

MAGNOLIA

Disclaimer



FORWARD LOOKING STATEMENTS

The information in this presentation and the oral statements made in connection therewith include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of present or historical fact included in this presentation, regarding Magnolia Oil & Gas Corporation's ("Magnolia," "we," "us," "our" or the "Company") financial and production guidance, strategy, future operations, financial position, estimated revenues, and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this presentation, including any oral statements made in connection therewith, the words could, should, will, may, believe, anticipate, intend, estimate, expect, project, the negative of such terms and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on management's current expectations and assumptions about future events. Except as otherwise required by applicable law, Magnolia disclaims any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this presentation. Magnolia cautions you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond the control of Magnolia. incident to the development, production, gathering and sale of oil, natural gas and natural gas liquids. In addition, Magnolia cautions you that the forward looking statements contained in this press release are subject to the following factors: (i) the length, scope and severity of the ongoing coronavirus disease 2019 ("COVID-19") pandemic, including the emergence and spread of variant strains of COVID-19, including the effects of related public health concerns and the impact of continued or new actions taken by governmental authorities and other third parties in response to the pandemic and its impact on commodity prices and supply and demand considerations; (ii) the outcome of any legal proceedings that may be instituted against Magnolia; (iii) Magnolia's ability to realize the anticipated benefits of its acquisitions, which may be affected by, among other things, competition and the ability of Magnolia to grow and manage growth profitably; (iv) changes in applicable laws or regulations; and (v) the possibility that Magnolia may be adversely affected by other economic, business, and/or competitive factors. Should one or more of the risks or uncertainties described in this press release occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. Additional information concerning these and other factors that may impact Magnolia's operations and projections can be found in its filings with the Securities and Exchange Commission (the "SEC"), including its Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which is expected to be filed with the SEC on February 17, 2022. Magnolia's SEC filings are available publicly on the SEC's website at www.sec.gov.

NON-GAAP FINANCIAL MEASURES

This presentation includes non-GAAP financial measures, including free cash flow, EBITDAX, adjusted EBITDAX, adjusted net income, adjusted earnings, adjusted cash operating margin. Magnolia believes these metrics are useful because they allow Magnolia to more effectively evaluate its operating performance and compare the results of its operations from period to period and against its peers without regard to accounting methods or capital structure. Magnolia does not consider these non-GAAP measures in isolation or as an alternative to similar financial measures determined in accordance with GAAP. The computations of these non-GAAP measures may not be comparable to other similarly titled measures of other companies.

Magnolia excludes certain items from net income in arriving at adjusted net income and adjusted earnings because these amounts can vary substantially from company to company within its industry depending upon accounting methods, book values of assets and the method by which the assets were acquired. Adjusted EBITDAX, adjusted net income, and adjusted earnings should not be considered as alternatives to, or more meaningful than, net income as determined in accordance with GAAP. Certain items excluded from free cash flow, adjusted EBITDAX, adjusted net income, adjusted earnings, adjusted cash operating costs and adjusted cash operating margin are significant components in understanding and assessing a company's financial performance, and should not be construed as an inference that its results will be unaffected by unusual or non-recurring terms.

As performance measures, adjusted EBITDAX, adjusted net income, adjusted earnings, adjusted cash operating costs and adjusted cash operating margin may be useful to investors in facilitating comparisons to others in the Company's industry because certain items can vary substantially in the oil and gas industry from company to company depending upon accounting methods, book value of assets, and capital structure, among other factors. Management believes excluding these items facilitates investors and analysts in evaluating and comparing the underlying operating and financial performance of our business from period to period by eliminating differences caused by the existence and timing of certain expense and income items that would not otherwise be apparent on a GAAP basis. As a liquidity measure, management believes free cash flow is useful for investors and widely accepted by those following the oil and gas industry as financial indicators of a company's ability to generate cash to internally fund drilling and completion activities, fund acquisitions, and service debt. Our presentation of adjusted EBITDAX, adjusted net income, free cash flow, adjusted cash operating costs and adjusted cash operating margin may not be comparable to similar measures of other companies in our industry. A free cash flow reconciliation is shown on page 23 and adjusted cash operating costs and adjusted cash operating margin reconciliations are shown on page 7.

INDUSTRY AND MARKET DATA

This presentation has been prepared by Magnolia and includes market data and other statistical information from sources believed by Magnolia to be reliable, including independent industry publications, governmental publications or other published independent sources. Some data is also based on the good faith estimates of Magnolia, which are derived from its review of internal sources as well as the independent sources described above. Although Magnolia believes these sources are reliable, it has not independently verified the information and cannot guarantee its accuracy and completeness.

