PRESS RELEASE

May 14, 2015

TORC OIL & GAS LTD. ANNOUNCES FIRST QUARTER 2015 FINANCIAL & OPERATIONAL RESULTS

CALGARY, ALBERTA - TORC Oil & Gas Ltd. ("TORC" or the "Company") (TSX: TOG) is pleased to announce its financial and operating results for the three month period ended March 31, 2015. The associated management's discussion and analysis ("MD&A") and unaudited interim financial statements as at and for the quarter ended March 31, 2015 can be found at www.sedar.com and www.torcoil.com.

Highlights

	Three months ended		
(in thousands, except per share data)	**March 31 2015**	December 31 2014	March 31 2014
Financial			
Funds flow from operations, including transaction related costs [1]	**$25,615**	$41,710	$47,207
Per share basic	**$0.25**	$0.43	$0.52
Per share diluted	**$0.24**	$0.43	$0.50
Funds flow from operations, excluding transaction related costs [1]	**$26,368**	$41,748	$47,207
Per share basic	**$0.26**	$0.43	$0.52
Per share diluted	**$0.25**	$0.43	$0.50
Net income (loss)	**($15,258)**	($30,411)	$8,029
Per share basic	**($0.15)**	($0.32)	$0.09
Per share diluted	**($0.15)**	($0.32)	$0.09
Exploration and development expenditures	**$33,552**	$35,189	$37,740
Property acquisitions (net of dispositions)	**$1,516**	$44,907	($27)
Net debt [2]	**$266,581**	$244,658	$145,528
Common shares			
Shares outstanding, end of period	**113,227**	96,765	91,823
Weighted average shares (basic)	**103,050**	96,087	91,620
Weighted average shares (diluted)	**104,675**	97,815	94,159
Operations			
Production			
Crude oil (Bbls per day)	**10,264**	9,690	8,502
NGL (Bbls per day)	**519**	428	422
Natural gas (Mcf per day)	**10,533**	11,033	9,630
Barrels of oil equivalent (Boepd, 6:1)	**12,539**	11,957	10,529
Average realized price			
Crude oil ($ per Bbl)	**$46.94**	$73.31	$93.30
NGL ($ per Bbl)	**$25.17**	$40.99	$66.40
Natural gas ($ per Mcf)	**$2.89**	$3.83	$5.54
Barrels of oil equivalent ($ per Boe, 6:1)	**$41.89**	$64.41	$83.55
Operating netback per Boe (6:1) ($)			
Operating netback [1]	**$27.59**	$42.01	$53.49
Operating netback (prior to hedging) [1]	**$19.09**	$38.07	$55.00
Funds flow netback per Boe (6:1) ($)			
Including transaction related costs [1]	**$22.70**	$37.92	$49.82
Excluding transaction related costs [1]	**$23.36**	$37.95	$49.82
Wells drilled:			

Gross	**8**	14	13
Net	**7.0**	8.5	8.5
Success (%)	**100**	100	100

(1) *Management uses these financial measures to analyze operating performance and leverage. The definitions of these measures are found in the Company's Management's Discussion and Analysis ("the MD&A") for the three months ended March 31, 2015. These measures do not have any standardized meaning prescribed by International Financial Reporting Standards and therefore may not be comparable with the calculation of similar measures for other companies.*

(2) *Net debt is calculated as current assets (excluding financial derivative assets) less: i) current liabilities (excluding financial derivative liabilities), ii) bank debt, and iii) non-current deferred lease incentives.*

PRESIDENT'S MESSAGE

TORC's strategy in 2015 is consistent with the Company's long term objective of delivering disciplined growth while providing a sustainable dividend. TORC's 2015 capital program exhibits a measured approach in the execution of this strategy as the Company continues to actively monitor 2015 capital expenditure plans in the context of the current commodity price environment to prudently manage TORC's payout ratio and maintain financial flexibility.

