



MANAGEMENT'S DISCUSSION AND ANALYSIS AND INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at March 31, 2017 and for the three months ended March 31, 2017 and 2016

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MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis ("MD&A") should be read in conjunction with Tourmaline's unaudited interim condensed consolidated financial statements and related notes as at and for the three months ended March 31, 2017 and the consolidated financial statements for the year ended December 31, 2016. The consolidated financial statements and the MD&A can be found at www.sedar.com. This MD&A is dated May 4, 2017.

The financial information contained herein has been prepared in accordance with International Financial Reporting Standards ("IFRS") and sometimes referred to in this MD&A as Generally Accepted Accounting Principles ("GAAP") as issued by the International Accounting Standards Board. All dollar amounts are expressed in Canadian currency, unless otherwise noted.

Certain financial measures referred to in this MD&A are not prescribed by IFRS. See "Non-GAAP Financial Measures" for information regarding the following non-GAAP financial measures used in this MD&A: "cash flow", "operating netback", "working capital (adjusted for the fair value of financial instruments)", "net debt", "adjusted EBITDA", "senior debt", "total debt", and "total capitalization".

Additional information relating to Tourmaline can be found at www.sedar.com or at www.tourmalineoil.com.

Forward-Looking Statements - Certain information regarding Tourmaline set forth in this document, including management's assessment of the Company's future plans and operations, contains forward-looking statements that involve substantial known and unknown risks and uncertainties. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such statements represent Tourmaline's internal projections, forecasts, estimates or beliefs concerning, among other things, an outlook on the estimated amounts and timing of capital investment or expenditures, anticipated future debt, expenses, production, cash flow and revenues or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. These statements are only predictions and actual events or results may differ materially. Although Tourmaline believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievement since such expectations are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

In particular, forward-looking statements included in this MD&A include, but are not limited to, statements with respect to: the size of, and future net revenues and cash flow from, crude oil, NGL (natural gas liquids) and natural gas reserves; future prospects; the focus of and timing of capital expenditures; expectations regarding the ability to raise capital and to continually add to reserves through acquisitions and development; access to debt and equity markets; projections of market prices and costs; the performance characteristics of the Company's crude oil, NGL and natural gas properties; crude oil, NGL and natural gas production levels and product mix; Tourmaline's future operating and financial results; capital investment programs; supply and demand for crude oil, NGL and natural gas; future royalty rates; drilling, development and completion plans and the results therefrom; future land expiries; dispositions and joint venture arrangements; amount of operating, transportation and general and administrative expenses; treatment under governmental regulatory regimes and tax laws; and

estimated tax pool balances. In addition, statements relating to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

These forward-looking statements are subject to numerous risks and uncertainties, most of which are beyond the Company's control, including the impact of general economic conditions; volatility and uncertainty in market prices for crude oil, NGL and natural gas; industry conditions; currency fluctuation; imprecision of reserve estimates; liabilities inherent in crude oil, NGL and natural gas operations; environmental risks; incorrect assessments of the value of acquisitions and exploration and development programs; competition; the lack of availability of qualified personnel or management and skilled labour; changes in income tax laws and incentive programs relating to the oil and gas industry; hazards such as fire, explosion, blowouts, cratering, and spills, any of which could result in substantial damage to wells, production facilities, other property and the environment or in personal injury; stock market volatility; ability to access sufficient capital from internal and external sources; the receipt of applicable regulatory or third-party approvals; and the other risks considered under "Risk Factors" in Tourmaline's most recent annual information form available at www.sedar.com.

With respect to forward-looking statements contained in this MD&A, Tourmaline has made assumptions regarding: future commodity prices and royalty regimes; availability of skilled labour; timing and amount of capital expenditures; future exchange rates; the impact of increasing competition; conditions in general economic and financial markets; availability of drilling and related equipment and services; effects of regulation by governmental agencies; and future operating costs.

Management has included the above summary of assumptions and risks related to forward-looking statements provided in this MD&A in order to provide readers with a more complete perspective on Tourmaline's future operations and such information may not be appropriate for other purposes. Tourmaline's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits that the Company will derive therefrom. Readers are cautioned that the foregoing lists of factors are not exhaustive.

These forward-looking statements are made as of the date of this MD&A and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

Boe Conversions - Per barrel of oil equivalent amounts have been calculated using a conversion rate of six thousand cubic feet of natural gas to one barrel of oil equivalent (6:1). Barrel of oil equivalents (boe) may be misleading, particularly if used in isolation. A boe conversion ratio of 6 mcf:1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. In addition, as the value ratio between natural gas and crude oil based on current prices of natural gas and crude oil is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

PRODUCTION

	Three Months Ended March 31,		
	2017	2016	Change
Natural gas (<i>mcf/d</i>)	1,194,380	1,033,792	16%
Oil (<i>bbl/d</i>)	15,871	13,545	17%
NGL (<i>bbl/d</i>)	18,344	9,984	84%
Oil equivalent (<i>boe/d</i>)	233,278	195,828	19%
Natural gas %	85%	88%	

Production for the three months ended March 31, 2017 averaged 233,278 boe/d, a 19% increase over the average production for the same quarter of 2016 of 195,828 boe/d. The increase in production is related to the Company's successful exploration and production program as well as property acquisitions over the past year. Approximately 80% of the growth in production volumes since the first quarter of 2016 can be attributed to wells brought on stream from the Company's exploration and production program, after taking base decline into consideration. The remainder of the change relates to property acquisitions (net of dispositions) primarily the assets acquired from Shell Canada in the fourth quarter of 2016. The growth in oil and NGL production is the result of increased drilling in the Spirit River/Peace River High Charlie Lake oil plays, incremental liquids recovered in the Wild River area via deep-cut processing, and strong condensate recoveries from new wells commencing production as the liquids-rich Montney Turbidite is developed in northeast British Columbia.