Magnolia Oil & Gas – Overview



- High-quality, low-risk pure-play South Texas operator with a core Eagle Ford and Austin Chalk position acquired at an attractive entry multiple
- Significant scale and PDP base generates material free cash flow, reduces development risk, and increases optionality

Asset Overview:

- ~23,800 net acres in a well-delineated, low-risk position in the core of Karnes County, representing some of the most prolific acreage in the United States with industry leading break-evens
- ~450,000 net acres in the Giddings area, a re-emerging oil play with significant upside and what we believe to be substantial inventory
- Both assets expected to remain self funding and within cash flow

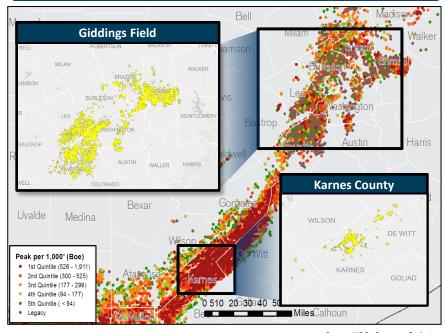
Market Statistics Trading Symbol (NYSE) MGY Share Price as of 2/15/2022 \$20.11 Common Shares Outstanding (1) 227 million **Market Capitalization** \$4.6 billion Long-term Debt – Principal \$400 million Cash as of 12/31/2021 \$367 million **Total Enterprise Value** \$4.6 billion **Operating Statistics Giddings** Karnes Total Net Acreage 23,785 447,478 471,263

33.4

36.0

69.4

~478,000 Net Acre Position Targeting Two of the Top Oil Plays in the U.S.



Source: IHS Performance Evaluator

Industry Leading Breakevens (\$/Bbl WTI)



4Q21 Net Production (Mboe/d) (2)

⁽¹⁾ Common Stock outstanding includes Class A and Class B Stock.

⁽²⁾ Giddings includes other production not located in the Giddings Field.

Magnolia Oil & Gas – Business Model & Strategy



Magnolia Value Creation Principles

- Generate moderate annual organic production growth
- Limit D&C capital to 55% of annual Adjusted EBITDAX, providing significant free cash flow
- Maintain conservative financial leverage profile
- Generate high full-cycle operating margins

Prudent & effective reinvestment of free cash flow to maximize shareholder returns

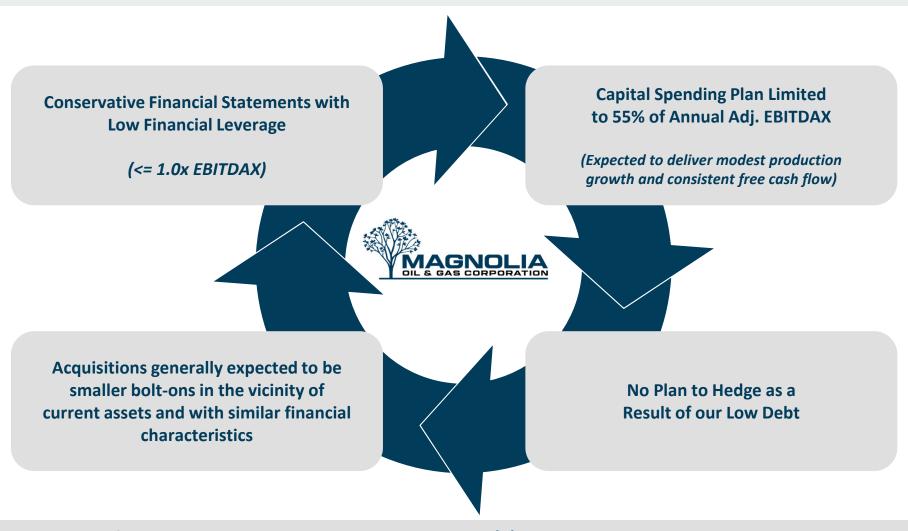
Objectives & Execution

2021 production increased ~7% YOY

- Actual D&C capital spending since company inception is 51% of Operating Cash Flow
- \$400 million of principal debt outstanding and \$367 million of cash on the balance sheet.
- Operating income margins were 56% during 2021
- Closed ~\$220 million of bolt-on acquisitions since 1/1/19 while increasing our Karnes net acreage position by ~40%.
- Repurchased 36.8 ⁽¹⁾ million shares of Magnolia stock since inception of repurchase program (3Q19)
- Paid first interim semi-annual dividend of \$0.08/share during 3Q21 and declared a \$0.20 divided to be paid on March 1st.

