following table sets out the volume of Tourmaline's production estimated for the year ended December 31, 2013 as evaluated by GLJ and Deloitte, which is reflected in the estimate of future net revenue disclosed in the tables contained under "Disclosure of Reserves Data" above.

<b>Reserves Category</b>	<b>Light and Medium Crude Oil</b>		<b>Natural Gas</b>		<b>NGL</b>		<b>Oil Equivalent Total</b>	
	<b>Company Gross</b>	<b>Company Net</b>	<b>Company Gross</b>	<b>Company Net</b>	<b>Company Gross</b>	<b>Company Net</b>	<b>Company Gross</b>	<b>Company Net</b>
	<b>(bbl/d)</b>	<b>(bbl/d)</b>	<b>(Mcf/d)</b>	<b>(Mcf/d)</b>	<b>(bbl/d)</b>	<b>(bbl/d)</b>	<b>(bbl/d)</b>	<b>(bbl/d)</b>
Proved .....	3,805	3,073	414,879	385,266	6,159	5,397	79,110	72,682
Proved Plus Probable .....	4,589	3,675	497,380	463,072	7,459	6,593	94,945	87,447

*Notes:*

- (1) No one field accounted for 20 percent or more of Tourmaline's estimated 2012 production in the Consolidated Reserve Report.
- (2) Numbers may not add due to rounding.
- (3) Includes Exshaw production (without reduction to reflect the 9.4% third-party minority interest in Exshaw).

### ***Production History***

The following tables summarize certain information in respect of average production, product prices received, royalties paid, operating expenses and resulting netback for the periods indicated below:

	<b>Quarter Ended</b>			
	<b>2012<sup>(4)</sup></b>			
	<b>December 31</b>	<b>September 30</b>	<b>June 30</b>	<b>March 31</b>
Average Daily Production <sup>(1)</sup> .....				
Light and Medium Crude Oil (Bbl/d) .....	5,267	4,213	5,081	4,770
Natural Gas (Mcf/d) .....	303,040	255,451	266,771	246,490
NGL (Bbls/d) .....	1,456	1,387	1,480	894
Combined (Boe/d) .....	57,229	48,175	51,022	46,746
Average Price Received .....				
Light and Medium Crude Oil (\$/bbl) .....	88.88	90.92	84.13	94.56

	Quarter Ended			
	2012 <sup>(4)</sup>			
	December 31	September 30	June 30	March 31
Natural Gas (\$/Mcf) .....	3.29	2.52	2.23	2.54
NGL (\$/bbl) .....	63.04	60.30	55.88	75.05
Combined (\$/Boe) .....	27.18	23.04	21.64	24.48
Royalties Paid.....				
Light and Medium Crude Oil (\$/bbl) .....	11.65	14.61	11.47	14.89
Natural Gas (\$/Mcf) .....	0.13	0.03	(0.13)	0.04
NGL (\$/bbl) .....	11.85	10.86	8.66	12.74
Combined (\$/Boe) .....	2.05	1.72	0.73	1.99
Production Costs (includes transportation) .....				
Light and Medium Crude Oil (\$/bbl) .....	11.27	9.16	9.38	9.34
Natural Gas (\$/Mcf) .....	0.90	0.88	1.06	1.12
NGL (\$/bbl) <sup>(2)</sup> .....	-	-	-	-
Combined (\$/Boe) .....	5.97	5.63	6.68	6.97
Netback Received (\$/Boe) <sup>(3)</sup> .....	19.17	15.68	14.22	15.52

*Notes:*

- (1) Before deduction of royalties.
- (2) NGL volumes are derived from natural gas production, as such all the related operating costs are attributed to the production of natural gas.
- (3) Netbacks are calculated by subtracting royalties and operating costs from revenues.
- (4) Includes Exshaw (without reduction to reflect the 9.4% third-party minority interest in Exshaw).

The following table sets forth the average daily production volumes for the year ended December 31, 2012 for each of the important fields comprising Tourmaline's assets.

	Light and Medium Crude Oil (Bbls/d)	Natural Gas (Mcf/d)	NGL (Bbls/d)	Boe (Boe/d)
Alberta Deep Basin .....	1,415	173,469	532	30,859
Other Alberta properties.....	2,240	13,872	25	4,577
British Columbia properties .....	1,177	80,659	748	15,368
<b>Total<sup>(1)</sup> .....</b>	<b>4,832</b>	<b>268,000</b>	<b>1,305</b>	<b>50,804</b>

*Note:*

- (1) Includes Exshaw (without reduction to reflect the 9.4% third-party minority interest in Exshaw).

For the year ended December 31, 2012, approximately 58% of Tourmaline's gross revenue was derived from natural gas production and approximately 42% was derived from crude oil and NGL production.

### ***Forward Contracts and Marketing***

The Company's commodity hedging policy has been established with the Board of Directors authorizing management to hedge up to 50% of current production. Other than the following, Tourmaline is not bound by any agreement (including any transportation agreement), directly or through an aggregator, under which it is precluded from fully realizing, or may be protected from the full effect of, future market prices for crude oil or natural gas.

During the fourth quarter of 2012, Tourmaline produced 303 MMcf/d of natural gas. In the first quarter of 2013, an average of 51.6 (16.7%) MMcf/d is sold forward at an average fixed price of \$3.87 per Mcf. For the full year 2013, an average of 49.2 (16.2%) MMcf/d is sold forward at an average fixed price of \$3.89 per Mcf. In a similar manner, an average of 37.3 (12.3%) MMcf/d is sold forward at an average fixed price of \$3.73 per Mcf for 2014.

In addition, Tourmaline produced 6,723 Bbls/d of oil and NGL during the fourth quarter of 2012. In the first quarter of 2013, an average of 1,300 (19.3%) Bbls/d of crude oil is sold forward at an average fixed price of \$100.05 per Bbl. For the full year 2013, an average of 1,050 (15.7%) Bbls/d is sold forward at an average fixed price of \$100.16 per Bbl. Similarly, an average of 525 (7.8%) Bbls/d is sold forward at an average fixed price of \$99.36 per Bbl for 2014.

Furthermore, Tourmaline's transportation obligations or commitments for future physical deliveries of crude oil and natural gas do not exceed Tourmaline's expected related future production from its proved reserves, estimated using forecast prices and costs, as disclosed in this Annual Information Form.

## **OTHER BUSINESS INFORMATION**

### **Specialized Skill and Knowledge**

Tourmaline employs individuals with various professional skills in the course of pursuing its business plan. These professional skills include, but are not limited to, geology, geophysics, engineering, financial and business skills, which are widely available in the industry. Drawing on significant experience in the oil and gas business, Tourmaline believes its management team has a demonstrated track record of bringing together all of the key components to a successful exploration and production company: strong technical skills; expertise in planning and financial controls; ability to execute on business development opportunities; capital markets expertise; and an entrepreneurial spirit that allows Tourmaline to effectively identify, evaluate and execute on value added initiatives.

### **Competitive Conditions**

The oil and natural gas industry is very competitive. The Canadian Association of Petroleum Producers estimates that there are over 1,000 exploration and production companies in Canada. Tourmaline controls less than one percent of the business in western Canada, but where it is active (see "Description of Core Long-Term Growth Areas"), Tourmaline believes it has a strong competitive position.

Companies operating in the petroleum industry must manage risks which are beyond the direct control of company personnel. Among these risks are those associated with exploration, environmental damage, commodity prices, foreign exchange rates and interest rates.

The oil and natural gas industry is intensely competitive and Tourmaline competes with a substantial number of other entities, many of which have greater technical or financial resources. With the maturing nature of the WCSB, the access to new prospects is becoming more competitive and complex.

Tourmaline attempts to enhance its competitive position by operating in areas where it believes its technical personnel are able to reduce some of the risks associated with exploration, production and marketing because they are familiar with the areas of operation. Management believes that Tourmaline will be able to explore for and develop new production and reserves with the objective of increasing its cash flow and reserve base. See "Risk Factors – Competition".

### **Cycles**

The Company's business is generally cyclical. The exploration for and the development of oil and natural gas reserves is dependent on access to areas where drilling is to be conducted. Seasonal weather variation, including "freeze-up" and "break-up", affect access in certain circumstances. See "Risk Factors – Seasonality".

### **Environmental Protection**

The oil and natural gas industry is currently subject to environmental regulations pursuant to a variety of provincial and federal legislation. Compliance with such legislation may require significant expenditures or result in operational restrictions. Breach of such requirements may result in suspension or revocation of necessary licenses and authorizations, civil liability for pollution damage and the imposition of material fines and penalties, all of which might have a significant negative impact on earnings and overall competitiveness of the Company. For a description of the financial and operational effects of environmental protection requirements on the capital expenditures, earnings and competitive position of Tourmaline see "Industry Conditions – Environmental Regulation" and "Risk Factors – Environmental".

**Employees**

At December 31, 2012, Tourmaline had 87 full time employees and 3 consultants located at its Calgary office, and 23 full time employees and 49 contract operators in various field locations. Tourmaline currently has 91 full time employees and 2 consultants located at its Calgary office, and 23 full time employees and 57 contract operators in various field locations.

**Reorganizations**

Other than disclosed under "General Development of the Business", Tourmaline has not completed any material reorganization within the three most recently completed financial years or completed during the current financial year. No material reorganization is currently proposed for the current financial year. See "General Development of the Business".

**Environmental, Health and Safety Policies**

The Company supports environmental protection and employee health and safety by integrating the essential principles and practices through its environmental management systems and employee occupational health and safety programs. The Company promotes safety and environmental awareness and protection through the implementation and communication of the Company's environmental management and employee occupational health and safety programs, policies and procedures. Committee structures are established in the Company's operations which are designed to allow for employee participation and development of policies and programs which provide employees with job orientation, training, instruction and supervision to assist them in conducting their activities in an environmentally responsible and safe manner.

The Company develops emergency response teams and preparedness plans in conjunction with local authorities, emergency services and the communities in which it operates in order to effectively respond to an environmental incident should it arise. Environmental assessments are undertaken for new projects or when acquiring new properties or facilities in order to identify, assess and minimize environmental risks and operational exposures. The Company conducts audits of operations to confirm compliance with internal standards and to stimulate improvement in practices where needed. Documentation is maintained to support internal accountability and measure operational performance against recognized industry indicators to assist in achieving the objectives of the described policies and programs.

The Company also faces environmental, health and safety risks in the normal course of its operations due to the handling and storage of hazardous substances. The Company's environmental and occupational health and safety management systems are designed to manage such risks in the Company's business and allow action to be taken to mitigate the extent of any environmental, health or safety impacts from such operations. A key aspect of these systems is the performance of annual environmental and occupational health and safety audits.

**DIVIDENDS**

The Company has never declared or paid any cash dividends on the Common Shares. The Company currently intends to retain future earnings, if any, for future operations, expansion and debt repayment. Any decision to declare and pay dividends will be made at the discretion of the Board of Directors and will depend on, among other things, the Company's results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the Board may deem relevant.

In addition to the foregoing, the Company's ability to pay dividends now or in the future may be limited by covenants contained in the agreements governing any indebtedness that the Company has incurred or may incur in the future including the terms of the Company's credit facilities. Tourmaline's credit facility prohibits Tourmaline from declaring or paying any dividends (excluding stock dividends) to any of its shareholders or returning any capital (including by way of dividend) to any of its shareholders.

## DESCRIPTION OF CAPITAL STRUCTURE

### General Description of Capital Structure

The authorized share capital of Tourmaline consists of an unlimited number of Common Shares and an unlimited number of First Preferred Shares and an unlimited number of Second Preferred Shares.

The following is a summary of the rights, privileges, restrictions and conditions attaching to the shares in Tourmaline's share capital.

### Common Shares

Tourmaline is authorized to issue an unlimited number of Common Shares without nominal or par value. Holders of Common Shares are entitled to one vote per share at meetings of shareholders of Tourmaline. Subject to the rights of the holders of First Preferred Shares and Second Preferred Shares and any other shares having priority over the Common Shares, holders of Common Shares are entitled to dividends if, as and when declared by the Board of Directors and upon liquidation, dissolution or winding-up to receive the remaining property of Tourmaline.

### First Preferred Shares

The First Preferred Shares are issuable in series and will have such rights, restrictions, conditions and limitations as the Board of Directors may from time to time determine. No First Preferred Shares have been issued.

Tourmaline is authorized to issue an unlimited number of First Preferred Shares without nominal or par value. Holders of First Preferred Shares are entitled to receive dividends if, as and when declared by the Board of Directors, in priority to holders of Common Shares and Second Preferred Shares. In the event of a liquidation, dissolution or winding-up of Tourmaline, holders of the First Preferred Shares are entitled to receive a rateable share of all distributions made in priority to the holders of the Common Shares and Second Preferred Shares.

### Second Preferred Shares

The Second Preferred Shares are issuable in series and will have such rights, restrictions, conditions and limitations as the Board of Directors may from time to time determine. No Second Preferred Shares have been issued.

Tourmaline is authorized to issue an unlimited number of Second Preferred Shares without nominal or par value. Holders of Second Preferred Shares are entitled to receive dividends if, as and when declared by the Board of Directors subject to the preference of First Preferred Shares but in priority to holders of Common Shares. In the event of a liquidation, dissolution or winding-up of Tourmaline, holders of the Second Preferred Shares are entitled to receive a rateable share of all distributions made, subject to the preference of holders of First Preferred Shares but in priority to holders of Common Shares.

### Constraints

There are currently no constraints imposed on the ownership of securities of the Company to ensure that Tourmaline has a required level of Canadian ownership.

### Ratings

Tourmaline has not asked for and received a stability rating, or to the knowledge of Tourmaline, has received any other kind of rating, including, a provisional rating, from one or more approved rating organizations for securities of Tourmaline that are outstanding and which continue in effect.

## MARKET FOR SECURITIES

### Trading Price and Volume

The Common Shares trade on the Toronto Stock Exchange (the "TSX") under the symbol TOU. The following table sets forth the price ranges and volume traded on the TSX on a monthly basis for each month of the most recently completed financial year:

	Common Shares		
	Price Range		Trading Volume
	High (\$/share)	Low (\$/share)	
<b>2012</b>			
January .....	27.99	21.95	17,127,098
February .....	26.02	23.90	7,739,467
March .....	25.81	21.64	14,475,364
April .....	24.12	19.10	14,034,917
May .....	25.93	23.00	13,533,869
June .....	29.80	22.52	11,663,471
July .....	30.05	25.56	7,499,842
August .....	30.23	27.07	8,862,435
September .....	31.24	26.77	7,151,021
October .....	33.75	29.20	8,642,072
November .....	34.08	30.83	6,233,169
December .....	33.94	30.15	8,721,549

### Prior Sales

The following table provides details regarding each class of securities of the Company that are outstanding but not listed or quoted on a market place that have been issued by the Company during the most recently completed financial year.