Consistent with TORC's strategy of positioning the Company to capitalize on opportunities to enhance the quality of the asset base throughout the commodity price cycle, TORC announced, and closed, a strategic acquisition which expanded the Company's southeast Saskatchewan core area during the first quarter. In addition, subsequent to the first quarter, TORC announced further expansion of the southeast Saskatchewan core area through a strategic acquisition together with an associated financing, further positioning the Company for continued growth.

TORC's integrated approach to growth in 2015 has resulted in the Company strengthening the corporate netback, improving the decline profile and adding inventory of top tier light oil drilling locations to the portfolio, driving an improvement in the Company's overall capital efficiency while increasing TORC's financial flexibility.

The Company's key achievements in the first quarter of 2015 included the following:

- Achieved record quarterly production of 12,539 boepd, up from 11,957 in the fourth quarter of 2014 and 10,529 boepd in the first quarter of 2014 (6% per share growth year over year);
- Generated cash flow of $26.4 million relative to $41.7 million in the fourth quarter of 2014 and $47.2 million in the first quarter of 2014 driven by substantially lower commodity prices realized in the quarter;
- Generated cash flow per share of $0.26 per share as compared to $0.43 in the fourth quarter of 2014 and $0.52 per share in the first quarter of 2014;
- Successfully drilled 8 (7.0 net) wells;
- At quarter end, the Company was drawn $215.7 million on an available $425 million credit facility, with net debt of approximately $266.6 million;
- Paid dividends of $0.135 per share to shareholders;
- Announced, closed and fully integrated a strategic acquisition of complementary southeast Saskatchewan properties producing greater than 1,550 boepd (94% light oil and liquids);
- Subsequent to quarter end, TORC's credit facility was reaffirmed at $425 million; and
- Subsequent to the end of the first quarter, TORC announced a strategic acquisition of complementary southeast Saskatchewan properties producing 4,750 boepd (98% light oil and liquids) financed by a bought deal public offering and a private placement to TORC's cornerstone investor.

OPERATIONAL UPDATE

During the first quarter, TORC executed on a successful lower risk development drilling program while continuing to delineate the emerging Torquay/Three Forks light oil resource play in southeast Saskatchewan. TORC spent $33.6 million on capital activities including successfully drilling 8 (7.0 net) wells.

CARDIUM

In 2015, the Company has budgeted to drill 12.8 net Cardium wells representing less than 5% of TORC's identified undrilled inventory. In the first quarter, TORC drilled 5 (5.0 net) successful Cardium development wells with four of five wells completed and at various stages of being brought on production. The fifth well is scheduled to be completed in the third quarter.

With TORC having greater than 95 net light oil sections in the Cardium trend where the Company has identified more than 290 net undrilled locations, TORC has several years of high quality, lower risk drilling locations on a maturing asset to continue to drive free cash flow growth inside TORC's disciplined growth plus dividend model.

MONARCH

With activity in Monarch scheduled for the second half of the year there were no capital activities in the first quarter of 2015. The goal in Monarch in 2015 is to continue to demonstrate repeatability and drive continued optimization in the initial 25 net section development area identified in the heart of the Monarch play.

TORC continues to monitor and evaluate the current commodity price environment as it relates to activity in the Monarch core area. As a result of the current commodity price environment, the Company is evaluating the relative benefits of deferring some or all of the activity at Monarch into 2016 and reallocating capital to projects in the Company's asset portfolio that have lower up front capital costs in order to prudently manage financial flexibility.

SOUTHEAST SASKATCHEWAN

TORC drilled 3 (2.0 net) southeast Saskatchewan wells in the first quarter of 2015 with all three wells being Torquay/Three Forks delineation step out wells. One of the three wells was completed in the first quarter with the remaining two wells being deferred into the second quarter in order to realize service cost reductions associated with slower second quarter industry activity levels.

TORC plans to continue with the delineation drilling program in the Torquay/Three Forks play in 2015 with plans to drill an additional 6 (3.0 net) wells. The Company holds approximately 85 net sections with Torquay/Three Forks potential providing significant exposure to this emerging play.