Magnolia Oil & Gas – Prudent Financial Policy

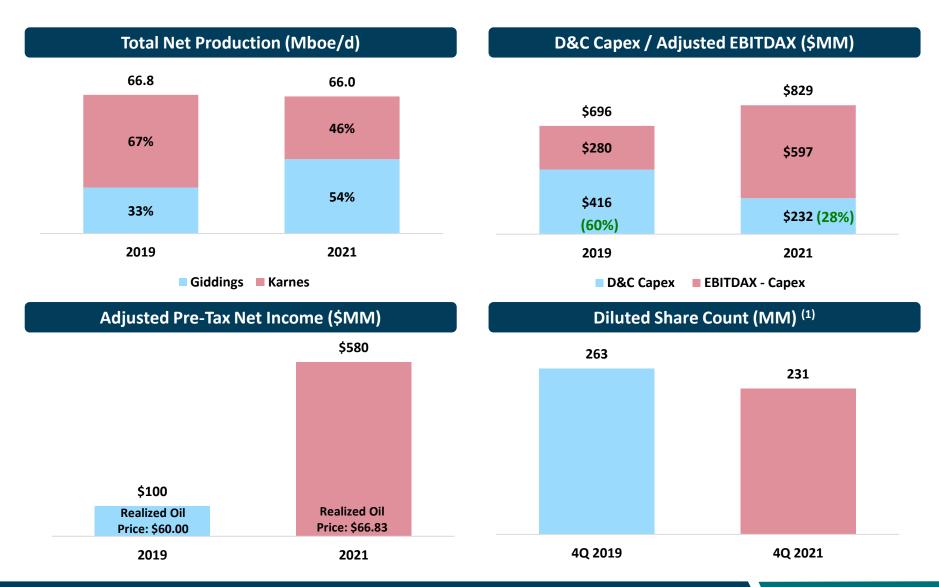




Return-focused, long-term value creation through (1) moderate annual production growth, (2) share repurchases, (3) accretive bolt-on acquisitions, and (4) a secure and growing dividend.

A Fundamental Change To Our Business – 2021 vs 2019





Magnolia Oil & Gas – Margin and Cost Structure



\$ / Boe, unless otherwise noted	For the Quarter Ended December 31, 2021	For the Quarter Ended December 31, 2020
Revenue	\$52.01 \$24.97	γ=/
Total Cash Operating Costs:	Increas	se
Lease Operating Expenses (1)	(4.37)	(3.20)
Gathering, Transportation & Processing	(2.11)	(1.73)
Taxes Other Than Income	(2.69)	(1.50)
Exploration Expenses (2)	(0.12)	(0.25)
General & Administrative Expense (3)	(2.03) \$1.53	3/boe (3.11)
Total Adjusted Cash Operating Costs (4)	(11.32) Incre	ase (9.79)
Adjusted Cash Operating Margin (4)	\$40.69	\$17.25
Margin %	78%	64%
Non-Cash Costs:		
Depreciation, Depletion, and Amortization	(8.37)	(8.08)
Asset Retirement Obligations Accretion	(0.14)	(0.24)
Amortization on Intangible Assets	-	(0.65)
Non-cash stock based compensation	(0.41)	(0.21)
Exploration expenses, non-cash	(0.14)	(0.42)
Total non-cash expenses	(9.06)	(9.60)
Operating Income Margin	\$31.63	\$7.65
Margin %	61%	28%

⁽¹⁾ Lease operating expenses exclude non-cash stock based compensation of \$0.2 MM, or \$0.02 per boe, and \$0.05 MM, or \$0.01 per boe, for the quarters ended December 31, 2021 and 2020, respectively.

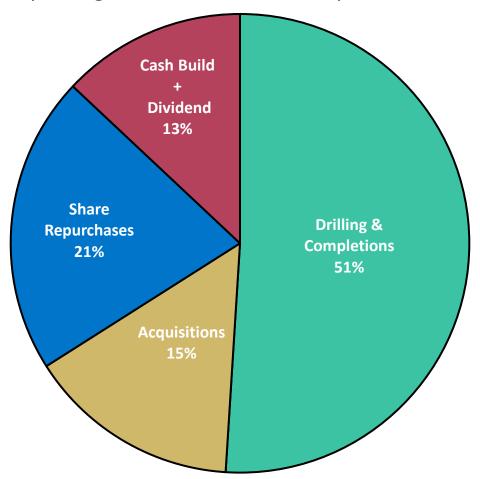
⁽²⁾ Exploration expenses exclude non-cash exploration activity of \$0.9 MM, or \$0.14 per boe, and \$2.4 MM, or \$0.42 per boe, for the quarters ended December 31, 2021 and 2020, respectively.