Options Granted During 2012		
Date of Issuance	Number of Options	Exercise Price of Options
February 15, 2012	50,000	\$24.73
April 15, 2012	85,000	\$20.79
June 15, 2012	770,000	\$23.28
September 15, 2012	75,000	\$28.92
November 15, 2012	1,927,000	\$31.85

### ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

To the Company's knowledge, as of December 31, 2012, no securities of Tourmaline are held in escrow or subject to a contractual restriction on transfer.

### DIRECTORS AND OFFICERS

#### Name, Occupation and Security Holding

The names, province or state, and country of residence, positions and offices held with the Company, and principal occupation of the directors and executive officers of the Company are set out below and, in the case of directors, the period each has served as a director of the Company.

<b>Name, Province and Country of Residence</b>	<b>Position Held</b>	<b>Principal Occupation for the Last Five Years</b>	<b>Director Since</b>
Michael L. Rose Alberta, Canada	Chairman, President and Chief Executive Officer	Chairman, President and Chief Executive Officer of Tourmaline since August 2008. Prior thereto, Chairman, President and Chief Executive Officer of Duvernay, an oil and gas company.	August 6, 2008
William D. Armstrong <sup>(4)(5)</sup> Colorado, United States	Director	President and Chief Executive Officer of Armstrong Oil & Gas Inc., an oil and gas exploration and production company.	October 27, 2008
Lee Baker <sup>(3)(4)(5)</sup> Alberta, Canada	Director	President and Chief Executive Officer of Nordegg Resources Inc., an oil and gas company, since March 2008. Prior thereto, President and Chief Executive Officer of RSX Energy Inc., an oil and gas company.	March 22, 2011
Robert W. Blakely <sup>(1)(2)(3)(5)</sup> Ontario, Canada	Director	President of Likrilyn Capital Corporation, an investment management company.	October 27, 2008
John W. Elick <sup>(5)</sup> Alberta, Canada	Director	Chairman of Cinch Energy Corp. from November 2001 to July 12, 2011 and Chief Executive Officer of Cinch Energy Corp. from November 2001 to November 2009.	March 19, 2013
Kevin Keenan <sup>(4)</sup> Alberta, Canada	Director	Independent businessman since November 2009. Prior thereto, Vice President, Operations and Chief Operating Officer of Exshaw. Prior thereto, President of Manor House Venture Partners Inc.	October 27, 2008
Phillip A. Lamoreaux <sup>(1)(2)(3)(4)(5)</sup> California, United States	Director	Managing Member of Lamoreaux Capital Management LLC, an investment management company.	September 9, 2010
Andrew B. MacDonald <sup>(1)(2)(5)</sup> British Columbia, Canada	Director	Independent businessman since January 2009. Prior thereto, Co-Head of Canadian Equities and Portfolio Manager with Phillips, Hager & North Investment Management, an investment management company.	March 22, 2011
Clayton H. Riddell Alberta, Canada	Director	Chairman and Chief Executive Officer of Paramount Resources Ltd., an oil and gas company.	October 27, 2008
Brian G. Robinson Alberta, Canada	Director and Vice President, Finance and Chief Financial Officer	Director and Vice President, Finance and Chief Financial Officer of Tourmaline since August 2008. Prior thereto, Vice President, Finance and Chief Financial Officer of Duvernay.	October 27, 2008
Robert N. Yurkovich <sup>(6)</sup> Alberta, Canada	Director and Executive Vice President, Exploration	Director and Executive Vice President, Exploration of Tourmaline since October 2008. Prior thereto, Vice President, Exploration of Duvernay.	March 19, 2013
Stanley Nowek Alberta, Canada	Vice President, Operations and Chief Operating Officer	Vice President, Operations and Chief Operating Officer of Tourmaline since October 2008. Prior thereto, Vice President, Operations and Chief Operating Officer of Duvernay.	N/A
Ronald J. Hill Alberta, Canada	Vice President, Exploration	Vice President, Exploration of Tourmaline since November 2009. Prior thereto, Senior Geologist at Tourmaline and Duvernay.	N/A
Drew E. Tumbach Alberta, Canada	Vice President, Land and Contracts	Vice President, Land and Contracts of Tourmaline since October 2008. Prior thereto, Vice President, Land and Contracts of Duvernay.	N/A
W. Scott Kirker Alberta, Canada	Secretary and General Counsel	Secretary and General Counsel of Tourmaline since August 2008. Prior thereto, Manager Corporate Affairs of Duvernay.	N/A

*Notes:*

- (1) Member of the Audit Committee. Mr. Blakely is the Chairman of the Audit Committee.
- (2) Member of the Compensation Committee. Mr. Blakely is the Chairman of the Compensation Committee.
- (3) Member of the Corporate Governance Committee. Mr. Lamoreaux is the Chairman of the Corporate Governance Committee.

- (4) Member of the Reserves, Safety and Environmental Committee. Mr. Keenan is the Chairman of the Reserves, Safety and Environmental Committee.
- (5) Independent director.
- (6) Mr. Yurkovich is part time in his capacity as Executive Vice President, Exploration. He also served as a director from October 27, 2008 to June 6, 2012.

All of the Company's directors' terms of office will expire at the earliest of their resignation, the close of the next annual shareholder meeting called for the election of directors, or on such other date as they may be removed according to the ABCA. Each director will devote the amount of time as is required to fulfill his obligations to the Company. The Company's officers are appointed by and serve at the discretion of the Board of Directors.

As of the date of this Annual Information Form, the directors and executive officers of Tourmaline, as a group, beneficially owned, or controlled or directed, directly or indirectly, 34,867,087 Common Shares or approximately 19.1% of the issued and outstanding Common Shares.

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

#### ***Cease Trade Orders***

To the knowledge of the Company, except as described below, no director or executive officer of the Company (nor any personal holding company of any of such persons) is, as of the date of this Annual Information Form, or was within 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Company), that: (a) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Clayton Riddell is a director and executive officer of Paramount Resources Ltd. ("**Paramount**"). From 1992 to 2008, Paramount was the general partner of T.T.Y. Paramount Partnership No. 5 ("**TTY**"), a limited partnership, which was an unlisted reporting issuer in certain provinces of Canada. TTY was established in 1980 to conduct oil and gas exploration and development but had not carried on active operations since 1984 and had only nominal assets. A cease trade order against TTY was issued by the Autorité des marchés financiers in 1999 for failing to file the June 30, 1998 interim financial statements in Québec. The cease trade order was revoked on April 9, 2008. TTY was dissolved on July 21, 2008.

#### ***Bankruptcies***

To the knowledge of the Company, no director or executive officer of the Company (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company: (a) is, as of the date of this Annual Information Form, or has been within the 10 years before the date of this Annual Information Form, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

### ***Penalties or Sanctions***

To the knowledge of the Company, no director or executive officer of the Company (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### ***Conflicts of Interest***

Certain officers and directors of the Company are also officers and/or directors of other entities engaged in the oil and gas business generally. As a result, situations may arise where the interest of such directors and officers conflict with their interests as directors and officers of other companies. The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of the Company. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the ABCA. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

### **Legal Proceedings**

There are no legal proceedings Tourmaline is or was a party to, or that any of its property is or was the subject of, during Tourmaline's financial year, nor are any such legal proceedings known to Tourmaline to be contemplated, that involves a claim for damages, exclusive of interest and costs, exceeding 10% of the current assets of Tourmaline.

### **Regulatory Actions**

There are no:

- (a) penalties or sanctions imposed against Tourmaline by a court relating to securities legislation or by a securities regulatory authority during Tourmaline's financial year;
- (b) other penalties or sanctions imposed by a court or regulatory body against Tourmaline that would likely be considered important to a reasonable investor in making an investment decision; and
- (c) settlement agreements Tourmaline entered into before a court relating to securities legislation or with a securities regulatory authority during Tourmaline's financial year.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

There is no material interest, direct or indirect, of any: (a) director or executive officer of Tourmaline; (b) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of Tourmaline's voting securities; and (c) associate or affiliate of any of the persons or companies referred to in (a) or (b) above in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect Tourmaline..

## **AUDITOR, TRANSFER AGENT AND REGISTRAR**

The Company's auditors are KPMG LLP, Chartered Accountants, Suite 2700, 205 – 5th Avenue S.W., Calgary, Alberta T2P 4B9.

The transfer agent and registrar for the Common Shares is Canadian Stock Transfer Company, Inc. at its principal offices in Calgary, Alberta and Toronto, Ontario.

## **MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business, the Company has not entered into any material contracts within the most recently completed financial year, or before the most recently completed financial year which are still in effect.

## **INTERESTS OF EXPERTS**

### **Names of Experts**

The only persons or companies who are named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made by the Company under National Instrument 51-102 during, or relating to the Company's most recently completed financial year and whose profession or business gives authority to such report, valuation, statement or opinion, are:

- KPMG LLP, Tourmaline's independent auditors; and
- GLJ and Deloitte, Tourmaline's independent reserve evaluators (collectively, the "**Reserve Evaluators**").

### **Interests of Experts**

To the Company's knowledge, no registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of one of the Company's associates or affiliates (i) were held by any of the Reserve Evaluators or by the "designated professionals" (as defined in Form 51-102F2) of the Reserve Evaluators, when the Reserve Evaluators prepared their respective reports, valuations, statements or opinions referred to herein as having been prepared by such Reserve Evaluators, (ii) were received by any of the Reserve Evaluators or the designated professionals of the Reserve Evaluators after such Reserve Evaluator prepared the report, valuation, statement or opinion in question, or (iii) is to be received by any of the Reserve Evaluators or the designated professionals of the Reserve Evaluators.

None of the Reserve Evaluators nor any director, officer or employee of any of the Reserve Evaluators is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

KPMG LLP has advised the Company that they are independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

## **INDUSTRY CONDITIONS**

Companies operating in the oil and natural gas industry are subject to extensive regulation and control of operations (including land tenure, exploration, development, production, refining and upgrading, transportation, and marketing) as a result of legislation enacted by various levels of government and with respect to the pricing and taxation of oil and natural gas through agreements among the governments of Canada, Alberta, British Columbia and Saskatchewan, all of which should be carefully considered by investors in the oil and gas industry. It is not expected that any of these regulations or controls will affect the Company's operations in a manner materially different than they will affect other oil and natural gas companies of similar size. All current legislation is a matter of public record and the Company is unable to predict what additional legislation or amendments may be enacted. Outlined below are some of the principal aspects of legislation, regulations and agreements governing the oil and gas industry in western Canada.

### **Pricing and Marketing**

#### *Oil*

The producers of oil are entitled to negotiate sales contracts directly with oil purchasers, with the result that the market determines the price of oil. Worldwide supply and demand primarily determines oil prices. The specific price depends in part on oil quality, prices of competing fuels, distance to market, the availability of transportation, value of refined products, the supply/demand balance and contractual terms of sale. Oil exporters are also entitled to enter into export contracts with terms not exceeding one year in the case of light crude oil and two years in the case of heavy crude oil, provided that an order approving such export has been obtained from the National Energy Board of Canada (the "**NEB**"). Any oil export to be made pursuant to a contract of longer duration (to a maximum of 25 years) requires an exporter to obtain an export licence from the NEB. The NEB is currently undergoing a consultation process to update the current regulations governing the issuance of export licences. The updating process is necessary to meet the criteria set out in the federal *Jobs, Growth and Long-term Prosperity Act* which received Royal Assent on June 29, 2012 (the "**Prosperity Act**"). In this transitory period, the NEB has issued, and is currently following an "Interim Memorandum of Guidance concerning Oil and Gas Export Applications and Gas Import Applications under Part VI of the *National Energy Board Act*".

### ***Natural Gas***

Alberta's natural gas market has been deregulated since 1985. Supply and demand determine the price of natural gas and price is calculated at the sale point, being the wellhead, the outlet of a gas processing plant, on a gas transmission system such as the Alberta "NIT" (Nova Inventory Transfer), at a storage facility, at the inlet to a utility system or at the point of receipt by the consumer. Accordingly, the price for natural gas is dependent upon such producer's own arrangements (whether long or short term contracts and the specific point of sale). As natural gas is also traded on trading platforms such as the Natural Gas Exchange (NGX) or the New York Mercantile Exchange (NYMEX) in the United States, spot and future prices can be set by such supply and demand. Natural gas exported from Canada is subject to regulation by the NEB and the Government of Canada. Exporters are free to negotiate prices and other terms with purchasers, provided that the export contracts must continue to meet certain other criteria prescribed by the NEB and the Government of Canada. Natural gas (other than propane, butane and ethane) exports for a term of less than two years or for a term of two to 20 years (in quantities of not more than 30,000 m<sup>3</sup>/day) must be made pursuant to an NEB order. Any natural gas export to be made pursuant to a contract of longer duration (to a maximum of 25 years) or for a larger quantity requires an exporter to obtain an export licence from the NEB.

### **The North American Free Trade Agreement**

The North American Free Trade Agreement ("**NAFTA**") among the governments of Canada, the United States and Mexico became effective on January 1, 1994. In the context of energy resources, Canada continues to remain free to determine whether exports of energy resources to the United States or Mexico will be allowed, provided that any export restrictions do not: (i) reduce the proportion of energy resources exported relative to the total supply of goods of the party maintaining the restriction as compared to the proportion prevailing in the most recent 36 month period; (ii) impose an export price higher than the domestic price (subject to an exception with respect to certain measures which only restrict the volume of exports); and (iii) disrupt normal channels of supply.

All three signatory countries are prohibited from imposing a minimum or maximum export price requirement in any circumstance where any other form of quantitative restriction is prohibited. The signatory countries are also prohibited from imposing a minimum or maximum import price requirement except as permitted in enforcement of countervailing and anti-dumping orders and undertakings. NAFTA requires energy regulators to ensure the orderly and equitable implementation of any regulatory changes and to ensure that the application of those changes will cause minimal disruption to contractual arrangements and avoid undue interference with pricing, marketing and distribution arrangements, all of which are important for Canadian oil and natural gas exports. NAFTA contemplates the reduction of Mexican restrictive trade practices in the energy sector and prohibits discriminatory border restrictions and export taxes.

### **Royalties and Incentives**

## **General**

In addition to federal regulation, each province has legislation and regulations, which govern royalties, production rates and other matters. The royalty regime in a given province is a significant factor in the profitability of oil sands projects, crude oil, natural gas liquids, sulphur and natural gas production. Royalties payable on production from lands other than Crown lands are determined by negotiation between the mineral freehold owner and the lessee, although production from such lands is subject to certain provincial taxes and royalties. Royalties from production on Crown lands are determined by governmental regulation and are generally calculated as a percentage of the value of gross production. The rate of royalties payable generally depends in part on prescribed reference prices, well productivity, geographical location, field discovery date, method of recovery and the type or quality of the petroleum product produced. Other royalties and royalty-like interests are, from time to time, carved out of the working interest owner's interest through non-public transactions. These are often referred to as overriding royalties, gross overriding royalties, net profits interests, or net carried interests.

