

TOURMALINE OIL CORP.

ENVIRONMENT, SAFETY AND SUSTAINABILITY COMMITTEE

MANDATE AND TERMS OF REFERENCE

Role and Objective

The Environment, Safety and Sustainability Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Tourmaline Oil Corp. ("**Tourmaline**" or the "**Corporation**") to which the Board has delegated the responsibility for developing, implementing and monitoring policies, standards and practices of the Corporation with respect to matters concerning environment, safety and sustainability and, from time to time, making recommendations to the Board as to such matters.

Membership of Committee

1. The Board, on recommendation of the Governance Committee, will appoint members to the Committee. The Committee will be comprised of at least three (3) directors of Tourmaline or such greater number as the Board may determine from time to time, a majority of whom shall be independent as defined in National Instrument 58-101.
2. The Board may from time to time, on recommendation from the Governance Committee, designate one of the members of the Committee to be the Chair of the Committee.

Mandate and Responsibilities of the Committee

The Committee is responsible for:

1. reviewing the Corporation's fundamental policies and internal controls pertaining to environment, health and safety, and sustainability and reviewing procedures designed to minimize environmental, occupational health and safety and other risks to asset value and mitigate such risks;
2. reviewing the Corporation's compliance with all applicable laws and regulations with respect to environment, health and safety;
3. verifying that management proactively identifies and monitors the impact of proposed legislation and other emerging issues in environment, safety and sustainability areas, as well as other emerging issues, trends and public opinion which could impact the Corporation's activities, plans, strategies or reputation and recommending, where significant, appropriate responses to the Board;
4. reviewing the findings of any significant report by regulatory agencies, external environment, health and safety consultants or auditors concerning the Corporation's performance in the areas of environment, health, safety and sustainability. Reviewing any necessary corrective measures taken to address issues and risks identified by the Corporation, consultants, external auditors or by regulatory agencies;
5. reviewing public disclosure of the Corporation's performance in the areas of sustainability and environment, including but not limited to Sustainability Reports (or analogous disclosure);

6. ensuring the policies, procedures and practices related to sustainability matters are relevant and consistently applied and align with the Corporation's values of integrity, safety & respect;
7. confirming that relevant risk management guidelines are applied to environmental, safety, sustainability and corporate social responsibility matters;
8. confirming the appropriateness of practices and initiatives directed towards preserving and enhancing the Corporation's reputation;
9. confirming that business is conducted in a socially responsible, ethical and transparent manner and that management engages, respects and supports the communities in which the Corporation works;
10. reviewing appropriate benchmarks, procedures, practices and reporting methodologies utilized by Management as they relate to safety, environment and sustainability matters;
11. reviewing the Corporation's communication with stakeholders on sustainability issues; and
12. addressing any other matter properly referred to the Committee by the Chair of the Board, a Director, the CEO, or management of the Corporation for review, recommendation or decision.

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 not be entitled to a second or casting vote and in such cases, the undecided matter should be referred to the Board as a whole.
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 once per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, directors and employees of the Corporation 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. At each meeting, the Committee will meet in camera without management present.
7. 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.

8. 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 Corporation, as determined by the Committee.
9. 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.
10. 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.
11. In discharging its duties under this Mandate, the Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any officer or employee, the Corporation's legal counsel, external auditors and consultants and may invite any such persons to attend any part of any meeting of the Committee.

Approved: November 8, 2017