⁽³⁾ General and administrative expenses exclude non-cash stock based compensation of \$2.4 MM, or \$0.39 per boe, and \$1.1 MM, or \$0.20 per boe, for the quarters ended December 31, 2021 and 2020,

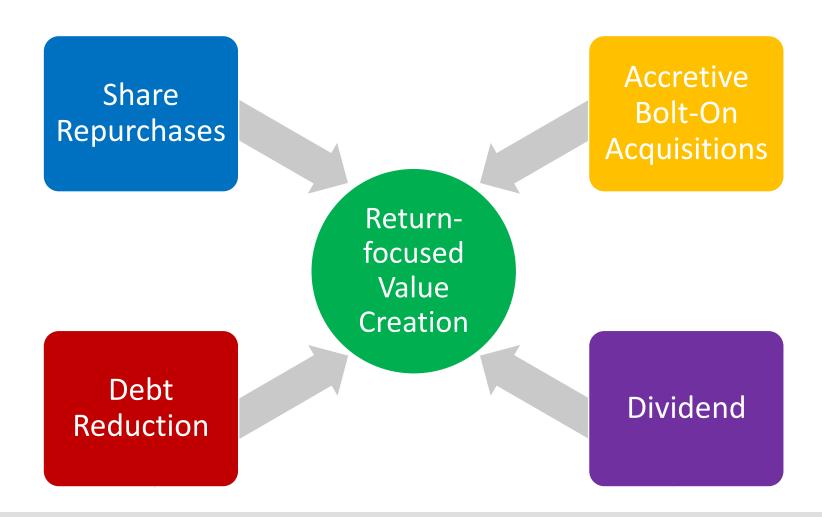
Cash Flow Allocation Matches Magnolia's Business Model



(Percentage of Operating Cash Flow (1) - Since Inception - 7/31/18 thru 12/31/21)



Magnolia Oil & Gas - Prudent Deployment of Free Cash Flow MAGNOLIA

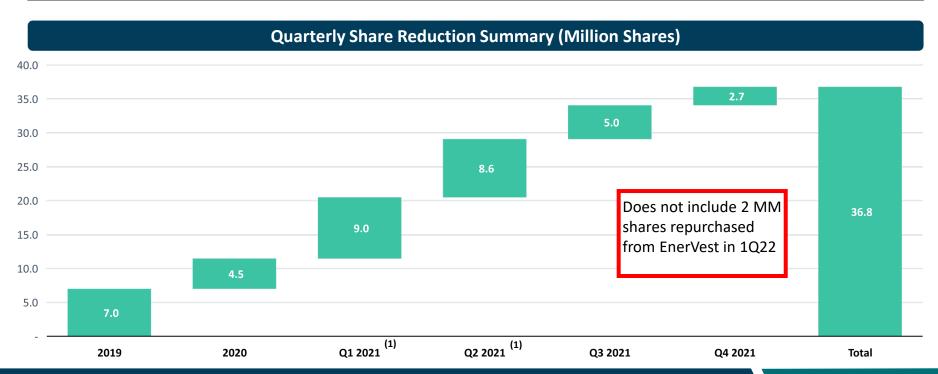


Consistent free cash flow generation allows for prudent and effective reinvestment to maximize Magnolia's total shareholder return proposition.

Share Repurchase Summary Through 4Q 2021



- Since the initial repurchase authorization in 3Q19, Magnolia has reduced its dilutive share count by 17.8⁽¹⁾ million shares of Class A common stock as well as 19 million shares of Class B common stock, for a total reduction of 36.8 million shares, or approximately 14% of the diluted shares outstanding as of the authorization date.
 - Repurchased 2.7 MM shares during 4Q21 and 25.3⁽¹⁾ MM shares during full year 2021.
- Magnolia plans to continue to opportunistically repurchase 1% of the total shares outstanding each quarter.
- There are 15.8 million shares remaining under the current share repurchase authorization.

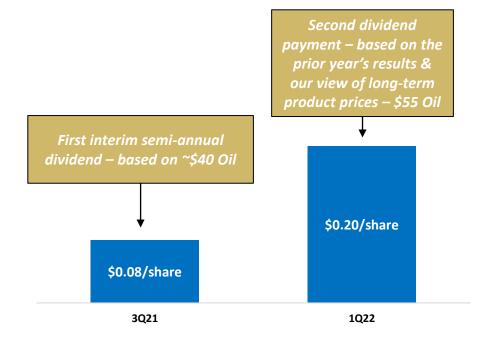


Magnolia Oil & Gas – Differentiated Dividend Framework



Dividend Principles

- Secure & Sustainable Dividend is safe, and supported by our strong balance sheet, prudent spending and consistent free cash flow
- Paid out of Earnings Dividend is paid out of earnings generated by the business and, will not exceed 50% of the prior year's reported net income
- Dividend Growth We expect each of these regular dividend payments to grow annually based on execution of our plan, which includes moderate production growth and share reduction