Full-year average production guidance for 2017 is between 240,000-260,000 boe/d which is consistent with previous Company guidance released March 7, 2017 in the Company's December 31, 2016 MD&A.

REVENUE

(000s)	Three Months Ended March 31,		
	2017	2016	Change
Revenue from:			
Natural gas	\$ 320,755	\$ 174,251	84%
Oil and NGL	128,317	59,292	116%
Realized gain from:			
Natural gas	17,375	32,919	(47)%
Oil and NGL	198	12,646	(98)%
Total revenue from natural gas, oil and NGL sales	\$ 466,645	\$ 279,108	67%

Revenue for the three months ended March 31, 2017 increased 67% to \$466.6 million from \$279.1 million for the same quarter of 2016. Higher revenue for the period is consistent with the significant increase in realized commodity prices and higher production volumes, partially offset by lower realized gains on energy marketing and hedging activities. Revenue includes all petroleum, natural gas and NGL sales and the realized gain on financial instruments.

Revenue for the first quarter of 2017, included a gain on commodity contracts of \$17.6 million compared to a gain of \$45.6 million for the same period of the prior year. Realized gains on commodity contracts for the three

months ended March 31, 2017 have decreased compared to the same period of the prior year primarily due to a lower premium received on commodity contracts relative to the benchmark commodity prices in the first quarter of 2017. Realized prices exclude the effect of unrealized gains or losses on commodity contracts. Once these gains and losses are realized they are included in the per-unit amounts.

TOURMALINE REALIZED PRICES:

	Three Months Ended March 31,		
	2017	2016	Change
Natural gas (\$/mcf)	\$ 3.15	\$ 2.20	43%
Oil (\$/bbl)	\$ 63.37	\$ 49.70	28%
NGL (\$/bbl)	\$ 23.02	\$ 11.75	96%
Oil equivalent (\$/boe)	\$ 22.23	\$ 15.66	42%

BENCHMARK OIL AND GAS PRICES:

	Three Months Ended March 31,		
	2017	2016	Change
Natural gas			
NYMEX Henry Hub (USD\$/mcf)	\$ 3.06	\$ 1.98	55%
AECO (CAD\$/mcf)	\$ 2.69	\$ 1.83	47%
West Coast Station 2 (CAD\$/mcf)	\$ 2.36	\$ 1.33	77%
ATP 5A Day Ahead (CAD\$/GJ)	\$ 2.93	\$ 1.86	58%
PG&E Malin (USD\$/mmbtu)	\$ 2.84	\$ 1.89	50%
PG&E City Gate (USD\$/mmbtu)	\$ 3.34	\$ 2.20	52%
Oil			
NYMEX (USD\$/bbl)	\$ 51.78	\$ 33.63	54%
Edmonton Par (CAD\$/bbl)	\$ 64.71	\$ 41.39	56%

RECONCILIATION OF AECO INDEX TO TOURMALINE'S REALIZED GAS PRICES:

	Three Months Ended March 31,		
(\$/mcf)	2017	2016	Change
Weighted average index natural gas prices	\$ 2.77	\$ 1.72	61%
Heat/quality differential	0.22	0.13	69%
Realized gain	0.16	0.35	(54)%
Tourmaline realized natural gas price	\$ 3.15	\$ 2.20	43%
Premium to AECO pricing due to higher heat content	8%	8%	

CURRENCY – EXCHANGE RATES:

	Three Months Ended March 31,		
	2017	2016	Change
CAD\$/USD\$ ⁽¹⁾	\$ 0.7554	\$ 0.7288	4%

(1) Average rates for the period.

The realized average natural gas price for the three months ended March 31, 2017 was \$3.15/mcf, which is 43% higher than the same period of the prior year. The increase reflects higher natural gas benchmark prices in the quarter which were partially offset by lower realized gains on commodity contracts.

Realized oil prices increased by 28% for the three months ended March 31, 2017 compared to the same period of the prior year. The increase in price reflects the higher benchmark price for oil, partially offset by the lower gains on commodity contracts.

NGL prices for the first quarter of 2017 increased 96% from \$11.75/bbl to \$23.02/bbl, when compared to the same quarter of 2016. The increase in NGL prices is consistent with the increase in benchmark commodity prices over the same periods. Additionally, in the first quarter of 2016, the price of propane was significantly discounted due to oversupply in the market, which has since recovered.

ROYALTIES

(000s)	Three Months Ended March 31,	
	2017	2016
Natural gas	\$ 13,212	\$ 1,413
Oil and NGL	14,639	5,156
Total royalties	\$ 27,851	\$ 6,569
Royalties as a percentage of revenue	6.2%	2.8%

For the quarter ended March 31, 2017, the average effective royalty rate was 6.2% compared to the rate of 2.8% for the same quarter of 2016. The increase in the average effective royalty rate for 2017 can primarily be attributed to significantly higher commodity prices received during the period as well as the adoption of the Modernized Royalty Framework ("MRF").

