

**TOURMALINE OIL CORP.**  
**BOARD OF DIRECTORS DIVERSITY POLICY**

**Purpose and Scope**

1. This Policy is intended to set out a framework to promote diversity on the Board of Directors (the “**Board**”) of Tourmaline Oil Corp. (“**Tourmaline**” or the “**Corporation**”).

**Policy Statement**

2. The Board recognizes that diversity among its directors will support balanced decision and debate which, in turn, will enhance decision making by the Board by utilizing the difference in perspective of the members of the Board.
3. The Corporate Governance and Nominating Committee of the Board (“**Governance Committee**”) Charter includes recommending director candidates for election to the Board and annually evaluating the overall performance of the Board. In reviewing the composition of the Board, the Governance Committee will consider the benefits of diversity in order to maintain an optimum mix of skills, knowledge and experience on the Board.
4. The selection of candidates for appointment to the Board will be based on merit. Within that overriding emphasis on merit, the Governance Committee shall seek to fill Board vacancies by considering candidates that bring a diversity of background and industry or related expertise and experience to the Board. The Governance Committee's considerations shall include achieving an appropriate level of diversity having regard to factors such as skills, business and other experience, education, gender, age, ethnicity and geographic location. Women candidates for director will be included in the evergreen list of potential Board nominees.

**Objectives and Targets**

5. In support of the objectives described in this Policy, the Board will seek to achieve a target of 30% representation by women on the Board by no later than 2021. The achievement of this objective will be monitored and reported on by the Governance Committee as described below.

**Monitoring and Reporting**

6. The Governance Committee is responsible for monitoring compliance with the Policy and for reviewing and assessing the effectiveness of the Policy in promoting diversity to the Board on an annual basis. To measure the effectiveness of this policy, the Committee will, among other things:
  - a. review the number of women considered or brought forward for both Board and executive officer positions;
  - b. take into account the skills, knowledge, experience and character of any such women candidates; and
  - c. ensure that women candidates are being fairly considered relative to other candidates.

7. On an annual basis, the Governance Committee will measure the diversity on the Board and report to the Board with respect to the Corporation's annual and cumulative progress in achieving the objectives of the Policy.

#### **Diversity within the Organization**

8. The Board and the Corporation are committed to ensuring a diverse and inclusive culture across the organization, including at the executive level, by promoting equality of opportunity. The Board will encourage and support the Corporation in its efforts, including seeking external independent advisory services as appropriate, to foster a collaborative and innovative workforce.

#### **Review of the Policy**

9. The Governance Committee will review this Policy from time to time as necessary, and make recommendations on any required changes to the Board for consideration and approval.

Approved by the Board of Directors on April 17, 2020.