- Differentiated dividend framework is aligned with the principles of our business model and reinforces our plan.
- The dividend conveys our continued confidence in the business plan and the quality of our assets.
- Our approach is meant to appeal to long-term investors who seek dividend safety, moderate and regular dividend growth, and a dividend that is paid out of actual earnings.
- We intend to use this dividend framework to demonstrate the underlying results of our business in a stable product price environment (\$55 oil and \$2.75 natural gas), and within our current cost structure.
- Our objective is to provide a superior total shareholder return by improving the per share value of the enterprise while providing a secure and growing dividend.



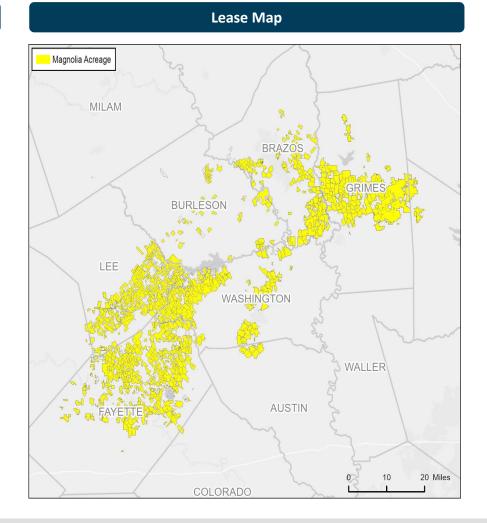


Giddings Field – Development & Appraisal Opportunities



Giddings Asset Overview

- Emerging, high-growth asset with extensive inventory potential and significant development flexibility
- ~650,000 gross acres (~450,000 net acres) that is 98% HBP and 96% operated. 4Q 2021 production averaged 33.1 Mboe/d (36% oil, 67% liquids)
- HBP nature of asset allows for systematic delineation and optimization of play while generating free cash flow
- Shallower production declines allow for more stable cash flows and beneficial with higher future oil prices
- Modern high-intensity completions have resulted in a step-change improvement in well performance
- Have successfully transitioned 70,000 acres to development
- We could have at least 1,000 locations based on conservative spacing assumptions

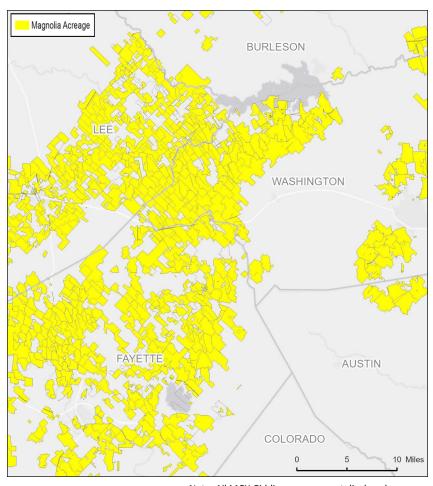


With significant scale and high HBP position, Giddings offers a unique opportunity to develop an emerging play while generating free cash flow

Giddings Field – Development



- MGY has identified some contiguous acreage blocks which have produced consistent results to date. One of these areas comprises ~70,000 acres.
 - Operating one full-time rig drilling development wells in this area
 - Have greater than 40 horizontal wells online
- 4Q21 production at Giddings has increased ~30% YOY
- We entered full field development during 2021
 - Primarily drilling 4 well pads
 - Drilling efficiency increased 10% compared to 2020 levels
 - Averaged ~7,000 foot laterals YTD
- Benefits of Giddings:
 - Low entry costs and high economic returns
 - Shallower production declines
 - High EURs with low F&D Costs



Note: All MGY Giddings acreage not displayed on map.

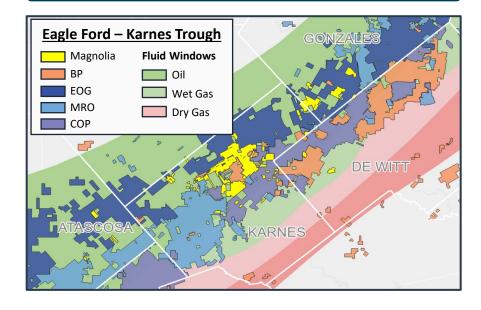
Karnes County – Core Eagle Ford and Austin Chalk