The 2015 budget has the Company drilling 6.0 net conventional wells in southeast Saskatchewan. With the expansion of the southeast Saskatchewan core area with two strategic acquisitions, both during and subsequent to quarter end, the Company expects to drill additional southeast Saskatchewan conventional wells on the newly acquired assets in 2015. Pro forma the closing of the two strategic acquisitions, TORC has now identified over 360 net undrilled locations in southeast Saskatchewan.

ACQUISITIONS AND FINANCINGS

On February 25, 2015, TORC closed the previously announced strategic acquisition of high quality, complementary conventional light oil assets in southeast Saskatchewan (the "February Acquisition"). The February Acquisition added 1,550 boepd (94% light oil and liquids) of operated production, 5.9 mmboe of proved plus probable reserves and 50 net high quality drilling locations to TORC. The February Acquisition was completed using 100% share consideration providing additional cash flow without the assumption of any additional debt, further strengthening TORC's financial flexibility. The February Acquisition is consistent with TORC's strategy to capitalize on opportunities to enhance the quality of its asset base throughout the commodity price cycle.

Subsequent to the end of the first quarter, TORC announced that it has entered into an agreement to acquire additional complementary high quality, light oil assets in southeast Saskatchewan. The strategic acquisition (the "June Acquisition") includes 4,750 boepd (~98% light oil and liquids) of operated, low decline, high netback, light oil producing assets, 21.9 mmboe proved plus probable reserves and 170 net high quality drilling locations in southeast Saskatchewan and Manitoba (the "Acquired Assets"). In addition, the Acquired Assets include ownership of freehold mineral title on more than 80 net sections of land in southeast Saskatchewan. Total consideration for the June Acquisition is $430 million, payable in cash. The June Acquisition is expected to close in June 2015, subject to customary conditions and regulatory approvals including the approval of the Toronto Stock Exchange (the "TSX") and the required approval under the *Competition Act* (Canada).

In conjunction with the June Acquisition, TORC's cornerstone investor, the Canadian Pension Plan Investment Board ("CPPIB"), has committed to invest up to a maximum of $149,985,000 through a private placement of subscription receipts (the "CPPIB Investment"). Additionally, TORC has also entered into an agreement for a $250,480,000 bought deal prospectus offering of subscription receipts (the "Bought Deal Financing" and together with the CPPIB Investment, the "Financings") offered through a syndicate of underwriters (the "Underwriters") for total gross equity proceeds of $400,465,000. TORC will grant the Underwriters an option to purchase from treasury an additional 3,720,000 Subscription Receipts, on the same terms, exercisable in whole or in part at any time up to the 30th day following closing of the Bought Deal Financing. Closing of the Financings is expected to occur on or about May 20, 2015 and is subject to customary conditions and regulatory approvals. The net proceeds from the Financings will be used to partially fund the purchase price for the June Acquisition.

Combined, the complementary acquisitions and Financings further strengthen TORC's business model which is focused on delivering disciplined growth and a sustainable dividend to shareholders.

OUTLOOK

As a result of the Bought Deal Financing not having yet closed, TORC is considered to be “in distribution” of securities and is therefore unable to provide forward looking guidance other than what has previously been disclosed. TORC plans to be in a position to reiterate previously disclosed guidance for the remainder of 2015 once the Company is no longer in distribution.

With the volatility of commodity prices, TORC continues to actively monitor 2015 capital expenditure plans in the context of expected cash flow, additional potential service cost adjustments and portfolio allocation in order to prudently manage TORC’s payout ratio and maintain financial flexibility. This demonstrates a measured approach to the current uncertainty in the world oil price environment and reflects a balance between managing long term organic production growth, protecting the Company’s strong financial position and sustaining the dividend.