The Company continues to benefit from the New Well Royalty Reduction Program and the Natural Gas Deep Drilling Program in Alberta, as well as the Deep Royalty Credit Program in British Columbia. The Company also receives gas cost allowance from the Crown, which further reduces royalties to account for expenses incurred to process and transport the Crown's portion of natural gas production.

On January 1, 2017, the Company adopted the MRF introduced by the Alberta Government in 2016. This new royalty regime is applicable to all new wells drilled beginning January 1, 2017, and all other wells drilled prior to January 1, 2017 will follow the old framework for a further 10 years. The Company believes that the MRF is generally consistent with the initial goal of incentivizing the use of technology to improve productivity and rewards producers deploying the most competitive operating practices. Under the new framework, the Company anticipates an increase in the corporate royalty rate but based on the Company's current development plans and operational practices, the increase is not expected to be significant.

The Company expects its royalty rate for 2017 to be approximately 8%, consistent with the previous Company guidance contained in the Company's December 31, 2016 MD&A. The royalty rate is sensitive to commodity prices, and as such, a change in commodity prices, will impact the actual rate.

OTHER INCOME

<i>(000s)</i>	Three Months Ended March 31,		
	2017	2016	Change
Other income	\$ 7,179	\$ 6,481	11%

Other income increased from \$6.5 million in the first quarter of 2016 to \$7.2 million for the same quarter of 2017. The increase in other income is due to additional processing capacity acquired from the Shell Canada asset acquisition in the fourth quarter of 2016, some of which processes additional third-party production.

OPERATING EXPENSES

<i>(000s) except per unit amounts</i>	Three Months Ended March 31,		
	2017	2016	Change
Operating expenses	\$ 73,433	\$ 65,890	11%
Per boe	\$ 3.50	\$ 3.70	(5)%

Operating expenses include all periodic lease and field-level expenses and exclude income recoveries from processing third-party volumes. For the first quarter of 2017, total operating expenses were \$73.4 million compared to \$65.9 million in 2016, an increase of 11% over a production base increase of 19% for the same period.

On a per-boe basis, the costs decreased from \$3.70/boe for the first quarter of 2016 to \$3.50/boe in the first quarter of 2017. Along with a commitment to continue to drive down the overall cost structure, the Company continues to realize increased operational efficiencies in all three core areas along with fixed costs being distributed over a significantly higher production base.

The Company expects full year 2017 operating expenses per boe to increase slightly over the first quarter rate due to higher expenses related to managing a larger base as well as additional volumes flowing through deep cut processing, which bears higher operating expenses. The Company's average operating cost target is approximately \$3.60/boe in 2017 which is unchanged from the previous guidance released March 7, 2017. Actual operating costs per boe can change, however, depending on a number of factors, including the Company's actual production levels.

TRANSPORTATION

	Three Months Ended March 31,		
<i>(000s) except per unit amounts</i>	2017	2016	Change
Natural gas transportation	\$ 45,978	\$ 25,583	80%
Oil and NGL transportation	13,121	8,042	63%
Total transportation	\$ 59,099	\$ 33,625	76%
Per boe	\$ 2.81	\$ 1.89	49%

For the first quarter of 2017, total transportation expenses were \$59.1 million compared to \$33.6 million in 2016, reflecting increased costs related to higher production volumes.

On a per-boe basis, the costs increased from \$1.89/boe for the first quarter of 2016 to \$2.81/boe in the first quarter of 2017. The per-unit costs in the first quarter of 2017 reflect additional costs of transporting natural gas to Malin, Oregon and City Gate, California which commenced in the second half of 2016, where the Company received a higher price for its natural gas. The increased distance resulted in higher per-boe fuel and transportation costs. Additionally, pipeline tolls for natural gas transportation have also increased in 2017 compared to 2016.

GENERAL & ADMINISTRATIVE EXPENSES (“G&A”)

	Three Months Ended March 31,		
<i>(000s) except per unit amounts</i>	2017	2016	Change
G&A expenses	\$ 16,875	\$ 14,805	14%
Administrative and capital recovery	(1,568)	(1,143)	37%
Capitalized G&A	(5,243)	(6,121)	(14)%
Total G&A expenses	\$ 10,064	\$ 7,541	33%
Per boe	\$ 0.48	\$ 0.42	14%

Total G&A expenses in the first quarter of 2017 were \$10.1 million compared to \$7.5 million for the same quarter of 2016. The increase is primarily due to staff and office space additions needed to manage the larger production, reserve and land base, as well as higher professional and industry fees and third party service provider fees. The increase in administrative and capital recoveries in the first quarter of 2017 compared to 2016 can be attributed to higher recoveries received from partners related to the increase in capital exploration and production activities in the first quarter of 2017 compared to the first quarter of 2016.

On a per-boe basis, G&A expenses increased from \$0.42/boe for the first quarter of 2016 to \$0.48/boe in the first quarter of 2017. The per-boe increase reflects a lower percentage of capitalized G&A in the first quarter of 2017 due to more support staff required to manage a larger production base.