Key Asset Highlights

- World-class acreage footprint located in the core of the Eagle Ford, substantially de-risked
 - ~23,800 net acres, 65% operated, 96% HBP,
 33.4 Mboe/d 4Q21 production (57% oil, 78% liquids)
 - EOG represents 62% of non-operated activity
- Provides substantial free cash flow
 - Full field development allows for operational efficiencies and improved performance
- Well-known, repeatable acreage position targeting multiple benches and represents some of the best economics in North America

Premier Position in the Core of the Eagle Ford



Core position in Karnes County Oil Window adjacent to EOG and Marathon and less than 1-year new well paybacks

Magnolia Oil & Gas – Business Risks Adequately Managed



Level of Risk Generally Acceptable to Magnolia

<u>Risk Factor</u>	<u>Low</u>	<u>Moderate</u>	Fully Exposed
Geologic/Exploratory	\checkmark		
Political	√		
Cost Risk		√	
Reinvestment		√	
Commodity			√
Financial	√		

Commitment to Sustainability



ENVIRONMENTAL

Flaring

Flare less than 1% of our total net production

Fugitive Emissions

Operate vent and flare systems to minimize fugitive emissions from storage tanks

Water Resources

Operations do not produce large volumes of water after initial production

Groundwater

Design wells to minimize the possibility of well failure and ensure groundwater is protected

SOCIAL

Workforce Health & Safety

Both employee total recordable incident rate and fatality rate were zero in 2020

Diversity

As of December 31, 2021, 26% of employee population are women (38% in our Houston corporate office) and 31% identify as a minority group, as defined by the U.S. EEOC⁽¹⁾

Community Support

In 2021, Magnolia gave nearly \$160,000 to local communities, supporting more than 100 organizations

GOVERNANCE

Board Independence

71% of board members are independent

Board Diversity

29% of board members are women

Executive Compensation

Ratio of 2020 Chief Executive Officer's compensation to median employee's compensation was 1.48 to 1

Say-on-Pay

More than 99% of stockholders approved say-on-pay at 2021 Annual Meeting of Stockholders

Magnolia 2021 Sustainability Report is Available on Our Website Under the Sustainability Tab

Magnolia Oil & Gas – Summary Investment Highlights MAGNOLIA





High Quality Assets Positioned for Success

- Coveted position in core of Karnes County with industry leading breakevens between \$28 \$32 per barrel(1)
- Emerging position in the Giddings Field with 70,000 acres now in development.



Positive Free Cash Flow and Leading Margins

- One of the select upstream independents that has generated substantial free cash flow after capital expenditures
- Leading free cash flow yield at a wide range of commodity prices versus the vast majority of the E&P group



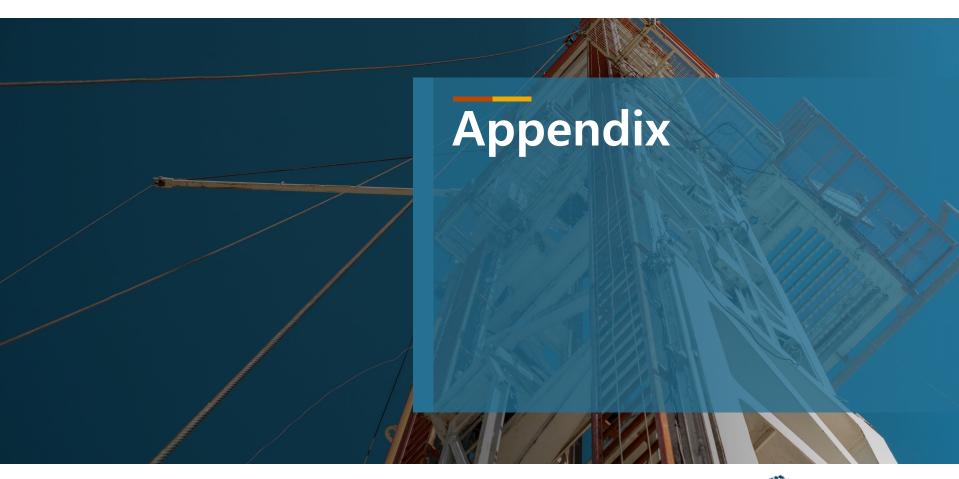
Multiple Levers of Growth

- Modest organic growth through proven drilling while remaining well within cash flow (~55% of EBITDAX)
- Low debt and strong free cash flow allows Magnolia to pursue accretive bolt-on acquisitions or buy back stock which improves the Company's per share metrics



Strong Balance Sheet, Financial Flexibility & Conservative Financial Policy

- Conservative leverage profile with \$367 million of cash and only \$400 million of principal total debt outstanding⁽²⁾
- Substantial liquidity of \$817 million⁽²⁾