Occasionally the governments of the western Canadian provinces create incentive programs for exploration and development. Such programs often provide for royalty rate reductions, royalty holidays or royalty tax credits and are generally introduced when commodity prices are low to encourage exploration and development activity by improving earnings and cash flow within the industry.

## **Alberta**

Producers of oil and natural gas from Crown lands in Alberta are required to pay annual rental payments, currently at a rate of \$3.50 per hectare, and make monthly royalty payments in respect of oil and natural gas produced.

Royalties are currently paid pursuant to "The New Royalty Framework" (implemented by the *Mines and Minerals (New Royalty Framework) Amendment Act, 2008*) and the "Alberta Royalty Framework", which was implemented in 2010.

Royalty rates for conventional oil are set by a single sliding rate formula, which is applied monthly and incorporates separate variables to account for production rates and market prices. Effective January 1, 2011, the maximum royalty payable under the royalty regime was set at 40%. The royalty curve for conventional oil announced on May 27, 2010 amends the price component of the conventional oil royalty formula to moderate the increase in the royalty rate at prices higher than \$535/m<sup>3</sup> compared to the previous royalty curve.

Royalty rates for natural gas under the royalty regime are similarly determined using a single sliding rate formula incorporating separate variables to account for production rates and market prices. Effective January 1, 2011, the maximum royalty payable under the royalty regime was set at 36%. The royalty curve for natural gas announced on May 27, 2010 amends the price component of the natural gas royalty formula to moderate the increase in the royalty rate at prices higher than \$5.25/GJ compared to the previous royalty curve.

Oil sands projects are also subject to the Alberta's royalty regime. Prior to payout of an oil sands project, the royalty is payable on gross revenues of an oil sands project. Gross revenue royalty rates range between 1-9% depending on the market price of oil, determined using the average monthly price, expressed in Canadian dollars, for WTI crude oil and Cushing, Oklahoma: rates are 1% when the market price of oil is less than or equal to \$55 per barrel and increase for every dollar of market price of oil increase to a maximum of 9% when oil is priced at \$120 or higher. After payout, the royalty payable is the greater of the gross revenue royalty based on the gross revenue royalty rate of 1-9% and the net revenue royalty based on the net revenue royalty rate. Net revenue royalty rates start at 25% and increase for every dollar of market price of oil increase above \$55 up to 40% when oil is priced at \$120 or higher. In addition, concurrently with the implementation of the New Royalty Framework, the Government of Alberta renegotiated existing contracts with certain oil sands producers that were not compatible with the current royalty regime.

Producers of oil and natural gas from freehold lands in Alberta are required to pay annual freehold production taxes. The level of the freehold production tax is based on the volume of monthly production and a specified rate of tax for both oil and gas.

The Innovative Energy Technologies Program (the "**IETP**"), which is currently in place, has the stated objectives of increasing recovery from oil and gas deposits, finding technical solutions to the gas over bitumen issue, improving the recovery of bitumen by in-situ and mining techniques and improving the recovery of natural gas from coal seams. The IETP provides royalty adjustments to specific pilot and demonstration projects that utilize new or innovative technologies to increase recovery from existing reserves.

The Government of Alberta currently has in place two royalty programs, both of which commenced in 2008 with the intention to encourage the development of deeper, higher cost oil and gas reserves. A five-year program for conventional oil exploration wells over 2,000 metres provides qualifying wells with up to a \$1 million or 12 months of royalty relief, whichever comes first, and a five-year program for natural gas wells deeper than 2,500 metres provides a sliding scale royalty credit based on depth of up to \$3,750 per metre. On May 27, 2010, the natural gas deep drilling program was amended, retroactive to May 1, 2010, by reducing the minimum qualifying depth to 2,000 metres, removing a supplemental benefit of \$875,000 for wells exceeding 4,000 metres that are spudded subsequent to that date, and including wells drilled into pools drilled prior to 1985, among other changes.

On November 19, 2008, the Government of Alberta announced the introduction of a five-year program of transitional royalty rates with the intent of promoting new drilling. The five-year transition option is designed to provide lower royalties at certain price levels in the initial years of a well's life when production rates are expected to be the highest. Under this program, companies drilling new natural gas or conventional deep oil wells between 1,000 and 3,500 m receive a one-time option, on a well-by-well basis, to adopt either the new transitional royalty rates or those outlined in the royalty regime. These options expired on February 15, 2011 and on January 1, 2014, all producers operating under the transitional royalty rates will automatically become subject to the royalty regime. Production from wells operating under the transitional royalty rates will not be subject to the royalty curves for conventional oil and natural gas.

On March 17, 2011, the Government of Alberta approved the *New Well Royalty Regulation* providing for the permanent implementation of a formerly temporary royalty program which provides for a maximum 5% royalty rate for eligible new wells for the first twelve (12) productive months or until the regulated "volume cap" is reached.

In addition to the foregoing, the Government of Alberta has implemented certain initiatives intended to accelerate technological development and facilitate the development of unconventional resources (the "**Emerging Resource and Technologies Initiative**"). Specifically:

- Coalbed methane wells will receive a maximum royalty rate of 5% for 36 producing months on up to 750 MMcf of production, retroactive to wells that began producing on or after May 1, 2010;
- Shale gas wells will receive a maximum royalty rate of 5% for 36 producing months with no limitation on production volume, retroactive to wells that began producing on or after May 1, 2010;
- Horizontal gas wells will receive a maximum royalty rate of 5% for 18 producing months on up to 500 MMcf of production, retroactive to wells that commenced drilling on or after May 1, 2010; and
- Horizontal oil wells and horizontal non-project oil sands wells will receive a maximum royalty rate of 5% with volume and production month limits set according to the depth of the well (including the horizontal distance), retroactive to wells that commenced drilling on or after May 1, 2010.

The Emerging Resource and Technologies Initiative will be reviewed in 2014, and the Government of Alberta has committed to providing industry with three years notice at that time if it decides to discontinue the program.

### ***British Columbia***

Producers of oil and natural gas from Crown lands in British Columbia are required to pay annual rental payments, currently at a rate of \$3.50 per hectare, and make monthly royalty payments in respect of oil and natural gas produced. The amount payable as a royalty in respect of oil depends on the type and vintage of the oil, the quantity of oil produced in a month and the value of that oil. Generally, oil is classified as either light or heavy and the vintage of oil is based on the determination of whether the oil is produced from a pool discovered before October 31, 1975 ("**old oil**"), between October 31, 1975 and June 1, 1998 ("**new oil**"), or after June 1, 1998 or through an Enhanced Oil Recovery ("**EOR**") Scheme ("**third-tier oil**"). The royalty calculation takes into account the production of oil on a well-by-well basis, the specified royalty rate for a given vintage of oil, the average unit selling price of the oil and any applicable royalty exemptions. Royalty rates are reduced on low productivity wells, reflecting the higher unit costs of extraction, and are the lowest for third-tier oil, reflecting the higher unit costs of both exploration and extraction.

The royalty payable in respect of natural gas produced on Crown lands is determined by a sliding scale formula based on a reference price, which is the greater of the average net price obtained by the producer and a prescribed minimum price. For non-conservation gas (not produced in association with oil), the royalty rate depends on the date of acquisition of the oil and natural gas tenure rights and the spud date of the well and may also be impacted by the select price, a parameter used in the royalty rate formula to account for inflation. Royalty rates are fixed for certain classes of non-conservation gas when the reference price is below the select price. Conservation gas is subject to a lower royalty rate than non-conservation gas. Royalties on natural gas liquids are levied at a flat rate of 20% of the sales volume.

Producers of oil and natural gas from freehold lands in British Columbia are required to pay monthly freehold production taxes. For oil, the level of the freehold production tax is based on the volume of monthly production. It is either a flat rate, or, at certain production levels, is determined using a sliding scale formula based on the reference price similar to that applied to oil production on Crown land. For natural gas, the freehold production tax is either a flat rate, or, at certain production levels, is determined using a sliding scale formula based on the reference price similar to that applied to natural gas production on Crown land, and depends on whether the natural gas is conservation gas or non-conservation gas. The freehold production tax rate for natural gas liquids is a flat 12.25%.

British Columbia maintains a number of targeted royalty programs for key resource areas intended to increase the competitiveness of British Columbia's natural gas low productivity wells. These include both royalty credit and royalty reduction programs, including the following:

- *Summer Royalty Credit Program* providing a royalty credit equal to 10% of the goods and services costs up to \$100,000 for wells drilled between April 1 and November 30 of each year;
- *Deep Royalty Credit Program* providing a royalty credit defined in terms of a dollar amount applied against royalties, is well specific and applies to drilling and completion costs for vertical wells with a true vertical depth greater than 2,500 metres and horizontal wells with a true vertical depth greater than 2,300 metres (or 1,900 metres if spud after August 1, 2009) and if certain other criteria are met and is intended to reflect the higher drilling and completion costs that relate to locations specific factors;
- *Deep Re-Entry Royalty Credit Program* providing royalty credit for deep re-entry wells with a true vertical depth to the top of pay of the re-entry well event that is greater than 2,300 metres and a re-entry date subsequent to December 1, 2003; or if the well was spud on or after January 1, 2009, with a true vertical depth to the completion point of the re-entry well event being greater than 2,300 metres;
- *Deep Discovery Royalty Credit Program* providing the lesser of a 3-year royalty holiday or 283,000,000 m<sup>3</sup> of royalty free gas for deep discovery wells with a true vertical depth greater than 4,000 metres whose surface locations are at least 20 kilometres away from the surface location of any well drilled into a recognized pool within the same formation;

- *Natural Gas Royalty Reduction* providing a reduced royalty on wells drilled on land rights acquired after June 1, 1998 and completed within 5 years of the date the rights are issued;
- *Coalbed Gas Royalty Reduction and Credit Program* providing a royalty reduction for coalbed gas wells with average daily production less than 17,000 m<sup>3</sup> as well as a royalty credit for coalbed gas wells equal to \$50,000 for wells drilled on Crown land and a tax credit equal to \$30,000 for wells drilled on freehold land;
- *Marginal Royalty Reduction Program* providing monthly royalty reductions for low productivity non-conservation natural gas wells with average monthly production under 25,000 m<sup>3</sup> during the first 12 production months and average daily production less than 23 m<sup>3</sup> for every metre of marginal well depth;
- *Ultra-Marginal Royalty Reduction Program* providing additional royalty reductions for low productivity shallow non-conservation natural gas wells with a true vertical depth of less than 2,500 metres in the case of vertical wells, and a total vertical depth of less than 2,300 metres in the case of a horizontal well, average monthly production under 60,000 m<sup>3</sup> during the first 12 production months and average daily production less than 11.0 m<sup>3</sup> (development wells) or 17 m<sup>3</sup> (exploratory wildcat wells) for every 100 metres of marginal well depth; and
- *Net Profit Royalty Reduction Program* providing reduced initial royalty rates to facilitate the development and commercialization of technically complex resources such as coalbed gas, tight gas, shale gas and enhanced-recovery projects, with higher royalty rates applied once capital costs have been recovered.

Oil produced from an oil well that is located on either Crown or freehold land and completed in a new pool discovered subsequent to June 30, 1974 may also be exempt from the payment of a royalty for the first 36 months of production or 11,450 m<sup>3</sup> of production, whichever comes first.

The Government of British Columbia also maintains an Infrastructure Royalty Credit Program (the "**Infrastructure Royalty Credit Program**") which provides royalty credits for up to 50% of the cost of certain approved road construction or pipeline infrastructure projects intended to facilitate increased oil and gas exploration and production in under-developed areas and to extend the drilling season.

In August 2012, the Government of British Columbia announced that it is bringing in a nominal 2% royalty on both oil and natural gas on the revenue for the first year of production for wells drilled from September 2012 through to June 2013.

### ***Saskatchewan***

In Saskatchewan, the amount payable as Crown royalty or freehold production tax in respect of oil depends on the type and vintage of oil, the quantity of oil produced in a month, the value of the oil produced and specified adjustment factors determined monthly by the provincial government. For Crown royalty and freehold production tax purposes, conventional oil is divided into "types", being "heavy oil", "southwest designated oil" or "non-heavy oil other than southwest designated oil". The conventional royalty and production tax classifications ("fourth tier oil", "third tier oil", "new oil" and "old oil") depend on the finished drilling date of a well and are applied to each of the three crude oil types slightly differently. Heavy oil is classified as third tier oil (having a finished drilling date on or after January 1, 1994 and before October 1, 2004), fourth tier oil (having a finished drilling date on or after October 1, 2002 or incremental oil from new or expanded waterflood projects) or new oil (oil from wells drilled on or after January 1, 1994). Southwest designated oil uses the same definitions of third and fourth tier oil but new oil is defined as conventional oil produced from a horizontal well having a finished drilling date on or after February 9, 1998 and before October 1, 2002. For non-heavy oil other than southwest designated oil, the same classification is used but new oil is defined as conventional oil produced from a vertical well completed after 1973 and having a finished drilling date prior to 1994, whereas old oil is defined as conventional oil not classified as third or fourth tier oil or new oil. Production tax rates for freehold production are determined by first determining the Crown royalty

rate and then subtracting the "Production Tax Factor" ("PTF") applicable to that classification of oil. Currently the PTF is 6.9 for "old oil", 10.0 for "new oil" and "third tier oil" and 12.5 for "fourth tier oil". The minimum rate for freehold production tax is zero.

Base prices are used to establish lower limits in the price-sensitive royalty structure for conventional oil and apply at a reference well production rate of 100 m<sup>3</sup> for "old oil", "new oil" and "third tier oil", and 250 m<sup>3</sup> per month for "fourth tier oil". Where average wellhead prices are below the established base prices of \$100 per m<sup>3</sup> for third and fourth tier oil and \$50 per m<sup>3</sup> for new oil and old oil, base royalty rates are applied. Base royalty rates are 5% for all fourth tier oil, 10% for heavy oil that is third tier oil or new oil, 12.5% for southwest designated oil that is third tier oil or new oil, 15% for non-heavy oil other than southwest designated oil that is third tier or new oil, and 20% for old oil. Where average wellhead prices are above base prices, marginal royalty rates are applied to the proportion of production that is above the base oil price. Marginal royalty rates are 30% for all fourth tier oil, 25% for heavy oil that is third tier oil or new oil, 35% for southwest designated oil that is third tier oil or new oil, 35% for non-heavy oil other than southwest designated oil that is third tier or new oil, and 45% for old oil.