As production continues to increase in 2017, the G&A costs per boe are expected to decrease and average approximately \$0.45/boe which is unchanged from the previous guidance released March 7, 2017. Actual G&A costs per boe can change, however, depending on a number of factors including the Company’s actual production levels.

SHARE-BASED PAYMENTS

<i>(000s) except per unit amounts</i>	Three Months Ended March 31,	
	2017	2016
Share-based payments	\$ 10,274	\$ 12,418
Capitalized share-based payments	(5,137)	(6,209)
Total share-based payments	\$ 5,137	\$ 6,209
Per boe	\$ 0.24	\$ 0.35

The Company uses the fair value method for the determination of non-cash related share-based payments expense. During the first quarter of 2017, 439,500 stock options were granted to employees, officers, directors and key consultants at a weighted-average exercise price of \$30.47 and 98,133 options were exercised, resulting in \$2.2 million of cash proceeds.

The Company recognized \$5.1 million of share-based payments expense in the first quarter of 2017 compared to \$6.2 million in the first quarter of 2016. Capitalized share-based payments for the first quarter of 2017 were \$5.1 million compared to \$6.2 million for the same period of the prior year.

Share-based payments are lower in 2017 compared to the same period of 2016, which reflects options with a lower fair value being expensed in 2017 compared to 2016.

DEPLETION, DEPRECIATION AND AMORTIZATION (“DD&A”)

<i>(000s) except per unit amounts</i>	Three Months Ended March 31,	
	2017	2016
Total depletion, depreciation and amortization	\$ 188,674	\$ 180,939
Less mineral lease expiries	(6,501)	(5,921)
Depletion, depreciation and amortization	\$ 182,173	\$ 175,018
Per boe	\$ 8.68	\$ 9.82

DD&A expense, excluding mineral lease expiries, was \$182.2 million for the first quarter of 2017 compared to \$175.0 million for the same period of 2016. The increase in DD&A expense in 2017 over 2016 is due to higher production volumes.

The per-unit DD&A rate (excluding the impact of mineral lease expiries) was \$8.68/boe for the first quarter of 2017 compared to the rate of \$9.82/boe for the same quarter of 2016. The decrease in per-boe depletion in 2017 compared to 2016 can be attributed to lower future development costs as drilling and completion costs have decreased over the past year thereby adding a higher proportion of reserves with lower associated future development costs, resulting in a lower depletion rate.

Mineral lease expiries for the three months ended March 31, 2017 were \$6.5 million, compared to expiries in the same quarter of the prior year of \$5.9 million. The Company prioritizes drilling on what it believes to be the most cost-efficient and productive acreage, and with such a large land base, the Company has chosen not to continue some of the expiring sections of land. The Company explores all alternatives (including swaps, farm-outs and dispositions) to realize the value from these sections before they expire.

FINANCE EXPENSES

(000s)	Three Months Ended		
	2017	2016	March 31, Change
Interest expense	\$ 10,075	\$ 10,859	(7)%
Accretion expense	1,198	790	52%
Foreign exchange (gain) on U.S. denominated debt	(506)	(72,759)	99%
Realized loss on cross-currency swaps	506	72,759	(99)%
Realized loss on interest rate swaps	750	900	(17)%
Transaction costs on corporate and property acquisitions	52	178	(71)%
Total finance expenses	\$ 12,075	\$ 12,727	(5)%

Finance expenses for the three months ended March 31, 2017 totaled \$12.1 million compared to \$12.7 million for the same period of 2016. The decrease in finance expenses in 2017 over 2016 is mainly due to the lower average bank debt outstanding. The average bank debt outstanding and the average effective interest rate on the debt for the three months ended March 31, 2017 was \$1,466.8 million and 2.44%, respectively (three months ended March 31, 2016 – \$1,571.8 million and 2.45% respectively).

In the first quarter of 2017, the Company drew from the credit facility in U.S. dollars, as permitted under the credit facility, which when repaid created a foreign exchange gain. Concurrent with the draw of U.S. dollar denominated borrowings, the Company entered into cross-currency swaps to manage the foreign currency risk resulting from holding U.S. dollar denominated borrowings. The Company fixed the Canadian dollar amount for purposes of principal and interest repayment resulting in a gain on cross-currency swaps equivalent to the realized foreign exchange gain. This transaction allows the Company to take advantage of the interest rate spread between CDOR and LIBOR without taking on foreign exchange risk.

DEFERRED INCOME TAXES (RECOVERY)

For the three months ended March 31, 2017, the provision for deferred income tax expense was \$41.4 million compared to deferred income tax recovery of \$12.9 million for the same period in 2016. The deferred income tax expense is primarily due to the pre-tax income of \$141.1 million recorded in the first quarter of 2017 compared to a pre-tax loss of \$52.1 million in the same period of 2016.