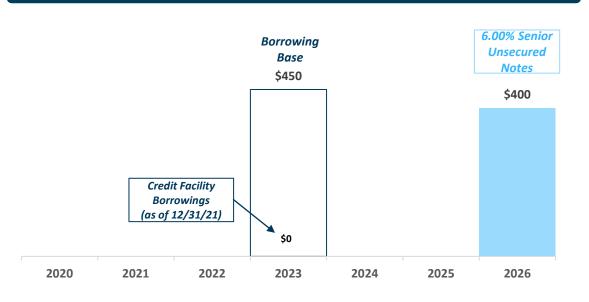
4Q 2021 Capital Structure and Liquidity Overview



Capital Structure Overview

- Maintaining low financial leverage profile
 - Net Debt / Total Book Capitalization of 2%
 - Net Debt / Q4 Annualized adjusted EBITDAX of 0.0x
- Current Liquidity of \$817 million, including fully undrawn credit facility (1)
- No debt maturities until senior unsecured notes mature in 2026

Debt Maturity Schedule (\$MM)



Capitalization	an & Liquid	lity (SMM)
Capitalization	JII & LIQUIC	HLY (PIVHVI)

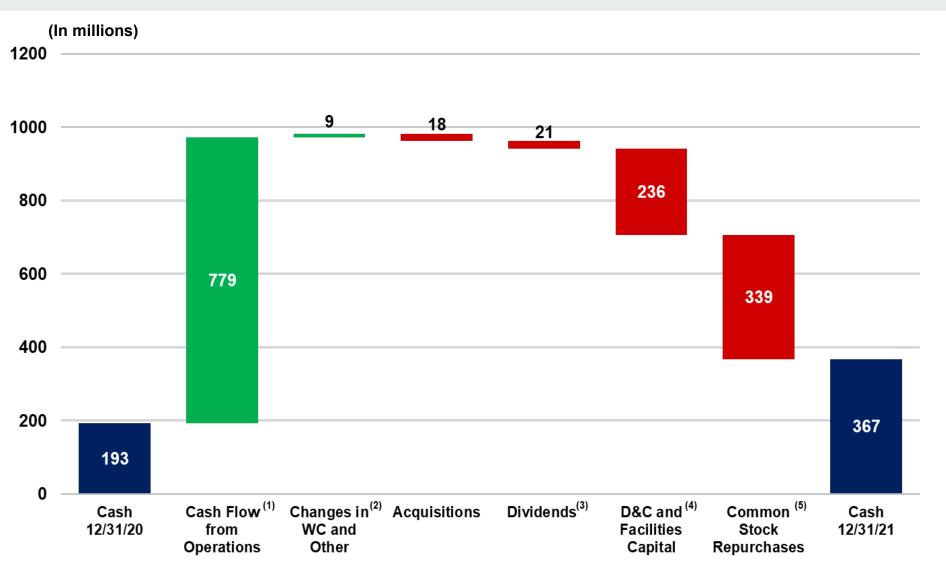
Capitalization Summary	As of 12/31/2021
Cash and Cash Equivalents	\$367
Revolving Credit Facility	\$0
6.00% Senior Notes Due 2026	\$400
Total Principal Debt Outstanding	\$400
Total Equity (2)	\$1,045
Net Debt / Q4 Annualized Adjusted EBITDAX	0.0x
Net Debt / Total Book Capitalization	2%
-	
Liquidity Summary	As of 12/31/2021
Cash and Cash Equivalents	\$367
Credit Facility Availability	\$450
Liquidity ⁽¹⁾	\$817

⁽¹⁾ Liquidity defined as cash plus availability under revolving credit facility.

⁽²⁾ Total Equity includes noncontrolling interest.

2021 Cash Flow Summary





Cash flow from operations before changes in working capital

Includes \$10 MM change in working capital and \$13 MM increase in capital accruals offset by \$5 million debt modification and \$9 MM in other investing and other financing activities

Includes \$14 MM of dividends paid and \$7 MM of distributions to noncontrolling interest holders

Free Cash Flow Reconciliation



(in thousands)	For the Quarter Ended December 31, 2021	For the Quarter Ended December 31, 2020	
Net cash provided by operating activities	\$260,542	\$79,122	
Add back: Changes in operating assets and liabilities	(9,492)	11,133	
Cash flows from operations before changes in operating assets and liabilities	\$251,050	\$90,255	
Additions to oil and natural gas properties	(73,682)	(40,532)	
Changes in working capital associated with additions to oil & gas properties	1,133	(5,382)	
Free cash flow ⁽¹⁾	\$178,501	\$44,341	