The amount payable as Crown royalty or freehold production tax in respect of natural gas production is determined by a sliding scale based on the actual price received, the quantity produced in a given month, the type of natural gas, and the classification of the natural gas. Like conventional oil, natural gas may be classified as "non-associated gas" (gas produced from gas wells) or "associated gas" (gas produced from oil wells) and royalty rates are determined according to the finished drilling date of the respective well. Non-associated gas is classified as new gas (having a finished drilling date before February 9, 1998 with a first production date on or after October 1, 1976), third tier gas (having a finished drilling date on or after February 9, 1998 and before October 1, 2002), fourth tier gas (having a finished drilling date on or after October 1, 2002) and old gas (not classified as either third tier, fourth tier or new gas). A similar classification is used for associated gas except that the classification of old gas is not used, the definition of fourth tier gas also includes production from oil wells with a finished drilling date prior to October 1, 2002, where the individual oil well has a gas-oil production ratio in any month of more than 3,500 m<sup>3</sup> of gas for every m<sup>3</sup> of oil, and new gas is defined as oil produced from a well with a finished drilling date before February 9, 1998 that received special approval, prior to October 1, 2002, to produce oil and gas concurrently without gas-oil ratio penalties. Natural gas liquids and by-products recovered at gas processing plants are not subject to a royalty. Gas liquids which are produced and measured at the wellhead are treated as crude oil for royalty purposes.

On December 9, 2010, the Government of Saskatchewan enacted the *Freehold Oil and Gas Production Tax Act, 2010* with the intention to facilitate the efficient payment of freehold production taxes by industry. Two new regulations with respect to this legislation are: (i) *The Freehold Oil and Gas Production Tax Regulations, 2012* which sets out the terms and conditions under which the taxes are calculated and paid; and (ii) *The Recovered Crude Oil Tax Regulations, 2012* which sets out the terms and conditions under which taxes on recovered crude oil that was delivered from a crude oil recovery facility on or after March 1, 2012 are to be calculated and paid.

As with conventional oil production, base prices based on a well reference rate of 250 10<sup>3</sup> m<sup>3</sup>/month are used to establish lower limits in the price-sensitive royalty structure for natural gas. Where average field-gate prices are below the established base prices of \$50 per thousand m<sup>3</sup> for third and fourth tier gas and \$35 per thousand m<sup>3</sup> for new gas and old gas, base royalty rates are applied. Base royalty rates are 5% for all fourth tier gas, 15% for third tier or new gas, and 20% for old gas. Where average well-head prices are above base prices, marginal royalty rates are applied to the proportion of production that is above the base gas price. Marginal royalty rates are 30% for all fourth tier gas, 35% for third tier and new gas, and 45% for old gas. The current regulatory scheme provides for certain differences with respect to the administration of "fourth tier gas" which is associated gas.

The Government of Saskatchewan currently provides a number of targeted incentive programs. These include both royalty reduction and incentive volume programs, including the following:

- *Royalty/Tax Incentive Volumes for Vertical Oil Wells Drilled on or after October 1, 2002* providing reduced Crown royalty (a Crown royalty rate of the lesser of "fourth tier oil" Crown royalty rate and 2.5%) and freehold tax rates (a freehold production tax rate of 0%) on incentive volumes of 8,000 m<sup>3</sup> for deep development vertical oil wells, 4,000 m<sup>3</sup> for non-deep exploratory vertical oil wells and 16,000 m<sup>3</sup> for deep exploratory vertical oil wells (more than 1,700 metres or within certain formations)

and after the incentive volume is produced, the oil produced will be subject to the "fourth tier" royalty tax rate;

- *Royalty/Tax Incentive Volumes for Exploratory Gas Wells Drilled on or after October 1, 2002* providing reduced Crown royalty (a Crown royalty rate of the lesser of "fourth tier oil" Crown royalty rate and 2.5%) and freehold tax rates (a freehold production tax rate of 0%) on incentive volumes of 25,000,000 m<sup>3</sup> for qualifying exploratory gas wells;
- *Royalty/Tax Incentive Volumes for Horizontal Oil Wells Drilled on or after October 1, 2002* providing reduced Crown royalty (a Crown royalty rate of the lesser of "fourth tier oil" Crown royalty rate and 2.5%) and freehold tax rates on incentive volumes of 6,000 m<sup>3</sup> for non-deep horizontal oil wells and 16,000 m<sup>3</sup> for deep horizontal oil wells (more than 1,700 metres or within certain formations) and after the incentive volume is produced, the oil produced will be subject to the "fourth tier" royalty tax rate;
- *Royalty/Tax Incentive Volumes for Horizontal Gas Wells drilled on or after June 1, 2010 and before April 1, 2013* providing for a classification of the well as a qualifying exploratory gas well and resulting in a reduced Crown royalty (a Crown royalty rate of the lesser of "fourth tier oil" Crown royalty rate and 2.5%) and freehold tax rates (a freehold production tax rate of 0%) on incentive volumes of 25,000,000 m<sup>3</sup> for horizontal gas wells and after the incentive volume is produced, the gas produced will be subject to the "fourth tier" royalty tax rate;
- *Royalty/Tax Regime for Incremental Oil Produced from New or Expanded Waterflood Projects Implemented on or after October 1, 2002* whereby incremental production from approved waterflood projects is treated as fourth tier oil for the purposes of Crown royalty and freehold tax calculations;
- *Royalty/Tax Regime for Enhanced Oil Recovery Projects (Excluding Waterflood Projects) Commencing prior to April 1, 2005* providing lower Crown royalty and freehold tax determinations based in part on the profitability of EOR projects during and subsequent to the payout of the EOR operations;
- *Royalty/Tax Regime for Enhanced Oil Recovery Projects (Excluding Waterflood Projects) Commencing on or after April 1, 2005* providing a Crown royalty of 1% of gross revenues on enhanced oil recovery projects pre-payout and 20% of EOR operating income post-payout and a freehold production tax of 0% pre-payout and 8% post-payout on operating income from EOR projects; and
- *Royalty/Tax Regime for High Water-Cut Oil Wells* designed to extend the product lives and improve the recovery rates of high water-cut oil wells and granting "third tier oil" royalty/tax rates to incremental high water-cut oil production resulting from qualifying investments made to rejuvenate eligible oil wells and/or associated facilities.

In 1975, the Government of Saskatchewan introduced a Royalty Tax Rebate ("**RTR**") as a response to the Government of Canada disallowing Crown royalties and similar taxes as a deductible business expense for income tax purposes. As of January 1, 2007, the remaining balance of any unused RTR is limited in its carry forward to seven years because of the Government of Canada's initiative to reintroduce the full deduction of provincial resource royalties from federal and provincial taxable income.

On June 22, 2011, the Government of Saskatchewan released the Upstream Petroleum Industry Associated Gas Conservation Standards, which are designed to reduce emissions resulting for the flaring and venting of associated gas (the "**Associated Natural Gas Standards**"). The Associated Natural Gas Standards were jointly developed with industry and the implementation of such standards commenced on July 1, 2012 for new wells and facilities licensed on or after such date. These will apply to existing licensed wells and facilities on July 1, 2015.

## Land Tenure

The respective provincial governments predominantly own crude oil and natural gas located in the western provinces. Provincial governments grant rights to explore for and produce oil and natural gas pursuant to leases, licences, and permits for varying terms, and on conditions set forth in provincial legislation including requirements to perform specific work or make payments. Private ownership of oil and natural gas also exists in such provinces and rights to explore for and produce such oil and natural gas are granted by lease on such terms and conditions as may be negotiated.

Each of the provinces of Alberta, British Columbia and Saskatchewan has implemented legislation providing for the reversion to the Crown of mineral rights to deep, non-productive geological formations at the conclusion of the primary term of a lease or license. On March 29, 2007, British Columbia expanded its policy of deep rights reversion for new leases to provide for the reversion of both shallow and deep formations that cannot be shown to be capable of production at the end of their primary term.

Alberta also has a policy of "shallow rights reversion" which provides for the reversion to the Crown of mineral rights to shallow, non-productive geological formations for all leases and licenses. For leases and licenses issued subsequent to January 1, 2009, shallow rights reversion will be applied at the conclusion of the primary term of the lease or license. Holders of leases or licences that have been continued indefinitely prior to January 1, 2009 will receive a notice regarding the reversion of the shallow rights, which will be implemented three years from the date of the notice. Leases and licences granted prior to January 1, 2009, but continued after that date, are not subject to shallow rights reversion until they continue past their primary term (at which time the application of deep rights reversion occurs). Afterwards, the holders of such agreements will be served with shallow rights reversion notices based on vintage and location similar to leases and licences that were already continued as of January 1, 2009. The order in which these agreements will receive reversion notices will depend on their vintage and location.

## Environmental Regulation

The oil and natural gas industry is currently subject to environmental regulations pursuant to a variety of provincial and federal legislation, all of which is subject to governmental review and revision from time to time. Such legislation provides for restrictions and prohibitions on the release or emission of various substances produced in association with certain oil and gas industry operations, such as sulphur dioxide and nitrous oxide. In addition, such legislation sets out the requirements for the satisfactory abandonment and reclamation of well and facility sites. Compliance with such legislation can require significant expenditures and a breach of such requirements may result in suspension or revocation of necessary licenses and authorizations, civil liability for pollution damage, and the imposition of material fines and penalties.

On a Federal level and pursuant the Prosperity Act, the Government of Canada amended or appealed several pieces of federal environmental legislation and in addition, created a new federal environment assessment regime. The changes to the environmental legislation under the Prosperity Act are intended to provide for more efficient and timely environmental assessments of projects that previously had been subject to overlapping legislative jurisdiction.

In December 2008, the Government of Alberta released a new land use policy for surface land in Alberta, the Alberta Land Use Framework (the "**ALUF**"). The ALUF sets out an approach to manage public and private land use and natural resource development in a manner that is consistent with the long-term economic, environmental and social goals of the province. It calls for the development of region-specific land use plans in order to manage the combined impacts of existing and future land use within a specific region and the incorporation of a cumulative effects management approach into such plans.

The *Alberta Land Stewardship Act* (the "**ALSA**") was proclaimed in force in Alberta on October 1, 2009 and provides the legislative authority for the Government of Alberta to implement the policies contained in the ALUF. Regional plans established pursuant to the ALSA will be deemed to be legislative instruments equivalent to regulations and will be binding on the Government of Alberta and provincial regulators, including those governing the oil and gas industry. In the event of a conflict or inconsistency between a regional plan and another regulation, regulatory instrument or statutory consent, the regional plan will prevail. Further, the ALSA requires local

governments, provincial departments, agencies and administrative bodies or tribunals to review their regulatory instruments and make any appropriate changes to ensure that they comply with an adopted regional plan. The ALSA also contemplates the amendment or extinguishment of previously issued statutory consents such as regulatory permits, leases, licenses, approvals and authorizations for the purpose of achieving or maintaining an objective or policy resulting from the implementation of a regional plan. Among the measures to support the goals of the regional plans contained in the ALSA are conservation easements, which can be granted for the protection, conservation and enhancement of land; and conservation directives, which are explicit declarations contained in a regional plan to set aside specified lands in order to protect, conserve, manage and enhance the environment.

On August 22, 2012, the Government of Alberta approved the Lower Athabasca Regional Plan (“**LARP**”) which came into effect on September 1, 2012. The LARP covers approximately 93,212 square kilometres and is in the northeast corner of Alberta. The region includes a substantial portion of the Athabasca oilsands area, which contains approximately 82 per cent of the provinces oilsands resource and much of the Cold Lake oilsands area. LARP establishes six new conservation areas, bringing the total conserved land in the region to two million hectares, or 22 per cent—an area three times the size of Banff National Park. The Alberta government plans to pay \$30 million to producers whose leases will be cancelled in areas set aside for conservation. Oil and gas companies will be allowed to continue to operate in conservation and recreation areas while oilsands companies' tenures will be cancelled. New petroleum and gas tenure sold in conservation areas will include a restriction that prohibits surface access. Application procedures for activities and facilities in the LARP, regulated by the Energy Resources Conservation Board and the Alberta Utilities Commission, respectively, have been changed to accommodate the new restrictions set out in the LARP. The LARP is the first of seven regions to get a land use plan. The next will be the South Saskatchewan region.

In British Columbia, the *Oil and Gas Activities Act* (the “**OGCA**”) impacts conventional oil and gas producers, shale gas producers, and other operators of oil and gas facilities in B.C. Under the OGCA, the B.C. Oil and Gas Commission has broad powers, particularly with respect to compliance and enforcement and the setting of technical safety and operational standards for oil and gas activities. The *Environmental Protection and Management Regulation* establishes the government’s environmental objectives for water, riparian habitats, wildlife and wildlife habitat, old-growth forests and cultural heritage resources. The OGCA requires the Commission to consider these environmental objectives in deciding whether or not to authorize an oil and gas activity. In addition, although not an exclusively environmental statute, the *Petroleum and Natural Gas Act* requires proponents to obtain various approvals before undertaking exploration or production work, such as geophysical licences, geophysical exploration project approvals, and permits for the exclusive right to do geological work and geophysical exploration work, and well, test hole, and water-source well authorizations. Such approvals are given subject to environmental considerations and licences and project approvals can be suspended or cancelled for failure to comply with this legislation or its regulations.

In May of 2011, Saskatchewan passed changes to *The Oil and Gas Conservation Act* (“**SKOGCA**”), the act governing the regulation of resource development operations in the province. Although the associated Bill received Royal Assent on May 18, 2011, it was not proclaimed into force until April 1, 2012, in conjunction with the release of *The Oil and Gas Conservation Regulations, 2012* (“**OGCR**”) and *The Petroleum Registry and Electronic Documents Regulations* (“**Registry Regulations**”). The aim of the amendments to the SKOGCA, and associated regulations, is to provide resource companies investing in Saskatchewan's energy and resource industries with the best support services and business and regulatory systems available. With the enactment of the Registry Regulations and the OGCR, Saskatchewan has implemented a number of operational aspects, including the increased demand for record-keeping, increased testing requirements for injection wells and increased investigation and enforcement powers; and, procedural aspects including those related to Saskatchewan’s participation as partner in the Petroleum Registry of Alberta.

## **Climate Change Regulation**

### ***Federal***

On April 26, 2007, the Government of Canada released "Turning the Corner: An Action Plan to Reduce Greenhouse Gases and Air Pollution" (the "**Action Plan**") which set forth a plan for regulations to address both green house gases (“**GHGs**”) and air pollution. An update to the Action Plan, "Turning the Corner: Regulatory

Framework for Industrial Greenhouse Gas Emissions" was released on March 10, 2008 (the "**Updated Action Plan**"). The Updated Action Plan outlines emissions intensity-based targets, which will be applied to regulated sectors on either a facility-specific, sector-wide or company-by-company basis. Facility-specific targets apply to the upstream oil and gas, oil sands, petroleum refining and natural gas pipelines sectors. Unless a minimum regulatory threshold applies, all facilities within a regulated sector will be subject to the emissions intensity targets. Although the intention was for draft regulations for the implementation of the Updated Action Plan to become binding on January 1, 2010, the only regulations announced pertain to carbon dioxide emissions from coal-fired generation of electricity (finalized in summer 2012). Further, representatives of the Government of Canada have indicated that the proposals contained in the Updated Action Plan will be modified to ensure consistency with the direction ultimately taken by the United States with respect to GHG emissions regulation. As a result, it is unclear to what extent implementation of the proposals contained in the Updated Action Plan will occur.