CASH FLOW FROM OPERATING ACTIVITIES, CASH FLOW AND NET EARNINGS (LOSS)

(000s) except per unit amounts	Three Months Ended March 31,		
	2017	2016	Change
Cash flow from operating activities	\$ 338,005	\$ 176,308	92%
Per share ⁽¹⁾	\$ 1.25	\$ 0.80	56%
Cash flow ⁽²⁾	\$ 292,933	\$ 159,430	84%
Per share ⁽¹⁾⁽²⁾	\$ 1.09	\$ 0.72	51%
Net earnings (loss)	\$ 99,534	\$ (38,390)	359%
Per share ⁽¹⁾	\$ 0.37	\$ (0.17)	318%
Operating netback per boe ⁽²⁾	\$ 14.59	\$ 9.71	50%

(1) Per share amounts have been calculated using the weighted average number of diluted common shares except the net earnings (loss) per share amounts in periods which Tourmaline has reported a net loss. In these periods, the weighted average number of basic common shares has been used as there is an anti-dilutive impact on per-share calculations. For the three months ended March 31, 2017, the weighted average number of common shares – diluted is 269,394,040 (March 31, 2016 - 221,493,414 common shares excluding the anti-dilutive impact).

(2) See “Non-GAAP Financial Measures”.

Cash flow for the three months ended March 31, 2017 was \$292.9 million or \$1.09 per diluted share compared to \$159.4 million or \$0.72 per diluted share for the same period of 2016.

The Company had after-tax net income for the three months ended March 31, 2017 of \$99.5 million or \$0.37 per diluted share compared to an after-tax net loss of \$38.4 million or \$0.17 per share for the same period of 2016.

The increase in both cash flow and after-tax net earnings in 2017 reflects significantly higher realized oil, natural gas and NGL prices and an increase in production over 2016.

CAPITAL EXPENDITURES

(000s)	Three Months Ended March 31,	
	2017	2016
Land and seismic	\$ 16,873	\$ 2,352
Drilling and completions	241,290	150,643
Facilities	134,799	90,839
Property acquisitions	795	182,708
Property dispositions	–	(18,000)
Other	5,628	6,315
Total cash capital expenditures	\$ 399,385	\$ 414,857

During the first quarter of 2017, the Company invested \$399.4 million of cash consideration, net of dispositions, compared to \$414.9 million for the same period of 2016. Expenditures on exploration and production were \$393.0 million compared to \$243.8 million for the same quarter of 2016. The drilling and completion costs of \$241.3 million in 2017 include 143.02 net wells drilled and completed compared to \$150.6 million spent on 70.11 net wells drilled and completed in the first quarter of 2016. The lower costs per well reflect the Company’s continuously improving operating practices, combined with reduced drilling and completion service costs.

Facilities expenditures in the quarter include costs associated with the new Doe Gas Plant, which was commissioned in the first quarter of 2017, the Wildhay compressor expansion as well as the Mulligan marketing terminal which are both expected to be commissioned in 2017.

The following table summarizes the drill, complete and tie-in activities for the periods:

	Three Months Ended March 31, 2017		Three Months Ended March 31, 2016	
	Gross	Net	Gross	Net
Drilled	107	91.71	27	25.28
Completed ⁽¹⁾	62	51.31	49	44.83
Tied-in	74	66.86	50	45.70

(1) A multi-well pad is included as a single completion.

Acquisitions and Dispositions

2016

On January 29, 2016, the Company acquired assets in the Minehead-Edson-Ansell area of the Alberta Deep Basin for cash consideration of \$183.0 million, before customary adjustments. The acquisition resulted in an increase in Property, Plant and Equipment (“PP&E”) of approximately \$179.2 million, an increase in Exploration and Evaluation (“E&E”) assets of \$4.8 million, and the assumption of \$1.0 million in decommissioning liabilities. The assets acquired included land interests, production, reserves and facilities in the area.

On March 1, 2016, the Company sold non-core assets for cash consideration of \$18.0 million, before customary adjustments.

On November 30, 2016, the Company acquired assets from Shell Canada located in the Alberta Deep Basin and the North East B.C. Gundy area for total consideration of \$1,367.8 million, including cash consideration of \$1,000.1 million and 10,017,938 Tourmaline common shares at a deemed price of \$36.70, before customary adjustments. The acquisition resulted in an increase in PP&E of approximately \$1,333.4 million, an increase in E&E assets of \$38.5 million, and the assumption of \$4.1 million in decommissioning liabilities. Total transaction costs incurred by the Company of \$1.6 million were associated with this acquisition and expensed in the consolidated statement of income (loss) and comprehensive income (loss). The assets acquired include land interests, production, reserves and facilities.

On December 23, 2016, the Company sold 50% of its interest in the planned Mulligan marketing terminal in the Gordondale area of Alberta for \$30.0 million, before customary adjustments.

LIQUIDITY AND CAPITAL RESOURCES

The Company has a covenant-based, unsecured, bank credit facility in place with a syndicate of banks, the details of which are described in note 9 of the Company's consolidated financial statements for the year ended December 31, 2016 and in note 7 of the Company's unaudited interim condensed financial statements for the three months ended March 31, 2017. This is an extendible revolving facility in the amount of \$1,800.0 million with an initial maturity date of June 2020. The maturity date may, at the request of the Company and with consent of the lenders, be extended on an annual basis. The credit facility includes an expansion feature ("accordion") which allows the Company, upon approval from the lenders, to increase the facility amount by up to \$500.0 million by adding a new financial institution or by increasing the commitment of its existing lenders. The Company also has a \$50.0 million operating revolver, resulting in total bank credit facility capacity of \$1,850.0 million. The facility can be drawn in either Canadian or U.S. funds and bears interest at the bank's prime lending rate, banker's acceptance rates or LIBOR (for U.S. borrowings), plus applicable margins, which range from 0.50% to 3.90% depending on the type of borrowing and the Company's senior debt to adjusted EBITDA ratio.