Adjusted EBITDAX Reconciliation



(in thousands)	For the Quarter Ended December 31, 2021	For the Quarter Ended December 31, 2020	
Net income	\$192,145	\$42,012	
Exploration expenses	1,685	3,744	
Asset retirement obligations accretion	864	1,315	
Depreciation, depletion and amortization	53,420	45,080	
Amortization of intangible assets	-	3,626	
Interest expense, net	7,483	7,353	
Income tax expense	2,423	-	
EBITDAX (1)	\$258,020	\$103,130	
Impairment of oil and natural gas properties	-	-	
Non-cash stock based compensation expense	\$2,593	\$1,158	
Unrealized (gain) on derivatives, net	-	(\$2,485)	
(Gain) on sale of equity method investment	-	(\$5,071)	
Inventory write down	- \$1,386		
Adjusted EBITDAX ⁽¹⁾	\$260,613	\$98,118	

Adjusted Net Income Reconciliation



(in thousands)	For the Quarter Ended December 31, 2021	For the Quarter Ended December 31, 2020
Net income	\$192,145	\$42,012
Adjustments:		
Impairment of unproved properties (1)	-	2,370
Unrealized (gain) on derivatives, net	-	(2,485)
(Gain) on sale of equity method investment	-	(5,071)
Inventory write down	-	1,386
Seismic purchase	-	1,100
Adjusted Net Income ⁽²⁾	\$192,145	\$39,312

(in thousands)		
Total Share Count	For the Quarter Ended December 31, 2021	For the Quarter Ended December 31, 2020
Diluted weighted average of Class A Common Stock outstanding during the period	181,411	169,326
Weighted average shares of Class B Common Stock outstanding during the period (3)	49,568	85,790
Total weighted average shares of Class A and B Common Stock, including dilutive impact of other securities (3)	230,979	255,116

⁽¹⁾ Impairment of unproved properties is included within Exploration expenses on the consolidated statements of operations.

⁽²⁾ Adjusted Net Income is a non-GAAP measure. For reasons management believes this is useful to investors, refer to slide 2 "Non-GAAP Financial Measure."

⁽³⁾ Shares of Class B Common Stock, and corresponding Magnolia LLC Units, are anti-dilutive in the calculation of weighted average number of common shares outstanding.

Adjusted Earnings Reconciliation



(in thousands)	For the Quarter Ended December 31, 2021	Per Share Diluted EPS	For the Quarter Ended December 31, 2020	Per Share Diluted EPS
Net income attributable to Class A Common Stock	\$150,229	\$0.82	\$27,745	\$0.16
Adjustments:				
Impairment of unproved properties	-	-	2,370	0.01
Unrealized (gain) on derivatives, net	-	-	(2,485)	(0.01)
(Gain) on sale of equity method investment	-	-	(5,071)	(0.03)
Inventory write down	-	-	1,386	0.01
Seismic purchases	-	-	1,100	0.01
Noncontrolling interest impact of adjustments	-	-	917	-
Adjusted net income attributable to Class A Common Stock (1)	\$150,229	\$0.82	\$25,962	\$0.15

Proved Developed Reserves Detail



(In thousands)		For the Year Ended December 31, 2021	For the Year Ended December 31, 2020
Costs incurred:			
Proved property acquisition costs		\$12,354	\$49,246
Unproved properties acquisition costs	_	10,483	25,966
Total acquisition costs		\$22,837	\$75,212
Exploration and development costs	_	240,815	188,352
Total costs incurred		\$263,652	\$263,564
Less: Total acquisition costs		(\$22,837)	(\$75,212)
Less: Asset retirement obligations		(\$1,153)	\$12,839
Less: Exploration expenses		(\$3,237)	(\$3,334)
Less: Leasehold acquisition costs	_	(\$4,521)	(\$2,966)
Drilling and completions capital	(A)	\$231,904	\$194,891
Proved developed reserves:			
Beginning of period		85.8	86.8
End of period		109.8	85.8
Increase (decrease) in proved developed reserves	_	24.0	(1.0)
Production	(B)	24.1	22.6
Increase in proved developed reserves plus production		48.1	21.6
Less: Purchase of reserves in place		(0.4)	(2.0)
Increase in proved developed reserves, excluding acquisitions	(C)	47.7	19.6
Less: Price-related revisions		(16.7)	10.8
Increase in proved developed reserves, excluding	(D)	31.0	30.4
acquisitions and price-related revisions	(D)	51.0	30.4
Organic proved developed F&D cost per boe	(A)/(D)	\$7.48	\$6.41
Reserve replacement ratio	(C)/(B)	198%	87%