The United States Environmental Protection Agency (the "**EPA**") has indicated its intention to impose GHG emissions standards for fossil fuel-fired power plants by specifying that it would issue final regulations by May 26, 2012, and with respect to refineries, specifying that it will issue proposed regulations by December 10, 2011 and finalized regulations by November 10, 2012. The EPA did not meet the December 10, 2011 deadline and it is unclear whether the EPA will also miss the finalized regulations deadline. However, in March 2012, the EPA proposed a strict GHG standard on new power plants only. While it is expected that this rule could encourage building new natural gas power plants rather than coal plants, the actual effect of the new rule will not be able to be quantified for some time.

### **Alberta**

Alberta enacted the *Climate Change and Emissions Management Act* (the "**CCEMA**") on December 4, 2003, amending it through the *Climate Change and Emissions Management Amendment Act*, which received royal assent on November 4, 2008. The CCEMA is based on an emissions intensity approach similar to the Updated Action Plan and aims for a 50% reduction from 1990 emissions relative to GDP by 2020.

Alberta facilities emitting more than 100,000 tonnes of GHGs a year are subject to compliance with the CCEMA. Similar to the Updated Action Plan, the CCEMA and the associated *Specified Gas Emitters Regulation* make a distinction between "Established Facilities" and "New Facilities". Established Facilities are defined as facilities that completed their first year of commercial operation prior to January 1, 2000 or that have completed eight or more years of commercial operation. Established Facilities are required to reduce their emissions intensity to 88% of their baseline for 2008 and subsequent years, with their baseline being established by the average of the ratio of the total annual emissions to production for the years 2003 to 2005. New Facilities are defined as facilities that completed their first year of commercial operation on December 31, 2000, or a subsequent year, and have completed less than eight years of commercial operation, or are designated as New Facilities in accordance with the *Specified Gas Emitters Regulation*. New Facilities are required to reduce their emissions intensity by 2% from baseline in the fourth year of commercial operation, 4% of baseline in the fifth year, 6% of baseline in the sixth year, 8% of baseline in the seventh year, and 10% of baseline in the eighth year. Unlike the Updated Action Plan, the CCEMA does not contain any provision for continuous annual improvements in emissions intensity reductions beyond those stated above.

The CCEMA contains compliance mechanisms that are similar to the Updated Action Plan. Regulated emitters can meet their emissions intensity targets by contributing to the Climate Change and Emissions Management Fund (the "**Fund**") at a rate of \$15 per tonne of CO<sub>2</sub> equivalent. Unlike the Updated Action Plan, CCEMA contains no provisions for an increase to this contribution rate. Emissions credits can be purchased from regulated emitters that have reduced their emissions below the 100,000 tonne threshold or non-regulated emitters that have generated emissions offsets through activities that result in emissions reductions in accordance with established protocols published by the Government of Alberta.

On December 2, 2010, the Government of Alberta passed the *Carbon Capture and Storage Statutes Amendment Act, 2010*. It deemed the pore space underlying all land in Alberta to be, and to have always been, the property of the Crown and provided for the assumption of long-term liability for carbon sequestration projects by the Crown, subject to the satisfaction of certain conditions.

### ***British Columbia***

In February 2008, British Columbia announced a revenue-neutral carbon tax that took effect July 1, 2008. The tax is consumption-based and applied at the time of retail sale or consumption of virtually all fossil fuels purchased or used in British Columbia. The current tax level is \$30 per tonne of CO<sub>2</sub> equivalent. The final scheduled increase took effect on July 1, 2012. There is no plan for further rate increases or expansions at this time. In order to make the tax revenue-neutral, British Columbia has implemented tax credits and reductions in order to offset the tax revenues that the Government of British Columbia would otherwise receive from the tax.

In their 2012 Budget, British Columbia announced the government will undertake a comprehensive review of the carbon tax and its impact on British Columbians. The review will cover all aspects of the carbon tax, including revenue neutrality, and will consider the impact on the competitiveness of B.C. businesses such as those in the agriculture sector, and in particular, B.C.'s food producers. Under this comprehensive review, British Columbians can make written submissions to B.C.'s Minister of Finance, and these will be considered as part of the 2013 Budget process.

On April 3, 2008, British Columbia introduced the *Greenhouse Gas Reduction (Cap and Trade) Act* (the "**Cap and Trade Act**") which received royal assent on May 29, 2008 and partially came into force by regulation of the Lieutenant Governor in Council. It sets a province-wide target of a 33% reduction in the 2007 level of GHG emissions by 2020 and an 80% reduction by 2050. Unlike the emissions intensity approach taken by the federal government and the Government of Alberta, the Cap and Trade Act establishes an absolute cap on GHG emissions. The Cap and Trade Act sets out the requirements for the reporting of the greenhouse gas emissions from facilities in British Columbia emitting 10,000 tonnes or more of carbon dioxide equivalent emissions per year beginning on January 1, 2010. Those reporting operations with emissions of 25,000 tonnes or greater are required to have emissions reports verified by a third party. Recent amendments to the Act repealed past requirements on public-sector organizations, including Crown corporations, to be carbon neutral by 2010, and they are now only required to produce annual carbon reduction plans and reports. Additional regulations that will further enable British Columbia to implement a cap and trade system are currently under further development.

### ***Saskatchewan***

On May 11, 2009, the Government of Saskatchewan announced *The Management and Reduction of Greenhouse Gases Act* (the "**MRGGA**") to regulate GHG emissions in the province. The MRGGA received Royal Assent on May 20, 2010 and will come into force on proclamation. Regulations under the MRGGA have also yet to be proclaimed, but draft versions indicate that Saskatchewan will adopt the goal of a 20% reduction in GHG emissions from 2006 levels by 2020.

## **RISK FACTORS**

**Investors should carefully consider the risk factors set out below and consider all other information contained herein and in the Company's other public filings before making an investment decision. The risks set out below are not an exhaustive list, nor should be taken as a complete summary or description of all the risks associated with the Company's business and the oil and natural gas business generally.**

### **Exploration, Development and Production Risks**

Oil and natural gas operations involve many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce oil and natural gas reserves. Without the continual addition of new reserves, the Company's existing reserves, and the production from them, will decline over time as the Company produces from such reserves. A future increase in the Company's reserves will depend on both the ability of the Company to explore and develop its existing properties and on its ability to select and acquire suitable producing properties or prospects. There is no assurance that the Company will be able continue to find satisfactory properties to acquire or participate in. Moreover, management of the Company may determine that current markets, terms of acquisition, participation or pricing conditions make potential acquisitions or participations uneconomic.

There is also no assurance that the Company will discover or acquire further commercial quantities of oil and natural gas.

Future oil and natural gas exploration may involve unprofitable efforts from dry wells as well as from wells that are productive but do not produce sufficient petroleum substances to return a profit after drilling, completing (including hydraulic fracturing), operating and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs.

Drilling hazards, environmental damage and various field operating conditions could greatly increase the cost of operations and adversely affect the production from successful wells. Field operating conditions include, but are not limited to, delays in obtaining governmental approvals or consents, and shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical conditions. While diligent well supervision and effective maintenance operations can contribute to maximizing production rates over time, it is not possible to eliminate production delays and declines from normal field operating conditions, which can negatively affect revenue and cash flow levels to varying degrees.

Oil and natural gas exploration, development and production operations are subject to all the risks and hazards typically associated with such operations, including, but not limited to, fire, explosion, blowouts, cratering, sour gas releases, and spills or other environmental hazards. These typical risks and hazards could result in substantial damage to oil and natural gas wells, production facilities, other property, the environment and personal injury. Particularly, the Company may explore for and produce sour natural gas in certain areas. An unintentional leak of sour natural gas could result in personal injury, loss of life or damage to property and may necessitate an evacuation of populated areas, all of which could result in liability to the Company.

Oil and natural gas production operations are also subject to all the risks typically associated with such operations, including encountering unexpected formations or pressures, premature decline of reservoirs and the invasion of water into producing formations. Losses resulting from the occurrence of any of these risks may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

As is standard industry practice, the Company is not fully insured against all risks, nor are all risks insurable. Although the Company maintains liability insurance in an amount that it considers consistent with industry practice, liabilities associated with certain risks could exceed policy limits or not be covered. In either event the Company could incur significant costs.

### **Global Financial Markets**

Recent market events and conditions, including disruptions in the international credit markets and other financial systems and the American and European sovereign debt levels have caused significant volatility in commodity prices. These events and conditions have caused a decrease in confidence in the broader U.S. and global credit and financial markets and have created a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. While there are signs of economic recovery, these factors have negatively impacted company valuations and are likely to continue to impact the performance of the global economy going forward. Petroleum prices are expected to remain volatile for the near future as a result of market uncertainties over the supply and demand of these commodities due to the current state of the world economies, actions taken by OPEC and the ongoing global credit and liquidity concerns. This volatility may in the future affect the Company's ability to obtain equity or debt financing on acceptable terms.

### **Prices, Markets and Marketing**

Numerous factors beyond the Company's control do, and will continue to affect the marketability and price of oil and natural gas acquired or discovered by the Company. The Company's ability to market its oil and natural gas may depend upon its ability to acquire space on pipelines that deliver natural gas to commercial markets.

Deliverability uncertainties related to the distance the Company's reserves are to pipelines, processing and storage facilities, operational problems affecting pipelines and facilities as well as government regulation relating to prices, taxes, royalties, land tenure, allowable production, the export of oil and natural gas and many other aspects of the oil and natural gas business may also affect the Company.

Prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty and a variety of additional factors beyond the control of the Company. These factors include economic conditions, in the United States, Canada and Europe, the actions of OPEC, governmental regulation, political stability in the Middle East, Northern Africa and elsewhere, the foreign supply of oil and natural gas, risks of supply disruption, the price of foreign imports and the availability of alternative fuel sources. Prices for oil and natural gas are also subject to the availability of foreign markets and the Company's ability to access such markets. A material decline in prices could result in a reduction of the Company's net production revenue. The economics of producing from some wells may change because of lower prices, which could result in reduced production of oil or natural gas and a reduction in the volumes of the Company's reserves. The Company might also elect not to produce from certain wells at lower prices.

All these factors could result in a material decrease in the Company's expected net production revenue and a reduction in its oil and natural gas acquisition, development and exploration activities. Any substantial and extended decline in the price of oil and natural gas would have an adverse effect on the Company's carrying value of its reserves, borrowing capacity, revenues, profitability and cash flows from operations and may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Oil and natural gas prices are expected to remain volatile for the near future because of market uncertainties over the supply and the demand of these commodities due to the current state of the world economies, OPEC actions, and sanctions imposed on certain oil producing nations by other countries and the ongoing credit and liquidity concerns. Volatile oil and natural gas prices make it difficult to estimate the value of producing properties for acquisitions and often cause disruption in the market for oil and natural gas producing properties, as buyers and sellers have difficulty agreeing on such value. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

### **Market Price of Common Shares**

The trading price of securities of oil and natural gas issuers is subject to substantial volatility often based on factors related and unrelated to the financial performance or prospects of the issuers involved. Factors unrelated to the Company's performance could include macroeconomic developments nationally, within North America or globally, domestic and global commodity prices or current perceptions of the oil and gas market. Similarly, the market price of the Common Shares of the Company could be subject to significant fluctuations in response to variations in the Company's operating results, financial condition, liquidity and other internal factors. The price at which the Common Shares of the Company will trade cannot be accurately predicted.

### **Failure to Realize Anticipated Benefits of Acquisitions and Dispositions**

The Company considers acquisitions and dispositions of businesses and assets in the ordinary course of business. Achieving the benefits of acquisitions depends on successfully consolidating functions and integrating operations and procedures in a timely and efficient manner and the Company's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with those of the Company. The integration of acquired businesses may require substantial management effort, time and resources diverting management's focus from other strategic opportunities and operational matters. Management continually assesses the value and contribution of services provided and assets required to provide such services. In this regard, non-core assets may be periodically disposed of so the Company can focus its efforts and resources more efficiently. Depending on the state of the market for such non-core assets, certain non-core assets of the Company, if disposed of, may realize less than their carrying value on the financial statements of the Company.

## **Operational Dependence**

Other companies operate some of the assets in which the Company has an interest. The Company has limited ability to exercise influence over the operation of those assets or their associated costs, which could adversely affect the Company's financial performance. The Company's return on assets operated by others depends upon a number of factors that may be outside of the Company's control, including, but not limited to, the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, the selection of technology and risk management practices.

## **Project Risks**

The Company manages a variety of small and large projects in the conduct of its business. Project delays may delay expected revenues from operations. Significant project cost over-runs could make a project uneconomic. The Company's ability to execute projects and market oil and natural gas depends upon numerous factors beyond the Company's control, including:

- the availability of processing capacity;
- the availability and proximity of pipeline capacity;
- the availability of storage capacity;
- the availability of, and the ability to acquire, water supplies needed for drilling and hydraulic fracturing, or the Company's ability to dispose of water used or removed from strata at a reasonable cost and within applicable environmental regulations;
- the supply of and demand for oil and natural gas;
- the availability of alternative fuel sources;
- the effects of inclement weather;
- the availability of drilling and related equipment;
- unexpected cost increases;
- accidental events;
- currency fluctuations;
- changes in regulations;
- the availability and productivity of skilled labour; and
- the regulation of the oil and natural gas industry by various levels of government and governmental agencies.

Because of these factors, the Company could be unable to execute projects on time, on budget, or at all, and may be unable to market the oil and natural gas that it produces effectively.

## **Gathering and Processing Facilities and Pipeline Systems**

The Company delivers its products through gathering, processing and pipeline systems some of which it does not own. The amount of oil and natural gas that the Company can produce and sell is subject to the accessibility, availability, proximity and capacity of these gathering, processing and pipeline systems. The lack of availability of capacity in any of the gathering, processing and pipeline systems, and in particular the processing facilities, could result in the Company's inability to realize the full economic potential of its production or in a reduction of the price offered for the Company's production. Although pipeline expansions are ongoing, the lack of firm pipeline capacity continues to affect the oil and natural gas industry and limit the ability to produce and to market oil and natural gas production. In addition, the pro-rationing of capacity on inter-provincial pipeline systems also continues to affect the ability to export oil and natural gas. Any significant change in market factors or other conditions affecting these infrastructure systems and facilities, as well as any delays in constructing new infrastructure systems and facilities could harm the Company's business and, in turn, the Company's financial condition, results of operations and cash flows.