Dividend

TORC’s dividend is reviewed regularly with the Board of Directors and is an important component of TORC’s overall strategy. TORC’s current dividend policy is $0.045 per share per month. TORC is committed to maintaining a disciplined approach during the current volatility in the world oil markets. TORC’s priorities are to act prudently to protect TORC’s financial flexibility while positioning the Company to continue to achieve per share growth over the long term while paying out a sustainable dividend.

TORC Oil & Gas Ltd. is a Calgary based company active in the acquisition, exploration, development and production of crude oil and natural gas in Western Canada.

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READER ADVISORIES

Note regarding forward looking statements:

This press release contains forward-looking statements and forward-looking information (collectively "forward-looking information") within the meaning of applicable securities laws relating to the Company's plans and other aspects of TORC's 2015 capital budget, strategic objectives, anticipated future operations, dividend payments, financial, operating and production results, cash flow, netbacks, decline rates, net debt, net debt to cash flow, capital expenditure program, commodity pricing, the sources of funding of the capital program and dividend payments, targeted growth and drilling and development plans and the timing thereof. In addition, and without limiting the generality of the foregoing, this press release contains forward-looking information regarding: the Company's long term objectives; the focus and allocation of TORC's 2015 capital budget, including the potential re-allocation of capital; management's view of the characteristics and quality of TORC's assets and the Acquired Assets, including the magnitude of opportunities available to the Company on such assets, the production profile and decline rates on such assets, the drilling inventory available to the Company; the anticipated benefits from CPPIB's involvement with TORC; matters pertaining to the June Acquisition and the Financings, respectively, including the timing of close thereof and other matters ancillary or incidental to the foregoing.

Forward-looking information typically uses words such as "anticipate", "believe", "project", "target", "guidance", "expect", "goal", "plan”, "intend" or similar words suggesting future outcomes, statements that actions, events or conditions "may", "would", "could" or "will" be taken or occur in the future. The forward-looking information is based on certain key expectations and assumptions made by TORC's management, including expectations and assumptions concerning prevailing commodity prices, exchange rates, interest rates, applicable royalty rates and tax laws; capital efficiencies; decline rates; future production rates and estimates of operating costs; performance of existing and future wells; reserve and resource volumes; anticipated timing and results of capital expenditures; the success obtained in drilling new wells; the sufficiency of budgeted capital expenditures in carrying out planned activities; the timing, location and extent of future drilling operations; the state of the economy and the exploration and production business; results of operations; performance; business prospects and opportunities; the availability and cost of financing, labour and services; the impact of increasing competition; ability to market oil and natural gas successfully and TORC's ability to access capital; and receipt, on a timely basis, of all relevant approvals for the June Acquisition and the Financings.

Statements relating to "reserves" are also deemed to be forward looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described exist in the quantities predicted or estimated and that the reserves can be profitably produced in the future.

Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because TORC can give no assurance that they will prove to be correct. Since forward-looking information addresses future events and conditions, by its very nature they involve inherent risks and uncertainties. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, the forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits that the Company will derive there from. Management has included the above summary of assumptions and risks related to forward-looking information provided in this press release in order to provide securityholders with a more complete perspective on TORC's future operations and such information may not be appropriate for other purposes.

Dividends:

The payment and the amount of dividends declared in any month will be subject to the discretion of the board of directors and will depend on the board of director's assessment of TORC's outlook for growth, capital expenditure requirements, funds from operations, potential acquisition opportunities, debt position and other conditions that the board of directors may consider relevant at such future time. The amount of future cash dividends, if any, may also vary depending on a variety of factors, including fluctuations in commodity prices and differentials, production levels, capital expenditure requirements, debt service requirements, operating costs, royalty burdens and foreign exchange rates.