The Company also has a term loan with a syndicate of banks. On February 3, 2017, the Company increased the term loan from \$250.0 million to \$650.0 million and extended its maturity date to February 2022. The term loan can be drawn in either Canadian or U.S. funds and bears interest at the bank's prime lending rate, banker's acceptance rates or LIBOR (for U.S. borrowings), plus 200 basis points. With the exception of the increase in amount and maturity date extension the term debt was renewed under the same terms and conditions as those outlined in note 9 of the Company's consolidated financial statements for the year ended December 31, 2016. The maturity date may, at the request of the Company and with consent of the lender, be extended on an annual basis. The covenants for the term loan are the same as those under the Company's current credit facility and the term loan will rank equally with the obligation under the Company's credit facility.

The Company's aggregate borrowing capacity is now \$2,500.0 million.

As at March 31, 2017, the Company had negative working capital of \$337.2 million, after adjusting for the fair value of financial instruments (the unadjusted working capital deficiency was \$355.1 million) (December 31, 2016 – \$184.3 million and \$223.8 million, respectively). As at March 31, 2017, the Company had \$647.8 million in long-term debt outstanding and \$710.3 million drawn against the revolving credit facility for total bank debt of \$1,358.1 million (net of prepaid interest and debt issue costs) (December 31, 2016 - \$1,406.6 million). Net debt at March 31, 2017 was \$1,695.3 million (December 31, 2016 - \$1,590.9 million).

For 2017, management intends to continue matching the capital budget to the expected annual cash flow and as such management believes the Company has sufficient resources to fund its 2017 exploration and development program. As at March 31, 2017, the Company also has \$1,123.3 million in unutilized borrowing capacity. The 2017 exploration and development program will continue to be diligently monitored and adjusted as necessary depending on commodity prices in order to remain consistent with cash flow. Management is dedicated to keeping a strong balance sheet, which has proven to be very important, especially in the current commodity price environment.

SHARES AND STOCK OPTIONS OUTSTANDING

As at May 4, 2017, the Company has 269,168,945 common shares and 20,493,864 stock options outstanding.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

In the normal course of business, the Company is obligated to make future payments. These obligations represent contracts and other commitments that are known and non-cancellable.

PAYMENTS DUE BY YEAR

(000s)	1 Year	2-3 Years	4-5 Years	>5 Years	Total
Operating leases	\$ 5,736	\$ 10,875	\$ –	\$ –	\$ 16,611
Firm transportation and processing agreements	244,514	550,526	568,801	1,487,242	2,851,083
Capital commitments ⁽¹⁾	316,329	609,852	158,010	34,221	1,118,412
Flow-through share commitments	62,731	–	–	–	62,731
Credit facility ⁽²⁾	–	–	777,112	–	777,112
Term debt ⁽³⁾	19,091	38,182	684,671	–	741,944
	\$ 648,401	\$ 1,209,435	\$ 2,188,594	\$ 1,521,463	\$ 5,567,893

(1) Includes drilling commitments, and capital spending commitments under the joint arrangement in the Spirit River complex of \$300.0 million per year from 2015 to 2019. The capital spending commitment can be deferred to future periods in the event of an economic downturn, and as agreed upon by both parties. In 2016, an economic downturn event resulted in \$216.0 million of capital spending being deferred into future periods.

(2) Includes interest expense at an annual rate of 2.64% being the rate applicable to outstanding debt on the credit facility at March 31, 2017.

(3) Includes interest expense at an annual rate of 2.94% being the fixed rate on the term debt at March 31, 2017.

OFF BALANCE SHEET ARRANGEMENTS

The Company has certain lease arrangements, all of which are reflected in the commitments and contractual obligations table above, which were entered into in the normal course of operations. All leases have been treated as operating leases whereby the lease payments are included in operating expenses or general and administrative expenses depending on the nature of the lease.

FINANCIAL RISK MANAGEMENT

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company's financial risks are discussed in note 5 of the Company's audited consolidated financial statements for the year ended December 31, 2016.

As at March 31, 2017, the Company has entered into certain financial derivative contracts in order to manage commodity price and interest rate risk. These instruments are not used for trading or speculative purposes. The Company has not designated its financial derivative contracts as effective accounting hedges, even though the Company considers all commodity contracts to be effective economic hedges. Such financial derivative contracts are recorded on the consolidated statement of financial position at fair value, with changes in the fair value being recognized as an unrealized gain (loss) on the consolidated statement of income (loss) and comprehensive

income (loss). The contracts that the Company has in place at March 31, 2017 are summarized and disclosed in note 3 of the Company's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2017 and 2016.

The Company has entered into physical delivery sales contracts to manage commodity risk. These contracts are considered normal sales contracts and are not recorded at fair value in the consolidated financial statements. Physical contracts in place at March 31, 2017 have been summarized and disclosed in note 3 of the Company's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2017 and 2016.