A portion of the Company's production may, from time to time, be processed through facilities owned by third parties and over which the Company does not have control. From time to time these facilities may discontinue or decrease operations either as a result of normal servicing requirements or as a result of unexpected events. A

discontinuation or decrease of operations could materially adversely affect the Company's ability to process its production and to deliver the same for sale.

### **Competition**

The petroleum industry is competitive in all its phases. The Company competes with numerous other entities in the search for, and the acquisition of, oil and natural gas properties and in the marketing of oil and natural gas. The Company's competitors include oil and natural gas companies that have substantially greater financial resources, staff and facilities than those of the Company. The Company's ability to increase its reserves in the future will depend not only on its ability to explore and develop its present properties, but also on its ability to select and acquire other suitable producing properties or prospects for exploratory drilling. Competitive factors in the distribution and marketing of oil and natural gas include price, methods, and reliability of delivery and storage.

### **Cost of New Technologies**

The oil industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other oil companies may have greater financial, technical and personnel resources that allow them to enjoy technological advantages and may in the future allow them to implement new technologies before the Company. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. One or more of the technologies currently utilized by the Company or implemented in the future may become obsolete. In such case, the Company's business, financial condition and results of operations could be materially adversely affected. If the Company is unable to utilize the most advanced commercially available technology, its business, financial condition and results of operations could be materially adversely affected.

### **Alternatives to and Changing Demand for Petroleum Products**

Full conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices could reduce the demand for oil and other liquid hydrocarbons. The Company cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

### **Regulatory**

Various levels of governments impose extensive controls and regulations on oil and natural gas operations (exploration, production, pricing, marketing and transportation). Governments may regulate or intervene with respect to exploration and production activities, prices, taxes, royalties and the exportation of oil and natural gas. Amendments to these controls and regulations may occur from time to time in response to economic or political conditions. See: "*Industry Conditions*". The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for crude oil and natural gas and increase the Company's costs, either of which may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. In order to conduct oil and natural gas operations, the Company will require licenses from various governmental authorities. There can be no assurance that the Company will be able to obtain all of the licenses and permits that may be required to conduct operations that it may wish to undertake. In addition to regulatory requirements pertaining to the production, marketing and sale of oil and natural gas mentioned above, the Company's business and financial condition could be influenced by federal legislation affecting, in particular, foreign investment, through legislation such as the *Competition Act* (Canada) and the *Investment Canada Act* (Canada).

### **Royalty Regimes**

There can be no assurance that the federal government and the provincial governments of the western provinces will not adopt a new or modify the royalty regime which may have an impact on the economics of the

Company's projects. An increase in royalties would reduce the Company's earnings and could make future capital investments, or the Company's operations, less economic.

### **Hydraulic Fracturing**

Hydraulic fracturing involves the injection of water, sand and small amounts of additives under pressure into rock formations to stimulate hydrocarbon (oil and natural gas) production. Specifically, hydraulic fracturing is used to produce commercial quantities of oil and natural gas from reservoirs that were previously unproductive. Any new laws, regulations or permitting requirements regarding hydraulic fracturing could lead to operational delays, increased operating costs, third party or governmental claims, and could increase the Company's costs of compliance and doing business as well as delay the development of oil and natural gas resources from shale formations, which are not commercial without the use of hydraulic fracturing. Restrictions on hydraulic fracturing could also reduce the amount of oil and natural gas that the Company is ultimately able to produce from its reserves.

### **Environmental**

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and natural gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities.

Compliance with environmental legislation can require significant expenditures and a breach of applicable environmental legislation may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Company to incur costs to remedy such discharge. Although the Company believes that it will be in material compliance with current applicable environmental regulations, no assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

### **Climate Change**

The Company's exploration and production facilities and other operations and activities emit greenhouse gases and which may require the Company to comply with greenhouse gas emissions legislation in Alberta and British Columbia or that may be enacted in other provinces. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. As a signatory to the *United Nations Framework Convention on Climate Change* (the "UNFCCC") and as a participant to the Copenhagen Agreement (a non-binding agreement created by the UNFCCC), the Government of Canada announced on January 29, 2010 that it will seek a 17% reduction in greenhouse gas ("GHG") emissions from 2005 levels by 2020. These GHG emission reduction targets are not binding, however. Although it is not the case today, some of the Company's significant facilities may ultimately be subject to future regional, provincial and/or federal climate change regulations to manage GHG emissions. The direct or indirect costs of compliance with these regulations may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not possible to predict the impact on the Company and its operations and financial condition.

### **Variations in Foreign Exchange Rates and Interest Rates**

World oil and natural gas prices are quoted in United States dollars. The Canadian/U.S. dollar exchange rate, which fluctuates over time, consequently affects the price received by Canadian producers of oil and natural

gas. Recently, the Canadian dollar has increased materially in value against the United States dollar. Material increases in the value of the Canadian dollar negatively affect the Company's production revenues. Future Canadian/United States exchange rates could accordingly affect the future value of the Company's reserves as determined by independent evaluators.

To the extent that the Company engages in risk management activities related to foreign exchange rates, there is a credit risk associated with counterparties with which the Company may contract.

An increase in interest rates could result in a significant increase in the amount the Company pays to service debt, resulting in a reduced amount available to fund its exploration and development activities, and if applicable, the cash available for dividends and could negatively impact the market price of the Common Shares of the Company.

### **Substantial Capital Requirements**

The Company anticipates making substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future. As future capital expenditures will be financed out of cash generated from operations, borrowings and possible future equity sales, the Company's ability to do so is dependent on, among other factors:

- i) the overall state of the capital markets;
- ii) the Company's credit rating (if applicable);
- iii) interest rates;
- iv) royalty rates;
- v) tax burden due to current and future tax laws; and
- vi) investor desire for investments in the energy industry and the Company's securities in particular.

Further, if the Company's revenues or reserves decline, it may not have access to the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's business financial condition, results of operations and prospects.

### **Additional Funding Requirements**

The Company's cash flow from its reserves may not be sufficient to fund its ongoing activities at all times and from time to time, the Company may require additional financing in order to carry out its oil and natural gas acquisition, exploration and development activities. There is risk that if the economy and banking industry experienced unexpected and/or prolonged deterioration, the Company's access to additional financing may be affected.

Because of the global economic volatility, the Company may from time to time have restricted access to capital and increased borrowing costs. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. If the Company's revenues from its reserves decrease as a result of lower oil and natural gas prices or otherwise, it will affect the Company's ability to expend the necessary capital to replace its reserves or to maintain its production. To the extent that external sources of capital become limited, unavailable, or available on onerous terms, the Company's ability to make capital investments and maintain existing assets may be impaired, and its assets, liabilities, business, financial condition and results of operations may be affected materially and adversely as a result. In addition, the future development of the Company's petroleum properties may require additional financing and there are no assurances that such financing will be available or, if available, will be available upon

acceptable terms. Failure to obtain any financing necessary for the Company's capital expenditure plans may result in a delay in development or production on the Company's properties.

### **Credit Facility Arrangements**

In 2012, the Company moved to a covenant-based credit facility from a borrowing-base facility. This includes a three-year extendible revolving facility with an operating revolver from a syndicate of lenders with an initial maturity date of June 2015. The Company is required to comply with covenants under its credit facility and in the event that the Company does not comply with these covenants, the Company's access to capital could be restricted or repayment could be required. Events beyond the Company's control may contribute to the failure of the Company to comply with such covenants. A failure to comply with covenants could result in the default under the Company's credit facility, which could result in the Company being required to repay amounts owing thereunder. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to the Company. If the Company is unable to repay amounts owing under credit facilities, the lenders under the credit facility could proceed to foreclose or otherwise realize upon the collateral granted to them to secure the indebtedness. The acceleration of the Company's indebtedness under one agreement may permit acceleration of indebtedness under other agreements that contain cross default or cross-acceleration provisions. In addition, the Company's credit facility may impose operating and financial restrictions on the Company that could include restrictions on, the payment of dividends, repurchase or making of other distributions with respect to the Company's securities, incurring of additional indebtedness, the provision of guarantees, the assumption of loans, making of capital expenditures, entering into of amalgamations, mergers, take-over bids or disposition of assets, among others.

The Company's lenders use the Company's reserves, commodity prices, applicable discount rate and other factors, to determine the level of the Company's credit facility. A material decline in commodity prices could reduce the funds available to the Company under the credit facility which could result in the requirement to repay a portion, or all, of the Company's bank indebtedness.

### **Issuance of Debt**

From time to time, the Company may enter into transactions to acquire assets or shares of other organizations. These transactions may be financed in whole or in part with debt, which may increase the Company's debt levels above industry standards for oil and natural gas companies of similar size. Depending on future exploration and development plans, the Company may require additional debt financing that may not be available or, if available, may not be available on favourable terms. Neither the Company's articles nor its by-laws limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time, could impair the Company's ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise.

### **Hedging**

From time to time, the Company may enter into agreements to receive fixed prices on its oil and natural gas production to offset the risk of revenue losses if commodity prices decline. However, to the extent that the Company engages in price risk management activities to protect itself from commodity price declines, it may also be prevented from realizing the full benefits of price increases above the levels of the derivative instruments used to manage price risk. In addition, the Company's hedging arrangements may expose it to the risk of financial loss in certain circumstances, including instances in which:

- production falls short of the hedged volumes;
- there is a widening of price-basis differentials between delivery points for production and the delivery point assumed in the hedge arrangement;
- the counterparties to the hedging arrangements or other price risk management contracts fail to perform under those arrangements; or
- a sudden unexpected event materially impacts oil and natural gas prices.

Similarly, from time to time the Company may enter into agreements to fix the exchange rate of Canadian to United States dollars in order to offset the risk of revenue losses if the Canadian dollar increases in value compared to the United States dollar. However, if the Canadian dollar declines in value compared to the United States dollar, the Company will not benefit from the fluctuating exchange rate.

### **Availability of Drilling Equipment and Access**

Oil and natural gas exploration and development activities are dependent on the availability of drilling and related equipment (typically leased from third parties) in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities.

### **Diluent Supply**

Heavy oil and bitumen are characterized by high specific gravity or weight and high viscosity or resistance to flow. Diluent is required to facilitate the transportation of heavy oil and bitumen. A shortfall in the supply of diluent may cause its price to increase thereby increasing the cost to transport heavy oil and bitumen to market and correspondingly increasing the Company's overall operating cost, decreasing its net revenues and negatively impacting the overall profitability of its heavy oil and bitumen projects.

### **Title to Assets**

Although title reviews may be conducted prior to the purchase of oil and natural gas producing properties or the commencement of drilling wells, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat the Company's claim. The actual interest of the Company in properties may, therefore, vary from the Company's records. If a title defect does exist, it is possible that the Company may lose all or a portion of the properties to which the title defect relates, which may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. There may be valid challenges to title, or proposed legislative changes which affect title, to the oil and natural gas properties the Company controls that, if successful or made into law, could impair the Company's activities on them and result in a reduction of the revenue received by the Company.

### **Reserve Estimates**

There are numerous uncertainties inherent in estimating quantities of oil, natural gas and natural gas liquids reserves and the future cash flows attributed to such reserves. The reserve and associated cash flow information set forth in this document are estimates only. Generally, estimates of economically recoverable oil and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as:

- i) historical production from the properties;
- ii) production rates;
- iii) ultimate reserve recovery;
- iv) timing and amount of capital expenditures;
- v) marketability of oil and natural gas;
- vi) royalty rates; and
- vii) the assumed effects of regulation by governmental agencies and future operating costs (all of which may vary materially from actual results).

For those reasons, estimates of the economically recoverable oil and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with 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 estimation of proved reserves that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of reserves rather than actual production history. Recovery factors and drainage areas were estimated by experience and analogy to similar producing pools. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same reserves based upon production history and production practices will result in variations in the estimated reserves. Such variations could be material.

In accordance with applicable securities laws, the Company's independent reserves evaluator has used forecast prices and costs in estimating the reserves and future net cash flows as summarized herein. Actual future net cash flows will be affected by other factors, such as actual production levels, supply and demand for oil and natural gas, curtailments or increases in consumption by oil and natural gas purchasers, changes in governmental regulation or taxation and the impact of inflation on costs.

Actual production and cash flows derived from the Company's oil and natural gas reserves will vary from the estimates contained in the reserve evaluation, and such variations could be material. The reserve evaluation is based in part on the assumed success of activities the Company intends to undertake in future years. The reserves and estimated cash flows to be derived therefrom and contained in the reserve evaluation will be reduced to the extent that such activities do not achieve the level of success assumed in the reserve evaluation. The reserve evaluation is effective as of a specific effective date and, except as may be specifically stated, has not been updated and thus does not reflect changes in the Company's reserves since that date.

### **Insurance**

The Company's involvement in the exploration for and development of oil and natural gas properties may result in the Company becoming subject to liability for pollution, blow outs, leaks of sour natural gas, property damage, personal injury or other hazards. Although the Company maintains insurance in accordance with industry standards to address certain of these risks, such insurance has limitations on liability and may not be sufficient to cover the full extent of such liabilities. In addition, certain risks are not, in all circumstances, insurable or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of any uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

### **Geopolitical Risks**

Political events throughout the world that cause disruptions in the supply of oil continue to affect the marketability and price of oil and natural gas acquired or discovered by the Company. Conflicts, or conversely peaceful developments, arising outside of Canada have a significant impact on the price of oil and natural gas. Any particular event could result in a material decline in prices and result in a reduction of the Company's net production revenue.

In addition, the Company's oil and natural gas properties, wells and facilities could be subject to a terrorist attack. If any of the Company's properties, wells or facilities are the subject of terrorist attack it may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. The Company does not have insurance to protect against the risk from terrorism.

### **Dilution**

The Company may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Company which may be dilutive.

## **Management of Growth**

The Company may be subject to growth related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

## **Expiration of Licences and Leases**

The Company's properties are held in the form of licences and leases and working interests in licences and leases. If the Company or the holder of the licence or lease fails to meet the specific requirement of a licence or lease, the licence or lease may terminate or expire. There can be no assurance that any of the obligations required to maintain each licence or lease will be met. The termination or expiration of the Company's licences or leases or the working interests relating to a licence or lease may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

## **Dividends**

The Company has not paid any dividends on its outstanding shares. Payment of dividends in the future will be dependent on, among other things, the cash flow, results of operations and financial condition of the Company, the need for funds to finance ongoing operations and other considerations, as the board of directors of the Company considers relevant.