Non-GAAP Measures:

This document contains the term "cash flow" and "netbacks", which do not have a standardized meaning prescribed by Canadian generally accepted accounting principles ("GAAP") and therefore may not be comparable with the calculation of similar measures by other companies. TORC uses cash flow and netbacks to analyze financial and operating performance. TORC feels these benchmarks are key measures of profitability and overall sustainability for TORC. Both of these terms are commonly used in the oil and gas industry. Cash flow and operating netbacks are not intended to represent operating profits nor should they be viewed as an alternative to cash flow provided by operating activities, net earnings or other measures of financial performance calculated in accordance with GAAP. Cash flows are calculated as cash flows from operating activities less changes in non-cash working capital. Netbacks are determined by deducting royalties, production expenses and transportation and selling expenses from oil and gas revenue. TORC calculates cash flow per share using the same method and shares outstanding that are used in the determination of earnings per share.

Information Regarding Disclosure on Oil and Gas Reserves and Operational Information:

Our oil and gas reserves statement for the year ended December 31, 2014, which will include complete disclosure of our oil and gas reserves and other oil and gas information in accordance with NI 51-101, will be contained within our Annual Information Form which will be available on our SEDAR profile by March 31, 2015 at www.sedar.com. The recovery and reserve estimates contained herein are estimates only and there is no guarantee that the estimated reserves will be recovered. In relation to the disclosure of estimates for individual properties, such estimates may not reflect the same confidence level as estimates of reserves and future net revenue for all properties, due to the effects of aggregation. The Company's belief that it will establish additional reserves over time with conversion of probable undeveloped reserves into proved reserves is a forward-looking statement and is based on certain assumptions and is subject to certain risks, as discussed above under the heading "Note regarding forward looking statements".

Drilling Locations

This press release discloses drilling locations in three categories: (i) proved locations; (ii) probable locations; and (iii) unbooked locations. Proved locations and probable locations are derived from the Company's most recent independent reserves evaluation as prepared by Sproule as of December 31, 2014 and account for drilling locations that have associated proved and/or probable reserves, as applicable. Unbooked locations are internal estimates based on TORC's prospective acreage and an assumption as to the number of wells that can be drilled per section based on industry practice and internal review. Unbooked locations do not have attributed reserves. Of the 650 drilling locations identified herein in the Company's Cardium and southeast Saskatchewan conventional core areas, 149 are proved locations, 81 are probable locations and 420 are unbooked locations. Unbooked locations have been identified by management as an estimation of our multi-year drilling activities based on evaluation of applicable geologic, seismic, engineering, production and reserves information. There is no certainty that TORC will drill all unbooked drilling locations and if drilled there is no certainty that such locations will result in additional oil and gas reserves or production. The drilling locations on which we actually drill wells will ultimately depend upon the availability of capital, regulatory approvals, seasonal restrictions, oil and natural gas prices, costs, actual drilling results, additional reservoir information that is obtained and other factors. While certain of the unbooked drilling locations have been derisked by drilling existing wells in relative close proximity to such unbooked drilling locations, some of other unbooked drilling locations are farther away from existing wells where management has less information about the characteristics of the reservoir and therefore there is more uncertainty whether wells will be drilled in such locations and if drilled there is more uncertainty that such wells will result in additional oil and gas reserves or production.

Meaning of Boe and Boepd:

The term "BOE" or barrels of oil equivalent may be misleading, particularly if used in isolation. A BOE conversion ratio of six thousand cubic feet of natural gas to one barrel of oil equivalent (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. Additionally, 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 ratio of 6:1 may be misleading as an indication of value.

Analogous Information:

Certain information in this news release may constitute "analogous information" as defined in NI 51-101, including, but not limited to, information relating to the areas in geographical proximity to lands held or to be to be held by TORC. TORC believes this information is relevant as it helps to define the reservoir characteristics in which TORC may hold an interest. TORC is unable to confirm that the analogous information was prepared by a qualified reserves evaluator or auditor. Such information is not an estimate of the reserves or resources attributable to lands held or to be held by TORC and there is no certainty that the reservoir data and economics information for the lands held or to be held by TORC will be similar to the information presented herein. The reader is cautioned that the data relied upon by TORC may be in error and/or may not be analogous to such lands to be held by TORC.