Financial derivative and physical delivery contracts entered into subsequent to March 31, 2017 are detailed in note 3 of the Company's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2017 and 2016.

APPLICATION OF CRITICAL ACCOUNTING ESTIMATES

Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on a regular basis. The emergence of new information and changed circumstances may result in actual results or changes to estimates that differ materially from current estimates. The Company's use of estimates and judgments in preparing the interim condensed consolidated financial statements is discussed in note 1 of the consolidated financial statements for the year ended December 31, 2016.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's Chief Executive Officer and Chief Financial Officer have designed, or caused to be designed under their supervision, disclosure controls and procedures ("DC&P"), as defined by National Instrument 52-109. The Company's Chief Executive Officer and Chief Financial Officer have designed, or caused to be designed under their supervision, internal controls over financial reporting ("ICFR"), as defined by National Instrument 52-109, to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

There were no changes in the Company's DC&P or ICFR during the period beginning on January 1, 2017 and ending on March 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR. It should be noted that a control system, including the Company's disclosure and internal controls and procedures, no matter how well conceived can provide only reasonable, but not absolute assurance that the objectives of the control system will be met and it should not be expected that the disclosure and internal controls and procedures will prevent all errors or fraud.

The Company uses the guidelines as set in the Committee of Sponsoring Organizations of the Treadway Commission 2013 Internal Control-Integrated Framework.

BUSINESS RISKS AND UNCERTAINTIES

Tourmaline monitors and complies with current government regulations that affect its activities, although operations may be adversely affected by changes in government policy, regulations or taxation. In addition, Tourmaline maintains a level of liability, property and business interruption insurance which is believed to be adequate for Tourmaline's size and activities, but is unable to obtain insurance to cover all risks within the business or in amounts to cover all possible claims.

See "Forward-Looking Statements" in this MD&A and "Risk Factors" in Tourmaline's most recent annual information form for additional information regarding the risks to which Tourmaline and its business and operations are subject.

IMPACT OF ENVIRONMENTAL REGULATIONS

The oil and gas industry is currently subject to regulation pursuant to a variety of provincial and federal environmental legislation, all of which is subject to governmental review and revision from time to time. Such legislation provides for, among other things, restrictions and prohibitions on the spill, 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 with respect to oilfield waste handling and storage, habitat protection and the satisfactory operation, maintenance, 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 and the imposition of material fines and penalties.

The use of fracture stimulations has been ongoing safely in an environmentally responsible manner in western Canada for decades. With the increase in the use of fracture stimulations in horizontal wells there is increased communication between the oil and natural gas industry and a wider variety of stakeholders regarding the responsible use of this technology. This increased attention to fracture stimulations may result in increased regulation or changes of law which may make the conduct of the Company's business more expensive or prevent the Company from conducting its business as currently conducted. Tourmaline focuses on conducting transparent, safe and responsible operations in the communities in which its people live and work.

NON-GAAP FINANCIAL MEASURES

This MD&A or documents referred to in this MD&A make reference to the terms "cash flow", "operating netback", "working capital (adjusted for the fair value of financial instruments)", "net debt", "adjusted EBITDA", "senior debt", "total debt", and "total capitalization" which are not recognized measures under GAAP, and do not have a standardized meaning prescribed by GAAP. Accordingly, the Company's use of these terms may not be comparable to similarly defined measures presented by other companies. Management uses the terms "cash flow", "operating netback", "working capital (adjusted for the fair value of financial instruments)" and "net debt", for its own performance measures and to provide shareholders and potential investors with a measurement of the Company's efficiency and its ability to generate the cash necessary to fund a portion of its future growth expenditures or to repay debt. Investors are cautioned that the non-GAAP measures should not be construed as an alternative to net income determined in accordance with GAAP as an indication of the Company's

performance. The terms “adjusted EBITDA”, “senior debt”, “total debt”, and “total capitalization” are not used by management in measuring performance but are used in the financial covenants under the Company’s credit facility. Under the Company’s credit facility “adjusted EBITDA” means generally net income or loss, excluding extraordinary items, plus interest expense and income taxes and adjusted for non-cash items and gains or losses on dispositions, “senior debt” means the sum of drawn amounts on the credit facility, the term loan and outstanding letters of credit less cash and cash equivalents and excluding debt issue costs (“bank debt”), “total debt” means generally the sum of “senior debt” plus subordinated debt (Tourmaline currently does not have any subordinated debt), and “total capitalization” means generally the sum of the Company’s shareholders’ equity and all other indebtedness of the Company including bank debt, all determined on a consolidated basis in accordance with GAAP.

Cash Flow

A summary of the reconciliation of cash flow from operating activities (per the statements of cash flow), to cash flow, is set forth below:

(000s)	Three Months Ended March 31,	
	2017	2016
Cash flow from operating activities (per GAAP)	\$ 338,005	\$ 176,308
Change in non-cash working capital	(45,072)	(16,878)
Cash flow	\$ 292,933	\$ 159,430

Operating Netback

Operating netback is calculated on a per-boe basis and is defined as revenue (excluding processing income) less royalties, transportation costs and operating expenses, as shown below:

(\$/boe)	Three Months Ended March 31,	
	2017	2016
Revenue, excluding processing income	\$ 22.23	\$ 15.66
Royalties	(1.33)	(0.37)
Transportation costs	(2.81)	(1.89)
Operating expenses	(3.50)	(3.70)
Operating netback ⁽¹⁾	\$ 14.59	\$ 9.71

(1) May not add due to rounding.

