

11/4/2019



Northern Oil and Gas Announces Extension of Early Participation Deadline and Increase in Consent Fee

MINNEAPOLIS--(BUSINESS WIRE)-- Northern Oil and Gas, Inc. (NYSE American: NOG) ("Northern" or the "Company") today announced that it has increased the consent fee with respect to its previously announced solicitation of consents from holders of the Company's 8.50% Senior Secured Second Lien Notes due 2023 (the "Notes") to approve certain proposed amendments (the "Proposed Amendments") to the indenture under which the Notes were issued (the "Consent Solicitation"). The consent fee for the Consent Solicitation has been increased from \$10 per \$1,000 principal amount of Notes to \$15 per \$1,000 principal amount of Notes (as so increased, the "Consent Fee") for which a holder validly delivers (and does not validly revoke) consent.

In addition, the Company announced that it has extended the time and date by which (1) holders of Notes must validly tender (and not validly withdraw) their Notes in the previously announced exchange offer (the "exchange offer") and/or tender offer (together with the exchange offer, the "Offers") or validly deliver (and not validly revoke) their consents to be eligible to receive the Consent Fee (such time and date, as extended and as the same may be further extended, the "Early Participation Deadline") and (2) Notes validly tendered pursuant to the Offers may be withdrawn and consents validly delivered may be revoked (such time and date, as extended and as the same may be further extended, the "Withdrawal Deadline"), in each case, to 5:00 p.m., New York City time, on November 5, 2019.

The Company also announced that it is modifying certain of the Proposed Amendments to, among other things, (1) provide that the Company's capacity to make restricted payments will not be increased by the amount of Notes exchanged in the exchange offer and (2) in connection with making certain restricted payments, require the Company to retire or offer to repurchase Notes up to an aggregate principal amount of \$50.0 million, each as set forth in Supplement No. 2, dated November 4, 2019, to the Confidential Exchange and Tender Offer Statement and Consent Solicitation Statement and Offering Memorandum, dated October 21, 2019 (as supplemented, and as it may be further supplemented and amended from time to time, the "Offering Memorandum").

As of 5:00 P.M., New York City time, on November 1, 2019, holders of approximately 44% of the outstanding Notes had delivered consents to the Proposed Amendments.

AVAILABLE DOCUMENTS AND OTHER DETAILS

D.F. King & Co., Inc. ("DF King") is the Exchange and Tender Agent for the exchange offer and tender offer and the Information Agent for the Consent Solicitation. Holders may obtain copies of the Offering Memorandum from DF King by telephone at (800) 967-4617 or by email at NOG@dfking.com.

The complete terms and conditions of the Offers are set forth in the Offering Memorandum. This announcement is for informational purposes only and is not an offer to purchase, or the solicitation of an offer to sell, the Notes or any other security of the Company. The Offers may only be made pursuant to the terms of the Offering Memorandum. The Offers are not being made, and Consents are not being solicited, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdictions.

ABOUT NORTHERN OIL AND GAS

Northern Oil and Gas, Inc. is an exploration and production company with a core area of focus in the Williston Basin Bakken and Three Forks play in North Dakota and Montana.

SAFE HARBOR

This press release contains forward-looking statements regarding future events and future results that are subject to the safe harbors created under the Securities Act, and the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included in this release regarding Northern's financial position, business strategy, plans and objectives of management for future operations, industry conditions, and indebtedness covenant compliance are forward-looking statements. When used in this release, forward-looking statements are generally accompanied by terms or phrases such as "estimate," "project," "predict," "believe," "expect," "continue," "anticipate," "target," "could," "plan," "intend," "seek," "goal," "will," "should," "may" or other words and similar expressions that convey the uncertainty of future events or outcomes. Items contemplating or making assumptions about actual or potential future sales, market size, collaborations, and trends or operating results also constitute such forward-looking statements.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond Northern's control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following: Northern's ability to complete the transactions described in this press release, changes in crude oil and natural gas prices, the pace of drilling and completions activity on Northern's properties, Northern's ability to acquire additional development opportunities, changes in Northern's reserves estimates or the value thereof, general economic or industry conditions, nationally and/or in the communities in which Northern conducts business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, Northern's ability to raise or access capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, and other economic, competitive, governmental, regulatory and technical factors affecting Northern's operations, products, services and prices.

Northern has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond Northern's control. These and other applicable risks and uncertainties have been described more fully in Northern's Annual Report on Form 10-K filed with the SEC on March 18, 2019 and in Northern's subsequent SEC filings. Northern does not undertake any duty to update or revise any forward-looking statements, except as may be required by the federal securities laws.

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Nicholas O'Grady
President and Chief Financial Officer
(952) 476-9800
ir@northernoil.com

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