The market value of the Common Shares may deteriorate if cash dividends are reduced or suspended. Furthermore, the future treatment of dividends for tax purposes will be subject to the nature and composition of dividends paid by the Company and potential legislative and regulatory changes. Dividends may be reduced during periods of lower funds from operations, which result from lower commodity prices and any decision by the Company to finance capital expenditures using funds from operations.

To the extent that external sources of capital, including the issuance of additional Common Shares, become limited or unavailable, the ability of the Company to make the necessary capital investments to maintain or expand petroleum and natural gas reserves and to invest in assets, as the case may be, will be impaired. To the extent that the Company is required to use funds from operations to finance capital expenditures or property acquisitions, the cash available for dividends may be reduced.

## **Litigation**

In the normal course of the Company's operations, it may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions, related to personal injuries, property damage, property tax, land rights, the environment and contract disputes. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Company and as a result, could have a material adverse effect on the Company's assets, liabilities, business, financial condition and results of operations.

## **Intellectual Property Litigation**

Due to the rapid development of oil and gas technology, in the normal course of the Company's operations, the Company may become involved in, named as a party to, or be the subject of, various legal proceedings in which it is alleged that the Company has infringed the intellectual property rights of others or commence lawsuits against others who the Company believes are infringing upon its rights. The Company's involvement in intellectual property litigation could result in significant expense, adversely affecting the development of its assets or intellectual property or diverting the efforts of its technical and management personnel, whether or not such litigation is resolved in the Company's favour. In the event of an adverse outcome as a defendant in any such litigation, the

Company may, among other things, be required to: (a) pay substantial damages; cease the development, use, sale or importation of process that infringe upon other patented intellectual property; (b) expend significant resources to develop or acquire non-infringing intellectual property; (c) discontinue processes incorporating infringing technology; or (d) obtain licences to the infringing intellectual property. The Company may not be successful in such development or acquisition or that such licences would be available on reasonable terms. Any such development, acquisition or licence could require the expenditure of substantial time and other/ resources and could have a material adverse effect on the Company's business and financial results.

### **Aboriginal Claims**

Aboriginal peoples have claimed aboriginal title and rights to portions of western Canada. The Company is not aware that any claims have been made in respect of its properties and assets; however, if a claim arose and was successful such claim may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

### **Breach of Confidentiality**

While discussing potential business relationships or other transactions with third parties, the Company may disclose confidential information relating to the business, operations or affairs of this Company. Although confidentiality agreements are signed by third parties prior to the disclosure of any confidential information, a breach could put the Company at competitive risk and may cause significant damage to its business. The harm to the Company's business from a breach of confidentiality cannot presently be quantified, but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, the Company will be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

### **Income Taxes**

The Company files all required income tax returns and believes that it is in full compliance with the provisions of the Tax Act and all other applicable provincial tax legislation. However, such returns are subject to reassessment by the applicable taxation authority. In the event of a successful reassessment of the Company, whether by re-characterization of exploration and development expenditures or otherwise, such reassessment may have an impact on current and future taxes payable.

Income tax laws relating to the oil and gas industry, such as the treatment of resource taxation or dividends, may in the future be changed or interpreted in a manner that adversely affects the Company. Furthermore, tax authorities having jurisdiction over the Company may disagree with how the Company calculates our income for tax purposes or could change administrative practices to the Company's detriment.

### **Seasonality**

The level of activity in the Canadian oil and natural gas industry is influenced by seasonal weather patterns. Wet weather and spring thaw may make the ground unstable. Consequently, municipalities and provincial transportation departments enforce road bans that restrict the movement of rigs and other heavy equipment, thereby reducing activity levels. Also, certain oil and natural gas producing areas are located in areas that are inaccessible other than during the winter months because the ground surrounding the sites in these areas consists of swampy terrain. Seasonal factors and unexpected weather patterns may lead to declines in exploration and production activity and corresponding declines in the demand for the goods and services of the Company as the demand for natural gas rises during cold winter months and hot summer months.

### **Third Party Credit Risk**

The Company may be exposed to third party credit risk through its contractual arrangements with its current or future joint venture partners, marketers of its petroleum and natural gas production and other parties. In

the event such entities fail to meet their contractual obligations to the Company, such failures may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. In addition, poor credit conditions in the industry and of joint venture partners may impact a joint venture partner's willingness to participate in the Company's ongoing capital program, potentially delaying the program and the results of such program until the Company finds a suitable alternative partner.

### **Conflicts of Interest**

Certain directors or officers of the Company may also be directors or officers of other oil and natural gas companies and as such may, in certain circumstances, have a conflict of interest. Conflicts of interest, if any, will be subject to and governed by procedures prescribed by the ABCA which require a director or officer of a Company who is a party to, or is a director or an officer of, or has a material interest in any person who is a party to, a material contract or proposed material contract with the Company disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under the ABCA. See "Directors and Officers – Conflicts of Interest".

### **Reliance on Key Personnel**

The Company's success depends in large measure on certain key personnel. The loss of the services of such key personnel may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. The Company does not have any key person insurance in effect for the Company. The contributions of the existing management team to the immediate and near term operations of the Company are likely to be of central importance. In addition, the competition for qualified personnel in the oil and natural gas industry is intense and there can be no assurance that the Company will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Company.

### **Expansion into New Activities**

The operations and expertise of the Company's management are currently focused primarily on oil and gas production, exploration and development in the Western Canada Sedimentary Basin. In the future the Company may acquire or move into new industry related activities or new geographical areas, may acquire different energy related assets, and as a result may face unexpected risks or alternatively, significantly increase the Company's exposure to one or more existing risk factors, which may in turn result in the Company's future operational and financial conditions being adversely affected.

### **Forward-Looking Information May Prove Inaccurate**

Shareholders and prospective investors are cautioned not to place undue reliance on the Company's forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risk and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Additional information on the risks, assumption and uncertainties are found under the heading "Forward-Looking Statements" of this Annual Information Form.

## **AUDIT COMMITTEE INFORMATION**

The Audit Committee has been structured to comply with the requirements of National Instrument 52-110. The Board has determined that the Audit Committee members have the appropriate level of financial understanding and industry-specific knowledge to be able to perform their duties. A copy of the Audit Committee mandate and the additional disclosure required under National Instrument 52-110 is attached to this Annual Information Form as Schedule "D".

## ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's information circular for the Company's most recent annual meeting of securityholders that involved the election of directors. Additional financial information is contained in the Company's financial statements and the related management's discussion and analysis for the Company's most recently completed financial year.

## SELECTED ABBREVIATIONS

In this Annual Information Form, unless otherwise indicated or the context otherwise requires, the following abbreviations shall have the meaning set forth below:

### **Crude Oil and Natural Gas Liquids**

Bbls/d .....	barrels of oil per day
Bbls or Bbl .....	barrels of oil
Boe .....	barrel of oil equivalent
Boe/d .....	barrel of oil equivalent per day
\$/Bbl .....	Canadian dollars per barrel of oil
\$/Boe .....	Canadian dollars per barrel of oil equivalent
Mbbls .....	thousand barrels
MBoe .....	thousand barrels of oil equivalent
Mbbls/d .....	thousand barrels of oil per day
MMbbls .....	million barrels of oil
MMboe .....	million barrels of oil equivalent
MMboe/d .....	million barrels of oil equivalent per day
NGL .....	natural gas liquids

### **Natural Gas**

Bcf .....	billion cubic feet
cf .....	cubic feet
Mcf .....	thousand cubic feet
Mcf/d .....	thousand cubic feet per day
Mcfe .....	thousand cubic feet of gas equivalent
Mcfe/d .....	thousand cubic feet of gas equivalent per day
MMbtu .....	million British thermal units
MMcf .....	million cubic feet
MMcf/d .....	million cubic feet per day
MMcfe .....	million cubic feet of gas equivalent
MMcfe/d .....	million cubic feet of gas equivalent per day
\$/Mcf .....	Canadian dollars per thousand cubic feet
\$/MMbtu .....	Canadian dollars per million British thermal units
GJ .....	Gigajoule
GJs/d .....	gigajoules per day
\$/GJ .....	Canadian dollar per gigajoule

### **Other**

km .....	Kilometres
km <sup>2</sup> .....	square kilometres
\$, \$Cdn, Cdn\$ or \$dollars .....	Canadian dollars
\$000s or M\$ .....	thousand dollars
NEBC .....	north east British Columbia
MMS\$ .....	million dollars
\$US or US\$ .....	United States dollars
2D .....	two dimensional

3D..... three dimensional

### SELECTED CONVERSIONS

The following table sets forth certain standard conversions from Standard Imperial Units to the International System of Units (or metric units).

<u>To Convert From</u>	<u>To</u>	<u>Multiply By</u>
Mcf	cubic metres	28.320
cubic metres	cubic feet	35.315
Bbls	cubic metres	0.159
cubic metres	Bbls	6.290
feet	metres	0.305
metres	feet	3.281
miles	kilometres	1.609
kilometres	miles	0.621
acres	hectares	0.405
hectares	acres	2.471

### FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Information Form constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. The use of any of the words "anticipate", "plan", "contemplate", "continue", "estimate", "expect", "intend", "propose", "might", "may", "will", "shall", "project", "should", "could", "would", "believe", "predict", "forecast", "pursue", "potential" and "capable" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Annual Information Form should not be unduly relied upon. These statements speak only as of the date of this Annual Information Form. In addition, this Annual Information Form may contain forward-looking statements and forward-looking information attributed to third-party industry sources.

In particular, this Annual Information Form contains, without limitation, forward-looking statements pertaining to the following:

- the reserve potential of the Company's assets;
- the production from the Company's assets;
- the Company's growth strategy and opportunities;
- the Company's capital exploration and development programs and future capital requirements;
- the estimated quantity and value of the Company's proved and probable reserves;
- the Company's estimates of future interest and foreign exchange rates;
- the Company's environmental considerations;
- the Company's expectations regarding commodity prices;
- the timing of commencement of certain of the Company's operations and the level of production anticipated by the Company;
- the potential for production disruption and constraints;
- supply and demand fundamentals for crude oil and natural gas;
- the Company's access to adequate pipeline capacity;
- the Company's access to third-party infrastructure;
- the Company's drilling and recompletion plans;
- industry conditions pertaining to the oil and gas industry;
- the Company's plans for, and results of, exploration and development activities;

- the planned construction of the Company's gathering, transportation and processing facilities and related infrastructure;
- the timing for receipt of regulatory approvals;
- the Company's treatment under governmental regulatory regimes and tax laws;
- the Company's expectations regarding having adequate human resource staffing;
- the Company's dividend policy; and
- the number of drilling rigs to be operated by the Company in 2013.

With respect to forward-looking statements and forward-looking information contained in this Annual Information Form, assumptions have been made regarding, among other things:

- future crude oil and natural gas prices;
- the Company's ability to obtain qualified staff and equipment in a timely and cost-efficient manner;
- the regulatory framework governing royalties, taxes and environmental matters in the jurisdictions in which the Company conducts its business and any other jurisdictions in which the Company may conduct its business in the future;
- the Company's ability to market production of oil and natural gas successfully to customers;
- the Company's future production levels;
- the applicability of technologies for recovery and production of the Company's reserves;
- the recoverability of the Company's reserves;
- future capital expenditures to be made by the Company;
- future cash flows from production;
- future sources of funding for the Company's capital program;
- the Company's future debt levels;
- geological and engineering estimates in respect of the Company's reserves;
- the geography of the areas in which the Company is conducting exploration and development activities;
- the impact of competition on the Company; and
- the Company's ability to obtain financing on acceptable terms.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and included elsewhere in this Annual Information Form, including:

- operating and capital costs;
- the Company's status and stage of development;
- general economic, market and business conditions;
- volatility in market prices for crude oil and natural gas and hedging activities related thereto;
- risks related to the exploration, development and production of oil and natural reserves;
- risks related to the timing of completion of the Company's projects;
- competition for, among other things, capital, the acquisition of reserves and resources and skilled personnel;
- operational hazards;
- actions by governmental authorities, including changes in government regulation and taxation;
- environmental risks and hazards;
- risks inherent in the exploration, development and production of oil and natural gas which may create liabilities to the Company in excess of the Company's insurance coverage;
- failure to accurately estimate abandonment and reclamation costs;
- failure of third parties' reviews, reports and projections to be accurate;
- the availability of capital on acceptable terms;
- political risks;
- changes to royalty or tax regimes;
- the failure of the Company or the holders of certain licenses or leases to meet specific requirements of such licenses or leases;
- claims made in respect of the Company's properties or assets;

- aboriginal claims;
- unforeseen title defects;
- risks arising from future acquisition activities;
- hedging strategies;
- potential conflicts of interest;
- the potential for management estimates and assumptions to be inaccurate;
- restrictions contained in the Company's;
- additional indebtedness;
- volatility in the market price of the Common Shares of the Company;
- the absence of an existing public market for the Common Shares;
- the effect that the issuance of additional securities by the Company could have on the market price of the Common Shares;
- failure to engage or retain key personnel;
- potential losses which would stem from any disruptions in production, including work stoppages or other labour difficulties, or disruptions in the transportation network on which the Company is reliant;
- uncertainties inherent in estimating quantities of oil and natural gas reserves;
- failure to acquire or develop replacement reserves;
- geological, technical, drilling and processing problems, including the availability of equipment and access to properties;
- failure by counterparties to make payments or perform their operational or other obligations to the Company in compliance with the terms of contractual arrangements between the Company and such counterparties;
- current global financial conditions, including fluctuations in interest rates, foreign exchange rates and stock market volatility; and
- the other factors discussed under "Risk Factors" in this Annual Information Form.

Forward looking statements and other information contained herein concerning the oil and gas industry and the Company's general expectations concerning this industry are based on estimates prepared by management using data from publicly available industry sources as well as from reserve reports, market research and industry analysis and on assumptions based on data and knowledge of this industry. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. The industry involves risks and uncertainties and is subject to change based on various factors.

In addition, information and statements in this Annual Information Form relating to "reserves" are deemed to be forward-looking information and 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 described can be profitably produced in the future. See also "Certain Reserves Data Information" below. Readers are cautioned that the foregoing list of risk factors should not be construed as exhaustive.

Additional information on these and other factors that could affect Tourmaline's operations and financial results are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)).

**The forward-looking statements included in this Annual Information Form are expressly qualified by this cautionary statement and are made as of the date of this Annual Information Form. The Company does not undertake any obligation to publicly update or revise any forward-looking statements except as expressly required by applicable securities laws.**

#### CERTAIN RESERVES DATA INFORMATION

The determination of oil and gas reserves involves the preparation of estimates that have an inherent degree of associated uncertainty. Categories of proved, probable and possible reserves have been established to reflect the level of these uncertainties and to provide an indication of the probability of recovery.

The estimation and classification of reserves requires the application of professional judgment combined with geological and engineering knowledge to assess whether or not specific reserves classification criteria have been satisfied. Knowledge of concepts including uncertainty and risk, probability and statistics, and deterministic and probabilistic estimation methods is required to properly use and apply reserves definitions.