Working Capital (Adjusted for the Fair Value of Financial Instruments)

A summary of the reconciliation of working capital to working capital (adjusted for the fair value of financial instruments) is set forth below:

<i>(000s)</i>	As at March 31, 2017	As at December 31, 2016
Working capital (deficit)	\$ (355,097)	\$ (223,781)
Fair value of financial instruments – short-term (net)	17,906	39,517
Working capital (deficit) (adjusted for the fair value of financial instruments)	\$ (337,191)	\$ (184,264)

Net Debt

A summary of the reconciliation of net debt is set forth below:

<i>(000s)</i>	As at March 31, 2017	As at December 31, 2016
Bank debt	\$(1,358,090)	\$(1,406,586)
Working capital (deficit)	(355,097)	(223,781)
Fair value of financial instruments – short-term (net)	17,906	39,517
Net debt	\$(1,695,281)	\$(1,590,850)

SELECTED QUARTERLY INFORMATION

(\$000s, unless otherwise noted)	2017			2016			2015	
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
PRODUCTION								
Natural gas (mcf)	107,494,272	90,409,566	82,363,542	89,091,644	94,075,078	85,328,135	72,395,759	69,606,629
Oil and NGL(bbls)	3,079,321	2,578,571	1,852,618	2,060,260	2,141,099	2,302,708	1,761,403	1,469,591
Oil equivalent (boe)	20,995,033	17,646,832	15,579,875	16,908,867	17,820,279	16,524,064	13,827,363	13,070,696
Natural gas (mcf/d)	1,194,380	982,713	895,256	979,029	1,033,792	927,480	786,910	764,908
Oil and NGL (bbls/d)	34,215	28,028	20,138	22,640	23,529	25,030	19,146	16,149
Oil equivalent (boe/d)	233,278	191,814	169,347	185,812	195,828	179,610	150,297	143,634
FINANCIAL								
Total revenue from natural gas, oil and NGL sales, net of royalties	438,794	366,697	292,495	238,572	272,539	353,478	297,889	293,752
Cash flow from operating activities	338,005	192,134	185,067	143,392	176,308	228,959	261,398	151,028
Cash flow ⁽¹⁾	292,933	252,542	185,531	134,298	159,430	242,351	197,100	203,029
Per diluted share	1.09	1.02	0.79	0.58	0.72	1.10	0.90	0.95
Net earnings (loss)	99,534	59,621	24,738	(77,940)	(38,390)	34,636	28,489	(5,197)
Per basic share	0.37	0.24	0.11	(0.34)	(0.17)	0.16	0.13	(0.02)
Per diluted share	0.37	0.24	0.10	(0.34)	(0.17)	0.16	0.13	(0.02)
Total assets	9,612,395	9,357,523	7,790,816	7,694,141	7,844,728	7,640,671	7,471,042	7,071,801
Working capital (deficit)	(355,097)	(223,781)	(162,280)	(60,567)	(201,588)	(247,391)	(297,698)	(70,156)
Working capital (deficit)(adjusted for the fair value of financial instruments) ⁽¹⁾	(337,191)	(184,264)	(148,431)	(43,755)	(227,133)	(283,783)	(339,177)	(86,090)
Cash capital expenditures	399,385	1,244,974	224,448	49,010	414,857	325,499	422,629	290,629
Total outstanding shares (000s)	269,169	268,596	234,966	234,161	221,484	221,336	220,813	216,378
PER UNIT								
Natural gas (\$/mcf)	3.15	3.20	2.80	1.87	2.20	2.99	3.20	3.17
Oil and NGL (\$/bbl)	41.73	38.42	39.98	38.94	33.60	47.65	45.91	53.34
Revenue (\$/boe)	22.23	22.01	19.54	14.61	15.66	22.08	22.61	22.85
Operating netback (\$/boe) ⁽¹⁾	14.59	15.00	12.69	8.63	9.71	15.22	15.06	16.37

(1) See Non-GAAP Financial Measures.

The oil and gas exploration and production industry is cyclical. The Company's financial position, results of operations and cash flows are principally impacted by production levels and commodity prices, particularly natural gas prices.

On an annual basis, the Company has had continued production growth over the last two years. The Company's average annual production has increased from 154,403 boe per day in 2015 to 185,672 boe per day in 2016 and 233,278 boe per day in the first three months of 2017. The production growth can be attributed primarily to the Company's exploration and development activities, and from acquisitions of producing properties.

The Company's cash flow was \$850.2 million in 2015, \$731.8 million in 2016 and forecast 2017 forecast cash flow is \$1,411.4 million. The increase in forecast cash flow in 2017 reflects the increase in commodity prices for 2017 compared to 2016 as well as the significant increase in production. Commodity price fluctuations can indirectly impact expected production by changing the amount of funds available to reinvest in exploration, development and acquisition activities in the future. Changes in commodity prices impact revenue and cash flow available for exploration, and also the economics of potential capital projects as low commodity prices can potentially reduce the quantities of reserves that are commercially recoverable. The Company's capital program is dependent on cash flow generated from operations and access to capital markets.