The qualitative certainty levels referred to in the definitions of proved, probable and possible reserves are applicable to individual reserve entities (which refers to the lowest level at which reserves calculations are performed) and to reported reserves (which refers to the highest level sum of individual entity estimates for which reserves are presented). Reported reserves should target the following levels of certainty under a specific set of economic conditions:

- (a) at least a 90 percent probability that the quantities actually recovered will equal or exceed the estimated proved reserves; and
- (b) at least a 50 percent probability that the quantities actually recovered will equal or exceed the sum of the estimated proved plus probable reserves.

A qualitative measure of the certainty levels pertaining to estimates prepared for the various reserves categories is desirable to provide a clearer understanding of the associated risks and uncertainties. However, the majority of reserves estimates will be prepared using deterministic methods that do not provide a mathematically derived quantitative measure of probability. In principle, there should be no difference between estimates prepared using probabilistic or deterministic methods.

Additional clarification of certainty levels associated with reserves estimates and the effect of aggregation is provided in the COGE Handbook.

In multi-well pools, it may be appropriate to allocate total pool reserves between the developed and undeveloped categories or to sub-divide the developed reserves for the pool between developed producing and developed nonproducing. This allocation should be based on the estimator's assessment as to the reserves that will be recovered from specific wells, facilities and completion intervals in the pool and their respective development and production status.

In this Annual Information Form:

- (a) the discounted and undiscounted net present value of future net revenues attributable to reserves do not represent the fair market value of reserves;
- (b) there is no assurance that the forecast prices and costs assumptions will be attained and variances could be material. The recovery and reserve estimates of crude oil, NGL and natural gas reserves provided in this Annual Information Form are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual crude oil, natural gas and NGL reserves may be greater than or less than the estimates provided in this Annual Information Form;
- (c) the estimates of reserves and future net revenue for individual properties may not reflect the same confidence level as estimates of reserves and future net revenue for all properties, due to the effects of aggregation; and
- (d) 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. Given that the value ratio based on the current price of crude oil as compared to natural gas 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.

**SCHEDULE "A"**

**GLJ PETROLEUM CONSULTANTS LTD.  
FORM 51-101F2  
REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR OR  
AUDITOR**

To the board of directors of Tourmaline Oil Corp. (the "**Company**"):

1. We have evaluated the Company's reserves data as at December 31, 2012. The reserves data are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2012, estimated using forecast prices and costs.
2. The reserves data are the responsibility of the Company's management. Our responsibility is to express an opinion on the reserves data based on our evaluation.

We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook (the "**COGE Handbook**") prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum (Petroleum Society).

3. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions in the COGE Handbook.
4. The following table sets forth the estimated future net revenue (before deduction of income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Company evaluated by us for the year ended December 31, 2012, and identifies the respective portions thereof that we have audited, evaluated and reviewed and reported on to the Company's board of directors:

Independent Qualified Reserves Evaluator	Description and Preparation Date of Evaluation Report	Location of Reserves (Country or Foreign Geographic Area)	Net Present Value of Future Net Revenue (before income taxes, 10% discount rate - \$M)			
			Audited	Evaluated	Reviewed	Total
GLJ Petroleum Consultants.....	Corporate Summary February 6, 2013	Canada	-	3,100,854	-	<b>3,100,854</b>

5. In our opinion, the reserves data respectively evaluated by us have, in all material respects, been determined and are in accordance with the COGE Handbook, consistently applied.
6. We have no responsibility to update our reports referred to in paragraph 4 for events and circumstances occurring after their respective preparation dates.
7. Because the reserves data are based on judgements regarding future events, actual results will vary and the variations may be material.

EXECUTED as to our report referred to above.

GLJ Petroleum Consultants Ltd., Calgary, Alberta, Canada, February 6, 2013.

ORIGINALLY SIGNED BY (signed) **Jodi L. Anhorn**

**Jodi L. Anhorn M. Sc., P. Eng.  
Executive Vice-President & COO**

**SCHEDULE "B"**

**DELOITTE  
FORM 51-101F2  
REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR OR  
AUDITOR**

To the Board of Directors of Tourmaline Oil Corp. (the "**Company**"):

1. We have evaluated the Company's reserves data as at December 31, 2012. The reserves data are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2012, estimated using forecast prices and costs.
2. The reserves data are the responsibility of the Company's management. Our responsibility is to express an opinion on the reserves data based on our evaluation.

We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook (the "**COGE Handbook**") prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum (Petroleum Society).

3. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions presented in the COGE Handbook.
4. The following table sets forth the estimated future net revenue (before deduction of income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Company evaluated by us for the year ended December 31, 2012, and identifies the respective portions thereof that we have evaluated and reported on to the Company's management and Board of Directors:

Independent Qualified Reserves Evaluator or Auditor	Description and Preparation Date of Evaluation Report	Location of Reserves (Country or Foreign Geographic Area)	Net Present Value of Future Net Revenue (before income taxes, 10% discount rate)			
			Audited	Evaluated	Reviewed	Total
Deloitte LLP	Tourmaline Oil Corp. Reserve Estimation and Economic Evaluation February 6, 2013	Canada	MM\$ -	MM\$ \$1,259.1	MM\$ -	MM\$ \$1,259.1

5. In our opinion, the reserves data respectively evaluated by us have, in all material respects, been determined and are in accordance with the COGE Handbook, consistently applied. We express no opinion on the reserves data that we reviewed but did not audit or evaluate.
6. We have no responsibility to update our reports referred to in paragraph 4 for events and circumstances occurring after their respective preparation dates.
7. Because the reserves data are based on judgements regarding future events, actual results will vary and the variations may be material.

Executed as to our report referred to above.

Deloitte  
700, 850 – 2<sup>nd</sup> Street  
Calgary, Alberta  
T2P 0R8

*Original signed by: "Douglas S. Ashton"*

**Douglas S. Ashton, P. Eng.**

**Partner**

**Execution date: February 6, 2013**

**SCHEDULE "C"**

**FORM 51-101F3**

**REPORT OF MANAGEMENT AND DIRECTORS ON OIL AND GAS DISCLOSURE**

Management of Tourmaline Oil Corp. (the "**Company**") are responsible for the preparation and disclosure of information with respect to the Company's oil and gas activities in accordance with securities regulatory requirements. This information includes reserves data which are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2012, estimated using forecast prices and costs.

GLJ Petroleum Consultants Ltd. and Deloitte LLP, each an independent qualified reserves evaluator, has evaluated the Company's reserves data. The reports of the independent qualified reserves evaluator are presented below.

The Reserves Committee of the board of directors of the Company has

- (a) reviewed the Company's procedures for providing information to the independent qualified reserves evaluators;
- (b) met with the independent qualified reserves evaluators to determine whether any restrictions affected the ability of the independent qualified reserves evaluators to report without reservation; and
- (c) reviewed the reserves data with management and the independent qualified reserves evaluators.

The Reserves Committee of the board of directors has reviewed the Company's procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The board of directors has approved

- (d) the content and filing with securities regulatory authorities of Form 51-101F1 containing reserves data and other oil and gas information;
- (e) the filing of Form 51-102F2 which is the reports of the independent qualified reserves evaluators on the reserves data; and
- (f) the content and filing of this report.

Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material.

DATED as of this 12<sup>th</sup> day of February, 2013.

(signed) "Michael L. Rose"  
Michael L. Rose  
President, Chief Executive Officer and  
Director

(signed) "Brian G. Robinson"  
Brian G. Robinson  
Vice President, Finance and Chief Financial  
Officer

(signed) "Robert W. Blakely"  
Robert W. Blakely  
Director

(signed) "Phillip A. Lamoreaux"  
Phillip A. Lamoreaux  
Director

## SCHEDULE "D"

### AUDIT COMMITTEE MANDATE AND AUDIT COMMITTEE DISCLOSURE AUDIT COMMITTEE MANDATE

#### Role and Objective

The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Tourmaline Oil Corp. ("**Tourmaline**" or the "**Company**") to which the Board has delegated its responsibility for the oversight of the following:

1. nature and scope of the annual audit;
2. the oversight of management's reporting on internal accounting standards and practices;
3. the review of financial information, accounting systems and procedures;
4. financial reporting and financial statements,

and has charged the Committee with the responsibility of recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

The primary objectives of the Committee are as follows:

1. To assist directors of Tourmaline ("**Directors**") in meeting their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Company and related matters;
2. To provide better communication between Directors and external auditors;
3. To enhance the external auditor's independence;
4. To increase the credibility and objectivity of financial reports; and
5. To strengthen the role of the outside Directors by facilitating in depth discussions between Directors on the Committee, management of Tourmaline ("**Management**") and external auditors.

#### Membership of Committee

1. The Committee will be comprised of at least three (3) Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is used in National Instrument 52-110 – Audit Committees ("**NI 52-110**") unless the Board determines that the exemption contained in NI 52-110 is available and determines to rely thereon.
2. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.
3. All of the members of the Committee must be "financially literate" (as defined in NI 52-110) unless the Board determines that an exemption under NI 52-110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52-110.

## Mandate and Responsibilities of Committee

It is the responsibility of the Committee to:

1. Oversee the work of the external auditors, including the resolution of any disagreements between Management and the external auditors regarding financial reporting.
2. Satisfy itself on behalf of the Board with respect to Tourmaline's internal control systems identifying, monitoring and mitigating business risks; and ensuring compliance with legal, ethical and regulatory requirements.
3. Review the annual and interim financial statements of the Company and related management's discussion and analysis ("**MD&A**") prior to their submission to the Board for approval. The process should include but not be limited to:
  - reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
  - reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
  - reviewing accounting treatment of unusual or non-recurring transactions;
  - ascertaining compliance with covenants under loan agreements;
  - reviewing disclosure requirements for commitments and contingencies;
  - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
  - reviewing unresolved differences between Management and the external auditors; and
  - obtain explanations of significant variances with comparative reporting periods.
4. Review the financial statements, prospectuses, MD&A, annual information forms ("**AIF**") and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of Tourmaline's disclosure of all other financial information and will periodically assess the accuracy of those procedures.
5. With respect to the appointment of external auditors by the Board:
  - recommend to the Board the external auditors to be nominated;
  - recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors will report directly to the Committee;
  - on an annual basis, review and discuss with the external auditors all significant relationships such auditors have with the Company to determine the auditors' independence;
  - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
  - review and pre-approve any non-audit services to be provided to Tourmaline or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member(s) report to the Committee at the next scheduled meeting such pre-approval and the member(s) comply with such other procedures as may be established by the Committee from time to time
6. Review with external auditors (and internal auditor if one is appointed by Tourmaline) their assessment of the internal controls of Tourmaline, their written reports containing recommendations for improvement, and Management's response and follow-up to any identified weaknesses. The Committee will also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Tourmaline and its subsidiaries.

7. Review risk management policies and procedures of the Company (i.e., hedging, litigation and insurance).
8. Establish a procedure for:
  - the receipt, retention and treatment of complaints received by Tourmaline regarding accounting, internal accounting controls or auditing matters; and
  - the confidential, anonymous submission by employees of Tourmaline of concerns regarding questionable accounting or auditing matters.
9. Review and approve Tourmaline's hiring policies regarding partners and employees and former partners and employees of the present and former external auditors of the Company.

The Committee has authority to communicate directly with the internal auditors (if any) and the external auditors of the Company. The Committee will also have the authority to investigate any financial activity of Tourmaline. All employees of Tourmaline are to cooperate as requested by the Committee.

The Committee may also retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at such compensation as established by the Committee and at the expense of Tourmaline without any further approval of the Board.

#### **Meetings and Administrative Matters**

1. At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee will be taken. The Chief Financial Officer of Tourmaline will attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.
5. The Committee will meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate.
6. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
7. The Committee may invite such officers, directors and employees of the Company and its subsidiaries as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
8. Minutes of the Committee will be recorded and maintained and circulated to Directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
9. The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Company as determined by the Committee.

10. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee each member will hold such office until the Committee is reconstituted.
11. Any issues arising from these meetings that bear on the relationship between the Board and Management should be communicated to the Chairman of the Board by the Committee Chair.

## **AUDIT COMMITTEE DISCLOSURE**

### **Audit Committee Mandate and Terms of Reference**

The Board has adopted a written mandate and terms of reference for the Audit Committee, which sets out the Audit Committee's responsibility for (among other things) reviewing the Company's financial statements and the Company's public disclosure documents containing financial information and reporting on such review to the Board, ensuring the Company's compliance with legal and regulatory requirements, overseeing qualifications, engagement, compensation, performance and independence of the Company's external auditors, and reviewing, evaluating and approving the internal control and risk management systems that are implemented and maintained by management. A copy of the Audit Committee mandate and terms of reference is set forth above.

### **Composition of the Audit Committee and Relevant Education and Experience**

The Audit Committee consists of Messrs. Blakely (Chair), Lamoreaux and MacDonald. Each of the members of the Audit Committee is considered "financially literate" and each is considered "independent" within the meaning of NI 52-110.

The Company believes that each of the members of the Audit Committee possesses: (a) an understanding of the accounting principles used by the Company to prepare its financial statements; (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting. For a summary of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee, see "Directors and Officers" in the Annual Information Form.

### **Pre-Approval Policies and Procedures for the Engagement of Non-Audit Services**

The Audit Committee is expected to adopt specific policies and procedures for the engagement of non-audit services, as described in the mandate of the Audit Committee.

### **External Audit Service Fees**

The following table summarizes the fees paid by the Company and its subsidiaries to its auditors, KPMG LLP, for external audit and other services during the periods indicated.

<u>Year</u>	<u>Audit Fees<sup>(1)</sup></u>	<u>Audit – Related Fees<sup>(2)</sup></u>	<u>Tax Fees<sup>(3)</sup></u>	<u>All Other Fees<sup>(4)</sup></u>
	(\$)	(\$)	(\$)	(\$)
2012.....	576,500	100,000	13,050	–
2011.....	730,000	72,800	10,402	–

*Notes:*

- (1) Represents the aggregate fees billed by the Company's external auditor in each of the last two fiscal years for services that are reasonably related to the performance of the audit or review of the Company's financial statements. The fees disclosed under this category also include the conduct of due diligence procedures in connection with financings and acquisitions undertaken by the Company.
- (2) Represents the aggregate fees related to the French translation of the annual and quarterly financial statements and MD&A.
- (3) Represents the aggregate fees billed in each of the last two fiscal years by the Company's external auditor for professional services for tax compliance, tax advice and tax planning. The services comprising the fees disclosed under this category consisted of tax consultations and tax compliance services.
- (4) Represents the aggregate fees billed in each of the last two fiscal years by the Company's external auditor for products and services not included under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".